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

Form 10-K/A-1

(Mark One)

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

For the fiscal year ended December 31, 2009, or

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

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

Registrant's telephone number, including area code: **704-752-4400**

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, Par Value $10.00	**New York Stock Exchange**

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

None
(Title of Class)

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

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

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

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

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

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

Large accelerated filer ☒	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 Act). Yes o No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 27, 2009 was $2,268,347,523. The determination of affiliate status for purposes of the foregoing calculation is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of each of the registrant's classes of common stock as of February 22, 2010 was 49,816,120.

Documents incorporated by reference: Portions of the Registrant's Proxy Statement for its Annual Meeting held on May 6, 2010 are incorporated by reference into Part III of this Annual Report on Form 10-K/A.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends our Annual Report on Form 10-K for the year ended December 31, 2009, originally filed with the Securities and Exchange Commission ("SEC") on February 26, 2010. This amendment is being filed for the purpose of restating certain amounts in the Selected Financial Data in Item 6 and the Consolidated Balance Sheets and Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) in Item 8.

The restatement is the result of a misstatement that was identified during the first quarter of 2010 of an income tax benefit recorded during 2006 to discontinued operations. We evaluated the effects of this misstatement on our 2006 consolidated financial statements in accordance with the guidance provided by SEC Staff Accounting Bulletin No. 108, codified as SAB Topic 1.N, "Considering the Effects of Prior Period Misstatements When Quantifying Misstatements in the Current Year Financial Statements, ("SAB No. 108")" and concluded that no prior period is materially misstated. However, as permitted by SAB No. 108, we are amending our Form 10-K for the year ended December 31, 2009 to correct for this misstatement. Refer to Item 6 and Note 15 to the consolidated financial statements included in Item 8 for further discussion of the restatement.

This Amendment No. 1 on Form 10-K/A has not been updated for events occurring after the filing of the original Annual Report on Form 10-K on February 26, 2010, except to reflect the restatement as described above.

ITEM 6. Selected Financial Data

	As of and for the year ended December 31,				
	2009	2008	2007	2006	2005
	(In millions, except per share amounts)				
Summary of Operations					
Revenues(1)(2)	$ 4,850.8	$ 5,837.6	$ 4,542.2	$ 3,925.6	$ 3,493.5
Operating income(2)(3)	170.3	472.1	408.4	300.1	246.0
Other expense, net(4)	(19.7)	(1.2)	(2.3)	(26.5)	(17.0)
Interest expense, net(5)	(84.6)	(105.1)	(71.1)	(50.2)	(163.9)
Equity earnings in joint ventures	29.4	45.5	39.9	40.8	23.5
Income from continuing operations before income taxes	95.4	411.3	374.9	264.2	88.6
Provision for income taxes(6)	(47.2)	(152.4)	(83.5)	(51.0)	(64.9)
Income from continuing operations	48.2	258.9	291.4	213.2	23.7
Income (loss) from discontinued operations, net of tax(7)	(32.0)	13.9	4.7	(61.8)	1,066.3
Net income(7)	16.2	272.8	296.1	151.4	1,090.0
Less: Net income (loss) attributable to noncontrolling interests	(15.5)	24.9	1.9	0.7	—
Net income attributable to SPX Corporation common shareholders(7)	$ 31.7	$ 247.9	$ 294.2	$ 150.7	$ 1,090.0
Basic income per share of common stock:					
Income from continuing operations	$ 0.94	$ 4.71	$ 5.25	$ 3.64	$ 0.33
Income (loss) from discontinued operations(7)	(0.30)	(0.08)	0.06	(1.07)	14.92
Net income per share(7)	$ 0.64	$ 4.63	$ 5.31	$ 2.57	$ 15.25
Diluted income (loss) per share of common stock:					
Income from continuing operations	$ 0.93	$ 4.64	$ 5.16	$ 3.57	$ 0.33
Income (loss) from discontinued operations(7)	(0.29)	(0.08)	0.05	(1.05)	14.74
Net income per share(7)	$ 0.64	$ 4.56	$ 5.21	$ 2.52	$ 15.07
Dividends declared per share	$ 1.00	$ 1.00	$ 1.00	$ 1.00	$ 1.00
Other financial data:					
Total assets	$ 5,724.4	$ 6,138.1	$ 6,237.4	$ 5,437.1	$ 5,306.4
Total debt	1,279.0	1,344.7	1,567.8	962.5	780.7
Other long-term obligations	1,055.0	912.9	813.3	831.5	986.4
SPX Corporation shareholders' equity(7)	1,870.8	1,990.8	1,986.0	2,089.4	2,111.2
Noncontrolling interests	10.7	34.0	10.4	3.5	1.9
Capital expenditures	92.8	116.4	82.6	49.1	37.8
Depreciation and amortization	105.9	104.5	73.4	67.6	61.6

(1) On December 31, 2007, we completed the acquisition of APV within our Flow Technology segment. Revenues for APV in 2007, 2006, and 2005, which are not included above, totaled approximately $876.0, $753.0, and $653.0, respectively.

(2) During 2009, operating income was reduced by $9.5 related to the settlement of two product liability matters.

During 2007, an internal audit of an operation in Japan uncovered employee misconduct and improper accounting entries. Correction of these matters resulted in a charge of $7.4 during 2007, with a reduction of $2.3 to revenues, $4.5 recorded to cost of products sold and $0.6 recorded to selling, general and administrative expense. See Note 1 to our consolidated financial statements for further information.

During 2007, we recorded charges related to the settlement of a legacy product liability matter within our Industrial Products and Services segment of $8.5. We also recorded a benefit of $5.0 during 2007 within our Thermal Equipment and Services segment as a result of cost improvements associated with a state-approved environmental remediation plan at a site in California.

(3) In 2009, 2008, 2007, 2006 and 2005, we incurred net special charges of $73.1, $17.2, $5.2, $3.8 and $7.4, respectively, associated with restructuring initiatives to consolidate manufacturing and other facilities, as well as asset impairments. In 2005, these charges were net of a credit of $7.9 relating to a gain on the sale of land in Milpitas, CA, resulting in the finalization of a previously initiated restructuring action. See Note 6 to our consolidated financial statements for further details.

In 2009, we recorded a charge of $187.7 related to the impairment of goodwill and $1.0 related to the impairment of other intangible assets for our Service Solutions reporting unit. Additionally, we recorded a charge of $6.1 related to the impairment of trademarks at one of our Thermal Equipment and Services businesses.

In 2008, we recorded $123.0 of charges related to the impairment of goodwill $(114.1) and other intangible assets $(8.9) for our Weil McLain subsidiary.

In 2007, we recorded charges of $5.0 within corporate expense related to legacy legal matters.

In 2007, we recorded an impairment charge of $4.0 associated with other intangible assets held by a business within our Thermal Equipment and Services segment.

See Note 8 to our consolidated financial statements for further discussion of impairment charges associated with goodwill and intangible assets.

(4) In 2008, we recorded a charge of $9.5 relating to the settlement of a lawsuit arising out of a 1997 business disposition. In 2006, we recorded a charge of $20.0 relating to the settlement of a lawsuit with VSI Holdings, Inc.

(5) Interest expense, net included losses on early extinguishment of debt of $3.3 in 2007 and $113.6 in 2005.

(6) During 2009, we recorded an income tax benefit of $4.9 associated with the loss on an investment in a foreign subsidiary. In addition, we recorded income tax benefits of $7.9 during 2009 related to a reduction in liabilities for uncertain tax positions associated with statute expirations and audit settlements in certain tax jurisdictions. Lastly, the tax benefit associated with the aggregate impairment charges of $194.8 noted above was only $25.6.

During 2008, we recorded an income tax benefit of $25.6 associated with the audit settlement of our federal income tax returns for 2003 through 2005. In addition, the tax benefit associated with the $123.0 of impairment charges was only $3.6.

During 2007, in connection with the resolution of certain matters related to our federal income tax returns for the years 1995 through 2002, we recorded an income tax benefit of $16.8. In addition, during 2007, we recorded an income tax benefit of $11.5 associated with a reduction in the statutory tax rates in Germany and the United Kingdom. Lastly, during 2007, we recorded an income tax benefit of $3.5 associated with the settlement of certain income tax matters in the United Kingdom, a $4.9 benefit for the reduction of taxes accrued in prior years, and a $3.7 refund in China related to an earnings reinvestment plan.

During 2006, we recorded an income tax benefit of $34.7 principally associated with the settlement of certain matters relating to our 1998 to 2002 Federal income tax returns.

(7) During 2006, we recorded an income tax benefit of $33.2 to "Gain (loss) on disposition of discontinued operations, net of tax" relating to the sale of our Dock Products business. In the first quarter of 2010, it was determined that the income tax benefit recorded during 2006 to "Gain (loss) on disposition of discontinued operations, net of tax" was overstated by $20.0 resulting from an incorrect calculation of the Dock Products' income tax basis. To correct this misstatement, we have adjusted the following within the selected financial data included herein (as compared to that which was presented in the Form 10-K for the year ended December 31, 2009):

- Increased the 2006 loss from discontinued operations, net of tax, by $20.0;
- Decreased 2006 net income and net income attributable to SPX Corporation common shareholders by $20.0; and
- Reduced shareholders' equity as of December 31, 2009, 2008, 2007, and 2006 by $20.0.

ITEM 8. Financial Statements And Supplementary Data

SPX Corporation and Subsidiaries
Index To Consolidated Financial Statements

December 31, 2009

All schedules are omitted because they are not applicable, not required or because the required information is included in our consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of SPX Corporation:

We have audited the accompanying Consolidated Balance Sheets of SPX CORPORATION AND SUBSIDIARIES (the "Company") as of December 31, 2009 and 2008, and the related Consolidated Statements of Operations, Shareholders' Equity and Comprehensive Income, and of Cash Flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of EGS Electrical Group, LLC and Subsidiaries ("EGS") for the years ended September 30, 2009, 2008 and 2007, the Company's investment in which is accounted for by use of the equity method (see Note 9 to the consolidated financial statements). The Company's equity in income of EGS for the years ended September 30, 2009, 2008 and 2007 was $28.0 million, $43.7 million and $39.3 million, respectively. The financial statements of EGS were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for such company, is based solely on the report of such auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of the other auditors, such consolidated financial statements present fairly, in all material respects, the financial position of SPX CORPORATION AND SUBSIDIARIES at December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, beginning January 1, 2009, the Company changed its method of accounting for assets acquired and liabilities assumed in a business combination. Also, as discussed in Note 11, beginning January 1, 2007, the Company changed its method for measuring and recognizing tax benefits associated with uncertain tax positions.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2010 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Charlotte, North Carolina
February 25, 2010 (August 9, 2010
as relates to Note 15, *Shareholders' Equity
and Stock-Based Compensation — Retained Earnings)*

SPX Corporation and Subsidiaries
Consolidated Statements of Operations
($ and shares in millions, except per share amounts)

	Year ended December 31,		
	2009	2008	2007
Revenues	$ 4,850.8	$ 5,837.6	$ 4,542.2
Costs and expenses:			
Cost of products sold	3,429.8	4,069.3	3,222.3
Selling, general and administrative	961.3	1,130.3	884.5
Intangible amortization	21.5	25.7	17.8
Impairment of goodwill and other intangible assets	194.8	123.0	4.0
Special charges, net	73.1	17.2	5.2
Operating income	170.3	472.1	408.4
Other expense, net	(19.7)	(1.2)	(2.3)
Interest expense	(92.1)	(116.0)	(76.9)
Interest income	7.5	10.9	9.1
Loss on early extinguishment of debt	—	—	(3.3)
Equity earnings in joint ventures	29.4	45.5	39.9
Income from continuing operations before income taxes	95.4	411.3	374.9
Income tax provision	(47.2)	(152.4)	(83.5)
Income from continuing operations	48.2	258.9	291.4
Income (loss) from discontinued operations, net of tax	(5.6)	9.3	8.2
Gain (loss) on disposition of discontinued operations, net of tax	(26.4)	4.6	(3.5)
Income (loss) from discontinued operations	(32.0)	13.9	4.7
Net income	16.2	272.8	296.1
Less: Net income (loss) attributable to noncontrolling interests	(15.5)	24.9	1.9
Net income attributable to SPX Corporation common shareholders	$ 31.7	$ 247.9	$ 294.2
Amounts attributable to SPX Corporation common shareholders			
Income from continuing operations, net of tax	46.4	252.3	291.0
Income (loss) from discontinued operations, net of tax	(14.7)	(4.4)	3.2
Net income	$ 31.7	$ 247.9	$ 294.2
Basic income per share of common stock			
Income from continuing operations attributable to SPX Corporation common shareholders	$ 0.94	$ 4.71	$ 5.25
Income (loss) from discontinued operations attributable to SPX Corporation common shareholders	(0.30)	(0.08)	0.06
Net income per share attributable to SPX Corporation common shareholders	$ 0.64	$ 4.63	$ 5.31
Weighted-average number of common shares outstanding — basic	49.363	53.596	55.425
Diluted income per share of common stock			
Income from continuing operations attributable to SPX Corporation common shareholders	$ 0.93	$ 4.64	$ 5.16
Income (loss) from discontinued operations attributable to SPX Corporation common shareholders	(0.29)	(0.08)	0.05
Net income per share attributable to SPX Corporation common shareholders	$ 0.64	$ 4.56	$ 5.21
Weighted-average number of common shares outstanding — diluted	49.797	54.359	56.437

The accompanying notes are an integral part of these statements.

SPX Corporation and Subsidiaries
Consolidated Balance Sheets
($ in millions)

	December 31, 2009	December 31, 2008
ASSETS		
Current assets:		
Cash and equivalents	$ 522.9	$ 475.9
Accounts receivable, net	1,046.3	1,306.0
Inventories	560.3	666.8
Other current assets	121.2	180.6
Deferred income taxes	56.1	101.3
Assets of discontinued operations	5.7	108.2
Total current assets	2,312.5	2,838.8
Property, plant and equipment:		
Land	39.1	36.3
Buildings and leasehold improvements	250.4	223.5
Machinery and equipment	712.2	677.9
	1,001.7	937.7
Accumulated depreciation	(455.3)	(437.3)
Property, plant and equipment, net	546.4	500.4
Goodwill	1,600.0	1,769.8
Intangibles, net	708.3	646.8
Deferred income taxes	114.7	—
Other assets	442.5	382.3
TOTAL ASSETS	$ 5,724.4	$ 6,138.1
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 475.8	$ 633.7
Accrued expenses	987.5	1,153.6
Income taxes payable (as restated, see Note 15)	40.3	44.5
Short-term debt	74.4	112.9
Current maturities of long-term debt	76.0	76.4
Liabilities of discontinued operations	5.3	23.9
Total current liabilities	1,659.3	2,045.0
Long-term debt	1,128.6	1,155.4
Deferred and other income taxes	92.1	124.0
Other long-term liabilities	962.9	788.9
Total long-term liabilities	2,183.6	2,068.3
Commitments and contingent liabilities (Note 14)		
Equity:		
SPX Corporation shareholders' equity		
Common stock (97,283,521 and 49,367,689 issued and outstanding at December 31, 2009, respectively, and 96,523,058 and 51,128,448 issued and outstanding at December 31, 2008, respectively)	979.0	972.3
Paid-in capital	1,425.7	1,393.9
Retained earnings (as restated, see Note 15)	2,203.0	2,220.5
Accumulated other comprehensive loss	(213.6)	(179.9)
Common stock in treasury (47,915,832 and 45,394,610 shares at December 31, 2009 and 2008, respectively)	(2,523.3)	(2,416.0)
Total SPX Corporation shareholders' equity	1,870.8	1,990.8
Noncontrolling interests	10.7	34.0
Total equity	1,881.5	2,024.8
TOTAL LIABILITIES AND EQUITY	$ 5,724.4	$ 6,138.1

The accompanying notes are an integral part of these statements.

SPX Corporation and Subsidiaries
Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss)
($ in millions, except per share amounts)

	Common Stock	Paid-In Capital	Retained Earnings	Accum. Other Comprehensive Income (Loss)	Common Stock In Treasury	SPX Corporation Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2006 (as restated, see Note 15)	$ 937.4	$ 1,134.5	$ 1,734.2	$ (86.6)	$ (1,630.1)	$ 2,089.4	$ 3.5	$ 2,092.9
Net income	—	—	294.2	—	—	294.2	1.9	296.1
Net unrealized loss on qualifying cash flow hedges, net of tax of $7.4	—	—	—	(11.9)	—	(11.9)	—	(11.9)
Pension liability adjustment, net of tax of $35.5	—	—	—	46.1	—	46.1	—	46.1
Foreign currency translation adjustments, including $0.1 of translation gains recognized upon sale of discontinued operations	—	—	—	90.5	—	90.5	1.4	91.9
Total comprehensive income	—	—	—	—	—	—	—	422.2
Dividends declared ($1.00 per share)	—	—	(55.0)	—	—	(55.0)	—	(55.0)
Cumulative effect adjustment due to the adoption of new accounting guidance related to uncertain tax positions	—	—	52.5	—	—	52.5	—	52.5
Exercise of stock options and other incentive plan activity, including related tax benefit of $32.2	21.3	137.8	—	—	15.5	174.6	—	174.6
Amortization of restricted stock and restricted stock unit grants (includes $4.2 recorded to discontinued operations)	—	42.3	—	—	—	42.3	—	42.3
Restricted stock and restricted stock unit vesting, net of tax withholdings	4.8	(18.6)	—	—	(7.0)	(20.8)	—	(20.8)
Treasury stock repurchased	—	—	—	—	(715.9)	(715.9)	—	(715.9)
Purchase of noncontrolling interest shares	—	—	—	—	—	—	3.9	3.9
Dividends attributable to noncontrolling interests	—	—	—	—	—	—	(0.4)	(0.4)
Other changes in noncontrolling interests	—	—	—	—	—	—	0.1	0.1
Balance at December 31, 2007 (as restated, see Note 15)	963.5	1,296.0	2,025.9	38.1	(2,337.5)	1,986.0	10.4	1,996.4
Net income	—	—	247.9	—	—	247.9	24.9	272.8
Net unrealized loss on qualifying cash flow hedges, net of tax of $13.7	—	—	—	(21.9)	—	(21.9)	—	(21.9)
Pension liability adjustment, net of tax of $62.2	—	—	—	(101.7)	—	(101.7)	—	(101.7)
Foreign currency translation adjustments, including $6.3 of translation gains recognized upon sale of discontinued operations	—	—	—	(94.4)	—	(94.4)	(1.8)	(96.2)
Total comprehensive income	—	—	—	—	—	—	—	53.0
Dividends declared ($1.00 per share)	—	—	(53.3)	—	—	(53.3)	—	(53.3)

Exercise of stock options and other incentive plan activity, including related tax benefit of $36.0	5.4	81.0	—	—	42.3	128.7	—	128.7
Amortization of restricted stock and restricted stock unit grants (includes $0.7 recorded to discontinued operations)	—	42.2	—	—	—	42.2	—	42.2
Restricted stock and restricted stock unit vesting, net of tax withholdings	3.4	(25.3)	—	—	(5.6)	(27.5)	—	(27.5)
Treasury stock repurchased	—	—	—	—	(115.2)	(115.2)	—	(115.2)
Purchase of noncontrolling interest shares	—	—	—	—	—	—	1.5	1.5
Dividends attributable to noncontrolling interests	—	—	—	—	—	—	(0.9)	(0.9)
Other changes in noncontrolling interests	—	—	—	—	—	—	(0.1)	(0.1)
Balance at December 31, 2008 (as restated, see Note 15)	972.3	1,393.9	2,220.5	(179.9)	(2,416.0)	1,990.8	34.0	2,024.8

	Common Stock	Paid-In Capital	Retained Earnings	Accum. Other Comprehensive Income (Loss)	Common Stock In Treasury	SPX Corporation Shareholders' Equity	Noncontrolling Interests	Total Equity
Net income	—	—	31.7	—	—	31.7	(15.5)	16.2
Net unrealized gain on qualifying cash flow hedges, net of tax of $6.7	—	—	—	10.9	—	10.9	—	10.9
Pension liability adjustment, net of tax of $56.5	—	—	—	(95.2)	—	(95.2)	—	(95.2)
Foreign currency translation adjustments, including $5.7 of translation gains recognized upon sale of discontinued operations	—	—	—	50.6	—	50.6	0.8	51.4
Total comprehensive loss	—	—	—	—	—	—	—	(16.7)
Dividends declared ($1.00 per share)	—	—	(49.2)	—	—	(49.2)	—	(49.2)
Exercise of stock options and other incentive plan activity, including related tax benefit of $1.7	5.0	20.2	—	—	—	25.2	—	25.2
Amortization of restricted stock and restricted stock unit grants (includes $0.1 recorded to discontinued operations)	—	27.7	—	—	—	27.7	—	27.7
Restricted stock and restricted stock unit vesting, net of tax withholdings	1.7	(14.3)	—	—	5.9	(6.7)	—	(6.7)
Treasury stock repurchased	—	—	—	—	(113.2)	(113.2)	—	(113.2)
Dividends attributable to noncontrolling interests	—	—	—	—	—	—	(0.4)	(0.4)
Liquidation of noncontrolling interest due to disposition of Filtran (See Note 4)	—	—	—	—	—	—	(5.1)	(5.1)
Purchase of subsidiary shares from noncontrolling interest	—	(1.8)	—	—	—	(1.8)	(1.2)	(3.0)
Other changes in noncontrolling interests	—	—	—	—	—	—	(1.9)	(1.9)
Balance at December 31, 2009 (as restated, see Note 15)	$ 979.0	$ 1,425.7	$ 2,203.0	$ (213.6)	$ (2,523.3)	$ 1,870.8	$ 10.7	$ 1,881.5

The accompanying notes are an integral part of these statements

SPX Corporation and Subsidiaries
Consolidated Statements of Cash Flows
($ in millions)

	Year Ended December 31, 2009	2008	2007
Cash flows from (used in) operating activities:			
Net income	$ 16.2	$ 272.8	$ 296.1
Less: Income (loss) from discontinued operations, net of tax	(32.0)	13.9	4.7
Income from continuing operations	48.2	258.9	291.4
Adjustments to reconcile income from continuing operations to net cash from (used in) operating activities			
Special charges, net	73.1	17.2	5.2
Gain on sale of product line	(1.1)	—	—
Impairment of goodwill and other intangible assets	194.8	123.0	4.0
Loss on early extinguishment of debt	—	—	3.3
Deferred and other income taxes	(21.0)	49.4	(9.5)
Depreciation and amortization	105.9	104.5	73.4
Pension and other employee benefits	53.5	58.0	58.0
Stock-based compensation	27.6	41.5	39.5
Other, net	16.3	25.9	5.1
Cash spending on restructuring actions	(67.1)	(28.1)	(4.9)
Changes in operating assets and liabilities, net of effects from acquisitions and divestitures			
Accounts receivable and other assets	316.3	(252.8)	17.1
Inventories	159.8	(48.0)	(33.8)
Accounts payable, accrued expenses and other	(444.7)	57.5	(42.9)
Net cash from continuing operations	461.6	407.0	405.9
Net cash from (used in) discontinued operations	9.5	(1.1)	54.8
Net cash from operating activities	471.1	405.9	460.7
Cash flows from (used in) investing activities:			
Proceeds from asset sales and other	3.6	1.3	3.3
Business acquisitions, net of cash acquired	(131.4)	(15.0)	(567.2)
(Increase) decrease in restricted cash	8.4	(14.0)	—
Capital expenditures	(92.8)	(116.4)	(82.6)
Net cash used in continuing operations	(212.2)	(144.1)	(646.5)
Net cash from discontinued operations (includes net cash proceeds from dispositions of $28.8, $135.0 and $129.2 in 2009, 2008 and 2007, respectively)	24.0	130.5	117.8
Net cash used in investing activities	(188.2)	(13.6)	(528.7)
Cash flows from (used in) financing activities:			
Borrowings under senior credit facilities	424.5	585.5	1,606.3
Repayments under senior credit facilities	(503.0)	(710.5)	(1,560.6)
Borrowings under senior notes	—	—	500.0
Borrowing under trade receivables agreement	138.0	261.0	586.0
Repayments under trade receivables agreement	(116.0)	(331.0)	(517.0)
Net repayments under other financing arrangements	(17.6)	(28.3)	(21.7)
Purchases of common stock	(113.2)	(115.2)	(715.9)
Proceeds from the exercise of employee stock options and other, net of minimum tax withholdings paid on behalf of employees for net share settlements	1.2	81.5	133.0
Purchase of noncontrolling interest in subsidiary	(3.0)	—	—
Dividends paid (includes noncontrolling interest distributions of $0.4, $0.9 and $0.4 in 2009, 2008 and 2007, respectively)	(50.3)	(54.4)	(56.9)
Financing fees paid	—	(1.2)	(15.1)
Net cash used in continuing operations	(239.4)	(312.6)	(61.9)
Net cash from (used in) discontinued operations	0.2	(0.4)	(6.0)
Net cash used in financing activities	(239.2)	(313.0)	(67.9)
Increase in cash and equivalents due to changes in foreign exchange rates	3.3	42.5	12.8
Net change in cash and equivalents	47.0	121.8	(123.1)
Consolidated cash and equivalents, beginning of period	475.9	354.1	477.2
Consolidated cash and equivalents, end of period	$ 522.9	$ 475.9	$ 354.1
Cash and equivalents of continuing operations	$ 522.9	$ 475.9	$ 354.1
Cash and equivalents of discontinued operations	$ —	$ —	$ —
Supplemental disclosure of cash flow information:			
Interest paid	$ 94.2	$ 113.3	$ 77.1
Income taxes paid, net of refunds of $66.4, $17.6 and $59.1 in 2009, 2008 and 2007, respectively	$ 35.7	$ 95.7	$ 80.5
Non-cash investing and financing activity:			
Debt assumed	$ —	$ 1.2	$ 4.7

The accompanying notes are an integral part of these statements.

