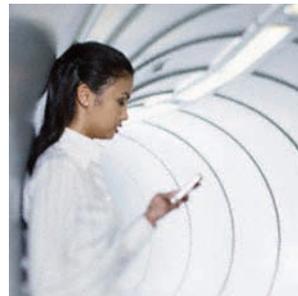
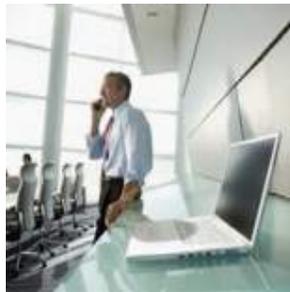
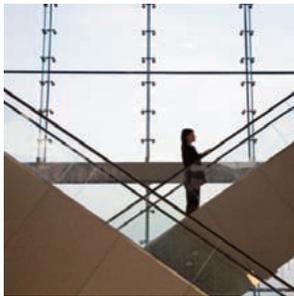


# Welcome and Agenda

**Phil Armstrong**

Senior Vice President, Investor Relations and Corporate Communications



No matter how customers connect.  
Just add CommScope.

# Forward Looking Statement

- This presentation contains forward-looking statements regarding, among other things, the announced global manufacturing changes, business position, plans, outlook, integration, synergies and other financial items relating to CommScope that are based on information currently available to management, management's beliefs and a number of assumptions concerning future events. Statements made in the future tense, and statements using words such as "intend," "goal," "estimate," "expect," "project," "projections," "plans," "anticipate," "should," "designed to," "long term view," "believe," "confident," "think," "scheduled," "outlook," "guidance" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are not a guarantee of performance and are subject to a number of risks and uncertainties, many of which are difficult to predict and are beyond the control of CommScope, and therefore should be carefully considered. Factors that could cause actual results of CommScope to differ materially include, but are not limited to, continued global economic weakness and uncertainties; changes in cost and availability of key raw materials and the potential effect on customer pricing; the challenges of achieving anticipated cost-reduction synergies expected from the acquisition of Andrew; delays or challenges related to removing, transporting or reinstalling equipment; the ability to retain qualified employees and existing business alliances; customer demand for our products and the ability to maintain existing business alliances with key customers or distributors; competitive pricing and acceptance of products; industry competition and the ability to retain customers through product innovation; concentration of sales among a limited number of customers or distributors; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; the outcome of negotiations with represented employees; the risk that customers might cancel orders placed or that orders currently placed may affect order levels in the future; continuing consolidation among customers; possible production disruption due to supplier or contract manufacturer bankruptcy, reorganization or restructuring; significant international operations and the impact of variability in foreign exchange rates; ability to integrate the CommScope and Andrew businesses; ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; substantial indebtedness as a result of the acquisition of Andrew and compliance with the senior secured credit facilities; capital structure changes; tax rate variability; dependence upon key personnel; ability to integrate Andrew's systems of internal control over financial reporting with ours; realignment of global manufacturing capacity; purchase accounting costs; protecting or defending intellectual property; ability to obtain capital on commercially reasonable terms; fluctuations in interest rates; the ability to achieve expected sales growth and earnings goals; the outcome of the TruePosition, Inc. litigations and regulatory changes affecting us or the industries we serve. For a more complete description of factors that could cause such a difference, please see CommScope's filings with the Securities and Exchange Commission (SEC), which are available on CommScope's website or at [www.sec.gov](http://www.sec.gov). In providing forward-looking statements, CommScope does not intend, and does not undertake any duty or obligation, to update these statements as a result of new information, future events or otherwise.

# Agenda

## Meeting and Webcast

### The Big Picture

- Frank Drendel, Chairman & CEO
- Brian Garrett, President & COO

### The Global Carrier Opportunity

- ACCG Overview -  
Ted Hally, EVP & General Manager, ACCG
- WNS Overview -  
Eddie Edwards, EVP & General Manager, WNS
- The APAC Explosion -  
Ben Cardwell, Vice President, APAC sales
- Enabling Networks of the Future –  
John Baker, Vice President, Technical Marketing

### The Global Broadband Opportunity

- Jim Hughes, EVP Sales & Marketing, Broadband

### The Global Enterprise Opportunity

- Enterprise Overview –  
Randy Crenshaw, EVP & General Manager, Enterprise
- Enabling Networks of the Future - Luc Adriaenssens,  
Senior Vice President of R&D and Technology, Enterprise

### Financial Review & Outlook

- Jearld Leonhardt, EVP & CFO

### Plan, Execute, Succeed

- Brian Garrett & Frank Drendel

### Questions & Answers

### End of Formal Webcast / Noon

## Lunch & Tours

### Box Lunches

Noon-12:30 p.m.

### Transportation to R&D Facilities

- 12:40 p.m. – 12:50 p.m.
- Meet in lobby / breezeway to portico

### Group #1 - Tour Andrew

- Group #2 - Tour Enterprise  
2:50 p.m. – 1:50 p.m.

### Group #2 - Tour Andrew

- Group #1 – Tour Enterprise  
2:00 p.m. – 3:00 p.m.

### Analyst Day Ends

3:00 p.m.

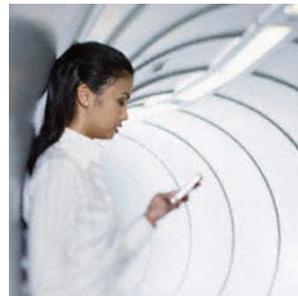
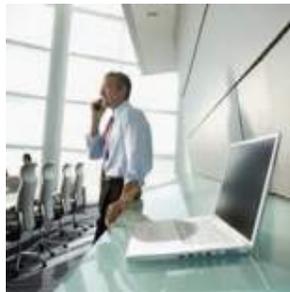
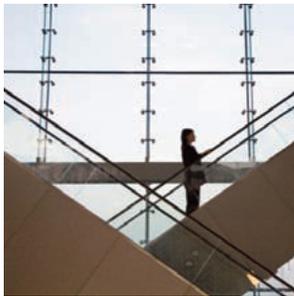
### Departure

Hyatt Regency or DFW Airport

## The Big Picture

**Frank Drendel**  
Chairman and CEO

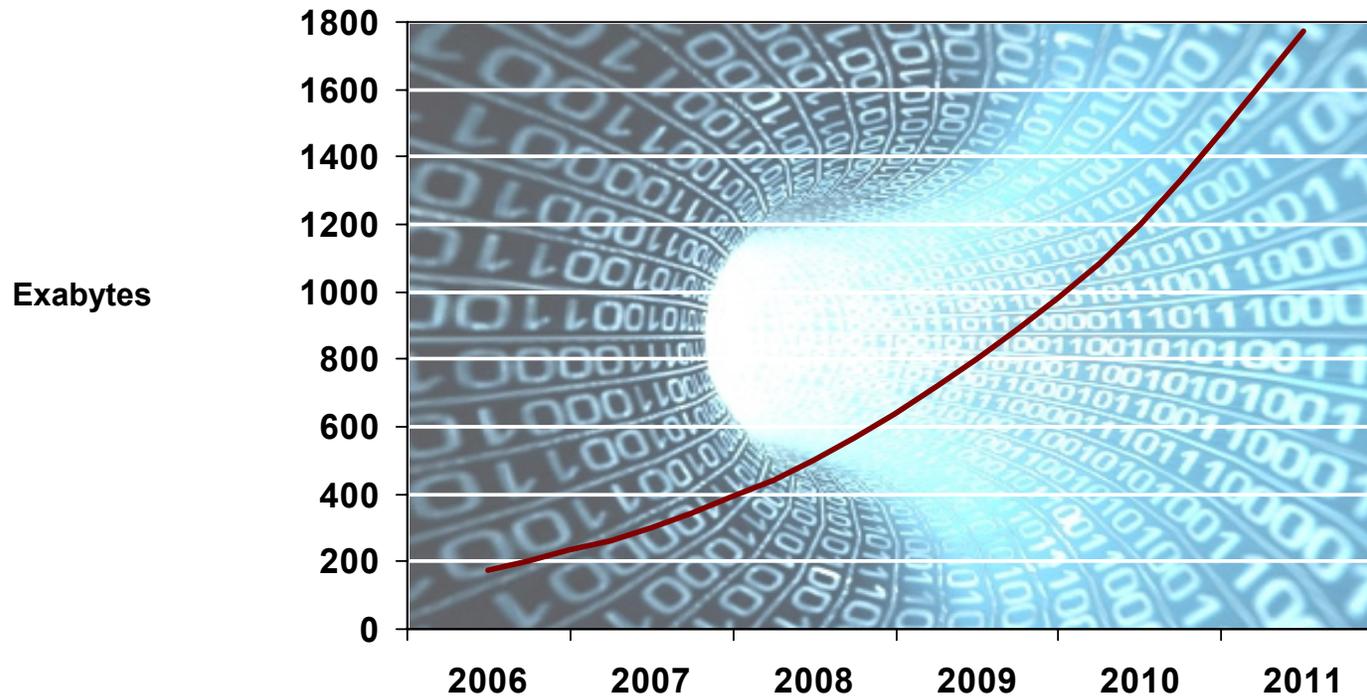
**Brian Garrett**  
President and COO



No matter how customers connect.  
Just add CommScope.

# The Big Picture

\*Amount of digital information created and replicated each year.



- 281 exabytes (billion gigabytes) of digital information created and replicated in 2007
  - 10% > than previously estimated
- Close to two zettabytes of digital information expected in 2011
- More than 95% of the digital universe is “unstructured data” and in organizations it is 80%

# The Big Picture

Today's *bandwidth hog* is tomorrow's average user.



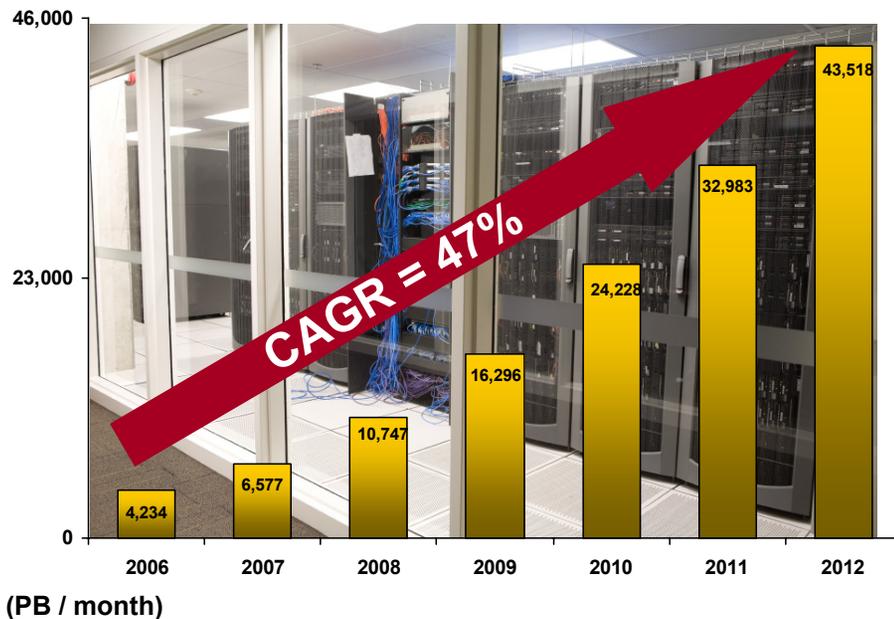
Annual global IP traffic will exceed half a **Zettabyte** in Four Years

**(1,000,000,000,000,000,000,000 bytes of DATA)**

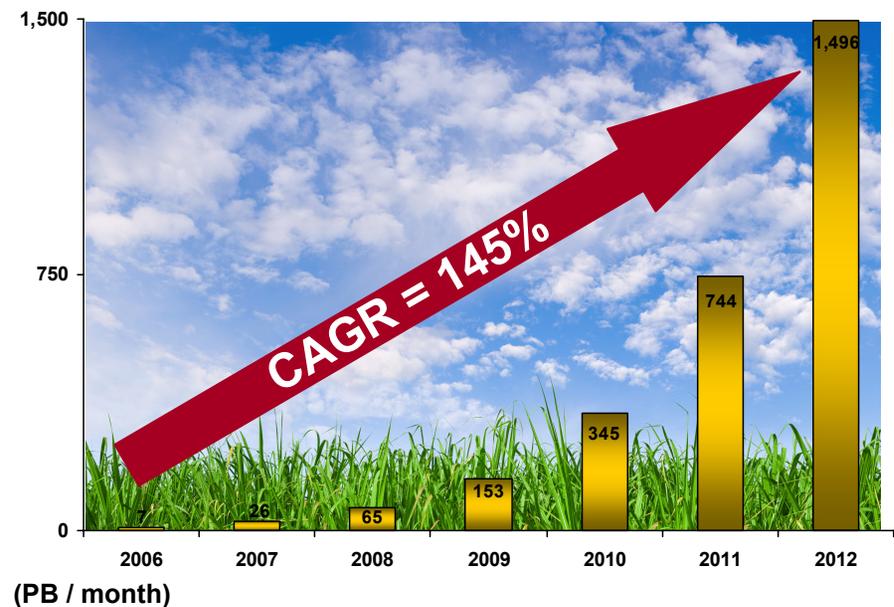
# IP Traffic Growth

- ❑ CommScope uniquely positioned to benefit from macro bandwidth demand
- ❑ Applications based upgrade cycle driving long-term network upgrades and maintenance
- ❑ Data and next generation handsets continue to drive mobile wireless bandwidth requirements in both developed and emerging markets

