

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
 Confidential, for Use of the Commission Only
(as Permitted by Rule 14a-6(e)(2))
 Definitive Consent Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

AMP INCORPORATED

(Name of Registrant as Specified In Its Charter)

ALLIEDSIGNAL INC.
PMA ACQUISITION CORPORATION

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

No Fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11:

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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1) Amount previously paid:

2) Form, Schedule or Registration No.

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TERMINALS & CONNECTORS INDUSTRY

SALES BY INDUSTRY

SALES BY REGION

[PIE GRAPH SHOWING SALES BY INDUSTRY]

[PIE GRAPH SHOWING SALES BY REGION]

INDUSTRIAL & CONSUMER - 45%

NORTH AMERICA - 38%

COMPUTER/PERIPHERALS - 25%

ASIA - 30%

TELECOM - 15%

EUROPE - 26%

AUTOMOTIVE - 15%

ROW - 6%

\$25B MARKET -- 9% 5 YEAR AVERAGE GROWTH RATE

- VALUE ADDED MARKET AN ADDITIONAL \$25B - \$30B

ATTRACTIVE MARKET, DIVERSE AND GLOBAL

AMP'S SHARE OF T&C SALES

[BAR GRAPH SHOWING EACH COMPANY'S SHARE
OF TERMINAL AND CONNECTOR SALES]

AMP	20%
Molex	6%
Framatome	4%
Berg	3%
Thomas & Betts	3%
Amphenol	3%
3M	3%
+1200 Others	58%

LEADING GLOBAL POSITION IN FRAGMENTED MARKET

WORLDWIDE T&C DEMAND

REGION OF THE WORLD	1998 SALES	2002 SALES	CAGR
N. America	\$9.5B	\$13B	8.5%
Europe	\$6.6B	\$8B	4.9%
Japan	\$4.6B	\$5B	4.0%
Asia/Pacific	\$2.6B	\$4B	9.1%
ROW	\$1.3B	\$2B	8.0%
Total	\$25B	\$32B	6.8%

SOURCES OF GROWTH

- * Telecommunications
- * Internet
- * PC's and Peripherals
- * Automotive Electronics
- * Digital Television
- * Medical Electronics
- * Smart Homes & Appliances

MULTI-FACETED ELECTRONICS APPLICATIONS DRIVE GROWTH

AMP OVERVIEW

SALES BY INDUSTRY

[PIE GRAPH SHOWING
SALES BY INDUSTRY]

Consumer & Industrial	\$1.6B
Automotive	\$1.4B
Telecom	\$1.4B
Personal Computer	\$1.0B

SALES BY REGION

[PIE GRAPH SHOWING
SALES BY REGION]

Americas	50%
Europe	30%
Asia/Pacific	20%

BUSINESSES

Electrical Connection
Devices for the
Following Industries:

- * Consumer & Industrial
- * Telecommunications
- * Automotive
- * Personal Computers

1998 STATISTICS

Sales	\$5.4B
Op. Margins	-9%
EPS	\$1.50
Market Cap	-6.5B

STRENGTHS

- * Leading Market Position
- * Global
- * Diverse Markets
- * Strong Technical Capabilities

WORLD'S LEADING MANUFACTURER OF ELECTRICAL & ELECTRONIC CONNECTION DEVICES

AMP PERFORMANCE

OPERATING MARGIN

CAGR

[BAR GRAPH SHOWING SALES OF \$3.1B, \$5.2B, \$5.2B & \$5.4B FOR 1991, 1995 AND 1998, RESPECTIVELY. LINE GRAPH SHOWING A 15.2% OPERATING MARGIN IN 1991 AS COMPARED TO A 9.4% OPERATING MARGIN IN 1998.]

[BAR GRAPH SHOWING THE NUMBER OF EMPLOYEES AND SALES PER EMPLOYEE IN 1991 AND 1998.]

