

EATON CORP
Form 425
September 19, 2012

©
2012 Eaton Corporation. All rights reserved
2012 Citi Global Industrials Conference
Alexander M. Cutler
Chairman and Chief Executive Officer

September 19, 2012

Filed

by

Eaton

Corporation

pursuant

to

Rule

425

under

the

Securities

Act

of

1933

and

deemed

filed

pursuant

to

Rule

14a-6

under

the

Securities

Exchange

Act

of

1934

Subject

Company:

Cooper

Industries

plc;

Eaton

Corporation

Filer s

SEC

File

No.:

1-1396

Date:

September

19,

2012

2
©
2012 Eaton Corporation. All rights reserved
NO
OFFER
OR
SOLICITATION

This
communication
is
not
intended
to
and
does
not
constitute
an
offer
to
sell
or
the
solicitation
of
an
offer
to
subscribe
for
or
buy
or
an
invitation
to
purchase
or

subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition or otherwise
issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made exc
meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT
ADDITIONAL
INFORMATION
WILL
BE
FILED
WITH
THE
SEC

A registration statement on Form S-4 has been filed with the SEC, which includes the Joint Proxy Statement of Eaton Corporat
Industries
plc
(Cooper)
that
also
constitutes

a
Prospectus
of
Eaton
Corporation
plc
(1)

.
The
registration
statement
was
declared
effective
on
September
7,
2012.

Eaton
and
Cooper
are commencing sending to
their
respective
shareholders
(and
to
Cooper
equity
award
holders
for
information
only)

the
definitive
Joint Proxy

Statement/Prospectus (including the Scheme) in connection with the transaction. **Investors and shareholders are urged to read the**
Statement/Prospectus (including the Scheme) and other relevant documents filed or to be filed with the SEC carefully because
contain

important
information
about
Eaton,
Cooper,
Eaton
Corporation
plc,
the
transaction

and
related
matters.

Investors
and
security
holders

may

obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the

Eaton

and

Cooper

through

the

website

maintained

by

the

SEC

at

www.sec.gov.

In

addition,

investors

and

shareholders

may

obtain

free

copies

of

the

definitive

Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Eaton and Eaton Corporation plc with

Investor Relations at Eaton Corporation, 1111 Superior Avenue, Cleveland, OH 44114 or by calling (888) 328-6647, and may

Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Cooper by contacting Cooper Investor

P.O. Box 4446, Houston, Texas 77210 or by calling (713) 209-8400.

PARTICIPANTS

IN

THE

SOLICITATION

Cooper, Eaton and Eaton Corporation plc and their respective directors and executive officers may be deemed to be participants

from the respective shareholders of Cooper and Eaton in respect of the transaction contemplated by the Joint Proxy Statement/

regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareho

connection

with

the

proposed

transaction,

including

a
description
of
their
direct
or
indirect
interests,
by
security
holdings
or
otherwise,
is
set
forth
in
the
definitive

Joint Proxy Statement/Prospectus filed with the SEC. Information
regarding Cooper's directors and executive officers is contained in Cooper's Annual Report on
Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 13, 2012, which are
regarding Eaton's directors and executive officers is contained in Eaton's Annual Report on Form 10-K for the year ended De
its

Proxy
Statement
on
Schedule
14A,
dated
March
16,
2012,
which
are
filed
with
the
SEC.

STATEMENT
REQUIRED
BY
THE
IRISH
TAKEOVER
RULES

The
directors
of
Eaton

accept
responsibility
for
the
information
contained
in
this
communication.

To
the
best
of
the
knowledge
and
belief
of
the directors of Eaton

(who have taken all reasonable care to ensure such is the case),
the information contained in this communication is in accordance with the facts and does not
omit anything likely to affect the import of such information.

Persons interested in 1% or more of any relevant securities in Eaton or Cooper may from the date of this communication have
8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007 (as amended).

(1)
Currently
named
Eaton
Corporation
Limited
but
expected
to
be
re-registered
as
Eaton
Corporation
plc
prior
to
the
consummation
of
the
transaction.

