MEDTRONIC INC
Form 424B5
March 15, 2010

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-157777

CALCULATION OF REGISTRATION FEE

Title of each class of securities offered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.00% Senior Notes due 2015	$ 1,250,000,000	99.991%	$ 1,249,887,500	$ 89,117
4.45% Senior Notes due 2020	$ 1,250,000,000	99.840%	$ 1,248,000,000	$ 88,983
5.55% Senior Notes due 2040	$ 500,000,000	99.797%	$ 498,985,000	$ 35,578
Total	$ 3,000,000,000		$ 2,996,872,500	$ 213,678

(1) Calculated in accordance with Rules 457(o) and 457(r).

Prospectus Supplement
(To Prospectus dated March 9, 2009)

$1,250,000,000 3.00% Senior Notes due 2015

Issue price: 99.991%

$1,250,000,000 4.45% Senior Notes due 2020

Issue price: 99.840%

$500,000,000 5.55% Senior Notes due 2040

Issue price: 99.797%

Interest payable March 15 and September 15

We are offering $1,250,000,000 aggregate principal amount of 3.00% senior notes due 2015 (the 2015 notes), $1,250,000,000 aggregate principal amount of 4.45% senior notes due 2020 (the 2020 notes) and $500,000,000 aggregate principal amount of 5.55% senior notes due 2040 (the 2040 notes, and together with the 2015 notes and the 2020 notes, the notes).

We will pay interest on the notes on March 15 and September 15 of each year, beginning September 15, 2010. The notes of each series will be issued only in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

We may redeem the notes of any series offered hereby, in whole or in part, at any time prior to their maturity at the applicable redemption price described in this prospectus supplement.

The notes will be unsecured and will rank equally with all our other unsecured indebtedness from time to time outstanding.

See Risk Factors beginning on page S-3 for a discussion of certain risks that you should consider in connection with an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to public	**Underwriting discounts and commissions**	**Proceeds, before expenses**
Per 2015 note	99.991%	0.350%	99.641%
Total	$ 1,249,887,500	$ 4,375,000	$ 1,245,512,500
Per 2020 note	99.840%	0.450%	99.390%
Total	$ 1,248,000,000	$ 5,625,000	$ 1,242,375,000
Per 2040 note	99.797%	0.875%	98.922%
Total	$ 498,985,000	$ 4,375,000	$ 494,610,000

The notes will not be listed on any securities exchange. Currently, there are no public markets for the notes.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company and its participants, including Euroclear and Clearstream, on or about March 16, 2010.

Joint Book-Running Managers

Deutsche Bank Securities **Goldman, Sachs & Co.** **J.P. Morgan** **BofA Merrill Lynch**

Senior Co-Managers

Citi **HSBC** **Mitsubishi UFJ Securities** **Mizuho Securities USA Inc.** **UBS Investment Bank**

Co-Managers

RBS **U.S. Bancorp Investments, Inc.** **Wells Fargo Securities**

March 11, 2010

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Prospectus Supplement

Prospectus

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About This Prospectus Supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. This prospectus supplement and the information incorporated by reference in this prospectus supplement also adds to, updates and changes information contained or incorporated by reference in the accompanying prospectus. If information in this prospectus supplement or the information incorporated by reference in this prospectus supplement is inconsistent with the accompanying prospectus or the information incorporated by reference therein, then this prospectus supplement or the information incorporated by reference in this prospectus supplement will apply and will supersede the information in the accompanying prospectus.

The accompanying prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration statement. Under the shelf registration process, from time to time, we may offer and sell securities in one or more offerings.

It is important that you read and consider all of the information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in Where You May Find More Information on page iii of this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by or on behalf of us. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to sell the notes in any jurisdiction where the offer or sale of the notes is not permitted. You should assume that the information in this prospectus supplement and the accompanying prospectus is accurate only as of their respective dates and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference.

All references in this prospectus supplement and the accompanying prospectus to Medtronic, we, us or our mean Medtronic, Inc. and its consolidated subsidiaries except where it is clear from the context that the term means only the issuer, Medtronic, Inc. Unless otherwise stated, currency amounts in this prospectus supplement and the accompanying prospectus are stated in United States dollars.

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Where You Can Find More Information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public through the Internet at the SEC s website at http://www.sec.gov. You may also read and copy any document we file at the SEC s public reference room at 100 F Street N.E., Washington, D.C. 20549. Please call the SEC at 1-800-732-0330 for further information on the public reference room.

