

MOTOROLA INC  
Form 11-K  
June 23, 2010  
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## SECURITIES AND EXCHANGE COMMISSION

100 F Street, N.E.

Washington, D.C. 20549

(202) 942-2940

## FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2009 or

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

for the transition period from            to            .

Commission file number: 1-7221

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**MOTOROLA 401(k) PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Motorola, Inc., 1303 E. Algonquin Road, Schaumburg, IL 60196**

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Financial Statements, Signatures and Exhibits

The following financial statements, signatures and exhibits are part of this report.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Motorola, Inc.

401(k) Plan Committee

Schaumburg, Illinois

We have audited the accompanying statements of net assets available for benefits of the Motorola 401(k) Plan ( the Plan ) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of expressing an opinion on the basic financial statements taken as a whole. The Supplemental Schedule H, Line 4i Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

/s/ Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois  
June 22, 2010

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**MOTOROLA 401(k) PLAN**

Financial Statements

and Schedule

December 31, 2009 and 2008

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## Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

(In thousands)

|   | 2009         | 2008         |
|---|--------------|--------------|
| <b>Assets:</b>  |              |              |
| Investments at fair value:  |              |              |
| U.S. Government and agencies securities   | \$ 54,110    | \$ 66,753    |
| Short term and other investments  |              | 1,690        |
| Corporate and other bonds and debentures  | 137,363      | 96,039       |
| Motorola, Inc. common stock   | 249,766      | 147,748      |
| Investments in collective trusts  | 4,423,675    | 3,798,590    |
| Investments under securities lending agreements (Note 6)                              | 41,221       | 89,259       |
| Securities lending collateral pool (Note 6)   | 42,392       | 90,900       |
| Other   | 26,649       | 446          |
| Participant loans   | 54,675       | 58,758       |
| Total investments   | 5,029,851    | 4,350,183    |
| Noninterest bearing cash  | 70           |              |
| <b>Receivables:</b>   |              |              |
| Employer contributions  |              | 5,435        |
| Employee contributions  | 1            | 11           |
| Interest receivable   | 1,209        | 1,489        |
| Dividends receivable  |              | 1,675        |
| Total receivables   | 1,210        | 8,610        |
| Total assets  | 5,031,131    | 4,358,793    |
| <b>Liabilities:</b>   |              |              |
| Pending trade purchases   | 2,875        | 1,091        |
| Obligations for collateral received for investments under securities lending (Note 6) | 42,615       | 92,050       |
| Total liabilities   | 45,490       | 93,141       |
| Net assets available for benefits   | \$ 4,985,641 | \$ 4,265,652 |

See accompanying notes to financial statements.

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## Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

(In thousands)

|  |    |           |
|--|----|-----------|
| Additions to net assets attributed to:                         |    |           |
| Investment income:   |    |           |
| Net appreciation in fair value of investments                  | \$ | 881,651   |
| Interest and dividends   |    | 16,250    |
| Total investment income  |    | 897,901   |
| Contributions:   |    |           |
| Participants   |    | 195,920   |
| Rollovers  |    | 5,046     |
| Total contributions  |    | 200,966   |
| Total additions  |    | 1,098,867 |
| Deductions from net assets attributed to:                      |    |           |
| Benefits paid to participants                                  |    | 369,716   |
| Administrative and other expenses                              |    | 7,103     |
| Total deductions   |    | 376,819   |
| Net increase before transfers                                  |    | 722,048   |
| Transfer out of assets relating to plan spin off, net (Note 8) |    | (2,059)   |
| Net increase   |    | 719,989   |
| Net assets available for benefits:                             |    |           |
| Beginning of year  |    | 4,265,652 |
| End of year  | \$ | 4,985,641 |

See accompanying notes to financial statements.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(1) Description of Plan**

The following description of the Motorola 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**(a) General**

The Plan is a defined contribution benefit plan sponsored by Motorola, Inc. and certain subsidiaries (the Company) covering substantially all domestic employees. Employees become eligible to contribute to the Plan immediately upon employment.

The non-leveraged employee stock ownership plan (the ESOP) portion of the Plan is designed to invest primarily in shares of the Company's common stock. The ESOP portion of the Plan is participant directed. Each participant is entitled to exercise voting rights attributable to the shares allocated to their account and is notified by the Trustee prior to the time that such rights are to be exercised. Dividends paid on the Company's common stock are allocated to the participant's account and reinvested in Company common stock or paid directly to the participant at the election of the participant. Since the Company did not declare dividends in 2009, there were no pass-through dividends in the Plan in 2009.

**(b) Contributions**

Participants may elect to contribute up to 30% of their pre-tax compensation, up to the annual deferral limit set by the Internal Revenue Code (IRC). The annual deferral limit as set by the IRC was \$16,500 in 2009. The Plan also allows for participants age 50 and older to contribute additional tax-deferred contributions. These catch-up contributions were subject to IRS limits of \$5,500 in 2009.

Effective January 1, 2009, Company contributions to the Plan were suspended until a future decision is made by Motorola to provide for such contributions.

**(c) Participant Accounts**



Each participant's account is credited with the participant's elective deferrals, allocations of Company matching contributions and plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(1) Description of Plan (Continued)**

*(d) Vesting*

Participants are fully vested in their elective deferrals and related earnings at all times. A participant will be 100% vested in employer contributions and earnings thereon after they have completed an anniversary year. However, the participant becomes 100% vested in their account balances upon reaching normal retirement age, total and permanent disability, death, or Plan termination.

Participants who terminated employment prior to July 1, 2000, but chose to leave their account balances in the Plan are subject to forfeiture of the unvested portion of employer contributions upon the earlier of their withdrawal from the Plan, or the five-year anniversary of their employment termination. Terminated employees who have left their account balances in the Plan and are rehired by the Plan Sponsor within five years are not subject to forfeiture of their unvested employer contributions. The portion of employer contributions not vested upon termination of employment is forfeited and is used to offset Company contributions. As of December 31, 2009, forfeitures available for use were \$165,324. All unused amounts may be used to offset future Company contributions or pay Plan expenses.

*(e) Benefits*

At the option of the participant, distributions from the Plan may be made in the form of: (a) a lump-sum distribution with the option of receiving shares of Motorola stock or cash, (b) annual distributions from the Plan (available only to retiring participants), or (c) combinations thereof. Participants hired after January 1, 1996 may not elect the Annuity or Annual Distribution options. Partial distributions (with a minimum of \$5,000) are made available to participants, with no more than one distribution in any three-month period. Participants are not required to cash out their entire benefits at age 70 (although this requirement applies to beneficiaries).

Additionally, in-service withdrawals are extended to participants who have attained age 59-1/2 for pretax, post-tax, and rollover contributions. Hardship withdrawal of rollover contributions is permitted. Participants who terminate employment with the Company for any reason and have a vested account balance of \$1,000 or less will have their account balance distributed in the form of a lump-sum distribution.

Participants who have attained the age of 70-1/2 and who are an employee of the Company may withdraw all or any portion of his/her account subject to IRS minimum distribution requirements. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

Participants who are employees of the Company and who have made a rollover transfer into the Plan may withdraw all or any portion of their rollover transfer amounts at any time. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(1) Description of Plan (Continued)**

Effective January 1, 2009, the Plan was amended to comply with the provisions of the Heroes Assistance and Relief Tax Act of 2008 and to suspend required minimum distributions for the 2009 Plan Year as permitted under The Worker, Retiree and Employer Recovery Act of 2008.

**(f) Participant Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 less their highest outstanding loan balance in the last 12 months or 50% of their vested account balance. Loan transactions are treated as a transfer to/from the investment fund to the Participant Loan Fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable interest rate commensurate with local prevailing rates as determined quarterly by the plan administrator. Interest rates are based on the prime rate (published in the Wall Street Journal) plus 0.5% unless the plan administrator determines the interest rate is not reasonable. Prior to July 16, 2003, interest rates included a 0.3% loan insurance fee. Principal and interest is paid ratably through payroll deductions. A \$50 processing fee is charged for loans.

**(g) Plan Termination**

Although the Company has not expressed any intent to do so, it may terminate the Plan at any time. It has the right under the Plan to discontinue contributions at any time and terminate the Plan subject to the provisions of ERISA.

**(2) Summary of Significant Accounting Policies**

**(a) Basis of Presentation**

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

*(b) Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(2) Summary of Significant Accounting Policies (Continued)**

**(c) Adoption of New Accounting Standards**

*Fair Value Measurements and Disclosures:* In April 2009, the FASB issued guidance that emphasizes that the objective of a fair value measurement does not change even when the market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability's fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. The guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan's net assets available for benefits.

In September 2009, the FASB issued guidance which provides a practical expedient for measuring the fair values of Plan investments in a limited number of entities that calculate a net asset value per share (such as hedge funds, private equity funds, funds of funds, and certain collective trusts, common trusts and pooled separate accounts). This guidance also provides enhanced disclosure requirements, and it became effective for Plan reporting periods ending after December 15, 2009. Early application is permitted in financial statements that have not yet been issued. The Plan's adoption of this standard in 2009 had no material effect upon the Plan's net assets available for benefits.

**(d) Investment Valuation and Income Recognition**

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**(e) Administrative and Other Expenses**

The expenses necessary to administer the Plan are paid out of Plan assets. Certain Plan related expenses may be paid by the Company at its discretion.

