



We build real things needed in a global society...

in ways that make sense in an unpredictable world.

Ensuring continual innovative thinking from a nimble global enterprise.

It's what we do every day.

Offering products to enhance what *you* do every day!



>>> at home >>>





>>> at work >>>





>>> in the car >>>



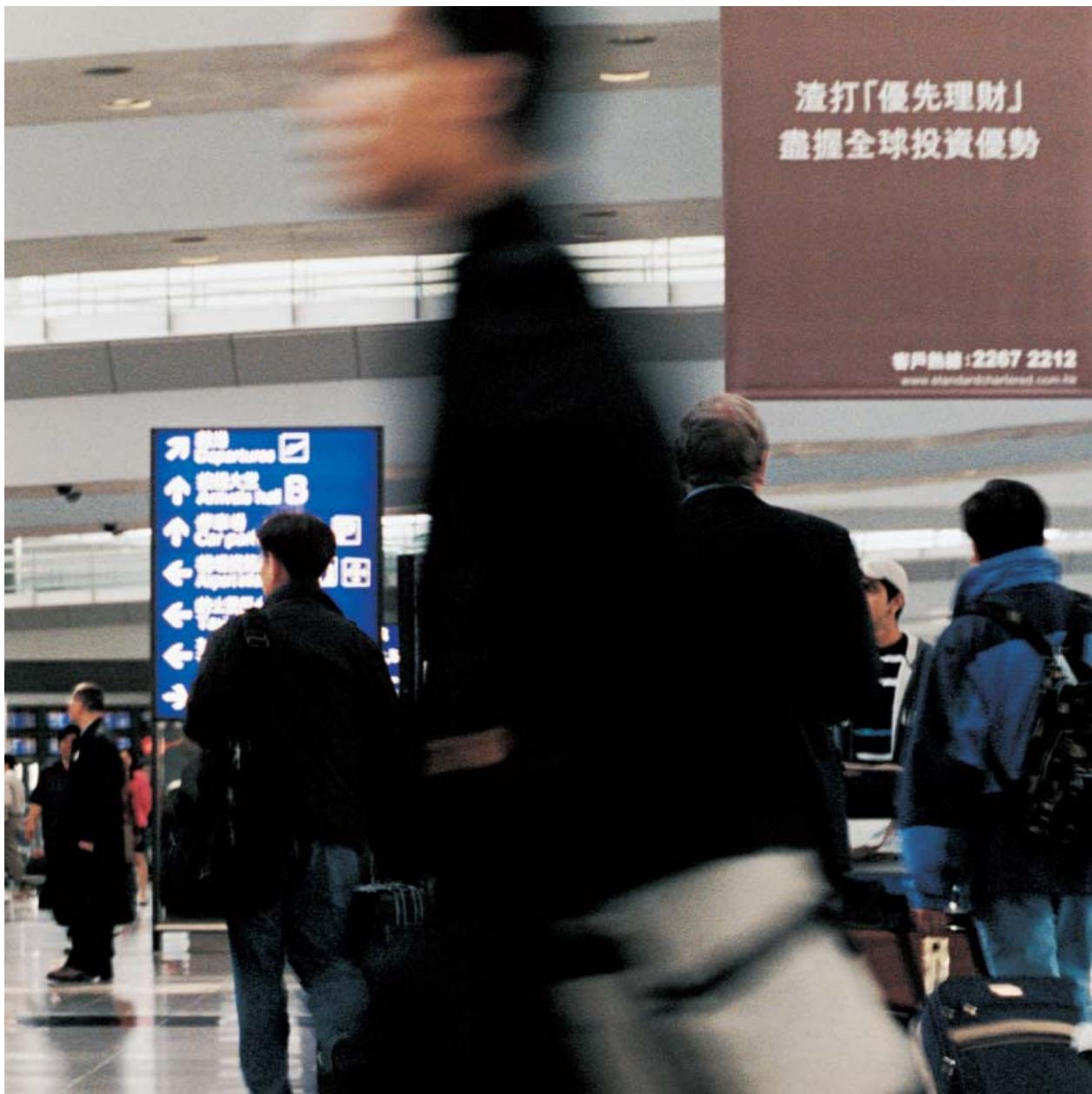


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>>> smarter >>>





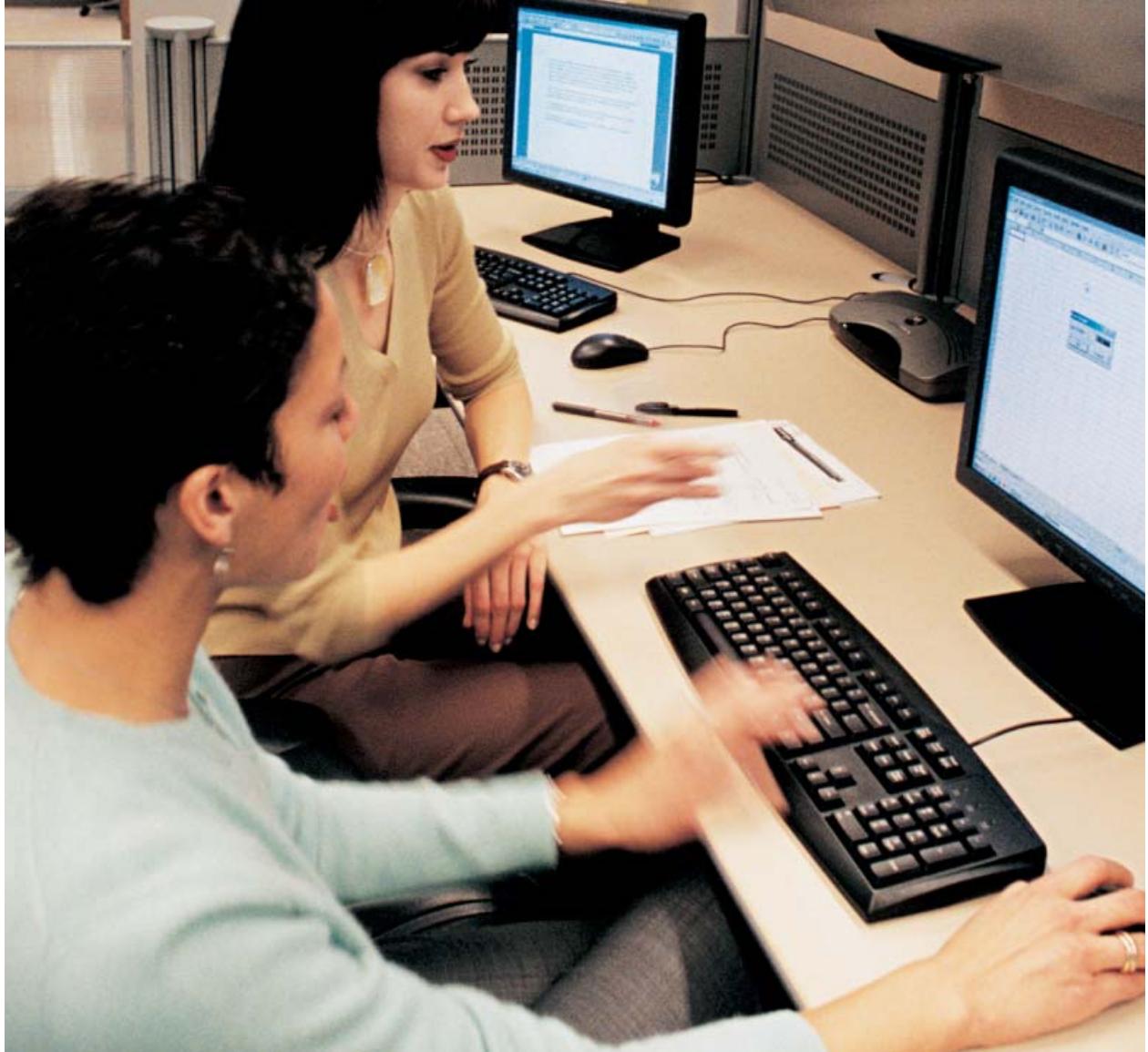
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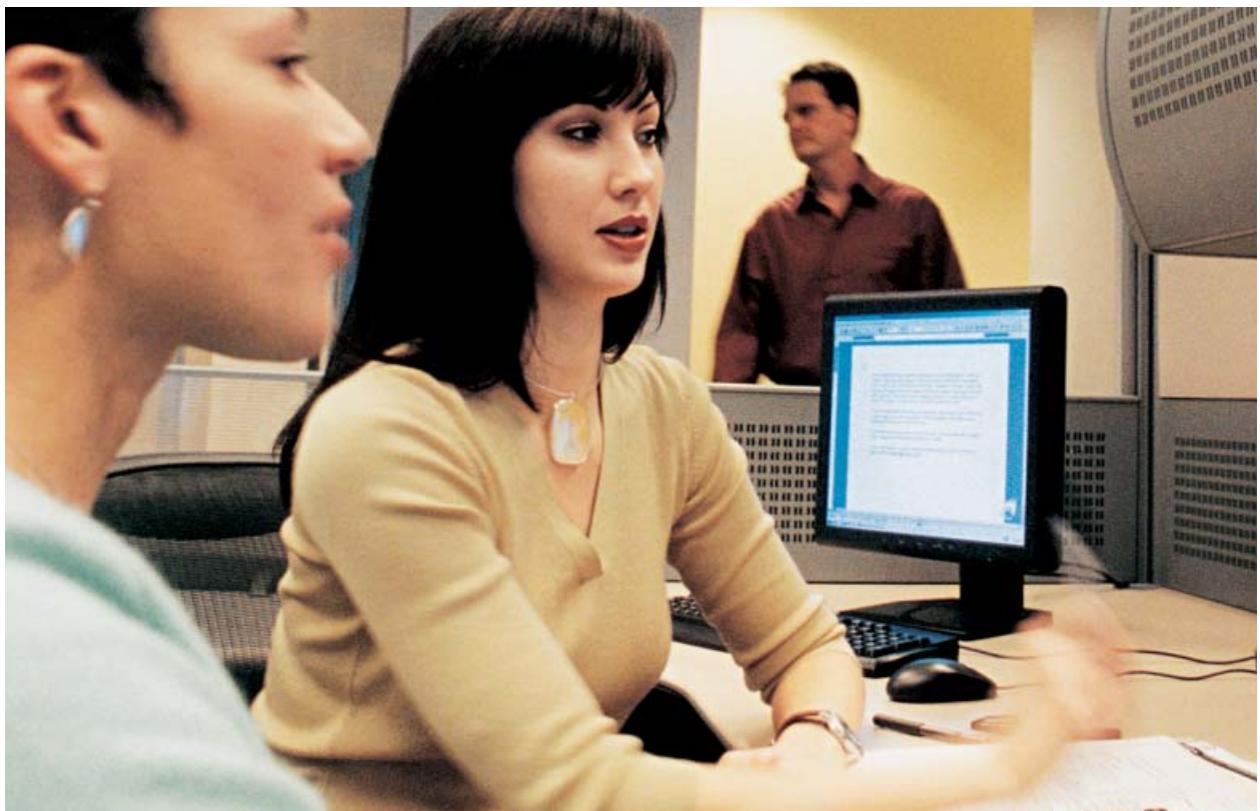


