

PIONEER MUNICIPAL HIGH INCOME TRUST
Form N-Q
September 28, 2018

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS
OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21321

Pioneer Municipal High Income Trust
(Exact name of registrant as specified in charter)

60 State Street, Boston, MA 02109
(Address of principal executive offices) (ZIP code)

Terrence J. Cullen, Pioneer Investment Management, Inc.,
60 State Street, Boston, MA 02109
(Name and address of agent for service)

Registrant's telephone number, including area code: (617) 742-7825

Date of fiscal year end: April 30

Date of reporting period: July 31, 2018

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after close of the first and third fiscal quarters, pursuant to Rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. Schedule of Investments.

File the schedules as of the close of the reporting period as set forth in ss. 210.12-12 – 12-14 of Regulation S-X [17 CFR 210.12-12 – 12-14]. The schedules need not be audited.

Pioneer Municipal High
Income Trust

NQI July 31, 2018

Ticker Symbol: MHI

Principal Amount USD (\$)	Value
	UNAFFILIATED ISSUERS - 142.1% of Net Assets
	CORPORATE BOND - 0.9% of Net Assets
	DIVERSIFIED FINANCIALS - 0.9%
	Specialized Finance - 0.9%
2,522,000 ^	Texas Pellets, Inc. / German Pellets Texas \$2,522,000 LLC, 8.0%, 9/30/18 (144A)
	Total Diversified \$2,522,000 Financials
	TOTAL CORPORATE BOND
	(Cost \$2,522,000)522,000
	TAX EXEMPT OBLIGATIONS - 140.4% of Net Assets (a)
	Alabama - 1.2%
	Huntsville-Redstone Village Special Care Facilities Financing Authority, \$3,536,100 Redstone Village Project, 5.5%, 1/1/43
4,500,000	Arizona - 2.8%
	Arizona Industrial Development Authority, \$983,980 Bridgewater Avondale Project, 5.375%, 1/1/38
1,000,000	City of Phoenix, 5.0%, 4,729,640 7/1/27
4,000,000(b)	

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

2,250,000		City of Phoenix, Industrial Development Authority, 3rd & Indian School Assisted Living Project, 5.4%, 10/1/36	2,312,595
24,000		County of Pima, Industrial Development Authority, Arizona Charter Schools Project, Series C, 6.75%, 7/1/31	24,122
			\$8,050,337
10,000,000(c)		California - 6.8% California County Tobacco Securitization Agency, Capital Appreciation, Stanislaus County, Subordinated, Series A, 6/1/46	\$1,868,000
1,450,000		California Enterprise Development Authority, Sunpower Corp., 8.5%, 4/1/31	1,545,903
530,000		California Municipal Finance Authority, Santa Rosa Academy Project, Series A, 5.75%,	563,915

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

4,750,000	7/1/30 California Pollution Control Financing Authority, 5.0%, 7/1/37 (144A)	4,783,440
1,740,000(d)	California School Finance Authority, Classical Academies Project, Series A, 7.375%, 10/1/43	2,045,144
1,400,000	California Statewide Communities Development Authority, Lancer Plaza Project, 5.625%, 11/1/33	1,556,282
568,006(e)	California Statewide Communities Development Authority, Microgy Holdings Project, 9.0%, 12/1/38	5
175,000(f)	Lehman Municipal Trust Receipts, RIB, 11.63%, 11/1/39 (144A) (AGM Insured)	174,965
2,000,000(b)	Los Angeles Community College District, Series G, 4.0%, 8/1/39	2,095,580
1,605,000	Los Angeles County Metropolitan Transportation	1,926,642

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		Authority, Series A, 5.0%, 7/1/30 Tobacco Securitization Authority of Southern California, Series A-1, 5.0%, 6/1/37	3,016,140
3,000,000			\$19,576,016
		Colorado - 1.4% Colorado Educational & Cultural Facilities Authority, Rocky Mountain Classical Academy Project, 8.0%, 9/1/43 Tender Option Bond Trust Receipts/Certificates, RIB, Series 2018, 6/1/39 (144A)	\$1,925,160
1,500,000(d)			1,966,631
			\$3,891,791
		Connecticut - 3.2% Mohegan Tribal Finance Authority, 7.0%, 2/1/45 (144A)	\$2,991,548
2,915,000		State of Connecticut, Series E, 4.0%, 9/1/30	5,171,750
5,000,000(b)		Town of Hamden, Whitney Center Project, Series A, 7.75%, 1/1/43	1,040,770
1,000,000			\$9,204,068
		District of Columbia -	

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

3,705,000	6.6% District of Columbia Tobacco Settlement Financing Corp., Asset-Backed, 6.5%, 5/15/33	\$4,180,870
6,000,000	District of Columbia Tobacco Settlement Financing Corp., Asset-Backed, 6.75%, 5/15/40	6,239,820
25,000,000(c)	District of Columbia Tobacco Settlement Financing Corp., Capital Appreciation, Asset-Backed, Series A, 6/15/46	4,385,250
3,975,000	District of Columbia, Deed Tax Housing Product Trust Fund, Series A, 4.25%, 6/1/37 (NATL Insured)	3,981,440
		\$18,787,380
1,500,000	Florida - 6.1% Alachua County Health Facilities Authority, Terraces Bonita Springs Project, Series A, 8.125%, 11/15/41	\$1,671,495
1,500,000	Alachua County Health Facilities Authority,	1,666,650

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		5.0%, 10/1/43	\$7,202,050
5,000,000		Idaho - 1.8% Power County Industrial Development Corp., FMC Corp. Project, 6.45%, 8/1/32	\$5,020,300
2,087,000(f)		Illinois - 16.6% Illinois Finance Authority, Clare Oaks Project, Series B, 4.0%, 11/15/52	\$1,766,708
1,305,000(c)		Illinois Finance Authority, Clare Oaks Project, Series C-1, 11/15/52	44,996
261,000(c)		Illinois Finance Authority, Clare Oaks Project, Series C-2, 11/15/52	77,050
261,000(c)		Illinois Finance Authority, Clare Oaks Project, Series C-3, 11/15/52	46,325
2,000,000(d)		Illinois Finance Authority, Northwestern Memorial Hospital, Series A, 6.0%, 8/15/39	2,092,180
2,500,000		Illinois Finance Authority, Roosevelt University Project, 6.5%, 4/1/39	2,582,925

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

Principal Amount USD (\$)	Value
3,865,000(d)	Illinois - (continued) Illinois Finance Authority, Swedish Covenant, Series A, 6.0%, 8/15/38 \$4,107,993
3,500,000	Illinois Finance Authority, The Admiral at the Lake Project, 5.25%, 5/15/42 3,521,735
4,000,000	Illinois Finance Authority, The Admiral at the Lake Project, 5.5%, 5/15/54 4,089,080
1,700,000(d)	Illinois Finance Authority, The Admiral at the Lake Project, Series A, 7.625%, 5/15/25 1,872,907
600,000(d)	Illinois Finance Authority, The Admiral at the Lake Project, Series A, 7.75%, 5/15/30 662,334
2,000,000(d)	Illinois Finance Authority, The Admiral at the Lake Project, Series A, 8.0%, 5/15/40 2,213,540
3,200,000(d)	Illinois Finance Authority, The Admiral at the Lake Project, 3,541,664

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

1,610,000(g)	Series A, 8.0%, 5/15/46 Metropolitan Pier & Exposition Authority, McCormick Place, 5.65%, 6/15/22 (NATL-RE Insured)	1,827,720
13,785,000	Metropolitan Pier & Exposition Authority, McCormick Place, 5.65%, 6/15/22 (NATL-RE Insured)	15,253,103
1,000,000	Metropolitan Pier & Exposition Authority, McCormick Place, Series B, 5.0%, 6/15/52 (ST APPROP Insured)	1,030,050
1,485,000(g)	Metropolitan Pier & Exposition Authority, McCormick Place, Series B, 5.65%, 6/15/22 (NATL-RE Insured)	1,682,861
915,000	Southwestern Illinois Development Authority, Village of Sauget Project, 5.625%, 11/1/26	871,693
	Indiana - 1.7%	\$47,284,864

