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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 28, 2008

o **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 1-6948

SPX CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**38-1016240**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code **(704) 752-4400**

(Former Name, Former Address, and Former Fiscal Year, if Changed Since Last Report)

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. x Yes o No

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

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

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

Common shares outstanding July 28, 2008 54,181,362

PART I—FINANCIAL INFORMATION

ITEM 1. Financial Statements

SPX CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited; in millions, except per share amounts)

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Revenues	$ 1,556.2	$ 1,207.9	$ 2,948.7	$ 2,223.0

Costs and expenses:				
Cost of products sold	1,084.1	879.7	2,064.8	1,617.7
Selling, general and administrative	298.3	215.7	596.0	435.0
Intangible amortization	6.6	4.6	13.3	8.7
Special charges, net	4.2	1.2	4.9	1.5
Operating income	163.0	106.7	269.7	160.1
Interest expense	(29.3)	(15.5)	(60.4)	(32.3)
Interest income	1.9	0.7	4.2	4.1
Other expense, net	(3.7)	(0.2)	(1.2)	(2.0)
Equity earnings in joint ventures	11.6	9.9	23.2	20.0
Income from continuing operations before income taxes	143.5	101.6	235.5	149.9
Income tax provision	(50.7)	(30.4)	(80.9)	(47.0)
Income from continuing operations	92.8	71.2	154.6	102.9
Income from discontinued operations, net of tax	1.9	0.2	4.7	4.0
Gain (loss) on disposition of discontinued operations, net of tax	0.1	(7.5)	(3.1)	(13.8)
Income (loss) from discontinued operations, net of tax	2.0	(7.3)	1.6	(9.8)
Net income	$ 94.8	$ 63.9	$ 156.2	$ 93.1
Basic income per share of common stock				
Income from continuing operations	$ 1.75	$ 1.27	$ 2.93	$ 1.80
Income (loss) from discontinued operations	0.04	(0.13)	0.03	(0.17)
Net income per share	$ 1.79	$ 1.14	$ 2.96	$ 1.63
Weighted average number of common shares outstanding — basic	53.095	55.837	52.836	57.214
Diluted income per share of common stock				
Income from continuing operations	$ 1.70	$ 1.24	$ 2.85	$ 1.75
Income (loss) from discontinued operations	0.04	(0.12)	0.03	(0.16)
Net income per share	$ 1.74	$ 1.12	$ 2.88	$ 1.59
Weighted average number of common shares outstanding — diluted	54.499	57.286	54.274	58.697

The accompanying notes are an integral part of these statements.

SPX CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited; in millions, except share data)

	June 28, 2008	December 31, 2007
ASSETS		
Current assets:		
Cash and equivalents	$ 419.6	$ 354.1
Accounts receivable, net	1,463.7	1,281.1
Inventories, net	764.3	692.1
Other current assets	149.4	116.2
Deferred income taxes	108.7	96.5
Assets of discontinued operations	165.5	156.3
Total current assets	3,071.2	2,696.3
Property, plant and equipment:		
Land	37.7	37.9
Buildings and leasehold improvements	247.8	234.3
Machinery and equipment	672.5	620.2
	958.0	892.4
Accumulated depreciation	(453.0)	(410.1)
Net property, plant and equipment	505.0	482.3
Goodwill	1,991.2	1,943.9
Intangibles, net	711.9	710.2
Other assets	410.3	404.7
TOTAL ASSETS	$ 6,689.6	$ 6,237.4
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Accounts payable	$ 706.8	$ 725.5

Accrued expenses	1,167.0	1,038.6
Income taxes payable	15.0	7.5
Short-term debt	305.0	255.0
Current maturities of long-term debt	78.8	78.9
Liabilities of discontinued operations	61.8	65.6
Total current liabilities	2,334.4	2,171.1
Long-term debt	1,212.5	1,234.7
Deferred and other income taxes	246.1	240.7
Other long-term liabilities	569.9	574.5
Total long-term liabilities	2,028.5	2,049.9
Minority interest	14.8	10.4
Shareholders' equity:		
Common stock (96,357,746 and 53,966,614 issued and outstanding at June 28, 2008, respectively, and 95,581,690 and 52,791,375 issued and outstanding at December 31, 2007, respectively)	970.4	963.5
Paid-in capital	1,356.6	1,296.0
Retained earnings	2,175.3	2,045.9
Accumulated other comprehensive income	130.7	38.1
Common stock in treasury (42,391,132 and 42,790,315 shares at June 28, 2008 and December 31, 2007, respectively)	(2,321.1)	(2,337.5)
Total shareholders' equity	2,311.9	2,006.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 6,689.6	$ 6,237.4

The accompanying notes are an integral part of these statements.

SPX CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; in millions)

	Six months ended	
	June 28, 2008	June 30, 2007
Cash flows from (used in) operating activities:		
Net income	$ 156.2	$ 93.1
Less: Income (loss) from discontinued operations, net of tax	1.6	(9.8)
Income from continuing operations	154.6	102.9
Adjustments to reconcile income from continuing operations to net cash used in operating activities		
Special charges, net	4.9	1.5
Deferred and other income taxes	(10.7)	20.0
Depreciation and amortization	55.7	37.0
Pension and other employee benefits	20.7	30.5
Stock-based compensation	25.9	23.5
Other, net	17.7	13.8
Changes in operating assets and liabilities, net of effects from acquisitions and divestitures		
Accounts receivable and other	(177.7)	7.9
Inventories	(69.4)	(55.9)
Accounts payable, accrued expenses, and other	31.6	(90.0)
Cash spending on restructuring actions	(10.0)	(1.5)
Net cash from continuing operations	43.3	89.7
Net cash from (used in) discontinued operations	(0.4)	44.4
Net cash from operating activities	42.9	134.1
Cash flows from (used in) investing activities:		
Proceeds from asset sales and other	1.2	1.2
Capital expenditures	(46.3)	(28.2)
Net cash used in continuing operations	(45.1)	(27.0)
Net cash from (used in) discontinued operations (includes net cash proceeds from dispositions of $139.2 for the six months ended June 30, 2007)	(2.7)	135.8
Net cash from (used in) investing activities	(47.8)	108.8
Cash flows from (used in) financing activities:		
Borrowings under revolving loan facilities	592.0	40.0
Repayments under revolving loan facilities	(457.0)	(69.5)
Borrowings under trade receivables agreement	151.0	302.0
Repayments under trade receivables agreement	(221.0)	(226.0)
Net repayments under other financing arrangements	(38.4)	(15.6)
Purchases of common stock	—	(468.7)
Proceeds from the exercise of employee stock options and other, net	47.5	88.7
Dividends paid	(26.5)	(29.8)
Net cash from (used in) continuing operations	47.6	(378.9)
Net cash used in discontinued operations	(0.1)	(5.8)

Net cash from (used in) financing activities		47.5		(384.7)
Change in cash and equivalents due to changes in foreign currency exchange rates		22.9		6.3
Net change in cash and equivalents		65.5		(135.5)
Consolidated cash and equivalents, beginning of period		354.1		477.2
Consolidated cash and equivalents, end of period	$	419.6	$	341.7
Cash and equivalents of continuing operations	$	419.6	$	341.7
Cash and equivalents of discontinued operations	$	—	$	—

The accompanying notes are an integral part of these statements.

SPX CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited; in millions, except per share data)

(1) BASIS OF PRESENTATION

We prepared the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules and regulations, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States (“GAAP”) can be condensed or omitted. In our opinion, the financial statements include the adjustments (consisting only of normal and recurring items) necessary for their fair presentation and represent our accounts after the elimination of intercompany transactions.

Investments in unconsolidated companies where we exercise significant influence but do not have control are accounted for using the equity method. Our only significant investment reported under the equity method is our 44.5% interest in the EGS Electrical Group, LLC and Subsidiaries (“EGS”) joint venture, which we account for on a three-month lag. EGS’s revenues and our equity earnings from our investment in EGS totaled $140.1 and $11.1 and $130.7 and $9.7 for the three months ended June 28, 2008 and June 30, 2007. For the six months ended June 28, 2008 and June 30, 2007, EGS’s revenues and our equity earnings from our investment in EGS totaled $279.4 and $22.3 and $257.5 and $19.7, respectively.

Preparing financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from these estimates. The unaudited information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements contained in our 2007 Annual Report on Form 10-K. Interim results are not necessarily indicative of expected results for a full year. We have reclassified certain prior year amounts to conform to the current year presentation, including the results of discontinued operations. In addition, we reclassified, within the investing section of our accompanying condensed consolidated statements of cash flows for the six months ended June 30, 2007, proceeds from the sale of discontinued operations from net cash used in continuing operations to net cash from discontinued operations as we believe such presentation is more reflective of the concepts contained in Statement of Financial Accounting Standards (“SFAS”) No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets.” Unless otherwise indicated, amounts provided in these Notes pertain to continuing operations (see Note 3 for information on discontinued operations).

Beginning in the second quarter of 2008, we reclassified, from operating to financing cash outflows (recorded in “Proceeds from the exercise of employee stock options and other, net”), $17.7 during the six months ended June 30, 2007 ($15.3 during the three months ended March 31, 2007) relating to employee income tax withholding obligations on vested restricted stock unit and restricted stock awards, as we believe such presentation is more reflective of the substance of the underlying transactions. During the six months ended June 28, 2008, these financing cash outflows totaled $25.0 ($23.4 during the three months ended March 29, 2008).

It is our practice to establish actual interim closing dates using a “fiscal” calendar, which requires our businesses to close their books on the Saturday closest to the end of the calendar quarter for efficiency purposes. The interim closing dates for the first, second and third quarters of 2008 are March 29, June 28 and September 27, compared to March 31, June 30 and September 29 for 2007, respectively. The effects of this practice only impact the quarterly reporting periods and not the annual reporting period. We had one fewer day in the first quarter of 2008 and will have two additional days in the fourth quarter of 2008 when compared to the respective 2007 periods.

(2) NEW ACCOUNTING PRONOUNCEMENTS

The following is a summary of new accounting pronouncements that apply or may apply to our business.

In September 2006, the Financial Accounting Standards Boards (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurement,” which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 focuses on creating consistency and comparability in fair value measurements. With the exception of certain nonfinancial assets and liabilities, SFAS No. 157 is effective for financial assets and liabilities that are measured at fair value within the financial statements for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued FASB Staff Position (“FSP”) No. FAS 157-2 to defer SFAS No. 157’s effective date for all nonfinancial assets and liabilities,

except those items recognized or disclosed at fair value on an annual or more frequently recurring basis, until years beginning after November 15, 2008. We adopted SFAS No. 157 for financial assets and liabilities measured at fair value within the financial statements on January 1, 2008 (see Note 11) with no impact on our consolidated financial statements. We currently are evaluating the impact that the provisions of SFAS No. 157 for nonfinancial assets and liabilities may have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities, Including an Amendment of FASB Statement No. 115,” which permits an entity to measure certain financial assets and financial liabilities at fair value. The objective of SFAS No. 159 is to improve financial reporting by allowing entities to reduce volatility in reported earnings, caused by the measurement of related assets and liabilities using different attributes, without having to apply complex hedge accounting rules. Under SFAS No. 159, entities that elect the fair value option will report unrealized gains and losses in earnings as of each subsequent reporting date. The fair value option may be elected on an instrument-by-instrument basis with a few exceptions, as long as it is applied to the instrument in its entirety. The fair value option election is irrevocable, unless a new election date occurs. SFAS No. 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. We adopted SFAS No. 159 on January 1, 2008 and elected not to apply the fair value option.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), “Business Combinations,” (“SFAS No. 141(R)”) which replaces SFAS No. 141. SFAS No. 141(R) requires an acquiring entity to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. In addition, SFAS No. 141(R) will require acquisition costs to be expensed as incurred, acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies, in-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date, restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense. SFAS No. 141(R) also includes a substantial number of new disclosure requirements. SFAS No. 141(R) will be effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We expect SFAS No. 141(R) will have an impact on our consolidated financial statements when effective, but the nature and magnitude of the specific effects will depend upon the terms and size of the acquisitions we consummate after the effective date. At December 31, 2007, $19.3 of the $113.0 net liability for unrecognized tax benefits, including interest, and $95.4 of the $182.4 total valuation allowance related to balances recorded in connection with acquisitions. If such liabilities for unrecognized tax benefits are settled for different amounts prior to the adoption of SFAS No. 141(R), the adjustment will affect goodwill. Similarly, any reduction of acquisition-related valuation allowances would reduce goodwill. However, if the liability for unrecognized tax benefits or valuation allowance is recognized subsequent to the adoption of SFAS No. 141(R), the adjustments will affect income tax expense in the period of reversal. We are still assessing the full impact of this standard on our future consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51.” SFAS No. 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, SFAS No. 160 requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent’s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. In addition, SFAS No. 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS No. 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We do not expect the adoption of SFAS No. 160 to have a material impact on our consolidated financial statements.

In December 2007, the EITF reached a consensus on EITF Issue No. 07-01, “Accounting for Collaborative Arrangements.” EITF 07-01 defines a collaborative arrangement as a contractual arrangement in which the parties are (1) active participants to the arrangements and (2) exposed to significant risks and rewards that depend on the commercial success of the endeavor. EITF 07-01 requires that costs incurred and revenues generated from transactions with third parties should be reported by the collaborators on the appropriate line item in their respective income statements. EITF 07-01 also states that the income statement characterization of payments between the participants to a collaborative arrangement should be based on other authoritative literature if the payments are within the scope of such literature. EITF 07-01 requires

collaborators to disclose, in the footnotes to financial statements in the initial period of adoption and annually thereafter, (1) the income statement classification and amounts attributable to transactions arising from collaborative arrangements between participants for each period for which an income statement is presented and (2) information regarding the nature and purpose of the collaborative arrangement, the collaborators’ rights and obligations under the arrangement, and any accounting policies for the collaborative arrangement. EITF 07-01 is effective for fiscal years beginning after December 15, 2008. We currently are evaluating the impact of adoption that EITF 07-01 may have on our consolidated financial statements, specifically, as it relates to our consortium arrangements. See Note 13 for additional details of our consortium arrangements.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities - An Amendment of FASB Statement No. 133.” SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133 with the intent to provide users of financial statements with an enhanced understanding of a) how and why an entity uses derivative instruments, b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. To meet those objectives, SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for fiscal years, and interim periods within those fiscal years, beginning after November 15, 2008. We do not expect the adoption of SFAS No. 161 to have a material impact on our consolidated financial statements.

In April 2008, the FASB issued Financial Statement Position (“FSP”) No. EITF 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities.” FSP No. EITF 03-6-1 states that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders and should be included in basic and diluted earnings per share calculations. FSP No. EITF 03-6-1 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008. We currently are evaluating the impact of adoption that FSP No. EITF 03-6-1 may have on our consolidated financial statements.

In April 2008, the FASB issued FSP No. FAS 142-3, “Determination of the Useful Life of Intangible Assets.” FSP No. FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, “Goodwill and Other Intangible Assets.” The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R) and other GAAP. FSP No. FAS 142-3 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008. We do not expect the adoption of FSP No. FAS 142-3 to have an impact on our consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States. SFAS No. 162 will be effective 60 days after the SEC's approval of the Public Company Accounting Oversight Board ("PCAOB's") amendments to AU Section 411. We do not expect the adoption of SFAS No. 162 to have an impact on our consolidated financial statements.

(3) ACQUISITIONS AND DISCONTINUED OPERATIONS

Acquisitions

There were no acquisitions during the first six months of 2008 or 2007.

In the Flow Technology segment, we completed the acquisition of APV, a global manufacturer of process equipment and engineering solutions, on December 31, 2007, for a purchase price of $524.2, including cash acquired of $41.7. APV's primary products include pumps, valves, heat exchangers and homogenizers for the food, dairy, beverage and pharmaceutical industries. APV had revenues of approximately $876.0 for the twelve months prior to acquisition.

The assets acquired and liabilities assumed were recorded at preliminary estimates of fair values as determined by management, based on information then currently available and on then current assumptions as to future operations, and are subject to change upon the completion of acquisition accounting, including the finalization of asset valuations and working capital settlement. The working capital settlement is unresolved at this time. During the six months ended June 28, 2008, we

recorded our revised estimates of fair value for certain assets and liabilities particularly relating to matters subject to this settlement process, resulting in a net increase to goodwill of $24.2.

As part of our original acquisition plan, we expect to incur costs of $50.0 to $70.0 related to the integration of the APV businesses. The plan is expected to be finalized during the remainder of 2008, with the majority of the costs recorded through acquisition accounting.

The following is a summary of the recorded preliminary fair values of the assets acquired and liabilities assumed of APV at the date of acquisition, and reflects acquisition accounting adjustments recorded during the first half of 2008:

Assets acquired:		
Current assets, including cash and equivalents of $41.7	$	388.8
Net property, plant and equipment		77.6
Goodwill		214.6
Intangible assets		204.9
Other assets		35.5
Total assets acquired		921.4
Liabilities assumed:		
Current liabilities		333.7
Other long-term liabilities		63.5
Total liabilities acquired		397.2
Net assets acquired	$	524.2

The identifiable intangible assets acquired consist of customer relationships of $69.0 with estimated useful lives of 14 to 16 years, technology of $45.9 with estimated useful lives of 16 to 18 years, and trademarks of $90.0 with indefinite useful lives, with such amounts based on a preliminary assessment of the related fair values.

The following unaudited pro forma information presents our results of operations for the three and six months ended June 30, 2007, as if the acquisition of APV had taken place on January 1, 2007. The unaudited pro forma financial information is not intended to represent or be indicative of our condensed consolidated results of operations that would have been reported had the acquisition been completed as of January 1, 2007, and should not be taken as representative of our future consolidated results of operations. The pro forma results include estimates and assumptions which management believes are reasonable. However, these results do not include any anticipated cost savings or expenses of the planned integration of APV. These pro forma results of operations have been prepared for comparative purposes only and include certain adjustments to actual financial results for the relevant period, such as imputed financing cost, amortization of inventory step-up and estimated additional amortization and depreciation expense as a result of intangibles and fixed assets acquired.

	Three Months Ended June 30, 2007	Six Months Ended June 30, 2007
Revenues	$ 1,411.2	$ 2,679.9
Income from continuing operations	64.7	75.7
Net income	57.4	65.9
Income from continuing operations per share:		
Basic	$ 1.16	$ 1.32
Diluted	$ 1.13	$ 1.29
Net income per share:		
Basic	$ 1.03	$ 1.15
Diluted	$ 1.00	$ 1.12

Discontinued Operations

As part of our operating strategy, we regularly review and negotiate potential divestitures, some of which are or may be material. As a result of this continuous review, we determined that certain of our businesses would be better strategic fits with other companies or investors. We report discontinued operations in accordance with the guidance of SFAS No. 144,

"Accounting for the Impairment or Disposal of Long-Lived Assets." Accordingly, we report businesses or asset groups as discontinued operations when, among other things, we commit to a plan to divest the business or asset group, actively begin marketing the business or asset group, and when the sale of the business or asset group is deemed probable within the next 12 months. The following businesses, which have been sold, met these requirements and therefore have been reported as discontinued operations for the periods presented:

Business	Quarter Discontinued	Actual Closing Date of Sale
Balcke-Duerr Austria GmbH ("BD Austria")	Q4 2007	Q4 2007
Nema AirFin GmbH ("Nema")	Q4 2007	Q4 2007
Contech ("Contech")	Q3 2006	Q2 2007

BD Austria — Sold for cash proceeds of $11.6, exclusive of cash balances assumed by the buyer of $30.0, resulting in a gain, net of taxes, of $17.2 during the fourth quarter of 2007.

Nema — Sold for $6.8 in cash, net of cash balances assumed by the buyer of $0.4, for a loss, net of taxes, of $2.3 during the fourth quarter of 2007.

