

STORAGE TECHNOLOGY CORP

Form 10-Q

August 10, 2005

Table of Contents

**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 July 1, 2005

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)

303-673-5151

(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 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 107,995,062 shares of common stock outstanding as of August 1, 2005.

Form 10-Q

**STORAGE TECHNOLOGY CORPORATION
INDEX TO FORM 10-Q
July 1, 2005**

	PAGE
PART I FINANCIAL INFORMATION	
Item 1 Financial Statements	
<u>Consolidated Balance Sheets</u>	3
<u>Consolidated Statements of Operations</u>	4
Table of Contents	2

<u>Consolidated Statements of Cash Flows</u>	5
<u>Consolidated Statements of Changes in Stockholders' Equity</u>	6
<u>Consolidated Statements of Comprehensive Income</u>	7
<u>Notes to Consolidated Financial Statements</u>	8
<u>Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	14
<u>Item 3 Quantitative and Qualitative Disclosures about Market Risk</u>	26
<u>Item 4 Controls and Procedures</u>	27
<u>PART II OTHER INFORMATION</u>	
<u>Item 1 Legal Proceedings</u>	28
<u>Item 2 Changes in Securities, Use of Proceeds, and Issuer Purchases of Equity Securities</u>	28
<u>Item 6 Exhibits</u>	28
<u>Signatures</u>	33
<u>Restated Bylaws</u>	
<u>Certification Pursuant to Section 302</u>	
<u>Certification Pursuant to Section 302</u>	
<u>Certification Pursuant to Section 906</u>	
<u>Certification Pursuant to Section 906</u>	

Table of Contents

Form 10-Q

**STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED BALANCE SHEETS**

(In Thousands, Except Share Amounts)

	07/01/05 (Unaudited)	12/31/04
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 860,193	\$ 853,410
Short-term investments	282,865	281,028
Accounts receivable	461,090	519,273
Inventories	127,121	123,459
Deferred income tax assets	158,513	174,253
Other current assets	7,660	1,062
Total current assets	1,897,442	1,952,485
Long-term investments	19,747	48,408
Property, plant, and equipment	177,565	177,371
Spare parts for maintenance	51,069	49,048
Deferred income tax assets	46,282	46,569
Other assets	140,618	133,960
Total assets	\$2,332,723	\$2,407,841
LIABILITIES		
Current liabilities:		
Current portion of long-term debt	\$ 1,231	\$ 1,551
Accounts payable	110,047	121,019
Accrued liabilities	489,936	533,839
Income taxes payable	227,305	239,253
Other current liabilities	2,471	59,365
Total current liabilities	830,990	955,027
Long-term debt	9,215	11,006
Total liabilities	840,205	966,033

Commitments and contingencies (Notes 4 and 8)

STOCKHOLDERS EQUITY

Common stock, \$0.10 par value, 300,000,000 shares authorized; 116,057,016 shares issued at July 1, 2005, and 112,875,937 shares issued at December 31, 2004	11,606	11,288
Capital in excess of par value	1,101,444	1,019,101
Retained earnings	654,673	600,095
Accumulated other comprehensive loss	(15,541)	(38,772)
Treasury stock, 8,514,716 shares at July 1, 2005, and 5,448,350 shares at December 31, 2004, at cost	(229,204)	(134,148)
Unearned compensation	(30,460)	(15,756)
 Total stockholders equity	 1,492,518	 1,441,808
 Total liabilities and stockholders equity	 \$2,332,723	 \$2,407,841

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

Table of Contents

Form 10-Q

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In Thousands, Except Per Share Amounts)

	Quarter Ended		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Revenue:				
Storage products	\$ 305,932	\$ 289,048	\$ 572,134	\$ 583,654
Storage services	243,367	227,567	476,421	448,033
 Total revenue	 549,299	 516,615	 1,048,555	 1,031,687
 Cost of revenue:				
Storage products	157,432	152,096	288,828	301,715
Storage services	136,161	126,687	269,445	253,937
 Total cost of revenue	 293,593	 278,783	 558,273	 555,652
 Gross profit	 255,706	 237,832	 490,282	 476,035
Research and development costs	50,126	47,046	97,497	95,548
Selling, general, and administrative expense	177,031	148,287	341,676	310,972
 Operating profit	 28,549	 42,499	 51,109	 69,515
Interest income	8,779	3,319	15,955	6,500
Interest expense	(309)	(318)	(528)	(695)
 Income before income taxes	 37,019	 45,500	 66,536	 75,320
 Provision for income taxes	 (5,866)	 (9,873)	 (11,958)	 (16,344)
 Net income	 \$ 31,153	 \$ 35,627	 \$ 54,578	 \$ 58,976

EARNINGS PER COMMON SHARE

Basic earnings per share	\$ 0.29	\$ 0.32	\$ 0.52	\$ 0.53
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Weighted-average shares	105,742	110,675	105,906	110,613
Diluted earnings per share	\$ 0.29	\$ 0.32	\$ 0.50	\$ 0.52
Weighted-average and dilutive potential shares	107,738	112,726	108,131	113,040

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

4

Table of Contents

Form 10-Q

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)
(In Thousands)

	Six Months Ended	
	07/01/05	06/25/04
OPERATING ACTIVITIES		
Cash received from customers	\$ 1,080,750	\$ 1,115,656
Cash paid to suppliers and employees	(982,907)	(962,099)
Interest received	15,065	5,861
Interest paid	(474)	(555)
Income tax paid	(13,855)	(15,602)
Net cash provided by operating activities	98,579	143,261
INVESTING ACTIVITIES		
Purchases of investments	(252,991)	(244,108)
Proceeds from sale of investments	279,609	193,515
Purchases of property, plant, and equipment	(35,270)	(27,961)
Proceeds from sale of property, plant, and equipment	47	13
Other assets	(5,759)	(23,854)
Net cash used in investing activities	(14,364)	(102,395)
FINANCING ACTIVITIES		
Purchases of common stock	(95,056)	(56,155)
Proceeds from employee stock plans	52,286	45,068
Proceeds from other debt	1,467	428
Repayments of other debt	(2,114)	(815)
Net cash used in financing activities	(43,417)	(11,474)
Effect of exchange rate changes on cash	(34,015)	(29,011)
Increase in cash and cash equivalents	6,783	381
Cash and cash equivalents beginning of the period	853,410	727,354
Cash and cash equivalents end of the period	\$ 860,193	\$ 727,735
RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Net income	\$ 54,578	\$ 58,976