3

©

2012 Eaton Corporation. All rights reserved

Forward Looking Statements

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are made by Eaton, Eaton Global plc, the acquisition and other transactions contemplated by the Transaction Agreement, our acquisition financing, our credit rating and our revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations.

trends, plans, events, results of operations or financial condition, or state other information relating to Eaton or Eaton Global p
beliefs of management as well as assumptions made by, and information currently available to, management. Forward-looking
will

be
accompanied
by
words
such
as

anticipate,
believe,
plan,
could,
estimate,
expect,
forecast,
guidance,
intend,
may,
possible,
potential,
predict,
project

or other similar words, phrases or expressions. These forward-looking statements are subject to various risks and
uncertainties, many of which are outside of our control. Therefore, you should not place undue reliance on such statements. Fa

actual
results
to
differ
materially
from
those
in
the
forward-looking
statements
include
adverse
regulatory
decisions;
failure
to
satisfy
other
closing

conditions with respect to the Acquisition; the risks that the new businesses will not be integrated successfully or that we will r
cost savings and synergies; our ability to refinance the bridge loan on favorable terms and maintain our current long-term credi
changes in the markets for our business segments; unanticipated downturns in business relationships with customers or their pu
competitive
pressures

on
our
sales
and
pricing;
increases
in
the
cost
of
material,
energy
and
other
production
costs,
or
unexpected
costs
that
cannot

be recouped in product pricing; the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected charges, litigation or dispute resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. We do not consider the foregoing factors and the other risks and uncertainties that affect our business described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC. We do not intend to update these forward-looking statements.

No statement in this presentation is intended to constitute a profit forecast for any period, nor should any statements be interpreted as earnings

or
earnings
per
share
will
necessarily
be
greater
or
lesser
than
those
for
the
relevant
preceding
financial
periods
for
Eaton.

4

©

2012 Eaton Corporation. All rights reserved

Eaton Corporation

A Premier Diversified Power

Management Company

A balanced power management company

Eaton's acquisition of Cooper Industries

2012 outlook

5

©

2012 Eaton Corporation. All rights reserved
Eaton provides energy efficient solutions using
electrical, mechanical, and fluid technologies
Cities &
Buildings

Transportation

Industrial &

Machinery

Information

Technology

Energy &

Utilities

Infrastructure

Our products & services deliver reliability, efficiency, and safety for:

helping to bridge the gap between rapidly rising demand for energy
and naturally constrained sources of supply with sustainable solutions

6

©

2012 Eaton Corporation. All rights reserved

Hydraulics

Electrical

Aerospace

Truck

Automotive

International Developed

U.S.

International Emerging

Today we have a global footprint across the five
business segments

2011 Sales by Region

2011 Sales by Business

7

©

2012 Eaton Corporation. All rights reserved
and our businesses are balanced across the
economic cycle

\$2.2B in Revenues

Electrical Service, Defense,

Filtration, Aerospace Aftermarket

\$3.6B in Revenues

Commercial Aerospace,

Nonresidential Construction,

Large Data Centers

\$4.7B in Revenues

Hydraulics, Industrial Controls,

Medium Duty Truck,

Mid-sized Data Centers

\$5.5B in Revenues

Residential Electric,

Single Phase Power Quality,

Heavy Duty Truck, Automotive

2011 Global Sales by Cycle

34%

29%

23%

14%

0%

20%

40%

60%

80%

100%

2011

8

©

2012 Eaton Corporation. All rights reserved
EBS embodies the values and processes that bind
the company and have enabled our success

Growth

Robust strategic planning
process for growth and
profitability

Outgrowing end markets
through innovation

Identifying higher growth markets

Established acquisition strategy
and processes

Profitability

Operational excellence

Global scale

Efficient functional support

Capital Efficiency

Effective working capital
management

Capital expenditures
targeted to support
growth

Foundation

Doing business right

Employee development

Customer focus

Supplier partnerships
A powerful combination of proven
foundation elements, tools, and processes,
EBS is at the heart of our strategy for being
a premier diversified industrial

9

©

2012 Eaton Corporation. All rights reserved

Executing our strategy has resulted in an
upward shift in profitability

Innovative new products

Margin accretive acquisitions

Leveraging the Eaton Business System

Targeted restructuring

Profitability Drivers

11.9%

12.7%

14.2%

14.5%-15%

0%

5%

10%

15%

20%

25%

2002

-2008

Average

2010

2011

2012E

+ 260 to 310 bps

10
©
2012 Eaton Corporation. All rights reserved
Cumulative Shareholder Returns
50
100
150

