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

FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 27, 2015

Commission File Number 1-4949

CUMMINS INC.
(Exact name of registrant as specified in its charter)

Indiana	35-0257090
(State of Incorporation)	(IRS Employer Identification No.)

500 Jackson Street
Box 3005
Columbus, Indiana 47202-3005
(Address of principal executive offices)

Telephone (812) 377-5000
(Registrant's telephone number, including area code)

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

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o

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

As of September 27, 2015, there were 177,621,278 shares of common stock outstanding with a par value of $2.50 per share.

Website Access to Company's Reports

Cummins maintains an internet website at www.cummins.com. Investors can obtain copies of our filings from this website free of charge as soon as reasonably practicable after they are electronically filed with, or furnished, to the Securities and Exchange Commission.

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PART I. FINANCIAL INFORMATION

ITEM 1. Condensed Consolidated Financial Statements

CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

In millions, except per share amounts	Three months ended September 27, 2015	Three months ended September 28, 2014	Nine months ended September 27, 2015	Nine months ended September 28, 2014
NET SALES [(a)]	$4,620	$4,890	$14,344	$14,131
Cost of sales	3,412	3,606	10,609	10,543
GROSS MARGIN	1,208	1,284	3,735	3,588
OPERATING EXPENSES AND INCOME				
Selling, general and administrative expenses	530	529	1,584	1,527
Research, development and engineering expenses	197	198	558	567
Equity, royalty and interest income from investees (Note 5)	78	99	240	294
Other operating (expense) income, net	(2)	3	(5)	(4)
OPERATING INCOME	557	659	1,828	1,784
Interest income	9	6	20	17
Interest expense	16	15	47	47
Other income, net	11	19	12	68
INCOME BEFORE INCOME TAXES	561	669	1,813	1,822
Income tax expense (Note 6)	169	230	521	553
CONSOLIDATED NET INCOME	392	439	1,292	1,269
Less: Net income attributable to noncontrolling interests	12	16	54	62
NET INCOME ATTRIBUTABLE TO CUMMINS INC.	$380	$423	$1,238	$1,207
EARNINGS PER COMMON SHARE ATTRIBUTABLE TO CUMMINS INC.				
Basic	$2.15	$2.32	$6.92	$6.59
Diluted	$2.14	$2.32	$6.90	$6.58
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	177.0	182.2	178.9	183.1
Dilutive effect of stock compensation awards	0.4	0.5	0.4	0.4
Diluted	177.4	182.7	179.3	183.5
CASH DIVIDENDS DECLARED PER COMMON SHARE	$0.975	$0.78	$2.535	$2.03

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[a] Includes sales to nonconsolidated equity investees of $274 million and $956 million and $518 million and $1,656 million for the three and nine month periods ended September 27, 2015 and September 28, 2014, respectively.

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

In millions	Three months ended September 27, 2015	Three months ended September 28, 2014	Nine months ended September 27, 2015	Nine months ended September 28, 2014
CONSOLIDATED NET INCOME	$392	$ 439	$1,292	$ 1,269
Other comprehensive (loss) income, net of tax (Note 12)				
Change in pension and other postretirement defined benefit plans	15	14	43	28
Foreign currency translation adjustments	(221)	(172)	(252)	(62)
Unrealized loss on marketable securities	(1)	(1)	(1)	(12)
Unrealized gain (loss) on derivatives	7	(5)	15	—
Total other comprehensive loss, net of tax	(200)	(164)	(195)	(46)
COMPREHENSIVE INCOME	192	275	1,097	1,223
Less: Comprehensive income attributable to noncontrolling interests	(1)	10	39	59
COMPREHENSIVE INCOME ATTRIBUTABLE TO CUMMINS INC.	$193	$ 265	$1,058	$ 1,164

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

In millions, except par value	September 27, 2015	December 31, 2014
ASSETS		
Current assets		
Cash and cash equivalents	$1,688	$2,301
Marketable securities (Note 7)	35	93
Total cash, cash equivalents and marketable securities	1,723	2,394
Accounts and notes receivable, net		
Trade and other	2,915	2,744
Nonconsolidated equity investees	244	202
Inventories (Note 8)	3,059	2,866
Prepaid expenses and other current assets	921	849
Total current assets	8,862	9,055
Long-term assets		
Property, plant and equipment	7,262	7,123
Accumulated depreciation	(3,545)	(3,437)
Property, plant and equipment, net	3,717	3,686
Investments and advances related to equity method investees	959	981
Goodwill	481	479
Other intangible assets, net	337	343
Pension assets	785	637
Other assets	656	595
Total assets	$15,797	$15,776
LIABILITIES		
Current liabilities		
Accounts payable (principally trade)	$1,824	$1,881
Loans payable	27	86
Current portion of accrued product warranty (Note 9)	388	363
Accrued compensation, benefits and retirement costs	505	508
Current portion of deferred revenue	414	401
Other accrued expenses	779	759
Current maturities of long-term debt (Note 10)	31	23
Total current liabilities	3,968	4,021
Long-term liabilities		
Long-term debt (Note 10)	1,595	1,589
Postretirement benefits other than pensions	347	369
Pensions	292	289
Other liabilities and deferred revenue	1,514	1,415
Total liabilities	$7,716	$7,683
Commitments and contingencies (Note 11)		
EQUITY		
Cummins Inc. shareholders' equity		
	$2,173	$2,139

Common stock, $2.50 par value, 500 shares authorized, 222.3 and 222.3 shares issued		
Retained earnings	10,331	9,545
Treasury stock, at cost, 44.7 and 40.1 shares	(3,486)	(2,844)
Common stock held by employee benefits trust, at cost, 1.0 and 1.1 shares	(11)	(13)
Accumulated other comprehensive loss (Note 12)	(1,258)	(1,078)
Total Cummins Inc. shareholders’ equity	7,749	7,749
Noncontrolling interests	332	344
Total equity	$8,081	$8,093
Total liabilities and equity	$15,797	$15,776

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

In millions	Nine months ended September 27, 2015	September 28, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Consolidated net income	$1,292	$1,269
Adjustments to reconcile consolidated net income to net cash provided by operating activities		
Depreciation and amortization	383	330
Gain on fair value adjustment for consolidated investees (Note 3)	(17)	(38)
Deferred income taxes	(120)	(37)
Equity in income of investees, net of dividends	(68)	(103)
Pension contributions in excess of expense	(119)	(154)
Other post-retirement benefits payments in excess of expense	(18)	(22)
Stock-based compensation expense	24	27
Translation and hedging activities	22	(19)
Changes in current assets and liabilities, net of acquisitions		
Accounts and notes receivable	(163)	(236)
Inventories	(179)	(302)
Other current assets	133	(6)
Accounts payable	(52)	316
Accrued expenses	(153)	162
Changes in other liabilities and deferred revenue	219	184
Other, net	(53)	17
Net cash provided by operating activities	1,131	1,388
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(393)	(409)
Investments in internal use software	(38)	(40)
Investments in and advances to equity investees	(9)	(39)
Acquisitions of businesses, net of cash acquired (Note 3)	(102)	(266)
Investments in marketable securities—acquisitions (Note 7)	(175)	(213)
Investments in marketable securities—liquidations (Note 7)	228	316
Cash flows from derivatives not designated as hedges	17	—
Other, net	(5)	11
Net cash used in investing activities	(477)	(640)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	24	39
Payments on borrowings and capital lease obligations	(64)	(72)
Net payments under short-term credit agreements	(38)	(41)
Distributions to noncontrolling interests	(35)	(52)
Dividend payments on common stock	(452)	(370)
Repurchases of common stock	(650)	(605)
Other, net	—	2
Net cash used in financing activities	(1,215)	(1,099)
	(52)	(20)

EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
Net decrease in cash and cash equivalents	(613)	(371)
Cash and cash equivalents at beginning of year	2,301	2,699
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$1,688	$2,328

