



Fourth Quarter Review

14 / November / 2012

tyco

// Forward-Looking Statements / Safe Harbor

This presentation contains a number of forward-looking statements. Words and variations of words such as “outlook”, “expect”, “intend”, “will”, “anticipate”, “believe”, “propose”, “potential”, “continue”, “opportunity”, “estimate”, “project” and similar expressions are intended to identify forward-looking statements. Examples of forward looking statements include, but are not limited to, revenue, operating income and other financial projections, statements regarding the health and growth prospects of the industries and end markets in which Tyco operates, the leadership, resources, potential, priorities, and opportunities for Tyco in the future, statements regarding Tyco’s credit profile and capital allocation priorities, and statements regarding Tyco’s acquisition, divestiture, restructuring and capital market related activities. The forward-looking statements in this presentation are based on current expectations and assumptions that are subject to risks and uncertainties, many of which are outside of our control, and could cause results to materially differ from expectations. Such risks and uncertainties include, but are not limited to:

- Economic, business competitive, technological or regulatory factors that adversely impact Tyco or the markets and industries in which it competes;
- Changes in tax requirements (including tax rate changes, new tax laws or treaties and revised tax law interpretations);
- Results and consequences of Tyco’s internal investigations and governmental investigations concerning its governance, management, internal controls and operations including its business operations outside the United States
- The outcome of litigation, arbitrations and governmental proceedings, including the effect of income tax audit settlements and appeals;
- Economic, legal and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- Changes in capital market conditions, including availability of funding sources, currency exchange rate fluctuations, and interest rate fluctuations and other changes in borrowing cost;
- Economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders
- 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;
- The ability of the Company to achieve anticipated cost savings and to execute on its portfolio refinement and acquisition strategies, including successfully integrating acquired operations;
- The ability of the Company to realize the expected benefits of the 2012 separation transactions, including the integration of its commercial security and fire protection businesses;
- Availability and fluctuations in the prices of key raw materials, and events that could impact the ability of our suppliers to perform ;
- Natural events such as severe weather, fires, floods and earthquakes.

Actual results could differ materially from anticipated results. More detailed information about these and other factors is set forth on Tyco’s Annual Report on Form 10-K for the fiscal year ended September 30, 2011 and in subsequent filings with the Securities and Exchange Commission.

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

// 3 Year Strategy Summary

// Accelerate organic revenue growth over the next 3 years

- Continued strong product growth
- Acceleration of service growth
- Expanding presence in high growth markets

// Execution and integration of strategic bolt-on acquisitions

- Strengthen geographic footprint
- Accelerate innovation and technology

// Productivity to deliver net benefit of \$50M annually

- Sourcing initiatives
- Cost rationalization
- “Branch-in-a-Box”

Expand Segment Operating Margin* To 15% – 16% In 2015

// Fiscal 2012 Highlights

// Separation marks key milestone for the “new” Tyco – focused Fire & Security company

// Solid year for Fire & Security businesses both strategically and operationally

// Nice top-line growth in Products and Service, modestly offset by a decline in installation revenue, driven by project selectivity

// Increased service revenue and leverage from product growth along with sustained benefits of restructuring and productivity contributed to strong operational performance in fiscal 2012

// Q4 2012 Results – Financial Overview

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

(\$ in millions)	Q4FY12	Q4FY11	Change
Revenue	\$2,728	\$2,799	(2.5%)
Segment Operating Income before special items *	\$358	\$353	1%
Segment Operating Margin before special items*	13.1%	12.6%	50bps
Corporate Expense before special items*	\$103	\$88	17%
Tax Rate before special items*	28.4%	0.9%	
EPS from Cont. Ops. before special items*	\$0.33	\$0.43	(23)%

// The company's fiscal 2011 consisted of 53 weeks compared to 52 weeks in fiscal 2012. The additional week contributed an estimated \$104 million in revenue and \$0.04 of earnings per share in fiscal Q4FY11

// Underlying segment operations contributed \$0.05 of earnings per share year over year

// Q4 Highlights

// Revenue of \$2.7 billion with organic revenue* growth of 1% - Products +9%, Service +2% and Installation (4%)

