UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 26, 2010

Commission File Number 1-4949

CUMMINS INC.
(Exact name of registrant as specified in its charter)

Indiana	**35-0257090**
(State of Incorporation)	(IRS Employer Identification No.)

500 Jackson Street
Box 3005
Columbus, Indiana 47202-3005
(Address of principal executive offices)

Telephone (812) 377-5000
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

As of September 26, 2010, there were 197,809,683 shares of common stock outstanding with a par value of $2.50 per share.

Website Access to Company's Reports

Cummins maintains an internet website at www.cummins.com. Investors can obtain copies of our filings from this website free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to the Securities and Exchange Commission.

CUMMINS INC. AND SUBSIDIARIES
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PART I. FINANCIAL INFORMATION

ITEM 1. Condensed Consolidated Financial Statements

CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three months ended		Nine months ended	
In millions, except per share amounts	**September 26, 2010**	**September 27, 2009**	**September 26, 2010**	**September 27, 2009**
NET SALES (a)	**$ 3,401**	$ 2,530	**$ 9,087**	$ 7,400
Cost of sales	**2,571**	2,027	**6,903**	6,004
GROSS MARGIN	**830**	503	**2,184**	1,396
OPERATING EXPENSES AND INCOME				
Selling, general and administrative expenses	**375**	304	**1,064**	891
Research, development and engineering expenses	**103**	90	**291**	254
Equity, royalty and interest income from investees (Note 4)	**88**	57	**261**	147
Restructuring and other charges (Note 14)	**—**	22	**—**	95
Other operating (expense) income, net	**(5)**	3	**(13)**	(6)
OPERATING INCOME	**435**	147	**1,077**	297
Interest income	**6**	2	**14**	5
Interest expense	**11**	9	**29**	26
Other income (expense), net	**8**	6	**25**	(10)
INCOME BEFORE INCOME TAXES	**438**	146	**1,087**	266
Income tax expense	**129**	36	**338**	72
CONSOLIDATED NET INCOME	**309**	110	**749**	194
Less: Net income attributable to noncontrolling interests	**26**	15	**71**	36
NET INCOME ATTRIBUTABLE TO CUMMINS INC.	**$ 283**	$ 95	**$ 678**	$ 158
EARNINGS PER COMMON SHARE ATTRIBUTABLE TO CUMMINS INC.				
Basic	**$ 1.45**	$ 0.48	**$ 3.44**	$ 0.80
Diluted	**$ 1.44**	$ 0.48	**$ 3.43**	$ 0.80
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	**$ 195.8**	$ 197.4	**$ 197.0**	$ 197.1
Dilutive effect of stock compensation awards	**$ 0.5**	$ 0.4	**$ 0.4**	$ 0.3
Diluted	**$ 196.3**	$ 197.8	**$ 197.4**	$ 197.4
CASH DIVIDENDS DECLARED PER COMMON SHARE	**$ 0.2625**	$ 0.175	**$ 0.6125**	$ 0.525

(a) Includes sales to nonconsolidated equity investees of $580 million and $1,524 million and $428 million and $1,279 million for the three and nine months ended September 26, 2010 and September 27, 2009, respectively.

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

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

In millions, except par value	September 26, 2010	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	**$ 937**	$ 930
Marketable securities	**308**	190
Accounts and notes receivable, net		
Trade and other	**1,938**	1,730
Nonconsolidated equity investees	**297**	274
Inventories (Note 6)	**1,910**	1,341
Deferred income taxes	**328**	295
Prepaid expenses and other current assets	**260**	243
Total current assets	**5,978**	5,003
Long-term assets		
Property, plant and equipment	**4,838**	4,765
Accumulated depreciation	**(2,947)**	(2,879)
Property, plant and equipment, net	**1,891**	1,886
Investments and advances related to equity method investees	**689**	574
Goodwill	**365**	364
Other intangible assets, net	**219**	228
Deferred income taxes	**313**	436
Other assets	**417**	325
Total assets	**$ 9,872**	$ 8,816
LIABILITIES		
Current liabilities		
Loans payable	**$ 98**	$ 37
Accounts payable (principally trade)	**1,339**	957
Current portion of accrued product warranty (Note 7)	**396**	426
Accrued compensation, benefits and retirement costs	**452**	366
Deferred revenue	**166**	128
Other accrued expenses	**620**	518
Total current liabilities	**3,071**	2,432
Long-term liabilities		
Long-term debt	**732**	637
Pensions	**362**	514
Postretirement benefits other than pensions	**448**	453
Other liabilities and deferred revenue	**765**	760
Total liabilities	**5,378**	4,796
Commitments and contingencies (Note 8)	**—**	—
EQUITY		
Cummins Inc. shareholders' equity		
Common stock, $2.50 par value, 500 shares authorized, 221.8 and 222.0 shares issued	**1,922**	1,860
Retained earnings	**4,135**	3,575
Treasury stock, at cost, 24.0 and 20.7 shares	**(967)**	(731)
Common stock held by employee benefits trust, at cost, 2.2 and 3.0 shares	**(27)**	(36)
Accumulated other comprehensive loss		
Defined benefit postretirement plans	**(778)**	(788)
Other	**(86)**	(107)
Total accumulated other comprehensive loss	**(864)**	(895)
Total Cummins Inc. shareholders' equity	**4,199**	3,773
Noncontrolling interests	**295**	247
Total equity	**4,494**	4,020
Total liabilities and equity	**$ 9,872**	$ 8,816

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

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CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

In millions	Nine months ended September 26, 2010	Nine months ended September 27, 2009
CASH FLOWS FROM OPERATING ACTIVITIES		

Consolidated net income	$ **749**	$ 194
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Restructuring and other charges, net of cash payments	**—**	21
Depreciation and amortization	**239**	238
Gain on fair value adjustment for consolidated investee (Note 15)	**(12)**	—
Deferred income taxes	**83**	(11)
Equity in income of investees, net of dividends	**(95)**	56
Pension contributions in excess of expense	**(114)**	(49)
Other post-retirement benefits payments in excess of expense	**(22)**	(18)
Stock-based compensation expense	**17**	16
Translation and hedging activities	**10**	33
Changes in current assets and liabilities, net of acquisitions and divestitures:		
Accounts and notes receivable	**(198)**	89
Inventories	**(524)**	360
Other current assets	**(16)**	32
Accounts payable	**336**	(155)
Accrued expenses	**102**	(185)
Changes in long-term liabilities	**97**	103
Other, net	**(33)**	6
Net cash provided by operating activities	**619**	730
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	**(170)**	(204)
Investments in internal use software	**(28)**	(24)
Proceeds from disposals of property, plant and equipment	**46**	8
Investments in and advances to equity investees	**(17)**	(5)
Acquisition of businesses, net of cash acquired (Note 15)	**(77)**	(2)
Investments in marketable securities—acquisitions	**(560)**	(234)
Investments in marketable securities—liquidations	**452**	171
Purchases of other investments	**(54)**	(54)
Cash flows from derivatives not designated as hedges	**2**	(21)
Other, net	**—**	1
Net cash used in investing activities	**(406)**	(364)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	**163**	11
Payments on borrowings and capital lease obligations	**(64)**	(60)
Net borrowings under short-term credit agreements	**(4)**	(4)
Distributions to noncontrolling interests	**(21)**	(16)
Dividend payments on common stock	**(120)**	(106)
Proceeds from sale of common stock held by employee benefit trust	**52**	54
Repurchases of common stock	**(241)**	—
Other, net	**25**	1
Net cash used in financing activities	**(210)**	(120)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**4**	14
Net increase in cash and cash equivalents	**7**	260
Cash and cash equivalents at beginning of year	**930**	426
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**$ 937**	$ 686

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

CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited)

In millions	Common Stock	Additional paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Common Stock Held in Trust	Unearned Compensation	Total Cummins Inc. Shareholders' Equity	Noncontrolling Interests	Total Equity
BALANCE AT DECEMBER 31, 2008	$ 554	$ 1,239	$ 3,288	$ (1,066)	$ (715)	$ (61)	$ (5)	$ 3,234	$ 246	$ 3,480
Comprehensive income:										
Net income			158					158	36	194
Other comprehensive income (loss) (Note 11)				204				204	9	213
Total comprehensive income								362	45	407
Issuance of shares	1	6						7	—	7
Cash dividends on common stock			(106)					(106)	—	(106)
Employee benefits trust activity		40				18		58	—	58
Distribution to noncontrolling interests								—	(16)	(16)
Stock option exercises		(1)			2			1	—	1
Conversion to capital lease								—	(35)	(35)
Other shareholder transactions		3					4	7	—	7
BALANCE AT SEPTEMBER 27, 2009	$ 555	$ 1,287	$ 3,340	$ (862)	$ (713)	$ (43)	$ (1)	$ 3,563	$ 240	$ 3,803
BALANCE AT DECEMBER 31, 2009	$ 555	$ 1,306	$ 3,575	$ (895)	$ (731)	$ (36)	$ (1)	$ 3,773	$ 247	$ 4,020
Comprehensive income:										
Net income			**678**					**678**	**71**	**749**

Other comprehensive income (loss) (Note 11)				31				31	9	40
Total comprehensive income								709	80	789
Issuance of shares		5						5	—	5
Employee benefits trust activity		58				9		67	—	67
Acquisition of shares					(241)			(241)	—	(241)
Cash dividends on common stock			(120)					(120)	—	(120)
Distribution to noncontrolling interests								—	(23)	(23)
Stock option exercises					5			5	—	5
Deconsolidation of variable interest entity (Note 3)								—	(11)	(11)
Other shareholder transactions		(2)	2				1	1	2	3
BALANCE AT SEPTEMBER 26, 2010	$ 555	$ 1,367	$ 4,135	$ (864)(1)	$ (967)	$ (27)	$ —	$ 4,199	$ 295	$ 4,494

(1)Comprised of defined benefit postretirement plans of $(778) million, foreign currency translation adjustments of $(98) million, unrealized gain on marketable securities of $4 million and unrealized gain on derivatives of $8 million.

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

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CUMMINS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. NATURE OF OPERATIONS

Cummins Inc. ("Cummins," "the Company," "we," "our," or "us") is a leading global power provider that designs, manufactures, distributes and services diesel and natural gas engines, electric power generation systems and engine-related component products, including filtration and emissions solutions, fuel systems, controls and air handling systems. We were founded in 1919 as one of the first manufacturers of diesel engines and are headquartered in Columbus, Indiana. We sell our products to Original Equipment Manufacturers (OEMs), distributors and other customers worldwide. We serve our customers through a network of more than 500 company-owned and independent distributor locations and approximately 5,200 dealer locations in more than 190 countries and territories.

NOTE 2. BASIS OF PRESENTATION

The unaudited *Condensed Consolidated Financial Statements* reflect all adjustments which, in the opinion of management, are necessary for a fair statement of the results of operations, financial position and cash flows. All such adjustments are of a normal recurring nature. The *Condensed Consolidated Financial Statements* have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted as permitted by such rules and regulations. Certain reclassifications have been made to prior period amounts to conform to the presentation of the current period condensed financial statements.

Our reporting period usually ends on the Sunday closest to the last day of the quarterly calendar period. The third quarters of 2010 and 2009 ended on September 26, and September 27, respectively. The interim periods for both 2010 and 2009 contain 13 weeks. Our fiscal year ends on December 31, regardless of the day of the week on which December 31 falls.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts in the *Condensed Consolidated Financial Statements*. Significant estimates and assumptions in these *Condensed Consolidated Financial Statements* require the exercise of judgment and are used for, but not limited to, allowance for doubtful accounts, estimates of future cash flows and other assumptions associated with goodwill and long-lived asset impairment tests, useful lives for depreciation and amortization, warranty programs, determination of discount and other rate assumptions for pension and other postretirement benefit expenses, restructuring costs, income taxes and deferred tax valuation allowances, lease classifications and contingencies. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be different from these estimates.

In preparing our *Condensed Consolidated Financial Statements*, we evaluated subsequent events through the date our quarterly report was filed with the Securities and Exchange Commission.

The weighted-average diluted common shares outstanding exclude the anti-dilutive effect of certain stock options since such options had an exercise price in excess of the monthly average market value of our common stock. The options excluded from diluted earnings per share for the three and nine month periods ended September 26, 2010, and September 27, 2009, were as follows:

	Three months ended		Nine months ended	
	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Options excluded	**3,795**	28,717	**9,993**	61,585

You should read these interim condensed financial statements in conjunction with the *Consolidated Financial Statements* included in our Annual Report on Form 10-K for the year ended December 31, 2009. Our interim period financial results for the three and nine month interim periods presented are not necessarily indicative of results to be expected for any other interim period or for the entire year. The year-end *Consolidated Balance Sheet* data was derived from audited financial statements, but does not include all disclosures required by GAAP.

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NOTE 3. RECENTLY ADOPTED AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Accounting Pronouncements Recently Adopted

In January 2010, the Financial Accounting Standards Board (FASB) amended its standards related to fair value measurements and disclosures, which are effective for interim and annual fiscal periods beginning after December 15, 2009, except for disclosures about certain Level 3 activity which will not become effective until interim and annual periods beginning after December 15, 2010. The new standard requires us to disclose transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers as well as activity in Level 3 fair value measurements. The new standard also requires a more detailed level of disaggregation of the assets and liabilities being measured as well as increased disclosures regarding inputs and valuation techniques of the fair value measurements. Our disclosures related to the new standard are included in Note 9.

In June 2009, the FASB amended its standards for accounting for transfers of financial assets, which was effective for interim and annual fiscal periods beginning after November 15, 2009. The new standard removes the concept of a qualifying special-purpose entity from GAAP. The new standard modifies the financial components approach used in previous standards and limits the circumstances in which a financial asset, or portion of a financial asset, should be derecognized. The new standard also requires enhanced disclosure regarding transfers of financial interests and a transferor's continuing involvement with transferred assets. The new standard requires us to report any activity under our receivable sales program as secured borrowings. As of September 26, 2010, there were no outstanding amounts under our receivable sales program and there was no significant activity during the quarter.

In June 2009, the FASB amended its existing standards related to the consolidation of variable interest entities, which was effective for interim and annual fiscal periods beginning after November 15, 2009. The new standard requires entities to analyze whether their variable interests give it a controlling financial interest of a variable interest entity (VIE) and outlines what defines a primary beneficiary. The new standard amends GAAP by: (a) changing certain rules for determining whether an entity is a VIE; (b) replacing the quantitative approach previously required for determining the primary beneficiary with a more qualitative approach; and (c) requiring entities to continuously analyze whether they are the primary beneficiary of a VIE among other amendments. The new standard also requires enhanced disclosures regarding an entity's involvement in a VIE. The only significant impact of the adoption of this standard was to deconsolidate Cummins Komatsu Engine Corporation (CKEC) as of January 1, 2010 and to account for CKEC under GAAP accounting for equity method investees. The impact of the deconsolidation on our *Condensed Consolidated Statements of Income* was minimal as all sales were eliminated in consolidation in the past. The most significant impacts on our *Condensed Consolidated Balance Sheets* were to decrease current assets by $9 million, decrease long-term assets by $10 million, increase investments and advances related to equity method investees by $11 million and decrease noncontrolling interest by $11 million.

