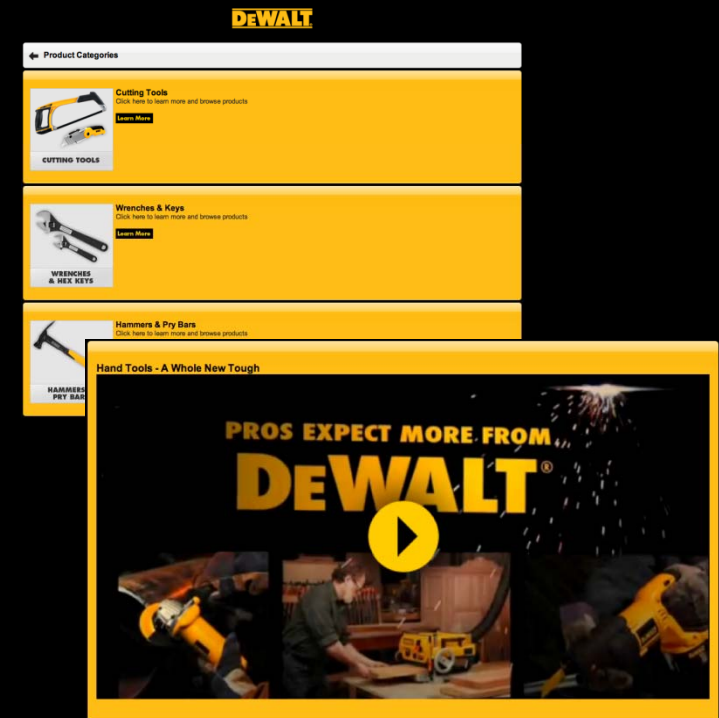




Visit the DEWALT Hand Tools mobile site.

Use your Smart Phone to scan the code above.



**Leveraging New Ways To Connect With Our End-Users**

## Stanley Black & Decker 3Q'11 Overview

**StanleyBlack&Decker**

October 18, 2011

# Participants

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***John Lundgren***

***President & CEO***

***Jim Loree***

***Executive VP & COO***

***Don Allan***

***Senior VP & CFO***

***Kate W. Vanek***

***VP of Investor Relations***

# Cautionary Statements

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Certain statements contained in this presentation are forward looking. These are based on assumptions of future events which may not prove to be accurate. They involve risk and uncertainty. Actual results may differ materially from those expected or implied. We direct you to the cautionary statements detailed in the corresponding press release and Form 8-K and our recent 1934 Act SEC filings.

# 3Q'11 Highlights

## *Earnings Grew 38%\* Versus Prior Year...*

- 3Q'11 Revenues Up 11% YOY To \$2.6 Billion; Organic Revenues Up 4%
  - CDiy Grew 5% Organically, Excluding Pfister & Divestitures
    - Professional Power Tool Sales Rose Over 20%
  - 10% Organic Growth In Industrial Segment
  - Security Flat VPY Organically
- Diluted GAAP EPS Was \$0.92; \$1.34\* Up 38%
- 13.9% Operating Margin\*, Up 130 bps From 3Q'10 Operating Margin
  - Security Margins Increased To 20.2%, Excluding Acquisitions And M&A Related Charges; Record Profitability For CSS
- Working Capital Turns Increased 24% To 5.7\*\*
  - SFS Continues To Be Embraced And Implemented Across Legacy Black & Decker
- Acquisition Of Niscayah Closed In September; Good Progress In First 30 Days
  - \$0.20 Of EPS Accretion Expected For 2012; \$80M In Cost Synergies By 2013
- \$350 Million Share Repurchase During 3Q
  - \$100 Million More Than Previously Communicated; Total Of 5.6 Million Shares

