

STORAGE TECHNOLOGY CORP
Form 10-Q
May 09, 2003

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**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 March 28, 2003

or

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

For the transition period from _____ to _____
Commission file number 1-7534

STORAGE TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-0593263
(I.R.S. Employer
Identification Number)

One StorageTek Drive, Louisville, Colorado
(Address of principal executive offices)

80028-4309
(Zip Code)

Registrant's telephone number, including area code **303-673-5151**

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The registrant had 108,804,380 shares of common stock outstanding as of May 5, 2003.

STORAGE TECHNOLOGY CORPORATION
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STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Amounts)

| | 03/28/03 | 12/27/02 |
|--------------------------------|-------------|------------|
| | (unaudited) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 718,630 | \$ 657,599 |
| Accounts receivable | 462,828 | 566,863 |
| Inventories | 145,556 | 133,275 |
| Deferred income tax assets | 113,164 | 99,246 |
| Other current assets | 9,657 | 7,256 |
| | 1,449,835 | 1,464,239 |
| Property, plant, and equipment | 225,844 | 240,021 |
| Spare parts for maintenance | 43,068 | 39,346 |
| Deferred income tax assets | 100,353 | 114,002 |

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| | 03/28/03 | 12/27/02 |
|--|---------------------|---------------------|
| Other assets | 125,477 | 118,532 |
| Total assets | \$ 1,944,577 | \$ 1,976,140 |
| LIABILITIES | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 814 | \$ 773 |
| Accounts payable | 96,937 | 135,348 |
| Accrued liabilities | 407,460 | 421,511 |
| Income taxes payable | 215,096 | 215,240 |
| Other current liabilities | 25,222 | 35,144 |
| Total current liabilities | 745,529 | 808,016 |
| Long-term debt | 10,503 | 10,361 |
| Total liabilities | 756,032 | 818,377 |
| STOCKHOLDERS' EQUITY | | |
| Common stock, \$0.10 par value, 300,000,000 shares authorized; | | |
| 108,281,377 shares issued at March 28, 2003, and | | |
| 106,849,329 shares issued at December 27, 2002 | 10,828 | 10,685 |
| Capital in excess of par value | 936,489 | 908,100 |
| Retained earnings | 276,614 | 260,160 |
| Accumulated other comprehensive loss | (11,221) | (9,584) |
| Treasury stock of 259,218 shares at March 28, 2003, | | |
| and 238,276 shares at December 27, 2002, at cost | (4,919) | (4,444) |
| Unearned compensation | (19,246) | (7,154) |
| Total stockholders' equity | 1,188,545 | 1,157,763 |
| Total liabilities and stockholders' equity | \$ 1,944,577 | \$ 1,976,140 |

The accompanying notes are an integral part of the consolidated financial statements.

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In Thousands, Except Per Share Amounts)

| | Quarter Ended | |
|------------------|---------------|------------|
| | 03/28/03 | 03/29/02 |
| Revenue: | | |
| Storage products | \$ 281,259 | \$ 282,165 |
| Storage services | 198,696 | 173,747 |

| | Quarter Ended | |
|--|---------------|----------|
| | 03/28/03 | 03/29/02 |
| Total revenue | 479,955 | 455,912 |
| Cost of revenue: | | |
| Storage products | 153,335 | 160,816 |
| Storage services | 113,861 | 99,405 |
| Total cost of revenue | 267,196 | 260,221 |
| Gross profit | 212,759 | 195,691 |
| Research and product development costs | 50,461 | 54,505 |
| Selling, general, and administrative expense | 140,817 | 133,996 |
| Operating profit | 21,481 | 7,190 |
| Interest income | 2,442 | 2,050 |
| Interest expense | (469) | (483) |
| Income before income taxes | 23,454 | 8,757 |
| Provision for income taxes | (7,000) | (2,800) |
| Net income | \$ 16,454 | \$ 5,957 |
| EARNINGS PER COMMON SHARE | | |
| Basic earnings per common share | \$ 0.15 | \$ 0.06 |
| Weighted-average shares | 106,691 | 104,431 |
| Diluted earnings per common share | \$ 0.15 | \$ 0.06 |
| Weighted-average and dilutive potential shares | 109,126 | 107,449 |

The accompanying notes are an integral part of the consolidated financial statements.

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In Thousands)

| | Quarter Ended | |
|--------------------------------------|---------------|------------|
| | 03/28/03 | 03/29/02 |
| OPERATING ACTIVITIES | | |
| Cash received from customers | \$ 591,316 | \$ 512,530 |
| Cash paid to suppliers and employees | (525,725) | (396,309) |

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| | Quarter Ended | |
|--|---------------|------------|
| | | |
| Interest received | 2,138 | 2,050 |
| Interest paid | (373) | (483) |
| Income tax (paid) refunded | (4,143) | 2,173 |
| | | |
| Net cash provided by operating activities | 63,213 | 119,961 |
| | | |
| INVESTING ACTIVITIES | | |
| Purchases of property, plant, and equipment | (9,828) | (10,872) |
| Proceeds from sale of property, plant, and equipment | 3,704 | 6 |
| Other assets | (5,302) | (7,354) |
| | | |
| Net cash used in investing activities | (11,426) | (18,220) |
| | | |
| FINANCING ACTIVITIES | | |
| Repayments of credit facilities, net | -- | (73,401) |
| Proceeds from employee stock plans | 12,612 | 2,862 |
| Proceeds from other debt | 42 | 178 |
| Repayments of other debt | (264) | (398) |
| | | |
| Net cash provided by (used in) financing activities | 12,390 | (70,759) |
| | | |
| Effect of exchange rate changes on cash | (3,146) | 262 |
| | | |
| Increase in cash and cash equivalents | 61,031 | 31,244 |
| Cash and cash equivalents - beginning of the period | 657,599 | 453,217 |
| | | |
| Cash and cash equivalents - end of the period | \$ 718,630 | \$ 484,461 |
| | | |
| RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES | | |
| Net income | \$ 16,454 | \$ 5,957 |
| Depreciation and amortization expense | 23,786 | 23,917 |
| Inventory writedowns | 5,909 | 7,832 |
| Translation (gain) loss | 4,545 | (2,409) |
| Other non-cash adjustments to income | (397) | 7,732 |
| Decrease in accounts receivable | 111,361 | 56,618 |
| (Increase) decrease in other current assets | (2,001) | 2,600 |
| (Increase) decrease in inventories | (17,783) | 25,253 |
| Increase in spare parts | (6,590) | (7,930) |
| Decrease in deferred income tax assets | 7 | 997 |
| Increase (decrease) in accounts payable | (39,035) | 3,369 |
| Decrease in accrued liabilities | (18,565) | (7,751) |
| Decrease in other current liabilities | (14,628) | -- |
| Increase in income taxes payable | 150 | 3,776 |
| | | |
| Net cash provided by operating activities | \$ 63,213 | \$ 119,961 |
| | | |

The accompanying notes are an integral part of the consolidated financial statements.