*(f) Payment of Benefits*

Benefits are recorded when paid.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(2) Summary of Significant Accounting Policies (Continued)**

**(g) Risk and Uncertainties**

The Plan invests in various investment securities. These investment securities are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

**(3) Fair Value Measurements**

Fair value is defined as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.



In some cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(3) Fair Value Measurements (Continued)**

Investments measured at fair value on a recurring basis are summarized below (in thousands):

|   | Quoted Prices in<br>Active Markets<br>For Identical<br>Assets<br>(Level 1) | Fair Value Measurements<br>at December 31, 2009<br>Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|--|--|--|
| Investments (other than interest in participant loans): |  |  |  |
| Common Stock  |  |  |  |
| Motorola, Inc. Common Stock                             | \$ 249,766   | \$   | \$   |
| Collective Trust Funds                                  |  |  |  |
| Domestic Equity   |  | 2,319,937  |  |
| International Equity                                    |  | 732,174  |  |
| Fixed Income  |  | 1,371,564  |  |
| U.S. Government Agency Securities                       |  | 1,098  |  |
| U.S. Government Bonds                                   |  | 459  |  |
| U.S. Government Mortgage Backed Securities              |  | 50,730   |  |
| U.S. Inflation Indexed Government Bond                  |  | 1,823  |  |
| Domestic Corporate Debt                                 |  | 41,926   |  |
| Foreign Corporate Debt                                  |  | 30,078   |  |
| Foreign Government Agencies                             |  | 22,933   |  |
| Foreign Government Bonds                                |  | 470  | 1,743  |
| Foreign Municipal Bonds                                 |  | 1,474  |  |
| Asset-Backed Securities                                 |  | 32,915   | 1,720  |
| Commercial Mortgage Backed Securities                   |  | 10,489   |  |
| Guaranteed Fixed Income                                 |  | 18,475   |  |
| Non-Government Backed CMOs                              |  | 1,760  |  |
| Other Fixed Income                                      |  | 29   |  |
| Investments Under Securities Lending                    |  | 41,221   |  |
| Securities Lending Collateral Pool                      |  | 42,392   |  |
|   | \$ 249,766   | \$ 4,721,947   | \$ 3,463   |

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(3) Fair Value Measurements (Continued)**

Investments measured at fair value on a recurring basis are summarized below (in thousands):

|  | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Fair Value Measurements<br>at December 31, 2008<br>Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|--|--|--|--|
| Investments, excluding participant loans | \$ 147,748   | \$ 4,143,453   | \$ 224   |

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2009, including the reporting classifications for the applicable gains and losses included in the statement of changes in net assets available for benefits:

|  | Corporate bonds | Fair Value Measurements using Significant<br>Unobservable Inputs (Level 3) (in thousands) |              | Total    |
|--|-----------------|---|--------------|----------|
|  |                 | Foreign Govt  | Asset Backed |          |
| Beginning balance, January 1, 2009                       | \$ 224          | \$  | \$           | \$ 224   |
| Total unrealized and unrealized gains or losses          | (27)            | 1   |              | (26)     |
| Included in change in net assets available for benefits: |                 |   |              |          |
| Interest and dividend income                             |                 |   |              |          |
| Net realized and unrealized appreciation (depreciation)  |                 | (12)  | (4)          | (16)     |
| Purchases, sales, issuances and settlements (net)        | (197)           | 1,754   | 1,724        | 3,281    |
| Transfers in and / or out of Level 3                     |                 |   |              |          |
| Ending balance, December 31, 2009                        | \$              | \$ 1,743  | \$ 1,720     | \$ 3,463 |

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(3) Fair Value Measurements (Continued)**

The following are descriptions of the valuation methods and assumptions used for investments of the Plan, including securities loaned and collateral for securities loaned.

The fair values of publicly traded common stocks are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Fair values of U.S. Treasury, agency, mortgage backed and inflation indexed securities are determined based on recent bid prices (Level 2 inputs).

Corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings (Level 2 inputs). When quoted prices are not available for identical or similar bonds, the bond is valued using matrix pricing, a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). Certain corporate bonds are valued using extrapolated data, proprietary models, and indicative quotes (Level 3 inputs).

The fair values of investments in collective trusts are valued as determined by the custodian based on their net asset values and by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date (Level 2 inputs). The investment objectives and underlying investments of the collective trusts vary, with some holding high-grade money market instruments with short maturities designed to provide for cash reserves while offering a competitive rate of return with principal preservation as a primary objective, some holding fixed income securities and designed to approximate the performance of the Barclays Capital Aggregate Bond Index, some holding diversified portfolios of large-cap domestic stocks designed to approximate the performance of the S&P 500 Index, some holding diversified portfolios of mid-cap domestic stocks designed to approximate the performance of the S&P 400 Mid Cap Index, some holding diversified portfolios of small-cap domestic stocks designed to approximate the performance of the Russell 2000 Index, and others holding a blend of various international stocks designed to approximate the performance of the Europe, Australasia, and Far East (EAFE) Index. Each collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Fair values of foreign government and agency securities and foreign municipal bonds are determined based on recent bid prices (Level 2 inputs). Certain foreign government securities are valued using extrapolated data, proprietary models, and indicative quotes (Level 3 inputs).

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Fair values of asset backed securities, commercial mortgage backed securities, guaranteed fixed income, non-government backed commercial mortgage obligations, and other fixed income securities are determined based on recent bid prices (Level 2 investments). Certain asset backed securities are valued using extrapolated data, proprietary models, and indicative quotes (Level 3 inputs).

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(3) Fair Value Measurements (Continued)**

Fair values of certificates of deposit are estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (Level 2 inputs).

Fair values of securities lending collateral pools have been determined to approximate the reported redemption values of \$1.00 per unit, based upon recent transaction prices (Level 2 inputs). While the collateral pools are managed to seek a constant \$1.00 per share net asset value, net asset values per unit can fluctuate over time, and guarantees of principal are not provided. The collateral pools invest primarily in short-term and medium-term debt instruments of high credit quality.

Participant loans are reported at amortized cost. The fair value of participant loans is not practical to estimate due to restrictions placed on the transferability of the loans.

**(4) Party-in-Interest Transactions**

Certain Plan assets are invested in participant loans or investments managed by The Northern Trust Company, the custodian and trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under section 408(b) of the ERISA regulations. The Plan paid certain administrative fees to the trustee, third-party administrator, and various investment managers which qualify as party-in-interest transactions.

At December 31, 2009 and 2008, the Plan had \$249,765,602 and \$147,748,093, respectively, invested in Company stock through a unitized investment fund managed by the trustee. The Plan held 32,186,289 and 33,351,714 shares of Company stock as of December 31, 2009 and 2008, respectively.

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(5) Investments**

At December 31, 2009, the fair value of individual investments which are 5% or more of net assets available for benefits are as follows (in thousands):

|                                      |              |
|--------------------------------------|--------------|
| Northern Trust Collective Funds:     |              |
| S&P 500 Equity Index Fund            | \$ 1,545,171 |
| S&P Midcap 400 Equity Index Fund     | 557,019      |
| EAFE Index Fund                      | 732,174      |
| Collective Daily Aggregate Bond Fund | 938,367      |
| Short Term Investment Fund           | 433,197      |
| Corporate Common Stock:              |              |
| Motorola Inc                         | 249,766      |

At December 31, 2008, the fair value of individual investments which are 5% or more of net assets available for benefits are as follows (in thousands):

|                                      |              |
|--------------------------------------|--------------|
| Northern Trust Collective Funds:     |              |
| S&P 500 Equity Index Fund            | \$ 1,287,177 |
| S&P Midcap 400 Equity Index Fund     | 384,907      |
| EAFE Index Fund                      | 566,283      |
| Collective Daily Aggregate Bond Fund | 883,359      |
| Short Term Investment Fund           | 522,724      |

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows (in thousands):

|   |            |
|---|------------|
| U.S. Government and agencies securities       | \$ (899)   |
| Corporate and other bonds and debentures      | 6,998      |
| Motorola, Inc. common stock                   | 106,759    |
| Investments in collective trusts              | 768,063    |
| Other investments                             | 730        |
| Net appreciation in fair value of investments | \$ 881,651 |





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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(6) Securities Lending**

The Plan has entered into securities lending transactions with broker/dealers for which fees are paid to the Plan. The securities are required to be 100% collateralized by cash, U.S. Government securities, or irrevocable bank letters of credit. The transferee may sell or re-pledge the securities loaned. Fees earned on securities lending activity are included in interest income. Either party may terminate the lending agreement at any time and the collateral shall be used for any failure to deliver borrowed securities.

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Plan's assets at December 31, 2009 were as follows (in thousands):

|                                       | Securities<br>under<br>lending<br>agreements | Cash | Collateralized by<br>Northern Trust<br>Commingled<br>Investment Pool |
|---------------------------------------|--|------|--|
| U.S. Government and agency securities | \$ 21,672                                    | \$   | \$ 22,289  |
| U.S. Equities                         | 37   |      | 38   |
| Corporate bonds and debentures        | 19,512                                       |      | 20,065   |
| Total securities lending in Plan      | \$ 41,221                                    | \$   | \$ 42,392  |

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Plan's assets at December 31, 2008 were as follows (in thousands):

|                                       | Securities<br>under<br>lending<br>agreements | Cash | Collateralized by<br>Northern Trust<br>Commingled<br>Investment Pool |
|---------------------------------------|--|------|--|
| U.S. Government and agency securities | \$ 63,042                                    | \$   | \$ 64,337  |
| U.S. Equities                         | 13,666                                       |      | 13,766   |
| Corporate bonds and debentures        | 12,551                                       |      | 12,797   |
| Total securities lending in Plan      | \$ 89,259                                    | \$   | \$ 90,900  |

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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(6) Securities Lending (Continued)**

Effective September 19, 2008, Northern Trust declared a collateral deficiency under its Securities Lending Authorization Agreement ( "Lending Agreements" ) with respect to five of its commingled cash collateral investment pools. As a consequence of the collateral deficiency and because participating clients of the collateral pool hold the risk of loss on the collateral, Northern Trust has allocated a portion of the collateral deficiency to each participating client, including the Plan, with the Plan's allocation being \$1,153,592.

