

## Third Quarter 2013 Results

November 7, 2013

Eddie Edwards • President and Chief Executive Officer

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### Safe Harbor



#### **Caution Regarding Forward Looking Statements**

During this presentation, oral or written statements made by us or on our behalf may include forward-looking statements which reflect our current views with respect to future events and financial performance. These forward looking statements are identified by their use of such terms and phrases as "intend," "goal," "estimate," "expect," "project," "projections," "plans," "anticipate," "should," "designed to," "foreseeable future," "believe," "think," "scheduled," "outlook," "guidance" and similar expressions. This list of indicative terms and phrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, continued global economic weakness and uncertainties and disruption in the credit and financial markets; changes in cost and availability of key raw materials and manufactured parts and the potential effect on customer pricing; delays or challenges related to removing, transporting or reinstalling manufacturing equipment; the ability to retain qualified employees; customer demand for our products and the ability to maintain existing business alliances with key customers or distributors; competitive pricing and acceptance of products; industry competition and the ability to retain customers through product innovation; concentration of sales among a limited number of customers or distributors; customer bankruptcy; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; the risk that customers might cancel orders placed or that orders currently placed may affect order levels in the future; continuing consolidation among customers; possible production disruption due to supplier or contract manufacturer bankruptcy. reorganization, restructuring or manufacturing disruption; successful ongoing operation of our vertical integration activities; the possibility of further restructuring actions; possible future impairment charges for fixed or intangible assets, including goodwill; increased obligations under employee benefit plans; significant international operations and the impact of variability in foreign exchange rates; ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; substantial indebtedness and maintaining compliance with debt covenants; income tax rate variability and ability to recover amounts recorded as value added tax receivables; changes in tax laws or regulations; product performance issues and associated warranty claims; ability to successfully implement major systems initiatives and maintain critical information systems; our ability to recover on a timely basis from natural or man-made disasters or other disruptions, including data or network security breaches; realignment of global manufacturing capacity; cost of protecting or defending intellectual property; ability to obtain capital on commercially reasonable terms; adequacy and availability of insurance; costs and challenges of compliance with domestic and foreign environmental laws and the effects of climate change; fluctuations in interest rates; the ability to achieve expected sales growth and earnings goals; the outcome of pending and future litigation and proceedings; changes in U.S. tax, health care and other major laws or regulations; authoritative changes in generally accepted accounting principles by standard-setting bodies; political instability; regulatory changes affecting us or the industries we serve; and any statements of belief and any statements of assumptions underlying any of the foregoing. These and other factors are discussed in greater detail in our Registration Statement on Form S-1. Although the information contained in this presentation represents our best judgment at the date of this presentation based on information currently available and reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. We are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this presentation.

#### **Non-GAAP Financial Measures**

CommScope management believes that presenting certain non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors' ability to analyze financial and business trends. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP measures may not be comparable to other similarly titled measures of other companies. In addition, CommScope management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period. GAAP to non-GAAP2 reconciliations are included in this presentation.

## Agenda



- CommScope Overview
- Financial Priorities and Long-Term Targets
- Third Quarter Review
- Fourth Quarter 2013 Outlook
- Investment Highlights