## Total IP Growth



## Wireless IP Growth

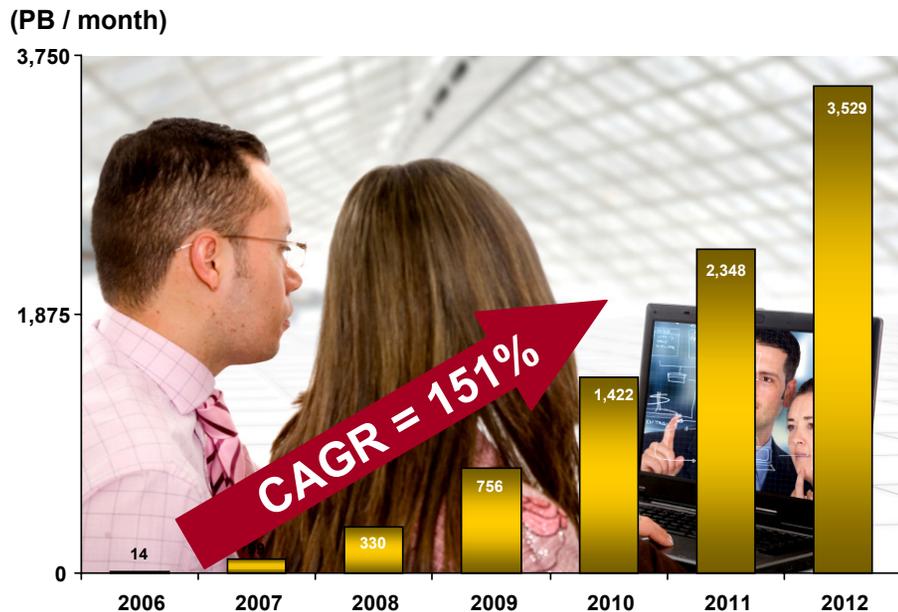


\*Cisco: Approaching the Zettabyte Era

# Next Generation Video Delivery

- ❑ Customers desire video content whenever and wherever
- ❑ Video is bandwidth intensive and drives fixed and wireless infrastructure investment
- ❑ CommScope products and technology facilitate both the current and future delivery of video

## \*Consumer Internet Video Television



Cisco: Approaching the Zettabyte Era

\*Internet video delivered via Internet to a TV screen, by way of an Internet-enabled set-top box or equivalent device (Apple TV, Tivo Series 3 and Microsoft Xbox 360)

## Mobile TV Subscribers

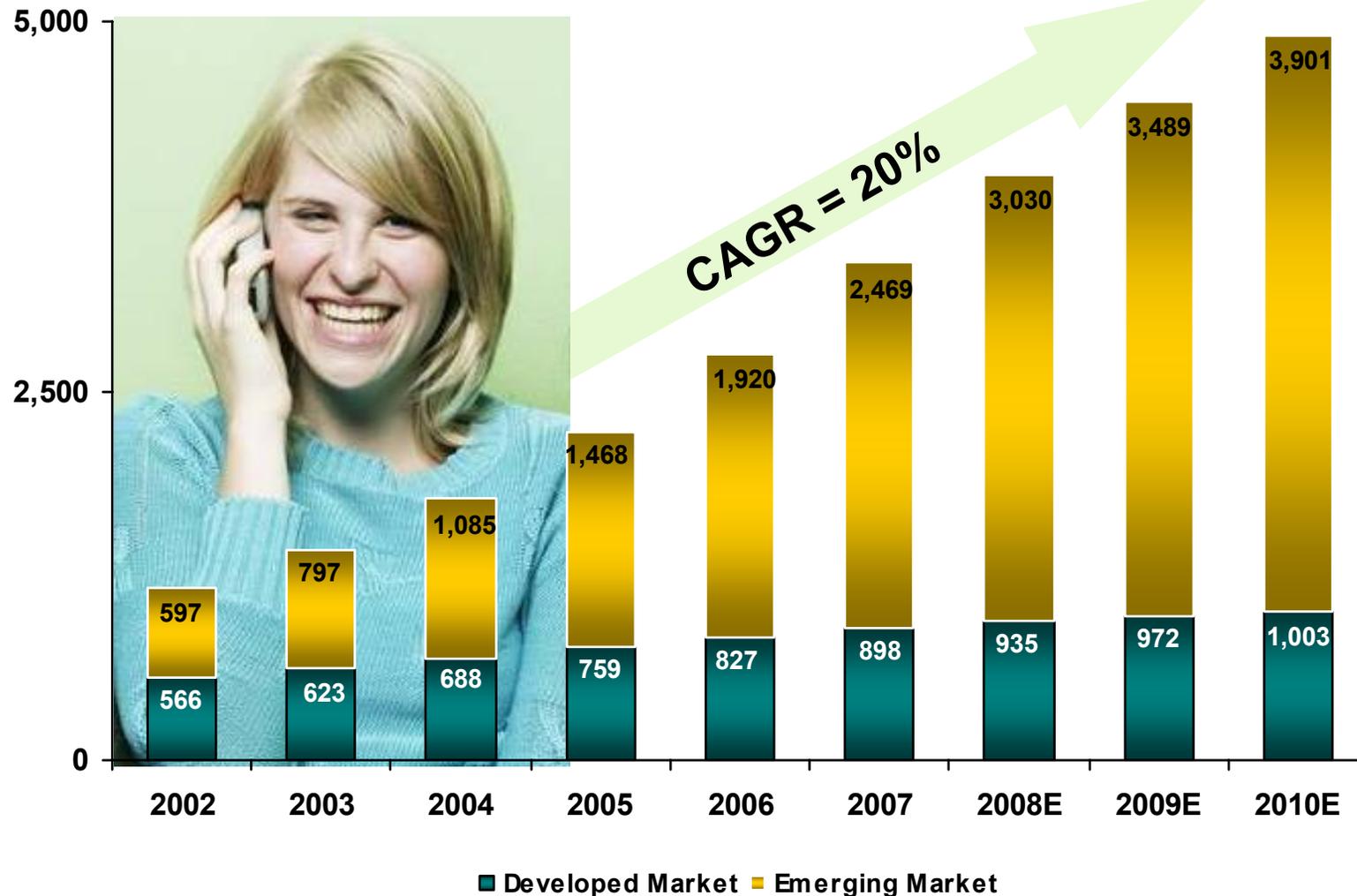


Ericsson – North American Investor Relations Forum. August 14, 2008

# Wireless Opportunity

> 4.9 billion wireless subscriptions forecasted in FY10

(subs in millions)



# World Class Customer Base

## BROADBAND



## WIRELESS



## ENTERPRISE



# Our Core Strengths

CommScope gives its customers around the world the power to help their customers connect and communicate where, when and how they choose.



## Leadership

Advancing and defining what customers expect from  
Connectivity Infrastructure Solutions Providers

## Excellence

A benchmark of excellence  
for solutions and people

## Technology

Extending the boundaries  
of innovation

## Evolution

A focus on Advanced Connectivity  
Infrastructure Solutions for every network

## Global Support

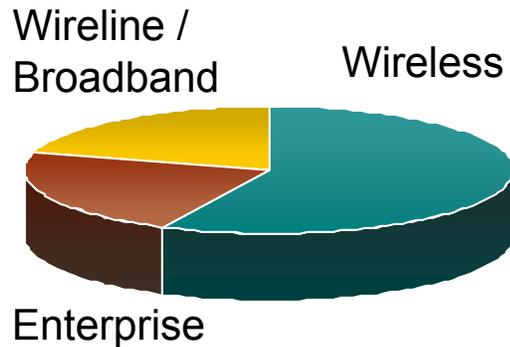
Broad, consistent and high-level  
support across the globe

## Single Source

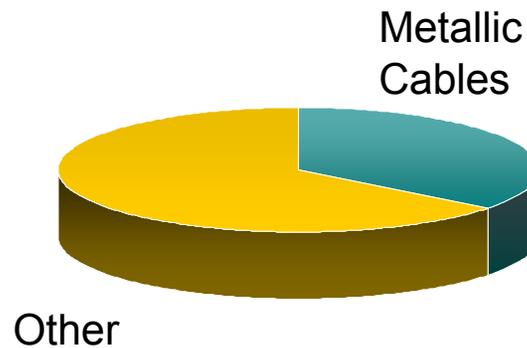
A single source for Connectivity  
Infrastructure Solutions

# Global Leadership & Diversity

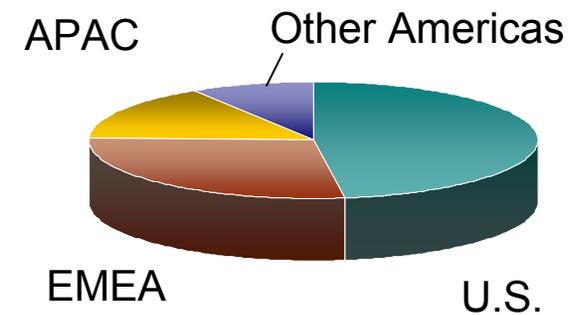
## Market Diversity



## Product Diversity



## Geographic Diversity



- Strong product group diversity across all end markets of the communications infrastructure market
- International now represents more than 50% of revenue
  - Continued Wireless and Enterprise strength in emerging markets

## Governance & Commitment to Integrity

- ❑ Fair, honest and ethical business practices
- ❑ Highest standard of ethical conduct expected from Board of Directors, management and employees
- ❑ Working diligently to ensure compliance with laws, rules, regulations and to earn the trust of our stockholders

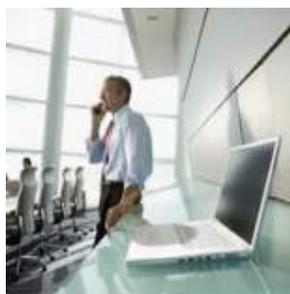
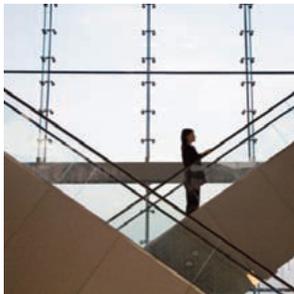


*Reputation for integrity is a valued asset.*

# Antenna, Cable and Cabinets Group

**Ted Hally**

Executive Vice President and General Manager, ACCG



No matter how customers connect.  
Just add CommScope.

