First Quarter Review

January 28, 2010

Forward-Looking Statements / Safe Harbor

Certain statements in this presentation are ''forward-looking statements'' within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward looking, and the words ''anticipate,'' ''believe,'' ''expect,'' ''estimate,'' ''project'' and similar expressions are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission (''SEC''), or in Tyco's communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating and tax efficiencies, product expansion, backlog, the consummation and benefits of acquisitions and divestitures, as well as financings and repurchases of debt or equity securities, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performances or achievements. Factors that might affect such forward-looking statements include, among other things:

- overall economic and business conditions;
- the demand for Tyco's goods and services;
- competitive factors in the industries in which Tyco competes;
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- results and consequences of Tyco's internal investigations and governmental investigations concerning the Company's governance, management, internal controls and operations including its business operations outside the United States;
- the outcome of litigation and governmental proceedings;
- effect of income tax audit settlements;
- our ability to repay or refinance our outstanding indebtedness as it matures;
- our ability to operate within the limitations imposed by financing arrangements and to maintain our credit ratings;
- interest rate fluctuations and other changes in borrowing costs;
- other capital market conditions, including availability of funding sources and currency exchange rate fluctuations;
- availability of and fluctuations in the prices of key raw materials, including steel and copper;
- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- the ability to achieve cost savings in connection with the company's strategic sourcing and Six Sigma initiatives;
- potential further impairment of our goodwill and/or our long-lived assets;
- the impact of fluctuations in the price of Tyco common shares;
- risks associated with the change in our jurisdiction of incorporation from Bermuda to Switzerland, including the possibility of reduced flexibility with respect to certain aspects of capital management, increased or different regulatory burdens, and the possibility that we may not realize anticipated tax benefits;
- changes in U.S. and non-U.S. government laws and regulations; and
- the possible effects on us of pending and future legislation in the United States that may limit or eliminate potential U.S. tax benefits resulting from Tyco's jurisdiction of incorporation or deny U.S. government contracts to us based upon Tyco's jurisdiction of incorporation.

Tyco is under no obligation (and expressly disclaims any obligation) to update its forward-looking statements.

Q1 2010 Results – Financial Overview

(EPS amounts are attributable to Tyco common shareholders)
($ in millions, except per-share amounts)

	Q1 FY10	Q1 FY09	% Change
Revenue	$4,246	$4,426	(4)%
Operating Income before special items*	$426	$429	(1)%
Operating Margin before special items*	*10.0%*	*9.7%*	
EPS from Cont. Ops. before special items*	$0.65	$0.61	7%

- Organic revenue* declined 9.6%
- Operating income and margin driven by cost management and restructuring efforts as well as the continued strength of service and recurring revenue
- Maintained operating margin despite $400 million organic revenue decline

* Organic revenue is a non-GAAP measure. Operating income, operating margin and EPS from continuing operations before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see Appendix.

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Areas of Operational Focus In 2010

- ***Investing for long-term growth***
  - Continue to invest in our businesses
  - Growth initiatives are both product and service focused
- ***Cost management***
  - Prior restructuring actions expected to result in incremental savings of $175 million in 2010
  - Additional restructuring actions and cost containment initiatives will be implemented throughout the year
- ***Strong balance sheet***
  - Fund internal growth initiatives, including productivity and restructuring plans
  - Provides flexibility to invest in areas that generate best return for our shareholders, including bolt-on acquisitions and share repurchase

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First Quarter – ADT Worldwide

($ in millions)

	Q1FY10	Q1FY09	% Change
Revenue	**$1,835**	**$1,811**	**1%**
Operating Income*	**$264**	**$228**	**16%**
Operating Margin*	**14.4%**	**12.6%**	**180bps**

- Global Account base grew 3% year over year to almost 7.5 million accounts
- ARPU of $46.32 increased 1% year over year, excluding currency
- Worldwide attrition rate of 13.5% increased 10 basis points sequentially