## CommScope Overview



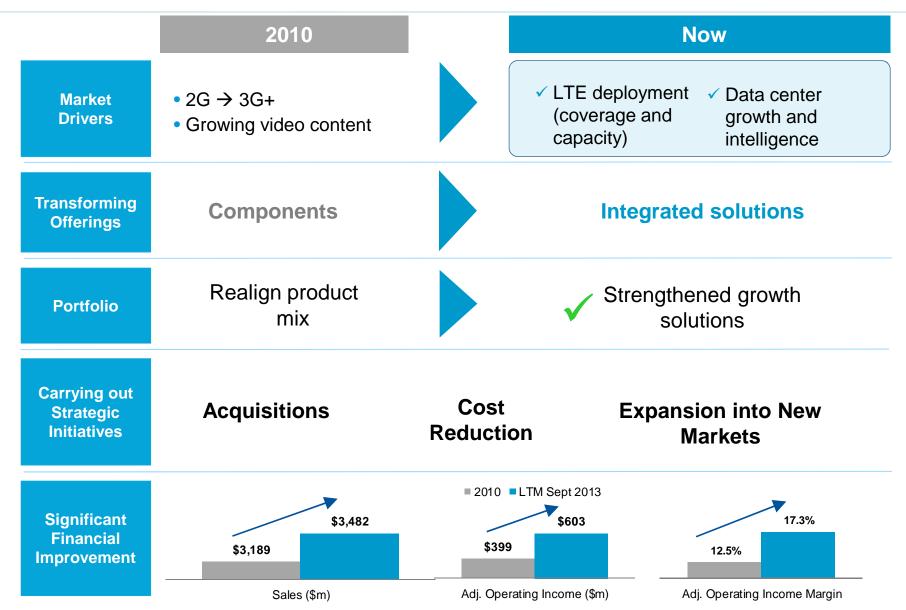
CommScope is a leading global provider of essential communications infrastructure **#1** in merchant Radio Frequency network connectivity solutions and Wireless small cell DAS solutions--for carriers, OEMs and enterprises #1 in enterprise connectivity solutions for data centers and **Enterprise** commercial buildings **#1** in cables for hybrid fiber coaxial **Broadband** (HFC) networks--for broadband service providers

Operating Segments	Wireless	Enterprise	Broadband
Segment Revenue % of Total	\$2.2b 62%	\$0.8b 24%	\$0.5b 14%
Adjusted Operating Income % Margin	\$411m 19%	\$167m 20%	\$26m 5%
Global Market Position	#1	#1	#1
End Customers	<ul><li>Carriers</li><li>OEMs</li><li>Enterprise</li></ul>	<ul> <li>Enterprises         (Primarily         Through         Distributors)     </li> </ul>	• Cable MSOs

Revenue and Adjusted Operating Income are LTM September 2013. See Appendix for reconciliation. Components may not sum due to rounding.

## CommScope Evolution Since Take Private





### **Financial Priorities**



#### **Grow Revenue**

- Profitable organic growth
- Continue to enhance commercial position
- Strategic acquisitions
- Commitment to R&D and technology investment

#### **Expand Earnings**

- Expand adjusted operating income margin
- Profit improvement plans
- Deleveraging
- Drive sustainable adjusted EPS growth
- Attain growth objectives across economic cycles

# Drive Cash Flow & Manage Capital Structure

- Deploy free cash flow strategically
- Improve working capital efficiency
- Reduce debt

#### **Commitment to Integrity**

## **Long-Term Targets**



**Net Sales Growth** 

Mid single digits

Adjusted Operating Margin %

Stable margins

Adjusted Net Income Growth

Low double digits

**Free Cash Flow** 

Continued strong free cash flow

### Q3 2013 Sales & Orders



## <u>Sales</u>

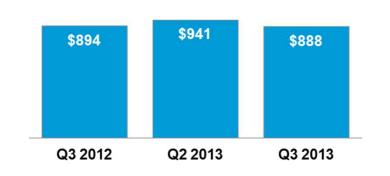
- Q3 Sales of \$888m, stable YOY excluding FX impact of \$5m
  - Positive impact of Wireless sales
  - Stable Enterprise sales
  - Lower Broadband sales
  - Strong North American sales somewhat offset by lower sales in APAC and CALA

## <u>Orders</u>

- Q3 Orders of \$881m, up 7% YOY
  - Orders growth in all segments
  - Book-to-bill ratio of 0.99x

## **Consolidated Sales**

(in millions)



### **Sales by Segment**

(\$ in millions)

	Q3 :	2013	YOY Change	QOQ Change
Wireless	\$	553	3%	-7%
Enterprise		212	0%	-3%
Broadband		125	-16%	-6%
Eliminations		(1)		
Total Sales	\$	888	-1%	-6%

