



**Bank of America Merrill Lynch  
Global Industries Conference**

**Ed Breen**

*Chairman & Chief Executive  
Officer*

December 8, 2009

## 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 restructuring 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.

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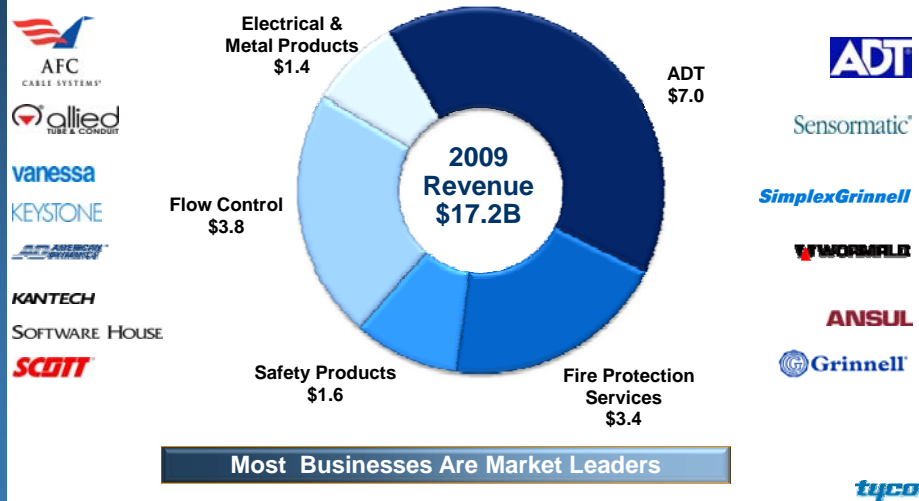
## Tyco International Highlights

- A diverse portfolio of market-leading businesses in Electronic Security, Fire Protection, Flow Control and other industrial products
- Strong global presence in attractive markets
  - Emerging market focus
- Large and growing service revenue - almost \$7B of annual revenue
- Strong balance sheet, cash flow generation and financial flexibility

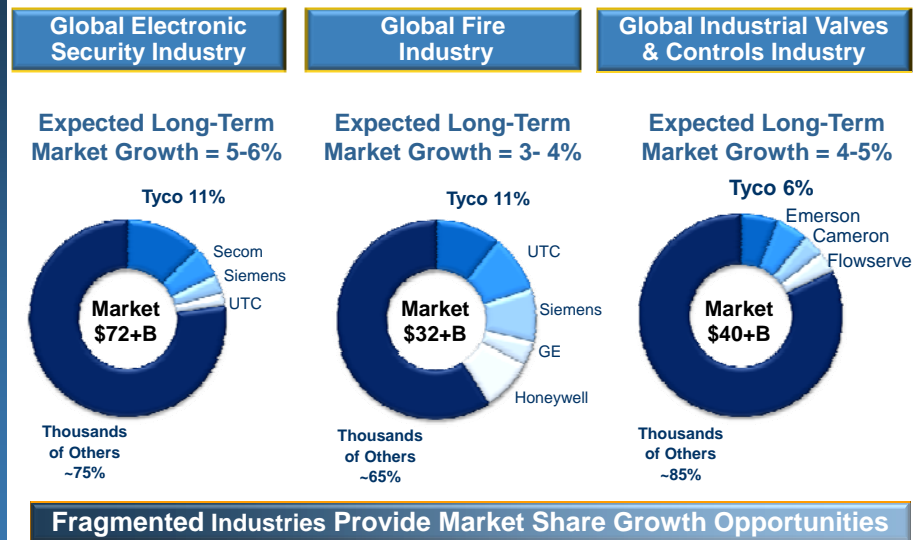
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## A Diverse Portfolio of Businesses with Strong Brands



## We Are Well-Positioned in Attractive Markets

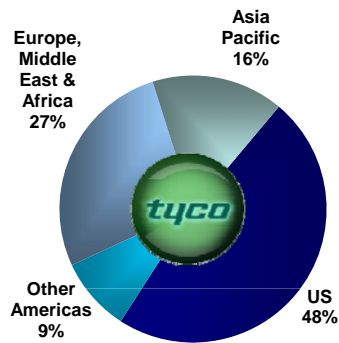


Source: Freedonia, McIlrain, Industry and Management Estimates

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## A Strong Position in Developed Markets with An Expanding Emerging Markets Presence

2009 Revenue = \$17.2B



- >50% of our revenue is generated outside of the United States
- We provide products and services to customers around the world
- More than 100,000 employees
- Emerging markets represent ~15% of revenue

Strong Emerging Market Focus

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## 2009 Accomplishments

- ✓ Continued to invest in our businesses
- ✓ Continued to grow service activities including recurring revenue...~40% of Tyco's revenue
- ✓ Expanded restructuring actions in response to the downturn and implemented various other cost-containment initiatives
- ✓ Made good progress in reducing corporate expense and tax rate
- ✓ Maintained strong balance sheet
- ✓ Strong cash flow generation partly attributable to the active management of working capital
- ✓ Completed change of domicile to Switzerland

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## Investing For Long-Term Growth

### Technology & Innovation

- Growth-oriented capital spending represents ~70% of capital expenditures
- Maintained investment in R&D
- 16 R&D Centers in North America, Europe and Asia
- Bolt-on acquisitions to expand product and service offerings

### Emerging Markets

- Represent ~15% of total revenue
- Providing revenue and earnings diversification
- Adapting products to local markets
- Long-term infrastructure development opportunities

We Plan To Fully Fund Growth Plans In 2010

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## Utilizing Mobile Network Technology To Improve Communications For Firefighters

- 2<sup>nd</sup> Generation of Scott Emergency Management System
- Patented Mobile Network enables firefighters and Site Commanders to move freely around a fire
- Provides critical real-time data to Site Commander
- Integrates with other Scott safety equipment; ability to locate downed fire fighters

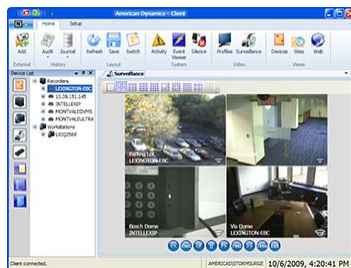
Close Incident	Resource/ID	Time	Air
EVAC IND	134 John Simpson	5:30	
EVAC ALL	4321 Jeremy Barber	6:14	
EVAC ASSIGN	1234 Mike Smith	6:14	
ACK PASS	548 Richard Sparks	10:45	
ACK W/D	6569 Dan McKinney	5:27	
ADD Detail	154 Ron Klingman	4:57	
ADD Resource			



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## VideoEdge Provides IP-enabled Enterprise Security And Intrusion System



- One computer system to manage and control network video recorders, analog and IP video cameras, and intrusion security devices
- Combines video, alert management, and user management in one system
- Next generation Windows technology provides ease of use, better performance, and compatibility with XP, Vista and Windows 7

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## Developing Localized Products To Penetrate High-Growth Emerging Markets

### Fire Detection



- InfoAlarm replaces two existing fire detection panels with a single display

### Life Safety



- SCBA features a vibration alarm system to warn firefighters when their tank is running low on air