- Organic revenue* decline of 3% in Q1 2010
  - Recurring revenue, which comprised more than 55% of total revenue, grew 5%
  - Systems installation and service revenue declined 13%
- Improved operating margin* due to cost containment, restructuring activities and growth in higher margin recurring revenue

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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First Quarter - ADT Worldwide Regional Performance

NA – Residential & Small Business

- More than 85% of revenue was recurring
- Recurring revenue grew 8%
- Operating margin* improved more than full percentage point over prior year
- Year over year:
  - Account base grew almost 5%
  - Average revenue per user grew 3%
- Attrition rate improved 10 basis points sequentially to 13.3%

NA - Commercial

- About 40% of revenue was recurring
- 11% organic revenue* decline
- Operating margin* improved 130 basis points year over year to 10.8%
- Orders flat sequentially
- Attrition rate increased 20 basis points sequentially to 14.0%

Europe, Middle East & Africa

- Organic revenue* decline of 8%
- Operating margin* improved more than two full percentage points to 6.4%

Asia Pacific & Latin America

- Primarily commercial
- 2% organic revenue* growth
- Operating margin* in low-teens
  - Improved 150 basis points over prior year

* Organic revenue and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

First Quarter – Flow Control

($ in millions)

	Q1FY10	Q1FY09	% Change
Revenue	$923	$959	(4)%
Operating Income*	$118	$139	(15)%
Operating Margin*	12.8%	14.5%	-170bps

- Backlog of $1.65B decreased 3% sequentially (down 2% excluding currency)
- Orders
  - Down 13% year-over-year excluding currency
  - Excluding large Pacific Water project, orders flat sequentially

- Organic revenue* decline of 14% in Q1 2010
  - Valves declined 15%
  - Water declined 10%
  - Thermal declined 14%
- Benefits of cost containment actions and restructuring activities were offset by significant volume de-leveraging

* Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

First Quarter – Fire Protection Services

($ in millions)

	Q1FY10	Q1FY09	% Change
Revenue	$833	$839	(1)%
Operating Income*	$64	$56	14%
Operating Margin*	7.7%	6.7%	100bps

- Backlog of $1.2B decreased 1% on a quarter sequential basis

- Organic revenue* decline of 6% in Q1 2010
  - Service revenue, which was ~50% of total revenue, declined 2% organically
  - Systems installation revenue declined 10% organically
- Benefits of cost containment initiatives and restructuring actions are helping to mitigate margin pressure from lower revenue

* Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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First Quarter – Safety Products

($ in millions)

	Q1FY10	Q1FY09	% Change
Revenue	**$358**	**$401**	**(11)%**
Operating Income*	**$53**	**$81**	**(35)%**
Operating Margin*	**14.8%**	**20.2%**	**- 540bps**

- Better than expected operating income* resulted from product mix
- Sequential revenue headwind offset by benefits of cost-containment initiatives and restructuring actions

- Organic revenue* decline of 14% in Q1 2010
  - Fire Suppression declined 22%
  - Electronic Security declined 10%
  - Life Safety grew 4%
- Cost reductions more than offset by under absorption of fixed costs

* Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

First Quarter – Electrical & Metal Products

($ in millions)

	Q1FY10	Q1FY09	% Change
Revenue	**$297**	**$416**	**(29)%**
Operating Income*	**$23**	**$29**	**(21)%**
Operating Margin*	**7.7%**	**7.0%**	**70 bps**

- Organic revenue* decline of 30% in Q1 2010
- Significantly lower average selling prices for steel and copper products
- Reduced volumes
- Lower revenue almost fully offset by improved steel spreads

- ***<u>Outlook:</u>***
  - Q2 revenue and operating income before special items similar to Q1
  - Full year operating income before special items of approximately $120M

* Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

Other Items

- Free Cash Flow*
  - $79M in Q1 FY10 including $50M of payments primarily for restructuring compared to $215M outflow in prior year, which included $25M of payments primarily for restructuring
- Corporate expense was $98M, which included $2M of special items
  - ***Outlook:*** expect $110M of expense in second quarter and $430M of expense for full year (excluding special items)
- Other income of $9M related to an increase in receivables due from Covidien and Tyco Electronics under the Tax Sharing Agreement
- Tax rate 14.9% due to the accounting timing of certain items
  - ***Outlook:*** expect second quarter and full year tax rate of 19%-20%

* Free cash flow is a non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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Appendix

Non-GAAP Measures

“Organic revenue,” “free cash flow (outflow)” (FCF), “income from continuing operations before special items”, “earnings per share (EPS) from continuing operations before special items”, “operating income before special items” and “operating margin before special items” are non-GAAP measures and should not be considered replacements for GAAP results.

Organic revenue is a useful measure used by the company to measure the underlying results and trends in the business. The difference between reported net revenue (the most comparable GAAP measure) and organic revenue (the non-GAAP measure) consists of the impact from foreign currency, acquisitions and divestitures, and other changes that do not reflect the underlying results and trends (for example, revenue reclassifications and changes to the fiscal year). Organic revenue is a useful measure of the company’s performance because it excludes items that: i) are not completely under management’s control, such as the impact of foreign currency exchange; or ii) do not reflect the underlying results of the company’s existing businesses, such as acquisitions and divestitures. It may be used as a component of the company’s compensation programs. The limitation of this measure is that it excludes items that have an impact on the company’s revenue. This limitation is best addressed by using organic revenue in combination with the GAAP numbers. See the accompanying tables to this press release for the reconciliation presenting the components of organic revenue.

FCF is a useful measure of the company’s cash which is free from any significant existing obligation. The difference between cash flows from operating activities (the most comparable GAAP measure) and FCF (the non-GAAP measure) consists mainly of significant cash flows that the company believes are useful to identify. FCF permits management and investors to gain insight into the number that management employs to measure cash that is free from any significant existing obligation. It, or a measure that is based on it, may be used as a component in the company’s incentive compensation plans. The difference reflects the impact from:

- *net capital expenditures,*
- *accounts purchased by ADT,*
- *cash paid for purchase accounting and holdback liabilities,*
- *voluntary pension contributions, and*
- *the sale of accounts receivable programs.*

Capital expenditures and accounts purchased by ADT are subtracted because they represent long-term commitments. Cash paid for purchase accounting and holdback liabilities is subtracted because these cash outflows are not available for general corporate uses. Voluntary pension contributions and the impact from the sale of accounts receivable programs are added or subtracted because this activity is driven by economic financing decisions rather than operating activity.

Non-GAAP Measures Continued

The limitation associated with using FCF is that it adjusts for cash items that are ultimately within management's and the Board of Directors' discretion to direct and therefore may imply that there is less or more cash that is available for the company's programs than the most comparable GAAP measure. This limitation is best addressed by using FCF in combination with the GAAP cash flow numbers.

FCF as presented herein may not be comparable to similarly titled measures reported by other companies. The measure should be used in conjunction with other GAAP financial measures. Investors are urged to read the company's financial statements as filed with the Securities and Exchange Commission, as well as the accompanying tables to this press release that show all the elements of the GAAP measures of Cash Flows from Operating Activities, Cash Flows from Investing Activities, Cash Flows from Financing Activities and a reconciliation of the company's total cash and cash equivalents for the period. See the accompanying tables to this press release for a cash flow statement presented in accordance with GAAP and a reconciliation presenting the components of FCF.

