

Ingersoll-Rand plc  
Form 10-K  
February 14, 2013  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-34400

INGERSOLL-RAND PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland  
(State or other jurisdiction of incorporation or  
organization)

98-0626632  
(I.R.S. Employer  
Identification No.)

170/175 Lakeview Dr.  
Airside Business Park  
Swords, Co. Dublin

Ireland  
(Address of principal executive offices)

Registrant's telephone number, including area code: +(353) (0) 18707400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares,	New York Stock Exchange

Par Value \$1.00 per Share

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

[  ]

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES

NO

The aggregate market value of ordinary shares held by nonaffiliates on June 30, 2012 was approximately \$13.0 billion based on the closing price of such stock on the New York Stock Exchange.

The number of ordinary shares outstanding as of February 1, 2013 was 296,317,386.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant’s proxy statement to be filed within 120 days of the close of the registrant’s fiscal year in connection with the registrant’s Annual General Meeting of Shareholders to be held June 6, 2013 are incorporated by reference into Part II and Part III of this Form 10-K.

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INGERSOLL-RAND PLC

Form 10-K

For the Fiscal Year Ended December 31, 2012

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CAUTIONARY STATEMENT FOR FORWARD LOOKING STATEMENTS

Certain statements in this report, other than purely historical information, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “forecast,” “outlook,” “intend,” “strategy,” “plan,” “may,” “should,” “will be,” “will continue,” “will likely result,” or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements.

Forward-looking statements may relate to such matters as projections of revenue, margins, expenses, tax provisions, earnings, cash flows, benefit obligations, share or debt repurchases or other financial items; any statements of the plans, strategies and objectives of management for future operations, including those relating to any statements concerning expected development, performance or market share relating to our products and services; any statements regarding future economic conditions or our performance; any statements regarding pending investigations, claims or disputes, including those relating to the Internal Revenue Service audit of our consolidated subsidiaries' tax filings; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. These statements are based on currently available information and our current assumptions, expectations and projections about future events. While we believe that our assumptions, expectations and projections are reasonable in view of the currently available information, you are cautioned not to place undue reliance on our forward-looking statements. You are advised to review any further disclosures we make on related subjects in materials we file with or furnish to the SEC. Forward-looking statements speak only as of the date they are made and are not guarantees of future performance. They are subject to future events, risks and uncertainties - many of which are beyond our control - as well as potentially inaccurate assumptions, that could cause actual results to differ materially from our expectations and projections. We do not undertake to update any forward-looking statements.

Factors that might affect our forward-looking statements include, among other things:

- overall economic, political and business conditions in the markets in which we operate;
- the demand for our products and services;
- competitive factors in the industries in which we compete;
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- the outcome of any litigation, governmental investigations or proceedings;
- the outcome of any income tax audits or settlements;
- interest rate fluctuations and other changes in borrowing costs;
- other capital market conditions, including availability of funding sources and currency exchange rate fluctuations;
- availability of and fluctuations in the prices of key commodities and the impact of higher energy prices;
- the ability to achieve cost savings in connection with our productivity programs;
- potential further impairment of our goodwill, indefinite-lived intangible assets and/or our long-lived assets;
- the possible effects on us of future legislation in the U.S. that may limit or eliminate potential U.S. tax benefits resulting from our incorporation in a non-U.S. jurisdiction, such as Ireland, or deny U.S. government contracts to us based upon our incorporation in such non-U.S. jurisdiction; and
- our ability to complete the proposed spin-off of our commercial and residential security businesses and fully realize the expected benefits of such transaction.

Some of the significant risks and uncertainties that could cause actual results to differ materially from our expectations and projections are described more fully in Item 1A “Risk Factors.” You should read that information in conjunction with “Management's Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of this report and our Consolidated Financial Statements and related notes in Item 8 of this report. We note such information for investors as permitted by the Private Securities Litigation Reform Act of 1995.

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PART I

Item 1. BUSINESS

Overview

Ingersoll-Rand plc (IR-Ireland), an Irish public limited company, and its consolidated subsidiaries (collectively, we, our, the Company) is a diversified, global company that provides products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and increase industrial productivity and efficiency. Our business segments consist of Climate Solutions, Residential Solutions, Industrial Technologies and Security Technologies, each with strong brands and leading positions within their respective markets. We generate revenue and cash primarily through the design, manufacture, sale and service of a diverse portfolio of industrial and commercial products that include well-recognized, premium brand names such as Club Car<sup>®</sup>, Ingersoll-Rand<sup>®</sup>, Schlage<sup>®</sup>, Thermo King<sup>®</sup> and Trane<sup>®</sup>. To achieve our mission of being a world leader in creating safe, comfortable and efficient environments, we continue to focus on increasing our recurring revenue stream from parts, service, used equipment and rentals; and to continuously improve the efficiencies and capabilities of the products and services of our businesses. We also continue to focus on operational excellence strategies as a central theme to improving our earnings and cash flows.

Proposed Spin-Off Transaction

In December 2012, our Board of Directors announced a plan to spin off our commercial and residential security businesses (the New Security Company). The separation will result in two standalone companies: Ingersoll Rand; and the New Security Company, a leading global provider of electronic and mechanical security products and services, delivering comprehensive solutions to commercial and residential customers. This new company's portfolio of brands will include Schlage, LCN<sup>®</sup>, Von Duprin<sup>®</sup>, Interflex<sup>®</sup>, CISA<sup>®</sup>, Briton<sup>®</sup>, Bricard<sup>®</sup>, BOCOM<sup>®</sup> Systems, Dexter<sup>®</sup>, Kryptonite<sup>®</sup>, Falcon<sup>®</sup> and Fusion<sup>®</sup> Hardware Group.

We expect the spin-off, which is intended to be tax free to shareholders, to be completed prior to year-end 2013. However, the completion of the spin-off is subject to certain customary conditions, including receipt of regulatory approvals, receipt of a ruling from the U.S. Internal Revenue Service as to the tax-free nature of the spin-off, as well as certain other matters relating to the spin-off, receipt of legal opinions, execution of intercompany agreements, effectiveness of appropriate filings with the U.S. Securities and Exchange Commission, and final approval of the transactions contemplated by the spin-off, as may be required under Irish law. There can be no assurance that any separation transaction will ultimately occur, or, if one does occur, its terms or timing.

Upon completion of the spin-off, IR-Ireland will cease to have any ownership interest in the New Security Company, and the New Security Company will become an independent publicly traded company. The New Security Company is anticipated to be an Irish public limited company (plc).

Recent Divestitures

Divested Operations

On September 30, 2011 and November 30, 2011, we completed transactions to sell our Hussmann refrigerated display case business to a newly-formed affiliate (Hussmann Parent) of private equity firm Clayton Dubilier & Rice, LLC (CD&R). These transactions included the equipment business and certain of the service branches in the U.S. and Canada, and the equipment, service and installation businesses in Mexico, Chile, Australia, New Zealand, and Japan (Hussmann Business) and the remaining North American Hussmann service and installation branches (Hussmann Branches). We negotiated the final terms of the transaction to include our ownership of a portion of the common stock of Hussmann Parent, which represents significant continuing involvement. Therefore, the results of Hussmann are included in continuing operations for all periods presented, with our ownership interest reported using the equity method of accounting subsequent to September 30, 2011. See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our divested operations.

Discontinued Operations

On December 30, 2011, we completed the divestiture of our security installation and service business, which was sold under the Integrated Systems and Services brand in the United States and Canada, to Kratos Public Safety & Security Solutions, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods

presented.

On December 30, 2010, we completed the divestiture of our gas microturbine generator business, which was sold under the Energy Systems brand, to Flex Energy, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods presented.

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On October 4, 2010, we completed the divestiture of our European refrigerated display case business, which was sold under the KOXKA brand, to an affiliate of American Industrial Acquisition Corporation (AIAC Group). As a result of the sale, we have reported this business as a discontinued operation for all periods presented.

See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our discontinued operations.

**Business Segments**

Our business segments provide products, services and solutions used to increase the efficiency and productivity of both industrial and commercial operations and homes, as well as improve the security, safety, health and comfort of people around the world.

Our business segments are as follows:

**Climate Solutions**

Our Climate Solutions segment delivers energy-efficient refrigeration and HVAC throughout the world.

Encompassing the transport refrigeration markets as well as the commercial HVAC markets, this segment offers customers a broad range of products, services and solutions to manage controlled temperature environments. This segment, which had 2012 net revenues of \$7.4 billion, includes the market-leading brands of Thermo King and Trane.

**Residential Solutions**

Our Residential Solutions segment provides safety, comfort and efficiency to homeowners throughout North America and parts of South America. It offers customers a broad range of products, services and solutions including mechanical and electronic locks, energy-efficient HVAC systems, indoor air quality solutions, advanced controls, portable security systems and remote home management. This segment, which had 2012 net revenues of \$2.1 billion, is comprised of well-known brands like American Standard®, Schlage and Trane.

**Industrial Technologies**

Our Industrial Technologies segment provides products, services and solutions that improve productivity, energy efficiency, safety, and operations. It offers global customers a diverse and innovative range of products including compressed air systems, power tools, pumps, material handling equipment, and golf, utility, and rough terrain vehicles. It also provides a range of service offerings including preventative maintenance and comprehensive care multi-year contracts, service parts, installation, remanufactured compressors and tools, and solutions to optimize customers' energy and total production costs. This segment, which had 2012 net revenues of \$2.9 billion, includes the Ingersoll-Rand, Club Car, and ARO® market-leading brands.

**Security Technologies**

Our Security Technologies segment is a leading global provider of products and services that make environments safe, secure and productive. The segment's market-leading products include electronic and biometric access control systems and software, locks and locksets, door closers, exit devices, steel doors and frames, as well as time, attendance and personnel scheduling systems. These products serve a wide range of markets including the commercial construction market, healthcare, retail, and transport industries as well as educational and governmental facilities. This segment, which had 2012 net revenues of \$1.6 billion, includes the CISA, LCN, Schlage and Von Duprin market-leading brands.



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Products and Services

Our principal products and services by business segment include the following:

Climate Solutions

- |                                      |   |
|--------------------------------------|---|
| Aftermarket parts and service        | Energy management services                  |
| Air cleaners                         | Facility management services                |
| Air conditioners                     | Furnaces                                    |
| Air exchangers                       | Gensets                                     |
| Air handlers                         | Heat pumps                                  |
| Airside and terminal devices         | Humidifiers                                 |
| Auxiliary idle reduction             | Installation contracting                    |
| Auxiliary temperature management     | Package heating and cooling systems         |
| Building management systems          | Performance contracting                     |
| Bus and rail HVAC systems            | Repair Services                             |
| Chillers                             | Service Agreements                          |
| Coils and condensers                 | Temporary heating and cooling systems       |
| Container refrigeration equipment    | Thermostats/controls                        |
| Control systems                      | Trailer refrigeration equipment             |
| Cryogenic refrigeration systems      | Unitary systems                             |
| Diesel-powered refrigeration systems | Vehicle-powered truck refrigeration systems |

Residential Solutions

- |  |   |
|--|---|
| Air cleaners   | Furnaces                                  |
| Air conditioners   | Heat pumps                                |
| Air exchangers   | Humidifiers                               |
| Air handlers   | Package heating and cooling systems       |
| Door locks, latches and locksets                         | Portable security products                |
| Electrical security products                             | Thermostats/controls                      |
| Electronic access-control systems                        | Unitary systems                           |
| Industrial Technologies                                  |   |
| Air compressors (centrifugal, reciprocating, and rotary) | Hoists (air, electric, and manual)        |
| Aftermarket parts and accessories                        | Motion control components                 |
| Airends  | Power tools (air, cordless, and electric) |
| Blowers  | Precision fastening systems               |
| Dryers   | Pumps (diaphragm and piston)              |
| Engine starting systems                                  | Rough terrain (AWD) vehicles              |
| Ergonomic material handling systems                      | Service contracts and programs            |
| Filters  | Utility and low-speed vehicles            |
| Fluid handling systems                                   | Visage® mobile golf information systems   |
| Golf vehicles  | Winches (air, electric, and hydraulic)    |

Security Technologies

- |                                  |  |
|----------------------------------|--|
| Biometric access control systems | Electrical security products                       |
| Door closers and controls        | Electronic access-control systems                  |
| Door locks, latches and locksets | Exit devices                                       |
| Doors and door frames (steel)    | Time, attendance, and personnel scheduling systems |
- These products are sold primarily under our name and under other names including American Standard, ARO, CISA, Club Car, LCN, Schlage, Thermo King, Von Duprin and Trane.

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### Competitive Conditions

Our products and services are sold in highly competitive markets throughout the world. Due to the diversity of these products and services and the variety of markets served, we encounter a wide variety of competitors that vary by product line and services. They include well-established regional or specialized competitors, as well as larger U.S. and non-U.S. corporations or divisions of larger companies.

The principal methods of competition in these markets relate to price, quality, delivery, service and support, technology and innovation. We believe that we are one of the leading manufacturers in the world of HVAC systems and services, air compression systems, transport temperature control products, air tools, and golf and utility vehicles. In addition, we believe we are a leading supplier in U.S. markets for architectural hardware products, mechanical locks and electronic and biometric access-control technologies.

### Distribution

Our products are distributed by a number of methods, which we believe are appropriate to the type of product. U.S. sales are made through branch sales offices and through distributors, dealers and large retailers across the country. Non-U.S. sales are made through numerous subsidiary sales and service companies with a supporting chain of distributors throughout the world.

### Customers

We have no customer that accounted for more than 10% of our consolidated net revenues in 2012, 2011 or 2010. No material part of our business is dependent upon a single customer or a small group of customers; therefore, the loss of any one customer would not have a material adverse effect on our results of operations or cash flows.

### Raw Materials

We manufacture many of the components included in our products, which requires us to employ a wide variety of commodities. Principal commodities, such as steel, copper and aluminum, are purchased from a large number of independent sources around the world. In the past, higher prices for some commodities, particularly steel and non-ferrous metals, have caused pricing pressures in some of our businesses; we have historically been able to pass certain of these cost increases on to customers in the form of price increases.

We believe that available sources of supply will generally be sufficient for the foreseeable future. There have been no commodity shortages which have had a material adverse effect on our businesses. However, significant changes in certain material costs may have an adverse impact on our costs and operating margins. To mitigate this potential impact, we enter into long-term supply contracts in order to manage our exposure to potential supply disruptions.

### Working Capital

We manufacture products that usually must be readily available to meet our customers' rapid delivery requirements. Therefore, we maintain an adequate level of working capital to support our business needs and our customers' requirements. Such working capital requirements are not, however, in the opinion of management, materially different from those experienced by our major competitors. We believe our sales and payment terms are competitive in and appropriate for the markets in which we compete.

### Seasonality

Demand for certain segments of our products and services is influenced by weather conditions. For instance, Trane's sales have historically tended to be seasonally higher in the second and third quarters of the year because, in the U.S. and other northern hemisphere markets, summer is the peak season for sales of air conditioning systems and services. Therefore, results of any quarterly period may not be indicative of expected results for a full year and unexpected cool trends or unseasonably warm trends during the summer season could negatively or positively affect certain segments of our business and impact overall results of operations.

### Research and Development

We engage in research and development activities in an effort to introduce new products, enhance existing product effectiveness, increase safety, improve ease of use and reliability as well as expand the various applications for which our products may be appropriate. In addition, we continually evaluate developing technologies in areas that we believe will enhance our business for possible investment or acquisition. We anticipate that we will continue to make significant expenditures for research and development activities as we look to maintain and improve our competitive position. Research and development expenditures were approximately \$273.6 million in 2012, \$257.3 million in 2011

and \$244.0 million in 2010.

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## Patents and Licenses

We own numerous patents and patent applications, and are licensed under others. Although in aggregate we consider our patents and licenses to be valuable to our operations, we do not believe that our business is materially dependent on a single patent or license or any group of them. In our opinion, engineering, production skills and experience are more responsible for our market position than our patents and/or licenses.

## Operations by Geographic Area

More than 40% of our 2012 net revenues were derived outside the U.S. and we sold products in more than 100 countries. Therefore, the attendant risks of manufacturing or selling in a particular country, such as nationalization and establishment of common markets, may have an adverse impact on our non-U.S. operations. For a discussion of risks associated with our non-U.S. operations, see “Risk Factors – Our global operations subject us to economic risks,” and “Risk Factors – Currency exchange rate fluctuations may adversely affect our results,” in Item 1A and “Quantitative and Qualitative Disclosure about Market Risk” in Item 7A.

## Backlog

Our approximate backlog of orders, believed to be firm, at December 31, was as follows:

In millions	2012	2011
Climate Solutions	\$1,444.6	\$1,395.8
Residential Solutions	49.1	42.8
Industrial Technologies	481.1	489.5
Security Technologies	159.6	135.1
Total	\$2,134.4	\$2,063.2

These backlog figures are based on orders received. While the major portion of our products are built in advance of order and either shipped or assembled from stock, orders for specialized machinery or specific customer application are submitted with extensive lead times and are often subject to revision, deferral, cancellation or termination. We expect to ship substantially all the December 31, 2012 backlog during 2013.

## Environmental Matters

We continue to be dedicated to an environmental program intended to reduce the utilization and generation of hazardous materials during the manufacturing process as well as to remediate identified environmental concerns. As to the latter, we are currently engaged in site investigations and remediation activities to address environmental cleanup from past operations at current and former manufacturing facilities.

We are sometimes a party to environmental lawsuits and claims and have received notices of potential violations of environmental laws and regulations from the Environmental Protection Agency and similar state authorities. We have been also identified as a potentially responsible party (PRP) for cleanup costs associated with off-site waste disposal at federal Superfund and state remediation sites. For all such sites, there are other PRPs and, in most instances, our involvement is minimal.

In estimating our liability, we have assumed that we will not bear the entire cost of remediation of any site to the exclusion of other PRPs who may be jointly and severally liable. The ability of other PRPs to participate has been taken into account, based on our understanding of the parties’ financial condition and probable contributions on a per site basis. Additional lawsuits and claims involving environmental matters are likely to arise from time to time in the future.

We incurred \$4.5 million, \$3.1 million, and \$1.0 million of expenses during the years ended December 31, 2012, 2011, and 2010, respectively, for environmental remediation at sites presently or formerly owned or leased by us. As of December 31, 2012 and 2011, we have recorded reserves for environmental matters of \$65.9 million and \$70.9 million, respectively. Of these amounts \$47.3 million and \$51.3 million, respectively, relate to remediation of sites previously disposed by us. Our total current environmental reserve at December 31, 2012 and 2011 was \$22.2 million and \$26.1 million, respectively. Given the evolving nature of environmental laws, regulations and technology, the ultimate cost of future compliance is uncertain.

For a further discussion of our potential environmental liabilities, see also Part II, Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, Environmental and Asbestos Matters as well as Note

20 to the Consolidated Financial Statements.

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### Asbestos Matters

Certain of our wholly-owned subsidiaries are named as defendants in asbestos-related lawsuits in U.S. state and federal courts. In virtually all of the suits, a large number of other companies have also been named as defendants. The vast majority of those claims have been filed against either Ingersoll-Rand Company (IR-New Jersey) or Trane U.S. Inc. (Trane) and generally allege injury caused by exposure to asbestos contained in certain historical products sold by IR-New Jersey or Trane, primarily pumps, boilers and railroad brake shoes. Neither IR-New Jersey nor Trane was a producer or manufacturer of asbestos, however, some formerly manufactured products utilized asbestos-containing components such as gaskets and packings purchased from third-party suppliers.

We incurred net costs after insurance recoveries of \$4.4 million, \$10.1 million, and \$18.8 million during the years ended December 31, 2012, 2011, and 2010, respectively, related to the settlement and defense of asbestos-related claims. Our total liability for asbestos-related matters and our total asset for probable asbestos-related insurance recoveries were \$879.5 million and \$320.3 million, respectively, as of December 31, 2012 and \$938.3 million and \$322.4 million, respectively, as of December 31, 2011. Our total current liability for asbestos-related matters and our total current asset for probable asbestos-related insurance recoveries was \$69.1 million and \$22.5 million, respectively, as of December 31, 2012 and \$69.7 million and \$23.5 million, respectively, as of December 31, 2011. See also the discussion under Part I, Item 3, Legal Proceedings, and Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Environmental and Asbestos Matters as well as further detail in Note 20 to the Consolidated Financial Statements.

### Employees

As of December 31, 2012, we employed approximately 49,000 people throughout the world.

### Available Information

We file annual, quarterly, and current reports, proxy statements, and other documents with the SEC under the Securities Exchange Act of 1934. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The public can obtain any documents that are filed by us at <http://www.sec.gov>.

In addition, this Annual Report on Form 10-K, as well as our quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to all of the foregoing reports, are made available free of charge on our Internet website (<http://www.ingersollrand.com>) as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC. The Board of Directors of the Company has also adopted and posted in the Investor Relations section of the Company's website our Corporate Governance Guidelines and charters for each of the Board's standing committees. The contents of the Company's website are not incorporated by reference in this report.

### Certifications

#### New York Stock Exchange Annual Chief Executive Officer Certification

The Company's Chief Executive Officer submitted to the New York Stock Exchange the Annual CEO Certification as the Company's compliance with the New York Stock Exchange's corporate governance listing standards required by Section 303A.12 of the New York Stock Exchange's listing standards.

#### Sarbanes-Oxley Act Section 302 Certification

The certifications of the Chief Executive Officer and Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits to this Annual Report on Form 10-K.

### Item 1A. RISK FACTORS

Our business, financial condition, results of operations, and cash flows are subject to a number of risks that could cause the actual results and conditions to differ materially from those projected in forward-looking statements contained in this Annual Report on Form 10-K. The risks set forth below are those we consider most significant. We face other risks, however, that we do not currently perceive to be material but could cause actual results and conditions to differ materially from our expectations. You should evaluate all risks before you invest in our securities. If any of the risks actually occur, our business, financial condition, results of operations or cash flows could be

adversely impacted. In that case, the trading price of our ordinary shares could decline, and you may lose all or part of your investment.

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Our global operations subject us to economic risks.

Our global operations are dependent upon products manufactured, purchased and sold in the U.S. and internationally, including Europe, China, Brazil, Venezuela, Africa, India and Turkey. These activities are subject to risks that are inherent in operating globally, including:

- changes in local laws and regulations or imposition of currency restrictions and other restraints;
- limitation of ownership rights, including expropriation of assets by a local government, and limitation on the ability to repatriate earnings;
- sovereign debt crisis and currency instability in developed and developing countries;
- imposition of burdensome tariffs and quotas;
- difficulty in staffing and managing global operations;
- difficulty of enforcing agreements, collecting receivables and protecting assets through non-U.S. legal systems;
- national and international conflict, including war, civil disturbances and terrorist acts; and
- economic downturns and social and political instability.

These risks could increase our cost of doing business internationally, increase our counterparty risk, disrupt our operations, disrupt the ability of suppliers and customers to fulfill their obligations, limit our ability to sell products in certain markets and have a material adverse impact on our results of operations, financial condition, and cash flows.

Our growth is dependent, in part, on the development, commercialization and acceptance of new products and services.

We must develop and commercialize new products and services in order to remain competitive in our current and future markets and in order to continue to grow our business. The development and commercialization of new products and services require a significant investment of resources. We cannot provide any assurance that any new product or service will be successfully commercialized in a timely manner, if ever, or, if commercialized, will result in returns greater than our investment. Investment in a product or service could divert our attention and resources from other projects that become more commercially viable in the market. We also cannot provide any assurance that any new product or service will be accepted by the market. Failure to develop new products and services that are accepted by the market could have a material adverse impact on our competitive position, results of operations, financial condition, and cash flows.

The capital and credit markets are important to our business.

Instability in U.S. and global capital and credit markets, including market disruptions, limited liquidity and interest rate volatility, or reductions in the credit ratings assigned to us by independent rating agencies could reduce our access to capital markets or increase the cost of funding our short and long term credit requirements. In particular, if we are unable to access capital and credit markets on terms that are acceptable to us, we may not be able to make certain investments or fully execute our business plans and strategy, including our new \$2 billion share repurchase program and our commitment to refinance our short-term debt maturities and raise additional borrowings.

Our suppliers and customers are also dependent upon the capital and credit markets. Limitations on the ability of customers, suppliers or financial counterparties to access credit could lead to insolvencies of key suppliers and customers, limit or prevent customers from obtaining credit to finance purchases of our products and services and cause delays in the delivery of key products from suppliers.

Currency exchange rate fluctuations may adversely affect our results.

We are exposed to a variety of market risks, including the effects of changes in currency exchange rates. See Part II Item 7A, Quantitative and Qualitative Disclosure About Market Risk.

More than 40% of our 2012 net revenues were derived outside the U.S., and we expect sales to non-U.S. customers to continue to represent a significant portion of our consolidated net revenues. Although we enter into currency exchange contracts to reduce our risk related to currency exchange fluctuations, changes in the relative values of currencies occur from time to time may, in some instances, have a material impact on our results of operations. Because we do not hedge against all of our currency exposure, our business will continue to be susceptible to currency fluctuations.

We also translate assets, liabilities, revenues and expenses denominated in non-U.S. dollar currencies into U.S. dollars for our consolidated financial statements based on the applicable exchange rates. Consequently, fluctuations in the value of the U.S. dollar versus other currencies could have a material impact on the value of these items in our



consolidated financial statements, even if their value has not changed in their original currency.

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Material adverse legal judgments, fines, penalties or settlements could adversely affect our results of operations or financial condition.

We are currently and may in the future become involved in legal proceedings and disputes incidental to the operation of our business. Our business may be adversely affected by the outcome of these proceedings and other contingencies (including, without limitation, asbestos-related matters) that cannot be predicted with certainty. As required by generally accepted accounting principles in the United States, we establish reserves based on our assessment of contingencies. Subsequent developments in legal proceedings and other contingencies may affect our assessment and estimates of the loss contingency recorded as a reserve and we may be required to make additional material payments, which could have a material adverse impact on our liquidity, results of operations, financial condition, and cash flows. Our reputation, ability to do business and results of operations could be impaired by improper conduct by any of our employees, agents or business partners.

We are subject to regulation under a wide variety of U.S. federal and state and non-U.S. laws, regulations and policies, including laws related to anti-corruption, export and import compliance, anti-trust and money laundering, due to our global operations. We cannot provide assurance our internal controls will always protect us from the improper conduct of our employees, agents and business partners. Any improper conduct could damage our reputation and subject us to, among other things, civil and criminal penalties, material fines, equitable remedies (including profit disgorgement and injunctions on future conduct), securities litigation and a general loss of investor confidence, any one of which could have a material adverse impact on our business prospects, financial condition, results of operations, cash flows, and the market value of our stock.

We may be subject to risks relating to our information technology systems.

We rely extensively on information technology systems to manage and operate our business. We are also investing in new information technology systems that are designed to continue improving our operations. If these systems cease to function properly or if these systems do not provide the anticipated benefits, our ability to manage our operations could be impaired which could have a material adverse impact on our results of operations, financial condition, and cash flows.

We currently rely on a single vendor for substantially all of our global information technology infrastructure and its failure to provide effective support for such infrastructure could negatively impact our business and financial results. We have outsourced substantially all of our global information technology infrastructure to a third-party service provider in order to achieve cost savings and efficiencies. The service provider has initiated arbitration proceedings against us regarding the terms, nature and performance of the information technology services agreement. If the service provider does not perform or does not perform effectively, we may not be able to achieve the expected efficiencies and may have to incur additional costs to address failures in providing service by the service provider. Depending on the function involved, such non-performance, failure to perform effectively or failures of service may lead to business disruptions, processing inefficiencies or security breaches. Such disruptions, inefficiencies or breaches could negatively impact our business operations, results of operations, financial condition and cash flows. Our information technology infrastructure is important to our business and data security breaches or disruptions of such infrastructure could negatively impact our business and financial results.

Our information technology infrastructure is subject to cyber attacks and unauthorized security intrusions. Despite instituting security policies and business continuity plans, our systems and networks may be vulnerable to system damage, malicious attacks from hackers, employee errors or misconduct, viruses, power and utility outages, and other catastrophic events that could cause significant harm to our business by negatively impacting our business operations, compromising the security of our proprietary information and exposing us to litigation that could adversely affect our reputation. Such events could have a material adverse impact on our results of operations, financial condition and cash flows.

Commodity shortages and price increases and higher energy prices could adversely affect our financial results.

We rely on suppliers to secure commodities, particularly steel and non-ferrous metals, required for the manufacture of our products. A disruption in deliveries from our suppliers or decreased availability of commodities could have an adverse effect on our ability to meet our commitments to customers or increase our operating costs. We believe that available sources of supply will generally be sufficient for our needs for the foreseeable future. Nonetheless, the

unavailability of some commodities could have a material adverse impact on our results of operations and cash flows. Volatility in the prices of these commodities could increase the costs of our products and services. We may not be able to pass on these costs to our customers and this could have a material adverse impact on our results of operations and cash flows. We do not currently use financial derivatives to hedge against this volatility. While we use fixed price contracts to mitigate this exposure, we expect any future hedging activity to seek to minimize near-term volatility of the commodity prices which would not protect us from long-term commodity price increases.

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Additionally, we are exposed to large fluctuations in the price of petroleum-based fuel due to the instability of current market prices. Higher energy costs increase our operating costs and the cost of shipping our products, and supplying services, to customers around the world. Consequently, sharp price increases, the imposition of taxes or an interruption of supply, could cause us to lose the ability to effectively manage the risk of rising fuel prices and may have a material adverse impact on our results of operations and cash flows.

Our operational excellence efforts may not achieve the improvements we expect.

We utilize a number of tools, such as Lean Six Sigma, to improve operational efficiency and productivity.

Implementation of new processes to our operations could cause disruptions and there is no assurance that all of our planned operational excellence projects will be fully implemented or, if implemented, will realize the expected improvements.

We may be required to recognize impairment charges for our goodwill and other indefinite-lived intangible assets.

At December 31, 2012, the net carrying value of our goodwill and other indefinite-lived intangible assets totaled \$6.1 billion and \$2.6 billion, respectively. In accordance with generally accepted accounting principles, we periodically assess these assets to determine if they are impaired. Significant negative industry or economic trends, disruptions to our business, unexpected significant changes or planned changes in use of the assets, divestitures and market capitalization declines may result in recognition of impairments to goodwill or other indefinite-lived assets. Any charges relating to such impairments could have a material adverse impact on our results of operations in the periods recognized.

Changes in weather patterns and seasonal fluctuations may adversely affect certain segments of the Company's business and impact overall results of operations.

Demand for certain segments of the Company's products and services is influenced by weather conditions. For instance, Trane's sales have historically tended to be seasonally higher in the second and third quarters of the year because, in the U.S. and other northern hemisphere markets, summer is the peak season for sales of air conditioning systems and services. Therefore, results of any quarterly period may not be indicative of expected results for a full year and unexpected cool trends or unseasonably warm trends during the summer season could negatively or positively affect certain segments of the Company's business and impact overall results of operations.