### Sensormatic

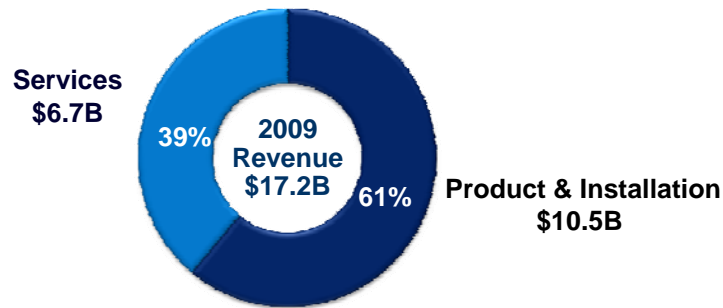


- New Mini Hard Tag is a low cost, electronic article surveillance (EAS) multi-use anti-theft device for the India market

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## Almost 40% Of Total Revenue Is Monitoring and Service Revenue



- ADT generated \$4.8B of revenue from monitoring and service activities (68% of total ADT revenue)
- Fire generated \$1.7B of service and maintenance revenue (49% of total Fire revenue)

A Large, Stable Base of Recurring Revenue Which Continues to Grow

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## We Expect Our Expansion Into Interactive Services To Fuel Continued Growth In ARPU

### Security Industry Past 20 Years

- Intrusion Detection
- Fire/Smoke Detection
- Carbon Monoxide Detection
- Flood Detection



### Interactive Services 2010+

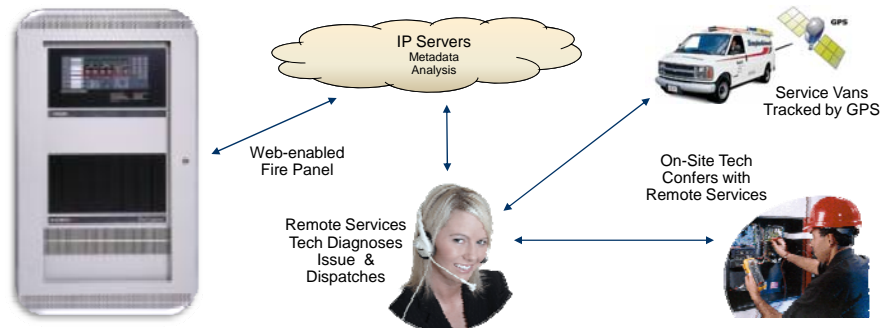
- Security Gateway Hub Connects Alarm Panel & Interactive Services Peripherals
- Broadband / GSM (cell)
- Security Control / Digital Picture Frame
- Premise Control and Live Camera Features
- Internet Widgets (Traffic and Weather)
- Z-way: Lamp Modules, Thermostats, Locks



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## Remote Diagnostics For Fire Services



- Remote diagnostics, predictive service, and improved first-time fix rate
- Drives service revenue in Fire Protection Services
- Enhances productivity through more efficient service visits

**Fix Potential Problems Before They Occur**

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## Tyco Summary

- A diverse portfolio of market-leading businesses in Electronic security, Fire Protection, Flow Control, and other industrial products
- Strong global businesses in attractive and fragmented markets
- Broad service activities generate approximately \$7B of annual service revenue
- Investing to grow our businesses
- Strong balance sheet, cash flow generation and financial flexibility

**Positioning For A Stronger Future**

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## Appendix

### ADT Worldwide at a Glance



- 2009 Revenue of \$7.0B
  - 64% Commercial, 36% Residential
  - 55% Recurring Revenue
- 7.4M recurring revenue customers
- Global provider of residential and commercial security systems
- Market leadership position
- Broad geographic reach
  - 60% North America, 26% EMEA, 14% ROW
  - Over 1,000 locations in 40 countries

## ADT Worldwide – More Than Two Thirds of Revenue is Service Related

### 2009 ADT Worldwide Revenue Composition



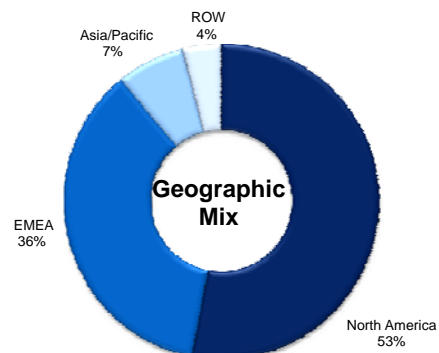
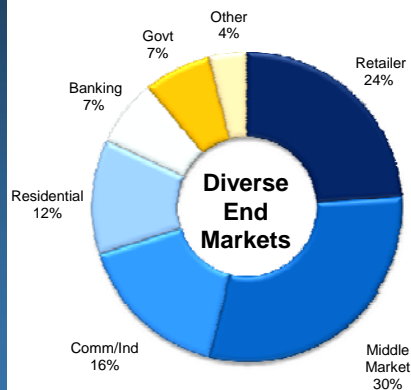
Large Base Of Stable Recurring Revenue

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## Product & Installation Revenue...

### 2009 System Installation Revenue \$2.2B



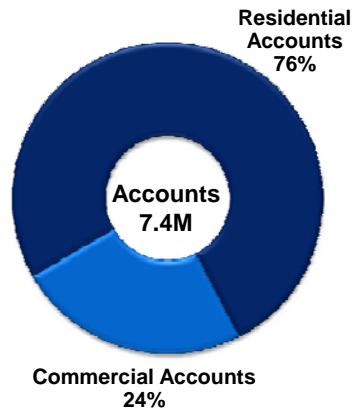
... Is Diversified Across End Markets And Geographies

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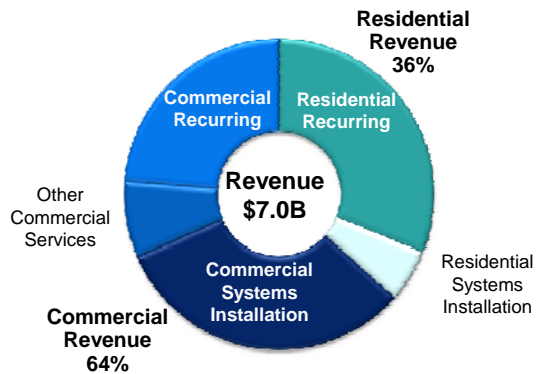
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## ADT Worldwide – Strong Mix Of Commercial And Residential Business

2009 Recurring Revenue Accounts



2009 Revenue Composition



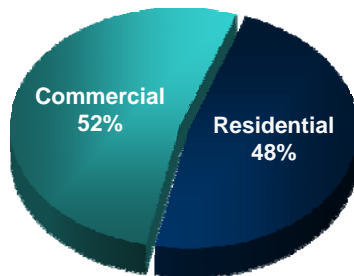
Different Business Models, Provide Balance And Attractive ROICs

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## ADT NA – Our Largest, Most Profitable Market With Long-Term Growth + Earnings Upside

2009 Revenue North America \$4.2B



2009 ADT North America

	Residential	Commercial	Total NA
Revenue	\$2.0B	\$2.2B	\$4.2B
% Recurring	87%	43%	64%
Op Inc*	\$528M	\$216M	\$744M
% Margin	26.6%	9.9%	17.8%
Adjusted EBITDA*	\$1,044M	\$433M	\$1,477M
EBITDA %	52.6%	19.8%	35.4%