// Segment operating margin before special items* increased 50bps year over year to 13.1%

- Driven by volume leverage in Global Products, continued growth of higher margin service revenue and productivity and restructuring benefits
- Includes 40bps headwind related to China adjustments
- Segment operating margin, adjusted for China was 13.5% in line with guidance

// Orders growth of 5%, excluding impact of foreign currency

// Backlog of \$5.1 billion increased 7% year over year and due to normal seasonality declined 2% on a quarter sequential basis, excluding impact of foreign currency

// Fourth Quarter – NA Installation & Services

(\$ in millions)	Q4FY12	Q4FY11	Change
Revenue	\$1,042	\$1,095	(5%)
Operating Income*	\$128	\$127	1%
Operating Margin*	12.3%	11.6%	+70 bps

// Orders declined 2% year over year, excluding currency

- Service orders were up 4%
- Installation orders declined 6%

// Backlog of \$2.5 billion increased 5% year over year, and due to normal seasonality declined 1% on a quarter sequential basis, excluding impact of foreign currency

// Organic revenue* declined 1%

- Service was in line with prior year
- Installation declined 2%

// Year over year operating margin expansion driven by higher mix of service revenue and productivity, partially offset by increased investments in sales and marketing and the benefit of the 53rd week in the prior year

// Fourth Quarter – ROW Installation & Services

(\$ in millions)			
	Q4FY12	Q4FY11	Change
Revenue	\$1,128	\$1,219	(7%)
Operating Income*	\$135	\$154	(12%)
Operating Margin*	12.0%	12.6%	(60 bps)

// Orders declined 1% year over year, excluding currency

- Service orders were up 2%
- Installation orders declined 4%

// Backlog of \$2.4 billion increased 8% year over year, and due to normal seasonality declined 3% on a quarter sequential basis, excluding impact of foreign currency

// Organic revenue* declined 1%

- Service grew 4%
- Installation declined 7%

// Positive benefit of increased service revenue more than offset by headwinds related to China adjustments and positive impact of 53rd week in prior year

YOY Operating Margin* Change	(60) bps
Impact of China Adj.	+70 bps
Impact of 53 rd Week in Prior Year	+40 bps
Growth in Operating Margin Ex-items	50 bps

// Fourth Quarter – Global Products

(\$ in millions)

	Q4FY12	Q4FY11	Change
Revenue	\$558	\$485	15%
Operating Income*	\$95	\$72	32%
Operating Margin*	17.0%	14.8%	220 bps

// Orders increased 31% year over year, excluding impact of foreign currency

- 26% increase in Fire Protection Products
- 55% increase in Security Products
- 18% increase in Life Safety Products

// About half of orders growth related to acquisitions

// Organic revenue* grew 9%

- Fire Protection Products up 3%
- Security Products up 24%
- Life Safety Products up 10%

// Year over year operating margin expansion driven by increased volume as well as benefit of productivity and restructuring actions

// Other Items

// Free cash flow* of \$109 million in Q4 included \$56 million of cash paid for special items. Adjusted free cash flow* was \$165 million

// Corporate expense before special items was \$103 million in the quarter and \$331 million for the year

- Includes corporate costs associated with the support of ADT and Flow Control
- **Outlook:** Expect Corporate expense for fiscal 2013 to approximate \$225 million with \$55 million in the first quarter

// Net interest expense was \$28 million in the quarter

- **Outlook:** Expect FY13 interest expense of \$100 million

// Tax rate excluding special items was 28.4% for the quarter and 17.7% for the year

- **Outlook:** Expect Q1 and fiscal 2013 tax rate to be in range of 19-20%

// China Security Projects Update

// Previously disclosed on 9/17/12 expected to record additional reserve in range of \$40-\$60 million in the 4th quarter related to security projects in China

// Management identified the situation, performed a full investigation and concluded with appropriate actions being taken

// All prior periods have been adjusted to eliminate revenue and operating income related to these contracts

// Cumulative impact of adjustments related to China resulted in \$164 million decrease to revenue and a \$51 million decrease to operating income