200
250
300
350
400
450
500
2000
2001
2002
2003
2004
2005
2006
2007
2008
2009
2010
2011

Aug-
12

Eaton

S&P 500

PDI Group

2000

Aug 2012

CAGR*

Return

Index

11.8%

2.5%

6.6%

Note

DI Group represents an equal weighted index of ABB, DHR, DOV, EMR, GE, HON, IR, ITW, MMM, PH, SI, SPW, TXT, U

*CAGR = Calculated using the End Point Methodology

Source Data: Capital IQ

Our shareholder returns have far outpaced

the broader market

11

©

2012 Eaton Corporation. All rights reserved
Powerful megatrends will help drive our markets
to grow at a multiple of global GDP

Electrical
Hydraulics

Aerospace
Truck
Automotive

23

By the numbers:

Percentage decrease in electricity demand possible through the application of energy efficient equipment and demand management services

100

Percentage increase in agricultural output by 2050 necessary in developing countries to feed the global population

30

Percentage decrease in fuel consumption of next generation single-aisle aircraft planned by 2020

20

90

Source: United Nations, IATA, NHTSA, Eaton analysis

Percentage decrease in fuel consumption by model year 2018 resulting from the first ever U.S. emissions standards for heavy-duty trucks

Percentage increase in proposed Corporate Average Fuel Economy (CAFE) standards by 2025 for passenger cars

12

©

2012 Eaton Corporation. All rights reserved

Eaton Corporation

A Premier Diversified Power

Management Company

A balanced power management company

Eaton's acquisition of Cooper Industries

2012 outlook

13

©

2012 Eaton Corporation. All rights reserved

Acquisitions have played a large role in growing
our electrical business

Electrical Group

Acquisitions

Year
Acq d
Sales
Market Participation
Regional Strength
Power Control
& Distribution
Power
Quality
Lighting &
Safety
Americas
EMEA
Asia-
Pacific
Cutler Hammer
1978
\$0.6B
Westinghouse DCBU
1994
\$1.0 B
Delta Electrical
2003
\$0.3 B
Powerware
2004
\$0.8 B
MGE Small Systems
2007
\$0.2 B
Moeller
2008
\$1.5 B
Phoenixtec
2008
\$0.5 B
Cooper
2012
\$5.4 B
28
other
Electrical
acquisitions
since
1990

14

©

2012 Eaton Corporation. All rights reserved
Transaction overview for Eaton's acquisition of
Cooper Industries
Combined
company

Premier power management company with 2011 sales of \$21.5B

Under the leadership of Eaton management

Named Eaton Corporation Plc and will continue to trade on NYSE as ETN

Incorporated in Ireland
Consideration

Cooper shareholders will receive \$39.15 in cash and 0.77479 ETN Plc shares, reflecting a 29% equity premium to the closing price on May 18

Eaton shareholders will receive 1 ETN Plc share
Financing

Fully committed bridge financing in place
Financial
benefits

\$375M operating synergies, with >80% realized by year 3, and \$160M
global
cash
management
and
resultant
tax
benefits
in
the
mature
year
(1)

Significantly accretive to Eaton's earnings
Timing

Expect closing 2
nd
half of 2012

Conditional on customary regulatory and shareholder approvals
(1)

The financial benefits statements have been reported on in accordance with the Irish Takeover Code. Please see the offer announcement dated May 21, 2012 for further details.