Accounting Pronouncements Issued But Not Yet Effective

In July 2010, the FASB amended its standards regarding the disclosures for credit quality of financing receivables and the allowance for credit losses. The objective of the amendment is to provide a greater level of disaggregated information about the credit quality of financing receivables, the allowance for credit losses, and timely recognition of such losses. Specifically, the amendment requires an entity to disclose credit quality indicators, past due information and modifications of its financing receivables. The new rules are effective for us beginning December 31, 2010. We are in the process of evaluating the impact that this amendment will have on our *Consolidated Financial Statements*.

In October 2009, the FASB amended its rules regarding the accounting for multiple element revenue arrangements. The objective of the amendment is to allow vendors to account for revenue for different deliverables separately as opposed to part of a combined unit when those deliverables are provided at different times. Specifically, this amendment addresses how to separate deliverables and simplifies the process of allocating revenue to the different deliverables when more than one deliverable exists. The new rules are effective for us beginning January 1, 2011. We are in the process of evaluating the impact that this amendment will have on our *Consolidated Financial Statements*.

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NOTE 4. EQUITY, ROYALTY AND INTEREST INCOME FROM INVESTEES

Equity, royalty and interest income from investees included in our *Condensed Consolidated Statements of Income* for the interim reporting periods was as follows:

	Three months ended		Nine months ended	
In millions	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Distribution Entities				
North American distributors	**$ 26**	$ 25	**$ 72**	$ 74
All other distributors	**5**	4	**13**	11
Manufacturing Entities				
Dongfeng Cummins Engine Company, Ltd.	**24**	11	**76**	18
Chongqing Cummins Engine Company, Ltd.	**12**	8	**35**	28
Tata Cummins, Ltd.	**4**	2	**11**	2
Shanghai Fleetguard Filter Co., Ltd.	**3**	2	**9**	5
Valvoline Cummins, Ltd.	**2**	3	**7**	5
All other manufacturers	**5**	(2)	**16**	(7)
Cummins share of net income	**81**	53	**239**	136
Royalty and interest income	**7**	4	**22**	11
Equity, royalty and interest income from investees	**$ 88**	$ 57	**$ 261**	$ 147

NOTE 5. PENSION AND OTHER POSTRETIREMENT BENEFITS

We sponsor funded and unfunded domestic and foreign defined benefit pension and other postretirement plans. Cash contributions to these plans were as follows:

	Three months ended		Nine months ended	
In millions	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Defined benefit pension and other postretirement plans:				
Voluntary pension	**$ 11**	$ 55	**$ 106**	$ 100
Mandatory pension	**5**	8	**61**	22
	16	63	**167**	122
Defined benefit pension contributions				
Other postretirement plans	**20**	13	**37**	40
Total defined benefit plans	**$ 36**	$ 76	**$ 204**	$ 162
Defined contribution pension plans	**$ 10**	$ 9	**$ 33**	$ 32

We presently anticipate contributing approximately $220 million to our defined benefit pension plans in 2010 and paying approximately $53 million in claims and premiums for other postretirement benefits. The $220 million of contributions for the full year include voluntary contributions of approximately $108 million. These contributions and payments may be made from trusts or company funds either to increase pension assets or to make direct benefit payments to plan participants.

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The components of net periodic pension and other postretirement benefit cost under our plans consisted of the following:

	Pension				Other Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans			
	Three months ended					
In millions	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Service cost	**$ 11**	$ 11	**$ 5**	$ 5	**$ —**	$ —
Interest cost	**29**	28	**14**	15	**7**	7
Expected return on plan assets	**(36)**	(34)	**(18)**	(16)	**—**	—
Amortization of prior service (credit) cost	**(1)**	—	**1**	1	**(2)**	(2)
Recognized net actuarial loss	**9**	8	**4**	5	**—**	—
Net periodic benefit cost	**12**	$ 13	**$ 6**	$ 10	**$ 5**	$ 5
Curtailment loss	**—**	6	**—**	—	**—**	6
Net periodic benefit cost after curtailment losses	**$ 12**	$ 19	**$ 6**	$ 10	**$ 5**	$ 11

	Pension				Other Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans			
	Nine months ended					
In millions	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Service cost	**$ 34**	$ 34	**$ 14**	$ 13	**$ —**	$ —
Interest cost	**84**	85	**43**	42	**21**	22
Expected return on plan assets	**(110)**	(104)	**(53)**	(44)	**—**	—
Amortization of prior service (credit) cost	**(1)**	(1)	**2**	3	**(6)**	(6)
Recognized net actuarial loss	**27**	23	**13**	15	**—**	—
Other	**—**	1	**—**	—	**—**	—
Net periodic benefit cost	**34**	38	**19**	29	**15**	16
Curtailment loss	**—**	6	**—**	—	**—**	6
Net periodic benefit cost after curtailment losses	**$ 34**	$ 44	**$ 19**	$ 29	**$ 15**	$ 22

As disclosed in Note 14, we have executed many restructuring actions in 2008 and 2009. As a result, our U.S. pension and other postretirement benefit plans were remeasured at September 27, 2009 and we recognized curtailment losses as prescribed under U.S. GAAP pension and other postretirement benefit standards due to the significant reduction in the expected aggregate years of future service of the employees affected by the actions. In the third quarter of 2009, we recorded net curtailment losses of $6 million and $6 million related to the pension and other postretirement plans, respectively. The curtailment losses include recognition of the change in the projected benefit obligation (PBO) or accumulated postretirement benefit obligation (APBO) and a portion of the previously unrecognized prior service cost reflecting the reduction in expected future service.

The remeasurement of these pension and other postretirement benefit plans generated a decrease in the 2009 annual net periodic benefit cost for pension plans of $3 million and a zero net change in the 2009 annual net periodic benefit cost for other postretirement benefit plans. The decrease was recognized in the fourth quarter of 2009. Further, the pension plans' PBO and plan assets increased from December 31, 2008, by $22 million and $181 million, respectively (net of $138 million in benefit payments and plan assets reflecting a contribution of $100 million). The other postretirement benefit plans' APBO increased by $3 million, due to the remeasurement.

Additionally, in the third quarter of 2009, we recorded a credit of $87 million for pension plans and a charge of $11 million for other postretirement benefit plans to accumulated other comprehensive loss in accordance with the provisions of U.S. GAAP pension and other postretirement benefit standards due to the remeasurement of the curtailed plans.

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NOTE 6. INVENTORIES

Inventories included the following:

In millions	September 26, 2010	December 31, 2009
Finished products	**$ 964**	$ 785
Work-in-process and raw materials	**1,036**	638
Inventories at FIFO cost	**2,000**	1,423
Excess of FIFO over LIFO	**(90)**	(82)
Total inventories	**$ 1,910**	$ 1,341

NOTE 7. PRODUCT WARRANTY LIABILITY

We charge the estimated costs of warranty programs, other than product recalls, to income at the time products are shipped to customers. We use historical claims experience to develop the estimated liability. We review product recall programs on a quarterly basis and, if necessary, record a liability when we commit to an action. We also sell extended warranty coverage on several engines. The following is a tabular reconciliation of the product warranty liability, including the deferred revenue related to our extended warranty coverage:

	Nine months ended	
In millions	September 26, 2010	September 27, 2009
Balance, beginning of period	**$ 989**	$ 962

Provision for warranties issued	**250**	241
Deferred revenue on extended warranty contracts sold	**78**	77
Payments	**(310)**	(352)
Amortization of deferred revenue on extended warranty contracts	**(64)**	(54)
Changes in estimates for pre-existing warranties	**(16)**	67
Foreign currency translation	**—**	12
Balance, end of period	**$ 927**	$ 953

Warranty related deferred revenue, supplier recovery receivables and the long-term portion of the warranty liability on our September 26, 2010, balance sheet were as follows:

In millions	September 26, 2010	Balance Sheet Locations
Deferred revenue related to extended coverage programs:		
Current portion	$ 86	Deferred revenue
Long-term portion	189	Other liabilities and deferred revenue
Total	$ 275	
Receivables related to estimated supplier recoveries:		
Current portion	$ 7	Trade and other receivables
Long-term portion	5	Other assets
Total	$ 12	
Long-term portion of warranty liability	$ 256	Other liabilities and deferred revenue

NOTE 8. COMMITMENTS AND CONTINGENCIES

We are subject to numerous lawsuits and claims arising out of the ordinary course of our business, including actions related to product liability; personal injury; the use and performance of our products; warranty matters; patent, trademark or other intellectual property infringement; contractual liability; the conduct of our business; tax reporting in foreign jurisdictions; distributor termination; workplace safety; and environmental matters. We also have been identified as a potentially responsible party at multiple waste disposal sites under U.S. federal and related state environmental statutes and regulations and may have joint and several liability for any investigation and remediation costs incurred

with respect to such sites. We have denied liability with respect to many of these lawsuits, claims and proceedings and are vigorously defending such lawsuits, claims and proceedings. We carry various forms of commercial, property and casualty, product liability and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against us with respect to these lawsuits, claims and proceedings. We do not believe that these lawsuits are material individually or in the aggregate. While we believe we have also established adequate accruals for our expected future liability with respect to pending lawsuits, claims and proceedings, where the nature and extent of any such liability can be reasonably estimated based upon then presently available information, there can be no assurance that the final resolution of any existing or future lawsuits, claims or proceedings will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

We conduct significant business operations in Brazil that are subject to the Brazilian federal, state and local labor, social security, tax and customs laws. While we believe we comply with such laws, they are complex, subject to varying interpretations and we are often engaged in litigation regarding the application of these laws to particular circumstances. In the third quarter of 2010, it was determined that we overpaid a Brazilian revenue based tax during the period 2004-2008. Our results include a pre-tax recovery of $32 million recorded in cost of sales ($21 million after-tax) related to tax credits on imported products arising from an overpayment. This recovery has been excluded from segment results as it was not considered by management in its evaluation of operating results for the quarter.

In June 2008, four of our sites in Southern Indiana, including our Technical Center, experienced extensive flood damage. We have submitted a claim for $220 million to our insurance carriers, which includes a claim for business interruption. As of September 26, 2010, we have received $92 million in recoveries from the insurance carriers. Our insurance carriers have disputed certain aspects of our claim and the parties have filed suit against each other. Although we believe that we are insured against the full amount of our claim, there is no assurance that we will be successful recovering the amounts we believe are due under the policies.

U.S. Distributor Commitments

Our distribution agreements with independent and partially-owned distributors generally have a three-year term and are restricted to specified territories. Our distributors develop and maintain a network of dealers with which we have no direct relationship. The distributors are permitted to sell other, noncompetitive products only with our consent. We license all of our distributors to use our name and logo in connection with the sale and service of our products, with no right to assign or sublicense the trademarks, except to authorized dealers, without our consent. Products are sold to the distributors at standard domestic or international distributor net prices, as applicable. Net prices are wholesale prices we establish to permit our distributors an adequate margin on their sales. Subject to local laws, we can generally refuse to renew these agreements upon expiration or terminate them upon written notice for inadequate sales, change in principal ownership and certain other reasons. Distributors also have the right to terminate the agreements upon 60-day notice without cause, or 30-day notice for cause. Upon termination or failure to renew, we are required to purchase the distributor’s current inventory, signage and special tools, and may, at our option purchase other assets of the distributor, but are under no obligation to do so.

Residual Value Guarantees

We have various residual value guarantees on equipment leased under operating leases. The total amount of these residual value guarantees at September 26, 2010, was $8 million.

Other Guarantees and Commitments

In addition to the guarantees discussed above, from time to time we enter into other guarantee arrangements, including guarantees of non-U.S. distributor financing and other miscellaneous guarantees of third-party obligations. As of September 26, 2010, the maximum potential loss related to these other guarantees is $79 million ($46 million of which relates to the Beijing Foton guarantee discussed below and $32 million relates to the Cummins Olayan Energy Limited guarantee discussed below).

We have arrangements with certain suppliers that require us to purchase minimum volumes or be subject to monetary penalties. The penalty amounts are less than our purchase commitments and essentially allow the supplier to recover their tooling costs in most instances. As of September 26, 2010, if we were to stop purchasing from each of these suppliers, the amount of the penalty would be approximately $65 million, of which $59 million relates to a contract with an engine parts supplier that extends to 2013. This arrangement enables us to secure critical components. We do not currently anticipate paying any penalties under these contracts.

In July 2008, Beijing Foton Cummins Engine Company, a 50 percent owned entity accounted for under the equity method, entered into a line of credit agreement with a borrowing capacity of up to $180 million (at current exchange rates). The line will be used primarily to fund equipment purchases for a new manufacturing plant. As a part of this transaction, we guaranteed 50 percent of any outstanding borrowings up to a maximum guarantee of $90 million (at current exchange rates). As of September 26, 2010, outstanding borrowings under this agreement

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were $92 million and our guarantee was $46 million (at current exchange rates). We recorded a liability for the fair value of this guarantee. The amount of the liability was less than $1 million. The offset to this liability was an increase in our investment in the joint venture.

In February 2010, Cummins Olayan Energy Limited, a 49 percent owned entity accounted for under the equity method, executed a four-year $101 million (at current exchange rates) debt financing arrangement to acquire certain rental equipment assets. As a part of this transaction, we guaranteed 49 percent of the total outstanding loan amount or $49 million (at current exchange rates). As of September 26, 2010, outstanding borrowings under this agreement were $65 million and our guarantee was $32 million (at current exchange rates). We recorded a liability for the fair value of this guarantee. The amount of the liability was less than $1 million. The offset to this liability was an increase in our investment in the joint venture.

We have guarantees with certain customers that require us to satisfactorily honor contractual or regulatory obligations, or compensate for monetary losses related to nonperformance. These performance bonds and other performance-related guarantees at September 26, 2010, were $75 million.

Indemnifications

Periodically, we enter into various contractual arrangements where we agree to indemnify a third-party against certain types of losses. Common types of indemnifications include:

- product liability and license, patent or trademark indemnifications,
- asset sale agreements where we agree to indemnify the purchaser against future environmental exposures related to the asset sold and
- any contractual agreement where we agree to indemnify the counter-party for losses suffered as a result of a misrepresentation in the contract.

We regularly evaluate the probability of having to incur costs associated with these indemnifications and accrue for expected losses that are probable. Because the indemnifications are not related to specified known liabilities and due to their uncertain nature, we are unable to estimate the maximum amount of the potential loss associated with these indemnifications.

Joint Venture Commitments

As of September 26, 2010, we have committed to invest an additional $54 million into existing joint ventures of which $29 million will be funded in 2010.

NOTE 9. FAIR VALUE OF FINANCIAL INSTRUMENTS

The majority of the assets and liabilities we carry at fair value are available-for-sale (AFS) securities and derivatives. AFS securities are derived from level 1 or level 2 inputs. Derivative assets and liabilities are derived from level 2 inputs. The predominance of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. When material, we adjust the values of our derivative contracts for counter-party or our credit risk. There were no transfers into or out of Levels 2 or 3 in the first nine months of 2010.