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Depreciation and amortization expense	38,835	40,549
Inventory writedowns	13,891	10,259
Translation loss	16,010	18,684
Other non-cash adjustments to income	38,367	33,567
(Increase) decrease in assets:		
Accounts receivable	32,194	83,969
Other current assets	(9,461)	(13,053)
Inventories	(10,860)	4,407
Spare parts	(12,140)	(10,837)
Deferred income tax assets	584	(850)
Decrease in liabilities:		
Accounts payable	(8,731)	(34,723)
Accrued liabilities	(20,724)	(23,509)
Other current liabilities	(21,433)	(16,870)
Income taxes payable	(12,531)	(7,308)
Net cash provided by operating activities	\$ 98,579	\$ 143,261

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

Table of Contents

Form 10-Q

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(In Thousands)

	Common		Capital in Excess of Par Value	Accumulated Other			Unearned Compensation	Total
	Shares Issued	Common Stock		Retained Earnings	Comprehensive Income (Loss)	Treasury Stock		
Balances, December 31, 2004	112,876	\$11,288	\$1,019,101	\$600,095	\$(38,772)	\$(134,148)	\$(15,756)	\$1,441,808
Components of comprehensive income:								
Net income				54,578				54,578
Other comprehensive income					23,231			23,231
Total comprehensive income				54,578	23,231			77,809
Shares issued upon exercise of stock options	2,261	226	45,006					45,232
Shares issued under employee stock purchase plan	352	35	8,022					8,057
Shares repurchased under stock repurchase program						(95,056)		(95,056)
Restricted stock activity	626	63	21,089				(14,704)	6,448
Other	(58)	(6)	8,226					8,220
Balances, July 1, 2005	116,057	\$11,606	\$1,101,444	\$654,673	\$(15,541)	\$(229,204)	\$(30,460)	\$1,492,518

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

Table of Contents

Form 10-Q

STORAGE TECHNOLOGY CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)
(In Thousands)

	Quarter Ended		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Net income	\$31,153	\$35,627	\$54,578	\$58,976
Other comprehensive income:				
Foreign currency hedging contracts:				
Net gain (loss) on foreign currency cash flow hedges, net of tax expense (benefit) of \$4,980, \$(121), \$9,091, and \$462	7,922	(192)	14,462	735
Reclassification adjustment for net losses included in net income, net of tax benefit of \$2,309, \$3,010, \$5,624, and \$6,467	3,673	4,788	8,947	10,287
Unrealized gain (loss) on marketable securities:				
Holding gain (loss), net of tax expense (benefit) of \$150, \$(276), \$3, and \$(134)	238	(461)	4	(160)
Reclassification adjustment for net gains included in net income, net of tax expense of \$0, \$508, \$78, and \$830		(1,186)	(182)	(1,936)
Other comprehensive income	11,833	2,949	23,231	8,926
Comprehensive income	\$42,986	\$38,576	\$77,809	\$67,902

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

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 our wholly owned subsidiaries (collectively referred to as StorageTek, we, our, and us) have been prepared on substantially the same basis as our annual consolidated financial statements and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2004. In our opinion, 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.

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications include our presentation of auction rate securities. We have made reclassifications to our consolidated statements of cash flows to reflect the gross purchases and sales of these securities as investing activities rather than as a component of cash and cash equivalents. As a result of these reclassifications, net cash used in investing activities increased \$60.1 million for the six months ended June 25, 2004. In addition, approximately \$334.3 million was reclassified from cash and cash equivalents to short-term investments as of June 25, 2004. These changes in classification did not affect previously reported cash flows from operations, cash flows from financing activities, or consolidated statements of operations for any period.

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

NOTE 2 STOCK-BASED COMPENSATION PLANS

We account 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 reflected in net income is related to restricted stock.

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

Table of Contents

Form 10-Q

	Quarter Ended		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Net income, as reported	\$31,153	\$35,627	\$ 54,578	\$ 58,976
Add: Stock-based compensation expense included in reported net income, net of related tax effects	2,475	1,260	4,394	2,515
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	(8,539)	(6,498)	(16,477)	(12,427)
Pro forma net income	\$25,089	\$30,389	\$ 42,495	\$ 49,064
Earnings per share:				
Basic, as reported	\$ 0.29	\$ 0.32	\$ 0.52	\$ 0.53
Basic, pro forma	\$ 0.24	\$ 0.27	\$ 0.40	\$ 0.44
Diluted, as reported	\$ 0.29	\$ 0.32	\$ 0.50	\$ 0.52
Diluted, pro forma	\$ 0.24	\$ 0.27	\$ 0.40	\$ 0.44

NOTE 3 INVENTORIES

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

	07/01/05	12/31/04
Raw materials	\$ 34,200	\$ 26,567
Work-in-process	29,087	21,341
Finished goods	63,834	75,551
	\$127,121	\$123,459

NOTE 4 LITIGATION

In August 2002, Ted Marx, a former StorageTek employee who was terminated in 2001, filed suit in California State Superior Court (Los Angeles) against us. The complaint contained claims for wrongful termination, wrongful termination in violation of the California Labor Code, breach of the covenant not to terminate without good reason, breach of contract, breach of the covenant of good faith and fair dealing, failure to pay wages under the California Labor Code, and intentional infliction of emotional distress. In September 2003, we filed a motion for summary judgment. In December 2003, the court ruled in our favor on the claim of breach of the covenant not to terminate without good reason. The trial commenced in May 2004. In June 2004, the jury awarded approximately \$2.9 million in compensatory damages and \$9.0 million in punitive damages to the plaintiff. In addition, in the first quarter of 2005, the trial court awarded approximately \$1.0 million in attorney fees and costs to the plaintiff. We are vigorously seeking to overturn and/or reduce these awards and are in the process of filing our appeal with the California Court of Appeals. We have not accrued the damages or the attorney fees for this case, as we do not believe that these amounts represent a loss contingency that meets the definition of probable under SFAS No. 5, Accounting for Contingencies. We are also involved in a number of other pending legal proceedings that have come up in the ordinary course of business. We believe that any liability as a result of adverse outcomes in such proceedings would not have a material adverse effect on our financial condition 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 our financial condition or results of operations in a

Table of Contents

Form 10-Q

particular quarter. An unfavorable decision, particularly in patent litigation, could require material changes in production processes and products or result in the inability to ship products or components found to have violated third-party patent rights.

NOTE 5 CREDIT FACILITIES

We have a \$75.0 million unsecured revolving credit facility (the Revolver) that expires in October 2008. The interest rates for borrowing under the Revolver are based upon our Consolidated Leverage Ratio, which is the ratio of Consolidated Funded Indebtedness to rolling four quarter Consolidated Earnings Before Interest Expense, Taxes, Depreciation, and Amortization (EBITDA). The rate ranges from the applicable LIBOR plus 1.00% to 2.00% or the agent bank's base rate plus 0.00% to 1.00%. We pay an annual commitment fee of 0.175% or 0.200% on any unused borrowings based upon the Consolidated Leverage Ratio. The Revolver contains certain financial and other covenants, including limitations on the payment of cash dividends. We had no outstanding borrowings under the Revolver as of July 1, 2005. However, we had letters of credit totaling approximately \$850,200 under the Revolver as of July 1, 2005.