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In Thousands)

| | Quarter Ended | |
|--|---------------|----------|
| | 03/28/03 | 03/29/02 |
| Net income | \$ 16,454 | \$ 5,957 |
| Other comprehensive loss: | | |
| Unrealized gain on marketable securities: | | |
| Holding gain, net of tax expense of \$413 and \$0 | 963 | -- |
| Foreign currency hedging contracts: | | |
| Net loss on foreign currency cash flow hedges, net of tax benefit of \$(3,036) and \$(14) | (4,870) | (23) |
| Reclassification adjustment for net (gains) losses included in net income, net of tax benefit (expense) of \$1,415 and \$(863) | 2,270 | (1,384) |
| | (1,637) | (1,407) |
| Other comprehensive loss | | |
| Comprehensive income | \$ 14,817 | \$ 4,550 |

The accompanying notes are an integral part of the consolidated financial statements.

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STORAGE TECHNOLOGY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 BASIS OF PREPARATION

The accompanying interim consolidated financial statements of Storage Technology Corporation and its wholly owned subsidiaries (StorageTek or the Company) have been prepared on substantially the same basis as the Company's annual consolidated financial statements and should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 27, 2002. In the opinion of management, the interim consolidated financial statements reflect all adjustments necessary for the fair presentation of results for the periods presented, and such adjustments are of a normal, recurring nature.

The consolidated results for interim periods are not necessarily indicative of expected results for the full fiscal year.

NOTE 2 STOCK-BASED COMPENSATION PLANS

The Company accounts for stock-based compensation plans under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations. Stock-based compensation cost related to restricted stock is reflected in net income. No stock-based compensation cost related to stock options is reflected in net income, as all options granted under those plans have an exercise price equal to the market value of the underlying common stock on the date of grant.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation, to stock-based compensation (in thousands, except per share amounts):

| Quarter Ended | |
|---------------|----------|
| 03/28/03 | 03/29/02 |

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| | Quarter Ended | |
|--|---------------|----------|
| | 2003 | 2002 |
| Net income, as reported | \$ 16,454 | \$ 5,957 |
| Add: Stock-based compensation expense included in reported net income, net of related tax effects | 760 | 483 |
| Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects | (4,776) | (5,731) |
| Pro forma net income | \$ 12,438 | \$ 709 |
| Earnings per share: | | |
| Basic, as reported | \$ 0.15 | \$ 0.06 |
| Basic, pro forma | \$ 0.12 | \$ 0.01 |
| Diluted, as reported | \$ 0.15 | \$ 0.06 |
| Diluted, pro forma | \$ 0.12 | \$ 0.01 |

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NOTE 3 INVENTORIES

Inventories, net of associated reserves, consist of the following (in thousands):

| | 03/28/03 | 03/29/02 |
|-----------------|------------|------------|
| Raw materials | \$ 29,087 | \$ 22,095 |
| Work-in-process | 36,462 | 40,344 |
| Finished goods | 80,007 | 70,836 |
| | \$ 145,556 | \$ 133,275 |

NOTE 4 LITIGATION

The Company is involved in a number of pending legal proceedings that arise from time to time in the ordinary course of business. Management believes that any liability as a result of adverse outcomes in such proceedings would not have a material adverse effect on the financial condition of the Company taken as a whole. However, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on the Company's financial condition or reported results of operations in a particular quarter. An unfavorable decision, particularly in patent litigation, could require material changes in production processes and products or result in the Company's inability to ship products or components found to have violated third-party patent rights.

NOTE 5 OPERATIONS OF BUSINESS SEGMENTS

The Company is organized into two reportable business segments based on the definitions provided in SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information: storage products and storage services. The storage products segment includes sales of tape products, disk products, network products, and other miscellaneous products. The storage services segment includes maintenance and support services, as well as professional services.

The Company does not have any intersegment revenue, and segment operating performance is evaluated based on gross profit. The aggregate gross profit by segment equals the consolidated gross profit, and the Company does not allocate research and product development costs; selling, general, and administrative expense; interest income; interest expense; or benefit (provision) for income taxes to the segments. The following table shows revenue and gross profit by segment (in thousands):

NOTE 5 OPERATIONS OF BUSINESS SEGMENTS

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| | Quarter Ended | |
|---------------------------|-------------------|-------------------|
| | 03/28/03 | 03/29/02 |
| Revenue: | | |
| Storage products | \$ 281,259 | \$ 282,165 |
| Storage services | 198,696 | 173,747 |
| Total revenue | \$ 479,955 | \$ 455,912 |
| Gross profit: | | |
| Storage products | \$ 127,924 | \$ 121,349 |
| Storage services | 84,835 | 74,342 |
| Total gross profit | \$ 212,759 | \$ 195,691 |

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The following table provides supplemental financial data regarding revenue from the Company's storage products segment (in thousands):

| | Quarter Ended | |
|---------------------------------------|-------------------|-------------------|
| | 03/28/03 | 03/29/02 |
| Tape products | \$ 215,888 | \$ 227,167 |
| Disk products | 37,345 | 20,035 |
| Network products | 19,635 | 18,378 |
| Other | 8,391 | 16,585 |
| Total storage products revenue | \$ 281,259 | \$ 282,165 |

NOTE 6 EARNINGS PER COMMON SHARE

The following table presents the calculation of basic and diluted earnings per share (in thousands, except per share amounts):

| | Quarter Ended | |
|--|----------------|----------------|
| | 03/28/03 | 03/29/02 |
| Net income | \$ 16,454 | \$ 5,957 |
| Weighted average common shares outstanding: | | |
| Basic | 106,691 | 104,431 |
| Effect of dilutive common stock equivalents | 2,435 | 3,018 |
| Diluted | 109,126 | 107,449 |
| Earnings per common share: | | |
| Basic | \$ 0.15 | \$ 0.06 |
| Diluted | \$ 0.15 | \$ 0.06 |

For the quarters ended March 28, 2003, and March 29, 2002, options to purchase 2,299,369 and 4,238,371 shares of common stock, respectively, were excluded from the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the Company's common stock, and therefore, the effect would have been antidilutive.