## Q3 2013 Results



## Operating Performance

- GAAP Operating Income of \$100m
- Adjusted Operating Income<sup>1</sup> of \$162m
  - Down \$3m or 2% YOY
  - Adjusted operating margin of 18%

#### **Interest and Taxes**

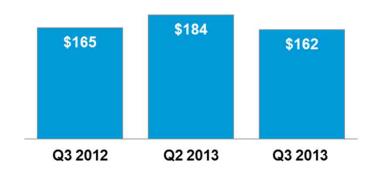
- Interest Expense of \$54m
- Income Tax Expense of \$32m

#### Net Income & EPS

- GAAP Net Income of \$11m, or \$0.07 per diluted share
- Adjusted Net Income<sup>1</sup> of \$61m, or \$0.38 per diluted share

## Adjusted Operating Income

(in millions)



### **Adjusted Operating Income**

(\$ in millions)

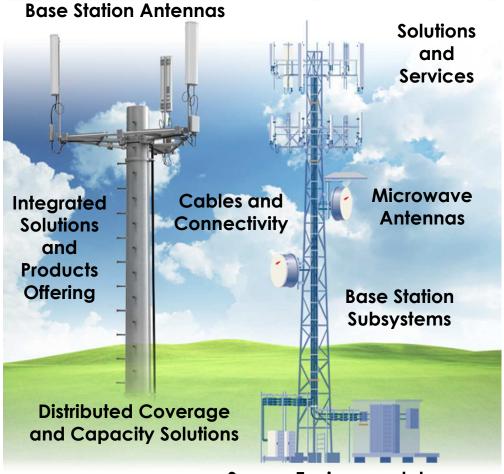
	Q3	2013	YOY Change	QOQ Change
Wireless	\$	116	16%	-8%
Enterprise		42	-19%	-9%
Broadband		4	-69%	-65%
Total AOI	\$	162	-2%	-12%

See appendix for reconciliation.