15

Cooper has a wide range of complementary electrical businesses

Cooper Power Systems

\$1.3 B sales

Market leader in
distribution grid
protection

Crouse-Hinds

\$1.0 B sales

Global leader in electrical
solutions for harsh and
hazardous environments

Safety

\$600 M sales

Leading European
provider of emergency
lighting and video
security
Electrical Products (\$2.5 B sales)

Lighting

\$1.1 B sales

Strong LED platform
driving growth

Bussmann:

\$650 M sales

Global leader in
circuit protection

B-Line Support structures

\$400 M sales

Global provider of
structural systems and
wire management solutions

Wiring devices

\$350 M sales

Electrical devices for

commercial and residential power distribution
Energy and Safety Solutions (\$2.9 B sales)

©
2012 Eaton Corporation. All rights reserved
16
Adding Cooper expands Eaton's market
participation
Moving Upstream
Utility power

distribution network
Historic Eaton Core
Facilities
Power Distribution
Moving Downstream
Load management
& lighting control

16

©

2012 Eaton Corporation. All rights reserved

17

©

2012 Eaton Corporation. All rights reserved

Broad portfolio of complementary products

Market segment expansion:

Upstream into power solutions encompassing primary and secondary distribution, grid automation, and smart grid

Downstream into lighting, lighting controls, and wiring devices

Expands our solutions with all channels

Well positioned to address long-term global requirements

Aging grid

Increased spending on energy & infrastructure

Protecting people, equipment and data

The strategic rationale for this acquisition is compelling -

I

18

©

2012 Eaton Corporation. All rights reserved

Aligns with our customer segment focus in oil & gas, mining,
energy efficiency and alternative energy

Adds breadth to our global geographic exposure

Attractive business in EMEA

Strong oil & gas industry positioning globally

Complementary component and utility business in APAC

Offers improved cash management flexibility for the corporation

The strategic rationale for this acquisition is compelling -

II

19
Our integrated operating company capabilities
(EBS)
will
drive
significant
synergies

(1)	
(\$M)	
2013	
2014	
2015	
2016	
Pre-tax operating synergies	
Sales synergies	
10	
35	
70	
115	
Cost-out synergies	
65	
140	
240	
260	
Total operating synergies	
75	
175	
310	
375	
Global cash management and resultant tax benefits	
160	
160	
160	
160	
Acquisition integration costs, pre-tax	
90	
75	
35	
-	

\$260M in cost out synergies with over 90% complete by 2015

\$200M in acquisition integration charges with ~80% incurred through 2014

Integration plans

Synergies

(1)

The financial benefits statements have been reported on in accordance with the Irish Takeover Code. Please see the offer announcement dated May 21, 2012 for further details.

20
©
2012 Eaton Corporation. All rights reserved
The
acquisition
is
accretive

to
earnings

(1)

(\$)

2013

2014

2015

2016

Operating EPS Accretion

(1)

(0.10)

0.35

0.45

0.55

Cash Operating EPS Accretion

(1,2)

0.40

0.65

0.75

0.85

Accretion

(1)

EPS accretion numbers do not represent a profit forecast as defined in the Irish Takeover Code

(2)

Cash Operating EPS excludes incremental amortization of intangibles arising from purchase
accounting

21

©

2012 Eaton Corporation. All rights reserved

Eaton Corporation

A Premier Diversified Power

Management Company

A balanced power management company

Eaton's acquisition of Cooper Industries

2012 outlook

22

©

2012 Eaton Corporation. All rights reserved

We project growth of 3% -

4% in our markets in 2012

2012E

Total

2012E

U.S.

Non

U.S.

Electrical Americas Index

8

9

5

Electrical ROW Index

(3)

n/a

(3)

Hydraulics Index

3

8

(1)

Aerospace Index

4

1

8

Truck Index

2

11

(4)