*...Due, In Part, To Cost Synergies From The Ongoing Success Of BDk Integration*

# 3Q'11 Vs Prior Year

**3Q'11 Organic Revenues Up 4% VPY...**

**Canada 3Q'11**  
Organic 0%  
% SBD 7%

**US 3Q'11**  
Organic +3%  
% SBD 55%

**L.Amer. 3Q'11**  
Organic +23%  
% SBD 9%

**Europe 3Q'11**  
Organic +3%  
% SBD 23%

**Asia 3Q'11**  
Organic +9%  
% SBD 5%

**Australia 3Q'11**  
Organic -8%  
% SBD 1%

**Ex-Engineered  
Fastening,  
Asia Organic Sales  
↑ 19%**

**...As Europe Remains Steady And Emerging Markets Continue To Expand**

# 3Q'11 SWK Sources Of Growth

*The Power Tool And Industrial Businesses Posted Very Strong Organic Growth...*

Sources Of Growth	
	<b>3Q'11</b>
Volume	+ 4%
Price	0%
Organic	+ 4%
Currency	+ 3%
Acquisitions	+ 4%
<b>SWK</b>	<b>+ 11%</b>

3Q'11 Organic Growth	
PPT&A*	+ 17%
Industrial	+10%
CSS/MAS**	+ 2%
CPT*	Flat
HT&F	- 6%
Access Technologies	- 9%
Pfister	- 22%
<b>SWK</b>	<b>+4%</b>

*...In Relatively Subdued End Markets*

# Integration Update

## Black & Decker

- Projected To Achieve \$450M In Cost Synergies By Y/E 2012; Enter 2013 At \$485M On Annualized Basis
- Consolidations Of Two Major Distribution Centers & Three Major Plants Progressing On Time & On Budget
- \$115M In Incremental Cost Synergies In 2012; Drives ~\$0.50 In EPS Accretion
- Revenue Synergy Projects Yielding Strong Results
  - Remain On Track To Attain \$300M-\$400M In Incremental Revenue And \$0.35 - \$0.50 EPS Accretion By 2013
  - Compelling CDIY & IAR Tool Opportunities In Latin America - Both Argentina & Brazil

## Niscayah

- Acquisition Closed On September 9<sup>th</sup>; Smooth First Four Weeks Of Integration Confirm Confidence In Ability To Achieve Stated Cost Synergies Of \$80M
  - Compelling Cost Synergy Opportunities With Overlapping Businesses In US, UK And France
- Stanley Veteran, Massimo Grassi Named President Of Security Europe; Brings Global Experience Managing Cultures & Cross-Country Integrations

## Pro Forma Financial Impact

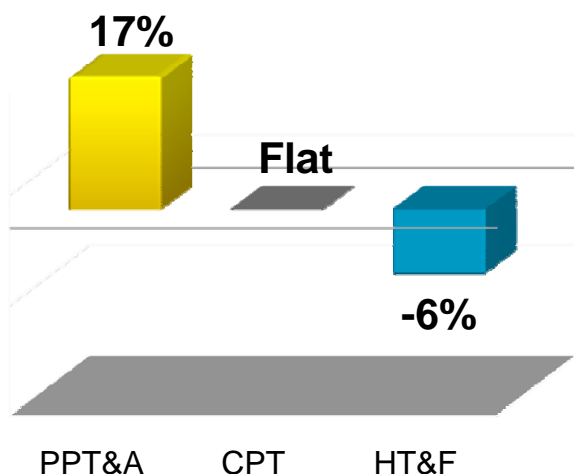
	2012	2013	2014
Expected Cost Synergies	~\$45M	Incremental ~\$35M	Total: \$80M In Cost Synergies
Adjusted EPS Impact*	+\$0.20		+\$0.45