On September 29, 2008, Northern Trust made a cash payment to the collateral pool to partially reduce the Plan's allocated portion of the collateral deficiency. In November 2009, Northern Trust approved a reduction to the collateral deficiency in the amount of \$746,411.

The deficiency as of December 31, 2009 and 2008 was \$222,954 and \$1,149,762, respectively. This is a liability of the Plan since the Plan has the obligation to repay the amount of the original collateral. The total collateral obligation which is recorded as a liability on the Plan's financial statements, including the deficiency, is \$42,615,215 as of December 31, 2009.

In March of 2010 Northern Trust reversed the remaining collateral deficiency which left the Plan with no collateral deficiency liability as of that date.

**(7) Federal Income Taxes**

The Plan has received a favorable determination letter dated November 21, 2002 from the Internal Revenue Service regarding the Plan's Federal income tax status. The Plan qualifies under the provisions of Section 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The trust is exempt from Federal income taxes pursuant to the provisions of Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan has filed an application with the Internal Revenue Service requesting an updated determination letter.



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MOTOROLA 401(k) PLAN

Notes to Financial Statements

December 31, 2009 and 2008

**(8) Transfer of Assets Relating to Acquisitions and Separations**

The following net assets were transferred out of the Plan during the plan year ended December 31, 2009 as a result of the divestiture of a business previously owned by the Company (in thousands):

| Effective date | Separation | Amount<br>Transferred<br>(out) |
|----------------|------------|--------------------------------|
| June 1, 2009   | Biometrics | \$ (2,059)                     |

**(9) Legal Matters**

In the ordinary course of business, Motorola is a defendant on behalf of the Plan in various lawsuits, including actions filed by former participants. The Plan Sponsor believes these legal proceedings will not have a material adverse effect on the Plan or the financial results of the Plan.

**(10) Subsequent Events**

On February 11, 2010, the Company announced that it is targeting the first quarter of 2011 for the completion of its planned separation into two independent, publicly traded companies. The Company currently expects that, upon separation, one public company will be comprised of the Company's Mobile Devices and Home businesses and the other public company will be comprised of the Company's Enterprise Mobility Solutions and Networks businesses.

After-tax contributions were added to the Plan effective April 1, 2010. Participants will be able to contribute in whole percentage amounts up to 20% of their compensation for the year, and these contributions and earnings thereon will be 100% vested and non-forfeitable at all times.

Matching contributions will be reinstated to the Plan beginning July 1, 2010. Participants will receive one dollar for each dollar they contribute in pretax contributions to the Plan, up to a maximum of 4 percent of eligible compensation. The maximum amount of matching contributions

for 2010 will be prorated due to the mid-year reinstatement and may not exceed 2 percent of eligible compensation for the entire year.

Table of Contents**Motorola 401(k) Plan****Form 5500 Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)****December 31, 2009****Name of Plan Sponsor: Motorola, Inc.****Employer Identification Number: 36-1115800****Three-Digit Plan Number: 001**

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including,<br>Maturity Date, rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (In 1000 s)<br>(e)<br>Current Value |
|-----|---|--|-------------|-------------------------------------|
|     |   | <b>U.S. Treasury and Agency Securities</b>   |             |                                     |
|     | FHLMC   | FEDERAL HOME LN BKS TRANCHE # TR 00846 4.72% DUE 09-20-2012<br>REG   | **          | 2,224                               |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #1G-2524 5.961% 10-01-2036<br>BEO  | **          | 684                                 |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #G1-2215 5.5% 07-01-2021 BEO   | **          | 483                                 |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #G1-8331 5% 11-01-2024 BEO   | **          | 1,334                               |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #J0-8473 4.5% 05-01-2023 BEO   | **          | 1,214                               |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #J0-9100 4.5% 12-01-2023 BEO   | **          | 447                                 |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #J0-9304 4.5% 02-01-2024 BEO   | **          | 1,488                               |
|     | FHLMC   | FEDERAL HOME LN MTG CORP POOL #J0-9973 4.5% 06-01-2024 BEO   | **          | 423                                 |
|     | FHLMC   | FHLMC GOLD C00632 7 07-01-2028   | **          | 26                                  |
|     | FHLMC   | FHLMC GOLD C00647 6.5 09-01-2028   | **          | 46                                  |
|     | FHLMC   | FHLMC GOLD G1-8205 6 09-01-2022  | **          | 1,752                               |
|     | FHLMC   | FHLMC MULTICLASS 05.500FGRM191215BE# 5.###-##-####   | **          | 1,238                               |
|     | FHLMC   | FHLMC MULTICLASS 4 12-15-2017  | **          | 952                                 |
|     | FHLMC   | FHLMC MULTICLASS 5 12-15-2035  | **          | 971                                 |
|     | FHLMC   | FHLMC MULTICLASS 5.5% CMO 15/12/2020 USD1000 AB 5.5 12-15-2020   | **          | 1,203                               |
|     | FHLMC   | FHLMC MULTICLASS FEDERAL HOME LOAN MTG CORP 5.5<br>10-15-2029  | **          | 1,226                               |
|     | FHLMC   | FHLMC MULTICLASS PREASSIGN 00416 6 11-15-2027  | **          | 297                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 1751 CL PK 8.0 MTG PARTN CTF DUE<br>09-15-2024 REG  | **          | 352                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2467 CL NB 5 07-15-2017   | **          | 445                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2590 CL PQ 4.5 05-15-2028   | **          | 308                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2596 CL J 5 01-15-2017  | **          | 128                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2603 CL LC 4 09-15-2028   | **          | 482                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2649 CL QC 4.5 11-15-2016   | **          | 801                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2665 CL WB 5.5 07-15-2027   | **          | 250                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2672 CL HA 4 09-15-2016   | **          | 313                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2841 CL PX 5.5 11-15-2027   | **          | 415                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2862 CL TD 4.5 12-15-2014   | **          | 304                                 |
|     | FHLMC   | FHLMC MULTICLASS SER 2938 CL WA 5 05-15-2026   | **          | 98                                  |

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|                             |  |    |       |
|-----------------------------|--|----|-------|
| FHLMC                       | FHLMC MULTICLASS SER 2980 CL LB 5.5 06-15-2028             | ** | 826   |
| FHLMC                       | FHLMC MULTICLASS SER 3018 CL UD 5.5 09-15-2030             | ** | 1,053 |
| FHLMC                       | FHLMC MULTICLASS SER 3095 CL UA 5.5 06-15-2032             | ** | 442   |
| FHLMC                       | FHLMC MULTICLASS SER 3176 CL HL 5 02-15-2028               | ** | 555   |
| FHLMC                       | FHLMC MULTICLASS SER 3189 CL PJ 6 03-15-2030               | ** | 299   |
| FHLMC                       | FHLMC MULTICLASS SER 3211 CL KD 5.5 08-15-2028             | ** | 366   |
| FHLMC                       | FHLMC MULTICLASS SER 3211 CL PA 5.5 11-15-2029             | ** | 1,015 |
| FHLMC                       | FHLMC MULTICLASS SER 3553 CL GA 3.2 07-15-2019             | ** | 1,231 |
| FHLMC                       | FHLMC MULTICLASS SER 3558 CL AW 4.75 08-15-2019            | ** | 1,242 |
| FNMA                        | FHLMC POOL #1G-1393 ADJ RT 12-01-2036                      | ** | 898   |
| FNMA                        | FHLMC POOL #1J-1522 ADJ RT 03-01-2037                      | ** | 976   |
| FNMA                        | FNMA CMO SER 2003-31 CL KG 4.5 12-25-2028                  | ** | 33    |
| FNMA                        | FNMA POOL #649654 7% DUE 07-01-2032 REG                    | ** | 16    |
| FNMA                        | FNMA POOL #681377 5% DUE 01-01-2018 REG                    | ** | 932   |
| FNMA                        | FNMA POOL #721552 ADJ RT DUE 07-01-2033 BEO                | ** | 230   |
| FNMA                        | FNMA POOL #748848 ADJ RT DUE 06-01-2037 BEO                | ** | 531   |
| FNMA                        | FNMA POOL #907572 ADJ RT DUE 12-01-2036 BEO                | ** | 621   |
| FNMA                        | FNMA POOL #910181 ADJ RT DUE 03-01-2037 REG                | ** | 805   |
| FNMA                        | FNMA POOL #920776 ADJ RT DUE 03-01-2034 REG                | ** | 92    |
| FNMA                        | FNMA POOL #931745 5% 08-01-2024 BEO                        | ** | 623   |
| FNMA                        | FNMA POOL #988941 5% 09-01-2023 BEO                        | ** | 1,838 |
| FNMA                        | FNMA POOL #990960 5.5% 09-01-2023 BEO                      | ** | 2,435 |
| FNMA                        | FNMA POOL #AA1561 5% 02-01-2024 BEO                        | ** | 1,139 |
| FNMA                        | FNMA POOL #AD0300 ADJ RT DUE 03-01-2038 BEO                | ** | 381   |
| FNMA                        | FNMA POOL #AD0339 5% DUE 10-01-2024 BEO                    | ** | 1,181 |
| FNMA                        | FNMA PREASSIGN 00195 4.1 09-25-2031                        | ** | 1,436 |
| FNMA                        | FNMA PREASSIGN 00638 5.5 11-25-2031                        | ** | 289   |
| FNMA                        | FNMA REMIC SER 2005-38 CL DN 5 12-25-2017                  | ** | 192   |
| FNMA                        | FNMA REMIC SER 2006-9 CL GA 5.5 01-25-2033                 | ** | 956   |
| FNMA                        | FNMA REMIC SER 2007-36 CL BA 5 11-25-2024                  | ** | 914   |
| FNMA                        | FNMA REMIC SER 2009-88 CL-HA 3 11-25-2024                  | ** | 1,933 |
| FNMA                        | FNMA REMIC TR 2003-124 CL-AD 4.5 01-25-2029                | ** | 337   |
| FNMA                        | FNMA REMIC TR 2005-36 CL-BA 4.5 10-25-2026                 | ** | 113   |
| FNMA                        | FNMA REMIC TR 2005-53 CL-MB 5.5 07-25-2029                 | ** | 1,666 |
| FNMA                        | FNMA REMIC TR 2008-45 CL-DA 4.5 03-25-2023                 | ** | 715   |
| FNMA                        | FNMA SERIES 2006-22 CLASS-CB 4.5 11-25-2021                | ** | 531   |
| GNMA                        | GNMA 4% DUE 05-16-2039                                     | ** | 1,931 |
| GNMA                        | GNMA POOL #780677 SER 2017 8% DUE 11-15-2017 REG           | ** | 92    |
| UNITED STATES<br>GOVERNMENT | UNITED STATES TREAS NTS DTD 00223 1.375%DUE 03-15-2012 REG | ** | 150   |