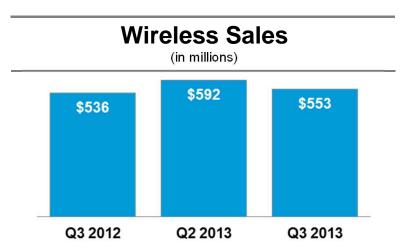
## Wireless Segment

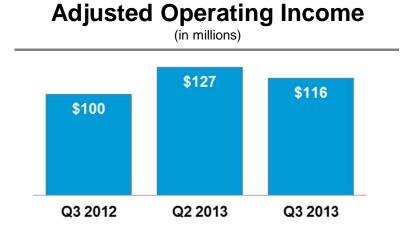


#### **Global Leader in RF Infrastructure Solutions**



Secure Environmental Enclosures and Energy Solutions



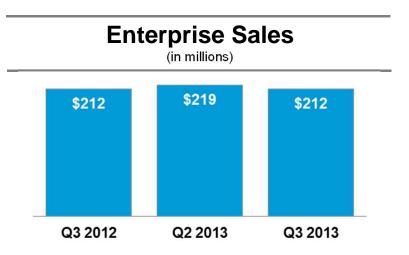


## **Enterprise Segment**

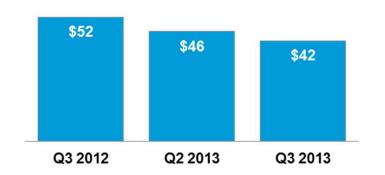


#### **Structured Cabling and Connectivity Solutions**





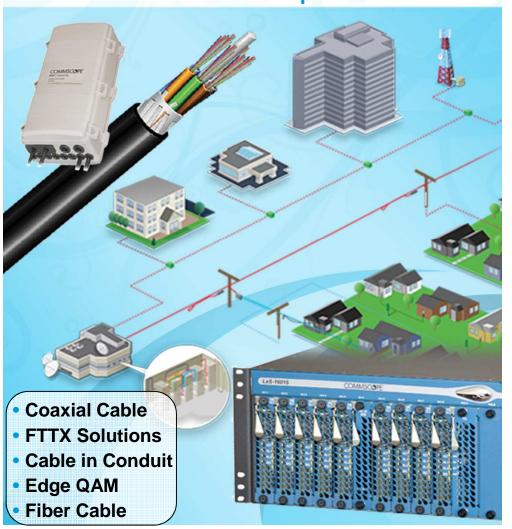
# **Adjusted Operating Income**(in millions)

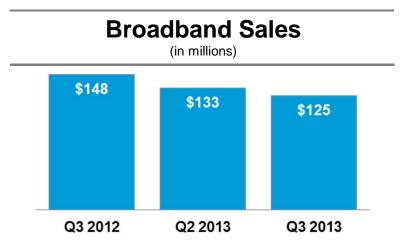


## **Broadband Segment**

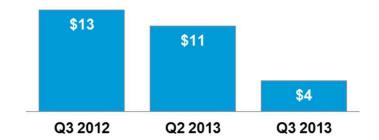


**Coaxial and Fiber Optic Cable and Solutions for Cable Operators** 









## Cash Flow and Liquidity



### **Cash Flow Highlights**

(in millions)	Q3 2	013	Q3 2	012	TM 2013	ΓM 2012
Cash Flow from Operations	\$	127	\$	35	\$ 383	\$ 200
Capital Expenditures		(12)		(6)	(36)	(31)
Free Cash Flow	\$	115	\$	28	\$ 347	\$ 169
Cash Taxes Paid	\$	19	\$	21	\$ 94	\$ 62
Cash Interest Paid		73		67	167	175
Cash Paid for Acquisitions		22			56	12

## Available Liquidity of \$641m at September 30, 2013

Cash and Cash Equivalents \$312m

**Availability Under Revolver** \$329m

## Capital Structure Summary



(Unaudited in millions)	Q	3 2013				
Cash & Cash Equivalents	\$	312		Net Le	verage Ra	atio <sup>1</sup>
Debt				1401 20		
8.25% Notes	\$	1,500				
Term Loan		975		5.0		
6.625% Notes		550			4.2	4.1
Revolver		-				
Other Debt		1				
OID		(11)				
Total Debt	\$	3,015				
Stockholders' Equity	\$	658		PF Q4 2010 <sup>2</sup>	Q3 2012	Q3 2013
Total Capitalization	\$	3,673	1. 2.	Represents Net Debt to		A.
Net Debt	\$	2,703	2.	Pro forma for acquisition	n by Carryle.	
LTM Adjusted EBITDA	\$	662				

#### Capital Structure and IPO Update

- Issued 30.8m shares of common stock
- Plan to use net IPO proceeds to redeem \$400m of the 8.25% senior notes due 2019
- Moody's upgraded its corporate family rating to B1 from B2
- S&P raised its corporate credit rating to 'BB-' from 'B+'

### Outlook



### Fourth Quarter 2013

- Revenue of \$800m \$840m
- Adjusted operating income of \$125m \$145m, excluding amortization of purchased intangibles, restructuring and other special items
- Adjusted effective tax rate of 38% 42%
- Adjusted EPS of \$0.25 \$0.31, based on ~182m diluted shares outstanding

#### Full Year 2013

- Revenue of \$3.43b \$3.47b, up ~ 4% YOY at midpoint
- Adjusted operating income of \$604m \$624m, up ~23% YOY at midpoint
- Adjusted EPS of \$1.55 \$1.61, up ~33% YOY at midpoint, based on ~164m diluted shares outstanding

## Investment Highlights



# Attractive and Growing End Markets

- Wireless: Global transition to 4G/LTE, Small Cell DAS, backhaul and backup power
- Enterprise: Data center growth, in-building cellular, network intelligence and intelligent buildings
- Broadband: Multi-screen and web-based video and network traffic