Continued weakness in the commercial and residential construction markets may adversely impact our results of operations and cash flow.

Our commercial and residential HVAC and security businesses, which collectively represent 66% of our net revenues, provide products and services to a wide range of markets, including significant sales to the commercial and residential construction markets. Weakness in either or both of these construction markets may negatively impact the demand for our products and services. Decrease in the demand for our products and services could have a material adverse impact on our results of operations and cash flow.

Our operations are subject to regulatory risks.

Our U.S. and non-U.S. operations are subject to a number of laws and regulations, including environmental and health and safety. We have made, and will be required to continue to make, significant expenditures to comply with these laws and regulations. Changes in current laws and regulations could require us to increase our compliance expenditures, cause us to significantly alter or discontinue offering existing products and services or cause us to develop new products and services. Altering current products and services or developing new products and services to comply with changes in the applicable laws and regulations could require significant research and development investments, increase the cost of providing the products and services and adversely affect the demand for our products and services. In addition, our failure to comply with applicable laws and regulations could lead to significant penalties, fines or other sanctions. If we are unable to effectively respond to changes to applicable laws and regulations or comply with existing and future laws and regulations, our competitive position, results of operations, financial condition and cash flows could be materially adversely impacted.

If the distribution of WABCO's shares by Trane on July 31, 2007 were to fail to qualify as tax-free for U.S. federal income tax purposes under Section 355 of the Internal Revenue Code (the "Code"), then Trane may be required to pay U.S. federal income taxes.

Trane received a private letter ruling from the Internal Revenue Service (IRS) substantially to the effect that the distribution of WABCO shares to its shareholders qualified as tax-free for U.S. federal income tax purposes under Section 355 of the Code. Trane also received an opinion of Skadden, Arps, Slate, Meagher & Flom, LLP, at the time of the distribution, as to the tax-free nature of the transaction. Moreover, in connection with our subsequent acquisition of Trane, we received an opinion of Simpson, Thacher & Bartlett LLP, substantially to the effect that the distribution should continue to qualify as tax-free to Trane, WABCO and Trane shareholders under Section 355 and related provisions of the Code. The ruling and opinions were based on, among other things, certain assumptions as well as on the accuracy of certain factual representations and statements made by the Company, WABCO and Trane. In rendering its ruling, the IRS also relied on certain covenants that Trane and WABCO entered into, including the adherence to certain restrictions on WABCO's and Trane's future actions.

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Notwithstanding the private letter ruling or the opinions of counsel, there can be no assurance that the IRS will not later assert that the distribution should be treated as a taxable transaction. If the WABCO distribution is determined to be taxable, we would recognize a gain in an amount equal to the excess of (i) the fair market value of WABCO's common stock distributed to the Trane shareholders over (ii) Trane's tax basis in such common stock. We have a Tax Sharing Agreement with WABCO under which WABCO would be responsible for all taxes imposed on Trane as a result of the distribution except where taxes are imposed as a result of actions taken after the distribution by Trane or any of its subsidiaries or shareholders. If WABCO was unable to satisfy its obligations under the Tax Sharing Agreement or if Trane was unable to rely on the Tax Sharing Agreement for any reason, any potential liability arising from the distribution of WABCO's shares by Trane could have a material adverse impact on our financial condition, results of operations, and cash flows.

### Risks Relating to Our Proposed Spin-off

The proposed spin-off of our commercial and residential security businesses is contingent upon the satisfaction of a number of conditions, may require significant time and attention of our management and may have an adverse effect on us even if not completed.

On December 10, 2012, we announced our plan to spin off our commercial and residential security businesses. The proposed spin-off is subject to various conditions, is complex in nature and may be affected by unanticipated developments or changes in market conditions. Completion of the spin-off will be contingent upon customary conditions, including receipt of regulatory approvals, receipt of a ruling from the IRS as to the tax-free nature of the spin-off, as well as certain other matters relating to the spin-off, receipt of legal opinions, execution of intercompany agreements, effectiveness of appropriate filings with the SEC, and final approval of the transactions contemplated by the spin-off, as may be required under Irish law. For these and other reasons, the spin-off transaction may not be completed as expected by the fourth calendar quarter of 2013, if at all.

Even if the spin-off is not completed, our ongoing businesses may be adversely affected and we will be subject to certain risks and consequences, including the following:

Execution of the proposed spin-off will require significant time and attention from management, which may distract management from the operation of our businesses and the execution of other initiatives that may have been beneficial to us.

Our employees may also be distracted due to uncertainty about their future roles with each of the separate companies pending the completion of the spin-off.

Some of our suppliers or customers may delay or defer decisions or may end their relationships with us or our commercial and residential security businesses, which could negatively affect revenues, earnings and cash flows of the Company and our commercial and residential security businesses.

We will be required to pay certain costs and expenses relating to the spin-off, such as legal, accounting and other professional fees, whether or not it is completed.

We may experience negative reactions from the financial markets if we fail to complete the spin-off.

Any of these factors could have a material adverse effect on our financial condition, results of operations, cash flows and trading price.

We may be unable to achieve some or all of the benefits that we expect to achieve from the spin-off.

Although we believe that separating our commercial and residential security businesses by means of the spin-off will provide financial, operational, managerial and other benefits to us and our shareholders, the spin-off may not provide the results on the scope or on the scale we anticipate, and the assumed benefits of the spin-off may not be fully realized. Accordingly, the spin-off might not provide us and our shareholders benefits or value in excess of the benefits and value that might have been created or realized had we retained the commercial and residential security businesses or undertaken another strategic alternative involving such businesses.

If the proposed spin-off of our commercial and residential security businesses is completed, the trading price of our ordinary shares will decline and may experience greater volatility.

We expect the trading price of our ordinary shares immediately following the spin-off to be significantly lower than immediately prior to the spin-off because the trading price for our shares will no longer reflect the value of our commercial and residential security businesses. In addition, until the market has fully analyzed the Company's value

without our commercial and residential security businesses, the price of our shares may experience greater volatility. If the proposed spin-off is completed, our shares may not match some holders' investment strategies or meet minimum criteria for inclusion in stock market indices or portfolios, which could cause investors to sell their shares. Excessive selling pressure could cause the market price of our shares to decrease further following the completion of the proposed spin-off.

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Following the spin-off, the value of your ordinary shares in the Company and the commercial and residential security businesses may collectively trade at an aggregate price less than that at which the Company's ordinary shares might trade had the spin-off not occurred.

For a number of reasons, the ordinary shares of the Company and the commercial and residential security businesses that you may hold following the spin-off may collectively trade at a value significantly less than the price at which the Company's ordinary shares might have traded had the spin-off not occurred and we continued to own the commercial and residential security businesses. These reasons include the future performance of the Company and the commercial and residential security businesses as separate, independent companies, and the future shareholder base and market for the Company's ordinary shares and the shares of our commercial and residential security businesses and the prices at which these shares individually trade.

The proposed spin-off transaction could result in substantial tax liability

We will request a private letter ruling from the IRS substantially to the effect that, for U.S. federal income tax purposes, the spin-off and certain related transactions will qualify under Sections 355 and/or 368 of the Code. Our receipt of the private letter ruling will be a condition to the completion of the spin-off. If the factual assumptions or representations made in the private letter ruling request are inaccurate or incomplete in any material respect, then we will not be able to rely on the ruling. Furthermore, the IRS will not rule on whether a distribution such as the spin-off satisfies certain requirements necessary to obtain tax-free treatment under Section 355 of the Code. Rather, the private letter ruling will be based on representations by us that those requirements have been satisfied, and any inaccuracy in those representations could invalidate the ruling. The spin-off will also be conditioned on our receipt of one or more opinions of outside advisors, in form and substance satisfactory to us, substantially to the effect that, certain requirements, including requirements that the IRS will not rule on, necessary to obtain tax free treatment have been satisfied such that the spin-off and certain related transactions should qualify under Sections 355, 368 and other provisions of the Code. The opinion(s) will rely on, among other things, the continuing validity of the private letter ruling and various assumptions and representations as to factual matters made by each of the commercial and residential security businesses and us which, if inaccurate or incomplete in any material respect, would jeopardize the conclusions reached by such advisors in their opinion(s). The opinion(s) will not be binding on the IRS or the courts, and there can be no assurance that the IRS or the courts will not challenge the conclusions stated in the opinion(s) or that any such challenge would not prevail.

If, notwithstanding receipt of the private letter ruling and opinion(s), the spin-off were determined to be a taxable transaction, each U.S. holder of our ordinary shares who receives shares of the commercial and residential security businesses in the spin-off would generally be treated as receiving a taxable distribution of property in an amount equal to the fair market value of the shares of the new security company received. That distribution would be taxable as a dividend to the extent of our current and accumulated earnings and profits. Any amount that exceeded our earnings and profits would be treated first as a non-taxable return of capital to the extent of the applicable shareholder's tax basis in our ordinary shares with any remaining amount being taxed as a capital gain. In addition, notwithstanding receipt of the private letter ruling and opinion(s), if the spin-off were determined to be a taxable transaction and/or certain related internal transactions were to fail to qualify for tax-free treatment, we could incur a substantial tax liability, which could have a material adverse impact on our financial condition, results of operations and cash flows.

### Risks Relating to Our Past Reorganizations

We effected a corporate reorganization in December 2001 to become a Bermuda company (the Bermuda Reorganization) and a subsequent corporate reorganization in July 2009 to become an Irish public limited company. These reorganizations exposed us and our shareholders to the risks described below. In addition, we cannot be assured that all of the anticipated benefits of the reorganizations will be realized.

Changes in tax laws, regulations or treaties, changes in our status under U.S. or non-U.S. tax laws or adverse determinations by taxing authorities could increase our tax burden or otherwise affect our financial condition or operating results, as well as subject our shareholders to additional taxes.

The realization of any tax benefit related to our reorganizations could be impacted by changes in tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof by the U.S. tax authorities or non-U.S. tax authorities. From time to time, proposals have been made and/or legislation has been introduced to change the tax laws of various



jurisdictions or limit tax treaty benefits that if enacted could materially increase our tax burden and/or effective tax rate and could have a material adverse impact on our financial condition and results of operations. For instance, recent U.S. legislative proposals would broaden the circumstances under which we would be considered a U.S. resident for U.S. tax purposes, which would significantly diminish the realization of any tax benefit related to our reorganizations. There are other recent U.S. legislative proposals that could modify or eliminate the tax deductibility of various currently deductible payments, which could materially and adversely affect our effective tax rate and cash tax position. Moreover, other U.S. legislative proposals could have a material adverse impact on us by overriding certain tax treaties and limiting the treaty benefits on certain payments by our U.S. subsidiaries to our non-U.S. affiliates, which could increase our tax liability. We cannot predict the outcome of any specific legislation in any jurisdiction.

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While we monitor proposals that would materially impact our tax burden and/or effective tax rate and investigate our options, we could still be subject to increased taxation on a going forward basis no matter what action we undertake if certain legislative proposals are enacted, certain tax treaties are amended and/or our interpretation of applicable tax law is challenged and determined to be incorrect. In particular, any changes and/or differing interpretations of applicable tax law that have the effect of disregarding the Ireland Reorganization, limiting our ability to take advantage of tax treaties between jurisdictions, modifying or eliminating the deductibility of various currently deductible payments, or increasing the tax burden of operating or being resident in a particular country, could subject us to increased taxation.

While our U.S. operations are subject to U.S. tax, we believe that a significant portion of our non-U.S. operations are generally not subject to U.S. tax other than withholding taxes. The IRS or a court, however, may not concur with our conclusions including our determination that we, and a significant number of our foreign subsidiaries, are not currently controlled foreign corporations (CFC) within the meaning of the U.S. tax laws. A contrary determination, which could also arise through significant future acquisitions of our stock by U.S. persons, could also potentially cause U.S. holders (direct, indirect or constructive owners) of 10% or more of our stock (or the voting stock of our non-U.S. subsidiaries) to include in their gross income their pro rata share of certain of our and our non-U.S. subsidiary income for the period during which we (and our non-U.S. subsidiaries) were a CFC. In addition, gain (or a portion of such gain) realized on CFC shares sold by such shareholders may be treated as ordinary income depending on certain facts. Treatment of us or any of our non-U.S. subsidiaries as a CFC could have a material adverse impact on our results of operations, financial condition, and cash flows.

As described further in “Legal Proceedings”, we have received several notices from the IRS containing proposed adjustments to our tax filings in connection with an audit of the 2001-2002 tax years. The IRS has not contested the validity of our reincorporation in Bermuda in any of these notices. We have and intend to continue to vigorously contest these proposed adjustments.

Although the outcome of this matter cannot be predicted with certainty, based upon an analysis of the merits of our position, we believe that we are adequately reserved for this matter and do not expect that the ultimate resolution will have a material adverse impact on our future results of operations, financial condition, or cash flows. As we move forward to resolve this matter with the IRS, the reserves established may be adjusted. Although we continue to contest the IRS's position, there can be no assurance that we will be successful. If the IRS's position with respect to 2002 is ultimately sustained it will have a material adverse impact on our future results of operations, financial condition and cash flows.

Although we expect them to do so, at this time the IRS has not yet proposed any similar adjustments for years subsequent to 2002 as the federal income tax audits for those years are still in process or have not yet begun. It is unclear how the IRS will apply their position to subsequent years or whether the IRS will take a similar position with respect to other intercompany debt instruments.

The inability to realize any anticipated tax benefits related to our reorganizations could have a material adverse impact on our results of operations, financial condition, and cash flows.

Legislative and regulatory action could materially and adversely affect us.

The U.S. federal government and various states and municipalities have enacted or may enact legislation intended to deny government contracts to U.S. companies that reincorporate outside of the U.S. or have reincorporated outside of the U.S.

For instance, the Homeland Security Act of 2002, as amended, includes a provision that prohibits “inverted domestic corporations” and their subsidiaries from entering into contracts with the Department of Homeland Security. In addition, the State of California adopted legislation intended to limit the eligibility of certain non-U.S. chartered companies to participate in certain state contracts. More recently, the 2008, 2009 and 2010 Consolidated Appropriations Acts prohibit any federal government agency from using funds appropriated by Congress for fiscal years 2008, 2009 and 2010 to pay an inverted domestic corporation or any of its subsidiaries for work performed or products provided under certain federal contracts (“Affected Contracts”). Although the amount of monies already paid to us or to be paid to us under the Affected Contracts is not material to the Company, we cannot provide any assurance that the impact of future actions taken by the government in this area will not be materially adverse to our operations.

In addition, there continues to be negative publicity regarding, and criticism of, companies that conduct business in the United States and in other countries but have changed their place of incorporation to another country. Irish law differs from the laws in effect in the United States and may afford less protection to holders of our securities.

The United States currently does not have a treaty with Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. As such, there is some uncertainty as to whether the courts of Ireland would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on U.S. federal or state civil liability laws, including the civil liability provisions of the U.S. federal or state securities laws, or hear actions against us or those persons based on those laws.

As an Irish company, we are governed by the Irish Companies Act, which differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Likewise, the duties of directors and officers of an Irish company generally are owed to the

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company only. Shareholders of Irish companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances. Accordingly, holders of our securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the United States.

In addition, Irish law allows shareholders to authorize share capital which then can be issued by a board of directors without shareholder approval. Also, subject to specified exceptions, Irish law grants statutory pre-emptive rights to existing shareholders to subscribe for new issuances of shares for cash, but allows shareholders to authorize the waiver of the statutory pre-emptive rights with respect to any particular allotment of shares. These authorizations must be renewed by the shareholders every five years and we cannot guarantee that these authorizations will always be approved.

Dividends received by our shareholders may be subject to Irish dividend withholding tax.

In certain circumstances, we are required to deduct Irish dividend withholding tax (currently at the rate of 20%) from dividends paid to our shareholders. In the majority of cases, shareholders resident in the United States will not be subject to Irish withholding tax, and shareholders resident in a number of other countries will not be subject to Irish withholding tax provided that they complete certain Irish dividend withholding tax forms. However, some shareholders may be subject to withholding tax, which could have an adverse impact on the price of our shares.

Dividends received by our shareholders could be subject to Irish income tax.

Dividends paid in respect of our shares will generally not be subject to Irish income tax where the beneficial owner of these dividends is exempt from dividend withholding tax, unless the beneficial owner of the dividend has some connection with Ireland other than his or her shareholding in IR-Ireland.

Our shareholders who receive their dividends subject to Irish dividend withholding tax will generally have no further liability to Irish income tax on the dividends unless the beneficial owner of the dividend has some connection with Ireland other than his or her shareholding in IR-Ireland.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

As of December 31, 2012, we owned or leased a total of approximately 17 million square feet of space worldwide. Manufacturing and assembly operations are conducted in 63 plants across the world. We also maintain various warehouses, offices and repair centers throughout the world.

The majority of our plant facilities are owned by us with the remainder under long-term lease arrangements. We believe that our plants have been well maintained, are generally in good condition and are suitable for the conduct of our business.

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The locations by segment of our principal plant facilities at December 31, 2012 were as follows:

Climate Solutions

Americas	Europe, Middle East, Africa	Asia Pacific
Curitiba, Brazil	Kolin, Czech Republic	Zhong Shan, China
Arecibo, Puerto Rico	Charmes, France	Taicang, China
Fort Smith, Arkansas	Golbey, France	Penang, Malaysia
Pueblo, Colorado	Galway, Ireland	Samuthprakarn, Thailand
Lynn Haven, Florida	Barcelona, Spain	
Macon, Georgia		
Rushville, Indiana		
Lexington, Kentucky		
Minneapolis, Minnesota		
Hastings, Nebraska		
Columbia, South Carolina		
Clarksville, Tennessee		
Waco, Texas		
La Crosse, Wisconsin		

Residential Solutions

Americas	Europe, Middle East, Africa	Asia Pacific
Ensenada, Mexico		
Monterrey, Mexico		
Tecate, Mexico		
Tijuana, Mexico		
Fort Smith, Arkansas		
Vidalia, Georgia		
Trenton, New Jersey		
Tyler, Texas		

Industrial Technologies

Americas	Europe, Middle East, Africa	Asia Pacific
Dorval, Canada	Unicov, Czech Republic	Changzhou, China
Augusta, Georgia	Douai, France	Guilin, China
Campbellsville, Kentucky	Wasquehal, France	Nanjing, China
Mocksville, North Carolina	Oberhausen, Germany	Wujiang, China
Southern Pines, North Carolina	Fogliano Redipuglia, Italy	Ahmedabad, India
West Chester, Pennsylvania	Vignate, Italy	Ghaziabad, India
Seattle, Washington	Logatec, Slovenia	

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Security Technologies

Americas

Security, Colorado

Princeton, Illinois

Indianapolis, Indiana

Cincinnati, Ohio

Europe, Middle East, Africa

Sittingbourne, England

Feuquieres, France

Durchausen, Germany

Renchen, Germany

Faenza, Italy

Monsampolo, Italy

Duzce, Turkey

Asia Pacific

Shanghai, China

Item 3. LEGAL PROCEEDINGS

In the normal course of business, we are involved in a variety of lawsuits, claims and legal proceedings, including commercial and contract disputes, employment matters, product liability claims, asbestos-related claims, environmental liabilities, intellectual property disputes, and tax-related matters. In our opinion, pending legal matters are not expected to have a material adverse impact on our results of operations, financial condition, liquidity or cash flows.

Tax Related Matters

In 2007, we received a notice from the IRS containing proposed adjustments to our tax filings in connection with an audit of the 2001 and 2002 tax years. The IRS did not contest the validity of our reincorporation in Bermuda. The most significant adjustments proposed by the IRS involve treating the entire intercompany debt incurred in connection with our reincorporation in Bermuda as equity. As a result of this recharacterization, the IRS disallowed the deduction of interest paid on the debt and imposed dividend withholding taxes on the payments denominated as interest. The IRS also asserted an alternative argument to be applied if the intercompany debt is respected as debt. In that circumstance, the IRS proposed to ignore the entities that hold the debt and to which the interest was paid, and impose 30% withholding tax on a portion of the interest payments as if they were made directly to a company that was not eligible for reduced U.S. withholding tax under a U.S. income tax treaty. The IRS asserted under this alternative theory that we owe additional taxes with respect to 2002 of approximately \$84 million plus interest. We strongly disagreed with the view of the IRS and filed a protest with the IRS.

In 2010, we received an amended notice from the IRS eliminating its assertion that the intercompany debt incurred in connection with our reincorporation in Bermuda should be treated as equity. However, the IRS continues to assert the alternative position described above and proposes adjustments to our 2002 tax filings. If this alternative position is upheld, the Company would be required to record additional charges. In addition, the IRS also provided notice that it is assessing penalties of 30% on the asserted underpayment of tax described above.

We have and intend to continue to vigorously contest these proposed adjustments. We, in consultation with our outside advisors, carefully considered the form and substance of our intercompany financing arrangements, including the actions necessary to qualify for the benefits of the applicable U.S. income tax treaties. We believe that these financing arrangements are in accordance with the laws of the relevant jurisdictions including the U.S., that the entities involved should be respected and that the interest payments qualify for the U.S. income tax treaty benefits claimed.

Although the outcome of this matter cannot be predicted with certainty, based upon an analysis of the merits of our position, we believe that we have adequately reserved for this matter and do not expect that the ultimate resolution will have a material adverse impact on our future results of operations, financial condition, or cash flows. As we move forward to resolve this matter with the IRS, the reserves established may be adjusted. Although we continue to contest the IRS's position, there can be no assurance that we will be successful. If the IRS's position with respect to 2002 is ultimately sustained it will have a material adverse impact on our future results of operations, financial condition and cash flows.

Although we expect them to do so, at this time the IRS has not yet proposed any similar adjustments for years subsequent to 2002 as the federal income tax audits for those years are still in process or have not yet begun. It is unclear how the IRS will apply their position to subsequent years or whether the IRS will take a similar position with respect to other intercompany debt instruments.

For a further discussion of tax matters, see Note 17 to the Consolidated Financial Statements.

**Asbestos-Related Matters**

Certain wholly-owned subsidiaries of the Company are named as defendants in asbestos-related lawsuits in state and federal courts. In virtually all of the suits, a large number of other companies have also been named as defendants. The vast majority of those claims have been filed against either IR-New Jersey or Trane U.S. Inc. (Trane) and generally allege injury caused by exposure to asbestos contained in certain historical products sold by IR-New Jersey or Trane, primarily pumps, boilers and railroad brake

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shoes. Neither IR-New Jersey nor Trane was a producer or manufacturer of asbestos, however, some formerly manufactured products utilized asbestos-containing components such as gaskets and packings purchased from third-party suppliers.

See also the discussion under Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Environmental and Asbestos Matters and also Note 20 to the Consolidated Financial Statements.



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## Executive Officers of the Registrant

The following is a list of executive officers of the Company as of February 14, 2013.

Name and Age	Date of Service as an Executive Officer	Principal Occupation and Other Information for Past Five Years
Michael W. Lamach (49)	2/16/2004	Chairman of the Board (since June 2010) and Chief Executive Officer and President (since February 2010); President and Chief Operating Officer (2009-2010); Senior Vice President and President, Trane Commercial Systems (2008-2009); Senior Vice President and President, Security Technologies (2004-2008)
Steven R. Shawley (60)	8/1/2005	Senior Vice President and Chief Financial Officer (since June 2008); Senior Vice President and President, Climate Control Technologies (2005-2008)
Marcia J. Avedon (51)	2/7/2007	Senior Vice President, Human Resources and Communications (since February 2007)
Paul A. Camuti (51)	8/1/2011	Senior Vice President, Innovation and Chief Technology Officer (since August 2011); President, Smart Grid Applications, Siemens Energy, Inc. (an energy technology subsidiary of Siemens Corporation) (2010 -2011); President, Research Division, Siemens Corporation (a diversified global technology company) (2009 - 2010); President and Chief Executive Officer, Siemens Corporate Research, Inc. (the research subsidiary of Siemens Corporation) (2005 - 2009)
John W. Conover IV (58)	7/1/2009	Senior Vice President and President, Security Technologies (since July 2009); President, Trane Commercial Systems, Americas (2005-2009)
Robert L. Katz (50)	11/1/2010	Senior Vice President and General Counsel (since November 2010); Federal- Mogul Corporation (a global automotive supplier), Senior Vice President, General Counsel and Corporate Secretary (2007-2010)
Gary S. Michel (50)	8/1/2011	Senior Vice President and President, Residential Solutions (since August 2011); President and Chief Executive Officer, Club Car (2007 - 2011)
Didier Teirlinck (56)	6/4/2008	Senior Vice President and President, Climate Solutions (since October 2009); President, Climate Control Technologies (since June 2008); President, Climate Control Europe (2005-2008)
Todd D. Wyman (45)	11/16/2009	Senior Vice President, Global Operations and Integrated Supply Chain (since November 2009); GE Transportation (a unit of General Electric Company), Vice President, Global Supply Chain (2007-2009)
Robert G. Zafari (54)	7/1/2010	Senior Vice President and President, Industrial Technologies (since July 2010); President, TCS and Climate Solutions EMEA

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(2009-2010); President, Security Technologies ESA (2007-2008)

Richard J. Weller (56)	9/8/2008	Vice President and Controller (since September 2008); Vice President, Finance (2008); Vice President, Finance, Security Technologies Sector (2005-2008)
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No family relationship exists between any of the above-listed executive officers of the Company. All officers are elected to hold office for one year or until their successors are elected and qualified.

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## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Information regarding the principal market for our ordinary shares and related shareholder matters is as follows:

Our ordinary shares are traded on the New York Stock Exchange under the symbol IR. As of February 1, 2013, the approximate number of record holders of ordinary shares was 4,359. The high and low sales price per share and the dividend declared per share for the following periods were as follows:

	Ordinary shares		
	High	Low	Dividend
2012			
First quarter	\$41.98	\$31.24	\$—
Second quarter	45.62	38.24	0.16
Third quarter	47.71	39.21	0.16
Fourth quarter *	50.03	43.85	0.37
2011			
First quarter	\$49.07	\$43.97	\$0.07
Second quarter	52.33	42.75	0.12
Third quarter	47.22	26.13	0.12
Fourth quarter **	34.18	26.48	0.28

\* In December 2012, we declared a dividend of \$0.21 per ordinary share payable on March 28, 2013 to shareholders of record on March 12, 2013.

\*\* In December 2011, we declared a dividend of \$0.16 per ordinary share payable on March 30, 2012 to shareholders of record on March 12, 2012.

Future dividends on our ordinary shares, if any, will be at the discretion of our Board of Directors and will depend on, among other things, our results of operations, cash requirements and surplus, financial condition, contractual restrictions and other factors that the Board of Directors may deem relevant, as well as our ability to pay dividends in compliance with the Irish Companies Act. Under the Irish Companies Act, dividends and distributions may only be made from distributable reserves. Distributable reserves, broadly, means the accumulated realized profits of Ingersoll-Rand plc (IR-Ireland). In addition, no distribution or dividend may be made unless the net assets of IR-Ireland are equal to, or in excess of, the aggregate of IR-Ireland's called up share capital plus undistributable reserves and the distribution does not reduce IR-Ireland's net assets below such aggregate.

Information regarding equity compensation plans required to be disclosed pursuant to this Item is incorporated by reference from our definitive proxy statement for the Annual General Meeting of Shareholders.

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## Issuer Purchases of Equity Securities

The following table provides information with respect to purchases by the Company of its ordinary shares during the quarter ended December 31, 2012:

Period	Total number of shares purchased (000's) (a) (b)	Average price paid per share (a) (b)	Total number of shares purchased as part of program (000's) (a)	Approximate dollar value of shares still available to be purchased under the program (\$000's) (a) (c)
October 1 - October 31	3,802.5	\$45.33	3,802.1	\$296,251
November 1 - November 30	3,362.6	46.82	3,362.6	138,808
December 1 - December 31	2,804.4	48.15	2,802.6	3,875
Total	9,969.5	\$46.63	9,967.3	

(a) On April 7, 2011, we announced that our Board of Directors authorized the repurchase of up to \$2.0 billion of our ordinary shares under a share repurchase program. Based on market conditions, share repurchases will be made from time to time in the open market and in privately negotiated transactions at the discretion of management. The repurchase program does not have a prescribed expiration date.

(b) We may also reacquire shares outside of the repurchase program from time to time in connection with the surrender of shares to cover taxes on vesting of share based awards. In October and December, 369 and 1,910 shares, respectively, were reacquired in transactions outside the repurchase program.

(c) On December 10, 2012, our Board of Directors authorized the repurchase of up to \$2.0 billion of our ordinary shares under a new share repurchase program upon completion of the current share repurchase program. Based on market conditions, share repurchases will be made from time to time in the open market and in privately negotiated transactions at the discretion of management. The repurchase program does not have a prescribed expiration date.

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## Performance Graph

The following graph compares the cumulative total shareholder return on our ordinary shares with the cumulative total return on (i) the Standard & Poor's 500 Stock Index and (ii) the Standard & Poor's 500 Industrial Index for the five years ended December 31, 2012. The graph assumes an investment of \$100 in our ordinary shares, the Standard & Poor's 500 Stock Index and the Standard & Poor's 500 Industrial Index on December 31, 2007 and assumes the reinvestment of dividends.

Company/Index	2007	2008	2009	2010	2011	2012
Ingersoll Rand	100	38	81	107	70	112
S&P 500	100	63	80	92	94	109
S&P 500 Industrials Index	100	60	73	92	92	106

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## Item 6. SELECTED FINANCIAL DATA

In millions, except per share amounts:

At and for the years ended December 31,	2012	2011	2010	2009	2008
Net revenues	\$ 14,034.9	\$ 14,782.0	\$ 14,001.1	\$ 13,009.1	\$ 12,927.9
Net earnings (loss) attributable to Ingersoll-Rand plc ordinary shareholders:					
Continuing operations	1,024.3	400.0	759.7	488.1	(2,527.6 )
Discontinued operations	(5.7 )	(56.8 )	(117.5 )	(36.8 )	(97.2 )
Total assets	18,492.9	18,844.1	19,990.9	19,991.0	20,924.5
Total debt	3,233.0	3,642.6	3,683.9	4,096.6	5,124.1
Total Ingersoll-Rand plc shareholders' equity	7,147.8	6,924.3	7,964.3	7,071.8	6,661.4
Earnings (loss) per share attributable to Ingersoll-Rand plc ordinary shareholders:					
Basic:					
Continuing operations	\$ 3.37	\$ 1.23	\$ 2.34	\$ 1.52	\$(8.41 )
Discontinued operations	(0.02 )	(0.17 )	(0.36 )	(0.11 )	(0.32 )
Diluted:					
Continuing operations	\$ 3.30	\$ 1.18	\$ 2.24	\$ 1.48	\$(8.41 )
Discontinued operations	(0.02 )	(0.17 )	(0.35 )	(0.11 )	(0.32 )
Dividends declared per ordinary share	\$ 0.69	\$ 0.59	\$ 0.28	\$ 0.50	\$ 0.72

1. 2008 amounts include the results of Trane subsequent to the acquisition date (June 5, 2008 through December 31, 2008).