	1991	1998
	----	----
Number of Employees	29,900	46,500
Sales per Employee	\$117K	\$124K

[LINE GRAPH SHOWING A 1% CAGR FROM 1991 THROUGH 1998]

STRENGTHS

EPS

- * Market Position
- * Technology Leader
- * Global
- * Breadth of Products & Applications

[LINE GRAPH SHOWING EPS of \$1.22, \$1.38, \$1.76, \$1.76, \$2.12, \$1.89, \$2.13 AND \$1.46 IN 1991, 1992, 1993, 1994, 1995, 1996, 1997 AND 1998 (EXPECTED), RESPECTIVELY]

STRENGTHS NOT LEVERAGED; ERRATIC EARNINGS

COMPARATIVE RETURNS

RETURN ON INVESTMENT SINCE DECEMBER 1990

[LINE GRAPH COMPARING ALD'S COMPARATIVE RETURNS VERSUS THE COMPARATIVE RETURNS OF THE S&P 500 AND AMP'S COMPARATIVE RETURNS FOR THE PERIOD FROM DECEMBER 1990 THROUGH JUNE 1998. OVER THIS PERIOD, ALD'S COMPARATIVE RETURNS HAVE INCREASED 668% WHILE THE COMPARATIVE RETURNS OF THE S&P 500 AND AMP HAVE INCREASED 316% AND 91%, RESPECTIVELY.]

GROSS UNDERPERFORMANCE

AMP'S FAILED PROJECTIONS

1993 ----	1994 ----	1996 ----	1998 ----
VISION 2000	FORECASTS	RESTRUCTURING	RESTRUCTURING
SALES \$10B	18-20%	\$195M	FORECAST 17%
BY 2000	MARGINS	CHARGE	MARGIN FOR 2001

[LINE GRAPH SHOWING SALES OF \$3.4B, \$4.0B, \$5.2B, \$5.5B, \$5.7B AND \$5.4B AND OPERATING MARGINS OF 15.2%, 16.1%, 14.7%, 12.1%, 12.9% AND 9.4%, BOTH IN 1993, 1994, 1995, 1996, 1997 AND 1998 (EXPECTED), RESPECTIVELY.]

NOT LIVING UP TO PROMISES

AMP OPPORTUNITIES

PEER REVENUE COMPARISON

PEER GROUP MARGINS

 (1998 PROJECTED GROWTH AS
 OF JULY, 1998)

 1994 1998 CHANGE

AMP	16.1%	9.4%	(6.7 pts)
Peer Avg.	12.1%	14.6%	+2.5 pts
Amphenol	15.0%	17.0%	+2.0 pts
Molex	16.3%	16.3%	--
Thomas & Betts	9.4%	12.5%	+3.1 pts
Berg	7.8%	12.6%	+4.8 pts

[BAR GRAPH SHOWING A
 COMPARISON OF AMP'S PROJECTED
 1998 GROWTH, AS OF JULY, 1998,
 WITH THOSE OF OTHER COMPANIES)

AMP	-5.8%
Amphenol	3%
Berg	5%
Molex	6%
Thomas & Betts	8%
Peer Avg.	5.5%

UNDERPERFORMING ITS PEERS

ALLIEDSIGNAL PERFORMANCE

[BAR GRAPH SHOWING SALES OF \$11.8B, [BAR GRAPH SHOWING 105,800 AND \$14.4B, \$15.3B FOR 1991, 1995 AND 77,000 EMPLOYEES IN 1991 AND 1998, 1998, RESPECTIVELY. LINE GRAPH SHOWING RESPECTIVELY, AND SALES PER EMPLOYEE AN OPERATING MARGIN OF 4.7% AS OF \$117K AND \$200K IN 1991 AND COMPARED TO 13% IN 1991 AND 1998, 1998, RESPECTIVELY. LINE GRAPH SHOWING RESPECTIVELY.] A 7% CAGR FOR THE PERIOD FROM 1991 TO 1998.]

STRENGTHS

* COST PRODUCTIVITY	[LINE GRAPH SHOWING EPS OF \$0.93, \$1.14, \$1.32, \$1.52, \$1.76, \$2.02
* SIX SIGMA	AND \$2.33 IN 1991, 1992, 1993, 1994,
* STRONG MANAGEMENT	1995, 1996, 1997 AND 1998
* DRIVEN CULTURE	(EXPECTED), RESPECTIVELY, AND
* CONSISTENCY	HIGHLIGHTING 26 QUARTERS OF 14% OR MORE GROWTH OVERALL.]