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The following table summarizes our financial instruments recorded at fair value in our *Condensed Consolidated Balance Sheets* at September 26, 2010:

	Fair Value Measurements Using			
In millions	**Quoted prices in active markets for identical assets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Available-for-sale debt securities:				
Debt mutual funds	$ 103	$ 54	$ —	$ 157
Bank debentures	—	80	—	80
Certificates of deposit	—	56	—	56
Government debt securities-non-U.S.	—	3	—	3
Corporate debt securities	—	2	—	2
Total available-for-sale debt securities	103	195	—	298
Available-for-sale equity securities:				
Financial services industry	10	—	—	10
Total available-for-sale equity securities	10	—	—	10
Derivative assets:				
Commodity swap contracts	—	15	—	15
Foreign currency forward contracts	—	1	—	1
Interest rate contracts	—	61	—	61
Total derivative assets	—	77	—	77
Total	$ 113	$ 272	$ —	$ 385

The substantial majority of our assets were valued utilizing a market approach. A description of the valuation techniques and inputs used for our level 2 fair value measures are as follows:

Debt mutual funds — Assets in level 2 consist of exchange traded mutual funds that lack sufficient trading volume to be classified at level 1. The fair value measure for these investments is the daily net asset value published on a regulated governmental website. Daily quoted prices are available from the issuing brokerage and are used on a test basis to corroborate this level 2 input.

Bank debentures and Certificates of deposit — These investments provide us with a fixed rate of return and generally range in maturity from six months to one year. The counter-parties to these investments are reputable financial institutions with investment grade credit ratings. Since these instruments are not tradable and must be settled directly by Cummins with the respective financial institution, our fair value measure is the financial institutions' month-end statement.

Government debt securities-non-U.S. and Corporate debt securities— The fair value measure for these securities are broker quotes received from reputable firms. These securities are infrequently traded on a national stock exchange and these values are used on a test basis to corroborate our level 2 input measure.

Foreign currency forward contracts — The fair value measure for these contracts are determined based on forward foreign exchange rates received from third-party pricing services. These rates are based upon market transactions and are periodically corroborated by comparing to third-party broker quotes.

Commodity swap contracts — The fair value measure for these contracts are current spot market data adjusted for the appropriate current forward curves provided by external financial institutions. The current spot price is the most significant component of this valuation and is based upon market transactions. We use third-party pricing services for the spot price component of this valuation which is periodically corroborated by market data from broker quotes.

Interest rate contracts — We currently have only one interest rate contract. We utilize the month-end statement from the issuing financial institution as our fair value measure for this investment. We corroborate this valuation through the use of a third-party pricing service for similar assets and liabilities.

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Fair Value of Other Financial Instruments

Based on borrowing rates currently available to us for bank loans with similar terms and average maturities, considering our risk premium, the fair value and carrying value of total debt, including current maturities, at September 26, 2010 and December 31, 2009, was as follows:

In millions	September 26, 2010	December 31, 2009
Fair value of total debt	**$ 920**	$ 674
Carrying value of total debt	**853**	703

NOTE 10. DERIVATIVES

We are exposed to financial risk resulting from volatility in foreign exchange rates, commodity prices and interest rates. This risk is closely monitored and managed through the use of financial derivative instruments including foreign currency forward contracts, commodity swap contracts and interest rate swaps. As stated in our policies and procedures, financial derivatives are used expressly for hedging purposes, and under no circumstances are they used for speculative purposes. When material, we adjust the value of our derivative contracts for counter-party or our credit risk. The results and status of our hedging transactions are reported to senior management on a monthly and quarterly basis.

Foreign Exchange Rates

As a result of our international business presence, we are exposed to foreign currency exchange risks. We transact business in foreign currencies and, as a result, our income experiences some volatility related to movements in foreign currency exchange rates. To help manage our exposure to exchange rate volatility, we use foreign exchange forward contracts on a regular basis to hedge forecasted intercompany and third-party sales and purchases denominated in non-functional currencies. Our internal policy allows for managing anticipated foreign currency cash flows for up to one year. These foreign currency forward contracts are designated and qualify as foreign currency cash flow hedges under GAAP. The effective portion of the unrealized gain or loss on the forward contract is deferred and reported as a component of "accumulated other comprehensive loss" (AOCL). When the hedged forecasted transaction (sale or purchase) occurs, the unrealized gain or loss is reclassified into income in the same line item associated with the hedged transaction in the same period or periods during which the hedged transaction affects income. The ineffective portion of the hedge, unrealized gain or loss, if any, is recognized in current income during the period of change. As of September 26, 2010, the amount we expect to reclassify from AOCL to income over the next year is less than $1 million. For the nine month periods ended September 26, 2010 and September 27, 2009, there were no circumstances that would have resulted in the discontinuance of a foreign currency cash flow hedge.

To minimize the income volatility resulting from the remeasurement of net monetary assets and payables denominated in a currency other than the functional currency, we enter into foreign currency forward contracts, which are considered economic hedges. The objective is to offset the gain or loss from remeasurement with the gain or loss from the fair market valuation of the forward contract. These derivative instruments are not designated as hedges under GAAP.

The table below summarizes our outstanding foreign currency forward contracts. Only the U.S. dollar forward contracts are designated and qualify for hedge accounting as of each period presented below. The currencies in this table represent 97 percent and 96 percent of the notional amounts of contracts outstanding as of September 26, 2010 and December 31, 2009, respectively.

	Notional amount in millions	
Currency denomination	September 26, 2010	December 31, 2009
United States Dollar (USD)	170	107
British Pound Sterling (GBP)	113	70
Euro (EUR)	32	12
Singapore Dollar (SGD)	15	15
Indian Rupee (INR)	2,127	616
Japanese Yen (JPY)	4,067	1,335
Romanian Leu (RON)	—	44
Canadian Dollar (CAD)	22	—
South Korea Won (KRW)	19,443	2,115
Chinese Renmimbi (CNY)	129	39

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Commodity Price Risk

We are exposed to fluctuations in commodity prices due to contractual agreements with component suppliers. In order to protect ourselves against future price volatility and, consequently, fluctuations in gross margins, we periodically enter into commodity swap contracts with designated banks to fix the cost of certain raw material purchases with the objective of minimizing changes in inventory cost due to market price fluctuations. The swap contracts are derivative contracts that are designated as cash flow hedges under GAAP. The effective portion of the unrealized gain or loss is deferred and reported as a component of AOCL. When the hedged forecasted transaction (purchase) occurs, the unrealized gain or loss is reclassified into income in the same line item associated with the hedged transaction in the same period or periods during which the hedged transaction affects income. The ineffective portion of the hedge, if any, is recognized in current income in the period in which the ineffectiveness occurs. As of September 26, 2010, we expect to reclassify an unrealized net gain of $9 million from AOCL to income over the next year. For the nine month period ended September 26, 2010, there were no material circumstances that would have resulted in the discontinuance of a cash flow hedge. For the nine month period ended September 27, 2009, we discontinued hedge accounting on certain contracts where the forecasted transactions were no longer probable. The amount reclassified to income as a result of this action was a loss of $4 million for the nine months ended September 27, 2009. Our internal policy allows for managing these cash flow hedges for up to three years.

The following table summarizes our outstanding commodity swap contracts that were entered into to hedge the cost of certain raw material purchases:

Dollars in millions	September 26, 2010		December 31, 2009	
Commodity	Notional Amount	Quantity	Notional Amount	Quantity
Copper	**$ 48**	**7,216 metric tons** (1)	$ 77	11,372 metric tons (1)
Platinum	**8**	**8,442 troy ounces** (2)	14	15,986 troy ounces (2)
Palladium	**1**	**1,678 troy ounces** (2)	1	3,161 troy ounces (2)

(1)A metric ton is a measurement of mass equal to 1,000 kilograms.
(2)A troy ounce is a measurement of mass equal to approximately 31 grams.

Interest Rate Risk

We are exposed to market risk from fluctuations in interest rates. We manage our exposure to interest rate fluctuations through the use of interest rate swaps. The objective of the swaps is to more effectively balance our borrowing costs and interest rate risk.

In November 2005, we entered into an interest rate swap to effectively convert our $250 million debt issue, due in 2028, from a fixed rate of 7.125% to a floating rate based on a LIBOR spread. The terms of the swap mirror those of the debt, with interest paid semi-annually. This swap qualifies as a fair value hedge under GAAP. The gain or loss on this derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in current income as "interest expense." The following table summarizes these gains and losses for the three and nine month interim reporting periods presented below:

	Three months ended				Nine months ended			
In millions	September 26, 2010		September 27, 2009		September 26, 2010		September 27, 2009	
Income Statement Classification	Gain/(Loss) on Swaps	Gain/(Loss) on Borrowings	Gain/(Loss) on Swaps	Gain/(Loss) on Borrowings	Gain/(Loss) on Swaps	Gain/(Loss) on Borrowings	Gain/(Loss) on Swaps	Gain/(Loss) on Borrowings
Interest expense	**$ 14**	**$ (14)**	$ 6	$ (6)	**$ 36**	**$ (36)**	$ (40)	$ 40

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Cash Flow Hedging

The following table summarizes the effect on our *Condensed Consolidated Statements of Income* for derivative instruments classified as cash flow hedges for the three and nine month interim reporting periods presented below. The table does not include amounts related to ineffectiveness as it was not material for the periods presented.

		Three months ended				Nine months ended			
In millions Derivatives in Cash Flow Hedging Relationships	Location of Gain/(Loss) Reclassified into Income (Effective Portion)	Amount of Gain/(Loss) Recognized in AOCL on Derivative (Effective Portion) September 26, 2010	Amount of Gain/(Loss) Recognized in AOCL on Derivative (Effective Portion) September 27, 2009	Amount of Gain/(Loss) Reclassified from AOCL into Income (Effective Portion) September 26, 2010	Amount of Gain/(Loss) Reclassified from AOCL into Income (Effective Portion) September 27, 2009	Amount of Gain/(Loss) Recognized in AOCL on Derivative (Effective Portion) September 26, 2010	Amount of Gain/(Loss) Recognized in AOCL on Derivative (Effective Portion) September 27, 2009	Amount of Gain/(Loss) Reclassified from AOCL into Income (Effective Portion) September 26, 2010	Amount of Gain/(Loss) Reclassified from AOCL into Income (Effective Portion) September 27, 2009
Foreign currency forward contracts	Net sales	**$ 2**	$ (1)	**$ (1)**	$ 5	**$ (5)**	$ 8	**$ (5)**	$ (3)
Commodity swap contracts	Cost of sales	**8**	14	**1**	(5)	**4**	43	**5**	(22)
Total		**$ 10**	$ 13	**$ —**	$ —	**$ (1)**	$ 51	**$ —**	$ (25)

Derivatives Not Designated as Hedging Instruments

The following table summarizes the effect on our *Condensed Consolidated Statements of Income* for derivative instruments that are not classified as hedges for the three and nine month interim reporting periods presented below.

		Three months ended		Nine months ended	
		Amount of Gain/(Loss) Recognized in Income on Derivatives		Amount of Gain/(Loss) Recognized in Income on Derivatives	
In millions Derivatives Not Designated as Hedging Instruments	Location of Gain/(Loss) Recognized in Income on Derivatives	September 26, 2010	September 27, 2009	September 26, 2010	September 27, 2009
Foreign currency forward contracts	Cost of sales	**$ (6)**	$ 2	**$ (4)**	$ 2
Foreign currency forward contracts	Other income (expense), net	**12**	(8)	**6**	10

Fair Value Amount and Location of Derivative Instruments

The following tables summarize the location and fair value of derivative instruments on our *Condensed Consolidated Balance Sheets*:

	Derivative assets		
	Fair Value		
In millions	September 26, 2010	December 31, 2009	Balance Sheet Location
Derivatives Designated as Hedging Instruments			
Commodity swap contracts	**$ 14**	$ 9	Prepaid expenses and other current assets
Commodity swap contracts	**1**	8	Other assets
Interest rate contract	**61**	25	Other assets

Total Derivatives Designated as Hedging Instruments	**76**	42	
Derivatives Not Designated as Hedging Instruments			
Foreign currency forward contracts	**1**	—	Prepaid expenses and other current assets
Total Derivatives Not Designated as Hedging Instruments	**1**	—	
Total derivative assets	**$ 77**	$ 42	

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NOTE 11. COMPREHENSIVE INCOME

The table below provides a summary of total comprehensive income and the allocation of total comprehensive income between the shareholders of Cummins Inc. and the non-controlling interests for the three and nine month periods ended September 26, 2010 and September 27, 2009.

	Three months ended					
	September 26, 2010			September 27, 2009		
In millions	**Attributable to Cummins Inc.**	**Attributable to Noncontrolling Interests**	**Total Consolidated**	**Attributable to Cummins Inc.**	**Attributable to Noncontrolling Interests**	**Total Consolidated**
Net income	**$ 283**	**$ 26**	**$ 309**	$ 95	$ 15	$ 110
Other comprehensive income (loss), net of tax						
Unrealized gain on marketable securities	**1**	**2**	**3**	—	—	—
Unrealized gain on derivatives	**7**	**—**	**7**	21	—	21
Foreign currency translation adjustments	**80**	**7**	**87**	(5)	3	(2)
Change in pensions and other postretirement defined benefit plans	**8**	**—**	**8**	53	—	53
Total other comprehensive income	**96**	**9**	**105**	69	3	72
Total comprehensive income	**$ 379**	**$ 35**	**$ 414**	$ 164	$ 18	$ 182

	Nine months ended					
	September 26, 2010			September 27, 2009		
In millions	**Attributable to Cummins Inc.**	**Attributable to Noncontrolling Interests**	**Total Consolidated**	**Attributable to Cummins Inc.**	**Attributable to Noncontrolling Interests**	**Total Consolidated**
Net income	**$ 678**	**$ 71**	**$ 749**	$ 158	$ 36	$ 194
Other comprehensive income, net of tax						
Unrealized gain on marketable securities	**2**	**2**	**4**	—	—	—
Unrealized gain on derivatives	**—**	**—**	**—**	65	—	65
Foreign currency translation adjustments	**19**	**7**	**26**	82	9	91
Change in pensions and other postretirement defined benefit plans	**10**	**—**	**10**	57	—	57
Total other comprehensive income	**31**	**9**	**40**	204	9	213
Total comprehensive income	**$ 709**	**$ 80**	**$ 789**	$ 362	$ 45	$ 407

NOTE 12. REVOLVING CREDIT FACILITY

On July 16, 2010, we entered into a four-year revolving credit agreement with a syndicate of lenders. The credit agreement provides us with a $1.24 billion senior unsecured revolving credit facility, the proceeds of which are to be used by us for working capital or other general corporate purposes.

The credit facility matures on July 16, 2014. Amounts payable under our revolving credit facility will rank pro rata with all of our unsecured, unsubordinated indebtedness. Up to $150 million under our credit facility is available for swingline loans denominated in U.S. dollars. Advances under the facility bear interest at (i) a base rate or (ii) a rate equal to the LIBOR Rate plus an applicable margin based on the credit ratings of our outstanding senior unsecured long-term debt. Based on our current long-term debt ratings, the applicable margin on LIBOR Rate loans was 2.00 percent per annum as of September 26, 2010. Advances under the facility may be prepaid without premium or penalty, subject to customary breakage costs.

