

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN III	1b Three-digit plan number (PN) ▶	032	
	1c Effective date of plan	10/01/1997	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC 9 ROSZEL RD. PRINCETON, NJ 08540	2b Employer Identification Number (EIN)	20-5073412	
	2c Sponsor's telephone number	561-988-7200	
	2d Business code (see instructions)	332900	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	MINDY EBERT-FELDMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	MINDY EBERT-FELDMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TYCO INTERNATIONAL MANAGEMENT CO. ADMINISTRATIVE COMMITTEE 9 ROSZEL RD. PRINCETON, NJ 08540	3b Administrator's EIN 02-0328430 3c Administrator's telephone number 561-988-7200
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name TYCO INTERNATIONAL MANAGEMENT CO.	4b EIN 20-5073412 4c PN 032
--	--

5 Total number of participants at the beginning of the plan year	5	19088
---	----------	-------

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	13012
b Retired or separated participants receiving benefits.....	6b	253
c Other retired or separated participants entitled to future benefits.....	6c	6271
d Subtotal. Add lines 6a , 6b , and 6c	6d	19536
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	41
f Total. Add lines 6d and 6e	6f	19577
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	17652
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	341

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
--	--

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN III	B Three-digit plan number (PN) ▶	032
C Plan sponsor's name as shown on line 2a of Form 5500 TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC	D Employer Identification Number (EIN) 20-5073412	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

COLUMBIA

04-2838628

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS CAPITAL MANAGEMENT LLC

43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

100 VANGUARD BLVD.
MALVERN, PA 19355

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MORLEY CAPITAL

1300 SW FIFTH AVENUE
SUITE 3300
PORTLAND, OR 97201

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ALLIANCE BERNSTEIN

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ARONSON JOHNSON ORTIZ

230 SOUTH BROAD STREET
PHILADELPHIA, PA 19102

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WESTERN ASSET MANAGEMENT

385 EAST COLORADO STREET
PASADENA, CA 91101

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INST OPS CO

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	390436	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MORGAN LEWIS & BOCKIUS LLP

23-0891050

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 29	NONE	67492	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	57725	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CROWE HORWATH

35-0921680

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	49883	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BANK OF AMERICA

94-1687665

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
31	NONE	6785	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ CCM CAP AP ADM-BOSTON FINANCI 04-2526037	ANNUALIZED FORMULA - .35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN USA Z-COLUMBIA MGMT 04-2838628	ANNUALIZED FORMULA - .35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FKLN SMMIDCAPGRTH A-FRANKLIN TEMPL 94-3167260	ANNUALIZED FORMULA - .35%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS WORLDWIDE J-JANUS SERVICES LL 43-1804048	ANNUALIZED FORMULA - .33%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB GUARDIAN TRUST-STATE STREET BANK ONE LINCOLN STREET BOSTON, MA 02111	ANNUALIZED FORMULA - .35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INST OPS CO	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TEMPLETON FOREIGN A-FRANKLIN TEMPLE 94-3167260	ANNUALIZED FORMULA - .35%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN III	B Three-digit plan number (PN) ▶	032
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC	D Employer Identification Number (EIN) 20-5073412	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:	TYCO RSIP MASTER TRUST
--	------------------------

b Name of sponsor of entity listed in (a):	TYCO INTERNATIONAL MANAGEMENT CO.
---	-----------------------------------

c EIN-PN 04-3333494-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 828910034
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN III	B Three-digit plan number (PN)	032
C Plan sponsor's name as shown on line 2a of Form 5500 TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC	D Employer Identification Number (EIN) 20-5073412	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	369294	714827
(2) Participant contributions	1b(2)	404891	725005
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	24744622	28027059
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	667360991	828910034
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	692879798	858376925

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	692879798	858376925
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	40869266	
(B) Participants	2a(1)(B)	46471754	
(C) Others (including rollovers)	2a(1)(C)	2209121	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		89550141

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1443900	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1443900

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		143753854
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		234747895

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	67397699	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		67397699
f Corrective distributions (see instructions)	2f		508
g Certain deemed distributions of participant loans (see instructions).....	2g		60204
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	576391	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		576391
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		68034802

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		166713093
l Transfers of assets:			
(1) To this plan.....	2l(1)		847059
(2) From this plan	2l(2)		2063025

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		10288
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN IV	20-5073412	035
TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN V	20-5073412	031

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>TYCO INTERNATIONAL RETIREMENT SAVINGS & INVESTMENT PLAN III</u>	B Three-digit plan number (PN) ▶ <u>032</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TYCO INTERNATIONAL MANAGEMENT COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>20-5073412</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-2723880</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Tyco International
Retirement Savings and Investment Plan III
(f/k/a Tyco International (US) Inc. Retirement
Savings and Investment Plan III)
Financial Statements and Supplemental Schedules
December 31, 2009 and 2008
With Report of Independent Auditors

Tyco International
Retirement Savings and Investment Plan III
Table of Contents

	<u>Page</u>
Report of Independent Auditors.....	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008.....	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2009.....	3
Notes to Financial Statements.....	4
Supplemental Schedules:	
Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year).....	14



Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

To the Participants and Plan Administrator of the
Tyco International Retirement Savings and Investment Plan III
Princeton, New Jersey

We have audited the accompanying statements of net assets available for benefits of the Tyco International Retirement Savings and Investment Plan III (formerly Tyco International (US) Inc. Retirement Savings and Investment Plan III) ("Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions and Schedule H, Line 4 (i) - Schedule of Assets (Held at End of Year) are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic 2009 financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

Crowe Horwath LLP
Crowe Horwath LLP

Oak Brook, Illinois
June 24, 2010

Tyco International
Retirement Savings and Investment Plan III
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Assets		
Investments at fair value:		
Investment in the Tyco International Retirement Savings and		
Investment Plan Master Trust.....	\$ 858,436,400	\$ 677,824,730
Employer contributions receivable.....	714,827	369,294
Participants' contributions receivable.....	725,005	404,891
Total receivables.....	<u>1,439,832</u>	<u>774,185</u>
Net assets reflecting all investments at fair value.....	859,876,232	678,598,915
Adjustment from fair value to contract value for fully benefit-responsive		
contracts.....	<u>(1,499,307)</u>	<u>14,280,883</u>
Net assets available for benefits	<u>\$ 858,376,925</u>	<u>\$ 692,879,798</u>

The accompanying notes are an integral part of the financial statements.

Tyco International
Retirement Savings and Investment Plan III
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2009

Sources of net assets	
Investment income from the Tyco International Retirement Savings and Investment Plan Master Trust	\$ 145,197,754
Employer contributions	40,869,266
Participants' contributions	48,680,875
Total contributions	89,550,141
Total sources	234,747,895
Application of net assets	
Benefits paid to participants	67,458,411
Administrative expenses	576,391
Total applications	68,034,802
Net increase prior to transfers to affiliated plans	166,713,093
Net transfers to affiliated plans (Note 8)	(1,215,966)
Net increase in net assets available for benefits	165,497,127
Net assets available for benefits:	
Beginning of year	692,879,798
End of year	\$ 858,376,925

The accompanying notes are an integral part of the financial statements.

**Tyco International
Retirement Savings and Investment Plan III
Notes to Financial Statements
December 31, 2009 and 2008**

1. Description of Plan

The Tyco International Retirement Savings and Investment Plan III (the “Plan” or “RSIP III”) was established December 31, 1996 as a result of a spin off of the hourly portion of the Kendall Employees’ Savings and Investment Plan (the “Kendall Plan”) into the Plan (prior to January 1, 2009, the Plan was known as “Tyco International (US) Inc. Retirement Savings and Investment Plan III”). The Plan was a successor to and continuation of the portion of the Kendall Plan that contained the account balances of hourly employees (both active and terminated) of the Kendall Company, which was a division of Tyco International. Effective August 3, 2002, the Plan was amended and restated to incorporate amendments made to the Plan after the January 1, 2001 restatement and reflected the reorganization of certain 401(k) retirement plans sponsored by Tyco International in order to more closely align the participants in such plans with the various business units of the controlled group.