#### Leadership, Strong Brands & Established Channels

- Diversity across markets, customers and geographies
- Leading global positions in Wireless, Enterprise & Broadband
- CommScope Andrew SYSTIMAX
- Carrier Enterprise Distribution OEM

### COMMSCOPE"

# Technology and Commitment to Innovation

- Investment in R&D (annual spend >\$100m<sup>1</sup>)
- ~2,700 patents and pending applications & >1,300 trademarks
- Breakthrough Enabling Technology (BETs) providing focused, quick-to-market products and innovations

# Global Scale & Operational Excellence

- >20 global manufacturing, R&D, and distribution facilities
- Team of 12,500 people to serve our customers
- Ongoing cost reductions & disciplined capital investment

## **Exceptional Track Record**

- Strong management team with an average of > 25 years of experience
- · Free cash flow generation across all phases of economic cycles
- Attractive margin profile
- Product and acquisition roadmap
- Debt reduction



# Appendix

## **Income Statement**



# CommScope Holding Company, Inc. Condensed Consolidated Statements of Operations (Unaudited -- In thousands, except per share amounts)

	 Three Mor Septem		Nine Mon Septen	
	 2013	 2012	 2013	 2012
Net sales	\$ 888,011	\$ 894,019	\$ 2,633,559	\$ 2,473,674
Operating costs and expenses:				
Cost of sales	577,812	591,192	1,724,461	1,690,373
Selling, general and administrative	122,424	114,831	354,818	337,676
Research and development	31,757	30,969	95,553	88,817
Amortization of purchased intangible assets	43,956	44,133	130,921	132,395
Restructuring costs	4,900	1,624	16,433	17,005
Asset impairments	7,320	38,271	41,802	38,271
Total operating costs and expenses	788,169	821,020	2,363,988	2,304,537
Operating income	99,842	72,999	269,571	169,137
Other expense, net	(3,394)	(1,836)	(8,665)	(8,350)
Interest expense	(53,972)	(45,900)	(147,809)	(143,460)
Interest income	 650	 717	2,260	2,959
Income before income taxes	43,126	25,980	115,357	20,286
Income tax expense	 (31,839)	 (20,696)	 (87,048)	(26,383)
Net income (loss)	\$ 11,287	\$ 5,284	\$ 28,309	\$ (6,097)
Earnings (loss) per share:				
Basic	\$ 0.07	\$ 0.03	\$ 0.18	\$ (0.04)
Diluted	\$ 0.07	\$ 0.03	\$ 0.18	\$ (0.04)
Weighted average shares outstanding:				
Basic	154,885	154,706	154,883	154,701
Diluted	159,064	155,377	158,008	154,701

## **Balance Sheet**



#### CommScope Holding Company, Inc. Condensed Consolidated Balance Sheets (Unaudited -- In thousands, except share amounts)

	Septe	mber 30, 2013	Dece	mber 31, 2012
Assets				
Cash and cash equivalents	\$	312,045	\$	264,375
Accounts receivable, less allowance for doubtful accounts of				
\$13,452 and \$14,555, respectively		641,815		596,050
Inventories, net		367,590		311,970
Prepaid expenses and other current assets		60,107		53,790
Deferred income taxes		47,149		61,072
Total current assets		1,428,706		1,287,257
Property, plant and equipment, net		331,889		355,212
Goodwill		1,458,294		1,473,932
Other intangible assets, net		1,469,291		1,578,683
Other noncurrent assets		110,596		98,180
Total Assets	\$	4,798,776	\$	4,793,264
Liabilities and Stockholders' Equity				
Accounts payable	\$	242,142	\$	194,301
Other accrued liabilities		286,337		344,542
Current portion of long-term debt		10,746		10,776
Total current liabilities		539,225		549,619
Long-term debt		3,004,024		2,459,994
Deferred income taxes		424,017		429,312
Pension and postretirement benefit liabilities		53,029		72,317
Other noncurrent liabilities		120,477		99,740
Total Liabilities		4,140,772		3,610,982
Commitments and contingencies				
Stockholders' Equity:				
Common stock, \$0.01 par value: Authorized shares: 300,000,000;				
Issued and outstanding shares: 154,884,600 at September 30, 2013		1.550		1.550
and 154,879,299 at December 31, 2012		1,558		1,558
Additional paid-in capital		1,664,334		1,655,379
Accumulated deficit		(969,378)		(447,687)
Accumulated other comprehensive loss		(27,875)		(16,646)
Treasury stock, at cost: 961,566 shares at September 30, 2013 and		(10.625)		(10.222)
936,300 shares at December 31, 2012		(10,635)	-	(10,322)
Total Stockholders' Equity		658,004		1,182,282
Total Liabilities and Stockholders' Equity	\$	4,798,776	\$	4,793,264

