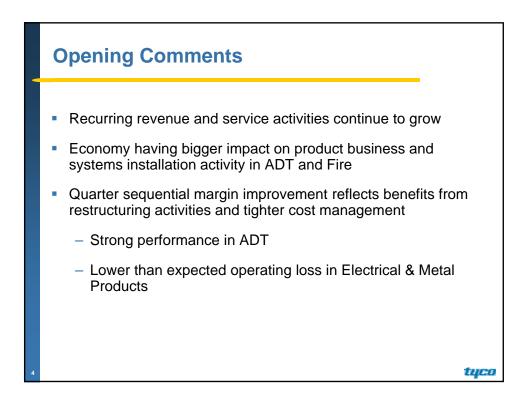
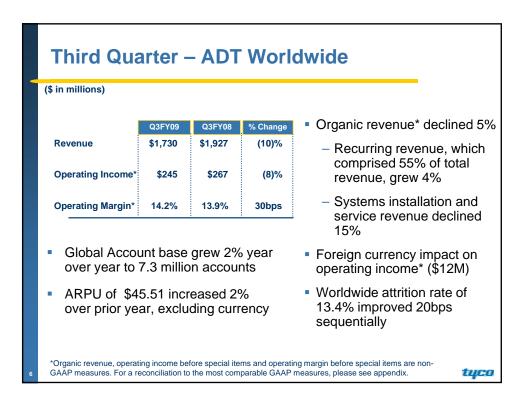


Q3 2009 Results –	Financia	l Overvi	ew
(\$ in millions)	Q3 FY09	Q3 FY08	% Change
Revenue	\$4,240	\$5,215	(19)%
Operating Income before special items*	386	632	(39)%
Operating Margin before special items*	9.1%	12.1%	
EPS from Cont. Ops. before special items*	\$0. 58	\$0.88	(34)%
 Organic revenue* declined 11.6%; points to the decline 	Electrical & Meta	al Products cont	ributed 5 perce
 EPS from continuing operations be \$0.43 - \$0.45 and street consensu 		ns* of \$0.58 com	pared to guida
 Operations exceeded consen ADT and a lower than expect 			
 Lower corporate expense and 	d tax rate contrib	uted \$0.08 per s	hare.
* Organic revenue is a non-GAAP measure. Operating in special items are non-GAAP measures. For a reconciliat			







Third Quarter - ADT Worldwide Regional Performance

US - Residential

- More than 85% of revenue was recurring
- Recurring revenue grew 5%
- Operating margin* improved
 - Year over year growth in
 - Account base
 - Average revenue per user
- Attrition rate remained at 13.6%

Europe, Middle East & Africa

- Organic revenue* decline of 10%
 - Recurring revenue grew 3%
 - 16% organic revenue decline in systems installation and service
- Operating margin* 4.6%

US - Commercial

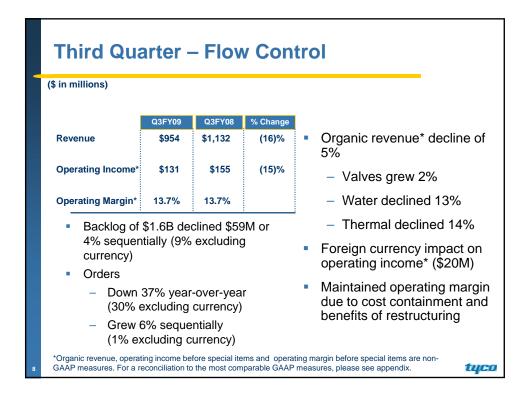
- About 40% of revenue was recurring
- 13% organic revenue* decline
- Operating margin* improved on quarter sequential basis
- Attrition rate of 14.1% improved from 15.2% sequentially

