

Imperial Capital Global Opportunities Conference



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Safe Harbor

Our presentation today contains predictions, estimates and other forward-looking statements. Our use of the words estimate, expect and similar expressions are intended to identify these statements. These statements represent our current judgment on what the future holds. While we believe them to be reasonable, these statements are subject to risks and uncertainties that could cause our actual results to differ materially. Some of the important factors relating to our business are described in our 2011 Annual Report on Form 10-K and in our quarterly reports on Form 10-Q and current reports on Form 8-K that we file with the SEC.

Statements Relating to Non-GAAP Financial Measure

During the course of this presentation, a certain non-GAAP financial measure described as “Adjusted EBITDA,” that was not prepared in accordance with U.S. GAAP will be presented.

A reconciliation of this non-GAAP financial measure to GAAP financial measure is available at the end of this presentation.

Nine Month 2012 Results Synthesis

Janitorial Services



- Revenues of \$1,790.2 mil., flat compared to 2011
- Tag revenue is up 1%. Averaging \$13 mil. - \$14 mil. per month
- Operating profit of \$98.5 mil, down \$6 mil. or 5.8%. One additional working day & higher payroll expenses contributed to the decline

Facility Solutions



- Revenues up 4% to \$686.2 mil due to Linc acquisition
- Operating profit of \$21.5 mil., down 10.9%. Decrease in gov't revenue & lower margins on commercial contracts, partially offset by higher margin from BES

Parking & Shuttle Services



- Revenue of \$461.1 mil., flat compared to 2011
- Operating profit of \$18.6 mil., up 10.8% or \$1.8 mil.
- Improved margins on certain contracts and improved expense management

Security Services



- Revenues of \$272.4 mil., up 4.5% due to new business
- Operating profit of \$4.8 mil., flat compared to 2011
- Operating profit from new business offset by higher SUI costs

Third Quarter Results Synthesis – Key Financial Metrics

Net Income

- Net Income of \$12.6 million, down 54.9% or \$15.3 million compared to fiscal 2011. The decrease is from an \$7.8 million charge, primarily for a non-cash increase in the Company's self-insurance reserves relating to claims from prior years, a \$2.2 million increase in payroll due to an additional working day in the third quarter fiscal 2012 (66 days compared to 65 days), and the third quarter of fiscal 2011 includes a discrete tax benefit of \$4.7 million

Adjusted EBITDA¹

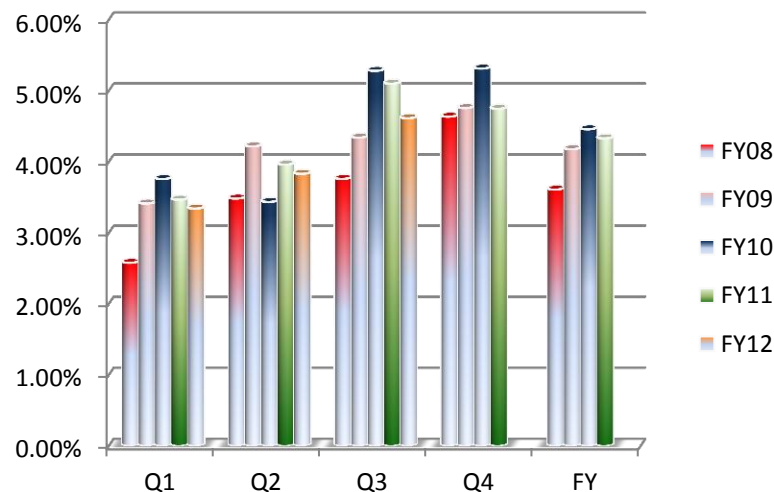
- Adjusted EBITDA of \$49.8 million was down \$5.1 million for the quarter compared to the third quarter of fiscal 2011. The primary reason for the decline was \$3.7 million higher labor costs in the Janitorial segment for the additional working day

Cash Flow

- For the nine months ended July 31st, 2012 cash flow from continuing operations was \$82.2 million compared to \$82.6 million for the comparable period in 2011