## Cash Flow



# CommScope Holding Company, Inc. Condensed Consolidated Statements of Cash Flows (Unaudited -- In thousands)

	Three Mor Septen		Nine Mon Septem	
	2013	2012	2013	2012
Operating Activities:				
Net income (loss)	\$ 11,287	\$ 5,284	\$ 28,309	\$ (6,097)
Adjustments to reconcile net income (loss) to net cash generated				
by operating activities:				
Depreciation and amortization	61,928	64,856	183,865	198,155
Equity-based compensation	3,570	2,050	12,657	5,382
Excess tax benefits from equity-based compensation	_	(3)	(9)	(22)
Deferred income taxes	8,952	(5,270)	14,728	(36,401)
Asset impairments	7,320	38,271	41,802	38,271
Changes in assets and liabilities:				
Accounts receivable	83,412	(54,942)	(46,795)	(106,991)
Inventories	3,596	8,996	(57,546)	(44,596)
Prepaid expenses and other assets	(11,646)	(126)	(20,481)	3,018
Accounts payable and other liabilities	(44,961)	(22,009)	(19,779)	2,540
Other	3,658	(2,467)	14,516	684
Net cash generated by operating activities	127,116	34,640	151,267	 53,943
Investing Activities:				
Additions to property, plant and equipment	(11,702)	(6,243)	(27,729)	(19,390)
Proceeds from sale of property, plant and equipment	182	4,238	1,238	1,949
Cash paid for acquisitions	(21,770)	_	(55,770)	(12,214)
Other	_	297	2,902	2,301
Net cash used in investing activities	(33,290)	(1,708)	(79,359)	(27,354)
Financing Activities:				
Long-term debt repaid	(32,788)	(76,021)	(205,237)	(266,746)
Long-term debt proceeds	30,072	20,000	747,035	174,150
Long-term debt financing costs	(324)	_	(13,127)	(2,701)
Dividends paid	_	_	(538,705)	_
Cash paid to stock option holders	(4,107)	_	(11,295)	_
Excess tax benefits from equity-based compensation	_	3	9	22
Other	_	(12)	(32)	(101)
Net cash used in financing activities	(7,147)	(56,030)	(21,352)	(95,376)
Effect of exchange rate changes on cash and cash equivalents	 1,756	 1,781	 (2,886)	(4,160)
Change in cash and cash equivalents	88,435	(21,317)	47,670	(72,947)
Cash and cash equivalents, beginning of period	 223,610	 265,472	264,375	 317,102
Cash and cash equivalents, end of period	\$ 312,045	\$ 244,155	\$ 312,045	\$ 244,155

## Reconciliation of Non-GAAP Measures



# CommScope Holding Company, Inc. Reconciliation of GAAP Measures to Non-GAAP Adjusted Measures (Unaudited -- In millions, except per share amounts)