NOTE 7 INDEMNIFICATIONS AND GUARANTEES

During its normal course of business, the Company has made certain indemnities, commitments, and guarantees under which it may be required to make payments in relation to certain transactions. These indemnities include, but are not limited to, intellectual property indemnities to the Company's customers in connection with the sales of its products, including software products, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to directors and officers of the Company to the maximum extent permitted under the laws of the State of Delaware. The duration of these indemnities, commitments and guarantees varies, and in certain cases, is indefinite. In addition, the majority of these indemnities, commitments, and guarantees do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. As such, the Company is unable to estimate with any reasonableness its potential exposure under these items. The Company has not recorded any liability for these indemnities, commitments, and guarantees in the accompanying consolidated balance sheets. The Company does, however, accrue for losses for any known contingent liability, including those that may arise from indemnification provisions, when future payment is both reasonably determinable and probable. The Company carries specific and general liability insurance policies that the Company believes would provide, in most circumstances, some, if not total recourse to any claims arising from these indemnifications.

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The Company provides warranties associated with the sale of its products. The Company's standard product warranties provide for the repair or replacement of products that fail to meet their published specifications. In situations where a product fails its essential purpose to the customer, the Company may also be responsible for refunding the purchase price of the product if the Company cannot remedy the product failure. The Company establishes a warranty liability for the estimated cost of warranty-related claims at the time revenue is recognized. The following table summarizes information related to the Company's warranty reserves (in thousands):

| | Quarter Ended | |
|--------------------------------|---------------|-----------|
| | 03/28/03 | 03/29/02 |
| Balance at beginning of period | \$ 41,155 | \$ 34,242 |
| Accruals for warranties issued | 10,503 | 10,497 |
| Adjustments to warranties | 1,749 | (1,098) |
| Amortization | (11,027) | (9,886) |
| Balance at end of period | \$ 42,380 | \$ 33,755 |

NOTE 8 RECENT ACCOUNTING PRONOUNCEMENTS

In August 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, Accounting for Obligations Associated with the Retirement of Long-Lived Assets. This statement addresses the accounting for the recognition and measurement of an asset retirement obligation and its associated asset retirement cost. The Company adopted SFAS No. 143 for the year ending December 26, 2003, and the adoption of this statement did not have a material impact on the Company's financial condition or results of operations.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. This statement addresses the accounting for costs associated with an exit activity or with a disposal of long-lived assets. The Company adopted SFAS No. 146 for the year ending December 26, 2003, and the adoption of this statement did not have a material impact on the Company's financial condition or results of operations.

In November 2002, the FASB issued Interpretation No. 45 (FIN 45), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. FIN 45 requires that a liability be recorded in the guarantor's balance sheet upon issuance of a guarantee. FIN 45 also requires additional disclosures about the guarantees an entity has issued, including a rollforward of the entity's product warranty liabilities. The initial recognition and measurement provisions of FIN 45 are applicable to guarantees issued or modified after December 31, 2002, and have not had a material impact on the Company's financial condition or results of operations. The Company adopted the disclosure requirements of FIN 45 in the fourth quarter of 2002, and the disclosures for the first quarter of 2003 are included in Note 7, above.

In November 2002, the Emerging Issues Task Force (EITF) issued EITF Issue No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables. EITF Issue No. 00-21 addresses how to determine whether a revenue arrangement involving multiple deliverables contains more than one unit of accounting for the purposes of revenue recognition and how the revenue arrangement consideration should be measured and allocated to the separate units of accounting. EITF Issue No. 00-21 applies to all revenue arrangements that the Company enters into after June

27, 2003. The adoption of this statement is not currently anticipated to have a material impact on the Company's financial condition or results of operations.

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In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. This statement amends SFAS No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based compensation. It also amends the disclosure provisions of that statement and requires disclosure of the pro forma effect in interim financial statements. The Company adopted SFAS No. 148 for the fiscal year ended December 27, 2002, and the adoption did not have a material impact on the Company's financial condition or results of operations. The Company plans to continue to account for its stock-based compensation under the recognition and measurement principles of APB Opinion No. 25. Accordingly, the alternative methods of transition provided under SFAS No. 148 are not expected to impact the Company. The quarterly disclosure provision of SFAS No. 148 for the first quarter of 2003 is included in Note 2, above.

In January 2003, the FASB issued Interpretation No. 46 (FIN 46), Consolidation of Variable Interest Entities. FIN 46 provides guidance on how to identify a variable interest entity (VIE) and determine when the assets, liabilities, and results of operations of a VIE need to be included in a company's consolidated financial statements. FIN 46 also requires additional disclosures by primary beneficiaries and other significant variable interest holders in a VIE. The provisions of FIN 46 are effective immediately for all VIEs created after January 31, 2003. For VIEs created before February 1, 2003, the provisions of FIN 46 must be adopted at the beginning of the first interim or annual reporting period beginning after June 15, 2003. While the Company is currently evaluating the potential impact of the adoption of FIN 46, the Company believes that it will not be subject to the consolidation or disclosure requirements of FIN 46.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

All assumptions, anticipations, expectations, and forecasts contained in the following discussion regarding our business, future products, business plans, financial results, performance, and future events are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Our actual results may differ materially because of a number of risks and uncertainties. Some of these risks are detailed below in FACTORS THAT MAY AFFECT FUTURE RESULTS and elsewhere in this Form 10-Q. Forward-looking statements can be identified by the use of words such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, intends, or other comparable words. Forward-looking statements also include the assumptions underlying or relating to any such statements. The forward-looking statements contained in this Form 10-Q represent a good-faith assessment of our future performance for which management believes there is a reasonable basis. We disclaim any obligation to update the forward-looking statements contained herein, except as may be otherwise required by law.

BUSINESS SEGMENTS SUMMARY (in thousands, except percentages)

| | Quarter Ended | | | |
|------------------------|---------------|-------------------------|------------|-------------------------|
| | 03/28/03 | As a % of Revenue | 03/29/02 | As a % of Revenue |
| Revenue | | | | |
| Storage products | \$ 281,259 | 58.6% | \$ 282,165 | 61.9% |
| Storage services | 198,696 | 41.4 | 173,747 | 38.1 |
| Total revenue | \$ 479,955 | 100.0% | \$ 455,912 | 100.0% |
| Cost of revenue | | | | |
| Storage products | \$ 153,335 | | \$ 160,816 | |
| Storage services | 113,861 | | 99,405 | |

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| | Quarter Ended | | | |
|---|---------------|--------|------------|--------|
| | | | | |
| Total cost of revenue | \$ 267,196 | | \$ 260,221 | |
| Gross profit | | | | |
| Storage products | \$ 127,924 | | \$ 121,349 | |
| Storage services | 84,835 | | 74,342 | |
| Total gross profit | \$ 212,759 | | \$ 195,691 | |
| Gross profit margin | | | | |
| Storage products | 45.5% | | 43.0% | |
| Storage services | 42.7% | | 42.8% | |
| Total gross profit margin | 44.3% | | 42.9% | |
| Supplemental financial data-storage products revenue | | | | |
| Tape products | \$ 215,888 | 76.7% | \$ 227,167 | 80.5% |
| Disk products | 37,345 | 13.3 | 20,035 | 7.1 |
| Network products | 19,635 | 7.0 | 18,378 | 6.5 |
| Other | 8,391 | 3.0 | 16,585 | 5.9 |
| Total storage products revenue | \$ 281,259 | 100.0% | \$ 282,165 | 100.0% |

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FIRST QUARTER 2003 FINANCIAL OVERVIEW

We grew our revenue and earnings in the first quarter of 2003, compared to the first quarter of 2002, despite the continuing effects of the global economic downturn, depressed information technology spending, and recent geopolitical events. We continue to focus on providing our customers with integrated storage solutions that optimize their storage environments. We also continue to focus on reducing costs and expenses.