Effective September 30, 2006, in anticipation of the plan to separate Tyco International Ltd. (“Tyco” or “TIL”) into three separate, unrelated publicly traded companies consisting of Covidien Ltd (“Covidien”), Tyco Electronics Ltd. (“Tyco Electronics”), and TIL (the “Separation”), the Plan was amended to change the Plan Sponsor from Tyco International (US) Inc. to Citrine Management Corp. (“CMC”). On February 8, 2007, CMC changed its name to Tyco International Management Company (“TIMCO” or “Plan Sponsor”) and TIMCO is currently the Plan Sponsor of the Plan. Effective January 1, 2009, the name of the Plan was changed to Tyco International Retirement Savings and Investment Plan III.

The Plan is a defined contribution plan and is available to certain salaried and non-union hourly corporate employees of Tyco and Tyco affiliated companies employed by the Fire Protection Contracting and Services business of the Fire Protection Services segment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code of 1986, as amended (the “Code”). Selected Plan provisions are described below. Participants should refer to the Plan document and summary plan description for more complete information regarding the terms of the Plan.

Eligibility

Plan participants must be at least eighteen years old.

Contributions

Contributions are subject to Code limitations. Contributions to the Plan are funded on a per pay period basis.

Participants’ contributions - Participants may contribute a percentage of their eligible compensation up to a specified amount. During 2009, the following contribution limits applied: (i) non-highly compensated employees may contribute up to 35% of eligible compensation on a combined before-tax and/or after-tax basis, (ii) highly-compensated employees may contribute up to 13% of eligible compensation on a before-tax basis and up to an additional 7% on an after-tax basis, and (iii) highly-compensated employees who are eligible to participate in the Tyco Supplemental Savings and Retirement Plan, a non-qualified deferred compensation plan, may contribute up to 13% on a before-tax basis not to exceed \$14,000 and such employees are not eligible to make after-tax contributions.

Employer contributions - Certain participant contributions are eligible to receive matching contributions. Additionally, certain employees are eligible to receive “supplemental” matching contributions based on their years of service with Tyco and its affiliated companies. The level of matching contributions and supplemental matching contributions varies for each participating employer in the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s deferral contributions, employer contributions, and an allocation of earnings or losses, and is charged with participant fees, as applicable. Participants are entitled to the benefit in their respective accounts, to the extent vested.

Vesting

Participants are immediately vested in any contributions they make to the Plan, plus actual earnings thereon. Vesting with respect to any matching contributions, and any associated earnings, is based on a participant's years of "vesting service." Effective January 1, 2002, participants who perform an hour of service on or after that date are fully vested following completion of three years of vesting service. Any participant who performs an hour of service after January 1, 2002 and is covered under a former employer's graded vesting schedule will become 100% vested after three years of vesting service, regardless of the prior employer's graded vesting schedule. Prior to January 1, 2002, a participant was generally 100% vested after five years of vesting service. However, participants from a former employer's plan that was merged into the Plan could continue to vest in accordance with the former plan's vesting schedule.

Forfeitures

Upon termination of employment for reasons other than a distributable event, nonvested contributions are forfeited at the time of termination. Nonvested forfeitures may be used to reduce employer contributions or to pay Plan expenses. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$299,149 and \$189,532, respectively.

Investment Options

Plan participants are able to direct the investment of their Plan holdings (employer and employee contributions) into various investment options offered under the Plan, on a daily basis. However, participants are not permitted to direct new contributions and exchanges into the Tyco Electronics Ltd. Stock Fund and the Covidien Ltd. Stock Fund. Balances remaining in these stock funds as of December 31, 2008, were liquidated and transferred to the plan's Qualified Default Investment Alternative ("QDIA") during January 2009. The Tyco Electronics Ltd. Stock Fund and the Covidien Ltd. Stock Fund were removed from the Plan as of January 21, 2009.

Participant Loans Receivable

Participants are allowed to borrow from their Plan accounts. The minimum amount that a participant may borrow is \$1,000. The maximum amount that a participant may borrow is the lesser of: (i) 50% of the participant's vested account balance; or (ii) \$50,000 less the highest loan balance outstanding in the previous twelve months. Participants are allowed to have two loans outstanding at a time. Loans are adequately secured by the participant's account balance and bear a reasonable interest rate. Loans must be repaid through payroll deductions, and upon termination of service, all loans must be repaid in full.

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may elect to receive either a lump sum distribution equal to the participant's vested interest in his or her account, or to have an annuity purchased by the Plan with the vested interest in the participant's account, in accordance with the terms of the Plan document.

Administrative Expenses

At the present time, some of the expenses of administering the Plan, including the fees of the Plan trustee, consultants and auditor expenses, but excluding certain loan fees, hardship withdrawal fees and Qualified Domestic Relations Order ("QDRO") processing fees, are paid by Tyco and its affiliated employers and/or from Plan forfeitures. The costs associated with certain investment options such as management fees, brokerage fees and transfer taxes are deducted from the assets of the investment options and are generally assessed as a percentage of assets invested. Plan recordkeeping fees are also included as part of these fees.

Plan Administration

The Plan is administered by an administrative committee consisting of at least three persons appointed by the Board of Directors of the Plan Sponsor. Fidelity Investments Institutional Operations Company, Inc. maintains the participant accounts as record keeper of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to amend or terminate the Plan subject to the provisions of the Plan and ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Recently Issued Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board ("FASB") issued guidance that emphasizes that even if there has been a significant decrease in the volume and level of activity, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The guidance provides a number of factors to consider when evaluating whether there has been a significant decrease in the volume and level of activity for an asset or liability in relation to normal market activity. In addition, when transactions or quoted prices are not considered orderly, adjustments to those prices based on the weight of available information may be needed to determine the appropriate fair value. The guidance also requires increased disclosures. This guidance is effective for annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The impact of adoption of this guidance was not material to the Plan's net assets available for benefits.

Investment Valuation and Income Recognition

The Plan participates in the Tyco International Retirement Savings and Investment Plan Master Trust (the "Master Trust") with other Tyco sponsored defined contribution plans, which consist of the Tyco International Retirement Savings and Investment Plan IV, the Tyco International Retirement Savings and Investment Plan V, and the Tyco International Retirement Savings and Investment Plan VI (with respect to the Tyco International Ltd. Stock Fund, Covidien Ltd. Stock Fund, Tyco Electronics Ltd. Stock Fund, Interest Income Fund, Intermediate Term Bond Fund, and Mid-Cap Equity Blend Fund only) ("RSIP VI") (collectively with RSIP III, the "RSIPs").

The Plan's investment in the Master Trust is reported at estimated fair value based on the fair values of the underlying investments held in the Master Trust. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan records investment income or loss from the Master Trust (including interest, dividends, net unrealized and realized gains and losses) based upon each plan participants' ownership in the underlying investments comprising the Master Trust. Expenses for participant loans and hardship withdrawals are allocated on a participant basis. Other expenses that are offset against forfeitures are specifically charged to each plan, as applicable. Certain investment management fees are offset against investment income.

FASB guidance defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. FASB guidance establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The fair values of the underlying investments of the Master Trust are determined as follows:

Interest bearing cash is primarily invested in a money market mutual fund. The fair value is determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Registered investment companies are valued by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs). The Plan's registered investment companies include U.S. Equity, balance (equities and bonds), and target retirement age mutual funds. The target retirement age mutual funds automatically reduce the equity allocation as the participant approaches the targeted retirement year and beyond.

Common and preferred stocks are valued by obtaining quoted prices on recognized and highly liquid exchanges (level 1 inputs).