NOTE 6 OPERATIONS OF BUSINESS SEGMENTS

StorageTek 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, disk, network, and other miscellaneous products. The storage services segment includes maintenance and support services, as well as professional services.

We do 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 we do not allocate research and development costs; selling, general, and administrative expense; interest income; interest expense; or provision for income taxes to the segments. The following table shows revenue and gross profit by segment (in thousands):

	Quarter Ended		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Revenue:				
Storage products	\$305,932	\$289,048	\$ 572,134	\$ 583,654
Storage services	243,367	227,567	476,421	448,033
Total revenue	\$549,299	\$516,615	\$1,048,555	\$1,031,687
Gross profit:				
Storage products	\$148,500	\$136,952	\$ 283,306	\$ 281,939
Storage services	107,206	100,880	206,976	194,096
Total gross profit	\$255,706	\$237,832	\$ 490,282	\$ 476,035

The following table provides supplemental financial data regarding revenue from our storage products segment (in thousands):

Table of Contents

Form 10-Q

	Quarter Ended		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Tape products	\$242,457	\$215,044	\$454,354	\$438,133
Disk products	35,826	46,186	68,317	90,404
Network products	17,310	18,595	30,107	35,609
Other	10,339	9,223	19,356	19,508
Total storage products revenue	\$305,932	\$289,048	\$572,134	\$583,654

NOTE 7 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		Six Months Ended	
	07/01/05	06/25/04	07/01/05	06/25/04
Net income	\$ 31,153	\$ 35,627	\$ 54,578	\$ 58,976
Weighted average common shares outstanding:				
Basic	105,742	110,675	105,906	110,613
Effect of dilutive common stock equivalents	1,996	2,051	2,225	2,427
Diluted	107,738	112,726	108,131	113,040

Earnings per common share:

Basic	\$ 0.29	\$ 0.32	\$ 0.52	\$ 0.53
Diluted	\$ 0.29	\$ 0.32	\$ 0.50	\$ 0.52

For the quarters ended July 1, 2005, and June 25, 2004, options to purchase 1,521,596 and 3,612,443 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 our common stock, and therefore, the effect would have been antidilutive. For the six months ended July 1, 2005, and June 25, 2004, options to purchase 890,649 and 3,623,196 shares of common stock, respectively, were excluded from the computation of diluted earnings per share for the same reason.

NOTE 8 INDEMNIFICATIONS AND WARRANTIES

Financial Accounting Standards Board (FASB) Interpretation No. 45 (FIN 45), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, requires that a liability be recorded in the guarantor's balance sheet upon issuance of certain guarantees. FIN 45 also requires additional disclosures about the guarantees an entity has issued, including a rollforward of the entity's product warranty liabilities.

In the normal course of business, we are party to a variety of agreements under which we may be obligated to indemnify the other party for certain matters. These obligations typically arise in contracts where we customarily agree to hold the other party harmless against losses arising from a breach of representations or covenants for certain matters such as title to assets and intellectual property rights associated with the sale of products. We also have indemnification obligations to our officers and directors. The duration of these indemnifications varies, and in certain cases, is indefinite. In each of these circumstances, payment by us depends upon the other party making an adverse claim according to the procedures outlined in the particular agreement, which procedures generally allow us to

challenge the

Table of Contents

Form 10-Q

other party's claims. In certain instances, we may have recourse against third parties for payments that we make. We are unable to reasonably estimate the maximum potential amount of future payments under these or similar agreements due to the unique facts and circumstances of each agreement and the fact that certain indemnifications provide for no limitation to the maximum potential future payments under the indemnification. We have not recorded any liability for these indemnifications in the accompanying consolidated balance sheets; however, we accrue losses for any known contingent liability, including those that may arise from indemnification provisions, when future payment is both probable and reasonably estimable.

We provide warranties associated with the sale of our products. Our 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, we may also be responsible for refunding the purchase price of the product if we cannot remedy the product failure. We establish a warranty liability for the estimated cost of warranty-related claims at the time revenue is recognized. The following table summarizes information related to our warranty reserves (in thousands):

	Six Months Ended	
	07/01/05	06/25/04
Balance at beginning of period	\$ 44,536	\$ 43,676
Accruals for warranties issued	15,244	18,421
Adjustments to warranties	58	(3,737)
Amortization	(26,138)	(22,664)
Balance at end of period	\$ 33,700	\$ 35,696

NOTE 9 RECENT ACCOUNTING PRONOUNCEMENTS

In November 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 151, *Inventory Costs* an amendment of ARB No. 43, Chapter 4. This statement amends the guidance in ARB No. 43, Chapter 4, *Inventory Pricing*, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). This statement requires that the above items be recognized as current period charges, regardless of whether they meet the criterion of abnormal. Additionally, SFAS No. 151 requires that the allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005, and is required to be adopted by us in the first quarter of fiscal 2006. We do not expect SFAS No. 151 to have a material impact on our financial condition or results of operations.

In December 2004, the FASB issued Statement No. 123R, *Share-Based Payment*, which requires companies to measure and recognize compensation expense for all stock-based payments at fair value. In April 2005, the SEC approved a delay in the effective date of SFAS No. 123R. As a result of this delay, we are required to adopt SFAS No. 123R no later than the first quarter of fiscal 2006. We are currently evaluating the impact of SFAS No. 123R on our financial position and results of operations, as well as the timing and method of adoption of SFAS No. 123R. See

Stock-Based Compensation Plans above for information related to the pro forma effects on our net income and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, to stock-based employee compensation. We have not determined whether the adoption of SFAS No. 123R will result in amounts that are similar to the current pro forma disclosures under SFAS No. 123.

Table of Contents

Form 10-Q

In March 2005, the FASB issued FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations, an interpretation of FASB Statement No. 143 (FIN 47). FIN 47 clarifies that conditional asset retirement obligations meet the definition of liabilities and should be recognized when incurred if their fair values can be reasonably estimated. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005. The cumulative effect of initially applying FIN 47 will be recognized as a change in accounting principle. We do not expect FIN 47 to have a material impact on our financial condition or results of operations.