The company has presented its income and EPS from continuing operations before special items and operating income and margin before special items. Special Items include charges and gains related to divestitures, acquisitions, restructurings, impairments, legacy legal and tax charges and other income or charges that may mask the underlying operating results and/or business trends of the company or business segment, as applicable. The company utilizes income and EPS from continuing operations before special items and operating income and margin before special items to assess overall operating performance and segment level core operating performance, as well as to provide insight to management in evaluating overall and segment operating plan execution and underlying market conditions. They may be used as components in the company's incentive compensation plans. Operating income, operating margin, and income and EPS from continuing operations before special items are useful measures for investors because they permit more meaningful comparisons of the company's underlying operating results and business trends between periods. The difference between income and EPS from continuing operations before special items and income and EPS from continuing operations (the most comparable GAAP measures) consists of the impact of charges and gains related to divestitures, acquisitions, restructurings, impairments, legacy legal and tax charges and other income or charges that may mask the underlying operating results and/or business trends. Operating income and margin before special items do not reflect any additional adjustments that are not reflected in income from continuing operations before special items. The limitation of these measures is that they exclude the impact (which may be material) of items that increase or decrease the company's reported operating income and margin and operating income and EPS from continuing operations. This limitation is best addressed by using the non-GAAP measures in combination with the most comparable GAAP measures in order to better understand the amounts, character and impact of any increase or decrease on reported results. Tyco provides general corporate services to its segments and those costs are reported in the "Corporate and other" segment. This segment's operating income (loss) is presented as "Corporate Expense".

TYCO INTERNATIONAL LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share data)
(Unaudited)

	Quarters Ended	
	December 25, 2009	**December 26, 2008**
Net revenue	$ 4,246	$ 4,426
Cost of sales	2,681	2,869
Selling, general and administrative expenses	1,140	1,140
Restructuring, net	10	1
Losses on divestitures, net	1	3
Operating income	414	413
Interest income	9	12
Interest expense	(76)	(73)
Other income, net	9	4
Income from continuing operations before income taxes	356	356
Income taxes	(53)	(84)
Income from continuing operations	303	272
Income from discontinued operations, net of income taxes	-	5
Net income	303	277
Less: noncontrolling interest in subsidiaries net income	1	-
Net income attributable to Tyco common shareholders	$ 302	$ 277
Amounts attributable to Tyco common shareholders		
Income from continuing operations	$ 302	$ 272
Income from discontinued operations	-	5
Net income attributable to Tyco common shareholders	$ 302	$ 277
Basic earnings per share attributable to Tyco common shareholders:		
Income from continuing operations	$ 0.64	$ 0.57
Income from discontinued operations	-	0.02
Net income attributable to Tyco common shareholders	$ 0.64	$ 0.59
Diluted earnings per share attributable to Tyco common shareholders:		
Income from continuing operations	$ 0.63	$ 0.57
Income from discontinued operations	-	0.01
Net income attributable to Tyco common shareholders	$ 0.63	$ 0.58
Weighted-average number of shares outstanding:		
Basic	476	473
Diluted	479	475

NOTE: These financial statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

TYCO INTERNATIONAL LTD.
RESULTS OF SEGMENTS
(in millions)
(Unaudited)

	Quarters Ended			
	December 25, 2009		December 26, 2008	
NET REVENUE				
ADT Worldwide	$ 1,835		$ 1,811	
Flow Control	923		959	
Fire Protection Services	833		839	
Electrical and Metal Products	297		416	
Safety Products	358		401	
Corporate and Other	-		-	
Total Net Revenue	$ 4,246		$ 4,426	
OPERATING INCOME (LOSS) AND MARGIN				
ADT Worldwide	$ 259	14.1%	$ 227	12.5%
Flow Control	112	12.1%	137	14.3%
Fire Protection Services	64	7.7%	56	6.7%
Electrical and Metal Products	23	7.7%	27	6.5%
Safety Products	54	15.1%	80	20.0%
Corporate and Other	(98)	N/M	(114)	N/M
Operating Income and Margin	$ 414	9.8%	$ 413	9.3%

TYCO INTERNATIONAL LTD.
CONSOLIDATED BALANCE SHEETS
(in millions)
(Unaudited)