\*Before expected M&A related charges of \$60-80 Million

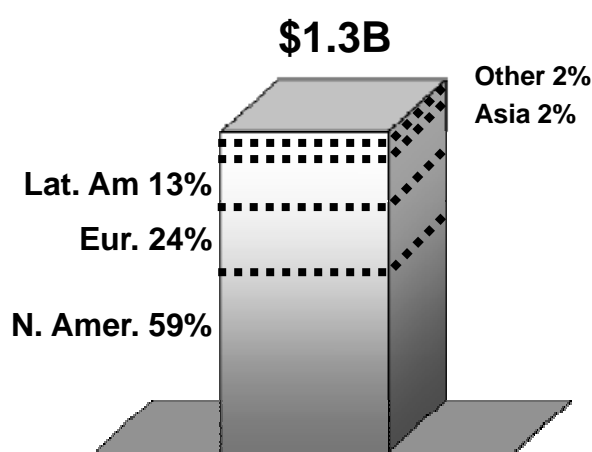
# 3Q'11 CDIY

## The Professional Power Tool Business Continued To Gain Market Share

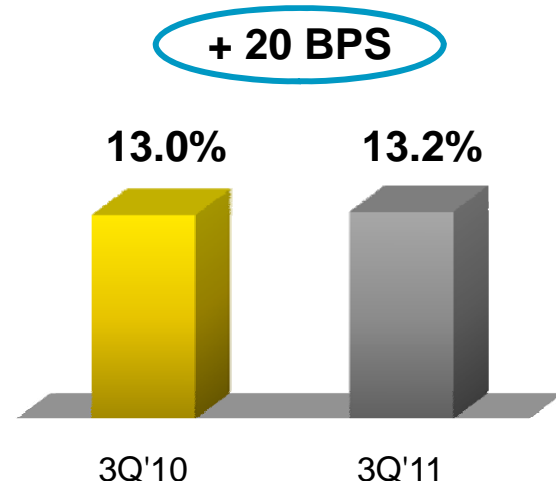
### Organic Growth



### Regional Revenue



### Profit Rate\*



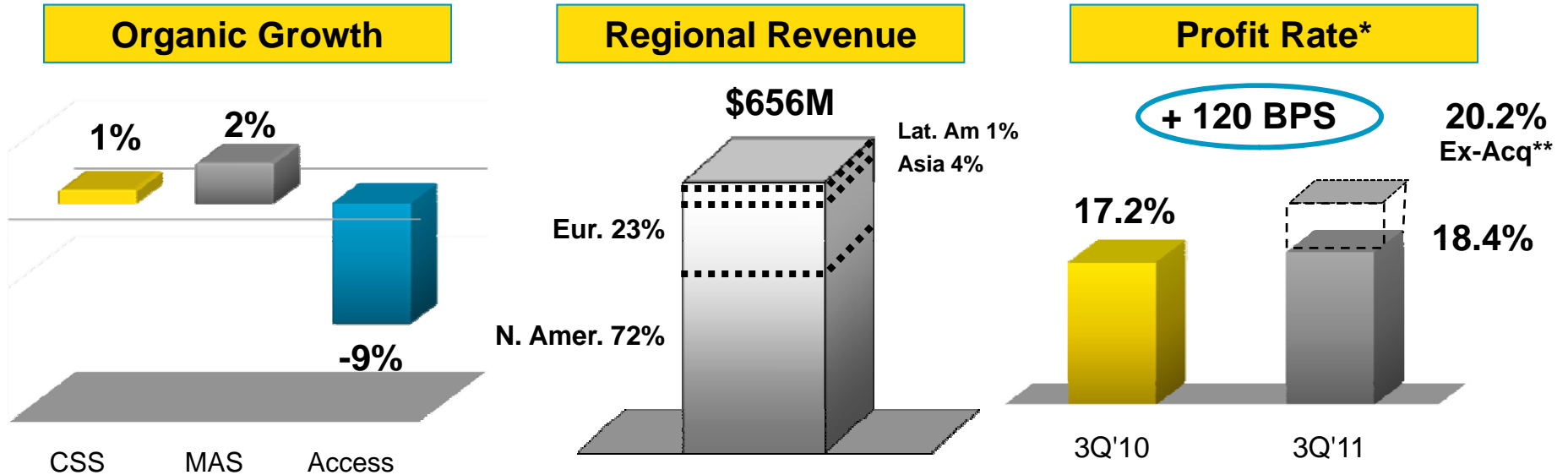
### Construction & Do-It-Yourself

- Organic Revenues ↑ 5%, Excluding Pfister & Divestitures; CDIY Revenues In Latin America Grew 19% With Above Line Average OM Rates
- Professional Power Tools Grew Over 20% Due To The Success Of The 18/20V Max Li-Ion Line & Continued Strength From The 12V Li-Ion Line
- The Successful Domestic Launch Of DeWalt Hand Tools And 50%+ Growth In Latin America Was Not Enough To Offset A Contraction In The North American Retail And Independent Channels For Hand Tools
- Pricing Actions Driven By Commodity Inflation Were Successfully Implemented But Offset By Higher Promotional Discounts On Ni-Cad And Other Older Generation Products