In June 2005, the FASB issued FASB Staff Position (FSP) No. FAS 143-1, Accounting for Electronic Equipment Waste Obligations, which provides guidance on how commercial users and producers of electronic equipment should recognize and measure asset retirement obligations associated with the European Directive 2002/96/EC on Waste Electrical and Electronic Equipment. The guidance in FSP No. FAS 143-1 applies to the later of our fiscal quarter ended July 1, 2005, or the date of the adoption of the law by the applicable European Union (EU) member country. The adoption of the FSP in the current quarter did not have a material impact on our financial condition or results of operations. Due to the fact that several major EU-member countries have not yet enacted country-specific laws, we cannot estimate the effect of applying this guidance in future periods.

NOTE 10 MERGER AGREEMENT WITH SUN MICROSYSTEMS, INC.

On June 2, 2005, Sun Microsystems, Inc. (Sun) and StorageTek announced that they entered into a definitive agreement under which Sun will acquire StorageTek for approximately \$4.1 billion in cash. The waiting period under the Hart-Scott-Rodino Antitrust Improvements Act has expired. The proposed merger remains subject to satisfaction of certain conditions to closing, including clearance under the European Union merger control, approval by StorageTek stockholders at a special meeting of stockholders scheduled for August 30, 2005 in New York City, the absence of a material adverse change with respect to StorageTek, StorageTek's compliance with its covenants and agreements under the merger agreement, StorageTek's representations and warranties under the merger agreement being true and correct as of the closing date (except where the failure of such representations and warranties to be true and correct would not have a material adverse effect on StorageTek), and the absence of any legal restraint preventing the merger. The proposed merger is expected to close in late summer or early fall 2005. If the merger agreement is terminated under certain circumstances, we may be required to pay a termination fee of \$133.0 million to Sun.

NOTE 11 SUBSEQUENT EVENT

The American Jobs Creation Act of 2004 (AJCA), enacted on October 22, 2004, provides for a temporary 85% dividends received deduction on certain foreign earnings repatriated during a one-year period. In December 2004, the FASB issued FSP No. FAS 109-2, which gives a company additional time to evaluate the effects of the AJCA on any plan for repatriation of foreign earnings for purposes of applying SFAS No. 109, Accounting for Income Taxes. As of July 1, 2005, we had not yet finalized our plan for repatriation of foreign earnings. Accordingly, as provided for in FSP No. FAS 109-2, we had not yet adjusted our income tax expense and balance sheet as of July 1, 2005, to reflect the effect of the new repatriation provision.

On July 13, 2005, our chief executive officer and the Board of Directors approved our domestic reinvestment plan. Pursuant to that plan, we intend to repatriate \$350.0 million of foreign earnings by the end of August. This repatriation is not expected to result in any additional tax expense or benefit. As a result of the repatriation, there will be a tax charge of approximately \$17.8 million in the third quarter of 2005; however, we have determined that the dividend repatriation will also result in a corresponding reduction in our foreign tax reserves in the third quarter of 2005. We are still evaluating whether to repatriate up to an additional \$150.0 million of foreign earnings which could have an additional tax expense of approximately \$2.6 million. We will finalize the evaluation during the fourth quarter. The estimates relating to the additional tax expense or benefit of repatriating foreign earnings exclude amounts that have been previously recognized in the consolidated financial statements.

Table of Contents

Form 10-Q

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 typically be identified by the use of words such as may, will, should, expects, plans, anticipates, believes, estimates, intends, potential, continue, or the negative of such terms, 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, whether as a result of new information, future events, or otherwise, except as may be otherwise required by law.

SECOND QUARTER 2005 FINANCIAL OVERVIEW**Financial Results**

We were pleased with our revenue improvement both on a year-over-year and sequential basis. Revenue for the quarter increased 6% compared to the second quarter of 2004. After adjusting to reflect constant currencies, revenue increased 3% compared to the second quarter of 2004. Revenue increased 10% compared to the first quarter of 2005. We saw particular strength in our tape product sales, which increased 13% compared to the second quarter of 2004, and increased 14% compared to the first quarter of 2005. Automation product revenue grew 77% compared to the second quarter of 2004, contributing significantly to the overall increase in tape product sales. Services revenue also continued to grow, increasing by 7% compared to the second quarter of 2004 and by 4% compared to the first quarter of 2005. We see meaningful opportunities in the services area, both in traditional maintenance as well as in the professional services and consulting areas. We believe that our services are a key enabler and a primary component in our information lifecycle management solutions.

We experienced revenue increases in all of our geographies compared to the second quarter of 2004. North America revenues increased 3%, European revenues increased 2%, Asia-Pacific revenues increased 13%, and Latin America revenues increased 32%.

We were also pleased with the continued strength in our product and service margins. Even with delays in customer purchase decisions during the second quarter as customers evaluated the proposed merger with Sun Microsystems, both product and service margins remained solid.

We experienced a significant increase in operating expenses, due primarily to increased research and development, sales activities, and marketing activities. Part of the increase is also attributable to approximately \$5.2 million of merger costs incurred in connection with the proposed merger with Sun Microsystems, which is included in selling, general, and administrative (SG&A) expense. As a result of increased spending, our operating profit decreased 33%, and our net income decreased 13% compared to the second quarter of 2004.

Table of Contents

Form 10-Q

Financial Position and Liquidity

Our balance sheet remains solid. Total cash and investments were approximately \$1.2 billion. We repurchased \$38.5 million of stock in the second quarter through our stock repurchase program, and we generated \$46.7 million in cash flows from operations. Days sales outstanding for the second quarter of 2005 was 76 days, a 4-day improvement compared to the second quarter of 2004. Inventory for the second quarter of 2005 was \$127.1 million, a 3% increase from the fourth quarter of 2004. Inventory turns for the second quarter of 2005 were 5.0, compared to 5.8 for the second quarter of 2004. Our operations continue to be self-funded and our debt-to-capitalization ratio remains constant at less than 1%.

FINANCIAL OUTLOOK

Our future results will be dependent on the timing and successful consummation of the proposed merger with Sun Microsystems.

For a discussion of some of the risks and uncertainties that impact our business, see **FACTORS THAT MAY AFFECT FUTURE RESULTS** in this Item 2.

SELECTED CONSOLIDATED STATEMENT OF OPERATIONS DATA

The following table presents Consolidated Statements of Operations data stated as a percentage of total revenue, except for segment gross profit, which is stated as a percentage of the applicable segment revenue. The table also presents the percentage change based on the dollar amounts of each of the items.