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

250,000	City of Carmel, Barrington Carmel Project, Series A, 7.0%, 11/15/32	\$253,645
750,000	City of Carmel, Barrington Carmel Project, Series A, 7.125%, 11/15/42	758,272
500,000	City of Carmel, Barrington Carmel Project, Series A, 7.125%, 11/15/47	504,590
1,000,000	City of Evansville, Silver Birch Evansville Project, 5.45%, 1/1/38	995,210
1,500,000	City of Mishawaka, Silver Birch Mishawaka Project, 5.375%, 1/1/38 (144A)	1,479,480
1,000,000	Indiana Finance Authority, Multipurpose Educational Facilities, Avondale Meadows Academy Project, 5.375%, 7/1/47	996,310
5,000,000(d)	Kentucky - 1.9% Kentucky Economic Development	\$4,987,507 \$5,412,800

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		Finance Authority, Owensboro Medical Health System, Series A, 6.375%, 6/1/40 Louisiana - 0.8% Jefferson Parish Hospital Service District No. 2, East Jefferson General Hospital, 6.375%, 7/1/41 Maine - 2.3% Maine Health & Higher Educational Facilities Authority, Maine General Medical Center, 7.5%, 7/1/32 Maine Turnpike Authority, Series A, 5.0%, 7/1/42	
2,260,000			\$2,352,479
			\$1,663,020
1,500,000			
			4,868,864
4,480,000			\$6,531,884
		Maryland - 0.5% Maryland Health & Higher Educational Facilities Authority, City Neighbors, Series A, 6.75%, 7/1/44 Massachusetts - 10.2%	
1,390,000			\$1,506,690
		Massachusetts Bay Transportation Authority, Series A,	
7,000,000(c)			\$5,094,950

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

1,550,000	7/1/28 Massachusetts Development Finance Agency, Harvard University, Series A, 5.0%, 7/15/36 Massachusetts Development Finance Agency, Harvard University, Series A, 5.0%, 7/15/40 Massachusetts Development Finance Agency, Linden Ponds, Inc., Series A-1, 5.5%, 11/15/46 Massachusetts Development Finance Agency, Partners Healthcare System, 4.0%, 7/1/41 Massachusetts Development Finance Agency, WGBH Foundation, Series A, 5.75%, 1/1/42 (AMBAC Insured) Massachusetts Educational Financing Authority, Series I, 6.0%, 1/1/28 Massachusetts Health &	1,948,211
5,000,000		6,402,250
961,700		971,692
1,000,000		1,024,540
7,100,000		9,403,098
310,000		320,329
3,100,000		4,050,615

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		Educational Facilities Authority, Massachusetts Institute of Technology, Series K, 5.5%, 7/1/32	\$29,215,685
2,640,000		Michigan - 3.2% Michigan State University, Series A, 5.0%, 8/15/41	\$2,933,304
6,100,000		Michigan Tobacco Settlement Finance Authority, Series A, 6.0%, 6/1/48	6,136,539
			\$9,069,843
2,000,000		Minnesota - 4.5% Bloomington Port Authority, Radisson Blu Mall of America, 9.0%, 12/1/35	\$2,221,160
1,000,000		City of Ham Lake, DaVinci Academy, Series A, 5.0%, 7/1/47	1,006,450
2,300,000		City of Rochester, Mayo Clinic, Series B, 5.0%, 11/15/35	2,856,738
6,000,000(b)		State of Minnesota, Series B, 4.0%, 8/1/27	6,667,080
			\$12,751,428
1,600,000(e)		Montana - 0.0%† Two Rivers Authority, Inc., 7.375%,	\$67,200

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		11/1/27	
		New	
		Hampshire -	
		0.3%	
		New	
		Hampshire	
		Health &	
		Education	
1,000,000		Facilities	\$973,690
		Authority Act,	
		Catholic	
		Medical	
		Centre, 3.75%,	
		7/1/40	
		New Jersey -	
		2.1%	
		New Jersey	
		Economic	
		Development	
3,000,000		Authority,	\$3,260,580
		Continental	
		Airlines,	
		5.25%, 9/15/29	
		New Jersey	
		Economic	
		Development	
2,500,000		Authority,	2,758,325
		Continental	
		Airlines,	
		5.75%, 9/15/27	
			\$6,018,905
		New Mexico -	
		1.5%	
		County of	
		Otero, Otero	
1,500,000		County Jail	\$1,445,355
		Project, 9.0%,	
		4/1/23	
		County of	
		Otero, Otero	
2,960,000(f)		County Jail	2,762,953
		Project, 9.0%,	
		4/1/28	
			\$4,208,308
		New York -	
		8.6%	
2,000,000(d)		Hempstead	\$2,078,140
		Local	
		Development	
		Corp., Molloy	
		College	

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

Principal Amount USD (\$)	Value
1,000,000(d)	Project, 5.75%, 7/1/39 New York State Dormitory Authority, Orange Medical Center, 6.125%, 12/1/29 1,015,900
8,000,000	New York - (continued) New York State Dormitory Authority, Series A, 4.0%, 7/1/41 \$8,380,320
7,500,000	New York State Dormitory Authority, Series C, 5.0%, 3/15/39 8,385,300
1,500,000	New York State Dormitory Authority, Trustees of Columbia University, 5.0%, 10/1/45 1,961,475
2,455,540	Westchester County Healthcare Corp., Series A, 5.0%, 11/1/44 2,611,639
4,225,000(c)(f)	\$24,432,774 North Carolina - 1.7% Tender Option Bond Trust Receipts/Certificates, RIB, Series 2018, 1/1/38 (144A) \$4,892,846

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

	North Dakota	
	- 1.0%	
	County of	
	Burleigh, St.	
2,525,000(d)	Alexius	\$2,802,725
	Medical	
	Center, 5.0%,	
	7/1/38	
	Ohio - 5.4%	
	Buckeye	
	Tobacco	
	Settlement	
1,325,000	Financing	\$1,328,312
	Authority,	
	Asset-Backed,	
	Series A-2,	
	5.75%, 6/1/34	
	Buckeye	
	Tobacco	
	Settlement	
2,500,000	Financing	2,521,500
	Authority,	
	Asset-Backed,	
	Series A-2,	
	5.875%, 6/1/47	
	Buckeye	
	Tobacco	
	Settlement	
1,700,000	Financing	1,699,983
	Authority,	
	Asset-Backed,	
	Series A-2,	
	6.0%, 6/1/42	
	Buckeye	
	Tobacco	
	Settlement	
6,000,000	Financing	6,179,880
	Authority,	
	Asset-Backed,	
	Series A-2,	
	6.5%, 6/1/47	
	Ohio Housing	
	Finance	
	Agency,	
1,000,000	Sanctuary	992,850
	Springboro	
	Project, 5.45%,	
	1/1/38 (144A)	
2,500,000(b)(d)	State of Ohio,	2,782,800
	Common	
	Schools, Series	

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

		B, 5.0%, 6/15/29	\$15,505,325
1,000,000		Oregon - 2.4% Oregon Health & Science University, Series A, 5.0%, 7/1/42	\$1,134,460
5,190,000		Oregon Health & Science University, Series E, 5.0%, 7/1/32	5,703,343 \$6,837,803
3,000,000		Pennsylvania - 5.2% Geisinger Authority, Geisinger Health System, series A-1, 5.0%, 2/15/45	\$3,343,590
1,280,000(e)		Langhorne Manor Borough Higher Education Authority, Lower Bucks Hospital, 7.35%, 7/1/22	537,600
5,000,000		Pennsylvania Economic Development Financing Authority, USG Corp. Project, 6.0%, 6/1/31	4,999,850
500,000		Philadelphia Authority for Industrial Development, Greater Philadelphia Health Action, Inc., Project, Series A, 6.625%, 6/1/50	520,370

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

2,000,000	Philadelphia Authority for Industrial Development, Nueva Esperanze, Inc., 8.2%, 12/1/43	2,212,240
1,000,000	Philadelphia Authority for Industrial Development, Performing Arts Charter School Project, 6.5%, 6/15/33 (144A)	1,046,380
2,000,000	Philadelphia Authority for Industrial Development, Performing Arts Charter School Project, 6.75%, 6/15/43 (144A)	2,092,120
		\$14,752,150
6,255,000(b)(e)	Puerto Rico - 0.9% Commonwealth of Puerto Rico, Series A, 8.0%, 7/1/35	\$2,502,000
5,900,000(e)	Rhode Island - 1.7% Central Falls Detention Facility Corp., 7.25%, 7/15/35	\$1,062,000
2,000,000	Rhode Island Health & Educational Building Corp., Brown University, Series A, 4.0%, 9/1/37	2,094,620
1,500,000(d)	Rhode Island Health & Educational Building	1,729,980