Residential Is A Subscriber-Based Investment Model

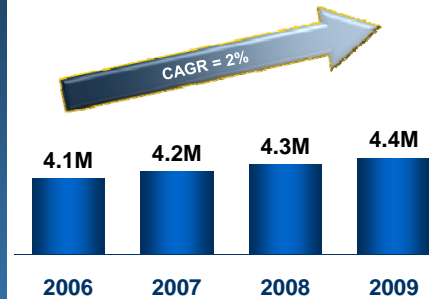
\* Adjusted EBITDA, Operating Income before special items and Operating Margin before special items are Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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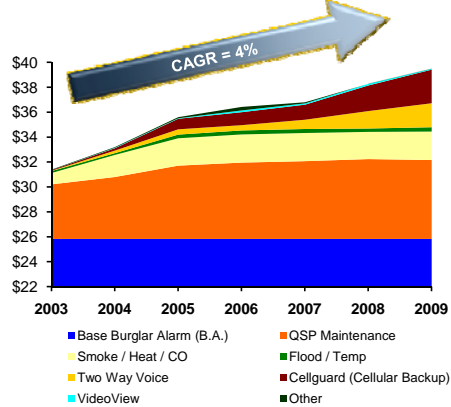
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## ADT NA Continues To Grow Its Residential Customer Base And Revenue Per User

North American Residential Account Growth



Monthly Revenue per New Residential Customer



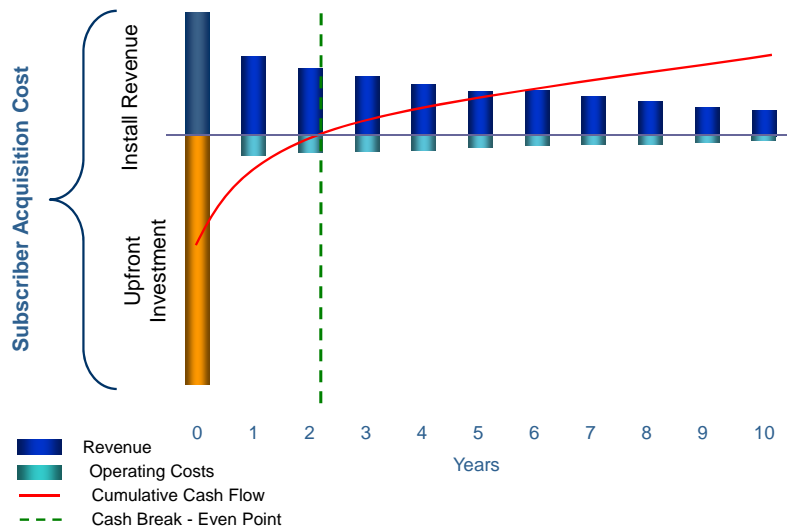
Continued Growth Despite Difficult Environment

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## Strong Performance Improvements Yield An Attractive Economic Model

Cash Economic Model

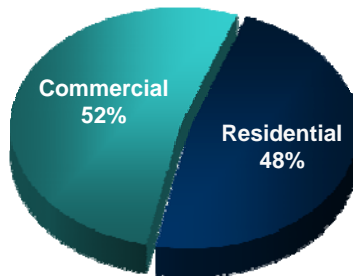


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## In North America, Our Commercial Business Contributes More Than Half Of Total Revenue

2009 Revenue North America \$4.2B



2009 ADT North America

	Residential	Commercial	Total NA
Revenue	\$2.0B	\$2.2B	\$4.2B
% Recurring	87%	43%	64%
Op Inc*	\$528M	\$216M	\$744M
% Margin	26.6%	9.9%	17.8%
Adjusted EBITDA*	\$1,004M	\$433M	\$1,477M
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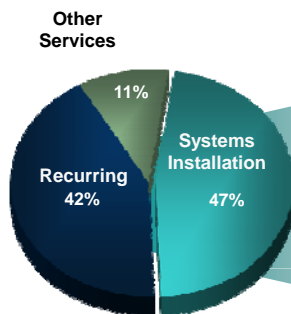
**Commercial Emphasizes System Sales, But Has A Solid Recurring Base**

\* Adjusted EBITDA, Operating Income before special items and Operating Margin before special items are Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

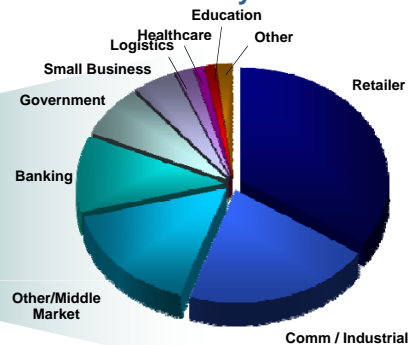
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## Systems Installation Revenue Is Diversified Across End Markets

2009 North America Commercial Revenue \$2.2B



Systems Installation Revenue by Vertical

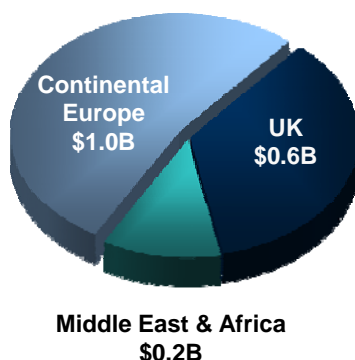


**Diverse Base Provides Balance, Focused On Growing Key Verticals**

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## ADT Europe, Middle East & Africa – Focusing The Business To Improve Operating Margin

2009 EMEA Revenue \$1.8B



2009 ADT EMEA

	ADT EMEA	NA Comm
Revenue	\$1.8B	\$2.2B
% Recurring	38%	43%
Op Inc*	\$91M	\$216M
% Margin	5.0%	9.9%
Adjusted EBITDA*	\$166M	\$433M
EBITDA %	9.1%	19.8%

Managing Cost Structure To Current Market Realities

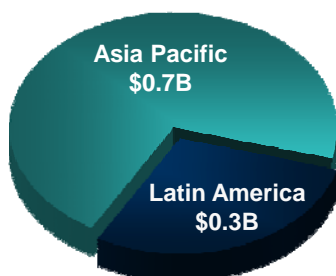
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\* Adjusted EBITDA, Operating Income before special items and Operating Margin before special items are Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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## ADT Rest of World – Strong Revenue Growth And Solid Margins

2009 Rest of World Revenue \$1.0B



2009 ADT ROW

	ADT ROW	NA Comm
Revenue	\$1.0B	\$2.2B
% Recurring	48%	43%
Op Inc*	\$120M	\$216M
% Margin	11.9%	9.9%
Adjusted EBITDA*	\$197M	\$433M
EBITDA %	19.5%	19.8%

Good Returns...Focused On Growth

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\* Adjusted EBITDA, Operating Income before special items and Operating Margin before special items are Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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## Flow Control At A Glance



- 2009 Revenue of \$3.8B
- 4 consecutive years of solid operating margin performance
- Well positioned in large, fragmented markets
- Global leader in valves, controls and related products
- Well known market-leading brands
- Geographic diversity – 80% of revenue generated outside the U.S.
- End market diversity – serves a broad range of industries and customers
- Strong backlog