Table of Contents**Motorola 401(k) Plan****Form 5500 Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)****December 31, 2009****Name of Plan Sponsor: Motorola, Inc.****Employer Identification Number: 36-1115800****Three-Digit Plan Number: 001**

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|-----|---|--|-------------|-------------------------------------|
|     | UNITED STATES GOVERNMENT  | UNITED STATES TREAS NTS DTD 00276 .75% DUE 11-30-2011 REG  | **          | 2,980                               |
|     | UNITED STATES GOVERNMENT  | UNITED STATES TREAS NTS NT 1.375% DUE 10-15-2012 REG   | **          | 1,094                               |
|     | UNITED STATES GOVERNMENT  | UNITED STATES TREAS NTS NT 1.875% DUE 02-28-2014 REG   | **          | 3,914                               |
|     | UNITED STATES GOVERNMENT  | UNITED STATES TREAS NTS T-NT 1% DUE 09-30-2011 REG   | **          | 9,142                               |
|     | UNITED STATES GOVERNMENT  | UNITED STATES TREAS NTS USD 2.125% DUE 11-30-2014 REG  | **          | 2,099                               |
|     | UNITED STATES GOVERNMENT  | US CENTRAL FEDERAL CRED 1.9 DUE 10-19-2012   | **          | 3,847                               |
|     | UNITED STATES GOVERNMENT  | UTD STATES TREAS NTS INFLATION-INDEXED NT 4.34266 DUE 01-15-2011 BEO   | **          | 1,823                               |
|     |   | <b>Total U.S. Treasury and Agency Securities ***</b>   |             | <b>75,819</b>                       |
|     |   | <b>Corporate and Other Debt Instruments - Preferred</b>  |             |                                     |
|     | COMMONWEALTH BANK AUST  | PVTPL COMMONWEALTH BANK AUST TRANCHE # TR 00079 2.75% DUE 10-15-2012 BEO   | **          | 1,108                               |
|     | NATL AUSTRALIA BK LTD   | PVTPL NATL AUSTRALIA BK LTD GLOBAL MED TRANCHE # SR 00016 5.35 DUE 06-12-13  | **          | 447                                 |
|     | SUNCORP WESTPAC   | SUNCORP METWAY LTD FLTG RT .62844% DUE 12-17-2010  | **          | 2,571                               |
|     | WESTPAC   | WESTPAC BKG CORP 2.25% DUE 11-19-2012  | **          | 648                                 |
|     | WESTPAC   | WESTPAC BKG CORP 3.25 DUE 12-16-2011 BEO   | **          | 1,239                               |
|     | CONOCO  | CONOCO FDG CO 6.35% DUE 10-15-2011   | **          | 1,219                               |
|     | FINANCEMENT   | FINANCEMENT QUE NT 5 DUE 10-25-2012 BEO  | **          | 686                                 |
|     | EOG   | PVTPL EOG CO CDA GTD NT 144A 7% DUE 12-01-2011/12-05-2001 BEO  | **          | 419                                 |
|     | TRANSCANADA   | TRANSCANADA 8.625% DUE 05-15-2012  | **          | 312                                 |
|     | TELECOM   | FRANCE TELECOM SA NT STEP UP 03-01-2011 02-01-2002   | **          | 343                                 |
|     | SANTA FE FINANCIAL CORP   | PVTPL SFEF NT 144A 2.25 DUE 06-11-2012 BEO   | **          | 1,941                               |
|     | DEUTSHE BANK  | DEUTSCHE BK 5.375 DUE 10-12-2012   | **          | 216                                 |
|     | DEUTSHE BANK  | DEUTSCHE BK AG 4.875% DUE 05-20-2013   | **          | 637                                 |



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|                                       |  |    |              |
|---------------------------------------|--|----|--------------|
| DEUTSHE BANK                          | DEUTSCHE BK AG GLOBAL MEDIUM TERM NTS BOTRANCHE # TR<br>00182 5 DUE 10-12-2010                                   | ** | 373          |
| DIAGEO                                | DIAGEO FIN BV 3.875% DUE 04-01-2011  | ** | 155          |
| RABOBANK                              | RABOBANK NEDERLAND 2.65% BDS 17/08/12 USD1000 144A 2.65%<br>DUE 08-17-2012                                       | ** | 961          |
| NATL INTL LTD                         | ANZ NATL INTL LTD MEDIUM TERM NTS BOOK ETRANCHE # TR<br>00011 2.375 DUE 12-21-2012                               | ** | 243          |
| NATL INTL LTD                         | PVTPL ANZ NATL INTL LTD MEDIUM TERM NTS BK E TRANCHE #<br>TR 00009 6.2 7-19-13                                   | ** | 1,136        |
| RAS LAFFAN<br>LIQUIFIED NAT GAS<br>CO | PVTPL RAS LAFFAN LIQUEFIED NAT GAS CO LTD 3 GTD NT SER E<br>144A 4.5 DUE 09-30-12                                | ** | 594          |
| TELEFONICA<br>EMISIONES               | TELEFONICA EMISIONES S A U SR NT FLTG VAR RT DUE<br>02-04-2013/02-03-2013  | ** | 694          |
| NORDEA BK                             | NORDEA BK AG 2.5% DUE 11-13-2012   | ** | 408          |
| SVENSKA<br>HANDELSBANKEN              | PVTPL SVENSKA HANDELSBANKEN AB 2.875 DUE09-14-2012 REG   | ** | 1,006        |
| SWEDISH EXPT                          | SWEDISH EXPT CR FLTG RT 1% DUE 08-14-2014  | ** | 880          |
| ASTRAZENECA PLC                       | ASTRAZENECA PLC 5.4 DUE 09-15-2012 BEO   | ** | 808          |
| BARCLAYS                              | BARCLAYS BK PLC 2.5% DUE 01-23-2013  | ** | 519          |
| BARCLAYS                              | BARCLAYS BK PLC SR NT 5.2 DUE 07-10-2014   | ** | 901          |
| BRITISH<br>PETROLEUM                  | BP CAP MKTS P L C GTD NT 3.125 DUE 03-10-2012 REG  | ** | 427          |
| DIAGEO                                | DIAGEO CAP PLC DIAGEO CAP PLC 5.2% DUE 01-30-2013 BEO  | ** | 310          |
| GLAXOSMITHKLINE                       | GLAXOSMITHKLINE 4.85% DUE 05-15-2013   | ** | 284          |
| NATIONWIDE                            | NATIONWIDE BLDG 2.5% DUE 08-17-2012  | ** | 3,929        |
| LLOYDS TSB BK                         | PVTPL LLOYDS TSB BK PLC NT 144A 2.8% DUE04-02-2012 BEO   | ** | 1,673        |
| ROYAL BANK<br>3M                      | ROYAL BK SCOTLAND 1.5% DUE 03-30-2012<br>3M CO MEDIUM TERM NTS BOOK ENTRY TRANCHE# TR 00004<br>12/14/07 4.65 DUE | ** | 1,287<br>319 |
| AMERICREDIT                           | AMERICREDIT 3.93% DUE 10-06-2011   | ** | 239          |
| AMERICREDIT                           | AMERICREDIT AUTOMOBILE RECEIVABLES TR SER 2005-DA CL A-4<br>5.02 11-06-2012 BEO                                  | ** | 657          |
| AMERN HOME                            | AMERN HOME PRODS STEP CPN 6.95% DUE 03-15-2011   | ** | 433          |
| APACHE                                | APACHE CORP NT DTD 04/11/2002 6.25 DUE 04-15-2012/04-14-2012<br>BEO  | ** | 561          |
| AT&T                                  | AT&T INC GLOBAL NT 4.95% DUE 01-15-2013/12-06-2007 BEO   | ** | 907          |
| AT&T                                  | AT&T WIRELESS SVCS INC SR NT 7.875% DUE 03-01-2011/02-28-2011<br>BEO   | ** | 258          |
| BANK OF AMERICA                       | BANK AMER CORP 6.25% DUE 04-15-2012  | ** | 204          |
| BAY VIEW                              | BAY VIEW 2005-3 5.01% DUE 06-25-2014   | ** | 131          |
| BB&T                                  | BB&T CORP SR 3.1% DUE 07-28-2011   | ** | 438          |
| BERKSHIRE                             | BERKSHIRE HATHAWAY 4% DUE 04-15-2012   | ** | 225          |
| BERKSHIRE                             | BERKSHIRE HATHAWAY FIN CORP GTD SR NT 4.125% DUE<br>01-15-2010/01-11-2005 REG                                    | ** | 1,001        |
| BHP FINANCE                           | BHP FIN USA LTD 8.5% GTD DEBS 1/12/2012 USD1000 8.5% DUE<br>12-01-2012 REG                                       | ** | 310          |
| BANK OF NEW<br>YORK                   | BK NY INC MEDIUM TERM SR NTS BOO TRANCHE# TR 00029 4.95<br>DUE 11-01-2012  | ** | 1,104        |
| BMW                                   | BMW VEH LEASE TR 2.04% DUE 04-15-2011  | ** | 829          |
| BOEING                                | BOEING CO 5.125 DUE 02-15-2013/02-14-2013 BEO  | ** | 534          |
| BOTTLING GROUP                        | BOTTLING GROUP LLC SR NT 4.625 DUE 11-15-2012/11-14-2012 BEO   | ** | 438          |
| BOTTLING GROUP                        | BOTTLING GROUP LLC SR NT 6.95% DUE 03-15-2014/10-24-2008 REG   | ** | 748          |
| BSCH ISSUANCES<br>LTD                 | BSCH ISSUANCES LTD SUB NT DTD 09/14/20007.625% DUE 09-14-2010<br>BEO   | ** | 440          |
| CAMPBELL SOUP                         | CAMPBELL SOUP CO NT DTD 02/28/2001 6.75 DUE 02-15-2011 BEO   | ** | 325          |
| CAPITAL AUTO                          | CAP AUTO 5.38999986649% DUE 02-18-2014   | ** | 1,359        |
| CAPITAL AUTO                          | CAPITAL AUTO RECEIVABLES ASSET TR 2008-2ASSET BACKED NT<br>CL A2B 03-15-2011 BEO                                 | ** | 136          |
| CARMAX                                | CARMAX AUTO OWNER 1.74000000954% DUE 04-15-2014  | ** | 897          |
| CATERPILLAR                           | CATERPILLAR FINL 4.09000015259% DUE 12-27-2010   | ** | 107          |
| CATERPILLAR                           | CATERPILLAR FINL FLTG RT .74875% DUE 08-06-2010  | ** | 426          |