Collective trusts are valued based on their net asset values, as reported by custodians as of the financial statement dates and prices of recent transactions (level 2 inputs). The investment objectives and underlying investments of the collective trusts vary, with one holding a diversified portfolio of large international equities that provides for daily redemptions by the Plan at reported net assets values per share, with no advance notice requirement. The other collective trust, which is an underlying investment of the Interest Income Fund, a unitized fund held by the Master Trust, holds a diversified portfolio of domestic and foreign fixed income securities. This investment is generally redeemable within this fund with a 30-day redemption notification requirement.

Fully benefit-responsive investment contract values are estimated by discounting the projected cash flows based upon current yields for contracts with comparable durations and credit quality of the issuers (level 2 inputs).

Wrapper contracts, or synthetic guaranteed investment contracts, generally cover a diversified portfolio of government and corporate bonds, and collective trusts. The contract amortizes the realized and unrealized gains from the underlying investments through adjustments to the crediting rate earned by the Participants in the fund. The writer of the contract provides assurances that adjustments to the rate earned by participants do not result in a future rate less than zero. A rate less than zero would result in a partial loss of principal and accumulated earnings. Fair values of wrapper contracts associated with synthetic contracts are determined through matrix pricing models incorporating inputs for comparable contract size, duration, cash flows, the credit quality of the underlying portfolio and other terms (level 2 inputs).

U.S. Treasury securities and government agency securities traded on a national exchange or reported on the NASDAQ are valued based upon the closing price reported in the active market in which the security is traded (level 1 inputs). When no sales price is available, the fair values of U.S. Treasury securities and government agency securities may be determined through pricing models, such as a single cash flow model, that incorporate data on interest rate movements, pass-thru securities markets, bid evaluations, and other pertinent data (level 2 inputs). Residential mortgage-asset backed securities are priced using the most recent bid prices or potentially the mean of the latest bid and asked prices (level 2 inputs).

Corporate debt securities are valued based upon the closing price reported in the active market in which the security is traded, when available (level 1 inputs). Other corporate bonds are valued based upon recent bid prices or the average of recent bid and asked prices when available (level 2 inputs) and, if not available, they are valued through matrix pricing models developed by sources considered to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for specific securities but rather by relying on securities' relationship to other benchmark quoted securities (level 2 inputs). Commercial mortgage-backed securities and other asset-backed securities are valued using matrix pricing (level 2 inputs).

Other securities consist mostly of credit default swap (CDS) securities, that are valued by third party pricing sources obtained by the custodian which may utilize models that incorporate pertinent data to determine pricing, such as cash flows, credit curves and recovery rates (level 2 inputs) and non-U.S. sovereign debt securities, where the custodian will utilize available broker/dealer quotes (level 2 inputs).

Participant loans are valued at cost plus accrued interest as of the respective financial statement date. The fair value of participant loans has been estimated to approximate amortized cost (level 3 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fully Benefit-Responsive Investment Contracts

Net assets available for benefits reflect the Plan's interest in the contract value of the fully benefit-responsive investment contracts held in the Master Trust, because the Plan's allocable share of the difference between fair value and contract value for these investments is presented as a separate adjustment in the statement of net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Benefit Payments

Benefit payments to participants are recorded when distributed.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

3. Income Tax Status

The Plan obtained its latest determination letter on October 8, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

4. Risk and Uncertainties

The Master Trust, in which the Plan holds an interest, invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Plan participants direct the investment of their Plan holdings into various investment options offered under the Plan and solely bear the risk of loss associated with the investment securities in which they are invested pursuant to ERISA section 404(c).

5. Investments in the Master Trust

As explained in Note 2, the Plan's assets are commingled with the assets of several other Tyco-sponsored defined contribution plans in the Master Trust. Fidelity Management Trust Company ("Fidelity"), the trustee for the Master Trust, holds the Master Trust's investment assets, provides administrative functions for each of the plans participating in the Master Trust, and executes investment transactions as directed by participants.

The Plan's relative share of ownership of the total net assets of the Master Trust was approximately 43% and 44% as of December 31, 2009 and 2008, respectively. The Plan's relative share of ownership varies in each of the underlying investments of the Master Trust.

The following table presents net assets held in the Master Trust, including fair value of investments held in the Master Trust, and the contract value adjustment, as applicable, pertaining to the Interest Income Fund held in the Master Trust as of December 31, 2009 and 2008.

	December 31,	
	2009	2008
Investments at fair value		
Interest bearing cash	\$ 120,765,232	\$ 69,449,310
Registered investment companies		
<i>US Equity Mutual Funds</i>		
Fidelity Growth Company Fund	348,284,517	239,611,437
Vanguard Windsor II Fund	122,314,563	96,494,292
Spartan US Equity Index Fund Advantage Class	95,404,627	74,915,821
Allianz CCM Capital Appreciation Fund	44,640,140	36,630,970
Vanguard Small-Cap Index Institutional	35,887,356	—
<i>Target Date Mutual Funds</i>		
Fidelity Freedom 2000 Fund	17,126,571	12,422,684
Fidelity Freedom 2010 Fund	72,092,761	46,551,134
Fidelity Freedom 2020 Fund	124,734,244	64,817,186
Fidelity Freedom 2030 Fund	80,142,813	38,752,744
Fidelity Freedom 2040 Fund	38,109,074	15,555,950
Fidelity Freedom 2050 Fund	5,694,288	—
<i>Balanced Blend Mutual Funds</i>		
Fidelity Balanced Fund	127,829,459	98,479,080
Fidelity Freedom Income Fund	10,387,518	8,529,711
Columbia Acorn	—	14,487,653
Total registered investment companies	1,122,647,931	747,248,662
U.S. treasury securities and government agency securities	156,021,843	236,406,300
Collective trusts	138,510,084	118,595,517
Corporate debt instruments	207,736,236	173,025,320
Other common stock	71,540,784	95,286,820
Tyco common stock	49,057,716	27,020,758
Investment contracts	48,702,340	32,172,809
Wrapper contracts	—	—
Other securities	4,997,134	8,375,498
Participant loans	76,469,172	68,620,559
Total investments at fair value	1,996,448,472	1,576,201,553
Other receivables	6,592,677	5,253,430
Other liabilities	(25,994,550)	(24,073,720)
Net assets reflecting all investments at fair value	1,977,046,600	1,557,381,263
Adjustment from fair value to contract value for fully benefit-responsive contracts	(3,327,878)	31,740,500
Net assets at contract value	\$ 1,973,718,721	\$ 1,589,121,763

Investment income for the Master Trust for the year ended December 31, 2009 is as follows:

	Year Ended December 31, 2009
Investment income	
Net appreciation in fair value of investments:	
Registered investment companies	\$ 245,944,264
Collective trusts	16,375,136
Tyco common stock	19,034,135
Other common stock	15,491,414
U.S. treasury securities, government agency securities, other securities, and corporate debt instruments	5,405,360
Total net appreciation	302,250,309
Interest and dividends	42,169,864
Total investment income	\$ 344,420,173

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2009.

		Fair Value Measurements at December 31, 2009 Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Interest bearing cash.....	\$	120,765,232	\$	120,765,232	\$ —
Common stock					
U.S. equity		71,540,784	71,540,784	—	—
Tyco common stock		49,057,716	49,057,716	—	—
Total common stock		120,598,500	120,598,500	—	—
Fixed income					
U.S. treasury securities and government agency securities		32,519,016	13,860,417	18,658,599	—
Corporate bonds		111,013,302	82,121,147	28,892,155	—
Other securities		4,997,134	—	4,997,134	—
Government agency asset-backed securities		51,961,252	—	51,961,252	—
Commercial-backed securities		44,761,682	—	44,761,682	—
Mortgage-backed securities		123,502,827	—	123,502,827	—
Total fixed income		368,755,213	95,981,564	272,773,649	—
Registered investment companies.....		1,122,647,931	1,122,647,931	—	—
Collective trusts.....					
International equity fund		70,961,799	—	70,961,799	—
Fixed income fund		67,548,285	—	67,548,285	—
Total collective trusts		138,510,084	—	138,510,084	—
Others.....					
Investment contracts		48,702,340	—	48,702,340	—
Wrapper contracts		—	—	—	—
Participant loans		76,469,172	—	—	76,469,172
Total other		125,171,512	—	48,702,340	76,469,172
Total investments at fair value.....	\$	1,996,448,472	\$	1,459,993,227	\$ 459,986,073
					\$ 76,469,172

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2008.