The credit agreement includes various covenants, including, among others, maintaining a leverage ratio of no more than 3.0 to 1.0 and maintaining an interest coverage ratio of at least 1.5 to 1.0. As of September 26, 2010, we were in compliance with all such covenants.

NOTE 13. SALES OF ACCOUNTS RECEIVABLE

In April 2010, we terminated our existing trade receivables facility and entered into a new 364-day agreement (subject to renewal) with a financial institution to sell trade receivables from time to time to Cummins Trade Receivables, LLC (CTR), a wholly-owned special purpose subsidiary, for the purpose of obtaining credit secured by such receivables from one or more commercial paper conduit and committed institutional lenders. To support outstanding advances under the agreement, we sell new receivables to CTR as they arise. Receivables sold to

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CTR are included in "Receivables, net" on our *Condensed Consolidated Balance Sheets.* The amount of aggregate advances that can be outstanding under the agreement at any point in time is limited to the lesser of $250 million or, with certain adjustments, the amount of eligible receivables held by CTR. There are no provisions in the agreement that require us to maintain a minimum investment credit rating; however, the terms of the agreement contain the same financial covenants as our revolving credit facility. In accordance with FASB Standards for transfer of financial assets, any activity under our receivable sales program will be accounted for as secured borrowings. As of September 26, 2010, the amount available under the agreement was $ 115 million and no advances were outstanding under the agreement.

CTR is a separate legal entity from Cummins and each of its affiliates and its assets and credit are not available to satisfy the debts and obligations of Cummins or any other entity. CTR's assets are listed separately on its balance sheet on a stand-alone basis. CTR's assets will be available first and foremost to satisfy claims of its creditors.

NOTE 14. RESTRUCTURING AND OTHER CHARGES

In 2009, we executed restructuring actions in response to a reduction in orders in most of our U.S. and foreign markets due to the deterioration in the global economy. We reduced our global workforce by approximately 1,000 professional employees. In addition, we took numerous employee actions at many of our manufacturing locations, including approximately 3,200 hourly employees, significant downsizing at numerous facilities and complete closure of several facilities and branch distributor locations. Employee termination and severance costs were recorded based on approved plans developed by the businesses and corporate management which specified positions to be eliminated, benefits to be paid under existing severance plans, union contracts or statutory requirements and the expected timetable for completion of the plan. Estimates of restructuring costs were made based on information available at the time charges were recorded. Due to the inherent uncertainty involved, actual amounts paid for such activities may differ from amounts initially recorded and we may need to revise previous estimates.

In response to closures and downsizing noted above, we incurred $2 million of restructuring expenses for lease terminations and $5 million of restructuring expenses for asset impairments. During 2009, we recorded a total pre-tax restructuring charge of $83 million, comprising $85 million of charges related to 2009 actions net of the $2 million favorable change in estimate related to 2008 actions, in "Restructuring and other charges" in the *Condensed Consolidated Statements of Income*. These restructuring actions included:

	September 27, 2009	
In millions	**Three months ended**	**Nine months ended**
Workforce reductions	$ 11	$ 79
Exit activities	—	7
Changes in estimate	(1)	(3)
Total restructuring charges	10	83
Curtailment loss	12	12
Total restructuring and other charges	$ 22	$ 95

In addition, as a result of the restructuring actions described above, we also recorded a $12 million curtailment loss in the third quarter of 2009 in our pension and other postretirement plans. See Note 5 for additional detail.

At September 26, 2010, of the approximately 4,200 employees affected by this plan, all terminations were substantially complete.

We do not include restructuring charges in our operating segment results. The pretax impact of allocating restructuring charges to the segment results would have been as follows:

	September 27, 2009	
In millions	**Three months ended**	**Nine months ended**
Engine	$ 11	$ 47
Power Generation	4	11
Components	8	34
Distribution	(1)	3
Total restructuring and other charges	$ 22	$ 95

The following table summarizes the balance of accrued restructuring charges by expense type and the changes in the accrued amounts for the applicable periods. The restructuring related accruals were recorded in "Other accrued expenses" in our *Condensed Consolidated Balance Sheets.*

In millions	**Severance Costs**	**Exit Activities**	**Total**
Balance at December 31, 2009	$ 10	$ 1	$ 11
Cash payments for 2009 actions	(6)	—	(6)
Change in estimate	(3)	(1)	(4)
Balance at September 26, 2010	$ 1	$ —	$ 1

NOTE 15. ACQUISITIONS

On January 4, 2010, we acquired the remaining 70 percent interest in Cummins Western Canada (CWC) from our former principal for consideration of approximately $71 million. We formed a new partnership with a new distributor principal where we own 80 percent of CWC and the new distributor principal owns 20 percent. The acquisition was effective on January 1, 2010. The $71 million of consideration consisted of:

In millions	
Borrowings under credit revolver	$ 44
Capital contributed by Cummins Inc.	10
Capital contributed by new principal, as described below	8
Funded from first quarter operations	9
Total consideration	$ 71

The purchase price was approximately $97 million as presented below. The intangible assets are primarily customer related and are being amortized over periods ranging from one to three years. The acquisition of CWC was accounted for as a business combination, with the results of the acquired entity and the goodwill included in the Distribution operating segment as of the acquisition date. Distribution segment results also include a $12 million gain for the three months ended March 28, 2010, as we were required to re-measure our pre-existing 30 percent ownership interest in CWC to fair value in accordance with GAAP. Net sales for CWC were $206 million for the twelve months ended December 31, 2009, which represents less than two percent of Cummins Inc. consolidated sales for the same period.

The purchase price was allocated as follows:

In millions	
Accounts receivable	$ 31
Inventory	48
Fixed assets	45
Intangible assets	11
Goodwill	2

Other assets		2
Current liabilities		(42)
Total purchase price	$	97
Fair value of pre-existing 30 percent interest		(26)
Consideration given	$	71

We provided a loan to our partner of approximately $8 million to fund the purchase of his 20 percent interest. The purchase transaction resulted in $8 million of noncontrolling interest (representing our partner's 20 percent interest) which was completely offset by the $8 million receivable from our partner, reducing the noncontrolling interest impact to zero as of the acquisition date. The interest-bearing loan is expected to be repaid over a period of 3-5 years. The partner also has periodic options to purchase an additional 10 to 15 percent interest in CWC up to a maximum of an additional 30 percent (total ownership not to exceed 50 percent).

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NOTE 16. OPERATING SEGMENTS

Operating segments under GAAP are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Cummins chief operating decision-maker (CODM) is the Chief Executive Officer.

Our reportable operating segments consist of the following: Engine, Power Generation, Components and Distribution. This reporting structure is organized according to the products and markets each segment serves and allows management to focus its efforts on providing enhanced service to a wide range of customers. The Engine segment produces engines and parts for sale to customers in on-highway and various industrial markets. The engines are used in trucks of all sizes, buses and recreational vehicles, as well as various industrial applications including construction, mining, agriculture, marine, oil and gas, rail and military. The Power Generation segment is an integrated provider of power systems which sells engines, generator sets and alternators and rents power equipment for both standby and prime power uses. The Components segment includes sales of filtration products, exhaust and aftertreatment systems, turbochargers and fuel systems. The Distribution segment includes wholly-owned and partially-owned distributorships engaged in wholesaling engines, generator sets, and service parts, as well as performing service and repair activities on our products and maintaining relationships with various original equipment manufacturers.

We use segment EBIT (defined as earnings before interest expense, taxes and noncontrolling interests) as a primary basis for the CODM to evaluate the performance of each of our operating segments. Segment amounts exclude certain expenses not specifically identifiable to segments.

The accounting policies of our operating segments are the same as those applied in the *Condensed Consolidated Financial Statements.* We prepared the financial results of our operating segments on a basis that is consistent with the manner in which we internally disaggregate financial information to assist in making internal operating decisions. We have allocated certain common costs and expenses, primarily corporate functions, among segments differently than we would for stand-alone financial information prepared in accordance with GAAP. These include certain costs and expenses of shared services, such as information technology, human resources, legal and finance. We also do not allocate restructuring and other charges, flood damage gains or losses or income taxes to individual segments. In the third quarter of 2010 non-segment items also included a Brazil revenue tax recovery that was not allocated to the businesses as it was not considered by management in its evaluation of operating results for the quarter. Segment EBIT may not be consistent with measures used by other companies.

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Summarized financial information regarding our reportable operating segments for the three and nine month periods is shown in the table below:

In millions	Engine	Power Generation	Components	Distribution	Non-segment Items(1)	Total
Three months ended September 26, 2010						
External sales	$ 1,727	$ 564	$ 540	$ 570	$ —	$ 3,401
Intersegment sales	342	227	229	3	(801)	—
Total sales	2,069	791	769	573	(801)	3,401
Depreciation and amortization(2)	42	10	20	5	—	77
Research, development and engineering expenses	65	8	30	—	—	103
Equity, royalty and interest income from investees	37	12	6	33	—	88
Interest income	3	2	—	1	—	6
Segment EBIT	223	97	63	74	(8)	449
Three months ended September 27, 2009						
External sales	$ 1,270	$ 444	$ 395	$ 421	$ —	$ 2,530
Intersegment sales	169	105	196	1	(471)	—
Total sales	1,439	549	591	422	(471)	2,530
Depreciation and amortization(2)	49	13	18	5	—	85
Research, development and engineering expenses	59	9	22	—	—	90
Equity, royalty and interest income from investees	16	5	4	32	—	57
Restructuring and other charges	—	—	—	—	22	22
Interest income	1	—	1	—	—	2
Segment EBIT	61	23	31	55	(15)	155
Nine months ended September 26, 2010						
External sales	$ 4,495	$ 1,460	$ 1,515	$ 1,617	$ —	$ 9,087
Intersegment sales	896	556	613	8	(2,073)	—
Total sales	5,391	2,016	2,128	1,625	(2,073)	9,087
Depreciation and amortization(2)	125	31	61	19	—	236
Research, development and engineering expenses	187	23	81	—	—	291
Equity, royalty and interest income from investees	124	27	17	93	—	261
Interest income	7	4	1	2	—	14
Segment EBIT	553	207	195	215	(54)	1,116

Nine months ended September 27, 2009						
External sales	$ 3,608	$ 1,402	$ 1,096	$ 1,294	$ —	$ 7,400
Intersegment sales	629	414	527	4	(1,574)	—
Total sales	4,237	1,816	1,623	1,298	(1,574)	7,400
Depreciation and amortization(2)	135	35	53	14	—	237
Research, development and engineering expenses	168	25	61	—	—	254
Equity, royalty and interest income from investees	30	16	9	92	—	147
Restructuring and other charges	—	—	—	—	95	95
Interest income	2	1	1	1	—	5
Segment EBIT	41	133	22	168	(72)	292

(1) Includes intersegment sales and profit in inventory eliminations and unallocated corporate expenses. For the three and nine months ended September 26, 2010, unallocated corporate expenses included $32 million in Brazil tax recoveries ($21 million after-tax) and $2 million in flood damage expenses. In the third quarter of 2010, it was determined that we overpaid a Brazilian revenue based tax during the period 2004-2008. Our results include a pre-tax recovery related to tax credits on imported products arising from this overpayment. This recovery has been excluded from segment results as it was not considered by management in its evaluation of operating results for the quarter. For the three and nine months ended September 27, 2009, unallocated corporate expenses included $22 million and $95 million of restructuring and other charges and an $8 million and $5 million gain related to flood damage expenses, respectively.

(2) Depreciation and amortization as shown on a segment basis excludes the amortization of debt discount that is included in the *Condensed Consolidated Statements of Income* as "interest expense."

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Total assets for our Distribution segment materially increased due to the acquisition of Cummins Western Canada in the first quarter of 2010. See Note 15 for further information.

A reconciliation of our segment information to the corresponding amounts in the *Condensed Consolidated Statements of Income* is shown in the table below:

	Three months ended		Nine months ended	
In millions	**September 26, 2010**	**September 27, 2009**	**September 26, 2010**	**September 27, 2009**
Segment EBIT	**$ 449**	$ 155	**$ 1,116**	$ 292
Less:				
Interest expense	**11**	9	**29**	26
Income before income taxes	**$ 438**	$ 146	**$ 1,087**	$ 266

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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cummins Inc. and its consolidated subsidiaries are hereinafter sometimes referred to as "Cummins," "the Company," "we," "our," or "us."

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain parts of this quarterly report contain forward-looking statements intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that are based on current expectations, estimates and projections about the industries in which we operate and management's beliefs and assumptions. Forward-looking statements are generally accompanied by words such as "anticipates," "expects," "forecasts," "intends," "plans," "believes," "seeks," "estimates," "could," "should," or words of similar meaning. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which we refer to as "future factors," which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some future factors that could cause our results to differ materially from the results discussed in such forward-looking statements are discussed below and shareholders, potential investors and other readers are urged to consider these future factors carefully in evaluating forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Future factors that could affect the outcome of forward-looking statements include the following:

- price and product competition by foreign and domestic competitors, including new entrants;
- rapid technological developments of diesel engines;
- our ability to continue to introduce competitive new products in a timely, cost-effective manner;
- our sales mix of products;
- our continued achievement of lower costs and expenses;
- domestic and foreign governmental and public policy changes, including environmental regulations;
- protection and validity of our patent and other intellectual property rights;
- our reliance on large customers;
- technological, implementation and cost/financial risks in our increasing use of large, multi-year contracts;
- the cyclical nature of some of our markets;
- the outcome of pending and future litigation and governmental proceedings;

- continued availability of financing, financial instruments and financial resources in the amounts, at the times and on the terms required to support our future business;
- the overall stability of global economic markets and conditions; and
- other risk factors described in our Form 10-K, Part 1, Item 1A under the caption "Risk Factors."

In addition, such statements could be affected by general industry and market conditions and growth rates, general domestic and international economic conditions, including the price of crude oil (diesel fuel), interest rate and currency exchange rate fluctuations, commodity prices and other future factors.

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ORGANIZATION OF INFORMATION

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") was prepared to provide the reader with a view and perspective of our business through the eyes of management and should be read in conjunction with our *Consolidated Financial Statements* and accompanying *Notes to Consolidated Financial Statements* in the "Financial Statements" section of our 2009 Form 10-K. Our MD&A is presented in the following sections:

- Executive Summary and Financial Highlights
- Results of Operations
- Restructuring and Other Charges
- Outlook
- Operating Segment Results
- Liquidity and Capital Resources
- Off Balance Sheet Financing
- Application of Critical Accounting Estimates
- Recently Adopted and Recently Issued Accounting Pronouncements

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EXECUTIVE SUMMARY AND FINANCIAL HIGHLIGHTS

We are a global power leader that designs, manufactures, distributes and services diesel and natural gas engines, electric power generation systems and engine-related component products, including filtration, exhaust aftertreatment, fuel systems, controls and air handling systems. We sell our products to original equipment manufacturers (OEMs), distributors and other customers worldwide. We have long-standing relationships with many of the leading manufacturers in the markets we serve, including PACCAR Inc., Daimler Trucks North America, Chrysler Group, LLC, Volvo AB, Ford Motor Company, Komatsu, MAN Nutzfahrzeuge AG and Case New Holland. We serve our customers through a network of more than 500 company-owned and independent distributor locations and approximately 5,200 dealer locations in more than 190 countries and territories.