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|-----|---|--|-------------|-------------------------------------|
|     | CISCO   | CISCO SYS INC SR NT 5.25% DUE 02-22-2011REG  | **          | 367                                 |
|     | CITIBANK  | CITIBANK CR CARD 2.25% DUE 12-23-2014  | **          | 1,015                               |
|     | CITIGROUP   | CITIGROUP INC GLOBAL SR NT 6.5% DUE 08-19-2013 BEO   | **          | 644                                 |
|     | BEAR STEARNS  | CMO BEAR STEARNS COML MTG SECS INC SER 2004-TP16 CL-A3<br>4.03 08-13-2046 REG  | **          | 253                                 |
|     | BEAR STEARNS  | CMO BEAR STEARNS INC COML MTG PSTRU CTF CL A-2 2001-TOP2<br>6.48 4-15-11 BE  | **          | 2,251                               |
|     | CARMAX  | CMO CARMAX AUTO OWNER TR 2006-1 SERIES 2006-1 CLASS-A4<br>DUE 06-15-2011 REG   | **          | 1,133                               |
|     | GE  | CMO GE COML MTG CORP GEPMC 2003-C1 A3 4.371% DUE 01-10-2038<br>BEO   | **          | 420                                 |
|     | GREENWICH   | CMO GREENWICH CAP COML FDG CORP 2005-GG3COML MTG<br>PASSTHRU A-AB 8-10-42 BEO  | **          | 416                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS CORP 4.262 DUE<br>08-12-2040 REG  | **          | 894                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS CORP SER 2005-LDP1 CL<br>A-SB 4.853 3-15-2046BEO                                  | **          | 200                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS SER 2006-CB16 CL A1<br>5.338 5-12-2045 REG  | **          | 191                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS TR 2006-L CL A-1 5.831<br>DUE 04-15-2045 BEO                                      | **          | 459                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS TR 2007-C 5.538 DUE<br>02-12-2049 REG   | **          | 531                                 |
|     | J P MORGAN CHASE  | CMO J P MORGAN CHASE COML MTG SECS TR 2007-C CL A1 5.32<br>DUE 06-12-2047 BEO  | **          | 267                                 |
|     | LB-UBS  | CMO LB-UBS COML MTG TR 2000-C5 COML MTG PASSTHRU CTF CL<br>A-2 6.51 12-15-26   | **          | 574                                 |
|     | MORGAN STANLEY  | CMO MORGAN STANLEY CAP I INC SER 2005-HQ5 CL A2 4.809% DUE<br>01-14-2042 BEO   | **          | 75                                  |
|     | PRUDENTIAL  | CMO PRUDENTIAL SECS SECD FING CORP 1999-C2 CL F DUE<br>06-16-2031 REG  | **          | 603                                 |
|     | WACHOVIA  | CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5.037 DUE<br>03-15-2042 REG   | **          | 1,427                               |

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|                         |   |    |       |
|-------------------------|---|----|-------|
| WELLS FARGO             | CMO WELLS FARGO MTG BKD SECS 2005-AR16 TR CL III-A-1 DUE 10-25-2035 REG         | ** | 443   |
| CNH                     | CNH EQUIP TR 4.06 DUE 10-17-2011  | ** | 689   |
| CNH                     | CNH EQUIP TR 5.21000003815% DUE 12-15-2011                                      | ** | 82    |
| COCA COLA               | COCA COLA ENTERPRISES INC NT 3.75% DUE 03-01-2012 REG                           | ** | 109   |
| COMERICA BK             | COMERICA BK TRANCHE FLTG # TR 00187 05/10/07 DUE 05-10-2010 REG                 | ** | 649   |
| CONS NAT GAS CO         | CONS NAT GAS CO SR NT SER C 6.25 DUE 11-01-2011 BEO                             | ** | 490   |
| CONSOLIDATED EDISON CO  | CONSOLIDATED EDISON CO N Y INC DEB SER 2009A 5.55% DUE 04-01-2014 REG           | ** | 327   |
| COOPER U S INC          | COOPER U S INC SR NT 5.25% DUE 11-15-2012/04-19-2006 REG                        | ** | 638   |
| COUNTRYWIDE HOMELNS INC | COUNTRYWIDE HOME LNS INC MEDIUM TERM NTS# TR 00313 4 DUE 03-22-2011 REG         | ** | 449   |
| CREDIT SUISSE 1ST BSTN  | CR SUISSE 1ST BSTN 6.5% DUE 01-15-2012  | ** | 169   |
| CREDIT SUISSE 1ST BSTN  | CR SUISSE 1ST BSTN USA INC 6.125 DUE 11-15-2011/11-14-2011 BEO                  | ** | 701   |
| CREDIT SUISSE 1ST BSTN  | CREDIT SUISSE FIRST BOSTON USA INC NT 4.875% DUE 08-15-2010                     | ** | 267   |
| DAIMLERCHRYSLER         | DAIMLERCHRYSLER 5% DUE 02-08-2012   | ** | 229   |
| DAIMLERCHRYSLER         | DAIMLERCHRYSLER AUTO TR 2006-D SERIES 2006-D CLASS-A4 02-08-2012 REG            | ** | 1,423 |
| JOHN DEERE              | DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKENTRY SR NT 4.5% DUE 04-03-2013         | ** | 525   |
| DISNEY                  | DISNEY WALT CO 5.7 DUE 07-15-2011 BEO   | ** | 730   |
| DISNEY                  | DISNEY WALT CO NEW MEDIUM TERM NTS BOOK TRANCHE # TR 00046 6.375 DUE 03-01-2012 | ** | 229   |
| DU PONT                 | DU PONT E I DE 5% DUE 07-15-2013  | ** | 377   |
| DUKE                    | DUKE ENERGY OH INC 2.1% DUE 06-15-2013  | ** | 222   |
| ENERGY EAST CORP        | ENERGY EAST CORP 8.05% DUE 11-15-2010   | ** | 381   |
| FORD                    | FORD CR AUTO OWNER 1.50999999046% DUE 01-15-2014                                | ** | 1,144 |
| FORD                    | FORD CR AUTO OWNER 2.17000007629% DUE 10-15-2013                                | ** | 884   |
| FORD                    | FORD CR AUTO OWNER 3.24000000954% DUE 08-15-2011                                | ** | 592   |
| FORD                    | FORD CR AUTO OWNER 5.15% DUE 11-15-2011   | ** | 725   |
| FORD                    | FORD CR AUTO OWNER 5.15000009537% DUE 02-15-2012                                | ** | 1,217 |
| FORD                    | FORD CR AUTO OWNER 5.40000009537% DUE 08-15-2011                                | ** | 175   |
| GE                      | GEN ELEC CAP CORP FLTG RT .37875% DUE 11-01-2012                                | ** | 1,519 |
| GE                      | GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00551 6 DUE 06-15-2012        | ** | 264   |
| GE                      | GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00654 4.25 9-13-2010 REG      | ** | 514   |
| GOLDMAN SACHS           | GOLDMAN SACHS GROUP INC NT 6.875 DUE 01-15-2011 BEO                             | ** | 440   |
| GOLDMAN SACHS           | GOLDMAN SACHS GROUP INC SR NTS 5.45 DUE 11-01-2012 BEO                          | ** | 484   |
| GREEN TREE              | GREEN TREE FINL CORP 1995-3 MFD HSG SR/SUB PASSTHRU CL M-1 7.95 08-15-2025      | ** | 38    |
| HARLEY                  | HARLEY DAVIDSON 1.87000000477% DUE 02-15-2014                                   | ** | 732   |
| HARLEY                  | HARLEY DAVIDSON 3.19000005722% DUE 11-15-2013                                   | ** | 1,277 |
| HARLEY                  | HARLEY-DAVIDSON MOTORCYCLE TR 2006-3 BKD NT CL B 5.43 DUE 11-15-2014 REG        | ** | 727   |
| HEWLETT                 | HEWLETT PACKARD CO 4.5% DUE 03-01-2013  | ** | 530   |
| HEWLETT                 | HEWLETT PACKARD CO FLT RT NT DUE 03-01-2012 BEO                                 | ** | 350   |
| HONDA                   | HONDA AUTO 5.09999990463% DUE 03-18-2011  | ** | 195   |
| HSBC                    | HSBC AUTOMOTIVE TR 4.94% DUE 11-17-2012   | ** | 330   |
| HSBC                    | HSBC AUTOMOTIVE TR 5.34000015259% DUE 09-17-2013                                | ** | 1,258 |
| HSBC                    | HSBC AUTOMOTIVE TR FLTG RT 5.3% DUE 11-17-2011                                  | ** | 197   |
| HSBC                    | HSBC AUTOMOTIVE TR USA 2006-1 AUTO REC CL A-4 5.53 DUE 03-18-2013 REG           | ** | 556   |
| HSBC                    | HSBC FINANCE CORP 6.375% DUE 10-15-2011   | ** | 973   |
| HYUNDAI                 | HYUNDAI AUTO 5.03999996185% DUE 01-17-2012                                      | ** | 147   |
| IBM                     | INTERNATIONAL BUSINESS MACHS CORP IBM CORP 6 5 10 15 13 6.5 DUE 10-15-2013 BEO  | ** | 629   |
| IBM                     | INTL BUSINESS MACHS CORP IBM CORP 4.75 DUE 11-29-2012                           | ** | 252   |