Automotive Index

3

10

1

Eaton Consolidated Index

3.5%

8%

(1)%

23

©

2012 Eaton Corporation. All rights reserved

leading to another year of record margins

2011

2012E

2015 Target

Electrical Americas

14.6%

16.5%

17%

Electrical ROW

9.4%

9.0%

14%

Hydraulics

15.6%

16.0%

17%

Aerospace

14.8%

15.0%

17%

Truck

18.4%

19.0%

20%

Automotive

12.0%

12.0%

13%

Eaton Consolidated

14.2%

14.5% -

15.0%

16% -

17%

24

©

2012 Eaton Corporation. All rights reserved

2012 Guidance

January

Guidance

February

Guidance

April

Guidance

July

Guidance

Market Growth of 3.5%

\$800M

\$800M

\$800M

\$560M

Market Outgrowth of 40%

\$320M

\$320M

\$320M

\$225M

Net Acquisition Revenue

\$90M

\$315M

\$365M

\$365M

Sales Decrease from FOREX

\$(550)M

\$(550)M

\$(300)M

\$(500)M

Incremental Margin

28%

28%

28%

29%

Tax Rate

17% -

19%

17% -

19%

16% -

18%

14% -

16%

Operating EPS

\$4.15 -

\$4.55

\$4.20 -

\$4.60

\$4.30 -

\$4.70

\$4.20 -

\$4.50

Fully Diluted EPS

\$4.10 -

\$4.50

\$4.13 -

\$4.53

\$4.23 -

\$4.63

\$4.09 -

\$4.39

Operating Cash Flow

\$1.7B to \$1.8B

\$1.7B to \$1.8B

\$1.7B to \$1.8B

\$1.7B to \$1.8B

Free Cash Flow

\$1.1B to \$1.2B

\$1.1B to \$1.2B

\$1.1B to \$1.2B

\$1.1B to \$1.2B

The operating EPS and Fully Diluted EPS guidance provided in July constitute a profit forecast for the purposes of the Irish Takeover Code and reports on those forecasts as required by the Irish Takeover Code will be mailed to Cooper shareholders with the joint proxy statement / prospectus.

25

©

2012 Eaton Corporation. All rights reserved

Our acquisition of Cooper Industries

remains on track

Proxy filed with SEC and mailing underway

U.S. HSR approval in early July and Canadian
Competition Bureau approval received in
September

Revolving finance facilities upsized to \$2B, and
\$600 million of term debt issued

Eaton Corporation
Reconciliation of Non-GAAP Financial Information
2Q
2012
All numbers \$M except per share numbers
Reconciliation of net income to operating earnings
2003

2004

2005

2006

2007

2008

2009

2010

2011

1Q 2012

2Q 2012

Low

High

Net income from continuing operations

356

\$

626

\$

783

\$

897

\$

959

\$

1,055

\$

383

\$

929

\$

1,350

\$

311

\$

382

\$

Net income from discontinued operations

30

22

22

53

35

3

-

-

-

-

-

Net Income

386

648

805

950

994

1,058

383

929

1,350

311

382

Acquisition integration charges (after-tax)

24

27

24

27

42

51

54

27

10

2

10

Operating earnings

410

\$

675

\$

829

\$

977
\$
1,036
\$
1,109
\$
437
\$
956
\$
1,360
\$
313
\$
392
\$
Net income per share - diluted
1.28
\$
2.07
\$
2.62
\$
3.11
\$
3.31
\$
3.26
\$
1.14
\$
2.73
\$
3.93
\$
0.91
\$
1.12
\$
4.09
\$
4.39
\$
Per share impact of unusual items (after tax)
0.08

0.08

0.07

0.09

0.14

0.16

0.16

0.08

0.03

0.01

0.03

0.11

0.11

Operating earnings per common share

1.36

\$

2.15

\$

2.69

\$

3.20

\$

3.45

\$

3.42

\$

1.30

\$

2.81

\$

3.96

\$

0.92

\$

1.15

\$

4.20

\$

4.50

\$

Reconciliation of segment operating profit to segment operating profit excluding restructuring charges

2003

2004

2005
2006
2007
2008
2009
2010
2011
1Q 2012
2Q 2012
Segment operating profit
763
\$
1,123
\$
1,374
\$
1,468
\$
1,668
\$
1,805
\$
950
\$
1,700
\$
2,260
\$
544
\$
592
\$
Acquisition integration charges (pre-tax)
36

41

36

40

64

76

80

40

14

3

8

Segment operating profit excluding restructuring

799

\$

1,164

\$

1,410

\$

1,508

\$

1,732

\$

1,881

\$

1,030

\$

1,740

\$

2,274

\$

547

\$

600

\$

Reconciliation of segment operating margin to segment operating margin excluding restructuring charges