(1) Summary of Significant Accounting Policies

Our significant accounting policies are described below as well as in other Notes that follow.

Basis of Presentation — The consolidated financial statements include SPX Corporation's ("our" or "we") 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. We have reclassified certain prior year amounts to conform to the current year presentation, including the results of discontinued operations, the impact of the adoption of the noncontrolling interest guidance described in the Consolidation Topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("Codification"), and the impact of the adoption of the guidance described in the Earnings Per Share Topic of the Codification that requires certain unvested share-based payment awards to be included in basic and diluted earnings per share calculations. See Note 3 for further discussion of the impact of adopting new accounting pronouncements. Unless otherwise indicated, amounts provided in these Notes pertain to continuing operations only (see Note 4 for information on discontinued operations).

During 2007, we recognized an income tax benefit of $13.5 to "Gain (loss) on disposition of discontinued operations, net of tax" relating to the reversal of certain deferred tax liabilities associated with businesses previously disposed of and reported as discontinued operations, primarily during 2005. These additional gains should have been recorded in the period in which such businesses were disposed. In addition, an internal audit of a Japanese operation within our Test and Measurement segment uncovered employee misconduct and inappropriate accounting entries. Correction of this matter, substantially all of which related to periods prior to 2007, resulted in a reduction of "Income from continuing operations" (before and after taxes) of $7.4 during 2007. These entries included $2.4 of inventory write-downs, $2.0 of accounts receivable write-offs, and $3.0 in other adjustments. We have evaluated the effects of these corrections on prior periods' consolidated financial statements and concluded that no prior period is materially misstated. In addition, we have considered the effects of these corrections on our annual results of operations for the year ended December 31, 2007 and concluded that the impact is not material.

We evaluated subsequent events (see Note 3) through February 25, 2010, the issuance date of our consolidated financial statements for the period ended December 31, 2009, as this is the date on which we filed such financial statements on Form 10-K with the Securities and Exchange Commission ("SEC").

Foreign Currency Translation — The financial statements of our foreign subsidiaries are translated into U.S. dollars in accordance with the Foreign Currency Matters Topic of the Codification. Balance sheet accounts are translated at the current rate at the end of each period and income statement accounts are translated at the average rate for each period. Gains and losses on foreign currency translations are reflected as a separate component of shareholders' equity and other comprehensive income (loss). Foreign currency transaction gains and losses are included in other expense, net, with the related net gains/(losses) totaling $(21.0), $5.7 and $(2.7) in 2009, 2008 and 2007, respectively.

Cash Equivalents — We consider highly liquid money market investments with original maturities of three months or less at the date of purchase to be cash equivalents.

Revenue Recognition — We recognize revenues from product sales upon shipment to the customer (FOB shipping point) or upon receipt by the customer (FOB destination), in accordance with the agreed upon customer terms. Revenues from service contracts and long-term maintenance arrangements are deferred and recognized on a straight-line basis over the agreement period. Revenues from certain long-term construction/installation contracts are recognized using the percentage-of-completion method of accounting. Sales with FOB destination terms are primarily to automotive and power transformer industry customers. Sales to distributors with return rights are recognized upon shipment to the distributor with expected returns estimated and accrued at the time of sale. The accrual considers restocking charges for returns and in some cases the distributor must issue a replacement order before the return is authorized. Actual return experience may vary from our estimates. Amounts billed for shipping and handling are included in revenue. Costs incurred for shipping and handling are recorded in cost of products sold. We recognize revenue separately for arrangements with multiple deliverables that meet the criteria for separate units of accounting as defined by the Revenue Recognition Topic of the Codification.

Sales incentive programs offered to our customers relate primarily to volume rebates and promotional and advertising allowances and are only significant to two of our business units. The liability for these programs, and the resulting reduction to reported revenues, is determined primarily through trend analysis, historical experience and expectations regarding customer participation. Taxes assessed by a governmental authority that are directly imposed on a revenue-producing transaction between a seller and a customer are presented on a net basis (excluded from revenue) in our consolidated statement of operations.

(All dollar and share amounts in millions, except per share data)

Certain of our businesses, primarily within the Flow Technology, Test and Measurement and Thermal Equipment and Services segments, recognize revenues from long-term contracts under the percentage-of-completion method of accounting. The percentage-of-completion is measured principally by the percentage of costs incurred to date for each contract to the estimated total costs for such contract at completion.

Provisions for estimated losses, if any, on uncompleted long-term contracts, are made in the period in which such losses are determined. In the case of customer change orders for uncompleted long-term contracts, estimated recoveries are included for work performed in forecasting ultimate profitability on certain contracts. Due to uncertainties inherent in the estimation process, it is possible that completion costs, including those arising from contract penalty provisions and final contract settlements, may be revised in the near-term. Such revisions to costs and income are recognized in the period in which the revisions are determined.

Costs and estimated earnings in excess of billings arise when revenues have been recorded but the amounts have not been billed under the terms of the contracts. These amounts are recoverable from customers upon various measures of performance, including achievement of certain milestones, completion of specified units or completion of the contract. Claims related to long-term contracts are recognized as revenue only after management has determined that collection is probable and the amount can be reliably estimated. Claims made by us involve negotiation and, in certain cases, litigation. In the event we incur litigation costs in connection with claims, such litigation costs are expensed as incurred although we may seek to recover these costs. Claims against us are recognized when a loss is considered probable and amounts are reasonably determinable.

We recognized $1,343.6, $1,367.2 and $1,039.1 in revenues under the percentage-of-completion method for the years ended December 31, 2009, 2008 and 2007, respectively. Costs and estimated earnings on uncompleted contracts, from their inception, and related amounts billed as of December 31, 2009 and 2008 were as follows:

	2009	2008
Costs incurred on uncompleted contracts	$ 2,176.1	$ 2,070.1
Estimated earnings to date	460.6	543.3
	2,636.7	2,613.4
Less: Billings to date	(2,811.1)	(2,755.3)
Net billings in excess of costs and estimated earnings	$ (174.4)	$ (141.9)

These amounts are included in the accompanying consolidated balance sheets at December 31, 2009 and 2008 as shown below. Amounts for billed retainages and receivables to be collected in excess of one year are not significant for the periods presented.

	2009	2008
Costs and estimated earnings in excess of billings(1)	$ 193.6	$ 195.7
Billings in excess of costs and estimated earnings on uncompleted contracts(2)	(368.0)	(337.6)
Net billings in excess of costs and estimated earnings	$ (174.4)	$ (141.9)

(1) The December 31, 2009 and 2008 balances include $191.8 and 195.7 reported as a component of "Accounts receivable, net", respectively, and $1.8 and $0.0 as a component of "Other long-term assets", respectively, in the consolidated balance sheets.

(2) The December 31, 2009 and 2008 balances include $357.0 and $323.4 reported as a component of "Accrued expenses", respectively, and $11.0 and $14.2 as a component of "Other long-term liabilities", respectively, in the consolidated balance sheets.

Research and Development Costs — We expense research and development costs as incurred. We charge costs incurred in the research and development of new software included in products to expense until technological feasibility is established. After technological feasibility is established, additional costs are capitalized until the product is available for general release. These costs are amortized over the economic life of the related products and we include the amortization in cost of products sold. We perform periodic reviews of the recoverability of these capitalized software costs. At the time we determine that capitalized amounts are not recoverable based on the estimated cash flows to be generated from the applicable software, we write off any unrecoverable capitalized amounts. We expensed $58.7 of research activities relating to the development and improvement of our products in 2009, $67.2 in 2008 and $60.4 in 2007. In addition, we expensed purchased in-process research and development of $0.9 during 2007 related to the APV acquisition.

Property, Plant and Equipment — Property, plant and equipment ("PP&E") is stated at cost, less accumulated depreciation. We use the straight-line method for computing depreciation expense over the useful lives of PP&E, which do not exceed 40 years for buildings and range from 3 to 15 years for machinery and equipment. Depreciation expense was $69.7, $67.3 and $53.8 for the years ended December 31, 2009, 2008 and 2007, respectively. Leasehold improvements are amortized over the life of the related asset or the life of the lease, whichever is shorter. Interest is capitalized on significant construction or installation projects. There was no interest capitalized during 2009, 2008 and 2007.

Income Taxes — We account for our income taxes based on the requirements of the Income Taxes Topic of the Codification, which includes an estimate of the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We periodically assess the realizability of deferred tax assets and the adequacy of deferred tax liabilities, including the results of local, state, federal or foreign statutory tax audits or estimates and judgments used.

Derivative Financial Instruments — We use interest rate protection agreements ("Swaps") to manage our exposures to fluctuating interest rate risk on our variable rate debt, foreign currency forward contracts to manage our exposures to fluctuating currency exchange rates, and forward commodity contracts to manage our exposures to fluctuation in certain raw material costs. Derivatives are recorded on the balance sheet and measured at fair value. For derivatives designated as hedges of the fair value of assets or liabilities, the changes in fair values of both the derivatives and the hedged items are recorded in current earnings. For derivatives designated as cash flow hedges, the effective portion of the changes in fair value of the derivatives is recorded in other comprehensive income (loss) and subsequently recognized in earnings when the hedged items impact earnings. Changes in the fair value of derivatives not designated as hedges, and the ineffective portion of cash flow hedges, are recorded in current earnings. We do not enter into financial instruments for speculative or trading purposes.

For those transactions that are designated as cash flow hedges, on the date the derivative contract is entered into, we document our hedge relationship, including identification of the hedging instruments and the hedged items, as well as our risk management objectives and strategies for undertaking the hedge transaction. We also assess, both at inception and quarterly thereafter, whether such derivatives are highly effective in offsetting changes in the fair value of the hedged item.

Fair value estimates are based on relevant market information. Changes in fair value are estimated by management quarterly based, in part, on quotes provided by third-party financial institutions.

(2) Use of Estimates

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires us to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues (e.g., our percentage-of-completion estimates described above) and expenses during the reporting period. We evaluate these estimates and judgments on an ongoing basis and base our estimates on experience, current and expected future conditions, third-party evaluations and various other assumptions that we believe are reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities as well as identifying and assessing the accounting treatment with respect to commitments and contingencies. Actual results may differ from the estimates and assumptions used in the financial statements and related notes.

(All dollar and share amounts in millions, except per share data)

Listed below are certain significant estimates and assumptions used in the preparation of our consolidated financial statements. Certain other estimates and assumptions are further explained in the related notes.

Accounts Receivable Allowances — We provide allowances for estimated losses on uncollectible accounts based on our historical experience and the evaluation of the likelihood of success in collecting specific customer receivables. In addition, we maintain allowances for customer returns, discounts and invoice pricing discrepancies, with such allowances primarily based on historical experience. Summarized below is the activity for these allowance accounts.

	Year ended December 31,		
	2009	**2008**	**2007**
Balance at beginning of year	$ 62.4	$ 55.4	$ 41.6
Acquisitions	0.2	5.0	8.8
Allowances provided	14.4	20.6	22.2
Write-offs, net of recoveries and credits issued	(16.8)	(18.6)	(17.2)
Balance at end of year	$ 60.2	$ 62.4	$ 55.4

Inventory — We estimate losses for excess and/or obsolete inventory and the net realizable value of inventory based on the aging of the inventory and the evaluation of the likelihood of recovering the inventory costs based on anticipated demand and selling price.

Impairment of Long-Lived Assets and Intangibles Subject to Amortization — We continually review whether events and circumstances subsequent to the acquisition of any long-lived assets, or intangible assets subject to amortization, have occurred that indicate the remaining estimated useful lives of those assets may warrant revision or that the remaining balance of those assets may not be recoverable. If events and circumstances indicate that the long-lived assets should be reviewed for possible impairment, we use projections to assess whether future cash flows on an undiscounted basis related to the assets are likely to exceed the related carrying amount to determine if a write-down is appropriate. We will record an impairment charge to the extent that the carrying value of the assets exceed their fair values as determined by valuation techniques appropriate in the circumstances, which could include the use of similar projections on a discounted basis.

In determining the estimated useful lives of definite-lived intangibles, we consider the nature, competitive position, life cycle position, and historical and expected future operating cash flows of each acquired asset, as well as our commitment to support these assets through continued investment and legal infringement protection.

Goodwill and Indefinite-Lived Intangible Assets — We test goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter and continually review whether a triggering event has occurred to determine whether the carrying value exceeds the implied value. The fair value of reporting units is based generally on discounted projected cash flows, but we also consider factors such as comparable industry price multiples. We employ cash flow projections that we believe to be reasonable under current and forecasted circumstances, the results of which form the basis for making judgments about the carrying values of the reported net assets of our reporting units. Many of our businesses closely follow changes in the industries and end-markets that they serve. Accordingly, we consider estimates and judgments that affect the future cash flow projections, including principal methods of competition, such as volume, price, service, product performance and technical innovations, as well as estimates associated with cost improvement initiatives, capacity utilization and assumptions for inflation and foreign currency changes. Actual results may differ from these estimates under different assumptions or conditions. See Note 8 for further information, including discussion of impairment charges recorded in 2009 for our Service Solutions reporting unit and in 2008 for our Weil McLain subsidiary.

(All dollar and share amounts in millions, except per share data)

Accrued Expenses — We make estimates and judgments in establishing accruals as required under GAAP. Summarized in the table below are accrued expenses at December 31, 2009 and 2008.

	December 31,	
	2009	2008
Employee benefits	$ 199.6	$ 241.8
Unearned revenue[1]	462.0	524.5
Warranty	43.7	44.0
Other[2]	282.2	343.3
Total	$ 987.5	$ 1,153.6

(1) Unearned revenue includes billings in excess of costs and estimated earnings on uncompleted contracts accounted for under the percentage-of-completion method of revenue recognition, customer deposits and unearned amounts on service contracts.

(2) Other consists of various items, including legal, interest, restructuring and dividends payable, none of which individually require separate disclosure.

Legal — It is our policy to accrue for estimated losses from legal actions or claims when events exist that make the realization of the losses probable and they can be reasonably estimated. We do not discount legal obligations or reduce them by anticipated insurance recoveries.

Environmental Remediation Costs — We expense costs incurred to investigate and remediate environmental issues unless they extend the economic useful life of related assets. We record liabilities and report expenses when it is probable that an obligation has been incurred and the amounts can be reasonably estimated. 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. We do not discount environmental obligations or reduce them by anticipated insurance recoveries.

Self-Insurance — We are self-insured for certain of our workers' compensation, automobile, product, general liability, disability and health costs, and we believe that we maintain adequate accruals to cover our retained liabilities. Our accruals for self-insurance liabilities are determined by management, are based on claims filed and an estimate of claims incurred but not yet reported, and generally 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; however, this insurance may be insufficient or unavailable to protect us against potential loss exposures. The key assumptions considered in estimating the ultimate cost to settle reported claims and the estimated costs associated with incurred but not yet reported claims includes among other things, our historical and industry claims experience, trends in health care and administrative costs, our current and future risk management programs, and historical lag studies with regard to the timing between when a claim is incurred and reported.

Warranty — In the normal course of business, we issue product warranties for specific products and provide for the estimated future warranty cost in the period in which the sale is recorded. We provide for the estimate of warranty cost based on contract terms and historical warranty loss experience that is periodically adjusted for recent actual experience. Because warranty estimates are forecasts that are based on the best available information, claims costs may differ from amounts provided. In addition, due to the seasonal fluctuations at certain of our businesses, the timing of warranty provisions and the usage of warranty accruals can vary period to period. We make adjustments to initial obligations for warranties as changes in the obligations become reasonably estimable. The following is an analysis of our product warranty accrual for the periods presented:

(All dollar and share amounts in millions, except per share data)

	Year ended December 31, 2009	2008	2007
Balance at beginning of year	$ 58.8	$ 60.0	$ 53.0
Acquisitions	3.6	2.9	4.8
Provisions	24.0	20.2	26.9
Usage	(29.7)	(24.3)	(24.7)
Balance at end of year	56.7	58.8	60.0
Less: Current portion of warranty	43.7	44.0	43.0
Non-current portion of warranty	$ 13.0	$ 14.8	$ 17.0

Income Taxes — We perform reviews of our income tax positions on a continuous basis and accrue for potential contingencies in accordance with the Income Taxes Topic of the Codification. Accruals for these contingencies are classified as "Income taxes payable" and "Deferred and other income taxes" in the accompanying consolidated balance sheets based on an expectation as to the timing of when the contingency will be resolved. As events change or resolution occurs, these accruals are adjusted, such as in the case of audit settlements with taxing authorities. These reviews also entail analyzing the realization of deferred tax assets associated with net operating loss and credit carryforwards. When we believe that it is more likely than not that a net operating loss or credit carryforward may expire unused, we establish a valuation allowance against them. For tax positions where it is more-likely-than-not that a tax benefit will be sustained, we record the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information.

Employee Benefit Plans — We have defined benefit plans that cover a portion of our salaried and hourly employees, including certain employees in foreign countries. We derive pension expense from an actuarial calculation based on the defined benefit plans' provisions and management's assumptions regarding discount rate, rate of increase in compensation levels and expected long-term rate of return on plan assets. Management determines the expected long-term rate of return on plan assets based upon historical actual asset returns and the expectations of asset returns over the expected period to fund participant benefits based on the current investment mix of our plans. Management determines the discount rate by matching the expected projected benefit obligation cash flows for each of the plans to a yield curve that is representative of long-term, high-quality (rated AA or higher) fixed income debt instruments as of the measurement date. The rate of increase in compensation levels is established based on management's expectations of current and foreseeable future increases in compensation. Management also consults with independent actuaries in determining these assumptions. See Note 10 for more information.

(3) New Accounting Pronouncements

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

In December 2007, the FASB issued guidance that 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, under this guidance, acquisition costs are required 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 (until completion or abandonment of the research and development efforts) 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. A substantial number of new disclosures are also required under this guidance. The guidance is 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 adopted the guidance on January 1, 2009 and we expect this statement will have (and has had with the acquisition of substantially all the assets and certain liabilities of Yuba Heat Transfer, LLC — see Note 4) an impact on our consolidated financial statements for acquisitions consummated after January 1, 2009, but the nature and magnitude of the specific effects will depend upon the terms and size of the acquisitions we consummate. During 2009, there were no settlements of acquisition-related liabilities for unrecognized tax benefits or reductions of acquisition-related valuation allowances.

In December 2007, the FASB issued guidance that established new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, noncontrolling interest (minority interest) is required to be recognized as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to the noncontrolling interest is to be included in consolidated net income on the face of the income statement. In addition, a parent is required to 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. The guidance establishes a single method of accounting for changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation by clarifying that all of those transactions are equity transactions if the parent retains its controlling financial interest in the subsidiary. Expanded disclosures regarding the interests of the parent and the noncontrolling interest are required. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We adopted the guidance on January 1, 2009. Upon adoption, we reclassified noncontrolling interest of $34.0 to a separate component of total equity within our consolidated balance sheet.

In June 2008, the FASB issued guidance that 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. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008. We adopted the guidance on January 1, 2009. The effect of including these awards increased the basic and dilutive shares for 2008 by 0.550 and 0.297 shares, respectively, and in 2007 by 0.583 and 0.281 shares, respectively.

In December 2008, the FASB issued guidance amending employers' disclosures about assets of defined benefit pension and other postretirement benefit plans. The objective of the amended disclosures is to provide users of financial statements with an understanding of (1) how investment allocation decisions are made; (2) major categories of plan assets; (3) inputs and valuation techniques used to measure the fair value of plan assets; (4) the effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period; and (5) significant concentration risks within plan assets. The guidance is effective for fiscal years ending after December 15, 2009. We adopted this guidance on December 31, 2009 with no material impact on our consolidated financial statements. Refer to Note 10 for disclosures about assets of our defined benefit pension plans.