KEYSTONE

ANDERSON  
GREENWOOD

Raychem

ERHARD  
ARMATUREN

vanessa

TRACER

BAYARD

BIFFI

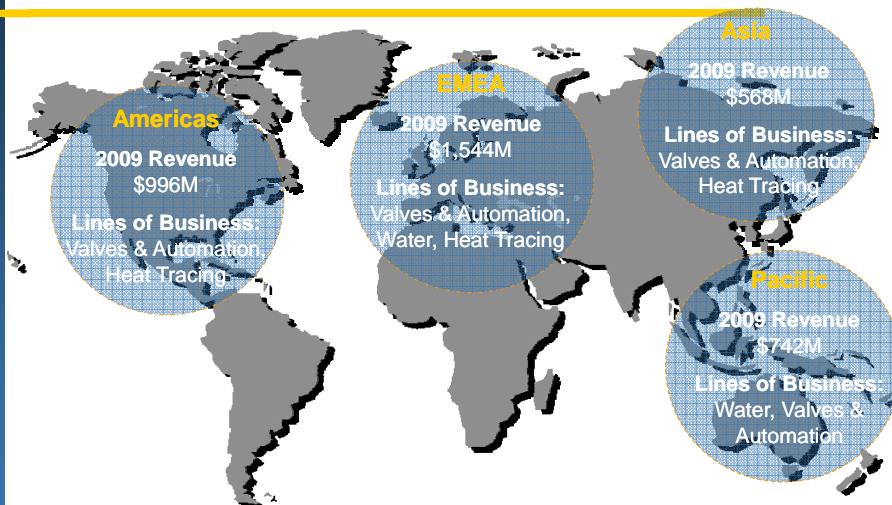
DAVIDSON

CROSBY

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## Flow Control – A Strong Global/Business

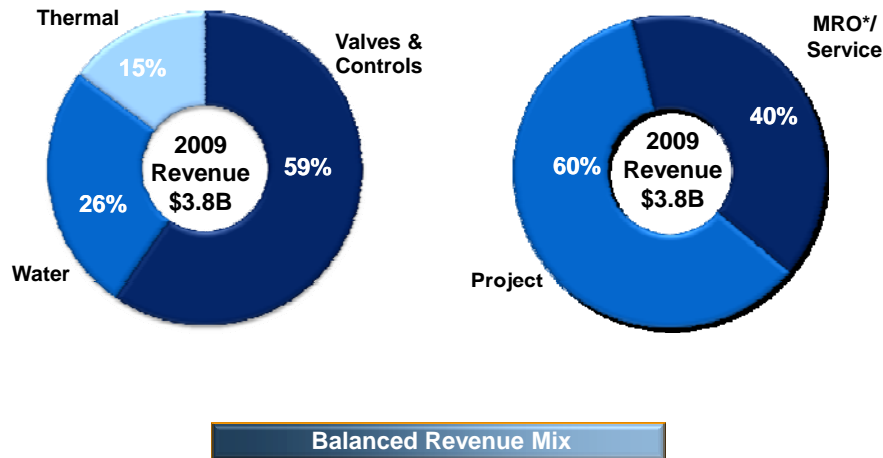


Approximately 80% of Revenue Is From Outside the U.S.

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## Flow Control – Business Mix



30 \* MRO maintenance, repair and operations

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## Flow Control—Three Business Platforms

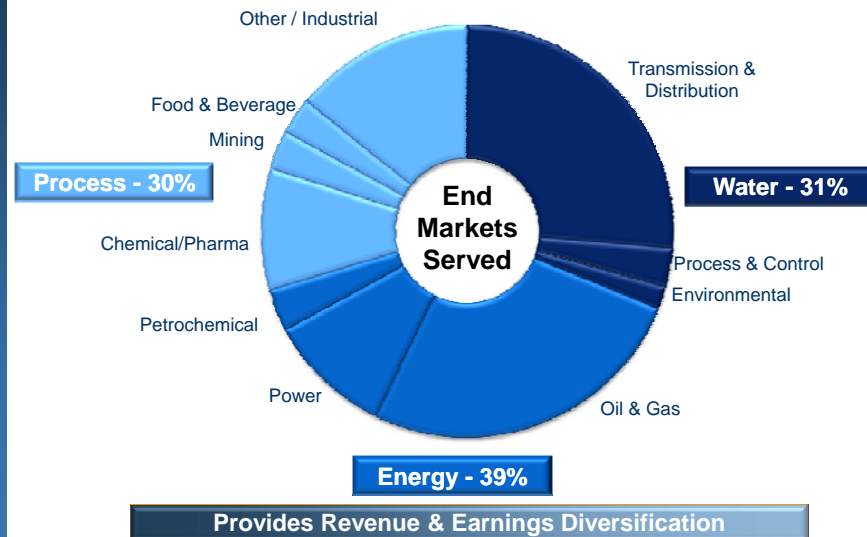
Valves & Controls	Water & Environmental Systems	Thermal Controls
<b>2009 Revenue: ~\$2.3B</b> <i>Organic Growth*: 4%</i>	<b>2009 Revenue: ~\$1.0B</b> <i>Organic Growth*: (15)%</i>	<b>2009 Revenue: ~\$550M</b> <i>Organic Growth*: (3)%</i>
<ul style="list-style-type: none"> <li>World's largest provider of flow control products and services</li> <li>Products include valves, actuators and controls</li> <li>Delivery and control of liquids, powders and gases for energy and processing industries</li> </ul>	<ul style="list-style-type: none"> <li>Strong regional presence with products and services for water systems</li> <li>Delivery, transport, storage and treatment of water</li> <li>Government, residential, agriculture and industrial use—from dam to the household</li> </ul>	<ul style="list-style-type: none"> <li>Global leader in heat-tracing solutions</li> <li>Industrial, global project services</li> <li>Commercial and residential products for floor warming, snow melting and de-icing</li> </ul>

31 \* Organic Revenue is Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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## Flow Control – Balanced Across End Markets



32 Based on 2008 revenue

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## Valves & Controls - Well Positioned in a Large and Fragmented Market

**Valves & Controls Market Revenue ~ \$40B**



### Competitive Position

- One of the broadest portfolios of valves, actuators, controls and associated services
- Sales and service locations across the globe
- Strong global project execution capability
- Serve multiple industries which leverages our knowledge and provides growth and diversification

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Source: McIlvaine, Management Estimates

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## Valves & Controls - Flow Control's Largest Business

A World Leader in Products & Services That Control the Flow of Fluids and Gases in Wide Range of Environments

- Focus on premium market ~1/3 of total addressable market
- Proven technology and trusted brands
- Strong technical support with deep applications knowledge
- Large installed base with demonstrated experience