- Impact on 4th quarter and full year of FY12 & FY11 as follows:

(\$ millions)	Fiscal 2012		Fiscal 2011	
	Q4	Full year	Q4	Full year
Revenue	\$ -	\$ (31)	\$ (16)	\$ (49)
Operating Income	\$ (9)	\$ (19)	\$ (3)	\$ (14)

Appendix

// Q4 Adjusted Segment Operating Margin

(\$ millions)	Q4FY12			Q4FY11				Year Over Year Operational Improvement
	Reported*	China Adj.	Adjusted	Reported*	China Adj.	53 rd Week	Adjusted	
Tyco								
Revenue	\$2,728	\$ -	\$2,728	\$2,799	\$16	\$ (104)	\$2,711	
Operating Income	\$358	\$9	\$367	\$353	\$3	\$ (21)	\$335	
Operating Margin	13.1%		13.5%	12.6%			12.4%	+110 bps

// Impact of China Adjustments

(\$ millions)	Q4FY12			Q4FY11			Change in OM	Impact of China Adj. On OM
	Reported*	China Adj.	Adjusted	Reported*	China Adj.	Adjusted		
ROW Installation & Services								
Revenue	\$1,128	\$ -	\$1,128	\$1,219	\$16	\$1,235		
Operating Income	\$135	\$9	\$144	\$154	\$3	\$157		
OM Reported	12.0%			12.6%			(60bps)	(70bps)
OM Adjusted			12.8%			12.7%	+10bps	
Tyco								
Revenue	\$2,728	\$ -	\$2,728	\$2,799	\$16	\$2,815		
Operating Income	\$358	\$9	\$367	\$353	\$3	\$356		
OM Reported	13.1%			12.6%			+50bps	(40bps)
OM Adjusted			13.5%			12.6%	+90bps	

// Normalized FY12 Earnings Per Share

Reconciliation to FY12 GAAP EPS

FY12 EPS GAAP	(\$0.72)	
Restructuring, net	\$0.11	
Loss on divestitures, net	\$0.03	
Acquisition / integration costs	\$0.01	
Asset impairment charges	\$0.04	
Change in valuation methodology for asbestos	\$0.15	
Legacy legal items	\$0.07	
Former management ERISA reversal	(\$0.07)	
Separation costs	\$0.14	
Tax Items	\$0.61	
Loss on extinguishment of debt	\$0.98	
FY12 EPS before special items	\$1.35	
Anticipated dis-synergies in NA I&S Segment	(\$0.06)	Represents forecast amounts for fiscal 2013
Corporate expense from \$331M to expected \$225M	\$0.18	
Interest from \$190M to expected \$100M	\$0.16	
Effective tax rate from 17.7% to expected 19.5%	(\$0.03)	
FY12 "Normalized"	\$1.60	