In April 2009, the FASB issued guidance clarifying the requirements for the initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. The guidance reiterates that an asset acquired or a liability assumed in a business combination that arises from a contingency shall be recognized at fair value at the acquisition date during the measurement period. However, in the event the fair value cannot be determined during the measurement period, the Contingencies Topic of the Codification shall be applied. Contingent consideration arrangements of an acquiree assumed by the acquirer shall be recognized initially at fair value, and the acquirer shall develop a systematic and rational basis for subsequently measuring and accounting for assets and liabilities arising from contingencies. In addition, the disclosed information should enable users of the financial statements to evaluate the nature and financial effects of a business combination that occurs either during the current reporting period or after the reporting period but before the financial statements are issued. This guidance is effective for assets or liabilities arising from contingencies in 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 adopted the guidance on January 1, 2009 and we expect it will have an impact on our consolidated financial statements for acquisitions consummated after January 1, 2009, but the nature and magnitude of the specific effects will depend upon the terms and size of the acquisitions we consummate. Refer to Note 4 for the details of acquisitions consummated in 2009.

In April 2009, the FASB issued guidance that requires disclosures about the fair value of financial instruments for interim reporting periods of publicly traded companies, as well as in annual financial statements. The guidance requires disclosures in summarized financial information at interim reporting periods. This guidance is effective for interim and annual reporting periods ending after June 15, 2009. We adopted the guidance on June 27, 2009 with no material impact on our consolidated financial statements.

In May 2009, the FASB issued guidance that requires an entity to disclose the date through which it has evaluated subsequent events and the basis for that date, whether that date represents the date the financial statements were issued or were available to be issued. The guidance is effective for interim and annual reporting periods ending after June 15, 2009. We adopted the guidance on June 27, 2009 with no material impact on our consolidated financial statements (see Note 1).

In June 2009, the FASB issued guidance to improve financial reporting by enterprises involved with variable interest entities ("VIE") and to provide more relevant and reliable information to users of financial statements. The guidance no longer exempts qualifying special-purpose entities from the scope of the Consolidation Topic of the Codification. In addition, the amended guidance requires continuous reconsideration for determining whether an enterprise is the primary beneficiary of another entity, and ignores kick-out rights unless the rights are held by a single enterprise. Consolidation is required if an entity has power and receives benefits or absorbs losses that are potentially significant to the VIE. However, consolidation is not necessary if power is equally shared amongst unrelated parties. The guidance requires enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a VIE. The guidance is effective for interim and annual reporting periods beginning after November 15, 2009. We do not expect the adoption of the guidance to have a material impact on our consolidated financial statements.

In June 2009, the FASB issued guidance with the objective of establishing the Codification as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The guidance does not change GAAP and is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We adopted the guidance on September 26, 2009 with no material impact on our consolidated financial statements.

In September 2009, the FASB issued guidance with the objective of amending revenue recognition for arrangements with multiple deliverables. The guidance eliminated one previous revenue recognition criterion for which objective and reliable evidence of fair value for undelivered item(s), in a multiple element deliverable arrangement in which the delivered item or items are considered a separate unit or units, is no longer required. The guidance also determines a hierarchy for an entity to use when estimating the selling price of deliverables that meet the other two conditions for separation as follows: (1) vendor-specific objective evidence of the selling price, (2) third-party evidence of the selling price, or (3) an estimate of the selling price. In addition, the term "selling price" will replace all references to fair value in the guidance. The guidance also has eliminated the residual allocation method and requires an entity to apply the relative selling price allocation method in all circumstances where there is an absence of objective and reliable evidence for the delivered item(s) in an arrangement. Lastly, the guidance requires enhanced disclosures about the judgments and assumptions used in evaluating arrangements. Entities may elect to apply this guidance (1) prospectively to new or materially modified arrangements after the effective date or (2) retrospectively for all periods presented. The guidance is effective for fiscal years beginning on or after June 15, 2010. Early application is permitted, however, if early adoption is made after the first interim reporting period, application must be made retrospectively to the beginning of that year and transition disclosures made. We do not plan on early adopting this guidance. We also do not expect the adoption of the guidance to have a material impact on our consolidated financial statements.

In September 2009, the FASB issued an amendment to guidance related to revenue recognition for certain revenue arrangements that include software elements. The amendment was to the scope of prior guidance, such that all tangible products containing both software and non-software components that function together to deliver the product's essential functionality will no longer be within the scope of the Software Revenue Recognition Topic of the Codification. That is, the entire product (including the software deliverables and non-software deliverables) would be outside the scope of revenue recognition guidance specific to software and would be accounted for under other accounting literature. Lastly, the guidance requires enhanced disclosures about the judgments and assumptions used in evaluating arrangements. Entities may elect to apply this guidance (1) prospectively to new or materially modified arrangements after the effective date or (2) retrospectively for all periods presented. The guidance is effective for fiscal years beginning on or after June 15, 2010. Early application is permitted, however, if early adoption is made after the first interim reporting period, application must be made retrospectively to the beginning of that year and transition disclosures made. Further, this guidance may not be adopted until the guidance that amends revenue arrangements with multiple deliverables (as described above) is adopted. We do not plan on early adopting this guidance. We also do not expect the adoption of the guidance to have a material impact on our consolidated financial statements.

In January 2010, the FASB issued an amendment to guidance related to fair value disclosure requirements. The guidance adds new requirements for disclosures about (1) transfers in and out of Levels 1 and 2 fair value measurements in which a reporting entity should disclose separately the amounts of significant transfers in and out of Levels 1 and 2 fair value measurements and the reasons for the transfers, and (2) the activity in Level 3 fair value measurements, including the reconciliation for fair value measurements using significant unobservable inputs in which an entity should present separately information about purchases, sales, issuances, and settlements. This amendment provides clarification for existing disclosures for (1) the level of disaggregation for fair value measurement disclosures for each class of assets and liabilities and (2) as it relates to Levels 2 and 3 fair value measurements, disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements required for Levels 2 or 3. Lastly, this update amends guidance on employers' disclosures about postretirement benefit plan assets to require that disclosures be provided by classes of assets instead of by major categories of assets. The guidance is effective for the first reporting period beginning after December 15, 2009, except for the requirements to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which is effective for fiscal years beginning after December 15, 2010. We do not expect the adoption of the guidance to have a material impact on our consolidated financial statements.

(4) Acquisitions and Discontinued Operations

We use acquisitions as a part of our strategy to gain access to customer relationships, new technology, expand our geographical reach, penetrate new markets and leverage our existing product, market, manufacturing and technical expertise. Further, 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. Acquisitions and divestitures for the years ended December 31, 2009, 2008 and 2007 are described below.

All business acquisitions consummated in 2009 have been accounted for in accordance with the Business Combinations Topic of the Codification and those acquisitions consummated prior to 2009 in accordance with the appropriate accounting guidance applicable at the time. Refer to Note 3 for the details of the amendments to the guidance. The consolidated statements of operations include the results of each acquired business since the date of acquisition. The assets acquired and liabilities assumed are recorded at estimates of fair values as determined by management based on information available at the acquisition date. Management considers a number of factors, including third-party valuations or appraisals, when making these determinations. We will recognize additional assets or liabilities if new information is obtained during the measurement period about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period shall not exceed one year from the acquisition date. Refer to Note 8 for additional disclosure on the purchase price adjustments of the following acquisitions.

Acquisitions — 2009

In December, 2009, in the Thermal Equipment and Services segment, our SPX Heat Transfer Inc. subsidiary completed the acquisition of substantially all the assets and certain liabilities of Yuba, a leading global supplier of heat transfer equipment utilized by nuclear, solar, geothermal, gas and coal power generation facilities, for a purchase price of $129.2. Yuba had revenues of approximately $128.8 in the twelve months prior to the date of acquisition. The pro forma effect of the acquisition and the results of operations since acquisition are not material to our results of operations.

The assets acquired and liabilities assumed were recorded at preliminary estimates of fair values as determined by management, based on information currently available and on current assumptions as to future operations, and are subject to change during the measurement period upon the completion of acquisition accounting, including the finalization of asset valuations and any working capital settlement.

Acquisitions — 2008

During September 2008, in the Test and Measurement segment, we completed the acquisition of Autoboss Tech, Inc., a China-based manufacturer of diagnostic tools and equipment serving China's vehicle maintenance and repair market, for a purchase price of $9.7. The acquired business had revenues of approximately $7.9 in the twelve months prior to its acquisition. The pro forma effect of the acquisition was not material to our results of operations.

(All dollar and share amounts in millions, except per share data)

Acquisitions — 2007

On December 31, 2007, in the Flow Technology segment, we completed the acquisition of APV, a global manufacturer of process equipment and engineering solutions 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 its acquisition.

The following unaudited pro forma information presents our results of operations 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 consolidated results of operations that would have been reported had the acquisition been completed as of the dates presented, and should not be taken as representative of our future consolidated results of operations. The pro forma results include estimates and assumptions that 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 periods, such as imputed financing costs, and estimated additional amortization and depreciation expense as a result of intangibles and fixed assets acquired.

	Year Ended December 31, 2007
Revenues	$ 5,418.1
Income from continuing operations	240.6
Net income attributable to SPX Corporation common shareholders	242.7
Income per share from continuing operations attributable to SPX Corporation common shareholders:	
Basic	$ 4.34
Diluted	$ 4.26
Net income per share attributable to SPX Corporation common shareholders:	
Basic	$ 4.38
Diluted	$ 4.30

We expensed purchased in-process research and development of $0.9 during 2007.

In the Test and Measurement segment, we completed the acquisition of the European diagnostics division of Johnson Controls ("JCD") in August 2007, for a purchase price of $40.3. The acquired business had revenues of approximately $93.0 in the twelve months prior to its acquisition. In addition, we completed the acquisition of Matra-Werke GmbH ("Matra") in October 2007, within our Test and Measurement segment, for a purchase price of $36.6, including cash acquired of $2.9. The acquired business had revenues of approximately $26.0 in the twelve months prior to acquisition.

The pro forma effects of the acquisitions of JCD and Matra were not material individually or in the aggregate to our results of operations.

Discontinued Operations

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 twelve months. The following businesses, which have been sold, met these requirements and therefore have been reported as discontinued operations for the periods presented.

(All dollar and share amounts in millions, except per share data)

Business	Quarter Discontinued	Actual Closing Quarter of Sale
Automotive Filtration Solutions business ("Filtran")	Q4 2008	Q4 2009
Dezurik	Q3 2008	Q1 2009
Scales and Counting Systems business ("Scales")	Q3 2008	Q4 2008
Vibration Testing and Data Acquisition Equipment business ("LDS")	Q1 2008	Q4 2008
Air Filtration	Q3 2007	Q3 2008
Balcke-Duerr Austria GmbH ("BD Austria")	Q4 2007	Q4 2007
Nema AirFin GmbH ("Nema")	Q4 2007	Q4 2007
Contech ("Contech")	Q3 2006	Q2 2007

Filtran — Our original plan for disposition contemplated the buyout of the minority interest shareholder in order to allow us to sell 100% of the Filtran business. As a result of this planned divestiture, and in consideration of the contemplated buyout of the minority interest shareholder, we recorded a total impairment charge of $23.0 during 2008 in order to reduce the carrying value of the Filtran net assets to be sold to their estimated net realizable value. Of the $23.0 charge, $16.5 related to the premium we were expecting to pay the minority interest shareholder, while the remaining of $6.5 represented the loss we were anticipating upon the sale of 100% of the Filtran business. The $23.0 charge was recorded to "Gain (loss) on disposition of discontinued operations, net of tax" within our 2008 consolidated statement of operations as presented in our 2008 Form 10-K.

As indicated in Note 3 herein, in December 2007, the FASB issued guidance which established new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. We adopted this guidance, which requires retroactive application, on January 1, 2009. Accordingly, we reclassified, within our 2008 consolidated statement of operations included herein, $16.5 of the 2008 impairment charge from "Gain (loss) on disposition of discontinued operations, net of tax" to "Net income (loss) attributable to noncontrolling interest". This reclassification had no impact on net income attributable to SPX common shareholders.

In October 2009, we completed the sale of the Filtran business for total consideration of approximately $15.0, including $10.0 in cash and a promissory note of $5.0. In connection with the sale, we did not buy out the minority interest shareholder and, thus, sold only our share of the Filtran business. As a result, we reclassified $16.5 of the impairment charge noted above from "Net income (loss) attributable to noncontrolling interest" to "Gain (loss) on disposition of discontinued operations, net of tax" within our consolidated statements of operations in 2009. This reclassification had no impact on net income attributable to SPX common shareholders. In addition to the reclassification of the $16.5 impairment charge noted above, based on the amount of consideration received, we recorded an additional charge of $7.7 during 2009 to "Gain (Loss) on disposition of discontinued operations, net of tax".

Dezurik — Sold for total consideration of $23.5, including $18.8 in cash and a promissory note of $4.7, resulting in a loss, net of taxes, of $1.6 during 2009. During 2008, we recorded a net charge of $6.0 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.

Scales — Sold for cash consideration of $16.8, resulting in a loss, net of taxes, of $4.7 during 2008.

LDS — Sold for cash consideration of $82.5, resulting in a gain, net of taxes, of $17.1 during 2008. During 2009, we recorded a net charge of $5.1 in connection with an adjustment to certain liabilities that we retained and additional income tax expense related to the disposition.

Air Filtration — Sold for cash consideration of $35.7, resulting in a loss, net of taxes, of $0.8 during 2008. During 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.

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

Nema — Sold for $6.8 in cash, net of cash balances assumed by the buyer of $0.4, for a net loss of $2.3 during 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 $7.0 of expenses that were contingent upon the consummation of the sale, which included $1.1

(All dollar and share amounts in millions, except per share data)

due to the modification of the vesting period of restricted stock units that had been issued to Contech employees (see Note 15 for further information), and a $6.6 charge, recorded during the first quarter of 2007, to reduce the carrying value of the net assets sold to the net proceeds received from the sale. During 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 second quarter of 2009, we committed to a plan to divest P.S.D., Inc., a business within our Industrial Products and Services segment. As a result of this planned divestiture, we recorded a net charge of $7.3 during 2009 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. In February 2010, we completed the sale of P.S.D., Inc. for total consideration of approximately $3.0. We have reported, for all periods presented, the financial condition, results of operations, and cash flows of this business as discontinued operations in our consolidated financial statements.

During the third quarter of 2008, we reached an agreement with the Internal Revenue Service ("IRS") regarding audits of our 2003 through 2005 Federal income tax returns. Upon the resolution of the examinations, we reduced our liability for uncertain tax positions and recognized an income tax benefit of $5.0 to "Gain (loss) on disposition of discontinued operations, net of tax" associated with a business previously disposed of and reported as a discontinued operation.

During the third quarter of 2007, we recognized an income tax benefit of $13.5 to "Gain (loss) on disposition of discontinued operations, net of tax" relating to the reversal of certain deferred tax liabilities associated with businesses previously disposed of and reported as discontinued operations, primarily during 2005. See Note 1 for further details.

In addition to the businesses discussed above, we recognized a net gain of $11.8 during 2009 from businesses that were previously discontinued, resulting primarily from the reduction of liabilities for uncertain tax positions associated with statute expirations in certain tax jurisdictions. Along with the gains/(losses) recorded in 2008 relating to the Filtran, Dezurik, Scales, LDS and Air Filtration businesses, we recognized a net gain in 2008 of $0.5 resulting from adjustments to gains/(losses) on sales of businesses that were previously discontinued. Lastly, in addition to the gains/(losses) recorded in 2007 relating to the BD Austria, Nema, Contech and Air Filtration businesses discussed above, we recognized a net loss in 2007 of $7.3 resulting from adjustments to the gains/(losses) on sales of businesses that were previously discontinued, with such adjustments related primarily to a reduction in income tax liabilities.

The final purchase 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 some 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 purchase price and resulting gains/(losses) on these and other previous divestitures may be materially adjusted in subsequent periods. Refer to Note 11 for the tax implications associated with our dispositions.

For 2009, 2008 and 2007, income (loss) from discontinued operations and the related income taxes are shown below:

	Year ended December 31,		
	2009	2008	2007
Income (loss) from discontinued operations	$ (53.0)	$ 24.7	$ (20.6)
Income tax (provision) benefit	21.0	(10.8)	25.3
Income (loss) from discontinued operations, net	$ (32.0)	$ 13.9	$ 4.7

For 2009, 2008 and 2007, results of operations from our businesses reported as discontinued operations were as follows:

	Year ended December 31,		
	2009	2008	2007
Revenues	$ 85.1	$ 306.4	$ 575.9
Pre-tax income (loss)	(4.0)	12.2	16.0

(All dollar and share amounts in millions, except per share data)

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

	December 31, 2009	December 31, 2008
Assets:		
Accounts receivable, net	$ 2.3	$ 19.6
Inventories, net	0.2	28.1
Other current assets	0.4	4.3
Net property, plant and equipment	0.2	24.7
Goodwill and intangibles, net	2.6	30.4
Other assets	—	1.1
Assets of discontinued operations	$ 5.7	$ 108.2
Liabilities:		
Accounts payable	$ 1.4	$ 12.5
Accrued expenses and other	3.9	8.0
Short-term debt	—	0.4
Deferred and other income taxes	—	2.8
Other long-term liabilities	—	0.2
Liabilities of discontinued operations	$ 5.3	$ 23.9

(5) 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. We offer a diverse collection of products, which include, but are not limited to, valves, fluid handling equipment, metering and mixing solutions, specialty service tools, diagnostic systems, service equipment and technical information services, cooling, heating and ventilation products, power transformers, and TV and radio broadcast antennas. Our products are used by a broad array of customers in various industries, including power generation, chemical processing, pharmaceuticals, infrastructure, mineral processing, petrochemical, automotive service, telecommunications and transportation.

We have aggregated our operating segments into four reportable segments: 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 the Segment Reporting Topic of the Codification to operating income or loss of each segment before considering impairment and special charges, pensions and postretirement expense, 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.

Revenues by business segment, group of products and geographic area represent sales to unaffiliated customers, and no one customer or group of customers that, to our knowledge, are under common control accounted for more than 10% of our consolidated revenues for any period presented. Intercompany revenues among segments are not significant. Identifiable assets by business segment are those used in our operations in each segment. General corporate assets are principally cash, pension assets, deferred tax assets, certain prepaid expenses, fixed assets and our 44.5% interest in the EGS Electrical Group, LLC and Subsidiaries ("EGS") joint venture. See Note 9 for financial information relating to EGS.

Flow Technology

Our Flow Technology segment designs, manufactures, and markets solutions and products that are used to blend, meter and transport fluids, as well as air and gas filtration and dehydration products. 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 food and beverage and, oil and gas, power generation, chemical, mining, and general industrial markets.

(All dollar and share amounts in millions, except per share data)

Test and Measurement

Our Test and Measurement segment engineers and manufactures branded, technologically advanced test and measurement products used on a global basis 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 systems and portable cable and pipe locators. The segment continues to focus on global expansion, with a specific focus on China and India.

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 product offerings from a geographic perspective. The segment's South African subsidiary has a Black Economic Empowerment minority interest shareholder, which holds a 25.1% interest.

Industrial Products and Services

Our Industrial Products and Services segment comprises businesses that design, manufacture and market power systems, industrial tools and hydraulic units, precision machine components for the aerospace industry, crystal growing machines for the solar power generation market, television, radio and cell phone and data transmission broadcast antenna systems, communications and signal monitoring systems, and precision controlled industrial ovens and chambers. This segment continues to focus on global expansion opportunities.

Corporate Expense

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

Financial data for our business segments, including the results of acquisitions from the dates of the respective acquisitions, are as follows:

	2009	2008	2007
Revenues:			
Flow Technology	$ 1,634.1	$ 1,998.7	$ 1,070.0
Test and Measurement	810.4	1,100.3	1,079.8
Thermal Equipment and Services	1,600.7	1,690.1	1,560.5
Industrial Products and Services	805.6	1,048.5	831.9
Total	$ 4,850.8	$ 5,837.6	$ 4,542.2
Segment income:			
Flow Technology	$ 210.9	$ 243.4	$ 175.4
Test and Measurement	51.4	108.8	118.3
Thermal Equipment and Services	171.1	204.4	162.7
Industrial Products and Services	153.7	243.7	144.5
Total segment income	587.1	800.3	600.9
Corporate expense	83.8	107.7	100.3
Pension and postretirement expense	37.5	38.8	43.5
Stock-based compensation expense	27.6	41.5	39.5
Special charges, net	73.1	17.2	5.2
Impairment of goodwill and other intangible assets	194.8	123.0	4.0

Consolidated operating income	$ 170.3	$ 472.1	$ 408.4

(All dollar and share amounts in millions, except per share data)

	2009	2008	2007
Capital expenditures:			
Flow Technology	$ 17.6	$ 29.3	$ 15.2
Test and Measurement	7.5	14.2	11.2
Thermal Equipment and Services	22.0	31.4	23.3
Industrial Products and Services	10.7	28.2	19.3
General corporate	35.0	13.3	13.6
Total	$ 92.8	$ 116.4	$ 82.6
Depreciation and amortization:			
Flow Technology	$ 34.0	$ 35.6	$ 17.6
Test and Measurement	31.8	29.6	18.2
Thermal Equipment and Services	21.0	23.7	21.7
Industrial Products and Services	13.5	11.1	11.2
General corporate	5.6	4.5	4.7
Total	$ 105.9	$ 104.5	$ 73.4
Identifiable assets:			
Flow Technology	$ 1,988.3	$ 2,096.2	$ 2,030.2
Test and Measurement	787.7	1,104.9	1,225.0
Thermal Equipment and Services	1,791.6	1,805.4	1,761.5
Industrial Products and Services	600.3	676.9	614.3
General corporate	550.8	346.5	307.5
Discontinued operations	5.7	108.2	298.9
Total	$ 5,724.4	$ 6,138.1	$ 6,237.4
Revenues by Groups of Products:			
Flow Technology	$ 1,634.1	$ 1,998.7	$ 1,070.0
Test and Measurement	810.4	1,100.3	1,079.8
Thermal Equipment and Services	1,600.7	1,690.1	1,560.5
Industrial Products and Services:			
Power transformers and services	376.5	481.2	387.9
Industrial tools and equipment	101.3	153.9	149.4
Aerospace components	106.7	121.7	110.2
Broadcast antenna systems	124.7	141.0	93.3
Laboratory equipment	96.4	150.7	91.1
Total Industrial Products and Services	805.6	1,048.5	831.9
Total	$ 4,850.8	$ 5,837.6	$ 4,542.2

(All dollar and share amounts in millions, except per share data)

Geographic Areas:	2009	2008	2007
Revenues:[1]			
United States	$ 2,469.6	$ 3,037.4	$ 2,652.6
Germany	717.2	864.9	657.2
China	288.2	301.2	283.3
United Kingdom	253.0	278.0	244.4
Other	1,122.8	1,356.1	704.7
	$ 4,850.8	$ 5,837.6	$ 4,542.2
Tangible Long-Lived Assets:			
United States	$ 742.9	$ 623.9	$ 570.8
Other	246.0	258.8	289.0
Long-lived assets of continuing operations	988.9	882.7	859.8
Long-lived assets of discontinued operations	0.2	25.8	56.4
Total tangible long-lived assets	$ 989.1	$ 908.5	$ 916.2

(1) Revenues are included in the above geographic areas based on the country that recorded the customer revenue.