# Wireless



Antenna, Cable,  
and Cabinet Group

Wireless Network Solutions Group

Antenna & Cables

Base Station Subsystems

Network Solutions

Wireless Innovations

Delivering  
Complete  
Solutions

Developing  
Superior  
Solutions

Expanding  
the Wireless  
RF Footprint



# Significant Long-term Wireless Opportunity



Convergence Drives Bandwidth Demand

# Global Sales Force: One Face to the Customer

OEMs

Operators



World Class Customers

# Global Reach : Manufacturing Facilities



# What Makes Andrew Unique?



**Superior Solutions  
for Wireless**

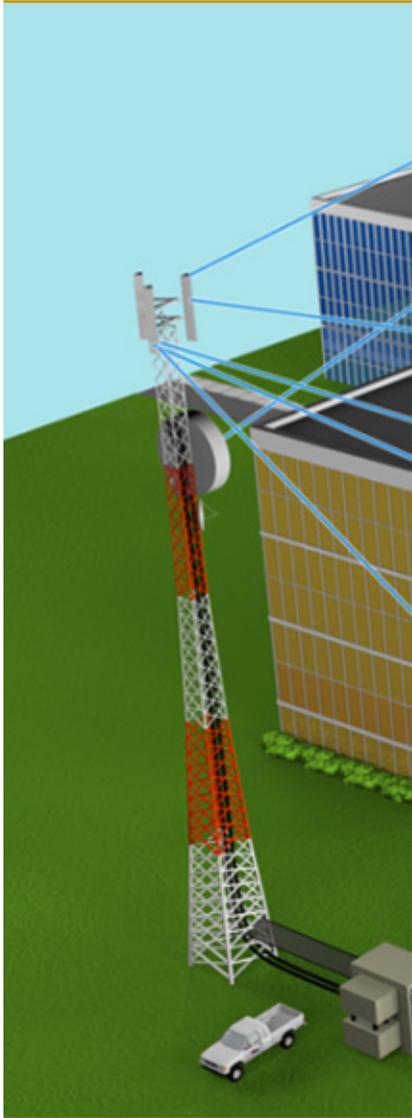


**Global Presence**



**Customers**

# Antenna, Cable, and Cabinet Products



FXL Cable



EZfit® Connector



AVA Cable



RBA Series Cabinet



Base Station  
Antenna Systems



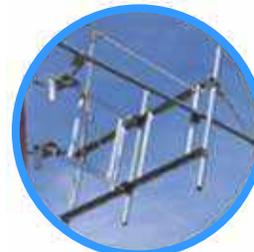
Remote Electrical  
Downtilt Antenna



ValuLine® Antenna



30EC Cabinet



Steel / Mounting



EcoPower Cabinet

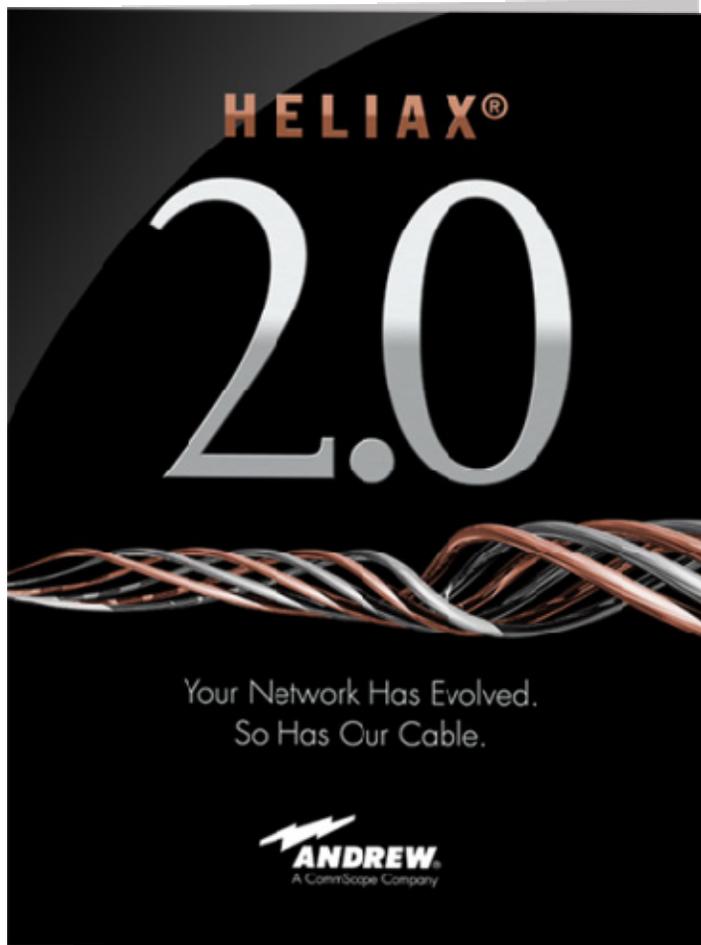


Towers



Services

# HELIAX 2.0 Evolution

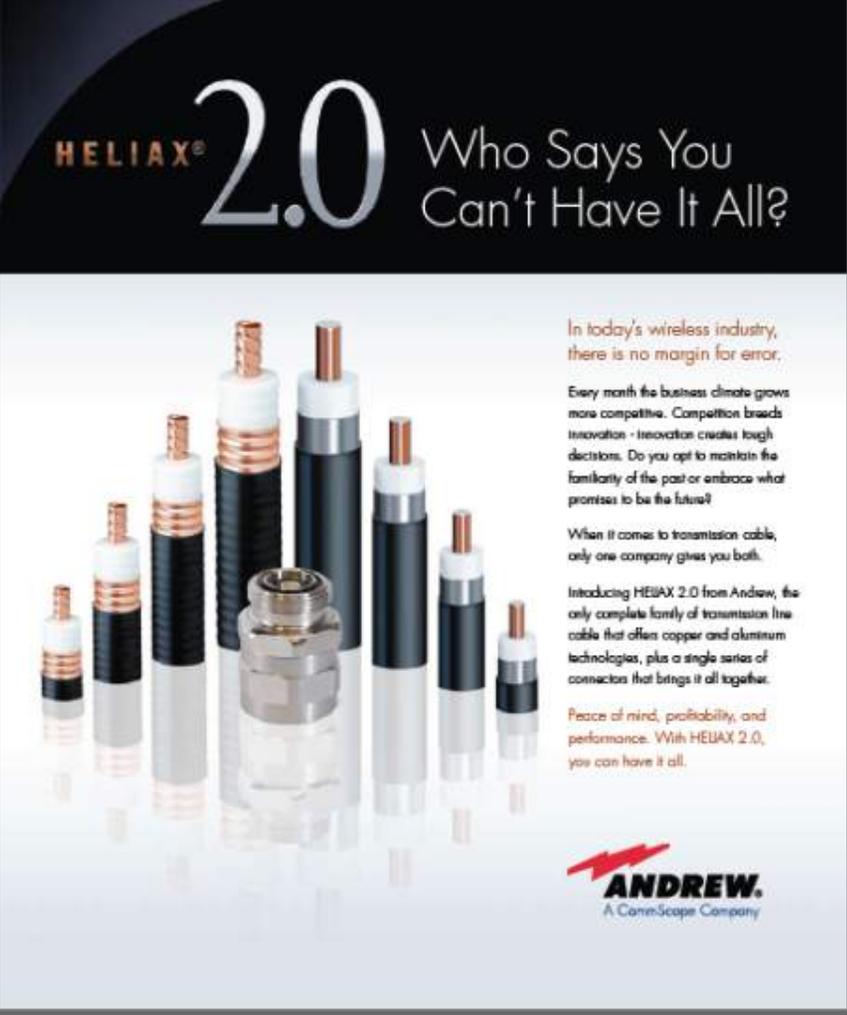


## Cabling Systems

- ❑ First complete offering
- ❑ Al and Copper Cables
- ❑ New connector series
- ❑ Customer Choice

# Cable Products

- ❑ Implementing cable strategy:
- ❑ Providing customer choice:
  - ❑ corrugated copper
  - ❑ smooth-walled aluminum
- ❑ Aluminum value proposition
- ❑ Industry-leading RF portfolio



**HELIAX<sup>®</sup> 2.0** Who Says You Can't Have It All?

In today's wireless industry, there is no margin for error. Every month the business climate grows more competitive. Competition breeds innovation - innovation creates tough decisions. Do you opt to maintain the familiarity of the past or embrace what promises to be the future?

When it comes to transmission cable, only one company gives you both.

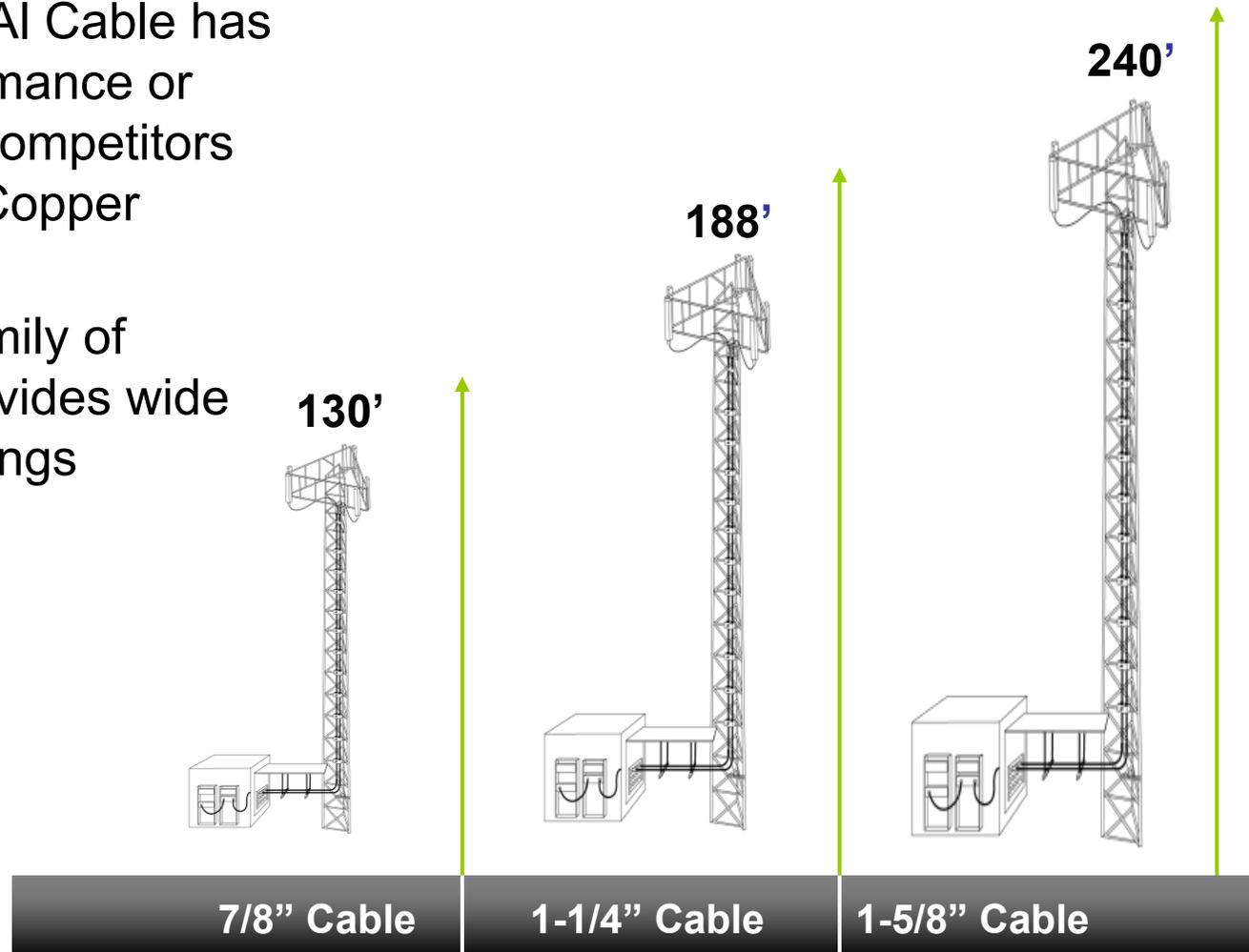
Introducing HELIAX 2.0 from Andrew, the only complete family of transmission line cable that offers copper and aluminum technologies, plus a single series of connectors that brings it all together.

Peace of mind, profitability, and performance. With HELIAX 2.0, you can have it all.

**ANDREW.**  
A CommScope Company

# Low Attenuation and Optimizing Cable Size Reduces Costs

- ❑ HELIAX 2.0 AI Cable has same Performance or better than Competitors Corrugated Copper Cables
- ❑ Complete family of Products provides wide range of savings



# ACCG: Base Station Antennas



SmartBeam™  
Technology

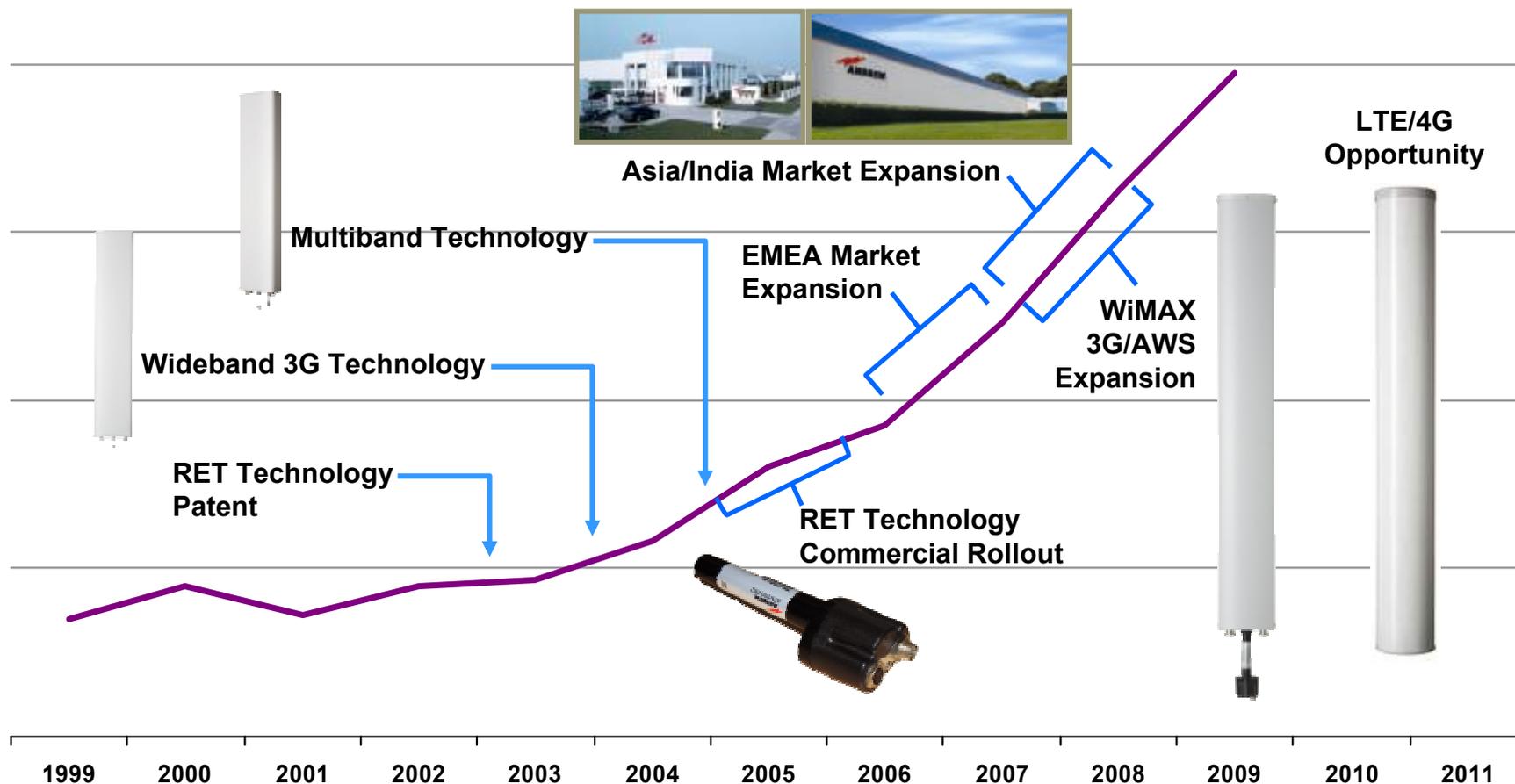


Multiband Technology



RET Technology

# Base Station Antenna Systems



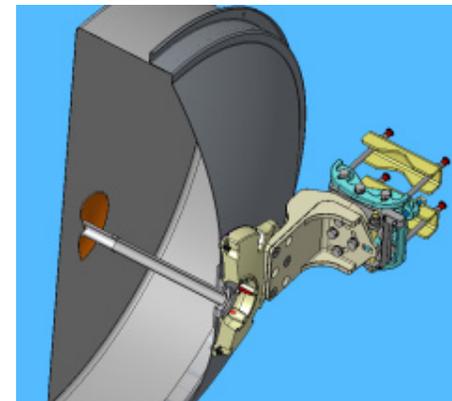
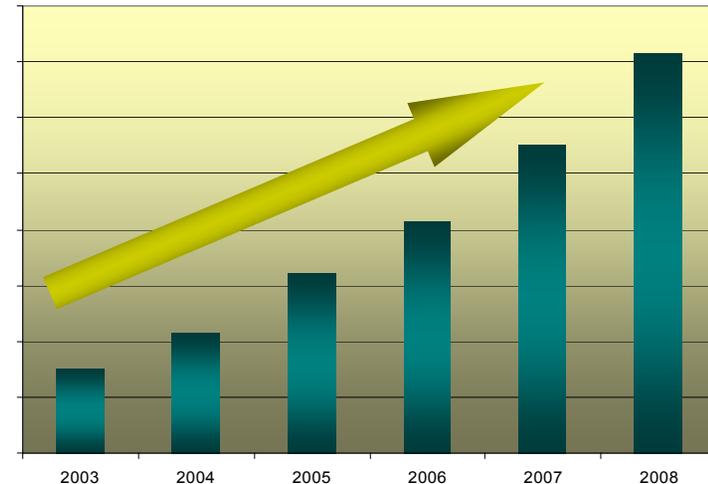
- Fastest Growth in Industry — 350% 10 years
- Growth Driven by Technology Investment and Geographical Production and Market Expansion
- Global Leader — #1 or #2 in All Major Markets

# Microwave Systems



# Microwave Systems Business

- ❑ Strong Growth in Backhaul through 2008
- ❑ Meeting huge increase in Customer Demand
  - ❑ Rationalize and expand Capacity
  - ❑ Bruno / Czech Rep, Goa / India, Reynosa / Mexico, Sorocabo / Brazil
- ❑ Design Centre in Scotland -Cost Reduction and design for Manufacture
- ❑ Serving Wireless Infrastructure Market thru OEMs, Operators and Distributors
  - ❑ Greatest % of revenues come from four main OEMs