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

	Quarters Ended		Twelve Months Ended	
	September 28,	September 30,	September 28,	September 30,
	2012	2011	2012	2011
Revenue from product sales	\$ 1,557	\$ 1,579	\$ 5,845	\$ 5,990
Service revenue	1,171	1,220	4,558	4,567
Net revenue	\$ 2,728	\$ 2,799	\$ 10,403	\$ 10,557
Cost of product sales	876	904	3,298	3,542
Cost of services	852	886	3,328	3,348
Selling, general and administrative expenses	749	773	2,903	2,834
Separation	61	-	71	-
Restructuring, asset impairment and divestiture charges (gains), net	37	15	118	(149)
Operating income	153	221	685	982
Interest income	5	7	19	27
Interest expense	(33)	(59)	(209)	(240)
Other (expense) income, net	(453)	5	(454)	(5)
(Loss) income from continuing operations before income taxes	(328)	174	41	764
Income tax (expense) benefit	(294)	13	(348)	(134)
Equity (loss) income in earnings of unconsolidated subsidiaries	(7)	(12)	(26)	(12)
(Loss) income from continuing operations	(629)	175	(333)	618
Income from discontinued operations, net of income taxes	210	223	804	1,102
Net (loss) income	(419)	398	471	1,720
Less: noncontrolling interest in subsidiaries net income	-	1	(1)	1
Net (loss) income attributable to Tyco common shareholders	\$ (419)	\$ 397	\$ 472	\$ 1,719
Amounts attributable to Tyco common shareholders:				
(Loss) income from continuing operations	\$ (629)	\$ 174	\$ (332)	\$ 617
Income from discontinued operations	210	223	804	1,102
Net (loss) income attributable to Tyco common shareholders	\$ (419)	\$ 397	\$ 472	\$ 1,719
Basic earnings per share attributable to Tyco common shareholders:				
(Loss) income from continuing operations	\$ (1.36)	\$ 0.37	\$ (0.72)	\$ 1.30
Income from discontinued operations	0.45	0.48	1.74	2.33
Net (loss) income attributable to Tyco common shareholders	\$ (0.91)	\$ 0.85	\$ 1.02	\$ 3.63
Diluted earnings per share attributable to Tyco common shareholders:				
(Loss) income from continuing operations	\$ (1.36)	\$ 0.37	\$ (0.72)	\$ 1.29
Income from discontinued operations	0.45	0.47	1.74	2.30
Net (loss) income attributable to Tyco common shareholders	\$ (0.91)	\$ 0.84	\$ 1.02	\$ 3.59
Weighted-average number of shares outstanding:				
Basic	462	466	463	474
Diluted	462	471	463	479

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 30, 2011 and Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2012.

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

	Quarters Ended		Twelve Months Ended	
	September 28, 2012	September 30, 2011	September 28, 2012	September 30, 2011
NET REVENUE				
NA Installation & Services	\$ 1,042	\$ 1,095	\$ 3,962	\$ 4,022
ROW Installation & Services	1,128	1,219	4,341	4,434
Global Products	558	485	2,100	1,754
Corporate and Other	-	-	-	347
Total Net Revenue	\$ 2,728	\$ 2,799	\$ 10,403	\$ 10,557
OPERATING INCOME AND MARGIN				
NA Installation & Services	\$ 109 10.5%	\$ 128 11.7%	\$ 374 9.4%	\$ 425 10.6%
ROW Installation & Services	123 10.9%	141 11.6%	456 10.5%	405 9.1%
Global Products	88 15.8%	71 14.6%	353 16.8%	295 16.8%
Corporate and Other	(167) N/M	(119) N/M	(498) N/M	(143) N/M
Operating Income and Margin	\$ 153 5.6%	\$ 221 7.9%	\$ 685 6.6%	\$ 982 9.3%

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

	September 28, 2012	September 30, 2011
Assets		
Cash and cash equivalents	\$844	\$1,229
Accounts receivable, net	1,711	1,547
Inventories	634	539
Prepaid expenses and other current assets	850	666
Deferred income taxes	295	301
Assets of discontinued operations	-	13,960
Total current assets	<u>4,334</u>	<u>18,242</u>
Property, plant and equipment, net	1,670	1,609
Goodwill	4,377	4,238
Intangible assets, net	780	745
Other assets	1,204	1,868
Total Assets	<u><u>\$12,365</u></u>	<u><u>\$26,702</u></u>
Liabilities and Equity		
Loans payable and current maturities of long-term debt	\$10	\$1
Accounts payable	897	782
Accrued and other current liabilities	1,788	1,794
Deferred revenue	402	377
Liabilities of discontinued operations	-	2,702
Total current liabilities	<u>3,097</u>	<u>5,656</u>
Long-term debt	1,481	4,105
Deferred revenue	424	443
Other liabilities	2,341	2,251
Total Liabilities	<u>7,343</u>	<u>12,455</u>
Redeemable noncontrolling interest	12	-
Redeemable noncontrolling interest of discontinued operations	-	93
Total Tyco shareholders' equity	4,994	14,149
Nonredeemable noncontrolling interest	16	5
Total Equity	<u>5,010</u>	<u>14,154</u>
Total Liabilities, Redeemable Noncontrolling Interest and Equity	<u><u>\$12,365</u></u>	<u><u>\$26,702</u></u>

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 30, 2011 and Form 10-Q for the quarterly period ended June 29, 2012.