Our cash and cash equivalents increased from \$657.6 million as of December 27, 2002, to \$718.6 million as of March 28, 2003, a \$61.0 million improvement. Our debt-to-capitalization ratio remains constant at 1%, and we continue to generate positive cash flows from operations.

REVENUE AND GROSS PROFIT MARGIN

Total revenue for the first quarter of 2003 was \$480.0 million, an increase of 5% compared to the same period in 2002, due to increased revenue from the storage services segment. On a constant currency basis, eliminating the favorable currency impacts from a weakening dollar, first quarter 2003 total revenue decreased slightly compared to the same period in 2002. Total gross profit margin for the first quarter of 2003 was 44.3%, an increase of 1.4 points compared to the same period in 2002, due to higher gross profit margins from the storage products segment.

Storage Products

Our storage products revenue primarily consists of sales of tape products, disk products, and network products, including related software, for the mainframe and open-systems markets. The open-systems market consists of products designed to operate in the UNIX, NT, and other non-MVS operating environments.

Storage products revenue for the first quarter of 2003 was \$281.3 million, basically unchanged compared to the same period in 2002. A 5% decrease in tape product revenue was offset by an 86% increase in disk product revenue. We believe the decline in tape product revenue is primarily attributable to the current global economic conditions and the associated weakness in information technology spending, as well as recent geopolitical events. The increase in disk product revenue is primarily the result of an increase in the number of units sold, and reflects the strength of our strategic alliance with LSI Logic Storage Systems, which was announced in January 2002. We continue to experience an increase in product revenue contribution from sales of open-systems tape and disk products. Storage products gross profit margin increased 2.5 points for

the first quarter of 2003, compared to the same period in 2002, primarily due to our efforts to reduce product costs and improve inventory management.

Storage Services

Our storage services revenue primarily includes revenue associated with the maintenance and support of our storage products and third-party storage products, as well as professional services revenue associated with diverse storage consulting activities.

Storage services revenue increased 14% during the first quarter of 2003 compared to the same period in 2002. The growth in service revenue was driven basically by an expanded effort to sell services that help customers successfully manage their storage requirements. A portion of the increase was also due to the secondary storage services agreement with EDS, which began at the end of the first quarter of 2002. Storage services gross profit margin was 42.7% for the first quarter of 2003, basically unchanged compared to the same period in 2002.

RESEARCH AND PRODUCT DEVELOPMENT

Research and product development costs decreased 7% during the first quarter of 2003, compared to the same period in 2002. Research and product development costs as a percentage of revenue for the first quarter of 2003 were 11% compared to 12% for the same period in 2002. The decrease is primarily due to engineering initiatives designed to improve research and product development productivity, increase strategic alignment, and eliminate non-essential spending, as well as reduced spending on engineering prototypes. We continue to evaluate and prioritize research and product development programs to maximize our return on investment, and our research and product development activities focus on the core businesses of tape products, virtual storage, SAN products, and related services.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSE

Selling, general, and administrative expense (SG&A) increased 5% during the first quarter of 2003, compared to the same period in 2002, primarily due to investments made in the sales and marketing areas of our business. These investments are focused on expanding sales coverage in the growing open-systems environment. As a percentage of revenue, SG&A was unchanged from the first quarter of 2002. In light of the prolonged economic downturn, we are continuing our efforts to control discretionary spending and identify new opportunities to drive increased profitability.

INTEREST INCOME AND EXPENSE

Interest income increased \$392,000 in the first quarter of 2003, compared to the same period in 2002, primarily due to an increase in cash available for investment. Interest expense was basically unchanged during the first quarter of 2003, compared to the same period in 2002.

INCOME TAXES

Our effective tax rate was 30% for the first quarter of 2003, compared to 32% for the same period in 2002. The decrease in the effective tax rate is primarily due to the continued realization of benefits associated with our global manufacturing and distribution strategy.

Statement of Financial Accounting Standards (SFAS) No. 109 requires that deferred income tax assets be recognized to the extent realization of such assets is more likely than not. Based on the currently available information, we have determined that we will more likely than not realize \$213.5 million of deferred income tax assets as of March 28, 2003. Our valuation allowance of approximately \$23.3 million as of March 28, 2003, relates principally to foreign net operating loss carryforwards.

CRITICAL ACCOUNTING POLICIES

Our critical accounting policies are disclosed in our Annual Report on Form 10-K for the year ended December 27, 2002. We have made no changes to those policies for the quarter ended March 28, 2003.

RECENT ACCOUNTING PRONOUNCEMENTS

For information regarding recent accounting pronouncements, see Note 8 of NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, included in Item 1 of this Form 10-Q, which information is incorporated by reference into this Item 2.

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LIQUIDITY AND CAPITAL RESOURCES

Internal Sources of Liquidity

Our cash balance increased \$61.0 million during the first quarter of 2003 primarily as a result of cash flows generated by our operations. Our operating activities provided cash of \$63.2 million during the first quarter of 2003, compared to cash of \$120.0 million generated from operations during the same period in 2002. The decrease in cash generated from operations during the first quarter of 2003, compared to the same period in 2002, was primarily due to a higher level of inventory purchases, as well as a shift in the timing of payments resulting from our lean manufacturing initiatives. Cash used in investing activities decreased to \$11.4 million during the first quarter of 2003 from \$18.2 million during the first quarter of 2002, primarily due to increased proceeds from the sale of property, plant, and equipment. Our financing activities provided \$12.4 million of cash during the first quarter of 2003, primarily due to proceeds from employee stock plans. Our financing activities used \$70.8 million of cash during the first quarter of 2002, primarily due to the repayment of borrowings under our credit facilities.

We expect that cash flows from operations will continue to serve as our principal source of working capital. Cash flows from operations could be negatively impacted by a decrease in demand for our products and services as a result of rapid technological changes and other risks described under FACTORS THAT MAY AFFECT FUTURE RESULTS.