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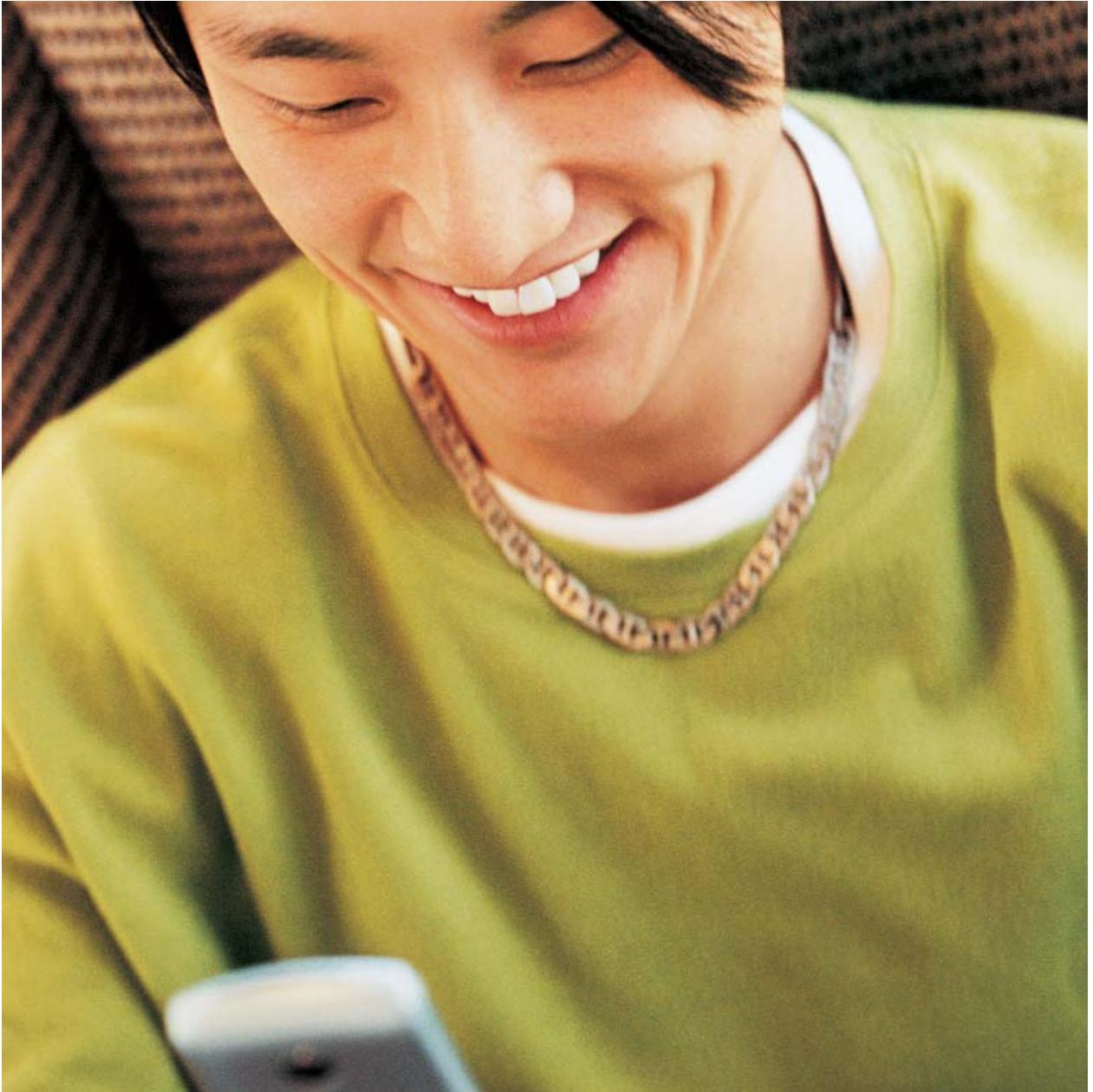


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>>> fun >>>



It's our brand promise – *Intelligence Everywhere*.™

We asked thousands of people around the world how Motorola could better link their dreams to technology's promise.

And they told us: *Make the billions of things around us smarter, simpler, safer, synchronized and, when appropriate, fun.*

We heard it from consumers. We heard it from business customers. We heard it from government organizations. Whether for themselves or for their organizations, they want *Intelligence Everywhere* solutions around them. That is why we are focused on providing innovative differentiated products, technologies and services to deliver all they want and more.

We're also applying the *Intelligence Everywhere* brand promise to every aspect of a more efficient and better operating Motorola; it's the underpinning of our improving performance and financial strengthening in this middle stage of our turn-around. Initial indicators confirm that we are on the road to realizing the potential of Motorola, for the benefit of our customers, employees and shareholders.

Continuing to pursue high performance with high principles, we are intently focused on financial results. We are marshalling the power of talented employees, fostering long-standing instincts for innovation, delivering new and exciting products, and executing on enhanced business strategies. In essence, we seek to deliver on our *Intelligence Everywhere* brand promise.

It's what we do every day.

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Motorola is a global leader in providing integrated communications and embedded electronic solutions. Our *Intelligence Everywhere*[™] solutions include: software-enhanced wireless telephone and messaging, two-way radio products and systems, as well as networking and Internet-access products for consumers, network operators and commercial, government and industrial customers; end-to-end systems for the delivery of interactive digital video, voice and high-speed data solutions for broadband operators; embedded semiconductor solutions for customers in wireless communications, networking and transportation markets; and integrated electronic systems for automotive, Telematics, industrial, telecommunications, computing and portable energy systems markets.

In the second half of 2002, we returned Motorola to profitability. We turned our earnings performance around in the face of declining sales and started building earnings momentum well ahead of top-line growth. Motorola exceeded the vast majority of the financial metrics we set out to achieve in this middle phase of our turnaround in 2002.

Gross margins were up. Overhead was down. Operating margins were up. Positive operating cash flow was generated. Debt shrunk.

FINANCIAL RESULTS

Sales decreased to \$26.7 billion compared with \$29.9 billion in 2001. In accordance with generally accepted accounting principles (GAAP) we incurred a net loss of \$2.5 billion, compared with a net loss of \$3.9 billion the prior year. The loss per share was \$(1.09) compared to a loss per share of \$(1.78) in 2001.

Included in the loss for both 2002 and 2001 were special items related largely to:

- > Restructuring to lower costs and improve productivity; and
- > Asset revaluations required by GAAP because of declining values.