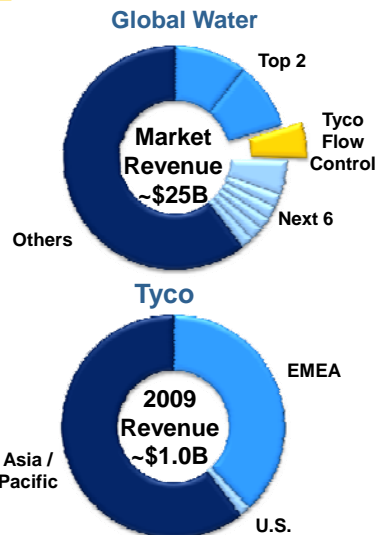


- Wide range of highly engineered products
  - Cryogenic conditions (-425° F)
  - Extreme heat (1,500° F)
  - High pressure and low pressure
  - Remote, isolated locations

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## Tyco Water – Well Positioned with Strong Presence in Asia Pacific and EMEA



### Asia Pacific

- Regional leader across three broad segments
  - Transmission & distribution
  - Process & control
  - Environmental & water management
- Expansive line of products and services built around core of pipes and valves

### Europe, Middle East and Africa

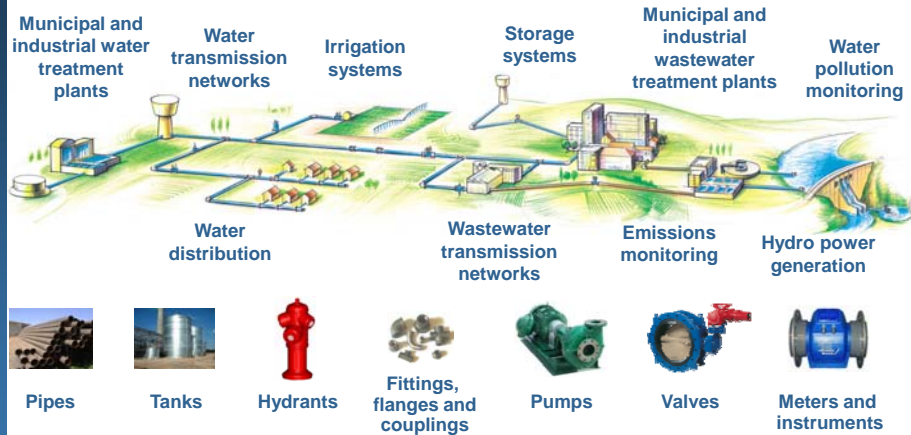
- Portfolio focused on hydrants, valves, fittings and couplings

Source: Mcllvaine, Company Reports Management Estimates

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## Water & Environmental Systems- A Diverse Set of Products and Services

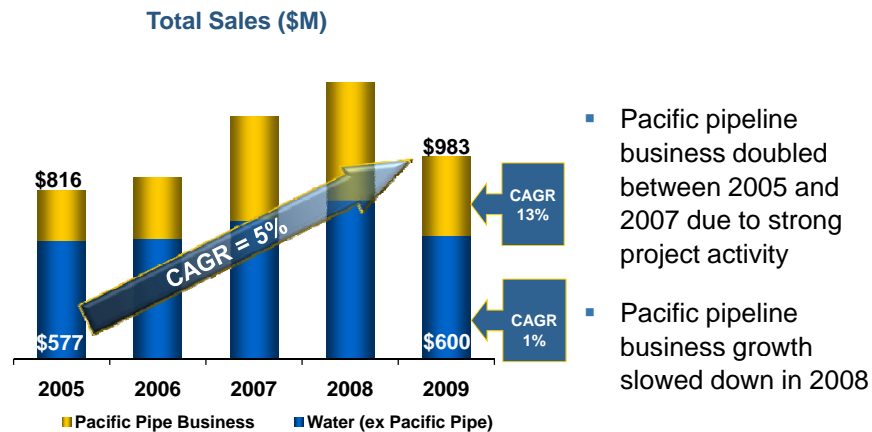


Broad Capabilities And Proven Technology

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## Tyco Water - Strong Historical Growth Combined with Project Spikes



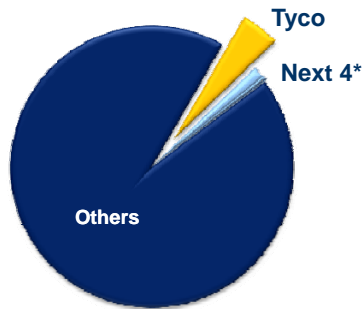
Challenging Revenue Comparison In 2009

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## Thermal Controls- Well Positioned in a Large and Fragmented Market

Heat Tracing  
Products & Services  
Market Revenue ~\$15B



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2009 Revenue: ~\$550M

\* Next 4 industrial product providers excluding broadline engineering houses  
Source: McKinsey, Management Estimates

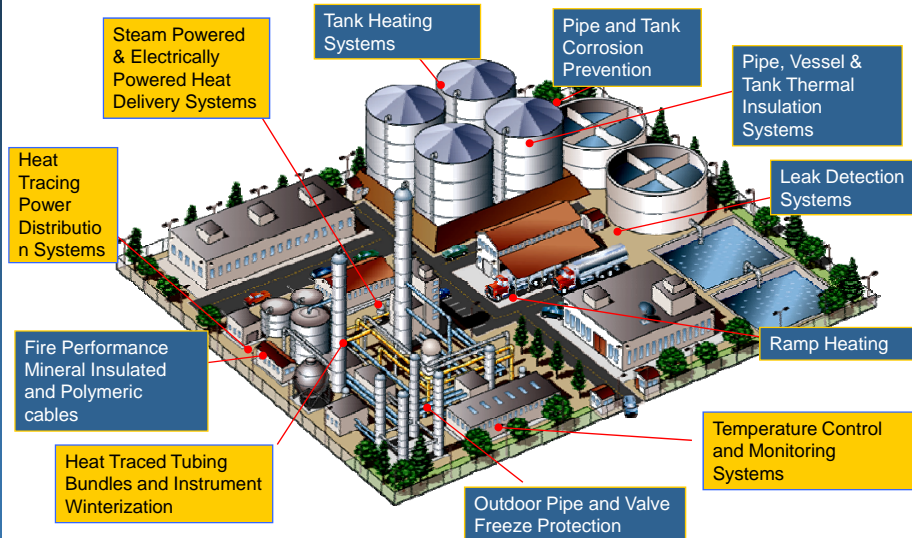
### Competitive Position

- Global sales and service locations
- Very well positioned to execute complex global projects
  - Track record of successful project execution
  - Demonstrated ability to reduce customers' total installed cost
- Leveraging recognized brand into full turnkey solutions
- Ability to offer "Warm Pipe" warranty for turnkey projects

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## Thermal Controls—A Broad Set of Industrial Heat Management Products and Services

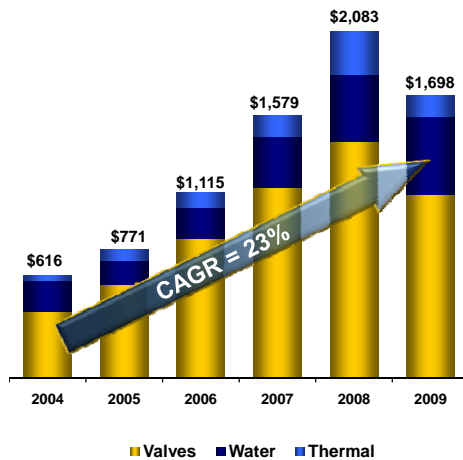


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## Flow Control—Backlog

Total Backlog (\$M)