2. 2008 Earnings (loss) from continuing operations include an after-tax, non-cash asset impairment charge of \$3.4 billion that was recognized in the fourth quarter.

3. 2011 amounts represent the operating results of the Hussmann Business and Branches through their respective divestiture and transaction dates of September 30, 2011 and November 30, 2011.

4. 2011 Earnings (loss) from continuing operations include an after-tax loss on sale and impairment charges related to the Hussmann divestiture of \$546 million.

5. 2011 Dividends declared per ordinary share includes a dividend of \$0.16 per ordinary share, declared in December 2011, and payable on March 30, 2012 to shareholders of record on March 12, 2012.

6. 2012 Dividends declared per ordinary share includes a dividend of \$0.21 per ordinary share, declared in December 2012, and payable on March 28, 2013 to shareholders of record on March 12, 2013.



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Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a difference include, but are not limited to, those discussed under Item 1A. Risk Factors in this Annual Report on Form 10-K. The following section is qualified in its entirety by the more detailed information, including our financial statements and the notes thereto, which appears elsewhere in this Annual Report.

Overview

Organization

We are a diversified, global company that provides products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and increase industrial productivity and efficiency. Our business segments consist of Climate Solutions, Residential Solutions, Industrial Technologies and Security Technologies, each with strong brands and leading positions within their respective markets. We generate revenue and cash primarily through the design, manufacture, sale and service of a diverse portfolio of industrial and commercial products that include well-recognized, premium brand names such as Club Car®, Ingersoll-Rand®, Schlage®, Thermo King® and Trane®.

To achieve our mission of being a world leader in creating safe, comfortable and efficient environments, we continue to focus on increasing our recurring revenue stream from parts, service, used equipment and rentals; and to continuously improve the efficiencies and capabilities of the products and services of our businesses. We also continue to focus on operational excellence strategies as a central theme to improving our earnings and cash flows.

Trends and Economic Events

We are a global corporation with worldwide operations. As a global business, our operations are affected by worldwide, regional and industry-specific economic factors, as well as political factors, wherever we operate or do business. Our geographic and industry diversity, as well as the diversity of our product sales and services, has helped mitigate the impact of any one industry or the economy of any single country on our consolidated operating results. Given the broad range of products manufactured and geographic markets served, management uses a variety of factors to predict the outlook for the Company. We monitor key competitors and customers in order to gauge relative performance and the outlook for the future. In addition, our order rates are indicative of future revenue and thus a key measure of anticipated performance. In those industry segments where we are a capital equipment provider, revenues depend on the capital expenditure budgets and spending patterns of our customers, who may delay or accelerate purchases in reaction to changes in their businesses and in the economy.

Current market conditions, including challenges in international markets, continue to impact our financial results. The uneven commercial new construction activity in the United States and Europe is negatively impacting the results of our Security Technologies segment and commercial Heating, Ventilation and Air Conditioning (HVAC) business. However, we believe the commercial HVAC equipment replacement and aftermarket is slowly recovering. We have seen moderate growth in the American and Asian industrial markets, and the North American refrigerated transport market. While U.S. residential and consumer markets continue to be a challenge as new single-family housing construction and consumer confidence remain at low levels, we are beginning to see moderate improvements in the U.S. new builder and replacement markets. The residential HVAC business also continues to be impacted by a mix shift to units with a lower Seasonal Energy Efficiency Rating (SEER). As economic conditions stabilize, we expect slight revenue growth along with benefits from restructuring and productivity programs.

Despite the current market environment, we believe we have a solid foundation of global brands and leading market shares in all of our major product lines. Our growing geographic and industry diversity coupled with our large installed product base provides growth opportunities within our service, parts and replacement revenue streams. In addition, we are investing substantial resources to innovate and develop new products and services which we expect will drive our future growth.

Venezuela Devaluation



In February 2013, the government of Venezuela announced a devaluation of the Bolivar, from the preexisting exchange rate of 4.29 Bolivars to the U.S. dollar to 6.3 Bolivars to the U.S. dollar. We have two subsidiaries with significant operations in Venezuela. As a result of the devaluation, we are estimating a foreign currency loss of approximately \$10 million in the first quarter of 2013. The February devaluation did not impact our 2012 results of operations, financial condition, or cash flows. Further devaluation of the Bolivar could negatively impact our results of operations, financial condition, or cash flows. For additional information, see Part I, Item 1(a), "Risk Factors" in this Form 10-K.

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### Significant events in 2012

#### Proposed Spin-Off Transaction

In December 2012, our Board of Directors announced a plan to spin off our commercial and residential security businesses (the New Security Company). The separation will result in two standalone companies: Ingersoll Rand, a world leader in creating comfortable, sustainable and efficient environments through its industrial, transport refrigeration, and HVAC businesses; and the New Security Company, a leading global provider of electronic and mechanical security products and services, delivering comprehensive solutions to commercial and residential customers. This new company's portfolio of brands will include Schlage, LCN®, Von Duprin®, Interflex®, CISA®, Briton®, Bricard®, BOCOM® Systems, Dexter®, Kryptonite®, Falcon® and Fusion® Hardware Group.

We expect the spin-off, which is intended to be tax free to shareholders, to be completed prior to year-end 2013. However, the completion of the spin-off is subject to certain customary conditions, including receipt of regulatory approvals, receipt of a ruling from the U.S. Internal Revenue Service as to the tax-free nature of the spin-off, as well as certain other matters relating to the spin-off, receipt of legal opinions, execution of intercompany agreements, effectiveness of appropriate filings with the U.S. Securities and Exchange Commission, and final approval of the transactions contemplated by the spin-off, as may be required under Irish law. There can be no assurance that any separation transaction will ultimately occur, or, if one does occur, its terms or timing.

Upon completion of the spin-off, Ingersoll-Rand plc (IR-Ireland) will cease to have any ownership interest in the New Security Company, and the New Security Company will become an independent publicly traded company. The New Security Company is anticipated to be an Irish public limited company (plc).

The disclosures within this Management's Discussion and Analysis of Financial Condition and Results of Operations do not take into account the proposed spin-off of the commercial and residential security businesses.

#### 2012 Dividend Increase and 2013 Share Repurchase Program

In December 2012, we announced an increase in our quarterly stock dividend from \$0.16 to \$0.21 per share beginning with our March 2013 payment. The dividend is payable March 28, 2013, to shareholders of record on March 12, 2013. In December 2012, our Board of Directors authorized the repurchase of up to \$2.0 billion of our ordinary shares under a new share repurchase program upon completion of the current share repurchase program. The new share repurchase program is expected to begin in 2013. These repurchases will be accounted for as a reduction of Ordinary shares and Capital in excess of par value as they will be canceled upon repurchase.

#### 2011 Share Repurchase Program

In April 2011, our Board of Directors authorized the repurchase of up to \$2.0 billion of our ordinary shares under a new share repurchase program. On June 8, 2011, we commenced share repurchases under this program. During the year ended December 31, 2012, we repurchased 18.4 million shares for approximately \$0.8 billion, excluding commissions. During the year ended December 31, 2011, we repurchased 36.3 million shares for approximately \$1.2 billion, excluding commissions. These repurchases were accounted for as a reduction of Ordinary shares and Capital in excess of par value as they were canceled upon repurchase.

#### Pension and Other Postretirement Plan Amendments

On June 8, 2012, our Board of Directors approved amendments to our retirement plans for certain U.S. and Puerto Rico non-bargained employees. Eligible non-bargained employees hired prior to July 1, 2012 were given a choice of remaining in their respective defined benefit plan until the plan freezes on December 31, 2022 or freezing their accrued benefits in their respective defined benefit plan as of December 31, 2012 and receiving an additional 2% non-matching Company contribution into the Company's applicable defined contribution plan. Eligible employees hired or rehired on or after July 1, 2012 will automatically receive the 2% non-matching Company contribution into the applicable defined contribution plan in lieu of participating in the defined benefit plan. Beginning January 1, 2023, all eligible employees will receive the 2% non-matching contribution into the applicable defined contribution plan. On February 1, 2012, our Board of Directors approved amendments to our postretirement medical plan with respect to post-65 retiree medical coverage. Effective January 1, 2013, we discontinued offering company-sponsored retiree medical coverage for certain individuals age 65 and older. We transitioned affected individuals to coverage through the individual Medicare market and will provide a tax-advantaged subsidy to those retirees eligible for subsidized company coverage that can be used toward reimbursing premiums and other qualified medical expenses for individual

Medicare supplemental coverage that is purchased through our third-party Medicare coordinator.  
See Note 11 to the Consolidated Financial Statements for a further discussion of these amendments.

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### Significant events in 2011

#### Dividend Increase

In April 2011, we increased our quarterly stock dividend from \$0.07 to \$0.12 per share beginning with our June 2011 payment. In December 2011, we announced an increase in our quarterly stock dividend from \$0.12 per share to \$0.16 per share beginning with our March 2012 payment.

#### Discontinued Operations

On December 30, 2011, we completed the divestiture of our security installation and service business, which was sold under the Integrated Systems and Services brand in the United States and Canada, to Kratos Public Safety & Security Solutions, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods presented. See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our discontinued operations.

#### Divested Operations

On September 30, 2011 and November 30, 2011, we completed transactions to sell our Hussmann refrigerated display case business to a newly-formed affiliate (Hussmann Parent) of private equity firm Clayton Dubilier & Rice, LLC (CD&R). These transactions included the equipment business and certain of the service branches in the U.S. and Canada, and the equipment, service and installation businesses in Mexico, Chile, Australia, New Zealand, and Japan (Hussmann Business) and the remaining North American Hussmann service and installation branches (Hussmann Branches). We negotiated the final terms of the transaction to include our ownership of a portion of the common stock of Hussmann Parent, which represents significant continuing involvement. Therefore, the results of Hussmann are included in continuing operations for all periods presented, with our ownership interest reported using the equity method of accounting subsequent to September 30, 2011. See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our divested operations.

### Significant events in 2010

#### Discontinued Operations

On December 30, 2010, we completed the divestiture of our gas microturbine generator business, which was sold under the Energy Systems brand, to Flex Energy, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods presented.

On October 4, 2010, we completed the divestiture of our European refrigerated display case business, which was sold under the KOXKA brand, to an affiliate of American Industrial Acquisition Corporation (AIAC Group). As a result of the sale, we have reported this business as a discontinued operation for all periods presented.

See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our discontinued operations.

#### Healthcare Reform

In March 2010, the Patient Protection and Affordable Care Act and the Healthcare and Education Reconciliation Bill of 2010 (collectively, the Healthcare Reform Legislation) were signed into law. As a result, effective 2013, the tax benefits available to us are reduced to the extent our prescription drug expenses are reimbursed under the Medicare Part D retiree drug subsidy program. Although the provisions of the Healthcare Reform Legislation relating to the retiree drug subsidy program did not take effect until 2013, we were required to recognize the full accounting impact in our financial statements in the reporting period in which the Healthcare Reform Legislation was enacted. As retiree healthcare liabilities and related tax impacts were already reflected in our financial statements, the Healthcare Reform Legislation resulted in a non-cash charge to income tax expense in the first quarter of 2010 of \$40.5 million.

Currently, our retiree medical plans receive the retiree drug subsidy under Medicare Part D. No later than 2014, a significant portion of the drug coverage will be moved to a Medicare-approved Employer Group Waiver Plan while retaining the same benefit provisions. This change resulted in an actuarial gain which decreased our December 31, 2010 retiree medical plan liability, as well as the net actuarial losses in other comprehensive income by \$41.1 million.



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## Results of Operations - For the years ended December 31

Dollar amounts in millions, except per share data	2012	% of Revenues	2011	% of Revenues	2010	% of Revenues
Net revenues	\$14,034.9		\$14,782.0		\$14,001.1	
Cost of goods sold	(9,758.2	) 69.5%	(10,493.6	) 71.0%	(10,059.9	) 71.9%
Selling and administrative expenses	(2,776.0	) 19.8%	(2,781.2	) 18.8%	(2,679.8	) 19.1%
Gain (loss) on sale/asset impairment	4.5	—%	(646.9	) 4.4%	—	—%
Operating income	1,505.2	10.7%	860.3	5.8%	1,261.4	9.0%
Interest expense	(253.5	)	(280.0	)	(283.2	)
Other, net	25.0		33.0		32.5	
Earnings before income taxes	1,276.7		613.3		1,010.7	
Provision for income taxes	(227.0	)	(187.2	)	(228.1	)
Earnings from continuing operations	1,049.7		426.1		782.6	
Discontinued operations, net of tax	(5.7	)	(56.8	)	(117.5	)
Net earnings	1,044.0		369.3		665.1	
Less: Net earnings attributable to noncontrolling interests	(25.4	)	(26.1	)	(22.9	)
Net earnings attributable to Ingersoll-Rand plc	\$1,018.6		\$343.2		\$642.2	
Diluted net earnings (loss) per ordinary share attributable to Ingersoll-Rand plc ordinary shareholders:						
Continuing operations	\$3.30		\$1.18		\$2.24	
Discontinued operations	(0.02	)	(0.17	)	(0.35	)
Net earnings	\$3.28		\$1.01		\$1.89	

## Net Revenues

Net revenues for the year ended December 31, 2012 decreased by 5.1%, or \$747.1 million, compared with the same period of 2011, which primarily resulted from the following:

Pricing	1.6	%
Volume/product mix	0.3	%
Currency exchange rates	(1.5	)%
Hussmann	(5.5	)%
Total	(5.1	)%

The decrease in revenues was primarily driven by the absence of Hussmann for the year ended December 31, 2012, which contributed \$818.5 million of revenue in the same period in 2011. This decrease was partially offset by improved pricing across all segments and higher volumes within the Residential Solutions and Industrial Technologies business segments.

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Net revenues for the year ended December 31, 2011 increased by 5.6%, or \$780.9 million, compared with the same period of 2010, which primarily resulted from the following:

Volume/product mix	2.7	%
Pricing	2.7	%
Currency exchange rates	1.6	%
Acquisitions/divestitures	0.1	%
Husmann *	(1.5)	)%
Total	5.6	%

\* Represents the impact of a partial year of operations for the Husmann Business and Branches in 2011.

The increase in revenues was primarily driven by higher volumes and product mix experienced within the Climate Solutions and Industrial Technologies business segments, as well as improved pricing and favorable foreign currency impacts across all segments.

#### Operating Income/Margin

Operating margin for the year ended December 31, 2012 increased to 10.7% from 5.8% for the same period in 2011. Included in Operating income for 2011 is a \$646.9 million loss on sale/asset impairment charge related to the divestiture of Husmann, which had a 4.4 point impact on 2011 operating margin. Excluding the loss on sale/asset impairment, operating margin increased by 0.5 points. The increase was primarily due to improved pricing in excess of material inflation and realization of productivity benefits in excess of other inflation across all sectors. These increases were partially offset by increased investment spending, lower volumes in our Climate Solutions and Security Technologies business segments, and unfavorable foreign currency impacts. Also included in Operating income for 2011 is a \$23 million gain associated with the sale of assets from a restructured business in China. This gain had a 0.2 point impact on operating margin for 2011.

Operating margin for the year ended December 31, 2011 decreased to 5.8% from 9.0% for the same period in 2010. Included in Operating income for 2011 is a \$646.9 million loss on sale/asset impairment charge related to the divestiture of Husmann, which had a 4.4 point impact on 2011 operating margin. Excluding the loss on sale/asset impairment, operating margin increased by 1.2 points. The increase was primarily due to improved pricing in excess of material inflation across all sectors, the realization of productivity benefits in excess of other inflation, and higher volumes in our Climate Solutions and Industrial Technologies business segments. These improvements were partially offset by unfavorable volume/product mix within our Residential Solutions and Security Technologies segments as well as increased investment spending. Also included in Operating income for 2011 is a \$23 million gain associated with the sale of assets from a restructured business in China. This gain had a 0.2 point impact on operating margin for 2011.

#### Interest Expense

Interest expense for the year ended December 31, 2012 decreased by \$26.5 million compared with the same period of 2011 as a result of lower average debt balances in 2012.

Interest expense for the year ended December 31, 2011 decreased \$3.2 million compared with the same period of 2010 as a result of lower average debt balances in 2011.

#### Other, Net

The components of Other, net, for the year ended December 31 are as follows:

In millions	2012	2011	2010
Interest income	\$16.3	\$25.9	\$15.2
Exchange gain (loss)	(2.8	) 2.8	0.9
Earnings (loss) from equity investments	(5.9	) (3.5	) —
Other	17.4	7.8	16.4
Other, net	\$25.0	\$33.0	\$32.5

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For the year ended December 31, 2012, Other, net decreased by \$8.0 million compared with the same period of 2011. The decrease in Other, net resulted primarily from decreased interest income due to lower average cash balances in 2012, foreign currency losses, and an equity loss on the Hussmann equity investment of \$5.9 million in 2012 compared to \$3.5 million in 2011. These

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decreases were partially offset by other activity primarily related to adjustments to actual and expected insurance recoveries as a result of a settlement.

For the year ended December 31, 2011, Other, net increased by \$0.5 million compared with the same period of 2010. The increase in Other, net resulted from favorable currency impacts and increased interest income as a result of higher average cash balances during 2011. Included within Earnings (loss) from equity investments is a \$3.5 million equity loss on the Hussmann equity investment for 2011 incurred subsequent to the Hussmann divestiture transaction dates.

### Provision for Income Taxes

The 2012 tax provision of \$227.0 million included a \$2.6 million Hussmann-related tax charge. For the year ended December 31, 2012, the effective tax rate, excluding the Hussmann Loss on sale/asset impairment and the Hussmann-related tax charge, was 17.6% compared to 21.9% in 2011, when excluding the Hussmann-related tax benefit discussed below. The 2012 tax rate was below the U.S. Statutory rate of 35.0% primarily due to earnings in non-U.S. jurisdictions, which, in aggregate, have a lower effective rate and a net reduction in non-U.S. valuation allowances, partially offset by net increases in our liability for unrecognized tax benefits and a non-cash charge to income tax expense related to the required tax accounting between the enactment date of March 30, 2010 and the effective date of January 1, 2013 of the Healthcare Reform Legislation.

The 2011 tax provision of \$187.2 million included an \$88.9 million Hussmann-related tax benefit. For the year ended December 31, 2011, the effective tax rate, excluding the Hussmann Loss on sale/asset impairment and the Hussmann-related tax benefit, was 21.9% compared to 22.6% in 2010. The 2011 tax rate was below the U.S. Statutory rate of 35.0% primarily due to earnings in non-U.S. jurisdictions, which, in aggregate, have a lower effective rate and net changes in our valuation allowances, partially offset by the accrual of a previously unrecorded future withholding tax liability and net increases in our liability for unrecognized tax benefits. Included in the 2010 effective rate was a \$40.5 million non-cash charge to income tax expense related to the Healthcare Reform Legislation, partially offset by net changes in our valuation allowance.

### Review of Business Segments

The segment discussions that follow describe the significant factors contributing to the changes in results for each segment included in continuing operations.

Segment operating income is the measure of profit and loss that our chief operating decision maker uses to evaluate the financial performance of the business and as the basis for performance reviews, compensation and resource allocation. For these reasons, we believe that Segment operating income represents the most relevant measure of segment profit and loss. We may exclude certain charges or gains from Operating income to arrive at a Segment operating income that is a more meaningful measure of profit and loss upon which to base our operating decisions.

We define Segment operating margin as Segment operating income as a percentage of Net revenues.

### Climate Solutions

Our Climate Solutions segment delivers energy-efficient refrigeration and HVAC throughout the world.

Encompassing the transport refrigeration markets as well as the commercial HVAC markets, this segment offers customers a broad range of products, services and solutions to manage controlled temperature environments. This segment includes the market-leading brands of Thermo King and Trane.

On September 30, 2011 and November 30, 2011, we completed transactions to sell Hussmann to a newly-formed affiliate (Hussmann Parent) of private equity firm Clayton Dubilier & Rice, LLC (CD&R). As part of the deal terms we have an ongoing equity interest in Hussmann Parent, therefore operating results continue to be recorded within continuing operations. However, subsequent to the respective transaction dates our earnings from this equity interest are not reported in Segment operating income. During the year ended December 31, 2011, we recorded a pre-tax loss on sale and asset impairment charges related to the Hussmann divestiture totaling \$646.9 million. These charges, as well as related adjustments recorded in 2012, have been excluded from Segment operating income within the Climate Solutions segment as management excludes these charges from Operating income when making operating decisions about the business. See "Divestitures and Discontinued Operations" within Management's Discussion and Analysis of Financial Condition and Results of Operations and also Note 18 to the Consolidated Financial Statements for a further discussion of our divested operations.



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2011 Net revenues and Segment operating income for the Climate Solutions segment includes the operating results of the Hussmann Business and Branches prior to the sale. The operating results for the Hussmann Business and Branches are included in Net revenues and Segment operating income for the Climate Solutions segment for the years ended December 31 as follows:

In millions	2011	2010
Net revenues	\$818.5	\$1,106.1
Segment operating income	\$58.6	\$84.4

On October 4, 2010, we completed the divestiture of our European refrigerated display case business, which was sold under the KOXKA brand, to an affiliate of American Industrial Acquisition Corporation (AIAC Group). As a result of the sale, we have reported this business as a discontinued operation for all periods presented. Segment information has been revised to exclude the results of this business for all periods presented.

Segment results for the years ended December 31 were as follows:

Dollar amounts in millions	2012	% change	2011	% change	2010	
Net revenues	\$7,409.1	(10.6)%	\$8,284.6	6.2%	\$7,800.8	
Segment operating income	768.1	(6.9)%	824.6	37.8%	598.3	
Segment operating margin	10.4	%	10.0	%	7.7	%

2012 vs 2011

Net revenues for the year ended December 31, 2012 decreased by 10.6% or \$875.5 million, compared with the same period of 2011, which primarily resulted from the following:

Pricing	1.4	%
Volume/product mix	(0.6)	)%
Currency exchange rates	(1.5)	)%
Hussmann	(9.9)	)%
Total	(10.6)	)%

Our Trane commercial HVAC business continues to be impacted by weakness in the worldwide commercial building markets. Trane commercial HVAC revenues increased as growth within our parts, services and solutions markets offset declines in equipment and systems in Europe and Asia. Net revenues in our transport businesses decreased driven by declines in sea-going container revenues. Growth in the Americas was more than offset by declines in Europe.

Segment operating income for the year ended December 31, 2012 decreased by 6.9%, or \$56.5 million, compared with the same period of 2011. Included in 2011 Segment operating income is \$58.6 million of income related to Hussmann and a \$23 million gain associated with the sale of assets from a restructured business in China. Segment operating margin improved to 10.4% due to pricing improvements in excess of material inflation (\$127 million) and productivity benefits in excess of other inflation (\$22 million), partially offset by unfavorable volume/product mix (\$45 million), increased investment spending (\$52 million), and unfavorable currency impacts (\$28 million).

2011 vs 2010

Net revenues for the year ended December 31, 2011 increased by 6.2% or \$483.8 million, compared with the same period of 2010, which primarily resulted from the following:

Volume/product mix	4.6	%
Pricing	2.3	%
Currency exchange rates	1.8	%
Acquisitions/divestitures	0.1	%
Hussmann *	(2.6)	)%
Total	6.2	%

\* Represents the impact of a partial year of operations for the Hussmann Business and Branches in 2011.



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Trane commercial HVAC revenues reflect market recovery within our equipment, systems, parts, services and solutions markets. Trane commercial HVAC revenues increased in all major geographic regions, with strong year-over-year improvements in the Americas, Asia, and Europe. Net revenues in our transport businesses experienced growth in most geographic areas due to improved activity within the refrigerated trailer and truck markets. In addition, sea-going container revenues and worldwide bus revenues improved due to an increase in end-market activity.

Segment operating income for the year ended December 31, 2011 increased by 37.8%, or \$226.3 million, compared with the same period of 2010. The increase, which improved Segment operating margin to 10.0% from 7.7%, was primarily related to pricing improvements in excess of material inflation (\$36 million), productivity benefits in excess of other inflation (\$115 million), and favorable volumes/product mix (\$90 million). However, the benefits resulting from these improvements were partially offset by increased investment spending (\$28 million) and the impacts of only a partial year of operations for the Hussmann Business and Branches in 2011 (\$10 million). Included in Segment operating income for 2011 was a \$23 million gain associated with the sale of assets from a restructured business in China. This gain had a 0.3 point impact on Segment operating margin.

**Residential Solutions**

Our Residential Solutions segment provides safety, comfort and efficiency to homeowners throughout North America and parts of South America. It offers customers a broad range of products, services and solutions including mechanical and electronic locks, energy-efficient HVAC systems, indoor air quality solutions, advanced controls, portable security systems and remote home management. This segment is comprised of well-known brands like American Standard®, Schlage and Trane.

Segment results for the years ended December 31 were as follows:

Dollar amounts in millions	2012	% change	2011	% change	2010	
Net revenues	\$2,054.4	2.1%	\$2,012.7	(5.1)%	\$2,121.7	
Segment operating income	115.4	85.8%	62.1	(67.5)%	191.3	
Segment operating margin	5.6	%	3.1	%	9.0	%

2012 vs 2011

Net revenues for the year ended December 31, 2012 increased by 2.1% or \$41.7 million, compared with the same period of 2011, which primarily resulted from the following:

Pricing	1.4	%
Volume/product mix	0.7	%
Total	2.1	%

Trane residential HVAC revenues increased due to improved activity levels in both the new residential construction and replacement markets. These improvements were slightly offset by a continued mix shift to lower SEER units. Residential security revenues increased as a result of improved sales to new builder markets and South American customers.

Segment operating income for the year ended December 31, 2012 increased by 85.8%, or \$53.3 million, compared with the same period of 2011. The increase, which improved Segment operating margin to 5.6% from 3.1%, was primarily driven by productivity benefits in excess of other inflation (\$63 million) and pricing improvements in excess of material inflation (\$28 million). These improvements were partially offset by unfavorable volume/product mix (\$46 million).

**2011 vs 2010**

Net revenues for the year ended December 31, 2011 decreased by 5.1% or \$109.0 million, compared with the same period of 2010, which primarily resulted from the following:

Volume/product mix	(10.5	)%
Pricing	5.1	%
Currency exchange rates	0.3	%
Total	(5.1	)%



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Trane residential HVAC revenues were impacted by continued weakness in the U.S. new residential construction and replacement markets as well as a mix shift to lower SEER units. Residential security revenues increased as a result of improved sales to new builder markets and “big box” customers primarily during the fourth quarter.

Segment operating income for the year ended December 31, 2011 decreased by 67.5%, or \$129.2 million, compared with the same period of 2010. The decrease, which lowered Segment operating margins to 3.1% from 9.0%, was primarily related to unfavorable volumes/product mix (\$155 million), partially offset by pricing improvements in excess of material inflation (\$41 million).

**Industrial Technologies**

Our Industrial Technologies segment provides products, services and solutions that improve productivity, energy efficiency, safety, and operations. It offers global customers a diverse and innovative range of products including compressed air systems, power tools, pumps, material handling equipment, and golf, utility, and rough terrain vehicles. It also provides a range of service offerings including preventative maintenance and comprehensive care multi-year contracts, service parts, installation, remanufactured compressors and tools, and solutions to optimize customers' energy and total production costs. This segment includes the Ingersoll-Rand, Club Car, and ARO® market-leading brands.

On December 30, 2010, we completed the divestiture of our gas microturbine generator business, which was sold under the Energy Systems brand, to Flex Energy, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods presented. Segment information has been revised to exclude the results of this business for all periods presented.

Segment results for the years ended December 31 were as follows:

Dollar amounts in millions	2012	% change	2011	% change	2010	
Net revenues	\$2,945.8	3.3	% \$2,852.9	14.8	% \$2,485.2	
Segment operating income	455.8	9.7	% 415.5	33.9	% 310.4	
Segment operating margin	15.5	%	14.6	%	12.5	%

**2012 vs 2011**

Net revenues for the year ended December 31, 2012 increased by 3.3% or \$92.9 million, compared with the same period of 2011, which primarily resulted from the following:

Volume/product mix	3.9	%
Pricing	1.7	%
Currency exchange rates	(2.3)	)%
Total	3.3	%

We experienced growth within our Air and Productivity business related to increased volume in the Americas, which was offset by declines in Europe. The growth in the Americas was primarily driven by improved air compressor sales. Club Car revenues increased due to improved pricing and growth in the golf car and utility vehicle markets.

Segment operating income increased by 9.7%, or \$40.3 million, during 2012. The increase, which improved Segment operating margin to 15.5% from 14.6%, was primarily driven by productivity benefits in excess of other inflation (\$59 million), pricing improvements in excess of material inflation (\$29 million), and favorable volume/product mix (\$19 million). These improvements were partially offset by increased investment spending (\$52 million) and unfavorable currency impacts (\$14 million).

**2011 vs 2010**

Net revenues for the year ended December 31, 2011 increased by 14.8%, or \$367.7 million, compared with the same period of 2010, which primarily resulted from the following:

Volume/product mix	10.3	%
Pricing	2.7	%
Currency exchange rates	1.8	%
Total	14.8	%

We experienced strong growth within our Air and Productivity business primarily due to increased volume in all major geographic regions. The revenue increase in the Americas was driven by improvements in our industrial and commercial markets for air



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compressors, tools, and fluid handling products. Club Car revenues also improved relative to the prior year primarily due to improved pricing.

Segment operating income increased by 33.9%, or \$105.1 million, during 2011. The increase, which improved Segment operating margin to 14.6% from 12.5%, was primarily related to pricing improvements in excess of material inflation (\$20 million), productivity benefits in excess of other inflation (\$61 million), and higher volumes and product mix (\$60 million). These improvements were partially offset by increased investment spending (\$15 million).

**Security Technologies**

Our Security Technologies segment is a leading global provider of products and services that make environments safe, secure and productive. The segment's market-leading products include electronic and biometric access control systems and software, locks and locksets, door closers, exit devices, steel doors and frames, as well as time, attendance and personnel scheduling systems. These products serve a wide range of markets including the commercial construction market, healthcare, retail, and transport industries as well as educational and governmental facilities. This segment includes the CISA, LCN, Schlage and Von Duprin market-leading brands.

On December 30, 2011, we completed the divestiture of our security installation and service business, which was sold under the Integrated Systems and Services brand in the United States and Canada, to Kratos Public Safety & Security Solutions, Inc. As a result of the sale, we have reported this business as a discontinued operation for all periods presented. Segment information has been revised to exclude the results of this business for all periods presented.