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

	Corp., Tockwatten Home Issue, 8.375%, 1/1/46	\$4,886,600
1,000,000	Texas - 8.7% Arlington Higher Education Finance Corp., Universal Academy, Series A, 7.0%, 3/1/34	\$1,033,380
2,500,000(d)	Central Texas Regional Mobility Authority, Sub Lien, 6.75%, 1/1/41	2,783,450
1,490,000(b)	County of Harris, Series A, 5.0%, 10/1/26	1,741,408
5,000,000(b)	Goose Creek Consolidated Independent School District, Series C, 4.0%, 2/15/26 (PSF-GTD Insured)	5,401,600
725,078(e)	Gulf Coast Industrial Development Authority, Microgy Holdings Project, 7.0%, 12/1/36	7
3,785,000	North Texas Tollway Authority, Series A, 5.0%, 1/1/35	4,214,257
1,500,000(d)	Red River Health Facilities Development Corp., MRC	1,785,315

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

	Crestview, Series A, 8.0%, 11/15/41 Sanger Industrial Development Corp., Texas 1,485,000 Pellets Project, Series B, 8.0%, 7/1/38 Tarrant County Cultural Education Facilities Finance Corp., 692,740 Mirador Project, Series A, 4.875%, 11/15/48 Tarrant County Cultural Education Facilities Finance Corp., 692,130 Mirador Project, Series A, 5.0%, 11/15/55 Tarrant County Cultural Education Facilities Finance Corp., 2,274,000 MRC Crestview Project, 8.0%, 11/15/34 Travis County Health Facilities Development Corp., 2,808,600 Longhorn Village Project, 7.125%, 1/1/46 \$24,911,887
3,960,000^(e)	
1,000,000(e)	
1,000,000	
2,000,000(d)	
2,500,000(d)	
1,000,000	Utah - 0.4% Salt Lake City \$1,151,170 Corp., Airport Revenue,

	Series B, 5.0%, 7/1/35 Virginia - 4.8%	
2,200,000(b)	County of Arlington, 4.0%, 8/15/35	\$2,346,036
	County of Fairfax, Series A, 4.0%, 10/1/33 (ST AID WITHHLDG Insured)	1,534,582

5,00require Solectron Global Services Canada to redeem) any or all exchangeable shares owned by you and to receive for each exchangeable share, one share of our common stock and an amount in cash equal to the declared and unpaid dividends on such exchangeable share (in aggregate, the retraction price), subject to the call right of Callco described below. You may retract your exchangeable shares by presenting to Solectron Global Services Canada s transfer agent a certificate or certificates representing the exchangeable shares you desire to have redeemed, together with other documents and instruments as may be required under the *Canada Business Corporations Act* or the

Table of Contents

by-laws of Solectron Global Services Canada or by the transfer agent, and a properly executed retraction notice. The retraction notice must:

specify that you desire to have all or a specified number of your exchangeable shares represented by such certificate or certificates redeemed by Solectron Global Services Canada;

state the business day on which you desire to have Solectron Global Services Canada redeem your exchangeable shares, provided that the retraction date is not less than 10 business days nor more than 15 business days after the date on which the retraction notice is received by Solectron Global Services Canada; in the event that no such business day is specified by you in the retraction notice, the retraction date will be deemed to be the fifteenth business day after the date on which the retraction notice is received by Solectron Global Services Canada; and

acknowledge that your retraction notice is a revocable offer by you to sell the retracted shares to Callco in accordance with Callco's call right on the terms and conditions described below.

Upon receipt by Solectron Global Services Canada of a retraction notice, Solectron Global Services Canada will immediately notify Callco of the retraction request. In order to exercise its retraction call right, Callco must notify Solectron Global Services Canada of its determination to do so within five business days of notification to Callco by Solectron Global Services Canada of the receipt by Solectron Global Services Canada of the retraction notice. If Callco delivers a call notice within such five business day time period, and provided that the retraction notice is not revoked by you in the manner described below, Solectron Global Services Canada will not redeem the retracted shares and Callco will purchase from you and you will sell to Callco, on the date specified by you in your retraction notice, the exchangeable shares specified by you for the retraction price. If Callco does not deliver a call notice within such five business day period, and provided that the retraction notice is not revoked by you in the manner described below, Solectron Global Services Canada will redeem your exchangeable shares on the retraction date for the retraction price.

A form of retraction notice was included on pages C-34 and C-35 of the Solectron prospectus/ C-MAC management information circular dated October 19, 2001 and October 20, 2001, respectively, that was mailed to Solectron stockholders and C-MAC securityholders in connection with the Solectron and C-MAC special meetings relating to the C-MAC transaction, and also appears on the back of the certificates representing exchangeable shares. A form of retraction notice is also available upon request from Solectron Global Services Canada's transfer agent, National Bank Trust, Inc., at 1-800-341-1419 or (514) 871-7171. You will need to deliver a retraction request, together with the certificates representing your exchangeable shares and any other required documentation, to the following address: National Bank Trust, Inc., 1100 University Street, 9th Floor, Montreal, Québec, Canada H3B 2G7.

You may withdraw your retraction notice in writing given to National Bank Trust, Inc. at the same address, phone number and facsimile number before the close of business on the business day immediately preceding the retraction date, in which case your retraction notice will be null and void and your offer to sell the retracted shares to

Callco will be deemed to have been revoked.

If, as a result of solvency requirements of applicable law, Solectron Global Services Canada is not permitted to redeem all exchangeable shares tendered by you, Solectron Global Services Canada will redeem only those exchangeable shares tendered by you (rounded down to a whole number of shares) as would not be contrary to such provisions of applicable law. The holder of any exchangeable shares neither redeemed by Solectron Global Services Canada as a consequence of such applicable law nor purchased by Callco will be deemed to have required us to purchase such unretracted shares in exchange for shares of our common stock on the retraction date pursuant to the exchange right provided for in the voting and exchange trust agreement described below. See [Insolvency of Solectron Global Services Canada](#) .

Solectron Global Services Canada May Redeem Your Exchangeable Shares

Subject to applicable law and the provisions described below, at any time on or after the seventh anniversary of the effective date of the arrangement, Solectron Global Services Canada will have the right to redeem all of the then outstanding exchangeable shares (other than those held by us or our affiliates). On such

Table of Contents

redemption, the price per exchangeable share will be one share of our common stock and an amount in cash equal to declared and unpaid dividends on one exchangeable share (in aggregate, the redemption price).

The redemption date may be earlier than the seventh anniversary of the arrangement, if:

at any time after the fifth anniversary of the effective date of the arrangement, there are fewer than 30% of the exchangeable shares issued pursuant to the arrangement outstanding (other than exchangeable shares held by us or our affiliates), in which case the redemption date shall be the date chosen by the board of directors of Solectron Global Services Canada, upon at least 60 days prior written notice to holders of exchangeable shares;

at any time after the effective date of the arrangement, there are fewer than 10% of the exchangeable shares initially issuable pursuant to the arrangement outstanding (other than exchangeable shares held by us or our affiliates), in which case the redemption date shall be the date chosen by the board of directors of Solectron Global Services Canada, upon at least 60 days prior written notice to holders of exchangeable shares;

a merger, amalgamation, arrangement, tender offer, material sale of shares or rights or any similar transaction involving us is proposed or occurs and, among other things, the board of directors of Solectron Global Services Canada determines that it is not reasonably practicable to substantially replicate the terms and conditions of the exchangeable shares and such transaction is not for the primary purpose of causing a redemption date, in which case the redemption date shall be the date chosen by the board of directors of Solectron Global Services Canada upon giving reasonable notice; or

the holders of exchangeable shares fail to take the necessary action at a meeting or other vote of the holders of exchangeable shares to approve or disapprove certain matters on which their vote is required in which case the redemption date shall be the business day after the holders of exchangeable shares failed to take such action.

On or after the redemption date, upon the holder's presentation and surrender of the certificates representing the exchangeable shares and such other documents as may be required at the office of the transfer agent of Solectron Global Services Canada, Solectron Global Services Canada will deliver the redemption price to the holder at the address of the holder recorded in the securities register or hold the redemption price for pick up by the holder at the registered office of Solectron Global Services Canada or the office of the transfer agent as specified in the written notice.

Notwithstanding a proposed redemption of the exchangeable shares by Solectron Global Services Canada on the redemption date, pursuant to the exchangeable share provisions, Callco is entitled to exercise its redemption call right to purchase on such redemption date all of the exchangeable shares then outstanding (other than those held by us or our affiliates) in exchange for the redemption price and, upon the exercise of its redemption call right, holders of exchangeable shares will be obligated to sell their shares to Callco.