External Sources of Liquidity

We have a \$150.0 million revolving credit facility (the Revolver) that expires in October 2004. The interest rates for borrowing under the Revolver are dependent on our Total Debt to rolling four quarter Earnings Before Interest Expense, Taxes, Depreciation, and Amortization (EBITDA) ratio and the term of the outstanding borrowing. The rate ranges from the applicable LIBOR plus 1.75% to 2.50% or the agent bank's base rate plus 0.00% to 0.50%. We pay a 0.50% per annum commitment fee on any unused borrowings. We had no outstanding borrowings under the Revolver as of March 28, 2003. The Revolver is secured by our U.S. accounts receivable and U.S. inventory, and contains certain financial and other covenants, including restrictions on the payment of cash dividends on our common stock.

Our debt-to-capitalization ratio was 1% as of March 28, 2003. See Internal Sources of Liquidity above for a discussion of cash sources and uses.

INTERNATIONAL OPERATIONS

International operations accounted for approximately 54% of our revenue during the first quarter of 2003 compared to 48% during the same period of 2002. We also sell products through U.S. indirect distribution channels that have end-user customers located outside the United States. We expect that we will continue to generate a significant portion of our revenue from international operations. See We may be materially affected by the risks of conducting business outside the United States under FACTORS THAT MAY AFFECT FUTURE RESULTS for a discussion of the risks associated with international operations.

The majority of our international operations involve transactions denominated in the local currencies of countries within western Europe, principally Germany, France, and the United Kingdom; Australia; Canada; Japan; and South Korea. An increase in the exchange value of the U.S. dollar reduces the value of revenue and profits generated by our international operations. As a result, our operating and financial results can be materially affected by fluctuations in foreign currency exchange rates. In an attempt to mitigate the impact of foreign currency fluctuations, we employ a foreign currency hedging program. See MARKET RISK MANAGEMENT below.

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MARKET RISK MANAGEMENT

External Sources of Liquidity

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Foreign Currency Exchange Rate Risk

Our primary market risk relates to changes in foreign currency exchange rates. The functional currency for our foreign subsidiaries is the U.S. dollar. A significant portion of our revenue is generated by our international operations. As a result, our financial condition, results of operations, and cash flows can be materially affected by changes in foreign currency exchange rates. We attempt to mitigate this exposure as part of our foreign currency hedging program. The primary goal of our foreign currency hedging program is to reduce the risk of adverse foreign currency movements on the reported financial results of our non-U.S. dollar transactions. Factors that could have an impact on the effectiveness of our hedging program include the accuracy of forecasts and the volatility of foreign currency markets. All foreign currency derivatives are authorized and executed pursuant to our policies. We do not hold or issue derivatives or any other financial instruments for trading or speculative purposes.

To implement our foreign currency hedging program, we use foreign currency options and forwards. These derivatives are used to hedge the risk that forecasted revenue denominated in foreign currencies might be adversely affected by changes in foreign currency exchange rates. Foreign currency forwards are also used to reduce our exposure to foreign currency exchange rate fluctuations in connection with monetary assets and liabilities denominated in foreign currencies.

A hypothetical 10% adverse movement in foreign exchange rates applied to our foreign currency exchange rate sensitive instruments held as of March 28, 2003, and as of December 27, 2002, would result in a hypothetical loss in fair value of approximately \$50.0 million and \$64.5 million, respectively. The decrease in the hypothetical loss is primarily due to a decrease in outstanding derivatives used to hedge net monetary assets. These hypothetical losses do not take our underlying international operations into consideration. We anticipate that any hypothetical loss associated with our foreign currency exchange rate sensitive instruments would be substantially offset by gains associated with our underlying international operations.

Interest Rate Risk

Changes in interest rates affect interest income earned on our cash investments, as well as interest expense on short-term borrowings. A hypothetical 10% adverse movement in interest rates applied to cash investments and short-term borrowings as of March 28, 2003, and December 27, 2002, would not have a material adverse effect on our financial condition, results of operations, or cash flows.

Credit Risk

We are exposed to credit risk associated with cash investments, foreign currency derivatives, and trade receivables. We do not believe that our cash investments and foreign currency derivatives present significant credit risks, because the counterparties to the instruments consist of major financial institutions, and we manage the notional amount of contracts entered into with any one counterparty. Substantially all trade receivable balances are unsecured. The concentration of credit risk with respect to trade receivables is limited by the large number of customers in our customer base and their dispersion across various industries and geographic areas. Although we have a large number of customers who are dispersed across different industries and geographic areas, a prolonged economic downturn could increase our exposure to credit risk on our trade receivables. We perform ongoing credit evaluations of our customers and maintain an allowance for potential credit losses.

FACTORS THAT MAY AFFECT FUTURE RESULTS

We may be materially affected by global economic and political conditions

Our ability to generate revenue growth during 2001 and 2002 was adversely affected by the slowdown in the global economy as customers delayed their purchase decisions, reduced their information technology spending budgets, increased their purchase authorization approval requirements, and reduced their capital expenditures by maximizing the current capacities of their data storage equipment. We do not currently anticipate any significant improvement in information technology spending during 2003. During 2002, we implemented various cost-saving measures to help mitigate the adverse effects of the slowdown in the global economy. We cannot provide any assurance that a prolonged economic downturn will not have additional adverse effects on our financial condition, results of operations, or our ability to generate revenue growth. Furthermore, we cannot provide any assurance that our cost-saving measures will be successful or sufficient to allow us to continue to generate improved operating results in future periods.

Our financial condition and results of operations could also be materially affected by unstable global political conditions. Terrorist attacks or acts of war could significantly disrupt our operations and the operations of our customers, suppliers, distributors, or resellers. We cannot predict the potential impact on our financial condition or results of operations should such events occur.

We may be materially affected by a decrease in demand for our tape products or by an inability to maintain key competitive advantages in tape

In the first quarter of 2003, approximately 77% of our storage products revenue was generated by sales of our tape products. Tape products also generate a significant portion of our storage services revenue. If overall demand for tape storage products declines, or if we lose market share in tape, our financial condition and results of operations could be materially affected.

One of the key competitive advantages that our tape products have over competing disk products is that tape products store data at a fraction of the cost of disk storage. The cost of disk storage continues to decrease rapidly due to competition and new disk drive technologies such as Advanced Technology Attachment (ATA). We must continue to develop and introduce new tape products that reduce the cost of tape storage at a rate that is similar to or greater than the decline in disk storage costs in order to maintain this competitive advantage. We cannot provide any assurance that we will be able to reduce the cost of our tape products at a rate similar to the decline in disk storage costs.

We may be materially affected by aggressive competition

The data storage industry is highly competitive, and customers make their decisions based on a number of competitive factors, including the following:

- Functionality
- Technology
- Performance
- Reliability
- System scalability
- Price
- Quality
- Product availability
- Customer service
- Brand recognition

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We must address each of these factors effectively in order to successfully compete. If we are unable to adapt our products and services to changes in these competitive factors, we may lose market share to our competitors.