Segment results for the years ended December 31 were as follows:

Dollar amounts in millions	2012	% change	2011	% change	2010	
Net revenues	\$1,625.6	(0.4)%	\$1,631.8	2.4%	\$1,593.4	
Segment operating income	327.7	(1.2)%	331.6	1.0%	328.3	
Segment operating margin	20.2	%	20.3	%	20.6	%

**2012 vs 2011**

Net revenues for the year ended December 31, 2012 decreased by 0.4%, or \$6.2 million, compared with the same period of 2011, which primarily resulted from the following:

Pricing	2.1	%
Currency exchange rates	(1.7)	)%
Volume/product mix	(0.8)	)%
Total	(0.4)	)%

The impact of the continued weakness in worldwide commercial building markets were partially offset by pricing improvements for our mechanical products. Our results reflect declines in Europe, partially offset by improvements in the Americas and Asia.

Segment operating income for the year ended December 31, 2012 decreased by 1.2%, or \$3.9 million, compared with the same period of 2011. The decrease, which lowered Segment operating margin to 20.2% from 20.3%, was primarily related to unfavorable volume/product mix (\$27 million), increased investment spending (\$17 million), and unfavorable currency impacts (\$5 million), partially offset by pricing improvements in excess of material inflation (\$35 million) and productivity benefits in excess of other inflation (\$11 million).

**2011 vs 2010**

Net revenues for the year ended December 31, 2011 increased by 2.4%, or \$38.4 million, compared with the same period of 2010, which primarily resulted from the following:

Currency exchange rates	1.9	%
Pricing	1.7	%
Volume/product mix	(1.2)	)%
Total	2.4	%

The weakness in worldwide commercial building markets continues to impact segment revenues. However, our results reflect strong improvements in Asia, with slight improvements in North America and Europe.



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Segment operating income for the year ended December 31, 2011 increased by 1.0%, or \$3.3 million, compared with the same period of 2010. Segment operating margin declined to 20.3% from 20.6%. The increase in Segment operating income was primarily related to productivity benefits in excess of other inflation (\$27 million) and pricing improvements in excess of material inflation (\$2 million), partially offset by unfavorable volumes/product mix (\$20 million).

## Divestitures and Discontinued Operations

## Divested Operations

## Husmann Divestiture

On September 30, 2011, we completed a transaction to sell our Husmann refrigerated display case business to a newly-formed affiliate (Husmann Parent) of private equity firm Clayton Dubilier & Rice, LLC (CD&R). This transaction included the equipment business and certain of the service branches in the U.S. and Canada, and the equipment, service and installation businesses in Mexico, Chile, Australia, New Zealand, and Japan (Husmann Business). The final transaction allowed Husmann Parent the option to acquire the remaining North American Husmann service and installation branches (Husmann Branches). Husmann Parent completed the acquisition of the Husmann Branches on November 30, 2011. The Husmann Business and Branches, which are reported as part of the Climate Solutions segment, manufacture, market, distribute, install, and service refrigerated display merchandising equipment, refrigeration systems, over the counter parts, and other commercial and industrial refrigeration applications.

The Husmann Business divestiture was originally announced on April 21, 2011 and met the criteria for classification as held for sale treatment in accordance with GAAP during the first quarter of 2011. During the third quarter of 2011, we negotiated the final transaction to sell the Husmann Business and Branches to CD&R in exchange for \$370 million in cash, subject to purchase price adjustments, and common stock of Husmann Parent, such that following the sale, CD&R would own cumulative convertible participating preferred stock of Husmann Parent, initially representing 60% of the outstanding capital stock (on an as-converted basis) of Husmann Parent, and we would own all of the common stock, initially representing the remaining 40% of the outstanding capital stock (on an as-converted basis) of Husmann Parent. Our ownership of common stock of Husmann Parent represents significant continuing involvement. Therefore, the results of the Husmann Business and Branches are included in continuing operations for all periods presented. Based on these terms, we recorded a total pre-tax loss on sale/asset impairment charge of \$646.9 million during the full year of 2011.

Results for the Husmann Business and Branches for the years ended December 31 are as follows:

In millions	2011*	2010
Net revenues	\$818.5	\$1,106.1
Gain (loss) on sale/asset impairment	(646.9)	)** —
Net earnings (loss) attributable to Ingersoll-Rand plc	(513.1)	) 55.7
Diluted earnings (loss) per share attributable to Ingersoll-Rand plc ordinary shareholders:	(1.51)	) 0.16

\* Results represent the operating results of Husmann Business and Branches through their respective divestiture transaction dates.

\*\* Included in Gain (loss) on sale/asset impairment for the year ended December 31, 2011 are transaction costs of \$12.2 million.

Husmann Parent is required to pay a quarterly preferred dividend payment to CD&R in the form of cash or additional preferred shares. Our ownership percentage as of December 31, 2012 was 37.2%. Our ownership interest in Husmann Parent is reported using the equity method of accounting subsequent to September 30, 2011. Our equity investment in the Husmann Parent is reported within Other noncurrent assets and the related equity earnings reported in Other, net within Net earnings.

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## Discontinued Operations

The components of discontinued operations for the years ended December 31 are as follows:

In millions	2012	2011	2010
Net revenues	\$—	\$72.2	\$143.6
Pre-tax earnings (loss) from operations	(49.2	) (69.0	) (173.4
Pre-tax gain (loss) on sale	2.3	(57.7	) (5.4
Tax benefit (expense)	41.2	69.9	61.3
Discontinued operations, net of tax	\$(5.7	) \$(56.8	) \$(117.5

Discontinued operations by business for the years ended December 31 are as follows:

In millions	2012	2011	2010
Integrated Systems and Services, net of tax	\$(2.8	) \$(6.3	) \$(0.8
Energy Systems, net of tax	(0.2	) 0.2	(17.6
KOXXKA, net of tax	0.5	(3.3	) (54.0
Other discontinued operations, net of tax	(3.2	) (47.4	) (45.1
Discontinued operations, net of tax	\$(5.7	) \$(56.8	) \$(117.5

## Integrated Systems and Services Divestiture

On December 30, 2011, we completed the divestiture of our security installation and service business, which was sold under the Integrated Systems and Services brand in the United States and Canada, to Kratos Public Safety & Security Solutions, Inc. This business, which was previously reported as part of the Security Technologies segment, designs, installs and services security systems. We reported this business as a discontinued operation for all periods presented. During 2011, we recorded a pre-tax loss on sale of \$6.7 million (\$5.0 million after-tax) within discontinued operations.

Net revenues and after-tax earnings of the Integrated Systems and Services business for the year ended December 31 were as follows:

In millions	2012	2011	2010
Net revenues	\$—	\$72.2	\$78.0
After-tax earnings (loss) from operations	\$(1.2	) \$(1.3	) \$(0.8
Gain (loss) on sale, net of tax	(1.6	) (5.0	) —
Discontinued operations, net of tax	\$(2.8	) \$(6.3	) \$(0.8

## Energy Systems Divestiture

On December 30, 2010, we completed the divestiture of our gas microturbine generator business, which was sold under the Energy Systems brand, to Flex Energy, Inc. The business, which was previously reported as part of the Industrial Technologies segment, designs, manufactures, markets, distributes, and services gas powered microturbine generators which feature energy efficient design and low emissions technology. During 2010, we recognized an \$8.3 million after-tax impairment loss within discontinued operations related to the write-down of the net assets to their estimated fair value.

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Net revenues and after-tax earnings of the Energy Systems business for the years ended December 31 were as follows:

In millions	2012	2011	2010
Net revenues	\$—	\$—	\$8.9
After-tax earnings (loss) from operations	\$ (0.2 )	\$ (0.4 )	\$ (14.4 )*
Gain (loss) on sale, net of tax	—	0.6	(3.2 )
Discontinued operations, net of tax	\$ (0.2 )	\$ 0.2	\$ (17.6 )

\* Included in discontinued operations for Energy Systems in 2010 is an after-tax impairment loss of \$8.3 million related to the initial write-down of the net assets to their estimated fair value.

**KOXKA Divestiture**

On October 4, 2010, we completed the divestiture of our European refrigerated display case business, which was sold under the KOXKA brand, to an affiliate of American Industrial Acquisition Corporation (AIAC Group). The business, which was previously reported as part of the Climate Solutions segment, designs, manufactures and markets commercial refrigeration equipment through sales branches and a network of distributors throughout Europe, Africa and the Middle East. During 2010, we recognized a \$53.9 million after-tax impairment loss within discontinued operations related to the write-down of the net assets to their estimated fair value.

Net revenues and after-tax earnings of the KOXKA business for years ended December 31 were as follows:

In millions	2012	2011	2010
Net revenues	\$—	\$—	\$56.7
After-tax earnings (loss) from operations	\$0.5	\$ (3.3 )	\$ (53.1 )*
Gain (loss) on sale, net of tax	—	—	(0.9 )
Discontinued operations, net of tax	\$0.5	\$ (3.3 )	\$ (54.0 )

\* Included in discontinued operations for KOXKA for 2010 is an after-tax impairment loss of \$53.9 million related to the write-down of the net assets to their estimated fair value. Also included in 2010 is a \$12.2 million tax benefit resulting from a reduction in the Company's deferred tax asset valuation allowance for net operating losses.

**Other Discontinued Operations**

The components of other discontinued operations for the years ended December 31 were as follows:

In millions	2012	2011	2010
Retained costs, net of tax	\$ (17.2 )	\$ (31.8 )	\$ (45.0 )
Net gain (loss) on disposals, net of tax	14.0	(15.6 )	(0.1 )
Discontinued operations, net of tax	\$ (3.2 )	\$ (47.4 )	\$ (45.1 )

On November 30, 2007, we completed the sale of our Bobcat, Utility Equipment and Attachments businesses (collectively, Compact Equipment) to Doosan Infracore for gross proceeds of approximately \$4.9 billion, subject to post-closing purchase price adjustments. Compact Equipment manufactured and sold compact equipment, including skid-steer loaders, compact track loaders, mini-excavators and telescopic tool handlers; portable air compressors, generators and light towers; general-purpose light construction equipment; and attachments. We were in dispute regarding post-closing matters with Doosan Infracore. During the second quarter of 2011, we collected approximately \$48.3 million of our outstanding receivable from Doosan Infracore related to certain purchase price adjustments. During the second quarter of 2012, Doosan Infracore paid the Company a total of \$46.5 million to settle the outstanding receivable and remaining disputed post-closing matters.

Other discontinued operations, net of tax from previously sold businesses is mainly related to postretirement benefits, product liability, worker's compensation, and legal costs (mostly asbestos-related) and tax effects of post-closing purchase price adjustments.

**Liquidity and Capital Resources**

We earn a significant amount of our operating income in jurisdictions where it is deemed to be permanently reinvested. Our most prominent jurisdiction of operation is the U.S. We currently do not intend nor foresee a need to repatriate funds to the U.S., and no provision for U.S. income taxes has been made with respect to such earnings. We

expect existing cash and cash equivalents available to the U.S., the cash generated by our U.S. operations, our committed credit lines as well as our expected ability to access

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the capital markets will be sufficient to fund our U.S. operating and capital needs for at least the next twelve months and thereafter for the foreseeable future. In addition, we expect existing non-U.S. cash and cash equivalents and the cash generated by our non-U.S. operations will be sufficient to fund our non-U.S. operating and capital needs for at least the next twelve months and thereafter for the foreseeable future. Should we require more capital in the U.S. than is generated by our U.S. operations, and we determine that repatriation of non-U.S. cash is necessary, such amounts would be subject to U.S. federal income taxes.

During the year ended December 31, 2012, we repurchased 18.4 million shares for approximately \$0.8 billion, excluding commissions, under our current share repurchase program. These repurchases were accounted for as a reduction of Ordinary shares and Capital in excess of par value as they were canceled upon repurchase.

In December 2012, we announced an increase in our quarterly ordinary share dividend from \$0.16 to \$0.21 per share beginning with our March 2013 payment. In addition, our Board of Directors authorized the repurchase of up to \$2.0 billion of our ordinary shares under a new share repurchase program upon completion of the current share repurchase program. These repurchases will be accounted for as a reduction of Ordinary shares and Capital in excess of par value as they will be canceled upon repurchase. We expect to commence purchases under this new repurchase program in 2013. We expect our available cash flow, committed credit lines and access to the capital markets will be sufficient to fund the increased dividend and share repurchases.

In addition to the capital needs discussed above, we have debt maturities of \$600 million of 6.0% senior notes in August 2013 and \$655 million of 9.5% senior notes in April 2014, which we expect to refinance prior to maturity.

Liquidity

The following table contains several key measures to gauge our financial condition and liquidity at the periods ended December 31:

In millions	2012	2011	2010	
Cash and cash equivalents	\$882.1	\$1,160.7	\$1,014.3	
Short-term borrowings and current maturities of long-term debt	963.7	763.3	761.6	
Long-term debt	2,269.3	2,879.3	2,922.3	
Total debt	3,233.0	3,642.6	3,683.9	
Total Ingersoll-Rand plc shareholders' equity	7,147.8	6,924.3	7,964.3	
Total equity	7,229.3	7,012.4	8,059.1	
Debt-to-total capital ratio	30.9	% 34.2	% 31.3	%

Short-term borrowings and current maturities of long-term debt at December 31 consisted of the following:

In millions	2012	2011
Debentures with put feature	\$343.0	\$343.6
Exchangeable Senior Notes	—	341.2
6.000% Senior notes due 2013	600.0	—
Other current maturities of long-term debt	10.8	12.5
Other short-term borrowings	9.9	66.0
Total	\$963.7	\$763.3

Commercial Paper Program

The maximum aggregate amount of unsecured commercial paper notes available to be issued, on a private placement basis, under the commercial paper program is \$2 billion as of December 31, 2012. Under the commercial paper program, Ingersoll-Rand Global Holding Company Limited (IR-Global), may issue notes from time to time, and the proceeds of the financing will be used for general corporate purposes. Each of IR-Ireland, Ingersoll-Rand Company Limited (IR-Limited), and Ingersoll-Rand International Holding Limited (IR-International) has provided an irrevocable and unconditional guarantee for the notes issued under the commercial paper program. We had no commercial paper outstanding at December 31, 2012 and December 31, 2011.





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## Debentures with Put Feature

At December 31, 2012 and December 31, 2011, we had outstanding \$343.0 million and \$343.6 million, respectively, of fixed rate debentures which only require early repayment at the option of the holder. These debentures contain a put feature that the holders may exercise on each anniversary of the issuance date. If exercised, we are obligated to repay in whole or in part, at the holder's option, the outstanding principal amount (plus accrued and unpaid interest) of the debentures held by the holder. If these options are not exercised, the final maturity dates would range between 2027 and 2028.

On February 15, 2012, holders of these debentures had the option to exercise the put feature on \$37.2 million of the outstanding debentures. No holder chose to exercise the put feature at that date. On October 15, 2012, holders of these debentures had the option to exercise the put feature on \$306.4 million of the outstanding debentures. Holders chose to exercise the put feature on \$0.6 million of the outstanding debentures at that date, and were paid in November 2012. Based on our cash flow forecast and access to the capital markets, we believe we will have sufficient liquidity to repay any amounts exercised as a result of the put features.

## Exchangeable Senior Notes Due 2012

In April 2009, we issued \$345 million of 4.5% Exchangeable Senior Notes (the Notes) through our wholly-owned subsidiary, IR-Global. We settled all remaining outstanding Notes during 2012. As a result, we paid \$357.0 million in cash and issued 10.8 million ordinary shares to settle the principal, interest and equity portion of the Notes.

## Other

On May 26, 2010, we entered into a 3-year, \$1.0 billion revolving credit facility through our wholly-owned subsidiary, IR-Global. On March 15, 2012, this credit facility was refinanced with a 5-year, \$1.0 billion revolving credit facility maturing on March 15, 2017. We also have a 4-year, \$1.0 billion revolving credit facility maturing on May 20, 2015, through our wholly-owned subsidiary, IR-Global. Each of IR-Ireland, IR-Limited and IR-International has provided an irrevocable and unconditional guarantee for these credit facilities. The total committed revolving credit facilities of \$2.0 billion are unused and provide support for our commercial paper program as well as for other general corporate purposes.

In addition, other available non-U.S. lines of credit were \$933.3 million, of which \$705.4 million was unused at December 31, 2012. These lines provide support for bank guarantees, letters of credit and other general corporate purposes.

## Pension Plans

Our investment objective in managing defined benefit plan assets is to ensure that all present and future benefit obligations are met as they come due. We seek to achieve this goal while trying to mitigate volatility in plan funded status, contribution and expense by better matching the characteristics of the plan assets to that of the plan liabilities. Prior to 2011, we utilized asset/liability modeling studies as the basis for global asset allocation decisions. In 2011, we adopted a dynamic approach to asset allocation whereby a plan's allocation to fixed income assets increases progressively over time towards an ultimate target of 90% as a plan moves toward full funding. We monitor plan funded status and asset allocation regularly in addition to investment manager performance.

We monitor the impact of market conditions on our defined benefit plans on a regular basis. During 2012, none of our defined benefit pension plans have experienced a significant impact on their liquidity due to the volatility in the markets. For further details on pension plan activity, see Note 11 to the Consolidated Financial Statements.

## Cash Flows

The following table reflects the major categories of cash flows for the years ended December 31, respectively. For additional details, please see the Consolidated Statements of Cash Flows in the Consolidated Financial Statements.

In millions	2012	2011	2010	
Operating cash flow provided by (used in) continuing operations	\$1,277.7	\$1,230.2	\$756.4	
Investing cash flow provided by (used in) continuing operations	(146.4	) 207.5	(179.0	)
Financing cash flow provided by (used in) continuing operations	(1,303.9	) (1,246.4	) (403.7	)
Operating Activities				

Net cash provided by operating activities from continuing operations was \$1,277.7 million for the year ended December 31, 2012 compared with \$1,230.2 million in 2011. Operating cash flows for 2012 and 2011 reflect consistent working capital levels and consistent earnings from continuing operations after taking into account the non-cash loss on sale/asset impairment charges related to the Hussmann divestiture.

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Net cash provided by operating activities from continuing operations was \$1,230.2 million for the year ended December 31, 2011 compared with \$756.4 million in 2010. Operating cash flows for 2011 reflect improved earnings from continuing operations after taking into account the non-cash loss on sale/asset impairment charge related to the Hussmann divestiture. Operating cash flows for 2010 reflect discretionary cash contributions to our pension funds of \$444 million (\$359 million after tax benefit received).

### Investing Activities

Net cash used in investing activities from continuing operations was \$146.4 million for the year ended December 31, 2012 compared with net cash provided by investing activities from continuing operations of \$207.5 million in 2011. The change in investing activities is primarily attributable to decreased net proceeds from business dispositions and sale of property, plant, and equipment in 2012 compared to 2011, partially offset by a \$44.3 million dividend from the Company's equity investment in Hussmann Parent in 2012. During 2011, the Company received net proceeds from business dispositions of \$400.3 million related to the sale of the Hussmann Business and Branches and the collection of proceeds for purchase price adjustments on the sale of Doosan Infracore. During 2011, we also received proceeds from the sale of assets from a restructured business in China.

Net cash provided by investing activities from continuing operations was \$207.5 million for the year ended December 31, 2011 compared with net cash used in investing activities from continuing operations of \$179.0 million in 2010. The change in investing activities is primarily attributable to net proceeds from business dispositions of \$400.3 million related to the sale of the Hussmann Business and Branches and the collection of proceeds for purchase price adjustments on the sale of Doosan Infracore. We also received proceeds from the sale of assets from a restructured business in China. These proceeds were partially offset by an increase in capital expenditures during 2011.

### Financing Activities

Net cash used in financing activities from continuing operations during the year ended December 31, 2012 was \$1,303.9 million, compared with \$1,246.4 million during 2011. The change in financing activities is primarily related to the settlement of the Exchangeable Senior Notes and increased dividend payments during 2012, partially offset by decreased share repurchases and increased proceeds from shares issued under incentive plans in 2012.

Net cash used in financing activities from continuing operations during the year ended December 31, 2011 was \$1,246.4 million, compared with \$403.7 million during 2010. The change in financing activities is primarily related to approximately \$1.2 billion of share repurchases as well as increased dividend payments, partially offset by lower repayments of long term debt in 2011.

### Capital Resources

Based on historical performance and current expectations, we believe our cash and cash equivalents balance, the cash generated from our operations, our committed credit lines and our expected ability to access capital markets will satisfy our working capital needs, capital expenditures, share repurchase programs, upcoming debt maturities, and other liquidity requirements associated with our operations for the foreseeable future.

Capital expenditures were \$262.6 million, \$242.9 million and \$179.5 million for 2012, 2011 and 2010, respectively. Our investments continue to improve manufacturing productivity, reduce costs and provide environmental enhancements and advanced technologies for existing facilities. The capital expenditure program for 2013 is estimated to be approximately \$250 million, including amounts approved in prior periods. Many of these projects are subject to review and cancellation at our option without incurring substantial charges.

For financial market risk impacting the Company, see Item 7A. Quantitative and Qualitative Disclosure About Market Risk.

### Capitalization

In addition to cash on hand and operating cash flow, we maintain significant credit availability under our Commercial Paper Program. Our ability to borrow at a cost-effective rate under the Commercial Paper Program is contingent upon maintaining an investment-grade credit rating. As of December 31, 2012, our credit ratings were as follows:

	Short-term	Long-term
Moody's	P-2	Baa1
Standard and Poor's	A-2	BBB+

The credit ratings set forth above are not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Our public debt does not contain financial covenants and our revolving credit lines have a debt-to-total capital covenant of 65%. As of December 31, 2012, our debt-to-total capital ratio was significantly beneath this limit.

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## Guarantees

Subsequent to the Ireland Reorganization, IR-Ireland and IR-Limited guarantee fully and unconditionally the outstanding public debt of IR-International, IR-Global and IR-New Jersey. See Note 22 to the Consolidated Financial Statements for additional information.

## Contractual Obligations

The following table summarizes our contractual cash obligations by required payment periods, in millions:

	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Short-term debt	\$9.9	\$—	\$—	\$—	\$9.9
Long-term debt	953.9	* 1,168.8	16.5	1,085.0	3,224.2
Interest payments on long-term debt	214.2	259.3	198.3	385.2	1,057.0
Purchase obligations	1,001.4	—	—	—	1,001.4
Operating leases	132.4	187.3	103.4	49.3	472.4
Total contractual cash obligations	\$2,311.8	\$1,615.4	\$318.2	\$1,519.5	\$5,764.9

\* Includes \$343 million of debt redeemable at the option of the holder. The scheduled maturities of these bonds range between 2027 and 2028. See Note 9 to the Consolidated Financial Statements for additional information.

Future expected obligations under our pension and postretirement benefit plans, income taxes, environmental, asbestos-related, and product liability matters have not been included in the contractual cash obligations table above.

## Pensions

At December 31, 2012, we had net obligations of \$918.4 million, which consist of noncurrent pension assets of \$5.1 million and current and non-current pension benefit liabilities of \$923.5 million. It is our objective to contribute to the pension plans to ensure adequate funds are available in the plans to make benefit payments to plan participants and beneficiaries when required. We currently project that we will contribute approximately \$102.5 million to our plans worldwide in 2013. Because the timing and amounts of long-term funding requirements for pension obligations are uncertain, they have been excluded from the preceding table. See Note 11 to the Consolidated Financial Statements for additional information.

## Postretirement Benefits Other than Pensions

At December 31, 2012, we had postretirement benefit obligations of \$851.4 million. We fund postretirement benefit costs principally on a pay-as-you-go basis as medical costs are incurred by covered retiree populations. Benefit payments, which are net of expected plan participant contributions and Medicare Part D subsidy, are expected to be approximately \$69.3 million in 2013. Because the timing and amounts of long-term funding requirements for postretirement obligations are uncertain, they have been excluded from the preceding table. See Note 11 to the Consolidated Financial Statements for additional information.

## Income Taxes

At December 31, 2012, we have total unrecognized tax benefits for uncertain tax positions of \$533.7 million and \$84.1 million of related accrued interest and penalties, net of tax. The liability has been excluded from the preceding table as we are unable to reasonably estimate the amount and period in which these liabilities might be paid. See Note 17 to the Consolidated Financial Statements for additional information regarding matters relating to income taxes, including unrecognized tax benefits and Internal Revenue Service (IRS) tax disputes.

## Contingent Liabilities

We are involved in various litigations, claims and administrative proceedings, including those related to environmental, asbestos-related, and product liability matters. We believe that these liabilities are subject to the uncertainties inherent in estimating future costs for contingent liabilities, and will likely be resolved over an extended period of time. Because the timing and amounts of potential future cash flows are uncertain, they have been excluded from the preceding table. See Note 20 to the Consolidated Financial Statements for additional information.

See Note 9 and Note 20 to the Consolidated Financial Statements for additional information on matters affecting our liquidity.

Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States (GAAP). The preparation of financial statements in conformity with those accounting principles requires management to use judgment in making estimates and assumptions based on the relevant information available at the end of each period. These estimates and

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assumptions have a significant effect on reported amounts of assets and liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities because they result primarily from the need to make estimates and assumptions on matters that are inherently uncertain. Actual results may differ from estimates. If updated information or actual amounts are different from previous estimates, the revisions are included in our results for the period in which they become known.

The following is a summary of certain accounting estimates and assumptions made by management that we consider critical.

**Allowance for doubtful accounts** – We have provided an allowance for doubtful accounts receivable which represents our best estimate of probable loss inherent in our accounts receivable portfolio. This estimate is based upon our policy, derived from our knowledge of our end markets, customer base and products.

**Goodwill and indefinite-lived intangible assets** – We have significant goodwill and indefinite-lived intangible assets on our balance sheet related to acquisitions. Our goodwill and other indefinite-lived intangible assets are tested and reviewed annually during the fourth quarter for impairment or when there is a significant change in events or circumstances that indicate that the fair value of an asset is more likely than not less than the carrying amount of the asset.

Recoverability of goodwill is measured at the reporting unit level and begins with a qualitative assessment to determine if it is more likely than not that the fair value of each reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test included in U.S. GAAP. For those reporting units where it is required, the first step compares the carrying amount of the reporting unit to its estimated fair value. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired and the second step of the impairment test is not necessary. To the extent that the carrying value of the reporting unit exceeds its estimated fair value, a second step is performed, wherein the reporting unit's carrying value of goodwill is compared to the implied fair value of goodwill. To the extent that the carrying value exceeds the implied fair value, impairment exists and must be recognized.

As quoted market prices are not available for our reporting units, the calculation of their estimated fair value in step one is based on two valuation techniques, a discounted cash flow model (income approach) and a market adjusted multiple of earnings and revenues (market approach), with each method being equally weighted in the calculation. We believe an equal weighting of both approaches is appropriate. The income approach relies on the Company's estimates of future cash flows and explicitly addresses factors such as timing, growth and margins, with due consideration given to forecasting risk. The market approach reflects the market's expectations for future growth and risk, with adjustments to account for differences between the guideline publicly traded companies and the subject reporting units.

In step 2, the implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. The estimated fair value of the reporting unit is allocated to all of the assets and liabilities of the reporting unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit, as determined in the first step of the goodwill impairment test, was the price paid to acquire that reporting unit.

Recoverability of other intangible assets with indefinite useful lives is first assessed using a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. This assessment is used as a basis for determining whether it is necessary to calculate the fair value of an indefinite-lived intangible asset. For those indefinite-lived assets where it is required, a fair value is determined on a relief from royalty methodology (income approach) which is based on the implied royalty paid, at an appropriate discount rate, to license the use of an asset rather than owning the asset. The present value of the after-tax cost savings (i.e. royalty relief) indicates the estimated fair value of the asset. Any excess of the carrying value over the estimated fair value is recognized as an impairment loss equal to that excess.

The determination of the estimated fair value and the implied fair value of goodwill and other indefinite-lived intangible assets requires us to make assumptions about estimated cash flows, including profit margins, long-term forecasts, discount rates and terminal growth rates. We developed these assumptions based on the market and geographic risks unique to each reporting unit.

#### 2012 Impairment Test

For our annual impairment testing performed during the fourth quarter of 2012, we concluded it was necessary to calculate the fair value for each of the reporting units and indefinite-lived intangibles. Based on the results of these calculations, we determined that the fair value of the reporting units and indefinite-lived intangible assets exceeded their respective carrying values. The estimates of fair value are based on the best information available as of the date of the assessment, which primarily incorporates management assumptions about expected future cash flows.

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Goodwill - Under the income approach, we assumed a forecasted cash flow period of five years with discount rates ranging from 10.0% to 15.5%, near term growth rates ranging from (3.5)% to 14.8% and terminal growth rates ranging from 2.5% to 4.0%. Under the market approach, we used an adjusted multiple ranging from 6.6 to 9.2 of projected earnings before interest, taxes, depreciation and amortization (EBITDA) and 0.8 to 1.8 of projected revenues based on the market information of comparable companies. Additionally, we compared the estimated aggregate fair value of our reporting units to our overall market capitalization.

For all reporting units except two, the excess of the estimated fair value over carrying value (expressed as a percentage of carrying value) was a minimum of 15%. The two reporting units with a percentage of carrying value less than 15%, reported within the Residential Solutions and Security Technologies segments, exceeded their carrying value by 14.4% and 2.5%, respectively. These reporting units have goodwill of approximately \$599 million and \$190 million, respectively.

For the specific Security Technologies reporting unit that exceeded its carrying value by less than 5%, we have provided below additional assumptions and a sensitivity analysis. Under the income approach we assumed a discount rate of 10%, near term growth rates ranging from (1.1)% to 5% and a terminal growth rate of 2.5%. Under the market approach, we assumed a weighted average multiple of 7.8 and 7.1 times projected 2012 and 2013 EBITDA, respectively, and a multiple of 0.8 times projected 2012 and 2013 revenue, based on industry market data. Holding other assumptions constant, a 1.0% increase in the discount rate would result in a \$20 million decrease in the estimated fair value of the reporting unit, a 1.0% decrease in the long-term growth rate would result in a \$15 million decrease in the estimated fair value of the reporting unit and a 5.0% decrease in the selected market multiples would result in a \$15 million decrease in the estimated fair value of the reporting unit. Each of these scenarios individually would result in the reporting unit failing step 1.

Assessing the fair value of goodwill includes, among other things, making key assumptions for estimating future cash flows and appropriate market multiples. These assumptions are subject to a high degree of judgment and complexity. We make every effort to estimate future cash flows as accurately as possible with the information available at the time the forecast is developed. However, changes in assumptions and estimates may affect the estimated fair value of the reporting unit, and could result in impairment charges in future periods. Factors that have the potential to create variances in the estimated fair value of the reporting unit include but are not limited to the following:

- Decreases in estimated market sizes or market growth rates due to greater-than-expected declines in volumes, pricing pressures or disruptive technology;
- Declines in our market share and penetration assumptions due to increased competition or an inability to develop or launch new products;
- The impacts of the European sovereign debt crisis, including greater-than-expected declines in pricing, reductions in volumes, or fluctuations in foreign exchange rates;
- The level of success of on-going and future research and development efforts, including those related to recent acquisitions, and increases in the research and development costs necessary to obtain regulatory approvals and launch new products;
- Increase in the price or decrease in the availability of key commodities and the impact of higher energy prices;
- Increases in our market-participant risk-adjusted weighted-average cost of capital; and
- Changes in the structure of our business as a result of future reorganizations or divestitures of assets or businesses.