In addition, we will have the right to purchase (or to cause Callco to purchase) all of the exchangeable shares (other than those held by us or our affiliates) if there is a change in tax law, for a price per exchangeable share equal to the redemption price. A change in tax law will be deemed to occur if we deliver to the trustee under the voting and exchange trust agreement a notice and an opinion of our Canadian counsel stating that since the effective date of the arrangement there has been a change to the *Income Tax Act* (Canada) and applicable Québec provincial income tax legislation so that the sale of exchangeable shares by beneficial owners thereof who are Canadian residents, and who hold such shares as capital property for purposes of such tax legislation, to us or Callco, as applicable, will qualify as a tax-deferred transaction for purposes of such tax legislation.

Liquidation of Solectron Global Services Canada

In the event of the liquidation, dissolution or winding-up of Solectron Global Services Canada or any other proposed distribution of the assets of Solectron Global Services Canada among its shareholders for the purpose of winding up its affairs, you will be entitled, subject to applicable law, to receive for each exchangeable share you own one share of our common stock and an amount in cash equal to declared and

Table of Contents

unpaid dividends on one exchangeable share (in aggregate, the liquidation amount) from the assets of Soletron Global Services Canada on the effective date for such liquidation event.

On or after the liquidation date, you may surrender certificates representing your exchangeable shares, together with such other documents required to effect the transfer of exchangeable shares under the *Canada Business Corporations Act* or the by-laws of Soletron Global Services Canada or by the transfer agent, at Soletron Global Services Canada's registered office or the office of the transfer agent. Upon receipt of the certificates and other documents and subject to the exercise by Callco of its liquidation call right described below, Soletron Global Services Canada will deliver the liquidation amount to you at the address recorded in the securities register or hold the liquidation amount for pick up at Soletron Global Services Canada's registered office or the office of the transfer agent, as specified by Soletron Global Services Canada in a notice to holders of exchangeable shares.

Upon occurrence of a liquidation, dissolution or winding-up of Soletron Global Services Canada or other distribution of assets of Soletron Global Services Canada among its shareholders for the purpose of winding up its affairs, Callco will have a liquidation call right to purchase all but not less than all of the exchangeable shares (other than those held by us or our affiliates) then outstanding at a purchase price per share equal to the liquidation amount and, upon the exercise of its liquidation call right, the holders of the exchangeable shares will be obligated to sell such shares to Callco. The purchase by Callco of all of the outstanding exchangeable shares (other than those held by us or our affiliates) upon the exercise of its liquidation call right would occur on the liquidation date.

Insolvency of Soletron Global Services Canada

Upon the occurrence of a Soletron Global Services Canada insolvency event, the trustee under the voting and exchange trust agreement on behalf of the holders of exchangeable shares will have the right to require us to purchase all of the exchangeable shares then outstanding (other than exchangeable shares held by us or our affiliates) and such holders shall be entitled to receive for each exchangeable share one share of our common stock and an amount in cash equal to declared and unpaid dividends on one exchangeable share. A Soletron Global Services Canada insolvency event means:

the institution by Soletron Global Services Canada of, or its consent to, any bankruptcy, insolvency or winding-up proceeding;

the filing of a petition, answer or consent seeking dissolution or winding-up under any bankruptcy, insolvency or analogous laws, including the *Companies Creditors Arrangement Act* (Canada) and the *Bankruptcy and Insolvency Act* (Canada), and Soletron Global Services Canada fails to contest in good faith any such proceedings within 30 days of becoming aware thereof;

the consent by Soletron Global Services Canada to the filing of a petition seeking its dissolution or winding-up or to the appointment of a receiver;

the making by Solectron Global Services Canada of a general assignment for the benefit of creditors;

the admission in writing by Solectron Global Services Canada of its inability to pay its debts generally as they become due; or

Solectron Global Services Canada not being permitted, pursuant to solvency requirements of applicable law, to redeem any exchangeable shares in connection with a retraction request.

Upon the occurrence and during the continuance of a Solectron Global Services Canada insolvency event, you will be entitled, subject to the provisions of the voting and exchange trust agreement, to instruct the trustee under that agreement to exercise the exchange right with respect to any or all of the exchangeable shares held by you, thereby requiring us to purchase such exchangeable shares. As soon as practicable following the occurrence of a Solectron Global Services Canada insolvency event or any event that may, with the passage of time and/or the giving of notice, become a Solectron Global Services Canada insolvency event, we and Solectron Global Services Canada will give written notice thereof to the trustee. As soon as practicable after receiving such notice, the trustee will then notify each holder of exchangeable shares of such event or potential event and will advise the holder of its rights with respect to the exchange right.

Table of Contents

Liquidation of Solectron

In the event of a Solectron liquidation event, we will be required to purchase each outstanding exchangeable share (other than exchangeable shares held by us or our affiliates) on the fifth business day prior to the effective date of a Solectron liquidation event for a purchase price per exchangeable share equal to one share of our common stock and an amount in cash equal to declared and unpaid dividends on one exchangeable share. A Solectron liquidation event means:

any determination by our board of directors to institute voluntary liquidation, dissolution or winding-up proceedings with respect to us or to effect any other distribution of our assets among our stockholders for the purpose of winding up our affairs; or

the receipt by us of notice of, or our otherwise becoming aware of, any threatened or instituted claim, suit, petition or other proceedings with respect to the involuntary liquidation, dissolution or winding-up of us or to effect any other distribution of our assets among our stockholders for the purpose of winding up our affairs, where we have failed to contest in good faith any such proceeding within 30 days of becoming aware thereof. Upon a holder's request and surrender of exchangeable share certificates, duly endorsed in blank and accompanied by such instruments of transfer as we may reasonably require, we will deliver to such holder the liquidation amount.

Support Agreement

The exchangeable share support agreement provides, among other things, that we will take all actions and do all things necessary or desirable to enable and permit Solectron Global Services Canada, in accordance with applicable law, to pay the liquidation amount, the retraction price or the redemption price to holders of exchangeable shares as set out above. The exchangeable share support agreement is included as an exhibit to the registration statement of which this prospectus constitutes a part, and its description is qualified in its entirety by reference thereto.

Withholding

Under the plan of arrangement (including the exchangeable share provisions) and the voting and exchange trust agreement, certain amounts relating to taxes may be withheld, if applicable, from any consideration otherwise deliverable to you on the exchange of your exchangeable shares or from any dividends you are entitled to receive.

INCOME TAX CONSIDERATIONS

Canadian Federal Income Tax Considerations

In the opinion of Osler, Hoskin & Harcourt, LLP, Canadian counsel to Solectron, the following is a summary of the principal Canadian federal income tax consequences generally applicable under the *Income Tax Act* (Canada) of, (1) exchanging

exchangeable shares for shares of Solectron common stock, and (2) acquiring, holding and disposing of such shares of Solectron common stock, in either case to a person who, for the purposes of such act and at all relevant times, is resident in Canada, holds any exchangeable shares and shares of Solectron common stock as capital property, and who deals at arm's length with, and is not affiliated with, any of Solectron, Callco or Solectron Global Services Canada. Exchangeable shares and shares of Solectron common stock will generally constitute capital property to a holder thereof unless the holder holds such securities in the course of carrying on a business or has acquired such securities in a transaction or transactions considered to be an adventure or concern in the nature of trade. Certain holders of exchangeable shares whose exchangeable shares might not otherwise qualify as capital property may be able to make an irrevocable election in accordance with subsection 39(4) of the *Income Tax Act* (Canada) to have every Canadian security (as defined in the *Income Tax Act* (Canada)) owned by such shareholder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Persons not holding

Table of Contents

their exchangeable shares as capital property should consult their own tax advisors for advice with respect to whether an election under subsection 39(4) is available and/or advisable in their particular circumstances.

This summary does not apply to a person in respect of whom Solectron is or will be a foreign affiliate within the meaning of the *Income Tax Act* (Canada). The *Income Tax Act* (Canada) contains mark-to-market provisions relating to securities held by certain financial institutions that this summary does not take into account. Persons that are financial institutions for purposes of such rules should consult their own tax advisors. It is assumed for the purposes of this summary that Solectron Global Services Canada will be a taxable Canadian corporation within the meaning of the *Income Tax Act*(Canada) at all relevant times.