(in millions, except per share data) (unaudited)	Three Months Ended July 31,		Increase (Decrease)
	2012	2011	
Revenues	\$ 1,079.2	\$ 1,076.2	0.3 %
Income from continuing operations	\$ 12.6	\$ 27.9	(54.8)%
Income from continuing operations per diluted share	\$ 0.23	\$ 0.51	(54.9)%
Adjusted income from continuing operations	\$ 20.4	\$ 27.9	(26.9)%
Adjusted income from continuing operations per diluted share	\$ 0.37	\$ 0.51	(27.5)%
Net income	\$ 12.6	\$ 27.9	(54.9)%
Net income per diluted share	\$ 0.23	\$ 0.51	(54.9)%
Net cash provided by continuing operating activities	\$ 27.8	\$ 51.0	(45.5)%
Adjusted EBITDA	\$ 49.8	\$ 54.9	(9.3)%

Adjusted EBITDA Margins



¹ Reconciliation of Adjusted Income from Continuing Operations and Adjusted EBITDA in the appendix of this presentation



Facility Services Market Overview

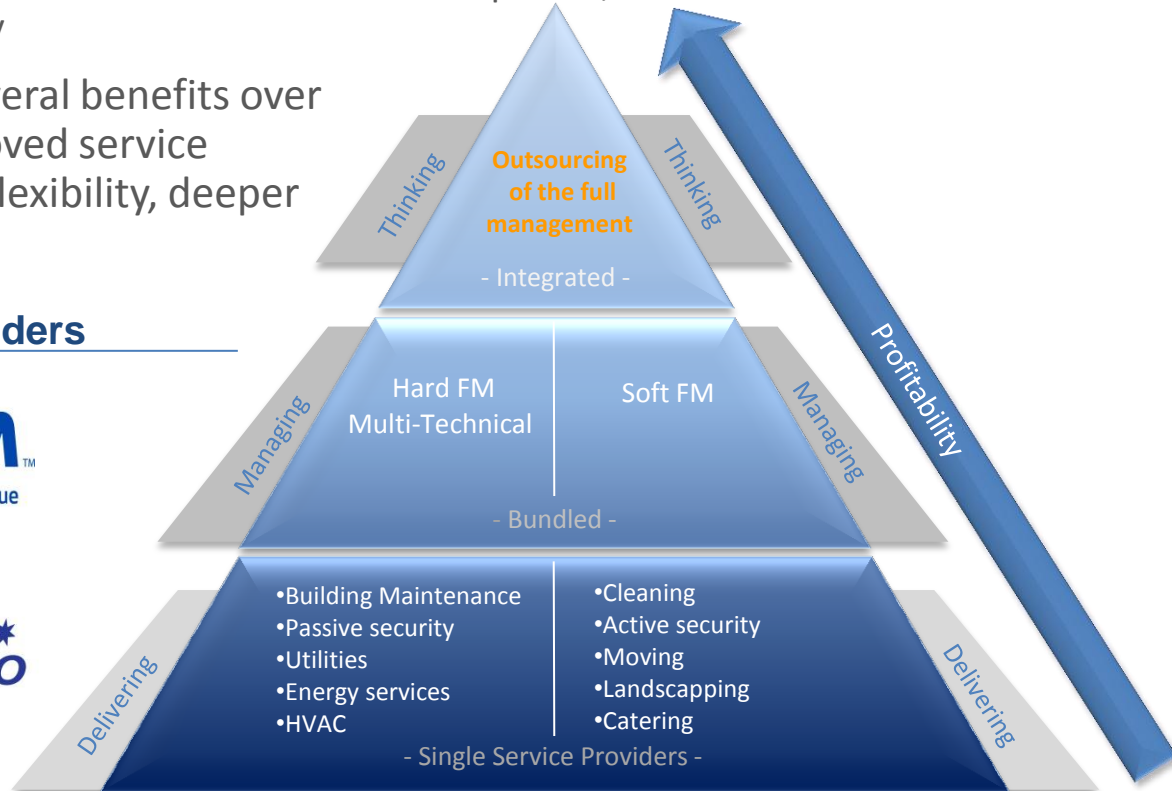
ABM Strategy & Results

Leading the way to Integrated Facility Services

From Single To Integrated Facility Services

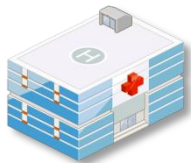
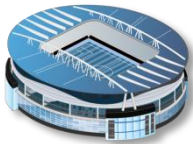
- Outsourcing of Facility Services can be provided either using
 - Single Services providers: limited to one service sphere only
 - Module providers: specialized solutions based on bundled services
 - Or Integrators: integrated solutions embrace various service spheres, provided by the same company
- Integrated solutions present several benefits over single solutions, including improved service quality, contract simplicity and flexibility, deeper cost savings and innovation