Other Indefinite-lived intangible assets - In testing our other indefinite-lived intangible assets for impairment, we assumed forecasted revenues for a period of five years with discount rates ranging from 12.0% to 12.5%, terminal growth rates ranging from 2.5% to 3.0%, and royalty rates ranging from 3.0% to 5.0%. The fair values of our Trane and American Standard tradenames exceeded their respective carrying amounts by less than 15%. The two tradenames exceeded their carrying value by 10.5% and 13.0%, respectively. The carrying values of these tradenames are approximately \$2,497 million and \$105 million, respectively, at December 31, 2012.

A significant increase in the discount rate, decrease in the long-term growth rate, decrease in the royalty rate or substantial reductions in our end markets and volume assumptions could have a negative impact on their estimated fair values of any of our tradenames.

2011 Impairment Test

As a result of the planned divestiture of Hussmann, we were required to test Goodwill remaining within the Climate Solutions segment for impairment in the first quarter of 2011. No impairment charge was required for the remaining Climate Solutions

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segment. Based on year to date operational results, and management turnover within the Residential HVAC reporting unit, we updated our fair value assessment of the reporting unit in the third quarter of 2011 and noted that the fair value of the reporting unit continued to exceed its carrying amount.

For our annual impairment testing performed during the fourth quarter of 2011, we determined that the fair value of the reporting units and indefinite-lived intangible assets exceeded their respective carrying values. The estimates of fair value are based on the best information available as of the date of the assessment, which primarily incorporates management assumptions about expected future cash flows.

Goodwill - Under the income approach, we assumed a forecasted cash flow period of five years with discount rates ranging from 12.0% to 17.0% and terminal growth rates ranging from 2.5% to 4.0%. Under the market approach, we used an adjusted multiple of earnings and revenues based on the market information of comparable companies.

Additionally, we compared the estimated aggregate fair value of our reporting units to our overall market capitalization.

For all reporting units except two, the excess of the estimated fair value over carrying value (expressed as a percentage of carrying value) was a minimum of 15%. The two reporting units with a percentage of carrying value less than 15%, reported within the Residential Solutions and Security Technologies segments, exceeded their carrying value by 5.8% and 10.9%, respectively. These reporting units have goodwill of approximately \$599 million and \$198 million, respectively. A significant increase in the discount rate, decrease in the long-term growth rate, or substantial reductions in our end markets and volume assumptions could have a negative impact on the estimated fair value of these reporting units.

Other Indefinite-lived intangible assets - In testing our other indefinite-lived intangible assets for impairment, we assumed forecasted revenues for a period of five years with discount rates ranging from 12.5% to 14.5%, terminal growth rates ranging from 2.5% to 3.0%, and royalty rates ranging from 3.0% to 5.0%. The fair values of two of our tradenames exceeded their respective carrying amounts by less than 15%. The two tradenames, reported within the Climate Solutions and Residential Solutions segments, exceeded their carrying value by 7.3% and 11.6%. The carrying values of these tradenames are approximately \$2,497 million and \$105 million. A significant increase in the discount rate, decrease in the long-term growth rate, decrease in the royalty rate or substantial reductions in our end markets and volume assumptions could have a negative impact on their estimated fair values.

Long-lived assets and finite-lived intangibles – Long-lived assets and finite-lived intangibles are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. Assets are grouped with other assets and liabilities at the lowest level for which identifiable cash flows can be generated. Impairment in the carrying value of an asset would be recognized whenever anticipated future undiscounted cash flows from an asset are less than its carrying value. The impairment is measured as the amount by which the carrying value exceeds the fair value of the asset as determined by an estimate of discounted cash flows. We believe that our use of estimates and assumptions are reasonable and comply with generally accepted accounting principles. Changes in business conditions could potentially require future adjustments to these valuations.

Loss contingencies – Liabilities are recorded for various contingencies arising in the normal course of business, including litigation and administrative proceedings, environmental and asbestos matters and product liability, product warranty, worker's compensation and other claims. We have recorded reserves in the financial statements related to these matters, which are developed using input derived from actuarial estimates and historical and anticipated experience data depending on the nature of the reserve, and in certain instances with consultation of legal counsel, internal and external consultants and engineers. Subject to the uncertainties inherent in estimating future costs for these types of liabilities, we believe our estimated reserves are reasonable and do not believe the final determination of the liabilities with respect to these matters would have a material effect on our financial condition, results of operations, liquidity or cash flows for any year.

Asbestos matters – Certain of our wholly-owned subsidiaries are named as defendants in asbestos-related lawsuits in state and federal courts. We record a liability for our actual and anticipated future claims as well as an asset for anticipated insurance settlements. Although we were neither a manufacturer nor producer of asbestos, some of our formerly manufactured components from third party suppliers utilized asbestos-related components. As a result, we record certain income and expenses associated with our asbestos liabilities and corresponding insurance recoveries

within discontinued operations, net of tax, as they relate to previously divested businesses, except for amounts associated with Trane U.S. Inc.'s asbestos liabilities and corresponding insurance recoveries which are recorded within continuing operations. Refer to Note 20 to the Consolidated Financial Statements for further details of asbestos-related matters.

Revenue recognition – Revenue is recognized and earned when all of the following criteria are satisfied: (a) persuasive evidence of a sales arrangement exists; (b) price is fixed or determinable; (c) collectability is reasonably assured; and (d) delivery has occurred or service has been rendered. Delivery generally occurs when the title and the risks and rewards of ownership have substantially transferred to the customer. Revenue from maintenance contracts or extended warranties is recognized on a straight-line basis over the life of the contract, unless another method is more representative of the costs

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incurred. We enter into agreements that contain multiple elements, such as equipment, installation and service revenue. For multiple-element arrangements, the revenue relating to undelivered elements is deferred until delivery of the deferred elements. We recognize revenue for delivered elements when the delivered item has stand-alone value to the customer, customer acceptance has occurred, and there are only customary refund or return rights related to the delivered elements. Revenues from certain of our equipment and the related installation sold under construction-type contracts are recorded using the percentage-of-completion method in accordance with GAAP.

Income taxes – Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, applying enacted tax rates expected to be in effect for the year in which the differences are expected to reverse. We recognize future tax benefits, such as net operating losses and non-U.S. tax credits, to the extent that realizing these benefits is considered in our judgment to be more likely than not. We regularly review the recoverability of our deferred tax assets considering our historic profitability, projected future taxable income, timing of the reversals of existing temporary differences and the feasibility of our tax planning strategies. Where appropriate, we record a valuation allowance with respect to a future tax benefit.

The provision for income taxes involves a significant amount of management judgment regarding interpretation of relevant facts and laws in the jurisdictions in which we operate. Future changes in applicable laws, projected levels of taxable income, and tax planning could change the effective tax rate and tax balances recorded by us. In addition, tax authorities periodically review income tax returns filed by us and can raise issues regarding our filing positions, timing and amount of income or deductions, and the allocation of income among the jurisdictions in which we operate. A significant period of time may elapse between the filing of an income tax return and the ultimate resolution of an issue raised by a revenue authority with respect to that return. We believe that we have adequately provided for any reasonably foreseeable resolution of these matters. We will adjust our estimate if significant events so dictate. To the extent that the ultimate results differ from our original or adjusted estimates, the effect will be recorded in the provision for income taxes in the period that the matter is finally resolved.

Employee benefit plans – We provide a range of benefits to eligible employees and retirees, including pensions, postretirement and postemployment benefits. Determining the cost associated with such benefits is dependent on various actuarial assumptions including discount rates, expected return on plan assets, compensation increases, employee mortality, turnover rates and healthcare cost trend rates. Actuarial valuations are performed to determine expense in accordance with GAAP. Actual results may differ from the actuarial assumptions and are generally accumulated and amortized into earnings over future periods. We review our actuarial assumptions at each measurement date and make modifications to the assumptions based on current rates and trends, if appropriate. The discount rate, the rate of compensation increase and the expected long-term rates of return on plan assets are determined as of each measurement date. A discount rate reflects a rate at which pension benefits could be effectively settled. Discount rates for all plans are established using hypothetical yield curves based on the yields of corporate bonds rated AA quality. Spot rates are developed from the yield curve and used to discount future benefit payments. The rate of compensation increase is dependent on expected future compensation levels. The expected long-term rate of return on plan assets reflects the average rate of returns expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. The expected long-term rate of return on plan assets is based on what is achievable given the plan's investment policy, the types of assets held and the target asset allocation. The expected long-term rate of return is determined as of each measurement date. We believe that the assumptions utilized in recording our obligations under our plans are reasonable based on input from our actuaries, outside investment advisors and information as to assumptions used by plan sponsors.

Changes in any of the assumptions can have an impact on the net periodic pension cost or postretirement benefit cost. Estimated sensitivities to the expected 2013 net periodic pension cost of a 0.25% rate decline in the two basic assumptions are as follows: the decline in the discount rate would increase expense by approximately \$8.6 million and the decline in the estimated return on assets would increase expense by approximately \$7.9 million. A 0.25% rate decrease in the discount rate for postretirement benefits would increase expected 2013 net periodic postretirement benefit cost by \$0.7 million and a 1.0% increase in the healthcare cost trend rate would increase the cost by approximately \$1.4 million.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements:

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS)." ASU 2011-04 represents converged guidance between GAAP and IFRS resulting in common requirements for measuring fair value and for disclosing information about fair value measurements. This new guidance is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The requirements

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of ASU 2011-04 did not have a material impact on our Consolidated Financial Statements. The revised disclosure requirements are reflected in Note 12.

In June 2011, the FASB issued ASU 2011-05, "Presentation of Comprehensive Income." ASU 2011-05 requires us to present components of other comprehensive income and of net income in one continuous statement of comprehensive income, or in two separate, but consecutive statements. The option to report other comprehensive income within the statement of equity has been removed. This new presentation of comprehensive income is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The revised presentation requirements are reflected in the Consolidated Statements of Comprehensive Income.

In December 2011, the FASB issued ASU 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." The revised amendments defer the presentation in the financial statements of reclassifications out of accumulated other comprehensive income for annual and interim financial statements. The deferral is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The revised presentation requirements are reflected in the Consolidated Statements of Comprehensive Income.

In September 2011, the FASB issued ASU 2011-08, "Testing Goodwill for Impairment." This revised standard provides entities with the option to first use an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a conclusion is reached that reporting unit fair value is not more likely than not below carrying value, no further impairment testing is necessary. This revised guidance applies to fiscal years beginning after December 15, 2011, and the related interim and annual goodwill impairment tests. The requirements of ASU 2011-08 did not have an impact on our Consolidated Financial Statements.

In July 2012, the FASB issued ASU 2012-02, "Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment." This revised standard provides entities with the option to first use an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If a conclusion is reached that the indefinite-lived intangible asset fair value is not more likely than not below carrying value, no further impairment testing is necessary. We elected to early adopt. The requirements of ASU 2012-02 did not have an impact on our Consolidated Financial Statements.

In December 2011, the FASB issued ASU 2011-11, "Disclosures about Offsetting Assets and Liabilities." ASU 2011-11 requires enhanced disclosures including both gross and net information about financial and derivative instruments eligible for offset or subject to an enforceable master netting arrangement or similar agreement. This new guidance is effective for annual reporting periods beginning on or after January 1, 2013 and subsequent interim periods. The requirements of ASU 2011-11 will not have an impact on our Consolidated Financial Statements.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

We are exposed to fluctuations in currency exchange rates, interest rates and commodity prices which could impact our results of operations and financial condition.

**Foreign Currency Exposures**

We have operations throughout the world that manufacture and sell products in various international markets. As a result, we are exposed to movements in exchange rates of various currencies against the U.S. dollar as well as against other currencies throughout the world. We actively manage material currency exposures that are associated with purchases and sales and other assets and liabilities at the operating unit level. Those exposures that cannot be naturally offset to an insignificant amount are hedged with foreign currency derivatives. Derivative instruments utilized by us in our hedging activities are viewed as risk management tools, involve little complexity and are not used for trading or speculative purposes. To minimize the risk of counter party non-performance, derivative instrument agreements are made only through major financial institutions with significant experience in such derivative instruments.

We evaluate our exposure to changes in currency exchange rates on our foreign currency derivatives using a sensitivity analysis. The sensitivity analysis is a measurement of the potential loss in fair value based on a percentage change in exchange rates. Based on the firmly committed currency derivative instruments in place at December 31,

2012, a hypothetical change in fair value of those derivative instruments assuming a 10% adverse change in exchange rates would result in an unrealized loss of approximately \$118.9 million, as compared with \$110.9 million at December 31, 2011. These amounts, when realized, would be offset by changes in the fair value of the underlying transactions.



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Commodity Price Exposures

We are exposed to volatility in the prices of commodities used in some of our products and we use fixed price contracts to manage this exposure. We do not have committed commodity derivative instruments in place at December 31, 2012.

Interest Rate Exposure

Our debt portfolio mainly consists of fixed-rate instruments, and therefore any fluctuation in market interest rates would not have a material effect on our results of operations.

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## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following Consolidated Financial Statements and Financial Statement Schedules and the report thereon of (a) PricewaterhouseCoopers LLP dated February 14, 2013, are presented following Item 15 of this Annual Report on Form 10-K.

## Consolidated Financial Statements:

Report of independent registered public accounting firm

Consolidated Statements of comprehensive income for the years ended December 31, 2012, 2011 and 2010

Consolidated balance sheets at December 31, 2012 and 2011

For the years ended December 31, 2012, 2011 and 2010:

Consolidated statements of equity

Consolidated statements of cash flows

Notes to Consolidated Financial Statements

Financial Statement Schedule:

Schedule II – Valuation and Qualifying Accounts for the years ended December 31, 2012, 2011 and 2010:

(b) The unaudited selected quarterly financial data for the two years ended December 31, is as follows:

In millions, except per share amounts	2012			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenues	\$3,150.7	\$3,821.3	\$3,592.8	\$3,470.2
Cost of goods sold	(2,249.4 )	(2,644.0 )	(2,454.4 )	(2,410.5 )
Operating income	212.0	477.9	447.8	367.5
Net earnings	102.2	372.9	327.0	241.8
Net earnings attributable to Ingersoll-Rand plc	95.6	365.8	321.6	235.6
Earnings per share attributable to Ingersoll-Rand plc ordinary shareholders:				
Basic	\$0.32	\$1.18	\$1.05	\$0.79
Diluted	\$0.31	\$1.16	\$1.03	\$0.78
	2011			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenues	\$3,273.8	\$4,091.4	\$3,910.1	\$3,506.7
Cost of goods sold	(2,368.6 )	(2,863.0 )	(2,756.2 )	(2,505.9 )
Operating income	41.8	298.7	180.5	339.2
Net earnings	(71.5 )	99.3	93.5	248.0
Net earnings attributable to Ingersoll-Rand plc	(77.6 )	92.3	86.2	242.2
Earnings per share attributable to Ingersoll-Rand plc ordinary shareholders:				
Basic	\$(0.23 )	\$0.28	\$0.26	\$0.79
Diluted	\$(0.23 )	\$0.26	\$0.25	\$0.76

In the first, second, third and fourth quarters of 2011, Operating income includes a \$186 million, \$201 million, \$265 million and (\$5) million pre-tax charge (benefit), respectively, for Loss on sale/asset impairment related to the divestiture of the Hussmann Business and Branches.



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Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company's management, including its Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded as of December 31, 2012, that the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act has been recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and that such information has been accumulated and communicated to the Company's management including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined under Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and Chief Financial Officer and effected by the Company's Board of Directors to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management has assessed the effectiveness of internal control over financial reporting as of December 31, 2012. In making its assessment, management has utilized the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in Internal Control - Integrated Framework. Management concluded that based on its assessment, the Company's internal control over financial reporting was effective as of December 31, 2012. The effectiveness of the Company's internal control over financial reporting as of December 31, 2012 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

(c) Changes in Internal Control Over Financial Reporting

There were no changes in internal control over financial reporting (as defined by Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

(d) Remediation of Material Weakness

In the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, management identified a material weakness in our internal control over financial reporting with respect to internal controls over the accounting for deferred tax balances and related valuation allowances. Specifically, the Company's interim controls related to timely identification of and accounting for the impact of enacted tax law changes did not operate as designed. This resulted in a misstatement of a deferred tax asset related valuation allowance in the March 31, 2012 balance sheet and the provision for income taxes for the period ended March 31, 2012. An out-of-period adjustment was recorded in the three month period ended June 30, 2012 as described in Note 17 to the Consolidated Financial Statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial

statements will not be prevented or detected on a timely basis.

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To remediate the material weakness described above, management implemented additional processes and controls during the quarter ended September 30, 2012, including expanded procedures to identify and assess tax law changes along with notifications and certifications, as part of the interim and annual close process and through the respective SEC filing date, to verify management's conclusions regarding the timing of enacted tax law changes. Management has determined that the remediation actions discussed above were effectively designed and demonstrated effective operation for a sufficient period of time to enable the Company to conclude that the material weakness regarding its internal controls associated with the accounting for deferred tax balances and related valuation allowances has been remediated as of December 31, 2012.

Item 9B. OTHER INFORMATION

None.

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PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information regarding our executive officers is included in Part I under the caption “Executive Officers of Registrant.”

The other information required by this item is incorporated herein by reference to the information contained under the headings “Item 1. Election of Directors”, “Section 16(a) Beneficial Ownership Reporting Compliance” and “Corporate Governance” in our definitive proxy statement for the 2013 annual general meeting of shareholders (“2013 Proxy Statement”).

Item 11. EXECUTIVE COMPENSATION

The other information required by this item is incorporated herein by reference to the information contained under the headings “Compensation Discussion and Analysis”, “Executive Compensation” and “Compensation Committee Report” in our 2013 Proxy Statement.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The other information required by this item is incorporated herein by reference to the information contained under the headings “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” of our 2013 Proxy Statement.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The other information required by this item is incorporated herein by reference to the information contained under the headings “Corporate Governance” and “Certain Relationships and Related Person Transactions” of our 2013 Proxy Statement.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to the information contained under the caption “Fees of the Independent Auditors” in our 2013 Proxy Statement.

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PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) 1. and 2. Financial statements and financial statement schedule  
See Item 8.
3. Exhibits  
The exhibits listed on the accompanying index to exhibits are filed as part of this Annual Report on Form 10-K.

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## INGERSOLL-RAND PLC

## INDEX TO EXHIBITS

(Item 15(a))

## Description

Pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”), Ingersoll-Rand plc (the “Company”) has filed certain agreements as exhibits to this Annual Report on Form 10-K. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

On July 1, 2009, Ingersoll-Rand Company Limited, a Bermuda company, completed a reorganization to change the jurisdiction of incorporation of the parent company from Bermuda to Ireland. As a result, Ingersoll-Rand plc replaced Ingersoll-Rand Company Limited as the ultimate parent company effective July 1, 2009. All references related to the Company prior to July 1, 2009 relate to Ingersoll-Rand Company Limited.

## (a) Exhibits

Exhibit No.	Description	Method of Filing
2.1	Asset and Stock Purchase Agreement, dated as of July 29, 2007, among Ingersoll-Rand Company Limited, on behalf of itself and certain of its subsidiaries, and Doosan Infracore Co., Ltd. and Doosan Engine Co., Ltd., on behalf of themselves and certain of their subsidiaries	Incorporated by reference to Exhibit 2.1 to the Company’s Form 8-K (File No. 001-16831) filed with the SEC on July 31, 2007.
2.2	Separation and Distribution Agreement, dated as of July 16, 2007, by and between Trane Inc. (formerly American Standard Companies Inc.) and WABCO Holdings Inc.	Incorporated by reference to Exhibit 2.1 to Trane Inc.’s Form 8-K (File No. 001-11415) filed with the SEC on July 20, 2007.
3.1	Memorandum of Association of Ingersoll-Rand plc	Incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
3.2	Articles of Association of Ingersoll-Rand plc	Incorporated by reference to Exhibit 3.2 to the Company’s Form 8-K (File No. 001-34400)

filed with the SEC on July 1,  
2009.

3.3

Certificate of Incorporation of  
Ingersoll-Rand plc

Incorporated by reference to  
Exhibit 3.3 to the Company's  
Form 8-K (File No. 001-34400)  
filed with the SEC on July 1,  
2009.

The Company and its subsidiaries  
are parties to several long-term  
debt instruments under which, in  
each case, the total amount of  
securities authorized does not  
exceed 10% of the total assets of  
the Company and its subsidiaries  
on a consolidated basis.

Pursuant to paragraph 4 (iii)(A) of  
Item 601 (b) of Regulation S-K,  
the Company agrees to furnish a  
copy of such instruments to the  
Securities and Exchange  
Commission upon request.

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Exhibit No.	Description	Method of Filing
4.1	Indenture, dated as of August 12, 2008, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as Trustee (replacing the Indenture originally filed as Exhibit 4.1 to the Company's Form 10-Q (File No. 001-16831) for the period ended September 30, 2008 as filed with the SEC on 11/07/2008)	Incorporated by reference to Exhibit 4.4 to the Company's Form 10-K for the fiscal year ended 2008 (File No. 001-16831) filed with the SEC on March 2, 2009.
4.2	First Supplemental Indenture, dated as of August 15, 2008, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as trustee, to that certain Indenture, dated as of August 12, 2008, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as trustee	Incorporated by reference to Exhibit 1.1 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on August 18, 2008.
4.3	Second Supplemental Indenture, dated as of April 3, 2009, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as trustee, to that certain Indenture, dated as of August 12, 2008, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as trustee	Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on April 6, 2009.
4.4	Third Supplemental Indenture, dated as of April 6, 2009, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells Fargo Bank, N.A., as trustee, to that certain Indenture, dated as of August 12, 2008, among the Company, Ingersoll-Rand Global Holding Company Limited and Wells	Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on April 6, 2009.

Fargo Bank, N.A., as trustee

Fourth Supplemental Indenture,  
dated as of June 29, 2009, among  
Ingersoll-Rand Global Holding  
Company Limited, a Bermuda  
exempted company,  
Ingersoll-Rand Company  
Limited, a Bermuda exempted  
company, Ingersoll-Rand  
International Holding Limited, a  
Bermuda exempted company,  
Ingersoll-Rand plc, an Irish public  
limited company, and Wells  
Fargo Bank, N.A., as Trustee, to  
the Indenture dated as of  
August 12, 2008

4.5

Incorporated by reference to  
Exhibit 4.1 to the Company's  
Form 8-K (File No. 001-34400)  
filed with the SEC on July 1,  
2009.

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Exhibit No.	Description	Method of Filing
4.6	Fifth Supplemental Indenture, dated as of June 29, 2009, among Ingersoll-Rand Company, a New Jersey corporation, Ingersoll-Rand plc, an Irish public limited company, Ingersoll-Rand International Holding Limited, a Bermuda exempted company, and The Bank of New York Mellon, as Trustee, to the Indenture dated as of August 1, 1986	Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
4.7	Indenture, dated as of May 24, 2005, among Ingersoll-Rand Company Limited, Ingersoll-Rand Company and Wells Fargo Bank, N.A., as trustee	Incorporated by reference to Exhibit 10.2 to the Company's 8-K (File No. 001-16831) filed with the SEC on May 27, 2005.
4.8	First Supplemental Indenture, dated as of June 29, 2009, among Ingersoll-Rand Company Limited, a Bermuda exempted company, Ingersoll-Rand Company, a New Jersey corporation, Ingersoll-Rand International Holding Limited, a Bermuda exempted company, Ingersoll-Rand plc, an Irish public limited company, and Wells Fargo Bank, N.A., as Trustee, to the Indenture dated as of May 24, 2005	Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
4.9	Indenture, dated as of April 1, 2005, among the American Standard Inc., Trane Inc. (formerly American Standard Companies Inc.), American Standard International Inc. and The Bank of New York Trust Company, N.A., as trustee	Incorporated by reference to Exhibit 4.1 to Trane, Inc.'s 8-K (File No. 001-11415) filed with the SEC on April 1, 2005.
4.10	Form of Ordinary Share Certificate of Ingersoll-Rand plc	Incorporated by reference to Exhibit 4.6 to the Company's Form S-3 (File No. 333-161334) filed with the SEC on August 13,

2009.

- |      |   |                 |
|------|---|-----------------|
| 10.1 | Form of IR Stock Option Grant Agreement (December 2012)           | Filed herewith. |
| 10.2 | Form of IR Restricted Stock Unit Grant Agreement (December 2012)  | Filed herewith. |
| 10.3 | Form of IR Performance Stock Unit Grant Agreement (December 2012) | Filed herewith. |

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Exhibit No.	Description	Method of Filing
10.4	Credit Agreement dated as of May 26, 2010 among the Company, Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand Company Limited, Ingersoll-Rand International Holding Limited, J.P. Morgan Chase Bank, N.A., as Administrative Agent, Citibank, N.A., as Syndication Agent, Bank of America, N.A., BNP Paribas, Deutsche Bank Securities Inc., Goldman Sachs Bank US and Morgan Stanley MUFG Loan Partners, LLC, as Documentation Agents, and J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint lead arrangers and joint bookrunners; and certain lending institutions from time to time parties thereto	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on June 2, 2010.
10.5	Credit Agreement dated as of May 20, 2011 among the Company; Ingersoll-Rand Global Holding Company Limited; J.P. Morgan Chase Bank, N.A., as Administrative Agent, Citibank, N.A., as Syndication Agent, Bank of America, N.A., BNP Paribas, Deutsche Bank Securities Inc., Goldman Sachs Bank USA and Morgan Stanley MUFG Loan Parties, LLC, as Documentation Agents, and J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint lead arrangers and joint bookrunners; and certain lending institutions from time to time parties thereto	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on May 24, 2011.
10.6	Issuing and Paying Agency Agreement by and among Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand plc, Ingersoll-Rand Company	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 6, 2009.

Limited, Ingersoll-Rand  
International Holding Limited and  
JPMorgan Chase Bank, National  
Association, dated as of July 1,  
2009

10.7 Amended and Restated  
Commercial Paper Dealer  
Agreement among Ingersoll-Rand  
Global Holding Company  
Limited, Ingersoll-Rand  
Company Limited,  
Ingersoll-Rand plc,  
Ingersoll-Rand International  
Holding Limited and J.P. Morgan  
Securities Inc., dated as of July 1,  
2009

Incorporated by reference to  
Exhibit 10.2 to the Company's  
Form 8-K (File No. 001-34400)  
filed with the SEC on July 6,  
2009.



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Exhibit No.	Description	Method of Filing
10.8	Amended and Restated Commercial Paper Dealer Agreement among Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand Company Limited, Ingersoll-Rand plc, Ingersoll-Rand International Holding Limited and Banc of America Securities LLC, dated as of July 1, 2009	Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 6, 2009.
10.9	Amended and Restated Commercial Paper Dealer Agreement among Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand Company Limited, Ingersoll-Rand plc, Ingersoll-Rand International Holding Limited and Citigroup Global Markets Inc., dated as of July 1, 2009	Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 6, 2009.
10.10	Amended and Restated Commercial Paper Dealer Agreement among Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand Company Limited, Ingersoll-Rand plc, Ingersoll-Rand International Holding Limited and Deutsche Bank Securities Inc., dated as of July 1, 2009	Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 6, 2009.
10.11	Deed Poll Indemnity of Ingersoll-Rand plc, an Irish public limited company, as to the directors, secretary and officers and senior executives of Ingersoll-Rand plc and the directors and officers of Ingersoll-Rand plc's subsidiaries	Incorporated by reference to Exhibit 10.5 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.12	Deed Poll Indemnity of Ingersoll-Rand Company	Incorporated by reference to Exhibit 10.6 to the Company's

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	Limited, a Bermuda company, as to the directors, secretary and officers and senior executives of Ingersoll-Rand plc and the directors and officers of Ingersoll-Rand plc's subsidiaries	Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.13	Tax Sharing Agreement, dated as of July 16, 2007, by and among American Standard Companies Inc. and certain of its subsidiaries and WABCO Holdings Inc. and certain of its subsidiaries	Incorporated by reference to Exhibit 10.1 to Trane Inc.'s Form 8-K (File No. 001-11415) filed with the SEC on July 20, 2007.
10.14	Ingersoll-Rand plc Incentive Stock Plan of 2007 (amended and restated as of December 1, 2010)	Incorporated by reference to Exhibit 10.18 to the Company's Form 10-K for the fiscal year ended 2010 (File No. 001-34400) filed with the SEC on February 22, 2011.
10.15	Ingersoll-Rand plc Incentive Stock Plan of 1998 (amended and restated as of July 1, 2009)	Incorporated by reference to Exhibit 10.8 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.

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Exhibit No.	Description	Method of Filing
10.16	Ingersoll-Rand Company Incentive Stock Plan of 1995 (amended and restated effective July 1, 2009)	Incorporated by reference to Exhibit 10.7 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.17	IR Executive Deferred Compensation Plan (as amended and restated effective July 1, 2009)	Incorporated by reference to Exhibit 10.9 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.18	IR Executive Deferred Compensation Plan II (as amended and restated effective July 1, 2009)	Incorporated by reference to Exhibit 10.10 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.19	First Amendment to IR Executive Deferred Compensation Plan II (dated December 22, 2009)	Incorporated by reference to Exhibit 10.19 to the Company's Form 10-K for the fiscal year ended 2011 (File No. 001-16831) filed with the SEC on February 21, 2012.
10.20	Second Amendment to IR Executive Deferred Compensation Plan II (dated December 23, 2010)	Incorporated by reference to Exhibit 10.20 to the Company's Form 10-K for the fiscal year ended 2011 (File No. 001-16831) filed with the SEC on February 21, 2012.
10.21	IR-plc Director Deferred Compensation and Stock Award Plan (as amended and restated effective July 1, 2009)	Incorporated by reference to Exhibit 10.11 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.22	IR-plc Director Deferred Compensation and Stock Award Plan II (as amended and restated effective July 1, 2009)	Incorporated by reference to Exhibit 10.12 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.23	Ingersoll-Rand Company Supplemental Employee Savings Plan (amended and restated	Filed herewith.

effective October 1, 2012)

10.24	Ingersoll-Rand Company Supplemental Employee Savings Plan II (effective January 1, 2005 and amended and restated through October 1, 2012)	Filed herewith.
10.25	Trane Inc. 2002 Omnibus Incentive Plan (restated to include all amendments through July 1, 2009)	Incorporated by reference to Exhibit 10.17 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.26	Trane Inc. Deferred Compensation Plan (as amended and restated as of July 1, 2009, except where otherwise stated)	Incorporated by reference to Exhibit 10.19 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.27	Trane Inc. Supplemental Savings Plan (restated to include all amendments through July 1, 2009)	Incorporated by reference to Exhibit 10.20 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.