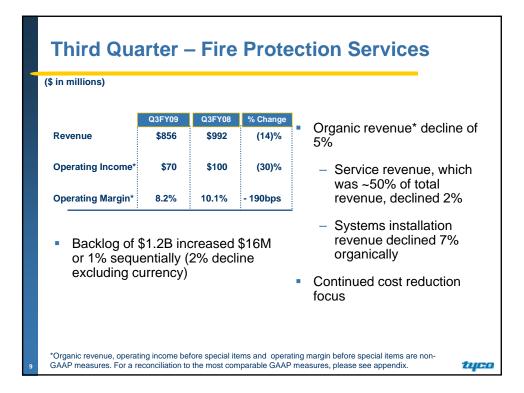
Rest of World (Asia, ANZ, Latin America)

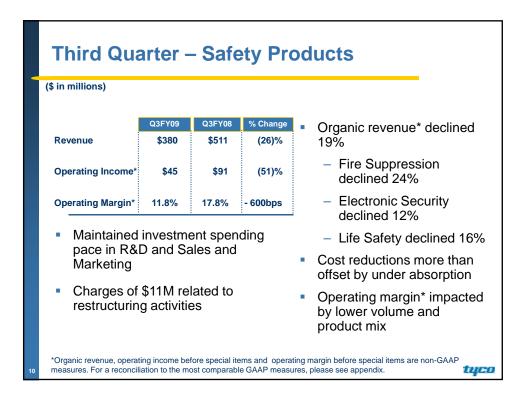
- Primarily commercial
- 3% organic revenue* growth
- Operating margin* in low-teens

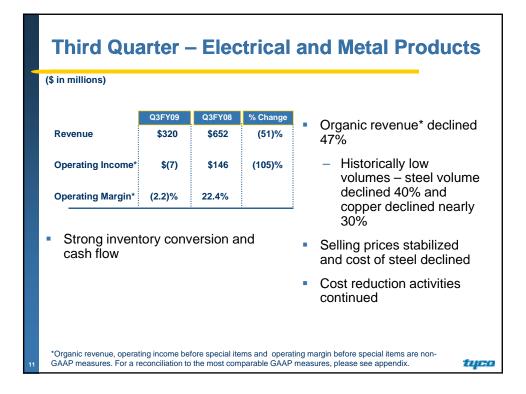
*Organic revenue and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

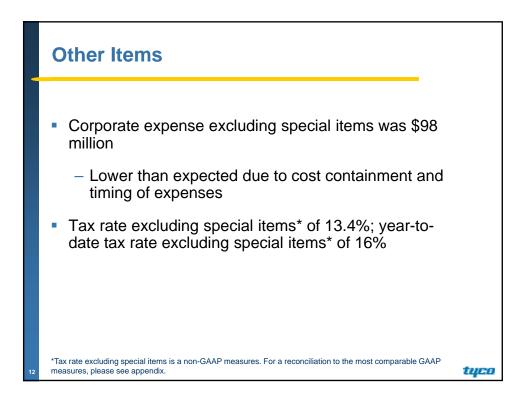
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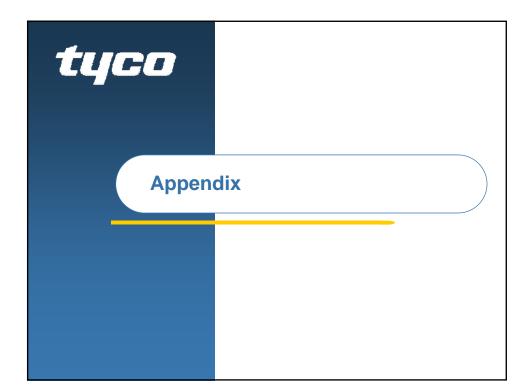












Non-GAAP Measures

"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 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 outflows that the company believes are useful to identify. FCP 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
- net capital expenditures,
 accounts purchased from ADT dealer network,
 cash paid for purchase accounting and holdback liabilities,
 voluntary pension contributions, and
 the sale of accounts receivable programs.

Capital expenditures and the ADT dealer program are subtracted because they represent long-term commitments. Cash paid for purchase accounting and holdback liabilities is subtracted from Cash Flow from Operating Activities 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 from the GAAP measure because this activity is driven by economic financing decisions rather than operating activity.