- Sales For The Pfister Business Fell 22% Due To The Ongoing Impact Of The 1Q'11 Loss Of SKUs At A Major Customer



# 3Q'11 Security

## Strong Operating Margin Rate Expansion & Market Share Gains Evident



### Convergent Security Solutions (CSS)

- Healthy CSS Order Flow From Both National & Core Commercial Accounts. RMR ↑ 4% During 3Q; Installs Softer
  - Backlog Increased Indicating Strong 4Q
- CSS Reached Record Profitability Excluding Niscayah & Other Recent Acquisitions
- CSS France Reached Mid-Teens Profitability As ADT France Integration Progressed Smoothly
- Healthcare Solutions ↑ 12% Organically Due To Strong Sales In Both Patient Security And RFID-Enabled Storage Systems

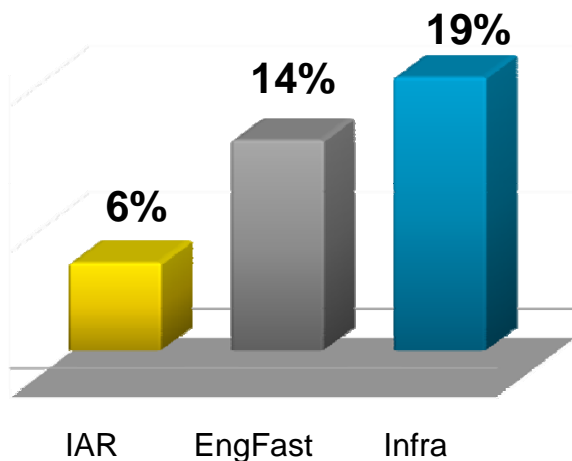
### Mechanical Access Solutions (MAS)

- MAS Organic Sales Grew 2% For 3Q Excluding The Access/Automatic Door Business.
  - Kwikset SmartKey Continued To Gain Market Share
- Access Continued To Fight Market Headwinds
  - Largest Customer Delayed Remodels
- OM% > 19%\*; 300 Bps+ YOY Expansion