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Exhibit No.	Description	Method of Filing
10.28	First Amendment to Trane Inc. Supplemental Savings Plan (January 1, 2010)	Incorporated by reference to Exhibit 10.31 to the Company's Form 10-K for the fiscal year ended 2011 (File No. 001-16831) filed with the SEC on February 21, 2012.
10.29	Ingersoll-Rand Company Supplemental Pension Plan (Amended and Restated Effective January 1, 2005)	Incorporated by reference to Exhibit 10.28 to the Company's Form 10-K for the fiscal year ended 2008 (File No. 001-16831) filed with the SEC on March 2, 2009.
10.30	First Amendment to the Ingersoll-Rand Company Supplemental Pension Plan, dated as of July 1, 2009	Incorporated by reference to Exhibit 10.21 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on July 1, 2009.
10.31	Ingersoll-Rand Company Supplemental Pension Plan II (Effective January 1, 2005 and Amended and Restated effective October 1, 2012)	Filed herewith.
10.32	Ingersoll-Rand Company Elected Officers Supplemental Plan II (Effective January 1, 2005 and Amended and Restated effective October 1, 2012)	Filed herewith.
10.33	Senior Executive Performance Plan	Incorporated by reference to Exhibit 10.39 to the Company's Form 10-K for the fiscal year ended 2011 (File No. 001-16831) filed with the SEC on February 21, 2012.
10.34	Description of Annual Incentive Matrix Program	Incorporated by reference to Exhibit 10.40 to the Company's Form 10-K for the fiscal year ended 2011 (File No. 001-16831) filed with the SEC on February 21, 2012.
10.35		

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	Form of Tier 1 Change in Control Agreement (Officers before May 19, 2009)	Incorporated by reference to Exhibit 99.1 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on December 4, 2006.
10.36	Form of Tier 2 Change in Control Agreement (Officers before May 19, 2009)	Incorporated by reference to Exhibit 99.2 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on December 4, 2006.
10.37	Form of Tier 1 Change in Control Agreement (New Officers on or after May 19, 2009)	Incorporated by reference to Exhibit 10.32 to the Company's Form 10-Q for the period ended June 30, 2009 (File No. 001-34400) filed with the SEC on August 6, 2009.

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Exhibit No.	Description	Method of Filing
10.38	Form of Tier 2 Change in Control Agreement (New Officers on or after May 19, 2009)	Incorporated by reference to Exhibit 10.33 to the Company's Form 10-Q for the period ended June 30, 2009 (File No. 001-34400) filed with the SEC on August 6, 2009.
10.39	Severance Plan	Filed herewith.
10.40	Steven R. Shawley Offer Letter, dated June 5, 2008	Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on June 10, 2008.
10.41	Addendum to Steven R. Shawley Offer Letter, dated August 7, 2008	Incorporated by reference to Exhibit 10.9 to the Company's Form 10-Q for the period ended June 30, 2008 (File No. 001-16831) filed with the SEC on August 8, 2008.
10.42	Didier Teirlinck Offer Letter, dated June 5, 2008	Incorporated by reference to Exhibit 10.4 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on June 10, 2008.
10.43	Addendum to Didier Teirlinck Offer Letter, dated July 17, 2008	Incorporated by reference to Exhibit 10.13 to the Company's Form 10-Q for the period ended June 30, 2008 (File No. 001-16831) filed with the SEC on August 8, 2008.
10.44	Michael W. Lamach Letter, dated December 24, 2003	Incorporated by reference to Exhibit 10.35 to the Company's Form 10-K for the fiscal year ended 2003 (File No. 001-16831) filed with the SEC on February 27, 2004.
10.45	Michael W. Lamach Letter, dated June 4, 2008	Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K (File No. 001-16831) filed with the SEC on June 10, 2008.

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|-------|---|--|
| 10.46 | Michael W. Lamach Letter, dated February 4, 2009  | Incorporated by reference to Exhibit 10.43 to the Company's Form 10-K for the fiscal year ended 2008 (File No. 001-16831) filed with the SEC on March 2, 2009. |
| 10.47 | Michael W. Lamach Letter, dated February 3, 2010  | Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-34400) filed with the SEC on February 5, 2010.                               |
| 10.48 | Michael W. Lamach Letter, dated December 23, 2012 | Filed herewith.  |



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Exhibit No.	Description	Method of Filing
10.49	Robert Zafari Letter and Addendum, dated August 25, 2010	Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the period ended September 30, 2010 (File No. 001-34400) filed with the SEC on November 1, 2010.
10.50	Robert L. Katz Letter, dated September 28, 2010	Incorporated by reference to Exhibit 10.65 to the Company's Form 10-K for the fiscal year ended 2010 (File No. 001-34400) filed with the SEC on February 22, 2011.
10.51	Robert L. Katz Letter, dated December 20, 2012	Filed herewith.
10.52	Employment Agreement with Marcia J. Avedon, Senior Vice President, dated January 8, 2007	Incorporated by reference to Exhibit 10.45 to the Company's Form 10-K for the fiscal year ended December 31, 2006 (File No. 001-16831) filed with the SEC on March 1, 2007.
10.53	Marcia J. Avedon Letter, dated December 20, 2012	Filed herewith.
12	Computations of Ratios of Earnings to Fixed Charges	Filed herewith.
21	List of Subsidiaries of Ingersoll-Rand plc	Filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as	Filed herewith.

Adopted Pursuant to Section 302  
of the Sarbanes-Oxley Act of  
2002.

32 Certifications of Chief Executive  
Officer and Chief Financial  
Officer Pursuant to Rule  
13a-14(b) or Rule 15d-14(b) and  
18 U.S.C. Section 1350, as  
Adopted Pursuant to Section 906  
of the Sarbanes-Oxley Act of  
2002.                      Furnished herewith.

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Exhibit No.	Description	Method of Filing
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statement of Comprehensive Income, (ii) the Consolidated Balance Sheet, (iii) the Consolidated Statement of Equity, (iv) the Consolidated Statement of Cash Flows, and (v) Notes to Consolidated Financial Statements.	Furnished herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INGERSOLL-RAND PLC  
(Registrant)

By: /s/ Michael W. Lamach  
Michael W. Lamach  
Chief Executive Officer  
Date: February 14, 2013

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Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael W. Lamach (Michael W. Lamach)	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	February 14, 2013
/s/ Steven R. Shawley (Steven R. Shawley)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 14, 2013
/s/ Richard J. Weller (Richard J. Weller)	Vice President and Controller (Principal Accounting Officer)	February 14, 2013
/s/ Ann C. Berzin (Ann C. Berzin)	Director	February 14, 2013
/s/ John Bruton (John Bruton)	Director	February 14, 2013
/s/ Jared L. Cohon (Jared L. Cohon)	Director	February 14, 2013
/s/ Gary D. Forsee (Gary D. Forsee)	Director	February 14, 2013
/s/ Peter C. Godsoe (Peter C. Godsoe)	Director	February 14, 2013
/s/ Edward E. Hagenlocker (Edward E. Hagenlocker)	Director	February 14, 2013
/s/ Constance J. Horner (Constance J. Horner)	Director	February 14, 2013
/s/ Theodore E. Martin (Theodore E. Martin)	Director	February 14, 2013
/s/ Nelson Peltz (Nelson Peltz)	Director	February 14, 2013
/s/ John P. Surma (John P. Surma)	Director	February 14, 2013
/s/ Richard J. Swift (Richard J. Swift)	Director	February 14, 2013
/s/ Tony L. White	Director	February 14, 2013

(Tony L. White)

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INGERSOLL-RAND PLC

Index to Consolidated Financial Statements

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Ingersoll-Rand plc:

In our opinion, the Consolidated Financial Statements listed in the accompanying index present fairly, in all material respects, the financial position of Ingersoll-Rand plc and its subsidiaries (the “Company”) at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related Consolidated Financial Statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying “Management’s Report on Internal Control over Financial Reporting.” Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
Charlotte, North Carolina  
February 14, 2013



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## Ingersoll-Rand plc

## Consolidated Statements of Comprehensive Income

In millions, except per share amounts

For the years ended December 31,

	2012	2011	2010
Net revenues	\$14,034.9	\$14,782.0	\$14,001.1
Cost of goods sold	(9,758.2	) (10,493.6	) (10,059.9
Selling and administrative expenses	(2,776.0	) (2,781.2	) (2,679.8
Gain (loss) on sale/asset impairment	4.5	(646.9	) —
Operating income	1,505.2	860.3	1,261.4
Interest expense	(253.5	) (280.0	) (283.2
Other, net	25.0	33.0	32.5
Earnings before income taxes	1,276.7	613.3	1,010.7
Provision for income taxes	(227.0	) (187.2	) (228.1
Earnings from continuing operations	1,049.7	426.1	782.6
Discontinued operations, net of tax	(5.7	) (56.8	) (117.5
Net earnings	1,044.0	369.3	665.1
Less: Net earnings attributable to noncontrolling interests	(25.4	) (26.1	) (22.9
Net earnings attributable to Ingersoll-Rand plc	\$1,018.6	\$343.2	\$642.2
Amounts attributable to Ingersoll-Rand plc ordinary shareholders:			
Continuing operations	\$1,024.3	\$400.0	\$759.7
Discontinued operations	(5.7	) (56.8	) (117.5
Net earnings	\$1,018.6	\$343.2	\$642.2
Earnings (loss) per share attributable to Ingersoll-Rand plc ordinary shareholders:			
Basic:			
Continuing operations	\$3.37	\$1.23	\$2.34
Discontinued operations	(0.02	) (0.17	) (0.36
Net earnings	\$3.35	\$1.06	\$1.98
Diluted:			
Continuing operations	\$3.30	\$1.18	\$2.24
Discontinued operations	(0.02	) (0.17	) (0.35
Net earnings	\$3.28	\$1.01	\$1.89

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Ingersoll-Rand plc

Consolidated Statements of Comprehensive Income (continued)

In millions, except per share amounts

For the years ended December 31,

	2012	2011	2010	
Net earnings	\$1,044.0	\$369.3	\$665.1	
Other comprehensive income (loss)				
Currency translation	85.5	(158.1	) 1.8	
Cash flow hedges and marketable securities				
Unrealized net gains (losses) arising during period	(0.7	) (1.4	) 5.6	
Net (gains) losses reclassified into earnings	2.8	2.8	3.2	
Tax (expense) benefit	1.0	(0.5	) (0.9	)
Total cash flow hedges and marketable securities, net of tax	3.1	0.9	7.9	
Pension and OPEB adjustments:				
Prior service gains (costs) for the period	58.8	1.3	0.8	
Net actuarial gains (losses) for the period	(185.0	) (283.0	) 22.1	
Amortization reclassified into earnings	62.7	54.8	71.4	
Settlements/curtailments reclassified to earnings	4.9	95.9	4.0	
Currency translation and other	(9.6	) (0.7	) 12.0	
Tax (expense) benefit	(0.2	) 59.7	(11.5	)
Total pension and OPEB adjustments, net of tax	(68.4	) (72.0	) 98.8	
Other comprehensive income (loss), net of tax	20.2	(229.2	) 108.5	
Total comprehensive income (loss), net of tax	\$1,064.2	\$140.1	\$773.6	
Less: Total comprehensive (income) loss attributable to noncontrolling interests	(13.0	) (25.5	) (22.1	)
Total comprehensive income (loss) attributable to Ingersoll-Rand plc	\$1,051.2	\$114.6	\$751.5	

See accompanying notes to consolidated financial statements.

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Ingersoll-Rand plc  
 Consolidated Balance Sheets  
 In millions, except share amounts

December 31,	2012	2011
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$882.1	\$1,160.7
Accounts and notes receivable, net	2,157.5	2,135.6
Inventories	1,308.8	1,278.3
Deferred taxes and current tax receivable	309.6	349.9
Other current assets	284.7	354.7
Total current assets	4,942.7	5,279.2
Property, plant and equipment, net	1,652.6	1,639.4
Goodwill	6,138.9	6,104.0
Intangible assets, net	4,200.9	4,333.6
Other noncurrent assets	1,557.8	1,487.9
Total assets	\$18,492.9	\$18,844.1
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$1,230.2	\$1,224.2
Accrued compensation and benefits	506.8	527.7
Accrued expenses and other current liabilities	1,460.6	1,610.4
Short-term borrowings and current maturities of long-term debt	963.7	763.3
Total current liabilities	4,161.3	4,125.6
Long-term debt	2,269.3	2,879.3
Postemployment and other benefit liabilities	1,823.2	1,709.9
Deferred and noncurrent income taxes	1,592.8	1,619.1
Other noncurrent liabilities	1,417.0	1,494.5
Total liabilities	11,263.6	11,828.4
Temporary Equity	—	3.3
Equity:		
Ingersoll-Rand plc shareholders' equity		
Ordinary shares, \$1 par value (295,605,736 and 297,140,982 shares issued at December 31, 2012 and 2011, respectively, and net of 22,562 and 23,985 shares owned by subsidiary at December 31, 2012 and 2011, respectively)	295.6	297.1
Capital in excess of par value	1,014.5	1,633.0
Retained earnings	6,358.7	5,547.8
Accumulated other comprehensive income (loss)	(521.0	) (553.6
Total Ingersoll-Rand plc shareholders' equity	7,147.8	6,924.3
Noncontrolling interest	81.5	88.1
Total equity	7,229.3	7,012.4
Total liabilities and equity	\$18,492.9	\$18,844.1
See accompanying notes to consolidated financial statements.		

Table of ContentsIngersoll-Rand plc  
Consolidated Statements of Equity

In millions, except per share amounts	Total equity	Ingersoll-Rand plc shareholders' equity					Accumulated other comprehensive income (loss)	Noncontrolling Interest
		Ordinary Shares Amount	Shares	Capital in excess of par value	Retained earnings			
Balance at December 31, 2009	7,175.7	320.6	320.6	2,347.6	4,837.9	(434.3 )	103.9	
Net earnings	665.1	—	—	—	642.2	—	22.9	
Other comprehensive income (loss)	108.5	—	—	—	—	109.3	(0.8 )	
Shares issued under incentive stock plans	149.4	7.6	7.6	141.8	—	—	—	
Accretion of Exchangeable Senior Notes from Temporary Equity	13.3	—	—	13.3	—	—	—	
Share-based compensation	73.5	—	—	73.5	—	—	—	
Acquisition/divestiture of noncontrolling interest	(8.4 )	—	—	(4.5 )	—	—	(3.9 )	
Dividends declared to noncontrolling interest	(20.2 )	—	—	—	—	—	(20.2 )	
Cash dividends, declared and paid (\$0.28 per share)	(90.7 )	—	—	—	(90.7 )	—	—	
Other	(7.1 )	—	—	—	—	—	(7.1 )	
Balance at December 31, 2010	8,059.1	328.2	328.2	2,571.7	5,389.4	(325.0 )	94.8	
Net earnings	369.3	—	—	—	343.2	—	26.1	
Other comprehensive income (loss)	(229.2 )	—	—	—	—	(228.6 )	(0.6 )	
Shares issued under incentive stock plans	133.6	5.2	5.2	128.4	—	—	—	
Repurchase of ordinary shares	(1,157.5 )	(36.3 )	(36.3 )	(1,121.2 )	—	—	—	
Accretion of Exchangeable Senior Notes from Temporary Equity	13.3	—	—	13.3	—	—	—	
Share-based compensation	42.6	—	—	42.6	—	—	—	
Acquisition/divestiture of noncontrolling interest	(2.4 )	—	—	(1.3 )	—	—	(1.1 )	
Dividends declared to noncontrolling interest	(30.1 )	—	—	—	—	—	(30.1 )	
Cash dividends declared (\$0.59 per share)	(184.7 )	—	—	—	(184.7 )	—	—	
Other	(1.6 )	—	—	(0.5 )	(0.1 )	—	(1.0 )	
Balance at December 31, 2011	\$7,012.4	\$297.1	297.1	\$1,633.0	\$5,547.8	\$ (553.6 )	\$ 88.1	
Net earnings	1,044.0	—	—	—	1,018.6	—	25.4	
Other comprehensive income (loss)	20.2	—	—	—	—	32.6	(12.4 )	
Shares issued under incentive stock plans	172.5	6.1	6.1	166.4	—	—	—	
Settlement of Exchangeable Senior Notes	(4.7 )	10.8	10.8	(15.5 )	—	—	—	

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Repurchase of ordinary shares	(839.8 )	(18.4 )	(18.4 )	(821.4 )	—	—	—
Accretion of Exchangeable Senior Notes from Temporary Equity	3.3	—	—	3.3	—	—	—
Share-based compensation	49.8	—	—	49.8	—	—	—
Acquisition/divestiture of noncontrolling interest	(1.5 )	—	—	(1.1 )	—	—	(0.4 )
Dividends declared to noncontrolling interest	(19.2 )	—	—	—	—	—	(19.2 )
Cash dividends declared (\$0.69 per share)	(207.7 )	—	—	—	(207.7 )	—	—
Balance at December 31, 2012	\$7,229.3	\$295.6	295.6	\$1,014.5	\$6,358.7	\$ (521.0 )	\$ 81.5

See accompanying notes to consolidated financial statements.

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Ingersoll-Rand plc  
Consolidated Statements of Cash Flows  
In millions

For the years ended December 31,	2012	2011	2010	
Cash flows from operating activities:				
Net earnings	\$1,044.0	\$369.3	\$665.1	
(Income) loss from discontinued operations, net of tax	5.7	56.8	117.5	
Adjustments to arrive at net cash provided by (used in) operating activities:				
(Gain) loss on sale/asset impairment	(4.5	) 646.9	—	
Depreciation and amortization	375.5	402.7	436.8	
Stock settled share-based compensation	49.8	42.6	73.5	
(Gain) loss on sale of property, plant and equipment	(1.2	) (22.6	) 4.6	
Equity earnings, net of dividends	7.6	5.4	0.8	
Deferred income taxes	73.9	(74.6	) 82.6	
Other items	122.7	15.6	101.2	
Changes in other assets and liabilities				
(Increase) decrease in:				
Accounts and notes receivable	(35.2	) 8.1	(238.9	)
Inventories	(29.5	) (14.3	) (213.0	)
Other current and noncurrent assets	(61.6	) (55.0	) 159.8	
Increase (decrease) in:				
Accounts payable	(2.5	) (29.0	) 246.9	
Other current and noncurrent liabilities	(267.0	) (121.7	) (680.5	)
Net cash (used in) provided by continuing operating activities	1,277.7	1,230.2	756.4	
Net cash (used in) provided by discontinued operating activities	(96.8	) (43.4	) (61.0	)
Net cash provided by (used in) operating activities	1,180.9	1,186.8	695.4	
Cash flows from investing activities:				
Capital expenditures	(262.6	) (242.9	) (179.5	)
Acquisition of businesses, net of cash acquired	—	(1.9	) (14.0	)
Proceeds from sale of property, plant and equipment	19.2	52.0	14.5	
Proceeds from business dispositions, net of cash sold	52.7	400.3	—	
Dividends received from equity investments	44.3	—	—	
Net cash (used in) provided by continuing investing activities	(146.4	) 207.5	(179.0	)
Net cash (used in) provided by discontinued investing activities	—	—	0.4	
Net cash provided by (used in) investing activities	(146.4	) 207.5	(178.6	)

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Ingersoll-Rand plc  
Consolidated Statements of Cash Flows - (Continued)  
In millions

For the years ended December 31,	2012	2011	2010
Cash flows from financing activities:			
Commercial paper program, net	—	—	—
Other short-term borrowings, net	5.5	35.5	33.1
Proceeds from long-term debt	—	3.6	62.9
Payments of long-term debt	(420.3	) (93.1	) (524.8
Net proceeds (repayments) in debt	(414.8	) (54.0	) (428.8
Debt issuance costs	(2.5	) (2.3	) (5.5
Excess tax benefit from share-based compensation	19.6	24.6	4.2
Dividends paid to ordinary shareholders	(192.4	) (137.3	) (90.7
Dividends paid to noncontrolling interests	(20.7	) (26.2	) (20.2
Acquisition/divestiture of noncontrolling interest	(1.5	) (1.3	) (8.0
Proceeds from shares issued under incentive plans	152.9	109.0	145.3
Repurchase of ordinary shares	(839.8	) (1,157.5	) —
Other, net	(4.7	) (1.4	) —
Net cash (used in) provided by continuing financing activities	(1,303.9	) (1,246.4	) (403.7
Effect of exchange rate changes on cash and cash equivalents	(9.2	) (1.5	) 24.5
Net increase (decrease) in cash and cash equivalents	(278.6	) 146.4	137.6
Cash and cash equivalents – beginning of period	1,160.7	1,014.3	876.7
Cash and cash equivalents – end of period	\$882.1	\$1,160.7	\$1,014.3
Cash paid during the year for:			
Interest, net of amounts capitalized	\$224.9	\$232.5	\$225.7
Income taxes, net of refunds	\$251.3	\$189.7	\$117.4
See accompanying notes to consolidated financial statements.			



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF COMPANY

Ingersoll-Rand plc (IR-Ireland), an Irish public limited company, and its consolidated subsidiaries (collectively, we, our, the Company) is a diversified, global company that provides products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and increase industrial productivity and efficiency. Our business segments consist of Climate Solutions, Residential Solutions, Industrial Technologies and Security Technologies, each with strong brands and leading positions within their respective markets. We generate revenue and cash primarily through the design, manufacture, sale and service of a diverse portfolio of industrial and commercial products that include well-recognized, premium brand names such as Club Car®, Ingersoll-Rand®, Schlage®, Thermo King® and Trane®.

NOTE 2 – PROPOSED SPIN-OFF TRANSACTION

In December 2012, the Company's Board of Directors announced a plan to spin off the commercial and residential security businesses (the New Security Company). The separation will result in two standalone companies: Ingersoll Rand; and the New Security Company, a leading global provider of electronic and mechanical security products and services, delivering comprehensive solutions to commercial and residential customers. This new company's portfolio of brands will include Schlage, LCN®, Von Duprin®, Interflex®, CISA®, Briton®, Bricard®, BOCOM® Systems, Dexter®, Kryptonite®, Falcon® and Fusion® Hardware Group.

The completion of the spin-off is subject to certain customary conditions, including receipt of regulatory approvals, receipt of a ruling from the U.S. Internal Revenue Service as to the tax-free nature of the spin-off, as well as certain other matters relating to the spin-off, receipt of legal opinions, execution of intercompany agreements, effectiveness of appropriate filings with the U.S. Securities and Exchange Commission, and final approval of the transactions contemplated by the spin-off, as may be required under Irish law. There can be no assurance that any separation transaction will ultimately occur, or, if one does occur, its terms or timing.

Upon completion of the spin-off, IR-Ireland will cease to have any ownership interest in the New Security Company, and the New Security Company will become an independent publicly traded company. The New Security Company is anticipated to be an Irish public limited company (plc).

The disclosures within these Consolidated Financial Statements do not take into account the proposed spin-off of the commercial and residential security businesses.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies used in the preparation of the accompanying consolidated financial statements follows:

**Basis of Presentation:** The accompanying Consolidated Financial Statements reflect the consolidated operations of the Company and have been prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) as defined by the Financial Accounting Standards Board (FASB) within the FASB Accounting Standards Codification (ASC).

The Consolidated Financial Statements include all majority-owned subsidiaries of the Company. A noncontrolling interest in a subsidiary is considered an ownership interest in a majority-owned subsidiary that is not attributable to the parent. The Company includes Noncontrolling interest as a component of Total equity in the Consolidated Balance Sheet and the Net earnings attributable to noncontrolling interests are presented as an adjustment from Net earnings used to arrive at Net earnings attributable to Ingersoll-Rand plc in the Consolidated Statement of Comprehensive Income.

Partially-owned equity affiliates represent 20-50% ownership interests in investments where we demonstrate significant influence, but do not have a controlling financial interest. Partially-owned equity affiliates are accounted for under the equity method. The Company is also required to consolidate variable interest entities in which it bears a majority of the risk to the entities' potential losses or stands to gain from a majority of the entities' expected returns. Intercompany accounts and transactions have been eliminated. The assets, liabilities, results of operations and cash flows of all discontinued operations have been separately reported as discontinued operations and held for sale for all periods presented.

During 2012, the company received a \$44.3 million dividend from the equity investment in Hussmann Parent. The receipt of this dividend is classified in investing activities within the Consolidated Statement of Cash Flows due to the cumulative negative equity earnings to date from Hussmann Parent.

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Certain changes in classification of amounts reported in prior years have been made to conform to the 2012 classification. The Company reclassified 2011 deferred tax balances to conform to the 2012 classification. This reclassification resulted in an \$89.8 million increase to current and non-current deferred tax assets and an \$89.8 million increase to current and non-current deferred tax liabilities for the year ended December 31, 2011. For the year ended December 31, 2011, the Company also reclassified \$44.4 million of cash provided by investing activities from discontinued to continuing investing activities as it reflects the final settlement of proceeds related to a previously divested business.

**Use of Estimates:** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Estimates are based on several factors including the facts and circumstances available at the time the estimates are made, historical experience, risk of loss, general economic conditions and trends, and the assessment of the probable future outcome. Some of the more significant estimates include accounting for doubtful accounts, useful lives of property, plant and equipment and intangible assets, purchase price allocations of acquired businesses, valuation of assets including goodwill and other intangible assets, product warranties, sales allowances, pension plans, postretirement benefits other than pensions, taxes, environmental costs, product liability, asbestos matters and other contingencies. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically, and the effects of changes, if any, are reflected in the statement of operations in the period that they are determined.

**Currency Translation:** Assets and liabilities of non-U.S. subsidiaries, where the functional currency is not the U.S. dollar, have been translated at year-end exchange rates, and income and expense accounts have been translated using average exchange rates throughout the year. Adjustments resulting from the process of translating an entity's financial statements into the U.S. dollar have been recorded in the Equity section of the Consolidated Balance Sheet within Accumulated other comprehensive income (loss). Transactions that are denominated in a currency other than an entity's functional currency are subject to changes in exchange rates with the resulting gains and losses recorded within Net earnings.

**Cash and Cash Equivalents:** Cash and cash equivalents include cash on hand, demand deposits and all highly liquid investments with original maturities at the time of purchase of three months or less.

**Marketable Securities:** The Company has classified its marketable securities as available-for-sale in accordance with GAAP. Available-for-sale marketable securities are accounted for at fair value, with the unrealized gain or loss, less applicable deferred income taxes, recorded within Accumulated other comprehensive income (loss). If any of the Company's marketable securities experience other than temporary declines in value as defined by GAAP, a loss is recorded in the Consolidated Statement of Comprehensive Income.

**Inventories:** Depending on the business, U.S. inventories are stated at the lower of cost or market using the last-in, first-out (LIFO) method or the lower of cost or market using the first-in, first-out (FIFO) method. Non-U.S. inventories are primarily stated at the lower of cost or market using the FIFO method. At December 31, 2012 and 2011, approximately 54% and 53%, respectively, of all inventory utilized the LIFO method.

**Allowance for Doubtful Accounts:** The Company has provided an allowance for doubtful accounts reserve which represents the best estimate of probable loss inherent in the Company's account receivables portfolio. This estimate is based upon Company policy, derived from knowledge of its end markets, customer base and products. The Company reserved \$29.2 million and \$27.1 million for doubtful accounts as of December 31, 2012 and 2011, respectively.

**Property, Plant and Equipment:** Property, plant and equipment are stated at cost, less accumulated depreciation. Assets placed in service are recorded at cost and depreciated using the straight-line method over the estimated useful life of the asset except for leasehold improvements, which are depreciated over the shorter of their economic useful life or their lease term. The range of useful lives used to depreciate property, plant and equipment is as follows:

Buildings	10	to	50	years
Machinery and equipment	2	to	12	years
Software	2	to	7	years

Repair and maintenance costs that do not extend the useful life of the asset are charged against earnings as incurred. Major replacements and significant improvements that increase asset values and extend useful lives are capitalized. The Company assesses the recoverability of the carrying value of its property, plant and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability is measured by a comparison of the carrying amount of an asset to the future net undiscounted cash flows expected to be generated by the asset. If the undiscounted

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cash flows are less than the carrying amount of the asset, an impairment loss is recognized for the amount by which the carrying value of the asset exceeds the fair value of the assets.

**Goodwill and Intangible Assets:** The Company records as goodwill the excess of the purchase price over the fair value of the net assets acquired. Once the final valuation has been performed for each acquisition, adjustments may be recorded.

In accordance with GAAP, goodwill and other indefinite-lived intangible assets are tested and reviewed annually for impairment during the fourth quarter or whenever there is a significant change in events or circumstances that indicate that the fair value of the asset is more likely than not less than the carrying amount of the asset.

Recoverability of goodwill is measured at the reporting unit level and begins with a qualitative assessment to determine if it is more likely than not that the fair value of each reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test included in U.S. GAAP. For those reporting units where it is required, the first step compares the carrying amount of the reporting unit to its estimated fair value. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired and the second step of the impairment test is not necessary. To the extent that the carrying value of the reporting unit exceeds its estimated fair value, a second step is performed, wherein the reporting unit's carrying value of goodwill is compared to the implied fair value of goodwill. To the extent that the carrying value exceeds the implied fair value, impairment exists and must be recognized.

The calculation of estimated fair value is based on two valuation techniques, a discounted cash flow model (income approach) and a market adjusted multiple of earnings and revenues (market approach), with each method being equally weighted in the calculation. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. The estimated fair value of the reporting unit is allocated to all of the assets and liabilities of the reporting unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit, as determined in the first step of the goodwill impairment test, was the price paid to acquire that reporting unit.

Recoverability of other intangible assets with indefinite useful lives (i.e. Tradenames) is first assessed using a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. This assessment is used as a basis for determining whether it is necessary to calculate the fair value of an indefinite-lived intangible asset. For those indefinite-lived assets where it is required, a fair value is determined on a relief from royalty methodology (income approach) which is based on the implied royalty paid, at an appropriate discount rate, to license the use of an asset rather than owning the asset. The present value of the after-tax cost savings (i.e. royalty relief) indicates the estimated fair value of the asset. Any excess of the carrying value over the estimated fair value is recognized as an impairment loss equal to that excess.

Intangible assets such as patents, customer-related intangible assets and other intangible assets with finite useful lives are amortized on a straight-line basis over their estimated economic lives. The weighted-average useful lives approximate the following:

Customer relationships	20	years
Trademarks	25	years
Completed technology/patents	10	years
Other	20	years

Recoverability of intangible assets with finite useful lives is assessed in the same manner as property, plant and equipment as described above.

**Income Taxes:** Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, applying enacted tax rates expected to be in effect for the year in which the differences are expected to reverse. The Company recognizes future tax benefits, such as net operating losses and non-U.S. tax credits, to the extent that realizing these benefits is considered in its judgment to be more likely than not. The Company regularly reviews the recoverability of its deferred tax assets considering its historic profitability, projected future taxable income, timing of the reversals of existing temporary differences and the feasibility of its tax planning strategies. Where appropriate, the Company records a valuation allowance with respect

to a future tax benefit.