(6) Special Charges, Net

As part of our business strategy, we right-size and consolidate operations to improve long-term results. Additionally, from time to time, we alter our business model to better serve customer demand, fix or discontinue lower-margin product lines and rationalize and consolidate manufacturing capacity. Our restructuring and integration decisions are based, in part, on discounted cash flows to achieve our goals of increased outsourcing, reduced structural footprint, and maintaining profitability in a difficult economic environment. As a result of our strategic review process, we recorded net special charges of $73.1 in 2009, $17.2 in 2008, and $5.2 in 2007. These net special charges were primarily for restructuring initiatives to consolidate manufacturing and sales facilities, reduce workforce, and rationalize certain product lines.

The components of the charges have been computed based on actual cash payouts, including severance and other employee benefits based on existing severance policies and local laws and other estimated exit costs, and our estimate of the realizable value of the affected tangible and intangible assets.

Impairments of long-lived assets, including amortizable intangibles, which represent non-cash asset write-downs, typically arise from business restructuring decisions that lead to the disposition of assets no longer required in the restructured business. For these situations, we recognize a loss when the carrying amount of an asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair values for assets subject to impairment testing are determined primarily by management, taking into consideration various factors including third-party appraisals, quoted market prices and previous experience. If an asset remains in service at the decision date, the asset is written down to its fair value and the resulting net book value is depreciated over its remaining economic useful life. When we commit to a plan to sell an asset, including the initiation of a plan to locate a buyer, and it is probable that the asset will be sold within one year based on its current condition and sales price, depreciation of the asset is discontinued and the asset is classified as an asset held for sale. The asset is written down to its fair value less any selling costs.

Liabilities for exit costs, including, among other things, severance, other employee benefit costs and operating lease obligations on idle facilities, are measured initially at their fair value and recorded when incurred.

(All dollar and share amounts in millions, except per share data)

Special charges for the years ended December 31, 2009, 2008 and 2007 are described in more detail below and in the applicable sections that follow.

	2009	2008	2007
Employee termination costs	$ 48.0	$ 5.5	$ 2.8
Facility consolidation costs	5.6	2.5	0.3
Other cash costs	8.4	4.9	1.3
Non-cash asset write-downs	11.1	4.3	0.8
Total	$ 73.1	$ 17.2	$ 5.2

2009 Charges:

	Employee Termination Costs	Facility Consolidation Costs	Other Cash Costs	Non-Cash Asset Write-downs	Total Special Charges
Flow Technology	$ 16.1	$ 4.1	$ 2.7	$ 1.8	$ 24.7
Test and Measurement	19.5	1.1	4.6	2.8	28.0
Thermal Equipment and Services	8.7	—	(0.3)	5.5	13.9
Industrial Products and Services	3.1	—	—	—	3.1
Corporate	0.6	0.4	1.4	1.0	3.4
Total	$ 48.0	$ 5.6	$ 8.4	$ 11.1	$ 73.1

Flow Technology segment — Charges for 2009 related primarily to costs associated with headcount reductions at facilities in Orebro, Sweden; Mexico City, Mexico; Rochester, NY; Buffalo, NY; and Houston, TX, as well as additional integration costs (primarily headcount reductions) associated with the December 31, 2007 acquisition of APV. These activities resulted in the termination of 636 employees.

Test and Measurement segment — Charges for 2009 related to costs associated with headcount reductions and consolidation activities that impacted facilities in Sala Baganza, Italy; Osny, France; Hainburg, Germany; Pollenfeld, Germany; Ingolstadt, Germany; Garching, Germany; Lugo, Italy; Owatonna, MN; Warren, MI; Allen Park, MI; and Bridgton, ME, primarily in response to the continued difficulties being experienced by the global vehicle manufacturers and their dealer service networks. These activities resulted in the termination of 616 employees.

Thermal Equipment and Services segment — Charges for 2009 related primarily to costs associated with headcount reductions at facilities in Ratingen, Germany; Gallarate, Italy; Guangzhou, China; Worcester, UK; Overland Park, KS; Michigan City, IN; and Eden, NC. These activities resulted in the termination of 294 employees. In addition, the segment recorded impairment charges of $5.2 for assets at two facilities whose carrying amounts exceeded the expected future undiscounted cash flows.

Industrial Products and Services segment — Charges for 2009 related primarily to costs associated with headcount reductions at facilities in Rockford, IL; Raymond, ME; Rochester, NY; and Waukesha, WI. These activities resulted in the termination of 331 employees.

Corporate — Charges for 2009 related primarily to our legal entity reduction initiative, the closure of our information technology data center in Horsham, PA, and an additional impairment charge related to the expected sale of a facility in Newtown, CT.

With the exception of certain multi-year operating lease obligations and other contractual obligations, which are not material to our consolidated financial statements, we anticipate that the liabilities related to restructuring actions will be paid within one year from the period in which the action was initiated.

(All dollar and share amounts in millions, except per share data)

2008 Charges:

	Employee Termination Costs	Facility Consolidation Costs	Other Cash Costs	Non-Cash Asset Write-downs	Total Special Charges
Flow Technology	$ 0.1	$ 0.9	$ 2.3	$ 0.3	$ 3.6
Test and Measurement	2.3	0.6	0.7	0.6	4.2
Thermal Equipment and Services	2.0	0.8	1.3	1.4	5.5
Industrial Products and Services	—	—	—	—	—
Corporate	1.1	0.2	0.6	2.0	3.9
Total	$ 5.5	$ 2.5	$ 4.9	$ 4.3	$ 17.2

Flow Technology segment — The charges for 2008 were driven mainly by the relocation of the segment's headquarters from Delavan, WI to Charlotte, NC, which totaled $2.0, and charges related to facility closures and sales office consolidation efforts. These activities resulted in the termination of four employees.

Test and Measurement segment — Charges for 2008 related primarily to exit costs associated with a plan to consolidate distribution activities within the segment, costs associated with the closure of a manufacturing facility in Owatonna, MN, and costs associated with integrating the segment's technical and training service line into its diagnostic tools business. These activities resulted in the termination of 91 employees.

Thermal Equipment and Services segment — Charges for 2008 related primarily to the relocation of the segment's headquarters from Overland Park, KS to Charlotte, NC, which totaled $1.1, as well as severance, asset impairment and other charges associated with outsourcing functions related to a manufacturing facility in China and the shut-down of facilities in Houston, TX and Gennevilliers, France. These activities resulted in the termination of 169 employees.

Corporate — Charges for 2008 related primarily to an impairment charge of $1.4 associated with an idle facility that was sold during the year, expenses of $0.9 for outsourcing certain functions associated with the scheduled shut-down of our IT Center in Horsham, PA, an impairment charge of $0.6 related to the expected sale of a facility in Newtown, CT and $0.4 associated with our legal entity reduction initiative. These activities resulted in the termination of 36 employees.

2007 Charges:

	Employee Termination Costs	Facility Consolidation Costs	Other Cash Costs	Non-Cash Asset Write-downs	Total Special Charges
Flow Technology	$ —	$ —	$ (0.1)	$ —	$ (0.1)
Test and Measurement	2.3	0.2	0.1	—	2.6
Thermal Equipment and Services	—	—	1.0	0.2	1.2
Industrial Products and Services	0.3	0.1	—	0.5	0.9
Corporate	0.2	—	0.3	0.1	0.6
Total	$ 2.8	$ 0.3	$ 1.3	$ 0.8	$ 5.2

Flow Technology segment — The credit for 2007 related to a reduction in liabilities that were no longer necessary as the associated restructuring activities had been completed.

Test and Measurement segment — Charges for 2007 related primarily to workforce reductions associated with various consolidation and reorganization efforts in Europe and the United States, including the planned closure of a manufacturing facility in Owatonna, MN. These efforts resulted in the termination of 77 employees.

Thermal Equipment and Services segment — Charges for 2007 related primarily to lease holding costs of $0.8 for an idle facility in Belgium and an asset impairment charge associated with the planned divestiture of an idle facility in Benton Harbor, MI.

Industrial Products and Services segment — Charges for 2007 related primarily to an asset impairment charge associated with the planned divestiture of an idle facility in Watertown, WI.

Corporate — Charges for 2007 relate primarily to charges for our legal entity reduction initiative.

(All dollar and share amounts in millions, except per share data)

The following is an analysis of our restructuring and integration liabilities for years ended December 31, 2009, 2008 and 2007:

	For the year ended December 31, 2009	2008	2007
Balance at beginning of year	$ 31.5	$ 12.6	$ 4.9
Special charges — cash(1)	62.7	13.6	4.4
Adjustments related to acquisition accounting	1.7	31.5	8.4
Utilization — cash	(67.1)	(28.1)	(4.9)
Currency translation adjustment and other	(2.8)	1.9	(0.2)
Ending balance(2)	$ 26.0	$ 31.5	$ 12.6

(1) The years ended December 31, 2009, 2008 and 2007 exclude $10.4, $3.6 and $0.8, respectively, of non-cash special charges relating to asset impairments that impact special charges but not the related liabilities.

(2) The balance at December 31, 2009 was composed of $8.7 relating to acquisition integration plans and $17.3 for various restructuring initiatives.

In connection with our acquisitions, we formulate plans related to the future integration of the acquired entity. We record estimates for certain of the integration costs anticipated at the date of acquisition, including personnel reductions and facility closures or restructurings.

(7) Inventories

	December 31, 2009	2008
Finished goods	$ 196.7	$ 229.3
Work in process	118.1	165.0
Raw materials and purchased parts	277.2	312.7
Total FIFO cost	592.0	707.0
Excess of FIFO cost over LIFO inventory value	(31.7)	(40.2)
Total inventories	$ 560.3	$ 666.8

Inventories include material, labor and factory overhead costs and are reduced, when necessary, to estimated realizable values. Certain domestic inventories are valued using the last-in, first-out ("LIFO") method. These inventories were approximately 35% and 36% of total inventory at December 31, 2009 and 2008, respectively. Other inventories are valued using the first-in, first-out ("FIFO") method. Progress payments, which are netted against work in process at year-end, were $3.9 and $4.1 at December 31, 2009 and 2008, respectively.

(All dollar and share amounts in millions, except per share data)

(8) Goodwill and Other Intangible Assets

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

	December 31, 2007	Goodwill resulting from business combinations	Impairments(1)	Foreign Currency Translation and other(2)	December 31, 2008	Goodwill resulting from business combinations	Impairments(1)	Foreign Currency Translation and other(2)	December 31, 2009
Flow Technology									
Gross Goodwill	$ 661.7	$ —	$ —	$ 2.9	$ 664.6	$ —	$ —	$ (12.4)	$ 652.2
Accumulated Impairments	—	—	—	—	—	—	—	—	—
Goodwill	661.7	—	—	2.9	664.6	—	—	(12.4)	652.2
Test & Measurement									
Gross Goodwill	$ 463.5	$ 3.5	$ —	$ (6.2)	$ 460.8	$ —	$ —	$ 7.7	$ 468.5
Accumulated Impairments	(95.8)	—	—	(0.4)	(96.2)	—	(187.7)	(3.7)	(287.6)
Goodwill	367.7	3.5	—	(6.6)	364.6	—	(187.7)	4.0	180.9
Thermal Equipment and Services									
Gross Goodwill	$ 612.6	$ —	$ —	$ (16.9)	$ 595.7	$ 24.6	$ —	$ 2.3	$ 622.6
Accumulated Impairments	—	—	(114.1)	—	(114.1)	—	—	—	(114.1)
Goodwill	612.6	—	(114.1)	(16.9)	481.6	24.6	—	2.3	508.5
Industrial Products and Services									
Gross Goodwill	$ 346.8	$ —	$ —	$ (1.9)	$ 344.9	$ —	$ —	$ (0.6)	$ 344.3
Accumulated Impairments	(85.9)	—	—	—	(85.9)	—	—	—	(85.9)
Goodwill	260.9	—	—	(1.9)	259.0	—	—	(0.6)	258.4
Total									
Gross Goodwill	$ 2,084.6	$ 3.5	$ —	$ (22.1)	$ 2,066.0	$ 24.6	$ —	$ (3.0)	$ 2,087.6
Accumulated Impairments	(181.7)	—	(114.1)	(0.4)	(296.2)	—	(187.7)	(3.7)	(487.6)
Goodwill	$ 1,902.9	$ 3.5	$ (114.1)	$ (22.5)	$ 1,769.8	$ 24.6	$ (187.7)	$ (6.7)	$ 1,600.0

(1) Impairment charges totaled $187.7 and $114.1 during the years ended December 31, 2009 and 2008 and related to our Service Solutions reporting unit and Weil McLain subsidiary, respectively.

(2) Includes adjustments resulting from acquisitions and, prior to January 1, 2009, adjustments to tax positions considered uncertain at the date of acquisition. For the year ended December 31, 2009, adjustments to acquisition accounting and changes from foreign currency translation totaled $(26.3) and $19.6, respectively. For the year ended December 31, 2008, net adjustments resulting from the acquisition accounting related to the APV transaction totaled $66.1, which is included in the Flow Technology segment. For the year ended December 31, 2008, various other acquisition accounting adjustments, changes from foreign currency translation, and tax related adjustments totaled $1.3, $(83.3), and $(6.6), respectively.

(All dollar and share amounts in millions, except per share data)

Identifiable intangible assets comprise the following:

	December 31, 2009			December 31, 2008		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible assets with determinable lives:						
Patents	$ 25.9	$ (20.7)	$ 5.2	$ 28.4	$ (21.3)	$ 7.1
Technology	94.7	(16.2)	78.5	73.4	(11.3)	62.1
Customer relationships	237.5	(43.1)	194.4	211.3	(31.9)	179.4
Other[(1)]:	23.6	(9.1)	14.5	25.1	(8.9)	16.2
	381.7	(89.1)	292.6	338.2	(73.4)	264.8
Trademarks with indefinite lives[(2)]:	415.7	—	415.7	382.0	—	382.0
Total	$ 797.4	$ (89.1)	$ 708.3	$ 720.2	$ (73.4)	$ 646.8

(1) Balance reflects an impairment charge of $1.0 recorded in 2009 associated with the Service Solutions reporting unit within our Test and Measurement segment.

(2) Balance reflects impairment charges of $6.1 and $8.9 recorded in 2009 and 2008, respectively, associated with businesses within our Thermal Equipment and Services segment.

Amortization expense was $21.5, $25.7 and $17.8 for the years ended December 31, 2009, 2008 and 2007, respectively. Estimated amortization expense related to these intangible assets is $25.4 in 2010, $23.4 in 2011, $22.4 in 2012 and $21.7 in 2013 and 2014.

At December 31, 2009, the net carrying value of net intangible assets with determinable lives consisted of $146.5 in the Flow Technology segment, $72.9 in the Test and Measurement segment, and $69.4 in the Thermal Equipment and Services segment. Trademarks with indefinite lives consisted of $206.9 in the Flow Technology segment, $53.4 in the Test and Measurement segment, $140.4 in the Thermal Equipment and Services segment and $15.0 in the Industrial Products and Services segment.

Consistent with the requirements of the Intangible — Goodwill and Other Topic of the Codification, the fair values of our reporting units generally are estimated using discounted cash flow projections that we believe to be reasonable under current and forecasted circumstances, the results of which form the basis for making judgments about carrying values of the reported net assets of our reporting units. Other considerations are also incorporated, including comparable industry price multiples. Many of our reporting units closely follow changes in the industries and end-markets that they serve. Accordingly, we consider estimates and judgments that affect the future cash flow projections, including principal methods of competition such as volume, price, service, product performance and technical innovations and estimates associated with cost improvement initiatives, capacity utilization and assumptions for inflation and foreign currency changes. 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.

We perform our annual goodwill impairment testing during the fourth quarter in conjunction with our annual financial planning process, with such testing based primarily on events and circumstances existing as of the end of the third quarter. In addition, we test goodwill for impairment on a more frequent basis if there are indications of potential impairment. In connection with our annual goodwill impairment testing in 2008, we determined that the fair value of our Service Solutions reporting unit exceeded the carrying value of its net assets by less than 10%, as its projected, near-term cash flows were being negatively impacted by the challenging conditions within the automotive market. As the challenging conditions continued into 2009, we updated our Service Solutions goodwill impairment analysis during each of the first three quarters of the year. For each of these quarters, our analysis indicated that the fair value of Service Solutions exceeded the carrying value of its net assets. Our annual goodwill impairment analysis for 2008 and the analyses during each of the first three quarters of 2009 reflected our view that the automotive market would begin to experience a recovery in 2010. By the fourth quarter of 2009, it became apparent that the recovery would not occur as quickly as originally anticipated. In response, we adjusted our future cash flow projections for

(All dollar and share amounts in millions, except per share data)

Service Solutions in connection with our 2009 annual goodwill impairment analysis. Such analysis indicated that the fair value of our Service Solutions reporting unit was less than the carrying value of its net assets. We then estimated the implied fair value of Service Solutions' goodwill, which resulted in an impairment charge related to such goodwill of $187.7. The impairment charge of $187.7 is composed of (i) a $78.1 difference between the estimated fair value of Service Solutions compared to the carrying value of its net assets, and (ii) an allocation to certain tangible and intangible assets of $109.6 for the estimated increases in fair value for these assets solely for purposes of applying the impairment provisions of the Intangible — Goodwill and Other Topic of the Codification. After the impairment charge, goodwill for the Service Solutions reporting unit totaled $155.0 as of December 31, 2009. The estimated fair value for each of our other reporting units exceeds the carrying value of their respective net assets by at least 10.0%. We will continue to monitor impairment indicators across all of our reporting units.

In addition to the goodwill impairment charge of $187.7, our Service Solutions reporting unit recorded an impairment charge related to other intangible assets of $1.0 during 2009.

As of December 31, 2008, we determined that the fair value of our Weil McLain subsidiary was less than the carrying value of its net assets. As a result, we recorded charges of $123.0 related to the impairment of goodwill $(114.1) and other intangible assets $(8.9).

In connection with our annual impairment testing of indefinite-lived intangible assets during the fourth quarter of 2007, we determined that other intangible assets held by a business within our Thermal Equipment and Services segment were impaired and we recorded an impairment charge of $4.0.

(9) Investment in Joint Venture

We have a joint venture, EGS, with Emerson Electric Co., in which we hold a 44.5% interest. Emerson Electric Co. controls and operates the joint venture. EGS operates primarily in the United States, Canada and France and is engaged in the manufacture of electrical fittings, hazardous location lighting and power conditioning products. We account for our investment under the equity method of accounting, on a three-month lag basis, and we typically receive our share of the joint venture's earnings in cash dividends paid quarterly. EGS's results of operations and certain other information for its fiscal years ended 2009, 2008 and 2007 were as follows:

	2009	2008	2007
Net sales	$ 429.4	$ 575.5	$ 532.0
Gross profit	182.3	245.7	225.4
Net income	62.5	97.4	84.2
Capital expenditures	11.8	10.9	11.5
Depreciation and amortization	8.8	8.2	8.2
Dividends received	30.7	56.5	41.4
Undistributed earnings attributable to SPX Corporation	6.8	9.5	22.3
SPX's equity earnings in EGS	28.0	43.7	39.3

Condensed balance sheet information of EGS as of September 30, 2009 and 2008 was as follows:

	2009	2008
Current assets	$ 126.1	$ 167.1
Non-current assets	297.2	297.8
Current liabilities	61.8	87.5
Non-current liabilities	25.9	17.9

The carrying value of our investment in EGS was $56.5 and $63.6 at December 31, 2009 and 2008, respectively, and is recorded in other assets in our consolidated balance sheets. We contributed non-monetary assets to EGS upon its formation. We recorded these contributed assets at their historical cost while EGS recorded these assets at their fair value. As a result of this basis difference in the goodwill recorded by EGS upon formation, our investment in EGS is less than our proportionate share of EGS's net assets, with such difference totaling $85.7 at December 31, 2009.

(All dollar and share amounts in millions, except per share data)

(10) Employee Benefit Plans

Overview — We have defined benefit pension plans that cover a portion of our salaried and hourly paid employees, including certain employees in foreign countries. Beginning in 2001, we discontinued providing these pension benefits generally to newly hired employees. In addition, we no longer provide service credits to certain active participants. Of the U.S. employees covered by a defined benefit pension and actively accruing a benefit, most are covered by an account balance plan or are part of a collectively bargained plan.

We have domestic postretirement plans that provide health and life insurance benefits for certain retirees and their dependents. Beginning in 2001, we discontinued providing these postretirement benefits generally to newly hired employees. Some of these plans require retiree contributions at varying rates. Not all retirees are eligible to receive these benefits, with eligibility governed by the plan(s) in effect at a particular location.

Defined Benefit Pension Plans

Plan assets — Our investment strategy is based on the long-term growth of principal while mitigating overall risk to ensure that funds are available to pay benefit obligations. The domestic plan assets are invested in a broad range of investment classes, including domestic and international equities, fixed income securities and other investments. We engage various investment managers who are regularly evaluated on long-term performance, adherence to investment guidelines and ability to manage risk commensurate with the investment style and objective for which they were hired. Allowable investments under the plan agreements include equity securities, fixed income securities, mutual funds, venture capital funds, real estate and cash and equivalents. In addition, investments in futures and option contracts, commodities and other derivatives are allowed in commingled fund allocations to professional investment managers. Investments prohibited under the plan agreements include private placements and short selling of stock. No shares of our common stock were held by our defined benefit pension plans as of December 31, 2009 and 2008.

Actual asset allocation percentages of each major category of our domestic and foreign pension plan assets as of December 31, 2009 and 2008, along with the targeted asset investment allocation percentages, each of which is based on the midpoint of an allocation range, are as follows:

Domestic Pension Plans

	Actual Allocations		Mid-point of Target Allocation Range
	2009	2008	2009
Equity securities	54%	37%	60%
Debt securities	22%	41%	25%
Alternative investments[1]	21%	18%	15%
Other[2]	3%	4%	—%
Total	100%	100%	100%

(1) Alternative investments are comprised of commingled global fund allocations, which include long-term equity investments, fixed income investments, futures and option contracts and commodities.

(2) Assets included in this category at December 31, 2009 and 2008 were comprised primarily of short-term investments including cash and equivalents.

(All dollar and share amounts in millions, except per share data)

Foreign Pension Plans

	Actual Allocations 2009	Actual Allocations 2008	Mid-point of Target Allocation Range 2009
Equity securities	49%	47%	50%
Debt securities	47%	48%	48%
Other	4%	5%	2%
Total	100%	100%	100%

The fair value of pension plan assets at December 31, 2009, by asset category, are as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Asset Category:				
Equity Securities				
Global Equities	$ 164.5	$ 164.5	$ —	$ —
Global equity common trust funds[(1)]	319.8	78.6	241.2	—
Debt securities:				
Fixed income common trust funds[(2)]	232.9	—	231.7	1.2
Non-U.S. Government securities	16.8	—	16.8	—
Alternative investments:				
Commingled global fund allocations[(3)]	151.0	47.3	—	103.7
Other:				
Short term investments[(4)]	25.7	25.7	—	—
Other[(5)]	9.6	0.6	—	9.0
Total	$ 920.3	$ 316.7	$ 489.7	$ 113.9

(1) This category represents investments in actively managed common trust funds that invest primarily in equity securities which may include common stocks, options and futures. Investments are valued at the net asset value per share multiplied by the number of shares held as of the measurement date.