Consolidation Into Integrated Providers



End-to-End Service Delivery System

ABM On-Site Business



Drives Demand

ABM Mobile Network



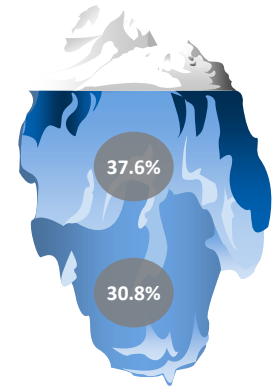
- HVAC
- Energy Solutions
- Electrical
- Day Porters

ABM On Demand

Service Center

- Electrical
- HVAC
- Janitorial
- Landscape
- Plumbing
- Associated Building Trades

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Multi-location utilizing local labor

Urban - Suburban - Rural

Building & Energy Solutions

- ESCO market for energy efficiency project installations & services exceeded \$5.0 billion in 2011
- Public policies encourage greater emphasis on energy efficiency to reduce costs
 - \$16 billion market estimate by 2020
- Majority of ESCO work is municipal, universities, schools, and hospitals (MUSH) market
 - Federal market is getting increased activity



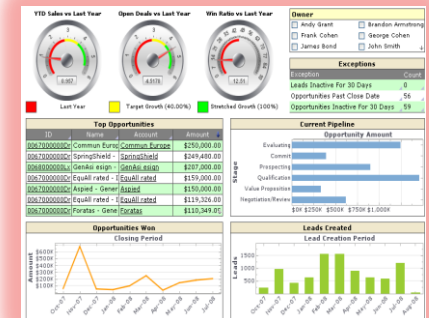
Electrical

- Sub-Metering
- New / Improved Lighting Systems
- Outdoor Lighting Improvements
- Variable Speed Motors / Drives
- New Pumps and Motors
- New / Improved Transformers
- Improved Power Quality
- Distribution System Improvements

HVAC



- Sub-Metering
- Air Handling Equipment – Replace / Repair
- Demand Control Ventilation Systems
- Energy Management Systems / Controls
- VAV Systems
- New / Improved Hot Water / Domestic Systems
- New / Improved Chilled Water Systems
- Data Center Packaged Units / Airflow Design
- Re / Retro Commissioning of Systems



Strategic Summary: 2010 - 2014

Increase Leadership Position	Acquisition Expansion	Capital Structure	Cost Structure	Shareholder Value
<ul style="list-style-type: none"> • Capitalize on outsourcing & consolidation of services • Leverage core capabilities and technology investments to differentiate ABM 	<ul style="list-style-type: none"> • Grow core businesses with focus on all segments • Broaden geographic reach and leverage client relationships 	<ul style="list-style-type: none"> • Target leverage to risk appetite (1.5X EBITDA) • Risk threshold Max of 3.25X EBITDA • WACC to ROE considerations 	<ul style="list-style-type: none"> • Working capital metrics held flat • Leverage USS • SG&A and Corporate expense decrease as % of revenue 	<ul style="list-style-type: none"> • Average double digit EBITDA growth • EBITDA exceeding \$300 million • Strong dividend

Results – FY2010 & FY2011 (Revenues, adjusted EBITDA growth, Cash Flow & Dividends are averages)

<ul style="list-style-type: none"> • Consolidated revenue up 11% • ABM Engineering revenue up 97% • Parking revenue up 17% 	<ul style="list-style-type: none"> • Acquired Linc to expand Engineering services, geographic reach and vertical expertise. Billion dollar enterprise in the making 	<ul style="list-style-type: none"> • Reduced adjusted EBITDA leverage ratio from high of 2.5x to 1.6x 	<ul style="list-style-type: none"> • Working capital flat from FY2009 • SG&A + Corporate at 2.5%; below <u>3%</u> target level 	<ul style="list-style-type: none"> • Adjusted EBITDA growth of 13% • Cash Flow from Operations up 15% • Dividends up 4%
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Appendix

To supplement ABM's consolidated financial information, the Company has earnings before interest, taxes, depreciation and amortization and excluding items impacting comparability (adjusted EBITDA) for fiscal years 2010 and 2011. Adjusted EBITDA is among the indicators management uses as a basis for planning and forecasting future periods. The presentation of this non-GAAP financial measure is not meant to be considered in isolation or as a substitute for financial statements prepared in accordance with generally accepted accounting principles in the United States

Unaudited Reconciliation of non-GAAP Financial Measures (in thousands)