	Quarter Ended		Percentage Increase (Decrease) Based on Dollar Amounts Q2 2005 vs. Q2 2004
	07/01/05	06/25/04	
Revenue:			
Storage products	55.7%	56.0%	5.8%
Storage services	44.3	44.0	6.9
Total revenue	100.0%	100.0%	6.3
Gross profit:			
Storage products	48.5%	47.4%	8.4
Storage services	44.1	44.3	6.3
Total gross profit	46.6	46.0	7.5
Operating expenses:			
Research and development costs	9.1	9.1	6.5
Selling, general, and administrative expenses	32.3	28.7	19.4
Operating profit	5.2	8.2	(32.8)
Interest income	1.6	0.6	164.5
Interest expense	(0.1)	(0.1)	(2.8)
Income before income taxes	6.7	8.8	(18.6)
Provision for income taxes	1.0	1.9	(40.6)
Net income	5.7%	6.9%	(12.6)%

Table of Contents

Form 10-Q

The following table presents supplemental data for storage products revenue stated as a percentage of total storage products revenue, and the percentage change based on the dollar amounts of each of the items.

Supplemental data	Quarter Ended		Percentage Increase (Decrease) Based on Dollar Amounts Q2 2005 vs. Q2 2004
	07/01/05	06/25/04	
storage products revenue			
Tape products	79.3%	74.4%	12.7%
Disk products	11.7	16.0	(22.4)
Network products	5.7	6.4	(6.9)
Other	3.3	3.2	12.1
Total storage products revenue	100.0%	100.0%	5.8%

RESULTS OF OPERATIONS**Storage Products Revenue and Gross Profit Margin**

Our storage products revenue primarily consists of sales of tape, disk, 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 increased in the second quarter of 2005, compared to the same period in 2004, primarily due to an increase in tape product sales. The 77% increase in tape automation sales was primarily related to increased sales of the SL8500 library. This increase was partially offset by a decrease in sales of disk products. Storage products revenue decreased for the six months of 2005, compared to the same period in 2004, primarily due to a 48% decrease in sales of enterprise disk products and a 14% decrease in sales of open-systems disk products.

Storage products gross profit margin increased in the second quarter and six months of 2005, compared to the same period in 2004, primarily due to a shift in product mix toward our tape automation products, which typically sell at higher margins than our disk and network products.

Storage Services Revenue and Gross Profit Margin

Our storage services revenue primarily consists of revenue associated with the maintenance and support of StorageTek products and third-party storage products, as well as professional services revenue associated with various storage consulting activities.

Storage services revenue increased in the second quarter and six months of 2005, compared to the same periods in 2004, primarily due to a 7% increase in maintenance and support services revenue for the quarter and a 6% increase for the six months. Professional services revenue also grew 7% in the second quarter of 2005, compared to the same period in 2004, and 11% in the six months of 2005. Professional services revenue continues to account for approximately 12% of total storage services revenue.

Storage services gross profit margin remained largely unchanged in the second quarter and six months of 2005, compared to the same periods in 2004. We believe that the mix of service revenue will continue to shift to more professional services. If professional services become a greater portion of our service revenue, we expect that the resulting change in our services mix would adversely impact our storage services gross

Table of Contents

Form 10-Q

profit margin, as professional services typically carry lower margins than our traditional maintenance offerings.

RESEARCH AND DEVELOPMENT

Research and development costs increased in the second quarter and six months of 2005, compared to the same periods in 2004, primarily due to significant product development activity leading up to new product launches.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSE

Our SG&A expense increased significantly during the second quarter and six months of 2005, compared to the same periods in 2004. The increase was primarily attributable to higher bonus and commission expense associated with both increased revenue and incremental headcount, increased marketing activities associated with product launch activities, and approximately \$5.2 million of merger costs associated with the proposed merger with Sun Microsystems. We also experienced unfavorable impacts of foreign currency movements on the operating expenses of our international operations.

INTEREST INCOME AND EXPENSE

Net interest income increased significantly for the second quarter and six months of 2005, compared to the same periods in 2004, primarily due to higher interest rates on our cash and investments balance.

Table of Contents

Form 10-Q

INCOME TAXES

Our effective tax rate was 15.8% for the second quarter and 18.0% for the six months of 2005, compared to 21.7% for the same periods in 2004. The decrease in our effective tax rate from the second quarter and six months of 2004 to the second quarter and six months of 2005 was primarily due to changes in anticipated income projections. We continue to recognize significant tax benefits associated with our manufacturing operations in Puerto Rico.

Based on our current estimates, we anticipate that the effective tax rate for the full year should be approximately 18%. Our effective tax rate may be impacted by a variety of factors, including the overall effectiveness of our global manufacturing strategies, tax legislation, and changes in our estimates regarding the resolution of open tax matters. The American Jobs Creation Act of 2004 (AJCA), enacted on October 22, 2004, provides for a temporary 85% dividends received deduction on certain foreign earnings repatriated during a one-year period. On July 13, 2005, our chief executive officer and the Board of Directors approved our domestic reinvestment plan. Pursuant to that plan, we intend to repatriate \$350.0 million of foreign earnings by the end of August. This repatriation is not expected to result in any additional tax expense or benefit. As a result of the repatriation, there will be a tax charge of approximately \$17.8 million in the third quarter of 2005; however, we have determined that the dividend repatriation will also result in a corresponding reduction in our foreign tax reserves in the third quarter of 2005. We are still evaluating whether to repatriate up to an additional \$150.0 million of foreign earnings which could have an additional tax expense of approximately \$2.6 million. We will finalize the evaluation during the fourth quarter. The estimates relating to the additional tax expense or benefit of repatriating foreign earnings exclude amounts that have been previously recognized in the consolidated financial statements.

We are subject to regular audits by federal, state, and foreign tax authorities. These audits may result in proposed assessments that may result in additional tax liabilities. We recognize liabilities for anticipated tax audit issues based on our estimate of whether, and the extent to which, additional taxes will be due. Our income taxes payable balance as reported on the Consolidated Balance Sheet is comprised primarily of tax contingencies that we believe are both probable and reasonably estimable.

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 \$204.8 million of deferred income tax assets as of July 1, 2005. Our valuation allowance of approximately \$22.4 million as of July 1, 2005, relates principally to foreign net operating loss carryforwards.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Our critical accounting estimates and assumptions are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2004. We have made no changes to those policies during the six months ended July 1, 2005.

LIQUIDITY AND CAPITAL RESOURCES**Sources and Uses of Cash**

The following table summarizes our sources and uses of cash (in thousands):

	Six Months Ended	
	07/01/05	06/25/04
Operating activities	\$ 98,579	\$ 143,261
Investing activities	(14,364)	(102,395)
Financing activities	(43,417)	(11,474)

Table of Contents

Form 10-Q

Our cash and cash equivalents balance increased \$6.8 million during the six months of 2005, primarily as a result of cash flows generated by our operating activities. Days sales outstanding (DSO) now stands at 76 days, which is 4 days better than the second quarter of 2004. Inventory turns decreased to 5.0 times, a 14% decrease compared to the second quarter of 2004.