		Fair Value Measurements at December 31, 2008 Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	12/31/2008				
Interest bearing cash.....	\$ 69,449,310	\$ 69,449,310	\$ —	\$ —	
Registered investment companies.....	747,248,662	747,248,662	—	—	
Collective trusts.....	118,595,517	—	118,595,517	—	
Investment contracts.....	32,172,809	—	32,172,809	—	
Wrapper contracts	—	—	—	—	
Tyco common stock.....	27,020,758	27,020,758	—	—	
Other common stock.....	95,286,820	95,286,820	—	—	
U.S. Treasury securities and government agency securities.....	236,406,300	6,299,631	230,106,669	—	
Corporate debt instruments.....	173,025,320	87,496,603	85,528,717	—	
Other securities.....	8,375,498	—	8,375,498	—	
Participant loans.....	68,620,559	—	—	68,620,559	
Total investments at fair value	\$ 1,576,201,553	\$ 1,032,801,784	\$ 474,779,210	\$ 68,620,559	

The table below presents a reconciliation of all investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the year ended December 31, 2009, including the reporting classifications for the applicable gains and losses included in the statement of changes in net assets available for benefits:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Beginning balance, January 1, 2009.....	\$ 68,620,559
Purchases, sales, issuances and settlements (net).....	7,848,613
Ending balance, December 31, 2009.....	\$ 76,469,172

6. Interest Income Fund

The Interest Income Fund ("Fund") is a unitized fund offered exclusively to plans participating in the Master Trust, and is comprised of fully benefit-responsive investment contracts, synthetic investment contracts, government and corporate fixed income securities, and common collective trusts. Contracts are issued by banks, insurance companies and other financial institutions ("Issuers"). The Fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses.

The investment contracts specify certain conditions under which distributions from the contracts would be payable at amounts below contract value. Such circumstances include but are not limited to:

- Fund's failure to qualify for exemption under Code Section 501(a) or qualification as a group trust under IRS Revenue Ruling 81-100;
- Establishment of a competing fund or transfers to competing funds without equity wash;
- Adoption of amendments to Fund documents unless agreed to by issuer;
- Partial or complete termination of the Fund or any plan;
- Participant communications designed to induce or influence participants not to invest in Fund or to transfer assets out of the Fund;

- Group termination, group layoff, early retirement program;
- Merger or consolidation of any plan with another plan;
- Changes in laws, regulations or administrative positions that could result in substantial withdrawals from, or transfers out of, the Fund; and
- Insolvency or bankruptcy with regard to the Fund or the contract holder.

The contracts limit the circumstances under which the Issuers may terminate the contracts. Examples of circumstances which would allow the Issuers to terminate the contracts include but are not limited to:

- Management of the portfolio is not in accordance with investment management guidelines;
- Contract holder breaches any of its obligations under the wrap agreements (such as the obligation to pay wrap fees);
- Any representation or warranty made by the contract holder becomes untrue;
- Replacement of investment manager without prior issuer consent;
- Qualified plans cease to meet the requirements of Code Sections 401(a), 401(k) or 457; and
- Wrap becomes a prohibited transaction within the meaning of Section 406 of ERISA.

If one of these events were to occur, the Issuers could terminate the contracts at an amount less than contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rates of the contracts are based on an agreed-upon formula with the Issuer, as defined in the contract agreements, but cannot be less than 0%. The interest rates are reviewed on a monthly basis for resetting. The key factors that influence future interest crediting rates could include the following: the level of market interest rates; the amount and timing of participant contributions, transfers and withdrawals into/out of the contract; and the duration of the underlying investments backing the contracts. The Plan's allocable share of the resulting gains and losses in the fair value of the investment contracts relative to the contract value, if any, is reflected in the Statement of Net Assets Available for Benefits as adjustment from fair value to contract value for fully benefit-responsive investment contracts ("adjustment"). The positive adjustment indicates that the contract value is greater than the fair value. The negative adjustment indicates that the contract value is less than the fair value. The embedded losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case.

	2009	2008
Average contract yield in the aggregate for all contracts:		
Based on annualized earnings ⁽¹⁾	2.49%	6.30%
Based on interest rate credited to participants ⁽²⁾	2.94%	3.69%

⁽¹⁾ Computed by dividing the annualized one-day actual earnings on the contracts on the last day of the Plan year by the fair value of the contract investments on the same date.

⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contract investments on the same date.

7. Parties-In-Interest Transactions

The underlying investments of the Master Trust include a unitized stock fund, the Tyco International Ltd. Stock Fund ("Stock Fund"), which is comprised of a short-term investment fund component and common shares of TIL, the parent of the Plan Sponsor. The unit values of the Stock Fund are recorded and maintained by Fidelity, and the Plan. Plan participants may direct up to 25% of their employee and employer contributions to the Stock Fund. In addition, participants may exchange a portion of their account balance into the Stock Fund, provided the transaction does not cause the portion of their account balance invested in the Stock Fund to exceed 25%. During the year ended December 31, 2009, the Plan purchased units in the Stock Fund of approximately \$3.4 million, sold units in the Stock Fund of approximately \$2.2 million, and had net appreciation in the fair value of investments of approximately \$4.9 million. The total value of the Plan's investment in the Stock Fund was approximately \$12.6 million and \$6.5 million as of December 31, 2009 and 2008, respectively.

Certain of the assets of the Master Trust are invested in registered investment companies managed by Fidelity Investments, for which Fidelity Management & Research Company ("FMR Co.") provides investment advisory services.

FMR Co. is an affiliate of both Fidelity, and Fidelity Investments Institutional Operations Company, Inc., record keeper of the Plan. Expenses paid to FMR Co. and/or its affiliates by the Plan during the year ended December 31, 2009 were approximately \$200,169. These transactions and investments, as well as participant loans, qualify as “party-in-interest” transactions, as “party-in-interest” is defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Company and certain others.

8. Net Transfers to Affiliated Plans

During the year ended December 31, 2009, assets transferred to affiliated plans were as follows:

<u>Plan Name</u>	<u>Date Transferred</u>	<u>Assets Transferred</u>
Net transfers to other RSIPs	Various	\$ (1,215,966)

9. Litigation Contingency

TIL and some members of its former directors and senior corporate management were named as defendants in a number of lawsuits alleging violations of the disclosure provisions of the federal securities law. In June 2007, the Company settled 32 purported securities class action lawsuits arising from actions alleged to have been taken by former management for \$2.975 billion. The Master Trust for the RSIPs, as record owner of TIL shares held in the TIL Stock Fund which were purchased or sold during the relevant class period (June 4, 2001-April 30, 2002), was notified of the settlement and of its right as a plaintiff class member (i) to decide not to participate in the settlement, (ii) to file objections to the settlement, and (iii) to file a proof of claim seeking a share of the settlement amount. The Tyco Administrative Committee appointed U. S. Trust Company (“U. S. Trust”) to act as independent fiduciary on behalf of the RSIPs and the Master Trust in connection with the proposed settlement. U.S. Trust filed proofs of claim on behalf of the RSIPs and the Master Trust seeking a share of the settlement amount, based on an analysis of transactions in the Master Trust involving TIL stock during the class period. In February 2009, the claims administrator for the settlement class determined that the portion of the settlement fund allocable to all retirement plans was \$6,387,835, and that the portion allocable to the TIL-sponsored RSIPs was \$2,460,730 (with the remaining being allocable to retirement plans now sponsored by Tyco Electronics and Covidien), which is included in the net appreciation in the fair value of investments in the Master Trust (Note 5). The actual settlement was made on October 19, 2009. The settlement amount received by the RSIPs and the Master Trust was allocated, net of administrative fees, among current and former RSIP participants on whose behalf TIL shares were purchased or sold during the class period.