In order to grow revenue in the future, it is critical that we execute on our Information Lifecycle Management (ILM) strategy by continuing to capitalize on our ability to deliver complete storage solutions to satisfy customer storage requirements. Our ILM strategy requires that we successfully integrate the sale of products and services. Our ability to compete is significantly dependent upon the successful rollout of our ILM strategy. We achieved some initial success during 2002 in our efforts to address customer storage needs by focusing on the delivery of storage solutions that include a combination of tape, disk, and network products, together with the associated services. This success continued during the first quarter of 2003, resulting in increased revenue contributions from disk products, network products, and services. We cannot provide any assurance that we will successfully execute our ILM strategy or that this strategy will successfully address the significant competition in the data storage industry.

We may be materially affected by our ability to grow our indirect channels successfully

We are continually developing our indirect distribution channels, including original equipment manufacturers (OEMs), value-added distributors (VADs), value-added resellers (VARs), and other distributors. Indirect channels sales contributed approximately 50% of our total product revenue in the first quarter of 2003, compared to 47% in the same period in 2002. Increasing our sales through these indirect channels is critical to expanding our reach into the growing open-systems market. Successfully managing the interaction of our direct and indirect channel efforts to effectively reach all the potential customer segments for our products and services is a complex process. We cannot provide any assurance that we will be successful in expanding our indirect channel sales. Our ability to forecast future demand for our products may be adversely affected by unforeseen changes in demand from our indirect channel partners. Maintenance revenue also may be adversely affected in future periods to the extent that customers of our indirect channel partners elect to purchase maintenance services from our competitors. Our financial results may also be negatively affected if the financial condition of one or more of our channel partners weakens or if the current economic downturn

continues.

We may be materially affected by the risks associated with expanding our service offerings

Services contributed approximately 41% of our total revenue in the first quarter of 2003, compared to 38% for the same period in 2002. This growth was driven by new service offerings such as storage consulting services, implementation services, and storage management services. The development and delivery of these new services are critical to the success of our plan to deliver complete storage solutions to our customers. We must ensure that service professionals have the necessary skill sets, experience, tools, and training to support these new service offerings. Any failure to properly develop or deliver our new and existing service offerings could have a material adverse effect on our financial condition and results of operations.

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We may be materially affected by the risks associated with sole source suppliers

We purchase certain key parts, components, and services from sole source suppliers who we believe are currently the only providers that meet our specifications or for which alternative sources of supply are not readily available. The following table shows our significant sole source suppliers and the products or services they provide:

| Name of sole source supplier | Product or service provided |
|-------------------------------------|---|
| Imation Corporation | T9840 and T9940 series tape media |
| Sanmina-SCI Corporation | Printed circuit boards and certain other manufacturing and repair services |
| LSI Logic Storage Systems | D-Series disk products |
| Fujitsu Electronics America | Application-specific integrated circuits (ASICs) for various tape and disk products |
| Philips Semiconductors | ASICs for various tape and disk products |
| Celestica | SN6000 network product |
| Herald Datanetics Ltd. (HDL) | Key component used in certain tape products |

We also obtain certain key parts and components from less significant sole source suppliers. If a sole source supplier did not continue to provide its products or services, we would need to identify and qualify other acceptable suppliers. This process could take an extended period, and we cannot provide any assurance that we could identify and qualify an alternative source on a timely basis or at an acceptable quality or price. We cannot provide any assurance that significant sole source suppliers will be able to meet our ongoing quality or delivery requirements. Failure to meet these requirements may have a material adverse impact on our financial condition and results of operations.

HDL is located in the People's Republic of China (PRC). Our dependence on HDL is subject to additional risks beyond those associated with other sole source suppliers, including the lack of a well-established court system or acceptance of the rule of law in the PRC, the degree to which the PRC permits economic reform policies to continue, the political relationship between the PRC and the United States, broader political and economic factors, and the impact of the recent outbreak of the Severe Acute Respiratory Syndrome (SARS) virus. To date, we have not experienced any material problems securing key components from HDL; however, we cannot provide any assurance that we will not experience material problems in the future.

We may be materially affected by a failure to obtain quality parts and components in a timely manner or by a failure to effectively manage inventory levels

We generally use standard parts and components for our products and believe that there are a number of alternative, competent vendors for most of those parts and components. Certain suppliers have experienced occasional technical, financial, or other problems that have delayed deliveries in the past. An unanticipated failure of suppliers to meet our requirements for an extended period, or the inability to secure comparable components in a timely manner, could result in a shortage of key components or products, longer lead times, reduced control over production and delivery schedules, and an inability to fulfill customer orders in a timely manner. In addition, if SARS is not contained, our ability to obtain parts and components for our products may be materially adversely affected.

We may be materially affected by aggressive competition

We have implemented various lean manufacturing initiatives to help us manage our inventory levels. As we continue to move toward a lean manufacturing environment, we will become increasingly dependent on a limited supplier base to deliver quality parts and components in a timely manner. A supplier's inability to deliver parts and components on a timely basis, or our failure to effectively manage inventory levels, could have a material adverse effect on our financial condition and results of operations.

We may be materially affected by uneven sales patterns and by our ability to forecast customer demand accurately

In the past, our results have followed a seasonal pattern, which reflects the tendency of customers to make their purchase decisions at the end of a calendar year. During any fiscal quarter, a disproportionately large percentage of total product sales is earned in the last weeks or days of the quarter. It is difficult to predict the extent to which these historical trends will continue in the future. We cannot provide any assurance that we will be able to manage our uneven sales patterns.

We prepare and update our forecasts on a regular basis to predict customer demand for our products and services. If predicted demand is higher than actual demand, we may have excess inventory or an underutilized employee base. If actual demand exceeds predicted demand, we may not be able to meet customer requirements in a timely manner due to manufacturing or service constraints. We cannot provide any assurance that we will be able to forecast customer demand accurately or respond quickly to changes in customer demand.

Our gross profit margin may be materially affected by product mix, channel mix, and resale of third-party products

We provide a variety of solutions to meet customer needs, including tape, disk, and network products along with associated services. Our products and services contribute varying gross profit margins, and the gross margin earned on a customer's total solution is dependent on the amounts and types of products or services involved. We cannot provide any assurance that our future gross profit margin will be similar to our historical gross profit margin.

We market our solutions through a combination of a direct sales organization and indirect channel partners. Direct sales to the end-user customer usually result in higher gross profit margins than indirect channel sales. We cannot provide any assurance that changes in our channel mix will not have a material impact on gross profit margin in the future.