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|                  |   |    |     |
|------------------|---|----|-----|
| J P MORGAN CHASE | JPMORGAN CHASE & CO FORMERLY J P MORGAN 5.375 DUE<br>10-01-2012 BEO     | ** | 974 |
| J P MORGAN CHASE | JPMORGAN CHASE & CO FORMERLY J P MORGAN SR NT 5.6 DUE<br>06-01-2011 REG | ** | 439 |
| LB-UBS           | LB-UBS COML MTG TR 2008-C1 MTG PASSTHRU CTF CL A-1 5.611<br>4-15-41 REG | ** | 604 |
| LILLY ELI        | LILLY ELI & CO 3.55% DUE 03-06-2012                                     | ** | 219 |

Table of Contents**Motorola 401(k) Plan****Form 5500 Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)****December 31, 2009****Name of Plan Sponsor: Motorola, Inc.****Employer Identification Number: 36-1115800****Three-Digit Plan Number: 001**

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including,<br>Maturity Date, rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (In 1000 s)<br>(e)<br>Current Value |
|-----|---|--|-------------|-------------------------------------|
|     | LINCOLN NATL<br>CORP  | LINCOLN NATL CORP IND BD 5.65 DUE 08-27-2012 BEO   | **          | 186                                 |
|     | LINCOLN NATL<br>CORP  | LINCOLN NATL CORP IND NT 4.75% DUE 02-15-2014 REG  | **          | 90                                  |
|     | MERCK   | MERCK & CO INC NT 4% DUE 06-30-2015/06-25-2009   | **          | 459                                 |
|     | MERRILL AUTO  | MERRILL AUTO TR 4.2699998093% DUE 12-15-2010   | **          | 161                                 |
|     | MERRILL LYNCH   | MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR<br>00456 4.25 2-8-2010 REG                                      | **          | 502                                 |
|     | METLIFE   | METLIFE INC 6.125% DUE 12-01-2011  | **          | 521                                 |
|     | MORGAN<br>STANLEY   | MORGAN STANLEY & 4.25% DUE 05-15-2010  | **          | 289                                 |
|     | NATL RURAL<br>UTILS   | NATL RURAL UTILS 2.625% DUE 09-16-2012   | **          | 453                                 |
|     | NELNET<br>STUDENT LN  | NELNET STUDENT LN TR 2007-1 LN ASSET BKDNT CL A-1 VAR<br>RATE 11-27-2018 REG   | **          | 1,400                               |
|     | NISSAN  | NISSAN AUTO 2.94000005722% DUE 07-15-2011  | **          | 681                                 |
|     | NISSAN  | NISSAN AUTO 3.8900001049% DUE 08-15-2011   | **          | 339                                 |
|     | NISSAN  | NISSAN AUTO LEASE 2.00999999046% DUE 04-15-2011  | **          | 880                                 |
|     | NISSAN  | NISSAN AUTO LEASE 2.07% DUE 01-15-2015   | **          | 855                                 |
|     | NUCOR   | NUCOR CORP 5% DUE 06-01-2013   | **          | 371                                 |
|     | OCCIDENTAL<br>PETE CORP   | OCCIDENTAL PETE CORP C CRP OXY 7% DUE 11-01-2013/10-21-2008<br>BEO   | **          | 747                                 |
|     | ORACLE  | ORACLE CORP / 5% DUE 01-15-2011  | **          | 468                                 |
|     | ORACLE  | ORACLE CORP ORACLE CORP VAR RT DUE 05-14-2010  | **          | 515                                 |
|     | PACCAR INC  | PACCAR INC MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR<br>00002 6.375 DUE 02-15-2012                                     | **          | 92                                  |
|     | PFIZER  | PFIZER INC NT 4.45 DUE 03-15-2012  | **          | 206                                 |
|     | PRAXAIR   | PRAXAIR INC FLTGT RT .34169% DUE 05-26-2010  | **          | 340                                 |
|     | PRAXAIR   | PRAXAIR INC PRAXAIR NEW DEAL 6.375 DUE 04-01-2012 BEO  | **          | 66                                  |
|     | PRINCIPAL   | PRIN LIFE INC FLTGT RT .42875% DUE 11-08-2013  | **          | 260                                 |
|     | PRINCIPAL   | PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00010 5.1 DUE<br>04-15-2014 REG   | **          | 209                                 |
|     | PRINCIPAL   |  | **          | 437                                 |

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PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00555 5.15 DUE  
06-17-2011