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

	For the Quarters Ended		For the Years Ended	
	September 28, 2012	September 30, 2011	September 28, 2012	September 30, 2011
Cash Flows From Operating Activities:				
Net (loss) income attributable to Tyco common shareholders	(\$419)	\$397	\$472	\$1,719
Noncontrolling interest in subsidiaries net income	—	1	(1)	1
Income from discontinued operations, net of income taxes	(210)	(223)	(804)	(1,102)
(Loss) income from continuing operations	(629)	175	(333)	618
Adjustments to reconcile net cash provided by operating activities:				
Depreciation and amortization	105	112	418	421
Non-cash compensation expense	48	20	113	89
Deferred income taxes	433	(55)	373	(10)
Provision for losses on accounts receivable and inventory	17	8	55	32
Loss (gain) on divestitures	2	3	14	(224)
Loss on the retirement of debt	453	—	453	—
Other non-cash items	12	27	97	83
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:				
Accounts receivable, net	(62)	64	(128)	(47)
Contracts in Process	8	(13)	(46)	(39)
Inventories	2	41	(72)	(42)
Prepaid expenses and other current assets	51	18	(86)	16
Accounts payable	36	61	59	(33)
Accrued and other liabilities	(31)	(92)	(80)	(216)
Income taxes, net	(172)	25	(172)	23
Deferred Revenue	(24)	(5)	(1)	(24)
Other	(24)	(42)	37	14
Net cash provided by operating activities	225	347	701	661
Net cash provided by discontinued operating activities	531	469	1,885	1,767
Cash Flows From Investing Activities:				
Capital expenditures	(110)	(112)	(406)	(371)
Proceeds from disposal of assets	4	2	8	6
Acquisition of businesses, net of cash acquired	—	(132)	(217)	(353)
Acquisition of dealer generated customer accounts and bulk account purchases	(10)	(8)	(28)	(33)
Divestiture of businesses, net of cash divested	—	(2)	(5)	709
Other	—	(16)	66	(19)
Net cash used in investing activities	(116)	(268)	(582)	(61)
Net cash used in discontinued investing activities	(311)	(542)	(1,204)	(1,005)
Cash Flows From Financing Activities:				
Proceeds from issuance of short-term debt	785	644	2,008	805
Repayment of short-term debt	(785)	(684)	(2,009)	(1,337)
Proceeds from issuance of long-term debt	19	—	19	497
Repayment of long-term debt	(3,040)	—	(3,040)	(1)
Proceeds from exercise of share options	86	12	226	124
Dividends paid	(115)	(116)	(461)	(458)
Repurchase of common shares by treasury	—	—	(500)	(1,300)
Transfer from discontinued operations	2,852	(170)	3,274	726
Other	(3)	(3)	(25)	6
Net cash used in financing activities	(201)	(317)	(508)	(938)
Net cash provided by (used in) discontinued financing activities	174	105	(251)	(793)
Effect of currency translation on cash	14	(22)	4	(4)
Effect of currency translation on cash related to discontinued operations.	5	(11)	4	(2)
Net increase (decrease) in cash and cash equivalents	321	(239)	49	(375)
Net (increase) decrease in cash and cash equivalents related to discontinued operations	(399)	(21)	(434)	33
Decrease in cash and cash equivalents from deconsolidation of variable interest entity	—	—	—	(10)
Cash and cash equivalents at beginning of period	922	1,489	1,229	1,581
Cash and cash equivalents at end of period	\$844	\$1,229	\$844	\$1,229
Reconciliation to "Free Cash Flow":				
Net cash provided by operating activities	\$225	\$347	\$701	\$661
Capital expenditures, net	(106)	(110)	(398)	(365)
Acquisition of dealer generated customer accounts and bulk account purchases	(10)	(8)	(28)	(33)
Purchase accounting and holdback liabilities	—	(11)	(2)	(10)
Voluntary pension contributions	—	—	—	12
Free Cash Flow	\$109	\$218	\$273	\$265
Reconciliation to "Adjusted Free Cash Flow":				
Free Cash Flow	\$109	\$218	\$273	\$265
Cash restructuring costs	24	22	89	90
Cash acquisition/integration costs	1	—	3	—
Cash (receipt) payment from Covidien/TE Connectivity	6	126	19	126
Legal legacy settlements	—	—	—	(1)
Separation costs	17	—	18	—
Separation costs-capital expenditures	8	—	12	—
Adjusted Free Cash Flow	\$165	\$366	\$414	\$480