	Three Months Ended							Nine Months Ended							
	September 30, 2013						September 30, 2013								
		Operating Income		Net Income (1)		Diluted EPS		rating come	Net Income (1)		Diluted EPS				
As reported	\$	99.8	\$	11.3	\$	0.07	\$	269.6	\$	28.3	\$	0.18			
Adjustments:															
Amortization of purchased intangible assets		44.0		28.6		0.18		130.9		85.1		0.54			
Restructuring costs		4.9		3.0		0.02		16.4		10.2		0.06			
Equity-based incentive compensation		3.6		2.2		0.01		12.7		7.8		0.05			
Asset impairments		7.3		7.3		0.05		41.8		39.7		0.25			
Purchase accounting adjustments		1.6		1.0		0.01		2.0		1.2		0.01			
Acquisition-related costs		1.1		0.7		-		5.4		3.3		0.02			
Amortization of deferred financing costs & OID		-		2.4		0.01		-		7.1		0.05			
Net income tax valuation allowance adjustments		-		4.0		0.03		-		25.2		0.16			
As adjusted (non-GAAP)	\$	162.3	\$	60.5	\$	0.38	\$	478.8	\$	207.9	\$	1.32			

				nths Endo		Nine Months Ended September 30, 2012							
	Operating Income		Net Income (1)		Diluted EPS			Operating Income		Net come oss) (1)		luted EPS	
As reported	\$	73.0	\$	5.3	\$	0.03	\$	169.1	\$	(6.1)	\$	(0.04)	
Adjustments:													
Amortization of purchased intangible assets		44.1		28.7		0.19		132.4		86.1		0.55	
Restructuring costs		1.6		1.0		0.01		17.0		10.5		0.07	
Equity-based incentive compensation		2.1		1.2		0.01		5.4		3.3		0.02	
Asset impairments		38.3		24.9		0.16		38.3		24.9		0.16	
Acquisition-related costs		1.6		1.0		0.01		4.9		3.0		0.02	
Amortization of deferred financing costs & OID		-		2.2		0.01		-		8.4		0.05	
Prior year warranty matter		5.7		3.5		0.02		8.8		5.4		0.04	
Gain on sale of subsidiary		(1.5)		(0.9)		(0.01)		(1.5)		(0.9)		(0.01)	
Prior year customs matter				<u> </u>				2.0		1.3		0.01	
As adjusted (non-GAAP)	\$	164.9	\$	66.9	\$	0.43	\$	376.4	\$	135.9	\$	0.87	

<sup>(1)</sup> The tax rates applied to adjustments reflect the tax expense or benefit based on the tax jurisdiction of the entity generating the adjustment. There are certain adjustments for which we expect little or no tax benefit.

# Segment Details



**Net Sales by Segment** 

							% C	hange
	Q	3 2012	Q	2 2013	Q	3 2013	YOY	Sequential
Wireless	\$	535.5	\$	591.5	\$	552.6	3.2 %	(6.6) %
Enterprise		212.0		218.7		212.2	0.1 %	(3.0) %
Broadband		148.0		132.8		124.6	(15.8) %	(6.2) %
Inter-segment eliminations		(1.5)		(2.1)		(1.4)	n/a	n/a
Total Net Sales	\$	894.0	\$	940.9	\$	888.0	(0.7) %	(5.6) %

#### Non-GAAP Adjusted Operating Income by Segment

								% Ch	ange
	Q:	3 2012	Q	2 2013	Q	3 2013	YOY		Sequential
Wireless	\$	100.4	\$	126.7	\$	116.3	15.8	%	(8.2) %
Enterprise		51.9		46.3		42.1	(18.9)	%	(9.1) %
Broadband		12.5		11.2		3.9	(68.8)	%	(65.2) %
Total Non-GAAP Adjusted Operating Income	\$	164.9	\$	184.2	\$	162.3	(1.6)	%	(11.9) %

Components may not sum to total due to rounding

# 2013 AOI Reconciliation by Segment



(Unaudited -- In millions)