SIGNIFICANT ACHIEVEMENTS, BUT JUST GETTING STARTED

ALD'S OPERATING MARGIN EXPANSION

[HIGHLIGHTED TEXT SHOWING AN OPERATING MARGIN OF 4.7% IN 1991 AS COMPARED TO AN OPERATING MARGIN OF 13% IN 1998]

[CAPABILITIES]

CULTURE	PRODUCTIVITY	QUALITY	GROWTH
* Total Quality	* Material Excellence	* Six Sigma Deployment	* Product Commercialization
* Management Upgrades	* Operational Excellence	* Customer Excellence	* Customer Integration
* Process Focused	* Technical Excellence	* Supplier Development	* Services
* Disciplined Metrics	* Portfolio Migration		
* Education & Training			

ALD'S ROADMAP CAN ALSO HELP AMP SUCCEED

AGGRESSIVE SIX SIGMA DEPLOYMENT

[BAR GRAPH SHOWING 0, 1,420, 2,073 AND
4,000 GREEN/YELLOWBELTS AND 450, 765,
1,435 AND 2,000 BLACKBELTS IN 1995,
1996, 1997 AND 1998, RESPECTIVELY.]

BLACKBELTS -----	GREEN/YELLOWBELTS -----	RESULTS -----
* 6 MONTHS TRAINING	* UP TO 1 MONTH	* \$2B SAVED SINCE '92
* FULL TIME	* OPERATIONAL LEVEL	* 1.8 SIGMA INCREASE
* MASTERS OF DEFECT ELIMINATION	* PROFICIENT IN TOOLS	

MAJOR INVESTMENT IN TRAINING, HUGE RESULTS

ALD BUSINESS TURNAROUNDS
AEROSPACE - APU'S

BUSINESS CONDITION
PRE-RESTRUCTURING

FINANCIALS -- 1992 - 1998

* TECHNICALY "AGED" PRODUCTS	[BAR GRAPH SHOWING SALES OF \$330M AND
* POOR PRODUCT RELIABILITY	\$720M IN 1992 AND 1998, RESPECTIVELY,
* LOSING MARKET SHARE	A 120% INCREASE SALES FROM 1992 AND
* ZERO OPERATING MARGIN WITH 72%	1998 AND A 13 POINT INCREASE IN
MARKET SHARE	OPERATING MARGINS FROM 1992 TO 1998].

Market Share 72% 75%

ACTIONS TAKEN

* INVESTED \$150M+ IN NEW PRODUCTS
* SIMPLIFIED PRODUCT LINES TO REDUCE
 COMPLEXITY AND INVENTORY
* RESTRUCTURED SALES AND MARKETING
* EFFORTS
* IMPROVED AFTERMARKET SERVICE

REVITALIZED A MARKET LEADER

ALD BUSINESS TURNAROUNDS
AUTOMOTIVE TURBOCHARGERS

BUSINESS CONDITION
PRE-STRUCTURING

FINANCIALS -- 1992 - 1998

- * PRODUCT BECOMING COMMODITIZED
- * HIGH MANUFACTURING COSTS
- * MOST COMPONENTS MADE IN-HOUSE

[BAR GRAPH SHOWING SALES OF \$405M AND \$950 IN 1992 AND 1998, RESPECTIVELY, A 130% INCREASE IN SALES FROM 1992 TO 1998 AND A 10 POINT INCREASE IN OPERATING MARGINS FROM 1992 TO 1998].