With respect to investing activities, we had a net sale of auction rate securities in the first half of 2005, as opposed to the first half of 2004, when we had a net purchase of auction rate securities. With respect to financing activities, we used \$95.1 million of cash to purchase shares of our stock under the publicly announced share repurchase program in the first half of 2005, which was offset by \$52.3 million of proceeds from employee stock plans.

Future Sources and Uses of Cash

We intend to repatriate \$350.0 million of cash by the end of August in accordance with the provisions of the AJCA, which will increase our liquidity in the United States. If we choose to repatriate additional cash, we may need to arrange an international financing to facilitate the repatriation.

Our stock repurchase program allows us to acquire up to \$500.0 million of our common stock. As of July 1, 2005, we had \$270.8 million available to repurchase shares under the program. We suspended our share repurchase activities on June 2, 2005, the date that the merger with Sun Microsystems was announced. We do not anticipate any further share repurchases prior to the closing date of the merger.

We expect that cash flows from operations will continue to serve as our principal source of liquidity, and we believe that we have adequate working capital and financing capabilities to meet our anticipated operating and capital requirements for the next 12 months. However, 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**.

Over the longer term, we may choose to fund our operations through the issuance of additional equity or debt financing. The issuance of equity or convertible debt securities could result in dilution to our stockholders, and we cannot provide any assurance that such additional long-term financing, if required, could be completed on favorable terms.

FACTORS THAT MAY AFFECT FUTURE RESULTS**We may be materially affected by risks associated with the proposed merger with Sun Microsystems**

We are subject to various risks associated with the proposed merger with Sun Microsystems, including the following:

We cannot assure that the merger will provide greater value to stockholders than if we continued as an independent public company. We are unable to predict with certainty our future prospects or the market price of our common stock. Therefore, we cannot provide any assurance that the merger will provide greater value to stockholders than if we continued as an independent company.

Failure to complete the merger could have a negative impact on the market price of our common stock and on our business. If the merger is not completed, the price of our common stock may decline to the extent that the current market price reflects a market assumption that the merger will be completed. In addition, our business and operations may be harmed to the extent that customers, suppliers, and others believe that we cannot compete effectively without the merger.

The no solicitation restrictions and the termination fee provisions in the merger agreement may discourage other companies from trying to acquire StorageTek. We are prohibited from soliciting or encouraging proposals that may lead to a business combination with a party other than Sun. We also agreed to pay Sun a termination fee in specified circumstances. These provisions could discourage other parties from offering to acquire our company at a greater value than offered by Sun.

Our directors and officers have potential conflicts of interest that may have influenced their decision to support the merger. The directors and officers of StorageTek have interests in the merger that are in addition to, or different from, their interests as StorageTek stockholders and these interests may have influenced their

decision to support the merger.

Delays in customer purchase decisions and increased competitive pressures may result due to the announcement of the proposed merger. Our customers could delay purchase decisions pending completion of the merger and our competitors may seek to exert competitive pressure over our customers while the merger is pending.

The merger is subject to the satisfaction of certain conditions to closing, including clearance under the European Union merger control, approval by StorageTek stockholders at a special meeting of stockholders scheduled for August 30, 2005 in New York City, the absence of a material adverse change with respect to StorageTek, StorageTek's compliance with its covenants and agreements under the merger agreement, StorageTek's representations and warranties under the merger agreement being true and correct as of the closing date (except where the failure of such representations and warranties to be true and correct would not have a material adverse effect on StorageTek), and the absence of any legal restraint preventing the merger. We can provide no assurance that these conditions to closing will be satisfied and that the merger will occur.

Table of Contents

Form 10-Q

We may be materially affected by global economic and political conditions

Our ability to generate revenue growth during the last several years was adversely affected by a difficult 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 expect this global economic trend to continue, and we are sustaining our cost-saving measures to help mitigate the adverse effects of this trend on our business. We cannot provide any assurance that a prolonged weakness in information technology spending 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

During the second quarter of 2005, approximately 79% of our storage products revenue was generated by sales of our tape products. Services associated with our tape products also represent a significant portion of our storage services revenue. For a discussion of risk associated with new products, see [We may be materially affected by risks associated with new product development](#), [below](#). If overall demand for tape storage products declines, or if we lose significant 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 price of disk storage. The price of disk storage continues to decrease rapidly due to competition and decreasing manufacturing costs associated with new disk drive technologies such as ATA disk. 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 competition and by our ability to execute our information lifecycle management strategy

The data storage industry is highly competitive, and customers make their decisions based on a number of competitive factors. 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.

Our principal strategy for growing revenue and addressing the competition is our information lifecycle management strategy. Our information lifecycle management strategy is intended to capitalize on our ability

Table of Contents

Form 10-Q

to deliver complete storage solutions that satisfy customer storage requirements around data archive, data protection, and primary storage. These solutions comprise tape, disk, networking, software, and services. We have achieved some initial success in our information lifecycle management strategy; however, we must continue to develop and deliver on this strategy in the future in order to grow revenue. We have also seen the adoption of strategies similar to our information lifecycle management strategy by our competitors. We cannot provide any assurance that we will successfully execute our information lifecycle management strategy or that this strategy will provide us with a competitive advantage in the data storage industry.

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

- Product development delays

- Changes in data storage technologies

- Changes in operating systems

- Changes in industry standards

In addition, we have outsourced software development for certain tape and network products. We cannot provide any assurance that our 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.

We introduced significant new products in 2004 and the first half of 2005. We plan to introduce additional new products in the second half of 2005. 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

Sales of our new products may replace some of the sales of our existing products, and there may be a decline in sales of existing products in the periods leading up to new product introductions. In addition, sales of new products may result in lower service revenues if new products under warranty replace older products being serviced under maintenance agreements. 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 expanding our service offerings

Table of Contents

Form 10-Q

Services continue to contribute an increasing amount of our total revenue. Growth in services has partially been driven by service offerings such as storage consulting services, implementation services, and storage management services. The development and delivery of these services are critical to the success of our plan to deliver complete storage solutions to our customers. We must ensure that storage service professionals have the necessary skill sets, experience, tools, and training to support these service offerings. Revenue growth from these service offerings is needed to offset possible future declines in maintenance revenue from our installed service base of products under maintenance contracts as these products are displaced by sales of new StorageTek products under warranty. Any failure to properly develop or deliver our service offerings 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 are earned in the last weeks or days of the quarter. We continued to experience these trends during the first half of 2005. 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 actual demand exceeds predicted demand, we may not be able to meet customer requirements in a timely manner due to sourcing, manufacturing, or service constraints. If actual demand is less than predicted demand, we may have excess inventory or an underutilized employee base. 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 software and services. Our products and services contribute varying gross profit margins, and the gross margin on a customer's total solution is dependent on the amounts and types of products or services involved. Gross profit margins may also be impacted by early start-up manufacturing costs associated with new products. 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.