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

Tyco International Ltd.
Organic Growth Reconciliation - Revenue
(in millions)
(Unaudited)

Quarter Ended September 28, 2012

Base Year
Adjustments

	Net Revenue for the Quarter Ended September 30, 2011	(Divestitures) / Other (4)	Adjusted 2011 Base Revenue	Foreign Currency	Acquisitions	Other (3)	Organic Revenue (1)	Net Revenue for the Quarter Ended September 28, 2012
NA Installation & Services	\$ 1,095	\$ - 0.0%	\$ 1,095	\$ (2) -0.2%	\$ 1 0.1%	\$ (42) -3.8%	\$ (10) -0.9%	\$ 1,042 -4.8%
ROW Installation & Services	1,219	(12) -1.0%	1,207	(68) -5.6%	33 2.7%	(34) -2.8%	(10) -0.8%	1,128 -7.5%
Global Products	485	4 0.8%	489	(13) -2.7%	68 14.0%	(28) -5.8%	42 8.6%	558 15.1%
Total Net Revenue	\$ 2,799	\$ (8) -0.3%	\$ 2,791	\$ (83) -3.0%	\$ 102 3.6%	\$ (104) -3.7%	\$ 22 0.8%	\$ 2,728 -2.5%

Twelve Months Ended September 28, 2012

Base Year
Adjustments

	Net Revenue for the Twelve Months Ended September 30, 2011	(Divestitures) / Other (4)	Adjusted 2011 Base Revenue	Foreign Currency	Acquisitions	Other (3)	Organic Revenue (1)	Net Revenue for the Twelve Months Ended September 28, 2012
NA Installation & Services	\$ 4,022	\$ - 0.0%	\$ 4,022	\$ (10) -0.2%	\$ 4 0.1%	\$ (42) -1.0%	\$ (12) -0.3%	\$ 3,962 -1.5%
ROW Installation & Services	4,434	(67) -1.5%	4,367	(178) -4.0%	105 2.4%	(34) -0.8%	81 1.9%	4,341 -2.1%
Global Products	1,754	13 0.7%	1,767	(38) -2.2%	221 12.6%	(28) -1.6%	178 10.1%	2,100 19.7%
Total before Corporate and Other	\$ 10,210	\$ (54) -0.5%	\$ 10,156	\$ (226) -2.2%	\$ 330 3.2%	\$ (104) -1.0%	\$ 247 2.4%	\$ 10,403 1.9%
Corporate and Other (2)	347	(347) -100.0%	-	- 0.0%	- 0.0%	- 0.0%	- 0.0%	- -100.0%
Total Net Revenue	\$ 10,557	\$ (401) -3.8%	\$ 10,156	\$ (226) -2.1%	\$ 330 3.1%	\$ (104) -1.0%	\$ 247 2.4%	\$ 10,403 -1.5%

(1) Organic revenue growth percentage based on adjusted 2011 base revenue.

(2) Corporate and Other includes the former Electrical and Metal Products business which was divested during Q1 2011.

(3) Amounts represent the impact of the 53rd week of revenue for each segment during fiscal 2011 at fiscal 2012 foreign exchange rates.

(4) Amounts include the transfer of certain business from ROW Installation and Services to Global Products.