Contech — Sold to Marathon Automotive Group, LLC for net cash proceeds of $134.3. During 2007, we recorded a net loss on the sale of $13.6, including a $6.6 charge during the first quarter of 2007 to reduce the carrying value of the net assets sold to the net proceeds received from the sale and a net charge of $4.3 during the second quarter of 2007 due primarily to expenses that were contingent upon the consummation of the sale. During the third quarter of 2006, we recorded a charge of $102.7 to "Gain (loss) on disposition of discontinued operations, net of tax" in order to reduce the carrying value of the net assets to be sold to their estimated net realizable value.

During the third quarter of 2007, we committed to a plan to divest our Air Filtration business within our Flow Technology segment. In July 2008, we completed the sale of the business for net cash proceeds of $33.9. The net gain/loss on sale is not expected to be significant and will be recorded during the third quarter of 2008. We have reported, for all periods presented, the financial condition, results of operations and cash flows of this business as a discontinued operation in our condensed consolidated financial statements. During the first quarter of 2008, we recorded a net charge of $3.1 to "Gain (loss) on disposition of discontinued operations, net of tax" to adjust the deferred tax assets of the Air Filtration business to their estimated realizable value. During the third quarter of 2007, we recorded a net charge of $11.0 to "Gain (loss) on disposition of discontinued operations, net of tax" in order to reduce the carrying value of the net assets to be sold to their estimated net realizable value.

During the first quarter of 2008, we committed to a plan to divest our vibration test equipment business within our Test and Measurement segment. We are actively pursuing the sale of this business and anticipate that the sale will be completed during the third or fourth quarter of 2008. We have reported, for all periods presented, the financial condition, results of operations and cash flows of this business as a discontinued operation in our condensed consolidated financial statements.

In addition to the Contech and Air Filtration businesses discussed above, we recognized a net gain of $0.1 for the three months ended June 28, 2008 and net losses of $3.2 and $2.9 for the three and six months ended June 30, 2007, respectively, resulting from adjustments to gains (losses) on sales from previously discontinued businesses. Refer to the consolidated financial statements contained in our 2007 Annual Report on Form 10-K for the disclosure of all discontinued businesses for the period from the beginning of 2005 through 2007.

The final sales price for certain of the divested businesses is subject to adjustment based on working capital existing at the respective closing dates. The working capital figures are subject to agreement with the buyers or if we cannot come to agreement with the buyers, an arbitration process. Final agreement of the working capital figures with the buyers for certain of these transactions has yet to occur. In addition, changes in estimates associated with liabilities retained in connection with a business divestiture (e.g., income taxes) may occur. It is possible that the sales price and resulting gains/losses on these, and other previous divestitures, may be materially adjusted in subsequent periods.

For the first three and six months of 2008 and 2007, income (loss) from discontinued operations and the related income taxes are shown below:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Income (loss) from discontinued operations	$ 3.0	$ (2.4)	$ 5.4	$ (2.7)
Income tax provision	(1.0)	(4.9)	(3.8)	(7.1)
Income (loss) from discontinued operations, net	$ 2.0	$ (7.3)	$ 1.6	$ (9.8)

For the first three and six months of 2008 and 2007, results of operations for our businesses reported as discontinued operations were as follows:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Revenues	$ 52.6	$ 80.2	$ 98.0	$ 222.4
Pre-tax income	2.8	0.2	5.4	6.1

The major classes of assets and liabilities, excluding intercompany balances, of the businesses reported as discontinued operations included in the accompanying condensed consolidated balance sheets are shown below:

	June 28, 2008	December 31, 2007
Assets:		
Accounts receivable, net	$ 42.5	$ 36.3
Inventories, net	27.6	24.3
Other current assets	4.7	5.1
Net property, plant and equipment	26.6	24.4
Goodwill and intangibles, net	58.8	61.4
Other assets	5.3	4.8
Assets of discontinued operations	$ 165.5	$ 156.3
Liabilities:		
Accounts payable	$ 15.3	$ 17.5
Accrued expenses	26.0	27.1
Short-term debt	0.7	0.9
Deferred and other income taxes	11.4	11.8
Long-term debt and other	8.4	8.3
Liabilities of discontinued operations	$ 61.8	$ 65.6

(4) BUSINESS SEGMENT INFORMATION

We are a global provider of flow technology, test and measurement products and services, thermal equipment and services, and industrial products and services, with operations in over 35 countries. Our strategic growth focus is on the global infrastructure market, particularly power and energy, process equipment and diagnostic tools. Our products are used by a broad array of customers in various industries, including power generation, chemical processing, pharmaceuticals, infrastructure, mineral processing, petrochemical, telecommunications, transportation and automotive service.

We have aggregated our operating segments into four reportable segments in accordance with the criteria defined in SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information.” The segments are Flow Technology, Test and Measurement, Thermal Equipment and Services and Industrial Products and Services. The factors considered in determining our aggregated segments are the economic similarity of the businesses, the nature of products sold or services provided, production processes, types of customers and distribution methods. In determining our segments, we apply the

threshold criteria of SFAS No. 131 to operating income or loss of each segment before considering impairment and special charges, pension and postretirement expenses, stock-based compensation and other indirect corporate expense. This is consistent with the way our chief operating decision maker evaluates the results of each segment.

Flow Technology

Our Flow Technology segment designs, manufactures, and markets solutions and products that are used to process or transport fluids, as well as solutions and products that are used in heat transfer applications. Our Flow Technology businesses focus on innovative, highly engineered new product introductions and expansion from products to systems and services to create total customer solutions. Products for the segment include high-integrity pumps, valves, heat exchangers, fluid mixers, agitators, metering systems, filters and dehydration equipment for the sanitary, food, beverage and pharmaceutical processing, general industrial, chemical processing, oil and gas processing, power generation and mining markets.

Test and Measurement

Our Test and Measurement segment engineers and manufactures branded, technologically advanced test and measurement products used across the transportation, telecommunications and utility industries. Our technology supports the introduction of new systems, expanded services, and sophisticated testing and validation. Products for the segment include specialty automotive diagnostic service tools, fare-collection boxes, and portable cable and pipe locators. The segment continues to focus on initiatives such as lean manufacturing, expanding its commercialization of the European and Asia Pacific markets and leveraging its outsourcing model.

Thermal Equipment and Services

Our Thermal Equipment and Services segment engineers, manufactures and services cooling, heating and ventilation products for markets throughout the world. Products for the segment include dry, wet and hybrid cooling systems for the power generation, refrigeration, HVAC and industrial markets, as well as hydronic and heating and ventilation products for the commercial and residential markets. This segment also provides thermal components for power and steam generation plants and engineered services to maintain, refurbish, upgrade and modernize power stations. The segment continues to focus on expanding its global reach, as well as increasing thermal components and service offerings, particularly in South Africa, Europe, and Asia Pacific. The segment’s South African business has a Black Economic Empowerment minority shareholder holding approximately 25.1% interest.

Industrial Products and Services

Our Industrial Products and Services segment includes businesses that design, manufacture and market power systems, industrial tools and hydraulic units, automatic transmission filters, precision machine components for the aerospace industry and television and radio broadcast antenna systems. This segment continues to focus on lean initiatives and global expansion opportunities.

Corporate Expense

Corporate expense generally relates to the cost of our Charlotte, NC corporate headquarters, our Horsham, PA information technology data center and our Asia-Pacific center in Shanghai, China.

Financial data for our business segments, including the results of businesses acquired from the respective dates of acquisition, were as follows:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Revenues (1):				
Flow Technology	$ 546.5	$ 278.1	$ 1,050.5	$ 528.8
Test and Measurement	324.2	288.5	598.9	528.6
Thermal Equipment and Services	409.4	388.1	756.2	700.8
Industrial Products and Services	276.1	253.2	543.1	464.8
Total revenues	$ 1,556.2	$ 1,207.9	$ 2,948.7	$ 2,223.0
Segment income:				
Flow Technology	$ 70.1	$ 44.5	$ 116.1	$ 82.2
Test and Measurement	36.9	32.6	61.3	56.4
Thermal Equipment and Services	45.6	37.8	82.0	53.9
Industrial Products and Services	56.7	34.3	111.0	60.3
Total segment income	209.3	149.2	370.4	252.8
Corporate expense	(24.7)	(20.9)	(54.9)	(46.3)
Pension and postretirement expense	(7.6)	(10.7)	(15.0)	(21.4)
Stock-based compensation expense	(9.8)	(9.7)	(25.9)	(23.5)
Special charges, net	(4.2)	(1.2)	(4.9)	(1.5)
Consolidated operating income	$ 163.0	$ 106.7	$ 269.7	$ 160.1

(1) Under the percentage of completion method, we recognized revenues of $367.0 and $269.6 in the three months ended June 28, 2008 and June 30, 2007, respectively. For the six months ended June 28, 2008 and June 30, 2007, revenues under the percentage of completion method were $699.4 and $483.4, respectively. Costs and estimated earnings in excess of billings on contracts accounted for under the percentage of completion method were $303.8 and $195.6 as of June 28, 2008 and December 31, 2007, respectively, and were classified as a component of “Accounts receivable, net” in the condensed consolidated balance sheets. Billings in excess of costs and estimated earnings on uncompleted contracts accounted for under the percentage of completion method were $313.5 and $198.7 as of June 28, 2008 and December 31, 2007, respectively, and were classified as a component of “Accrued expenses” in the condensed consolidated balance sheets.

(5) SPECIAL CHARGES

Special charges, net, for the three and six months ended June 28, 2008 and the three and six months ended June 30, 2007 are summarized and described in more detail below:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Flow Technology	$ 1.1	$ —	$ 1.2	$ 0.1
Test and Measurement	1.3	0.5	1.5	0.5
Thermal Equipment and Services	0.6	0.6	1.0	0.6
Industrial Products and Services	—	—	—	0.1
Corporate	1.2	0.1	1.2	0.2
Total	$ 4.2	$ 1.2	$ 4.9	$ 1.5

Flow Technology Segment – Charges for the three and six months ended June 28, 2008 related primarily to the relocation of the segment’s headquarters from Delevan, WI to Charlotte, NC. The charges for the six months ended June 30, 2007 related to costs associated with the completion of previously announced consolidation initiatives.

Test and Measurement Segment – Charges for the three and six months ended June 28, 2008 related primarily to exit costs associated with a plan to consolidate distribution activities within the segment, as well as costs associated with the closure of a manufacturing facility in Owatonna, MN. The charges for the three and six months ended June 30, 2007 related primarily to exit costs associated with a location in France.

Thermal Equipment and Services Segment– Charges for the three and six months ended June 28, 2008 related primarily to costs associated with the shut-down of a facility in Houston, TX. The charges for the three and six months ended June 30, 2007 related primarily to lease holding costs associated with an idle facility in Belgium.

Industrial Products and Services Segment - The charges for the six months ended June 30, 2007 related to costs to integrate the segment’s Franklin, TN and Raymond, ME locations.

Corporate - - Charges for the three and six months ended June 28, 2008 related primarily to a second quarter impairment charge of $1.0 and costs associated with the legal entity reduction initiative. The charges for the three and six months ended June 30, 2007 related primarily to costs associated with the legal entity reduction initiative.

The following is an analysis of our restructuring and integration liabilities for the six months ended June 28, 2008 and June 30, 2007:

	Six months ended	
	June 28, 2008	June 30, 2007
Beginning balance	$ 12.6	$ 4.9
Special charges – cash (1)	3.7	1.5
Additions related to acquisition accounting	(0.1)	(0.1)
Utilization – cash	(10.0)	(1.5)
Currency translation adjustment and other	1.3	—
Ending balance (2)	$ 7.5	$ 4.8

(1) The six months ended June 28, 2008 exclude $1.2 of non-cash special charges relating to asset impairments that have had an impact on special charges but not the related liabilities.

(2) The balance at June 28, 2008 is composed of $5.0 relating to acquisition integration plans and $2.5 for various restructuring initiatives.

(6) INVENTORIES

Inventories consisted of the following amounts:

	June 28, 2008	December 31, 2007
Finished goods	$ 259.3	$ 237.7
Work in process	173.3	148.5
Raw material and purchased parts	366.6	337.1
Total FIFO cost	799.2	723.3
Excess of FIFO cost over LIFO inventory value	(34.9)	(31.2)
Total inventories	$ 764.3	$ 692.1

Inventories include material, labor and factory overhead costs and are reduced, when necessary, to estimated realizable values. Approximately 30% and 38% of the total inventory at June 28, 2008 and December 31, 2007, respectively, were domestic inventories valued using the last-in, first-out ("LIFO") method. Other inventories are valued using the first-in, first-out ("FIFO") method. Progress payments, which are netted against work in process, were $2.5 and $3.2 at June 28, 2008

and December 31, 2007, respectively.

(7) GOODWILL AND OTHER INTANGIBLE ASSETS

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

	December 31, 2007	Goodwill resulting from business combinations	Foreign Currency Translation and other (1)	June 28, 2008
Flow Technology	$ 668.3	$ —	$ 32.0	$ 700.3
Test and Measurement	375.0	—	6.4	381.4
Thermal Equipment and Services	612.6	—	8.9	621.5
Industrial Products and Services	288.0	—	—	288.0
Total	$ 1,943.9	$ —	$ 47.3	$ 1,991.2

(1) Includes adjustments resulting from acquisitions completed not more than one year prior to the date of adjustment and adjustments to tax positions considered uncertain at the date of the acquisition. For the six months ended June 28, 2008, adjustments resulting from acquisition accounting related to the APV transaction totaled $24.2, which is included in the Flow Technology segment. Various other purchase accounting adjustments, changes from foreign currency translation, and tax related adjustments totaled ($0.5), $29.0 and ($5.4), respectively, for the six months ended June 28, 2008.

Other Intangibles

	June 28, 2008			December 31, 2007		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible assets with determinable lives:						
Patents	$ 29.5	$ (21.0)	$ 8.5	$ 28.9	$ (19.4)	$ 9.5
Technology	74.5	(9.5)	65.0	73.5	(6.7)	66.8
Customer relationships	228.1	(27.3)	200.8	219.2	(18.9)	200.3
Other	32.1	(12.2)	19.9	31.0	(10.6)	20.4

	364.2	(70.0)	294.2	352.6	(55.6)	297.0
Trademarks with indefinite lives	417.7	—	417.7	413.2	—	413.2
Total	$ 781.9	$ (70.0)	$ 711.9	$ 765.8	$ (55.6)	$ 710.2

Estimated annual amortization expense related to these intangible assets is $26.6 in 2008, $21.7 in 2009, $21.1 in 2010, $19.8 in 2011 and $19.8 in 2012.

At June 28, 2008, intangible assets, net with determinable lives were primarily associated with $169.8 in the Flow Technology segment, $88.0 in the Test and Measurement segment, and $30.9 in the Thermal Equipment and Services segment. Trademarks with indefinite lives were associated $225.9 in the Flow Technology segment, $54.2 in the Test and Measurement segment, $122.6 in the Thermal Equipment and Services segment, and $15.0 in the Industrial Products and Services segment.

Consistent with the requirements of SFAS No. 142, we annually test the recoverability of our indefinite-lived intangible assets during the fourth quarter and continually monitor impairment indicators across all our reporting units. Any significant change in market conditions and estimates or judgments used to determine expected future cash flows that indicate a reduction in carrying value may give rise to impairment in the period that the change becomes known.

Our annual goodwill impairment testing during the fourth quarter of 2007 identified two reporting units (Filtran, our automatic transmission business, and Weil-McLain, our boiler products business) whose fair value exceeded their carrying value by less than 10%. The aggregate goodwill and indefinite-lived intangible asset balance for these two reporting units was $153.8 at June 28, 2008.

(8) WARRANTY

The following is an analysis of our product warranty accrual for the first six months of 2008 and 2007:

	Six months ended	
	June 28, 2008	June 30, 2007
Balance at beginning of period	$ 60.8	$ 53.7
Acquisitions (1)	8.8	0.4
Provisions	15.0	14.5
Usage	(11.8)	(14.1)
Balance at end of period	72.8	54.5
Less: Current portion of warranty	55.6	39.0
Non-current portion of warranty	$ 17.2	$ 15.5

(1) Represents adjustments resulting from acquisition accounting primarily related to the APV transaction.

(9) EMPLOYEE BENEFIT PLANS

Net periodic benefit expense for our pension and postretirement plans includes the following components:

Domestic Pension Plans

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Service cost	$ 1.9	$ 2.1	$ 3.8	$ 4.3
Interest cost	16.3	16.1	32.6	32.3
Expected return on plan assets	(19.6)	(19.3)	(39.1)	(38.8)
Amortization of unrecognized losses	5.3	8.1	10.6	16.2
Amortization of unrecognized prior service cost	(0.2)	(0.2)	(0.4)	(0.3)
Settlement loss	—	3.7	—	3.7
Total net periodic pension benefit expense	3.7	10.5	7.5	17.4
Less: Net periodic pension benefit expense of discontinued operations	—	(3.8)	—	(4.0)
Net periodic pension benefit expense of continuing operations	$ 3.7	$ 6.7	$ 7.5	$ 13.4

Foreign Pension Plans

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Service cost	$ 1.0	$ 0.9	$ 1.8	$ 1.5
Interest cost	4.0	3.5	7.9	6.7
Expected return on plan assets	(4.5)	(4.1)	(9.0)	(7.9)
Amortization of unrecognized prior service cost	0.3	0.3	0.6	0.9
Net periodic pension benefit expense	$ 0.8	$ 0.6	$ 1.3	$ 1.2

Postretirement Plans

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Service cost	$ —	$ —	$ 0.1	$ 0.1
Interest cost	2.5	2.6	4.9	5.1
Amortization of unrecognized losses	0.9	1.1	1.8	2.2
Amortization of unrecognized prior service cost	(0.3)	(0.3)	(0.6)	(0.6)
Net periodic pension benefit expense	$ 3.1	$ 3.4	$ 6.2	$ 6.8

During the first six months of 2008, we made contributions of approximately $9.9 to our foreign and domestic pension plans. Our estimates of full-year 2008 required employer contributions to our employee benefit plans have not changed significantly from those disclosed in the consolidated financial statements contained in our 2007 Annual Report on Form 10-K.

Prior to January 1, 2008, we amortized actuarial gains/losses for our pension plans over the approximate average service period of active employees expected to receive benefits under the plans. Based on a decrease in the number of active participants covered under one of our qualified U.S. pension plans, effective January 1, 2008 we began amortizing losses under the plan over the average remaining life expectancy of inactive participants receiving benefits under the plan. The effect of this change to the amortization period decreased net periodic pension expense by approximately $0.6 and $1.2 in the three and six months ended June 28, 2008, respectively, and is expected to decrease the net periodic pension expense by approximately $2.4 in 2008.

(10) INDEBTEDNESS

The following summarizes our debt activity (both current and non-current) for the six months ended June 28, 2008:

	December 31, 2007	Borrowings	Repayments	Other (3)	June 28, 2008
Term loan	$ 750.0	$ —	$ (18.8)	$ —	$ 731.2
Domestic revolving loan facility	115.0	492.0	(457.0)	—	150.0
Global revolving loan facility	—	100.0	—	—	100.0
7.625% senior notes	500.0	—	—	—	500.0
7.50% senior notes	28.2	—	—	—	28.2
6.25% senior notes	21.3	—	—	—	21.3
Trade receivables financing arrangement (1)	70.0	151.0	(221.0)	—	—
Other indebtedness (2)	84.1	—	(19.6)	1.1	65.6
Total debt	1,568.6	$ 743.0	$ (716.4)	$ 1.1	1,596.3
Less: short-term debt	255.0				305.0
Less: current maturities of long-term debt	78.9				78.8
Total long-term debt	$ 1,234.7				$ 1,212.5

(1) Under this arrangement, we can borrow, on a continuous basis subject to defined availability, up to $130.0.

(2) Includes aggregate balances under extended accounts payable programs and a purchase card program of $54.7 and $57.7 at June 28, 2008 and December 31, 2007, respectively.

(3) "Other" includes debt assumed and foreign currency translation on any debt instruments denominated in currencies other than the U.S. dollar.