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited)

In millions	Common Stock	Additional paid-in Capital	Retained Earnings	Treasury Stock	Common Stock Held in Trust	Accumulated Other Comprehensive Loss	Total Cummins Inc. Shareholders' Equity	Noncontrolling Interests	Total Equity
BALANCE AT DECEMBER 31, 2013	$ 556	$ 1,543	$ 8,406	$ (2,195)	$ (16)	$ (784)	$ 7,510	$ 360	$ 7,870
Net income			1,207				1,207	62	1,269
Other comprehensive income (loss) (Note 12)						(43)	(43)	(3)	(46)
Issuance of shares		8					8	—	8
Employee benefits trust activity		19			2		21	—	21
Acquisition of shares				(605)			(605)	—	(605)
Cash dividends on common stock			(370)				(370)	—	(370)
Distributions to noncontrolling interests							—	(63)	(63)
Stock based awards		(5)		21			16	—	16
Other shareholder transactions		4					4	(7)	(3)
BALANCE AT SEPTEMBER 28, 2014	$ 556	$ 1,569	$ 9,243	$ (2,779)	$ (14)	$ (827)	$ 7,748	$ 349	$ 8,097
BALANCE AT DECEMBER 31, 2014	$ 556	$ 1,583	$ 9,545	$ (2,844)	$ (13)	$ (1,078)	$ 7,749	$ 344	$ 8,093
Net income			1,238				1,238	54	1,292
Other comprehensive income (loss) (Note 12)						(180)	(180)	(15)	(195)
Issuance of shares		7					7	—	7
Employee benefits trust activity		21			2		23	—	23
Acquisition of shares				(650)			(650)	—	(650)
Cash dividends on common stock			(452)				(452)	—	(452)
Distributions to noncontrolling interests							—	(46)	(46)
Stock based awards		(4)		8			4	—	4
Other shareholder transactions		10					10	(5)	5
	$ 556	$ 1,617	$ 10,331	$ (3,486)	$ (11)	$ (1,258)	$ 7,749	$ 332	$ 8,081

BALANCE AT
SEPTEMBER 27,
2015

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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CUMMINS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. NATURE OF OPERATIONS

Cummins Inc. (“Cummins,” “we,” “our” or “us”) was founded in 1919 as a corporation in Columbus, Indiana and as one of the first diesel engine manufacturers. We are a global power leader that designs, manufactures, distributes and services diesel and natural gas engines and engine-related component products, including filtration, aftertreatment, turbochargers, fuel systems, controls systems, air handling systems and electric power generation systems. We sell our products to original equipment manufacturers (OEMs), distributors and other customers worldwide. We serve our customers through a network of approximately 600 company-owned and independent distributor locations and approximately 7,200 dealer locations in more than 190 countries and territories.

NOTE 2. BASIS OF PRESENTATION

The unaudited Condensed Consolidated Financial Statements reflect all adjustments which, in the opinion of management, are necessary for a fair statement of the results of operations, financial position and cash flows. All such adjustments are of a normal recurring nature. The Condensed Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted as permitted by such rules and regulations. Certain reclassifications have been made to prior period amounts to conform to the presentation of the current period condensed financial statements.

Our reporting period usually ends on the Sunday closest to the last day of the quarterly calendar period. The third quarters of 2015 and 2014 ended on September 27 and September 28, respectively. Our fiscal year ends on December 31, regardless of the day of the week on which December 31 falls.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts in the Condensed Consolidated Financial Statements. Significant estimates and assumptions in these Condensed Consolidated Financial Statements require the exercise of judgment and are used for, but not limited to, allowance for doubtful accounts, estimates of future cash flows and other assumptions associated with goodwill and long-lived asset impairment tests, useful lives for depreciation and amortization, warranty programs, determination of discount and other rate assumptions for pension and other postretirement benefit costs, income taxes and deferred tax valuation allowances, lease classifications, restructuring actions and contingencies. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be different from these estimates.

The weighted-average diluted common shares outstanding exclude the anti-dilutive effect of certain stock options since such options had an exercise price in excess of the monthly average market value of our common stock. The options excluded from diluted earnings per share for the three and nine month periods ended September 27, 2015 and September 28, 2014, were as follows:

	Three months ended		Nine months ended	
	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Options excluded	950,345	225,773	593,436	110,488

These interim condensed financial statements should be read in conjunction with the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014. Our interim period financial results for the three and nine month interim periods presented are not necessarily indicative of results to be expected for any other interim period or for the entire year. The year-end Condensed Consolidated Balance Sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

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NOTE 3. ACQUISITIONS

In September 2013, we announced our intention to acquire the equity that we do not already own in most of our partially-owned U.S. and Canadian distributors over a three to five year period.

The Distribution segment North American distributor acquisitions for the nine months ended September 27, 2015, versus the comparable period in 2014 were as follows:

Entity Acquired (Dollars in millions)	Date of Acquisition	Additional Percent Interest Acquired	Payments to Former Owners	Acquisition Related Debt Retirements	Total Purchase Consideration	Type of Acquisition[1]	Gain Recognized	Goodwill Acquired	Intangibles Recognized[2]	Net Sales Previous Fiscal Year Ended[3]
2015										
Cummins Crosspoint LLC [4]	08/03/15	50%	$ 20	$ 36	$ 65 [5]	COMB	$ 10	$ 7	$ 2	$ 258
Cummins Atlantic LLC [4]	08/03/15	51%	14	28	48 [5]	COMB	7	2	6	245
Cummins Central Power LLC	06/29/15	20.01%	8	—	8	EQUITY	—	—	—	—
2014										
Cummins Eastern Canada LP	08/04/14	50%	$ 30	$ 32	$ 62	COMB	$ 18	$ 5	$ 4	$ 228
Cummins Power Systems LLC	05/05/14	30%	14	—	14	EQUITY	—	—	—	—
Cummins Southern Plains LLC	03/31/14	50%	44	48	92	COMB	13	1	11	433
Cummins Mid-South LLC	02/14/14	62.2%	57	61	118	COMB	7	4	8	368

(1) All results from acquired entities were included in Distribution segment results subsequent to the acquisition date. Previously consolidated entities were accounted for as equity transactions (EQUITY). Newly consolidated entities were accounted for as business combinations (COMB) with gains recognized based on the requirement to remeasure our pre-existing ownership to fair value in accordance with GAAP and are included in the Condensed Consolidated Statements of Income as "Other income, net."

(2) Intangible assets acquired in business combinations were mostly customer related, the majority of which will be amortized over a period of up to five years from the date of the acquisition.

(3) Sales amounts are not fully incremental to our consolidated sales as the amount would be reduced by the elimination of sales to the previously unconsolidated entity.

(4) Purchase accounting for these acquisitions are preliminary, awaiting customary adjustments to purchase price in accordance with the purchase agreements.

(5) The "Total Purchase Consideration" represents the total amount that will or is estimated to be paid to complete the acquisition. In some instances a portion of the acquisition payment has not yet been made and will be paid in future periods in accordance with the purchase contract. The total estimated remaining consideration at September 27, 2015, was $15 million.