**Earnings Per Share Summary
(Unaudited)**

	Quarter Ended	Year Ended	Quarter Ended	Year Ended
	<u>Sept. 28, 2012</u>	<u>Sept. 28, 2012</u>	<u>Sept. 30, 2011</u>	<u>Sept. 30, 2011</u>
Diluted EPS from Continuing Operations Attributable to Tyco Shareholders (GAAP)	(\$1.36)	(\$0.72)	\$0.37	\$1.29
<i>expense / (benefit)</i>				
Restructuring, net	0.05	0.11	0.01	0.11
Restructuring charges in cost of sales and SG&A	-	-	-	0.01
Separation costs included in SG&A	-	-	-	-
(Gains) / losses on divestitures, net	-	0.03	(0.03)	(0.33)
Acquisition / integration costs	-	0.01	-	0.01
Asset impairment charges	-	0.04	-	-
Change in valuation methodology for asbestos	-	0.15	-	-
Note receivable write-off	-	-	-	0.01
Legacy legal items	-	0.07	0.06	0.04
Former management ERISA reversal	-	(0.07)	-	-
Separation costs	0.12	0.14	-	-
Tax items	0.54	0.61	0.02	0.03
Loss on extinguishment of debt	0.98	0.98	-	-
Total Before Special Items	\$0.33	\$1.35	\$0.43	\$1.17

Tyco International Ltd.
For the Quarter Ended September 28, 2012
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments						
	NA Installation & Service	ROW Installation & Service	Global Products	Segment Revenue	Corporate and Other	Total Revenue
Revenue (GAAP)	\$1,042	\$1,128	\$558	\$2,728		\$2,728

																	(Loss) income from Continuing Operations Attributable to Tyco Shareholders	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders	
Operating Income											Total Operating Income						Equity (loss) in earnings of unconsolidated subsidiary		
NA Installation & Service	Margin	ROW Installation & Service	Margin	Global Products	Margin	Segment Operating Income	Margin	Corporate and Other	Margin	Margin		Interest (Expense), net	Other (Expense), net	Income Tax (Expense)					
Operating Income (GAAP)	\$109	10.5%	\$123	10.9%	\$88	15.8%	\$320	11.7%	(\$167)	N/M	\$153	5.6%	(\$28)	(\$453)	(\$294)	(\$7)	(\$629)	(\$1.36)	
Restructuring, net	17		8		4		29		6		35				(13)		22	0.05	
Separation costs included in SG&A	2						2				2						2	-	
(Gains) / losses on divestitures, net			3				3		(1)		2						2	-	
Acquisition / integration costs					2		2				2				(1)		1	-	
Change in valuation methodology for asbestos									3		3				(2)		1	-	
Legacy legal items									(3)		(3)				1		(2)	-	
Former management ERISA reversal															1		1	-	
Separation costs			1		1		2		59		61				(5)		56	0.12	
Tax items															249		249	0.54	
Loss on extinguishment of debt													453				453	0.98	
Total Before Special Items	\$128	12.3%	\$135	12.0%	\$95	17.0%	\$358	13.1%	(\$103)	N/M	\$255	9.3%	(\$28)	-	(\$64)	(\$7)	\$156	\$0.33	

Diluted Shares Outstanding	462
Diluted Shares Outstanding - Before Special Items	470

Tyco International Ltd.
For the Year Ended September 28, 2012
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																												
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Tyco International Ltd.
For the Quarter Ended September 30, 2011
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments																															
NA Installation & Service			ROW Installation & Service			Global Products		Segment Revenue				Corporate and Other			Total Revenue																
Revenue (GAAP)			\$1,095			\$1,219		\$485		\$2,799						\$2,799															
Operating Income																															
NA Installation & Service		Margin	ROW Installation & Service		Margin	Global Products		Margin	Segment Operating Income			Corporate and Other		Margin	Total Operating Income																
Operating Income (GAAP)		\$128	11.7%	\$141		11.6%	\$71		14.6%	\$340	12.1%	(\$119)		N/M	\$221	7.9%	Interest (Expense), net	(\$52)	Other Income, net	\$5	Income Tax Benefit	\$13	Equity (loss) in earnings of unconsolidated subsidiaries		(\$12)	Noncontrolling Interest (Expense)	(\$1)	Income from Continuing Operations Attributable to Tyco Shareholders	\$174	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders	\$0.37
Restructuring, net		(1)		8				7		3				10			(2)										8	0.01			
Restructuring charges in cost of sales and SG&A				1				1						1													1	-			
(Gains) / losses on divestitures, net				3				3		2				5			(21)										(16)	(0.03)			
Acquisition / integration costs				1		1		2						2			(1)										1	-			
Legacy legal items										26				26													26	0.06			
Tax items																	9										9	0.02			
Total Before Special Items		\$127	11.6%	\$154		12.6%	\$72		14.8%	\$353	12.6%	(\$88)		N/M	\$265	9.5%	(\$52)	\$5	(\$2)		(\$12)	(\$1)			\$203	\$0.43					
																Diluted Shares Outstanding											471				
																Diluted Shares Outstanding - Before Special Items											471				