#### Third Quarter 2013 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless		Enterprise		Broadband		Total	
Operating income (loss), as reported	\$	90.3	\$	21.7	\$	(12.2)	\$	99.8
Amortization of purchased intangible assets		22.0		17.3		4.6		44.0
Restructuring costs		1.4		0.1		3.5		4.9
Equity-based incentive compensation		1.9		1.2		0.5		3.6
Asset impairments		-		-		7.3		7.3
Purchase accounting adjustments		-		1.6		-		1.6
Acquisition-related costs		0.7		0.2		0.2		1.1
Non-GAAP Adjusted operating income	\$	116.3	\$	42.1	\$	3.9	\$	162.3
Non-GAAP Adjusted operating margin %		21.1%		19.9%		3.2%		18.3%

# 2013 AOI Reconciliation by Segment



(Unaudited -- In millions)

#### Second Quarter 2013 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless		Enterprise		Broadband		Total	
Operating income (loss), as reported	\$	93.2	\$	26.6	\$	(25.5)	\$	94.3
Amortization of purchased intangible assets		22.0		17.1		4.6		43.7
Restructuring costs		7.5		-		2.3		9.7
Equity-based incentive compensation		2.5		1.5		0.6		4.6
Asset impairments		-		-		28.8		28.8
Purchase accounting adjustments		-		0.4		-		0.4
Acquisition-related costs		1.5		0.7		0.4		2.6
Non-GAAP Adjusted operating income	\$	126.7	\$	46.3	\$	11.2	\$	184.2
Non-GAAP Adjusted operating margin %		21.4%		21.2%		8.6%		19.6%

#### First Quarter 2013 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless		Enterprise		Broadband		Total	
Operating income (loss), as reported	\$	62.4	\$	15.4	\$	(2.4)	\$	75.4
Amortization of purchased intangible assets		22.0		16.6		4.6		43.3
Restructuring costs		1.1		0.5		0.2		1.8
Equity-based incentive compensation		2.4		1.4		0.6		4.5
Asset impairments		5.6		-		-		5.6
Acquisition-related costs		0.9		0.4		0.3		1.6
Non-GAAP Adjusted operating income	\$	94.5	\$	34.3	\$	3.3	\$	132.2
Non-GAAP Adjusted operating margin %		19.0%		17.8%		2.8%		16.4%

Components may not sum to total due to rounding

# 2012 AOI Reconciliation by Segment



(Unaudited -- In millions)

#### Fourth Quarter 2012 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless		Enterprise		Broadband		Total	
Operating income, as reported	\$	41.3	\$	26.1	\$	1.6	\$	69.1
Amortization of purchased intangible assets		22.0		16.6		4.6		43.3
Restructuring costs		5.2		0.3		0.5		6.0
Equity-based incentive compensation		1.3		0.4		0.4		2.1
Asset impairments		2.6		-		-		2.6
Acquisition-related costs		0.8		0.4		0.2		1.4
Adjustment of prior year warranty matter		-		-		0.1		0.1
Non-GAAP Adjusted operating income	\$	73.3	\$	43.9	\$	7.5	\$	124.7
Non-GAAP Adjusted operating margin %		14.2%		21.0%		6.1%		14.7%

#### Third Quarter 2012 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless		Enterprise		Broadband		Total	
Operating income, as reported	\$	36.7	\$	34.6	\$	1.7	\$	73.0
Amortization of purchased intangible assets		22.9		16.6		4.6		44.1
Restructuring costs		1.6		-		-		1.6
Equity-based incentive compensation		1.3		0.4		0.3		2.1
Asset impairments		38.3		-		-		38.3
Acquisition-related costs		1.1		0.3		0.2		1.6
Adjustment of prior year warranty matter		-		-		5.7		5.7
Gain on sale of subsidiary		(1.5)		-		-		(1.5)
Non-GAAP Adjusted operating income	\$	100.4	\$	51.9	\$	12.5	\$	164.9
Non-GAAP Adjusted operating margin %		18.8%		24.5%		8.5%		18.4%