This summary is based upon the current provisions of the *Income Tax Act*(Canada), the regulations adopted thereunder and counsel's understanding of the current published administrative practices and policies of the Canada Customs and Revenue Agency, all in effect as of the date hereof, and a certificate of an officer of Solectron with respect to certain factual matters. This summary also takes into account any proposed changes to the *Income Tax Act* (Canada) and regulations thereunder that have been publicly announced by the Canadian Minister of Finance prior to the date hereof and assumes that all such changes will be enacted substantially as proposed. However, no assurances can be given that any such proposed changes to the *Income Tax Act* (Canada) and regulations will be enacted as proposed, or at all.

This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for any proposed changes to the *Income Tax Act*(Canada) and regulations thereunder that are publicly announced by the Canadian Minister of Finance prior to the date hereof, does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or any changes in the administrative practices and policies of the Canada Customs and Revenue Agency. This summary does not take into account the tax legislation of any province, territory or foreign jurisdiction, which may differ from Canadian federal income tax legislation. No advance income tax ruling has been sought or obtained from the Canada Customs and Revenue Agency to confirm the tax consequences of any of the transactions herein described.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal, business or tax advice to any particular person. Accordingly, readers should consult their own tax advisors for advice with respect to the income tax consequences to them of exchanging exchangeable shares for shares of Solectron common stock and acquiring, holding and disposing of such shares of Solectron common stock, having regard to their own particular circumstances.

For purposes of the *Income Tax Act* (Canada), all amounts (including dividends, adjusted cost base and proceeds of disposition) relating to the exchange of exchangeable shares for shares of Solectron common stock and the acquisition, holding and disposition of such shares of Solectron common stock must be expressed in Canadian dollars. Amounts denominated in United States dollars must be converted into Canadian

dollars based on the prevailing United States dollar exchange rate at the time such amounts arise.

Ancillary Rights, Exchangeable Share Rights, Solectron Rights and Call Rights

Solectron believes that certain ancillary rights with respect to exchangeable shares received by the holders of such shares under the arrangement, as well as both exchangeable share rights entitling holders of exchangeable shares to acquire additional exchangeable shares in certain circumstances and under specific terms and conditions, and corresponding Solectron rights to acquire shares of Solectron preferred stock described under the heading *Description of Our Capital Stock-Series A Participating Preferred Stock and Rights Agreement* , have a nominal fair market value. Any such determination of value is not binding upon the Canada Customs and Revenue Agency, however, and counsel expresses no opinion on the appropriateness or accuracy of such view. This summary assumes that such ancillary rights, exchangeable share rights and Solectron rights have nominal fair market value at all relevant times.

Solectron believes that the rights to acquire the exchangeable shares granted to Callco and Solectron by C-MAC shareholders who receive exchangeable shares on the arrangement (which are exercisable in the event of, *inter alia*, the exercise of the right to exchange exchangeable shares by a holder thereof for shares of

Table of Contents

Solectron common stock, a redemption of exchangeable shares by Solectron Global Services Canada, a liquidation of Solectron Global Services Canada or a change in Canadian tax laws that allows holders of exchangeable shares who are Canadian residents to exchange their exchangeable shares for shares of Solectron common stock on a tax deferred basis) have a nominal fair market value. Any such determination of value is not binding upon the Canada Customs and Revenue Agency, however, and counsel expresses no opinion on the appropriateness or accuracy of such view. This summary assumes that such call rights have nominal fair market value at all relevant times.

Redemption or Retraction of Exchangeable Shares

On the redemption (including pursuant to a retraction) of an exchangeable share by Solectron Global Services Canada, the holder of that exchangeable share will be deemed to have received a dividend equal to the amount, if any, by which the redemption proceeds (the fair market value at that time of shares of Solectron common stock received by the holder from Solectron Global Services Canada on the redemption of the exchangeable share, plus the amount of any declared but unpaid dividends on the exchangeable share prior to the date of such redemption) exceed the paid-up capital (for purposes of the *Income Tax Act* (Canada)) of the exchangeable share at the time the exchangeable share is so redeemed. Dividends on exchangeable shares deemed to be received by an individual will be required to be included in computing the individual's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from a corporation resident in Canada. Subject to the discussion below as to the denial of the dividend deduction, dividends deemed to be received on the exchangeable shares by a corporation (other than a specified financial institution as defined in the *Income Tax Act* (Canada)) will be included in computing the corporation's income and will generally be deductible in computing its taxable income. Such a dividend deemed to be received by a specified financial institution will be deductible in computing its taxable income only if either: (i) the specified financial institution did not acquire the exchangeable shares in the ordinary course of the business carried on by such institution, or (ii) at the time of the deemed receipt of the dividend by the specified financial institution, the exchangeable shares are listed on a prescribed stock exchange in Canada (which currently includes The Toronto Stock Exchange) and the specified financial institution either alone or together with persons with whom it does not deal at arm's length, and, in certain cases either directly or through a trust or partnership of which such person is a beneficiary or member, is not deemed to receive dividends in respect of more than 10% of the issued and outstanding exchangeable shares.

If Solectron or any other person with whom Solectron does not deal at arm's length (including Solectron Global Services Canada) is a specified financial institution at the time that dividends are deemed to be paid on the exchangeable shares, subject to the exemption described below, dividends deemed to be received by a corporation will not be deductible in computing taxable income but will be fully includable in taxable income under Part I of the *Income Tax Act* (Canada). A corporation will generally be a specified financial institution for purposes of the *Income Tax Act* (Canada) if it is a bank, a trust company, a credit union, an insurance corporation or a corporation whose principal business is the lending of money to persons with whom the corporation is

dealing at arm's length, or the purchasing of debt obligations issued by such persons or a combination thereof, or if it is a corporation controlled by or related to such entities. Solectron has informed counsel that it is of the view that neither it nor any person with whom it does not deal at arm's length (nor any partnership or trust of which it or any such person is a member or beneficiary, respectively) is a specified financial institution at the current time, or will be a specified financial institution immediately after the arrangement becomes effective. However, there can be no assurance that this status will not change prior to such time at which dividends are deemed to be received by a corporate shareholder holding exchangeable shares. This denial of the dividend deduction for a corporation will not apply if, at the time the dividends are deemed to be received, the exchangeable shares are listed on a prescribed stock exchange (which currently includes The Toronto Stock Exchange), Solectron and Callco are related to Solectron Global Services Canada for the purposes of the *Income Tax Act* (Canada) and dividends are not deemed to be paid to the recipient (together with persons with whom the recipient does not deal at arm's length or any trust or partnership of which the recipient or any such person is a beneficiary or member) in respect of more than 10% of the issued and outstanding exchangeable shares held by persons other than Solectron and its affiliates.

Table of Contents

A private corporation (as defined in the *Income Tax Act* (Canada)) or any other corporation resident in Canada and controlled or deemed to be controlled by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) may be liable under Part IV of the *Income Tax Act* (Canada) to pay a refundable tax of 33 1/3% on dividends deemed to be received on the exchangeable shares to the extent that such dividends are deductible in computing its taxable income. A

Canadian-controlled private corporation (as defined in the *Income Tax Act* (Canada)) may be liable to pay an additional refundable tax of 6 2/3% on dividends deemed to be received on the exchangeable shares that are not deductible in computing taxable income.

On the redemption (including a retraction) of an exchangeable share by Solectron Global Services Canada, the holder thereof will also be considered to have disposed of the exchangeable share for proceeds of disposition equal to the redemption proceeds less the amount of any deemed dividend. A holder will in general realize a capital gain (or a capital loss) equal to the amount by which such proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the holder of the exchangeable share (see *Taxation of Capital Gain or Capital Loss* below). In the case of a holder that is a corporation, in some circumstances the amount of any deemed dividend may be treated as proceeds of disposition and not as a dividend.

Exchange of Exchangeable Shares other than on a Redemption or Retraction

On the exchange of an exchangeable share by a holder with Callco or Solectron for shares of Solectron common stock, the holder will in general realize a capital gain (or a capital loss) to the extent the proceeds of disposition of the exchangeable share, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the holder of the exchangeable share. For these purposes, the proceeds of disposition will be the fair market value (at the time of the exchange) of the shares of Solectron common stock received on the exchange. The proceeds of disposition may also include the amount of any declared but unpaid dividend on the exchangeable share prior to the date of such disposition unless such dividend is required to be included in computing the income of the holder as a dividend. Holders should consult their own tax advisors in this regard (see *Taxation of Capital Gain or Capital Loss* below).