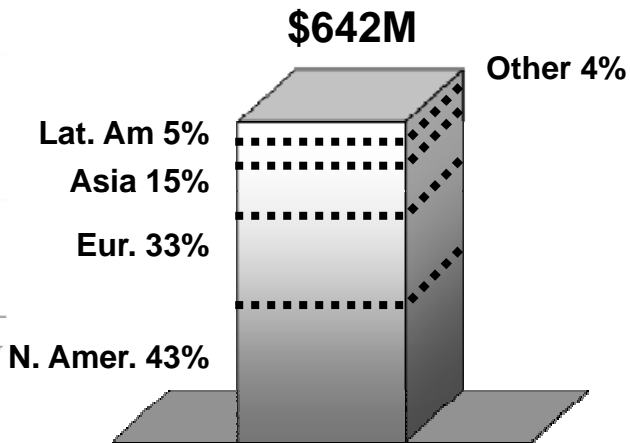
# 3Q'11 Industrial

## New Product Introductions Bolstered An Already Strong Quarter

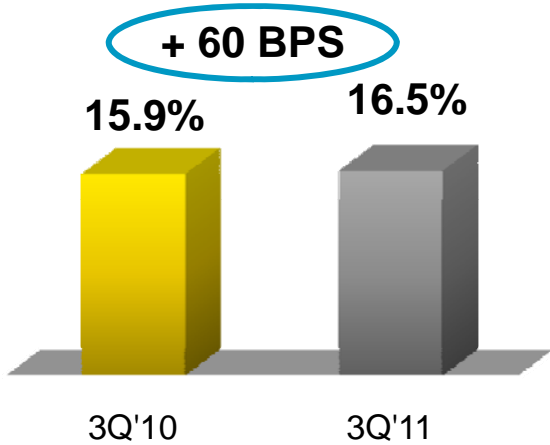
### Organic Growth



### Regional Revenue



### Profit Rate\*



#### Industrial & Automotive Repair (IAR)

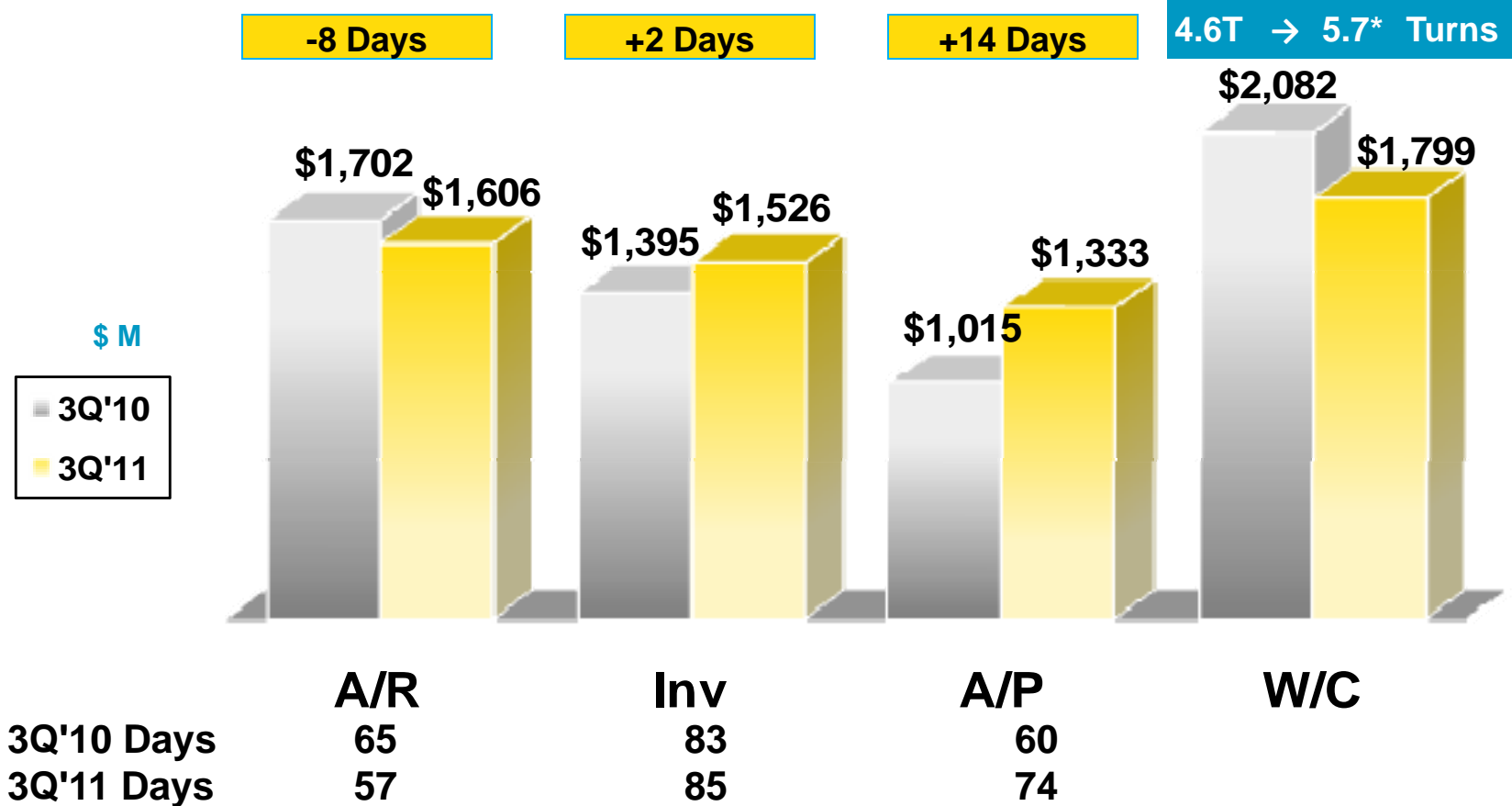
- Organic Revenues ↑ 6% VPY As Industrial And Mobile Distribution As Well As Engineered Storage Benefit From Strong Customer Demand And Market Share Gains
- Solid Revenue Growth In North America And Emerging Markets More Than Offset A Modestly Softer Europe
- New Products, Particularly In The Mid Price Point (MPP) Range, Gained Traction Globally With Strong Results In Emerging Markets
- 350 Bps Expansion In Operating Margin Rate Driven By Operating Leverage, Cost Synergies And Pricing