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NOTE 4. PENSION AND OTHER POSTRETIREMENT BENEFITS

The components of net periodic pension and other postretirement benefit costs under our plans were as follows:

	Pension					
	U.S. Plans		U.K. Plans		Other Postretirement Benefits	
	Three months ended					
In millions	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Service cost	$20	$ 16	$7	$ 7	$ —	$ —
Interest cost	25	26	14	16	4	4
Expected return on plan assets	(47)	(43)	(23)	(23)	—	—
Recognized net actuarial loss	11	8	8	7	1	—
Net periodic benefit cost	$9	$ 7	$6	$ 7	$ 5	$ 4

	Pension					
	U.S. Plans		U.K. Plans		Other Postretirement Benefits	
	Nine months ended					
In millions	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Service cost	$60	$ 50	$20	$ 19	$ —	$ —
Interest cost	76	79	42	49	12	13
Expected return on plan assets	(142)	(131)	(68)	(66)	—	—
Recognized net actuarial loss	34	23	25	20	3	—
Net periodic benefit cost	$28	$ 21	$19	$ 22	$ 15	$ 13

NOTE 5. EQUITY, ROYALTY AND INTEREST INCOME FROM INVESTEES

Equity, royalty and interest income from investees included in our Condensed Consolidated Statements of Income for the interim reporting periods was as follows:

	Three months ended		Nine months ended	
In millions	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Distribution Entities				
North American distributors	$9	$27	$27	$89
Komatsu Cummins Chile, Ltda.	8	8	23	22
All other distributors	1	—	2	2
Manufacturing Entities				
Beijing Foton Cummins Engine Co., Ltd	18	5	47	6
Dongfeng Cummins Engine Company, Ltd.	11	15	40	51
Chongqing Cummins Engine Company, Ltd.	9	13	32	39
All other manufacturers	13	20	41	54
Cummins share of net income	69	88	212	263
Royalty and interest income	9	11	28	31
Equity, royalty and interest income from investees	$78	$99	$240	$294

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NOTE 6. INCOME TAXES

Our effective tax rate for the year is expected to approximate 29.5 percent, excluding any one-time items that may arise. The expected tax rate does not include the benefits of the research tax credit, which expired December 31, 2014 and has not yet been renewed by Congress. If the research credit is reinstated during 2015, we anticipate the 2015 effective tax rate will be reduced to 28.5 percent. Our tax rate is generally less than the 35 percent U.S. statutory income tax rate primarily due to lower tax rates on foreign income.

The effective tax rate for the three and nine month periods ended September 27, 2015, was 30.1 percent and 28.7 percent, respectively. The tax rate for the nine month period ended September 27, 2015, included a net $14 million discrete tax benefit primarily to reflect the release of reserves for uncertain tax positions related to a favorable federal audit settlement.

Our effective tax rate for the three and nine month periods ended September 28, 2014, was 34.4 percent and 30.4 percent, respectively. The tax rate for the three months ended September 28, 2014, included a $19 million discrete tax expense to reflect the reduction in value of state tax credits as a result of a favorable state tax rate change that will lower future taxes. Additionally, the tax rate for the nine month period included a $2 million discrete tax benefit for the release of reserves for uncertain tax positions related to multiple state audit settlements, a $12 million discrete tax expense attributable primarily to state deferred tax adjustments, as well as a $6 million discrete net tax benefit resulting from a $70 million dividend paid from China earnings generated prior to 2012.

The decrease in the effective tax rate for the three months ended September 27, 2015, versus the comparable period in 2014 was primarily due to favorable changes in the jurisdictional mix of pre-tax income and the 2014 unfavorable discrete tax items.

It is reasonably possible that our existing liabilities for uncertain tax benefits may decrease in an amount ranging from $0 to $70 million within the next twelve months for U.S. and non-U.S. audits that are in process.

NOTE 7. MARKETABLE SECURITIES

A summary of marketable securities, all of which are classified as current, was as follows:

	September 27, 2015			December 31, 2014		
In millions	Cost	Gross unrealized gains/(losses)	Estimated fair value	Cost	Gross unrealized gains/(losses)	Estimated fair value
Available-for-sale						
Level 2[(1)]						
Debt mutual funds	$25	$—	$25	$75	$1	$76
Equity mutual funds	9	(1)	8	9	—	9
Bank debentures	—	—	—	6	—	6
Government debt securities	2	—	2	2	—	2
Total marketable securities	$36	$(1)	$35	$92	$1	$93

(1) The fair value of Level 2 securities is estimated primarily using actively quoted prices for similar instruments from brokers and observable inputs, including market transactions and third-party pricing services. We do not currently have any Level 3 securities, and there were no transfers between Level 2 or 3 during the first nine months of 2015 and 2014.

The proceeds from sales and maturities of marketable securities and gross realized gains and losses from the sale of available-for-sale securities were as follows:

	Three months ended	Nine months ended
In millions		

	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Proceeds from sales and maturities of marketable securities	$ 73	$ 137	$ 228	$ 316
Gross realized gains from the sale of marketable securities	—	1	1	14

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At September 27, 2015, the fair value of available-for-sale investments in debt securities that utilize a Level 2 fair value measure by contractual maturity was as follows:

Maturity date	Fair value (in millions)
1 year or less	$25
1 - 5 years	1
5 - 10 years	1
Total	$27

NOTE 8. INVENTORIES

Inventories are stated at the lower of cost or market. Inventories included the following:

In millions	September 27, 2015	December 31, 2014
Finished products	$2,001	$1,859
Work-in-process and raw materials	1,168	1,129
Inventories at FIFO cost	3,169	2,988
Excess of FIFO over LIFO	(110)	(122)
Total inventories	$3,059	$2,866

NOTE 9. PRODUCT WARRANTY LIABILITY

A tabular reconciliation of the product warranty liability, including the deferred revenue related to our extended warranty coverage and accrued recall programs was as follows:

In millions	September 27, 2015	September 28, 2014
Balance, beginning of year	$1,283	$1,129
Provision for warranties issued	326	307
Deferred revenue on extended warranty contracts sold	217	175
Payments	(282)	(313)
Amortization of deferred revenue on extended warranty contracts	(132)	(109)
Changes in estimates for pre-existing warranties	18	28
Foreign currency translation	(10)	(4)
Balance, end of period	$1,420	$1,213

Warranty related deferred revenue, supplier recovery receivables and the long-term portion of the warranty liability on our September 27, 2015, balance sheet were as follows:

In millions	September 27, 2015	Balance Sheet Location
Deferred revenue related to extended coverage programs		
Current portion	$183	Deferred revenue
Long-term portion	508	Other liabilities and deferred revenue
Total	$691	
Receivables related to estimated supplier recoveries		
Current portion	$6	Trade and other receivables
Long-term portion	4	Other assets

Total	$10	
Long-term portion of warranty liability	$341	Other liabilities and deferred revenue

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NOTE 10. DEBT

A summary of long-term debt was as follows:

In millions	September 27, 2015	December 31, 2014
Long-term debt		
Senior notes, 3.65%, due 2023	$500	$500
Debentures, 6.75%, due 2027	58	58
Debentures, 7.125%, due 2028	250	250
Senior notes, 4.875%, due 2043	500	500
Debentures, 5.65%, due 2098 (effective interest rate 7.48%)	165	165
Credit facilities related to consolidated joint ventures	3	3
Other debt	43	31
Unamortized discount	(46)	(47)
Fair value adjustments due to hedge on indebtedness	68	65
Capital leases	85	87
Total long-term debt	1,626	1,612
Less: Current maturities of long-term debt	(31)	(23)
Long-term debt	$1,595	$1,589

Principal payments required on long-term debt during the next five years are as follows:

	Required Principal Payments				
In millions	2015	2016	2017	2018	2019
Principal payments	$9	$40	$16	$17	$11

Fair Value of Debt

Based on borrowing rates currently available to us for bank loans with similar terms and average maturities, considering our risk premium, the fair value and carrying value of total debt, including current maturities, was as follows:

In millions	September 27, 2015	December 31, 2014
Fair value of total debt[1]	$1,859	$1,993
Carrying value of total debt	1,653	1,698

[1] The fair value of debt is derived from Level 2 inputs.