Our reportable operating segments consist of the following: Engine, Power Generation, Components and Distribution. This reporting structure is organized according to the products and markets each segment serves and allows management to focus its efforts on providing enhanced service to a wide range of customers. The Engine segment produces engines and parts for sale to customers in on-highway and various industrial markets. The engines are used in trucks of all sizes, buses and recreational vehicles, as well as various industrial applications including construction, mining, agriculture, marine, oil and gas, rail and military. The Power Generation segment is an integrated provider of power systems which sells engines, generator sets and alternators. The Components segment sells filtration products, exhaust aftertreatment systems, turbochargers and fuel systems. The Distribution segment includes wholly-owned and partially-owned distributorships engaged in wholesaling engines, generator sets and service parts, as well as performing service and repair activities on our products and maintaining relationships with various OEMs throughout the world.

Our financial performance depends, in large part, on varying conditions in the markets we serve, particularly the on-highway, construction and general industrial markets. Demand in these markets tends to fluctuate in response to overall economic conditions and is particularly sensitive to changes in interest rate levels and our customers' access to credit. Our sales may also be impacted by OEM inventory levels and production schedules and stoppages. Economic downturns in markets we serve generally result in reductions in sales and pricing of our products. As a worldwide business, our operations are also affected by political, economic and regulatory matters, including environmental and emissions standards, in the countries we serve. At the same time, our geographic diversity and broad product and service offerings have helped limit the impact from a drop in demand in any one industry or customer and the economy of any single country on our consolidated results.

In the first nine months of 2010, emerging markets recovered with stronger demand in China, India and Brazil, while we started to see modest but uneven signs of recovery in developed markets. As we expected, after the strong demand in the second half of 2009, in advance of the 2010 U.S. emissions change, demand for heavy-duty on-highway products in North America decreased approximately 63 percent in the first nine months of 2010 as compared to the same period in 2009. In addition, medium-duty truck shipments in North America decreased 27 percent in the first nine months of 2010 compared to the prior period in 2009. We expect demand to improve throughout the remainder of 2010 in most markets and we expect demand in emerging markets to remain strong. Overall, order trends are improving and are consistent with our expectations of organic revenue growth in the remainder of 2010. In recognition of the global economic challenges, we launched significant restructuring initiatives in late 2008 and 2009 that were designed to reduce structural and overhead costs across all of our businesses. These initiatives are helping to mitigate the adverse volume impacts of certain markets experienced thus far and we anticipate they will better position us for when a more robust economic recovery extends beyond the emerging markets.

Net income attributable to Cummins was $283 million, or $1.44 per diluted share, on sales of $3.4 billion for the three month interim reporting period ended September 26, 2010, versus the comparable prior year period with net income attributable to Cummins of $95 million, or $0.48 per diluted share, on sales of $2.5 billion. We recorded restructuring and other charges of $22 million ($15 million after tax, or $0.08 per diluted share) in the third quarter of 2009. The increase in income was driven by higher volumes in emerging markets, price improvements, decreased warranty expenses, increased sales in developed countries, increased equity income and restructuring charges incurred in 2009 that were not repeated in 2010. These were partially offset by higher income tax expense, selling, general and administrative expenses and research, development and engineering expenses.

Net income attributable to Cummins was $678 million, or $3.43 per diluted share, on sales of $9.1 billion for the nine month interim reporting period ended September 26, 2010, versus the comparable prior year period with net income attributable to Cummins of $158 million, or $0.80 per diluted share, on sales of $7.4 billion. We recorded restructuring and other charges of $95 million ($63 million after tax, or $0.32 per diluted share) in the first nine months of 2009. The increase in income was driven by higher volumes in emerging markets, price improvements, decreased warranty expenses, increased equity income and restructuring charges incurred in 2009 that were not repeated in 2010. These were partially offset by higher income tax expense, selling, general and administrative expenses and research, development and engineering expenses.

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In September 2010, we recorded a pre-tax recovery of $32 million ($21 million after tax, or $0.11 per diluted share) related to the overpayment of revenue based taxes on imported products in Brazil from 2004-2008. The tax recovery was recorded in cost of sales in our non segment business results as it was not considered by management in its evaluation of operating results for the quarter.

We generated $619 million of operating cash flows for the nine months ended September 26, 2010, compared to $730 million for the nine months ended September 27, 2009. Refer to the section titled “Operating Activities” later in the MD&A for a discussion of items impacting cash flows. In December 2007, Cummins Board of Directors authorized the acquisition of up to $500 million of Cummins common stock. In February 2009, we temporarily suspended our stock repurchase program to conserve cash through the U.S. recession. We resumed stock repurchases from our Board authorization in the fourth quarter of 2009 and we have repurchased $241 million for the first nine months of 2010. In July 2010, Cummins Board of Directors authorized a dividend increase of 50 percent to $0.2625 effective in the third quarter. Our debt to capital ratio (total capital defined as debt plus equity) at September 26, 2010, was 16.0 percent, compared to 14.9 percent at December 31, 2009. We currently have a Baa2 credit rating with a stable outlook from Moody’s Investors Services and were recently upgraded to BBB+ with a stable outlook from Standard and Poor’s in September. In addition to the $1.245 billion in cash and marketable securities on hand, we have sufficient access to our revolver and accounts receivable program to meet currently anticipated growth and funding needs.

RESULTS OF OPERATIONS

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions (except per share amounts)	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
Net Sales	**$ 3,401**	$ 2,530	$ 871	34%	**$ 9,087**	$ 7,400	$ 1,687	23%
Cost of sales	**2,571**	2,027	(544)	(27)%	**6,903**	6,004	(899)	(15)%
Gross Margin	**830**	503	327	65%	**2,184**	1,396	788	56%
Operating Expenses and Income								
Selling, general and administrative expenses	**375**	304	(71)	(23)%	**1,064**	891	(173)	(19)%
Research, development and engineering expenses	**103**	90	(13)	(14)%	**291**	254	(37)	(15)%
Equity, royalty and interest income from investees	**88**	57	31	54%	**261**	147	114	78%
Restructuring and other charges	—	22	22	100%	—	95	95	100%
Other operating (expense) income, net	**(5)**	3	(8)	NM	**(13)**	(6)	(7)	NM
Operating Income	**435**	147	288	NM	**1,077**	297	780	NM
Interest income	**6**	2	4	NM	**14**	5	9	NM
Interest expense	**11**	9	(2)	(22)%	**29**	26	(3)	(12)%
Other income (expense), net	**8**	6	2	33%	**25**	(10)	35	NM
Income before income taxes	**438**	146	292	NM	**1,087**	266	821	NM
Income tax expense	**129**	36	(93)	NM	**338**	72	(266)	NM
Consolidated Net Income	**309**	110	199	NM	**749**	194	555	NM
Less: Net income attributable to noncontrolling interests	**26**	15	(11)	(73)%	**71**	36	(35)	(97)%
Net income attributable to Cummins Inc.	**$ 283**	$ 95	$ 188	NM	**$ 678**	$ 158	$ 520	NM
Diluted earnings per common share attributable to Cummins Inc.	**$ 1.44**	$ 0.48	$ 0.96	NM	**$ 3.43**	$ 0.80	$ 2.63	NM

“NM” - not meaningful information.

	Three months ended		Favorable/ (Unfavorable)	Nine months ended		Favorable/ (Unfavorable)
Percent of sales	**September 26, 2010**	**September 27, 2009**	**Percentage Points**	**September 26, 2010**	**September 27, 2009**	**Percentage Points**
Gross margin	24.4%	19.9%	4.5	24.0%	18.9%	5.1
Selling, general and administrative expenses	11.0%	12.0%	1.0	11.7%	12.0%	0.3
Research, development and engineering expenses	3.0%	3.6%	0.6	3.2%	3.4%	0.2

Net Sales

Net sales for the three and nine month periods ended September 26, 2010, increased in all segments versus the comparable periods in 2009, primarily due to increased demand from the recovery of emerging markets and improvement in developed markets. The primary drivers for the increase in sales were:

- Engine segment sales increased by 44 percent and 27 percent for the three and nine months ended, respectively, due to increased demand in most lines of business, led by international industrial sales, stationary power sales, medium-duty truck and light-duty truck

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sales for the three months ended; while improvements for the nine months ended were led by increased demand in international industrial sales, North American light-duty automotive sales, international medium duty truck sales and stationary power sales.

- Power Generation segment sales increased by 44 percent and 11 percent for the three and nine months ended, respectively, due to increased sales in most lines of business led by commercial products. The consumer business also contributed significantly to the nine months ended results.

- Components segment sales increased by 30 percent and 31 percent for the three and nine months ended, respectively, due to increased demand in all lines of business led by the turbo technologies, emission solutions and filtration businesses.

- Distribution segment sales increased by 36 percent and 25 percent for the three and nine months ended, respectively, primarily due to the acquisition of the majority interest in an equity investee and increased sales in all geographic regions.

A more detailed discussion of sales by segment is presented in the “OPERATING SEGMENT RESULTS” section.

Sales to international markets based on location of customers for the three and nine month periods ended September 26, 2010, were 63 percent and 64 percent of total net sales, respectively, compared with 54 percent of total net sales for both of the comparable periods in 2009.

Gross Margin

Significant drivers of the change in gross margin for the three and nine month periods ended September 26, 2010, versus the comparable periods ended September 27, 2009, were as follows:

In millions	Increase/(Decrease) 2010 vs. 2009 Three months ended	Nine months ended
Volume/Mix	$ 231	$ 334
Price	68	165
Brazil tax recovery	32	32
Warranty expense	28	139
Acquisition	15	44
Currency	10	64
Material costs	(21)	34
Production costs	(33)	(17)
Other	(3)	(7)
Total	$ 327	$ 788

Gross margin increased by $327 million and $788 million for the three and nine month periods ended September 26, 2010, respectively, versus the comparable periods in 2009, and increased as a percentage of sales by 4.5 percentage points and 5.1 percentage points, respectively. The increase for the three months ended September 26, 2010, was led by increases in volume and price, Brazil tax recovery, and decreases in warranty expense which were partially offset by increased production costs and material costs. The increase in gross margin for the nine months ended September 26, 2010, was led by increases in volume and price, decreases in warranty expense and favorable foreign currency impacts which were partially offset by increased production costs.

The provision for warranties issued as a percent of sales for the three and nine month periods ended were 2.8 percent for both periods in 2010 compared to 3.3 percent for both periods in 2009. The decrease as a percent of sales was primarily due to the engine mix. A more detailed discussion of margin by segment is presented in the "OPERATING SEGMENT RESULTS" section.

In the third quarter of 2010, it was determined that we overpaid a Brazilian revenue based tax on imported products during the period 2004-2008. Our results include a pre-tax recovery of $32 million in cost of sales ($21 million after-tax) related to tax credits arising from an overpayment. This recovery has been excluded from segment results as it was not considered by management in its evaluation of operating results for the quarter.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to increased volumes in support of the business and an increase of $51 million and $115 million in compensation and related expenses. Compensation and related expenses include salaries, fringe benefits and variable compensation. Variable compensation related to 2010 performance increased $34 million and $84 million over variable compensation related to 2009 performance.

Research, Development and Engineering Expenses

Research, development and engineering expenses for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to an increase of $11 million and $29 million in compensation and related expenses and decreased reimbursements for engineering projects. Compensation and related expenses include salaries, fringe benefits and variable compensation. Variable compensation related to 2010 performance increased $6 million and $23 million over variable compensation related to 2009 performance. Research activities continue to focus on development of new products to meet future emission standards around the world and improvements in fuel economy performance.

Equity, Royalty and Interest Income From Investees

Equity, royalty and interest income from investees for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to the following:

In millions	Increase/(Decrease) September 26, 2010 vs. September 27, 2009 Three months ended	Nine months ended
Dongfeng Cummins Engine Company, Ltd. (DCEC)	$ 13	$ 58
Chongqing Cummins Engine Company, Ltd.	4	7
Tata Cummins Ltd.	2	9

These overall increases were primarily due to higher demand as a result of economic recovery in emerging markets.

Other Operating (Expense) Income, net

Other operating (expense) income was as follows:

In millions	Three months ended September 26, 2010	September 27, 2009	Nine months ended September 26, 2010	September 27, 2009
Amortization of intangible assets	**$ (2)**	$ (1)	**$ (13)**	$ (5)
Flood damage (loss) gain	**(2)**	8	**(2)**	5
Royalty expense	**(1)**	(2)	**(2)**	(7)
Royalty income	**3**	2	**7**	6
Other expense, net	**(3)**	(4)	**(3)**	(5)
Total other operating (expense) income, net	**$ (5)**	$ 3	**$ (13)**	$ (6)

Interest Income

Interest income for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to increased investment balances in 2010 compared to 2009.

Other Income (Expense), net

Other income (expense) was as follows:

In millions	Three months ended September 26, 2010	Three months ended September 27, 2009	Nine months ended September 26, 2010	Nine months ended September 27, 2009
Change in cash surrender value of corporate owned life insurance	**$ 11**	$ 3	**$ 11**	$ 1
Dividend income	**2**	1	**5**	3
Gain on acquisition of Cummins Western Canada (CWC)	**—**	—	**12**	—
Bank charges	**(4)**	(3)	**(11)**	(10)
Foreign currency (losses) gains, net	**(5)**	(1)	**4**	(18)
Other, net	**4**	6	**4**	14
Total other income (expense), net	**$ 8**	$ 6	**$ 25**	$ (10)

Income Tax Expense

Our effective tax rate for the year is expected to approximate 30 percent, absent any additional discrete period activity. Our tax rate is generally less than the 35 percent U.S. income tax rate primarily due to lower tax rates on foreign income. The tax rates for the three and nine month periods ended September 26, 2010, were 30 percent and 31 percent. In July 2010, the United Kingdom passed tax legislation which reduces our U.K. tax rate from 28 percent to 27 percent beginning in 2011. While the reduced tax rate will benefit future operations, we had an additional charge to our third quarter tax provision of approximately $2 million to reduce the value of our U.K. deferred tax assets. The tax rate for the nine month period includes a discrete tax charge of $7 million related to the enactment of the “Patient Protection and Affordable Care Act.”

In August 2010, the U.S. passed the “Education Jobs and Medicaid Assistance Act” containing a number of international tax provisions which limit the foreign tax credits that can be claimed by U.S. corporations. In the third quarter, we also considered the unremitted earnings of certain German and Indian subsidiaries of our U.K. group to be permanently reinvested. Neither of these items had a material impact to our tax rate.

Our effective tax rates for the comparable prior year periods were 25 percent and 27 percent, respectively. These rates were less than the 35 percent U.S. income tax rate primarily due to lower tax rates on foreign income.

Noncontrolling Interests

Noncontrolling interests eliminate the income or loss attributable to non-Cummins ownership interests in our consolidated entities. Noncontrolling interests in income of consolidated subsidiaries for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to higher income at Cummins India Ltd., a publicly traded company on various exchanges in India and Wuxi Cummins Turbo Technologies Co. Ltd., reflecting the economic recovery in emerging markets.

Net Income and Diluted Earnings Per Share Attributable to Cummins Inc.

