

UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE

MARVIN OVERBY, ET. AL.	:	
	:	
Plaintiffs,	:	
	:	
vs	:	Case No. 02-CV-1357-B
	:	
TYCO INTERNATIONAL LTD., ET. AL.	:	This Document Relates To:
	:	ERISA Actions
Defendants.	:	

NOTICE OF PENDING CLASS ACTION

TO ALL MEMBERS OF THE FOLLOWING CLASS:

All persons who were participants in or beneficiaries of: the Tyco International (US) Inc. Retirement Savings and Investment Plan I; the Tyco International (US) Inc. Retirement Savings and Investment Plan II; the Tyco International (US) Inc. Retirement Savings and Investment Plan III; the Tyco International (US) Inc. Retirement Savings and Investment Plan IV; the Tyco International (US) Inc. Retirement Savings and Investment Plan V; the Tyco International (US) Inc. Retirement Savings and Investment Plan VI; and the Tyco International (US) Inc. Retirement Savings and Investment Plan VII (collectively the “Plans”) for whose individual accounts the Plans purchased and/or held shares of the Tyco Stock Fund at any time from August 12, 1998 to July 25, 2002 (the “Class Period”). All such persons are referred to in this Notice as “Class Members” or “Participants.”

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.
YOU HAVE NOT BEEN SUED.**

This Notice is to inform you that a class action has been certified in a lawsuit against Tyco International, Ltd. and Tyco International (US) Inc. (“Tyco” or the “Company”) and some of their former directors, officers and management alleging breaches of fiduciary duties under the Employee Retirement Income Security Act of 1974 (“ERISA”) (the “Action” or the “ERISA Action”). If you fit into the class definition above, you will be deemed part of the class.

The United States District Court for the District of New Hampshire authorized this Notice to inform you of the ERISA Action and your rights in connection with it. This Notice is not an expression of an opinion by the Court as to the merits of any of the claims or defenses asserted by either side in this Action. You should read the entire Notice carefully because your legal rights may be affected.

Class Counsel has established a toll-free phone number to receive your comments and questions: 1 (866) 217-4469. This number also appears at the bottom of each page. Further information regarding the ERISA Action and this Notice may be obtained by contacting Class Counsel:

Robert A. Izard, Esq. Wayne T. Boulton, Esq. William Bernarduci, Esq. SCHATZ NOBEL IZARD, P.C. 20 Church Street, 17th Floor Hartford, CT 06103 Telephone: (860) 493-6292 Facsimile: (860) 493-6290 www.snlaw.net	Edwin J. Mills, Esq. Michael Klein, Esq. STULL, STULL & BRODY 6 East 45 th Street New York, NY 10017 Telephone: (212) 687-7230 Facsimile: (212) 490-2022 www.ssbny.com
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TABLE OF CONTENTS

BASIC INFORMATION..... 2
1. WHY DID I RECEIVE THIS NOTICE? 2
2. WHAT IS A CLASS ACTION?..... 2
3. WILL I RECEIVE ANY MONEY AS A CLASS MEMBER?..... 2
THE LAWSUIT 2
4. WHAT IS THIS LAWSUIT ABOUT?..... 2
5. CAN I REVIEW THE PAPERS FILED IN THIS CASE?..... 3
6. I AM STILL NOT SURE IF I AM A CLASS MEMBER..... 3
7. CAN I EXCLUDE MYSELF FROM THE CLASS? 3
8. WHAT IS THE STATUS OF THE CASE? 3
9. DO I HAVE A LAWYER IN THIS CASE? 3
10. HOW DO I OBTAIN MORE INFORMATION?..... 3

BASIC INFORMATION

1. WHY DID I RECEIVE THIS NOTICE?

The Court directed that this Notice be sent to you as you may be a member of the class in this case because you may have been a participant or beneficiary in the Plans during the Class Period. Your rights and the Plans’ assets may be affected by the outcome of this lawsuit. This Notice explains the litigation and your legal rights.

The Court in charge of the case is the United States District Court for the District of New Hampshire. The ERISA Action, along with other actions, is collectively before the Court as part of a multidistrict litigation titled, *In re Tyco International Ltd. Multidistrict Litigation*, MDL 1335, Docket No. 02-1335-PB. The ERISA Action (also known as *Overby v. Tyco et. al*) has been assigned the unique civil number 02-CV-1357-B. The people who sued are called Named Plaintiffs — they are Edmund Dunne, Kay Jepson, John Gordon, Gary Johnson, Peter Poffenberger and Karen Wade. The Company and the individuals who have been sued are called Defendants.

2. WHAT IS A CLASS ACTION?

In a class action, one or more persons called “Class Representatives” (in this case Edmund Dunne, Kay Jepson, John Gordon, Gary Johnson, Peter Poffenberger and Karen Wade) sue on behalf of people who have similar claims. All people who have similar claims collectively make up the “Class” and are referred to individually as “Class Members.” In a class action, one lawsuit resolves the issues and claims for all Class Members and all Class Members are bound by any judgment in the action, whether it is favorable or unfavorable.