NOTE 11. COMMITMENTS AND CONTINGENCIES

We are subject to numerous lawsuits and claims arising out of the ordinary course of our business, including actions related to product liability; personal injury; the use and performance of our products; warranty matters; patent, trademark or other intellectual property infringement; contractual liability; the conduct of our business; tax reporting in foreign jurisdictions; distributor termination; workplace safety; and environmental matters. We also have been identified as a potentially responsible party at multiple waste disposal sites under U.S. federal and related state environmental statutes and regulations and may have joint and several liability for any investigation and remediation costs incurred with respect to such sites. We have denied liability with respect to many of these lawsuits, claims and proceedings and are vigorously defending such lawsuits, claims and proceedings. We carry various forms of commercial, property and casualty, product liability and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against us with respect to these lawsuits, claims and proceedings. We do not believe that these lawsuits are material individually or in the aggregate. While we believe we have also established adequate accruals for our expected future liability with respect to pending lawsuits, claims and proceedings, where the nature and extent of any such liability can be reasonably estimated based upon then presently available information, there can be no assurance that the final resolution of any existing or future lawsuits, claims or proceedings will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

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We conduct significant business operations in Brazil that are subject to the Brazilian federal, state and local labor, social security, tax and customs laws. While we believe we comply with such laws, they are complex, subject to varying interpretations and we are often engaged in litigation regarding the application of these laws to particular circumstances.

Guarantees and Commitments

From time to time we enter into guarantee arrangements, including guarantees of non-U.S. distributor financings, residual value guarantees on equipment under operating leases and other miscellaneous guarantees of third-party obligations. As of September 27, 2015, the maximum potential loss related to these guarantees was $20 million.

We have arrangements with certain suppliers that require us to purchase minimum volumes or be subject to monetary penalties. As of September 27, 2015, if we were to stop purchasing from each of these suppliers, the aggregate amount of the penalty would be approximately $134 million, of which $78 million relates to a contract with a components supplier that extends to 2018. These arrangements enable us to secure critical components. We do not currently anticipate paying any penalties under these contracts.

During 2014, we began entering into physical forward contracts with suppliers of platinum and palladium to purchase minimum volumes of the commodities at contractually stated prices for various periods, not to exceed two years. As of September 27, 2015, the total commitments under these contracts were $38 million. These arrangements enable us to fix the prices of these commodities, which otherwise are subject to market volatility.

We have guarantees with certain customers that require us to satisfactorily honor contractual or regulatory obligations, or compensate for monetary losses related to nonperformance. These performance bonds and other performance-related guarantees were $69 million at September 27, 2015 and $76 million at December 31, 2014.

Indemnifications

Periodically, we enter into various contractual arrangements where we agree to indemnify a third-party against certain types of losses. Common types of indemnities include:

- product liability and license, patent or trademark indemnifications;
- asset sale agreements where we agree to indemnify the purchaser against future environmental exposures related to the asset sold; and
- any contractual agreement where we agree to indemnify the counter-party for losses suffered as a result of a misrepresentation in the contract.

We regularly evaluate the probability of having to incur costs associated with these indemnities and accrue for expected losses that are probable. Because the indemnifications are not related to specified known liabilities and due to their uncertain nature, we are unable to estimate the maximum amount of the potential loss associated with these indemnifications.

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NOTE 12. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Following are the changes in accumulated other comprehensive income (loss) by component for the three and nine months ended:

In millions	Three months ended Change in pensions and other postretirement defined benefit plans	Foreign currency translation adjustment	Unrealized gain (loss) on marketable securities	Unrealized gain (loss) on derivatives	Total attributable to Cummins Inc.	Noncontrolling interests	Total
Balance at June 29, 2014	$(597)	$ (76)	$ —	$ 4	$ (669)		
Other comprehensive income before reclassifications							
Before tax amount	—	(184)	—	(5)	(189)	$ (6)	$(195)
Tax (expense) benefit	—	18	—	1	19	—	19
After tax amount	—	(166)	—	(4)	(170)	(6)	(176)
Amounts reclassified from accumulated other comprehensive income(1)(2)	14	—	(1)	(1)	12	—	12
Net current period other comprehensive income (loss)	14	(166)	(1)	(5)	(158)	$ (6)	$(164)
Balance at September 28, 2014	$(583)	$ (242)	$ (1)	$ (1)	$ (827)		
Balance at June 28, 2015	$(641)	$ (435)	$ (1)	$ 6	$ (1,071)		
Other comprehensive income before reclassifications							
Before tax amount	—	(239)	(1)	13	(227)	$ (13)	$(240)
Tax (expense) benefit	—	31	—	(1)	30	—	30
After tax amount	—	(208)	(1)	12	(197)	(13)	(210)
Amounts reclassified from accumulated other comprehensive income(1)(2)	15	—	—	(5)	10	—	10
Net current period other comprehensive income (loss)	15	(208)	(1)	7	(187)	$ (13)	$(200)
Balance at September 27, 2015	$(626)	$ (643)	$ (2)	$ 13	$ (1,258)		

(1) Amounts are net of tax.
(2) See reclassifications out of accumulated other comprehensive income (loss) disclosure below for further details.

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In millions	Nine months ended Change in pensions and other postretirement defined benefit plans	Foreign currency translation adjustment	Unrealized gain (loss) on marketable securities	Unrealized gain (loss) on derivatives	Total attributable to Cummins Inc.	Noncontrolling interests	Total
Balance at December 31, 2013	$(611)	$ (179)	$ 7	$ (1)	$ (784)		
Other comprehensive income before reclassifications							
Before tax amount	(7)	(77)	(1)	5	(80)	$ 1	$(79)
Tax (expense) benefit	1	14	—	(2)	13	—	13
After tax amount	(6)	(63)	(1)	3	(67)	1	(66)
Amounts reclassified from accumulated other comprehensive income(1)(2)	34	—	(7)	(3)	24	(4)	20
Net current period other comprehensive income (loss)	28	(63)	(8)	—	(43)	$ (3)	$(46)
Balance at September 28, 2014	$(583)	$ (242)	$ (1)	$ (1)	$ (827)		
Balance at December 31, 2014	$(669)	$ (406)	$ (1)	$ (2)	$ (1,078)		
Other comprehensive income before reclassifications							
Before tax amount	(3)	(290)	—	23	(270)	$ (15)	$(285)
Tax (expense) benefit	1	53	—	(3)	51	—	51
After tax amount	(2)	(237)	—	20	(219)	(15)	(234)
Amounts reclassified from accumulated other comprehensive income(1)(2)	45	—	(1)	(5)	39	—	39
Net current period other comprehensive income (loss)	43	(237)	(1)	15	(180)	$ (15)	$(195)
Balance at September 27, 2015	$(626)	$ (643)	$ (2)	$ 13	$ (1,258)		

(1) Amounts are net of tax.

(2) See reclassifications out of accumulated other comprehensive income (loss) disclosure below for further details.

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Following are the items reclassified out of accumulated other comprehensive income (loss) and the related tax effects:

In millions	Three months ended		Nine months ended		
(Gain)/Loss Components	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014	Statement of Income Location
Change in pension and other postretirement defined benefit plans					
Recognized actuarial loss	$22	$ 18	$65	$47	(1)
Tax effect	(7)	(4)	(20)	(13)	Income tax expense
Net change in pensions and other postretirement defined benefit plans	$15	$ 14	$45	$34	
Realized (gain) loss on marketable securities	$—	$ (1)	$(1)	$(14)	Other income (expense), net
Tax effect	—	—	—	3	Income tax expense
Net realized (gain) loss on marketable securities	$—	$ (1)	$(1)	$(11)	
Realized (gain) loss on derivatives					
Foreign currency forward contracts	$(6)	$ (1)	$(6)	$(6)	Net sales
Commodity swap contracts	—	(1)	—	2	Cost of sales
Total before taxes	(6)	(2)	(6)	(4)	
Tax effect	1	1	1	1	Income tax expense
Net realized (gain) loss on derivatives	$(5)	$ (1)	$(5)	$(3)	
Total reclassifications for the period	$10	$ 12	$39	$20	

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 4, "PENSION AND OTHER POSTRETIREMENT BENEFITS").