(2) This category represents investments in actively managed common trust funds that invest in a variety of fixed income investments which may include corporate bonds, both U.S. and non-U.S. municipal securities, interest rate swaps, options and futures. Investments are valued at the net asset value per share multiplied by the number of shares held as of the measurement date.

(3) This category represents investments in actively managed common trust funds with investments in both equity and debt securities. The investments may include common stock, corporate bonds, U.S. and non-U.S. municipal securities, interest rate swaps, options and futures. Investments are valued at the net asset value per share multiplied by the number of shares held as of the measurement date.

(4) Short term investments are valued at $1.00/unit, which approximates fair value. Amounts are generally invested in actively managed common trust funds or interest bearing accounts.

(5) This category represents investments in insurance contracts, private equity and publicly traded real estate investment trusts.

(All dollar and share amounts in millions, except per share data)

The following table summarizes changes in the fair value of Level 3 assets for the year ended December 31, 2009:

	Commingled global fund allocations	Fixed income common trust funds	Other	Total
Balance at December 31, 2008	$ 82.7	$ —	$ 10.2	$ 92.9
Realized gains (losses)	—	—	(0.9)	(0.9)
Unrealized gains (losses) relating to instruments still held at period end	11.0	—	0.5	11.5
Purchases, sales, issuances and settlements, net	10.0	1.2	(0.8)	10.4
Balance at December 31, 2009	$ 103.7	$ 1.2	$ 9.0	$ 113.9

Employer Contributions—We currently fund U.S. pension plans in amounts equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974, plus additional amounts that may be approved from time to time. During 2009, we made contributions of approximately $4.3 to our qualified domestic pension plans and direct benefit payments of $4.4 to our non-qualified domestic pension plans. In 2010, we expect to make contributions of $12.9 to our qualified domestic pension plans and direct benefit payments of $4.1 to our non-qualified domestic pension plans.

Many of our foreign plan obligations are unfunded in accordance with local laws. These plans have no assets and instead are funded by us on a pay as you go basis in the form of direct benefit payments. In our foreign plans that are funded, we made contributions of $11.4 in 2009, which include $2.2 of contributions that relate to businesses that have been classified as discontinued operations. In addition, in our foreign plans that are unfunded, we made direct benefit payments of $2.5 in 2009. In 2010, we expect to make $10.1 of contributions, which include $1.6 of contributions that relate to businesses that have been classified as discontinued operations, and $2.5 of direct benefit payments to our foreign pension plans.

Estimated Future Benefit Payments—Following is a summary, as of December 31, 2009, of the estimated future benefit payments for our pension plans in each of the next five fiscal years and in the aggregate for five fiscal years thereafter. Benefit payments are paid from plan assets or directly by us for our non-funded plans. The expected benefit payments are estimated based on the same assumptions used at December 31, 2009 to measure our obligations and include benefits attributable to estimated future employee service.

Estimated benefit payments:
(Domestic and foreign pension plans)

	Domestic Pension Benefits	Foreign Pension Benefits
2010	$ 77.1	$ 9.8
2011	77.4	10.6
2012	81.4	10.6
2013	79.7	11.1
2014	80.5	11.9
Subsequent five years	476.6	65.5

(All dollar and share amounts in millions, except per share data)

Obligations and Funded Status — The funded status of our pension plans is dependent upon many factors, including returns on invested assets and the level of market interest rates. The combined funded status of our pension plans as of December 31, 2009 has declined since December 31, 2008, primarily as a result of lower discount rates being used to value the plans in 2009 compared to 2008. Our non-funded pension plans account for $135.5 of the current underfunded status, as these plans are not required to be funded. The following tables show the domestic and foreign pension plans' funded status and amounts recognized in our consolidated balance sheets:

	Domestic Pension Plans		Foreign Pension Plans	
	2009	2008	2009	2008
Change in projected benefit obligation:				
Projected benefit obligation — beginning of year	$ 969.9	$ 1,039.7	$ 210.9	$ 294.6
Service cost	8.0	7.6	2.5	3.5
Interest cost	66.2	65.7	13.9	15.5
Employee contributions	—	—	0.2	0.2
Actuarial losses (gains)	125.8	(33.2)	33.5	(31.2)
Curtailment loss (gain)	—	(0.1)	0.2	—
Plan amendments	0.7	0.4	0.1	0.2
Benefits paid	(78.9)	(110.2)	(11.4)	(12.1)
Divestitures	—	—	—	(2.0)
Foreign exchange and other	—	—	20.4	(57.8)
Projected benefit obligation — end of year	$ 1,091.7	$ 969.9	$ 270.3	$ 210.9
Change in plan assets:				
Fair value of plan assets — beginning of year	$ 717.6	$ 947.3	$ 160.7	$ 234.0
Return on plan assets	65.9	(156.0)	25.8	(27.0)
Benefits paid	(78.9)	(110.2)	(11.4)	(12.1)
Contributions (employer and employee)	8.7	36.5	14.1	21.5
Divestitures	—	—	—	(1.4)
Foreign exchange and other	—	—	17.8	(54.3)
Fair value of plan assets — end of year	$ 713.3	$ 717.6	$ 207.0	$ 160.7
Funded status at year-end	$ (378.4)	$ (252.3)	$ (63.3)	$ (50.2)
Amounts recognized in the balance sheet consist of:				
Other assets	$ —	$ —	$ —	$ 0.8
Accrued expenses	(16.9)	(12.3)	(12.2)	(2.2)
Other long-term liabilities	(361.5)	(240.0)	(51.1)	(48.8)
Net amount recognized	$ (378.4)	$ (252.3)	$ (63.3)	$ (50.2)
Amounts recognized in accumulated other comprehensive income (loss) (pre-tax) consist of:				
Net actuarial loss	$ 605.0	$ 492.9	$ 63.4	$ 39.6
Net prior service credits	(2.5)	(3.7)	(0.4)	(0.5)
Total accumulated comprehensive loss (pre-tax)	$ 602.5	$ 489.2	$ 63.0	$ 39.1

(All dollar and share amounts in millions, except per share data)

The following is information about our pension plans that have accumulated benefit obligations in excess of the fair value of their plan assets at December 31, 2009 and 2008:

	Domestic Pension Plans		Foreign Pension Plans	
	2009	2008	2009	2008
Projected benefit obligation	$ 1,091.7	$ 969.9	$ 268.4	$ 182.1
Accumulated benefit obligation	1,070.8	949.6	263.7	178.2
Fair value of plan assets	713.3	717.6	205.5	131.1

The accumulated benefit obligation for all domestic and foreign pension plans was $1,070.8 and $265.2, respectively, at December 31, 2009 and $949.6 and $206.7, respectively, at December 31, 2008.

Components of Net Periodic Pension Benefit Expense — Net periodic pension benefit expense for our domestic and foreign pension plans included the following components:

Domestic Pension Plans

	Year Ended December 31,		
	2009	2008	2007
Service cost	$ 8.0	$ 7.6	$ 8.3
Interest cost	66.2	65.7	64.0
Expected return on plan assets	(74.2)	(78.0)	(77.1)
Amortization of unrecognized losses	22.0	21.6	33.1
Amortization of unrecognized prior service credits	(0.8)	(0.7)	(0.7)
Curtailment/settlement loss	0.3	7.6	3.2
Total net periodic pension benefit expense	21.5	23.8	30.8
Less: Net periodic pension expense of discontinued operations	(0.3)	(0.5)	(3.5)
Net periodic pension benefit expense of continuing operations	$ 21.2	$ 23.3	$ 27.3

We recorded a pension settlement charge of $7.1 associated with $31.8 of lump-sum payments that were made to our former Chief Executive Officer in 2008. A pension settlement is recognized when the total lump-sum pension payments for a plan during the year exceed the sum of the service and interest costs components of pension expense for that year. The amount of the settlement is the immediate recognition of a portion of the plan's overall net loss in proportion to the amount of the benefit obligation being settled.

Foreign Pension Plans

	Year Ended December 31,		
	2009	2008	2007
Service cost	$ 2.5	$ 3.5	$ 2.9
Interest cost	13.9	15.5	13.7
Expected return on plan assets	(13.2)	(16.9)	(16.1)
Amortization of unrecognized losses	2.1	1.2	1.8
Amortization of unrecognized prior service credits	(0.1)	(0.1)	(0.1)
Total net periodic pension benefit expense	5.2	3.2	2.2
Less: Net periodic pension benefit expense of discontinued operations	(0.6)	(0.2)	—
Net periodic pension benefit expense of continuing operations	$ 4.6	$ 3.0	$ 2.2

(All dollar and share amounts in millions, except per share data)

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) in 2009 were as follows:

	Domestic plans	Foreign plans
Current year actuarial loss	$ 134.1	$ 21.0
Amortization of actuarial loss	(22.0)	(2.1)
Current year prior service costs	0.7	0.1
Amortization of prior service credits	0.8	0.1
Curtailment/settlement loss	(0.3)	—
Foreign exchange and other	—	4.8
	$ 113.3	$ 23.9

The estimated amounts that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit expense in 2010 are as follows:

	Domestic plans	Foreign plans
Net actuarial loss	$ 36.2	$ 1.7
Net prior service credit	(0.8)	—
	$ 35.4	$ 1.7

Assumptions — Actuarial assumptions used in accounting for our domestic and foreign pension plans are as follows:

	Year Ended December 31,		
	2009	2008	2007
Domestic Pension Plans			
Weighted-average actuarial assumptions used in determining net periodic pension expense:			
Discount rate	7.06%	6.59%	6.00%
Rate of increase in compensation levels	4.25%	4.25%	4.25%
Expected long-term rate of return on assets	8.50%	8.50%	8.50%
Weighted-average actuarial assumptions used in determining year-end benefit obligations:			
Discount rate	5.80%	7.06%	6.59%
Rate of increase in compensation levels	4.00%	4.25%	4.25%
Foreign Pension Plans			
Weighted-average actuarial assumptions used in determining net periodic pension expense:			
Discount rate	6.35%	5.67%	4.94%
Rate of increase in compensation levels	4.00%	4.20%	3.86%
Expected long-term rate of return on assets	7.62%	7.65%	7.26%
Weighted-average actuarial assumptions used in determining year-end benefit obligations:			
Discount rate	5.50%	6.35%	5.72%
Rate of increase in compensation levels	4.10%	4.08%	4.24%

We review the pension assumptions annually. Pension income or expense is determined using assumptions as of the beginning of the year, while the funded status is determined using assumptions as of the end of the year. The assumptions are determined by management and established at the respective balance sheet date using the following principles: (i) the expected long-term rate of return on plan assets is established based upon forward looking long-term expectations of asset returns over the expected period to fund participant benefits based on the target investment mix of our plans; (ii) the discount rate is determined by matching the expected projected benefit obligation cash flows for each of the plans to a yield curve that is representative of long-term, high-quality (rated AA or higher) fixed income debt instruments as of the measurement date; and

(All dollar and share amounts in millions, except per share data)

(iii) the rate of increase in compensation levels is established based on management's expectations of current and foreseeable future increases in compensation. In addition, management considers advice from independent actuaries.

Postretirement Benefit Plans

Employer Contributions and Future Benefit Payments — Our postretirement medical plans are non-funded and have no plan assets, but are instead funded by us on a pay as you go basis in the form of direct benefit payments. In 2009, we made benefit payments of $16.1 (net of federal subsidies of $1.6) to our postretirement benefit plans. Following is a summary, as of December 31, 2009, of the estimated future benefit payments and expected federal subsidies for our postretirement plans in each of the next five fiscal years and in the aggregate for five fiscal years thereafter. The expected benefit payments and federal subsidies are estimated based on the same assumptions used at December 31, 2009 to measure our obligations and include benefits attributable to estimated future employee service.

	Postretirement Payments, net of Subsidies	Postretirement Subsidies
2010	$ 16.9	$ 1.8
2011	16.5	1.8
2012	15.9	1.8
2013	15.2	1.8
2014	14.5	1.8
Subsequent five years	61.8	8.1

Obligations and Funded Status — The following tables show the postretirement plans' funded status and amounts recognized in our consolidated balance sheets:

	Postretirement Benefits 2009	Postretirement Benefits 2008
Change in projected benefit obligation:		
Projected benefit obligation — beginning of year	$ 148.3	$ 163.2
Service cost	0.2	0.2
Interest cost	9.8	9.8
Actuarial loss (gain)	10.1	(5.2)
Plan amendment	—	(0.9)
Benefits paid	(16.1)	(18.8)
Projected benefit obligation — end of year	$ 152.3	$ 148.3
Funded status at year-end	$ (152.3)	$ (148.3)
Amounts recognized in the balance sheet consist of:		
Accrued expenses	$ (16.4)	$ (17.0)
Other long-term liabilities	(135.9)	(131.3)
Net amount recognized	$ (152.3)	$ (148.3)
Amounts recognized in accumulated other comprehensive loss (pre-tax) consist of:		
Net actuarial loss	$ 49.8	$ 42.7
Net prior service credit	(5.8)	(7.2)
Total accumulated comprehensive loss (pre-tax)	$ 44.0	$ 35.5

(All dollar and share amounts in millions, except per share data)

The net periodic postretirement benefit expense included the following components:

	Year Ended December 31,		
	2009	2008	2007
Service cost	$ 0.2	$ 0.2	$ 0.2
Interest cost	9.9	9.8	10.3
Amortization of unrecognized loss	3.0	3.8	4.8
Amortization of unrecognized prior service credits	(1.4)	(1.3)	(1.3)
Net periodic postretirement expense	$ 11.7	$ 12.5	$ 14.0

Other changes in benefit obligations recognized in other comprehensive income (loss) in 2009 were as follows:

Current year actuarial loss	$ 10.1
Amortization of actuarial loss	(3.0)
Amortization of prior service credits	1.4
	$ 8.5

The estimated amounts that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit expense in 2010 include net actuarial losses of $3.8 and prior service credits of $1.4.

Actuarial assumptions used in accounting for our domestic postretirement plans are as follows:

	Year Ended December 31,		
	2009	2008	2007
Assumed health care cost trend rates:			
Heath care cost trend rate for next year	8.21%	8.57%	9.29%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.00%	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	2019	2019	2014
Discount rate used in determining net periodic postretirement benefit expense	7.07%	6.32%	6.00%
Discount rate used in determining net year-end postretirement benefit obligation	5.46%	7.07%	6.32%

The accumulated postretirement benefit obligation was determined using the terms and conditions of our various plans, together with relevant actuarial assumptions and health care cost trend rates. It is our policy to review the postretirement assumptions annually. The assumptions are determined by management and are established based on our prior experience and management's expectation that future rates will decline. In addition, management considers advice from independent actuaries.

Assumed health care cost trend rates can have a significant effect on the amounts reported for the postretirement benefit plans. A percentage point change in assumed health care cost trend rates would have had the following effects on 2009 postretirement expense:

	1% Increase	1% Decrease
Effect on total of service and interest costs	$ 0.5	$ (0.5)
Effect on postretirement benefit obligation	$ 9.5	$ (8.6)

Defined Contribution Retirement Plans

We maintain a defined contribution retirement plan (the "Plan") pursuant to Section 401(k) of the U.S. Internal Revenue Code. Under the Plan, eligible U.S. employees may voluntarily contribute up to 50% of their compensation into the Plan and we match a portion of participating employees' contributions. Our matching contributions are made in newly issued shares of company common stock and are issued at the prevailing market price. The matching contributions vest with the employee immediately upon the date of the match and there are no restrictions on the resale of common stock held by employees.

(All dollar and share amounts in millions, except per share data)

Under the Plan, we contributed, 0.347, 0.252 and 0.216 shares of our common stock to employee accounts in 2009, 2008 and 2007, respectively. Compensation expense is recorded based upon the market value of shares as the shares are contributed to employee accounts. We recorded $17.4 in 2009, $19.2 in 2008 and $17.7 in 2007 as compensation expense related to the matching contribution.

We also maintain a Supplemental Retirement Savings Plan ("SRSP"), which permits certain members of our senior management and executive groups to defer eligible compensation in excess of the amounts allowed under the SRSP. We match a portion of participating employees' deferrals to the extent allowable under the plan provisions. The matching contributions vest with the participant immediately. Our funding of the participants' deferrals and our matching contributions are held in certain mutual funds (as allowed under the SRSP), as directed by the participant. The fair values of these assets, which totaled $44.7 at December 31, 2009, are based on quoted prices in active markets for identical assets (Level 1). In addition, the assets under the SRSP are available to the general creditors in the event of our bankruptcy and, thus, are maintained on our consolidated balance sheet within other non-current assets, with a corresponding amount in other long-term liabilities for our obligation to the participants. Lastly, these assets are accounted for as trading securities. During 2009, 2008 and 2007, we recorded additional compensation expense of $0.8, $0.7, and $0.5, respectively, relating to our matching contributions to the SRSP.

Certain hourly and collectively bargained employees participate in other defined contribution retirement plans maintained pursuant to Section 401(k) of the U.S. Internal Revenue Code. These plans do not match employees' contributions in shares of company common stock, although company common stock is offered as an investment option under these plans.

(11) Income Taxes

Income before income taxes and the provision for income taxes consisted of the following:

	Year Ended December 31, 2009	2008	2007
Income (loss) from continuing operations:			
United States	$ 120.4	$ 203.6	$ 240.8
Foreign	(25.0)	207.7	134.1
	$ 95.4	$ 411.3	$ 374.9
Provision for (benefit from) income taxes:			
Current:			
United States	$ 54.0	$ 65.2	$ 39.5
Foreign	14.2	37.8	53.5
Total current	68.2	103.0	93.0
Deferred and other:			
United States	(13.6)	19.8	(10.7)
Foreign	(7.4)	29.6	1.2
Total deferred and other	(21.0)	49.4	(9.5)
Total provision	$ 47.2	$ 152.4	$ 83.5

(All dollar and share amounts in millions, except per share data)

The reconciliation of income tax computed at the U.S. federal statutory tax rate to our effective income tax rate is as follows:

	Year Ended December 31,		
	2009	2008	2007
Tax at U.S. federal statutory rate	35.0%	35.0%	35.0%
State and local taxes, net of U.S. federal benefit	3.6	1.2	0.6
U.S. credits and exemptions	(5.3)	(1.7)	(1.7)
Foreign earnings taxed at lower rates	(28.0)	(2.0)	(10.2)
Audit settlements with taxing authorities	(2.9)	(6.5)	(4.7)
Adjustments to tax contingencies, net	4.4	2.2	2.6
Changes in valuation allowance	6.0	—	—
Impairment of goodwill and other intangible assets	44.9	9.6	—
Benefit for loss on investment in foreign subsidiary	(4.6)	—	—
Other	(3.6)	(0.7)	0.7
	49.5%	37.1%	22.3%

Significant components of our deferred tax assets and liabilities are as follows:

	As of December 31,	
	2009	2008
Deferred tax assets:		
Working capital accruals	$ 50.3	$ 48.6
Legal, environmental and self-insurance accruals	45.8	46.7
Pension, other postretirement and postemployment benefits	198.0	152.2
NOL and credit carryforwards	254.3	203.4
Payroll and compensation	46.9	45.8
Other	120.2	70.4
Total deferred tax assets	715.5	567.1
Valuation allowance	(211.5)	(185.3)
Net deferred tax assets	504.0	381.8
Deferred tax liabilities:		
Accelerated depreciation	12.8	12.6
Basis difference in affiliates	34.9	19.7
Intangibles recorded in acquisitions	209.9	229.8
Other	75.6	54.4
Total deferred tax liabilities	333.2	316.5
	$ 170.8	$ 65.3

General Matters

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. We periodically assess deferred tax assets to determine if they will be realized and the adequacy of deferred tax liabilities, incorporating the results of local, state, federal and foreign tax audits in our estimates and judgments.

At December 31, 2009 we had the following tax loss carryforwards available: state tax loss carryforwards of approximately $291.2 and tax losses of various foreign jurisdictions of approximately $598.0. We also had U.S. foreign tax credit carryforwards of $63.8. Of these amounts, approximately $4.5 expire in 2010 and $565.0 expire at various times between 2011 and 2029. The remaining carryforwards have no expiration date.

(All dollar and share amounts in millions, except per share data)

Realization of deferred tax assets associated with net operating loss and credit carryforwards is dependent upon generating sufficient taxable income prior to their expiration in the appropriate tax jurisdiction. We believe that it is more likely than not that certain of these net operating loss and credit carryforwards will expire unused and, accordingly, have established a valuation allowance against the deferred tax assets associated with these carryforwards. Although realization is not assured for the remaining deferred tax assets, we believe it is more likely than not that the deferred tax assets will be realized through future taxable earnings or tax planning strategies. However, deferred tax assets could be reduced in the near term if our estimates of taxable income during the carryforward period are significantly reduced or tax planning strategies are no longer viable. The valuation allowance increased by $26.2 in 2009 and $2.9 in 2008.

The amount of income tax that we pay annually is dependent on various factors, including the timing of certain deductions. These deductions can vary from year to year, and, consequently, the amount of income taxes paid in future years will vary from the amounts paid in the prior year.

Undistributed International Earnings

Undistributed foreign earnings are considered indefinitely reinvested. Accordingly, we have made no provision for U.S. federal and state income taxes or foreign withholding taxes for these foreign earnings. If these earnings were distributed, we would be subject to U.S. income taxes (subject to a reduction for foreign tax credits) and withholding taxes payable to the various foreign countries. At December 31, 2009, we had approximately $1,600.0 of undistributed foreign earnings for which no U.S. federal or state income taxes have been provided.

Unrecognized Tax Benefits

As of December 31, 2009, we had gross unrecognized tax benefits of $120.9 (net unrecognized tax benefits of $105.3), of which $101.9, if recognized, would impact our effective tax rate from continuing operations. Similarly, at December 31, 2008 and 2007, we had gross unrecognized tax benefits of $102.9 (net unrecognized tax benefits of $81.3) and $120.1 (net unrecognized benefits of $98.1), respectively.

We classify interest and penalties related to unrecognized tax benefits as a component of our income tax provision. As of December 31, 2009, gross accrued interest, excluded from the amounts above, totaled $21.9 (net accrued interest of $16.5), while the related amounts as of December 31, 2008 and 2007 were $21.3 (net accrued interest of $15.2) and $23.0 (net accrued interest of $14.9), respectively. There were no significant penalties recorded during the years ended December 31, 2009, 2008, and 2007.