Because of the existence of the rights to acquire the exchangeable shares granted to Callco and Solectron, as well as the holder's right to exchange the exchangeable shares for shares of Solectron common stock and the right to an automatic exchange of the exchangeable shares in certain circumstances, a holder of exchangeable shares cannot control whether such holder will receive shares of Solectron common stock by way of a redemption (including pursuant to a retraction) of the exchangeable shares by Solectron Global Services Canada or by way of purchase of the exchangeable shares by Callco or Solectron. As described above, the Canadian federal income tax consequences of a redemption (including a retraction) differ from those of a purchase.

Draft Legislation: Share-for-Share Exchanges

On October 18, 2000, the Canadian Minister of Finance announced that the Department of Finance would consider future amendments to the *Income Tax Act*

(Canada) to allow holders of shares of a Canadian corporation to exchange such shares for shares of a non-Canadian corporation on a tax-deferred basis. It is possible that in certain circumstances, these contemplated amendments (if enacted into law) could, in the future, allow a holder of exchangeable shares to exchange such shares for shares of Solectron common stock on a tax-deferred basis. **No specifics have been announced regarding these contemplated amendments and in particular with respect to the various requirements that would have to be satisfied in order to permit a holder of exchangeable shares to exchange such shares on a tax-deferred basis or whether these requirements could be satisfied in the circumstances.**

Dividends on Shares of Solectron Common Stock

Dividends on shares of Solectron common stock will be required to be included in the recipient's income for Canadian income tax purposes. Such dividends received by an individual will not be subject to the gross-up

Table of Contents

and dividend tax credit rules in the *Income Tax Act* (Canada). A corporation receiving such dividends will include them in computing its income and generally will not be entitled to deduct the amount of such dividends in computing its taxable income. A Canadian-controlled private corporation may be liable to pay an additional refundable tax of 6 2/3% on such dividends. United States non-resident withholding tax on dividends may be eligible for foreign tax credit or deduction treatment where applicable under the *Income Tax Act* (Canada) (see United States Federal Income Tax Consequences to Non-U.S. Holders Dividends Paid on Solectron Common Stock and Exchangeable Shares below).

Acquisition and Disposition of Shares of Solectron Common Stock

The cost of shares of Solectron common stock received on the redemption (including pursuant to a retraction) or exchange of exchangeable shares will be equal to their fair market value at the time of such event, to be averaged with the adjusted cost base of any other shares of Solectron common stock held at that time by the holder as capital property.

A disposition or deemed disposition of shares of Solectron common stock by a holder will generally result in a capital gain (or capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the holder of those shares of Solectron common stock immediately before the disposition (see Taxation of Capital Gain or Capital Loss).

Taxation of Capital Gain or Capital Loss

Pursuant to the *Income Tax Act* (Canada), a person disposing of capital property will be required to include in income for the year of disposition one-half of any capital gain (a taxable capital gain), and will generally be entitled to deduct one-half of any capital loss (an allowable capital loss) from taxable capital gains realized in the year by that person. In addition, the portion of any such allowable capital loss that is not otherwise deducted from taxable capital gains realized in the year may be deducted from taxable capital gains realized in any of the three preceding years or any subsequent year to the extent and in the circumstances described in the *Income Tax Act* (Canada). Any such capital loss may, in certain circumstances, be reduced by the amount of any dividends, including deemed dividends, that have been received by that person on such shares to the extent and in the manner provided for in the *Income Tax Act* (Canada).

Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns such shares, or where a trust or partnership of which a corporation is a beneficiary or a member is a member of a partnership or a beneficiary of a trust that owns such shares.

Capital gains realized by an individual or certain trusts may give rise to alternative minimum tax under the *Income Tax Act* (Canada). A Canadian-controlled private corporation (as defined in the *Income Tax Act* (Canada)) may be liable to pay an additional refundable tax of 6 2/3% on taxable capital gains.

Foreign Property Information Reporting

In general, a specified Canadian entity (as defined in the *Income Tax Act* (Canada)) for a taxation year or fiscal period whose total cost amount of specified foreign property (as defined in the *Income Tax Act* (Canada)) at any time in the year or fiscal period exceeds Cdn\$100,000 is required to file an information return for the year or period disclosing prescribed information, including the cost amount, any dividends received in the year, and any gains or losses realized in the year, in respect of such property. With some exceptions, a taxpayer resident in Canada in the year will be a specified Canadian entity. Shares of Solectron common stock will constitute specified foreign property to a holder. Accordingly, holders of shares of Solectron common stock should consult their own advisors regarding compliance with these rules.

Proposed Amendments Relating to Foreign Investment Entities

On August 2, 2001 the Canadian Minister of Finance released revised draft legislation addressing the taxation of investments in non-resident entities called foreign investment entities . In general, the proposed rules would apply to persons owning shares (or rights to acquire shares) of a foreign investment entity that are

Table of Contents

not exempt interests as defined. If Solectron is a foreign investment entity, shares of Solectron common stock would potentially be subject to the proposed rules unless they constitute exempt interests. Under the current proposal, the proposed rules will initially take effect for a holder's 2002 taxation year. The proposed rules would require an annual determination of whether Solectron is a foreign investment entity and (if so) whether the shares of Solectron common stock satisfy the exempt interest exemption referred to above.

For the 2002 taxation year and subsequent taxation years, if Solectron is a foreign investment entity at the end of a given taxation year and shares of Solectron common stock are not exempt interests, a person who continues to hold shares of Solectron common stock would be required on an annual basis to include in (or deduct from) income any increase (or decrease) in the value of those shares of Solectron common stock during the year. The taxation of any capital gain that has accrued to December 31, 2001 on those shares of Solectron common stock will be deferred until they are disposed of. Dividends received or deemed to be received by the holder on shares of Solectron common stock would continue to be taxed in the manner described above under the heading Dividends on Shares of Solectron Common Stock.

Solectron would not constitute a foreign investment entity at a particular time, and accordingly these proposed rules would not apply to holders of shares of Solectron common stock, if at the end of Solectron's taxation year that includes the particular time, either, (i) the carrying value of Solectron's investment property is not greater than one-half of the carrying value of all of its property, or (ii) Solectron's principal business is not an investment business under these new rules. Solectron has advised counsel that it believes that it is not a foreign investment entity immediately following the completion of the arrangement.

In any event, these rules will not apply to a holder as long as the holder's shares of Solectron common stock constitute exempt interests. A holder's shares of Solectron common stock will constitute exempt interests as long as Solectron is a resident of the United States and the shares of Solectron common stock are widely held and actively traded and listed on a prescribed stock exchange (which currently includes the New York Stock Exchange) throughout the period during which the holder holds them, unless it is reasonable to conclude that the holder had a tax avoidance motive in acquiring the shares of Solectron common stock. Based on a certificate of an officer of Solectron, counsel is of the view that, as of the date hereof, Solectron is a resident of the United States and the shares of Solectron common stock are widely held and actively traded. For these purposes, a holder will be considered to have a tax avoidance motive in acquiring shares of Solectron common stock if one of the main reasons for acquiring shares of Solectron common stock includes obtaining a benefit attributable to income derived from investment property, to profits or gains from the disposition of investment property or to an increase in value of investment property and the deferral or reduction of tax that would have been payable by the holder had such holder realized such income, profits or gains.

The determination of whether Solectron is a foreign investment entity and whether shares of Solectron common stock constitute exempt interests must be made on an annual basis at the end of Solectron's taxation year. Although no assurances can be given

in this regard, Solectron has advised counsel that it is not aware of any circumstances that would cause it to become a foreign investment entity or that would cause the relevant factors used in determining the status of shares of Solectron common stock as exempt interests (which are based on Solectron's residence and the listing, holding and trading of shares of Solectron common stock) to change.

Eligibility for Investment in Canada

Shares of Solectron common stock will be qualified investments under the *Income Tax Act* (Canada) for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, provided such shares remain listed on the New York Stock Exchange (or are listed on another prescribed stock exchange). Shares of Solectron common stock will be foreign property under the *Income Tax Act* (Canada) for trusts governed by registered pension plans, registered retirement savings plans, registered retirement income funds, deferred profit sharing plans or for certain other persons to whom Part XI of the *Income Tax Act* (Canada) is applicable.