	December 25, 2009	September 25, 2009
Current Assets:		
Cash and cash equivalents	$ 2,473	$ 2,354
Accounts receivable, net	2,499	2,629
Inventories	1,484	1,443
Other current assets	1,364	1,385
Assets held for sale	153	156
Total current assets	7,973	7,967
Property, plant and equipment, net	3,506	3,497
Goodwill	8,786	8,791
Intangible assets, net	2,711	2,647
Other assets	2,625	2,651
Total Assets	**$ 25,601**	**$ 25,553**
Current Liabilities:		
Short-term debt and current maturities of long-term debt	$ 17	$ 245
Accounts payable	1,159	1,244
Accrued and other current liabilities	2,171	2,476
Deferred revenue	546	590
Liabilities held for sale	154	161
Total current liabilities	4,047	4,716
Long-term debt	4,506	4,029
Other liabilities	3,846	3,854
Total Liabilities	**12,399**	**12,599**
Tyco's shareholders' equity	13,188	12,941
Noncontrolling interest	14	13
Total Equity	**13,202**	**12,954**
Total Liabilities and Equity	**$ 25,601**	**$ 25,553**

NOTE: These financial statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 25, 2009.

TYCO INTERNATIONAL LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(Unaudited)

	Quarters Ended			
	December 25, 2009		December 26, 2008	
Cash Flows from Operating Activities:				
Net income attributable to Tyco common shareholders	$	302	$	277
Noncontrolling interests in subsidiaries net income		1		-
Income from discontinued operations, net of income taxes		-		(5)
Income from continuing operations		303		272
Adjustments to reconcile net cash provided by operating activities:				
Depreciation and amortization		287		275
Non-cash compensation expense		31		29
Deferred income taxes		4		(17)
Provision for losses on accounts receivable and inventory		34		34
Other non-cash items		3		18
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:				
Accounts receivable, net		91		13
Inventories		(44)		(151)
Other current assets		2		14
Accounts payable		(71)		(175)
Accrued expenses and other liabilities		(216)		(300)
Income taxes, net		1		30
Other		(46)		14
Net cash provided by operating activities		379		56
Cash Flows from Investing Activities:				
Capital expenditures		(165)		(159)
Proceeds from disposal of assets		16		2
Acquisition of businesses, net of cash acquired		(143)		(45)
Accounts purchased by ADT		(150)		(117)
Other		25		18
Net cash used in investing activities		(417)		(301)
Net cash provided by discontinued investing activities		-		3
Cash Flows from Financing Activities:				
Net proceeds from issuance of debt		248		106
Proceeds from exercise of share options		6		-
Dividends paid		(107)		(95)
Repurchase of common shares by subsidiary		-		(3)
Transfers from discontinued operations		-		3
Other		12		2
Net cash provided by financing activities		159		13
Net cash used in discontinued financing activities		-		(3)
Effect of currency translation on cash		(2)		(94)
Net increase (decrease) in cash and cash equivalents		119		(326)
Cash and cash equivalents at beginning of period		2,354		1,519
Cash and cash equivalents at end of period	$	2,473	$	1,193
Reconciliation to "Free Cash Flow":				
Net cash provided by operating activities	$	379	$	56
Sale of accounts receivable		(1)		3
Capital expenditures, net		(149)		(157)
Accounts purchased by ADT		(150)		(117)
Free Cash Flow	$	79	$	(215)

NOTE: Free cash flow is a non-GAAP measure. See description of non-GAAP measures contained in this release.