Special items resulted in a net charge of \$2.8 billion after tax in 2002 and \$3.3 billion after tax in 2001. Excluding special items, the company had net earnings of \$314 million, or \$0.14 per share, in 2002 versus a net loss of \$697 million, or \$(0.31) per share, in 2001.

We compiled these results by focusing on our own ability to execute even as we encountered a difficult economy and a continuing steep decline in most of the high-tech markets we serve. While moving aggressively to restore profitability and growth, we were – and are – always insistent on living up to our 74-year-old reputation for being a highly principled and ethical global corporation.

A reconciliation of our non-GAAP measurements to our GAAP financial data can be found on pages 27-30. Full GAAP financial data can be found in the Proxy Statement.

THE FIVE-POINT PLAN

The five-point plan introduced in 2001 has served us well by helping us focus on critical priorities to drive profitable growth:

1. To aggressively focus on the balance sheet.
2. To lower our break-even sales level by reducing SG&A and manufacturing costs.
3. To continually strengthen our management team.
4. To pursue growth through innovative products, software applications and customer relationships.
5. To constantly evaluate our strategic options and business portfolio.

1. Focusing on the Balance Sheet

The numbers tell the story. We have delivered positive operating cash flow for eight quarters in a row, generating \$1.3 billion in 2002 and \$2.0 billion in 2001. We reduced net accounts receivable to \$4.4 billion from \$4.6 billion. We reduced net debt to \$2.3 billion from \$3.1 billion. We reduced our ratio of net debt to net debt plus equity to 16.7% in the fourth quarter of 2002 from 18.4% in the fourth quarter of 2001.

At year end, we were holding more than \$6.5 billion in cash, cash equivalents and short-term investments worldwide. We held \$4.2 billion of that total in the United States, after moving approximately \$3.0 billion from overseas to U.S. accounts during the year.

2. Lowering the Break-Even Sales Level

Again, the numbers speak for themselves. We continued to reduce our break-even sales level during 2002 and have achieved a 25% reduction since the start of our restructuring in the latter part of 2000. We expect to further lower the break-even sales level of the corporation during 2003.

3. Strengthening the Management Team

We continued to bring in new talent as well as promote internal Motorola talent in 2002. From the very beginning of the year to its end, 12 of the 18 senior leadership team members were new in their roles. At the same time, we retained 97% of our 200 most effective executives. We completed a rigorous ranking of 1,200 executives as part of our new Leadership Supply process, which is designed to ensure that we can locate – internally or externally – talented, trained, respected and motivated people always ready to accept new assignments.

During the year, our Leadership Supply process ensured quick and effective transitions in the naming of a new president and chief operating officer, a new chief financial officer and four business sector presidents. Among them were three new Motorolans:

- > David Devonshire, executive vice president and chief financial officer – formerly CFO at Owens-Corning and Ingersoll-Rand Company.
- > Greg Brown, executive vice president of Motorola and president and CEO of our Commercial, Government and Industrial Solutions Sector – formerly chairman and CEO of Micromuse Inc., a leading provider of service and business assurance software.
- > Dennis Carey, executive vice president of Motorola and president and CEO of our Integrated Electronic Systems Sector – formerly executive vice president of business development, strategy and corporate operations at The Home Depot, Inc.

4. Pursuing Growth

We invested \$3.8 billion in research and development in 2002. This investment is funding ongoing innovation in the new products and software applications that are continuing to build a global society and drive the company's future growth.

5. Evaluating Strategic Options and Portfolio

Over the past two years, we acquired six businesses, divested six businesses and made investments in more than 40 other companies. These actions demonstrate that we are divesting businesses that are no longer key to our strategies. At the same time, we are strategically acquiring companies and investing in technology partners.

As we entered 2003, we revised the five-point plan to reflect what we learned in 2002. Our focus in 2003 will be:

1. To persistently enhance the management team *and work environment*.
2. To aggressively focus on strengthening the balance sheet *and generating cash*.
3. To *relentlessly pursue cost competitiveness, quality and customer satisfaction*.
4. To pursue growth through profitable innovative products, *systems*, software and customer relationships.
5. To continuously *reassess and improve our business* strategies and portfolio.

RETURNING TO GROWTH

We expect to grow the way we did prior to the artificially inflated growth that resulted from the telecom and dot-com booms in the late 1990s and the period of decline that followed in 2001 and 2002: steadily, rationally, with real products serving real needs in real marketplaces. We believe our markets will return to solid, steady growth.

We are No. 1 or No. 2 in market share in most of the markets we serve. Within those markets, our customers already include nine of the top cable service providers worldwide, 17 of the top 18 wireless service providers worldwide, seven of the top 10 automakers worldwide, a significant majority of the largest public safety agencies worldwide and 10 of the top 11 manufacturers of communications network equipment.

In 2002, we were No. 2 in wireless handsets; No. 1 in semiconductors for the wireless communications market, the transportation market and the networking communications market; No. 1 in two-way radio solutions for commercial, governmental and industrial markets; No. 1 in both digital broadband set-top terminals and cable modems; and No.1 in integrated electronic systems for Telematics, an automotive market technology that enables automated roadside assistance, navigation and advanced safety features.

With these market-leading positions and our customer relationships, we will grow.

We expect modest growth of approximately 3% in 2003. Beyond this we anticipate growth rates to improve as the world stabilizes and our strategies take hold.

BALDRIGE REDUX

In 1987, the U.S. Congress established the Malcolm Baldrige National Quality Award to promote and recognize excellence in business. Motorola was an inaugural winner of the award in 1988. In 2002, our Commercial, Government and Industrial Solutions Sector – our Homeland Security business – won the award.

The sector was assessed in seven categories: leadership, strategic planning, customer and market focus, information and analysis, human resources focus, process management and business results.

This achievement pays tribute to our employees; it demonstrates a solid commitment to our customers; and it evidences our ability to help customers effectively address Homeland Security needs around the world.

TRANSITIONS

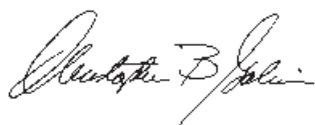
We welcomed two new independent members to our board of directors in 2002: Sandy Warner, former chairman of J. P. Morgan Chase & Co., and Indra Nooyi, president and chief financial officer of PepsiCo, Inc.

Sandy led the transformation of J.P. Morgan into a fully integrated investment bank and then guided the creation of one of the largest financial services firms in the United States with the 2001 merger of J. P. Morgan and Chase Manhattan.

Indra ranked No. 4 in *Fortune* magazine's 50 most powerful women in business for 2002 – reflecting her significant role in PepsiCo's strategic transformation. Indra worked in our automotive division from 1986 to 1988, served as vice president and director of Motorola's corporate strategy and planning from 1988 to 1990, and worked for Asea Brown Boveri as senior vice president of corporate strategy and strategic marketing before joining PepsiCo.

MILESTONE

In 2003 we are celebrating the 75th anniversary of the founding of Motorola. In 1928 we incorporated with \$565 in cash, \$750 in tools and a design for our first product. We enter our 75th year as a technology leader helping to build a global society unimagined by our founders, guided by high ethics and principles and executing a forward-looking plan to help us outperform our competitors, generate profit and cash, and drive growth. Our five-point plan for building shareholder value was conceived and launched in a time of serious challenge. Yet it is simply about our historic strengths. It is about quality management, a strong balance sheet, a low cost structure, steady growth and constant evaluation of strategic options. That's our formula for building shareholder value; it's what we do every day.



CHRISTOPHER B. GALVIN
Chairman of the Board and Chief Executive Officer



MIKE S. ZAFIROVSKI
President and Chief Operating Officer

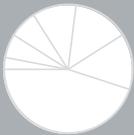


FINANCIAL HIGHLIGHTS

(Dollars in millions, except as noted)

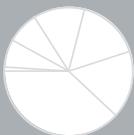
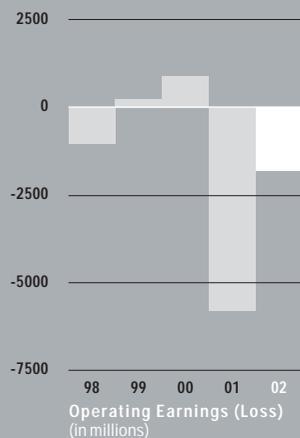
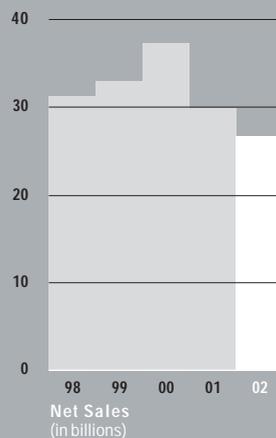
Years Ended December 31