|  |  |    |       |
|--|--|----|-------|
| PRUDENTIAL                               | PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKENTRY NT 4.5<br>DUE 07-15-2013 REG       | ** | 435   |
| HONDA                                    | PVTPL AMERN HONDA FIN TRANCHE # TR 00609DUE 06-02-2011 REG                       | ** | 446   |
| BANK OF<br>AMERICA                       | PVTPL BANK AMER AUTO TR 2009-2 NT A-3 144A TALF 2.13% DUE<br>09-16-2013 BEO      | ** | 909   |
| BANK OF<br>AMERICA                       | PVTPL BANK AMER AUTO TR 2009-3 NT CL A-3TALF 144A 1.67% DUE<br>12-15-2013 BEO    | ** | 1,297 |
| BMW                                      | PVTPL BMW FLOORPLAN MASTER OWNER TR 09-1VEH BKD NT CL<br>A 144A VAR DUE 09-15-14 | ** | 1,250 |
| GE DEALER                                | PVTPL GE DEALER MASTER NT TR 2009-2 AST BKD NT CL A 144A<br>FLTG DUE 10-20-2014  | ** | 600   |
| JPMORGAN                                 | PVTPL JPMORGAN AUTO RECEIVABLES SER 2006-A CL A4 144A 5.14<br>12-15-2014 BEO     | ** | 670   |
| MASSMUTUAL                               | PVTPL MASSMUTUAL GLOBAL FDG II MEDIUM TERM NTS NT 144A<br>3.625 7-16-2012 BEO    | ** | 1,078 |
| METLIFE                                  | PVTPL MET LIFE GLOBAL FDG I MEDIUM TE 144A 5.125 DUE<br>11-09-2011 BEO           | ** | 215   |
| METLIFE                                  | PVTPL METROPOLITAN LIFE GLOBAL FDG I SR NT 144A 5.125% DUE<br>04-10-2013 BEO     | ** | 228   |
| NEW YORK LIFE                            | PVTPL NEW YORK LIFE GLOBAL FDG TRANCHE #TR 00017 2.25 DUE<br>12-14-2012 BEO      | ** | 482   |
| PRIOCOA                                  | PVTPL PRICOA GLOBAL FDG I 144A 5.4% DUE 10-18-2012 BEO                           | ** | 626   |
| ROCHE HLDGS<br>INC                       | PVTPL ROCHE HLDGS INC GTD NT 144A 4.5% DUE 03-01-2012 BEO                        | ** | 1,313 |
| WESTPAC                                  | PVTPL WESTPAC SECS NZ LTD LONDON BRH EXTENDIBL 2.5 DUE<br>05-25-2012 REG         | ** | 1,541 |
| SBC                                      | SBC COMMUNICATIONS INC GLOBAL NT 5.875 DUE<br>02-01-2012/01-31-2012 BEO          | ** | 514   |
| SIMON PPTY<br>GROUP                      | SIMON PPTY GROUP L 4.6% DUE 06-15-2010   | ** | 507   |
| SLM STUDENT<br>LN                        | SLM STUDENT LN TR 2005-8 STUDENT LN-BKD NT CL A-2 VAR<br>07-25-2022 REG          | ** | 1,523 |
| TRIAD                                    | TRIAD AUTOMOBILE RECEIVABLES TR 2006-B A3 5.41 DUE<br>08-12-2011 BEO             | ** | 38    |
| US BANKCORP                              | U S BANCORP MEDIUM TERM NTS- BOOK ENTRY MTN 2.125% DUE<br>02-15-2013             | ** | 178   |
| US BANKCORP                              | U S BANCORP MEDIUM TERM NTS- BOOK ENTRY MTN 4.5% DUE<br>07-29-2010               | ** | 256   |
| U S BK NTL<br>ASSN<br>MINNEAPOLIS<br>MNN | U S BK NATL ASSN MINNEAPOLIS MINN MEDIUMTRANCHE # SB<br>00002 6.3 2-4-14REG      | ** | 886   |
| UNITED HEALTH<br>GROUP                   | UNITEDHEALTH GROUP 5.25% DUE 03-15-2011  | ** | 518   |
| USAA AUTO                                | USAA AUTO OWNER TR 2.6400001049% DUE 08-15-2011                                  | ** | 452   |
| USAA AUTO                                | USAA AUTO OWNER TR 4.15999984741% DUE 04-16-2012                                 | ** | 250   |
| UTD                                      | UTD TECHNOLOGIES 6.35% DUE 03-01-2011  | ** | 212   |
| VERIZON<br>GLOBAL                        | VERIZON GLOBAL FDG 7.375% DUE 09-01-2012   | ** | 524   |
| VERIZON<br>WIRELESS                      | VERIZON WIRELESS 5.55% DUE 02-01-2014  | ** | 678   |
| VOLKSWAGEN                               | VOLKSWAGEN AUTO 2.86999988556% DUE 07-15-2011                                    | ** | 345   |
| WACHOVIA                                 | WACHOVIA AUTO 4.80999994278% DUE 09-20-2012                                      | ** | 1,544 |
| WACHOVIA                                 | WACHOVIA AUTO LN OWNER TR 2006-1 AST BACKED NT CL A-4<br>144A 5.08 4-20-2012 BEO | ** | 179   |
| WACHOVIA                                 | WACHOVIA CORP GLOBAL MEDIUM TERM SR NTS SR 00026 07/31/06<br>DUE 08-01-2013 REG  | ** | 1,060 |
| WAL-MART                                 | WAL-MART STORES INC NT 4.125% DUE 07-01-2010 BEO                                 | ** | 571   |
| WAL-MART                                 | WAL-MART STORES INC WAL-MART STORES 4.125% DUE 02-15-2011<br>BEO                 | ** | 642   |

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|   |   |    |         |
|---|---|----|---------|
| WELLS FARGO   | WELLS FARGO & CO NEW SUB GLOBAL NT 6.375% DUE 08-01-2011<br>BEO                   | ** | 639     |
| WYETH   | WYETH 5.5% DUE 03-15-2013   | ** | 707     |
| <b>Total Corporate and Other Debt Instruments - Preferred ***</b> |   |    | 115,048 |
| <b>Corporate and Other Debt Instruments - Other</b>               |   |    |         |
| DEUTSHE BANK  | DEUTSCHE TELEKOM INTL FIN B V GTD NT STEP UP 06-15-2010                           | ** | 336     |
| AB  | AB SVENSK EXPORTKREDIT - SWEDISH EXPT CRTRANCHE #<br>TR00044 4.875 01-19-2010 REG | ** | 1,002   |
| BRITISH   | BRITISH TELECOMMUNICATIONS PLC SR NT 5.15% DUE 01-15-2013<br>REG                  | ** | 365     |
| 5TH 3RD BANK  | 5TH 3RD BK CIN OH MEDIUM TE TRANCHE # SR00014 4.2 DUE<br>02-23-2010 BEO           | ** | 502     |
| AMERICREDIT   | AMERICREDIT AUTOMOBILE RECEIVABLES TR 20SER 2006-BG CL<br>A4 5.21 9-06-2013BEO    | ** | 916     |
| AOL   | AOL TIME WARNER INC 6.875 DUE 05-01-2012BEO                                       | ** | 438     |



Table of Contents**Motorola 401(k) Plan****Form 5500 Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)****December 31, 2009****Name of Plan Sponsor: Motorola, Inc.****Employer Identification Number: 36-1115800****Three-Digit Plan Number: 001**

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including,<br>Maturity Date, rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (In 1000 s)<br>(e)<br>Current Value |
|-----|---|--|-------------|-------------------------------------|
|     | ATMOS   | ATMOS ENERGY CORP SR NT DTD 05/22/2001 7.375% DUE<br>05-15-2011/05-22-2001 BEO                                       | **          | 320                                 |
|     | BURLINGTON<br>NORTHN SANTA<br>FE                                    | BURLINGTON NORTHN SANTA FE CORP CRP BNI 5.9% DUE<br>07-01-2012/06-30-2012 BEO  | **          | 434                                 |
|     | CAPITAL ONE   | CAP 1 BK MTN SR BK NTS BOOK TRANCHE # TR00176 5.75 DUE<br>09-15-2010 REG   | **          | 361                                 |
|     | CHASE   | CHASE ISSUANCE TR 2009-7 NT CL A 09-17-2012 REG  | **          | 1,327                               |
|     | CITIGROUP   | CITIGROUP INC NT 4.125% DUE 02-22-2010 BEO   | **          | 502                                 |
|     | GMAC  | CMO GMACM MTG LN TR 2004-J1 CL A-15 5.25% DUE 04-25-2034 REG   | **          | 27                                  |
|     | LB-UBS  | CMO LB-UBS COML MTG TR 2005-C2 CTF CL A-AB 5.007% DUE<br>04-15-2030 REG  | **          | 1,324                               |
|     | COMCAST   | COMCAST CORP NEW NT 5.5 DUE 03-15-2011/03-14-2011 BEO  | **          | 523                                 |
|     | CONAGRA   | CONAGRA FOODS INC SR NT 5.875 DUE 04-15-2014   | **          | 436                                 |
|     | CVS   | CVS CAREMARK CORP SR NT 5.75% DUE 08-15-2011 BEO   | **          | 1,100                               |
|     | FORD  | FORD CR AUTO LEASE NT CL A-1 TALF 144A 3C7 1.23745 06-15-2010  | **          | 157                                 |
|     | GENERAL MILLS   | GENERAL MLS INC 5.65% DUE 09-10-2012   | **          | 462                                 |
|     | GMAC  | GMACM HOME EQTY LN 6.30999994278% DUE 05-25-2036   | **          | 15                                  |
|     | GOLDMAN SACHS<br>HARLEY   | GS AUTO LN TR 4.56% DUE 11-15-2013   | **          | 313                                 |
|     | HARLEY  | HARLEY-DAVIDSON FDG CORP GTD MEDIUM TERMNT SER B 144A<br>5.25% DUE 12-15-2012  | **          | 361                                 |
|     | HEINZ   | HEINZ H J FIN CO GTD NT 6% DUE 03-15-2012/03-21-2003 BEO   | **          | 456                                 |
|     | MICH PWR CO   | IN MICH PWR CO 6.375% DUE 11-01-2012   | **          | 672                                 |
|     | INCO LTD  | INCO LTD NT 7.75 DUE 05-15-2012/05-14-2012 BEO   | **          | 413                                 |
|     | INGERSOLL-RAND<br>GLOBAL  | INGERSOLL-RAND GLOBAL HLDG CO LTD GTD SRNT   | **          | 454                                 |
|     | KINDER MORGAN<br>ENERGY   | KINDER MORGAN ENERGY PARTNERS L P SR NT UNSOLICITED 5.85<br>DUE 09-15-2012 BEO                                       | **          | 673                                 |
|     | LEHMAN<br>BROTHERS  | LEHMAN BROTHERS HLDGS INC BOOK ENTRY MTN3.95 11-10-09<br>BOND IN DEFAULT   | **          | 127                                 |
|     | NORFOLK<br>SOUTHN   | NORFOLK SOUTHN 8.625% DUE 05-15-2010   | **          | 129                                 |
|     | OHIO PWR CO   | OHIO PWR CO OHIO POWER CO 5.75% DUE 09-01-2013/08-31-2013 BEO  | **          | 380                                 |