Credit Facilities

We have senior credit facilities with a syndicate of lenders that provide for committed senior secured financing of $2,300.0, consisting of the following:

- A term loan facility in an initial aggregate principal amount of $750.0 with final maturity in September 2012;
- A domestic revolving loan facility, available for loans and letters of credit, in an aggregate principal amount of $400.0 with final maturity in September 2012;
- A global revolving loan facility, available for loans in Euros, British Pounds and other currencies in an aggregate principal amount up to the equivalent of $200.0 with final maturity in September 2012; and
- A foreign credit instrument facility, available for performance letters of credit and guarantees, in an aggregate principal amount in various currencies up to the equivalent of $950.0 with a final maturity of September 2012.

Our senior credit facilities require that we maintain a Consolidated Interest Coverage Ratio (generally defined as the ratio of consolidated adjusted EBITDA for the four fiscal quarters ended on such date to consolidated interest expense for such period) as of the last day of any fiscal quarter of at least 3.50 to 1.00, and a Consolidated Leverage Ratio as of the last day of any fiscal quarter of no more than 3.25 to 1.00. Our senior credit facilities also contain covenants that, among other things, restrict our ability to incur additional indebtedness, grant liens, make investments, loans, guarantees or advances, make restricted junior payments, including dividends, redemptions of capital stock and voluntary prepayments or repurchases of certain other indebtedness, engage in mergers, acquisitions or sales of assets, enter into sale and leaseback transactions or engage in certain transactions with affiliates and otherwise restrict certain corporate activities. We do not expect these covenants to restrict our liquidity, financial condition or access to capital resources in the foreseeable future. Lastly, our senior credit facilities contain customary representations, warranties, affirmative covenants and events of default.

We are permitted under our senior credit facilities to repurchase our capital stock and pay cash dividends in an unlimited amount if our gross Consolidated Leverage Ratio is less than 2.50 to 1.00. If our gross Consolidated Leverage Ratio is greater than or equal to 2.50 to 1.00, the aggregate amount of such repurchases and dividend declarations cannot exceed (A) $100.0 in any fiscal year plus (B) an additional amount for all such repurchases and dividend declarations made after September 21, 2007 equal to the sum of (i) $300.0 and (ii) a positive amount equal to 50% of cumulative consolidated net

income during the period from July 1, 2007 to the end of the most recent fiscal quarter for which financial information is available preceding the date of such repurchase or dividend declaration (or, in case such consolidated net income is a deficit, minus 100% of such deficit).

The weighted-average interest rate of our outstanding borrowings under our senior credit facilities was approximately 5.1% at June 28, 2008, inclusive of the impact of interest rate protection agreements.

At June 28, 2008, we were in compliance with all covenant provisions of our senior credit facilities, and did not have any restrictions on our ability to repurchase shares or pay dividends.

Senior Notes

In December 2007, we issued in a private placement $500.0 aggregate principal amount of 7.625% senior unsecured notes that mature in 2014. We used the net proceeds from the offering for general corporate purposes including the financing of our acquisition of APV (see Note 3). The interest payment dates for these notes are June 15 and December 15 of each year. The notes are redeemable, in whole, or in part, at any time prior to maturity at a price equal to 100% of the principal amount thereof plus a premium, plus accrued and unpaid interest. In addition, at any time prior to December 15, 2010, we may redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds of certain equity offerings at a redemption price of 107.625%, plus accrued and unpaid interest. If we experience certain types of change of control transactions, we must offer to repurchase the notes at 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest. These notes are unsecured and rank equally with all our existing and future unsecured senior indebtedness. The indenture governing these notes contains covenants that, among other things, limit our ability to incur liens, enter into sale and leaseback transactions and consummate some mergers. At June 28, 2008, we were in compliance with all covenant provisions of these senior notes. We have agreed to conduct a registered exchange offer for the notes and will use commercially reasonable efforts to exchange the notes for a new issue of identical debt securities within 150 days from February 28, 2009, if the notes are not freely tradable before this date, and file under certain circumstances a shelf registration statement to cover resales of the notes and to cause the registration statement to be declared effective by the SEC. If we fail to satisfy these obligations, we have agreed to pay additional interest to holders of the notes under certain circumstances.

(11) FINANCIAL INSTRUMENTS

Effective January 1, 2008, we adopted the provisions of SFAS No. 157 that apply to our financial assets and liabilities that are measured at fair value within our financial statements, which provides a framework for measuring fair value under GAAP. As defined in SFAS No. 157, fair value is 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. We utilize market data or assumptions that we believe market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable quoted prices in active markets for identical assets or liabilities (level 1), significant other observable inputs (level 2) or significant unobservable inputs (level 3).

We primarily use the income approach, which uses valuation techniques to convert future amounts to a single present amount. Assets and liabilities measured at fair value on a recurring basis include the following as of June 28, 2008:

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Current assets – currency forward and commodity contracts	$ —	$ 2.4	$ —
Current liabilities – currency forward contracts	—	2.6	—
Long-term liabilities – interest rate swaps	—	14.3	—

Interest Rate Swaps

We maintain interest rate protection agreements ("swaps") to hedge the potential impact of increases in interest rates on our variable rate term loan. These swaps, which we designate and account for as cash flow hedges, have maturities through September 2012 and effectively convert the majority of our borrowing under our variable rate term loan to a fixed rate of 4.795% plus the applicable margin. These are amortizing swaps; therefore, the outstanding notional value is scheduled to decline commensurate with the scheduled maturities of the term loan. As of June 28, 2008, the aggregate notional amount of the swaps was $570.0. The unrealized loss, net of taxes, recorded in accumulated other comprehensive income was $8.8 and $9.1 as of June 28, 2008 and December 31, 2007, respectively. In addition, as of June 28, 2008 and December 31, 2007, we recorded a long-term liability of $14.3 and $14.8, respectively, to recognize the fair value of our swaps.

Currency Forward Contracts

We manufacture and sell our products in a number of countries and, as a result, are exposed to movements in foreign currency exchange rates. Our objective is to preserve the economic value of select non-functional currency denominated cash flows. Our principal currency exposures relate to the Euro, British Pound and Chinese Yuan.

From time to time, we enter into foreign currency protection agreements ("FX forward contracts") to manage the exposure on forecasted transactions denominated in foreign currencies and to manage the risk of transaction gains and losses associated with assets/liabilities denominated in currencies other than the functional currency of certain subsidiaries. Some of the underlying forecasted transactions contain embedded derivatives, as the currency of exchange is not "clearly and closely" related to the functional currency of either party to the transaction. The changes in the fair value of these FX forward contracts and embedded derivatives are recorded in "Other income (expense)" in the period of change. The net impact of the changes in fair values of the FX forward contracts and embedded derivatives was not material to our condensed consolidated financial statements for the three and six months ended June 28, 2008 and June 30, 2007.

We had FX forward contracts with an aggregate notional amount of $132.9 outstanding as of June 28, 2008. The fair values of our FX forward contracts and related embedded derivatives were as follows:

	June 28, 2008		December 31, 2007	
	Current Assets	Current Liabilities	Current Assets	Current Liabilities

FX forward contracts	$ 0.6	$ 1.2	$ —	$ 0.1
Embedded derivatives	0.5	1.4	—	0.8

Other Derivative Instruments

From time to time we enter into forward contracts to manage the exposure on forecasted purchases of commodity raw materials. We designate and account for such transactions as cash flow hedges. As of June 28, 2008 and December 31, 2007, the unrealized gain/(loss), net of tax, recorded in accumulated other comprehensive income was $1.0 and $(0.6), respectively. We expect to reclassify the unrealized gain mentioned above to cost of products sold over the next 12 months as the hedged transactions impact earnings. The fair values of contracts that had not settled with the counterparty as of June 28, 2008 and December 31, 2007 were $1.3 (recorded as a current asset) and $0.7 (recorded as a current liability), respectively. The amount of gain or loss recognized during the three and six months ended June 28, 2008 and June 30, 2007 related to the ineffectiveness of the hedges was not material to our condensed consolidated financial statements.

(12) SHAREHOLDERS' EQUITY AND STOCK-BASED COMPENSATION

Earnings Per Share

The following table sets forth the number of weighted-average shares outstanding used in the computation of basic and diluted income per share:

	Three months ended		Six months ended	
	June 28, 2008	**June 30, 2007**	**June 28, 2008**	**June 30, 2007**
Weighted-average number of common shares outstanding for calculating basic income per share	53.095	55.837	52.836	57.214
Dilutive Securities—Employee stock options, restricted stock and restricted stock units	1.404	1.449	1.438	1.483
Weighted-average number of common shares outstanding and dilutive securities for calculating diluted income per share	54.499	57.286	54.274	58.697

The total number of stock options that were not included in the computation of diluted income per share because their exercise price was greater than the average market price of common shares was 0.046 for the six months ended June 28, 2008, respectively, and 0.654 and 1.038 for the three and six months ended June 30, 2007, respectively.

Stock-based Compensation

Under the 2002 Stock Compensation Plan, as amended in 2006, the successor plan to the 1992 Stock Compensation Plan, up to 20.000 shares of our common stock may be granted to key employees and 5.733 of these shares were available for grant at June 28, 2008. The 2002 Stock Compensation Plan permits the issuance of new shares or shares from treasury upon the exercise of options, the vesting of restricted stock units and the granting of restricted stock.

During the six months ended June 28, 2008 and June 30, 2007, we classified excess tax benefits from stock-based compensation of $28.5 and $17.8, respectively, as financing cash flows and included such amounts in "Proceeds from the exercise of employee stock options and other" within our condensed consolidated statement of cash flows.

Restricted stock or restricted stock units may be granted to eligible employees or non-employee directors in accordance with applicable equity compensation plan documents and agreements. Subject to participants' continued employment and other plan terms and conditions, the restrictions lapse and awards vest over three years. In addition, the restrictions lapse and the awards vest in the event of retirement, death or disability. The 2004 grants vest ratably. In December 2004, the Compensation Committee of the Board of Directors announced changes to our stock-based employee compensation program. Under the announced changes, market ("company performance") thresholds have been instituted for vesting of substantially all restricted stock and restricted stock units awarded in 2005 and future years. This vesting is based on SPX shareholder return versus the S&P 500 composite index. On each vesting date, we compare the SPX shareholder return to the performance of the S&P 500 composite index for the prior year and for the cumulative period since the date of the grant. If SPX outperforms the S&P 500 composite index for the prior year, the one-third portion of the grant associated with that year will vest. If SPX outperforms the S&P composite index for the cumulative period, any unvested portion of the grant that was subject to vesting on or prior to the vesting date will vest. Restricted stock and restricted stock units that do not vest within the three-year vesting period are forfeited.

Beginning in 2007, we grant restricted stock to non-employee directors under the 2006 Non-Employee Directors' Stock Incentive Plan (the "Directors' Plan) in lieu of granting phantom stock shares. Under the Directors' Plan, up to 0.100 shares of our common stock may be granted to non-employee directors; 0.065 of these shares were available for grant at June 28, 2008. Restricted stock grants have a three-year vesting period based on SPX shareholder return versus the S&P 500 composite index, which are subject to the same company performance thresholds and early vesting provisions for employee awards described in the preceding paragraph. Restricted stock that does not vest within the three-year vesting period in accordance with these company performance requirements is forfeited.

Stock options may be granted to key employees in the form of incentive stock options or nonqualified stock options, vest ratably over three years, which vesting may be subject to company performance criteria, and expire no later than 10 years from the date of grant. The option price per share may be no less than the fair market value of our common stock on the date of grant. Upon exercise, the employee has the option to surrender previously owned shares at current value in payment of the exercise price and/or for withholding tax obligations, and, subject to certain restrictions, may receive a reload option having an exercise price equal to the current market value for the number of shares so surrendered. The reload option expires at the same time that the exercised option would have expired. Any future issuances of options under the plan will not have a reload feature, pursuant to the terms of the plan.

We use the Monte Carlo simulation model valuation technique to determine fair value as our restricted stock and restricted stock units contain a "market condition." The Monte Carlo simulation model utilizes multiple input variables that determines the probability of satisfying the market condition stipulated in the award and calculates the fair market value of each restricted stock and restricted stock unit award. We used the following assumptions in determining the fair value of the awards granted on January 2, 2008 and January 3, 2007:

	Annual expected stock price volatility	Annual expected dividend yield	Risk free interest rate	Correlation between total shareholder return for SPX and S&P 500 Composite Index
January 2, 2008				
SPX Corporation	26.5%	0.98	2.85%	0.4913
S&P 500 Composite Index	12.4%	n/a	2.85%	
January 3, 2007				
SPX Corporation	29.0%	1.63	4.63%	0.4225
S&P 500 Composite Index	10.5%	n/a	4.63%	

Annual expected stock price volatility is based on the three-year historical volatility. The annual expected dividend yield is based on annual expected dividend payments and the stock price on the date of the grant. The risk-free interest rate reflects the three-year daily treasury yield curve rate as of the grant date. The fair value of the restricted stock and restricted stock units is amortized over the derived service period of each award, which is up to three years.

The following table summarizes the restricted stock and restricted stock unit activity from December 31, 2007 through June 28, 2008:

	Unvested Restricted Stock and Restricted Stock Units	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2007	1.378	$ 40.49
Granted	0.639	74.76
Vested	(0.641)	37.78
Forfeited	(0.020)	53.77
Outstanding at June 28, 2008	1.356	57.80

As of June 28, 2008, there was $37.6 of unrecognized compensation cost related to restricted stock and restricted stock unit compensation arrangements. We expect this cost to be recognized over a weighted average period of 1.5 years.

The following table summarizes the stock option activity from December 31, 2007 through June 28, 2008:

	Options	Weighted Average Exercise Price
Outstanding at December 31, 2007	2.374	$ 66.80
Exercised	(0.688)	63.93
Forfeited	(0.014)	59.57
Outstanding and exercisable at June 28, 2008	1.672	68.04

The weighted average remaining term, in years, of stock options outstanding and exercisable at June 28, 2008 was 2.3. The total number of in-the-money options exercisable on June 28, 2008 was 1.672. Aggregate intrinsic value (market value of stock less the option exercise price) represents the total pretax intrinsic value, based on our closing stock price on June 28, 2008, which would have been received by the option holders had all in-the-money option holders exercised their options as of that date. The aggregate intrinsic value of the options outstanding and the options exercisable at June 28, 2008 was $104.0. The aggregate intrinsic value of options exercised during the first six months of 2008 and 2007 was $39.3 and $34.9, respectively.

Comprehensive Income

The components of comprehensive income were as follows for the periods presented:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Net income	$ 94.8	$ 63.9	$ 156.2	$ 93.1
Foreign currency translation adjustments	(26.7)	11.9	83.4	21.6
Pension liability adjustment, net of tax provision of $2.3, $4.8, $4.6 and $8.2, respectively	3.7	7.6	7.3	13.0
Change in unrealized gains on qualifying cash flow hedges, net of tax provision of $7.2, $2.2, $1.1, and $1.5, respectively	11.6	3.5	1.9	2.4
Comprehensive income	$ 83.4	$ 86.9	$ 248.8	$ 130.1

The components of the balance sheet caption "Accumulated other comprehensive income" were as follows:

	June 28, 2008	December 31, 2007
Foreign currency translation adjustment	$ 381.8	$ 298.4
Pension liability adjustment, net of tax benefit of $146.3 and $150.9, respectively	(243.3)	(250.6)
Unrealized losses on qualifying cash flow hedges, net of tax benefit of $4.9 and $6.0, respectively	(7.8)	(9.7)
Accumulated other comprehensive income	$ 130.7	$ 38.1

Common Stock in Treasury

During the first six months of 2007, we repurchased 6.1 shares of our common stock (of which 4.4 were associated with a written trading plan under Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended) for total cash consideration of $468.7. We record common stock repurchases based on the settlement date.

There were no common stock repurchases during the first six months of 2008. However, during the first six months of 2008, "Common Stock in Treasury" was decreased by stock issued from treasury relating to stock option exercises and the

settlement of vested restricted stock units of $24.0 and $3.8, respectively, and increased by $11.4 for common stock that was surrendered by recipients of restricted stock as a means of funding the related income tax withholding requirements.

Dividends

The dividends declared during each of the first two quarters of 2008 and 2007 were $0.25 per share and totaled $13.3 and $13.5 in the first and second quarters of 2008 and $14.9 and $13.8 during the first and second quarters of 2007, respectively. Second quarter dividends were paid on July 2, 2008 and July 2, 2007.

(13) CONTINGENCIES AND OTHER MATTERS

General

Numerous claims, complaints and proceedings arising in the ordinary course of business, including but not limited to those relating to litigation matters (*e.g.*, class actions, derivative lawsuits, and contract, intellectual property, competitive claims, etc.), environmental matters, and risk management matters (*e.g.*, product and general liability, automobile, workers' compensation, etc.), have been filed or are pending against us and certain of our subsidiaries. Additionally, we may become subject to significant claims of which we are currently unaware or the claims of which we are aware may result in our incurring a significantly greater liability than we anticipate. This may also be true in connection with past or future acquisitions. While we maintain property, cargo, auto, product, general liability, and directors' and officers' liability insurance and have acquired rights under similar policies in connection with these acquisitions that we believe cover a portion of these claims, this insurance may be insufficient or unavailable to protect us against potential loss exposures. In addition, we have increased our self-insurance limits over the past several years. While we believe we are entitled to indemnification from third parties for some of these claims, these rights may be insufficient or unavailable to protect us against potential loss exposures. However, we believe that our accruals related to these items are sufficient and that these items and our rights to available insurance and indemnity will be resolved without material adverse effect, individually or in the aggregate, on our financial position, results of operations and cash flows. These accruals totaled $344.7 (including $266.3 for risk management matters) and $359.1 (including $268.8 for risk management matters) at June 28, 2008 and December 31, 2007, respectively. Of these amounts, $265.1 and $270.5 were included in "Other long-term liabilities" within our condensed consolidated balance sheets at June 28, 2008 and December 31, 2007, respectively, with the remainder included in "Accrued expenses."

Litigation Matters

In October of 2004, one of our Italian subsidiaries, SPX Cooling Technologies Italia, S.p.A., formerly Balcke Marley Italia, S.p.A., was notified that it was the subject of an investigation by the Milan Public Prosecutor's Office. The investigation related to the business practices of several individuals and different companies in securing contracts from an Italian power generation company. On August 24, 2006, the Public Prosecutor served on SPX Cooling Technologies Italia, S.p.A., a Notice of End of the Preliminary Investigations. This Notice, which also identified numerous other individual and corporate defendants, set forth an allegation that SPX Cooling Technologies Italia, S.p.A. was responsible under Italian Legislative Decree No. 231 for failing to adopt and effectively implement a proper organization and management model suitable for the prevention of alleged acts of bribery by the former general manager of Hamon-Research Cottrell Italia, S.p.A. and the former director of Marley Cooling Tower Europe, S.p.A. Our subsidiary has previously taken actions to address Italian Legislative Decree No. 231, including the appointment of a compliance program supervisor at the cooling equipment business. Following the assertion of preliminary defenses by SPX Cooling Technologies Italia S.p.A., the Public Prosecutor discharged our subsidiary from any responsibilities under such Italian Legislative Decree for several alleged acts of bribery, and that discharge is now final. In addition, following discussions between our subsidiary and the Public Prosecutor regarding a potential plea-agreement, our subsidiary submitted a request for a plea-agreement with respect to the remaining alleged acts of bribery to which the Public Prosecutor consented. On March 28, 2008, the judge responsible for this matter approved the plea-agreement, under which our subsidiary is required to make a payment of approximately Euro 1.2 (approximately $1.8 at June 28, 2008) and all remaining claims against our subsidiary are resolved. We recorded a liability of $1.8 associated with this matter in 2006.

We are subject to other legal proceedings and claims that arise in the normal course of business. In our opinion, these matters are either without merit or of a kind that should not have a material adverse effect individually or in the

aggregate on our financial position, results of operations or cash flows. However, we cannot assure you that these proceedings or claims will not have a material adverse effect on our financial position, results of operations or cash flows.