TYCO INTERNATIONAL LTD.
ORGANIC REVENUE RECONCILIATION
(in millions)
(Unaudited)

	Quarter Ended December 25, 2009														
	Net Revenue			**Foreign Currency**			**Acquisition / (Divestiture)**			**Organic Revenue**			**Net Revenue for the Quarter Ended December 26, 2008**	
ADT Worldwide	$	1,835	1.3%	$	89	4.9%	$	(5)	-0.3%	$	(60)	-3.3%	$	1,811
Flow Control		923	-3.8%		96	10.0%		(2)	-0.2%		(130)	-13.6%		959
Fire Protection Services		833	-0.7%		49	5.8%		(2)	-0.2%		(53)	-6.3%		839
Electrical and Metal Products		297	-28.6%		12	2.9%		(6)	-1.5%		(125)	-30.0%		416
Safety Products		358	-10.7%		18	4.5%		(6)	-1.5%		(55)	-13.7%		401
Total Net Revenue	**$**	**4,246**	**-4.1%**	**$**	**264**	**6.0%**	**$**	**(21)**	**-0.5%**	**$**	**(423)**	**-9.6%**	**$**	**4,426**

NOTE: Organic revenue is a non-GAAP measure. See description of non-GAAP measures contained in this release.

Tyco International Ltd.

Earnings Per Share Summary

(Unaudited)

	Quarter Ended Dec. 25, 2009	Quarter Ended Dec. 26, 2008
Diluted EPS from Continuing Operations Attributable to Tyco Shareholders (GAAP)	**$0.63**	**$0.57**
Restructuring, net	0.02	
Restructuring charges in cost of sales and SG&A		0.01
Tax items		0.01
Legacy legal items		0.02
Total Before Special Items	**$0.65**	**$0.61**

Tyco International Ltd.

For the Quarter Ended December 25, 2009

(in millions, except per share data)
(Unaudited)

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue
Revenue (GAAP)	$1,835	$923	$833	$297	$358	-	**$4,246**

	Operating Income												
	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Total Operating Income	Interest Expense, net	Other Income, net	Income Taxes	Noncontrolling Interest	Income from Continuing Operations Attributable to Tyco Shareholders	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders
As Reported (GAAP)	$259	$112	$64	$23	$54	($98)	**$414**	($67)	$9	($53)	($1)	**$302**	**$0.63**
Restructuring, net	5	6	2		(3)		**10**			(3)		**7**	**0.02**
Restructuring charges in cost of sales and SG&A			1				**1**					**1**	
Losses on divestitures, net			(3)		2	2	**1**			1		**2**	
Total Before Special Items	$264	$118	$64	$23	$53	($96)	**$426**	($67)	$9	($55)	($1)	**$312**	**$0.65**

Diluted Shares Outstanding	**479**
Diluted Shares Outstanding - Before Special Items	**479**

Tyco International Ltd.

For the Quarter Ended December 26, 2008

(in millions, except per share data)

(Unaudited)

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue
Previously Reported Revenue (GAAP)	$1,792	$959	$851	$416	$408	-	**$4,426**
Segment Realignment	19		(12)		(7)		**-**
Recasted Revenue (GAAP)	$1,811	$959	$839	$416	$401	-	**$4,426**

	Operating Income												
	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Total Operating Income	Interest Expense, net	Other Income, net	Income Taxes	Noncontrolling Interest	Income from Continuing Operations Attributable to Tyco Shareholders	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders
As Previously Reported (GAAP)	$231	$137	$58	$27	$74	($114)	**$413**	($61)	$4	($84)	-	**$272**	**$0.57**
Segment Realignment	(4)		(2)		6		**-**					**-**	
As Reported (GAAP)	$227	$137	$56	$27	$80	($114)	**$413**	($61)	$4	($84)	-	**$272**	**$0.57**
Restructuring, net	(1)			1	1		**1**					**1**	
Restructuring charges in cost of sales and SG&A	2	1		1			**4**			(1)		**3**	**0.01**
Losses on divestitures, net		1				2	**3**			(1)		**2**	
Tax items										6		**6**	**0.01**
Legacy legal items						8	**8**					**8**	**0.02**
Total Before Special Items	$228	$139	$56	$29	$81	($104)	**$429**	($61)	$4	($80)	-	**$292**	**$0.61**

Diluted Shares Outstanding	**475**
Diluted Shares Outstanding - Before Special Items	**475**