The Court has determined that the ERISA Action may proceed as a class action because it meets the requirements of Federal Rule of Civil Procedure 23, which governs class actions in federal courts.

3. WILL I RECEIVE ANY MONEY AS A CLASS MEMBER?

No money is available now because the Court has not yet decided whether the Defendants did anything wrong, and the two sides have not settled the case. There is no guarantee that money will ever be obtained for the Class Members. If Plaintiffs prevail at trial, or if there is a settlement or other recovery, any proceeds, less the costs, expenses, and attorneys’ fees as the Court may allow out of the proceeds, will be awarded to the Plans and may thereafter be allocated, in whole or in part, to the Plan accounts of qualifying participants and beneficiaries according to a formula that would be determined by the Court. It is not presently known whether your Plan account would benefit from any recovery in this Action. If the Defendants prevail in the ERISA Action, you will not receive any money and may not pursue a lawsuit on your own with regard to any of the issues decided in this Action.

In the event a settlement is negotiated later in the Action, you will be given an opportunity to review the settlement. If you object to the settlement or any part of the settlement, you may ask the Court not to approve it.

THE LAWSUIT

4. WHAT IS THIS LAWSUIT ABOUT?

Plaintiffs in the ERISA Action allege that Defendants (Tyco and certain of its former directors, officers and executives) violated ERISA by allowing some of Tyco’s retirement plans to purchase and hold shares of Tyco common stock when it was allegedly not prudent to do so. Plaintiffs allege that Tyco common stock was an imprudent investment during the Class Period because Defendants failed to disclose looting of the Company by certain former officers and also allegedly failed to report certain corporate acquisitions. Plaintiffs also allege that Tyco stock was an imprudent investment because Defendants allegedly misreported financial results and employed improper accounting techniques. Plaintiffs contend that the Plans were harmed by these alleged wrongful acts.

Defendants deny all of Plaintiffs' allegations of wrongdoing and have asserted affirmative defenses.

The Court has not decided whether the Defendants or Plaintiffs are correct. By establishing the Class and ordering this Notice, the Court is not expressing an opinion as to the merits of any of the claims or defenses asserted in the Action.

5. CAN I REVIEW THE PAPERS FILED IN THIS CASE?

This Notice does not fully describe all of the claims and contentions of the parties. The pleadings and other papers filed in the ERISA Action are available for inspection, during business hours, at the Office of the Clerk of the Court, United States District Court for the District of New Hampshire. In addition, you may obtain a copy of the Consolidated Amended Complaint, Defendants' Answers to the Complaint, the Court's decision on Defendants' motion to dismiss the Action and certain other documents filed with the Court in this Action by contacting one of the Class Counsel, whose names, addresses, telephone numbers, and other contact information are listed above on Pages 1 and 3, or by accessing Class Counsels' websites at www.snlaw.net and www.ssbny.com.

6. I AM STILL NOT SURE IF I AM A CLASS MEMBER

The Court has certified a class of everyone who fits the following description:

All persons who were participants in or beneficiaries of the Plans for whose individual accounts the Plans purchased and/or held shares of the Tyco Stock Fund at any time from August 12, 1998 to July 25, 2002 (the "Class Period").

If you are still not sure whether you are included in the Class, you may consult an attorney of your own choosing, or any of the attorneys listed above on Pages 1 and 3.

7. CAN I EXCLUDE MYSELF FROM THE CLASS?

You do not have the right to exclude yourself from the ERISA Class. In some class actions, class members have the opportunity to exclude themselves from the class. This is sometimes referred to as "opting-out" of the class. Because this case was certified under Federal Rule of Civil Procedure 23(b)(1) as a "non opt-out" class action and it is a suit on behalf of the Plans, not you individually, you do not have the right to exclude yourself from the Class. You will be bound by any judgment in this action, whether it is favorable or unfavorable.

8. WHAT IS THE STATUS OF THE CASE?

The parties are currently engaged in pre-trial discovery, which includes the review of documents, the taking of depositions and the exchange of reports prepared by experts. The parties have also filed pre-trial motions that have been decided by the Court. The Court has not yet set a trial date and the parties anticipate that any trial would likely not take place before the second half of 2007. From time to time, the Court will hold status hearings and advise the parties of important dates, including the expected trial date.

9. DO I HAVE A LAWYER IN THIS CASE?

The Court appointed the law firms of Schatz Nobel Izard, P.C. and Stull, Stull & Brody to serve as lead attorneys to represent you and other Class Members. The Court also appointed the law firm of Bouchard, Kleinman & Wright, P.A. to serve as liaison counsel.

You will not be personally charged for these lawyers. Any fees or costs ultimately paid to them will be paid out of any recovery in the action and must be approved by the Court.

10. HOW DO I OBTAIN MORE INFORMATION?

For further information on the ERISA Action and this Notice, you can call, e-mail, or address written questions to any of the attorneys listed below.

Robert A. Izard, Esq.
Wayne T. Boulton, Esq.
William Bernarduci, Esq.
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Class Counsel have also established a toll-free phone number, which is set forth below, to receive your comments and questions. Please do not contact the Court. The Court will not be able to answer your questions.

DATE: May 11, 2007