	2002	2001
Net sales	\$ 26,679	\$ 29,873
Operating loss	(1,813)	(5,803)
% to sales	(6.8)%	(19.4)%
Loss before income taxes	(3,446)	(5,511)
% to sales	(12.9)%	(18.4)%
Net loss	(2,485)	(3,937)
% to sales	(9.3)%	(13.2)%
Diluted loss per common share (in dollars)	(1.09)	(1.78)
Research and development expenditures	3,754	4,318
Capital expenditures	607	1,321
Working capital	7,324	7,451
Current ratio	1.75	1.77
Return on average invested capital	(15.9)%	(18.0)%
Return on average stockholders' equity	(20.6)%	(24.8)%
Net debt to net debt plus equity	16.7%	18.4%
Book value per common share (in dollars)	\$ 4.85	\$ 6.07
Year-end employment (in thousands)	97	111



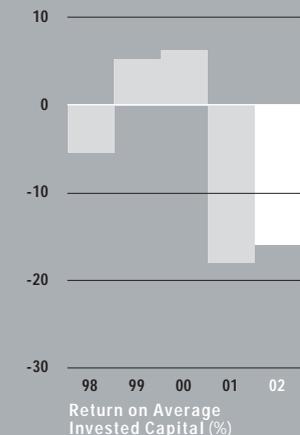
45% United States
14% Europe
14% China
11% Asia-Pacific
7% Latin America
6% Other Markets
3% Japan

2002 Market Sales
by Region (%)



38% Personal Communications Segment
17% Semiconductor Products Segment
16% Global Telecom Solutions Segment
13% Commercial, Government and Industrial Solutions Segment
8% Integrated Electronic Systems Segment
7% Broadband Communications Segment
1% Other Products Segment

2002 Net Sales
by Business Segment (%)
(before intercompany eliminations)



CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share amounts)

Years Ended December 31

	2002	2001	2000
Net sales	\$ 26,679	\$ 29,873	\$ 37,346
Costs of sales	17,938	22,661	25,168
Gross margin	8,741	7,212	12,178
Selling, general and administrative expenses	4,203	4,723	5,733
Research and development expenditures	3,754	4,318	4,437
Reorganization of businesses	1,764	1,858	596
Other charges	833	2,116	517
Operating earnings (loss)	(1,813)	(5,803)	895
Other income (expense):			
Interest expense, net	(356)	(413)	(171)
Gains on sales of investments and businesses, net	96	1,931	1,570
Other	(1,373)	(1,226)	(63)
Total other income (expense)	(1,633)	292	1,336
Earnings (loss) before income taxes	(3,446)	(5,511)	2,231
Income tax provision	(961)	(1,574)	913
Net earnings (loss)	\$ (2,485)	\$ (3,937)	\$ 1,318
Earnings (loss) per common share:			
Basic	\$ (1.09)	\$ (1.78)	\$ 0.61
Diluted	(1.09)	(1.78)	0.58
Weighted average common shares outstanding:			
Basic	2,282.3	2,213.3	2,170.1
Diluted	2,282.3	2,213.3	2,256.6

CONSOLIDATED BALANCE SHEETS

(In millions, except per share amounts)

December 31

ASSETS

Current assets

	2002	2001
Cash and cash equivalents	\$ 6,507	\$ 6,082
Short-term investments	59	80
Accounts receivable, net	4,437	4,583
Inventories, net	2,869	2,756
Deferred income taxes	2,358	2,633
Other current assets	904	1,015
Total current assets	17,134	17,149
Property, plant and equipment, net	6,104	8,913
Investments	2,053	2,954
Deferred income taxes	3,112	1,152
Other assets	2,749	3,230
Total assets	\$ 31,152	\$ 33,398

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Notes payable and current portion of long-term debt	\$ 1,629	\$ 870
Accounts payable	2,268	2,434
Accrued liabilities	5,913	6,394
Total current liabilities	9,810	9,698
Long-term debt	7,189	8,372
Other liabilities	2,429	1,152
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely company-guaranteed debentures	485	485

Stockholders' equity

Preferred stock, \$100 par value		
Authorized shares: 0.5 (none issued)	—	—
Common stock, \$3 par value		
Authorized shares: 2002 and 2001, 4,200		
Issued and outstanding: 2002 – 2,315.3; 2001 – 2,254.0	6,947	6,764
Additional paid-in capital	2,233	1,707
Retained earnings	2,582	5,434
Non-owner changes to equity	(523)	(214)
Total stockholders' equity	11,239	13,691
Total liabilities and stockholders' equity	\$ 31,152	\$ 33,398

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

Years Ended December 31

	2002	2001	2000
OPERATING			
Net earnings (loss)	\$ (2,485)	\$ (3,937)	\$ 1,318
Adjustments to reconcile net earnings (loss) to net cash provided by (used for) operating activities:			
Depreciation and amortization	2,108	2,552	2,527
Charges for reorganization of businesses and other charges	2,627	4,786	1,483
Gains on sales of investments and businesses, net	(96)	(1,931)	(1,570)
Deferred income taxes	(1,570)	(2,273)	239
Investment impairments and other	1,391	1,252	332
Change in assets and liabilities, net of effects of acquisitions and dispositions:			
Accounts receivable	155	2,445	(1,471)
Inventories	(102)	1,838	(2,305)
Other current assets	39	249	(532)
Accounts payable and accrued liabilities	(980)	(3,030)	(666)
Other assets and liabilities	252	25	(519)
Net cash provided by (used for) operating activities	1,339	1,976	(1,164)
INVESTING			
Acquisitions and investments, net	(94)	(512)	(1,912)
Proceeds from sale of investments and businesses	96	4,063	1,433
Capital expenditures	(607)	(1,321)	(4,131)
Proceeds from sale of property, plant and equipment	143	14	174
Sales of short-term investments	23	233	345
Net cash provided by (used for) investing activities	(439)	2,477	(4,091)
FINANCING			
Net proceeds from (repayment of) commercial paper and short-term borrowings	(180)	(5,688)	3,884
Net proceeds from issuance of debt	64	4,167	1,190
Repayment of debt	(299)	(305)	(5)
Issuance of common stock	401	362	383
Debt redemption payment	(106)	—	—
Payment of dividends	(364)	(356)	(333)
Net cash provided by (used for) financing activities	(484)	(1,820)	5,119
Effect of exchange rate changes on cash and cash equivalents	9	148	(100)
Net increase (decrease) in cash and cash equivalents	425	2,781	(236)
Cash and cash equivalents, beginning of year	6,082	3,301	3,537
Cash and cash equivalents, end of year	\$ 6,507	\$ 6,082	\$ 3,301
CASH FLOW INFORMATION			
<i>Cash paid during the year for:</i>			
Interest, net	\$ 569	\$ 844	\$ 529
Income taxes, net of refunds	83	676	130

SEGMENT INFORMATION

(In millions) Years Ended December 31	2002		2001		2000	
NET SALES						
Personal Communications Segment	\$ 10,847		\$ 10,436		\$ 13,246	
Semiconductor Products Segment	4,818		4,936		7,876	
Global Telecom Solutions Segment	4,540		6,442		7,597	
Commercial, Government and Industrial Solutions Segment	3,729		4,306		4,561	
Broadband Communications Segment	2,087		2,854		3,416	
Integrated Electronic Systems Segment	2,189		2,239		2,869	
Other Products Segment	486		755		1,057	
Adjustments & Eliminations	(2,017)		(2,095)		(3,276)	
Segment Totals	\$ 26,679		\$ 29,873		\$ 37,346	
OPERATING EARNINGS (LOSS) AND % TO SALES						
Personal Communications Segment	\$ 503	4.6%	\$ (1,585)	(15.2)%	\$ (332)	(2.5)%
Semiconductor Products Segment	(1,515)	(31.4)%	(1,911)	(38.7)%	202	2.6%
Global Telecom Solutions Segment	(621)	(13.7)%	(1,409)	(21.9)%	812	10.7%
Commercial, Government and Industrial Solutions Segment	313	8.4%	52	1.2%	443	9.7%
Broadband Communications Segment	(150)	(7.2)%	195	6.8%	367	10.7%
Integrated Electronic Systems Segment	52	2.4%	(171)	(7.6)%	168	5.9%
Other Products Segment	(280)	(57.6)%	(516)	(68.3)%	(502)	(47.5)%
Adjustments & Eliminations	24	(1.2)%	236	(11.3)%	(66)	2.0%
Segment Totals	(1,674)	(6.3)%	(5,109)	(17.1)%	1,092	2.9%
General Corporate	(139)		(694)		(197)	
Operating Earnings (Loss)	\$ (1,813)	(6.8)%	\$ (5,803)	(19.4)%	\$ 895	2.4%

FIVE-YEAR FINANCIAL SUMMARY

(Dollars in millions, except as noted)