Net income and diluted earnings per share attributable to Cummins Inc. for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to higher volumes in emerging markets and certain developed countries, significantly improved gross margins, increased equity income and restructuring charges incurred in 2009 that were not repeated in 2010. These were partially offset by higher income tax expense, selling, general and administrative expenses and research, development and engineering expenses. Diluted earnings per share in the third quarter of 2010 also benefited from lower shares primarily due to the stock repurchase program.

RESTRUCTURING AND OTHER CHARGES

In 2009, we executed restructuring actions in response to a reduction in orders in most of our U.S. and foreign markets due to the deterioration in the global economy. We reduced our global workforce by approximately 1,000 professional employees. In addition, we took numerous employee actions at many of our manufacturing locations, including approximately 3,200 hourly employees, significant downsizing at numerous facilities and complete closure of several facilities and branch distributor locations. Employee termination and severance costs were recorded based on approved plans developed by the businesses and corporate management which specified positions to be eliminated, benefits to be paid under existing severance plans, union contracts or statutory requirements and the expected timetable for completion of the plan.

Estimates of restructuring costs were made based on information available at the time charges were recorded. Due to the inherent uncertainty involved, actual amounts paid for such activities may differ from amounts initially recorded and we may need to revise previous estimates.

In response to closures and downsizing noted above, we incurred $2 million of restructuring expenses for lease terminations and $5 million of restructuring expenses for asset impairments. During 2009, we recorded a total pre-tax restructuring charge of $83 million, comprising $85 million of charges related to 2009 actions net of the $2 million favorable change in estimate related to 2008 actions, in “Restructuring and other charges” in the *Condensed Consolidated Statements of Income*. These restructuring actions included:

In millions	September 27, 2009 Three months ended	September 27, 2009 Nine months ended
Workforce reductions	$ 11	$ 79
Exit activities	—	7
Changes in estimate	(1)	(3)

Total restructuring charges	10	83
Curtailment loss	12	12
Total restructuring and other charges	$ 22	$ 95

In addition, as a result of the restructuring actions described above, we also recorded a $12 million curtailment loss in the third quarter of 2009 in our pension and other postretirement plans. See Note 5, "PENSION AND OTHER POSTRETIREMENT BENEFITS," to the *Condensed Consolidated Financial Statements* for additional detail.

At September 26, 2010, of the approximately 4,200 employees affected by this plan, all terminations were substantially complete.

We do not include restructuring charges in our operating segment results. The pretax impact of allocating restructuring charges to the segment results would have been as follows:

	September 27, 2009	
In millions	**Three months ended**	**Nine months ended**
Engine	$ 11	$ 47
Power Generation	4	11
Components	8	34
Distribution	(1)	3
Total restructuring and other charges	$ 22	$ 95

The following table summarizes the balance of accrued restructuring charges by expense type and the changes in the accrued amounts for the applicable periods. The restructuring related accruals were recorded in "Other accrued expenses" in our *Condensed Consolidated Balance Sheets.*

In millions	**Severance Costs**	**Exit Activities**	**Total**
Balance at December 31, 2009	$ 10	$ 1	$ 11
Cash payments for 2009 actions	(6)	—	(6)
Change in estimate	(3)	(1)	(4)
Balance at September 26, 2010	$ 1	$ —	$ 1

OUTLOOK

Near-Term:

Many of the international markets we serve continue to improve from their low levels in 2009. Emerging markets including China, India and Brazil have recovered and we are beginning to see signs of recovery in developed markets. Consistent with prior emissions standards implementations, the North American on-highway markets experienced increased demand in the last half of 2009, prior to the implementation of the EPA's 2010 emissions standards change, leading to reduced demand in the first half of 2010. Based on our prior experience, we expect heavy-duty engine sales to on-highway OEM customers will continue to improve sequentially in the fourth quarter. In most of our other markets, we expect demand to continue to improve throughout the remainder of 2010.

Long-Term:

We see improvements in most of our current markets and we are confident that opportunities for long-term profitable growth will continue in the future.

OPERATING SEGMENT RESULTS

Our operating segments consist of the following: Engine, Power Generation, Components and Distribution. This reporting structure is organized according to the products and markets each segment serves. We use segment EBIT (defined as earnings or loss before interest expense, income taxes and noncontrolling interests) as the primary basis for the chief operating decision-maker to evaluate the performance of each operating segment.

Following is a discussion of operating results for each of our business segments.

Engine Segment Results

Financial data for the Engine segment was as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions	**September 26, 2010**	**September 27, 2009**	**Amount**	**Percent**	**September 26, 2010**	**September 27, 2009**	**Amount**	**Percent**
External sales	$ **1,727**	$ 1,270	$ 457	36%	$ **4,495**	$ 3,608	$ 887	25%
Intersegment sales	**342**	169	173	NM	**896**	629	267	42%
Total sales	**2,069**	1,439	630	44%	**5,391**	4,237	1,154	27%
Depreciation and amortization	**42**	49	7	14%	**125**	135	10	7%
Research, development and engineering expenses	**65**	59	(6)	(10)%	**187**	168	(19)	(11)%
Equity, royalty and interest income from investees	**37**	16	21	NM	**124**	30	94	NM
Interest income	**3**	1	2	NM	**7**	2	5	NM
Segment EBIT	**223**	61	162	NM	**553**	41	512	NM

			Percentage Points			Percentage Points
Segment EBIT as a percentage of total sales	**10.8%**	4.2%	6.6	**10.3%**	1.0%	9.3

Engine segment net sales by market were as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions	**September 26, 2010**	**September 27, 2009**	**Amount**	**Percent**	**September 26, 2010**	**September 27, 2009**	**Amount**	**Percent**
Heavy-duty truck	$ **395**	$ 493	$ (98)	(20)%	$ **987**	$ 1,282	$ (295)	(23)%
Medium-duty truck and bus	**430**	294	136	46%	**999**	763	236	31%
Light-duty automotive and RV	**239**	120	119	99%	**742**	370	372	NM
Total on-highway	**1,064**	907	157	17%	**2,728**	2,415	313	13%
Industrial	**700**	407	293	72%	**1,933**	1,314	619	47%
Stationary power	**305**	125	180	NM	**730**	508	222	44%
Total sales	$ **2,069**	$ 1,439	$ 630	44%	$ **5,391**	$ 4,237	$ 1,154	27%

Unit shipments by engine classification (including unit shipments to Power Generation) were as follows:

	Three months ended September 26, 2010	Three months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent
Midrange	**93,500**	58,800	34,700	59%	**253,100**	168,600	84,500	50%
Heavy-duty	**15,200**	20,600	(5,400)	(26)%	**38,400**	53,600	(15,200)	(28)%
High-horsepower	**4,900**	2,600	2,300	88%	**13,100**	9,700	3,400	35%
Total unit shipments	**113,600**	82,000	31,600	39%	**304,600**	231,900	72,700	31%

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Sales

Engine segment sales for the three month period ended September 26, 2010, increased versus the comparable period in 2009, due to improved sales in most markets, especially the industrial, stationary power and medium-duty truck markets, which were partially offset by decreases in the North American heavy-duty truck market. The following are the primary drivers by market.

- Industrial market sales increased primarily due to a 126 percent increase in our international construction engines sold due to recovery of demand in emerging markets and units sold in the international mining markets more than tripling due to increased coal and commodity demands.

- Stationary power engine sales increased primarily due to higher demand in the power generation markets, particularly for high horse power engines.

- Medium-duty truck sales increased primarily due to increased demand in the Brazilian truck market driven by a growing economy and government incentives.

- Light-duty truck sales increased as a result of Chrysler demand more than tripling as the result of shutdowns in the third quarter of 2009 as part of its reorganization efforts.

These increases were partially offset by a decline in heavy-duty truck engine sales. Consistent with prior emissions standards changes, North American (includes the U.S and Canada and excludes Mexico) unit sales declined 54 percent due to increased engine purchases by OEMs in late 2009, ahead of the EPA's 2010 emissions standards change as part of the OEM's transition plan.

Total on-highway-related sales for the three month period ended September 26, 2010, were 51 percent of total engine segment sales, compared to 63 percent for the comparable period in 2009.

Engine segment sales for the nine month period ended September 26, 2010, increased versus the comparable period in 2009, due to improved sales in most markets, especially the industrial, light-duty truck and medium-duty truck markets, which were partially offset by decreases in the North American heavy-duty truck market. The following are the primary drivers by market.

- Industrial market sales increased primarily due to international construction engine shipments more than doubling and a 93 percent improvement in units sold in the international mining markets due to increased coal and commodity demands.

- Light-duty truck sales increased significantly due to Chrysler demand more than doubling as the result of shut-downs in 2009 as part of its reorganization efforts.

- Medium-duty truck sales increased primarily due to higher demand in the Brazilian truck market driven by a growing economy and government incentives.

These increases were partially offset by a decline in heavy-duty truck engine sales. Consistent with prior emissions standards changes, North American (includes the U.S and Canada and excludes Mexico) unit sales declined 63 percent due to increased engine purchases by OEMs in late 2009, ahead of the EPA's 2010 emissions standards change, as part of the OEM's transition plan.

Total on-highway-related sales for the nine month period ended September 26, 2010, were 51 percent of total engine segment sales, compared to 57 percent for the comparable period in 2009.

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Segment EBIT

Engine segment EBIT for the three and nine month periods ended September 26, 2010, increased significantly versus the comparable periods in 2009, primarily due to higher gross margin and equity, royalty and interest income from investees which were partially offset by increased selling, general and administrative expenses and research, development and engineering expenses.

	Three months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change			Nine months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change		
In millions	**Amount**	**Percent**	**Percentage point change as a percent of sales**	**Amount**	**Percent**	**Percentage point change as a percent of sales**
Gross margin	$ 173	72%	3.3	$ 486	82%	6.0
Equity, royalty and interest (loss) income from investees	21	NM	0.7	94	NM	1.6
Selling, general and administrative expenses	(23)	(17)%	1.8	(62)	(16)%	0.9
Research, development and engineering expenses	(6)	(10)%	1.0	(19)	(11)%	0.5

The increase in gross margin for the three month period ended September 26, 2010, versus the comparable period in 2009, was primarily due to increased volumes, improved price realization and cost structure improvements from actions taken in late 2008 and early 2009, partially offset by an unfavorable mix. Equity, royalty and interest income from investees increased due to higher demand in emerging markets, especially at DCEC. The increases in selling, general and administrative expenses and research development and engineering expenses were primarily due to increased variable compensation.

The increase in gross margin for the nine month period ended September 26, 2010, versus the comparable period in 2009, was primarily due to increased volumes, improved price realization, decreased warranty expense and cost structure improvements from actions taken in late 2008 and early 2009, partially offset by an unfavorable mix. Equity, royalty and interest income from investees increased in most joint ventures. The increase was led by higher demand in emerging markets, especially at DCEC and Komatsu-Cummins Engine Company. The increase in selling, general and administrative expenses was primarily due to increased variable compensation.

Power Generation Segment Results

Financial data for the Power Generation segment was as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
External sales	**$ 564**	$ 444	$ 120	27%	**$ 1,460**	$ 1,402	$ 58	4%
Intersegment sales	**227**	105	122	NM	**556**	414	142	34%
Total sales	**791**	549	242	44%	**2,016**	1,816	200	11%
Depreciation and amortization	**10**	13	3	23%	**31**	35	4	11%
Research, development and engineering expenses	**8**	9	1	11%	**23**	25	2	8%
Equity, royalty and interest income from investees	**12**	5	7	NM	**27**	16	11	69%
Interest income	**2**	—	2	NM	**4**	1	3	NM
Segment EBIT	**97**	23	74	NM	**207**	133	74	56%
			Percentage Points				Percentage Points	
Segment EBIT as a percentage of total sales	**12.3%**	4.2%	8.1		**10.3%**	7.3%	3.0	

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Sales for our Power Generation segment by business were as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
Commerical products	**$ 519**	$ 316	$ 203	64%	**$ 1,262**	$ 1,098	$ 164	15%
Generator technologies	**140**	124	16	13%	**382**	394	(12)	(3)%
Commercial projects	**49**	39	10	26%	**139**	127	12	9%
Consumer	**49**	37	12	32%	**141**	100	41	41%
Power electronics	**34**	33	1	3%	**92**	97	(5)	(5)%
Total sales	**$ 791**	$ 549	$ 242	44%	**$ 2,016**	$ 1,816	$ 200	11%

Sales

Power Generation segment sales for the three month period ended September 26, 2010, increased in all businesses versus the comparable period in 2009, primarily due to increased demand. Commercial products business sales increased due to higher demand across most regions, particularly in India, Latin America, the U.K., the Middle East and East Asia.

Power Generation segment sales for the nine month period ended September 26, 2010, increased in most businesses, versus the comparable period in 2009, primarily due to increased demand. The following are the primary drivers by business:

- Commercial products business sales increased due to higher demand in India, Latin America, the U.K. and East Asia which was partially offset by decreased demand in North America.

- Consumer sales increased primarily due to signs of recovery in the North American RV market.

Segment EBIT

Power Generation segment EBIT for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to higher gross margins. Changes in Power Generation segment EBIT and EBIT as a percentage of sales were as follows:

	Three months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change			Nine months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change		
In millions	Amount	Percent	Percentage point change as a percent of sales	Amount	Percent	Percentage point change as a percent of sales
Gross margin	$ 80	100%	5.6	$ 82	27%	2.4
Selling, general and administrative expenses	(15)	(29)%	1.0	(26)	(17)%	(0.4)
Equity, royalty and interest income from investees	7	NM	0.6	11	69%	0.4

The increase in gross margin for the three month period ended September 26, 2010, was due to higher volumes while the increase in selling, general and administrative expenses was primarily due to increased variable compensation expense. Equity, royalty and interest income from investees increased due to higher demand, especially at Cummins Olayan Energy and CCEC.

The increase in gross margin for the nine month period ended September 26, 2010, was due to higher volumes, favorable foreign currency exchange, and favorable material and commodity costs which were partially offset by increased variable compensation and warranty expenses. The increase in selling general and administrative expenses was primarily due to increased variable compensation expense. Equity, royalty and interest income from investees increased due to higher demand, especially at Cummins Olayan Energy and CCEC.

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Components Segment Results

Financial data for the Components segment was as follows:

In millions	Three months ended September 26, 2010	Three months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent
External sales	**$ 540**	$ 395	$ 145	37%	**$ 1,515**	$ 1,096	$ 419	38%
Intersegment sales	**229**	196	33	17%	**613**	527	86	16%
Total sales	**769**	591	178	30%	**2,128**	1,623	505	31%
Depreciation and amortization	**20**	18	(2)	(11)%	**61**	53	(8)	(15)%
Research, development and engineering expenses	**30**	22	(8)	(36)%	**81**	61	(20)	(33)%
Equity, royalty and interest income from investees	**6**	4	2	50%	**17**	9	8	89%
Interest income	**—**	1	(1)	(100)%	**1**	1	—	—%
Segment EBIT	**63**	31	32	NM	**195**	22	173	NM
				Percentage Points				Percentage Points
Segment EBIT as a percentage of total sales	**8.2%**	5.2%		3.0	**9.2%**	1.4%		7.8

Sales for our Components segment by business were as follows:

	Three months ended September 26, 2010	Three months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Favorable/(Unfavorable) Amount	Favorable/(Unfavorable) Percent
Filtration	**$ 248**	$ 210	$ 38	18%	**$ 726**	$ 609	$ 117	19%
Turbo technologies	**239**	173	66	38%	**665**	463	202	44%
Emission Solutions	**192**	131	61	47%	**499**	347	152	44%
Fuel Systems	**90**	77	13	17%	**238**	204	34	17%
Total sales	**$ 769**	$ 591	$ 178	30%	**$ 2,128**	$ 1,623	$ 505	31%

Sales

Components segment sales for the three month period ended September 26, 2010, increased in all businesses versus the comparable period in 2009. The following are the primary drivers by business.