Environmental Matters

Our operations and properties are subject to federal, state, local and foreign regulatory requirements relating to environmental protection. It is our policy to comply fully with all applicable requirements. As part of our effort to comply, we have a comprehensive environmental compliance program that includes environmental audits conducted by internal and external independent professionals, as well as regular communications with our operating units regarding environmental compliance requirements and anticipated regulations. Based on current information, we believe that our operations are in substantial compliance with applicable environmental laws and regulations, and we are not aware of any violation that could have a material adverse effect on our business, financial condition, results of operations or cash flows. We have liabilities for site investigation and/or remediation at 62 sites that we own or control. In addition, while we believe that we maintain adequate accruals to cover the costs of site investigation and/or remediation, there can be no assurance

that currently unknown matters, new laws and regulations, or stricter interpretations of existing laws and regulations will not materially affect our business or operations in the future.

Our environmental accruals cover anticipated costs, including investigation, remediation, and operation and maintenance of clean-up sites. Our estimates are based primarily on investigations and remediation plans established by independent consultants, regulatory agencies and potentially responsible third parties. Accordingly, our estimates may change based on future developments, including new or changes in existing environmental laws or policies, differences in costs required to complete anticipated actions from estimates provided, future findings of investigation or remediation actions, or alteration to the expected remediation plans. It is our policy to realize a change in estimate once it becomes probable and can be reasonably estimated. We do not discount our environmental accruals and do not reduce them by anticipated insurance recoveries. We do take into account third-party indemnification from financially viable parties in determining our accruals where there is no dispute regarding the right to indemnification.

In the case of contamination at offsite, third-party disposal sites, we have been notified that we are potentially responsible and have received other notices of potential liability pursuant to various environmental laws at 27 sites at which the liability has not been settled, and only 10 of which have been active in the past few years. These laws may impose liability on certain persons that are considered jointly and severally liable for the costs of investigation and remediation of hazardous substances present at these sites, regardless of fault or legality of the original disposal. These persons include the present or former owners or operators of the site and companies that generated, disposed of or arranged for the disposal of hazardous substances at the site. We are considered a "*de minimis*" potentially responsible party at most of the sites, and we estimate the aggregate probable remaining liability at these sites is immaterial.

We conduct extensive environmental due diligence with respect to potential acquisitions, including environmental site assessments and such further testing as we may deem warranted. If an environmental problem is identified we estimate the cost and either establish a reserve, purchase insurance or obtain an indemnity from a financially sound seller. However, in connection with our acquisitions or dispositions, we may assume or retain significant environmental liabilities, some of which we may be unaware. The potential costs related to these environmental matters and the possible impact on future operations are uncertain due in part to the complexity of government laws and regulations and their interpretations, the varying costs and effectiveness of various clean-up technologies, the uncertain level of insurance or other types of recovery, and the questionable level of our responsibility. We account for these assumed liabilities in accordance with SFAS No. 5 "Accounting for Contingencies" and Statement of Position 96-1 "Environmental Remediation Liabilities" and, therefore, record the liability when it is both probable and the amount can be reasonably estimated. Due to the uncertainties previously described, we are unable to reasonably estimate the amount of possible additional losses associated with the resolution of these matters beyond what has been previously recorded.

In our opinion, after considering accruals established for such purposes, remedial actions for compliance with the present laws and regulations governing the protection of the environment are not expected to have a material adverse impact on our business, financial condition, results of operations or cash flows.

Risk Management Matters

We are self-insured for certain of our product and general liability, workers' compensation, disability and health costs, and automobile costs, and we believe that we maintain adequate accruals to cover our retained liability. Our accruals

---

for risk management matters are determined by management, are based on claims filed and estimates of claims incurred but not yet reported, and are not discounted. Management considers a number of factors, including third-party actuarial valuations, when making these determinations. We maintain third-party stop-loss insurance policies to cover certain liability costs in excess of predetermined retained amounts. This insurance may be insufficient or unavailable to protect us against potential loss exposures.

Consortium Arrangements

We enter into consortium arrangements for certain projects within our Thermal Equipment and Services segment. Under such arrangements, each consortium member is responsible for performing certain discrete items of work within the total scope of the contracted work and the consortium expires when all contractual obligations are completed. The revenue for these discrete items of work is defined in the contract with the project owner and each consortium member bears the profitability risk associated with its own work. The use of a consortium arrangement typically results in joint and several liability for the consortium members, however, our consortium arrangements typically provide that each consortium member assumes its responsible share of any damages or losses associated with the project. If responsibility cannot be determined, then each consortium member is responsible according to its share of the contract value. Within our condensed consolidated financial statements, we account for our share of the revenues and profits under the consortium arrangements. As of June 28, 2008, our share of the aggregate contract value on open consortium arrangements was $311.8 (of which approximately 45% has been recognized as revenue), whereas the aggregate contract value on open consortium arrangements was $743.9. As of December 31, 2007, our share of the aggregate contract value on open consortium arrangements was $192.6 (of which approximately 69% had been recognized as revenue), whereas the aggregate contract value on open consortium arrangements was $529.0. At June 28, 2008 and December 31, 2007, we recorded a liability of $3.5 and $2.1, respectively, representing the estimated fair value of our potential obligation under the joint and several liability provisions associated with the consortium arrangements.

(14) INCOME TAXES

FIN 48

As of June 28, 2008, we had gross unrecognized tax benefits of $136.1 (net unrecognized tax benefits of $110.5), of which $73.9, if recognized, would impact our effective tax rate from continuing operations.

We classify interest and penalties related to unrecognized tax benefits as a component of our income tax provision. As of June 28, 2008, gross accrued interest excluded from the amounts above, totaled $28.6 (net accrued interest of $18.6). There were no significant penalties recorded during the quarter ended June 28, 2008.

Based on the outcome of certain examinations or as a result of the expiration of statute of limitations for certain jurisdictions, we believe that within the next 12 months it is reasonably possible that our previously unrecognized tax benefits could decrease by approximately $42.0 to $52.0.

Tax Contingencies and Other Tax Matters

We perform reviews of our income tax positions on a continuous basis and accrue for potential contingencies when we believe a liability is more likely than not and can be reasonably estimated. Accruals for these contingencies are recorded in “Income taxes payable” and “Deferred and other income taxes” in the accompanying condensed consolidated balance sheets based on the expectation as to the timing of when the contingency will be resolved. As events change and resolution occurs, these accruals are adjusted, such as in the case of audit settlements with taxing authorities. Management believes any potential liabilities in excess of amounts not recorded are not material.

The Internal Revenue Service (“IRS”) currently is performing an audit of our 2003 through 2005 Federal income tax returns. At this stage, the outcome of the audit is uncertain; however, we believe that any contingencies are adequately provided for.

State income tax returns generally are subject to examination for a period of three to five years after filing of the respective tax return. The impact on such tax returns of any Federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. We have various state income tax returns in the process of examination, administrative appeals or litigation.

We have various foreign income tax returns in the process of examination. Currently, the Canadian tax authorities are auditing our 2001 to 2006 tax returns. The German tax authorities are auditing certain income tax returns related to the 2002 to 2005 tax years.

An unfavorable resolution on one or more of the above matters could have a material adverse effect on our results of operations or cash flows in the quarter and year in which an adjustment is recorded or the tax is due or paid. As audits and examinations are still in process or we have not yet reached the final stages of the appeals process for the above matters, the timing of the ultimate resolution and any payments that may be required for the above matters cannot be determined at this time.

Upon the conclusion of our disposition activities discussed in Note 3 to these condensed consolidated financial statements, we may recognize an additional income tax provision or benefit, generally as part of discontinued operations.

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations
(in millions, except per share data)

EXECUTIVE OVERVIEW

During the three and six months ended June 28, 2008, we continued to experience strong earnings growth (e.g., operating income increased by 52.8% and 68.5% when compared to the respective periods in 2007), supported by the favorable impact of recent acquisitions, organic revenue growth across most of our businesses, and our lean, supply chain, and pricing efforts. Despite the improvement in operating income, cash flows from operations were higher during the first six months of 2007 versus the same period in 2008 due primarily to cash outflows associated with the integration of APV and timing of cash collections on large projects. Accordingly, we expect operating cash flows to increase during the remainder of 2008. We also expect a continued favorable trend in revenues and operating income during the remainder of 2008 as supported by our backlog as of June 28, 2008, which exceeded $3,600.0 and is approximately $1,400.0 higher than the comparable figure at the end of 2007. Additional details on our operating results for the three and six months ended June 28, 2008, as well as expected results for the remainder of 2008, are discussed below.

RESULTS OF CONTINUING OPERATIONS

The unaudited information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements contained in our 2007 Annual Report on Form 10-K. Interim results are not necessarily indicative of results for a full year. It is our practice to establish actual interim closing dates using a “fiscal” calendar, which requires our businesses to close their books on the Saturday closest to the end of the calendar quarter for efficiency purposes. The interim closing dates for the first, second and third quarters of 2008 are March 29, June 28 and September 27, respectively, and March 31, June 30 and September 29 for 2007, respectively. The effects of this practice only impact the quarterly reporting periods and not the annual reporting period. We had one fewer day in the first quarter of 2008 and will have two additional days in the fourth quarter of 2008 when compared to the respective 2007 periods.

Seasonality and Competition — Many of our businesses closely follow changes in the industries and end markets that they serve. In addition, certain businesses have seasonal fluctuations. Our heating and ventilation products businesses tend to be stronger during the third and fourth quarters, as customer buying habits are driven largely by seasonal weather patterns. Demand for cooling towers and related services is highly correlated to contract timing on large construction contracts, which may cause significant fluctuations from period to period. Revenues for our service solutions business typically follow program launch timing for diagnostic systems and service equipment. In aggregate, our businesses generally tend to be stronger in the second half of the year.

Although our businesses operate in highly competitive markets, our competitive position cannot be determined accurately in the aggregate or by segment since our competitors do not offer all the same product lines or serve all of the same markets. In addition, specific reliable comparative figures are not available for many of our competitors. In most product groups, competition comes from numerous concerns, both large and small. The principal methods of competition are price, service, product performance and technical innovations. These methods vary with the type of product sold. We believe we can compete effectively on the basis of each of these factors as they apply to the various products and services we offer.

Non-GAAP Measures — Organic revenue growth (decline) presented herein is defined as revenue growth (decline) excluding the effects of foreign currency fluctuations, acquisitions and divestitures. We believe that this metric is a useful financial measure for investors in evaluating our operating performance for the periods presented, as when read in conjunction with our revenues, it presents a useful tool to evaluate our ongoing operations and provides investors with a tool they can use to evaluate our management of assets held from period to period. In addition, organic revenue growth (decline) is one of the factors we use in internal evaluations of the overall performance of our business. This metric, however, is not a measure of financial performance

under accounting principles generally accepted in the United States ("GAAP") and should not be considered a substitute for revenue growth (decline) as determined in accordance with GAAP and may not be comparable to similarly titled measures reported by other companies.

The following table provides selected financial information for the three and six months ended June 28, 2008 and June 30, 2007, including the reconciliation of organic revenue growth to net revenue growth, as defined herein:

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Revenues	$ 1,556.2	$ 1,207.9	28.8	$ 2,948.7	$ 2,223.0	32.6
Gross profit	472.1	328.2	43.8	883.9	605.3	46.0
% of revenues	30.3%	27.2%		30.0%	27.2%	
Selling, general and administrative expense	298.3	215.7	38.3	596.0	435.0	37.0
% of revenues	19.2%	17.9%		20.2%	19.6%	
Intangible amortization	6.6	4.6	43.5	13.3	8.7	52.9
Special charges, net	4.2	1.2	250.0	4.9	1.5	226.7
Other expense, net	(3.7)	(0.2)	*	(1.2)	(2.0)	(40.0)
Interest expense, net	(27.4)	(14.8)	85.1	(56.2)	(28.2)	99.3
Equity earnings in joint ventures	11.6	9.9	17.2	23.2	20.0	16.0
Income from continuing operations before income taxes	143.5	101.6	41.2	235.5	149.9	57.1
Income tax provision	(50.7)	(30.4)	66.8	(80.9)	(47.0)	72.1
Income from continuing operations	92.8	71.2	30.3	154.6	102.9	50.2
Components of consolidated revenue growth:						
Organic growth			3.7			5.2
Foreign currency			4.5			4.5
Acquisitions, net			20.6			22.9
Net revenue growth			28.8			32.6

* Not meaningful for comparison purposes.

Revenues — For the three and six months ended June 28, 2008, the increase in revenues compared to the respective 2007 periods was driven primarily by the fourth quarter 2007 acquisition of APV by our Flow Technology segment and the acquisitions of a division of Johnson Controls ("JCD") and Matra–Werke GmbH ("Matra") by our Test and Measurement segment during the third and fourth quarters of 2007, respectively. Additionally, we continued to experience strong demand in the power, oil and gas, and sanitary markets serviced by businesses in our Flow Technology segment, as well as for power transformers, crystal growing machines for the solar power market, and television and radio broadcast antenna systems within our Industrial Products and Services segment. Revenues for the three and six months ended June 28, 2008 also benefited from the favorable impact of foreign currencies (*i.e.*, relative weakening of the U.S. dollar against many foreign currencies, primarily the Euro), partially offset by declines in organic revenue in our Test and Measurement segment due to lower domestic aftermarket revenues associated with the difficult conditions within the domestic automotive market.

Gross profit — The increase in gross profit for the three and six months ended June 28, 2008 compared to the respective 2007 periods was due primarily to the revenue performance described above. Gross profit as a percentage of revenues for the three and six months ended June 28, 2008 as compared to the respective 2007 periods was impacted favorably by leverage on the organic growth noted above, as well as:

- Improved execution and favorable project mix within our cooling systems and products business.
- Improved pricing, favorable product mix and improved productivity associated with the power transformer business within our Industrial Products and Services segment.
- Improved pricing and lean manufacturing initiatives within our Flow Technology segment.

As APV historically has generated lower margins than the rest of our businesses, gross profit as a percentage of revenues for the three and six months ended June 28, 2008 was impacted unfavorably by the results of APV, which reduced gross profit as a percentage of revenues by approximately 50 and 95 basis points during the three and six months ended June 28, 2008, respectively. APV's gross profit was reduced by an incremental charge of $7.5, representing the excess fair value (over historical cost) of inventory acquired in the APV transaction that was subsequently sold during the first quarter of 2008.

Gross profit for the three and six months ended June 30, 2007 was impacted unfavorably by charges related to the settlement of a legacy product liability matter of $6.0 and $9.6, respectively.

Selling, general and administrative ("SG&A") expenses — For the three and six months ended June 28, 2008, the increase in SG&A expense was due primarily to the acquisitions of APV, JCD and Matra, as well as additional costs in support of organic revenue growth and increased stock-based compensation and corporate expenses during the periods as compared to the respective periods in 2007. The impact of foreign currencies also resulted in an increase in SG&A during the three and six months ended June 28, 2008 of approximately $6.0 and $14.0, respectively. SG&A for the three and six months ended June 30, 2007 included a benefit of $5.0 within our Thermal Equipment and Services segment for cost improvements associated with a state-approved environmental remediation plan at a site in California.

Intangible amortization — For the three and six months ended June 28, 2008, the increase in intangible amortization was due to amortization expense associated with intangible assets acquired in connection with the APV, JCD and Matra transactions.

Special charges, net — Special charges related primarily to restructuring initiatives to consolidate manufacturing, distribution, and administrative facilities and functions. See Note 5 to the condensed consolidated financial statements for the details of actions taken in 2008 and 2007.

Other income (expense), net — Other expense, net, for the three months ended June 28, 2008 was composed primarily of currency transaction losses of $4.5, partially offset by gains on sales of assets of $0.5. Other expense, net for the three months ended June 30, 2007 was composed primarily of minority interest charges of $0.7, partially offset by currency transaction gains of $0.4.

Other expense, net for the six months ended June 28, 2008 was composed primarily of minority interest charges of $3.0, partially offset by foreign currency transaction gains of $1.3 and gains on sales of assets of $0.4. For the six months ended June 30, 2007, other expense, net was composed primarily of minority interest charges of $0.9 and foreign currency transaction losses of $0.9.

Interest expense, net — Interest expense, net includes both interest expense and interest income. The increase in interest expense, net, was the result of higher average debt balances during the three and six months ended June 28, 2008 as compared to the respective periods in 2007. The average debt balance for the three and six months ended June 28, 2008 was higher than the average debt balance for the respective periods in 2007 primarily as a result of the issuance of the $500.0 of senior unsecured notes in December 2007 (see Note 10). Refer to the discussion of Liquidity and Financial Condition in our 2007 Annual Report on Form 10-K for details pertaining to our 2007 debt activity.

Equity earnings in joint ventures — The increase in equity earnings in joint ventures for the three and six months ended June 28, 2008 was attributable primarily to strong operational performance at our EGS Electrical Group, LLC and Subsidiaries joint venture.

Income tax provision — For the three months ended June 28, 2008, we recorded an income tax provision of $50.7 on $143.5 of pre-tax income from continuing operations, resulting in an effective tax rate of 35.3%. This compares to an income tax provision for the three months ended June 30, 2007 of $30.4 on $101.6 of pre-tax income from continuing operations, resulting in an effective tax rate of 29.9%. The lower effective rate during the three months ended June 30, 2007 was due primarily to an income tax benefit of $3.5 associated with the settlement of certain matters relating to income tax returns in the United Kingdom.

For the six months ended June 28, 2008, we recorded an income tax provision of $80.9 on $235.5 of pre-tax income from continuing operations, resulting in an effective tax rate of 34.4%. This compares to an income tax provision for the six months ended June 30, 2007 of $47.0 on $149.9 of pre-tax income from continuing operations, resulting in an effective tax rate of 31.4%. The lower effective rate during the six months ended June 30, 2007 was due primarily to the $3.5 United Kingdom tax benefit noted above, as well as a decrease in our state income tax provision due to a reduction in the valuation allowance for certain states.

RESULTS OF DISCONTINUED OPERATIONS

We report discontinued operations in accordance with the guidance of Statement of Financial Accounting Standards (“SFAS”) No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets.” Accordingly, we report businesses or asset groups as discontinued operations when, among other things, we commit to a plan to divest the business or asset group, actively begin marketing the business or asset group, and when the sale of the business or asset group is deemed probable within the next 12 months. The following businesses, which have been sold, met these requirements and therefore have been reported as discontinued operations for the periods presented:

Business	Quarter Discontinued	Actual Closing Date of Sale
Balcke-Duerr Austria GmbH (“BD Austria”)	Q4 2007	Q4 2007
Nema AirFin GmbH (“Nema”)	Q4 2007	Q4 2007
Contech	Q3 2006	Q2 2007

BD Austria — Sold for cash proceeds of $11.6, exclusive of cash balances assumed by the buyer of $30.0, resulting in a gain, net of taxes, of $17.2 during the fourth quarter of 2007.

Nema — Sold for $6.8 in cash, net of cash balances assumed by the buyer of $0.4, for a loss, net of taxes, of $2.3 during the fourth quarter of 2007.

Contech — Sold to Marathon Automotive Group, LLC for net cash proceeds of $134.3. During 2007, we recorded a net loss on the sale of $13.6, including a $6.6 charge during the first quarter of 2007 to reduce the carrying value of the net assets sold to the net proceeds received from the sale and a net charge of $4.3 during the second quarter of 2007 due primarily to expenses that were contingent upon the consummation of the sale. During the third quarter of 2006, we recorded a charge of $102.7 to “Gain (loss) on disposition of discontinued operations, net of tax” in order to reduce the carrying value of the net assets to be sold to their estimated net realizable value.

During the third quarter of 2007, we committed to a plan to divest our Air Filtration business within our Flow Technology segment. In July 2008, we completed the sale of the business for net cash proceeds of $33.9. The net gain/loss on sale is not expected to be significant and will be recorded during the third quarter of 2008. We have reported, for all periods presented, the financial condition, results of operations and cash flows of this business as a discontinued operation in our condensed consolidated financial statements. During the first quarter of 2008, we recorded a net charge of $3.1 to “Gain (loss) on disposition of discontinued operations, net of tax” to adjust the deferred tax assets of the Air Filtration business to their estimated realizable value. During the third quarter of 2007, we recorded a net charge of $11.0 to “Gain (loss) on disposition of discontinued operations, net of tax” in order to reduce the carrying value of the net assets to be sold to their estimated net realizable value.