#### Engineered Fastening

- Organic Revenues ↑ 14%, ~3X The Growth In Global Light Vehicle Production As New Products (i.e. "T-Series" Stud Welding For VW) & Increased Platform Penetration/Market Share Gains Drive Growth
  - Production In Japan Rebounded Sequentially, As Expected
- #### Infrastructure (Hydraulics & CRC-Evans)
- CRC-Evans PF Revenues Up Mid-Single Digits On Stronger International Product Sales; PF Operating Margin Rate >18%
  - Hydraulics Sales ↑ 30+% On Continued Market Strength

# Working Capital – Stanley Black & Decker

**Working Capital Turns Increased 24%\* Versus Prior Year...**



**...As SFS Gains Traction With Legacy Black & Decker**

## 3Q'11 Free Cash Flow

**Free Cash Flow Generation On Track With Expectations...**

<b>\$M</b>	<b>3Q'11</b>	<b>3Q'10</b>	<b>V\$</b>	<b>'11 YTD</b>
Net Income	\$ 226	\$ 165	\$ 61	\$ 666
Deprec/Amort	100	86	14	298
Working Capital	(45)	(73)	28	(121)
Other / Restr.	(52)	102	(154)	(233)
Operating CF	<u>229</u>	<u>280</u>	<u>(51)</u>	<u>610</u>
CapEx	(53)	(46)	(7)	(160)
Free Cash Flow	<u>\$ 176</u>	<u>\$ 234</u>	<u>\$ (58)</u>	<u>\$ 450</u>