Years Ended December 31	2002	2001	2000	1999	1998
OPERATING RESULTS					
Net sales	\$ 26,679	\$ 29,873	\$ 37,346	\$ 32,930	\$ 31,273
Costs of sales	17,938	22,661	25,168	22,229	21,054
Gross margin	8,741	7,212	12,178	10,701	10,219
Selling, general and administrative expenses	4,203	4,723	5,733	5,731	6,059
Research and development expenditures	3,754	4,318	4,437	3,560	3,118
Reorganization of businesses	1,764	1,858	596	(226)	1,980
Other charges	833	2,116	517	1,406	109
Operating earnings (loss)	(1,813)	(5,803)	895	230	(1,047)
Other income (expense):					
Interest expense, net	(356)	(413)	(171)	(51)	(183)
Gains on sales of investments and businesses, net	96	1,931	1,570	1,180	260
Other	(1,373)	(1,226)	(63)	(76)	(310)
Total other income (expense)	(1,633)	292	1,336	1,053	(233)
Earnings (loss) before income taxes	(3,446)	(5,511)	2,231	1,283	(1,280)
Income tax provision	(961)	(1,574)	913	392	(373)
Net earnings (loss)	\$ (2,485)	\$ (3,937)	\$ 1,318	\$ 891	\$ (907)
PER SHARE DATA (in dollars)					
Diluted earnings (loss) per common share	\$ (1.09)	\$ (1.78)	\$ 0.58	\$ 0.41	\$ (0.44)
Diluted weighted average common shares outstanding (in millions)	2,282.3	2,213.3	2,256.6	2,202.0	2,071.1
Dividends declared ⁽¹⁾	\$ 0.16	\$ 0.16	\$ 0.16	\$ 0.16	\$ 0.16
BALANCE SHEET					
Total assets	\$ 31,152	\$ 33,398	\$ 42,343	\$ 40,489	\$ 30,951
Working capital	7,324	7,451	3,628	4,679	2,532
Long-term debt and redeemable preferred securities	7,674	8,857	4,778	3,573	2,633
Total debt and redeemable preferred securities	9,303	9,727	11,169	6,077	5,542
Total stockholders' equity	11,239	13,691	18,612	18,693	13,913
OTHER DATA					
Current ratio	1.75	1.77	1.22	1.36	1.21
Return on average invested capital	(15.9)%	(18.0)%	6.3%	5.3%	(5.4)%
Return on average stockholders' equity	(20.6)%	(24.8)%	6.6%	5.7%	(6.5)%
Capital expenditures	\$ 607	\$ 1,321	\$ 4,131	\$ 2,856	\$ 3,313
% to sales	2.3%	4.4%	11.1%	8.7%	10.6%
Research and development expenditures	\$ 3,754	\$ 4,318	\$ 4,437	\$ 3,560	\$ 3,118
% to sales	14.1%	14.5%	11.9%	10.8%	10.0%
Year-end employment (in thousands)	97	111	147	128	141

(1) Dividends declared from 1998 to 1999 were on Motorola shares outstanding prior to the General Instrument merger.

NON-GAAP MEASUREMENTS: RESULTS OF OPERATIONS EXCLUDING SPECIAL ITEMS AND CERTAIN EXITED BUSINESSES

The tabular presentation below and as found on pages 28-30 reflects non-GAAP measurements of Motorola's results of operations presented on a basis excluding special items and certain exited businesses. The non-GAAP measurements used throughout this report do not replace the presentation of Motorola's GAAP financial results. These measurements provide supplemental information to assist the reader in analyzing the Company's financial condition and results of operations. Items that the Company considers to be special items generally relate to restructuring activities and asset revaluations.

The Company is providing this information to enable comparisons of current operating results to prior years and show the results of core ongoing operations. These ongoing results of operations are used by investors and management to measure the Company's current and future performance.

CONSOLIDATED STATEMENTS OF OPERATIONS EXCLUDING SPECIAL ITEMS

(In millions, except per share amounts) Year Ended December 31, 2002	GAAP Results	Special Items Inc / (Exp)	Excluding Special Items
Net sales	\$ 26,679	\$ —	\$ 26,679
Costs of sales	17,938	(56)	17,882
Gross margin	8,741	(56)	8,797
Selling, general and administrative expenses	4,203	(44)	4,159
Research and development expenditures	3,754	—	3,754
Reorganization of businesses	1,764	(1,764)	—
Other charges	833	(833)	—
Operating earnings (loss)	(1,813)	(2,697)	884
Other income (expense):			
Interest expense, net	(356)	—	(356)
Gains on sales of investments and businesses, net	96	96	—
Other	(1,373)	(1,351)	(22)
Total other income (expense)	(1,633)	(1,255)	(378)
Earnings (loss) before income taxes	(3,446)	(3,952)	506
Income tax provision	(961)	1,153	192
Net earnings (loss)	\$ (2,485)	\$ (2,799)	\$ 314
Earnings (loss) per common share			
Basic	\$ (1.09)		\$ 0.14
Diluted	\$ (1.09)		\$ 0.14

**CONSOLIDATED STATEMENTS OF OPERATIONS
EXCLUDING SPECIAL ITEMS AND CERTAIN EXITED BUSINESSES**

(In millions, except per share amounts) Year Ended December 31, 2001	GAAP Results	Special Items Inc / (Exp)	Excluding Special Items	Exited Business Inc / (Exp)	Ongoing Operations Excluding Special Items
Net sales	\$ 29,873	\$ —	\$ 29,873	\$ 553	\$ 29,320
Costs of sales	22,661	(1,081)	21,580	(386)	21,194
Gross margin	7,212	(1,081)	8,293	167	8,126
Selling, general and administrative expenses	4,723	(125)	4,598	(107)	4,491
Research and development expenditures	4,318	—	4,318	(31)	4,287
Reorganization of businesses	1,858	(1,858)	—	—	—
Other charges	2,116	(2,116)	—	—	—
Operating earnings (loss)	(5,803)	(5,180)	(623)	29	(652)
Other income (expense):					
Interest expense, net	(413)	(22)	(391)	(6)	(385)
Gains on sales of investments and businesses, net	1,931	1,931	—	—	—
Other	(1,226)	(1,212)	(14)	—	(14)
Total other income (expense)	292	697	(405)	(6)	(399)
Earnings (loss) before income taxes	(5,511)	(4,483)	(1,028)	23	(1,051)
Income tax provision	(1,574)	1,227	(347)	(7)	(354)
Net earnings (loss)	\$ (3,937)	\$ (3,256)	\$ (681)	\$ 16	\$ (697)
Loss per common share					
Basic	\$ (1.78)				\$ (0.31)
Diluted	\$ (1.78)				\$ (0.31)

SEGMENT NET SALES EXCLUDING EXITED BUSINESSES

(In millions) Year Ended December 31, 2002	GAAP Results	Exited Businesses	Ongoing Operations	% Change from 2001
NET SALES				
Personal Communications Segment	\$ 10,847	\$ —	\$ 10,847	4%
Semiconductor Products Segment	4,818	—	4,818	(2)%
Global Telecom Solutions Segment	4,540	—	4,540	(30)%
Commercial, Government and Industrial Solutions Segment	3,729	—	3,729	(3)%
Broadband Communications Segment	2,087	—	2,087	(27)%
Integrated Electronic Systems Segment	2,189	—	2,189	(2)%
Other Products Segment	486	—	486	(26)%
Adjustments & Eliminations	(2,017)	—	(2,017)	4%
Segment Totals	\$ 26,679	—	\$ 26,679	(9)%

(In millions) Year Ended December 31, 2001	GAAP Results	Exited Businesses	Ongoing Operations
NET SALES			
Personal Communications Segment	\$ 10,436	\$ —	\$ 10,436
Semiconductor Products Segment	4,936	—	4,936
Global Telecom Solutions Segment	6,442	—	6,442
Commercial, Government and Industrial Solutions Segment	4,306	456	3,850
Broadband Communications Segment	2,854	—	2,854
Integrated Electronic Systems Segment	2,239	—	2,239
Other Products Segment	755	97	658
Adjustments & Eliminations	(2,095)	—	(2,095)
Segment Totals	\$ 29,873	\$ 553	\$ 29,320

**SEGMENT OPERATING EARNINGS
EXCLUDING SPECIAL ITEMS AND EXITED BUSINESSES**

(In millions) Year Ended December 31, 2002	GAAP Results	Special Items Inc / (Exp)	Excluding Special Items	Exited Businesses Inc / (Exp)	Ongoing Operations Excluding Special Items	% to Sales
OPERATING EARNINGS (LOSS)						
Personal Communications Segment	\$ 503	\$ (301)	\$ 804	\$ —	\$ 804	7%
Semiconductor Products Segment	(1,515)	(1,232)	(283)	—	(283)	(6)%
Global Telecom Solutions Segment	(621)	(610)	(11)	—	(11)	0%
Commercial, Government and Industrial Solutions Segment	313	(48)	361	—	361	10%
Broadband Communications Segment	(150)	(407)	257	—	257	12%
Integrated Electronic Systems Segment	52	(63)	115	—	115	5%
Other Products Segment	(280)	(13)	(267)	—	(267)	(55)%
Adjustments & Eliminations	24	—	24	—	24	(1)%
Segment Totals	(1,674)	(2,674)	1,000	—	1,000	4%
General Corporate	(139)	(23)	(116)	—	(116)	
Operating Earnings (Loss)	\$ (1,813)	\$ (2,697)	\$ 884	\$ —	\$ 884	3%