Segment operating margin

9.8%

11.8%

12.7%

12.0%

12.8%

11.7%

8.0%

12.4%

14.1%

13.7%

14.6%

Acquisition integration charges

0.4%

0.4%

0.3%

0.3%

0.5%

0.5%

0.7%

0.3%

0.1%

0.1%

0.1%

Segment operating margin excluding restructuring

10.2%

12.2%

13.0%

12.3%

13.3%

12.2%

8.7%

12.7%

14.2%

13.8%

14.7%

Reconciliation of net income margin to after tax operating margin

Net income margin

5.0%

6.8%

7.4%

7.8%

7.6%

6.9%

3.2%

6.8%

8.4%

7.9%

9.4%

Acquisition integration charges

0.3%

0.3%

0.2%

0.2%

0.3%

0.3%

0.5%

0.2%

0.1%

0.1%

0.2%

After tax operating margin

5.3%

7.1%

7.6%

8.0%

7.9%

7.2%

3.7%

7.0%

8.5%

8.0%

9.6%

2012 Guidance

Reconciliation of net income to EBIT and EBITDA

2003
2004
2005
2006
2007
2008

2009
2010
2011
1Q 2012
2Q 2012
Net income from continuing operations
356
\$
626
\$
783
\$
897
\$
959
\$
1,055
\$
383
\$
929
\$
1,350
\$
311
\$
382
\$
Net income from discontinued operations
30

22

22

53

35

3

-

-

-

-

Net income

386

648

805

950

994

1,058

383

929

1,350

311

382

Income tax

122

133

191

77

97

73

(82)

99

201

57

37

Net interest expense

87

78

90

104

146

157

150

136

118

28

30

Other expense (income)

(5)

28

(27)

(72)

(43)

(30)

(9)

(1)

(38)

3

8

EBIT (including acquisition integration)

590

\$

887

\$

1,059

\$

1,059

\$

1,194

\$

1,258

\$

442

\$

1,163

\$

1,631

\$
399
\$
457
\$
Depreciation & amortization
394

400

409

434

439

571

573

551

556

140

138

EBITDA (including acquisition integration)

984

\$

1,287

\$

1,468

\$

1,493

\$

1,633

\$

1,829

\$

1,015

\$

1,714

\$

2,187

\$

539

\$

595

\$	
Reconciliation of EBIT and EBITDA to EBIT excluding restructuring and EBITDA excluding restructuring	
2003	
2004	
2005	
2006	
2007	
2008	
2009	
2010	
2011	
1Q 2012	
2Q 2012	
EBIT (including acquisition integration)	
590	
\$	
887	
\$	
1,059	
\$	
1,059	
\$	
1,194	
\$	
1,258	
\$	
442	
\$	
1,163	
\$	
1,631	
\$	
399	
\$	
457	
\$	
Acquisition integration charges (pre-tax)	
37	
41	
36	
40	
64	
77	
82	

40

14

3

8

EBIT (excluding restructuring)

627

\$

928

\$

1,095

\$

1,099

\$

1,258

\$

1,335

\$

524

\$

1,203

\$

1,645

\$

402

\$

465

\$

EBITDA (including acquisition integration)

984

\$

1,287

\$

1,468

\$

1,493

\$

1,633

\$

1,829

\$

1,015

\$

1,714

\$

2,187

\$
539
\$
595
\$
Acquisition integration charges (pre-tax)
37

41

36

40

64

77

82

40

14

3

8

EBITDA (excluding restructuring)
1,021
\$
1,328
\$
1,504
\$
1,533
\$
1,697
\$
1,906
\$
1,097
\$
1,754
\$
2,201
\$
542
\$
603

\$

Reconciliation of operating cash flow to free cash flow

2003

2004

2005

2006

2007

2008

2009

2010

2011

1Q 2012

2Q 2012

Operating cash flow

874

\$

838

\$

1,135

\$

1,431

\$

1,158

\$

1,441

\$

1,408

\$

1,282

\$

1,248

\$

(98)

\$

469

\$

1,700

\$

1,800

\$

Capital expenditures

273

330

363

360

354

448

195

394

568

105

126

600

600

Free cash flow

601

\$

508

\$

772

\$

1,071

\$

804

\$

993

\$

1,213

\$

888

\$

680

\$

(203)

\$

343

\$

1,100

\$

1,200

\$

2012 Guidance

Reconciliation of Eaton Electrical Americas operating profit to operating profit excluding restructuring

2006
2007
2008
2009
2010
2011

1Q 2012

2Q 2012

Electrical operating profit (including restructuring)

448

\$

534

\$

630

\$

518

\$

529

\$

605

\$

162

\$

190

\$

Acquisition integration charges (pre-tax)