**...FY 2011 FCF Guidance Of \$1.1\* Billion Reiterated**

# Stanley Black & Decker 2011 Outlook Update

## Updating...

- 2011 Net Organic Sales To Be ~3.5% From Combined Company 2010 PF Level Of \$9.3B (Down From Prior Range Of 4-5%). While Guidance Was Never Predicated On Market Growth, The Lack Thereof Creates Headwind:
  - Retraction Within US Hand Tool Unit Volumes
  - Modest Softness In Europe, Except For The Engineered Fastening Business
- Guiding 4Q'11 EPS\* To Be ~\$1.30, Bringing Full Year EPS To The Low End Of Previous Range Of \$5.15 - \$5.40
  - GAAP EPS Range Of \$3.75 - \$3.98
- The Following Two Items, Netted With The Negative Impact From FX Fluctuations (EUR) Have Small Positive EPS Impact:
  - \$350M Share Buyback, Equivalent To 5.6M Shares, Brings FY Average S/O To ~170M. Y/E S/O To Be ~167M
  - Tax Rate For Guidance (Excludes M&A Charges/Includes 1H Discrete Benefits) To Be 17-18%, Down From 19-20%
- Total Full Year Revenue Growth Will Approximate 12.5%. Revenue From Acquisitions Combined With The Impact From Currency Is Anticipated To Be 9%.
- Interest, "Other-Net" & Restructuring To Be ~\$330M For The Year As Higher Amortization From Niscayah Offsets Lower Non-M&A Restructuring

## Reiterating...

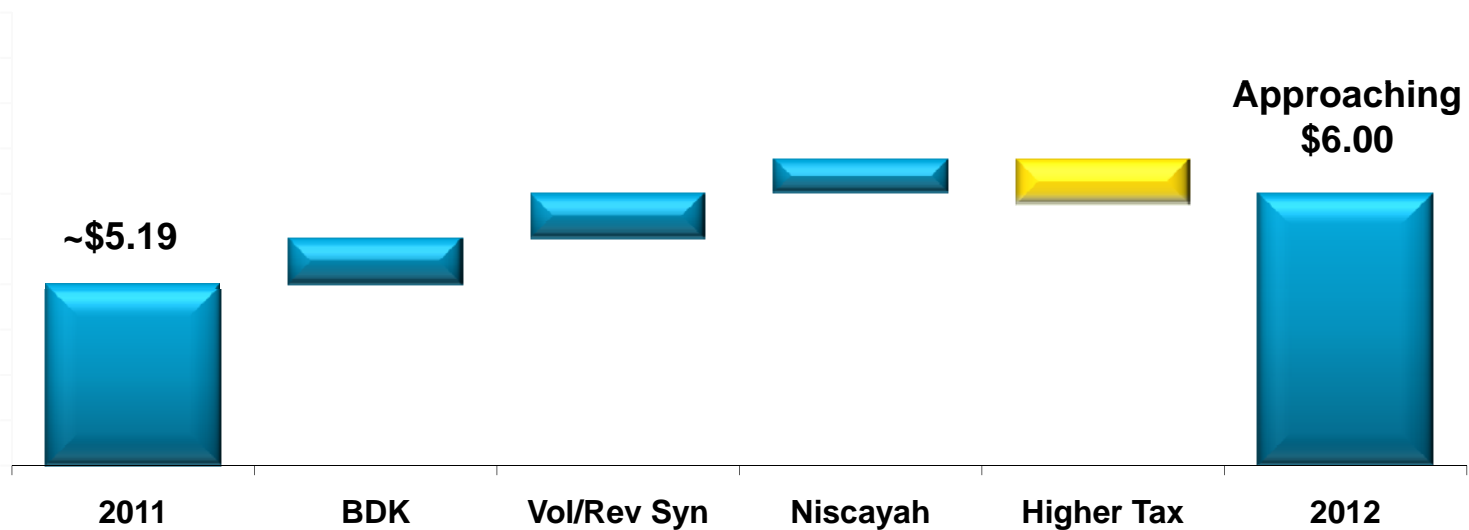
- \$200M In Cost Synergies To Be Realized In 2011
- Ability To Offset 33 – 50% Of FY Inflation With Price
- \$1.1B\* In Free Cash Flow For FY 2011

***Achievement Of FY EPS In Guidance Despite Turbulent Market Conditions & Unforeseen Headwinds***

# Looking Ahead To 2012

*Embedding Low Single Digit Organic Growth Assumptions...*

**Assuming Economic Conditions Remain "As Is", \$6.00 EPS For 2012 Appears Achievable**



*...2012 EPS Could Approach \$6.00*

# Summary

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## *Powerful Accretion From Cost & Revenue Synergies...*