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Non-GAAP Measures continued

The limitation associated with using FCF is that it subtracts 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 performance, as well as to provide insight to management in evaluating overall and segment operating performance, as well as to provide insight to management in evaluating overall and segment operating performance, as well as to provide insight to management in evaluating overall and segment operating performance, as well as to provide insight to management in evaluating overall and segment operating 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 margin before special items do not reflect any additional adjustments that are not reflected in income from continuing operating resci litems that increase or decrease the company's reported operating income and margin and operating income and margin 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

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

		Quarter	Ended			Nine Mon	ths Ende	ed
	Ju	ine 26,	Ju	ine 27,	J	une 26,	J	une 27,
		2009		2008		2009		2008
Net revenue	\$	4,240	\$	5,215	\$	12,816	\$	14,915
Cost of sales		2,745		3,364		8,329		9,706
Selling, general and administrative expenses		1,124		1,234		3,464		3,605
Class action settlement, net		-		(7)		-		(7)
Separation costs		-		-		-		4
Goodwill and intangible asset impairments		-		-		2,705		-
Restructuring, asset impairment and divestiture charges, net		32		47		120		95
Operating income (loss)	\$	339	\$	577	\$	(1,802)	\$	1,512
Interest income		9		16		32		99
Interest expense		(74)		(91)		(225)		(323)
Other income (expense), net		1		(257)		12		(205)
Income (loss) from continuing operations before								
income taxes and minority interest		275		245		(1,983)		1,083
Income tax expense		(31)		(45)		(55)		(249)
Minority interest		(1)		(1)		(2)		(3)
Income (loss) from continuing operations		243		199		(2,040)		831
Income from discontinued operations, net of income taxes		44		277		37		288
Net income (loss)	\$	287	\$	476	\$	(2,003)	\$	1,119
Basic earnings per common share:								
Income (loss) from continuing operations	\$	0.51	\$	0.41	\$	(4.31)	\$	1.71
Income from discontinued operations		0.10		0.58		0.08		0.59
Net income (loss)	\$	0.61	\$	0.99	\$	(4.23)	\$	2.30
Diluted earnings per common share:								
Income (loss) from continuing operations	\$	0.51	\$	0.41	\$	(4.31)	\$	1.70
Income from discontinued operations		0.09		0.57		0.08		0.58
Net income (loss)	\$	0.60	\$	0.98	\$	(4.23)	\$	2.28
Weighted-average number of shares outstanding:								
Basic		473		482		473		487
Diluted		475		486		473		491

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 26, 2008 and Quarterly Report on Form 10-Q for the quarter ended March 27, 2009.

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

		Qua	arter Enc	bed				Nine	Months E	Ended		
	Ju	une 26,			June 27,		Jı	une 26,		J	lune 27,	
		2009			2008			2009			2008	
NET REVENUE												
ADT Worldwide	\$	1,730		\$	1,927		\$	5,216		\$	5,750	
Flow Control		954			1,132			2,840			3,230	
Fire Protection Services		856			992			2,524			2,824	
Electrical and Metal Products		320			652			1,066			1,681	
Safety Products		380			511			1,170			1,427	
Corporate and Other		-			1			-			3	
Total Net Revenue	\$	4,240		\$	5,215		\$	12,816		\$	14,915	
OPERATING INCOME / (LOSS) AND MARGIN												
ADT Worldwide	\$	233	13.5%	\$	237	12.3%	\$	7	0.1%	\$	703	12.2%
Flow Control		122	12.8%	-	152	13.4%		392	13.8%		466	14.4%
Fire Protection Services		67	7.8%		99	10.0%		3	0.1%		254	9.0%
Electrical and Metal Products		(17)	-5.3%		141	21.6%		(952)	-89.3%		254	15.1%
Safety Products		34	8.9%		79	15.5%		(835)	-71.4%		219	15.3%
Corporate and Other		(100)	N/M		(131)	N/M		(417)	N/M		(384)	N/M
Operating Income / (Loss) and Margin	\$	339	8.0%		577	11.1%	\$	(1,802)	-14.1%		1,512	10.1%

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

(Unaudited)