**Talley**  
COMMUNICATIONS

**ERICSSON**

**NEC**

Nokia Siemens  
Networks

**harris**  
**stratex**

# ACCG: Integrated Cabinets Solutions

## 2005-2008

- ❑ Proprietary low-profile cabinets
- ❑ Lightspeed roll out maturing



## 2009 and Future

- ❑ Work to diversify revenue
- ❑ Build upon Andrew brand & channel
- ❑ Continue to address wireline opportunity



Wireless Enclosures



Fuel Cell Solutions

# Cabinets

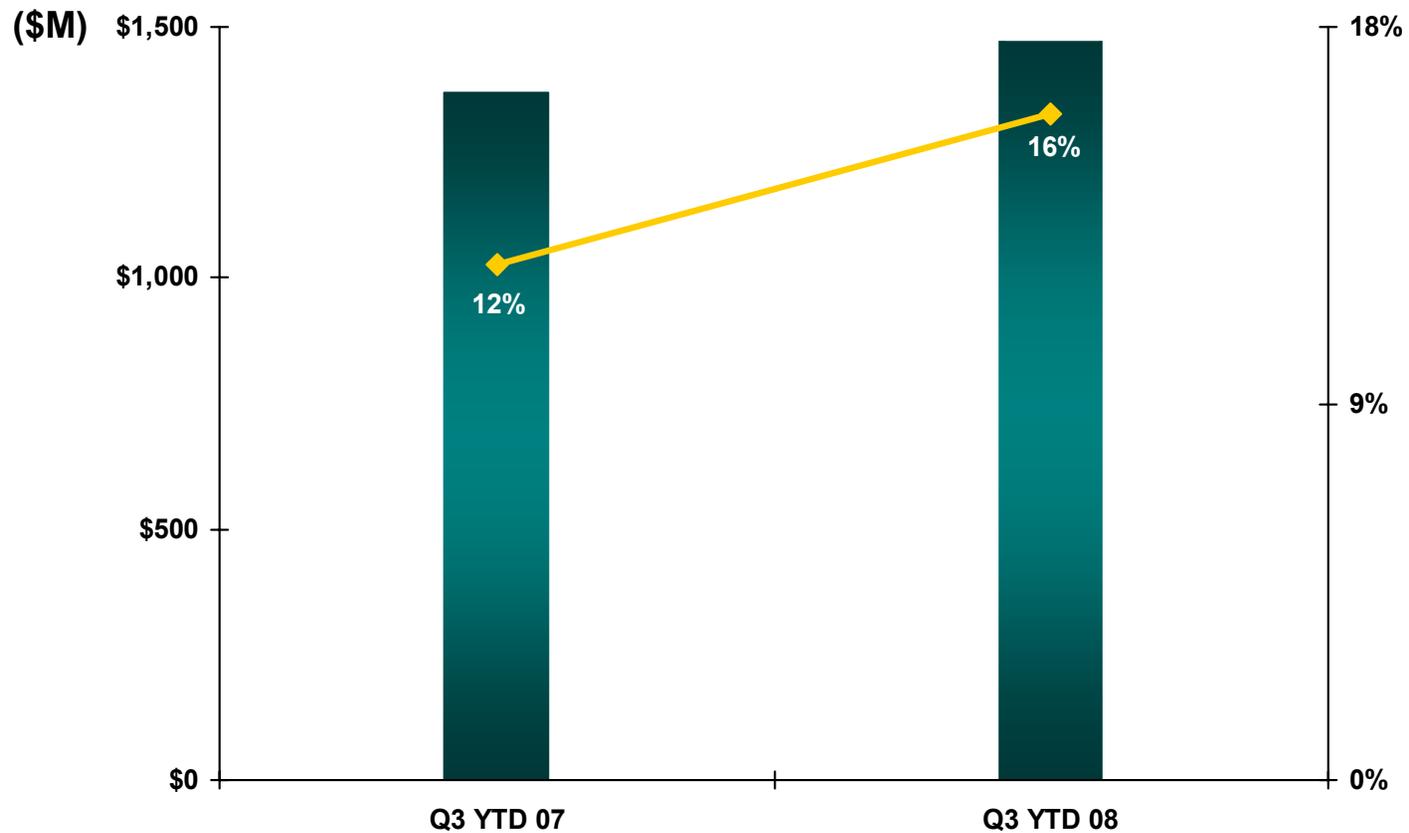
## Lower sales volumes, but maintained profitability

- ❑ LightSpeed volatility lower volumes in 2<sup>nd</sup> Half
- ❑ Significant slowdown in Q3 & Q4: Similar to fourth-quarter 2006
- ❑ ATT committed to UVerse: Expect recovery early 2009

## Wireless

- ❑ RBA series announced
- ❑ Focus on North America and Latin America
- ❑ Trials and demand creation
- ❑ Andrew Sales Channel activated
- ❑ Fuel Cells –site power Strong interest: emerging Markets

# ACCG Sales & \*Adjusted Operating Income Focus on the Bottom-Line



\*See Appendix for reconciliation of reported data to adjusted data

# Integration & Opportunities

## Executing Integration plans

- ❑ Facility rationalization
- ❑ Creating supply chain efficiencies
- ❑ Focus on operating margin

## Implementing Cable strategy

- ❑ Providing customer choice:
  - ❑ corrugated copper and smooth-walled aluminum
- ❑ The Aluminum Value Proposition
- ❑ Industry-leading RF portfolio

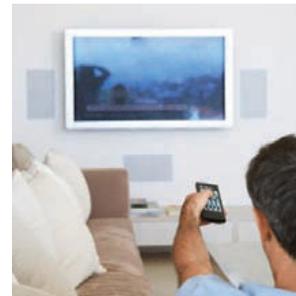
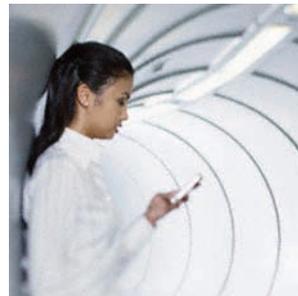
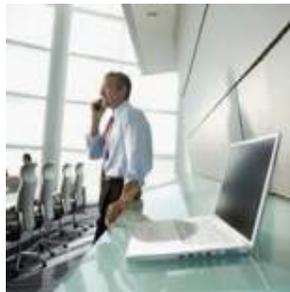
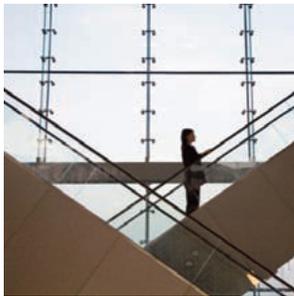
## Expanding Opportunities

- ❑ Asia and emerging market opportunities
  - ❑ China and India
  - ❑ Africa, Indonesia
- ❑ Antenna: microwave backhaul & base-station
- ❑ Developed regions: 3G, 4G & WiMAX
- ❑ Wireless cabinets



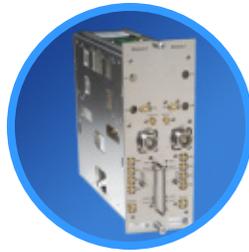
# Wireless Network Solutions Overview

**Eddie Edwards,**  
Executive Vice President & General Manager,  
Wireless Network Solutions Group



No matter how customers connect.  
Just add CommScope.

# Wireless Network Solutions: **Base Station Subsystems**



Filter



Tower Mounted Amplifier



Integrated Products



Integrated Amplifier Transceiver



Power Amplifier



Duplexers, Combiners, Multicouplers

# Base Station Subsystems

## Power Amplifiers

- ❑ Plan to **KEEP** the Power Amplifier business:
  - ❑ Subject to achieving performance targets
  - ❑ Working toward profitability
  - ❑ Substantial 3G/ LTE / WiMax NRE-funded projects in 2009
  - ❑ Believe in long-term opportunity
- ❑ A market leader
- ❑ Improving performance & diversifying customer base
- ❑ Scaling to demand and rate of technology change
- ❑ Evaluating Pico Node B products
- ❑ Continuing to evaluate PA portfolio

## Filters

- ❑ A market leader strengthening carrier revenue globally
- ❑ Significant improvement in 2008 performance
  - ❑ Changed filter relationship with NSN in late 2007
  - ❑ Profitable for first time in several years

2009 Focus on Continued Improvement

# Wireless Network Solutions: Network Solutions



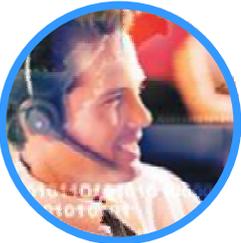
Geolocation  
Mobile Location Solutions



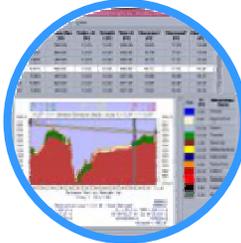
Test and  
Measurement



System Design



Advanced Data  
Collection



Spectrum  
Management



Invex3G®

# Network Solutions

- ❑ A difficult year; but, promising outlook:
  - ❑ True Position lawsuit
  - ❑ Sold network optimization assets, branded as Xenicom®
- ❑ Comsearch® spectrum management business remains attractive
- ❑ Geometrix mobile location systems remain an attractive and strategic technology:
  - ❑ Recently signed a significant multi-year contract for Geometrix® products in the U.S.
- ❑ Strongest technology position combining in-building technology with outdoor location capabilities for:
  - ❑ Public safety in the Enterprise
  - ❑ I-Patch

**Key building block for in-building wireless opportunities**

# Wireless Network Solutions: **Wireless Innovations**

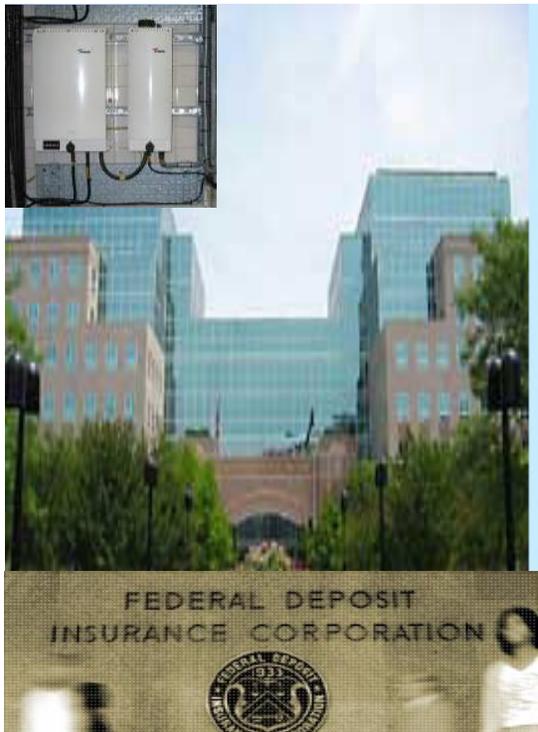
**Rail & Tunnel Coverage**



**Coverage Solutions**



**In-building Opportunity**



**Premier provider of coverage solutions for challenging environments and topographies**



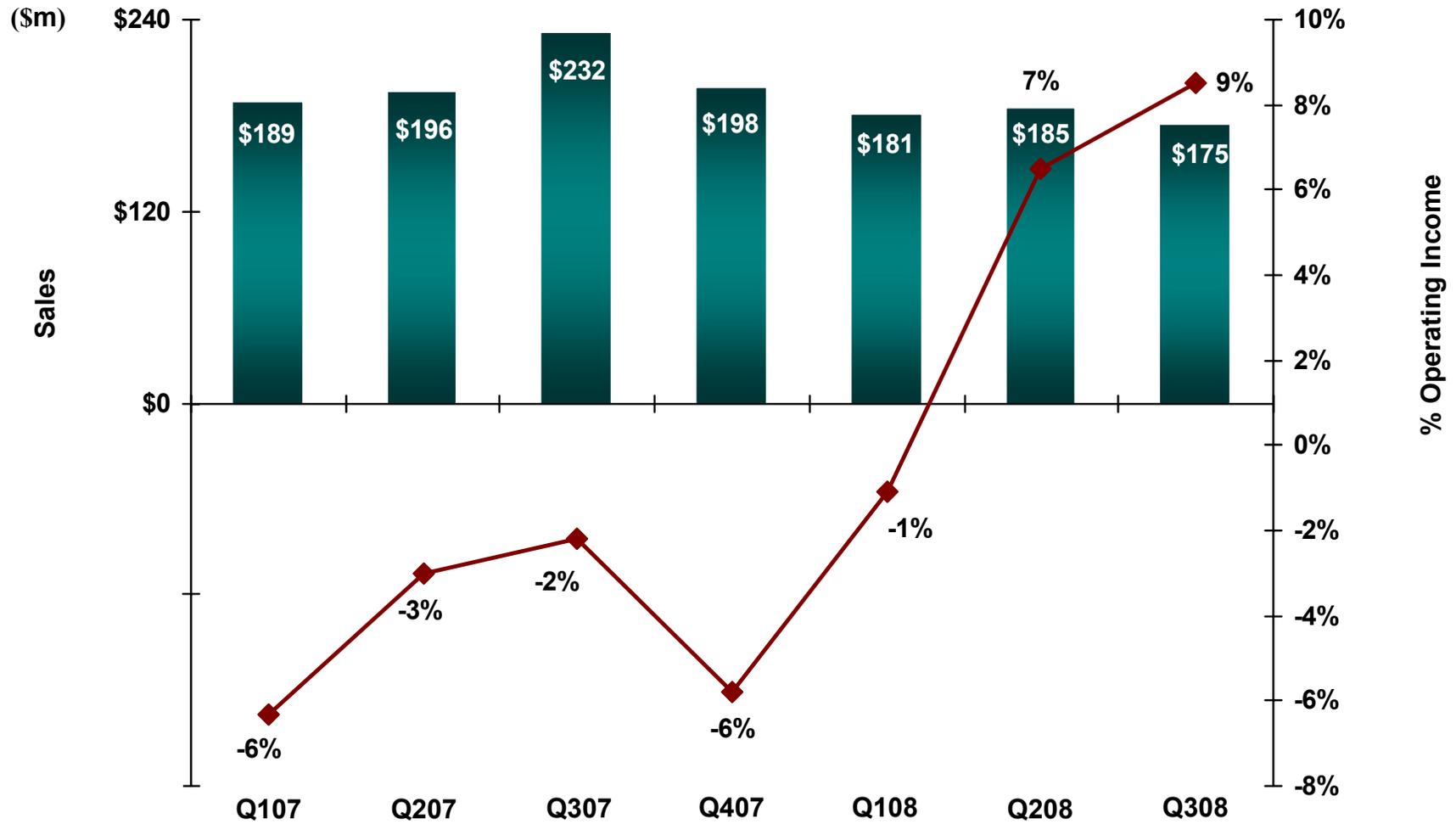
# Wireless Innovations Group

- ❑ Market leader
- ❑ Project oriented business
- ❑ Outstanding sales growth and operating performance in 2008
- ❑ Major supplier for outdoor optical systems
- ❑ Well-positioned for ongoing carrier business
  - ❑ Specialized and turnkey outdoor solutions
  - ❑ Tunnels, railways, buildings, stadiums and airports
- ❑ Distributed Antenna Systems (DAS), repeaters and other coverage products provide seamless and cost-effective in-building coverage
- ❑ Working closely with Enterprise segment