· Turbo technologies business sales increased due to improved original equipment demand in Europe and China and significant global aftermarket recovery.

· Emission solutions business sales increased due to higher technology content in North American EPA 2010 aftertreatment systems and higher demand for Euro 5 aftertreatment systems for the first fit market, which was partially offset by decreased sales of our EPA 2007 aftertreatment systems.

· Filtration business sales increased in all regions, primarily due to improved global original equipment sales and global aftermarket recovery.

· Fuel systems business sales increased primarily due to improved aftermarket sales in North America and improved OEM first fit sales in China.

Components segment sales for the nine month period ended September 26, 2010, increased in all businesses versus the comparable period in 2009. The following are the primary regional drivers by business.

· Turbo technologies business sales increased due to improved original equipment demand in Europe and China and significant global aftermarket recovery.

· Emission solutions business sales increased due to higher technology content in North American EPA 2010 aftertreatment systems and higher demand for Euro 5 aftertreatment systems for the first fit market, which was partially offset by decreased sales of our EPA 2007 aftertreatment systems.

· Filtration business sales increased in all regions primarily due to improved global original equipment sales and global aftermarket recovery.

· Fuel systems business sales increased primarily due to aftermarket recovery in North America and improved OEM first fit sales in China.

Segment EBIT

Components segment EBIT for the three and nine month periods ended September 26, 2010, increased versus the comparable periods in 2009, primarily due to the improved gross margin which was partially offset by increased selling, general and administrative and research, development and engineering expenses. Changes in Components segment EBIT and EBIT as a percentage of sales were as follows:

In millions	Three months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change — Amount	Percent	Percentage point change as a percent of sales	Nine months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change — Amount	Percent	Percentage point change as a percent of sales
Gross margin	$ 49	52%	2.6	$ 211	NM	6.9
Selling, general and administrative expenses	(12)	(26)%	0.3	(30)	(22)%	0.6
Research, development and engineering expenses	(8)	(36)%	(0.2)	(20)	(33)%	—
Equity, royalty and interest income from investees	2	50%	0.1	8	89%	0.2

The increase in gross margin for the three month period ended September 26, 2010, was primarily due to higher volumes for all businesses, increased aftertreatment content on 2010 North American truck engines and efficiencies gained from restructuring actions which was partially offset by unfavorable premium freight expenses. The increases in selling, general and administrative expenses and research, development and engineering expenses were primarily due to new product development program spending and increased variable compensation.

The increase in gross margin for the nine month period ended September 26, 2010, was due to higher volumes for all businesses, increased aftertreatment content on 2010 North American truck engines, efficiencies gained from restructuring actions and favorable foreign currency translation. The increase in selling, general and administrative expenses and research, development and engineering expenses were primarily due to increased new product development program spending and variable compensation.

Distribution Segment Results

Financial data for the Distribution segment was as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
External sales	**$ 570**	$ 421	$ 149	35%	**$ 1,617**	$ 1,294	$ 323	25%
Intersegment sales	**3**	1	2	NM	**8**	4	4	100%
Total sales	**573**	422	151	36%	**1,625**	1,298	327	25%
Depreciation and amortization	**5**	5	—	—%	**19**	14	(5)	(36)%
Equity, royalty and interest income from investees	**33**	32	1	3%	**93**	92	1	1%
Interest income	**1**	—	1	NM	**2**	1	1	100%
Segment EBIT	**74**	55	19	35%	**215**	168	47	28%

			Percentage Points			Percentage Points
Segment EBIT as a percentage of total sales	**12.9%**	13.0%	(0.1)	**13.2%**	12.9%	0.3

Sales for our Distribution segment by region were as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
In millions	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
Asia Pacific	**$ 224**	$ 186	$ 38	20%	**$ 648**	$ 548	$ 100	18%
Europe, Middle East and Africa	**192**	156	36	23%	**551**	507	44	9%
North & Central America	**134**	64	70	NM	**367**	202	165	82%
South America	**23**	16	7	44%	**59**	41	18	44%
Total sales	**$ 573**	$ 422	$ 151	36%	**$ 1,625**	$ 1,298	$ 327	25%

Selected financial information for our Distribution segment excluding the impact of an acquisition was as follows:

	Three months ended		Favorable/ (Unfavorable)		Nine months ended		Favorable/ (Unfavorable)	
	September 26, 2010	September 27, 2009	Amount	Percent	September 26, 2010	September 27, 2009	Amount	Percent
Sales excluding impact from acquisition (1)	**$ 505**	$ 422	$ 83	20%	**$ 1,441**	$ 1,298	$ 143	11%
EBIT excluding impact from acquisition (1)	**70** (2)	55	15	27%	**191** (2)	168	23	14%

(1) The acquisition represents the purchase of the majority interest in Cummins Western Canada (CWC), an equity investee, in the first quarter of 2010, as explained in Note 15, "ACQUISITIONS," to the *Condensed Consolidated Financial Statements.* The acquisition increased sales by $68 million and $184 million and EBIT by $4 million and $24 million for the three and nine months ended September 26, 2010, respectively.

(2) This amount includes $4 million and $8 million of equity earnings which would have been our share of CWC's income for the three and nine months ended September 26, 2010, respectively, if we had not consolidated them.

Sales

Distribution segment sales, excluding the acquisition, for the three month period ended September 26, 2010, increased versus the comparable period in 2009, primarily due to increased parts demand in North and Central America, service revenues in the South Pacific and improved engine and power generation sales in Europe, Middle East and Africa.

Distribution segment sales, excluding the acquisition, for the nine month period ended September 26, 2010, increased versus the comparable period in 2009, primarily due to increased parts and service revenues and favorable foreign currency impacts, which were partially offset by decreased power generation sales.

Segment EBIT

Distribution segment EBIT for the three month period ended September 26, 2010, increased versus the comparable period in 2009, primarily due to increased gross margin which was partially offset by increased selling, general and administrative expenses. Segment EBIT for the nine month period ended September 26, 2010, increased versus the comparable period in 2009, primarily due to increased gross margin, and a one-time gain from an acquisition that occurred in the first quarter, partially offset by increased selling, general and administrative expenses.

Changes in Distribution segment EBIT and EBIT as a percentage of sales were as follows:

	Three months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change			Nine months ended September 26, 2010 vs. September 27, 2009 Favorable/(Unfavorable) Change		
In millions	Amount	Percent	Percentage point change as a percent of sales	Amount	Percent	Percentage point change as a percent of sales
Including acquisition						
Gross margin	$ 39	43%	1.1	$ 89	32%	1.2
Other (expense) income	2	NM	0.3	13(1)	NM	0.8
Selling, general and administrative expenses	(23)	(33)%	0.3	(56)	(28)%	(0.3)
Excluding acquisition						
Gross margin	24	26%	1.2	45	16%	1.0

Selling, general and administrative expenses	(17)	(25)%	(0.7)	(38)	(19)%	(1.1)

(1) The primary increase in other income represents the purchase of the majority interest in an equity investee in the first quarter of 2010, which resulted in a gain of $12 million as explained in Note 15, "ACQUISITIONS," to the Condensed Consolidated Financial Statements.

Excluding the acquisition, the increase in gross margin for the three month period ended September 26, 2010, versus the comparable period in 2009, was primarily due to increased volumes, particularly parts and service. Excluding the effects from the acquisition, the increase in selling, general and administrative expenses was mainly due to increased salaries.

Excluding the acquisition, the increase in gross margin for the nine month period ended September 26, 2010, versus the comparable period in 2009, was primarily due to favorable foreign currency impacts and increased volumes. Excluding the effects from the acquisition, the increase in selling, general and administrative expenses was mainly due to unfavorable foreign currency impacts and increased salaries.

Reconciliation of Segment EBIT to Income Before Income Taxes

The table below reconciles the segment information to the corresponding amounts in the *Condensed Consolidated Statements of Income:*

In millions	Three months ended September 26, 2010	Three months ended September 27, 2009	Nine months ended September 26, 2010	Nine months ended September 27, 2009
Total segment EBIT	**$ 457**	$ 170	**$ 1,170**	$ 364
Non-segment EBIT (1)	**(8)**	(15)	**(54)**	(72)
Total EBIT	**$ 449**	$ 155	**$ 1,116**	$ 292
Less:				
Interest expense	**11**	9	**29**	26
Income before income taxes	**$ 438**	$ 146	**$ 1,087**	$ 266

(1) Includes intersegment sales and profit in inventory eliminations and unallocated corporate expenses. The Brazilian tax recovery was excluded from segment results as it was not considered by management in its evaluation of operating results for the quarter. For the three and nine months ended September 26, 2010, unallocated corporate expenses included $32 million in Brazil tax recoveries and $2 million in flood damage expenses. For the three and nine months ended September 27, 2009, unallocated corporate expenses included $22 million and $95 million of restructuring and other charges and an $8 million and $5 million gain related to flood damage expenses, respectively.

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LIQUIDITY AND CAPITAL RESOURCES

Management's Assessment of Liquidity

Our financial condition and liquidity remain strong. Our solid balance sheet and credit ratings enable us to continue to have ready access to credit as we recently terminated our existing three year credit facility a year early and entered into a new four year credit facility.

We assess our liquidity in terms of our ability to generate adequate cash to fund our operating, investing and financing activities. Cash provided by operations is our principal source of liquidity. As of September 26, 2010, other sources of liquidity include:

- cash and cash equivalents of $937 million, of which approximately 24 percent is located in the United States, and 65 percent is located in the United Kingdom, China, India and Brazil,
- marketable securities of $308 million, which are located primarily in India and Brazil,
- $1.21 billion available under our revolving credit facility,
- $205 million available under international and other domestic credit facilities and
- $115 million, based on eligible receivables, available under our accounts receivable sales program.

We believe our liquidity provides us with the financial flexibility needed to fund working capital, capital expenditures, projected pension obligations, dividend payments, common stock repurchases and debt service obligations.

On July 16, 2010, we entered into a new four year revolving credit agreement with a syndicate of lenders which provides us with a $1.24 billion unsecured revolving credit facility, the proceeds of which are to be used for the general corporate purposes of Cummins. See Note 12, "Revolving Credit Facility" to the *Condensed Consolidated Financial Statements* for further information. The credit agreement includes two financial covenants: a leverage ratio and an interest coverage ratio. At September 26, 2010, we were in compliance with both financial covenants.

The required leverage ratio, which measures the sum of total debt plus securitization financing to consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) for the four fiscal quarters should not exceed 3.0 to 1. At September 26, 2010, our leverage using this measure was 0.50 to 1. The required interest coverage ratio, which is consolidated EBITDA minus capital expenditures to consolidated interest expense, in each case for the four consecutive fiscal quarters, should not be less than 1.50 to 1. At September 26, 2010, our interest coverage ratio using this measure was 37.36 to 1.

Although economic conditions in many of our markets have started to improve and global credit availability has started to ease, our customers and suppliers could still be negatively impacted by economic challenges. We have considered these impacts in assessing the adequacy of our liquidity and capital resources and are monitoring the impact on our customers and suppliers. Despite these challenges, we expect to generate strong cash flow from operations in 2010. We will continue to diligently monitor our receivables for potential slowing in collections and our customers' access to credit.

We continuously monitor our pension assets and believe that we have limited exposure to the European debt crisis. No sovereign debt instruments of crisis countries are held in the trusts and any equities are held with large well-diversified multinational firms or are deminimus amounts in large index funds. Our pension plans have not experienced any significant impact on liquidity or counterparty exposure due to the volatility in the credit markets.

A significant portion of our cash flows is generated outside the U.S. More than three quarters of our cash and cash equivalents and most of our marketable securities at September 26, 2010, are denominated in foreign currencies. We manage our worldwide cash requirements considering available funds among the many subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. The repatriation of cash balances from certain subsidiaries could have adverse tax consequences; however, those balances are generally available, without legal restrictions, to fund ordinary business operations at the local level. We have and will continue to transfer cash from these subsidiaries to us and to other international subsidiaries when it is cost effective to do so.

Working Capital Summary

We fund our working capital with cash from operations and short-term borrowings when necessary. Various assets and liabilities, including short-term debt, can fluctuate significantly from month to month depending on short-term liquidity needs. As a result, working capital is a prime focus of management attention.

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In millions	September 26, 2010	December 31, 2009	September 27, 2009	Change September 26, 2010 vs. December 31, 2009	Change September 26, 2010 vs. September 27, 2009
Cash and cash equivalents	$ 937	$ 930	$ 686	$ 7	$ 251
Marketable securities	308	190	148	118	160
Accounts and notes receivable	2,235	2,004	1,731	231	504
Inventories	1,910	1,341	1,461	569	449
Other current assets	588	538	617	50	(29)
Current assets	5,978	5,003	4,643	975	1,335
Accounts and loans payable	1,437	994	902	443	535
Current portion of accrued warranty	396	426	422	(30)	(26)
Other accrued expenses	1,238	1,012	987	226	251
Current liabilities	3,071	2,432	2,311	639	760
Working capital	$ 2,907	$ 2,571	$ 2,332	$ 336	$ 575
Current ratio	1.95	2.06	2.01	(0.11)	(0.06)
Days' sales in receivables	64	64	65	—	(1)
Inventory turnover	5.5	5.2	4.7	0.3	0.8

Current assets increased compared to December 31, 2009, primarily due to an increase in inventory levels to meet anticipated demand, increased accounts and notes receivables due to increased sales volumes, and increased investment in marketable securities.

Current liabilities increased compared to December 31, 2009, primarily due to an increase in accounts and loans payable which was the result of increased purchasing to support higher sales volume in the businesses and the acquisition of the majority interest in CWC.

Cash Flows

Cash and cash equivalents increased $7 million during the nine month period ended September 26, 2010, compared to a $260 million increase in cash and cash equivalents during the comparable period in 2009. The change in cash and cash equivalents was as follows:

Operating Activities

In millions	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Change
Consolidated net income	$ **749**	$ 194	$ 555
Restructuring and other charges, net of cash payments	—	21	(21)
Depreciation and amortization	**239**	238	1
Gain on fair value adjustment for consolidated investee	**(12)**	—	(12)
Deferred income taxes	**83**	(11)	94
Equity in income of investees, net of dividends	**(95)**	56	(151)
Pension contributions, net of expenses	**(114)**	(49)	(65)
Translation and hedging activities	**10**	33	(23)
Changes in:			
Accounts and notes receivable	**(198)**	89	(287)
Inventories	**(524)**	360	(884)
Accounts payable	**336**	(155)	491
Accrued expenses	**102**	(185)	287
Changes in long-term liabilities	**97**	103	(6)
Other, net	**(54)**	36	(90)
Net cash provided by operating activities	$ **619**	$ 730	$ (111)

Net cash provided by operating activities decreased for the nine months ended September 26, 2010, versus the comparable period in 2009, primarily due to significantly higher inventory levels to meet anticipated demand, increased accounts and notes receivables consistent with the

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increase in sales volumes and increased equity in income of investees net of dividends. This was partially offset by significantly higher consolidated net income and increases in accounts payable and accrued expenses as the result of increased purchasing to support higher sales volumes.