During the first quarter of 2008, we committed to a plan to divest our vibration test equipment business within our Test and Measurement segment. We are actively pursuing the sale of this business and anticipate that the sale will be completed during the third or fourth quarter of 2008. We have reported,

for all periods presented, the financial condition, results of operations and cash flows of this business as a discontinued operation in our condensed consolidated financial statements.

In addition to the Contech and Air Filtration businesses discussed above, we recognized a net gain of $0.1 for the three months ended June 28, 2008 and net losses of $3.2 and $2.9 for the three and six months ended June 30, 2007, respectively, resulting from adjustments to gains (losses) on sales from previously discontinued businesses. Refer to the consolidated financial statements contained in our 2007 Annual Report on Form 10-K for the disclosure of all discontinued businesses for the period from the beginning of 2005 through 2007.

The final sales price for certain of the divested businesses is subject to adjustment based on working capital existing at the respective closing dates. The working capital figures are subject to agreement with the buyers or if we cannot come to agreement with the buyers, an arbitration process. Final agreement of the working capital figures with the buyers for certain of these transactions has yet to occur. In addition, changes in estimates associated with liabilities retained in connection with a business divestiture (e.g., income taxes) may occur. It is possible that the sales price and resulting gains/losses on these and

other previous divestitures may be materially adjusted in subsequent periods.

For the three and six months ended June 28, 2008 and June 30, 2007, income (loss) from discontinued operations and the related income taxes are shown below:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Income (loss) from discontinued operations	$ 3.0	$ (2.4)	$ 5.4	$ (2.7)
Income tax provision	(1.0)	(4.9)	(3.8)	(7.1)
Income (loss) from discontinued operations, net	$ 2.0	$ (7.3)	$ 1.6	$ (9.8)

For the three and six months ended June 28, 2008 and June 30, 2007, results of operations for our businesses reported as discontinued operations were as follows:

	Three months ended		Six months ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Revenues	$ 52.6	$ 80.2	$ 98.0	$ 222.4
Pre-tax income	2.8	0.2	5.4	6.1

SEGMENT RESULTS OF OPERATIONS

The following information should be read in conjunction with our condensed consolidated financial statements and related notes. The segment results exclude the operating results of discontinued operations for all periods presented. See Note 4 to the condensed consolidated financial statements for a description of each of our reportable segments.

Non-GAAP Measures — Throughout the following discussion of segment results, we use “organic revenue” growth (decline) to facilitate explanation of the operating performance of our segments. Organic revenue growth (decline) is a non-GAAP financial measure, and is not a substitute for revenue growth (decline). Refer to the explanation of this measure and purpose of use by management under Results of Continuing Operations.

Flow Technology

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Revenues	$ 546.5	$ 278.1	96.5	$ 1,050.5	$ 528.8	98.7
Segment income	70.1	44.5	57.5	116.1	82.2	41.2
% of revenues	12.8%	16.0%		11.1%	15.5%	
Components of segment revenue growth:						
Organic growth			14.4			9.9
Foreign currency			3.5			4.3
Acquisitions, net			78.6			84.5
Net segment revenue growth			96.5			98.7

Revenues— For the three and six months ended June 28, 2008, the increase in revenues was due primarily to the fourth quarter 2007 acquisition of APV, which contributed $217.1 and $444.1 of revenues during the three and six months ended June 28, 2008, respectively. Additionally, revenues were impacted favorably by organic revenue growth resulting from strong demand within the power, oil and gas and sanitary markets, and the timing of shipments in the second quarter of 2008, as well as the impact of foreign currencies.

Segment Income— For the three and six months ended June 28, 2008, segment income and margin were favorably impacted by organic revenue growth, as well as lean manufacturing and supply chain initiatives. The impact of foreign currency fluctuations also favorably impacted segment income for the three and six months ended June 28, 2008. Segment margins were negatively impacted by lower operating margins at APV, which reduced segment margins by approximately 460 and 570 basis points during the three and six months ended June 28, 2008, respectively. In particular, segment income for the six months ended June 28, 2008 was reduced by an incremental charge of $7.5, representing the excess fair value (over historical cost) of inventory acquired

in the APV transaction that was subsequently sold during the first quarter of 2008. We expect significant but gradual improvement in APV's operating margins as a result of the synergies from our integration efforts.

Test and Measurement

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Revenues	$ 324.2	$ 288.5	12.4	$ 598.9	$ 528.6	13.3
Segment income	36.9	32.6	13.2	61.3	56.4	8.7
% of revenues	11.4%	11.3%		10.2%	10.7%	
Components of segment revenue growth:						
Organic growth/(decline)			(2.8)			(3.0)
Foreign currency			4.7			4.6
Acquisitions, net			10.5			11.7
Net segment revenue growth			12.4			13.3

Revenues— For the three and six months ended June 28, 2008, the increase in revenues was due to the impact of the acquisitions of JCD in the third quarter of 2007 and Matra in the fourth quarter of 2007, which contributed $29.2 and $59.6 of combined revenues to the three and six months ended June 28, 2008, respectively, as well as the impact of foreign currencies. These increases were offset partially by a decline in organic revenue resulting from lower domestic aftermarket revenues associated with the difficult conditions within the domestic automotive market.

Segment Income— For the three and six months ended June 28, 2008, segment income increased primarily as a result of the acquisitions of JCD and Matra. In addition, the foreign currency fluctuations noted above favorably impacted segment income for the three and six months ended June 28, 2008. Segment income and margins for these periods were impacted unfavorably by lower revenues and margins associated with difficult conditions within the domestic automotive market and additional costs associated with investments in Asia Pacific.

Thermal Equipment and Services

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Revenues	$ 409.4	$ 388.1	5.5	$ 756.2	$ 700.8	7.9
Segment income	45.6	37.8	20.6	82.0	53.9	52.1
% of revenues	11.1%	9.7%		10.8%	7.7%	
Components of segment revenue growth:						
Organic growth/(decline)			(1.6)			1.2
Foreign currency			7.1			6.7
Acquisitions, net			—			—
Net segment revenue growth			5.5			7.9

Revenues— For the three months ended June 28, 2008, the increase in revenues was due primarily to the impact of foreign currencies, partially offset by declines in organic revenue due primarily to timing and the uneven nature of large project business in the segment and the increasingly competitive market in China. For the six months ended June 28, 2008, the increase in revenue was due to the impact of foreign currencies and the power market demand for cooling systems and products.

Segment Income—For the three and six months ended June 28, 2008, segment income and margin increased over the respective prior year period as a result of favorable project mix, and improved operating performance across the segment's product lines. The foreign currency fluctuations noted above also favorably impacted segment income in 2008. Segment income for the three and six months ended June 30, 2007 included a benefit of $5.0 for cost improvements associated with a state-approved environmental remediation plan at a site in California, and a charge of $2.0 million related to a customer contract issue.

Industrial Products and Services

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Revenues	$ 276.1	$ 253.2	9.0	$ 543.1	$ 464.8	16.8
Segment income	56.7	34.3	65.3	111.0	60.3	84.1
% of revenues	20.5%	13.5%		20.4%	13.0%	
Components of segment revenue growth:						
Organic growth			7.8			15.6
Foreign currency			1.2			1.2
Acquisitions, net			—			—
Net segment revenue growth			9.0			16.8

Revenues— For the three months ended June 28, 2008, the increase in revenues was due primarily to organic revenue growth driven by strong demand for crystal growing machines for the solar power market and television and radio broadcast antenna systems, partially offset by shipments of power transformers that were delayed due to flooding in the midwest. For the six months ended June 28, 2008, the increase in revenues was due primarily to the organic growth drivers noted above, as well as strong demand for power transformers.

Segment Income— For the three and six months ended June 28, 2008, the increase in segment income and margin was due to the organic revenue growth described above and manufacturing efficiencies achieved from lean and supply chain initiatives. In addition, segment income for the three and six months ended June 30, 2007 included charges of $6.0 and $9.6, respectively, related to the settlement of a legacy product liability matter.

Corporate and Other Expenses

	Three months ended			Six months ended		
	June 28, 2008	June 30, 2007	% Change	June 28, 2008	June 30, 2007	% Change
Total consolidated revenues	$ 1,556.2	$ 1,207.9	28.8	$ 2,948.7	$ 2,223.0	32.6
Corporate expense	24.7	20.9	18.2	54.9	46.3	18.6
% of revenues	1.6%	1.7%		1.9%	2.1%	
Stock-based compensation expense	9.8	9.7	1.0	25.9	23.5	10.2
Pension and postretirement expense	7.6	10.7	(29.0)	15.0	21.4	(29.9)

Corporate Expense — Corporate expense generally relates to the cost of our Charlotte, NC corporate headquarters, our Horsham, PA information technology data center and our Asia-Pacific center in Shanghai, China. For the three and six months ended June 28, 2008, the increase in corporate expense was due primarily to higher salaries and incentive compensation relating to the impact of headcount increases in support of certain key operating initiatives, including the expansion of our Asia-Pacific center, as well as increased professional fees relating to various income tax related projects and increased costs relating to the settlement of a legacy legal matter.

Stock-based Compensation Expense — The increase in stock-based compensation expense for the three and six months ended June 28, 2008 compared to the prior year period was due primarily to an increase in the fair value of our 2008 restricted stock and restricted stock unit awards. The weighted-average fair value of our 2008 stock-based compensation awards, which is directly correlated to changes in our share price (see Note 12 to the condensed consolidated financial statements for a discussion of our valuation technique), increased approximately 16% compared to the weighted-average fair value of our 2007 awards.

Pension and Postretirement Expense — Pension and postretirement expense represents our consolidated expense, which we do not allocate for segment reporting purposes. The decrease in pension and postretirement expense for the three and six months ended June 28, 2008 was due primarily to a reduction in the amortization of unrecognized losses associated with lower interest rates and a change to the amortization period of certain unrecognized losses. Prior to January 1, 2008, we amortized actuarial gains/losses for our pension plans over the approximate average service period of active employees expected to receive benefits under the plans. Based on a decrease in the number of active participants covered under one of our qualified U.S. pension plans, effective January 1, 2008 we began amortizing losses under the plan over the average remaining life expectancy of inactive participants receiving benefits under the plan. The effect of this change to the amortization period decreased net periodic pension expense by approximately $0.6 and $1.2 in the three and six months ended June 28, 2008, respectively, and is expected to decrease the net periodic pension expense by approximately $2.4 in 2008.

OUTLOOK

The following table highlights our segment expectations for the remainder of 2008 based on information available on the date of this report.

Segment	Comments
Flow Technology	We expect revenue and profit growth as a result of our acquisition of APV and continued organic growth within the end-markets served by the segment. However, we are projecting lower operating margins in 2008, as APV historically has generated operating margins below those experienced by the rest of the segment's product lines. We expect significant, but gradual, improvement in APV's operating margins as a result of the synergies and initiatives from our integration efforts. The segment had backlog of $781.6, $799.1 and $730.7 as of June 28, 2008, March 29, 2008 and December 31, 2007, respectively.
Test and Measurement	We are projecting flat to moderate revenue and profit growth for 2008, with most of the revenue and profit growth derived from the JCD and Matra acquisitions, offset by the impact of potential organic revenue declines driven by the difficult trends within the North American automotive market. Backlog for the segment is not material as the related businesses are short-cycle in nature.
Thermal Equipment and Services	We are projecting revenue and profit growth for the segment in 2008, as global energy and power markets continue to be quite strong. However, we expect the pace of organic revenue growth to be less than the double-digit growth that had been experienced by the segment over the past two years, due in part to a significantly higher revenue base, as well as an increasingly competitive market in China. We had backlog across the segment of $2,002.5, $1,401.0 and $1,254.2 as of June 28, 2008, March 29, 2008 and December 31, 2007, respectively, with the majority within our cooling equipment and thermal services businesses. We expect large contracts to continue to be significant for this segment, which may contribute to large fluctuations in revenues and profits from period to period.
Industrial Products and Services	We expect organic revenue and profit growth to continue across the majority of the segment's businesses, with the most notable growth coming from our power transformer business. Backlog for the segment totaled $721.3, $763.3 and $640.3 as of June 28, 2008, March 29, 2008 and December 31, 2007, respectively.

LIQUIDITY AND FINANCIAL CONDITION

Listed below are the cash flows from (used in) operating, investing, and financing activities and discontinued operations, as well as the net change in cash and equivalents for the six months ended June 28, 2008 and June 30, 2007.

Cash Flow

	Six months ended	
	June 28, 2008	June 30, 2007

Continuing operations:		
Cash flows from operating activities	$ 43.3	$ 89.7
Cash flows used in investing activities	(45.1)	(27.0)
Cash flows from (used in) financing activities	47.6	(378.9)
Cash flows from (used in) discontinued operations	(3.2)	174.4
Change in cash and equivalents due to changes in foreign currency exchange rates	22.9	6.3
Net change in cash and equivalents	$ 65.5	$ (135.5)

Operating Activities—The decrease in cash flows from operating activities during the six months ended June 28, 2008 as compared to the same period in 2007 was due primarily to cash outflows associated with the integration of APV and the timing of cash collections on certain large projects.

Investing Activities—The primary factor contributing to the increase in cash used in investing activities during the first six months of 2008 as compared to the same period in 2007 was an increase of capital expenditures ($46.3 for the six months ended June 28, 2008 compared to $28.2 for the same 2007 period), primarily relating to various strategic initiatives, including our ERP rationalization efforts.

Financing Activities— The primary factors contributing to the increase in cash flows from financing activities during the six months ended June 28, 2008 as compared to the same period in 2007 were as follows:

- During the first six months of 2008, we had net borrowings of $135.0 under our revolving loan facilities compared to net repayments of $29.5 during the same period in 2007.
- There were no repurchases of common stock during the first six months of 2008 compared to repurchases of $468.7 during the same period in 2007.
- Dividends paid totaled $26.5 during the first six months of 2008 compared to $29.8 during the same period in 2007.

The above increases were partially by the following:

- Net repayments under our trade receivables financing agreement of $70.0 in the first six months of 2008 compared to net borrowings of $76.0 during the same period in 2007.
- Proceeds from the exercise of stock options and other totaled $47.5 in the first six months of 2008 compared to $88.7 during the same period of 2007.

Discontinued Operations— The decrease in cash flows from discontinued operations during the first six months of 2008 as compared to the same period in 2007 was due primarily to an income tax refund in 2007 of $45.4 associated with the losses generated from the sale of Dock Products and proceeds from the sale of Contech in the second quarter of 2007 of $139.2.

Borrowings and Availability

Borrowings —The following table summarizes our debt activity for the first six months of 2008. See Note 10 to the condensed consolidated financial statements for additional details regarding our 2007 debt activity.

	December 31, 2007	Borrowings	Repayments	Other (3)	June 28, 2008
Term loan	$ 750.0	$ —	$ (18.8)	$ —	$ 731.2
Domestic revolving loan facility	115.0	492.0	(457.0)	—	150.0
Global revolving loan facility	—	100.0	—	—	100.0
7.625% senior notes	500.0	—	—	—	500.0
7.50% senior notes	28.2	—	—	—	28.2
6.25% senior notes	21.3	—	—	—	21.3
Trade receivables financing arrangement (1)	70.0	151.0	(221.0)	—	—
Other indebtedness (2)	84.1	—	(19.6)	1.1	65.6
Total debt	1,568.6	$ 743.0	$ (716.4)	$ 1.1	1,596.3
Less: short-term debt	255.0				305.0
Less: current maturities of long-term debt	78.9				78.8
Total long-term debt	$ 1,234.7				$ 1,212.5

(1) Under this arrangement, we can borrow, on a continuous basis subject to defined availability, up to $130.0.
(2) Includes aggregate balances under extended accounts payable programs and a purchase card program of $54.7 and $57.7 at June 28, 2008 and December 31, 2007, respectively.
(3) “Other” includes debt assumed and foreign currency translation on any debt instruments denominated in currencies other than the U.S. dollar.

Certain of our businesses participate in extended accounts payable programs through agreements with certain lending institutions. Under the arrangements, the businesses are provided extended payment terms. As of June 28, 2008 and December 31, 2007, the participating businesses had $10.7 and $12.8, respectively, outstanding under these arrangements. Additionally, certain of our businesses purchase goods and services under a purchasing card program allowing payment beyond their normal payment terms. As of June 28, 2008 and December 31, 2007, the participating businesses had $44.0 and $44.9, respectively, outstanding under this arrangement. As these arrangements extend the payment of our businesses’ payables beyond their normal payment terms through third-party lending institutions, we have classified these amounts as short-term debt.

Availability — At June 28, 2008, we had $224.6 of available borrowing capacity under our revolving credit facilities after giving effect to borrowings under the domestic and global revolving loan facilities of $150.0 and $100.0, respectively, and to $125.4 reserved for outstanding letters of credit. In addition, at June 28, 2008, we had $342.3 of available issuance capacity under our foreign trade facility after giving effect to $607.7 reserved for outstanding letters of credit. See Note 10 to the condensed consolidated financial statements along with the consolidated financial statements contained in our 2007 Annual Report on Form 10-K for additional information on our senior credit facilities. We also have a trade receivables financing agreement, whereby we can borrow, on a continuous basis, up to $130.0. Availability of funds may fluctuate over time given changes in eligible receivable balances, but will not exceed the $130.0 program limit. As of June 28, 2008, we had $115.1 available under the trade receivables financing agreement. The facility contains representations, warranties, covenants, and indemnities customary for facilities of this type. The facility does not contain any covenants that we view as materially constraining to the activities of our business.

During the third quarter of 2008, we will make pension and retirement-related payments of approximately $40.0 to our former Chairman, Chief Executive Office and President.

We believe that current cash and equivalents, which totaled $419.6 at June 28, 2008, and our availability under our senior credit facilities and existing trade receivables financing agreement will be sufficient to fund working capital needs, planned capital expenditures, on-going equity repurchases, dividend payments, other operational cash requirements, and required debt service.

Additionally, we have a shelf registration statement for 8.3 shares of common stock that may be issued for acquisitions. We also have a $1,000.0 shelf registration that may be used in connection with an offering of certain debt and/or equity securities for general corporate purposes or for the refinancing of existing debt. In addition, other financing

instruments may be used from time to time, including, but not limited to, private placement instruments, operating leases, capital leases and securitizations. We expect that we will continue to access these markets as appropriate to maintain liquidity and to provide sources of funds for general corporate purposes, acquisitions or to refinance existing debt.

Financial Instruments

Effective January 1, 2008, we adopted the provisions of SFAS No. 157 that apply to our financial assets and liabilities that are measured at fair value within our financial statements, which provides a framework for measuring fair value under GAAP. As defined in SFAS No. 157, fair value is 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. We utilize market data or assumptions that we believe market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable quoted prices in active markets for identical assets or liabilities (level 1), significant other observable inputs (level 2) or significant unobservable inputs (level 3).

We primarily use the income approach, which uses valuation techniques to convert future amounts to a single present amount. Assets and liabilities measured at fair value on a recurring basis include the following as of June 28, 2008:

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Current assets – currency forward and commodity contracts	$ —	$ 2.4	$ —
Current liabilities – currency forward contracts	—	2.6	—
Long-term liabilities – interest rate swaps	—	14.3	—

Interest Rate Swaps

We maintain interest rate protection agreements (“swaps”) to hedge the potential impact of increases in interest rates on our variable rate term loan. These swaps, which we designated and account for as cash flow hedges, have maturities through September 2012 and effectively convert the majority of our borrowing under our variable rate term loan to a fixed rate of 4.795% plus the applicable margin. These are amortizing swaps; therefore, the outstanding notional value is scheduled to decline commensurate with the scheduled maturities of the term loan. As of June 28, 2008, the aggregate notional amounts of the swaps was $570.0. The unrealized loss, net of taxes, recorded in accumulated other comprehensive income was $8.8 and $9.1 as of June 28, 2008 and December 31, 2007, respectively. In addition, as of June 28, 2008 and December 31, 2007, we recorded a long-term liability of $14.3 and $14.8, respectively, to recognize the fair value of our swaps.