- Integrations Of Both Black & Decker And Niscayah Progressing Well
  - Niscayah Leadership And Integration Teams In Place
- Market Share Gains Evident Across All Three Segments:
  - Professional Power Tools Up Over 20% Despite No ↑ In Housing Starts
  - Engineered Fastening Up 14%; ~3X Global Light Vehicle Production
  - Security Hardware Business Up 10% In Declining Market
- Ongoing Global Company-Wide SFS Implementation Gaining Traction; Working Capital Turns Increased 24%\* VPY
  - Demonstrates Organizational Agility And Effective BDK Assimilation

## *...Could Drive 2012 EPS To Approach \$6.00*

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# ***APPENDIX***



# Stanley Black & Decker 2011 Outlook- Cont'd

**Including All M&A Charges, The Company Expects EPS To Approximate \$3.75 To \$3.98 In 2011**

## The Company Estimates The M&A Related Charges To Be As Follows:

- Total M&A Related Costs In 2011 Updated To \$260 - \$300 Million To Incorporate Niscayah
- Restructuring And Related Costs Associated With Severance Of Employees And Facility Closures Of \$122-\$162 Million: \$74-\$114 Million Of Restructuring And \$48 Million Related To COS. Other Miscellaneous M&A Related Charges Estimated To Be \$23 Million
- M&A Related Costs To Be Recorded In SG&A And "Other-net" Of \$115 Million For Certain Compensation Charges, Advisory And Consulting

**Corporate Overhead To Be ~\$170M For The Full Year**

- **\$415M Of D&A ( \$190M A, \$225M D)**
- **Cash EPS Of \$6.00 - \$6.25 (Excludes A)**

	1Q'11A	1Q'11 EPS	2Q'11A	2Q'11 EPS	3Q'11A	3Q'11 EPS	FY'11E
GAAP Tax Rate	12.7%	\$0.92	12.4%	\$1.14	17.7%	\$0.92	17-18%
Core Tax Rate Used For Guidance (Ex-M&A Charges/Including Discrete Benefits)	14.9%	\$1.08	8.0%	\$1.46	20.0%	\$1.34	17-18%
Normalized Tax Rate (Ex-M&A Charges & Favorable Tax Settlements)	24.3%		25.6%		20.0%		~24%
Shares Outstanding	171.9		173.1		168.9		170.2

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Various financial measures in these slides are prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”). In addition, certain financial measures presented herein and in the appendix to this press release are non-GAAP, or normalized, financial measures that exclude M&A-related items. Management uses these non-GAAP, or normalized, financial measures to assess current performance and establish operational goals, and believes that these measures assist investors in evaluating the results of our business and analyzing the underlying trends in our business over time. Investors should consider these non-GAAP normalized financial measures in addition to, and not as a substitute for, or as superior to, financial measures prepared in accordance with GAAP. A reconciliation of the GAAP financial measures to the corresponding non-GAAP financial measures, and an explanation of our use of these non-GAAP normalized financial measures and of the excluded items, are included in the appendix to the corresponding press release.

Operating margin is defined as sales less cost of sales less SG&A. Management uses operating margin and its percentage of net sales as key measures to assess the performance of the company as a whole, as well as the related measures at the segment level.

Free cash flow is defined as cash flow from operations less capital and software expenditures. Management considers free cash flow an important indicator of its liquidity, as well as its ability to fund future growth and to provide a return to the shareowners. Free cash flow does not include deductions for mandatory debt service, other borrowing activity, discretionary dividends on the Company's common stock and business acquisitions, among other items. Normalized cash flow and free cash flow, as reconciled from the associated GAAP measures in Appendix A to the press release, are considered meaningful pro forma metrics to aid the understanding of the company's cash flow performance aside from the material impact of the M&A-related payments.