Based on the outcome of certain examinations or as a result of the expiration of statutes 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 $40.0 to $50.0. The previously unrecognized tax benefits relate to a variety of tax issues including the ability to claim certain U.S. foreign tax credits, deductibility of interest expense in certain jurisdictions and other tax matters relating to prior acquisitions and dispositions.

The aggregate changes in the balance of unrecognized tax benefits for the years ended December 31, 2009, 2008 and 2007 were as follows:

	2009	2008	2007
Unrecognized tax benefit — opening balance	$ 102.9	$ 120.1	$ 204.3
Gross increases — tax positions in prior period	29.8	19.2	4.1
Gross decreases — tax positions in prior period	(3.2)	(0.3)	—
Gross increases — tax positions in current period	11.2	7.7	15.0
Settlements	(5.8)	(37.9)	(101.1)
Lapse of statute of limitations	(16.8)	(1.9)	(2.2)
Change due to foreign currency exchange rates	2.8	(4.0)	—
Unrecognized tax benefit — ending balance	$ 120.9	$ 102.9	$ 120.1

Tax Contingencies

We perform reviews of our income tax positions on a continuous basis and accrue for potential contingencies when we determine that an uncertain position meets the criteria of the Income Taxes Topic of the Codification. Accruals for these contingencies are recorded in "Income taxes payable" and "Deferred and other income taxes" in the accompanying 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.

In 2009, the statute of limitations expired for various state income tax returns. As a result of these expirations, we recognized net tax benefits of $18.0 during 2009, with approximately $7.9 recorded to continuing operations and the remainder of $10.1 recorded to discontinued operations.

On August 28, 2008, we reached an agreement with the Internal Revenue Service ("IRS") regarding audits of our 2003 through 2005 Federal income tax returns. Upon the resolution of these examinations, we reduced our liability for uncertain tax positions by $30.6. Of the $30.6 reduction in our liability for uncertain tax positions, $25.6 was recorded as an income tax benefit from continuing operations and $5.0 was recorded as an income tax benefit to "Gain (loss) on disposition of discontinued operations" within our accompanying consolidated statement of operations for the year ended December 31, 2008.

On September 4, 2007, we reached an agreement with the IRS regarding the tax returns for years 1995 through 2002. In connection with the resolution of these examinations, we reduced our liability for uncertain tax positions (including interest) during the year ended December 31, 2007 by $124.4. Of that reduction, $35.6 represented an amount accrued in excess of our final settlement (including tax, interest and penalties). The $35.6 reduction in our liability for uncertain tax positions was recorded as an income tax benefit from continuing operations of $16.8 and a decrease in goodwill of $18.8.

During 2007, we recorded an income tax benefit of $11.5 associated with a reduction in the statutory tax rates in Germany and the United Kingdom. In addition, we recorded an aggregate income tax benefit of $15.9 in 2007 associated with the settlement of various state matters and certain matters in the United Kingdom, an expected refund in China related to an earnings reinvestment plan, and the reversal of income taxes that were provided for prior to 2007.

The IRS currently is performing an audit of our 2006 and 2007 federal income tax returns. At this stage, the outcome of the audit is uncertain; however, we believe that any contingencies are adequately provided for. It is reasonably possible that the total amount of unrecognized tax benefits will significantly decrease within the next twelve months since it is reasonably possible that the examination will conclude within the next twelve months.

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 appeal or litigation.

We have various foreign income tax returns under examination. Currently, there are audits underway by Canadian tax authorities related to our 2000 to 2006 tax returns. The German tax authorities have commenced audits of certain income tax returns related to the 2002 to 2008 tax years. We believe that any contingencies related to these examinations have been adequately provided for.

An unfavorable resolution 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 reached the final stages of the appeals process for any of 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, as discussed in Note 4 to these consolidated financial statements, we may recognize an additional income tax provision or benefit.

(All dollar and share amounts in millions, except per share data)

(12) Indebtedness

The following summarizes our outstanding debt as of, and debt activity for the year ended, December 31, 2009.

	December 31, 2008	Borrowings	Repayments	Other(3)	December 31, 2009
Term loan	$ 675.0	$ —	$ (75.0)	$ —	$ 600.0
Domestic revolving loan facility	65.0	424.5	(428.0)	—	61.5
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)	—	138.0	(116.0)	—	22.0
Other indebtedness(2)	55.2	—	(17.6)	8.4	46.0
Total debt	1,344.7	$ 562.5	$ (636.6)	$ 8.4	1,279.0
Less: short-term debt	112.9				74.4
Less: current maturities of long-term debt	76.4				76.0
Total long-term debt	$ 1,155.4				$ 1,128.6

(1) Under this arrangement, we can borrow, on a continuous basis, up to $130.0, as available.

(2) Includes aggregate balances under extended accounts payable programs, a travel card program and a purchase card program of $31.5 and $47.9 at December 31, 2009 and 2008, 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

On September 21, 2007, we entered into senior credit facilities with a syndicate of lenders that replaced our then-existing senior credit facilities, which were simultaneously terminated. These senior credit facilities provided for committed senior secured financing in the aggregate amount of $2,300.0, consisting of the following:

- A term loan facility in an aggregate principal amount of $750.0 (balance of $600.0 at December 31, 2009) with a final maturity of September 2012;
- A domestic revolving credit facility, available for loans and letters of credit, in an aggregate principal amount of up to $400.0 with a final maturity of September 2012;
- A global revolving credit facility, available for loans in Euros, British Pounds and other currencies in an aggregate principal amount up to the equivalent of $200.0 with a final maturity of 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.

In connection with the termination of our then-existing senior credit facilities, we incurred $3.3 of costs, including $2.3 for the write-off of deferred financing costs, $0.2 for an early termination fee and $0.8 for costs associated with the early termination of our then-existing interest rate protection agreements.

At December 31, 2009, we had $411.0 of available borrowing capacity under our revolving credit facilities after giving effect to borrowings under the domestic revolving loan facility of $61.5 and to $127.5 reserved for outstanding letters of credit. In addition, at December 31, 2009, we had $216.3 of available issuance capacity under our foreign credit instrument facility after giving effect to $733.7 reserved for outstanding letters of credit.

The weighted-average interest rate of our outstanding borrowings, including the impact of Swaps, under the senior credit facilities was 4.48% at December 31, 2009.

(All dollar and share amounts in millions, except per share data)

We also may seek additional commitments for incremental term loan facilities or increases in commitments in respect of the domestic revolving credit facility, the global revolving credit facility and/or the foreign credit instrument facility by up to an aggregate principal amount of $400.0 without the need for consent from the existing lenders.

We are the borrower under the term and revolving loan facilities, and certain of our foreign subsidiaries are (and others may in the future become) borrowers under the global revolving credit facility and the foreign credit instrument facility.

All borrowings and other extensions of credit under our senior credit facilities are subject to the satisfaction of customary conditions, including absence of defaults and accuracy in material respects of representations and warranties.

The letters of credit under the domestic revolving credit facility are stand-by letters of credit requested by any borrower on behalf of itself or any of its subsidiaries. The foreign credit instrument facility is used to issue foreign credit instruments, including bank undertakings to support our foreign operations.

The interest rates applicable to loans under our senior credit facilities are, at our option, equal to either an alternate base rate (the higher of (a) the federal funds effective rate plus 0.5% and (b) the prime rate of Bank of America) or a reserve adjusted LIBOR rate for dollars (Eurodollar) plus, in each case, an applicable margin percentage, which varies based on our Consolidated Leverage Ratio (as defined in the credit agreement generally as the ratio of consolidated total debt (net of cash equivalents in excess of $50.0) at the date of determination to consolidated adjusted EBITDA for the four fiscal quarters ended on such date). We may elect interest periods of one, two, three or six months for Eurodollar borrowings. The fees charged and the interest rate margins applicable to Eurodollar and base rate loans are (all on a per annum basis) as follows:

Consolidated Leverage Ratio	Domestic Revolving Commitment Fee	Global Revolving Commitment Fee	Letter of Credit Fee	Foreign Credit Commitment Fee	Foreign Credit Instrument Fee	LIBOR Rate Loans	ABR Loans
Greater than or equal to 3.00 to 1.0	0.35%	0.35%	1.75%	0.35%	1.3125%	1.75%	0.75%
Between 2.00 to 1.0 and 3.00 to 1.0	0.30%	0.30%	1.50%	0.30%	1.125%	1.50%	0.50%
Between 1.50 to 1.0 and 2.00 to 1.0	0.25%	0.25%	1.25%	0.25%	0.9375%	1.25%	0.25%
Between 1.00 to 1.0 and 1.50 to 1.0	0.20%	0.20%	1.00%	0.20%	0.75%	1.00%	0.00%
Less than 1.00 to 1.0	0.175%	0.175%	0.875%	0.175%	0.65625%	0.875%	0.00%

The term loan is repayable in quarterly installments of $18.75 for each quarter ending through September 30, 2011, and $112.5 for the quarters ending December 31, 2011 through June 30, 2012, with the balance due in September 2012.

Our senior credit facilities require mandatory prepayments in amounts equal to the net proceeds from the sale or other disposition of, including from any casualty to, or governmental taking of property in excess of specified values (other than in the ordinary course of business and subject to other exceptions) by us or our subsidiaries. Mandatory prepayments will be applied first to prepay the term loan and then to repay amounts (or cash collateralize letters of credit) outstanding under the global revolving credit facility or the domestic revolving credit facility (without reducing the commitments thereunder). No prepayment is required to the extent the net proceeds are reinvested in permitted acquisitions, permitted investments or assets to be used in our business within 360 days of the receipt of such proceeds.

We may voluntarily prepay loans under our senior credit facilities, in whole or in part, without premium or penalty. Any voluntary prepayment of loans will be subject to reimbursement of the lenders' breakage costs in the case of a prepayment of Eurodollar rate borrowings other than on the last day of the relevant interest period.

Indebtedness under our senior credit facilities is guaranteed by:

- Each existing and subsequently acquired or organized domestic material subsidiary with specified exceptions; and
- Us with respect to the obligations of our foreign borrower subsidiaries under the global revolving credit facility and the foreign credit instrument facility.

Indebtedness under our senior credit facilities is secured by a first priority pledge and security interest in 100% of the capital stock of our domestic subsidiaries (with certain exceptions) and 65% of the capital stock of our material first tier foreign subsidiaries. If our corporate credit rating is "Ba2" or less by Moody's and "BB" or less by S&P, then we and our domestic subsidiary guarantors are required to grant security interests, mortgages and other liens on substantially all our and their assets.

Our senior credit facilities require that we maintain:

- A Consolidated Interest Coverage Ratio (as defined in the credit agreement generally 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 not 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 repurchase 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).

At December 31, 2009, we were in compliance with all covenant provisions of our senior credit facilities, and the senior credit facilities did not impose any restrictions on our ability to repurchase shares or pay dividends, other than those inherent in the credit agreement.

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 4). 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, but are effectively junior to our senior credit facilities. 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. During the first quarter of 2009, these senior notes became freely tradable. At December 31, 2009, we were in compliance with all covenant provisions of these senior notes.

In June 2003, we issued $300.0 of non-callable 6.25% senior notes that mature on June 15, 2011. The interest payment dates for these notes are June 15 and December 15 of each year. At December 31, 2009, $21.3 of these notes were outstanding. In December 2002, we issued $500.0 of callable 7.50% senior notes that mature on January 1, 2013. The interest payment dates for these notes are January 1 and July 1 of each year. At December 31, 2009, $28.2 of these notes were outstanding. Both of these note issuances are unsecured and rank equally with all of our existing and future unsecured senior indebtedness, but are effectively junior to our senior credit facilities.

Other Borrowings and Financing Activities

Some of our businesses participate in extended accounts payable programs through agreements with lending institutions. Under the arrangements, our businesses are provided extended payment terms. As of December 31, 2009, there were no amounts outstanding under this financing agreement. As of December 31, 2008, the participating businesses had $7.3 outstanding under these arrangements. Additionally, certain of our businesses purchase goods and services under a purchasing card program and travel card program allowing for payment beyond normal payment terms. As of December 31, 2009 and 2008, the participating businesses had $31.5 and $40.6, respectively, outstanding under these arrangements. 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.

We are party to 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. 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. As of December 31, 2009, we had $22.0 outstanding under this financing agreement, while there were no amounts outstanding under this financing agreement at December 31, 2008. Lastly, at December 31, 2009, we had $10.8 of available borrowing capacity under our trade receivables financing agreement.

(13) Financial Instruments

On January 1, 2009, we adopted FASB guidance, which requires enhanced disclosures regarding an entity's derivative and hedging activities. The guidance 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. This adoption had no financial impact on our consolidated financial statements.

Interest Rate Swaps

We maintain Swaps to hedge interest rate risk 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 December 31, 2009, the aggregate notional amount of the Swaps was $480.0.

In connection with the termination of our previously held Swaps, on September 21, 2007, we made a net cash payment of $0.4. In addition, we reclassified $0.8 from accumulated other comprehensive income (loss) ("AOCI") to "Loss on early extinguishment of debt."

As of December 31, 2009 and 2008, we recorded an unrealized loss, net of taxes, of $16.8 and $25.8, respectively, to AOCI. In addition, as of December 31, 2009 and 2008, we recorded a long-term liability of $28.0 and $42.0, 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 non-functional currency denominated cash flows and to minimize their impact. Our principal currency exposures relate to the Euro, British Pound, South African Rand and Chinese Yuan.

From time to time, we enter into currency protection agreements ("FX forward contracts") to manage the exposure on contracts with forecasted transactions denominated in non-functional 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. In addition, some of our contracts contain currency forward embedded derivatives ("FX embedded derivatives"), as the currency of exchange is not "clearly and closely" related to the functional currency of either party to the transaction. Certain of our FX embedded derivatives and FX forward contracts are designated as cash flow hedges, as deemed appropriate.

(All dollar and share amounts in millions, except per share data)

To the extent these derivatives are effective in offsetting the variability of the hedged cash flows, changes in the derivatives' fair value are included in AOCI. These changes in fair value will subsequently be reclassified into earnings as a component of revenues or cost of goods sold, as applicable, when the forecasted transaction impacts earnings. To the extent that a previously designated hedging transaction is no longer an effective hedge, any ineffectiveness measured in the hedging relationship is recorded in earnings in the period it occurs. We had FX forward contracts with an aggregate notional amount of $100.2 and $129.8 outstanding as of December 31, 2009 and 2008, respectively. The scheduled maturity of these contracts is $71.8 and $28.4 in 2010 and 2011, respectively. The unrealized loss, net of taxes, recorded in AOCI was $3.1 and $1.3 related to FX embedded derivatives and FX forward contracts, respectively, as of December 31, 2009.

Commodity Contracts

From time to time, we enter into forward contracts to manage the exposure on forecasted purchases of commodity raw materials ("commodity contracts"). At December 31, 2009, the outstanding notional amount of commodity contracts was 1.3 million pounds of copper. We designate and account for these contracts as cash flow hedges and, to the extent these commodity contracts are effective in offsetting the variability of the forecasted purchases, the change in fair value is included in AOCI. We reclassify the AOCI associated with our commodity contracts to cost of products sold when the forecasted transaction impacts earnings. As of December 31, 2009 and 2008, the fair values of these contracts were $0.9 and $(7.2) (recorded as a current asset and a current liability, respectively). The unrealized gain, net of taxes, recorded in AOCI was $0.5 as of December 31, 2009, compared to an unrealized loss, net of taxes, of $5.8 as of December 31, 2008. We anticipate reclassifying the unrealized gain to income over the next 12 months.

The following summarizes the fair value of our derivative financial instruments:

	December 31, 2009		December 31, 2008	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Derivative contracts designated as hedging instruments:				
Commodity contracts	Other current assets	$ 0.9	—	$ —
FX embedded derivatives	Other assets	0.9	—	—
		$ 1.8		$ —
Commodity contracts	—	$ —	Accrued expenses	$ (7.2)
FX forward contracts	Accrued expenses	(1.0)	—	—
Swaps	Other long-term liabilities	(28.0)	Other long-term liabilities	(42.0)
FX embedded derivatives	Other long-term liabilities	(10.1)	—	—
		$ (39.1)		$ (49.2)
Derivative contracts not designated as hedging instruments:				
FX forward contracts	Other current assets	$ 0.2	Other current assets	$ 0.5
FX embedded derivatives	Other current assets	0.2	Other current assets	0.1
FX embedded derivatives	—	—	Other assets	8.9
		$ 0.4		$ 9.5
FX forward contracts	Accrued expenses	$ (0.4)	Accrued expenses	$ (2.9)
FX embedded derivatives	Accrued expenses	(0.3)	—	—
		$ (0.7)		$ (2.9)

(All dollar and share amounts in millions, except per share data)

The following summarizes the effect of derivative financial instruments in cash flow hedging relationships on AOCI and the consolidated statements of operations for the years ended December 31, 2009, 2008 and 2007:

	Amount of gain (loss) recognized in AOCI, pre-tax[(1)]			Classification of gain (loss) reclassified from AOCI	Amount of gain (loss) reclassified from AOCI to income, pre-tax[(1)]		
	2009	2008	2007		2009	2008	2007
Swaps	$ (6.6)	$ (35.8)	$ (16.0)	Interest Expense	$ (20.4)	$ (8.7)	$ 3.1
FX Forward contracts	(1.8)	—	—		—	—	—
FX embedded derivatives	(4.6)	—	—		—	—	—
Commodity contracts	4.0	(8.2)	0.2	Cost of products sold	(6.2)	0.3	0.4
	$ (9.0)	$ (44.0)	$ (15.8)		$ (26.6)	$ (8.4)	$ 3.5

(1) For the year ended December 31, 2009, losses of $0.2 were recognized in other expense, net relating to derivative ineffectiveness and amounts excluded from effectiveness testing.

The following summarizes the effect of derivative financial instruments not designated as cash flow hedging relationships on the consolidated statements of operations for the years ended December 31, 2009, 2008 and 2007:

	Classification of gain (loss) recognized in income	Amount of gain (loss) recognized in income		
		2009	2008	2007
FX forward contracts	Other expense, net	$ 5.6	$ 3.8	$ 3.9
FX embedded derivatives	Other expense, net	(13.1)	0.7	2.3
		$ (7.5)	$ 4.5	$ 6.2

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist of cash and temporary investments, trade accounts receivable, Swaps, 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. No one customer, or group of customers that to our knowledge are under common control, accounted for more than 10% of our revenues for any period presented.

(All dollar and share amounts in millions, except per share data)

(14) Commitments, Contingent Liabilities and Other Matters

Leases

We lease certain manufacturing facilities, offices, sales and service locations, machinery and equipment, vehicles and office equipment under various leasing programs accounted for as operating leases. The future minimum rental payments under operating leases with remaining non-cancelable terms in excess of one year are:

Year Ending December 31,	
2010	$ 41.1
2011	33.6
2012	23.7
2013	17.2
2014	15.0
Thereafter	44.8
Total minimum payments	$ 175.4

Total operating lease expense was $58.0 in 2009, $51.4 in 2008 and $44.5 in 2007. Capital leases were not material to any of the periods presented.

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, and competitive claims), environmental matters, and risk management matters (e.g., product and general liability, automobile, and workers' compensation claims), 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 us 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 $308.5 (including $231.8 for risk management matters) and $340.9 (including $260.7 for risk management matters) at December 31, 2009 and 2008, respectively. Of these amounts, $236.8 and $266.8 are included in "Other long-term liabilities" within our consolidated balance sheets at December 31, 2009 and 2008, respectively, with the remainder included in "Accrued expenses."

Litigation Matters

On April 13, 2007, we settled a class action lawsuit by purchasers of our common stock alleging violations of the Securities Exchange Act of 1934 and a related ERISA class action lawsuit filed on behalf of participants in our employee benefit plans. Under the terms of the settlement, both class action lawsuits were dismissed with prejudice and our aggregate net settlement payment, after reimbursement by our insurer, was $5.1, which we paid into the settlement fund in May 2007. During 2006, we recorded the charge associated with the settlement.

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. 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. In addition, the judge responsible for this matter approved a plea-agreement, under which our subsidiary made a payment of Euro 1.2 in October

2008 and all remaining claims against our subsidiary were resolved. We recorded the liability 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 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 99 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, only 10 of which sites 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 that 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 liability, 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 record a 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 workers' compensation, automobile, product and general liability, disability and health 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 generally 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 loss exposure.

Collaborative Arrangements

On January 1, 2009, we adopted FASB guidance, which 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. The guidance requires that costs incurred and revenues generated from transactions with third parties be reported by the collaborators on the appropriate line item in their respective income statements. Income statement characterization of payments between the participants to a collaborative arrangement is required to be based on other authoritative literature if the payments are within the scope of such literature. The footnotes to financial statements in the initial period of adoption and annually thereafter are required to disclose (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. Refer to our disclosure on consortium arrangements below.

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. Our consortium arrangements typically provide that each consortium member assumes its responsible share of any damages or losses associated with the project; however, the use of a consortium arrangement typically results in joint and several liability for the consortium members. If responsibility cannot be determined or a consortium member defaults, then the remaining consortium members are responsible according to their share of the contract value. Within our consolidated financial statements, we account for our share of the revenues and profits under the consortium arrangements. As of December 31, 2009, our share of the aggregate contract value on open consortium arrangements was $440.7 (of which approximately 40.4% has been recognized thus far as revenue), whereas the aggregate contract value on open consortium arrangements was $1,015.2. As of December 31, 2008, our share of the aggregate contract value on open consortium arrangements was $316.3 (of which approximately 42.0% had been recognized as revenue), whereas the aggregate contract value on open consortium arrangements was $738.6. At December 31, 2009 and 2008, we recorded liabilities of $5.5 and $3.1, respectively, representing the estimated fair value of our potential obligation under the joint and several liability provisions associated with the consortium arrangements.

Executive Agreements

The Board of Directors has approved employment agreements for ten of our executives. These agreements have rolling terms of either one year or two years and specify the executive's current compensation, benefits and perquisites, the executive's entitlements upon termination of employment or a change in control, and other employment rights and responsibilities. In addition, three executive officers have outstanding non-interest bearing 20-year relocation home loans totaling $4.5 granted in connection with the 2001 move of our corporate headquarters. In the event of the death or permanent disability of the employee or a change in control of SPX, we will forgive the note and pay the employee or his estate an amount equal to the employee's tax liability as a result of the loan forgiveness.