**Product Warranties:** Standard product warranty accruals are recorded at the time of sale and are estimated based upon product warranty terms and historical experience. The Company assesses the adequacy of its liabilities and will make adjustments as necessary based on known or anticipated warranty claims, or as new information becomes available. The Company's extended warranty liability represents the deferred revenue associated with its extended warranty contracts and is amortized into Revenue on a straight-line basis over the life of the contract, unless another method is more representative of

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the costs incurred. The Company assesses the adequacy of its liability by evaluating the expected costs under its existing contracts to ensure these expected costs do not exceed the extended warranty liability.

**Treasury Stock:** The Company, through one of its consolidated subsidiaries, has repurchased its common shares from time to time in the open market and in privately negotiated transactions as authorized by the Board of Directors. These repurchases are based upon current market conditions and the discretion of management. Amounts are recorded at cost and included within the Equity section of the Consolidated Balance Sheet.

**Revenue Recognition:** Revenue is recognized and earned when all of the following criteria are satisfied:

(a) persuasive evidence of a sales arrangement exists; (b) price is fixed or determinable; (c) collectability is reasonably assured; and (d) delivery has occurred or service has been rendered. Delivery generally occurs when the title and the risks and rewards of ownership have substantially transferred to the customer. Revenue from maintenance contracts or extended warranties is recognized on a straight-line basis over the life of the contract, unless another method is more representative of the costs incurred. The Company enters into agreements that contain multiple elements, such as equipment, installation and service revenue. For multiple-element arrangements, the revenue relating to undelivered elements is deferred until delivery of the deferred elements. The Company recognizes revenue for delivered elements when the delivered item has stand-alone value to the customer, customer acceptance has occurred, and only customary refund or return rights exist related to the delivered elements. Revenues from certain of our equipment and the related installation sold under construction-type contracts are recorded using the percentage-of-completion method in accordance with GAAP.

**Environmental Costs:** The Company is subject to laws and regulations relating to protecting the environment.

Environmental expenditures relating to current operations are expensed or capitalized as appropriate. Expenditures relating to existing conditions caused by past operations, which do not contribute to current or future revenues, are expensed. Liabilities for remediation costs are recorded when they are probable and can be reasonably estimated, generally no later than the completion of feasibility studies or the Company's commitment to a plan of action. The assessment of this liability, which is calculated based on existing technology, does not reflect any offset for possible recoveries from insurance companies, and is not discounted. Refer to Note 20 for further details of environmental matters.

**Asbestos Matters:** Certain wholly-owned subsidiaries of the Company are named as defendants in asbestos-related lawsuits in state and federal courts. The Company records a liability for its actual and anticipated future claims as well as an asset for anticipated insurance settlements. Although the Company was neither a manufacturer nor producer of asbestos, some of its formerly manufactured components from third party suppliers utilized asbestos-related components. As a result, amounts related to asbestos are recorded within Discontinued operations, net of tax, except for amounts related to Trane U.S. Inc. asbestos liabilities, which are recorded in Earnings from continuing operations. Refer to Note 20 for further details of asbestos-related matters.

**Research and Development Costs:** The Company conducts research and development activities for the purpose of developing and improving new products and services. These expenditures are expensed when incurred. For the years ended December 31, 2012, 2011 and 2010, these expenditures amounted to approximately \$273.6 million, \$257.3 million and \$244.0 million, respectively.

**Software Costs:** The Company capitalizes certain qualified internal-use software costs during the application development stage and subsequently amortizes those costs over the software's useful life, which ranges from 2 to 7 years. Refer to Note 6 for further details on software.

**Employee Benefit Plans:** The Company provides a range of benefits, including pensions, postretirement and postemployment benefits to eligible current and former employees. Determining the cost associated with such benefits is dependent on various actuarial assumptions, including discount rates, expected return on plan assets, compensation increases, employee mortality, turnover rates, and healthcare cost trend rates. Actuaries perform the required calculations to determine expense in accordance with GAAP. Actual results may differ from the actuarial assumptions and are generally accumulated into Accumulated other comprehensive income (loss) and amortized into Net earnings over future periods. The Company reviews its actuarial assumptions at each measurement date and makes modifications to the assumptions based on current rates and trends, if appropriate. Refer to Note 11 for further details on employee benefit plans.

Loss Contingencies: Liabilities are recorded for various contingencies arising in the normal course of business, including litigation and administrative proceedings, environmental matters, product liability, product warranty, worker's compensation and other claims. The Company has recorded reserves in the financial statements related to these matters, which are developed using input derived from actuarial estimates and historical and anticipated experience data depending on the nature of the reserve, and in certain instances with consultation of legal counsel, internal and external consultants and engineers. Subject to the uncertainties inherent in estimating future costs for these types of liabilities, the Company believes its estimated reserves are reasonable and does not believe the final determination of the liabilities with respect to these matters would have a material effect on the financial

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condition, results of operations, liquidity or cash flows of the Company for any year. Refer to Note 20 for further details on loss contingencies.

**Derivative Instruments:** The Company periodically enters into cash flow and other derivative transactions to specifically hedge exposure to various risks related to interest rates and currency rates. The Company recognizes all derivatives on the Consolidated Balance Sheet at their fair value as either assets or liabilities. For cash flow designated hedges, the effective portion of the changes in fair value of the derivative contract are recorded in Accumulated other comprehensive income (loss), net of taxes, and are recognized in Net earnings at the time earnings are affected by the hedged transaction. For other derivative transactions, the changes in the fair value of the derivative contract are immediately recognized in Net earnings. Refer to Note 10 for further details on derivative instruments.

**Recent Accounting Pronouncements**

**Recently Adopted Accounting Pronouncements:**

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS)." ASU 2011-04 represents converged guidance between GAAP and IFRS resulting in common requirements for measuring fair value and for disclosing information about fair value measurements. This new guidance is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The requirements of ASU 2011-04 did not have a material impact on the Company's Consolidated Financial Statements. The revised disclosure requirements are reflected in Note 12.

In June 2011, the FASB issued ASU 2011-05, "Presentation of Comprehensive Income." ASU 2011-05 requires the Company to present components of other comprehensive income and of net income in one continuous statement of comprehensive income, or in two separate, but consecutive statements. The option to report other comprehensive income within the statement of equity has been removed. This new presentation of comprehensive income is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The revised presentation requirements are reflected in the Consolidated Statements of Comprehensive Income.

In December 2011, the FASB issued ASU 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." The revised amendments defer the presentation in the financial statements of reclassifications out of accumulated other comprehensive income for annual and interim financial statements. The deferral is effective for fiscal years beginning after December 15, 2011 and subsequent interim periods. The revised presentation requirements are reflected in the Consolidated Statements of Comprehensive Income.

In September 2011, the FASB issued ASU 2011-08, "Testing Goodwill for Impairment." This revised standard provides entities with the option to first use an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a conclusion is reached that reporting unit fair value is not more likely than not below carrying value, no further impairment testing is necessary. This revised guidance applies to fiscal years beginning after December 15, 2011, and the related interim and annual goodwill impairment tests. The requirements of ASU 2011-08 did not have an impact on the Company's Consolidated Financial Statements.

In July 2012, the FASB issued ASU 2012-02, "Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment." This revised standard provides entities with the option to first use an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If a conclusion is reached that the indefinite-lived intangible asset fair value is not more likely than not below carrying value, no further impairment testing is necessary. The Company elected to early adopt. The requirements of ASU 2012-02 did not have an impact on the Company's Consolidated Financial Statements.

In December 2011, the FASB issued ASU 2011-11, "Disclosures about Offsetting Assets and Liabilities." ASU 2011-11 requires enhanced disclosures including both gross and net information about financial and derivative instruments eligible for offset or subject to an enforceable master netting arrangement or similar agreement. This new guidance is effective for annual reporting periods beginning on or after January 1, 2013 and subsequent interim periods. The requirements of ASU 2011-11 will not have an impact on the Consolidated Financial Statements.



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## NOTE 4 – MARKETABLE SECURITIES

At December 31, Long-term marketable securities included within Other noncurrent assets in the Consolidated Balance Sheets were as follows:

In millions	2012			2011		
	Amortized cost or cost	Unrealized gains	Fair value	Amortized cost or cost	Unrealized gains	Fair value
Equity securities	\$5.5	\$11.2	\$16.7	\$5.7	\$4.7	\$10.4

## NOTE 5 – INVENTORIES

At December 31, the major classes of inventory were as follows:

In millions	2012	2011
Raw materials	\$501.9	\$478.7
Work-in-process	109.6	114.4
Finished goods	800.2	787.9
	1,411.7	1,381.0
LIFO reserve	(102.9	) (102.7
Total	\$1,308.8	\$1,278.3

## NOTE 6 – PROPERTY, PLANT AND EQUIPMENT

At December 31, the major classes of property, plant and equipment were as follows:

In millions	2012	2011
Land	\$83.6	\$86.5
Buildings	714.7	693.4
Machinery and equipment	1,900.9	1,784.9
Software	615.0	538.0
	3,314.2	3,102.8
Accumulated depreciation	(1,661.6	) (1,463.4
Total	\$1,652.6	\$1,639.4

Depreciation expense for the years ended December 31, 2012, 2011 and 2010 was \$238.8 million, \$236.2 million and \$261.8 million, which include amounts for software amortization of \$57.4 million, \$53.6 million and \$53.1 million, respectively.

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## NOTE 7 – GOODWILL

The changes in the carrying amount of Goodwill are as follows:

In millions	Climate Solutions	Residential Solutions	Industrial Technologies	Security Technologies	Total
December 31, 2010 (gross)	\$5,380.7	\$2,326.4	\$368.1	\$914.0	\$8,989.2
Acquisitions and adjustments *	(6.9 )	(7.4 )	(0.3 )	2.9	(11.7 )
Currency translation	(31.0 )	—	(1.0 )	(1.5 )	(33.5 )
December 31, 2011 (gross)	5,342.8	2,319.0	366.8	915.4	8,944.0
Acquisitions and adjustments *	(2.7 )	(1.9 )	—	—	(4.6 )
Currency translation	30.5	—	1.9	7.1	39.5
December 31, 2012 (gross)	5,370.6	2,317.1	368.7	922.5	8,978.9
Accumulated impairment **	(839.8 )	(1,656.2 )	—	(344.0 )	(2,840.0 )
Goodwill (net)	\$4,530.8	\$660.9	\$368.7	\$578.5	\$6,138.9

\* During 2012 and 2011, the Company recorded certain purchase accounting adjustments within the Climate Solutions sector of \$2.9 million and \$7.9 million, respectively, and the Residential Solutions sector of \$1.9 million and \$7.4 million, respectively.

\*\* Accumulated impairment relates to a charge of \$2,840.0 million recorded in the fourth quarter of 2008 as a result of the Company's annual impairment testing.

The Company records as goodwill the excess of the purchase price over the fair value of the net assets acquired. Once the final valuation has been performed for each acquisition, adjustments may be recorded.

In accordance with the Company's goodwill impairment testing policy outlined in Note 3, the Company performed its annual impairment test on goodwill in the fourth quarter of each 2012, 2011, and 2010. In each year, the Company determined that the fair values of all identified reporting units exceeded their respective carrying values. Therefore, no impairment charges were recorded during 2012, 2011, and 2010.

## NOTE 8 – INTANGIBLE ASSETS

The following table sets forth the gross amount and related accumulated amortization of the Company's intangible assets at December 31:

In millions	2012			2011		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Completed technologies/patents	\$203.2	\$(134.4 )	\$68.8	\$207.1	\$(112.6 )	\$94.5
Customer relationships	1,966.8	(523.6 )	1,443.2	1,958.5	(412.5 )	1,546.0
Trademarks (finite-lived)	98.0	(32.1 )	65.9	96.1	(27.6 )	68.5
Other	71.4	(59.4 )	12.0	69.7	(56.1 )	13.6
Total finite-lived intangible assets	2,339.4	\$(749.5 )	1,589.9	2,331.4	\$(608.8 )	1,722.6
Trademarks (indefinite-lived)	2,611.0		2,611.0	2,611.0		2,611.0
Total	\$4,950.4		\$4,200.9	\$4,942.4		\$4,333.6

The Company amortizes intangible assets with finite useful lives on a straight-line basis over their estimated economic lives in accordance with GAAP. Indefinite-lived intangible assets are not subject to amortization, but instead, are tested for impairment at least annually (more frequently if certain indicators are present).

Intangible asset amortization expense for 2012, 2011 and 2010 was \$139.6 million, \$144.6 million and \$153.2 million, respectively. Future estimated amortization expense on existing intangible assets in each of the next five years amounts to approximately \$129 million for 2013, \$128 million for 2014, \$127 million for 2015, \$110 million for 2016, and \$110 million for 2017.

In accordance with the Company's indefinite-lived intangible asset impairment testing policy outlined in Note 3, the Company performed its annual impairment test in the fourth quarter of each 2012, 2011 and 2010. In each year, the Company determined the fair value of all indefinite-lived intangible assets to exceed their respective carrying values.

Therefore, no impairment charges were recorded during 2012, 2011 and 2010.

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## NOTE 9 – DEBT AND CREDIT FACILITIES

At December 31, short-term borrowings and current maturities of long-term debt consisted of the following:

In millions	2012	2011
Debentures with put feature	\$343.0	\$343.6
Exchangeable Senior Notes	—	341.2
6.000% Senior notes due 2013	600.0	—
Other current maturities of long-term debt	10.8	12.5
Other short-term borrowings	9.9	66.0
Total	\$963.7	\$763.3

The weighted-average interest rate for total short-term borrowings and current maturities of long-term debt at December 31, 2012 and 2011 was 6.2% and 5.4%, respectively.

At December 31, long-term debt excluding current maturities consisted of:

In millions	2012	2011
6.000% Senior notes due 2013	\$—	\$599.9
9.500% Senior notes due 2014	655.0	655.0
5.50% Senior notes due 2015	196.4	194.7
4.75% Senior notes due 2015	299.7	299.6
6.875% Senior notes due 2018	749.4	749.3
9.00% Debentures due 2021	125.0	125.0
7.20% Debentures due 2013-2025	90.0	97.5
6.48% Debentures due 2025	149.7	149.7
Other loans and notes, at end-of-year average interest rates of 1.00% in 2012 and 2.87% in 2011, maturing in various amounts to 2019	4.1	8.6
Total	\$2,269.3	\$2,879.3

At December 31, 2012, long-term debt retirements are as follows:

In millions	
2013	\$953.8
2014	660.4
2015	508.0
2016	8.8
2017	7.7
Thereafter	1,084.4
Total	\$3,223.1

## Commercial Paper Program

The maximum aggregate amount of unsecured commercial paper notes available to be issued, on a private placement basis, under the commercial paper program is \$2 billion as of December 31, 2012. Under the commercial paper program, Ingersoll-Rand Global Holding Company Limited (IR-Global), may issue notes from time to time, and the proceeds of the financing will be used for general corporate purposes. Each of IR-Ireland, Ingersoll-Rand Company Limited (IR-Limited), and Ingersoll-Rand International Holding Limited (IR-International) has provided an irrevocable and unconditional guarantee for the notes issued under the commercial paper program. The Company had no commercial paper outstanding at December 31, 2012 and December 31, 2011.

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## Debentures with Put Feature

At December 31, 2012 and December 31, 2011, the Company had outstanding \$343.0 million and 343.6 million, respectively, of fixed rate debentures which only require early repayment at the option of the holder. These debentures contain a put feature that the holders may exercise on each anniversary of the issuance date. If exercised, the Company is obligated to repay in whole or in part, at the holder's option, the outstanding principal amount (plus accrued and unpaid interest) of the debentures held by the holder. If these options are not exercised, the final maturity dates would range between 2027 and 2028.

On February 15, 2012, holders of these debentures had the option to exercise the put feature on \$37.2 million of the outstanding debentures. No holder chose to exercise the put feature at that date. On October 15, 2012, holders of these debentures had the option to exercise the put feature on \$306.4 million of the outstanding debentures. Holders chose to exercise the put feature on \$0.6 million of the outstanding debentures at that date, and were paid in November 2012.

## Exchangeable Senior Notes Due 2012

In April 2009, the Company issued \$345 million of 4.5% Exchangeable Senior Notes (the Notes) through its wholly-owned subsidiary, IR-Global. The Notes were fully and unconditionally guaranteed by each of IR-Ireland, IR-Limited, and IR-International. Holders had the option to exchange their Notes for the Company's ordinary shares through April 12, 2012.

The Company accounted for the Notes in accordance with GAAP, which required the Company to allocate the proceeds between debt and equity at the issuance date, in a manner that reflected the Company's nonconvertible debt borrowing rate. At issuance, the Company allocated approximately \$305 million of the gross proceeds to debt, with the remaining discount of approximately \$40 million (approximately \$39 million after allocated fees) recorded within Equity. The Company amortized the discount into Interest expense over the three-year term. As the Notes were exchangeable at the holders' option through April 12, 2012, the remaining equity portion of the Notes at December 31, 2011 was classified as Temporary equity to reflect the amount that could result in cash settlement at the balance sheet date.

The Company settled all remaining outstanding Notes during 2012. As a result, the Company paid \$357 million in cash and issued 10.8 million ordinary shares to settle the principal, interest and equity portion of the Notes.

## Other Debt

On May 26, 2010, the Company entered into a 3-year, \$1.0 billion revolving credit facility through its wholly-owned subsidiary, IR-Global. On March 15, 2012, this credit facility was refinanced with a 5-year, \$1.0 billion revolving credit facility maturing on March 15, 2017. The Company also has a 4-year, \$1.0 billion revolving credit facility maturing on May 20, 2015, through its wholly-owned subsidiary, IR-Global. Each of IR-Ireland, IR-Limited and IR-International has provided an irrevocable and unconditional guarantee for these credit facilities. The total committed revolving credit facilities of \$2.0 billion are unused and provide support for the Company's commercial paper program as well as for other general corporate purposes.

In addition, other available non-U.S. lines of credit were \$933.3 million, of which \$705.4 million was unused at December 31, 2012. These lines provide support for bank guarantees, letters of credit and other general corporate purposes.

## Guarantees

Subsequent to the Ireland Reorganization, IR-Ireland and IR-Limited guarantees fully and unconditionally the outstanding public debt of IR-International, IR-Global and IR-New Jersey.

## NOTE 10 – FINANCIAL INSTRUMENTS

In the normal course of business, the Company may use various financial instruments, including derivative instruments, to manage the risks associated with interest rate and currency rate exposures. These financial instruments are not used for trading or speculative purposes.

On the date a derivative contract is entered into, the Company designates the derivative instrument as a cash flow hedge of a forecasted transaction, a cash flow hedge of a recognized asset or liability, or as an undesignated derivative. The Company formally documents its hedge relationships, including identification of the derivative instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction. This process includes linking derivative instruments that are designated as hedges to specific assets, liabilities or forecasted

transactions.

The fair market value of derivative instruments is determined through market-based valuations and may not be representative of the actual gains or losses that will be recorded when these instruments mature due to future fluctuations in the markets in which they are traded.

The Company assesses at inception and at least quarterly thereafter, whether the derivatives used in cash flow hedging transactions are highly effective in offsetting the changes in the cash flows of the hedged item. To the extent the derivative is deemed to be a

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highly effective hedge, the fair market value changes of the instrument are recorded to Accumulated other comprehensive income (AOCI).

Any ineffective portion of a derivative instrument's change in fair value is recorded in Net earnings in the period of change. If the hedging relationship ceases to be highly effective, or it becomes probable that a forecasted transaction is no longer expected to occur, the hedging relationship will be undesignated and any future gains and losses on the derivative instrument will be recorded in Net earnings.

**Currency Hedging Instruments**

The notional amount of the Company's currency derivatives were \$1,656.7 million and \$1,818.5 million at December 31, 2012 and 2011, respectively. At December 31, 2012 and 2011, a loss of \$4.0 million and a gain of \$2.3 million, net of tax, respectively, was included in AOCI related to the fair value of the Company's currency derivatives designated as accounting hedges. The amount expected to be reclassified into Net earnings over the next twelve months is a loss of \$4.0 million. The actual amounts that will be reclassified to Net earnings may vary from this amount as a result of changes in market conditions. Gains and losses associated with the Company's currency derivatives not designated as hedges are recorded in Net earnings as changes in fair value occur. At December 31, 2012, the maximum term of the Company's currency derivatives was approximately 12 months.

**Other Derivative Instruments**

During the third quarter of 2008, the Company entered into interest rate locks for the forecasted issuance of approximately \$1.4 billion of Senior Notes due in 2013 and 2018. These interest rate locks met the criteria to be accounted for as cash flow hedges of a forecasted transaction. Consequently, the changes in fair value of the interest rate locks were recognized in AOCI. No further gain or loss will be recognized in AOCI related to these interest rate locks as the contracts were effectively terminated upon issuance of the underlying debt. However, the amount of AOCI associated with these interest rate locks at the time of termination will be recognized into Interest expense over the term of the notes. At December 31, 2012 and 2011, \$7.2 million and \$9.0 million, respectively, of losses remained in AOCI related to these interest rate locks. The amount expected to be reclassified into Interest expense over the next twelve months is \$1.6 million.

In March 2005, the Company entered into interest rate locks for the forecasted issuance of \$300 million of Senior Notes due 2015. These interest rate locks met the criteria to be accounted for as cash flow hedges of a forecasted transaction. Consequently, the changes in fair value of the interest rate locks were recognized in AOCI. No further gain or loss will be recognized in AOCI related to these interest rate locks as the contracts were effectively terminated upon issuance of the underlying debt. However, the amount of AOCI associated with these interest rate locks at the time of termination will be recognized into Interest expense over the term of the notes. At December 31, 2012 and 2011, \$3.1 million and \$4.3 million, respectively, of losses remained in AOCI related to these interest rate locks. The amount expected to be reclassified into Interest expense over the next twelve months is \$1.3 million.

The fair values of derivative instruments included within the Consolidated Balance Sheet as of December 31 were as follows:

In millions	Asset derivatives		Liability derivatives	
	2012	2011	2012	2011
Derivatives designated as hedges:				
Currency derivatives	\$0.1	\$3.1	\$4.6	\$0.3
Derivatives not designated as hedges:				
Currency derivatives	4.6	6.2	7.1	21.9
Total derivatives	\$4.7	\$9.3	\$11.7	\$22.2

Asset and liability derivatives included in the table above are recorded within Other current assets and Accrued expenses and other current liabilities, respectively.

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The amounts associated with derivatives designated as hedges affecting Net earnings and AOCI for the years ended December 31 were as follows:

In millions	Amount of gain (loss) recognized in AOCI			Location of gain (loss) reclassified from AOCI and recognized into Net earnings	Amount of gain (loss) reclassified from AOCI and recognized into Net earnings		
	2012	2011	2010		2012	2011	2010
Currency derivatives	\$(7.2 )	\$2.4	\$2.2	Cost of goods sold	\$0.2	\$0.1	\$(0.4 )
Interest rate locks	—	—	—	Interest expense	(3.0 )	(2.9 )	(2.8 )
Total	\$(7.2 )	\$2.4	\$2.2		\$(2.8 )	\$(2.8 )	\$(3.2 )

The amounts associated with derivatives not designated as hedges affecting Net earnings for the years ended December 31 were as follows:

In millions	Location of gain (loss) recognized in Net earnings	Amount of gain (loss) recognized in Net earnings		
		2012	2011	2010
Currency derivatives	Other, net	\$28.4	\$(7.4 )	\$56.4
Total		\$28.4	\$(7.4 )	\$56.4

The gains and losses associated with the Company's undesignated currency derivatives are materially offset in Net earnings by changes in the fair value of the underlying transactions.

**Concentration of Credit Risk**

The counterparties to the Company's forward contracts consist of a number of investment grade major international financial institutions. The Company could be exposed to losses in the event of nonperformance by the counterparties. However, the credit ratings and the concentration of risk in these financial institutions are monitored on a continuous basis and present no significant credit risk to the Company.

**NOTE 11 – PENSIONS AND POSTRETIREMENT BENEFITS OTHER THAN PENSIONS**

The Company sponsors several U.S. defined benefit and defined contribution plans covering substantially all of our U.S. employees. Additionally, the Company has many non-U.S. defined benefit and defined contribution plans covering eligible non-U.S. employees. Postretirement benefits, other than pensions, provide healthcare benefits, and in some instances, life insurance benefits for certain eligible employees.

**Pension Plans**

The noncontributory defined benefit pension plans covering non-collectively bargained U.S. employees provide benefits on an average pay formula while most plans for collectively bargained U.S. employees provide benefits on a flat dollar benefit formula. The non-U.S. pension plans generally provide benefits based on earnings and years of service. The Company also maintains additional other supplemental plans for officers and other key employees. On June 8, 2012, the Board of Directors approved amendments to the Company's retirement plans for certain U.S. and Puerto Rico non-bargained employees. Eligible non-bargained employees hired prior to July 1, 2012 were given a choice of remaining in their respective defined benefit plan until the plan freezes on December 31, 2022 or freezing their accrued benefits in their respective defined benefit plan as of December 31, 2012 and receiving an additional 2% non-matching Company contribution into the Company's applicable defined contribution plan. Eligible employees hired or rehired on or after July 1, 2012 will automatically receive the 2% non-matching Company contribution into the applicable defined contribution plan in lieu of participating in the defined benefit plan. Beginning January 1, 2023, all eligible employees will receive the 2% non-matching contribution into the applicable defined contribution plan. As a result of these changes, the Company's projected benefit obligations for the amended plans were remeasured as of June 8, 2012, which included updating the discount rate assumption to 4.00% from the 4.25% assumed at December 31, 2011. The amendments resulted in a 2012 curtailment loss of \$4.0 million. The amendment and remeasurement resulted in an increase of \$1.0 million to the projected benefit obligation, an increase of \$29.4 million

to the plan assets, an actuarial gain of \$28.4 million and a credit of \$4.0 million to prior service cost during 2012. In connection with the 2011 Hussmann divestiture, the Company transferred its obligations for pension benefits for all current and former employees related to the divestiture.

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The following table details information regarding the Company's pension plans at December 31:

In millions	2012	2011
Change in benefit obligations:		
Benefit obligation at beginning of year	\$3,841.1	\$3,799.5
Service cost	96.8	93.5
Interest cost	163.6	185.5
Employee contributions	1.5	1.9
Amendments	3.4	0.9
Actuarial (gains) losses	374.3	273.4
Benefits paid	(217.2	) (244.4
Currency translation	37.4	(6.0
Curtailments and settlements	(63.4	) (254.8
Other, including expenses paid	(8.9	) (8.4
Benefit obligation at end of year	\$4,228.6	\$3,841.1
Change in plan assets:		
Fair value at beginning of year	\$3,100.4	\$3,248.6
Actual return on assets	320.5	270.3
Company contributions	89.1	57.3
Employee contributions	1.5	1.9
Benefits paid	(217.2	) (244.4
Currency translation	31.0	(3.8
Settlements	(5.6	) (221.1
Other, including expenses paid	(9.5	) (8.4
Fair value of assets end of year	\$3,310.2	\$3,100.4
Funded status:		
Plan assets less than the benefit obligations	\$(918.4	) \$(740.7
Amounts included in the balance sheet:		
Other noncurrent assets	\$5.1	\$4.7
Accrued compensation and benefits	(9.9	) (14.8
Postemployment and other benefit liabilities	(913.6	) (730.6
Net amount recognized	\$(918.4	) \$(740.7

It is the Company's objective to contribute to the pension plans to ensure adequate funds are available in the plans to make benefit payments to plan participants and beneficiaries when required. However, certain plans are not or cannot be funded due to either legal, accounting, or tax requirements in certain jurisdictions. As of December 31, 2012, approximately six percent of our projected benefit obligation relates to plans that cannot be funded.

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The pretax amounts recognized in Accumulated other comprehensive income (loss) were as follows:

In millions	Prior service cost	Net actuarial losses	Total
December 31, 2011	\$(30.4)	) \$(1,200.0)	) \$(1,230.4)
Current year changes recorded to Accumulated other comprehensive income (loss)	(3.4)	) (169.6)	) (173.0)
Amortization reclassified to earnings	5.1	60.6	65.7
Settlements/curtailments reclassified to earnings	4.4	0.5	4.9
Currency translation and other	0.8	(10.4)	) (9.6)
December 31, 2012	\$(23.5)	) \$(1,318.9)	) \$(1,342.4)

Weighted-average assumptions used:

Benefit obligations at December 31,	2012	2011
Discount rate:		
U.S. plans	3.75	% 4.25
Non-U.S. plans	4.25	% 5.00
Rate of compensation increase:		
U.S. plans	4.00	% 4.00
Non-U.S. plans	4.00	% 4.00

The accumulated benefit obligation for all defined benefit pension plans was \$4,032.2 million and \$3,637.8 million at December 31, 2012 and 2011, respectively. The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for pension plans with accumulated benefit obligations more than plan assets were \$4,182.8 million, \$3,994.0 million and \$3,263.9 million, respectively, as of December 31, 2012, and \$3,750.6 million, \$3,560.1 million and \$3,009.3 million, respectively, as of December 31, 2011.

Pension benefit payments are expected to be paid as follows:

In millions	
2013	\$220.2
2014	226.4
2015	238.1
2016	232.6
2017	236.0
2018 - 2022	1,326.3

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The components of the Company's net periodic pension benefit costs for the years ended December 31 include the following:

In millions	2012	2011	2010
Service cost	\$96.8	\$93.5	\$87.1
Interest cost	163.6	185.5	194.5
Expected return on plan assets	(173.6	) (219.6	) (196.3
Net amortization of:			
Prior service costs	5.1	5.6	8.2
Transition amount	—	—	0.1
Plan net actuarial losses	60.6	51.1	55.5
Net periodic pension benefit cost	152.5	116.1	149.1
Net curtailment and settlement (gains) losses	4.9	62.5	6.2
Net periodic pension benefit cost after net curtailment and settlement (gains) losses	\$157.4	\$178.6	\$155.3
Amounts recorded in continuing operations	\$148.1	\$177.2	\$148.4
Amounts recorded in discontinued operations	9.3	1.4	6.9
Total	\$157.4	\$178.6	\$155.3

The curtailment and settlement losses in 2012 are associated with the recent amendments to the pension plans and lump sum distributions under the supplemental benefit plans for officers and other key employees. The curtailment and settlement losses in 2011 are associated with the divestiture of Hussmann and lump sum distributions under supplemental benefit plans for officers and other key employees. The curtailment and settlement losses in 2010 are associated with lump sum distributions under supplemental benefit plans for officers and other key employees.

Pension expense for 2013 is projected to be approximately \$148.4 million, utilizing the assumptions for calculating the pension benefit obligations at the end of 2012. The amounts expected to be recognized in net periodic pension cost during the year ended 2013 for prior service cost and plan net actuarial losses are \$4.7 million and \$62.3 million, respectively.