NOTE 13. OPERATING SEGMENTS

Operating segments under GAAP are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Cummins' chief operating decision-maker (CODM) is the Chief Executive Officer.

Our reportable operating segments consist of the following: Engine, Distribution, Components and Power Generation. This reporting structure is organized according to the products and markets each segment serves. The Engine segment produces engines and parts for sale to customers in on-highway and various industrial markets. Our engines are used in trucks of all sizes, buses and recreational vehicles, as well as in various industrial applications, including construction, mining, agriculture, marine, oil and gas, rail and military equipment. The Distribution segment includes wholly-owned and partially-owned distributorships engaged in wholesaling engines, generator sets and service parts, as well as performing service and repair activities on our products and maintaining relationships with various OEMs throughout the world. The Components segment sells filtration products, aftertreatment systems, turbochargers and fuel systems. The Power Generation segment is an integrated provider of power systems, which sells engines, generator sets and alternators.

We use segment EBIT (defined as earnings before interest expense, income taxes and noncontrolling interests) as a primary basis for the CODM to evaluate the performance of each of our operating segments. Segment amounts exclude certain expenses not specifically identifiable to segments.

The accounting policies of our operating segments are the same as those applied in our Condensed Consolidated Financial Statements. We prepared the financial results of our operating segments on a basis that is consistent with the manner in which we internally disaggregate financial information to assist in making internal operating decisions. We have allocated certain common costs and expenses, primarily corporate functions, among segments differently than we would for stand-alone financial information prepared in accordance with GAAP. These include certain costs and expenses of shared services, such as information technology, human resources, legal and finance. We also do not allocate debt-related items, actuarial gains or losses, prior service costs or credits, changes in cash surrender value of corporate owned life insurance or income taxes to individual segments. Segment EBIT may not be consistent with measures used by other companies.

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Summarized financial information regarding our reportable operating segments for the three and nine month periods is shown in the table below:

In millions	Engine	Distribution	Components	Power Generation	Non-segment Items [1]	Total
Three months ended September 27, 2015						
External sales	$1,800	$1,543	$891	$386	$—	$4,620
Intersegment sales	728	8	349	273	(1,358)	—
Total sales	2,528	1,551	1,240	659	(1,358)	4,620
Depreciation and amortization[2]	60	26	28	14	—	128
Research, development and engineering expenses	116	2	65	14	—	197
Equity, royalty and interest income from investees	40	19	9	10	—	78
Interest income	6	1	1	1	—	9
Segment EBIT	252	123 [3]	156	42	4	577
Three months ended September 28, 2014						
External sales	$2,181	$1,282	$946	$481	$—	$4,890
Intersegment sales	635	10	341	273	(1,259)	—
Total sales	2,816	1,292	1,287	754	(1,259)	4,890
Depreciation and amortization[2]	50	22	27	13	—	112
Research, development and engineering expenses	114	2	64	18	—	198
Equity, royalty and interest income from investees	40	37	9	13	—	99
Interest income	3	1	1	1	—	6
Segment EBIT	330	131 [3]	172	60	(9)	684
Nine months ended September 27, 2015						
External sales	$5,747	$4,499	$2,839	$1,259	$—	$14,344
Intersegment sales	2,174	23	1,097	827	(4,121)	—
Total sales	7,921	4,522	3,936	2,086	(4,121)	14,344
Depreciation and amortization[2]	178	78	82	43	—	381
Research, development and engineering expenses	321	8	183	46	—	558
Equity, royalty and interest income from investees	127	60	26	27	—	240
Interest income	11	3	3	3	—	20
Segment EBIT	846	324 [3]	574	148	(32)	1,860
Nine months ended September 28, 2014						
External sales	$6,449	$3,453	$2,821	$1,408	$—	$14,131
Intersegment sales	1,674	27	976	728	(3,405)	—
Total sales	8,123	3,480	3,797	2,136	(3,405)	14,131
Depreciation and amortization[2]	153	58	79	38	—	328

Research, development and engineering expenses	335	7	170	55	—	567
Equity, royalty and interest income from investees	117	120	27	30	—	294
Interest income	9	2	3	3	—	17
Segment EBIT	910	333 (3)	524	146	(44)	1,869

(1) Includes intersegment sales, intersegment profit in inventory eliminations and unallocated corporate expenses. There were no significant unallocated corporate expenses for the three and nine months ended September 27, 2015 and September 28, 2014.
(2) Depreciation and amortization as shown on a segment basis excludes the amortization of debt discount and deferred costs included in the Condensed Consolidated Statements of Income as "Interest expense." The amortization of debt discount and deferred costs were $2 million and $2 million for the nine months ended September 27, 2015 and September 28, 2014, respectively.
(3) Distribution segment EBIT included gains of $17 million for both the three and nine month periods ended September 27, 2015 and $18 million and $38 million for the three and nine month periods ended September 28, 2014, respectively, on the fair value adjustments resulting from the acquisition of the controlling interests in North American distributors. See Note 3, "ACQUISITIONS," for additional information.

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A reconciliation of our segment information to the corresponding amounts in the Condensed Consolidated Statements of Income is shown in the table below:

	Three months ended		Nine months ended	
In millions	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Total EBIT	$577	$684	$1,860	$1,869
Less: Interest expense	16	15	47	47
Income before income taxes	$561	$669	$1,813	$1,822

NOTE 14. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB amended its standards related to revenue recognition. This amendment replaces all existing revenue recognition guidance and provides a single, comprehensive revenue recognition model for all contracts with customers. The standard contains principles that we will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that we will recognize revenue in a manner that depicts the transfer of goods or services to customers at an amount that we expect to be entitled to in exchange for those goods or services. The standard allows either full or modified retrospective adoption. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of time value of money in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract. The new rules would have become effective for annual and interim periods beginning January 1, 2017. In July 2015, the FASB approved a one year delay of the effective date of the standard to January 1, 2018, to provide adequate time for implementation. We are in the process of evaluating the impact the amendment will have on our Consolidated Financial Statements, and we are further considering the impact of each method of adoption.

NOTE 15. SUBSEQUENT EVENTS

On October 27, 2015, we announced we will reduce our worldwide professional work force by up to 2,000 employees in response to lower demand for our products in the United States and key markets around the world. The employee reductions will come from all parts of the company. We will incur a pre-tax fourth quarter charge in the range of $70 million to $90 million for the headcount reductions. In addition to these reductions, we expect to close or restructure several manufacturing facilities over time which could increase the fourth quarter charge and may result in additional charges in the future.

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ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Cummins Inc. and its consolidated subsidiaries are hereinafter sometimes referred to as “Cummins,” “we,” “our” or “us.”