(All dollar and share amounts in millions, except per share data)

(15) Shareholders' Equity and Stock-Based Compensation

Earnings Per Share

The following table sets forth the computations of basic and diluted earnings per share:

	Year Ended December 31, 2009	2008	2007
Numerator:			
Income from continuing operations	$ 48.2	$ 258.9	$ 291.4
Less: Net income attributable to noncontrolling interests	1.8	6.6	0.4
Income from continuing operations attributable to SPX Corporation common shareholders for calculating basic and diluted earnings per share	$ 46.4	$ 252.3	$ 291.0
Income (loss) from discontinued operations	$ (32.0)	$ 13.9	$ 4.7
Less: Net income (loss) attributable to noncontrolling interest	(17.3)	18.3	1.5
Income (loss) from discontinued operations attributable to SPX Corporation common shareholders for calculating basic and diluted earnings per share	$ (14.7)	$ (4.4)	$ 3.2
Denominator:			
Weighted-average number of common shares used in basic earnings per share	49.363	53.596	55.425
Dilutive Securities — Employee stock options, restricted stock and restricted stock units	0.434	0.763	1.012
Weighted-average number of common shares and dilutive securities used in diluted earnings per share	49.797	54.359	56.437

The total number of stock options that were not included in the computation of dilutive earnings per share because their exercise price was greater than the average market price of common shares was 0.668, 0.326 and 0.656 for the years ended December 31, 2009, 2008 and 2007, respectively. The total number of unvested restricted stock and restricted stock units that were not included in the computation of diluted income per share because required market thresholds for vesting (as discussed below) were not met was 0.222 and 0.281 at December 31, 2009 and 2008, respectively.

Accumulated Other Comprehensive Income (Loss)

The components of the balance sheet caption accumulated other comprehensive income (loss) were as follows:

	December 31, 2009	December 31, 2008
Foreign currency translation adjustment	$ 254.6	$ 204.0
Net unrealized losses on qualifying cash flow hedges, net of tax benefit of $13.0 and $19.7, respectively	(20.7)	(31.6)
Pension liability adjustment, net of tax benefit of $268.0 and $211.5, respectively[1]	(447.5)	(352.3)
Accumulated other comprehensive loss	$ (213.6)	$ (179.9)

(1) As of December 31, 2009, includes $6.0 related to our share of the pension liability adjustment for EGS.

(All dollar and share amounts in millions, except per share data)

Common Stock and Treasury Stock

At December 31, 2009, we had 200.0 authorized shares of common stock (par value $10.00). Common shares issued, treasury shares and shares outstanding are summarized in the table below.

	Common Stock Issued	Treasury Stock	Shares Outstanding
Balance at December 31, 2006	92.835	(34.069)	58.766
Stock options exercised	1.899	0.388	2.287
Share repurchases	—	(9.004)	(9.004)
Restricted stock and restricted stock units	0.627	(0.105)	0.522
Other	0.221	—	0.221
Balance at December 31, 2007	95.582	(42.790)	52.792
Stock options exercised	0.281	0.770	1.051
Share repurchases	—	(3.375)	(3.375)
Restricted stock and restricted stock units	0.403	—	0.403
Other	0.257	—	0.257
Balance at December 31, 2008	96.523	(45.395)	51.128
Stock options exercised	0.154	—	0.154
Share repurchases	—	(2.625)	(2.625)
Restricted stock and restricted stock units	0.260	0.104	0.364
Other	0.347	—	0.347
Balance at December 31, 2009	97.284	(47.916)	49.368

Stock-Based Compensation

Under the 2002 Stock Compensation Plan, as amended in 2006, the successor plan to the 1992 Stock Compensation Plan, up to 20.0 shares of our common stock may be granted to key employees and 5.555 of these shares were available for grant at December 31, 2009. The 2002 Stock Compensation Plan permits the issuance of new shares or shares from treasury upon the exercise of options, vesting of restricted stock units or restricted stock.

During the years ended December 31, 2009, 2008 and 2007, we classified excess tax benefits from stock-based compensation of $1.7, $35.3 and $29.0, respectively, as financing cash flows and included such amounts in "Proceeds from the exercise of employee stock options and other, net of minimum tax withholdings paid on behalf of employees for net share settlements" within our consolidated statements of cash flows.

Restricted stock or restricted stock units may be granted to certain 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. Market ("company performance") thresholds have been instituted for vesting of substantially all restricted stock and restricted stock unit awards. 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.

We grant restricted stock to non-employee directors under the 2006 Non-Employee Directors' Stock Incentive Plan (the "Directors' Plan"). Under the Directors' Plan, up to 0.100 shares of our common stock may be granted to non-employee directors and 0.053 of these shares were available for grant at December 31, 2009. Restricted stock has 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 for employee awards described in the preceding paragraph. Restricted stock that does not vest within the three-year vesting period in accordance with these performance requirements is forfeited.

(All dollar and share amounts in millions, except per share data)

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 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.

The recognition of compensation expense for share-based awards, including stock options, is based on their grant date fair values. The fair value of each award is amortized over the lesser of the award's requisite or derived service period, which is generally up to three years. There was no stock option expense for the years ended December 31, 2009 and 2008. Stock option expense for the year ended December 31, 2007 was $0.2. Compensation expense related to restricted stock and restricted stock units totaled $27.6, $41.5 and $39.3 for the years ended December 31, 2009, 2008 and 2007, respectively.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. There were no option grants in 2009, 2008 and 2007.

We use the Monte Carlo simulation model valuation technique to determine fair value of our restricted stock and restricted stock units as they contain a "market condition." The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award and calculates the fair 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, 2009 and January 2, 2008:

	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, 2009:				
SPX Corporation	52.7%	2.31%	1.12%	0.7272
S&P 500 Composite Index	26.2%	n/a	1.12%	
January 2, 2008:				
SPX Corporation	26.5%	0.98%	2.85%	0.4913
S&P 500 Composite Index	12.4%	n/a	2.85%	

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 grant. The risk-free interest rate is based on the one-year through three-year daily treasury yield curve rate as of the grant date.

(All dollar and share amounts in millions, except per share data)

Restricted Stock and Restricted Stock Unit Awards

The following table summarizes the restricted stock and restricted stock unit activity from December 31, 2006 through December 31, 2009:

	Unvested Restricted Stock and Restricted Stock Units	Weighted-average Grant-Date Fair Value per share
Outstanding at December 31, 2006	1.525	$ 36.95
Granted	0.815	46.24
Vested	(0.835)	41.83
Forfeited	(0.127)	36.93
Outstanding at December 31, 2007	1.378	40.49
Granted	0.641	74.62
Vested	(0.703)	38.78
Forfeited	(0.065)	55.93
Outstanding at December 31, 2008	1.251	58.01
Granted	0.667	33.42
Vested	(0.429)	41.75
Forfeited	(0.054)	54.61
Outstanding at December 31, 2009	1.435	51.75

As of December 31, 2009, there was $10.5 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 1.3 years.

In conjunction with the sale of Contech in April 2007 (see Note 4), we modified the existing outstanding awards issued to certain Contech employees by removing all restrictions associated with 0.046 restricted stock units and accelerating the vesting period to the effective date of the modification. This modification resulted in 0.031 shares issued, 0.015 shares withheld related to the SPX minimum required tax withholdings and expense recorded of $1.1, net of tax, as part of the loss on disposition of discontinued operations.

Stock Options

The following table shows stock option activity from December 31, 2006 through December 31, 2009:

	Shares	Weighted Average Exercise Price
Options outstanding at December 31, 2006	4.836	$ 60.97
Exercised	(2.287)	54.41
Terminated	(0.175)	67.65
Options outstanding and exercisable at December 31, 2007	2.374	66.80
Exercised	(1.051)	69.26
Terminated	(0.015)	60.29
Options outstanding and exercisable at December 31, 2008	1.308	64.89
Exercised	(0.154)	39.69
Terminated	(0.273)	94.80
Options outstanding and exercisable at December 31, 2009	0.881	59.86

The weighted-average remaining term, in years, of options outstanding and exercisable at December 31, 2009 was 1.9. The total number of in-the-money options exercisable on December 31, 2009 was 0.430. Aggregate intrinsic value (market value of stock less option exercise price) represents the total pretax intrinsic value, based on our closing stock price on

December 31, 2009, 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 exercisable at December 31, 2009 was $4.8. The aggregate intrinsic value of options exercised during the years ended December 31, 2009, 2008 and 2007 was $2.7, $52.5 and $65.4, respectively.

Treasury Stock

In 2009, we repurchased 2.625 shares (all of which were associated with written trading plans under Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended) of our common stock on the open market, for total cash consideration of $113.2. We record common stock repurchases based on the settlement date. The covenants under our senior credit facilities contain certain restrictions on the payment of dividends and the repurchase of our common stock. See Note 12 for discussion of our ability to repurchase shares under our current senior credit facilities.

Preferred Stock

None of our 3.0 shares of authorized no par value preferred stock was outstanding at December 31, 2009, 2008 and 2007.

Retained Earnings

During 2006, we recorded an income tax benefit of $33.2 to "Gain (loss) on disposition of discontinued operations, net of tax" relating to the sale of our Dock Products business. In the first quarter of 2010, it was determined that the income tax benefit recorded during 2006 to "Gain (loss) on disposition of discontinued operations, net of tax" was overstated by $20.0 resulting from an incorrect calculation of the Dock Products' income tax basis. We have evaluated the effects of this misstatement on our 2006 consolidated financial statements in accordance with the guidance provided by SEC Staff Accounting Bulletin No. 108, codified as SAB Topic 1.N, "Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in the Current Year Financial Statements, ("SAB No. 108")" and concluded that no prior period is materially misstated. To correct this misstatement and as permitted by SAB No. 108, we have (i) reduced beginning retained earnings, SPX's shareholders' equity, and total equity and (ii) increased income taxes payable by $20.0 for all periods presented in these consolidated financial statements.

(16) Fair Value

Effective January 1, 2009, we adopted fair value measurements, as required by the Fair Value Measurement and Disclosures Topic of the Codification, for our nonfinancial assets and nonfinancial liabilities measured on a non-recurring basis. We adopted these fair value measurements for our financial assets and liabilities during 2008. 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).

Our financial derivative assets and liabilities include Swaps, FX forward contracts, FX embedded derivatives and commodity contracts that are measured at fair value using observable market inputs such as forward rates, interest rates, our own credit risk and our counterparties' credit risk. Based on these inputs, the derivative assets and liabilities are classified within Level 2 of the valuation hierarchy. Based on our continued ability to enter into forward contracts, we consider the markets for our fair value instruments to be active.

As of December 31, 2009, there has been no significant impact to the fair value of our derivative liabilities due to our own credit risk, as the related agreements are collateralized under our senior credit facilities. Similarly, there has been no significant impact to the valuation of our derivative assets based on our evaluation of our counterparties' credit risk.

(All dollar and share amounts in millions, except per share data)

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 included the following as of December 31, 2009:

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Current assets — FX embedded derivatives, FX forward contracts and commodity contracts	$ —	$ 1.3	$ —
Noncurrent assets — FX embedded derivatives	—	0.9	—
Current liabilities — FX forward contracts and FX embedded derivatives	—	1.7	—
Long-term liabilities — FX embedded derivatives and Swaps	—	38.1	—

Assets and liabilities measured at fair value on a recurring basis included the following as of December 31, 2008:

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Current assets — FX forward contracts and FX embedded derivatives	$ —	$ 0.6	$ —
Noncurrent assets — FX embedded derivatives	—	8.9	—
Current liabilities — FX forward contracts and commodity contracts	—	10.1	—
Long-term liabilities — Swaps	—	42.0	—

In connection with our annual goodwill impairment testing during the fourth quarter of 2009, we determined that the fair value of our Service Solutions reporting unit was less than the carrying value of its net assets (see Note 8). The fair value of the reporting unit was based upon weighting of the income and market approaches, utilizing estimated cash flows and a terminal value discounted at a rate of return that reflects the relative risk of the cash flows, as well as valuation multiples derived from comparable publicly traded companies that are applied to the historical and projected operating results of the reporting unit (unobservable inputs — Level 3). We estimated the implied fair value of Service Solutions' goodwill, which resulted in an impairment charge related to such goodwill of $187.7. In addition, we recorded an impairment charge of $1.0 related to other intangible assets of Service Solutions. The fair value of these intangibles was determined based on a projection of cash flows for the assets discounted at a rate of return that reflects the relative risk of the cash flows (unobservable input — Level 3).

In connection with our annual impairment testing of indefinite-lived intangible assets during the fourth quarter of 2009, we determined that trademarks held by a business within our Thermal Equipment and Services segment were impaired and, thus, we recorded an impairment charge of $6.1. The fair value was determined by applying an estimated royalty rate to projected revenues, with the resulting cash flows discounted at a rate of return that reflects current market conditions; which are unobservable inputs (Level 3).

We recorded pre-tax impairment charges of $20.8 (to "gain (loss) on disposition of discontinued operations, net of tax") in order to reduce the carrying value of the net assets of Filtran and P.S.D., Inc. (businesses within our Industrial Products and Services segment — see Note 4) to their estimated fair values. In both cases, the estimated fair values were based on indications of interest (i.e., unobservable inputs — Level 3). In additon, we recorded impairment charges of $11.1 during 2009 to "Special charges, net" related to assets to be disposed in connection with certain restructuring initiatives. The fair values were based on the estimated selling prices for these assets. We determined the estimated selling prices by obtaining information in the specific markets being evaluated, including comparable sales of similar assets and assumptions about demand in the market for these assets (unobservable inputs — Level 3).

The carrying amount of cash and equivalents and receivables reported in our consolidated balance sheets approximates fair value because of the short maturity of those instruments.

The fair value of our debt instruments, based on borrowing rates available to us at December 31, 2009 for similar debt, was $1,283.9 at December 31, 2009, compared to our carrying value of $1,279.0.

(All dollar and share amounts in millions, except per share data)

(17) Quarterly Results (Unaudited)

	First[4][5]		Second[4][5]		Third[4][5]		Fourth[5]	
	2009	2008	2009	2008	2009	2008	2009	2008
Operating revenues	$ 1,159.6	$ 1,345.0	$ 1,193.5	$ 1,504.9	$ 1,173.6	$ 1,481.9	$ 1,324.1	$ 1,505.8
Gross profit[1]	332.0	403.1	348.1	461.1	354.6	441.8	386.3	462.3
Income (loss) from continuing operations[2]	38.3	64.3	39.1	90.3	50.8	111.1	(80.0)	(6.8)
Income (loss) from discontinued operations, net of tax[2][3]	(14.0)	0.3	(6.0)	4.3	(18.8)	7.2	6.8	2.1
Net income (loss)	24.3	64.6	33.1	94.6	32.0	118.3	(73.2)	(4.7)
Less: Net income (loss) attributable to noncontrolling interests	(0.1)	3.2	(0.3)	(0.2)	(14.0)	1.3	(1.1)	20.6
Net income (loss) attributable to SPX Corporation common shareholders	$ 24.4	$ 61.4	$ 33.4	$ 94.8	$ 46.0	$ 117.0	$ (72.1)	$ (25.3)
Basic earnings (loss) per share of common stock:								
Continuing operations	$ 0.78	$ 1.17	$ 0.81	$ 1.68	$ 0.99	$ 2.03	$ (1.63)	$ (0.20)
Discontinued operations, net of tax	(0.29)	(0.02)	(0.13)	0.09	(0.05)	0.13	0.17	(0.27)
Net income (loss)	$ 0.49	$ 1.15	$ 0.68	$ 1.77	$ 0.94	$ 2.16	$ (1.46)	$ (0.47)
Diluted earnings (loss) per share of common stock:								
Continuing operations	$ 0.77	$ 1.15	$ 0.80	$ 1.65	$ 0.98	$ 2.00	$ (1.63)	$ (0.20)
Discontinued operations, net of tax	(0.29)	(0.02)	(0.12)	0.08	(0.05)	0.12	0.17	(0.27)
Net income (loss)	$ 0.48	$ 1.13	$ 0.68	$ 1.73	$ 0.93	$ 2.12	$ (1.46)	$ (0.47)

Note: The sum of the quarters' earnings per share may not equal the full year per share amounts.

(1) Gross profit for 2009 included charges related to the settlement of two product liability matters of $3.5, $5.5, and $0.5 in the first, second, and third quarters of 2009, respectively.

(2) The first, second, third and fourth quarters of 2009 included charges of $11.9, $23.3, $19.3 and $18.6, respectively, associated with restructuring initiatives. The first, second, third and fourth quarters of 2008 included charges of $0.7, $4.2, $4.8 and $7.5, respectively, associated with restructuring initiatives. See Note 6 for additional information.

The first, second, third and fourth quarters of 2009 included income (expense) for foreign currency transactions and net changes in fair value of our FX forward contracts and FX embedded derivatives of $(12.1), $(2.2), $(7.0), and $0.3, respectively, while the related amounts for the four quarters of 2008 were $(5.7), $4.4, $0.9, and $(5.3), respectively.

The third quarter of 2008 included a charge of $9.5 relating to the settlement of a lawsuit arising out of a 1997 business disposition.

During the third quarter of 2008, we recorded income tax benefits of $25.6 and $5.0 to continuing operations and discontinued operations, respectively, in connection with the finalization of the audits of our 2003 through 2005 Federal income tax audits.

During the fourth quarter of 2009, we recorded tax benefits of $4.9 associated with the loss on an investment in a foreign subsidiary. In addition, we recorded tax benefits of $16.5 in the fourth quarter of 2009 related to a reduction in liabilities for uncertain tax positions associated with statute expirations and audit settlements in certain tax jurisdictions, with $6.4 related to continuing operations and $10.1 to discontinued operations.

In the fourth quarter of 2009, we recorded $188.7 of charges related to the impairment of goodwill $(187.7) and other intangible assets $(1.0) at our Service Solutions reporting unit. Additionally, we recorded a charge of $6.1 related to the

impairment of trademarks at one of our Thermal Equipment and Services businesses. In the fourth quarter of 2008, we recorded $123.0 of charges related to the impairment of goodwill $(114.1) and other intangible assets $(8.9) at our Weil McLain subsidiary. See Note 8 for further discussion.

(3) During the third quarter of 2008, we committed to a plan to divest our Scales business. As a result of the planned divesture, we recorded a net charge of $1.2 during the third quarter of 2008 to reduce the carrying value of the related net assets to be sold to their estimated net realizable value. During the fourth quarter, we sold our Scales business, resulting in an additional net loss of $3.5.

We sold LDS during the fourth quarter of 2008, resulting in a net gain of $17.1.

During the third quarter of 2008, we committed to a plan to divest the Dezurik business within our Flow Technology ("Dezurik") segment. As a result of the planned divestiture, we recorded net charges of $1.2 and $4.8 in the third and fourth quarters of 2008, respectively, in order to reduce the carrying value of the related net assets to be sold to their estimated net realizable value. During the first quarter of 2009, we completed the sale of Dezurik for $23.5.

During the fourth quarter of 2008, we committed to a plan to divest the Filtran business within our Industrial Products and Services segment. As a result of this planned divestiture, and in consideration of the contemplated buyout of the minority interest shareholder, we recorded a total impairment charge of $23.0 during the fourth quarter of 2008 in order to reduce the carrying value of the Filtran net assets to be sold to their estimated net realizable value. Of the $23.0 charge, $16.5 related to the premium we were expecting to pay the minority interest shareholder, while the remaining of $6.5 represented the loss we were anticipating upon the sale of 100% of the Filtran business. The $23.0 charge was recorded to "Gain (loss) on disposition of discontinued operations, net of tax" within our 2008 consolidated statement of operations.

As noted in Note 3 herein, in December 2007, the FASB issued guidance which established new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. We adopted this guidance, which requires retroactive application, on January 1, 2009. As such, we reclassified $16.5 of the fourth quarter 2008 impairment charge from "Gain (loss) on disposition of discontinued operations, net of tax" to "Net income (loss) attributable to noncontrolling interest" within our 2008 consolidated statement of operations and the fourth quarter 2008 quarterly results included herein.

During the first quarter of 2009, we recorded an additional impairment charge of $8.5 based on current indications of interest for the business, with all of the charge recorded to "Gain (loss) on disposition of discontinued operations, net of tax".

In October 2009, we completed the sale of the Filtran business for total consideration of $15.0. In connection with the sale, we did not buy out the minority interest shareholder and, thus, sold only our share of the Filtran business. As a result, we reclassified $16.5 of the impairment charge noted above from "Net income (loss) attributable to noncontrolling interest" to "Gain (loss) on disposition of discontinued operations, net of tax" within our consolidated statements of operations in 2009 and the third quarter 2009 quarterly results included herein.

During the second quarter of 2009, we committed to a plan to divest P.S.D., Inc., a business within our Industrial Products and Services segment. As a result of this planned divestiture, we recorded a net charge of $7.3 during the second quarter of 2009 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.

(4) Amounts presented differ from amounts previously reported in our quarterly reports on Form 10-Q due to the classification of certain of our businesses as discontinued operations.

(5) 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 effects of this practice only impact the quarterly reporting periods and not the annual reporting period. We had two fewer days in the first quarter of 2009 and one additional day in the fourth quarter of 2009 when compared to the respective 2008 periods.

PART IV

ITEM 15. Exhibits And Financial Statement Schedules

The following documents are filed as part of this Amendment No. 1 of Form 10-K:

1. All financial statements. See Index to Consolidated Financial Statements on page 4 of this Form 10-K/A.
2. Financial Statement Schedules. None required. See page 4 of this Form 10-K/A.
3. Exhibits. See Index to Exhibits.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on this 10th day of August, 2010.

SPX CORPORATION
(Registrant)

By /s/ PATRICK J. O'LEARY

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on this 10th day of August, 2010.