Pressure on our disk product gross profit margins is expected to increase as our disk revenue shifts from our enterprise-class products to open-systems products developed and manufactured by LSI. We continue to increase the amount of third-party products sold, and our gross profit margin may be adversely affected as third-party products become a larger portion of our total storage solutions. We may also be at a cost disadvantage in acquiring third-party products that are manufactured by competitors.

We may be materially affected by rapid technological change and evolving industry standards

Short product life cycles are inherent in high-technology industries due to rapid technological change and evolving industry standards. Our financial condition and results of operations depend on our ability to respond effectively to these changes. We cannot provide any assurance that we will be able to successfully develop, manufacture, and market innovative new products or adapt our current products to new technologies or new industry standards. In addition, customers may be reluctant to adopt new technologies and standards, or they may prefer competing technologies and standards.

SAN solutions are an example of the rapid technological change in our industry, since SAN technologies and standards are continually evolving. We continue to develop the necessary product modifications and professional services knowledge to implement our SAN solutions successfully in various customer operating environments. Because the SAN market changes so quickly, it is difficult to predict the future rate of adoption of our SAN solutions.

We may be materially affected by risks associated with new product development

New product research and development is complex and requires the investigation and evaluation of multiple alternatives, as well as planning the design and manufacture of those alternatives selected for further development. Research and development efforts could be adversely affected by any of the following:

- Hardware and software design flaws

We may be materially affected by risks associated with new product development

- Product development delays
- Changes in data storage technology
- Changes in operating systems
- Changes in industry standards

In addition, we have outsourced software development for certain tape and network products to Wipro Technologies. We cannot provide any assurance that research and development activities will be successful in bringing new products to market.

Manufacturing new products involves integrating complex designs and processes, coordinating with suppliers for parts and components, and managing manufacturing capacities to accommodate forecasted demand. Failure to obtain sufficient quantities of parts and components, as well as other manufacturing delays or constraints, could adversely affect the timing of new product introductions. We have experienced product development and manufacturing delays in the past that adversely affected our results of operations and competitive position.

When we introduce new products, we must effectively manage the transition from our existing products to the new products. If we do not manage the transition effectively, we may be subject to the following adverse effects:

- Excess or obsolete inventory
- Insufficient inventory or manufacturing capacity to meet customer demand
- Delayed customer purchases
- Lost sales if customers purchase from our competitors

In addition, sales of our new products may replace some of the sales of our existing products. We cannot provide any assurance that we will be able to successfully manage the development, introduction, or transition of new products in the future.

We may be materially affected by the risks associated with developing and protecting intellectual property

We depend on our ability to develop new intellectual property that does not infringe on the rights of others. We cannot provide any assurance that we will be able to continue to develop such new intellectual property.

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We rely on a combination of U.S. patent, copyright, trademark, and trade secret laws to protect our intellectual property rights. We enter into confidentiality agreements relating to our intellectual property with our employees and consultants, and we include confidentiality provisions in license and non-exclusive sales agreements with our customers.

We also file patent and trademark registration applications with foreign governments; however, many foreign countries do not have intellectual property laws that are as well developed as those of the United States.

Despite all of our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or otherwise obtain or use our intellectual property. Monitoring the unauthorized use of our intellectual property is difficult, particularly in foreign countries. We cannot provide any assurance that we will be able to adequately protect our intellectual property.

We may be materially affected if we are unable to attract, retain, and motivate key employees

Our future success depends in large part on our ability to attract, retain, and motivate our key employees. We face significant competition for individuals who possess the skills required to sell our products and services, as well as design, develop, manufacture, service, and market those products and services. An inability to successfully attract, retain, and motivate these employees could have an adverse effect on our future financial condition and results of operations.

We may be materially affected by the risks of conducting business outside the United States

Our international business may be affected by changes in demand resulting from global and localized economic, business, and political conditions. We are subject to the risks of conducting business outside the United States, including the following risks:

- Adverse political and economic conditions
- Impositions of tariffs or quotas
- Changes in laws or regulations
- Difficulty in obtaining export licenses

We may be materially affected by risks associated with new product development

- Potentially adverse tax or labor laws
- The burdens of complying with a variety of foreign laws
- Longer payment cycles typically associated with international sales
- Other factors outside our control

We expect these risks to increase in the future as we expand our operations in Eastern Europe, Latin America, and Asia. We cannot provide any assurance that these factors will not have a material adverse effect on our financial condition or results of operations in the future.

Our manufacturing operations may be materially affected by weather-related risks

We manufacture and assemble a significant portion of our products in Puerto Rico. Our ability to perform these activities may be significantly affected by weather-related risks beyond our control. We believe that if the Puerto Rico facility were significantly affected by adverse weather, we could relocate to an alternative facility within a reasonable period of time; however, we cannot provide any assurance that we would be able to relocate that facility without a material adverse impact on our financial condition or results of operations.

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We may be materially affected by restructuring activities

We have recognized significant restructuring charges in the past and it is possible that changes in our business, industry, or in the global economy may necessitate restructuring activities in the future. The necessity for restructuring activities may result in expenses that adversely affect our financial condition and results of operations and may require incremental cash payments.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required under this Item 3 is included in the section above entitled MARKET RISK MANAGEMENT.

ITEM 4 CONTROLS AND PROCEDURES

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-14 promulgated under the Securities Exchange Act of 1934, within 90 days of the filing date of this report. Based on their evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

There have been no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referenced above.

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PART II

ITEM 1 LEGAL PROCEEDINGS

For information regarding legal proceedings, see Note 4 of NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, included in Part I, Item 1, of this Form 10-Q, which information is incorporated by reference into this Part II, Item 1.

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ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q or are incorporated by reference into this Quarterly Report on Form 10-Q:

- 3.1 Restated Certificate of Incorporation of Storage Technology Corporation dated July 28, 1987 (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)
- 3.2 Certificate of Amendment dated May 22, 1989, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)
- 3.3 Certificate of Second Amendment dated May 28, 1992, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2000, filed on February 21, 2001, and incorporated herein by reference)
- 3.4 Certificate of Third Amendment dated May 21, 1999, to the Restated Certificate of Incorporation dated July 28, 1987 (previously filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 1999, filed on August 9, 1999, and incorporated herein by reference)
- 3.5 Restated Bylaws of Storage Technology Corporation, as amended through November 16, 2002 (previously filed as Exhibit 3.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 4.1 Specimen Certificate of Common Stock, \$0.10 par value of Registrant (previously filed as Exhibit (c)(2) to the Company's Current Report on Form 8-K dated June 2, 1989, and incorporated herein by reference)
- 10.1(1)(2) Storage Technology Corporation Amended and Restated 1987 Employee Stock Purchase Plan, as amended through March 6, 2003
- 10.2(1) Storage Technology Corporation Amended and Restated 1995 Equity Participation Plan (previously filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed on March 10, 2000, and incorporated herein by reference)
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- 10.3(1) Storage Technology Corporation Management by Objective Bonus Plan (previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)
- 10.4(1) Storage Technology Corporation Amended and Restated Stock Option Plan for Non-Employee Directors (previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 1996, filed on August 12, 1996, and incorporated herein by reference)
- 10.5(1) Storage Technology Corporation Flexible Option Plan, dated December 2001 (previously filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)
- 10.6(1) Agreement between the Company and Gary Francis, dated August 19, 1997 (previously filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1997, filed on March 6, 1998, and incorporated herein by reference)
- 10.7(1) CEO Employment Agreement, dated July 11, 2000, between the Company and Patrick J. Martin (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2000, filed on August 11, 2000,