Market Share 39% 51%

ACTIONS TAKEN

- * RATIONALIZED MANUFACTURING FACILITIES
- * ESTABLISHED MANUFACTURING AND TECHNICAL CENTERS IN ASIA
- * OUTSOURCED NON-CRITICAL PARTS TO LOWER COSTS SUPPLIERS
- * INTRODUCED NEW TECHNOLOGY AND FAMILY OF PRODUCTS

EXPANDED MARKET SHARE THROUGH INNOVATION AND PRODUCTIVITY

CREATING A HIGH PERFORMANCE CULTURE

- * COMMON VALUES
- * CLEAR GOALS -- FOR ALL TO KNOW
- * DISCIPLINED PROCESSES TO DRIVE PERFORMANCE (STRATEGY, OPERATIONS, PEOPLE)
- * PEOPLE AS A COMPETITIVE EDGE
- * FOCUS ON LEARNING
- * STRETCH GOALS TO BRING OUT THE BEST
- * ORGANIZATIONAL DESIGNS BASED ON SIMPLICITY, CLARITY, ACCOUNTABILITY
- * CUSTOMER LINKAGE AS THE SOURCE OF PROGRESS

A FORMULA THAT'S WORKED . . .

ALD'S EXPANSION OF AMP OPERATING MARGINS

1998 - 1999

HISTORICAL MARGIN (1993-95) 15%

[BAR GRAPH SHOWING A PROJECTED 4% INCREASE IN OPERATING MARGINS FOR THE PERIOD FROM 1998 TO 1999 THROUGH A 2-4 POINT DECREASE IN PRICE, 1-3 POINT INCREASE IN VOLUME, A 4-5 POINT INCREASE IN MANUFACTURING, A 0-1 POINT INCREASE IN MATERIALS AND A 1-2 POINT INCREASE IN CORPORATE OVERHEAD. THE INCREASES IN MANUFACTURING, MATERIALS AND CORPORATE OVERHEAD ARE ESTIMATED TO RESULT IN COST SAVINGS OF \$200M.]

1999 - 2000

[BAR GRAPH SHOWING A PROJECTED 5% INCREASE IN OPERATING MARGINS FOR THE PERIOD FROM 1999 TO 2000 THROUGH A 2-4 POINT DECREASE IN PRICE, 3-5 POINT INCREASE IN VOLUME, 3-4 POINT INCREASE IN MANUFACTURING, 1-2 POINT INCREASE IN MATERIALS AND NO INCREASE IN CORPORATE OVERHEAD. THE INCREASES IN MANUFACTURING AND MATERIALS ARE ESTIMATED TO RESULT IN COST SAVINGS OF \$500M.]

ESTIMATES BASED ON ALD'S TRACK RECORD

ALD AND AMP - \$21B
1998 PRO-FORMA
[PIE GRAPH]

ELECTRONIC INTERCONNECT DEVICES	\$5.4
SPEC CHEM & ELECTRONIC SOLUTIONS	\$2.4
PERFORMANCE POLYMERS	\$2.0
AEROSPACE SYSTEMS	\$4.9
TRANSPORTATION PRODUCTS	\$2.5
TURBINE TECHNOLOGIES	\$3.9

- - BROAD PRODUCT OFFERING	-	HIGH GROWTH MARKETS
- - DIVERSE CUSTOMER BASE	-	HIGH MARGIN BUSINESSES
- - GLOBALLY POSITIONED	-	CONSISTENCY

BREADTH OF PRODUCTS AND GEOGRAPHICAL DIVERSITY DRIVES CONSISTENCY

PORTFOLIO IMPROVEMENT

1999
(WITHOUT AMP)

1999
(WITH AMP)

2001
(INCLUDES AMP)

[PIE GRAPH]

[PIE GRAPH]

[PIE GRAPH]

HIGH GROWTH/ 67%
HIGH MARGIN

HIGH GROWTH/ 75%
HIGH MARGIN

HIGH GROWTH/ 85%
HIGH MARGIN

TOTAL \$16.5B

TOTAL \$22B

TOTAL \$26B

ACCELERATES ALD TRANSFORMATION

ALD EPS

PRE-ACQUISITION

POST-ACQUISITION

[BAR GRAPH SHOWING THE PROJECTED GROWTH RATE OF EARNINGS PER SHARE OF THE OVERALL POSITIVE PROJECTED EFFECTS OF EACH OF ALD'S DIVESTED BUSINESS, THE ADDITION OF THE AMP BUSINESS, THE LOSS OF GOODWILL, THE LOSS DUE TO FINANCING, THE GAINS ON DISPOSITIONS ON THE EARNINGS PER SHARE OF A COMBINED ALD/AMP AND THE PROJECTED GROWTH RATE OF EARNINGS PER SHARE OF THE COMBINED ALD/AMP] IN 1999 AND 2000.