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|   |  |    |           |
|---|--|----|-----------|
| MILLER BREWING  | PVTPL MILLER BREWING CO GTD NT 144A 5.5%DUE<br>08-15-2013/08-14-2013 BEO           | ** | 453       |
| MMAF EQUIP  | PVTPL MMAF EQUIP FIN LLC 2009-A AST BACKED NT 144A 2.37 DUE<br>11-15-2013          | ** | 704       |
| SEMPRA  | SEMPRA ENERGY 8.9% DUE 11-15-2013  | ** | 424       |
| SOUTHN PWR CO   | SOUTHN PWR CO SR NT 6.25 DUE 07-15-2012/07-14-2012 BEO                             | ** | 953       |
| AMERITRADE  | TD AMERITRADE HLDG 2.95% DUE 12-01-2012  | ** | 618       |
| TELECOM   | TELECOM ITALIA CAP GTD SR NT 6.2% DUE 07-18-2011 BEO                               | ** | 741       |
| TIME WARNER   | TIME WARNER CABLE INC NT 5.4% DUE 07-02-2012/10-25-2007 REG                        | ** | 657       |
| TIME WARNER   | TIME WARNER INC NEW NT 5.5% DUE 11-15-2011/11-13-2006 BEO                          | ** | 674       |
| TYCO  | TYCO INTL FIN S A 6.375% DUE 10-15-2011  | ** | 504       |
| WEATHERFORD   | WEATHERFORD INTL 5.15% DUE 03-15-2013  | ** | 262       |
| XEROX   | XEROX CORP SR NT 7.125% DUE 06-15-2010/06-14-2010 REG                              | ** | 849       |
| YALE  | YALE UNIV MEDIUM TERM NTS BOOK ENTRY MTN2.9% DUE<br>10-15-2014                     | ** | 448       |
| BANK OF AMERICA   | BK OF AMER 3.125 DUE 06-15-2012 FDIC GTD   | ** | 2,580     |
| CITIGROUP   | CITIGROUP INC FDIC GTD TLGP GTD NT 2.875DUE 12-09-2011 REG                         | ** | 2,626     |
| JOHN DEERE  | DEERE JOHN CAP CORP MEDIUM TERM NTS SER TRANCHE SR 00001<br>FDIC GTD 2.875 6-19-12 | ** | 2,473     |
| GE  | GEN ELEC CAP CRP MED TRM SR NTS FDIC GTDTRNCHE # TR 00003<br>3 DUE 12-09-11        | ** | 2,474     |
| GOLDMAN SACHS   | GOLDMAN SACHS GROUP INC FDIC GTD TLGP NT3.25 DUE<br>06-15-2012 BEO                 | ** | 2,665     |
| JPMORGAN  | JPMORGAN CHASE & CO FDIC GTD TLGP SR NT 3.125% DUE<br>12-01-2011 BEO               | ** | 580       |
| PNC   | PNC FDG CORP FDIC GTD TLGP SR NT FLTG RATE VAR RT DUE<br>06-22-2011                | ** | 703       |
| SOVEREIGN   | SOVEREIGN BK FDIC GTD TLGP SR NTS 2.75% DUE 01-17-2012                             | ** | 2,515     |
| WELLS FARGO   | WELLS FARGO & CO FDIC GTD TLGP NT 3% DUE12-09-2011 BEO                             | ** | 1,858     |
| WESTIN  | WESTN CORP FED CR 1.75% DUE 11-02-2012   | ** | 1,543     |
| <b>Total Corporate and Other Debt Instruments - Other ***</b> |  |    | 41,827    |
| <b>Corporate Stock - Common</b>                               |  |    |           |
| * MOTOROLA, INC   | MOTOROLA INC COM   | ** | 249,766   |
| <b>Total Corporate Stock - Common</b>                         |  |    | 249,766   |
| <b>Value of Interest in Collective Trusts</b>                 |  |    |           |
| * THE NORTHERN TRUST COMPANY                                  | COLTV SHORT TERM INVT FD   | ** | 408,966   |
| * THE NORTHERN TRUST COMPANY                                  | COLTV SHORT TERM INVT FD   | ** | 24,231    |
| * THE NORTHERN TRUST COMPANY                                  | MFB NTGI-QM COLLECTIVE DAILY S&P MIDCAP 400 EQUITY INDEX<br>FUND - LENDING         | ** | 557,019   |
| * THE NORTHERN TRUST COMPANY                                  | MFB NTGI-QM COLTV DAILY RUSSELL 2000 EQTY INDEX<br>FD-LENDING                      | ** | 217,747   |
| * THE NORTHERN TRUST COMPANY                                  | MFB NTGI-QM COLTV DAILY S&P 500 EQTY INDEX FD-LENDING                              | ** | 1,545,171 |
| * THE NORTHERN TRUST COMPANY                                  | MFB NTGI-QM COLLECTIVE DAILTY AGGREGATE BOND FUND<br>LENDING TIER H                | ** | 938,367   |
| * THE NORTHERN TRUST COMPANY                                  | MFB NTGI-QM COLTV DAILY EAFE INDEX FD LENDING                                      | ** | 732,174   |
| <b>Total Value of Interest in Collective Trusts</b>           |  |    | 4,423,675 |
| <b>Other</b>  |  |    |           |
| EXPORT DEV BANK OF CANADA                                     | EXPORT DEV CANADA 4.5 DUE 10-25-2012   | ** | 3,817     |
| ONTARIO PROV CANADA   | ONTARIO PROV CDA BD DTD 02/07/2003 4.375% DUE 02-15-2013 BEO                       | ** | 530       |
| ONTARIO PROV CANADA   | ONTARIO PROV CDA BD DTD 09/05/2008 3.125% DUE 09-08-2010 REG                       | ** | 509       |

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|              |  |    |       |
|--------------|--|----|-------|
| ONTARIO PROV | PROVINCE OF ONT DUE 05-22-2012 BEO   | ** | 434   |
| CANADA       |  | ** | 1,743 |
| DENMARK      | DENMARK(KINGDOM) 2.75% SNR BDS 15/11/11 USD                                    | ** | 1,275 |
| DENMARK      | FIN FOR DANISH IND A/S EUR GTD SR ME TRANCHE # TR 6 1.75 DUE<br>12-06-2012 BEO | ** |       |

Table of Contents**Motorola 401(k) Plan****Form 5500 Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)****December 31, 2009****Name of Plan Sponsor: Motorola, Inc.****Employer Identification Number: 36-1115800****Three-Digit Plan Number: 001**

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including,<br>Maturity Date, rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (In 1000 s)<br>(e)<br>Current Value |
|-----|---|--|-------------|-------------------------------------|
|     | DENMARK   | FIN FOR DANISH IND TRANCHE # TR 2 2.45 DUE 08-17-2012 REG  | **          | 1,409                               |
|     | MEXICO  | UTD MEXICAN STS MEDIUM TERM NTS TRANCHE # TR 00010 6.375<br>DUE 01-16-2013 REG                                       | **          | 470                                 |
|     | AFRICAN DEV<br>BANK   | AFRICAN DEV BK 1% DUE 11-23-2011   | **          | 815                                 |
|     | EUROPEAN INVT<br>BANK   | EUROPEAN INVT BK NT 5.25 DUE 06-15-2011 REG  | **          | 1,853                               |
|     | LEASEPLAN<br>CORP   | LEASEPLAN CORP N V NETH GOVT CR GTEE SCHEME NT 144A 3%<br>DUE 05-07-2012 BEO   | **          | 3,686                               |
|     | GENERAL DATA<br>TECH  | GTD NT 144A 3.125% DUE 03-23-2012 REG  | **          | 2,496                               |
|     | SWEDBANK  | SWEDBANK AB TRANCHE # TR 00011 2.9% DUE 01-14-2013   | **          | 2,699                               |
|     | DANSKE BANK   | DANSKE BK A/S TRANCHE # TR 00001 2.5% DUE 05-10-2012 BEO   | **          | 2,257                               |
|     | ROYAL BANK OF<br>SCOTLAND   | ROYAL BK SCOTLAND PLC GTD MED TERM BKTRANCHE # TR 00003<br>2.625 DUE 05-11-12  | **          | 2,627                               |
| *   | THE NORTHERN<br>TRUST<br>COMPANY                                    | SL- CORE USA SUB FD  | **          | 29                                  |
|     |   | <b>Total Other</b>   |             | <b>26,649</b>                       |
|     |   | <b>Securities Lending Collateral Pool</b>  |             |                                     |
| *   | THE NORTHERN<br>TRUST<br>COMPANY                                    | USA CORE COLLATERAL POOL   | **          | 42,392                              |
|     |   | <b>Total Securities Lending Collateral Pool</b>  |             | <b>42,392</b>                       |
|     |   | <b>Participant Loans</b>   |             |                                     |
| *   | PARTICIPANT<br>LOANS  | PARTICIPANT LOAN, VARYING MATURITIES WITH INTEREST<br>RATES RANGING FROM 3.7% TO 11.5%                               | **          | 54,675                              |
|     |   | <b>Total Participant Loans</b>   |             | <b>54,675</b>                       |
|     |   | <b>Grand Total</b>   |             | <b>5,029,851</b>                    |

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- \* Represents a party-in-interest to the Plan
  - \*\* Historical cost is disclosed only for nonparticipant-directed investments
  - \*\*\* Includes securities loaned

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Motorola 401(k) Plan Committee has duly caused this Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

MOTOROLA 401(k) PLAN

Date: June 23, 2010

By:

/s/ Sheila A Forsberg  
Sheila A. Forsberg  
Senior Director, U.S. Benefits and  
Motorola 401(k) Plan Committee, Plan  
Administrator