	J	une 26, 2009	September 26, 2008		
Current Assets:					
Cash and cash equivalents	\$	1,779	\$	1,519	
Accounts receivable, net		2,638		3,024	
Inventories		1,590		1,879	
Other current assets		1,756		1,805	
Assets of discontinued operations		27		126	
Total current assets		7,790		8,353	
Property, plant and equipment, net		3,429		3,519	
Goodwill		8,621		11,619	
Intangible assets, net		2,566		2,693	
Other assets		2,857		2,620	
Total Assets	\$	25,263	\$	28,804	
Current Liabilities:					
Short-term debt and current maturities of long-term debt	\$	19	\$	555	
Accounts payable		1,180		1,632	
Accrued and other current liabilities		2,831		2,766	
Deferred revenue		621		608	
Liabilities of discontinued operations		-		82	
Total current liabilities		4,651		5,643	
Long-term debt		4,226		3,709	
Other liabilities		3,778		3,944	
Total Liabilities		12,655		13,296	
Minority interest		13		14	
Shareholders' equity		12,595		15,494	
Total Liabilities and Shareholders' Equity	\$	25,263	\$	28,804	

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 26, 2008 and Quarterly Report on Form 10-Q for the quarter ended March 27, 2009.

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

	Quarte	r Ended			Nine Mon	ths End	ed
	ine 26, 2009	Jı	une 27, 2008	J	une 26, 2009		June 27, 2008
Cash Flows from Operating Activities:	 	_					
Net income (loss) Income from discontinued operations	\$ 287 (44)	\$	476 (277)	\$	(2,003) (37)	\$	1,119 (288)
lacence (lace) from continuing exercisions	 242		100				004
Income (loss) from continuing operations Adjustments to reconcile net cash provided by operating activities:	243		199		(2,040)		831
Goodwill and intangible asset impairments			_		2,705		
Depreciation and amortization	280		288		839		854
Non-cash compensation expense	24		21		76		78
Deferred income taxes	(19)		(10)		(201)		(115)
Provision for losses on accounts receivable and inventory	45		38		114		99
Loss (Gain) on extinguishment of debt	-		258		(2)		258
Other non-cash items	24		33		62		76
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:							
Accounts receivable, net	22		(135)		184		(243)
Inventories	160		(24)		181		(173)
Prepaid expenses and other current assets	112		33		(175)		9
Accounts payable	(24)		71		(400)		(135)
Accrued and other liabilities	(202)		(33)		(12)		(357)
Income taxes, net	(25)		(32)		(3)		(8)
Class action settlement liability	-		-		-		(3,020)
Other	22		5		116		(62)
Net cash provided by (used in) operating activities	 662		712		1,444		(1,908)
Net cash provided by (used in) discontinued operating activities	 5		(29)		(8)		(25)
Cash Flows from Investing Activities:							
Capital expenditures	(169)		(190)		(500)		(545)
Proceeds from disposal of assets	2		4		6		14
Acquisition of businesses, net of cash acquired	-		(65)		(47)		(92)
Accounts purchased from ADT dealer program	(130)		(82)		(361)		(269)
Class action settlement escrow	-		-		-		2,960
Other	 38		25		40		15
Net cash (used in) provided by investing activities Net cash provided by discontinued investing activities	 (259) 9		(308) 466		(862) 41		2,083 479
Cash Flows from Financing Activities:							
Net repayments of debt	3		(240)		(17)		(200)
Proceeds from exercise of share options	-		(240)		(17)		40
Dividends paid	(98)		(73)		(287)		(221)
Repurchase of common shares by subsidiary	(00)		(279)		(201)		(756)
Transfers from discontinued operations	14		439		33		458
Other	6		2		1		(68)
Net cash used in financing activities	 (75)		(132)		(272)		(747)
Net cash used in discontinued financing activities	 (14)		(437)		(33)		(454)
Effect of currency translation on cash	 32		(4)		(50)	. <u></u>	20
Net increase (decrease) in cash and cash equivalents	 360		268		260		(552)
Cash and cash equivalents at beginning of period	 1,419		1,074		1,519		1,894
Cash and cash equivalents at end of period	\$ 1,779	\$	1,342	\$	1,779	\$	1,342
Reconciliation to "Free Cash Flow":							
Net cash provided by (used in) operating activities	\$ 662	\$	712	\$	1,444	\$	(1,908)
Sale of accounts receivable	3		2		13		12
Capital expenditures	(167)		(186)		(494)		(531)
Accounts purchased from ADT dealer program	(130)		(82)		(361)		(269)
Purchase accounting and holdback liabilities	(1)		-		(2)		(2)
Voluntary pension contributions	 -		-		6		1
Free Cash Flow	\$ 367	\$	446	\$	606	\$	(2,697)