**Key building block for in-building wireless opportunities**

# Building the Bottom Line



# Integration & Opportunities

## Executing integration plans

- ❑ Facility rationalization
- ❑ Creating supply chain efficiencies
- ❑ Expanding operating margin

## Improving profitability

- ❑ Sold SatCom
- ❑ Improving operating discipline
- ❑ Focus on profitable growth
- ❑ Reviewing product portfolio & scaling investment with return (+/-)

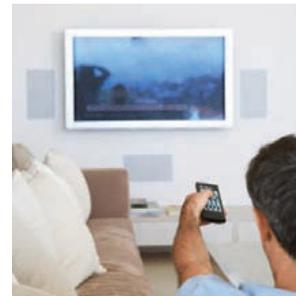
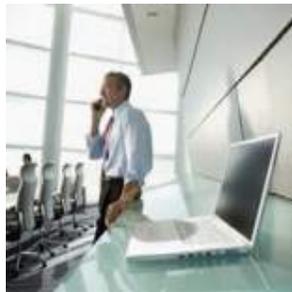
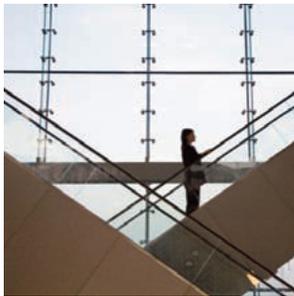
## Expanding Opportunities

- ❑ Wireless Innovations
  - ❑ Coverage in tunnels, trains & dense urban areas
  - ❑ In-building wireless opportunities – working with Enterprise segment
- ❑ Emerging markets



# The Asia Pac Explosion

**Ben Cardwell**  
Vice President, Asia Pacific  
Andrew – A CommScope Company



No matter how customers connect.  
Just add CommScope.

# Asia Pac Market Snapshot



**New Delhi, India**



**Colombo, Sri Lanka**



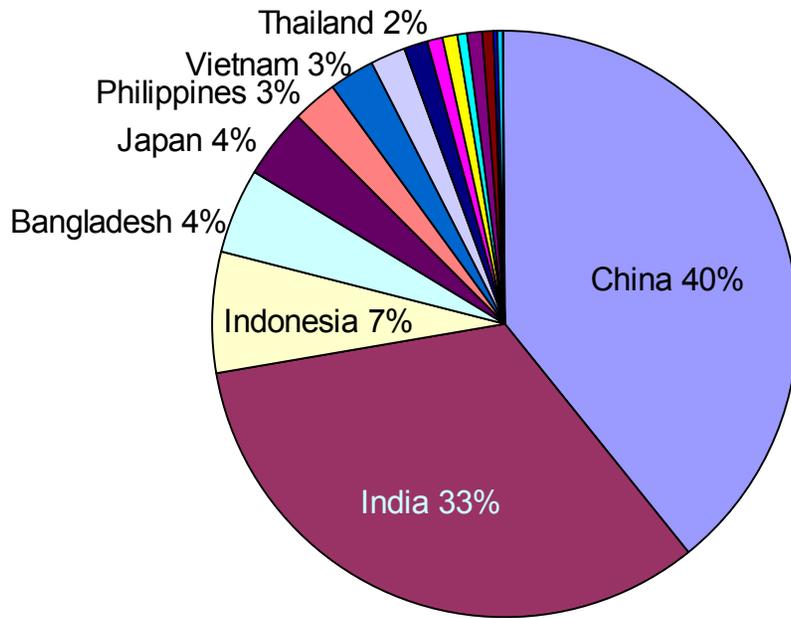
**Tokyo, Japan**



**Ho Chi Minh City, Vietnam**

# Population 3.3 Billion

Home to Half the World's Citizens

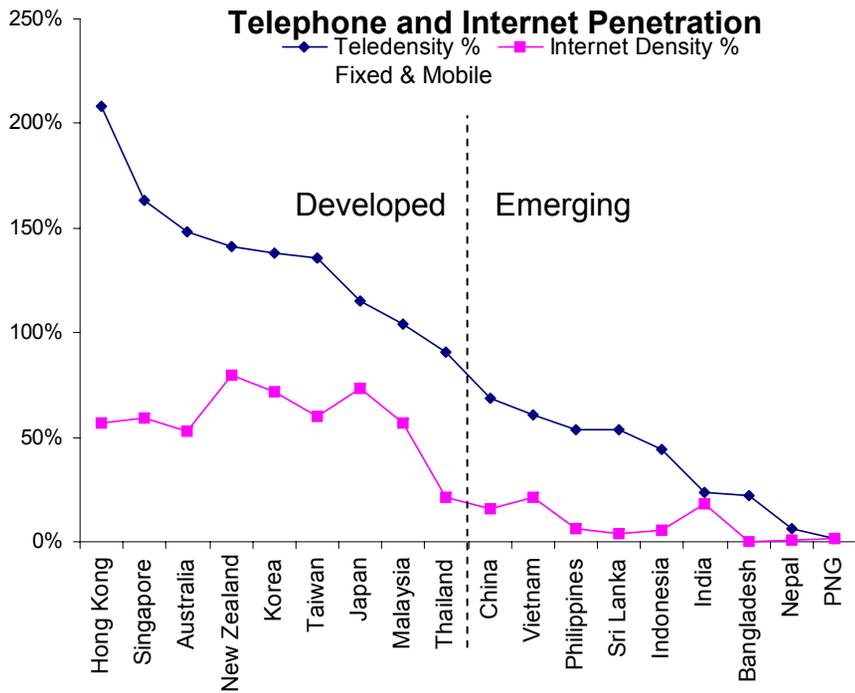


Population Distribution



# Population 3.3 Billion

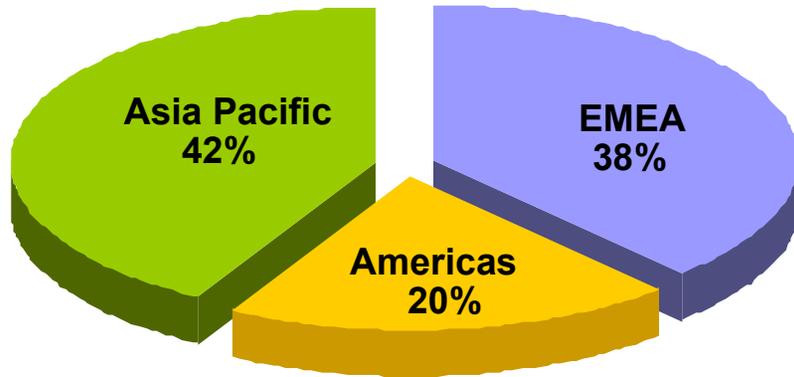
## Home to Half the World's Citizens



Source: Worldbank

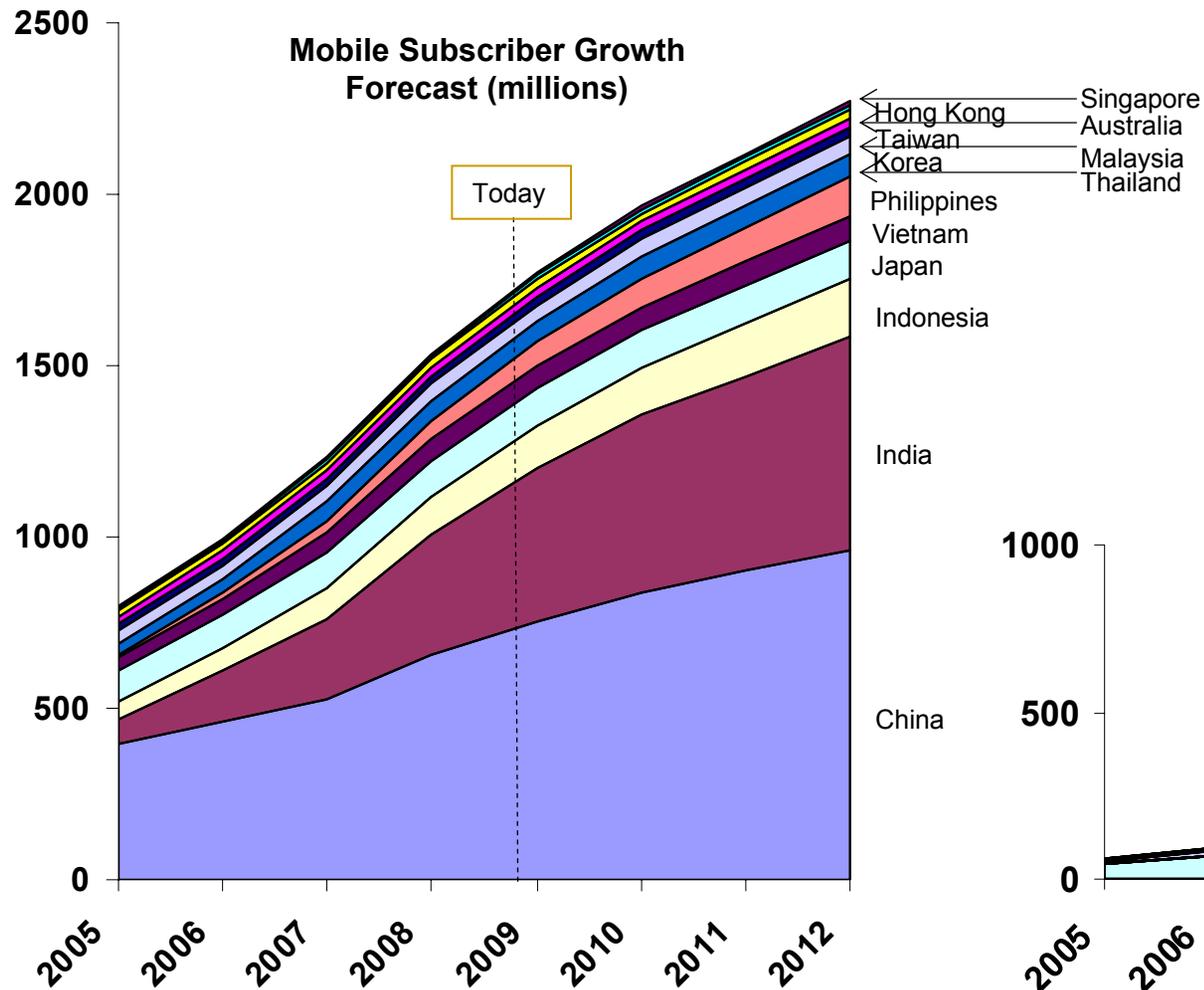
# The World's Largest Mobile Market

Global Mobile Subscriber Distribution

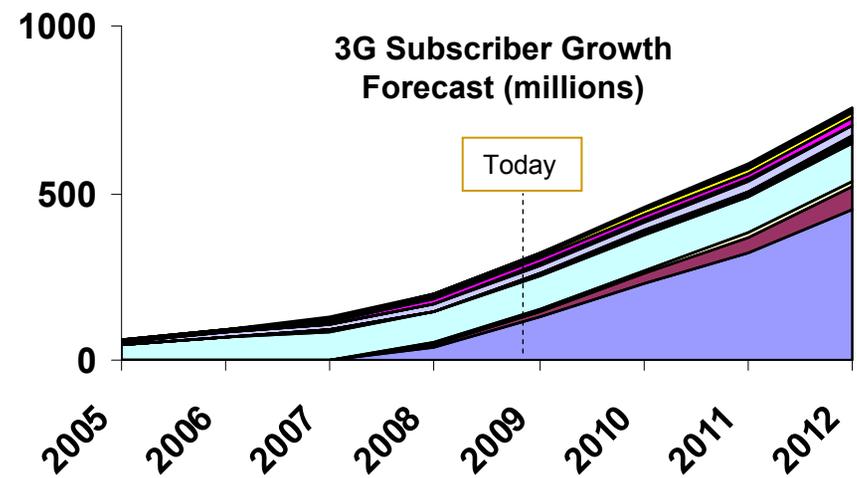


- Home to 42% of all global mobile subscribers – Expected to surpass 50% by 2010
- China & India account for 25% of all mobile subscribers globally: >900 million users
- Only 1/3 of Asians own a mobile phone
- 40% of global handset sales are in Asia
- 3G is just getting started in emerging markets

# Asia Pac Mobile Subscriber Outlook



- By 2012**
- 2.2 billion mobile subscribers
  - China and India will continue to lead growth
  - 3G users will account for 35% of subscribers