Currency Forward Contracts

We manufacture and sell our products in a number of countries and, as a result, are exposed to movements in foreign currency exchange rates. Our objective is to preserve the economic value of select non-functional currency denominated cash flows. Our principal currency exposures relate to the Euro, British Pound and Chinese Yuan.

From time to time, we enter into foreign currency protection agreements (“FX forward contracts”) to manage the exposure on forecasted transactions denominated in foreign currencies. and to manage the risk of transaction gains and losses associated with assets/liabilities denominated in currencies other than the functional currency of certain subsidiaries. Some of the underlying forecasted transactions contain embedded derivatives, as the currency of exchange is not “clearly and closely” related to the functional currency of either party to the transaction. The changes in the fair value of these FX forward contracts and embedded derivatives are recorded in “Other income (expense)” in the period of change. The net impact of the changes in fair values of these derivatives was not material to our condensed consolidated financial statements for the three and six months ended June 28, 2008 and June 30, and 2007.

We had FX forward contracts with an aggregate notional amount of $132.9 outstanding as of June 28, 2008. The fair values of our FX forward contracts and related embedded derivatives were as follows:

	June 28, 2008		December 31, 2007	
	Current Assets	Current Liabilities	Current Assets	Current Liabilities
FX forward contracts	$ 0.6	$ 1.2	$ —	$ 0.1
Embedded derivatives	0.5	1.4	—	0.8

Other Derivative Instruments

From time to time we enter into forward contracts to manage the exposure on forecasted purchases of commodity raw materials. We designate and account for such transactions as cash flow hedges. As of June 28, 2008 and December 31, 2007, the unrealized gain/(loss), net of tax, recorded in accumulated other comprehensive income was $1.0 and $(0.6), respectively. We expect to reclassify the unrealized gain mentioned above to cost of products sold over the next 12 months as the hedged transactions impact earnings. The fair values of contracts that had not settled with the counterparty as of June 28, 2008 and December 31, 2007 were $1.3 (recorded as a current asset) and $0.7 (recorded as a current liability), respectively. The amount of gain or loss recognized during the three and six months ended June 28, 2008 and June 30, 2007 related to the ineffectiveness of the hedges was not material to our condensed consolidated financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist of cash and temporary investments, trade accounts receivable, interest rate swap agreements, and foreign currency forward and forward commodity contracts. These financial instruments, other than trade accounts receivable, are placed with high-quality financial institutions throughout the world. We periodically evaluate the credit standing of these financial institutions.

We are exposed to credit losses in the event of nonperformance by counterparties to the above financial instruments, but have no other off-balance-sheet credit risk of accounting loss. We anticipate, however, that counterparties will be able to fully satisfy their obligations under the contracts. We do not obtain collateral or other security to support financial instruments subject to credit risk, but we do monitor the credit standing of counterparties.

Concentrations of credit risk arising from trade accounts receivable are due to selling to a large number of customers in a particular industry. We perform ongoing credit evaluations of our customers' financial conditions and obtain collateral or other security when appropriate.

Other Matters

Contractual Obligations — There were no significant changes in the amounts of our contractual obligations from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007. Our total net liabilities for unrecognized tax benefits including interest were approximately $124.7 as of June 28, 2008. We believe that within the next 12 months it is reasonably possible that we could pay approximately $12.0 to $18.0 relating to uncertain tax positions, which includes an estimate for interest and penalties.

Contingencies and Other Matters —Numerous claims, complaints and proceedings arising in the ordinary course of business, including but not limited to those relating to environmental matters, competitive issues, contract issues, tax positions, intellectual property matters, personal injury and product liability claims, and workers' compensation have been filed or are pending against us and certain of our subsidiaries. We accrue for these contingencies when we believe a liability is probable and can be reasonably estimated. As events change and resolution occurs, these accruals may be adjusted and could differ materially from amounts originally estimated. See Notes 13 and 14 to the condensed consolidated financial statements for a further discussion of contingencies and other matters.

Our Certificate of Incorporation provides that we shall indemnify our officers and directors to the fullest extent permitted by the Delaware General Corporation Law for any personal liability in connection with their employment or service with us. While we maintain insurance for this type of liability, the liability could exceed the amount of the insurance coverage.

In addition, you should read "Management's Discussion and Analysis of Financial Condition and Results of Operations—Other Matters" herein, "Risk Factors" herein and in our 2007 Annual Report on Form 10-K, as well as similar sections in any future filings for an understanding of the risks, uncertainties, and trends facing our businesses.

FORWARD-LOOKING STATEMENTS

Some of the statements in this document and any documents incorporated by reference, including any statements as to future results of operations and financial projections, constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our businesses or our industries' actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by any forward-looking statements. Such statements include, in particular, statements about our plans, strategies, prospects, changes and trends in our business and the markets in which we operate under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." In some cases, you can identify forward-looking statements by terminology such as "may," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential" or "continue" or the negative of those terms or other comparable terminology. Particular risks facing us include economic, business and other risks stemming from our international operations, legal and regulatory risks, costs of raw materials, pricing pressures, pension funding requirements, integration of acquisitions and changes in the economy. These statements are only predictions. Actual events or results may differ materially because of market conditions in our industries or other factors. All the forward-looking statements are qualified in their entirety by reference to the factors discussed under "Risk Factors" in our 2007 Annual Report on Form 10-K and any documents incorporated by reference that describe risks and factors that could cause results to differ materially from those projected in these forward-looking statements.

We caution you that these risk factors may not be exhaustive. We operate in a continually changing business environment and frequently enter into new businesses and product lines. We cannot predict these new risk factors, and we cannot assess the impact, if any, of these new risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-

looking statements. Accordingly, you should not rely on forward-looking statements as a prediction of actual results. In addition, our estimates of future operating results are based on our current complement of businesses, which is subject to change as management selects strategic markets.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Management does not believe our exposure to market risk has significantly changed since December 31, 2007 and does not believe that such risks will result in significant adverse impacts to our financial condition or results of operations.

ITEM 4. Controls and Procedures

SPX management, including the Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of disclosure controls and procedures, pursuant to Exchange Act Rule 13a-15(b), as of June 28, 2008. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 28, 2008.

On December 31, 2007, we completed the acquisition of APV. As permitted by the Securities and Exchange Commission, management excluded the APV business from its assessment of internal control over financial reporting as of December 31, 2007 and its interim assessment as of June 28, 2008. Total assets of APV constituted approximately 15% of our total consolidated assets as of June 28, 2008. The internal control processes and systems of APV are discrete, and we continue to evaluate them.

In connection with the evaluation by SPX management, including the Chief Executive Officer and the Chief Financial Officer, of our internal control over financial reporting, pursuant to Exchange Act Rule 13a-15(d), no changes during the quarter ended June 28, 2008 were identified that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. Legal Proceedings

The information required by this Item is incorporated by reference from the footnotes to the condensed consolidated financial statements, specifically Note 13 under the heading “Litigation Matters,” included under Part I of this Form 10-Q.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2007, which could materially affect our business, financial condition or future results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes the repurchases of common stock during the three months ended June 28, 2008:

Period	Total number of shares purchased (1)	Average price per share	Total number of shares purchased as part of a publicly announced plan or program	Maximum number of shares that may yet be purchased under the plan or program
4/1/08-4/30/08	—	$ —	—	—
5/1/08-5/31/08	0.011	122.31	—	—
6/1/08-6/28/08	—	—	—	—
Total	0.011	122.31	—	—

(1) Consists of the surrender to us of common stock in order to satisfy tax withholding obligations in connection with the vesting of restricted stock.

Item 4. Submission of Matters to a Vote of Security Holders

We held our Annual Meeting of Stockholders on May 1, 2008, at which stockholders elected three directors with terms expiring and voted on other matters as outlined below. The results of the voting for each item voted on by the stockholders were as follows:

Proposal 1: Election of Directors

Director	Term Expiring	For	Against	Abstain
J. Kermit Campbell	2011	46,058,732	1,740,116	370,481
Emerson U. Fullwood	2011	47,382,801	419,507	367,021
Michael J. Mancuso	2011	47,426,223	366,546	376,560

Proposal 2: Ratification of the Appointment of Deloitte & Touche LLP as the Company’s Independent Registered Public Accountants in 2008

For	Against	Abstain
47,612,489	456,764	100,076

ITEM 6. Exhibits

10.1	SPX Corporation Supplemental Retirement Savings Plan, as Amended and Restated May 31, 2008
11.1	Statement regarding computation of earnings per share. See condensed consolidated statements of operations, page 2 of this Form 10-Q.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Denotes management contract or compensatory plan or arrangement.

SIGNATURES

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

SPX CORPORATION
(Registrant)

Date: August 1, 2008	By	**/s/ Christopher J. Kearney** **President and Chief Executive Officer**
Date: August 1, 2008	By	**/s/ Patrick J. O'Leary** **Executive Vice President, Treasurer and Chief Financial Officer**

INDEX TO EXHIBITS

10.1	SPX Corporation Supplemental Retirement Savings Plan, as Amended and Restated May 31, 2008
11.1	Statement regarding computation of earnings per share. See condensed consolidated statements of operations, page 2 of this Form 10-Q.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Denotes management contract or compensatory plan or arrangement.

Exhibit 10.1

SPX CORPORATION
SUPPLEMENTAL RETIREMENT SAVINGS PLAN

As Amended and Restated May 31, 2008

SPX CORPORATION
SUPPLEMENTAL RETIREMENT SAVINGS PLAN

As Amended and Restated May 31, 2008

TABLE OF CONTENTS

		Page
ARTICLE I DEFINITIONS		2
1.1	***"Accounting Date"***	2
1.2	***"Administrator"***	2
1.3	***"Affiliated Company" or "Affiliate"***	2
1.4	***"Beneficiary"***	2
1.5	***"Board"***	2
1.6	***"Code"***	2
1.7	***"Company"***	2
1.8	***"Compensation"***	2
1.9	***"Compensation Committee" or "Committee"***	2
1.10	***"Deferred Account" or "Account"***	2
1.11	***"Deferred Mutual Fund"***	2
1.12	***"Deferred Mutual Fund Unit"***	2
1.13	***"Dividend Date"***	2
1.14	***"Employee"***	2
1.15	***"ERISA"***	3
1.16	***"Executive Annual Incentive Plan"***	3
1.17	***"Executive Bonus Plan"***	3
1.18	***"Participant"***	3
1.19	***"Plan"***	3
1.20	***"Plan Year"***	3
1.21	***"Qualified Savings Plan"***	3
1.22	***"Recordkeeper"***	3
1.23	***"Trustee"***	3
ARTICLE II ELIGIBILITY		4
2.1	***Participation***	4
2.2	***Reduction in Status; Removal From Participation***	4
ARTICLE III CONTRIBUTIONS AND DEFERRAL ACCOUNTS		5
3.1	***Elections To Contribute***	5
3.2	***Duration of Election***	5
3.3	***Disposition of Excess Contributions in the Qualified Savings Plan***	5
3.4	***Company Matching Contributions***	5
3.5	***Vesting of Participant Deferrals***	6
ARTICLE IV PARTICIPANTS' ACCOUNT AND INVESTMENT CREDITS		7
4.1	***Participants' Accounts***	7
4.2	***Deferred Mutual Fund Credits***	7
4.3	***Selection of Deferred Mutual Funds***	7
4.4	***Changing Deferred Mutual Funds***	7
4.5	***Dividends***	7
ARTICLE V PAYMENT OF ACCOUNT		8
5.1	***Form of Benefit***	8
5.2	***Election of Payment Option***	8

5.3	***Commencement of Benefit***	9
5.3A	***Change in Payment Selection for 2005-2008 Calendar Year Accounts***	10
5.3B	***2008 Transition Elections for 2005-2008 Calendar Year Accounts***	10
5.4	***Source of Benefit Payments***	10
5.5	***Payment at Death of Participant***	10
5.6	***Beneficiary Designation***	10

ARTICLE VI ADMINISTRATION OF THE PLAN 11
6.1 ***Administration by the Company*** 11
6.2 ***General Powers of Administration*** 11
6.3 ***409A Compliance*** 11

ARTICLE VII AMENDMENT OR TERMINATION 12
7.1 ***Amendment or Termination*** 12
7.2 ***Effect of Amendment or Termination*** 12

ARTICLE VIII GENERAL PROVISIONS 13
8.1 ***Funding*** 13
8.2 ***General Conditions*** 13
8.3 ***No Guaranty of Benefits*** 13
8.4 ***No Enlargement of Employee Rights*** 13
8.5 ***Spendthrift Provision*** 13
8.6 ***Applicable Law*** 13
8.7 ***Small Benefits*** 13
8.8 ***Incapacity of Recipient*** 13
8.9 ***Corporate Successor*** 13
8.10 ***Unclaimed Benefit*** 14
8.11 ***Limitations on Liability*** 14
8.12 ***Duties of Participants and Beneficiaries*** 14
8.13 ***Taxes and Withholding*** 14
8.14 ***Treatment for other compensation purposes*** 14

ARTICLE IX CHANGE-OF-CONTROL 15
9.1 ***Benefit Rights Upon Change-of-Control*** 15
9.2 ***Definition of Change-of-Control*** 15
9.3 ***Excess Parachute Payments by the Company*** 17

ARTICLE X SPECIAL PROVISIONS 19
10.1 ***Former Participants in the General Signal Corporation Deferred Compensation Plan*** 19

SPX CORPORATION
SUPPLEMENTAL RETIREMENT SAVINGS PLAN

The SPX Corporation Supplemental Retirement Savings Plan (the "Plan") was adopted effective January 1, 1990. The Plan as set forth herein has been amended and restated effective as of May 31, 2008. The Plan is established and maintained by SPX Corporation in order to allow an eligible Employee to (a) make pre-tax salary reduction contributions, and (b) receive Company matching contributions, in each case, in excess of those permitted by the Company's tax-qualified 401(k) plan, known as the "SPX Corporation Retirement Savings and Stock Ownership Plan."

The provisions of this Plan are only applicable to Participants who were in the employ of SPX Corporation on or after May 31, 2008 (except as otherwise provided in the Plan). Participants who retired prior to that date (or the surviving spouses or beneficiaries of such Participants) shall be eligible for benefits, if any, under the terms of the Plan then in effect, or as subsequently amended such that the amended terms apply to such persons.

ARTICLE I
DEFINITIONS

Wherever used herein the following terms shall have the meanings hereinafter set forth:

1.1 ***"Accounting Date"*** means each business day.

1.2 ***"Administrator"*** means the Company, as set forth in Section 6.1.

1.3 ***"Affiliated Company" or "Affiliate"*** means any corporation, trade or business entity which is a member of a controlled group of corporations, trades or businesses, or an affiliated service group, of which the Company is also a member, as provided in Code Sections 414(b), (c), (m) or (o).

1.4 ***"Beneficiary"*** means the person, trust or estate designated (or deemed designated) to receive the balance of the Participant's account under the Qualified Savings Plan.

1.5 ***"Board"*** means the Board of Directors of the Company.

1.6 ***"Code"*** means the Internal Revenue Code of 1986, as amended from time to time, and any regulations relating thereto.

1.7 ***"Company"*** means (a) SPX Corporation, (b) any Affiliated Company or Affiliate, provided that any such Affiliated Company or Affiliate shall be included in the definition of "Company" only to the extent determined by action of the officer of SPX Corporation empowered to make such

employee benefit determinations, and (c) any other entity resulting from a reorganization, merger or consolidation into or with the Company, or a transfer or sale of substantially all of the assets of the Company.

1.8 ***"Compensation"*** means the total amount paid to a Participant by the Company inclusive of bonuses, overtime pay, pre-tax contributions to the Qualified Savings Plan, and salary reduction contributions to this Plan, but excluding therefrom those items excluded from Compensation under the Qualified Savings Plan. Notwithstanding the foregoing, Compensation shall not be reduced pursuant to the application of Code Section 401(a)(17), which applies to the Qualified Savings Plan but shall not be applied to this Plan.

1.9 ***"Compensation Committee" or "Committee"*** means the Compensation Committee of the Board. When used herein, "Committee" shall also include any person or persons to whom the Committee's authority has been lawfully delegated.

1.10 ***"Deferred Account" or "Account"*** means the Participant's interest in the Plan and includes separate salary reduction and Company matching contributions accounts for each of the Deferred Mutual Funds for which Deferred Mutual Fund Units are credited to Participant Deferred Accounts, as described in Sections 4.1 and 4.2. Participant Accounts may be further sub-divided for different time periods as provided in Section 4.1.

1.11 ***"Deferred Mutual Fund"*** means a mutual fund or other security designated by the Compensation Committee for purposes of measuring the value of a Deferred Account established pursuant to Article IV of the Plan.

1.12 ***"Deferred Mutual Fund Unit"*** means the equivalent of one share of a Deferred Mutual Fund.

1.13 ***"Dividend Date"*** means the payment date of any dividend declared on a Deferred Mutual Fund.

1.14 ***"Employee"*** means an employee of the Company who is eligible to participate under the Qualified Savings Plan (or any successor or replacement to the Qualified Savings Plan). The term "Employee" shall also include each employee of the Company who participated in the Deferred Compensation Plan of United Dominion Industries, Inc. (the "UDI Plan") or the Deferred Compensation Plan for Employees of Litwin Engineers & Contractors, Inc. (the "Litwin Plan") and whose Account Balance (as that term is defined in the UDI Plan), as of January 1, 2002, or Benefit Account (as that term is defined in the Litwin Plan), as of

January 1, 2002, was transferred to the Plan despite the fact that such employee does not meet the eligibility requirements to actively participate in the Plan.

1.15 ***"ERISA"*** means the Employee Retirement Income Security Act of 1974, as amended.

1.16 ***"Executive Annual Incentive Plan"*** means the SPX Corporation Executive Annual Incentive Plan and each applicable successor or replacement plan to such plan.

1.17 ***"Executive Bonus Plan"*** means the SPX Corporation 2008 Executive Bonus Plan and each applicable successor or replacement plan to such plan.

1.18 ***"Participant"*** means an Employee who is eligible to participate in this Plan pursuant to Article II hereof who has filed a deferral election and shall also include (i) a former Employee or current non-eligible Employee who continues to have an Account under this Plan and (ii) any person who has an Account under the Plan in accordance with the last sentence of Section 1.14 (regarding transfers from the UDI Plan or Litwin Plan) or Section 10.1 (regarding transfers from the GSX Plan).

1.19 ***"Plan"*** means this SPX Corporation Supplemental Retirement Savings Plan.

1.20 ***"Plan Year"*** means the calendar year.

1.21 ***"Qualified Savings Plan"*** means the SPX Corporation Retirement Savings and Stock Ownership Plan and each predecessor, successor or replacement to the said Qualified Savings Plan.

1.22 ***"Recordkeeper"*** means the organization selected by the Company to keep information concerning the Account of each Participant in the Plan.

1.23 ***"Trustee"*** means the person or entity chosen by the Company to hold Company assets which may be used to provide benefits under this Plan. The assets of any such trust remain the Company's property and will be subject to the claims of creditors should the Company become insolvent.

Words in the masculine gender shall include the feminine and the singular shall include the plural, and vice versa, unless qualified by the context. Any headings used herein are included for ease of reference only, and are not to be construed so as to alter the terms hereof.

ARTICLE II
ELIGIBILITY

2.1 ***Participation.***

(a) For Plan Years After 2008. Effective as of May 31, 2008, and commencing with the 2009 Plan Year, an Employee shall be eligible to be a Participant hereunder if such Employee (i) is eligible to participate in the Executive Annual Incentive Plan (as determined under the terms of such plan), (ii) is eligible to participate in the Executive Bonus Plan with a target bonus percentage of 30% or more (as determined under the terms of such plan), or (iii) has a positive Account balance under the Plan as of May 31, 2008. For an Employee that meets such criteria as of May 31, 2008, eligibility to

participate in the Plan shall be immediate. For an Employee that meets such criteria after May 31, 2008, such Employee shall be eligible to participate in the Plan on the 30th day following the date the Employee meets the criteria.