13-15%	Divested	AMP			Gains on	13-15%
	Business	Business	Goodwill	Financing	Dispositions	
1999	(\$0.06)	+\$0.83	(\$0.32)	(\$0.72)	+\$0.27	1999
13-17%						13-17%
2000	(\$0.13)	\$1.15	(\$0.32)	(\$0.69)	--	2000

DILUTION TO BE MINIMIZED, 2000 EARNINGS IN LINE WITH PREVIOUS ESTIMATES

WHY THIS DEAL IS GOOD FOR ALLIED SIGNAL

- * MARKET LEADERSHIP IN HIGH MARGIN GROWTH BUSINESSES
- * BROADER, MORE GLOBAL, MORE DIVERSE
- * BREADTH OF MARKETS
- * COST TAKE-OUT OPPORTUNITIES
- * HIGH MARGIN, HIGH GROWTH SEGMENTS
- * ENHANCED ABILITY FOR FINANCIAL CONSISTENCY

ALD AND AMP COMBINE TO FORM A PREMIER COMPANY

ALLIED SIGNAL OFFER

ALD OFFER

"JUST SAY NO" AMP RESPONSE

CERTAINTY

UNCERTAINTY

* \$44.50 CASH
* 55% PREMIUM OVER MARKET PRICE
* 30X 1998 EPS

CAN RIPP WITH AMP FOR 4 YEARS OF
DIFFICULTY, BACKGROUND ONLY IN
FINANCE, & NO DEMONSTRATED OPERATING
SUCCESS

- * CHANGE CULTURE
- * REORGANIZE EFFECTIVELY
- * TRANSFORM MANUFACTURING
- * DOUBLE EPS IN 2 YEARS

MORE THAN ADEQUATE & CERTAIN

INADEQUATE & HIGH RISK

INADEQUATE RESPONSE TO A MORE THAN ADEQUATE OFFER

LEGAL STRATEGY

- * COMMENCED AN ALL-CASH, ALL SHARES TENDER OFFER AT \$44.50 ON AUGUST 10 --
CONDITIONED ON REDEMPTION OF POISON PILL
- * INFORMED AMP BOARD THAT WE WOULD CONSIDER HIGHER PRICE IN NEGOTIATED
MERGER, BUT BOARD HAS REFUSED TO MEET
- * KEY: LET SHAREHOLDERS DECIDE; DO THROUGH CONSENT SOLICITATION
- * WILL CONDUCT CONSENT SOLICITATION, WITH RECORD DATE OF OCTOBER 15, TO
ENLARGE AMP BOARD FROM 11 TO 28 AND ELECT 17 ALD NOMINEES
- * IN OUR VIEW, AMP BOARD WILL SELL TO THE HIGHEST BIDDER BEFORE IT PERMITS
ALD NOMINEES TO TAKE CONTROL
- * IF NOT (A REMOTE POSSIBILITY IN OUR VIEW), ALD NOMINEES TAKE CONTROL AND,
SUBJECT TO THEIR FIDUCIARY DUTY, CAUSE AMP TO ENTER INTO A CASH MERGER
AGREEMENT AT THE OFFER PRICE -- ANY AGREEMENT SUBJECT TO SHAREOWNER
APPROVAL
- * THE NEW NON-REDEEMABILITY AMENDMENTS, MORE DRACONIAN THAN OTHERS IN
EXISTENCE, WILL NOT WITHSTAND JUDICIAL ANALYSIS

PA LAW, POISON PILL WILL NOT PREVENT TAKEOVER

WHAT WE ASK FROM YOU

* TENDER YOUR SHARES BEFORE SEPT. 11

- EVEN THOUGH WE CAN'T PURCHASE UNTIL THE POISON PILL IS REDEEMED, SHAREOWNERS SHOULD THEIR SUPPORT FOR THE SALE OF THE COMPANY; SHARES CAN SUBSEQUENTLY BE WITHDRAWN