In addition, in November 2009, TIL settled with plaintiffs who had brought eight separate class actions under ERISA. The eight actions had alleged that the defendants breached their fiduciary duties under ERISA by negligently misrepresenting and negligently failing to disclose material information to the RSIP participants. The complaints also asserted that the defendants breached their fiduciary duties by allowing the plans to invest in TIL’s shares when it was not a prudent investment. These ERISA-based actions covered a class “consisting of all participants in the Plans for whose individual accounts the Plans purchased and/or held shares of Tyco Stock Fund at any time from August 12, 1998 to July 25, 2002.” On November 23, 2009, the Court entered a final order approving the settlement entered into by the plaintiffs, TIL, and certain defendants. Under the terms of the settlement, the plaintiffs agreed to release all claims against TIL and its former employees, officers and certain directors in consideration for the payment of \$70.2 million from TIL to the certified class, which consisted of participants in TIL’s pre-separation retirement plans (including the RSIPs) for those individual accounts the plans purchased and/or held shares of the Tyco Stock Fund during the period stated above. The settlement amount will be allocated among such participants (including participants in retirement plans now sponsored by Covidien and Tyco Electronics) net of attorneys’ fees and costs. No amount has been recorded in the financial statements of the Plan as of December 31, 2009 to reflect the gain from the ERISA settlement referenced above as the allocation among the TIL-sponsored RSIPs is not reasonably estimable. TIL has paid all of the legal fees to defend these actions against TIL.

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions
 Year Ended December 31, 2009

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
YES	\$10,288			

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Loans	Interest rates ranging from 3.25% to 11.00%	**	\$ 28,027,059

* Denotes a party-in-interest to the Plan.

** Cost information not required for participant-directed investments.

Tyco International
Retirement Savings and Investment Plan III
(f/k/a Tyco International (US) Inc. Retirement
Savings and Investment Plan III)
Financial Statements and Supplemental Schedules
December 31, 2009 and 2008
With Report of Independent Auditors

Tyco International
Retirement Savings and Investment Plan III
Table of Contents

	<u>Page</u>
Report of Independent Auditors.....	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008.....	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2009.....	3
Notes to Financial Statements.....	4
Supplemental Schedules:	
Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year).....	14



Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

To the Participants and Plan Administrator of the
Tyco International Retirement Savings and Investment Plan III
Princeton, New Jersey

We have audited the accompanying statements of net assets available for benefits of the Tyco International Retirement Savings and Investment Plan III (formerly Tyco International (US) Inc. Retirement Savings and Investment Plan III) ("Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions and Schedule H, Line 4 (i) - Schedule of Assets (Held at End of Year) are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic 2009 financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

Crowe Horwath LLP
Crowe Horwath LLP

Oak Brook, Illinois
June 24, 2010

Tyco International
Retirement Savings and Investment Plan III
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Assets		
Investments at fair value:		
Investment in the Tyco International Retirement Savings and		
Investment Plan Master Trust.....	\$ 858,436,400	\$ 677,824,730
Employer contributions receivable.....	714,827	369,294
Participants' contributions receivable.....	725,005	404,891
Total receivables.....	<u>1,439,832</u>	<u>774,185</u>
Net assets reflecting all investments at fair value.....	859,876,232	678,598,915
Adjustment from fair value to contract value for fully benefit-responsive		
contracts.....	<u>(1,499,307)</u>	14,280,883
Net assets available for benefits	<u>\$ 858,376,925</u>	<u>\$ 692,879,798</u>

The accompanying notes are an integral part of the financial statements.

Tyco International
Retirement Savings and Investment Plan III
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2009

Sources of net assets	
Investment income from the Tyco International Retirement Savings and Investment Plan Master Trust	\$ 145,197,754
Employer contributions	40,869,266
Participants' contributions	48,680,875
Total contributions	89,550,141
Total sources	234,747,895
Application of net assets	
Benefits paid to participants	67,458,411
Administrative expenses	576,391
Total applications	68,034,802
Net increase prior to transfers to affiliated plans	166,713,093
Net transfers to affiliated plans (Note 8)	(1,215,966)
Net increase in net assets available for benefits	165,497,127
Net assets available for benefits:	
Beginning of year	692,879,798
End of year	\$ 858,376,925

The accompanying notes are an integral part of the financial statements.

**Tyco International
Retirement Savings and Investment Plan III
Notes to Financial Statements
December 31, 2009 and 2008**

1. Description of Plan

The Tyco International Retirement Savings and Investment Plan III (the “Plan” or “RSIP III”) was established December 31, 1996 as a result of a spin off of the hourly portion of the Kendall Employees’ Savings and Investment Plan (the “Kendall Plan”) into the Plan (prior to January 1, 2009, the Plan was known as “Tyco International (US) Inc. Retirement Savings and Investment Plan III”). The Plan was a successor to and continuation of the portion of the Kendall Plan that contained the account balances of hourly employees (both active and terminated) of the Kendall Company, which was a division of Tyco International. Effective August 3, 2002, the Plan was amended and restated to incorporate amendments made to the Plan after the January 1, 2001 restatement and reflected the reorganization of certain 401(k) retirement plans sponsored by Tyco International in order to more closely align the participants in such plans with the various business units of the controlled group.

Effective September 30, 2006, in anticipation of the plan to separate Tyco International Ltd. (“Tyco” or “TIL”) into three separate, unrelated publicly traded companies consisting of Covidien Ltd (“Covidien”), Tyco Electronics Ltd. (“Tyco Electronics”), and TIL (the “Separation”), the Plan was amended to change the Plan Sponsor from Tyco International (US) Inc. to Citrine Management Corp. (“CMC”). On February 8, 2007, CMC changed its name to Tyco International Management Company (“TIMCO” or “Plan Sponsor”) and TIMCO is currently the Plan Sponsor of the Plan. Effective January 1, 2009, the name of the Plan was changed to Tyco International Retirement Savings and Investment Plan III.

The Plan is a defined contribution plan and is available to certain salaried and non-union hourly corporate employees of Tyco and Tyco affiliated companies employed by the Fire Protection Contracting and Services business of the Fire Protection Services segment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code of 1986, as amended (the “Code”). Selected Plan provisions are described below. Participants should refer to the Plan document and summary plan description for more complete information regarding the terms of the Plan.

Eligibility

Plan participants must be at least eighteen years old.

Contributions

Contributions are subject to Code limitations. Contributions to the Plan are funded on a per pay period basis.

Participants’ contributions - Participants may contribute a percentage of their eligible compensation up to a specified amount. During 2009, the following contribution limits applied: (i) non-highly compensated employees may contribute up to 35% of eligible compensation on a combined before-tax and/or after-tax basis, (ii) highly-compensated employees may contribute up to 13% of eligible compensation on a before-tax basis and up to an additional 7% on an after-tax basis, and (iii) highly-compensated employees who are eligible to participate in the Tyco Supplemental Savings and Retirement Plan, a non-qualified deferred compensation plan, may contribute up to 13% on a before-tax basis not to exceed \$14,000 and such employees are not eligible to make after-tax contributions.

Employer contributions - Certain participant contributions are eligible to receive matching contributions. Additionally, certain employees are eligible to receive “supplemental” matching contributions based on their years of service with Tyco and its affiliated companies. The level of matching contributions and supplemental matching contributions varies for each participating employer in the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s deferral contributions, employer contributions, and an allocation of earnings or losses, and is charged with participant fees, as applicable. Participants are entitled to the benefit in their respective accounts, to the extent vested.