Table of Contents

United States Federal Income Tax Consequences to Non-U.S. Holders

In the opinion of Wilson Sonsini Goodrich & Rosati, P.C., U.S. tax counsel to Solectron, the following describes the material United States federal income tax consequences to Non-U.S. Holders (as defined below) who receive Solectron common stock upon the exchange or redemption of exchangeable shares and who subsequently dispose of such shares. U.S. Holders (as defined below) who acquire exchangeable shares should consult their own tax advisors as to the U.S. tax consequences of owning and disposing of such shares.

This discussion is limited to Non-U.S. Holders who hold their exchangeable shares as capital assets. It does not describe all of the tax consequences that may be relevant to a holder in light of the holder's particular circumstances or to holders subject to special rules, such as:

controlled foreign corporations;

passive foreign investment companies;

foreign personal holding companies; or

partnerships or other entities classified as partnerships for U.S. federal income tax purposes.

This discussion is based on the Internal Revenue Code of 1986, as amended to the date hereof, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury Regulations, changes to any of which subsequent to the date of this document may affect the tax consequences described herein.

Accordingly holders are urged to consult their tax advisors with regard to the application of the United States federal income tax laws to their particular situations as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

As used herein, the term "Non-U.S. Holder" means any person who holds exchangeable shares other than a person who is a U.S. Holder. The term "U.S. Holder" means a beneficial owner of exchangeable shares that is, for United States federal income tax purposes:

an individual citizen or resident of the United States;

a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or of any political subdivision thereof;

an estate the income of which is subject to United States federal income tax regardless of its source; or

a trust, in general, if (x) it is subject to the primary supervision of a United States court and the control of one or more United States persons or (y) it has made an election to be treated as a United States person.

The term U.S. Holder also includes certain former citizens and residents of the United States. If a partnership holds common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership.

Exchange of Exchangeable Shares for, and Sale of, Shares of Soletron Common Stock

A Non-U.S. Holder generally will not be subject to United States federal income tax on any gain realized as a result of an exchange of exchangeable shares for Soletron common stock or on any gain realized as a result of a subsequent sale of Soletron common stock, unless (i) such gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States or, if a tax treaty applies, is attributable to a permanent establishment of the Non-U.S. Holder in the United States; or (ii) in the case of gain recognized by an individual Non-U.S. Holder, such individual is present in the United States for 183 days or more during the taxable year of disposition and certain other conditions are met. Non-U.S. Holders meeting either (i) or (ii) above will generally be taxed in the same manner as U.S. holders. It is expected that such Non-U.S. Holders will recognize taxable gain or loss equal to the difference between the amount realized on the exchange and the holder's adjusted tax basis in the exchangeable shares or in the Soletron common stock,

Table of Contents

as applicable. Such gain or loss will generally be capital gain or loss and will be long-term capital gain or loss if at the time of the exchange the exchangeable shares or the Solectron common stock, as applicable, have been held for more than one year. Non-U.S. Holders meeting (i) or (ii) above are urged to consult their tax advisors.

Dividends Paid on Shares of Solectron Common Stock and Exchangeable Shares

Dividends on Shares of Solectron Common Stock. Dividends, if any, paid to a Non-U.S. Holder of Solectron common stock will generally be subject to United States withholding tax at a rate of 30%, or such lower rate as provided by an applicable treaty between the United States and the country of residence of the Non-U.S. Holder, unless the dividends are effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States or, if a tax treaty applies, are attributable to a permanent establishment of the Non-U.S. Holder in the United States. Non-U.S. Holders receiving such effectively connected dividends generally will be taxed in the same manner as U.S. Holders, at ordinary United States federal income tax rates. A Non-U.S. Holder may be required to satisfy certain certification requirements to claim treaty benefits or otherwise claim a reduction of, or exemption from, the United States withholding tax described above. Any effectively connected income of a corporate Non-U.S. Holder may be subject to an additional branch profits tax.

Dividends on Exchangeable Shares. At the current time, Solectron and its affiliates do not intend to withhold any amounts in respect of United States withholding tax from dividends, if any, paid with respect to the exchangeable shares. However, no statutory, judicial or administrative authority exists that directly addresses the United States federal income tax treatment of the exchangeable shares and, therefore, such treatment is subject to significant uncertainty. If dividends on the exchangeable shares were determined to constitute income from United States sources, Non-U.S. Holders of exchangeable shares likely would be subject to United States withholding tax at a rate of 30%, or such lower rate as provided by an applicable treaty between the United States and the country of residence of the Non-U.S. Holder.

Under the Canada-United States Income Tax Treaty, dividends from United States sources distributed to residents of Canada are subject to a maximum withholding rate of 15%.

Backup Withholding and Information Reporting

Generally, Solectron or any other appropriate person must report annually to the Internal Revenue Service (the IRS) the amount of dividends paid to or proceeds received by the recipient from the sale of Solectron's stock, the name and address of the recipient, and the amount, if any, of tax withheld. A similar report is sent to the holder. Pursuant to tax treaties or other agreements, the IRS may make its reports available to tax authorities in the recipient's country of residence.

United States backup withholding tax is imposed on applicable payments to persons that fail to establish that they are entitled to an exemption or to provide a correct taxpayer identification number and other information to the payer. This backup withholding tax is imposed at a rate of 30.5% through December 31, 2001, and at a rate

of 30% during 2002 and 2003, with further reductions thereafter. The amount of any backup withholding from a payment to you will be allowed as a credit against your United States federal income tax liability and may entitle you to a refund, provided that the required information is furnished to the IRS.

Table of Contents

LEGAL MATTERS

The validity of the shares of common stock offered pursuant to this prospectus has been passed upon for us by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California. Certain Canadian federal income tax consequences are being passed upon for us by Osler, Hoskin & Harcourt LLP, and certain United States tax consequences are being passed upon for us by Wilson, Sonsini, Goodrich & Rosati, Professional Corporation.

EXPERTS

The consolidated financial statements and schedule of Solectron Corporation as of August 31, 2001 and 2000, and for each of the years in the three-year period ended August 31, 2001, have been incorporated by reference herein and in the registration statement of which this prospectus is a part in reliance upon the report of KPMG LLP, independent accountants, incorporated by reference herein, and upon the authority of said firm as experts in auditing and accounting.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Securities and Exchange Commission allows us to incorporate by reference certain information we filed with them, which means that we can disclose important information by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, except for information incorporated by reference which is superseded by information contained in this prospectus, any prospectus supplement or any document that we subsequently filed with the Commission that is incorporated or deemed to be incorporated by reference in this prospectus. Likewise, any statement in this prospectus or any document that is incorporated or deemed to be incorporated by reference will be deemed to have been modified or superseded to the extent that any statement contained in any document that we subsequently filed with the Commission that also is incorporated or deemed to be incorporated by reference or any statement in the accompanying prospectus supplement modifies or supersedes that statement. We incorporate by reference the documents listed below and any future filings made by us with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until our offering is complete.

- a. Our Annual Report on Form 10-K for the fiscal year ended August 31, 2001;
- b. Our Current Report on Form 8-K filed on September 18, 2001;
- c. Our Definitive Proxy Statement for the Annual Meeting of Stockholders held on January 18, 2001, filed December 11, 2000;
- d. The description of our preferred stock rights agreement contained in our Registration Statement on Form 8-A filed with the Commission on July 13, 2001, and any amendment or report filed for the purpose of updating such description; and

e. The description of our common stock contained in our Registration Statement on Form 8-A filed with the Commission on July 18, 1988, and any amendment or report filed for the purpose of updating such description.

We will provide copies of these filings to you, at no cost, upon your written or oral request at the following address or telephone number:

Kiran Patel

777 Gibraltar Drive
Milpitas, California 95035
(408) 957-8500.

For additional information about how to obtain copies of our filings with the Securities and Exchange Commission, see [Where You Can Find More Information](#) in the next section.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, and accordingly we file reports, proxy statements and other information with the Securities and Exchange Commission. Copies of those reports, proxy statements and other information filed can be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission at the following locations:

Public Reference Room
Judiciary Plaza
Room 1024
450 Fifth Street, N.W.
Washington, D.C., 20549

Chicago Regional Office
Citicorp Center
500 West Madison Street
Suite 1400
Chicago, Illinois 60661-2511

Information about the Public Reference Room is available at 1-800-SEC-0300.

Copies of these materials can also be obtained by mail at prescribed rates from the Public Reference Section of the United States Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 or by calling the Securities and Exchange Commission at the above number. In addition, our reports, proxy statements and other information filed electronically with the Securities and Exchange Commission are available to the public over the Internet at the Commission's World Wide Web site at <http://www.sec.gov>.