Source: Business Monitor International and IDC

# Fueling the Growth

## Emerging Markets

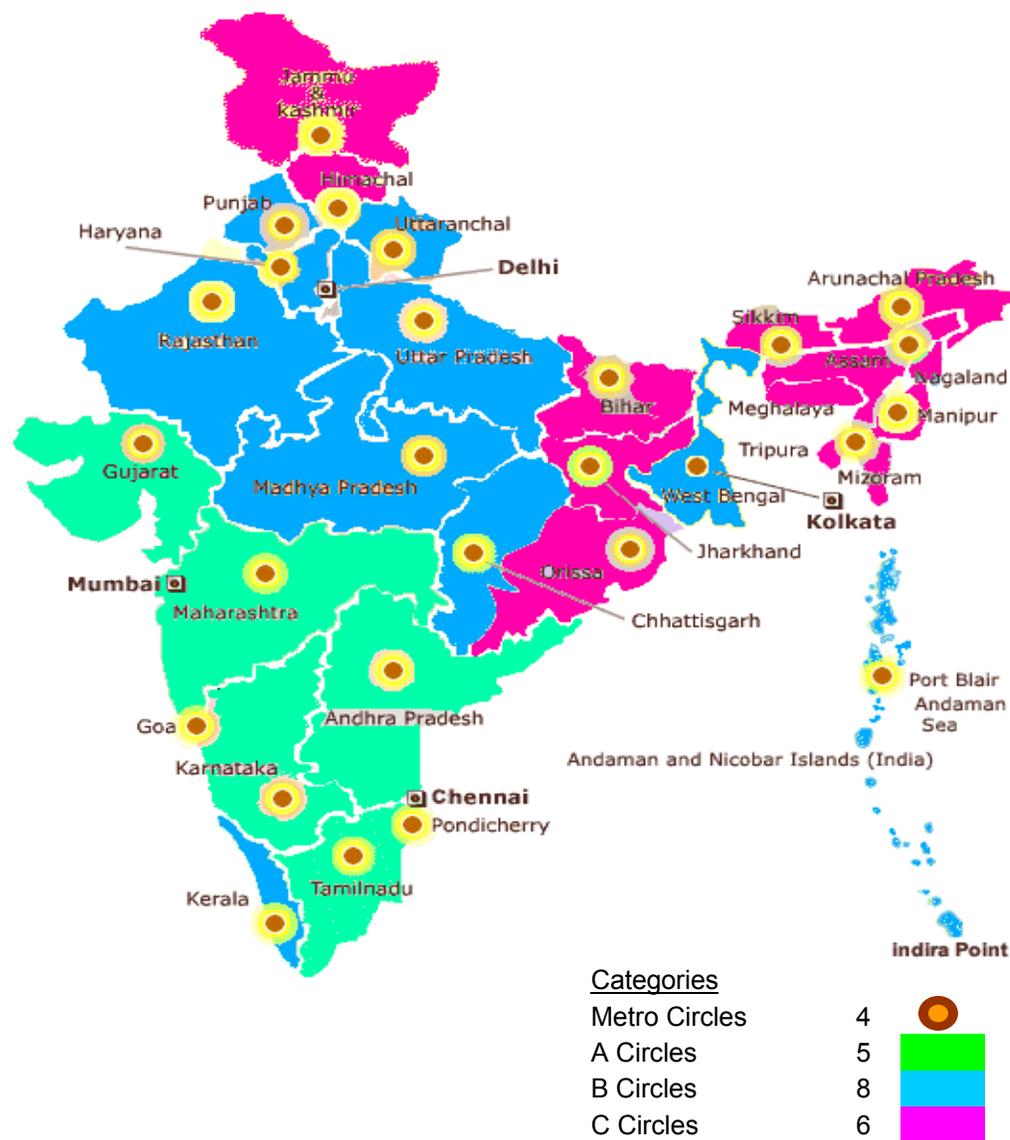
- ❑ Bridging the “digital divide”
  - ❑ Government funds available to provide basic connectivity to rural areas
  - ❑ Wireless is the only available access to voice and Internet services
- ❑ Urban 3G build-outs to commence in India, China, Thailand, Vietnam
- ❑ Growing middle class population

## Developed Markets

- ❑ Growing demand for Data Services
  - ❑ In-building and public venue coverage
  - ❑ Advanced site solutions for increased data capacity
- ❑ Railway and Metro coverage across China and major Asian cities
- ❑ Congested spectrum and cluttered rooftops
  - ❑ Demand for more “sophisticated” site sharing and concealment solutions
- ❑ WiMAX taking root in Japan, Taiwan, and Korea

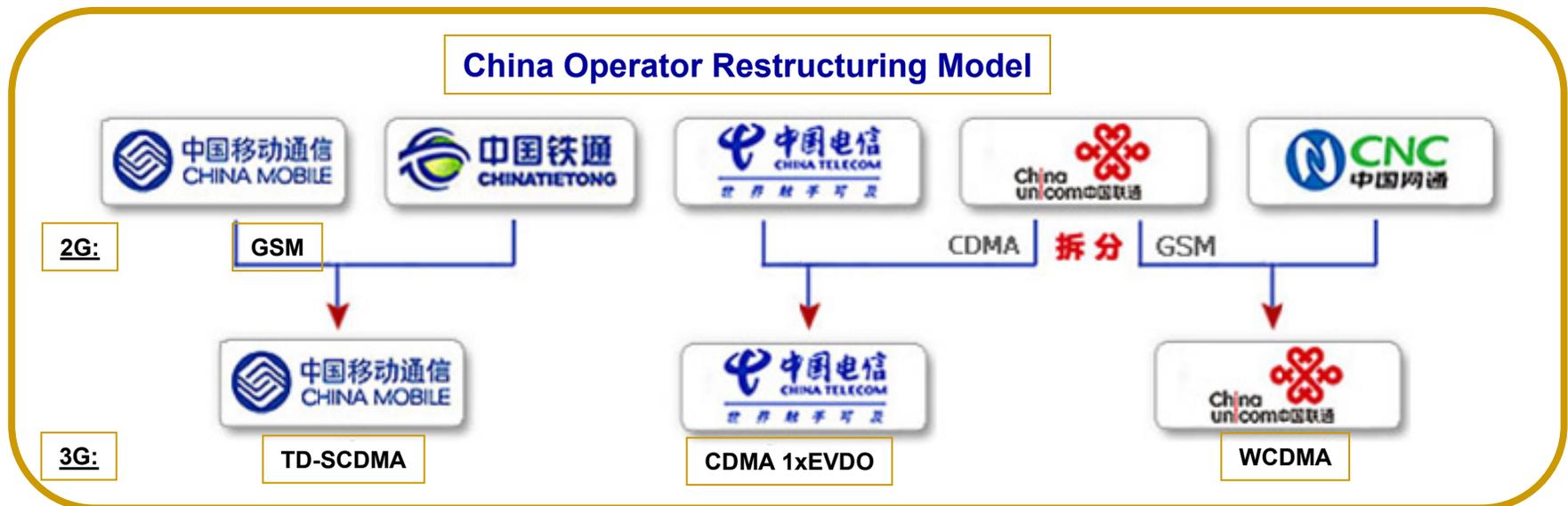
# India Spotlight

- ❑ Wireless being used to increase basic teledensity
  - ❑ Lowest tariffs in the world – 2¢/min for domestic calls, caller pays
- ❑ Current penetration only 25%, 280m subs
  - ❑ Adding 8-10m new subscribers per month
  - ❑ Government target of 500m subscribers by 2010
- ❑ Adding more than 100,000 new base station sites per annum
- ❑ 3G licenses will be auctioned by end-Dec 2008, prompting a new wave of investment



# China Spotlight

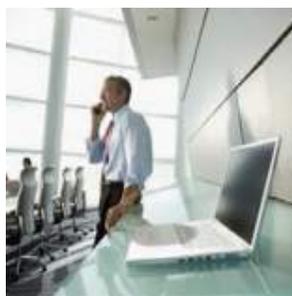
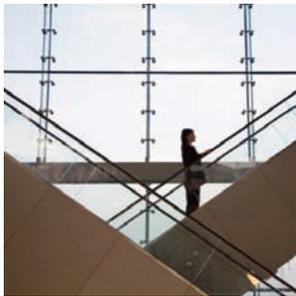
- ❑ **Mobile Penetration only 50%**, 7-8M new subscribers being added per month
- ❑ **Telecom operator restructuring** effective Oct 2008
  - ❑ 5 carriers collapsed into 3 full-service converged operators
- ❑ **\$63 Billion will be spent over next 2 years** to expand networks <sup>1</sup>
  - ❑ 25% will be spent on 3G networks
- ❑ **All major 3G standards** are expected to be deployed in 2009
  - ❑ CDMA2000, WCDMA as global standards
  - ❑ TD-SCDMA as locally developed technology
- ❑ **Railway communication systems** in high demand
  - ❑ 24 cities building metro/subway transport systems
  - ❑ 12,000km of inter-city passenger rail track will be laid through 2020 <sup>2</sup>



Sources:

1. Barclays Capital
2. China Ministry of Railways

## Andrew In Asia



No matter how customers connect.  
Just add CommScope.

# Andrew: Deep Roots in Asia

- First established in Asia Pacific in 1967
- CommScope APAC sales are 16% of global revenues
- 1/3 of all Andrew employees are in Asia
- **Sales offices** in all major markets
- **R&D centers** in Shanghai, Suzhou & Shenzhen, China and Sydney, Australia
- **Manufacturing** in Shenzhen & Suzhou, China and Goa, India
- **Distribution centers** in key markets



# Scorecard: Andrew in India



- ✓ **Leading supplier** of RF Site Solutions
  - Base Station Antennas
  - Feeder Systems – Copper and Aluminum
  - Microwave Antennas for backhaul
- ✓ **Solutions supplier** for great majority of new site installations
- ✓ **Strong, long-standing relationships** with virtually all operators and major OEMs
- ✓ **Only local manufacturer** of complete RF path solution
  - 11 years manufacturing in India
  - Brand new 19,400 m<sup>2</sup> facility
  - Over 1000 employees

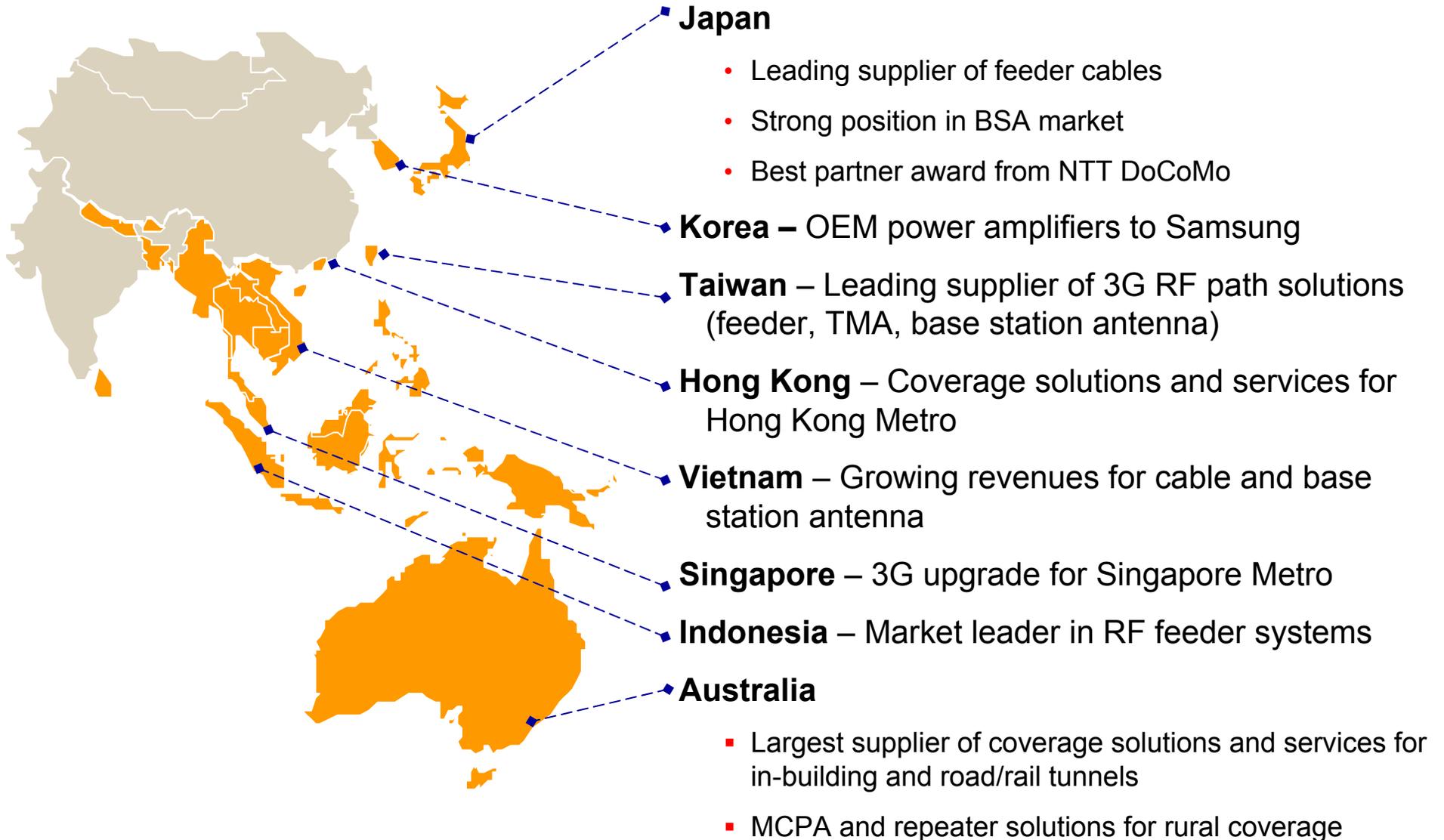


# Scorecard: Andrew in China



- ✓ **Only approved non-indigenous supplier** of base station antennas and feeder cable to China Telecom
- ✓ **Only non-indigenous supplier** of base station antennas for TD-SCDMA networks (deployed by China Mobile)
- ✓ **A leading provider** of metro and railway communication systems (tunnel coverage)
- ✓ **Filter and Power Amplifier supplier** to domestic and global OEMs
- ✓ **First and largest manufacturer** of RF site solutions in China
  - 11 years manufacturing in China; 3 major facilities
  - 3 R&D facilities: Shanghai, Shenzhen & Suzhou
  - Nearly 4,000 employees

# Scorecard: Andrew in Rest of Asia



# Winning Formula

## Andrew's Unique Asia Pac Value Proposition

### *Value to the Customer*

1

**Unmatched Local Presence**

**Detailed understanding of customer needs and local market dynamics**

2

**Global Experience**

**Bring 3G expertise to emerging markets**

3

**Technical Superiority,  
Best-In-Class Performance**

**High performing network fostering subscriber retention**

4

**Proven Quality and the  
Best Post Sales Support**

**Peace of mind after the sale**

5

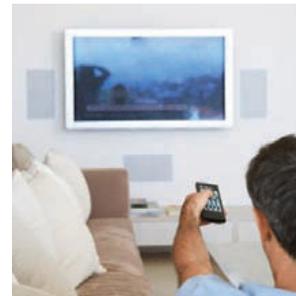
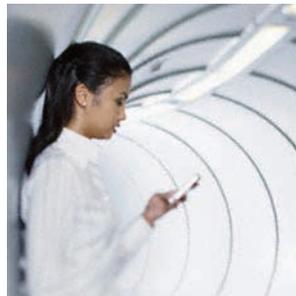
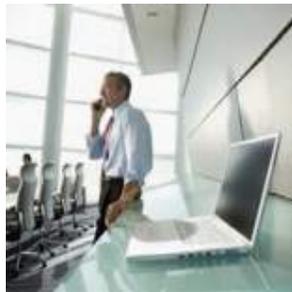
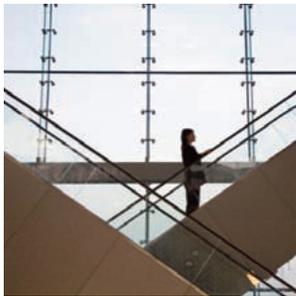
**The Most Reliable Delivery,  
Site- Kitting, Bundling, Logistics**