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain parts of this quarterly report contain forward-looking statements intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that are based on current expectations, estimates and projections about the industries in which we operate and management’s beliefs and assumptions. Forward-looking statements are generally accompanied by words such as "anticipates," "expects," "forecasts," "intends," "plans," "believes," "seeks," "estimates," "could," "should" or words of similar meaning. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which we refer to as "future factors," which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some future factors that could cause our results to differ materially from the results discussed in such forward-looking statements are discussed below and shareholders, potential investors and other readers are urged to consider these future factors carefully in evaluating forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. Future factors that could affect the outcome of forward-looking statements include the following:

- a sustained slowdown or significant downturn in our markets;
- a slowdown in infrastructure development;
- unpredictability in the adoption, implementation and enforcement of emission standards around the world;
- the actions of, and income from, joint ventures and other investees that we do not directly control;
- changes in the engine outsourcing practices of significant customers;
- a downturn in the North American truck industry or financial distress of a major truck customer;
- a major customer experiencing financial distress;
- any significant problems in our new engine platforms;
- supply shortages and supplier financial risk, particularly from any of our single-sourced suppliers;
- variability in material and commodity costs;
- product recalls;
- competitor pricing activity;
- increasing competition, including increased global competition among our customers in emerging markets;
- exposure to information technology security threats and sophisticated "cyber attacks;"

- political, economic and other risks from operations in numerous countries;
- changes in taxation;
- global legal and ethical compliance costs and risks;
- aligning our capacity and production with our demand;
- product liability claims;
- the development of new technologies;

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- obtaining additional customers for our new light-duty diesel engine platform and avoiding any related write-down in our investments in such platform;
- increasingly stringent environmental laws and regulations;
- foreign currency exchange rate changes;
- the price and availability of energy;
- the performance of our pension plan assets;
- labor relations;
- changes in actuarial and accounting standards;
- our sales mix of products;
- protection and validity of our patent and other intellectual property rights;
- technological implementation and cost/financial risks in our increasing use of large, multi-year contracts;
- the cyclical nature of some of our markets;
- the outcome of pending and future litigation and governmental proceedings;
- continued availability of financing, financial instruments and financial resources in the amounts, at the times and on the terms required to support our future business;
- the consummation and integration of the planned acquisitions of our partially-owned United States and Canadian distributors; and
- other risk factors described in our Form 10-K, Part I, Item 1A under the caption “Risk Factors.”

Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are made only as of the date of this quarterly report and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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ORGANIZATION OF INFORMATION

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) was prepared to provide the reader with a view and perspective of our business through the eyes of management and should be read in conjunction with our Management's Discussion and Analysis of Financial Condition and Results of Operations section of our 2014 Form 10-K. Our MD&A is presented in the following sections:

- Executive Summary and Financial Highlights
- Outlook
- Results of Operations
- Operating Segment Results
- Liquidity and Capital Resources
- Application of Critical Accounting Estimates
- Recently Issued Accounting Pronouncements

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EXECUTIVE SUMMARY AND FINANCIAL HIGHLIGHTS

We are a global power leader that designs, manufactures, distributes and services diesel and natural gas engines and engine-related component products, including filtration, aftertreatment, turbochargers, fuel systems, controls systems, air handling systems and electric power generation systems. We sell our products to original equipment manufacturers (OEMs), distributors and other customers worldwide. We have long-standing relationships with many of the leading manufacturers in the markets we serve, including PACCAR Inc, Daimler Trucks North America, Chrysler Group, LLC (Chrysler), Volvo AB, Komatsu, Navistar International Corporation, Aggreko plc, Ford Motor Company and MAN Nutzfahrzeuge AG. We serve our customers through a network of approximately 600 company-owned and independent distributor locations and approximately 7,200 dealer locations in more than 190 countries and territories.

Our reportable operating segments consist of the following: Engine, Distribution, Components and Power Generation. This reporting structure is organized according to the products and markets each segment serves. The Engine segment produces engines and parts for sale to customers in on-highway and various industrial markets. Our engines are used in trucks of all sizes, buses and recreational vehicles, as well as in various industrial applications, including construction, mining, agriculture, marine, oil and gas, rail and military equipment. The Distribution segment includes wholly-owned and partially-owned distributorships engaged in wholesaling engines, generator sets and service parts, as well as performing service and repair activities on our products and maintaining relationships with various OEMs throughout the world. The Components segment sells filtration products, aftertreatment systems, turbochargers and fuel systems. The Power Generation segment is an integrated provider of power systems, which sells engines, generator sets and alternators.

Our financial performance depends, in large part, on varying conditions in the markets we serve, particularly the on-highway, construction and general industrial markets. Demand in these markets tends to fluctuate in response to overall economic conditions. Our sales may also be impacted by OEM inventory levels and production schedules and stoppages. Economic downturns in markets we serve generally result in reduced sales of our products and can result in price reductions in certain products and/or markets. As a worldwide business, our operations are also affected by currency, political, economic and regulatory matters, including adoption and enforcement of environmental and emission standards, in the countries we serve. As part of our growth strategy, we invest in businesses in certain countries that carry high levels of these risks such as China, Brazil, India, Mexico, Russia and countries in the Middle East and Africa. At the same time, our geographic diversity and broad product and service offerings have helped limit the impact from a drop in demand in any one industry or customer or the economy of any single country on our consolidated results.

Worldwide revenues decreased 6 percent in the three months ended September 27, 2015, as compared to the same period in 2014, primarily due to unfavorable foreign currency fluctuations, lower global demand in most industrial markets, lower on-highway demand in international markets and weakness in global power generation markets, partially offset by sales increases related to the consolidation of partially-owned North American distributors since December 31, 2013. Continued international economic weakness in the third quarter of 2015 negatively impacted our international revenues (exclude the United States and Canada), which declined by 18 percent, with sales down in most of our markets, primarily in Brazil, as a result of challenging economic conditions and slower growth in China. The decline in international sales was primarily due to unfavorable foreign currency impacts of 4 percent (primarily in Europe, Brazil, Australia, India and the United Kingdom), lower demand in international industrial markets led by declines in the commercial marine market, the construction market (primarily in Europe) and the on-highway markets in Brazil. Revenue in the U.S. and Canada improved by 4 percent primarily due to increased Distribution segment sales related to the consolidation of North American distributors and higher demand in the North American on-highway markets, partially offset by lower demand in the industrial mining and construction markets.

Worldwide revenues increased 2 percent in the first nine months of 2015 as compared to the same period in 2014, primarily due to the consolidation of partially-owned North American distributors since December 31, 2013 and higher demand in North American on-highway markets, partially offset by unfavorable foreign currency fluctuations, lower global demand in many industrial markets and lower on-highway demand in international markets. Revenue in the U.S. and Canada improved by 11 percent primarily due to increased Distribution segment sales related to the consolidation of North American distributors and higher demand in North American on-highway markets, partially offset by lower demand in mining and construction markets. Continued international economic weakness in the first nine months of 2015 negatively impacted our international revenues, which declined by 10 percent with sales down in most of our markets, especially in Europe and Brazil, as a result of their challenging economic conditions and slower growth in China. The decline in international sales was primarily due to unfavorable foreign currency impacts of 4 percent (primarily in Europe, Brazil, Australia, the U.K. and India), declines in international industrial markets led by declines in the construction market (primarily in Europe) and the commercial marine market and lower demand in on-highway markets (primarily in Brazil and China). These decreases were partially offset by increased international demand in certain power generation markets, especially in the Middle East and Africa.

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The following tables contain sales and earnings before interest expense, income tax expense and noncontrolling interests (EBIT) results by operating segment for the three and nine month periods ended September 27, 2015 and September 28, 2014. Refer to the section titled “Operating Segment Results” for a more detailed discussion of net sales and EBIT by operating segment, including the reconciliation of segment EBIT to income before income taxes.

Operating Segments	Three months ended September 27, 2015			September 28, 2014			Percent change 2015 vs. 2014	
In millions	Sales	Percent of Total	EBIT	Sales	Percent of Total	EBIT	Sales	EBIT
Engine	$2,528	55 %	$252	$2,816	58 %	$330	(10)%	(24)%
Distribution	1,551	33 %	123	1,292	26 %	131	20 %	(6)%
Components	1,240	27 %	156	1,287	26 %	172	(4)%	(9)%
Power Generation	659	14 %	42	754	15 %	60	(13)%	(30)%
Intersegment eliminations	(1,358)	(29)%	—	(1,259)	(25)%	—	8 %	—
Non-segment	—	—	4	—	—	(9)	—	NM
Total	$4,620	100 %	$577	$4,890	100 %	$684	(6)%	(16)%

"NM" - not meaningful information

Net income attributable to Cummins was $380 million, or $2.14 per diluted share, on sales of $4.6 billion for the three months ended September 27, 2015, versus the comparable prior year period net income attributable to Cummins of $423 million, or $2.32 per diluted share, on sales of $4.9 billion. The decrease in net income and earnings per diluted share was driven by lower gross margin, unfavorable foreign currency fluctuations and lower equity, royalty and interest income from investees, partially offset by a lower effective tax rate. The decrease in gross margin was primarily due to lower volumes, unfavorable foreign currency fluctuations (primarily in Australia, Canada, Brazil and Europe), unfavorable pricing and unfavorable mix, partially offset by improved Distribution segment sales related to the consolidation of partially-owned North American distributors since December 31, 2013, lower material and commodity costs and lower warranty costs. Diluted earnings per share for the three months ended September 27, 2015, benefited $0.01 from fewer weighted average shares outstanding due to purchases under the stock repurchase programs.