Pensions

The funded status of our pension plans is dependent upon a variety of variables and assumptions including return on invested assets, market interest rates and levels of voluntary contributions to the plans. In the third quarter of 2010, financial markets rebounded from the declines experienced in the second quarter of 2010. As a result, for the nine months ended September 26, 2010, the return for our U.S. plan was 11 percent while our U.K. plan return was approximately eight percent**.** Approximately 94 percent of our pension plan assets are invested in highly liquid investments such as equity and fixed income securities. The remaining six percent of our plan assets are invested in less liquid, but market valued investments, including real estate and private equity. We made $16 million and $167 million of pension contributions in the three and nine month periods ended September 26, 2010, respectively, and we anticipate making total contributions of approximately $220 million to our pension plans in 2010. Expected contributions to our defined benefit pension plans in 2010 will meet or exceed the current funding requirements. Claims and premiums for other postretirement benefits are expected to approximate $53 million in 2010. The $16 million of pension contributions in the three months ended September 26, 2010, included voluntary contributions of $11 million. These contributions and payments include payments from our funds either to increase pension plan assets or to make direct payments to participants.

Investing Activities

In millions	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Change
Capital expenditures	**$ (170)**	$ (204)	$ 34
Proceeds from disposals of property, plant and equipment	**46**	8	38
Acquisition of businesses, net of cash acquired	**(77)**	(2)	(75)
Investments in marketable securities—net	**(108)**	(63)	(45)
Purchases of other investments	**(54)**	(54)	—
Cash flows from derivatives not designated as hedges	**2**	(21)	23
Other, net	**(45)**	(28)	(17)
Net cash used in investing activities	**$ (406)**	$ (364)	$ (42)

Net cash used in investing activities increased for the nine months ended September 26, 2010, versus the comparable period in 2009, primarily due to the acquisition of CWC and increased investments in marketable securities, which were partially offset by increased proceeds from the disposal of property, plant and equipment and decreased capital expenditures.

Capital expenditures for the nine month period ended September 26, 2010, were $170 million compared to $204 million in the comparable period in 2009. We expect capital expenditures to accelerate in the remainder of 2010. We continue to invest in the development of new products and we plan to spend approximately $375 to $400 million in 2010.

Financing Activities

In millions	Nine months ended September 26, 2010	Nine months ended September 27, 2009	Change
Proceeds from borrowings	$ **163**	$ **11**	$ 152
Payments on borrowings and capital lease obligations	**(64)**	**(60)**	(4)
Dividend payments on common stock	**(120)**	**(106)**	(14)
Proceeds from sale of common stock held by employee benefit trust	**52**	**54**	(2)
Repurchases of common stock	**(241)**	—	(241)
Other, net	—	**(19)**	19
Net cash used in financing activities	$ **(210)**	$ **(120)**	$ (90)

Net cash used in financing activities increased for the nine months ended September 26, 2010, versus the comparable period in 2009, primarily due to increased repurchases of common stock, which was partially offset by increased proceeds from borrowings primarily related to the acquisition of CWC.

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Our total debt was $853 million as of September 26, 2010, compared with $681 million as of December 31, 2009. Total debt as a percent of our total capital, including total long-term debt, was 16.0 percent at September 26, 2010, compared with 14.9 percent at December 31, 2009. The increase in total debt was principally due to acquisitions and borrowings in Brazil which were subsequently invested in marketable securitites.

In July 2010, the board of directors approved an increase in the quarterly dividends on our common stock from $0.175 per share to $0.2625.

In December 2007, the Board of Directors authorized the acquisition of up to $500 million of Cummins common stock. In 2010, we made the following quarterly purchases under this plan:

In millions (except per share amounts) For each quarter ended	2010 Shares Purchased	Average Cost Per Share
March 28	0.7	$ 60.36
June 27	1.8	67.39
September 26	1.0	75.77
Total	3.5	$ 68.57

Credit Ratings

A number of our contractual obligations and financing agreements, such as our revolving credit facility have restrictive covenants and/or pricing modifications that may be triggered in the event of downward revisions to our corporate credit rating. There were no downgrades of our credit ratings in the third quarter of 2010 that have impacted these covenants or pricing modifications. In September 2010, Standard and Poor's raised our senior unsecured debt ratings to BBB+ and changed our outlook to stable. In July 2010, Moody's Investors Service, Inc. raised our senior unsecured debt ratings to Baa2. In March 2010, Fitch affirmed our ratings.

Credit ratings are not recommendations to buy, are subject to change and each rating should be evaluated independently of any other rating. In addition, we undertake no obligation to update disclosures concerning our credit ratings, whether as a result of new information, future events or otherwise. Our ratings and outlook from each of the credit rating agencies as of the date of filing are shown in the table below.

Credit Rating Agency	Senior L-T Debt Rating	S-T Debt Rating	Outlook
Moody's Investors Service, Inc.	Baa2	Non-Prime	Stable
Standard & Poor's	BBB+	NR	Stable
Fitch	BBB+	BBB+	Stable

OFF BALANCE SHEET FINANCING

A discussion of our off balance sheet financing arrangements may be found in Item 7 of our 2009 Form 10-K. There have been no material changes in this information since the filing of our 2009 Form 10-K.

APPLICATION OF CRITICAL ACCOUNTING ESTIMATES

A summary of our significant accounting policies is included in Note 1, "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES," of the *Notes to the Consolidated Financial Statements* of our 2009 Form 10-K which discusses accounting policies that we have selected from acceptable alternatives.

Our *Condensed Consolidated Financial Statements* are prepared in accordance with generally accepted accounting principles that often require management to make judgments, estimates and assumptions regarding uncertainties that affect the reported amounts presented and disclosed in the financial statements. Management reviews these estimates and assumptions based on historical experience, changes in business conditions and other relevant factors they believe to be reasonable under the circumstances. In any given reporting period, our actual results may differ from the estimates and assumptions used in preparing our *Condensed Consolidated Financial Statements.*

Critical accounting estimates are defined as follows: the estimate requires management to make assumptions about matters that were highly uncertain at the time the estimate was made; different estimates reasonably could have been used; or if changes in the estimate are reasonably likely to occur from period to period and the change would have a material impact on our financial condition or results of operations. Our senior management has discussed the development and selection of our accounting policies, related accounting estimates and the disclosures set

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forth below with the Audit Committee of our Board of Directors. We believe our critical accounting estimates include those addressing the estimation of liabilities for recoverability of investment related to new products, warranty programs, accounting for income taxes, pension benefits and annual assessment of recoverability of goodwill.

A discussion of all other critical accounting estimates may be found in the "Management's Discussion and Analysis" section of our 2009 Form 10-K under the caption "APPLICATION OF CRITICAL ACCOUNTING ESTIMATES." Within the context of these critical accounting estimates, we are not currently aware of any reasonably likely events or circumstances that would result in different policies or estimates being reported in the first nine months of 2010.

RECENTLY ADOPTED AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

See Note 3, "RECENTLY ADOPTED AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS," in the *Notes to Condensed Consolidated Financial Statements.*

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

A discussion of quantitative and qualitative disclosures about market risk may be found in Item 7A of our 2009 Form 10-K. There have been no material changes in this information since the filing of our 2009 Form 10-K. Further information regarding financial instruments and risk management is discussed in Note 10, "DERIVATIVES," in the *Notes to the Condensed Consolidated Financial Statements.*

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended September 26, 2010, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

We are subject to numerous lawsuits and claims arising out of the ordinary course of our business, including actions related to product liability; personal injury; the use and performance of our products; warranty matters; patent, trademark or other intellectual property infringement; contractual liability; the conduct of our business; tax reporting in foreign jurisdictions; distributor termination; workplace safety; and environmental matters. We also have been identified as a potentially responsible party at multiple waste disposal sites under U.S. federal and related state environmental statutes and regulations and may have joint and several liability for any investigation and remediation costs incurred with respect to such sites. We have denied liability with respect to many of these lawsuits, claims and proceedings and are vigorously defending such lawsuits, claims and proceedings. We carry various forms of commercial, property and casualty, product liability and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against us with respect to these lawsuits, claims and proceedings. We do not believe that these lawsuits are material individually or in the aggregate. While we believe we have also established adequate accruals for our expected future liability with respect to pending lawsuits, claims and proceedings, where the nature and extent of any such liability can be reasonably estimated based upon then presently available information, there can be no assurance that the final resolution of any existing or future lawsuits, claims or proceedings will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

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We conduct significant business operations in Brazil that are subject to the Brazilian federal, state and local labor, social security, tax and customs laws. While we believe we comply with such laws, they are complex, subject to varying interpretations and we are often engaged in litigation regarding the application of these laws to particular circumstances. In the third quarter of 2010, it was determined that we overpaid a Brazilian revenue based tax during the period 2004-2008. Our results include a pre-tax recovery of $32 million recorded in cost of sales ($21 million after-tax) related to tax credits on imported products arising from an overpayment. This recovery has been excluded from segment results as it was not considered by management in its evaluation of operating results for the quarter.

In June 2008, four of our sites in Southern Indiana, including our Technical Center, experienced extensive flood damage. We have submitted a claim for $220 million to our insurance carriers, which includes a claim for business interruption. As of September 26, 2010, we have received $92 million in recoveries from the insurance carriers. Our insurance carriers have disputed certain aspects of our claim and the parties have filed suit against each other. Although we believe that we are insured against the full amount of our claim, there is no assurance that we will be successful recovering the amounts we believe are due under the policies.

The information in Item 1 "Other Environmental Statutes and Regulations" referred to above should be read in conjunction with this disclosure. See also Note 14, "COMMITMENTS AND CONTINGENCIES," in the *Notes to the Consolidated Financial Statements* included in our 2009 Form 10-K. There has been no material change in this information since the filing of our 2009 Form 10-K.

ITEM 1A. Risk Factors

In addition to other information set forth in this report, you should consider other risk factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K or the "CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION" in this Quarterly report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently judge to be immaterial also may materially adversely affect our business, financial condition or operating results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following information is provided pursuant to Item 703 of Regulation S-K:

	Issuer Purchases of Equity Securities			
Period	(a) Total Number of Shares Purchased(1)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs(2)
June 28 - August 1, 2010	7,409	$ 79.61	—	174,243
August 2 - August 29, 2010	823,364	76.31	813,500	167,189
August 30 - September 26, 2010	247,595	74.88	227,300	150,671
Total	1,078,368	$ 76.01	1,040,800	

(1) Shares purchased represent shares under 2007 Board authorized repurchase program (for up to $500 million of our common shares) and our Key Employee Stock Investment Plan established in 1969 (there is no maximum repurchase limitation in this plan).

(2) These values reflect the sum of shares held in loan status of our Key Employee Stock Investment Plan. The $500 million repurchase program authorized by the Board of Directors in 2007 does not limit the number of shares that may be purchased and was excluded from this column.

In December 2007, the Board of Directors authorized us to acquire an additional $500 million worth of Cummins common stock beginning in 2008. During the three month period ended September 26, 2010, we repurchased 1,040,800 shares under this plan. As of September 26, 2010, we have $111 million available for purchase under this authorization.

During the three month period ended September 26, 2010, we repurchased 37,568 shares from employees in connection with the Key Employee Stock Investment Plan which allows certain employees, other than officers, to purchase shares of common stock on an installment basis up to an established credit limit. Loans are issued for five-year terms at a fixed interest rate established at the date of purchase and may be refinanced after its initial five-year period for an additional five-year period. Participants must hold shares for a minimum of six months from date of purchase and after shares are sold must wait six months before another share purchase may be made. We hold participants' shares

as security for the loans and would, in effect repurchase shares if the participant defaulted in repayment of the loan. There is no maximum amount of shares that we may purchase under this plan.

ITEM 6. Exhibits

12	Calculation of Ratio of Earnings to Fixed Charges.
31(a)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

* Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income for the three and nine months ended September 26, 2010 and September 27, 2009, (ii) Condensed Consolidated Balance Sheets at September 26, 2010 and December 31, 2009, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 26, 2010 and September 27, 2009, (iv) Condensed Consolidated Statements of Changes in Equity for the nine months ended September 26, 2010 and September 27, 2009 and (v) Notes to Condensed Consolidated Financial Statements. In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

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

Cummins Inc.
Date: October 29, 2010

By:	/s/ PATRICK J. WARD	By:	/s/ MARSHA L. HUNT
	Patrick J. Ward		Marsha L. Hunt
	Vice President and Chief Financial Officer		*Vice President-Corporate Controller*
	(Principal Financial Officer)		*(Principal Accounting Officer)*

EXHIBIT 12

CUMMINS INC. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

In millions	Nine months ended September 26, 2010	Nine months ended September 27, 2009
Earnings		
Earnings before income taxes and noncontrolling interests	**$ 1,087**	$ 266
Add:		
Fixed charges	**74**	64
Amortization of capitalized interest	**3**	3
Distributed income of equity investees	**150**	192
Less:		
Equity in earnings of investees	**239**	137
Capitalized interest	**4**	4
Earnings before fixed charges	**$ 1,071**	$ 384
Fixed charges		
Interest expense	**$ 29**	$ 26
Capitalized interest	**4**	4
Amortization of debt discount	**6**	2
Interest portion of rental expense (1)	**35**	32
Total fixed charges	**$ 74**	$ 64
Ratio of earnings to fixed charges	**14.5**	6.0

(1) Amounts represent those portions of rent expense that are reasonable approximations of interest costs.

EXHIBIT 31(a)

Certification

I, Theodore M. Solso, certify that:

1. I have reviewed this report on Form 10-Q of Cummins Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the periods in which the report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: October 29, 2010

/s/ THEODORE M. SOLSO
Theodore M. Solso
Chairman and Chief Executive Officer

EXHIBIT 31 (b)

Certification

I, Patrick J. Ward, certify that:

1. I have reviewed this report on Form 10-Q of Cummins Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the periods in which the report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: October 29, 2010

/s/ PATRICK J. WARD
Patrick J. Ward
Vice President and Chief Financial Officer

EXHIBIT 32

Cummins Inc.
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Cummins Inc. (the “Company”) on Form 10-Q for the period ended September 26, 2010, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Theodore M. Solso, Chairman and Chief Executive Officer of the Company, and Patrick J. Ward, Vice President and Chief Financial Officer, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 29, 2010	/s/ THEODORE M. SOLSO Theodore M. Solso *Chairman and Chief Executive Officer*
October 29, 2010	/s/ PATRICK J. WARD Patrick J. Ward *Vice President and Chief Financial Officer*