We sell a number of third-party products, and our gross profit margin may be adversely affected if those 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 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 channel sales contributed approximately 47% of our total product revenue during the

Table of Contents

Form 10-Q

second quarter of 2005, compared to 44% in the same period in 2004. Increasing our sales through these indirect channels is critical to expanding our reach into new accounts and the growing open-systems market. Successfully managing the interaction of our direct and indirect channel efforts to effectively reach all of 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. Storage products gross profit margins may be adversely impacted to the extent we continue to receive a larger portion of our sales through our indirect channels in the future. Maintenance revenue may also 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.

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 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
Engenio Information Technologies, Inc	Certain FlexLine disk products
Fujitsu Electronics America	Application-specific integrated circuits (ASICs) for various tape and disk products
Austria Microsystems	ASICs for various tape products
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, and broader political and economic factors. 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

Table of Contents

Form 10-Q

occasional technical, financial, or other problems that have delayed deliveries in the past. An unanticipated failure of one of our suppliers to meet 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.

Since we operate in a lean manufacturing environment, we are 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 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.

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.

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 by the risks associated with litigation

We are involved in a number of pending legal proceedings that have come up in the ordinary course of business. We believe that any liability as a result of adverse outcomes in such proceedings would not have a material adverse effect on our financial condition. 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 our financial condition or 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 an inability to ship products or components found to have violated third-party patent rights.

Table of Contents

Form 10-Q

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

Our future success depends in large part on our ability to attract and retain our key employees. During the past year, several changes were made with respect to the executive management team and their organizational responsibilities. 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. This issue has been further impacted by the recently announced merger with Sun Microsystems. An inability to successfully attract and retain employees could have an adverse effect on our future financial condition and results of operations. Furthermore, there may be a delay between when organizational announcements are made and when the organizations are fully effective.

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

International operations accounted for approximately 55% of our revenue in the second quarter of 2005, the same as in the second quarter of 2004. We also sell products through U.S. indirect channel partners that have some of their 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.

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

- Potentially adverse tax or labor laws

- The burdens of complying with a variety of foreign laws

- Longer payment cycles typically associated with international sales

- Foreign currency fluctuations

- Other factors outside our control

We expect these risks to increase in the future as we expand our operations in foreign countries. 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.

We may be materially affected by regulatory requirements

The European Union (EU) has finalized the Waste Electrical and Electronic Equipment (WEEE) directive and the Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS) directive. WEEE regulates the collection, recovery, and recycling of waste from electrical and electronic products. Under WEEE, we will be responsible for financing operations for the collection, treatment, disposal, and recycling of past and future covered products. RoHS bans the use of certain hazardous materials including lead, mercury, cadmium, chromium, and two brominated flame-retardants (PBB and PBDE). The EU member states are responsible for determining the specific legal requirements relating to these directives, most of which have now been finalized. We do not currently believe that costs to comply with WEEE and RoHS will be material to our operations, but we cannot provide any assurance that compliance with WEEE, RoHS, or other similar directives will not have a material adverse effect on our financial condition or results of operations.

Table of Contents

Form 10-Q

We are subject to various other regulatory requirements, including the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act requires that we evaluate and determine the effectiveness of our internal control over financial reporting. Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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 facilities 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 to that facility without a material adverse impact on our financial condition or results of operations.

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**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. The majority of our international operations involve transactions denominated in the euro, Pound Sterling, and Japanese yen. 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 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 July 1, 2005, and as of December 31, 2004, would result in a hypothetical loss in fair value of approximately \$36.4 million and \$55.4 million, respectively. The decrease in the

Table of Contents

Form 10-Q

hypothetical loss is primarily due to a decrease in net outstanding derivatives. 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 primarily affect interest income earned on our cash and short-term investments. A hypothetical 10% adverse movement in interest rates applied to our cash and short-term investments 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 equivalents, investments, foreign currency options and forwards, and trade receivables. We do not believe that our cash equivalents, investments, or 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.

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 defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934) as of July 1, 2005, the end of the period covered by this report. Based on their evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

During the fiscal quarter ended July 1, 2005, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Form 10-Q

PART II**ITEM 1 LEGAL PROCEEDINGS**

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

ITEM 2 CHANGES IN SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table summarizes our purchases of our equity securities during the second quarter of 2005:

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
		(1)	per Share	Programs	(2)
04/02/05	05/06/05	615,800	\$ 28.58	615,800	\$ 291,684,469
05/07/05	06/03/05	615,900	\$ 30.41	615,900	\$ 272,953,071
06/04/05	07/01/05	68,500	\$ 31.49	68,500	\$ 270,795,964
Total		1,300,200	\$ 29.60	1,300,200	

(1) Excludes shares withheld to satisfy minimum tax withholding requirements associated with restricted stock lapses.

(2) On July 8, 2004, our Board of Directors authorized a stock repurchase program to acquire up to \$500 million of common stock. Purchases under this repurchase program may be made from time-to-time, in

the open market,
through block
trades or
otherwise, and
in privately
negotiated
transactions.
There is no
fixed
termination date
for this
repurchase
program;
however, the
repurchase
program has
been suspended
as a result of the
announced
merger with Sun
Microsystems.

ITEM 6 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:

- 2.1 Agreement and Plan of Merger by and among Sun Microsystems, Inc., Stanford Acquisition Corporation, and Storage Technology Corporation dated as of June 2, 2005 (previously filed as Exhibit 2.1 to our Current Report on Form 8-K, filed on June 6, 2005, and incorporated herein by reference)
- 3.1 Restated Certificate of Incorporation of Storage Technology Corporation dated July 28, 1987 (previously filed as Exhibit 3.1 to our 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 our 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 our Annual Report on