(In millions) Year Ended December 31, 2001	GAAP Results	Special Items Inc / (Exp)	Excluding Special Items	Exited Businesses Inc / (Exp)	Ongoing Operations Excluding Special Items	% to Sales
OPERATING EARNINGS (LOSS)						
Personal Communications Segment	\$ (1,585)	\$ (1,267)	\$ (318)	\$ —	\$ (318)	(3)%
Semiconductor Products Segment	(1,911)	(911)	(1,000)	—	(1,000)	(20)%
Global Telecom Solutions Segment	(1,409)	(1,441)	32	—	32	0%
Commercial, Government and Industrial Solutions Segment	52	(343)	395	45	350	9%
Broadband Communications Segment	195	(255)	450	—	450	16%
Integrated Electronic Systems Segment	(171)	(159)	(12)	—	(12)	(1)%
Other Products Segment	(516)	(288)	(228)	(16)	(212)	(32)%
Adjustments & Eliminations	236	—	236	—	236	(11)%
Segment Totals	(5,109)	(4,664)	(445)	29	(474)	(2)%
General Corporate	(694)	(516)	(178)	—	(178)	
Operating Earnings (Loss)	\$ (5,803)	\$ (5,180)	\$ (623)	\$ 29	\$ (652)	(2)%

**DIRECTORS STANDING FOR ELECTION TO
THE MOTOROLA, INC. BOARD OF DIRECTORS**

CHRISTOPHER B. GALVIN

Chairman of the Board and
Chief Executive Officer,
Motorola, Inc.

FRANCESCO CAIO

Chief Executive Officer,
Netscalibur

H. LAURANCE FULLER

Retired; formerly Co-Chairman,
BP Amoco, p.l.c.

JUDY C. LEWENT

Executive Vice President and
Chief Financial Officer,
Merck & Co., Inc.

DR. WALTER E. MASSEY

President,
Morehouse College

NICHOLAS NEGROPONTE

Chairman, Media Laboratory,
Massachusetts Institute of
Technology

INDRA NOOYI

President and Chief Financial Officer,
PepsiCo, Inc.

JOHN E. PEPPER, JR.

Chairman of the Executive Committee,
Procter & Gamble Company

SAMUEL C. SCOTT, III

Chairman of the Board and
Chief Executive Officer,
Corn Products International

DOUGLAS A. WARNER, III

Former Chairman of the Board,
J.P. Morgan Chase & Co.

B. KENNETH WEST

Senior Consultant for Corporate
Governance to TIAA-CREF

DR. JOHN A. WHITE

Chancellor,
University of Arkansas

MIKE S. ZAFIROVSKI

President and Chief Operating Officer,
Motorola, Inc.

STOCKHOLDER REFERENCE INFORMATION

STOCK TRANSFER, REGISTRAR, DIVIDEND DISBURSING, DIRECT STOCK PURCHASE AND DIVIDEND REINVESTMENT AGENT

Mellon Investor Services LLC
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85 Challenger Road
Ridgefield Park, NJ 07660 U.S.A.
1 800 704 4098
www.melloninvestor.com

For shareholder correspondence:
Mellon Investor Services LLC
Shareholder Relations Department
P.O. Box 3315
South Hackensack, NJ 07606-1915 U.S.A.

For transfer of stock:
Mellon Investor Services LLC
Stock Transfer Department
P.O. Box 3312
South Hackensack, NJ 07606-1912 U.S.A.

INVESTOR RELATIONS

Security analysts, investment professionals and shareholders can find investor relations information on the Internet at www.motorola.com/investor.

Inquiries should be directed to:
Investor Relations, Motorola, Inc.
Corporate Offices
1303 East Algonquin Road
Schaumburg, IL 60196 U.S.A.
E-mail: investors@motorola.com
1 800 262 8509

COMMON STOCK

Motorola common stock is listed on the New York, Chicago and Tokyo Stock Exchanges.

ANNUAL MEETING OF STOCKHOLDERS

The annual meeting will be held on May 5, 2003. A notice of the meeting, together with a form of Proxy and a Proxy Statement, will be mailed to stockholders on or about March 27, 2003, at which time proxies will be solicited by the Board of Directors.

PROXY STATEMENT

The Proxy Statement is available on the Internet at www.motorola.com/investor. A copy of the Proxy Statement may be obtained without charge by contacting the Investor Relations Department as listed above.

FORM 10-K

The Form 10-K is available on the Internet at www.motorola.com/investor. A copy of the Form 10-K may be obtained without charge by contacting the Investor Relations Department as listed to the left.

INDEPENDENT AUDITORS

KPMG LLP
303 East Wacker Drive
Chicago, IL 60601 U.S.A.

BUSINESS RISKS

Statements that are not historical facts, including statements about lowering our break-even sales level, growth in the next several years, long-term financial targets, introduction of new products, market-share expectations and industry-growth expectations are forward-looking statements based on current expectations and involve risks and uncertainties.

Motorola wishes to caution the reader that the factors below and those in the appendix to Motorola's Proxy Statement for the 2003 annual meeting of stockholders and its other SEC filings could cause Motorola's results to differ materially from those stated in forward-looking statements. These factors include: (i) the general economic outlook for the telecommunications, semiconductor and automotive industries; (ii) the rate of the recovery in the overall economy and the uncertainty of current economic and political conditions; (iii) the impact on our business of increased conflict with Iraq or other countries; (iv) lack of predictability of future operating results; (v) the Company's ability to effectively carry out the planned cost-reduction actions and realize the savings expected from those actions; (vi) the potential for unanticipated results from cost-reduction activities on the Company's performance, including productivity and the retention of key employees; (vii) the Company's continuing ability to access the capital markets on favorable terms; (viii) demand for the Company's products, including products related to new technologies; (ix) the Company's ability to continue to increase profitability and market share in its wireless handset business; (x) the Company's success in the 3G market; (xi) unexpected liabilities or expenses, including unfavorable outcomes to any pending or future litigation, including any relating to the Iridium project; (xii) difficulties in integrating the operations of newly-acquired businesses and achieving strategic objectives, cost savings and other benefits; (xiii) the impact of foreign currency fluctuations; (xiv) the impact of changes in governmental policies, laws or regulations; and (xv) volatility in the market value of securities held by the Company.



This entire report has been printed on recycled paper.

Our businesses.

PERSONAL COMMUNICATIONS SEGMENT

Can you guess how many people in the world use mobile handsets today? Only 1.2 billion, out of a global population of more than 6 billion. Many of those 6 billion are our potential customers – which means significant opportunities to sell someone their first mobile handset and 1.2 billion opportunities to provide replacement units. In market share, we are the No. 2 mobile handset provider in the world today.

We started out calling them cell phones, but that was when you only used them for conversation. Today we can use them to transmit and receive music, games, text, images and other forms of information and communication – all personalized to your needs and interests. It's about self-expression and self-extension; these devices have become a genuine instrument of your personal potential.

In 2002, we returned to profitability, gained market share, improved our customer relationships, reinvigorated the Motorola brand and revitalized our product portfolio with design innovation and technology leadership.

We are a co-leader for the No. 1 share of market in North America, and we are No. 2 in Latin America.

We believe our hard-won gains in North America can be replicated in Europe / Middle East / Africa, where we are intent on moving up from our No. 3 position.

We continue to be No. 1 in China and No. 2 for the entire Asia / Pacific Region.

In 2002, net sales for the Personal Communications Segment increased 4% to \$10.8 billion, compared to \$10.4 billion in 2001. The segment reported 2002 operating earnings of \$503 million, presented on a GAAP basis, versus an operating loss of \$1.6 billion in 2001. Excluding special items, the segment reported operating earnings of \$804 million, compared with an operating loss of \$318 million in 2001. Improvements in the segment's cost structure, customer relationships, product portfolio and strength of the brand continue to drive earnings and market-share gains.

Future growth will be driven by increases in the customer base and an active replacement market. In the emerging markets of Russia and Eastern Europe, India, China, Southeast Asia, Brazil and Mexico, we are well-armed with entry-level handsets such as our C330 series. In more developed markets we sweeten the replacement opportunity with games, productivity tools and picture messaging – all in color.