Vesting

Participants are immediately vested in any contributions they make to the Plan, plus actual earnings thereon. Vesting with respect to any matching contributions, and any associated earnings, is based on a participant's years of "vesting service." Effective January 1, 2002, participants who perform an hour of service on or after that date are fully vested following completion of three years of vesting service. Any participant who performs an hour of service after January 1, 2002 and is covered under a former employer's graded vesting schedule will become 100% vested after three years of vesting service, regardless of the prior employer's graded vesting schedule. Prior to January 1, 2002, a participant was generally 100% vested after five years of vesting service. However, participants from a former employer's plan that was merged into the Plan could continue to vest in accordance with the former plan's vesting schedule.

Forfeitures

Upon termination of employment for reasons other than a distributable event, nonvested contributions are forfeited at the time of termination. Nonvested forfeitures may be used to reduce employer contributions or to pay Plan expenses. As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$299,149 and \$189,532, respectively.

Investment Options

Plan participants are able to direct the investment of their Plan holdings (employer and employee contributions) into various investment options offered under the Plan, on a daily basis. However, participants are not permitted to direct new contributions and exchanges into the Tyco Electronics Ltd. Stock Fund and the Covidien Ltd. Stock Fund. Balances remaining in these stock funds as of December 31, 2008, were liquidated and transferred to the plan's Qualified Default Investment Alternative ("QDIA") during January 2009. The Tyco Electronics Ltd. Stock Fund and the Covidien Ltd. Stock Fund were removed from the Plan as of January 21, 2009.

Participant Loans Receivable

Participants are allowed to borrow from their Plan accounts. The minimum amount that a participant may borrow is \$1,000. The maximum amount that a participant may borrow is the lesser of: (i) 50% of the participant's vested account balance; or (ii) \$50,000 less the highest loan balance outstanding in the previous twelve months. Participants are allowed to have two loans outstanding at a time. Loans are adequately secured by the participant's account balance and bear a reasonable interest rate. Loans must be repaid through payroll deductions, and upon termination of service, all loans must be repaid in full.

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may elect to receive either a lump sum distribution equal to the participant's vested interest in his or her account, or to have an annuity purchased by the Plan with the vested interest in the participant's account, in accordance with the terms of the Plan document.

Administrative Expenses

At the present time, some of the expenses of administering the Plan, including the fees of the Plan trustee, consultants and auditor expenses, but excluding certain loan fees, hardship withdrawal fees and Qualified Domestic Relations Order ("QDRO") processing fees, are paid by Tyco and its affiliated employers and/or from Plan forfeitures. The costs associated with certain investment options such as management fees, brokerage fees and transfer taxes are deducted from the assets of the investment options and are generally assessed as a percentage of assets invested. Plan recordkeeping fees are also included as part of these fees.

Plan Administration

The Plan is administered by an administrative committee consisting of at least three persons appointed by the Board of Directors of the Plan Sponsor. Fidelity Investments Institutional Operations Company, Inc. maintains the participant accounts as record keeper of the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to amend or terminate the Plan subject to the provisions of the Plan and ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Recently Issued Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board ("FASB") issued guidance that emphasizes that even if there has been a significant decrease in the volume and level of activity, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The guidance provides a number of factors to consider when evaluating whether there has been a significant decrease in the volume and level of activity for an asset or liability in relation to normal market activity. In addition, when transactions or quoted prices are not considered orderly, adjustments to those prices based on the weight of available information may be needed to determine the appropriate fair value. The guidance also requires increased disclosures. This guidance is effective for annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The impact of adoption of this guidance was not material to the Plan's net assets available for benefits.

Investment Valuation and Income Recognition

The Plan participates in the Tyco International Retirement Savings and Investment Plan Master Trust (the "Master Trust") with other Tyco sponsored defined contribution plans, which consist of the Tyco International Retirement Savings and Investment Plan IV, the Tyco International Retirement Savings and Investment Plan V, and the Tyco International Retirement Savings and Investment Plan VI (with respect to the Tyco International Ltd. Stock Fund, Covidien Ltd. Stock Fund, Tyco Electronics Ltd. Stock Fund, Interest Income Fund, Intermediate Term Bond Fund, and Mid-Cap Equity Blend Fund only) ("RSIP VI") (collectively with RSIP III, the "RSIPs").

The Plan's investment in the Master Trust is reported at estimated fair value based on the fair values of the underlying investments held in the Master Trust. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan records investment income or loss from the Master Trust (including interest, dividends, net unrealized and realized gains and losses) based upon each plan participants' ownership in the underlying investments comprising the Master Trust. Expenses for participant loans and hardship withdrawals are allocated on a participant basis. Other expenses that are offset against forfeitures are specifically charged to each plan, as applicable. Certain investment management fees are offset against investment income.

FASB guidance defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. FASB guidance establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The fair values of the underlying investments of the Master Trust are determined as follows:

Interest bearing cash is primarily invested in a money market mutual fund. The fair value is determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Registered investment companies are valued by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs). The Plan's registered investment companies include U.S. Equity, balance (equities and bonds), and target retirement age mutual funds. The target retirement age mutual funds automatically reduce the equity allocation as the participant approaches the targeted retirement year and beyond.

Common and preferred stocks are valued by obtaining quoted prices on recognized and highly liquid exchanges (level 1 inputs).

Collective trusts are valued based on their net asset values, as reported by custodians as of the financial statement dates and prices of recent transactions (level 2 inputs). The investment objectives and underlying investments of the collective trusts vary, with one holding a diversified portfolio of large international equities that provides for daily redemptions by the Plan at reported net assets values per share, with no advance notice requirement. The other collective trust, which is an underlying investment of the Interest Income Fund, a unitized fund held by the Master Trust, holds a diversified portfolio of domestic and foreign fixed income securities. This investment is generally redeemable within this fund with a 30-day redemption notification requirement.

Fully benefit-responsive investment contract values are estimated by discounting the projected cash flows based upon current yields for contracts with comparable durations and credit quality of the issuers (level 2 inputs).

Wrapper contracts, or synthetic guaranteed investment contracts, generally cover a diversified portfolio of government and corporate bonds, and collective trusts. The contract amortizes the realized and unrealized gains from the underlying investments through adjustments to the crediting rate earned by the Participants in the fund. The writer of the contract provides assurances that adjustments to the rate earned by participants do not result in a future rate less than zero. A rate less than zero would result in a partial loss of principal and accumulated earnings. Fair values of wrapper contracts associated with synthetic contracts are determined through matrix pricing models incorporating inputs for comparable contract size, duration, cash flows, the credit quality of the underlying portfolio and other terms (level 2 inputs).

U.S. Treasury securities and government agency securities traded on a national exchange or reported on the NASDAQ are valued based upon the closing price reported in the active market in which the security is traded (level 1 inputs). When no sales price is available, the fair values of U.S. Treasury securities and government agency securities may be determined through pricing models, such as a single cash flow model, that incorporate data on interest rate movements, pass-thru securities markets, bid evaluations, and other pertinent data (level 2 inputs). Residential mortgage-asset backed securities are priced using the most recent bid prices or potentially the mean of the latest bid and asked prices (level 2 inputs).

Corporate debt securities are valued based upon the closing price reported in the active market in which the security is traded, when available (level 1 inputs). Other corporate bonds are valued based upon recent bid prices or the average of recent bid and asked prices when available (level 2 inputs) and, if not available, they are valued through matrix pricing models developed by sources considered to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for specific securities but rather by relying on securities' relationship to other benchmark quoted securities (level 2 inputs). Commercial mortgage-backed securities and other asset-backed securities are valued using matrix pricing (level 2 inputs).

Other securities consist mostly of credit default swap (CDS) securities, that are valued by third party pricing sources obtained by the custodian which may utilize models that incorporate pertinent data to determine pricing, such as cash flows, credit curves and recovery rates (level 2 inputs) and non-U.S. sovereign debt securities, where the custodian will utilize available broker/dealer quotes (level 2 inputs).