The SEC allows us to incorporate by reference the information we file with them into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC that contains that information. The information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus. Information that we file with the SEC after the date of this prospectus supplement will automatically update and, where applicable, modify and supersede the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. We incorporate by reference (other than any portions of any such documents that are not deemed filed under the Securities Exchange Act of 1934 in accordance with the Securities Exchange Act of 1934 and applicable SEC rules):

Our Annual Report on Form 10-K for the fiscal year ended April 24, 2009, filed on June 23, 2009 (including the portion of the Company s proxy statement incorporated by reference into the Annual Report on Form 10-K);

Our Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2009, filed on September 9, 2009;

Our Amended Quarterly Report on Form 10-Q/A for the fiscal quarter ended July 31, 2009, filed on September 9, 2009;

Our Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2009, filed on December 9, 2009;

Our Quarterly Report on Form 10-Q for the fiscal quarter ended January 29, 2010, filed on March 10, 2010;

Our Current Reports on Form 8-K filed on April 29, 2009, May 5, 2009, and September 1, 2009; and

Any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until we sell all of the securities offered by this prospectus supplement.

You may request a copy of these filings at no cost by writing or telephoning the office of Investor Relations Department, Medtronic, Inc., 710 Medtronic Parkway, Minneapolis, Minnesota 55432-5603; Telephone Number (763) 514-4000.

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Caution Regarding Forward-Looking Statements

This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein may include forward-looking statements. Forward-looking statements broadly involve our current expectations or forecasts of future results. Our forward-looking statements generally relate to our growth and growth strategies, financial results, product development, regulatory approvals, competitive strengths, intellectual property rights, litigation and tax matters, mergers and acquisitions, market acceptance of our products, accounting estimates, financing activities, ongoing contractual obligations and sales efforts. Such statements can be identified by the use of terminology such as anticipate, believe, could, estimate, expect, forecast, intend, may, plan, possib will and similar words or expressions. Forward-looking statements in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein include, but are not limited to, growth in our Spinal business related to the Kyphon acquisition and our intended reorganization and consolidation of certain activities; future launches of products and continued acceptance of products in our operating segments; the effectiveness of our development activities in reducing patient care costs; the elimination of certain positions or costs related to restructuring initiatives; outcomes in our litigation matters; the continued strength of our balance sheet and liquidity; and the potential impact of our compliance with governmental regulations.

One must carefully consider forward-looking statements and understand that such statements may be affected by inaccurate assumptions and may involve a variety of risks and uncertainties, known and unknown, including, among others, those discussed in the section entitled Risk Factors in this prospectus supplement, our Form 10-K for our fiscal year ended April 24, 2009, and our Form 10-Q for the quarter ended January 29, 2010, and the section entitled Government Regulation and Other Considerations in our Form 10-K for the fiscal year ended April 24, 2009, as well as those related to competition in the medical device industry, reduction or interruption in our supply, quality problems, liquidity, decreasing prices, adverse regulatory action, litigation success, self-insurance, healthcare policy changes and international operations. Consequently, no forward-looking statement can be guaranteed and actual results may vary materially. We intend to take advantage of the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995 regarding our forward-looking statements, and are including this sentence for the express purpose of enabling us to use the protections of the safe harbor with respect to all forward-looking statements.

While we undertake no obligation to update any statement we make, investors are advised to consult any further disclosures by us in our filings with the Securities and Exchange Commission, especially on Forms 10-K, 10-Q, and 8-K, in which we discuss in more detail various important factors that could cause actual results to differ from expected or historical results. In addition, actual results may differ materially from those anticipated due to a number of factors, including, among others, those discussed in the section entitled Risk Factors in our reports on Form 10-K and Form 10-Q. It is not possible to foresee or identify all such factors. As such, investors should not consider any list of such factors to be an exhaustive statement of all risks, uncertainties, or potentially inaccurate assumptions.

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Prospectus Supplement Summary

Medtronic, Inc.

We are the global leader in medical technology alleviating pain, restoring health and extending life for millions of people around the world. We currently function in seven operating segments that manufacture and sell device-based medical therapies. Our segments include Cardiac Rhythm Disease Management; Spinal; CardioVascular; Neuromodulation; Diabetes; Surgical Technologies; and Physio-Control. Through these seven operating segments, we develop, manufacture and market our medical devices in more than 120 countries. Our primary products include those for cardiac rhythm disorders, cardiovascular disease, neurological disorders, spinal conditions and musculoskeletal trauma, urological and digestive disorders, diabetes and ear, nose, and throat conditions. We were founded in 1949 and were incorporated in Minnesota in 1957. Our principal executive offices are located at 710 Medtronic Parkway, Minneapolis, Minnesota 55432-5603 and our telephone number is (763) 514-4000.