For a Participant who ceases to be eligible to participate in the Plan in accordance with Section 2.2, and then subsequently again meets the eligibility criteria described in the first sentence of Section 2.1(a), such Employee's eligibility to participate in the Plan again shall be as follows:

(i) if the Employee is deemed to be "initially eligible" as provided under Code Section 409A, such Employee shall be eligible to participate in the Plan on the 30th day following the date the Employee again meets the eligibility criteria described in the first sentence of Section 2.1(a); and

(ii) in all other cases, at the earliest time as permitted under Code Section 409A.

(b) For Plan Years Before 2009. For Plan Years before 2009, eligibility to participate in the Plan shall be determined according to the provisions and terms then in effect under the Plan (and in accordance with Code Section 409A to the extent applicable).

(c) Eligible Employees shall be notified of their ability to participate in the Plan and shall be offered the opportunity to make contributions hereunder, as set forth at Section 3.1 hereof.

2.2 ***Reduction in Status; Removal From Participation.*** If an Employee ceases to meet the eligibility criteria described in the first sentence of Section 2.1(a), such Employee shall cease to be eligible to participate in the Plan at the end of the applicable Plan Year and the Participant shall make no further contributions to this Plan, nor shall the Company make any further contributions on his behalf. However, his Deferred Account shall continue to be held for his benefit pursuant to the terms of this Plan, and it shall continue to be credited with earnings, gains and losses as provided under Article IV.

ARTICLE III
CONTRIBUTIONS AND DEFERRAL ACCOUNTS

3.1 ***Elections To Contribute.*** A Participant may elect to have a percentage of Compensation deferred under this Plan. Such deferrals shall occur on a per payroll basis. Such an election with respect to any Plan Year must be made, with respect to amounts paid during such Plan Year, prior to the June 30th of the preceding Plan Year, during the time period prescribed by the Administrator; PROVIDED that a newly-eligible Participant (which shall include an Employee deemed to be "initially eligible" as provided under Code Section 409A) may make an election to defer Compensation to this Plan within not more than 30 days after becoming an eligible Participant, which election shall apply only to Compensation earned after the election is made and effective. Such elections shall be irrevocable for the applicable Plan Year after the election deadline provided in the preceding sentence.

A Participant may separately elect (i) a basic deferral percentage (in 1% increments, up to 50% of Compensation, which includes, without limitation, bonuses except for the bonus (if any) paid under the Executive Bonus Plan and/or Executive Annual Incentive Plan), and (ii) a supplemental bonus deferral percentage (in 1% increments, up to 100%), applicable only to the bonus (if any) paid under the Executive Bonus Plan and/or Executive Annual Incentive Plan. Notwithstanding the foregoing, the applicable deferral percentages permitted under the preceding sentence shall be reduced to the extent required by Code Section 409A with respect to a newly-eligible Participant (which shall include an Employee deemed to be "initially eligible" as provided under Code Section 409A). Additionally, with respect to a newly-eligible Participant (which shall include an Employee deemed to be "initially eligible" as provided under Code Section 409A) who becomes newly eligible to participate after June 30th of a Plan Year (or who does not make an applicable deferral election by June 30th of such Plan Year), no deferral of the bonus (if any) paid under the Executive Bonus Plan and/or Executive Annual Incentive Plan in the immediate following Plan Year shall be permitted.

Having made such an election, the percentage of Compensation a Participant has elected to defer shall be credited by the Company to this Plan for any Plan Year with respect to all Compensation as defined by this Plan (or of a bonus payment (if any) under the Executive Bonus Plan and/or Executive Annual Incentive Plan) and paid during such Plan Year (or portion of the Plan Year for which such election is effective). However, no contributions are made to this Plan with respect to a Participant until one or more of the applicable limits in the Qualified Savings Plan has been reached. Such applicable limits under the Qualified Savings Plan are as follows:

(a) The limit on compensation under Code Section 401(a)(17);
(b) The limit on deferrals and matching contributions under Code Sections 401(k) and 401(m); and
(c) The limit on annual additions to accounts under Code Section 415.

3.2 ***Duration of Election.*** A Participant's election to defer Compensation under this Plan as described at Section 3.1 above shall remain in effect only for the Plan Year (or portion thereof) for which it applies. Notwithstanding any other provision of the Plan to the contrary, a Participant's deferral election for a Plan Year shall be cancelled upon the Participant having his deferrals under the Qualified Saving Plan suspended due to receiving a hardship distribution under the Qualified Savings Plan.

3.3 ***Disposition of Excess Contributions in the Qualified Savings Plan.*** In any case in which a Participant's salary reduction contributions to the Qualified Savings Plan would be returned to the Participant by reason of the operation of Code Sections 401(k), 401(m), or 402(g), such contributions shall not be made available to the Participant, but shall automatically be transferred from the Qualified Savings Plan to the Participant's Deferred Account under this Plan. Such contributions shall be allocated to the Participant's Account in this Plan for the Plan Year in which such contributions are deposited in this Plan.

3.4 ***Company Matching Contributions.*** For each Plan Year, a Participant's Account under this Plan shall be credited with a matching contribution equal to a percentage (the same percentage of Compensation as matched by the Company under the Qualified Savings Plan) of his deferrals for such Plan Year, to the extent such deferrals have not received a match on that percentage of Compensation under the Qualified Savings Plan. The matching contribution to be made under this Plan shall follow any increase or decrease in the match made for the

Qualified Savings Plan, and shall be made only after the maximum match has been made under the Qualified Savings Plan.

3.5 ***Vesting of Participant Deferrals.*** A Participant shall be fully vested in all allocations made to his Account pursuant to Section 3.1 and in the Company matching contribution credits made to his Account pursuant to Section 3.4.

ARTICLE IV
PARTICIPANTS' ACCOUNT AND INVESTMENT CREDITS

4.1 ***Participants' Accounts.*** A separate Deferred Account shall be established by the Recordkeeper for each Participant which shall accurately reflect his interest in this Plan. Each Account shall consist of two sub-Accounts, one for the Participant's deferrals made to this Plan pursuant to Section 3.1, and one for the Company matching contribution credits made pursuant to Section 3.4 (including, for each sub-Account, applicable credited earnings, gains and losses).

Each Participant's Account shall further be sub-divided into six accounts: one account for deferral and matching contribution credit amounts (including applicable credited earnings, gains and losses) attributable to calendar years before 2005 (the "Pre-2005 Account"), four separate accounts for deferral and matching contribution credit amounts (including applicable credited earnings, gains and losses) attributable to each calendar year after 2004 and before 2009 (the "2005-2008 Calendar Year Accounts"), and one account for deferral and matching contribution credit amounts (including applicable credited earnings, gains and losses) attributable to calendar years after 2008 (the "Post-2008 Account").

4.2 ***Deferred Mutual Fund Credits.*** The Company shall establish a Deferred Account for each Participant who makes an election to defer Compensation, as provided in Section 3.1. The balance of a Participant's Deferred Account is dependent upon the value of the Deferred Mutual Fund Units in the Deferred Account, and is therefore subject to market fluctuations in value until distributed to a Participant.

4.3 ***Selection of Deferred Mutual Funds.*** Each Participant (and Beneficiary, as provided at Section 5.5) shall be permitted to direct the manner in which credits to his Account shall be treated as invested from among such Deferred Mutual Funds determined by the Compensation Committee from time to time and communicated to Participants. Each Participant shall choose the percentage of his Account treated as invested in each Deferred Mutual Fund provided that not less than 5% of the Participant's contributions and Company contributions shall be designated for any one such Deferred Mutual Fund. To the extent a Participant (or Beneficiary if applicable) does not provide any investment direction, the Company may select a Deferred Mutual Fund for which the Participant (or Beneficiary if applicable) will be deemed to have directed his Account be invested in.

4.4 ***Changing Deferred Mutual Funds.*** A Participant may elect to change the mix of the Deferred Mutual Fund Units credited to the Participant's Deferred Account in accordance with the administrative procedures and rules set by the Administrator from time to time.

4.5 ***Dividends.*** At any time a balance in Deferred Mutual Fund Units is maintained in an Account, there shall be credited to the Account additional Deferred Mutual Fund Units on each Dividend Date. Such additional number of Deferred Mutual Fund Units shall be determined by reference to the number of mutual fund shares or other securities that would be issued by the mutual fund or the issuer of the other securities with respect to the reinvestment of such dividend. In the absence of such reinvestment, the number of such additional Deferred Mutual Units shall be determined by (i) multiplying the total number of Deferred Mutual Fund Units (including fractional Deferred Mutual Fund Units) credited to the Account immediately prior to the Dividend Date by the amount of the dividend per share of the Deferred Mutual Fund and (ii) dividing the product by the fair market value per share as of such Dividend Date. Additional Deferred Mutual Fund Units shall be similarly credited on each Dividend Date on which a balance in Deferred Mutual Fund Units is maintained in the Account.

ARTICLE V
PAYMENT OF ACCOUNT

5.1 ***Form of Benefit.***

(a) At the Participant's timely election as provided under Section 5.2, a Participant's Pre-2005 Account and 2005-2008 Calendar Year Accounts (with separate elections for the Pre-2005 Account and each 2005-2008 Calendar Year Account) under this Plan shall be paid in one of the following forms:

(i) In a single lump sum payment.

(ii) In periodic annual installments payable for a period of up to ten (10) years. So long as the Participant retains funds in his Account, earnings, gains and losses shall be credited to the Account.

(iii) In periodic monthly installments, payable for a period of up to ten (10) years. So long as the Participant retains funds in his Account, earnings, gains, and losses shall be credited to the Account.

(b) A Participant who makes no election with respect to the Pre-2005 Account within the time provided in Sections 5.2 and 5.3 shall receive a lump sum payment of the Participant's Pre-2005 Account, valued and paid on the date of his or her termination, death or retirement. A Participant who does not make a timely election with respect to a 2005-2008 Calendar Year Account as provided in Sections 5.2 and 5.3 shall receive a lump sum payment of such 2005-2008 Calendar Year Account, valued and paid on or as soon as practicable after the date that is six months after the Participant's separation from service but not later than 30 days after such date (subject to the last sentence of Section 5.2(b) and Section 5.3A).

(c) A Participant's Post-2008 Account shall be paid in a single lump sum payment.

5.2 ***Election of Payment Option.***

(a) Pre-2005 Account. With respect to the Pre-2005 Account, a Participant shall select a form of payment at the time that he chooses to make an election to contribute to the Plan pursuant to Section 3.1. Thereafter, a Participant may change his election with respect to the Pre-2005 Account at any time that is at least one year prior to his retirement, death, disability or other termination of employment from the Company. Notwithstanding a Participant's payment election under Section 5.3, payments with respect to the Pre-2005 Account shall not be made until the year following the year of termination to the extent a payment would otherwise be subject to Code Section 162(m).

(b) 2005-2008 Calendar Year Accounts. With respect to a 2005-2008 Calendar Year Account, the Participant shall select a form of payment at the time that he chooses to make an election to contribute to the Plan pursuant to Section 3.1. Thereafter, a Participant may change his form of payment election with respect to a 2005-2008 Calendar Year Account only as provided in Sections 5.3A and 5.3B below. Notwithstanding a Participant's payment election under Section 5.3, payments with respect to a 2005-2008 Calendar Year Account shall not be made until the year following the year of termination to the extent a payment would otherwise be subject to Code Section 162(m).

(c) Post-2008 Account. With respect to the Post-2008 Account, no election as to form of payment is permitted under the Plan. Notwithstanding Section 5.3, payments with respect to a Post-2008 Account shall not be made until the year following the year of termination to the extent a payment would otherwise be subject to Code Section 162(m).

5.3 ***Commencement of Benefit.***

(a) Pre-2005 Account. Except in the case of a distribution upon death pursuant to Section 5.5 hereof, payment of a Participant's Pre-2005 Account under this Plan shall commence at (or as soon as administratively feasible after) the time selected by the Participant from the list below, which selection must be made at least one year prior to the commencement of payment:

(i) upon separation from service,

(ii) on the date which is a specified number of months after separation from service, or

(iii) on a specified date,

PROVIDED that the selection of a payment commencement date with respect to the Pre-2005 Account may be changed (subject to the following sentence) by a Participant prior to separation from service, so long as the new payment commencement date is at least one year after the date of change in election. If the Administrator receives, within one year of the selected payment commencement date with respect to the Pre-2005 Account, a new election to change the payment commencement date, such election will be void, and the prior election will govern.

In no event shall the date for commencement of payments with respect to the Pre-2005 Account occur prior to separation from service, and notwithstanding any election to the contrary, benefits shall commence to be paid after a Participant has both attained age 70½ and separated from service.

(b) 2005-2008 Calendar Year Accounts. Except in the case of a distribution upon death pursuant to Section 5.5 hereof and subject to paragraph (d) below, payment with respect to a 2005-2008 Calendar Year Account under this Plan shall commence at the time selected by the Participant from the list below, which selection shall be made at the time that he chooses to make an election to contribute with respect to such 2005-2008 Calendar Year Account, pursuant to Section 3.1:

(i) upon separation from service,

(ii) on the date which is a specified number of months after separation from service, or

(iii) on a specified date,

PROVIDED that the selection of a payment commencement date with respect to a 2005-2008 Calendar Year Account may be changed in accordance with Sections 5.3A and 5.3B below.

In no event shall the date for commencement of payments with respect to a 2005-2008 Calendar Year Account occur prior to separation from service, and notwithstanding any election to the contrary, benefits shall commence to be paid after a Participant has both attained age 70½ and separated from service.

Notwithstanding anything in the foregoing and subject to paragraph (d) below, payment with respect to a 2005-2008 Calendar Year Account shall be paid (or shall commence to be paid) on or as soon as practicable after the date determined pursuant to the above but not later than 30 days after such date.

(c) Post-2008 Account. Except in the case of a distribution upon death pursuant to Section 5.5 hereof, the single lump sum payment with respect to a Post-2008 Account under this Plan shall be made on or as soon as practicable after the date that is six months after the Participant's separation from service but not later than 30 days after such date.

(d) Six Month Delay for Specified Employees. If, at the time the Participant becomes entitled to 2005-2008 Calendar Year Account payments under the Plan, the Participant is a Specified Employee (as defined and determined under Code Section 409A), then, notwithstanding any other provision in the Plan to the contrary, the following provision shall apply. 2005-2008 Calendar Year Account payments considered deferred

compensation under Code Section 409A which are determined to be payable upon a Participant's separation from service as determined under Code Section 409A and not subject to an exception or exemption thereunder, shall be paid to the Participant on or as soon as practicable after the date that is six months after the Participant's separation from service but not later than 30 days after such date. Any such 2005-2008 Calendar Year Account payments that would otherwise have been paid to the Participant during this six-month period shall instead be aggregated (subject to the earnings, gains and losses credited to the 2005-2008 Calendar Year Account during such time) and paid to the Participant pursuant to the preceding sentence. Any 2005-2008 Calendar Year Account payments to which the Participant is entitled to be paid after the date that is six (6) months after the Participant's separation from service shall be paid to the Participant in accordance with the applicable terms of this Plan.

5.3A Change in Payment Selection for 2005-2008 Calendar Year Accounts. After the time that a Participant chooses to make an election to contribute to the Plan with respect to such 2005-2008 Calendar Year Account pursuant to Section 3.1, a Participant may change his payment form and payment commencement date election with respect to a 2005-2008 Calendar Year Account only upon written notice in a form acceptable to the Administrator, so long as: (i) the new election is made at least twelve (12) months before the original payment commencement date, (ii) the new election does not take effect until at least twelve (12) months after the date on which such election is made, and (iii) the original payment commencement date is deferred for a period of not less than five (5) years.

5.3B ***2008 Transition Elections for 2005-2008 Calendar Year Accounts.*** For the transition period beginning January 1, 2008, and ending December 31, 2008, the Administrator may provide (in the form and manner of its discretion) Participants the opportunity to change their form of payment and payment commencement date elections with respect to amounts payable from each 2005-2008 Calendar Year Account. Such election shall be made in accordance with Code Section 409A (and applicable IRS transition relief) and subject to the following provisions. As of December 31, 2008, any then effective transition payment election shall be irrevocable for the duration of a Participant's participation in the Plan except as set forth in Section 5.3A above. No payment election made in 2008 under this transition relief will apply to amounts payable from a 2005-2008 Calendar Year Account that would otherwise be payable in 2008, nor may such election cause such amounts to be paid in 2008 that would not otherwise be payable in 2008. No election under this transition relief may be made retroactively, or when payment of such amounts are imminent.

5.4 ***Source of Benefit Payments.*** Any Deferred Account payable to a Participant or a Participant's Beneficiary shall be paid from the general assets of the Company.

5.5 ***Payment at Death of Participant.*** In the event a Participant dies before payment of his Account under this Plan commences, or in the event a Participant dies after such payment commences but before he has received the entire balance in his Account, payment of such Participant's Account under this Plan shall commence to the Beneficiary (in the payment form selected by the Participant with respect to a Participant's Pre-2005 Account and 2005-2008 Calendar Year Accounts, or in a single lump sum payment with respect to a Participant's Post-2008 Account), but with benefit payments to commence on or as soon as practicable after the Participant's death but not later than 60 days after such date, if payments had not previously commenced. So long as an Account remains in this Plan with respect to a Beneficiary, that Account shall continue to be credited with earnings, gains and losses, and a Beneficiary may continue to change Deferred Mutual Funds as provided in Section 4.4.

5.6 ***Beneficiary Designation.*** Effective for Participants who die on or after December 31, 1999, the Beneficiary or Beneficiaries who shall receive the Participant's interest in this Plan in the event of the Participant's death shall be identical to the Beneficiary or Beneficiaries identified under the Qualified Savings Plan. There shall be no separate beneficiary election with respect to this Plan.

ARTICLE VI
ADMINISTRATION OF THE PLAN

6.1 ***Administration by the Company.*** The Company, acting under the supervision of the Compensation Committee, shall be responsible for the general operation and administration of the Plan and for carrying out the provisions thereof.

6.2 ***General Powers of Administration.*** All provisions set forth in the Qualified Savings Plan with respect to the administrative powers and duties of the Company, expenses of administration, and procedures for filing claims shall also be applicable with respect to the Plan. The Company shall be entitled to rely conclusively upon all tables, valuations, certificates, opinions and reports furnished by any actuary, accountant, controller, counsel or other person employed or engaged by the Company with respect to the Plan.

6.3 ***409A Compliance***. To the extent any provision of the Plan or action by the Committee or Company would subject any Participant to liability for interest or additional taxes under Code Section 409A(a)(1)(B), or make Pre-2005 Account amounts subject to Code Section 409A, it will be deemed null and void, to the extent permitted by law and deemed advisable by the Committee. It is intended that the Plan will comply with Code Section 409A, and that the Pre-2005 Account amounts be exempt from Code Section 409A coverage, and the Plan shall be interpreted and construed on a basis consistent with such intent. The Plan may be amended in any respect deemed necessary (including retroactively) by the Committee in order to preserve compliance with Code Section 409A and to maintain Code Section 409A exemption for the Pre-2005 Account amounts. For purposes of this Plan with respect to 2005-2008 Calendar Year Accounts and Post-2008 Accounts, a "termination of employment", "termination", "retirement" or "separation from service" (or other similar term having a similar import) under this Plan shall have the same meaning as a "separation from service" as defined in Code Section 409A. Nothing in this Plan (including, without limitation, the preceding) shall be construed as a guarantee of any particular tax effect for Plan benefits.

ARTICLE VII
AMENDMENT OR TERMINATION

7.1 ***Amendment or Termination.*** The Company intends the Plan to be permanent but reserves the right, subject to Article IX, to amend or terminate the Plan when, in the sole opinion of the Company, such amendment or termination is advisable. Any such amendment or termination shall be made pursuant to a resolution of the Compensation Committee and shall be effective as of the date of such resolution or as specified therein.

7.2 ***Effect of Amendment or Termination.*** No amendment or termination of the Plan shall directly or indirectly deprive any current or former Participant or Beneficiary of an Account balance which has accrued under this Plan prior to the effective date of such amendment or termination.