Participant loans are valued at cost plus accrued interest as of the respective financial statement date. The fair value of participant loans has been estimated to approximate amortized cost (level 3 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fully Benefit-Responsive Investment Contracts

Net assets available for benefits reflect the Plan's interest in the contract value of the fully benefit-responsive investment contracts held in the Master Trust, because the Plan's allocable share of the difference between fair value and contract value for these investments is presented as a separate adjustment in the statement of net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Benefit Payments

Benefit payments to participants are recorded when distributed.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Sponsor to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

3. Income Tax Status

The Plan obtained its latest determination letter on October 8, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

4. Risk and Uncertainties

The Master Trust, in which the Plan holds an interest, invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Plan participants direct the investment of their Plan holdings into various investment options offered under the Plan and solely bear the risk of loss associated with the investment securities in which they are invested pursuant to ERISA section 404(c).

5. Investments in the Master Trust

As explained in Note 2, the Plan's assets are commingled with the assets of several other Tyco-sponsored defined contribution plans in the Master Trust. Fidelity Management Trust Company ("Fidelity"), the trustee for the Master Trust, holds the Master Trust's investment assets, provides administrative functions for each of the plans participating in the Master Trust, and executes investment transactions as directed by participants.

The Plan's relative share of ownership of the total net assets of the Master Trust was approximately 43% and 44% as of December 31, 2009 and 2008, respectively. The Plan's relative share of ownership varies in each of the underlying investments of the Master Trust.

The following table presents net assets held in the Master Trust, including fair value of investments held in the Master Trust, and the contract value adjustment, as applicable, pertaining to the Interest Income Fund held in the Master Trust as of December 31, 2009 and 2008.

	December 31,	
	2009	2008
Investments at fair value		
Interest bearing cash	\$ 120,765,232	\$ 69,449,310
Registered investment companies		
<i>US Equity Mutual Funds</i>		
Fidelity Growth Company Fund	348,284,517	239,611,437
Vanguard Windsor II Fund	122,314,563	96,494,292
Spartan US Equity Index Fund Advantage Class	95,404,627	74,915,821
Allianz CCM Capital Appreciation Fund	44,640,140	36,630,970
Vanguard Small-Cap Index Institutional	35,887,356	—
<i>Target Date Mutual Funds</i>		
Fidelity Freedom 2000 Fund	17,126,571	12,422,684
Fidelity Freedom 2010 Fund	72,092,761	46,551,134
Fidelity Freedom 2020 Fund	124,734,244	64,817,186
Fidelity Freedom 2030 Fund	80,142,813	38,752,744
Fidelity Freedom 2040 Fund	38,109,074	15,555,950
Fidelity Freedom 2050 Fund	5,694,288	—
<i>Balanced Blend Mutual Funds</i>		
Fidelity Balanced Fund	127,829,459	98,479,080
Fidelity Freedom Income Fund	10,387,518	8,529,711
Columbia Acorn	—	14,487,653
Total registered investment companies	1,122,647,931	747,248,662
U.S. treasury securities and government agency securities	156,021,843	236,406,300
Collective trusts	138,510,084	118,595,517
Corporate debt instruments	207,736,236	173,025,320
Other common stock	71,540,784	95,286,820
Tyco common stock	49,057,716	27,020,758
Investment contracts	48,702,340	32,172,809
Wrapper contracts	—	—
Other securities	4,997,134	8,375,498
Participant loans	76,469,172	68,620,559
Total investments at fair value	1,996,448,472	1,576,201,553
Other receivables	6,592,677	5,253,430
Other liabilities	(25,994,550)	(24,073,720)
Net assets reflecting all investments at fair value	1,977,046,600	1,557,381,263
Adjustment from fair value to contract value for fully benefit-responsive contracts	(3,327,878)	31,740,500
Net assets at contract value	\$ 1,973,718,721	\$ 1,589,121,763

Investment income for the Master Trust for the year ended December 31, 2009 is as follows:

	Year Ended December 31, 2009
Investment income	
Net appreciation in fair value of investments:	
Registered investment companies	\$ 245,944,264
Collective trusts	16,375,136
Tyco common stock	19,034,135
Other common stock	15,491,414
U.S. treasury securities, government agency securities, other securities, and corporate debt instruments	5,405,360
Total net appreciation	302,250,309
Interest and dividends	42,169,864
Total investment income	\$ 344,420,173

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2009.

		Fair Value Measurements at December 31, 2009 Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Interest bearing cash.....	\$	120,765,232	\$	120,765,232	\$ —
Common stock					
U.S. equity		71,540,784	71,540,784	—	—
Tyco common stock		49,057,716	49,057,716	—	—
Total common stock		120,598,500	120,598,500	—	—
Fixed income					
U.S. treasury securities and government agency securities		32,519,016	13,860,417	18,658,599	—
Corporate bonds		111,013,302	82,121,147	28,892,155	—
Other securities		4,997,134	—	4,997,134	—
Government agency asset-backed securities		51,961,252	—	51,961,252	—
Commercial-backed securities		44,761,682	—	44,761,682	—
Mortgage-backed securities		123,502,827	—	123,502,827	—
Total fixed income		368,755,213	95,981,564	272,773,649	—
Registered investment companies.....		1,122,647,931	1,122,647,931	—	—
Collective trusts.....					
International equity fund		70,961,799	—	70,961,799	—
Fixed income fund		67,548,285	—	67,548,285	—
Total collective trusts		138,510,084	—	138,510,084	—
Others.....					
Investment contracts		48,702,340	—	48,702,340	—
Wrapper contracts		—	—	—	—
Participant loans		76,469,172	—	—	76,469,172
Total other		125,171,512	—	48,702,340	76,469,172
Total investments at fair value.....	\$	1,996,448,472	\$	1,459,993,227	\$ 459,986,073
					\$ 76,469,172

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2008.

		Fair Value Measurements at December 31, 2008 Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	12/31/2008				
Interest bearing cash.....	\$ 69,449,310	\$ 69,449,310	\$ —	\$ —	
Registered investment companies.....	747,248,662	747,248,662	—	—	
Collective trusts.....	118,595,517	—	118,595,517	—	
Investment contracts.....	32,172,809	—	32,172,809	—	
Wrapper contracts	—	—	—	—	
Tyco common stock.....	27,020,758	27,020,758	—	—	
Other common stock.....	95,286,820	95,286,820	—	—	
U.S. Treasury securities and government agency securities.....	236,406,300	6,299,631	230,106,669	—	
Corporate debt instruments.....	173,025,320	87,496,603	85,528,717	—	
Other securities.....	8,375,498	—	8,375,498	—	
Participant loans.....	68,620,559	—	—	68,620,559	
Total investments at fair value	\$ 1,576,201,553	\$ 1,032,801,784	\$ 474,779,210	\$ 68,620,559	

The table below presents a reconciliation of all investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the year ended December 31, 2009, including the reporting classifications for the applicable gains and losses included in the statement of changes in net assets available for benefits:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Beginning balance, January 1, 2009.....	\$ 68,620,559
Purchases, sales, issuances and settlements (net).....	7,848,613
Ending balance, December 31, 2009.....	\$ 76,469,172

6. Interest Income Fund

The Interest Income Fund ("Fund") is a unitized fund offered exclusively to plans participating in the Master Trust, and is comprised of fully benefit-responsive investment contracts, synthetic investment contracts, government and corporate fixed income securities, and common collective trusts. Contracts are issued by banks, insurance companies and other financial institutions ("Issuers"). The Fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses.

The investment contracts specify certain conditions under which distributions from the contracts would be payable at amounts below contract value. Such circumstances include but are not limited to:

- Fund's failure to qualify for exemption under Code Section 501(a) or qualification as a group trust under IRS Revenue Ruling 81-100;
- Establishment of a competing fund or transfers to competing funds without equity wash;
- Adoption of amendments to Fund documents unless agreed to by issuer;
- Partial or complete termination of the Fund or any plan;
- Participant communications designed to induce or influence participants not to invest in Fund or to transfer assets out of the Fund;

- Group termination, group layoff, early retirement program;
- Merger or consolidation of any plan with another plan;
- Changes in laws, regulations or administrative positions that could result in substantial withdrawals from, or transfers out of, the Fund; and
- Insolvency or bankruptcy with regard to the Fund or the contract holder.