* AFTER RECORD DATE OF OCTOBER 15, VOTE FOR ALLIED BY-LAW AMENDMENTS AND BOARD NOMINEES; COMPLETE AND SEND BLUE CONSENT CARD

- TELL THE AMP BOARD THAT THE SHAREOWNERS SHOULD DECIDE; EXPRESS YOUR DISAPPROVAL OF THE POISON PILL

CERTAIN INFORMATION CONCERNING PARTICIPANTS

AlliedSignal Inc. ("AlliedSignal"), PMA Acquisition Corporation ("Acquisition Subsidiary") and certain other persons named below may solicit the consent of shareholders (a) to elect seventeen nominees (the "Nominees") as directors of AMP Incorporated ("AMP") pursuant to a shareholder action by written consent (the "Consent Solicitation") and (b) in favor of the adoption of three proposals to amend the By-laws of AMP. The participants in this solicitation may include the directors of AlliedSignal (Hans W. Becherer, Lawrence A. Bossidy (Chairman of the Board and Chief Executive Officer), Ann M. Fudge, Paul X. Kelley, Robert P. Luciano, Robert B. Palmer, Russell E. Palmer, Frederic M. Poses (President and Chief Operating Officer), Ivan G. Seidenberg, Andrew C. Sigler, John R. Stafford, Thomas P. Stafford, Robert C. Winters and Henry T. Yang), each of whom is a Nominee; and the following executive officers and employees of AlliedSignal: Peter M. Kreindler (Senior Vice President, General Counsel and Secretary), Donald J. Redlinger (Senior Vice President-Human Resources and Communications), and Richard F. Wallman (Senior Vice President and Chief Financial Officer), each of whom is a Nominee, and Robert F. Friel (Vice President and Treasurer), John W. Gamble, Jr. (Assistant Treasurer), John L. Stauch (Director, Investor Relations), Robert J. Buckley (Manager, Investor Relations), G. Peter D'Aloia (Vice President, Planning & Development) and James V. Gelly (Vice President, Finance, Aerospace Marketing, Sales & Service).

As of the date of this communication, AlliedSignal is the beneficial owner of 100 shares of Common Stock without par value of AMP. Other than set forth herein, as of the date of this communication, neither AlliedSignal, Acquisition Subsidiary nor any of their respective directors, executive officers or other representatives or employees of AlliedSignal, any Nominees or other persons known to AlliedSignal who may solicit proxies has any security holdings in AMP. AlliedSignal disclaims beneficial ownership of any securities of AMP held by any pension plan or other employee benefits plan of AlliedSignal or by any affiliate of AlliedSignal.

Although neither Lazard Freres & Co. LLC ("Lazard Freres") nor Goldman, Sachs & Co. ("Goldman Sachs"), the financial advisors to AlliedSignal, admits that it or any of its members, partners, directors, officers, employees or affiliates is a "participant" as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that Schedule 14A requires the disclosure of certain information concerning Lazard Freres or Goldman Sachs, Steven J. Golub and Mark T. McMaster (each a Managing Director) and Yasushi Hatakeyama (a Director) of Lazard Freres, and Robert S. Harrison and Wayne L. Moore (each a Managing Director) and Peter Gross and Peter Labbat (each a Vice President) of Goldman Sachs, may assist AlliedSignal in the solicitation of consents of shareholders. Both Lazard Freres and Goldman Sachs engage in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of its business Lazard Freres and Goldman Sachs may trade securities of AMP for its own account and the accounts of its customers, and accordingly, may at any time hold a long or short position in such securities. Lazard Freres has informed AlliedSignal that as of August 6, 1998, Lazard Freres held a net long position of approximately 20,861 shares of Common Stock of AMP, and Goldman Sachs has informed AlliedSignal that as of August 7, 1998, Goldman Sachs held a net long position of approximately 800,000 shares of Common Stock of AMP.

Except as disclosed above, to the knowledge of AlliedSignal, none of AlliedSignal, the directors or executive officers of AlliedSignal, the employees or other representatives of AlliedSignal or the Nominees named above has any interest, direct or indirect, by security holding or otherwise, in AMP.