In addition, our common stock is listed on the New York Stock Exchange and similar information concerning us can be inspected at the offices of the New York Stock Exchange located at:

New York Stock Exchange

20 Broad Street
New York, New York 10005

We have filed with the Securities and Exchange Commission a registration statement on Form S-3 (of which this prospectus is a part) under the Securities Act of 1933, as amended, with respect to the shares offered by this prospectus. This prospectus does not contain all of the information set forth in the registration statement, certain portions of which have been omitted as permitted by the rules and regulations of the Securities and Exchange Commission. Statements contained in this prospectus as to the contents of any contract or other documents are not necessarily complete, and in each instance reference is made to the copy of such contract or other document filed as an exhibit to the registration statement, each such statement being qualified in all respects by such reference and the exhibits and schedules thereto. For further information regarding us and the shares offered by this prospectus, reference is hereby made to the registration statement and such exhibits and schedules which may be obtained from the Securities and Exchange Commission at its principal office in Washington, D.C. upon payment of the fees prescribed by the Securities and Exchange Commission.

You should rely only on the information incorporated by reference or provided in this prospectus and any relevant prospectus supplement. We have not authorized anyone else to provide you with different information. We are not making an offer of any security in any state where the offer is not permitted. You should not assume the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the cover of those documents.

Table of Contents

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the shares offered hereby, nor does it constitute an offer to sell or a solicitation of an offer to buy any of the shares offered hereby to any person in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the delivery of this prospectus nor any sale of or offer to sell the shares made hereunder shall under any circumstances create any implication that there has been no change in the affairs of Solectron since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof.

TABLE OF CONTENTS

	<u>Page</u>
Questions and Answers About This Offering Solectron Corporation	ii
1	
Recent Developments	
2	
Special Note Regarding Forward-Looking Statements	
3	
Risk Factors	
4	
Use of Proceeds	
13	
Description of Solectron Capital Stock	
13	
Plan of Distribution	
18	
Income Tax Considerations	
22	
Legal Matters	
30	
Experts	
30	
Incorporation of Certain Documents by Reference	
30	
Where You Can Find More Information	
31	

52,494,493 Shares of

Common Stock

PROSPECTUS

December 3, 2001

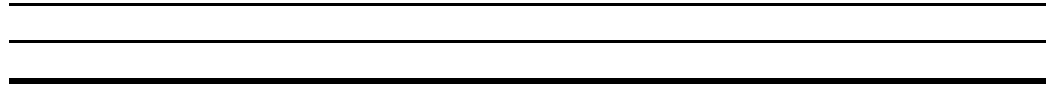


Table of Contents**PART II****INFORMATION NOT REQUIRED IN THE PROSPECTUS****Item 14. *Other Expenses of Issuance and Distribution***

Solectron will pay all expenses incident to the offering and sale to the public of the shares being registered other than any commissions and discounts of underwriters, dealers or agents and any transfer taxes. Such expenses are set forth in the following table. All of the amounts shown are estimates except the SEC registration fee.

SEC registration fee	
\$0*	
Printing fees and expenses	\$5,000
Legal fees and expenses	\$25,000
Accounting fees and expenses	\$25,000
Total	\$55,000

* There are no incremental registration fees in connection with this registration statement because they were previously paid in connection with the Registrant's registration statement on Form S-4.

Item 15. *Indemnification of Directors and Officers*

Section 145(a) of the General Corporation Law of the State of Delaware (Delaware Corporation Law) provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because the person is or was a director or officer of the corporation. Such indemnity may be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the person did not have reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director or officer of the corporation, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or

settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of the law.

Article VI of the Bylaws of the Registrant provides in effect that, subject to certain limited exceptions, the Registrant shall indemnify its directors and officers to the extent authorized or permitted by the Delaware Corporation Law. The directors and officers of the Registrant are insured under policies of insurance maintained by the Company, subject to the limits of the policies, against certain losses arising from any claims made against them by reason of being or having been such directors or officers. In addition, the Company has entered into contracts with certain of its directors providing for indemnification of such persons by the Registrant to the full extent authorized or permitted by law, subject to certain limited exceptions.

II-1

Table of Contents**Item 16. Exhibits**

Exhibit Number	Description
2.1	Combination Agreement, dated as of August 8, 2001, by and among the Registrant, 3924548 Canada Inc. and C-MAC Industries Inc.(a)
2.2	Amendment No. 1 to the Combination Agreement, dated as of September 7, 2001, by and among the Registrant, C-MAC, 3924548 Canada Inc. and Solectron Global Services Canada Inc.(a)
2.3	Plan of Arrangement(b)
4.1	Certificate of Designation of the Powers, Designations, Preferences and Rights of Series B Preferred Stock of Solectron Corporation(b)
4.2	Exchangeable Share Support Agreement, dated as of December 3, 2001, by and among Solectron Corporation, 3942163 Canada Inc., Solectron Canada ULC and Solectron Global Services Canada Inc.(b)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation(b)
8.1	Opinion of Osler, Hoskin & Harcourt LLP with respect to certain tax matters(c)
8.2	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation with respect to certain tax matters(c)
9.1	Voting and Exchange Trust Agreement, dated as of December 3, 2001, by and among Solectron Corporation, Solectron Global Services Canada Inc. and General Trust of Canada (as Trustee)(b)
23.1	Consent of KPMG LLP related to the financial statements of Solectron Corporation(b)
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
23.4	Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 8.1)
23.5	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 8.2)

(a) Incorporated by reference to the S-4 Registration Statement

(b) Filed herewith

(c) Previously filed

Item 17. Undertakings**A. Undertaking Pursuant to Rule 415**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offering.

B. Undertaking Regarding Filings Incorporating Subsequent Exchange Act Documents By Reference

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual

II-2

Table of Contents

report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Undertaking in Respect of Indemnification

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

II-3

Table of Contents**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post effective amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on this third day of December, 2001.

SOLELECTRON CORPORATION

By: /s/ KIRAN PATEL

Kiran Patel
*Executive Vice President and
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this post effective amendment No. 2 to the registration statement has been signed below by the following persons in the capacities indicated and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	December 3, 2001
Koichi Nishimura, Ph.D.		
/s/ KIRAN PATEL	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 3, 2001
Kiran Patel		
*	Director	December 3, 2001
Winston H. Chen		
*	Director	December 3, 2001
Richard A. D Amore		
*	Director	December 3, 2001
Charles A. Dickinson		
*	Director	December 3, 2001
Heinz Fridrich		
*	Director	December 3, 2001
William A. Hasler		
*	Director	

Edgar Filing: PIONEER MUNICIPAL HIGH INCOME TRUST - Form N-Q

December 3,
2001

Kenneth E. Haughton, Ph.D.

*

Director

December 3,
2001

Dr. Paul R. Low

*

Director

December 3,
2001

Osamu Yamada

*By: /s/ KIRAN PATEL

Kiran Patel
Attorney-in-Fact

II-4

Table of Contents**INDEX TO EXHIBITS**

Exhibit Number	Description
2.1	Combination Agreement, dated as of August 8, 2001, by and among the Registrant, 3924548 Canada Inc. and C-MAC Industries Inc.(a)
2.2	Amendment No. 1 to the Combination Agreement, dated as of September 7, 2001, by and among the Registrant, C-MAC, 3924548 Canada Inc. and Soletron Global Services Canada Inc.(a)
2.3	Plan of Arrangement(b)
4.1	Certificate of Designation of the Powers, Designations, Preferences and Rights of Series B Preferred Stock of Soletron Corporation(b)
4.2	Exchangeable Share Support Agreement, dated as of December 3, 2001, by and among Soletron Corporation, 3942163 Canada Inc., Soletron Canada ULC and Soletron Global Services Canada Inc.(b)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation(b)
8.1	Opinion of Osler, Hoskin & Harcourt LLP with respect to certain tax matters(c)
8.2	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation with respect to certain tax matters(c)
9.1	Voting and Exchange Trust Agreement, dated as of December 3, 2001, by and among Soletron Corporation, Soletron Global Services Canada Inc. and General Trust of Canada (as Trustee)(b)
23.1	Consent of KPMG LLP related to the financial statements of Soletron Corporation(b)
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
23.4	Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 8.1)
23.5	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 8.2)

(a) Incorporated by reference to the S-4 Registration Statement

(b) Filed herewith

(c) Previously filed