Operating Segments	Nine months ended September 27, 2015			September 28, 2014			Percent change 2015 vs. 2014	
In millions	Sales	Percent of Total	EBIT	Sales	Percent of Total	EBIT	Sales	EBIT
Engine	$7,921	55 %	$846	$8,123	57 %	$910	(2)%	(7)%
Distribution	4,522	32 %	324	3,480	25 %	333	30 %	(3)%
Components	3,936	27 %	574	3,797	27 %	524	4 %	10 %
Power Generation	2,086	15 %	148	2,136	15 %	146	(2)%	1 %
Intersegment eliminations	(4,121)	(29)%	—	(3,405)	(24)%	—	21 %	—
Non-segment	—	—	(32)	—	—	(44)	—	(27)%
Total	$14,344	100 %	$1,860	$14,131	100 %	$1,869	2 %	— %

Net income attributable to Cummins was $1,238 million, or $6.90 per diluted share, on sales of $14.3 billion for the nine months ended September 27, 2015, versus the comparable prior year period net income attributable to Cummins of $1,207 million, or $6.58 per diluted share, on sales of $14.1 billion. The increase in net income and earnings per diluted share was driven by improved gross margin, a lower effective tax rate and lower research, development and engineering expenses, partially offset by unfavorable foreign currency fluctuations, higher selling, general and administrative expenses, lower other income as a result of larger gains recognized in 2014 from the acquisition of North American distributors and lower equity, royalty and interest income from investees. The increase in gross margin was primarily due to improved Distribution segment sales related to the consolidation of partially-owned North American distributors since December 31, 2013 and lower material and commodity costs, partially offset by unfavorable foreign currency fluctuations (primarily in Australia, Canada, Brazil and Europe), unfavorable pricing, unfavorable mix and higher warranty costs. Diluted earnings per share for the nine months ended September 27, 2015, benefited $0.09 from fewer weighted average shares outstanding, primarily due to purchases under the stock repurchase programs.

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We generated $1.1 billion of operating cash flows for the nine months ended September 27, 2015, compared to $1.4 billion for the same period in 2014. Refer to the section titled “Cash Flows” in the “Liquidity and Capital Resources” section for a discussion of items impacting cash flows.

During the first six months of 2015, we repurchased $174 million of common stock under the 2012 Board of Directors Authorized Plan, completing this program in the second quarter of 2015. In July 2014, our Board of Directors authorized the acquisition of up to $1 billion of additional common stock upon the completion of the 2012 Plan. We repurchased $476 million under the new authorization in 2015.

In the third quarter of 2015, we completed the acquisition of the remaining interest in three North American distributors for $121 million and recognized a total gain of $17 million on the fair value adjustment resulting from the acquisition of the controlling interests in two of these previously unconsolidated entities.

Our debt to capital ratio (total capital defined as debt plus equity) at September 27, 2015, was 17.0 percent, compared to 17.3 percent at December 31, 2014. At September 27, 2015, we had $1.7 billion in cash and marketable securities on hand and access to our credit facilities, if necessary, to meet currently anticipated investment and funding needs.

As of the date of filing this Quarterly Report on Form 10-Q, our credit ratings were as follows:

Credit Rating Agency	Senior L-T Debt Rating	Outlook	Last Updated
Standard & Poor’s Rating Services	A+	Stable	August 2014
Fitch Ratings	A	Stable	October 2015
Moody’s Investors Service, Inc.	A2	Stable	December 2014

In July 2015, the Board of Directors authorized an increase to our quarterly dividend of 25 percent from $0.78 per share to $0.975 per share.

Our global pension plans, including our unfunded and non-qualified plans, were 108 percent funded at December 31, 2014. Our U.S. qualified plan, which represents approximately 56 percent of the worldwide pension obligation, was 119 percent funded and our U.K. plan was 113 percent funded. We expect to contribute $175 million to our global pension plans in 2015. Refer to Note 4, "PENSION AND OTHER POSTRETIREMENT BENEFITS" for additional information regarding our pension plans.

We expect our effective tax rate for the full year of 2015 to approximate 29.5 percent, excluding any one-time tax items.

On October 27, 2015, we announced we will reduce our worldwide professional work force by up to 2,000 employees in response to lower demand for our products in the U.S. and key markets around the world. The employee reductions will come from all parts of the company. We will incur a pre-tax fourth quarter charge in the range of $70 million to $90 million for the headcount reductions. In addition to these reductions, we expect to close or restructure several manufacturing facilities over time which could increase the fourth quarter charge and may result in additional charges in the future.

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OUTLOOK

Near-Term

Our outlook reflects the following trends for the remainder of 2015:

- We expect demand in the North American medium-duty truck market to remain stable.
- We expect North American light-duty demand to remain stable.
- We expect the new ISG engine, which began production in the second quarter of 2014 with our Beijing Foton Cummins Engine Co., Ltd. joint venture, to continue to gain market share in China in its first full year of production.
- We expect demand in India to improve in some end markets as their economy continues to improve.

Our outlook reflects the following challenges to our business that may reduce our revenue and earnings potential for the remainder of 2015:

- We expect industry production in the North American heavy-duty truck markets to decline.
- Power generation markets are expected to remain weak.
- Weak economic conditions in Brazil will continue to negatively impact demand across our businesses.
- We anticipate end markets in China to remain weak.
- Demand in certain European markets could remain weak due to continued political and economic uncertainty.
- Foreign currency volatility could continue to put pressure on our revenues and earnings.
- We expect market demand to remain weak in the oil and gas markets as the result of low crude oil prices.
- Domestic and international mining markets could continue to deteriorate if commodity prices continue to weaken.

We expect the challenging conditions described above to persist for some time.

Long-Term

We believe that, over the longer term, there will be economic improvements in most of our current markets and that our opportunities for long-term profitable growth will continue as the result of the following four macroeconomic trends that should benefit our businesses:

- tightening emissions controls across the world;
- infrastructure needs in emerging markets;
- energy availability and cost issues; and
- globalization of industries like ours.