**Low risk to high-pace deployment schedules**

## Next Generation Networks

**John Baker**

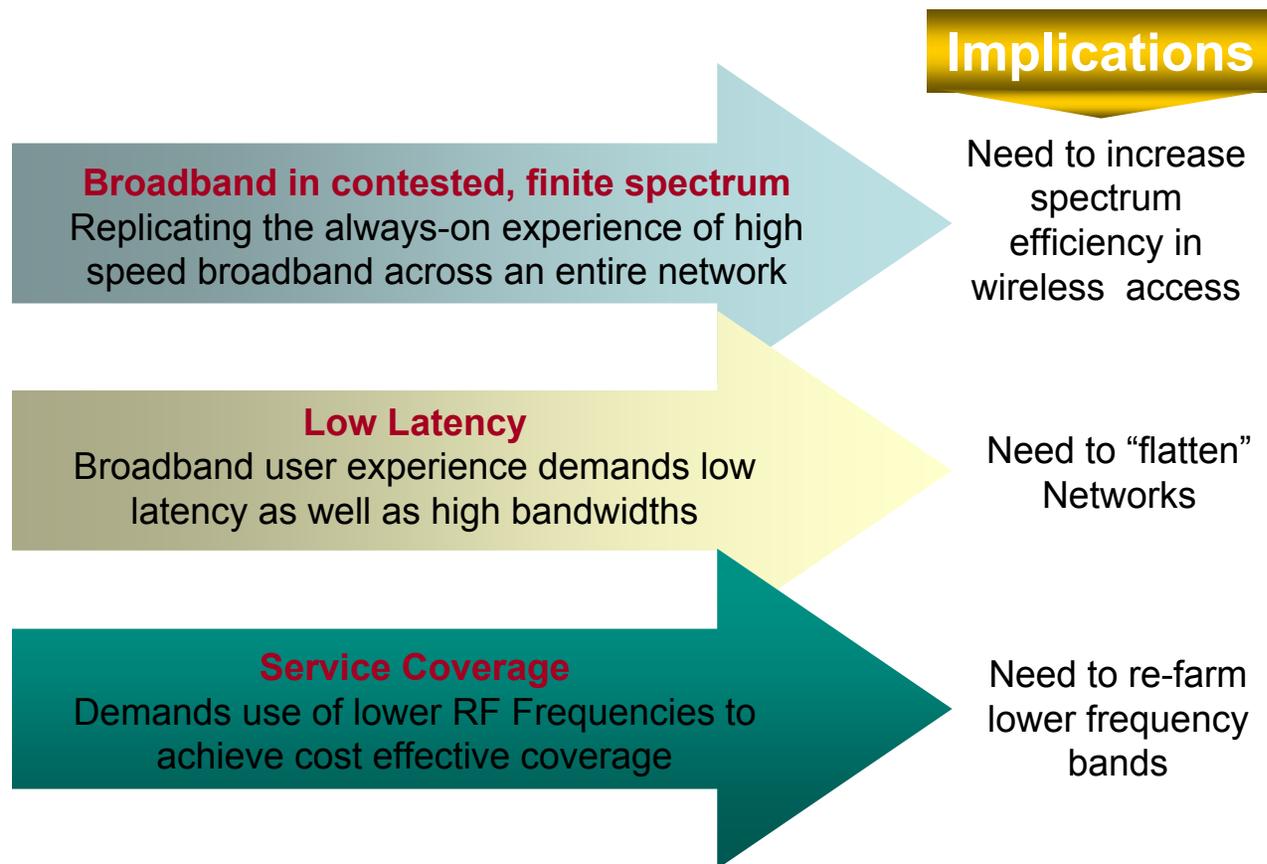
Vice President Technical Marketing  
Wireless Network Solutions Group



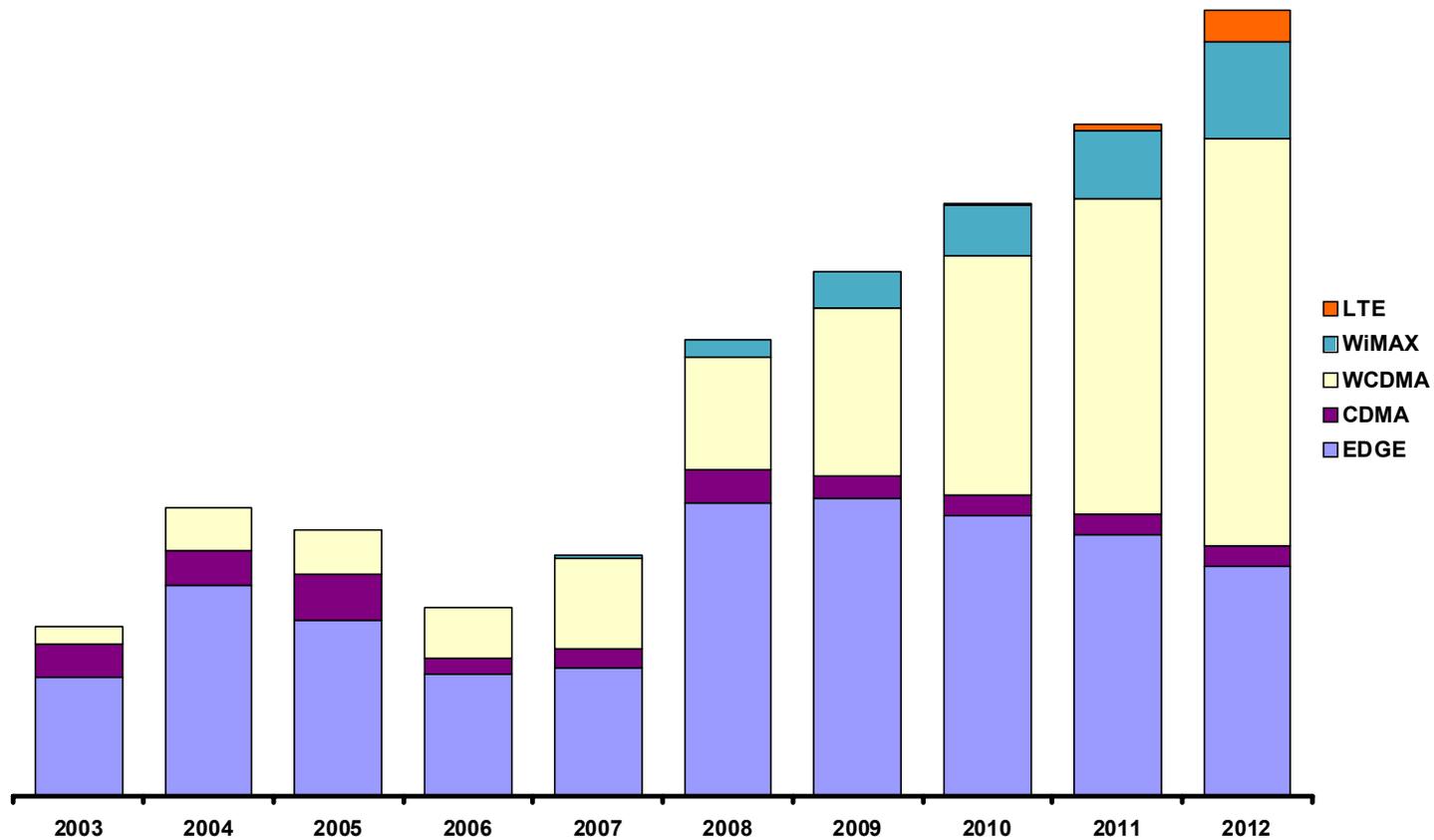
No matter how customers connect.  
Just add CommScope.

# Next Generation Wireless Challenges

There is a market consensus that growth in high-speed mobile data traffic over the next 10 years will require deployment of new Radio Access technologies

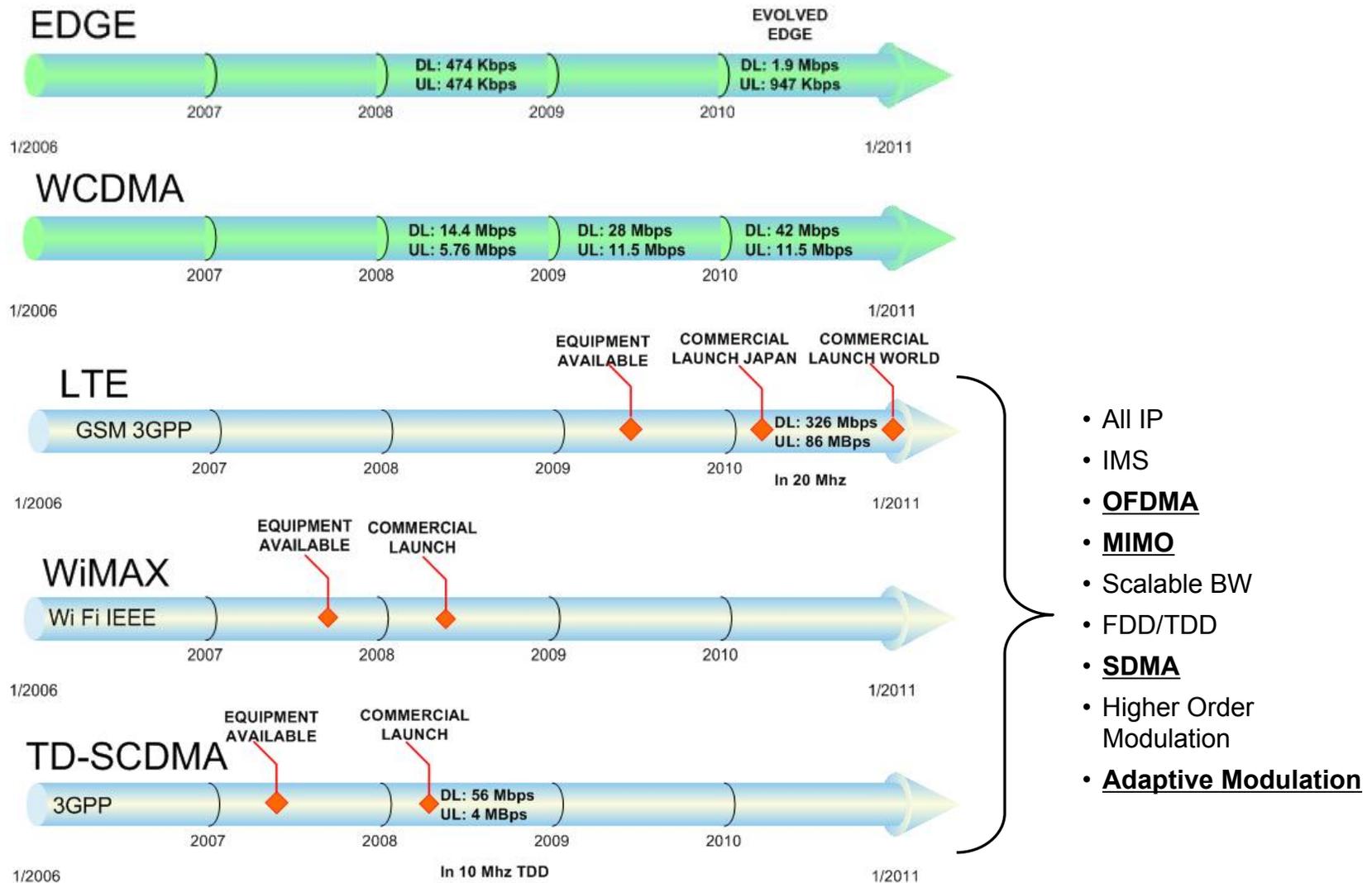


# Expected Annual New Basestation Growth



Source: Industry reports and CommScope

# Wireless Standards Evolution



# Deployment Challenges

- ❑ Operators clearly want to influence next-generation technologies to enable reuse of as many infrastructure and spectrum assets as possible.
- ❑ 14 FDD and 8 TDD frequency bands for 3GPP technologies
- ❑ Infrastructure issues can be considered in three categories
  - ❑ Cell Site Engineering
  - ❑ Base Station Engineering
  - ❑ Backhaul and Network Architecture
- ❑ Key Elements and technologies
  - ❑ OFDMA
  - ❑ MIMO
  - ❑ FDD/TDD
  - ❑ Scalable Bandwidth
  - ❑ Location Technologies
  - ❑ All IP