A830- DUAL MODE 3G / UMTS HANDSET WITH INTEGRATED CAMERA



E360- GSM COLOR DISPLAY HANDSET WITH AFFORDABLE MULTIMEDIA



V70- GSM HANDSET FEATURING HEAD-TURNING DESIGN

IDEN 190c SPECIAL EDITION:
INSPIRED BY VICTORINOX®
MAKER OF THE ORIGINAL
SWISS ARMY™ KNIFE



V60i:
HANDSET-FASHION
AND FUNCTIONALITY
IN CDMA, GSM
AND TDMA



A388: GSM PDA-VOICE HANDSET WITH HANDWRITING RECOGNITION

C330 SERIES: ENTRY-LEVEL DIFFERENTIATION FOR OPERATORS AND CONSUMERS IN CDMA, GSM AND TDMA



T720i: GSM PICTURE MESSAGING



HANDSFREE, EASY-INSTALL KIT

SEMICONDUCTOR PRODUCTS SEGMENT

How does your car know when to deploy an airbag? How does a router sort all the Internet traffic passing through it? How do they cram all the services and features into your newest wireless device? Welcome to the world of embedded processing and connectivity, delivered by system-on-chip technologies. It's a world we created, and today we are the global No. 1 producer of embedded processors and the No. 1 silicon supplier in our wireless, networking and automotive markets.

We are focused on these markets:

- > **Wireless**, where our platform solutions help device manufacturers get to market quickly with more features and more functionality.

- > **Networking**, where our communication processors are connecting the world and driving vital upgrades in the telecom and Internet infrastructure.

- > **Automotive**, where we are helping customers create "smart" vehicles that enhance safety, the environment and the driving experience.

- > **Standard Products**, used in everything from pocket-sized digital cameras to smart washing machines.

For 2002, Semiconductor Products Segment (SPS) sales were \$4.8 billion, compared to \$4.9 billion in 2001. The segment reported an operating loss of \$1.5 billion, presented on a GAAP basis, versus an operating loss of \$1.9 billion a year ago. Excluding special items, SPS reported an operating loss of \$283 million, compared with an operating loss of \$1.0 billion a year ago. The decrease in the operating loss, excluding special items, was due to higher gross margin and much lower operating expenses.

In 2002, we took the following steps to deal with the cyclical nature of the semiconductor industry and current economic realities: trimmed our costs; reduced our capital expenditures; outsourced more production; and partnered to spread the cost and risk of R&D. We increased our licensing of intellectual property. We improved our performance as the semiconductor industry began to recover from its deepest downturn in history. Now the sense of urgency shifts to improving sales and generating profits. We introduced 181 new products in 2002 and plan to launch more than 200 in 2003.

IF YOU'RE CONNECTED TO THE INTERNET, THERE'S A GOOD CHANCE MOTOROLA CHIPS ARE HANDLING AND ROUTING YOUR DATA. OUR POWERQUICC™ FAMILY COMMANDS MORE THAN 70% MARKET SHARE IN THE COMMUNICATION PROCESSOR ARENA.



POWERQUICC™ COMMUNICATION PROCESSOR

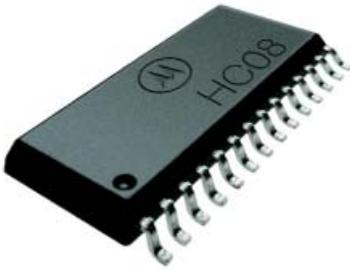
TELEMATICS COMBINES WIRELESS VOICE AND DATA SERVICES WITH GLOBAL POSITIONING SYSTEM TECHNOLOGY, GIVING VEHICLES THE ABILITY TO COMMUNICATE WITH THE OUTSIDE WORLD. TELEMATICS ENABLES AUTOMATED ROADSIDE ASSISTANCE, NAVIGATION AND ADVANCED SAFETY FEATURES. MOTOROLA PROCESSORS HAVE GARNERED A 90% MARKET SHARE IN TELEMATICS CONTROL UNITS.



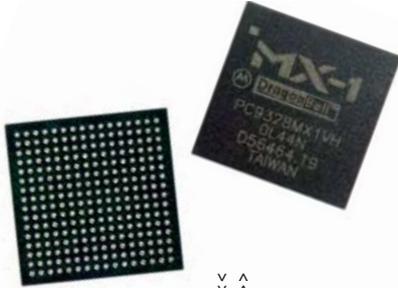
MGT5100 TELEMATICS SYSTEM PROCESSOR



HC08 CHIP WITH BMW 7 SERIES SIDE MIRROR



i.250 BOARD WITH SEWON PHONE



DRAGONBALL™ MX PROCESSOR WITH GARMIN PDA



SYMPHONY™ DIGITAL CHIP SET WITH AUTONET RADIO

GLOBAL TELECOM SOLUTIONS SEGMENT

Want to check e-mail on your wireless handset? Access a Web site? Download an application? Essentially, recreate your office on the move? These are all capabilities supported by the infrastructure of the wireless network. We are a key provider of wireless infrastructure systems that are used in every part of the world. We're behind the scenes, helping your wireless operator put voice, data and images at your fingertips. The tricky part is making the new technology work with the old, so operators can keep expanding your options without starting from scratch every time.

We develop, manufacture and market the newest generation of base stations and equipment for wireless networks. We also provide the services and software that help operators improve performance and expand use of their existing networks.

After many years of strong growth, the wireless infrastructure industry experienced a second consecutive year of decline in 2002. The decline in industry sales was the result of a continuing steep decline in capital expenditures by wireless service providers in all regions of the world, as service providers continued to lower their cost structures to improve cash flow and reduce their significant debt levels.

For 2002, sales for the Global Telecom Solutions Segment (GTSS) were \$4.5 billion, compared to \$6.4 billion in 2001. The reduction in sales reflects the weak industry climate. Presented on a GAAP basis, the segment reported a 2002 operating loss of \$621 million versus an operating loss of \$1.4 billion in 2001. Excluding special items, GTSS reported an operating loss of \$11 million, compared with operating earnings of \$32 million a year ago. Despite the \$1.9 billion decline in sales, operating earnings, excluding special items, declined by only \$43 million as the segment improved its gross margin and dramatically lowered its cost structure.

In 2003 we expect to face another declining market. We intend to aggressively respond to this market reality with compelling products, new services and further improvement to our cost structure.



MOTOROLA NODE B BASE TRANSCEIVER STATION (UMTS)



MOTOROLA TELEPHONY SERVER (GSM / UMTS)



MOTOROLA SC™ 300 BASE TRANSCEIVER STATION (CDMA)



MOTOROLA SOFTSWITCH (CDMA)



MOTOROLA SC™ 4812T BASE TRANSCEIVER STATION (CDMA)



MOTOROLA HORIZON II BASE TRANSCEIVER STATION (GPRS)

**COMMERCIAL,
GOVERNMENT AND
INDUSTRIAL
SOLUTIONS
SEGMENT**

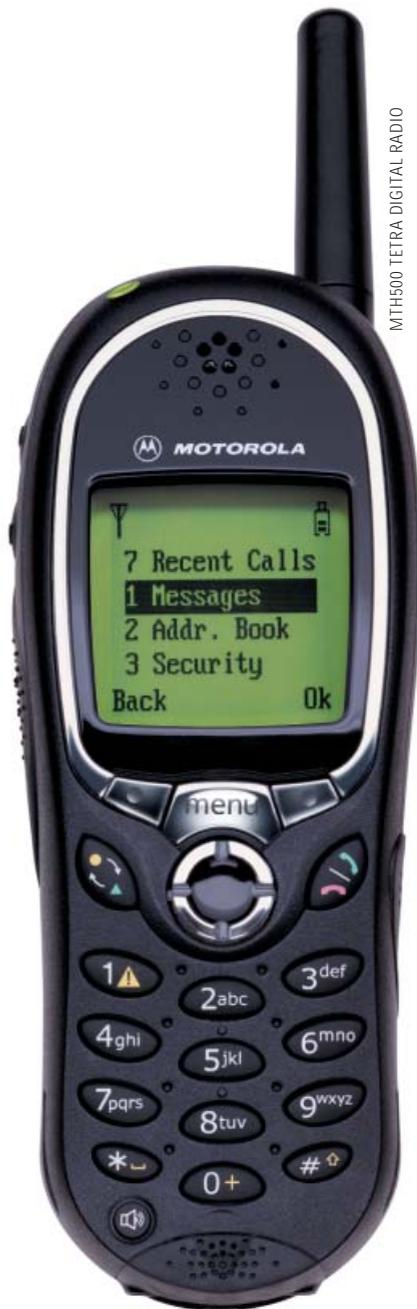
Try talking about safety and security without mentioning information and communication – you can't do it. The same goes for quality, productivity and efficiency. It's all about collecting information, analyzing it and getting it in the hands of the right people at the right time. That's what we do for businesses and governments around the world. We are a big part of bringing information and communication together to meet mission-critical requirements, making work teams better at what they do.