Table of Contents

Form 10-Q

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 our Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 1999, filed on August 9, 1999, and incorporated herein by reference)
- 3.5² Restated Bylaws of Storage Technology Corporation, as amended through June 1, 2005
- 4.1 Specimen Certificate of Common Stock, \$0.10 par value of Registrant (previously filed as Exhibit (c)(2) to our Current Report on Form 8-K, filed on June 2, 1989, and incorporated herein by reference)
- 10.1¹ Storage Technology Corporation Amended and Restated 1987 Employee Stock Purchase Plan, as amended through May 21, 2003 (previously filed as Exhibit 4.6 to our Registration Statement on Form S-8 (Registration No. 333-106930) filed on July 10, 2003, and incorporated herein by reference)
- 10.2¹ Storage Technology Corporation Amended and Restated 1995 Equity Participation Plan, as amended through May 20, 2004 (previously filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 2004, filed on August 3, 2004, and incorporated herein by reference)
- 10.3¹ Storage Technology Corporation 2004 Long Term Incentive Plan (previously filed as Exhibit 10.3 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 2004, filed on August 3, 2004, and incorporated herein by reference)
- 10.4¹ Storage Technology Corporation Management by Objective Bonus Plan (previously filed as Exhibit 10.3 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)
- 10.5¹ Storage Technology Corporation 2004 Performance-Based Incentive Plan (previously filed as Exhibit 10.5 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 2004, filed on August 3, 2004, and incorporated herein by reference)
- 10.6¹ Storage Technology Corporation Amended and Restated Stock Option Plan for Non-Employee Directors (previously filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 1996, filed on August 12, 1996, and incorporated herein by reference)
- 10.7¹ Storage Technology Corporation Flexible Option Plan, dated December 2001 (previously filed as Exhibit 10.5 to our Annual Report on Form 10-K for the fiscal year ended December 28, 2001, filed on March 4, 2002, and incorporated herein by reference)
- 10.8¹ Severance Agreement, dated as of July 1, 2001, between StorageTek and Robert S. Kocol (previously filed as Exhibit 10.9 to our Quarterly Report on Form 10-Q for the fiscal quarter ended September 28, 2001, filed on November 8, 2001, and incorporated herein by reference)
- 10.9¹ Offer Letter, dated May 10, 2001, from StorageTek to Michael McLay (previously filed as Exhibit 10.17 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2001, filed on August 9, 2001, and incorporated herein by reference)

Table of Contents

Form 10-Q

- 10.10¹ Offer Letter, dated February 9, 2001, from StorageTek to Roger Gaston (previously filed as Exhibit 10.20 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2001, filed on May 14, 2001, and incorporated herein by reference)
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- 10.13¹ Form of Executive Severance Agreement (previously filed as Exhibit 10.32 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.14 Master Services Agreement (MSA), between each of StorageTek, Electronic Data Systems Corporation, and EDS Information Services L.L.C., dated as of April 1, 2002 (previously filed as Exhibit 10.33 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.15 Authorization Letter #1 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.34 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.16 Authorization Letter #2 pursuant to the MSA, dated April 1, 2002 (previously filed as Exhibit 10.35 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.17 Master Secondary Storage Services Agreement, between StorageTek and Electronic Data Systems Corporation, dated March 29, 2002 (previously filed as Exhibit 10.36 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2002, filed on May 13, 2002, and incorporated herein by reference)
- 10.18¹ Form of Indemnification Agreement, dated as of November 22, 2002, between StorageTek and each director (previously filed as Exhibit 10.31 to our Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein)
- 10.19¹ Offer Letter, dated November 12, 2002, between StorageTek and Pierre Cousin (previously filed as Exhibit 10.33 to our Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 10.20¹ Agreement, dated December 1, 2002, between StorageTek and Pierre Cousin (previously filed as Exhibit 10.34 to our Annual Report on Form 10-K for the fiscal year ended December 27, 2002, filed on March 7, 2003, and incorporated herein by reference)
- 10.21¹ Amended and Restated CEO Employment Agreement, dated March 27, 2003, between StorageTek and Patrick J. Martin (previously filed as Exhibit 10.36 to our Quarterly Report on Form 10-Q for the fiscal

Table of Contents

Form 10-Q

- 10.22¹ Form of Executive Agreement, dated as of February 12, 2003, between StorageTek and each executive officer (previously filed as Exhibit 10.37 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 28, 2003, filed on May 9, 2003, and incorporated herein by reference)
- 10.23 Letter, dated July 24, 2003, from StorageTek to Bank of America, N.A. (previously filed as Exhibit 10.32 to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2003, filed on August 8, 2003, and incorporated herein by reference)
- 10.24¹ Offer Letter, dated March 1, 2004, between StorageTek and Eula Adams (previously filed as Exhibit 10.31 to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 26, 2004, filed on May 5, 2004, and incorporated herein by reference)
- 10.25¹ Credit Agreement, dated as of October 15, 2004, among StorageTek, the several financial institutions thereto, Bank of America, N.A., as L/C Issuer and Administrative Agent for the Banks, and Banc of America Securities LLC as Sole Lead Arranger and Sole Book Manager (previously filed in our Quarterly Report on Form 10-Q for the fiscal quarter ended September 24, 2004, filed on November 1, 2004 and incorporated herein by reference)
- 10.26¹ Amended and Restated form of Stock Option Agreement for use in connection with the Amended and Restated 1995 Equity Participation Plan (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on December 21, 2004 and incorporated herein by reference)
- 10.27¹ Amended and Restated form of Restricted Stock Agreement for use in connection with the Amended and Restated 1995 Equity Participation Plan (previously filed as Exhibit 10.2 to our Current Report on Form 8-K, filed on December 21, 2004 and incorporated herein by reference)
- 10.28¹ Amended and Restated form of Stock Option Agreement for use in connection with StorageTek's 2004 Long Term Incentive Plan (previously filed as Exhibit 10.3 to our Current Report on Form 8-K, filed on December 21, 2004 and incorporated herein by reference)
- 10.29¹ Amended and Restated form of Restricted Stock Agreement for use in connection with StorageTek's 2004 Long Term Incentive Plan (previously filed as Exhibit 10.4 to our Current Report on Form 8-K, filed on December 21, 2004 and incorporated herein by reference)
- 10.30¹ Amended and Restated form of the Restricted Stock Unit Agreement for use in connection with StorageTek's 2004 Long Term Incentive Plan (previously filed as Exhibit 10.5 to our Current Report on Form 8-K, filed on December 21, 2004 and incorporated herein by reference)
- 10.31¹ Offer Letter, dated January 27, 2005, between StorageTek and Brenda Zawatski (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on February 2, 2005, and incorporated herein by reference)
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Table of Contents

Form 10-Q

- 10.33¹ Amended and Restated form of Restricted Stock Agreement for use in connection with StorageTek's 2004 Long Term Incentive Plan (previously filed as Exhibit 10.2 to our Current Report on Form 8-K, filed on February 14, 2005, and incorporated herein by reference)
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- 31.1² Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2² Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1² Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2² 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

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)

August 9, 2005

/s/ ROBERT S. KOCOL

(Date)

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

August 9, 2005

/s/ THOMAS G. ARNOLD

(Date)

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

33

Table of Contents

Exhibit Index

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Table of Contents

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10.35 ¹	Offer Letter, dated March 14, 2005, between StorageTek and Nigel Dessau (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on April 4, 2005, and incorporated herein by reference)
10.36	Form of Voting Agreement, dated as of June 2, 2005, by and among Sun Microsystems, Inc., StorageTek, and each director of StorageTek (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on June 6, 2005, and incorporated herein by reference)
31.1 ²	Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 ²	Certification Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 ²	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 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