Weighted-average assumptions used:

Net periodic pension cost for the year ended December 31,	2012	2011	2010
Discount rate:			
U.S. plans			
For the period January 1 to June 7	4.25	% 5.00	% 5.75
For the period June 8 to December 31	4.00	% 5.00	% 5.75
Non-U.S. plans	5.00	% 5.50	% 5.50
Rate of compensation increase:			
U.S. plans	4.00	% 4.00	% 4.00
Non-U.S. plans	4.00	% 4.50	% 4.50
Expected return on plan assets:			
U.S. plans	5.75	% 7.25	% 7.75
Non-U.S. plans	5.75	% 6.25	% 7.00

The expected long-term rate of return on plan assets reflects the average rate of returns expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. The expected long-term rate of return on plan assets is based on what is achievable given the plan's investment policy, the types of assets held and target asset allocations. The expected long-term rate of return is determined as of the measurement date. The Company reviews each plan and its historical returns and target asset allocations to determine the appropriate expected long-term rate of return on plan assets to be used.

The Company's objective in managing its defined benefit plan assets is to ensure that all present and future benefit obligations are met as they come due. It seeks to achieve this goal while trying to mitigate volatility in plan funded status, contribution, and expense by better matching the characteristics of the plan assets to that of the plan liabilities.

Prior to 2011, the Company utilized asset/liability modeling studies as the basis for global asset allocation decisions. In 2011, the Company adopted a dynamic approach to asset allocation whereby a plan's allocation to fixed income assets increases progressively over time towards an ultimate target

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of 90% as a plan moves toward full funding. The Company monitors plan funded status and asset allocation regularly in addition to investment manager performance.

The fair values of the Company's pension plan assets at December 31, 2012 by asset category are as follows:

In millions	Fair value measurements			Total fair value
	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$5.8	\$25.5	\$—	\$31.3
Equity investments:				
Registered mutual funds - equity specialty <sup>(a)</sup>	5.9	—	—	5.9
Commingled funds – equity specialty <sup>(a)</sup>	—	935.2	—	935.2
	5.9	935.2	—	941.1
Fixed income investments:				
U.S. government and agency obligations	—	817.0	—	817.0
Corporate and non-U.S. bonds <sup>(b)</sup>	—	890.2	—	890.2
Asset-backed and mortgage-backed securities	—	53.0	—	53.0
Registered mutual funds - fixed income specialty <sup>(c)</sup>	33.8	—	—	33.8
Commingled funds – fixed income specialty <sup>(f)</sup>	—	439.1	—	439.1
Other fixed income <sup>(d)</sup>	—	—	21.9	21.9
	33.8	2,199.3	21.9	2,255.0
Derivatives	—	(0.1	) —	(0.1
Real estate <sup>(e)</sup>	—	—	29.2	29.2
Other <sup>(f)</sup>	—	—	54.4	54.4
Total assets at fair value	\$45.5	\$3,159.9	\$105.5	\$3,310.9
Receivables and payables, net				(0.7
Net assets available for benefits				\$3,310.2

(a) This class includes commingled and registered mutual funds that focus on equity investments. It includes both indexed and actively managed funds.

(b) This class includes state and municipal bonds.

(c) This class comprises commingled and registered mutual funds that focus on fixed income securities.

(d) This class includes group annuity and guaranteed interest contracts as well as other miscellaneous fixed income securities.

(e) This class includes several private equity funds that invest in real estate. It includes both direct investment funds and funds-of-funds.

(f) This investment comprises the Company's non-significant, non-U.S. pension plan assets. It mostly includes insurance contracts.



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The fair values of the Company's pension plan assets at December 31, 2011 by asset category are as follows:

In millions	Fair value measurements			Total fair value
	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$1.5	\$29.0	\$—	\$30.5
Equity investments:				
Registered mutual funds - equity specialty <sup>(a)</sup> *	5.8	—	—	5.8
Commingled funds – equity specialty <sup>(a)</sup> *	—	858.0	—	858.0
	5.8	858.0	—	863.8
Fixed income investments:				
U.S. government and agency obligations	—	842.4	—	842.4
Corporate and non-U.S. bonds <sup>(b)</sup>	—	773.8	—	773.8
Asset-backed and mortgage-backed securities	—	65.8	—	65.8
Registered mutual funds - fixed income specialty <sup>(c)</sup> *	32.5	—	—	32.5
Commingled funds – fixed income specialty <sup>(c)</sup> *	—	403.6	—	403.6
Other fixed income <sup>(d)</sup>	—	—	21.0	21.0
	32.5	2,085.6	21.0	2,139.1
Derivatives	—	0.1	—	0.1
Real estate <sup>(e)</sup>	—	—	33.6	33.6
Other <sup>(f)</sup>	—	—	42.6	42.6
Total assets at fair value	\$39.8	\$2,972.7	\$97.2	\$3,109.7
Receivables and payables, net				(9.3)
Net assets available for benefits				\$3,100.4

\* The Company revised the classification of items in the 2011 table to conform to the 2012 table classifications. The most significant revisions were the creation of the registered mutual funds categories and the recategorization of \$13 million of registered mutual funds from Level 2 to Level 1 as the fair value of those assets are based on quoted prices in active markets.

(a) This class includes commingled and registered mutual funds that focus on equity investments. It includes both indexed and actively managed funds.

(b) This class includes state and municipal bonds.

(c) This class comprises commingled and registered mutual funds that focus on fixed income securities.

(d) This class includes group annuity and guaranteed interest contracts as well as other miscellaneous fixed income securities.

(e) This class includes several private equity funds that invest in real estate. It includes both direct investment funds and funds-of-funds.

(f) This investment comprises the Company's non-significant, non-U.S. pension plan assets. It mostly includes insurance contracts.

Cash equivalents are valued using a market approach with inputs including quoted market prices for either identical or similar instruments. Fixed income securities are valued through a market approach with inputs including, but not limited to, benchmark yields, reported trades, broker quotes and issuer spreads. Commingled funds are valued at their daily net asset value (NAV) per share or the equivalent. NAV per share or the equivalent is used for fair value purposes as a practical expedient. NAVs are calculated by the investment manager or sponsor of the fund. Private real estate fund values are reported by the fund manager and are based on valuation or appraisal of the underlying investments.

See Note 12 for additional information related to the fair value hierarchy defined by ASC 820, Fair Value Measurement.

The Company made required and discretionary contributions to its pension plans of \$89.1 million in 2012, \$57.3 million in 2011, and \$499.2 million in 2010. The Company currently projects that it will contribute approximately \$102.5 million to its plans worldwide in 2013. The Company's policy allows it to fund an amount, which could be in excess of or less than the pension cost expensed, subject to the limitations imposed by current tax regulations. The Company anticipates funding the plans in 2013 in accordance with contributions required by funding regulations or the laws of each jurisdiction.

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Most of the Company's U.S. employees are covered by defined contribution plans. Employer contributions are determined based on criteria specific to the individual plans and amounted to approximately \$76.8 million, \$79.2 million, and \$69.9 million in 2012, 2011 and 2010, respectively. The Company's contributions relating to non-U.S. defined contribution plans and other non-U.S. benefit plans were \$27.1 million, \$28.8 million and \$20.4 million in 2012, 2011 and 2010, respectively.

**Multiemployer Pension Plans**

The Company also participates in a number of multiemployer defined benefit pension plans related to collectively bargained U.S. employees of Trane. The Company's contributions, and the administration of the fixed retirement payments, are determined by the terms of the related collective-bargaining agreements. These multiemployer plans pose different risks to the Company than single-employer plans, including:

1. The Company's contributions to multiemployer plans may be used to provide benefits to all participating employees of the program, including employees of other employers.
2. In the event that another participating employer ceases contributions to a plan, the Company may be responsible for any unfunded obligations along with the remaining participating employers.
3. If the Company chooses to withdraw from any of the multiemployer plans, the Company may be required to pay a withdrawal liability, based on the underfunded status of the plan.

As of December 31, 2012, the Company does not contribute to any plans which are individually significant, nor is the Company an individually significant contributor to any of these plans. Total contributions to multiemployer plans, excluding Hussmann, for the years ended December 31 were as follows:

In millions	2012	2011	2010
Total contributions	\$5.4	\$5.2	\$4.8

Contributions to these plans may increase in the event that any of these plans are underfunded.

During 2011, the Company divested the Hussmann Business and Branches which participated in various multiemployer pension plans. For the years ended December 31, 2011 and 2010, the Company contributed approximately \$6.4 million and \$9.4 million, respectively, to such plans. These contributions will not occur in future periods.

**Postretirement Benefits Other Than Pensions**

The Company sponsors several postretirement plans that provide for healthcare benefits, and in some instances, life insurance benefits that cover certain eligible employees. These plans are unfunded and have no plan assets, but are instead funded by the Company on a pay-as-you-go basis in the form of direct benefit payments. Generally, postretirement health benefits are contributory with contributions adjusted annually. Life insurance plans for retirees are primarily noncontributory.

The Board of Directors approved amendments on February 1, 2012 to its postretirement medical plan with respect to post-65 retiree medical coverage. Effective January 1, 2013, the Company discontinued offering company-sponsored retiree medical coverage for certain individuals age 65 and older. The Company transitioned affected individuals to coverage through the individual Medicare market and will provide a tax-advantaged subsidy to those retirees eligible for subsidized company coverage that can be used toward reimbursing premiums and other qualified medical expenses for individual Medicare supplemental coverage that is purchased through our third-party Medicare coordinator.

As a result of these changes, the Company's projected benefit obligations were remeasured as of February 1, 2012, which included updating the discount rate assumption to 3.75% from the 4.00% assumed at December 31, 2011. The remeasurement resulted in a decrease of \$40.5 million to the projected benefit obligation, an actuarial loss of \$21.3 million and a credit of \$61.8 million to prior service cost.

In March 2010, the Patient Protection and Affordable Care Act and the Healthcare and Education Reform Reconciliation Bill of 2010 (collectively, the Healthcare Reform Legislation) were signed into law. The Healthcare Reform Legislation contains provisions which could impact our accounting for retiree medical benefits in future periods. The retiree medical plans currently receive the retiree drug subsidy under Medicare Part D. No later than 2014, a significant portion of the drug coverage will be moved to a Medicare-approved Employer Group Waiver Plan while retaining the same benefit provisions. This change resulted in an actuarial gain which decreased the December 31, 2010 retiree medical plan liability, as well as the net actuarial losses in other comprehensive income, by

\$41.1 million.

In connection with the 2011 Hussmann divestiture, the Company transferred its obligations for postretirement benefits other than pensions for all current and former employees related to the divestiture.

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The following table details information regarding the Company's postretirement plans at December 31:

In millions	2012	2011	
Change in benefit obligations:			
Benefit obligation at beginning of year	\$919.9	\$883.0	
Service cost	7.3	8.4	
Interest cost	30.8	42.0	
Plan participants' contributions	19.1	20.5	
Actuarial (gains) losses	15.4	63.3	
Benefits paid, net of Medicare Part D subsidy *	(78.8	) (81.2	)
Settlements/curtailments	—	(12.7	)
Amendments	(62.3	) (2.2	)
Other	—	(1.2	)
Benefit obligations at end of year	\$851.4	\$919.9	

\* Amounts are net of Medicare Part D subsidy of \$0.7 million and \$7.4 million in 2012 and 2011, respectively

## Funded status:

Plan assets less than benefit obligations	\$ (851.4	) \$ (919.9	)
Amounts included in the balance sheet:			
Accrued compensation and benefits	\$ (68.2	) \$ (71.8	)
Postemployment and other benefit liabilities	(783.2	) (848.1	)
Total	\$ (851.4	) \$ (919.9	)

The pretax amounts recognized in Accumulated other comprehensive income (loss) were as follows:

In millions	Prior service gains	Net actuarial losses	Total
Balance at December 31, 2011	\$5.0	\$ (172.2	) \$ (167.2
Current year changes recorded to Accumulated other comprehensive income (loss)	62.2	(15.4	) 46.8
Amortization reclassified to earnings	(10.3	) 7.3	(3.0
Balance at December 31, 2012	\$56.9	\$ (180.3	) \$ (123.4

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The components of net periodic postretirement benefit (income) cost for the years ended December 31 were as follows:

In millions	2012	2011	2010
Service cost	\$7.3	\$8.4	\$8.9
Interest cost	30.8	42.0	48.1
Net amortization of:			
Prior service gains	(10.3	) (3.5	) (3.4
Net actuarial losses	7.3	1.6	11.0
Net periodic postretirement benefit cost	35.1	48.5	64.6
Net curtailment and settlement (gains) losses	—	(10.1	) —
Net periodic postretirement benefit (income) cost after net curtailment and settlement (gains) losses	\$35.1	\$38.4	\$64.6
Amounts recorded in continuing operations	\$23.0	\$20.9	\$39.4
Amounts recorded in discontinued operations	12.1	17.5	25.2
Total	\$35.1	\$38.4	\$64.6

The curtailment and settlement gains in 2011 are associated with the divestiture of Hussmann. Postretirement cost for 2013 is projected to be \$34.0 million. Amounts expected to be recognized in net periodic postretirement benefits cost in 2013 for prior service gains and plan net actuarial losses are \$10.5 million and \$10.6 million, respectively.

Assumptions:	2012	2011	2010
Weighted-average discount rate assumption to determine:			
Benefit obligations at December 31	3.25	% 4.00	% 5.00
Net periodic benefit cost			
For the period January 1 to January 31	4.00	% 5.00	% 5.50
For the period February 1 to December 31	3.75	% 5.00	% 5.50
Assumed health-care cost trend rates at December 31:			
Current year medical inflation	8.05	% 8.45	% 8.85
Ultimate inflation rate	5.00	% 5.00	% 5.00
Year that the rate reaches the ultimate trend rate	2021	2021	2021

A 1% change in the medical trend rate assumed for postretirement benefits would have the following effects at December 31, 2012:

In millions	1%	1%
	Increase	Decrease
Effect on total of service and interest cost components	\$1.4	\$(1.3
Effect on postretirement benefit obligation	39.0	(34.2

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Benefit payments for postretirement benefits, which are net of expected plan participant contributions and Medicare Part D subsidy, are expected to be paid as follows:

In millions	
2013	\$69.3
2014	68.0
2015	67.3
2016	66.6
2017	65.3
2018 - 2022	293.2

**NOTE 12 – FAIR VALUE MEASUREMENTS**

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a framework that utilizes the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. The fair value hierarchy is comprised of three levels that are described below:

Level 1 – Inputs based on quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 quoted 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 for substantially the full term of the asset or liability.

Level 3 – Unobservable inputs based on little or no market activity and that are significant to the fair value of the assets and liabilities.

The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are obtained from independent sources and can be validated by a third party, whereas unobservable inputs reflect assumptions regarding what a third party would use in pricing an asset or liability based on the best information available under the circumstances. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Assets and liabilities measured at fair value at December 31, 2012 are as follows:

In millions	Fair value measurements			Total fair value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring fair value measurements				
Assets:				
Marketable securities	\$16.7	\$—	\$—	\$16.7
Derivative instruments	—	4.7	—	4.7
Total asset recurring fair value measurements	\$16.7	\$4.7	\$—	\$21.4
Liabilities:				
Derivative instruments	\$—	\$11.7	\$—	\$11.7
Total liability recurring fair value measurements	\$—	\$11.7	\$—	\$11.7
Financial instruments not carried at fair value:				
Total debt	\$—	\$3,663.1	\$—	\$3,663.1
Total financial instruments not carried at fair value	\$—	\$3,663.1	\$—	\$3,663.1

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Assets and liabilities measured at fair value at December 31, 2011 are as follows:

In millions	Fair value measurements			Total fair value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring fair value measurements				
Assets:				
Marketable securities	\$10.4	\$—	\$—	\$10.4
Derivative instruments	—	9.3	—	9.3
Total asset recurring fair value measurements	\$10.4	\$9.3	\$—	\$19.7
Liabilities:				
Derivative instruments	\$—	\$22.2	\$—	\$22.2
Total liability recurring fair value measurements	\$—	\$22.2	\$—	\$22.2
Financial instruments not carried at fair value:				
Total debt	\$—	\$4,359.2	\$—	\$4,359.2
Total financial instruments not carried at fair value	\$—	\$4,359.2	\$—	\$4,359.2

In prior years, the Company included benefit trust assets and liabilities within its fair value disclosures. Benefit trust assets consist primarily of insurance contracts and are recorded at cash surrender value. Benefit trust liabilities include deferred compensation and executive death benefits, and are recorded based on the underlying investment portfolio of the deferred compensation plan and the specific benefits guaranteed in the death benefit contract with each executive. Benefit trust assets and liabilities of \$169.5 million and \$178.3 million, respectively, have been removed from the December 31, 2011 table above.

See Note 11 for disclosure of fair value measurements related to the Company's pension assets.

The Company determines the fair value of its financial assets and liabilities using the following methodologies:

Marketable securities – These securities include investments in publicly traded stock of non-U.S. companies held by non-U.S. subsidiaries of the Company. The fair value is obtained for the securities based on observable market prices quoted on public stock exchanges.

Derivative instruments – These instruments include forward foreign currency contracts and instruments related to non-functional currency balance sheet exposures. The fair value of the derivative instruments are determined based on a pricing model that uses spot rates and forward prices from actively quoted currency markets that are readily accessible and observable.

Debt – These securities are recorded at cost and include fixed-rate debentures maturing in 2027 and 2028, which only require early prepayment at the option of the holder; exchangeable senior notes; other senior notes maturing through 2025, and other short-term borrowings. The fair value of the long-term debt instruments is obtained based on observable market prices quoted on public exchanges for similar assets.

The carrying values of cash and cash equivalents, accounts receivable, and accounts payable are a reasonable estimate of their fair value due to the short-term nature of these instruments.

These methodologies used by the Company to determine the fair value of its financial assets and liabilities at December 31, 2012 are the same as those used at December 31, 2011. There have been no significant transfers between Level 1 and Level 2 categories.

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## NOTE 13 – EQUITY

## Ordinary Shares

At December 31, 2012, a reconciliation of ordinary shares is as follows:

In millions	Total
December 31, 2011	297.1
Shares issued under incentive plans	6.1
Shares issued for settlement of Exchangeable Senior Notes	10.8
Repurchase of ordinary shares	(18.4 )
December 31, 2012	295.6

In April 2011, the Board of Directors authorized the repurchase of up to \$2.0 billion of the Company's ordinary shares under a share repurchase program. On June 8, 2011, the Company commenced share repurchases under this program. During 2011, the Company repurchased 36.3 million shares for approximately \$1.2 billion, excluding commissions. During 2012, the Company repurchased 18.4 million shares for approximately \$0.8 billion, excluding commissions. These repurchases were accounted for as a reduction of Ordinary shares and Capital in excess of par value as they were canceled upon repurchase.

In December 2011, the Company declared a dividend of \$0.16 per ordinary share payable on March 30, 2012 to shareholders of record on March 12, 2012. This represented a non-cash financing activity and was excluded from the 2011 Consolidated Statement of Cash Flows. The cash impact of the dividend is reflected in the 2012 Consolidated Statement of Cash Flows, as the dividend was paid during 2012.

In December 2012, the Company declared a dividend of \$0.21 per ordinary share payable on March 28, 2013 to shareholders of record on March 12, 2013. This represents a non-cash financing activity and has been excluded from the 2012 Consolidated Statement of Cash Flows. The cash impact of the dividend will be reflected in the Consolidated Statement of Cash Flows when paid.

The authorized share capital of IR-Ireland is 1,185,040,000 shares, consisting of (1) 1,175,000,000 ordinary shares, par value \$1.00 per share, (2) 40,000 ordinary shares, par value EUR 1.00 and (3) 10,000,000 preference shares, par value \$0.001 per share. No preference shares were outstanding at December 31, 2012 or 2011.

## Other Comprehensive Income (Loss)

The changes in Accumulated other comprehensive income (loss) are as follows:

In millions	Cash flow hedges and marketable securities	Pension and OPEB Items	Foreign Currency Items	Total
December 31, 2010	\$(5.4 )	\$(825.7 )	\$506.1	\$(325.0 )
Other comprehensive income (loss), net of tax	0.9	(71.4 )	(158.1 )	(228.6 )
December 31, 2011	\$(4.5 )	\$(897.1 )	\$348.0	\$(553.6 )
Other comprehensive income (loss), net of tax	3.1	(67.1 )	96.6	32.6
December 31, 2012	\$(1.4 )	\$(964.2 )	\$444.6	\$(521.0 )

The amounts of Other comprehensive income (loss) attributable to noncontrolling interests are as follows:

In millions	2012	2011	2010
Pension and OPEB items	\$(1.3 )	\$(0.6 )	\$(0.8 )
Foreign currency items	(11.1 )	—	—
Total other comprehensive income (loss) attributable to noncontrolling interests	\$(12.4 )	\$(0.6 )	\$(0.8 )

During 2012, the Company reclassified a \$11.5 million currency translation loss to Noncontrolling interests from IR-Ireland shareholders' equity related to activity from prior to 2012. This reclassification corrects the allocation of currency translation gains (losses) between the Equity components. The Company does not believe this reclassification adjustment is material to 2012 or to any of its previously issued annual or interim financial statements.



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## NOTE 14 – SHARE-BASED COMPENSATION

The Company records share-based compensation awards using a fair value method and recognizes compensation expense for an amount equal to the fair value of the share-based payment issued in its financial statements. The Company's share-based compensation plans include programs for stock options, restricted stock units (RSUs), performance share units (PSUs), and deferred compensation.

Under the Company's incentive stock plan, the total number of ordinary shares authorized by the shareholders is 27.0 million, of which 5.3 million remains available as of December 31, 2012 for future incentive awards.

## Compensation Expense

Share-based compensation expense related to continuing operations is included in Selling and administrative expenses. The following table summarizes the expenses recognized:

In millions	2012	2011	2010
Stock options	\$5.7	\$22.3	\$30.8
RSUs	22.0	21.1	13.7
PSUs	22.5	(0.5	) 28.6
Deferred compensation	0.1	1.1	1.5
Other	2.3	(0.9	) 1.3
Pre-tax expense	52.6	43.1	75.9
Tax benefit	20.1	16.5	29.0
After-tax expense	\$32.5	\$26.6	\$46.9
Amounts recorded in continuing operations	\$32.5	\$26.6	\$46.8
Amounts recorded in discontinued operations	—	—	0.1
Total	\$32.5	\$26.6	\$46.9

During 2012, the Company recorded a correcting adjustment resulting in the reversal of \$13.5 million (\$8.3 million after tax) of previously charged compensation expense related to the accounting for stock option forfeitures. The Company does not believe the correcting adjustment is material to 2012 or to any of its previously issued annual or interim financial statements.

## Stock Options / RSUs

Eligible participants may receive (i) stock options, (ii) RSUs or (iii) a combination of both stock options and RSUs. The fair value of each of the Company's stock option and RSU awards is expensed on a straight-line basis over the required service period, which is generally the 3-year vesting period. However, for stock options and RSUs granted to retirement eligible employees, the Company recognizes expense for the fair value at the grant date.

The average fair value of the stock options granted for the year ended December 31, 2012 and 2011 was estimated to be \$13.67 per share and \$13.99 per share, respectively, using the Black-Scholes option-pricing model. The following assumptions were used:

	2012	2011	
Dividend yield	1.33	% 1.33	%
Volatility	43.60	% 34.81	%
Risk-free rate of return	0.92	% 2.45	%
Expected life	5.1 years	5.3 years	

Expected volatility is based on the historical volatility from traded options on the Company's stock. The risk-free rate of return is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the award is granted with a maturity equal to the expected term of the award. Historical data is used to estimate forfeitures within the Company's valuation model. The expected life of the Company's stock option awards is derived from historical experience and represents the period of time that awards are expected to be outstanding.



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Changes in options outstanding under the plans for the years 2012, 2011 and 2010 are as follows:

	Shares subject to option	Weighted- average exercise price	Aggregate intrinsic value (millions)	Weighted- average remaining life
December 31, 2009	27,858,083	\$29.54		
Granted	2,631,467	31.72		
Exercised	(7,255,729)	) 20.81		
Cancelled	(1,527,593)	) 35.63		
December 31, 2010	21,706,228	32.30		
Granted	1,834,564	44.99		
Exercised	(4,275,088)	) 30.00		
Cancelled	(650,428)	) 35.36		
December 31, 2011	18,615,276	33.97		
Granted	1,463,352	40.67		
Exercised	(5,578,783)	) 28.87		
Cancelled	(408,883)	) 41.30		
Outstanding December 31, 2012	14,090,962	\$36.47	\$162.4	4.9
Exercisable December 31, 2012	10,697,954	\$35.39	\$135.0	4.0

The following table summarizes information concerning currently outstanding and exercisable options:

Range of exercise price	Options outstanding			Options exercisable		
	Number outstanding at December 31, 2012	Weighted- average remaining life	Weighted- average exercise price	Number outstanding at December 31, 2012	Weighted- average remaining life	Weighted- average exercise price
10.01 — 20.00	1,299,987	5.4	16.70	1,299,987	5.4	16.70
20.01 — 30.00	731,850	2.5	24.35	726,516	2.4	24.33
30.01 — 40.00	6,721,700	4.0	35.80	5,724,586	3.6	36.51
40.01 — 50.00	5,209,053	6.3	43.59	2,827,411	4.6	43.83
50.01 — 60.00	128,372	5.0	52.26	119,454	4.8	52.41
\$12.04 — \$55.22	14,090,962	4.9	\$36.47	10,697,954	4.0	\$35.39

At December 31, 2012, there was \$16.9 million of total unrecognized compensation cost from stock option arrangements granted under the plan, which is primarily related to unvested shares of non-retirement eligible employees. The aggregate intrinsic value of options exercised during the year ended December 31, 2012 and 2011 was \$89.7 million and \$76.2 million, respectively. Generally, stock options expire ten years from their date of grant.

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The following table summarizes RSU activity for the years 2012, 2011 and 2010:

	RSUs	Weighted- average grant date fair value
Outstanding and unvested at December 31, 2009	864,756	\$ 16.85
Granted	839,865	32.22
Vested	(290,868	) 16.95
Cancelled	(113,579	) 23.71
Outstanding and unvested at December 31, 2010	1,300,174	\$ 26.14
Granted	672,185	43.87
Vested	(512,614	) 24.20
Cancelled	(152,572	) 34.87
Outstanding and unvested at December 31, 2011	1,307,173	\$ 35.00
Granted	643,822	40.74
Vested	(575,214	) 30.05
Cancelled	(91,089	) 38.92
Outstanding and unvested at December 31, 2012	1,284,692	\$ 39.81

At December 31, 2012, there was \$21.1 million of total unrecognized compensation cost from RSU arrangements granted under the plan, which is related to unvested shares of non-retirement eligible employees.

#### Performance Shares

The Company has a Performance Share Program (PSP) for key employees. The program provides awards in the form of PSUs based on performance against pre-established objectives. The annual target award level is expressed as a number of the Company's ordinary shares. All PSUs are settled in the form of ordinary shares unless deferred. Awards granted in 2011 and 2010 are based upon the Company's relative earnings-per-share (EPS) growth as compared to the industrial group of companies in the S&P 500 Index over the three-year performance period. In 2011 the Compensation Committee approved certain changes to the Company's PSP to be implemented beginning with the 2012 grant year. Under these changes, PSU awards are based 50% upon a performance condition, measured at each reporting period by relative EPS growth to the industrial group of companies in the S&P 500 Index and the fair market value of the Company's stock on the date of grant, and 50% upon a market condition, measured by the Company's relative total shareholder return (TSR) as compared to the TSR of the industrial group of companies in the S&P 500 Index over the three-year performance period. The fair value of the market condition is estimated using a Monte Carlo Simulation approach in a risk-neutral framework based upon historical volatility, risk-free rates and correlation matrix.

In 2012 the Compensation Committee approved a change to fix the measurement of EPS for all outstanding 2010 and 2011 PSU awards, effective January 31, 2012. This change results in fixed accounting being applied as of the date of change. The fair value of the Company's stock price used to fix the remaining amount of expense to be recorded over the life of the awards was \$34.94.

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The following table summarizes PSU activity for the maximum number of shares that may be issued for the years 2012, 2011 and 2010:

	PSUs	Weighted-average grant date fair value
Outstanding and unvested at December 31, 2009	3,671,374	\$17.70
Granted	937,788	32.39
Vested	(140,904	) 39.00
Forfeited	(699,552	) 18.74
Outstanding and unvested at December 31, 2010	3,768,706	\$20.36
Granted	614,006	46.66
Vested	(633,504	) 16.95
Forfeited	(1,116,212	) 19.31
Outstanding and unvested at December 31, 2011	2,632,996	\$27.76
Granted	649,668	50.75
Vested	—	—
Forfeited	(1,423,028	) 18.68
Outstanding and unvested at December 31, 2012	1,859,636	\$40.30

At December 31, 2012, there was \$15.4 million of total unrecognized compensation cost from the PSP based on current performance, which is related to unvested shares. This compensation will be recognized over the required service period, which is generally the three-year vesting period.

**Deferred Compensation**

The Company allows key employees to defer a portion of their eligible compensation into a number of investment choices, including its ordinary share equivalents. Any amounts invested in ordinary share equivalents will be settled in ordinary shares of the Company at the time of distribution.

**Other Plans**

The Company has not granted stock appreciation rights (SARs) since 2006 and does not anticipate additional grants in the future. As of December 31, 2012, SARs outstanding of 0.3 million are vested and expire 10 years from the date of grant. All SARs exercised are settled with the Company's ordinary shares.

The Company has issued stock grants as an incentive plan for certain key employees, with varying vesting periods. All stock grants are settled with the Company's ordinary shares. At December 31, 2012, there were 43,323 stock grants outstanding, all of which were vested.

**NOTE 15 – RESTRUCTURING ACTIVITIES**

Restructuring charges recorded during the years ended December 31 were as follows:

In millions	2012	2011	2010
Climate Solutions	\$12.7	\$14.9	\$23.7
Residential Solutions	0.2	2.7	0.6
Industrial Technologies	7.6	6.7	* 17.9
Security Technologies	7.4	(0.3	)** 3.1
Corporate and Other	2.8	0.3	—
Total	\$30.7	\$24.3	\$45.3
Cost of goods sold	\$13.3	\$6.8	\$29.1
Selling and administrative expenses	17.4	17.5	16.2
Total	\$30.7	\$24.3	\$45.3



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The changes in the restructuring reserve were as follows:

In millions	Climate Solutions	Residential Solutions	Industrial Technologies	Security Technologies	Corporate and Other	Total
December 31, 2010	\$3.2	\$3.2	\$10.1	\$8.1	\$3.4	\$28.0
Additions, net of reversals	14.9	2.7	6.7	* (0.3)	** 0.3	24.3
Cash and non-cash uses	(14.2)	) (4.3)	) (12.6)	) (6.2)	) (2.0)	) (39.3)
Currency translation	—	—	—	0.1	—	0.1
December 31, 2011	3.9	1.6	4.2	1.7	1.7	13.1
Additions, net of reversals	12.7	0.2	7.6	7.4	2.8	30.7
Cash and non-cash uses	(12.0)	) (1.8)	) (9.7)	) (6.0)	) (2.6)	) (32.1)
Currency translation	0.1	—	—	—	—	0.1
December 31, 2012	\$4.7	\$				