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and incorporated herein by reference)

- 10.8(1) Severance Agreement, dated as of July 1, 2001, between the Company and Robert S. Kocol (previously filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.9(1) Restricted Stock Award Agreement, dated as of September 27, 2001, by and between the Company and Robert S. Kocol (previously filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)
- 10.10(1) Offer Letter, dated May 10, 2001, from the Company to Michael McLay (previously filed as Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)
- 10.11(1) Offer Letter, dated February 9, 2001, from the Company to Jill F. Kenney (previously filed as Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)
- 10.12(1) Offer Letter, dated February 9, 2001, from the Company to Roger Gaston (previously filed as Exhibit 10.20 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)
- 10.13(1) Promissory Note, dated May 11, 2001, from Michael McLay to the Company, in the principal amount of \$390,000 (previously filed as Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

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- 10.14(1) Promissory Note, dated May 11, 2001, from Michael McLay to the Company, in the principal amount of \$160,000 (previously filed as Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)
- 10.15(1) Form of LEAP Participation Agreement, dated April 30, 2001 (previously filed as Exhibit 10.25 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)
- 10.16(1) Offer Letter, dated July 16, 2001, from the Company to Roy Perry (previously filed as Exhibit 10.28 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.17(1) Offer Letter, dated June 27, 2001, from the Company to Angel Garcia (previously filed as Exhibit 10.29 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.18(1) Offer Letter, dated December 10, 2001, between the Company and Thomas Major (previously filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)
- 10.19(1) Letter Agreement, dated July 31, 2001, between the Company and Pierre Cousin (previously filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)
- 10.20 Credit Agreement, dated as of October 10, 2001, among the Company, the several financial institutions thereto, Bank of America, N.A., as letter of credit issuing bank and sole administrative agent for the Banks, Key Corporate Capital, Inc. as Documentation Agent, Fleet National Bank as Syndication Agent, and Banc of America Securities LLC as sole lead arranger and sole book manager (previously filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)

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- 10.21 Security Agreement, dated as of October 10, 2001, by and among the Company, Bank of America, N.A., as Collateral Agent for itself and other Secured Parties referred to therein (previously filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.22 Guaranty, dated as of October 10, 2001, by StorageTek Holding Corporation, in favor of the Banks party to a certain Credit Agreement and Bank of America, N.A., as Agent and Issuing Bank and Collateral Agent (previously filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.23(1) Form of Executive Severance Agreement (previously filed as Exhibit 10.32 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)

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- 10.24 Master Services Agreement (MSA), between each of the Company, Electronic Data Systems Corporation, and EDS Information Services L.L.C., dated as of April 1, 2002 (previously filed as Exhibit 10.33 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.25 Authorization Letter #1 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.34 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.26 Authorization Letter #2 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.35 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.27 Master Secondary Storage Services Agreement, between the Company and Electronic Data Systems Corporation, dated March 29, 2002 (previously filed as Exhibit 10.36 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.28(1) Offer Letter, dated June 25, 2002, between the Company and Mark Roellig (previously filed as Exhibit 10.28 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2002, filed on August 12, 2002, and incorporated herein by reference)
- 10.29(1) Extension Agreement, dated August 28, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.29 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 2002, filed on November 12, 2002, and incorporated herein by reference)
- 10.30(1) Extension Agreement, dated September 30, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.20 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 2002, filed on November 12, 2002, and incorporated herein by reference)
- 10.31(1) Form of Indemnification Agreement, dated as of November 22, 2002, between the Company and each director (previously filed as Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 10.32(1) Storage Technology Corporation 1993 Non-Statutory Stock Option Plan (previously filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 10.33(1) Offer Letter, dated November 12, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 10.34(1) Agreement, dated December 1, 2002, between the Company and Pierre Cousin (previously filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)

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|-------------|---|
| 10.35(1)(2) | CEO Employment Agreement, dated July 11, 2000, and revised February 12, 2003, between the Company and Patrick J. Martin |
| 10.36(1)(2) | Amended and Restated CEO Employment Agreement, dated March 27, 2003, between the Company and Patrick J. Martin |
| 10.37(1)(2) | Form of Executive Agreement, dated as of February 12, 2003, between the Company and each executive officer |
| 99.1(2) | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.2(2) | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

(1) Contract or compensatory plan or arrangement in which directors and/or officers participate

(2) Indicates exhibit filed with this Quarterly Report on Form 10-Q

(b) Reports on Form 8-K.

Current report on Form 8-K, filed on January 7, 2003, relating to an Item 9, Regulation FD Disclosure, regarding a press release issued by the Company announcing higher-than-anticipated fourth quarter 2002 financial results

Current report on Form 8-K, filed on January 10, 2003, relating to an Item 9, Regulation FD Disclosure, regarding a press release issued by the Company announcing that the Chief Financial Officer had presented certain information at the Needham Growth Conference in New York

Current report on Form 8-K, filed on January 23, 2003, relating to an Item 9, Regulation FD Disclosure, regarding an announcement by the Company of its results of operations for the fiscal quarter and fiscal year ended December 27, 2002, including a copy of the script of the prepared remarks of the Company's Chief Executive Officer and Chief Financial Officer from a conference call regarding such results of operation

SIGNATURES

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

STORAGE TECHNOLOGY CORPORATION
(Registrant)

May 8, 2003

(Date)

/s/ ROBERT S. KOCOL

Robert S. Kocol
Corporate Vice President
and Chief Financial Officer
(Principal Financial Officer)

May 8, 2003

/s/ THOMAS G. ARNOLD

(Date)

Thomas G. Arnold
Vice President and Corporate Controller
(Principal Accounting Officer)

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CERTIFICATIONS

I, Patrick J. Martin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Storage Technology Corporation;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 8, 2003

/s/ PATRICK J. MARTIN

Patrick J. Martin
Chairman, President and CEO

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I, Robert S. Kocol, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Storage Technology Corporation;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 8, 2003

/s/ ROBERT S. KOCOL

Robert S. Kocol
Corporate Vice President, Chief Financial Officer

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