(in thousands, except per share data)

Reconciliation of Adjusted Income from Continuing Operations to Net Income

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2012	2011	2012	2011
Adjusted income from continuing operations	\$ 20,355	\$ 27,882	\$ 48,392	\$ 54,585
Items impacting comparability, net of taxes	(7,729)	29	(13,379)	(4,069)
Income from continuing operations	12,626	27,911	35,013	50,516
Loss from discontinued operations, net of taxes	(49)	(36)	(94)	(60)
Net income	\$ 12,577	\$ 27,875	\$ 34,919	\$ 50,456

Reconciliation of Adjusted Income from Continuing Operations to Income from Continuing Operations

Adjusted income from continuing operations	\$ 20,355	\$ 27,882	\$ 48,392	\$ 54,585
Items impacting comparability:				
Corporate initiatives and other (a)	(84)	(328)	(2,455)	(328)
Rebranding (b)	(593)	-	(2,083)	-
U.S. Foreign Corrupt Practices Act investigation (c)	(594)	-	(3,322)	-
Gain from equity investment (d)	61	-	2,988	-
Auction rate security credit loss	-	-	(313)	-
Self-insurance adjustment	(9,460)	(1,079)	(9,460)	(1,079)
Linc purchase accounting	-	(140)	-	(838)
Acquisition costs	(172)	(385)	(319)	(5,312)
Litigation and other settlements	(2,170)	1,967	(7,560)	1,047
Total items impacting comparability	(13,012)	35	(22,524)	(6,510)
Benefit from (provision for) income taxes	5,283	(6)	9,145	2,441
Items impacting comparability, net of taxes	(7,729)	29	(13,379)	(4,069)
Income from continuing operations	\$ 12,626	\$ 27,911	\$ 35,013	\$ 50,516

(a) Corporate initiatives and other includes the integration costs associated with The Linc Group acquisition on December 1, 2010 and data center consolidation costs.

(b) Represents costs related to the Company's branding initiative.

(c) Includes legal and other costs incurred in connection with an internal investigation into a foreign entity affiliated with a former joint venture partner.

(d) The Company's share of a gain associated with property sales completed by one of its investments in a low income housing partnership.

Unaudited Reconciliation of non-GAAP Financial Measures (in thousands, except per share data)

Reconciliation of Adjusted EBITDA to Net Income

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2012	2011	2012	2011
Adjusted EBITDA	\$ 49,751	\$ 54,937	\$ 126,164	\$ 132,684
Items impacting comparability	(13,012)	35	(22,524)	(6,510)
Loss from discontinued operations, net of taxes	(49)	(36)	(94)	(60)
Provision for income taxes	(8,887)	(9,874)	(22,204)	(23,940)
Interest expense	(2,407)	(4,114)	(7,682)	(12,477)
Depreciation and amortization	(12,819)	(13,073)	(38,741)	(39,241)
Net income	<u>\$ 12,577</u>	<u>\$ 27,875</u>	<u>\$ 34,919</u>	<u>\$ 50,456</u>

Reconciliation of Adjusted Income from Continuing Operations per Diluted Share to Income from Continuing Operations per Diluted Share

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2012	2011	2012	2011
Adjusted income from continuing operations per diluted share	\$ 0.37	\$ 0.51	\$ 0.88	\$ 1.01
Items impacting comparability, net of taxes	(0.14)	-	(0.24)	(0.08)
Income from continuing operations per diluted share	<u>\$ 0.23</u>	<u>\$ 0.51</u>	<u>\$ 0.64</u>	<u>\$ 0.93</u>
Diluted shares	55,000	54,201	54,819	54,084

Unaudited Reconciliation of non-GAAP Financial Numbers (in millions)

	Years Ended	
	2011	2010
Adjusted EBITDA	184,023	155,892
Items Impacting Comparability	(9,636)	(10,865)
Discontinued Operations	(194)	251
Income Tax	(36,980)	(40,203)
Interest Expense	(15,805)	(4,639)
Depreciation and Amortization	(52,904)	(36,315)
Net Income	<u>\$ 68,504</u>	<u>\$ 64,121</u>
Adjusted EBIT	\$ 131,119	\$ 119,577
Items Impacting Comparability	(9,636)	(10,865)
Discontinued Operations	(194)	251
Income Tax	(36,980)	(40,203)
Interest Expense	(15,805)	(4,639)
Net Income	<u>\$ 68,504</u>	<u>\$ 64,121</u>