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)

						Quarte	r Ended Ju	une 26, 2009)							
	Net Rev	enue	Fo	oreign Cu	rrency	Acq	uisition / D	Divestiture		Othe	r	o	rganic Re	venue	Qu	evenue for the arter Ended ne 27, 2008
ADT Worldwide	\$ 1,730	-10.2%	\$	(149)	-7.7%	\$	48	2.5%	\$	-	0.0%	\$	(96)	-5.0%	\$	1,927
Flow Control	954	-15.7%		(132)	-11.7%		(3)	0.0%		9	0.8%		(52)	-4.6%		1,132
Fire Protection Services	856	-13.7%		(80)	-8.1%		-	0.0%		(6)	-0.6%		(50)	-5.0%		992
Electrical and Metal Products	320	-50.9%		(13)	-2.0%		(11)	-1.7%		(3)	-0.5%		(305)	-46.8%		652
Safety Products	380	-25.6%		(33)	-6.5%		(2)	-0.3%		3	0.6%		(99)	-19.4%		511
Corporate and Other	 -	-100.0%		-	0.0%		-	0.0%		-	0.0%		(1)	-100.0%		1
Total Net Revenue	\$ 4,240	-18.7%	\$	(407)	-7.8%	\$	32	0.6%	\$	3	0.1%	\$	(603)	-11.6%	\$	5,215
		•														

	_					N	ine Mon	ths Ended	l June 26, 20	09							
		Net Revo	enue	F	oreign Cu	rrency	Acq	uisition / D	Divestiture		Othe	r _	0	rganic Re	venue	Nine N	venue for the Ionths Ended e 27, 2008
ADT Worldwide	\$	5,216	-9.3%	\$	(510)	-8.9%	\$	155	2.7%	\$	-	0.0%	\$	(179)	-3.1%	\$	5,750
Flow Control		2,840	-12.1%		(406)	-12.6%		(1)	0.0%		21	0.7%		(4)	-0.1%		3,230
Fire Protection Services		2,524	-10.6%		(257)	-9.1%		-	0.0%		(13)	-0.5%		(30)	-1.1%		2,824
Electrical and Metal Products		1,066	-36.6%		(44)	-2.6%		(19)	-1.2%		(9)	-0.5%		(543)	-32.3%		1,681
Safety Products		1,170	-18.0%		(107)	-7.5%		(7)	-0.5%		9	0.6%		(152)	-10.7%		1,427
Corporate and Other		-	-100.0%		-	0.0%		-	0.0%		-	0.0%		(3)	-100.0%		3
Total Net Revenue	\$	12,816	-14.1%	\$	(1,324)	-8.9%	\$	128	0.9%	\$	8	0.1%	\$	(911)	-6.1%	\$	14,915