Today we're the leading provider of integrated radio communications and information solutions for public safety, government and enterprise. And we're the only provider that can offer systems that work with both of the private digital radio communication standards – Project 25 and TETRA.

In 2002, we maintained our leading market share in a difficult market that included large system procurement delays by government customers in North America, as Homeland Security programs are still being finalized. Recognizing that pressure on sales would be with us throughout the year, we focused on reducing our cost structure. At the same time, we received the prestigious Malcolm Baldrige National Quality Award from the U.S. government for performance excellence and quality achievement.

Sales for the Commercial, Government and Industrial Solutions Segment (CGISS) in 2002 were \$3.7 billion, compared to \$4.3 billion in 2001. The sales decline was primarily due to the sale of the segment's Integrated Information Systems Group during 2001 as well as the industry condition described above. For 2002, CGISS reported operating earnings of \$313 million, presented on a GAAP basis, versus operating earnings of \$52 million a year ago. Excluding special items and exited businesses, CGISS reported operating earnings of \$361 million, compared with operating earnings of \$350 million a year ago.

In 2003, we look for sales growth to return as a result of increased demand for integrated and interoperable voice, data and broadband wireless systems at all government levels related to Homeland Security and continued migration from analog to digital two-way radio communication systems.



MTH500 TETRA DIGITAL RADIO



PREMIER CAD™ DISPATCH SYSTEM



XTS 5000™ PROJECT 25 DIGITAL RADIO WITH COMMANDER™
REMOTE SPEAKER MICROPHONE



HDT500 HANDHELD DATA TERMINAL



LIVESCAN™ AUTOMATED BOOKING
MANAGEMENT SYSTEM



GP2100 ALPHA SERIES RADIO



HT1550 • XLS PROFESSIONAL RADIO



MCC 5500 DISPATCH CONSOLE



MW800 MOBILE WORKSTATION



CDM1550 MOBILE RADIO

BROADBAND COMMUNICATIONS SEGMENT

The word “Broadband” stands for a big experience – in this case, a world in which video, voice and data come and go as natural extensions of the human experience. Broadband is capable of carrying all the megabytes necessary to keep you seamlessly informed, entertained and connected. The infrastructure and the devices that connect you to these information and entertainment services are our obsession, and today we are the No. 1 global provider of these solutions.

For video, voice and data to come and go as natural extensions of the human experience, certain capabilities are required. Like ease of use and network compatibility. Security. Reliability. Our broadband technology enables network operators and retailers to deliver these capabilities. No other company is positioned as well as Motorola to deliver on the promise of the broadband connected home, office or business.

In 2002, after many years of solid growth, the cable equipment industry, like much of the telecom equipment industry, faced the second consecutive year of sales declines as service providers reduced capital spending to lower their cost structure, improve cash flow and reduce their significant debt levels. Even in this weak climate, we shipped over 5.4 million digital set-tops and over 3.5 million cable modems, raising the number of units sold to over 25 million and 10 million, respectively, evidence of the competitive strength of our business.

For 2002, Broadband Communications Segment (BCS) sales were \$2.1 billion, compared to \$2.9 billion in 2001. The reduction in sales reflects the weak industry climate. For 2002, BCS reported an operating loss of \$150 million, presented on a GAAP basis, versus operating earnings of \$195 million a year ago. Excluding special items, BCS reported operating earnings of \$257 million, compared with operating earnings of \$450 million a year ago.

We expect declining sales again in 2003. Looking forward, however, we are focusing on growing our business by driving our connected home solutions to the consumer, globalization of our broadband business, broadening the penetration of our digital products, expanding our product offering for alternative access networks and the expansion of our network solutions business.



DCT5100 DIGITAL CABLE, HIGH-DEFINITION DECODER



DVI3000 (DIGITAL VIDEO BROADCAST) INTERACTIVE DIGITAL CONSUMER TERMINAL



BROADBAND SERVICES ROUTER 64000 (BSR64000)



OMNISTAR® BROADBAND TRANSMISSION PLATFORM



MULTISERVICE BROADBAND TRANSPORT (MBT)



SBV4200 VOICE OVER IP
CABLE MODEM



SB5100
CABLE MODEM



SBG1000 WIRELESS CABLE MODEM GATEWAY

**INTEGRATED
ELECTRONIC
SYSTEMS
SEGMENT**

Your car is packed with electronics. Your notebook computer and mobile phone work longer than ever without recharging. And complex automated equipment is increasingly assembled from basic computing building blocks. In each case, there are systems within systems, functionalities within functionalities, technologies within technologies – little things that make bigger things do more and more with less and less. A lot of those little things are ours.

In automobiles, we provide the electronics for the powertrain, chassis, sensors, interior controls and Telematics systems, an automotive market technology that enables automated roadside assistance, navigation and advanced safety features. The automotive market is where we started as a company, and today we see exceptional opportunities in three broad automotive electronics arenas:

- > **The Networked Automobile**, connectivity with the world of wireless information.
- > **The Architected Automobile**, connectivity among advanced, in-vehicle systems.
- > **The Aware Automobile**, connectivity with the changing dynamics of the driving environment.

In portable electronic devices, we're the experts at integrating power-related technologies that drive performance. For original equipment manufacturers in various industries, we provide open-architecture hardware, rich software and application-ready platforms that help customers quickly and cost-effectively bring their products to market.

Integrated Electronic Systems Segment (IESS) sales were \$2.2 billion in both 2002 and 2001. For 2002, IESS reported operating earnings of \$52 million, presented on a GAAP basis, versus an operating loss of \$171 million a year ago. Excluding special items, IESS reported operating earnings of \$115 million, compared with an operating loss of \$12 million a year ago. The improvement in operating earnings, excluding special items, was the result of benefits from actions taken to reduce operating costs.

The future for the markets we serve is bright, with estimated annual growth rates of 8% for automotive electronics, 6% for the portable energy market, 16% for embedded computing and 45% for Telematics systems.

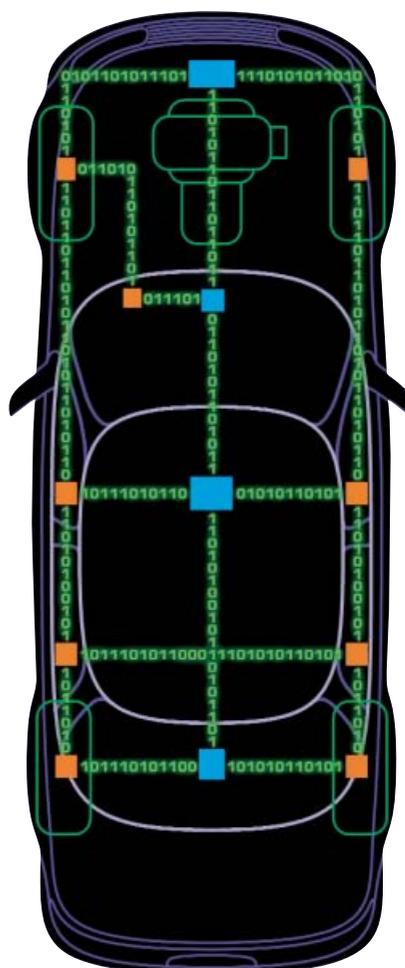


DIRECT DIESEL
INJECTION HIGH
PRESSURE SENSOR

HIGH PRESSURE
SENSOR FOR
BRAKING SYSTEM



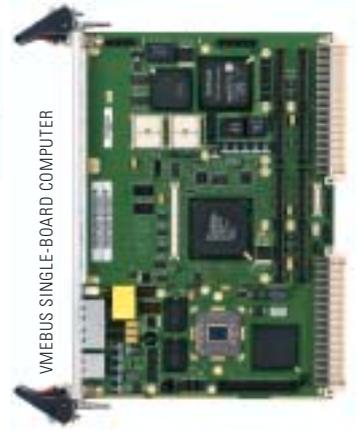
ONSTAR™



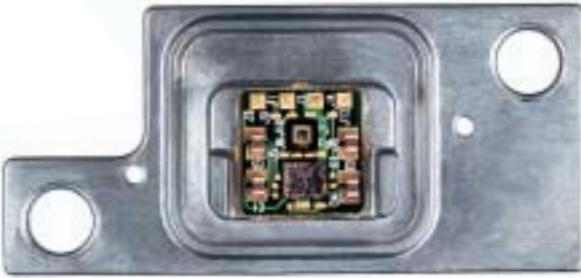
ARCHITECTED AUTOMOBILE



NOTEBOOK COMPUTER BATTERY



VMEBUS SINGLE-BOARD COMPUTER



TRANSMISSION HIGH PRESSURE SENSOR ASSEMBLY



INSTANT GLOBAL POSITIONING SYSTEM



ENGINE CONTROL UNIT



MULTISERVICE PACKET TRANSPORT PLATFORM



PROCESSOR PMC BOARD



visit us at www.motorola.com

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