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the notes, see the section entitled Description of Notes.

Issuer	Medtronic, Inc.
Securities offered	$1,250,000,000 aggregate principal amount of 3.00% Senior Notes due 2015
	$1,250,000,000 aggregate principal amount of 4.45% Senior Notes due 2020
	$500,000,000 aggregate principal amount of 5.55% Senior Notes due 2040
Maturity date	March 15, 2015, in the case of the 2015 notes, March 15, 2020, in the case of the 2020 notes and March 15, 2040, in the case of the 2040 notes
Interest rate	3.00% per year, in the case of the 2015 notes, 4.45% per year, in the case of the 2020 notes and 5.55% per year, in the case of the 2040 notes
Interest payment dates	March 15 and September 15 of each year, beginning September 15, 2010
Ranking	Each series of notes will be our general unsecured senior obligations and will rank equally in right of payment with our existing and future unsubordinated debt. The notes will be structurally subordinated to all future and existing obligations of our subsidiaries.

As of January 29, 2010, as adjusted to give effect to this offering and the application of the net proceeds from the sale of the notes, we would have had approximately $10.4 billion of unsubordinated debt obligations of a type required to be reflected as a liability (net of discount on senior convertible notes) in our consolidated balance sheet at that date. See Capitalization.

Optional redemption	We may redeem the notes of any series offered hereby, in whole or in part, at any time at a redemption price equal to the greater of: 100% of the principal amount of the notes of the applicable series being redeemed; and the sum, as determined by a Quotation Agent (as defined herein) appointed by us, of the present values of the remaining scheduled payments of principal and interest on the notes of such series to be redeemed (excluding any portion of such payments of interest accrued and paid as of the date of redemption), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined herein), plus 10 basis points, in the case of the 2015 notes, 12.5 basis points, in the case of the 2020 notes and 15 basis points, in the case of the 2040 notes, plus, in each case, accrued and unpaid interest to the date of redemption; provided that the principal amount of a note remaining outstanding after redemption in part shall be $2,000 or an integral multiple of $1,000 in excess thereof. See Description of Notes Optional Redemption.
Certain indenture provisions	The indenture governing the notes contains covenants that limit our and our restricted subsidiaries ability to incur secured debt and enter into sale and leaseback transactions. These covenants are subject to a number of important limitations and exceptions. See Description of Debt Securities Certain Covenants in the accompanying prospectus.
Use of proceeds	The net proceeds from this offering of the notes, which are expected to be approximately $2.98 billion after deducting underwriting discounts and commissions and payment of our expenses related to this offering, will be used for working capital and general corporate purposes, which may include repayment of our indebtedness. See Use of Proceeds.
Form and denomination	The notes of each series will be issued in fully registered form in minimum denominations of $2,000 and in integral multiples of $1,000 in excess thereof.
Further issues	We may, from time to time without the consent of the holders of the notes, issue additional notes of any series offered hereby having the same ranking and interest rate, maturity and other terms as the notes of that series except for the issue price and issue date and, in some cases, the first interest payment date.
Trustee	The trustee for the notes is Wells Fargo Bank, National Association.
Governing law	The indenture and the notes will be governed by the laws of the United States and the State of New York.

Risk Factors

You should read the Risk Factors section, beginning on page S-3 of this prospectus supplement and in our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q to understand the risks associated with an investment in Medtronic and the notes.

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Risk Factors

An investment in the notes may involve various risks. Prior to making a decision about investing in our securities, and in consultation with your own financial and legal advisors, you should carefully consider, among other matters, the following risk factors, as well as those incorporated by reference in this prospectus supplement from our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q under the headings Risk Factors and other filings we may make from time to time with the SEC.

The notes are subject to prior claims of our secured creditors, if any, and the creditors of our subsidiaries, and if a default occurs we may not have sufficient funds to fulfill our obligations under the notes.