2

-

4

4

2

8

1

2

Electrical operating profit (excluding restructuring)

450

\$

534

\$

634

\$

522

\$

531

\$

613

\$

163

\$	
192	
\$	
Reconciliation of Eaton Electrical Rest of World operating profit to operating profit excluding restructuring	
2006	
2007	
2008	
2009	
2010	
2011	
1Q 2012	
2Q 2012	
Electrical operating profit (including restructuring)	
26	
\$	
45	
\$	
233	
\$	
107	
\$	
264	
\$	
278	
\$	
53	
\$	
52	
\$	
Acquisition integration charges (pre-tax)	
5	
12	
43	
60	
33	
2	
1	
3	
Electrical operating profit (excluding restructuring)	
31	
\$	
57	

\$
276
\$
167
\$
297
\$
280
\$
54
\$
55
\$
Reconciliation of Eaton Hydraulics operating profit to operating profit excluding restructuring
2005
2006
2007
2008
2009
2010
2011
1Q 2012
2Q 2012
Hydraulic operating profit (including restructuring)
153
\$
221
\$
265
\$
285
\$
51
\$
279
\$
438
\$
109
\$
123
\$
Acquisition integration charges (pre-tax)
6

11

12

6

3

1

4

1

3

Hydraulic operating profit (excluding restructuring)

159

\$

232

\$

277

\$

291

\$

54

\$

280

\$

442

\$

110

\$

126

\$

Reconciliation of Eaton Aerospace operating profit to operating profit excluding restructuring

2005

2006

2007

2008

2009

2010

2011

1Q 2012

2Q 2012

Aerospace operating profit (including restructuring)

157

\$

182

\$

233

\$

283

\$

245

\$
220
\$
244
\$
60
\$
59
\$
Acquisition integration charges (pre-tax)
1

12

39

20

12

4

-

-

-

Aerospace operating profit (excluding restructuring)
158
\$
194
\$
272
\$
303
\$
257
\$
224
\$
244
\$
60
\$
59
\$

Reconciliation of Eaton Truck operating profit to operating profit excluding restructuring
2005
2006

2007

2008

2009

2010

2011

1Q 2012

2Q 2012

Truck operating profit (including restructuring)

453

\$

448

\$

357

\$

315

\$

39

\$

245

\$

486

\$

116

\$

120

\$

Acquisition integration charges (pre-tax)

4

5

-

-

-

-

-

Truck operating profit (excluding restructuring)

457

\$

453

\$

357

\$

315

\$

39

\$

245

\$

486

\$

116

\$

120

\$

Reconciliation of Eaton Automotive operating profit to operating profit excluding restructuring

2005

2006

2007

2008

2009

2010

2011

1Q 2012

2Q 2012

Automotive operating profit (including restructuring)

236

\$

143

\$

234

\$

59

\$

(10)

\$

163

\$

209

\$

44

\$

48

\$

Acquisition integration charges (pre-tax)

4

5

1

3

1

-
-
-
-

Automotive operating profit (excluding restructuring)

240
\$
148
\$
235
\$
62
\$
(9)
\$
163
\$
209
\$
44
\$
48
\$

Methodology for calculations used in the presentations

Return on equity = trailing 4 quarters net income / average trailing 5 quarters shareholder's equity

Return on invested capital = (EBIT - taxes) / average (total debt + equity)

Return on sales = net income / sales

Total return = stock price appreciation + dividend yield

Net debt to total capital = (total debt - cash & equivalents) / (total debt - cash & equivalents + equity)

Cash flow coverage ratio = (pre-tax income + depreciation + amortization + interest expense) / interest expense

Segment net working capital (including acquisitions) = accounts receivable + inventory - accounts payable. All amounts averaged

DSO = average of quarterly DSO; quarterly DSO = quarter end accounts receivable / quarter sales * 90 days

DOH = average of quarterly DOH; quarterly DOH = quarter end inventory / quarter COGS * 90 days

DPO = average of quarterly DPO; quarterly DPO = quarter end accounts payable / quarter COGS * 90days

Cash conversion cycle = DSO + DOH - DPO

Free cash flow = cash flow from operations - capital expenditures