Tyco International Ltd.
For the Year Ended September 30, 2011
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments																						
NA Installation & Service			ROW Installation & Service			Global Products		Segment Revenue				Corporate and Other				Total Revenue						
Revenue (GAAP)			\$4,022			\$4,434		\$1,754		\$10,210				\$347		\$10,557						
Operating Income																						
NA Installation & Service		Margin	ROW Installation & Service		Margin	Global Products		Margin	Segment Operating Income		Margin	Corporate and Other		Margin	Total Operating Income							
Operating Income (GAAP)		\$425	10.6%	\$405		9.1%	\$295		16.8%	\$1,125		11.0%	(\$143)		N/M	\$982						
Restructuring, net		7		61			(7)			61			14			75						
Restructuring charges in cost of sales and SG&A				3						3						3						
(Gains) / losses on divestitures, net				29						29			(253)			(224)						
Note receivable write-off													5			5						
Acquisition / integration costs				4			1			5						5						
Legacy legal items													20			20						
Tax items																18						
Total Before Special Items		\$432	10.7%	\$502		11.3%	\$289		16.5%	\$1,223		12.0%	(\$357)		N/M	\$866						

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

// Non-GAAP Measures

Organic revenue, free cash flow (outflow) (FCF), and income from continuing operations, earnings per share (EPS) from continuing operations, operating income, operating margin and corporate expense, in each case “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, the 53rd week of operations in fiscal 2011). The Company's organic growth / decline calculations incorporate an estimate.

of prior year reported revenue associated with any acquired entities that have been fully integrated within the first year, and exclude prior year revenues associated with entities that do not meet the criteria for discontinued operations which have been divested within the past year. The rate of organic growth or decline is calculated based on the adjusted number to better reflect the rate of growth or decline of the combined business, in the case of acquisitions, or the remaining business, in the case of dispositions. The rate of organic growth or decline for acquired businesses that are not fully integrated within the first year are based on unadjusted historical revenue. Organic revenue and the rate of organic growth or decline as presented herein may not be comparable to similarly titled measures reported by other companies.

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 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 that 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,*
- dealer generated accounts and bulk accounts purchased,*
- cash paid for purchase accounting and holdback liabilities, and*
- voluntary pension contributions.*

// Non-GAAP Measures Continued

Capital expenditures and dealer generated and bulk accounts purchased 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 are added or subtracted because this activity is driven by economic financing decisions rather than operating activity. In addition, from time to time the company may present adjusted free cash flow, which is free cash flow, adjusted to exclude the cash impact of the special items highlighted below. This number provides information to investors regarding the cash impact of certain items management believes are useful to identify, as described below.

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 and adjusted FCF.

The company has presented its income and EPS from continuing operations, operating income and margin, and its corporate expense before special items. Special items include charges and gains related to divestitures, acquisitions, restructurings, impairments, certain changes to accounting methodologies, 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 these measures 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. The Company also presents its effective tax rate as adjusted for special items for consistency. One or more of these measures may be used as components in the company's incentive compensation plans. These measures are useful for investors because they may 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 the special items noted above on the applicable GAAP measure. 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." Segment Operating Income represents Tyco's operating income excluding the Corporate and Other segment, and reflects the results of Tyco's three operating segments. Segment Operating Income before special items reflects GAAP operating income adjusted for the special items noted in the paragraph above.

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