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		Year to Date		Quarter I	Ended		Year Ended
	Dec. 26, 2008	<u>March 27, 2009</u>	<u>June 26, 2009</u>	<u>June 26, 2009</u>	<u>Dec. 28, 2007</u>	<u>March 28,2008</u>	<u>June 27,2008</u>	Sept. 26,2008	Sept. 26,2008
Diluted EPS from Continuing Operations (GAAP)	\$0.57	(\$5.40)	\$0.51	(\$4.31)	\$0.72	\$0.56	\$0.41	\$0.55	\$2.25
Restructuring and asset impairment charges, net	-	0.13	0.04	0.18	0.02	0.06	0.06	0.19	0.33
Restructuring charges in cost of sales and SG&A	0.01	0.02	0.01	0.04	0.01	0.01	0.01	0.02	0.04
Other additional charges resulting from restructuring actions	-	0.01	0.01	0.02		-	-	-	-
Losses on divestitures	-	-	0.01	0.01	-	-	-	-	-
Intangible impairments		0.09		0.08		-	-	-	-
Goodwill impairments	-	5.47		5.47		-	-	0.02	0.02
Tax items	0.01	-	-	0.02	0.04	0.00	-	-	0.04
Class action settlement, net	-	-	-	-	-	-	(0.01)	(0.01)	(0.02)
Legacy legal items	0.02	0.23	-	0.24	-	0.04	0.02	-	0.06
Reserve adjustment	-	-	-	-	-	(0.01)	-	-	(0.02)
Separation costs	-	-	-	-	(0.08)	0.01	0.39	0.04	0.36
Total Before Special Items	\$0.61	\$0.55	\$0.58	\$1.75	\$0.71	\$0.67	\$0.88	\$0.81	\$3.06

Tyco International Ltd.

For the Quarter Ended June 26, 2009

(in millions, except per share data)

	Worldwide	Control	Services	Metal Products	Safety Products	Corporate and Other	Revenue
Revenue (GAAP)	\$1,730	\$954	\$856	\$320	\$380	-	\$4,240

			Operat	ing Income									
	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Operating Income	Interest Income, net	Other Expense, net	Income Taxes	Minority Interest	Income from Continuing Operations	Diluted EPS from Continuing Operations
As Reported (GAAP)	\$233	\$122	\$67	(\$17)	\$34	(\$100)	\$339	(\$65)	\$1	(\$31)	(\$1)	\$243	\$0.51
Restructuring and asset impairment charges, net	11	5	3	4	4	2	29			(8)		21	0.04
Restructuring charges in cost of sales and SG&A	1			2	2		5			(2)		3	0.01
Other additional charges resulting from restructuring actions		4		1	5		10			(3)		7	0.01
Losses on divestitures				3			3			1		4	0.01
Intangible impairments													
Goodwill impairments													
Tax items													
Class action settlement, net													
Legacy legal items													
Reserve Adjustment													
Separation costs													
Total Before Special Items	\$245	\$131	\$70	(\$7)	\$45	(\$98)	\$386	(\$65)	\$1	(\$43)	(\$1)	\$278	\$0.58

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

Tyco International Ltd.

For the Quarter Ended June 27, 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)	\$2,000	\$1,132	\$919	\$652	\$511	\$1	\$5,215
Segment Realignment	(73)		73				
Recasted Revenue (GAAP)	\$1,927	\$1,132	\$992	\$652	\$511	\$1	\$5,215

	Operating Income											Income	Diluted EPS
	ADT	Flow	Fire Protection	Electrical & Metal	Safety	Corporate	Total Operating	Interest Expense, Other			Minority	from Continuing	from Continuing
	Worldwide	Control	Services	Products	Products	and Other	Income	net	Expense, net	Income Taxes	Interest	Operations	Operations
As Previously Reported (GAAP)	\$239	\$152	\$97	\$141	\$79	(\$131)	\$577	(\$75)	(\$257)	(\$45)	(\$1)	\$199	\$0.41
Segment Realignment	(2)		2										
As Reported (GAAP)	\$237	\$152	\$99	\$141	\$79	(\$131)	\$577	(\$75)	(\$257)	(\$45)	(\$1)	\$199	\$0.41
Restructuring and asset impairment charges, net	30	1	2	3	9	1	46			(16)		30	0.06
Restructuring charges in cost of sales and SG&A		2	(1)	2	3		6			(1)		5	0.01
Other additional charges resulting from restructuring actions													
Losses on divestitures						1	1					1	0.00
Intangible impairments													
Goodwill impairment													
Tax items													
Class action settlement, net						(7)	(7)					(7)	(0.01)
Legacy legal items						9	9					9	0.02
Reserve adjustment													
Separation costs								17	258	(83)		192	0.39
Total Before Special Items	\$267	\$155	\$100	\$146	\$91	(\$127)	\$632	(\$58)	\$1	(\$145)	(\$1)	\$429	\$0.88

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