ARTICLE VIII
GENERAL PROVISIONS

8.1 ***Funding.*** The Plan is intended to constitute and at all times shall be interpreted and administered so as to qualify as an unfunded deferred compensation plan for a select group of management and highly compensated employees under ERISA. The Plan at all times shall be entirely unfunded and the Company shall not be required at any time to segregate any assets of the Company for payment of any benefits hereunder. No Participant, Beneficiary or any other person shall have any interest in any particular assets of the Company by reason of the right to receive a benefit under the Plan and any such Participant, Beneficiary or other person shall have only the rights of a general unsecured creditor of the Company with respect to any rights under the Plan.

8.2 ***General Conditions.*** Any accounts payable under the Qualified Savings Plan shall be paid solely in accordance with the terms and conditions of the Qualified Savings Plan and nothing in this Plan shall operate or be construed in any way to modify, amend or affect the terms and provisions of the Qualified Savings Plan.

8.3 ***No Guaranty of Benefits.*** Nothing contained in the Plan shall constitute a guaranty by the Company or any other entity or person that the assets of the Company will be sufficient to pay any benefit hereunder.

8.4 ***No Enlargement of Employee Rights.*** No Participant or Beneficiary shall have any right to a benefit under the Plan except in accordance with the terms of the Plan. Establishment of the Plan shall not be construed to give any Participant the right to be retained in the service of the Company, nor to create or confer on any Participant the right to defer compensation or receive a matching contribution credit with respect to any future period of service with the Company. Nothing in the Plan shall interfere in any way with the right of the Company to terminate a Participant’s service at any time with or without cause or notice and whether or not such termination results in any adverse effect on the individual’s interests under the Plan.

8.5 ***Spendthrift Provision.*** No interest of any person or entity in, or right to receive a benefit under, the Plan shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind; nor may such interest or right to receive a benefit be taken, either voluntarily or involuntarily, for the satisfaction of the debts of, or other obligations or claims against, such person or entity, including claims for alimony, support, separate maintenance and claims in bankruptcy proceedings. No Deferred Mutual Fund Units shall be pledged, hypothecated, or transferred by a Participant other than by will or the laws of descent and distribution.

8.6 ***Applicable Law.*** The Plan (including, without limitation, any rules, regulations, determinations or decisions made by the Committee or Company relating to the Plan) shall be construed and administered exclusively in accordance with applicable federal laws and the laws of the State of Delaware, without regard to its conflict of laws principles.

8.7 ***Small Benefits.*** If at any time an Account payable under this Plan has a value of less than $25,000, the Company shall pay such Account to the Participant or Beneficiary in a single lump sum in lieu of any further benefit payments hereunder.

8.8 ***Incapacity of Recipient.*** If any person entitled to a benefit payment under the Plan is deemed by the Company to be incapable of personally receiving and giving a valid receipt for such payment, then, unless and until claim therefor shall have been made by a duly appointed guardian or other legal representative of such person, the Company may provide for such payment or any part thereof to be made to any other person or institution then contributing toward or providing for the care and maintenance of such person. Any such payment shall be a payment for the account of such person and a complete discharge of any liability of the Company and the Plan therefor.

8.9 ***Corporate Successor.*** The Plan shall not be automatically terminated by a transfer or sale of assets of the Company or by the reorganization, merger or consolidation of the Company into or with any other corporation or entity, but shall be continued after such transfer, sale, reorganization, merger or consolidation.

8.10 ***Unclaimed Benefit.*** Each Participant shall keep the Company informed of his current address. The Company shall not be obligated to search for the whereabouts of any person. If the location of a Participant is not made known to the Company within three (3) years after the date on which payment of the Participant’s Account may first be made, payment may be made as though the Participant had died at the end of the three-year period. If, within one additional year after such three-year period has elapsed, or, within three years after the actual death of a Participant, the Company is unable to locate any Beneficiary for the Participant, then the Company shall have no further obligation to pay any benefit hereunder to such Participant or Beneficiary or any other person and such benefit shall be irrevocably forfeited.

8.11 ***Limitations on Liability.*** Notwithstanding any of the preceding provisions of the Plan, neither the Company nor any individual acting as an employee or agent of the Company shall be liable to any Participant, former Participant, Beneficiary or any other person for any claim, loss, liability or expense incurred in connection with the Plan.

8.12 ***Duties of Participants and Beneficiaries.*** The Participant and any Beneficiaries of a Participant shall, as a condition of receiving benefits under this Plan, be obligated to provide the Compensation Committee with such information as the Compensation Committee shall require in order to determine Account balances, calculate benefits under this Plan, or otherwise administer the Plan.

8.13 ***Taxes and Withholding.*** As a condition to any payment or distribution pursuant to the Plan, the Company may require a Participant to pay such sum to the Company as may be necessary to discharge its obligations with respect to any taxes, assessments or other governmental charges imposed on property or income received by the Participant thereunder. The Company may deduct or withhold such sum from any payment or distribution to the Participant. For each calendar year in which a Participant defers compensation or receives a matching contribution credit, the Company shall withhold from that portion of the Participant’s compensation that is not being deferred, in a manner determined by the Company, the participant’s share of FICA and other

employment taxes due; provided, however, that the Company may reduce the applicable amount deferred if necessary to comply with applicable withholding requirements.

8.14 ***Treatment for other compensation purposes.*** Payments received by a Participant under the Plan shall not be deemed part of a Participant's regular, recurring compensation for purposes of any termination, indemnity or severance pay laws and shall not be included in, nor have any effect on, the determination of benefits under any other employee benefit plan, contract or similar arrangement provided by the Company, unless expressly so provided by such other plan, contract or arrangement.

ARTICLE IX
CHANGE-OF-CONTROL

9.1 ***Benefit Rights Upon Change-of-Control.*** Notwithstanding any other provision of the Plan to the contrary, in the event of a Change-of-Control, the Company or any successor shall be prohibited from amending or terminating the Plan in any manner so as to deprive, directly or indirectly, any current or former Participant or Beneficiary of all or any portion of any Account which has accrued under this Plan prior to the effective date of such amendment or termination. Following a Change-of-Control, no action shall be taken under the Plan that will cause any Pre-2005 Account amounts to be subject to Code Section 409A coverage, or cause any 2005-2008 Calendar Year Accounts and Post-2008 Accounts to fail to comply in any respect with Code Section 409A, in either case without the written consent of the Participant or Beneficiary (as applicable).

9.2 ***Definition of Change-of-Control.*** For purposes of this Plan, a "Change of Control" shall be deemed to have occurred if:

(a) Any "Person" (as defined below), excluding for this purpose the Company or any subsidiary of the Company, any employee benefit plan of the Company or any subsidiary of the Company, or any entity organized, appointed or established for or pursuant to the terms of any such plan which acquires beneficial ownership of common shares of the Company, is or becomes the "Beneficial Owner" (as defined below) of twenty percent (20%) or more of the common shares of the Company then outstanding; PROVIDED, however, that no Change of Control shall be deemed to have occurred as the result of an acquisition of common shares of the Company by the Company which, by reducing the number of shares outstanding, increases the proportionate beneficial ownership interest of any Person to twenty percent (20%) or more of the common shares of the Company then outstanding, but any subsequent increase in the beneficial ownership interest of such a Person in common shares of the Company shall be deemed a Change of Control; and provided further that if the Board determines in good faith that a Person who has become the Beneficial Owner of common shares of the Company representing twenty percent (20%) or more of the common shares of the Company then outstanding has inadvertently reached that level of ownership interest, and if such Person divests as promptly as practicable a sufficient number of shares of the Company so that the Person no longer has a beneficial ownership interest in twenty percent (20%) or more of the common shares of the Company then outstanding, then no Change of Control shall be deemed to have occurred. For purposes of this paragraph (a), the following terms shall have the meanings set forth below:

(i) "Person" shall mean any individual, firm, limited liability company, corporation or other entity, and shall include any successor (by merger or otherwise) of any such entity.

(ii) "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(iii) A Person shall be deemed the "Beneficial Owner" of and shall be deemed to "beneficially own" any securities:

(A) which such Person or any of such Person's Affiliates or Associates beneficially owns, directly or indirectly (determined as provided in Rule 13d-3 under the Exchange Act);

(B) which such Person or any of such Person's Affiliates or Associates has (1) the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding (other than customary agreements with

---

and between underwriters and selling group members with respect to a *bona fide* public offering of securities), or upon the exercise of conversion rights, exchange rights, rights (other than rights under the Company's Rights Agreement dated June 25, 1996, with The Bank of New York, as amended), warrants or options, or otherwise; provided, however, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, securities tendered pursuant to a tender or exchange offer made by or on behalf of such Person or any of such Person's Affiliates or Associates until such tendered securities are accepted for purchase or exchange; or (2) the right to vote pursuant to any agreement, arrangement or understanding; provided, however, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, any security if the agreement, arrangement or understanding to vote such security (a) arises solely from a revocable proxy or consent given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations promulgated under the Exchange Act and (b) is not also then reportable on Schedule 13D under the Exchange Act (or any comparable or successor report); or

(C) which are beneficially owned, directly or indirectly, by any other Person with which such Person or any of such Person's Affiliates or Associates has any agreement, arrangement or understanding (other than customary agreements with and between underwriters and selling group members with respect to a *bona fide* public offering of securities) for the purpose of acquiring, holding, voting (except to the extent contemplated by the proviso to subparagraph (a)(iii)(B)(2) above) or disposing of any securities of the Company.

Notwithstanding anything in this definition of Beneficial Ownership to the contrary, the phrase “then outstanding,” when used with reference to a Person’s beneficial ownership of securities of the Company, shall mean the number of such securities then issued and outstanding together with the number of such securities not then actually issued and outstanding which such Person would be deemed to own beneficially hereunder.

(b) During any period of two (2) consecutive years, individuals who at the beginning of such two-year period constitute the Board and any new director or directors (except for any director designated by a person who has entered into an agreement with the Company to effect a transaction described in paragraph (a), above, or paragraph (c), below) whose election by the Board or nomination for election by the Company’s shareholders was approved by a vote of at least two-thirds of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority of the Board; or

(c) Approval by the shareholders of (or if such approval is not required, the consummation of) (i) a plan of complete liquidation of the Company, (ii) an agreement for the sale or disposition of the Company or all or substantially all of the Company’s assets, (iii) a plan of merger or consolidation of the Company with any other corporation, or (iv) a similar transaction or series of transactions involving the Company (any transaction described in parts (i) through (iv) of this paragraph (c) being referred to as a “Business Combination”), in each case unless after such a Business Combination the shareholders of the Company immediately prior to the Business Combination continue to own at least eighty percent (80%) of the voting securities of the new (or continued) entity immediately after such Business Combination, in substantially the same proportion as their ownership of the Company immediately prior to such Business Combination.

A “Change of Control” shall not include any transaction described in paragraph (a) or (c), above, where, in connection with such transaction, a participant and/or any party acting in concert with that participant shall substantially increase their, his or its, as the case may be, ownership interest in the Company or a successor to the Company (other than through conversion of prior ownership interests in the Company and/or through equity awards received entirely as compensation for past or future personal services).

9.3 ***Excess Parachute Payments by the Company.***

(a) Anything in this Plan to the contrary notwithstanding, in the event it shall be determined that any payment or distribution by the Company to or for the benefit of a Participant, whether paid or payable or distributed or distributable pursuant to the terms of this Plan or otherwise, but determined without regard to any additional payments required under this Section 9.3 (a “Payment”), would be subject to the excise tax imposed by Code Section 4999 or if any interest or penalties are incurred by the Participant with respect to such excise tax (such excise tax, together with any such interest and penalties, being hereinafter collectively referred to as the “Excise Tax”), then the Participant shall be entitled to receive an additional payment (a “Gross-Up Payment”) in an amount such that, after payment by the Participant of all taxes (including any interest or penalties imposed with respect to such taxes), including, without limitation, any income taxes (and any interest and penalties imposed with respect thereto) and Excise Tax imposed upon the Gross-Up Payment, the Participant retains an amount of the Gross-Up Payment equal to the Excise Tax imposed upon the Payment.

(b) Subject to the provisions of paragraph (c) below, all determinations required to be made under this Section 9.3, including whether and when a Gross-Up Payment is required and the amount of such Gross-Up Payment and the assumptions to be utilized in arriving at such determination, shall be made by the accounting firm which is then serving as the auditors for the Company (the “Accounting Firm”), which shall provide detailed supporting calculations to both the Company and the Participant within fifteen (15) business days of the receipt of notice from the Participant that there has been a Payment, or such earlier time as is required by the Company. In the event that the Accounting Firm is serving as accountant or auditor for the individual, entity or group effecting the Change of Control, the Participant shall appoint another nationally recognized accounting firm to make the determinations required hereunder (which accounting firm shall then be referred to as the Accounting Firm hereunder). All fees and expenses of the Accounting Firm shall be borne solely by the Company. Any Gross-Up Payments, as determined pursuant to this Section 9.3 shall be paid by the Company to the Participant within five (5) days of the receipt of the Accounting Firm’s determination but shall be paid no later than the end of the Participant’s taxable year next following the Participant’s taxable year in which the Participant remits the related taxes. If the Accounting Firm determines that no Excise Tax is payable by the Participant, it shall furnish the Participant with a written opinion that failure to report the Excise Tax on the Participant’s applicable federal income tax return would not result in the imposition of a negligence or similar penalty. Any good faith determination by the Accounting Firm shall be binding upon the Company and the Participant. As a result of the uncertainty in the application of Code Section 4999 at the time of the initial determination by the Accounting Firm hereunder, it is possible that Gross-Up Payments which will not have been made by the Company should have been made (“Underpayment”), consistent with the calculations required to be made hereunder. In the event that the Company exhausts its remedies pursuant to paragraph (c) below, and the Participant thereafter is required to make a payment of any Excise Tax, the Accounting Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be promptly paid by the Company to or for the benefit of the Participant but shall be paid no later than the end of the Participant’s taxable year next following the Participant’s taxable year in which the Participant remits the related taxes.

(c) The Participant shall notify the Company in writing of any claim by the Internal Revenue Service that, if successful, would require the payment by the Company of a Gross-Up Payment. Such notification shall be given as soon as practicable but no later than fifteen (15) business days after the Participant is informed in writing of such claim and shall apprise the Company of the nature of such claim and the date on which such claim is requested to be paid. The Participant shall not pay such claim prior to the expiration of the thirty (30) day period following the date on which the Participant gives such notice to the Company (or such shorter period ending on the date that any payment of taxes with respect to such claim is due). If the Company notifies the Participant in writing prior to the expiration of such period that it desires to contest such claim, the Participant shall:

(i) Give the Company any information reasonably requested by the Company relating to such claim;

(ii) Take such action in connection with contesting such claim as the Company shall reasonably request in writing, from time to time, including, without limitation, accepting legal representation with respect to such claim by an attorney reasonably

selected by the Company;

(iii) Cooperate with the Company in good faith in order to effectively contest such claim; and

(iv) Permit the Company to participate in any proceedings relating to such claim;

provided, however, that the Company shall bear and pay directly all costs and expenses (including additional interest and penalties) incurred in connection with such contest and shall indemnify and hold the Participant harmless, on an after-tax basis, for any Excise Tax or income tax (including interest and penalties with respect thereto) imposed as a result of such representation and payment of costs and expenses. Without limiting the foregoing provisions of this paragraph (c), the Company shall control all proceedings taken in connection with such contest and, at its sole option, may pursue or forego any and all administrative appeals, proceedings, hearings and conferences with the taxing authority in respect of such claim and may, at its sole option, either direct the Participant to pay the tax claimed and sue for a refund, or contest the claim in any permissible manner; and the Participant agrees to prosecute such contest to a determination before any administrative tribunal, in a court of initial jurisdiction and in one or more appellate courts, as the Company shall determine; provided, however, that if the Company directs the Participant to pay such claim and sue for a refund, the Company shall advance the amount of such payment to the Participant on an interest-free basis and shall indemnify and hold the Participant harmless, on an after-tax basis, from any Excise Tax or income tax (including interest or penalties with respect thereto) imposed with respect to such advance or with respect to any imputed income with respect to such advance; and further provided that any extension of the statute of limitations relating to payment of taxes for the taxable year of the Participant with respect to which such contested amount is claimed to be due is limited solely to such contested amount. Furthermore, the Company's control of the contest shall be limited to issues with respect to which a Gross-Up Payment would be payable hereunder and the Participant shall be entitled to settle or contest, as the case may be, any other issue raised by the Internal Revenue Service or any other taxing authority.

(d) If, after the receipt by the Participant of an amount advanced by the Company pursuant to paragraph (c) above, the Participant becomes entitled to receive any refund with respect to such claim, the Participant shall (subject to the Company's complying with the requirements of said paragraph (c)) promptly pay to the Company the amount of such refund (together with any interest paid or credited thereon, after taxes applicable thereto). If, after the receipt by the Participant of an amount advanced by the Company pursuant to said paragraph (c), a determination is made that the Participant shall not be entitled to any refund with respect to such claim and the Company does not notify the Participant in writing of its intent to contest such denial of refund prior to the expiration of thirty (30) days after such determination, then such advance shall be forgiven and shall not be required to be repaid (provided that such forgiveness shall be made no later than the end of the Participant's taxable year next following the Participant's taxable year in which the Participant remits the related taxes); and the amount of such advance shall offset, to the extent thereof, the amount of the Gross-Up Payment required to be paid.

ARTICLE X
SPECIAL PROVISIONS

10.1 ***Former Participants in the General Signal Corporation Deferred Compensation Plan.*** The deferrals made under the General Signal Corporation Deferred Compensation Plan (the "GSX Plan") payable after July 1, 1999, shall be held under this Plan, as provided in this section.

(a) The GSX Plan accounts of GSX Plan participants not becoming Company employees shall be held as part of this Plan. All amounts deferred under the GSX Plan shall be held under this Plan and may be directed to Deferred Mutual Fund Units pursuant to the terms of this Plan. Participants may make no further deferrals and may make no change in the payment elections made under the GSX Plan.

(b) The accounts of GSX Plan participants who became employees of the Company on January 1, 1999, and were eligible for this Plan shall also be held pursuant to the terms of this Plan. All such deferrals shall receive earnings credits on the basis of the Deferral Mutual Fund Units to which Participants have directed them. Participants may also make transfers between Deferred Mutual Fund Units as provided under the Plan.

(c) Former GSX Plan participants described in 10.l(b) who are also eligible to be participants in this Plan under Article II shall have a one time election to be made prior to January 1, 1999, to have their GSX Plan deferrals paid at the same time and in the same method as they have selected for deferrals with respect to the Pre-2005 Account under this Plan made after January 1, 1999, as Company employees actively participating in the Plan.

Benefits shall be paid only if the Administrator decides in its discretion that the applicant is entitled to them.

EXHIBIT 31.1

Certification

I, Christopher J. Kearney, certify that:

1. I have reviewed this report on Form 10-Q of SPX 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 conclusion 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 the 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: August 1, 2008

/s/ Christopher J. Kearney
President and Chief Executive Officer

EXHIBIT 31.2

Certification

I, Patrick J. O'Leary, certify that:

1. I have reviewed this report on Form 10-Q of SPX 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 conclusion 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 the 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: August 1, 2008

/s/ Patrick J. O'Leary
Executive Vice President,
Treasurer, and Chief Financial Officer

EXHIBIT 32.1

The following statement is being made to the Securities and Exchange Commission solely for purposes of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), which carries with it certain criminal penalties in the event of a knowing or willful misrepresentation.

Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: SPX Corporation

Ladies and Gentlemen:

In accordance with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), each of the undersigned hereby certifies that:

(i) this Quarterly Report on Form 10-Q, for the period ended June 28, 2008, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(ii) the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of SPX Corporation.

Dated as of this first day of August 2008.

/s/ Christopher J. Kearney	**/s/ Patrick J. O'Leary**
Christopher J. Kearney	Patrick J. O'Leary
President and Chief Executive Officer	Executive Vice President,
	Treasurer, and Chief Financial Officer