- Backlog declined 1% in Q4, excluding currency, on a quarter sequential basis
- Order rates slowed in 2009; signs of order stabilization
  - Year-over-year Q4 orders down 18%, excluding currency
  - Sequentially Q4 orders grew 11%, excluding currency

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## Fire Protection Services at a Glance

- 2009 Revenue of \$3.4B; 49% service revenue
- Market-leading industry position
- Strong global presence
- Broad offering of fire products and services
- Diversified customer base
- Direct contracting and service provider
- Highest ROIC\* in Tyco...over 100% excluding goodwill



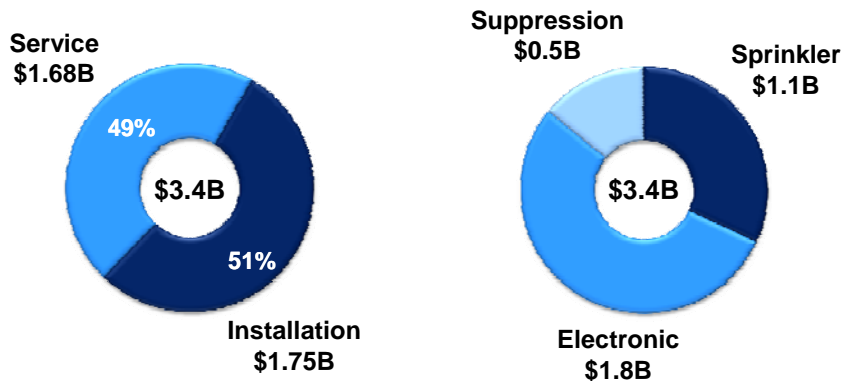
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\*ROIC is a non-GAAP measure. Please see Appendix for a description of how ROIC is calculated.

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## Fire – Almost Half Of Total Revenue Is Service

### 2009 Revenues

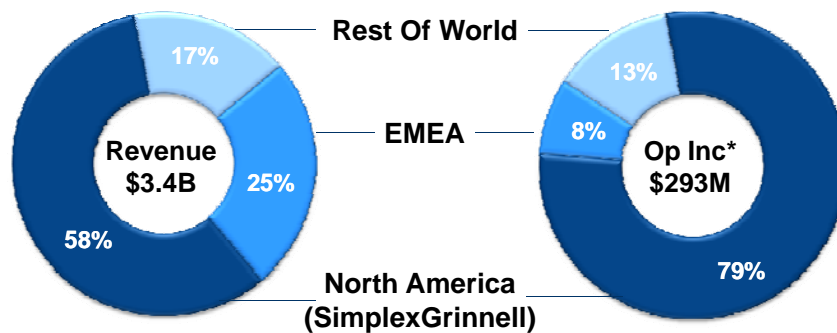


Service Revenue is More Resilient

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## SimplexGrinnell is Our Largest and Most Profitable Business



Leverage North America Best Practices

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\* Operating Income before special items is a Non-GAAP measure. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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## Fire - Product Lines and End Markets

### Electronic

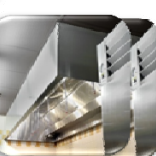
Fire alarms, mass notification, hospital nurse call, integrated systems

### Sprinkler

Sprinklers, engineered solutions, special hazards, water spray foam, gas systems

### Suppression

Fire extinguishers, specialty systems



### End Markets

#### Institutional

- Schools/Universities
- Hospitals
- Defense
- Government buildings
- Airports

#### Commercial

- Hotels
- Retailer
- Office buildings
- Shopping centers
- Financial institutions

#### Industrial

- Oil and gas
- Manufacturing
- Marine/Offshore
- Mining

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## Safety Products At A Glance



- 2009 Revenue of \$1.6B
- Market-leading provider of Fire Suppression, Electronic Security & Life Safety Products
- Well known brands
- Strong market position with leading technologies
- Attractive markets with long-term growth and profit opportunities
- Deep technology pipeline
- Focus on emerging market growth

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## Broad-Based Fire and Security Product Platforms

### Fire Suppression



- Water and chemical fire suppressions systems
  - Water sprinkler heads
  - Fire extinguishers

### Electronic Security



- Intrusion security
- Access control
- Video management systems
- Electronic fire detection
- Retail anti-theft electronic article surveillance

### Life Safety



- Personal protective equipment
  - Breathing PAK
- Thermal imaging device

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## Safety Products Participates in Attractive Markets

### Fire Suppression & Building Products

Expected Market Growth: 3-5%

Tyco 31%



**Tyco 2009 Revenue: \$882M**  
Organic Growth\*: (15)%

### Electronic Security

Expected Market Growth 4-5%

Tyco 3%



**Tyco 2009 Revenue: \$356M**  
Organic Growth\*: (12)%

### Life Safety

Expected Market Growth: 3%

Tyco 7%



**Tyco 2009 Revenue: \$314M**  
Organic Growth\*: (12)%

**FY09 Operating Margin Impacted by 14% Organic Revenue Decline**

Source: Frost & Sullivan, JP Freeman, Freedonia and Management Estimates

\* Organic revenue is a Non-GAAP measure. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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## Electrical & Metal Products At-A-Glance

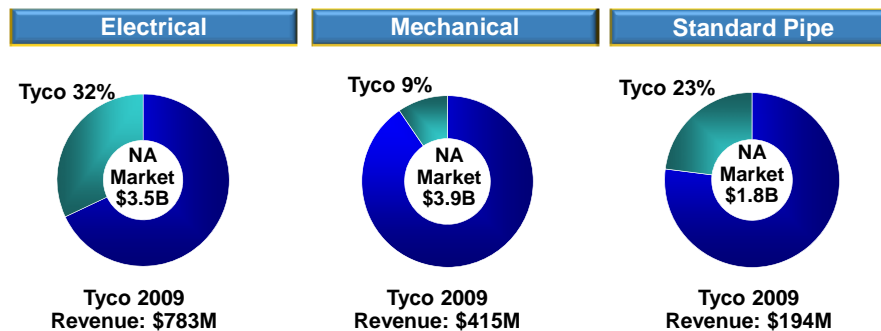


- 2009 Revenue of \$1.4B
- Generates strong operating margin and strong cash flow over the cycle
- Market leader in steel tubes and pipes, armored cable and electrical conduit products
- Strong, well-known brands
- Processes approximately one million tons of steel per year
- Profit is dependent on metal spreads – primarily steel and copper
- Currently being impacted by historically low volume