The notes are our unsecured general obligations and will rank equally in right of payment with our existing and future unsubordinated debt and will be structurally subordinated to all future and existing obligations of our subsidiaries. The indenture governing the notes permits us and our subsidiaries to incur secured debt under specified circumstances. If we incur any secured debt, our assets and the assets of our subsidiaries will be subject to prior claims by our secured creditors. In the event of our bankruptcy, liquidation, reorganization or other winding up, assets that secure debt will be available to pay obligations on the notes only after all debt secured by those assets has been repaid in full. In the event we are required to repatriate cash, cash equivalents, short-term investments and long-term investments in debt securities that are held by our non-U.S. subsidiaries, the funds would generally be subject to U.S. tax. Holders of the notes will participate in our remaining assets ratably with all of our unsecured and unsubordinated creditors, including our trade creditors. If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes in any proceeds distributed upon our insolvency, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid.

Negative covenants in the indenture will have a limited effect.

The indenture governing the notes contains negative covenants that apply to us; however, the limitation on liens and limitation on sale and leaseback covenants contain exceptions that will allow us to create, grant or incur liens or security interests with respect to our headquarters and certain other material facilities. See Description of Debt Securities Certain Covenants in the accompanying prospectus. In light of these exceptions, holders of the notes may be structurally or contractually subordinated to our existing and new lenders.

Changes in our credit ratings may adversely affect the value of the notes.

The notes are expected to be rated A1 by Moody s Investors Service and AA- by Standard & Poor s Ratings Services, in each case with a stable outlook. Such ratings are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings

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will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency s judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market values of the notes and increase our corporate borrowing costs.

Active trading markets for the notes may not develop.

Currently, there are no existing markets for the notes and we do not intend to apply for listing of the notes of any series on any securities exchange or any automated quotation system. Accordingly, there can be no assurance that trading markets for the notes will ever develop or will be maintained. Further, there can be no assurance as to the liquidity of any markets that may develop for the notes, your ability to sell your notes or the price at which you will be able to sell your notes. Future trading prices of the notes will depend on many factors, including prevailing interest rates, our financial condition and results of operations, the then-current ratings assigned to the notes and the market for similar securities. Any trading markets that develop would be affected by many factors independent of and in addition to the foregoing, including:

- time remaining to the maturity of the notes of the applicable series;
- outstanding amount of the notes;
- the terms related to optional redemption of the notes; and
- level, direction and volatility of market interest rates generally.

The underwriters have advised us that they currently intend to make a market in the notes of each series, but they are not obligated to do so and may cease market-making at any time without notice.

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Use of Proceeds

The net proceeds from this offering of the notes, which are expected to be approximately $2.98 billion after deducting underwriting discounts and commissions and payment of our expenses related to this offering, will be used for working capital and general corporate purposes, which may include repayment of our indebtedness. As of January 29, 2010, we had approximately $7.4 billion of short-term and long-term debt outstanding, including approximately $933 million of commercial paper outstanding, which had a weighted average interest rate of approximately 0.23% and a weighted average maturity of approximately 64 days, and the following debt that is scheduled to mature within approximately three years: a $400 million principal balance under our five-year senior notes due September 2010, which bears interest at a rate of 4.375%; a $2.2 billion principal balance under our five-year senior convertible notes due April 2011, which bear interest at a rate of 1.50%; and a $2.2 billion principal balance under our seven-year senior convertible notes due April 2013, which bear interest at a rate of 1.625%.

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Capitalization

The following table sets forth our unaudited consolidated cash and cash equivalents, short-term borrowings, long-term debt, shareholders equity and total capitalization as of January 29, 2010, and as adjusted to reflect the issuance and sale of the notes.

Dollars in millions	January 29, 2010 Actual	As adjusted[1]
Cash and cash equivalents	$ 1,463	$ 4,443
Short-term borrowings		
Commercial paper	$ 933	$ 933
Senior notes	400	400
Other short-term borrowings	97	97
Total short-term borrowings	$ 1,430	$ 1,430
Long-term debt		
Senior convertible notes	$ 4,400	$ 4,400
Discount on senior convertible notes	(392)	(392)
Senior convertible notes, net of discount	$ 4,008	$ 4,008
Senior notes	1,850	1,850
Contingent convertible debentures	15	15
Other	123	123
Notes offered hereby		3,000
Total long-term debt	$ 5,996	$ 8,996
Shareholders equity		
Preferred stock par value $1.00	$	$
Common stock par value $0.10	111	111
Retained earnings	14,410	14,410
Accumulated other non-owner changes in equity	(201)	(201)
Total shareholders equity	$ 14,320	$ 14,320
Total capitalization	$ 21,746	$ 24,746

(1) Adjusted for the issuance of notes offered hereby. We will use the net proceeds of this offering for working capital and general corporate purposes, which may include repayment of our indebtedness. See Use of Proceeds.