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RESULTS OF OPERATIONS

	Three months ended		Favorable/		Nine months ended		Favorable/	
	September 27,	September 28,	(Unfavorable)		September 27,	September 28,	(Unfavorable)	
In millions (except per share amounts)	2015	2014	Amount	Percent	2015	2014	Amount	Percent
NET SALES	$4,620	$ 4,890	$(270)	(6)%	$14,344	$ 14,131	$213	2 %
Cost of sales	3,412	3,606	194	5 %	10,609	10,543	(66)	(1)%
GROSS MARGIN	1,208	1,284	(76)	(6)%	3,735	3,588	147	4 %
OPERATING EXPENSES AND INCOME								
Selling, general and administrative expenses	530	529	(1)	— %	1,584	1,527	(57)	(4)%
Research, development and engineering expenses	197	198	1	1 %	558	567	9	2 %
Equity, royalty and interest income from investees	78	99	(21)	(21)%	240	294	(54)	(18)%
Other operating (expense) income, net	(2)	3	(5)	NM	(5)	(4)	(1)	25 %
OPERATING INCOME	557	659	(102)	(15)%	1,828	1,784	44	2 %
Interest income	9	6	3	50 %	20	17	3	18 %
Interest expense	16	15	(1)	(7)%	47	47	—	— %
Other income, net	11	19	(8)	(42)%	12	68	(56)	(82)%
INCOME BEFORE INCOME TAXES	561	669	(108)	(16)%	1,813	1,822	(9)	— %
Income tax expense	169	230	61	27 %	521	553	32	6 %
CONSOLIDATED NET INCOME	392	439	(47)	(11)%	1,292	1,269	23	2 %
Less: Net income attributable to noncontrolling interests	12	16	4	25 %	54	62	8	13 %
NET INCOME ATTRIBUTABLE TO CUMMINS INC.	$380	$ 423	$(43)	(10)%	$1,238	$ 1,207	$31	3 %
Diluted earnings per common share attributable to Cummins Inc.	$2.14	$ 2.32	$(0.18)	(8)%	$6.90	$ 6.58	$0.32	5 %

"NM" - not meaningful information

	Three months ended		Favorable/	Nine months ended		Favorable/
	September 27,	September 28,	(Unfavorable)	September 27,	September 28,	(Unfavorable)
Percent of sales	2015	2014	Percentage Points	2015	2014	Percentage Points
Gross margin	26.1 %	26.3 %	(0.2)	26.0 %	25.4 %	0.6
Selling, general and administrative expenses	11.5 %	10.8 %	(0.7)	11.0 %	10.8 %	(0.2)
Research, development and engineering expenses	4.3 %	4.0 %	(0.3)	3.9 %	4.0 %	0.1

Net Sales

Net sales for the three months ended September 27, 2015, decreased versus the comparable period in 2014. The primary drivers by segment were as follows:

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- Engine segment sales decreased by 10 percent primarily due to lower demand in most global industrial markets as well as lower demand in international on-highway markets, partially offset by higher demand in global bus markets and North American medium-duty truck markets.
- Foreign currency fluctuations unfavorably impacted sales by approximately 4 percent (primarily in Europe, Brazil, Australia, Canada, India and the U.K.).
- Power Generation segment sales decreased by 13 percent due to lower demand in all lines of business.
- Components segment sales decreased by 4 percent primarily due to unfavorable foreign currency fluctuations and lower demand in turbo technologies and filtration businesses, partially offset by higher demand in the emission solutions business.

The decreases above were partially offset by increased Distribution segment sales of 20 percent, principally related to the acquisitions of North American distributors since December 31, 2013.

Net sales for the nine months ended September 27, 2015, increased versus the comparable period in 2014. The primary drivers by segment were as follows:

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- Distribution segment sales increased by 30 percent, principally related to the acquisitions of North American distributors since December 31, 2013.
- Components segment sales increased by 4 percent primarily due to higher demand in the emission solutions and fuel systems businesses, partially offset by lower demand in the filtration and turbo technologies businesses.

The increases above were partially offset by the following:

- Foreign currency fluctuations unfavorably impacted sales by approximately 4 percent (primarily in Europe, Brazil, Australia, Canada the U.K. and India).
- Engine segment sales decreased by 2 percent primarily due to lower global demand in many industrial markets and lower on-highway demand in international markets, partially offset by higher demand in North American on-highway markets.
- Power Generation segment sales decreased by 2 percent primarily due to lower demand in the alternator business, partially offset by higher demand in the power systems business.

Sales to international markets, based on location of customers, for the three and nine months ended September 27, 2015, were 38 percent and 39 percent, respectively, of total net sales compared to 44 percent of total net sales, for both of the comparable periods in 2014. A more detailed discussion of sales by segment is presented in the “OPERATING SEGMENT RESULTS” section.

Gross Margin

Gross margin decreased for the three months ended September 27, 2015, versus the comparable period in 2014, and decreased as a percentage of sales by 0.2 percentage points. The decrease in gross margin was primarily due to lower volumes, unfavorable foreign currency fluctuations (primarily in Australia, Canada, Brazil and Europe), unfavorable pricing and unfavorable mix, partially offset by improved Distribution segment sales related to the consolidation of partially-owned North American distributors since December 31, 2013, lower material and commodity costs and lower warranty costs.

Gross margin increased for the nine months ended September 27, 2015, versus the comparable period in 2014, and increased as a percentage of sales by 0.6 percentage points. The increase in gross margin was primarily due to improved Distribution segment sales related to the consolidation of partially-owned North American distributors since December 31, 2013 and lower material and commodity costs, partially offset by unfavorable foreign currency fluctuations (primarily in Australia, Canada, Brazil and Europe), unfavorable pricing, unfavorable mix and higher warranty costs.

The provision for base warranties issued as a percent of sales for the three and nine months ended September 27, 2015, was 1.8 percent and 2.0 percent, respectively, compared to 1.9 percent and 2.0 percent for the comparable periods in 2014. A more detailed discussion of margin by segment is presented in the “OPERATING SEGMENT RESULTS” section.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended September 27, 2015, were relatively flat versus the comparable period in 2014, despite the acquisitions of North American distributors. Higher compensation and related expenses of $9 million were offset by lower consulting expenses of $10 million. Overall, selling, general and administrative expenses, as a percentage of sales, increased to 11.5 percent in the three months ended September 27, 2015, from 10.8 percent in the comparable period in 2014. Compensation and related expenses include salaries, fringe benefits and variable compensation.

Selling, general and administrative expenses for the nine months ended September 27, 2015, increased versus the comparable period in 2014, despite the acquisitions of North American distributors, primarily due to higher compensation and related expenses of $65 million, partially offset by lower consulting expenses of $28 million. Overall, selling, general and administrative expenses, as a percentage of sales, increased to 11.0 percent in the first nine months of 2015, from 10.8 percent for the comparable period in 2014.

Research, Development and Engineering Expenses

Research, development and engineering expenses for the three months ended September 27, 2015, were relatively flat versus the comparable period in 2014. Higher expense recovery of $9 million was partially offset by higher consulting expenses of $5 million. Overall, research, development and engineering expenses, as a percentage of sales, increased to 4.3 percent in the three months ended September 27, 2015, from 4.0 percent in the comparable period in 2014. Research, development and engineering expenses for the nine months ended September 27, 2015, decreased versus the comparable period in 2014, primarily due to higher expense recovery of $11 million, partially offset by higher consulting

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expenses of $3 million. Overall, research, development and engineering expenses, as a percentage of sales, decreased to 3.9 percent in the first nine months of 2015, from 4.0 percent in the comparable period in 2014. Research activities continue to focus on development of new products to meet future emission standards around the world and improvements in fuel economy performance.

Equity, Royalty and Interest Income From Investees

Equity, royalty and interest income from investees decreased $21 million and $54 million for the three and nine months ended September 27, 2015, respectively, versus the comparable periods in 2014, primarily due to the consolidation of the partially-owned North American distributors since December 31, 2013, ($18 million and $62 million, respectively) and lower earnings at Dongfeng Cummins Engine Company, Ltd. ($4 million and $11 million, respectively) and Chongqing Cummins Engine Company, Ltd. ($4 million and $7 million, respectively). These decreases were partially offset by higher equity earnings at Beijing Foton Cummins Engine Co., Ltd. ($13 million and $41 million, respectively) as the joint venture continues to increase market share with the new heavy-duty engine platform introduced in 2014.

Other Operating (Expense) Income, Net

Other operating (expense) income was as follows:

In millions	Three months ended September 27, 2015	Three months ended September 28, 2014	Nine months ended September 27, 2015	Nine months ended September 28, 2014
Amortization of intangible assets	$(4)	$(3)	$(15)	$(10)
Royalty income, net	4	8	14	16
Other, net	(2)	(2)	(4)	(10)
Total other operating (expense) income, net	$(2)			