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## Markets Served Are Large



### Key Performance Drivers

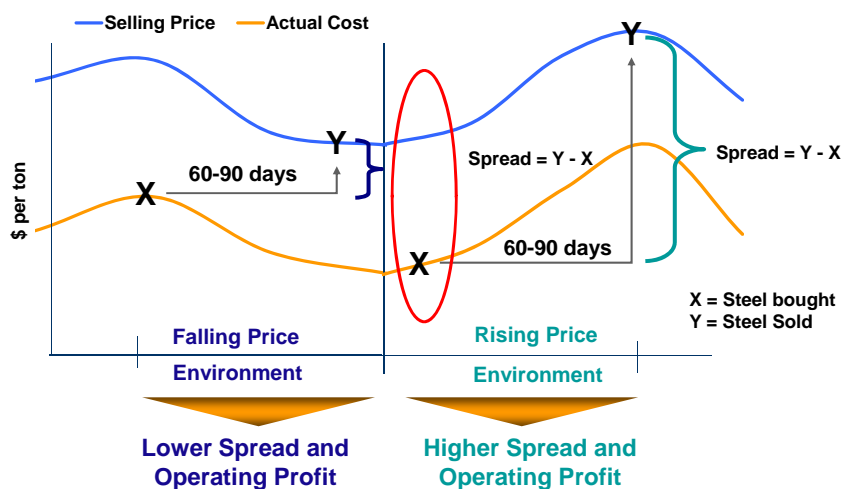
- Steel and copper costs
- Product pricing
- Commercial and residential construction activity
- Changes in fire codes and regulations requiring sprinklers

49 Source: Preston Pipe Reports and Management Estimates

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## Profitability Is Dependent on Metal Spreads, Primarily Steel and Copper

$$\text{Spread} = \text{Selling Price per ton} - \text{Cost per ton}$$



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## Margin Rates Vary with Metal Spreads

\$M	2002	2003	2004	2005	2006	2007	2008	2009
Revenues	1,258	1,163	1,579	1,798	1,949	1,974	2,272	1,392
Growth %	5.0%	(7.6)%	35.8%	13.9%	8.4%	1.3%	15.1%	(38.7)%
Operating Income	222	120	371	295	319	159	385*	17*
Margin %	17.6%	10.3%	23.5%	16.4%	16.4%	8.1%	16.9%*	1.2%*

2002 – 2009 Average Margin of 13.8%

\*Operating income and operating margin before special items are Non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix. There were no material special items between 2002 -2007 and the GAAP operating income (loss) was \$342M in 2008 and (\$940M) in 2009.

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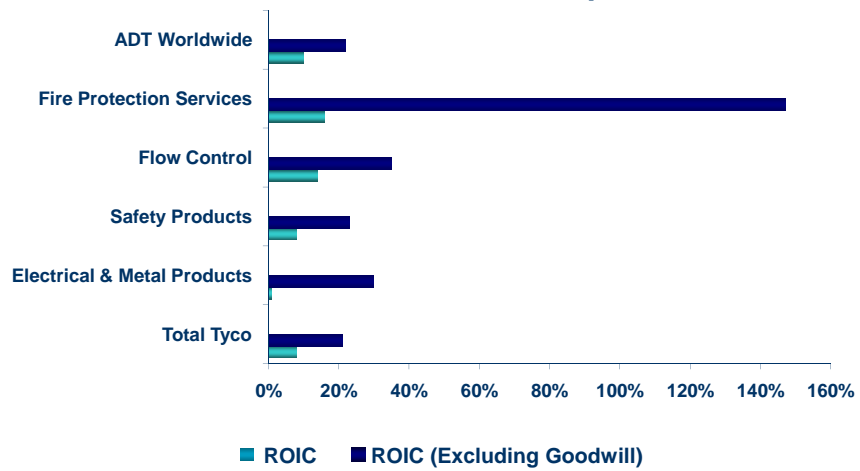
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## Non-GAAP Reconciliations

### We Generate Strong Incremental Returns on Invested Capital

2009 Return on Invested Capital\*



## Return on Invested Capital (Including Goodwill)

\$M	2009 Op Inc* After Tax	2009 Avg Invested Capital	2009 ROIC
ADT Worldwide	\$805	\$8,206	10%
Fire Protection	\$247	\$1,540	16%
Flow Control	\$465	\$3,228	14%
Safety Products	\$193	\$2,437	8%
Elec. & Metal	\$14	\$994	1%
Corporate	(\$378)	(\$256)	NM
<b>Total</b>	<b>\$1,346</b>	<b>\$16,149</b>	<b>8%</b>

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\*Operating income is before special items, which is a Non-GAAP measure. For a reconciliation, please see following tables.



## Return on Invested Capital (Excluding Goodwill)

\$M	2009 Op Inc* After Tax	2009 Avg Invested Capital	2009 ROIC
ADT Worldwide	\$805	\$3,733	22%
Fire Protection	\$247	\$168	147%
Flow Control	\$465	\$1,344	35%
Safety Products	\$193	\$834	23%
Elec. & Metal	\$14	\$552	3%
Corporate	(\$378)	(\$232)	NM
<b>Total</b>	<b>\$1,346</b>	<b>\$6,399</b>	<b>21%</b>

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\*Operating income is before special items, which is a Non-GAAP measure. For a reconciliation, please see following tables.



## FY09 Organic Revenue Growth

\$M	FY08 Revenues	Acq/Disp & Other	FX	Organic Growth	FY09 Revenues	Organic %
ADT Worldwide	7,731	152	(590)	(278)	7,015	(3.6)%
Flow Control	4,418	23	(462)	(129)	3,850	(2.9)%
Fire Protection	3,839	(18)	(294)	(99)	3,428	(2.6)%
Electrical & Metal	2,272	(43)	(52)	(785)	1,392	(34.6)%
Safety Products	1,934	4	(122)	(264)	1,552	(13.7)%
Corporate & Other	5	-	-	(5)	-	N/M
<b>Total</b>	<b>20,199</b>	<b>118</b>	<b>(1,520)</b>	<b>(1,560)</b>	<b>17,237</b>	<b>(7.7)%</b>

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## Q409 Organic Revenue Growth

\$M	Q4FY08 Revenues	Acq/Disp & Other	FX	Organic Growth	Q4FY09 Revenues	Organic %
ADT Worldwide	1,981	(4)	(79)	(99)	1,799	(5.0)%
Flow Control	1,188	3	(57)	(124)	1,010	(10.4)%
Fire Protection	1,015	(5)	(37)	(69)	904	(6.8)%
Electrical & Metal	591	(15)	(8)	(242)	326	(40.9)%
Safety Products	507	2	(15)	(112)	382	(22.1)%
Corporate & Other	2	-	-	(2)	-	N/M
<b>Total</b>	<b>5,284</b>	<b>(19)</b>	<b>(196)</b>	<b>(648)</b>	<b>4,421</b>	<b>(12.3)%</b>

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## 2009 Operating Income Before Special Items

\$M

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue						
Revenue (GAAP)	\$7,015	\$3,650	\$3,428	\$1,392	\$1,552	-	\$17,237						
Operating 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	\$518	\$68	(\$94)	(\$76)	(\$57)	(\$1,487)	(\$257)	(\$7)	(\$87)	(\$4)	(\$1,833)	(\$3.07)
Restructuring and asset impairment charges, net	76	23	45	16	36	9	205			(54)		151	0.32
Restructuring charges in cost of sales and SG&A	5	2		7	18	1	33			(11)		22	0.05
Other additional charges resulting from restructuring actions		5		1	9		15			(4)		11	0.02
Losses on divestitures	6	4		(2)		6	14			(3)		11	0.03
Intangible impairments	22				42		64			(25)		39	0.08
Goodwill impairments	613		180	935	913		2,641			(41)		2,600	5.47
Tax items										3		3	0.01
Legacy legal items						114	114			4		118	0.25
Total Before Special Items	\$955	\$552	\$293	\$17	\$229	(\$447)	\$1,599	(\$257)	(\$7)	(\$208)	(\$4)	\$1,122	\$2.36