The contracts limit the circumstances under which the Issuers may terminate the contracts. Examples of circumstances which would allow the Issuers to terminate the contracts include but are not limited to:

- Management of the portfolio is not in accordance with investment management guidelines;
- Contract holder breaches any of its obligations under the wrap agreements (such as the obligation to pay wrap fees);
- Any representation or warranty made by the contract holder becomes untrue;
- Replacement of investment manager without prior issuer consent;
- Qualified plans cease to meet the requirements of Code Sections 401(a), 401(k) or 457; and
- Wrap becomes a prohibited transaction within the meaning of Section 406 of ERISA.

If one of these events were to occur, the Issuers could terminate the contracts at an amount less than contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rates of the contracts are based on an agreed-upon formula with the Issuer, as defined in the contract agreements, but cannot be less than 0%. The interest rates are reviewed on a monthly basis for resetting. The key factors that influence future interest crediting rates could include the following: the level of market interest rates; the amount and timing of participant contributions, transfers and withdrawals into/out of the contract; and the duration of the underlying investments backing the contracts. The Plan's allocable share of the resulting gains and losses in the fair value of the investment contracts relative to the contract value, if any, is reflected in the Statement of Net Assets Available for Benefits as adjustment from fair value to contract value for fully benefit-responsive investment contracts ("adjustment"). The positive adjustment indicates that the contract value is greater than the fair value. The negative adjustment indicates that the contract value is less than the fair value. The embedded losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case.

	2009	2008
Average contract yield in the aggregate for all contracts:		
Based on annualized earnings ⁽¹⁾	2.49%	6.30%
Based on interest rate credited to participants ⁽²⁾	2.94%	3.69%

⁽¹⁾ Computed by dividing the annualized one-day actual earnings on the contracts on the last day of the Plan year by the fair value of the contract investments on the same date.

⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contract investments on the same date.

7. Parties-In-Interest Transactions

The underlying investments of the Master Trust include a unitized stock fund, the Tyco International Ltd. Stock Fund ("Stock Fund"), which is comprised of a short-term investment fund component and common shares of TIL, the parent of the Plan Sponsor. The unit values of the Stock Fund are recorded and maintained by Fidelity, and the Plan. Plan participants may direct up to 25% of their employee and employer contributions to the Stock Fund. In addition, participants may exchange a portion of their account balance into the Stock Fund, provided the transaction does not cause the portion of their account balance invested in the Stock Fund to exceed 25%. During the year ended December 31, 2009, the Plan purchased units in the Stock Fund of approximately \$3.4 million, sold units in the Stock Fund of approximately \$2.2 million, and had net appreciation in the fair value of investments of approximately \$4.9 million. The total value of the Plan's investment in the Stock Fund was approximately \$12.6 million and \$6.5 million as of December 31, 2009 and 2008, respectively.

Certain of the assets of the Master Trust are invested in registered investment companies managed by Fidelity Investments, for which Fidelity Management & Research Company ("FMR Co.") provides investment advisory services.

FMR Co. is an affiliate of both Fidelity, and Fidelity Investments Institutional Operations Company, Inc., record keeper of the Plan. Expenses paid to FMR Co. and/or its affiliates by the Plan during the year ended December 31, 2009 were approximately \$200,169. These transactions and investments, as well as participant loans, qualify as “party-in-interest” transactions, as “party-in-interest” is defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Company and certain others.

8. Net Transfers to Affiliated Plans

During the year ended December 31, 2009, assets transferred to affiliated plans were as follows:

<u>Plan Name</u>	<u>Date Transferred</u>	<u>Assets Transferred</u>
Net transfers to other RSIPs	Various	\$ (1,215,966)

9. Litigation Contingency

TIL and some members of its former directors and senior corporate management were named as defendants in a number of lawsuits alleging violations of the disclosure provisions of the federal securities law. In June 2007, the Company settled 32 purported securities class action lawsuits arising from actions alleged to have been taken by former management for \$2.975 billion. The Master Trust for the RSIPs, as record owner of TIL shares held in the TIL Stock Fund which were purchased or sold during the relevant class period (June 4, 2001-April 30, 2002), was notified of the settlement and of its right as a plaintiff class member (i) to decide not to participate in the settlement, (ii) to file objections to the settlement, and (iii) to file a proof of claim seeking a share of the settlement amount. The Tyco Administrative Committee appointed U. S. Trust Company (“U. S. Trust”) to act as independent fiduciary on behalf of the RSIPs and the Master Trust in connection with the proposed settlement. U.S. Trust filed proofs of claim on behalf of the RSIPs and the Master Trust seeking a share of the settlement amount, based on an analysis of transactions in the Master Trust involving TIL stock during the class period. In February 2009, the claims administrator for the settlement class determined that the portion of the settlement fund allocable to all retirement plans was \$6,387,835, and that the portion allocable to the TIL-sponsored RSIPs was \$2,460,730 (with the remaining being allocable to retirement plans now sponsored by Tyco Electronics and Covidien), which is included in the net appreciation in the fair value of investments in the Master Trust (Note 5). The actual settlement was made on October 19, 2009. The settlement amount received by the RSIPs and the Master Trust was allocated, net of administrative fees, among current and former RSIP participants on whose behalf TIL shares were purchased or sold during the class period.

In addition, in November 2009, TIL settled with plaintiffs who had brought eight separate class actions under ERISA. The eight actions had alleged that the defendants breached their fiduciary duties under ERISA by negligently misrepresenting and negligently failing to disclose material information to the RSIP participants. The complaints also asserted that the defendants breached their fiduciary duties by allowing the plans to invest in TIL’s shares when it was not a prudent investment. These ERISA-based actions covered a class “consisting of all participants in the Plans for whose individual accounts the Plans purchased and/or held shares of Tyco Stock Fund at any time from August 12, 1998 to July 25, 2002.” On November 23, 2009, the Court entered a final order approving the settlement entered into by the plaintiffs, TIL, and certain defendants. Under the terms of the settlement, the plaintiffs agreed to release all claims against TIL and its former employees, officers and certain directors in consideration for the payment of \$70.2 million from TIL to the certified class, which consisted of participants in TIL’s pre-separation retirement plans (including the RSIPs) for those individual accounts the plans purchased and/or held shares of the Tyco Stock Fund during the period stated above. The settlement amount will be allocated among such participants (including participants in retirement plans now sponsored by Covidien and Tyco Electronics) net of attorneys’ fees and costs. No amount has been recorded in the financial statements of the Plan as of December 31, 2009 to reflect the gain from the ERISA settlement referenced above as the allocation among the TIL-sponsored RSIPs is not reasonably estimable. TIL has paid all of the legal fees to defend these actions against TIL.

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions
 Year Ended December 31, 2009

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
YES	\$10,288			

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Loans	Interest rates ranging from 3.25% to 11.00%	**	\$ 28,027,059

* Denotes a party-in-interest to the Plan.

** Cost information not required for participant-directed investments.

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions
 Year Ended December 31, 2009

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
YES	\$10,288			

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Loans	Interest rates ranging from 3.25% to 11.00%	**	\$ 28,027,059

* Denotes a party-in-interest to the Plan.

** Cost information not required for participant-directed investments.

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(a)—Schedule of Delinquent Participant Contributions
 Year Ended December 31, 2009

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
YES	\$10,288			

PLAN SPONSOR: TYCO INTERNATIONAL MANAGEMENT COMPANY
 PLAN NUMBER: 032
 EIN: 20-5073412

Tyco International
Retirement Savings and Investment Plan III
 Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Loans	Interest rates ranging from 3.25% to 11.00%	**	\$ 28,027,059

* Denotes a party-in-interest to the Plan.

** Cost information not required for participant-directed investments.