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Ratio of Earnings to Fixed Charges

The following table shows our consolidated ratio of earnings to fixed charges for each of the periods indicated:

	Nine months ended			Year ended		
	January 29, 2010	April 24, 2009	April 25, 2008	April 27, 2007	April 28, 2006	April 29, 2005
Ratio of earnings to fixed charges	9x	7x	7x	9x	17x	29x

The ratio of earnings to fixed charges for the nine months ended January 29, 2010 was computed based on Medtronic s current quarterly report on Form 10-Q. The ratios of earnings to fixed charges for the fiscal years ended April 24, 2009, April 25, 2008, April 27, 2007, April 28, 2006 and April 29, 2005 were each computed based on Medtronic s historical consolidated financial information.

For purposes of computing these ratios, we compute earnings by adding our income before income taxes and fixed charges (excluding capitalized interest). Our fixed charges consist of interest expense (including capitalized interest), amortized premiums, discounts and capitalized expenses related to indebtedness and interest included in rental expense.

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Description of Notes

The following description of the particular terms of each series of notes supplements, and to the extent inconsistent, replaces the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus. The definitions of certain capitalized terms used in the following summary are set forth below under Certain Definitions. Certain defined terms used in this description, but not defined below under Certain Definitions have the meanings ascribed to them in the Indenture. For purposes of this section, references to we and the Company include only Medtronic, Inc. and not its subsidiaries.

General

Each series of notes offered hereby will be issued under an Indenture, dated as of March 12, 2009 (the Indenture), by and between Medtronic, Inc. and Wells Fargo Bank, National Association as trustee (the Trustee).

The notes will initially be issued in the following series and, as to each such series, with the following initial aggregate principal amounts:

Series	Principal amount
3.00% Senior Notes due 2015	$ 1,250,000,000
4.45% Senior Notes due 2020	$ 1,250,000,000
5.55% Senior Notes due 2040	$ 500,000,000

We may issue additional notes of any series, including any of the series listed above, in an unlimited aggregate principal amount at any time and from time to time under the Indenture. See below under Further Issues.

The notes of each series will be issued in the form of one or more permanent global notes in definitive, fully registered, book-entry form in minimum denominations of $2,000 and additional incremental multiples of $1,000 in excess thereof. The Trustee will initially act as paying agent and registrar for the notes. The notes may be presented for registration of transfer and exchange at the offices of the registrar, which initially will be the Trustee s corporate trust office. We may change any paying agent and registrar without notice to holders of the notes and we may act as a paying agent or registrar. We will pay principal (and premium, if any) on the notes at the Trustee s corporate trust office in New York, New York. At our option, interest may be paid at the Trustee s corporate trust office or by check mailed to the registered address of the holder. Notwithstanding the foregoing, a registered holder of $5,000,000 or more in aggregate principal amount of notes of any one series will be entitled to receive payments of interest, other than interest due at maturity, by wire transfer of immediately available funds to an account at a bank located in New York City (or any other location consented to by us) if appropriate wire transfer instructions have been received by the paying agent in writing not less than 15 calendar days prior to the applicable interest payment date.

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Each series of notes will mature and bear interest as provided in the following table:

Series	Maturity	Interest rate	Interest payment dates	Record dates
2015 notes	March 15, 2015	3.00%	March 15 and September 15	March 1 and September 1
2020 notes	March 15, 2020	4.45%	March 15 and September 15	March 1 and September 1
2040 notes	March 15, 2040	5.55%	March 15 and September 15	March 1 and September 1

Interest Provisions Relating to the Notes

Interest on each series of notes will accrue at the rate set forth for such series in the table above, payable semi-annually in arrears beginning on September 15, 2010. We will pay interest as to each series of notes to those persons who were holders of record of such series on the record date preceding each interest payment date.

Interest on each series of notes will accrue from the date of original issuance or, if interest has already been paid, from the date it was most recently paid as to such series, and will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Optional Redemption

We may redeem the notes of any series offered hereby, in whole or in part, at any time at a redemption price equal to the greater of:

100% of the principal amount of the notes of the applicable series being redeemed; and

the sum, as determined by a Quotation Agent (defined below), of the present values of the remaining scheduled payments of principal and interest on the notes of such series to be redeemed (excluding any portion of su