Diluted Shares Outstanding	473
Diluted Shares Outstanding - Before Special Items	473

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## 2008 Operating Income Before Special Items

\$M

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue						
Previously Reported Revenue (GAAP)	\$8,017	\$4,418	\$3,553	\$2,272	\$1,934	\$5	\$20,199						
Segment Realignment	(286)		286				-						
Revised Revenue (GAAP)	\$7,731	\$4,418	\$3,839	\$2,272	\$1,934	\$5	\$20,199						
Operating Income													
ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Total Operating Income	Interest Expense, net	Other Expense, net	Income Taxes	Minority Interest	Income from Continuing Operations	Diluted EPS from Continuing Operations	
As Previously Reported (GAAP)	\$510	\$618	\$351	\$342	\$384	(\$524)	\$1,541	(\$286)	(\$214)	(\$130)	(\$1)	\$1,939	\$2.25
Segment Realignment	(6)		4										
As Reported (GAAP)	\$504	\$618	\$355	\$342	\$384	(\$524)	\$1,541	(\$286)	(\$214)	(\$130)	(\$1)	\$1,939	\$2.25
Restructuring and asset impairment charges, net	93	5	25	34	67	1	225			(85)		160	0.33
Restructuring charges in cost of sales and SG&A	1	9	-	9	6	3	28			(5)		19	0.04
Losses on divestitures	-	-	-	-	-	1	1			-		1	0.00
Goodwill impairment	-	-	9	-	-	-	9			-		9	0.02
Tax items	-	-	-	-	-	-	-			21		21	0.04
Class action settlement, net	-	-	-	-	-	(10)	(10)			-		(10)	(0.02)
Legacy legal items	-	-	-	-	-	29	29			-		29	0.06
Reserve adjustment	-	-	-	-	-	(8)	(8)			3		(6)	(0.01)
Separation costs	-	-	-	-	-	5	5	47	225	(102)		175	0.36
Total Before Special Items	\$1,500	\$632	\$359	\$385	\$557	(\$514)	\$2,219	(\$239)	\$1	(\$48)	(\$1)	\$1,438	\$3.01

Diluted Shares Outstanding	489
Diluted Shares Outstanding - Before Special Items	489

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## Q409 Operating Income Before Special Items

\$M, except for share data

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue
Revenue (GAAP)	\$1,799	\$1,010	\$904	\$326	\$362	-	\$4,421
Operating Income							
	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	
As Reported (GAAP)	\$226	\$126	\$65	\$12	\$46	(\$160)	\$15
Restructuring and asset impairment charges, net	24	14	31	9	9	2	89
Restructuring charges in cost of sales and SG&A	1				5		6
Other additional charges resulting from restructuring actions		1					1
Losses on divestitures	6					4	10
Goodwill impairments							2
Tax items							(3)
Legacy legal items						5	5
Total Before Special Items	\$257	\$141	\$96	\$21	\$60	(\$149)	\$428

	Interest Expense, net	Other Expense, net	Income Taxes	Minority Interest	Income from Continuing Operations	Diluted EPS from Continuing Operations
As Reported (GAAP)	(\$64)	(\$19)	(\$23)	(\$2)	297	\$0.44
Restructuring and asset impairment charges, net			(22)		67	0.14
Restructuring charges in cost of sales and SG&A			(1)		5	0.01
Other additional charges resulting from restructuring actions					1	-
Losses on divestitures			(3)		7	0.01
Goodwill impairments			2		2	0.00
Tax items			(3)			0.00
Legacy legal items					5	0.01
Total Before Special Items	(\$64)	(\$19)	(\$60)	(\$2)	\$291	\$0.61

Diluted Shares Outstanding	476
Diluted Shares Outstanding - Before Special Items	476

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## Q408 Operating Income Before Special Items

\$M, except for share data

	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	Revenue
Previously Reported Revenue (GAAP)	\$2,052	\$1,188	\$944	\$591	\$507	\$2	\$5,284
Segment Realignment	(71)		71				
Recasted Revenue (GAAP)	\$1,981	\$1,188	\$1,015	\$591	\$507	\$2	\$5,284
Operating Income							
	ADT Worldwide	Flow Control	Fire Protection Services	Electrical & Metal Products	Safety Products	Corporate and Other	
As Previously Reported (GAAP)	\$200	\$152	\$74	\$68	\$60	(\$150)	\$428
Segment Realignment	3		(3)				
As Reported (GAAP)	\$203	\$152	\$71	\$68	\$60	(\$150)	\$428
Restructuring and asset impairment charges, net	47	3	20	28	32	1	131
Restructuring charges in cost of sales and SG&A	1	6	1	3	2		15
Goodwill impairment				9			9
Class action settlement, net						(3)	(3)
Separation costs							17
Total Before Special Items	\$251	\$161	\$101	\$110	\$99	(\$152)	\$578

	Interest Expense, net	Other Expense, net	Income Taxes	Minority Interest	Income from Continuing Operations	Diluted EPS from Continuing Operations
As Previously Reported (GAAP)	(\$62)	(\$18)	(\$86)	\$2	\$264	\$0.55
Segment Realignment						
As Reported (GAAP)	(\$62)	(\$18)	(\$86)	\$2	\$264	\$0.55
Restructuring and asset impairment charges, net			(36)		92	0.19
Restructuring charges in cost of sales and SG&A			(5)		8	0.02
Goodwill impairment					9	0.02
Class action settlement, net					(3)	(0.01)
Separation costs			17		17	0.04
Total Before Special Items	(\$62)	(\$2)	(\$130)	\$2	\$387	\$0.81

Diluted Shares Outstanding	476
Diluted Shares Outstanding - Before Special Items	476

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## 2009 Adjusted EBITDA Reconciliation

\$M

	ADT Residential NA	ADT Commercial NA	ADT NA	ADT EMEA	ADT ROW	ADT Worldwide
Revenue	\$ 1,986	\$ 2,184	\$ 4,170	\$ 1,834	\$ 1,011	\$ 7,015
Operating Income	\$ 520	\$ 186	\$ 706	\$ (589)	\$ 116	\$ 233
Restructuring and asset impairment charges, net	\$ 8	\$ 30	\$ 38	\$ 680	\$ 4	\$ 722
Operating Income Before Special Items	\$ 528	\$ 216	\$ 744	\$ 91	\$ 120	\$ 955
Operating Margin Before Special Items	26.6%	9.9%	17.8%	5.0%	11.9%	13.6%
Depreciation & Amortization	\$ 516	\$ 217	\$ 733	\$ 75	\$ 77	\$ 885
Adjusted EBITDA	\$ 1,044	\$ 433	\$ 1,477	\$ 166	\$ 197	\$ 1,840
Adjusted EBITDA Margin	52.6%	19.8%	35.4%	9.1%	19.5%	

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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 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. 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 from the 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 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.

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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 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".*