/s/ CHRISTOPHER J. KEARNEY	/s/ PATRICK J. O'LEARY
Christopher J. Kearney Chairman of the Board, President and Chief Executive Officer	Patrick J. O'Leary Executive Vice President, Treasurer and Chief Financial Officer
*	*
Albert A. Koch Director	Kermit Campbell Director
*	*
Michael J. Mancuso Director	J. Michael Fitzpatrick Director
*	*
Emerson U. Fullwood Director	Martha B. Wyrsch Director
/s/ MICHAEL A. REILLY	
Michael A. Reilly Vice President, Corporate Controller and Chief Accounting Officer	

*By: /s/ CHRISTOPHER J. KEARNEY

Christopher J. Kearney
Attorney-in-Fact

INDEX TO EXHIBITS

Item No.		Description
3.1	—	Restated Certificate of Incorporation, as amended, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (file no. 1-6948).
3.2	—	Certificate of Ownership and Merger dated April 25, 1988, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 1988 (file no. 1-6948).
3.3	—	By-Laws as amended and restated effective November 17, 2008, incorporated herein by reference from our Current Report on Form 8-K filed on November 19, 2008 (file no. 1-6948).
4.1	—	Indenture between SPX Corporation and JPMorgan Chase Bank, as Trustee, dated as of December 27, 2002, incorporated herein by reference from our Current Report on Form 8-K filed on January 3, 2003 (file no. 1-6948).
4.2	—	First Supplemental Indenture between SPX Corporation and JPMorgan Chase Bank, as Trustee, dated as of December 27, 2002, incorporated herein by reference from our Current Report on Form 8-K filed on January 3, 2003 (file no. 1-6948).
4.3	—	Second Supplemental Indenture between SPX Corporation and JPMorgan Chase Bank, as Trustee, dated as of June 16, 2003, incorporated herein by reference from our Current Report on Form 8-K filed on June 18, 2003 (file no. 1-6948).
4.4	—	Third Supplemental Indenture, dated as of March 24, 2005, between SPX Corporation and JPMorgan Chase Bank, N.A. (f/k/a JPMorgan Chase Bank), as trustee, incorporated herein by reference from our Current Report on Form 8-K/A filed on November 7, 2005 (file no. 1-6948).
4.5	—	Fourth Supplemental Indenture, dated as of March 24, 2005, between SPX Corporation and JPMorgan Chase Bank, N.A. (f/k/a JPMorgan Chase Bank), as trustee, incorporated herein by reference from our Current Report on Form 8-K/A filed on November 7, 2005 (file no. 1-6948).
4.6	—	Indenture, dated as of December 13, 2007 between SPX Corporation, the Initial Subsidiary Guarantors, and U.S. Bank National Association, a national banking association, as trustee, incorporated herein by reference from our Current Report on Form 8-K filed on December 19, 2007 (file no. 1-6948).
4.7	—	Registration Rights Agreement, dated as of December 13, 2007, among SPX Corporation, the Guarantors, and Banc of America Securities LLC and J.P. Morgan Securities, Inc., as representatives of the initial purchasers, incorporated herein by reference from our Current Report on Form 8-K filed on December 19, 2007 (file no. 1-6948).
4.8	—	First Supplemental Indenture between SPX Corporation and certain of its subsidiaries and U.S. Bank N.A. as Trustee, dated as of August 14, 2009, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended September 26, 2009.
4.9	—	Copies of the instruments with respect to our other long-term debt are available to the Securities and Exchange Commission upon request.
*10.1	—	SPX Corporation Retirement Plan for Directors, as amended and restated, incorporated herein by reference from our Amendment No. 1 on Form 8 to the Annual Report on Form 10-K for the year ended December 31, 1988 (file no. 1-6948).
*10.2	—	Stock Option Award dated as of June 23, 1999 between SPX Corporation and Patrick J. O'Leary, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 (file no. 1-6948).
*10.3	—	Form of Loan Note (Primary Residence) for certain executive officers, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2001 (file no. 1-6948).
*10.4	—	Amended and Restated Deferred Compensation Plan of United Dominion Industries, Inc., effective as of May 24, 2001, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2001 (file no. 1-6948).
*10.5	—	SPX Corporation 2002 Stock Compensation Plan, as amended and restated, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (file no. 1-6948).

Item No.		Description
*10.6	—	SPX Corporation Executive Long-Term Disability Plan, incorporated herein by reference from our Current Report on Form 8-K filed on December 19, 2005 (file no. 1-6948).
*10.7	—	Amendment to SPX Corporation 2002 Stock Compensation Plan, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2005 (file no. 1-6948).
*10.8	—	Form SPX Corporation Confidentiality and Non-Competition Agreement for Executive Officers, incorporated herein by reference from our Current Report on Form 8-K filed on October 6, 2006 (file no. 1-6948).
*10.9	—	2002 Stock Compensation Plan (As Amended and Restated), incorporated herein by reference to Appendix C of our definitive proxy statement for our 2006 Annual Meeting of Stockholders, filed April 3, 2006 (file no. 1-6948).
*10.10	—	Executive Annual Incentive Plan, incorporated herein by reference to Appendix C of our definitive proxy statement for our 2006 Annual Meeting of Stockholders, filed April 3, 2006 (file no. 1-6948).
*10.11	—	2006 Non-Employee Directors' Stock Incentive Plan, incorporated herein by reference to Appendix C of our definitive proxy statement for our 2006 Annual Meeting of Stockholders, filed April 13, 2006 (file no. 1-6948).
*10.12	—	Amendment to the SPX Corporation 2006 Non-Employee Directors' Stock Incentive Plan, incorporated herein by reference to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (file no. 1-6948).
10.13	—	Credit Agreement, dated as of September 21, 2007, among SPX Corporation, the Foreign Subsidiary Borrowers party thereto, The Bank of America, N.A., as Administrative Agent, Deutsche Bank AG Deutschlandgeschäft Branch, as Foreign Trade Facility Agent, and the lenders party thereto, incorporated herein by reference from our Current Report on Form 8-K filed on September 27, 2007 (file no. 1-6948).
*10.14	—	Form of Restricted Stock Agreement under the 2002 Stock Compensation Plan, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2007 (file no. 1-6948).
*10.15	—	Form of Restricted Stock Agreement under the SPX Corporation 2006 Non-Employee Directors' Stock Incentive Plan, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2007 (file no. 1-6948).
*10.16	—	SPX Corporation 2008 Executive Bonus Plan, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended March 29, 2008 (file no. 1-6948).
*10.17	—	SPX Corporation Supplemental Retirement Savings Plan, as Amended and Restated May 31, 2008, incorporated herein by reference from our Quarterly Report on Form 10-Q for the quarter ended June 28, 2008 (file no. 1-6948).
*10.18	—	Form of Restricted Stock Agreement under the SPX Corporation 2002 Stock Compensation Plan, incorporated herein by reference from our Current Report on Form 8-K filed on December 18, 2008 (file no. 1-6948).
*10.19	—	SPX Corporation Supplemental Individual Account Retirement Plan, as amended and restated October 21, 2008, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.20	—	SPX Corporation 1997 Non-Employee Director's Compensation Plan, as amended and restated December 17, 2008, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.21	—	SPX Corporation 2005 Non-Employee Directors' Compensation Plan, as amended and restated December 17, 2008, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.22	—	Amended and restated Employment Agreement between SPX Corporation and Christopher J. Kearney, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.23	—	Amended and restated Employment Agreement between SPX Corporation and Patrick J. O'Leary, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).

Item No.		Description
*10.24	—	Amended and restated Employment Agreement between SPX Corporation and Robert B. Foreman, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.25	—	Amended and restated Employment Agreement between SPX Corporation and Don L. Canterna, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.26	—	Amended and restated Employment Agreement between SPX Corporation and David A. Kowalski, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.27	—	Amended and restated Employment Agreement between SPX Corporation and Kevin Lilly, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.28	—	Amended and restated Employment Agreement between SPX Corporation and Lee S. Powell, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.29	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Christopher J. Kearney, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.30	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Patrick J. O'Leary, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.31	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Robert B. Foreman, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.32	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Don L. Canterna, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.33	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and David A. Kowalski, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.34	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Kevin Lilly, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.35	—	Amended and restated Executive Change of Control Agreement between SPX Corporation and Lee S. Powell, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.36	—	SPX Corporation Supplemental Retirement Plan for Top Management, as Amended and Restated October 21, 2008, incorporated herein by reference from our Annual Report on Form 10-K for the year ended December 31, 2008 (file no. 1-6948).
*10.37	—	SPX Corporation Supplemental Retirement Plan for Top Management, as amended and restated April 22, 2009, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.38	—	Employment Agreement between SPX Corporation and Jeremy W. Smeltser, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.39	—	Employment Agreement between SPX Corporation and J. Michael Whitted, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.40	—	Employment Agreement between SPX Corporation and Drew T. Ladau, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).

Item No.		Description
*10.41	—	Change of Control Agreement between SPX Corporation and Jeremy W. Smeltser, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.42	—	Change of Control Agreement between SPX Corporation and J. Michael Whitted, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.43	—	Amendment to Change of Control Agreement between SPX Corporation and J. Michael Whitted, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.44	—	Change of Control Agreement between SPX Corporation and Drew T. Ladau, incorporated herein by reference to our Quarterly Report on 10-Q for the quarter ended June 27, 2009 (file no. 1-6948).
*10.45	—	Form of Restricted Stock Agreement under the SPX Corporation 2002 Stock Compensation Plan, incorporated herein by reference from our Current Report on Form 8-K filed on December 21, 2009 (file no. 1-6948).
*10.46	—	Form of Restricted Stock Agreement under the SPX Corporation 2006 Non-Employee Directors Stock Plan, incorporated herein by reference from our Current Report on Form 8-K filed on December 21, 2009 (file no. 1-6948).
11.1	—	Statement regarding computation of earnings per share. See Consolidated Statements of Operations on page 6 of this Form 10-K/A.
21.1	—	Subsidiaries.
23.1	—	Consent of Independent Registered Public Accounting Firm — Deloitte & Touche LLP.
23.2	—	Consent of Independent Registered Public Accounting Firm — KPMG LLP
24.1	—	Power of Attorney, incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2009 (File no. 1-6948)
31.1	—	Rule 13a-14(a) Certifications.
32.1	—	Section 1350 Certifications.
99.1	—	Report of Independent Registered Public Accounting Firm — KPMG LLP
101.1	—	SPX Corporation Financial information from its Form 10-K for the fiscal year ended December 31, 2009, formatted in XBRL, including: (i) Consolidated Statements Of Operation for the years ended December 31, 2009, 2008 and 2007; (ii) Consolidated Balance Sheets at December 31, 2009 and 2008; (iii) Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss) for the years ended December 31, 2009, 2008 and 2007; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007; and (v) Notes to Consolidated Financial Statements, tagged as blocks of text.

* Denotes management contract or compensatory plan or arrangement.

Exhibit 21.1

Entity Name	Domestic Juris
ACKA Tech, Inc.	China
Administraciones Directas Interactive Especializadas, S.C.	Mexico
APV (China) Co., Ltd.	China
APV (Thailand) Limited	Thailand
APV Asia Pte Ltd.	Singapore
APV Australia Pty Ltd.	Australia
APV Benelux B.V.	Netherlands
APV Benelux NV	Belgium
APV Czech Republic s.r.o.	Czech Republic
APV Deutschland GmbH	Germany
APV Far East Limited	Hong Kong
APV Finland Oy	Finland
APV Hill and Mills (Malaysia) Sdn Bhd	Kuala Lumpur
APV Hungary Engineering and Representation Ltd. (APV Hungary Mérnöki és Képviseleti Kft)	Hungary
APV Ibérica Ingeniería Y Servicios, S.A.	Spain
APV Ireland Limited	Ireland
APV Italia S.p.A.	Italy
APV Japan, Inc.	Japan
APV Latin America Corporation	Delaware
APV Manufacturing (Shanghai) Co., Ltd.	China
APV Manufacturing Poland Sp. z.o.o.	Poland
APV Middle East FZE	United Arab Emirates
APV Middle East Limited	Saudi Arabia
APV New Zealand Limited	New Zealand
APV Norge AS	Norway
APV North America, Inc.	Delaware
APV Overseas Holdings Limited	United Kingdom
APV Productos Y Soluciones Limitada	Chile
APV Pty Ltd.	Australia
APV Rosista GmbH	Germany
APV Service Limited	Russia
APV Soluciones Integrales, S.A.de C.V.	Mexico
APV South America Indústria e Comércio Ltda.	Brazil
APV Sverige AB	Sweden
APV Systems Limited	United Kingdom
APV UK Limited	United Kingdom
Arrendadora Korco, S.A. de C.V.	Mexico
A.T.T.A. Limited	Scotland
AUTOBOSS Tech, Inc.	China
Balcke-Duerr Italiana, S.r.l.	Rome
Balcke-Dürr GmbH	Germany
Balcke-Dürr Holding GmbH	Germany
Balcke-Dürr Management GmbH	Germany
Balcke-Dürr Polska Sp. Z o.o.	Poland
BDT Limited	India
Bran & Luebbe S.A.	Brazil
BRAN + LUEBBE Electronics GmbH & Co. KG	Germany
BRAN + LUEBBE Electronics Verwaltungs-GmbH	Germany
BRAN + LUEBBE GmbH	Germany
Bran+Luebbe AS	Norway
Bran+Luebbe Pty. Ltd.	Australia

Entity Name	Domestic Juris
CARTOOL Gesellschaft zur Herstellung von Spezial-und Sonderwerkzeugen für Kraftfahrzeuge m.b.H.	Germany
DBT Technologies (Pty) Ltd	South Africa
Deca S.r.L.	Italy
Dezurik of Australia Proprietary Limited	NSW
Dollinger Ireland Limited	Ireland
EGS Electrical Group LLC	Delaware
Fairbanks Morse Pump Corporation	Kansas
Fairbanks Morse India Limited	India
Flair Corporation	Delaware
General Signal (China) Co., Ltd.	China
General Signal India Private Limited	India
General Signal Ireland B.V.	Netherlands
General Signal UK Limited	United Kingdom
Hangzhou Kayex Zheda Electromechanical Co., Ltd.	China
Hankison de México, S. de R.L. de C.V.	Mexico
Heat Transfer Services Pte Ltd.	Singapore
Invensys Philippines, Inc.	Philippines
Jack Hydraulics Limited	United Kingdom
J.P. Pumps Limited	United Kingdom
Johnson Pump (Australia) Pty. Ltd.	Australia
Johnson Pump (India) Ltd.	India
Johnson Pump España S.L.	Spain
Johnson Pump Italiana S.r.l.	Italy
Johnson Pumps of America, Inc.	Delaware
Jurubatech Technologia Automotiva Ltda.	Brazil
Kayex China Holdings, Inc.	Delaware
Kent-Moore Brasil Indústria e Comércio Ltda.	Brazil
L & N Products Pty Limited	Australia
LAGTA Group Training Limited	Scotland
LAGTA Limited	Scotland
Mactek Pty Limited	Australia
Marley Canadian Inc.	Ontario
Marley Cooling Tower (Holdings) Limited	United Kingdom
Marley Engineered Products LLC	Delaware
Marley Mexicana S.A. de C.V.	Mexico
Marley Services S.C.	Mexico
Marley Water-Line Sdn. Bhd.	Malaysia
MATRA-WERKE GmbH	Germany
MCT Services LLC	Delaware
Menk USA, LLC	Illinois
P.S.D., Inc	Ohio
Prepared Response, Inc.	Washington
Radiodetection (Canada) Ltd.	Canada
Radiodetection (China) Limited	Hong Kong
Radiodetection Australia Pty Limited	Australia
Radiodetection B.V.	Netherlands
Radiodetection JV Sdn Bhd	Malaysia
Radiodetection Limited	United Kingdom
Radiodetection Sarl	France
Rathi Lightnin Mixers Private Limited	India
SAFE Group Training Limited	Scotland
Service Solutions Brasil Desenvolvimento de Technologia Ltda.	Brazil
SOS Group Training (Edinburgh) Limited	Scotland
South Eastern Europe Services Limited	United Kingdom
Spore Holdings Limited	United Kingdom

Entity Name	Domestic Juris
SPX (China) Industrial Manufacturing Center Co., Ltd.	China
SPX (Guangzhou) Cooling Technologies Co., Ltd.	China
SPX (Schweiz) A.G.	Switzerland
SPX (Tianjin) Cooling Technologies Co. Ltd.	China
SPX Air Treatment Limited	United Kingdom
SPX APV Denmark A/S	Denmark
SPX Australia Pty., Ltd.	Australia
SPX Canada	Canada
SPX Canada Partner I Co.	Nova Scotia
SPX Canada Partner II Co.	Nova Scotia
SPX Cooling Technologies (Beijing) Co. Ltd.	China
SPX Cooling Technologies (Zhangjiakou) Co. Ltd	China
SPX Cooling Technologies Australia Pty Limited	Australia
SPX Cooling Technologies Belgium S.A.	Belgium
SPX Cooling Technologies France SAS	France
SPX Cooling Technologies GmbH	Germany
SPX Cooling Technologies Ibérica, S.L.	Spain
SPX Cooling Technologies Italia S.p.A.	Italy
SPX Cooling Technologies Leipzig GmbH	Germany
SPX Cooling Technologies Malaysia Sdn Bhd	Malaysia
SPX Cooling Technologies Singapore Pte. Ltd.	Singapore
SPX Cooling Technologies UK Limited	United Kingdom
SPX Cooling Technologies, Inc.	Delaware
SPX Corporation (China) Co., Ltd.	China
SPX Corporation (Shanghai) Co., Ltd.	China
SPX de México, S.A. de C.V.	Mexico
SPX Dehydration & Process Filtration B.V.	Netherlands
SPX Dehydration & Process Filtration Canada Inc.	Canada
SPX Dehydration & Process Filtration GmbH	Germany
SPX Europe Shared Services Limited	United Kingdom
SPX Flow Technology (Shanghai) Co.	China
SPX Flow Technology Korea Co., Ltd.	South Korea
SPX Flow Technology SAS	France
SPX Heat Transfer Inc.	Delaware
SPX Holding HK Limited	Hong Kong
SPX Holding Inc.	Connecticut
SPX Iberica S.A.	Spain
SPX India Private Limited	India
SPX International (Thailand) Limited	Thailand
SPX International e.G.	Germany
SPX International Holding GmbH	Germany
SPX International Limited	United Kingdom
SPX International Management LLC	Delaware
SPX Italia S.r.l.	Italy
SPX Johnson Pump Marine AB	Sweden
SPX Korea Co., Ltd.	Korea
SPX Luxemboug Acquisition Company S.á.r.l.	Luxembourg
SPX Luxembourg Finance Company S.á.r.l.	Luxembourg
SPX Luxembourg Holding Company S.á.r.l.	Luxembourg
SPX Middle East FZE.	United Arab Emirates
SPX Netherlands B.V.	Netherlands
SPX Pension Trust Company Limited	United Kingdom
SPX Precision Components LLC	Delaware
SPX Process Equipment AB	Sweden
SPX Process Equipment BE NV	Belgium
SPX Process Equipment HK Limited	Hong Kong

Entity Name	Domestic Juris
SPX Process Equipment Limited	United Kingdom
SPX Process Equipment México, S.A. de C.V.	Mexico
SPX Process Equipment NL B.V.	Netherlands
SPX Process Equipment Pte. Ltd.	Singapore
SPX Process Equipment Pty Ltd.	Australia
SPX Receivables, LLC	Delaware
SPX Research & Development Center (Shanghai) Co., Ltd.	Shanghai
SPX Service Solutions France Sarl	France
SPX Service Solutions Germany GmbH	Germany
SPX Service Solutions Japan Limited	Japan
SPX Singapore Pte. Ltd.	Singapore
SPX Specialty Engineered Products (Shanghai) Co. Ltd.	Singapore
SPX Sweden AB	Sweden
SPX Technologies (Pty) Ltd.	Republic of South Africa
SPX Tigerholm Products AB	Sweden
SPX TPS HK Limited	Hong Kong
SPX Transportation & Industrial Solutions (Suzhou) Co., Ltd.	China
SPX U.L.M. GmbH	Germany
SPX UK Holding Limited	United Kingdom
SPX United Kingdom Limited	United Kingdom
SPX Valves & Controls (Shanghai) Co., Ltd.	China
TCI International, Inc.	Delaware
The Marley Company LLC	Delaware
The Marley-Wylain Company	Delaware
Thermax SPX Energy Technologies Limited	India
Tip Top Industrial Limited	Hong Kong
Tiros Sdn. Bhd.	Malaysia
TPS Tianyu Equipment Company Limited	China
Training Solutions (2000) Limited	Scotland
U.D.I. Finance Limited	Ireland
U.D.I. Mauritius Limited	Mauritius
UD-RD Holding Company Limited	United Kingdom
United Dominion Industries Corporation	Canada
Valley Forge (UK) Limited	United Kingdom
VL Churchill Limited	United Kingdom
Vokes Limited	United Kingdom
Waukesha Electric Systems, Inc.	Wisconsin
WCB México, S.A. de C.V.	Mexico
WDLL Limited	Ireland
Weil-McLain (Shandong) Cast-Iron-Boiler Co., Ltd.	China
Wheway Hampshire Limited	United Kingdom
Wuxi Balcke Durr Technologies Company, Ltd.	China
XCel Erectors, Inc.	Delaware
Yantai Tip Top Industrial Co. Ltd.	China

QuickLinks

Exhibit 21.1

QuickLinks -- Click here to rapidly navigate through this document

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements of SPX Corporation of our report dated February 25, 2010 (August 9, 2010 as to Note 15, *Shareholders' Equity and Stock-Based Compensation — Retained Earnings,* which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of new accounting standards) relating to the consolidated financial statements of SPX Corporation and subsidiaries appearing in this Amendment No. 1 to the Annual Report on Form 10-K of SPX Corporation for the year ended December 31, 2009:

Filed on Form S-4:

Registration Statement No. 333-68650

Filed on Form S-8:

Registration Statement No. 33-24043
Registration Statement No. 333-29843
Registration Statement No. 333-29851
Registration Statement No. 333-29855
Registration Statement No. 333-70245
Registration Statement No. 333-82645
Registration Statement No. 333-82647
Registration Statement No. 333-61766
Registration Statement No. 333-69250
Registration Statement No. 333-69252
Registration Statement No. 333-106897
Registration Statement No. 333-109112
Registration Statement No. 333-139351
Registration Statement No. 333-139352

/s/ Deloitte & Touche LLP

Charlotte, North Carolina
August 9, 2010

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EXHIBIT 23.2

Consent of Independent Registered Public Accounting Firm

The Board of Members
EGS Electrical Group, LLC:

We consent to the incorporation by reference in the registration statements (No. 333-68650) on Form S-4, and (Nos. 33-24043, 333-29843, 333-29851, 333-29855, 333-61766, 333-69250, 333-69252, 333-70245, 333-82645, 333-82647, 333-106897, 333-109112, 333-139351 and 333-139352) on Form S-8 of SPX Corporation of our report dated December 18, 2009, with respect to the consolidated balance sheets of EGS Electrical Group, LLC and subsidiaries as of September 30, 2009 and 2008, and the related consolidated statements of income, members' equity and comprehensive income, and cash flows for each of the years in the three-year period ended September 30, 2009, not included herein, which report appears in the Form 10-K/A-1 of SPX Corporation dated August 9, 2010.

/s/ KPMG LLP

Chicago, Illinois
August 9, 2010

EXHIBIT 31.1

Certification

I, Christopher J. Kearney, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K 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 conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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 10, 2010	/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 Amendment No. 1 to the annual report on Form 10-K 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 conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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 10, 2010

/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 N.E.
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 Amendment No. 1 to the Annual Report on Form 10-K, for the year ended December 31, 2009, 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 amended report fairly presents, in all material respects, the financial condition and results of operations of SPX Corporation.

Dated as of this 10th day of August, 2010.

/s/ CHRISTOPHER J. KEARNEY	/s/ PATRICK J. O'LEARY
Christopher J. Kearney President and Chief Executive Officer	Patrick J. O'Leary Executive Vice President, Treasurer and Chief Financial Officer

QuickLinks

EXHIBIT 32.1

EXHIBIT 99.1

Report of Independent Registered Public Accounting Firm

The Board of Members
EGS Electrical Group, LLC:

We have audited the accompanying consolidated balance sheets of EGS Electrical Group, LLC and subsidiaries (the Company) as of September 30, 2009 and 2008, and the related consolidated statements of income, members' equity and comprehensive income, and cash flows for each of the years in the three-year period ended September 30, 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States) and in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of EGS Electrical Group, LLC and subsidiaries as of September 30, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended September 30, 2009, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Chicago, Illinois
December 18, 2009