# Basestation Antenna Technology Evolution

## Antenna Core Technology



Omni Directional



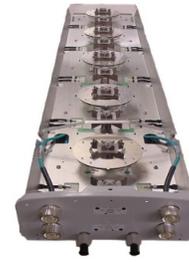
Vertical Polarization



DualPol<sup>®</sup> MIMO



DualPol<sup>®</sup> RET Interference Reduction MIMO



Dual Band Capacity Improvement with Frequency MIMO



Digital Beam Former SDMA Capacity



SmartBeam<sup>™</sup> Capacity Load Balance MIMO

## Air Interfaces

● Dominant Application

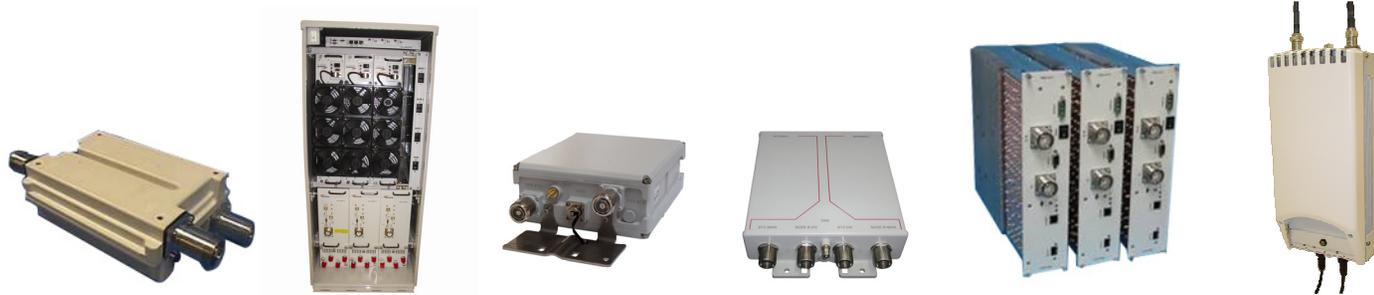
◐ Significant Application

○ Low Application

| Air Interface | Omni Directional | Vertical Polarization | DualPol <sup>®</sup> MIMO | DualPol <sup>®</sup> RET Interference Reduction MIMO | Dual Band Capacity Improvement with Frequency MIMO | Digital Beam Former SDMA Capacity | SmartBeam <sup>™</sup> Capacity Load Balance MIMO |
|---------------|------------------|-----------------------|---------------------------|--|--|-----------------------------------|---|
| GSM           | ◐                | ○                     | ●                         | ●  | ◐  | ○                                 | ◐   |
| CDMA          | ○                | ◐                     | ◐                         | ◐  | ○  | ○                                 | ◐   |
| W-CDMA        | ○                | ○                     | ○                         | ●  | ●  | ○                                 | ◐   |
| WiMAX         | ○                | ○                     | ●                         | ◐  | ◐  | ◐                                 | ◐   |
| TD-SCDMA      | ○                | ○                     | ○                         | ○  | ○  | ●                                 | ○   |
| LTE           | ○                | ○                     | ○                         | ●  | ◐  | ◐                                 | ●   |

# Basestation Subsystem Technology Evolution

Filters and RFPA Core Technology



Filters

Amplifiers

Tower Top Amplifiers Diplexers

Same Band Combining

Integrated PA's and Filters

Remote Radio Heads

## Air Interfaces

Dominant Application

Significant Application

Low Application

| Air Interfaces | Dominant Application | Significant Application | Significant Application | Significant Application | Low Application | Low Application |
|----------------|----------------------|-------------------------|-------------------------|-------------------------|-----------------|-----------------|
| GSM            |                      |                         |                         |                         |                 |                 |
| CDMA           |                      |                         |                         |                         |                 |                 |
| W-CDMA         |                      |                         |                         |                         |                 |                 |
| WiMAX          |                      |                         |                         |                         |                 |                 |
| TD-SCDMA       |                      |                         |                         |                         |                 |                 |
| LTE            |                      |                         |                         |                         |                 |                 |

# Microwave Systems

## Traffic to/from handset ultimately is backhauled

- ❑ By Copper (2Mb/Sec), Microwave (150Mb/Sec) and Fiber
- ❑ Microwave = 50% of all backhauled traffic until 2012\*

## Traffic Drives Volume

- ❑ Increased Traffic per Antenna (bandwidth)
- ❑ Increased Number of Antennas on the Tower
- ❑ disguise - aesthetics/zoning
- ❑ bandwidth per tower



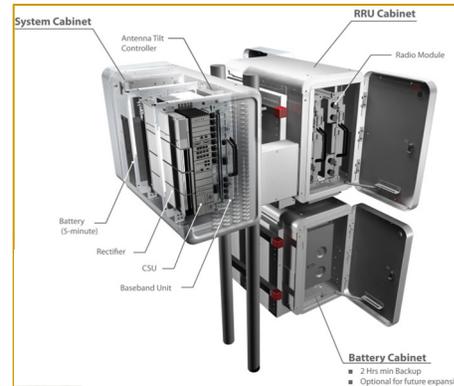
E band Antennas (70 & 80 GHz)  
(means high backhaul bandwidth)



\*Source: Light Reading Conference Times Sq NY, September 23rd 08

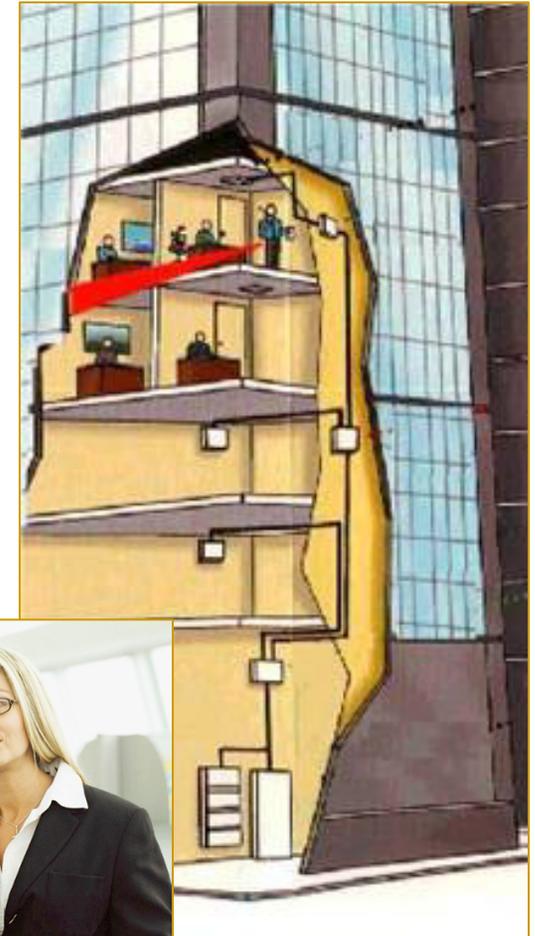
# Cabinets for Next Generation Applications

- ❑ Wireless
  - ❑ Radio (3G and 4G)
  - ❑ Backhaul
  - ❑ Power Backup with reduced OPEX (Batteries and Fuel Cells)
- ❑ Wireline
  - ❑ Fiber-to-the-Premise (Indoor & Outdoor)
  - ❑ Fiber-to-the-Curb
  - ❑ Fiber-to-the-Node
- ❑ Common product platform to address each market segment
- ❑ Focus on modular and efficient designs
- ❑ Cabinets designed to address wireline and wireless networks globally

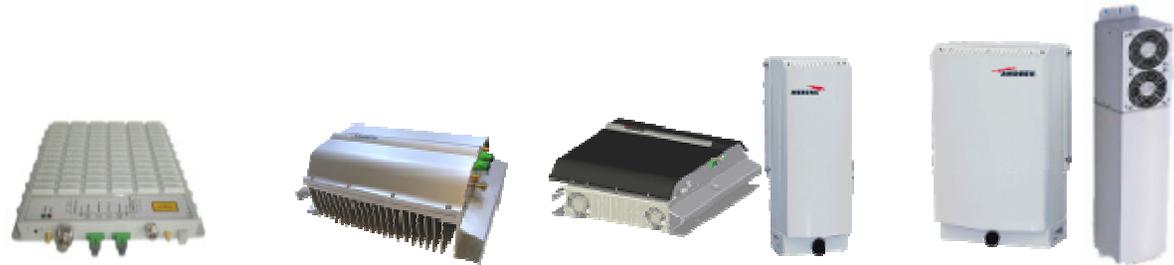


# Indoor Coverage

- ❑ **Building Penetration Still An Issue**
  - ❑ 60% of Calls in doors
  - ❑ Higher data rates is limited by building penetration losses.
  - ❑ The issue is most severe in larger buildings with many obstacles contributing to losses.
- ❑ **Possible Solutions**
  - ❑ Micro/Pico/Femto Cells
  - ❑ Indoor repeaters
  - ❑ Indoor Distributed Antenna Systems (DAS)
- ❑ **Micro/Pico/Femto Cell Limitations**
  - ❑ Low power output reduces the ability to serve large areas with acceptable data rates.
  - ❑ Adding additional units in a common building may result in wasted capacity.
  - ❑ Single band solutions
- ❑ **In-building Location**
  - ❑ GPS has limited functionality



# Indoor Coverage Solutions

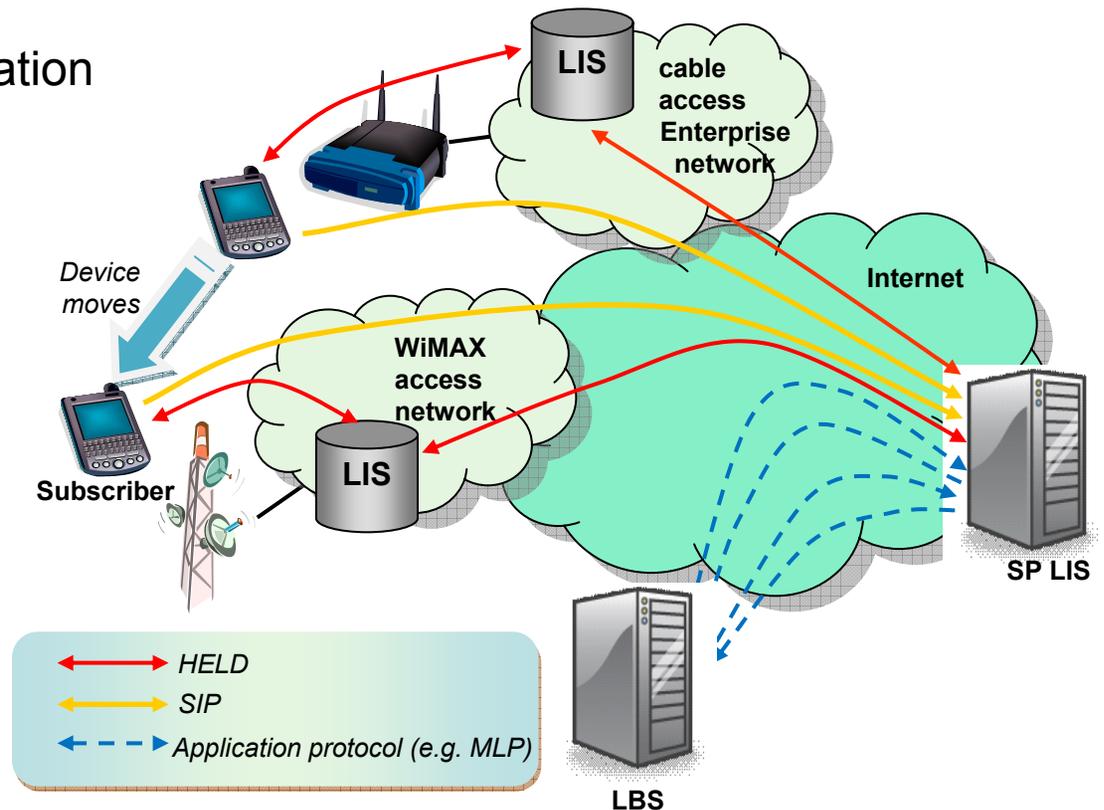


| Category    | Sub-Pico                   | Pico                       | Micro                      | Macro                      |
|-------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Power Class | 10 - 50 mW                 | 0.1 – 1.0 W                | 1.0 – 5.0 W                | 24 – 40 W                  |
| Band        | Multi-Band<br>400-2400 MHz | Multi-Band<br>400-2400 MHz | Multi-Band<br>400-2400 MHz | Multi-Band<br>400-2400 MHz |

|                        |  |   |   |   |
|------------------------|--|---|---|---|
| Typical Use            | <ul style="list-style-type: none"> <li>❑ Retail stores</li> <li>❑ Small offices</li> <li>❑ Shopping malls</li> <li>❑ Skyscrapers</li> <li>❑ Convention centers</li> <li>❑ Hospitals</li> </ul> | <ul style="list-style-type: none"> <li>❑ Skyscrapers</li> <li>❑ Convention centers</li> <li>❑ Hospitals</li> <li>❑ Airports</li> <li>❑ Shopping malls</li> <li>❑ Subway access</li> </ul> | <ul style="list-style-type: none"> <li>❑ Airports</li> <li>❑ Shopping malls</li> <li>❑ Subway access</li> <li>❑ Subway tunnels</li> <li>❑ Campuses</li> <li>❑ Street level</li> </ul> | <ul style="list-style-type: none"> <li>❑ Subway tunnels</li> <li>❑ Campuses</li> <li>❑ Street level</li> <li>❑ Building and towers</li> <li>❑ Railroads</li> <li>❑ Rural highway</li> </ul> |
| Technologies Supported | Analog, Tetra, Tetrapol, TDMA, iDEN, IS-95, CDMA2000, 1X, EVDO<br>GSM, GPRS, EDGE, UMTS, HSDPA, OFDM   |   |   |   |

# Location Technologies

- ❑ For E911 caller location and commercial location based services
- ❑ Mobile and Enterprise integration
- ❑ Solutions for In building
  - ❑ No single technology
  - ❑ Assisted GPS and UTDOA combination
  - ❑ Handset based solutions
    - ❑ Secure User Plane
  - ❑ Extension to IP



# Our Technology Vision

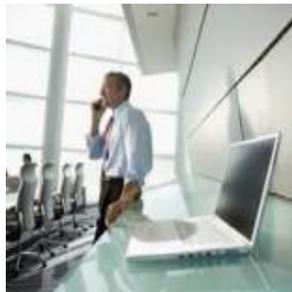
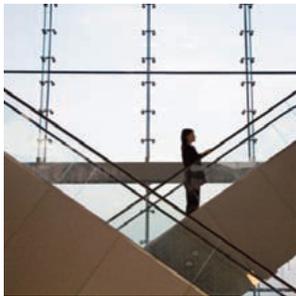
- ❑ Use the existing sites that you have available
  - ❑ Solutions to combine multiple technologies
- ❑ The Need for “Wideband Remote Radio Heads”
  - ❑ Support 2G, 3G and 4G modulation technologies
  - ❑ Mixed use of Fiber and wireless backhaul
- ❑ Optimize Tower Load
  - ❑ One remote radio head per sector is optimal
- ❑ Both licensed and unlicensed microwave capability
- ❑ MIMO and automatic network optimization is essential
  - ❑ High gain antennas gain immediate efficiencies
- ❑ Efficient Energy solutions in green environment
  - ❑ Site solutions become more reasonable with RRH & high efficiency amplifiers
- ❑ In-building frequency extensions to current products
- ❑ E911 and In building location integration



# CommScope Broadband Solutions

**Jim Hughes**

Executive Vice President, Broadband



No matter how customers connect.  
Just add CommScope.



# Broadband Solutions

## Customer Service Excellence

- ❑ On-Time Delivery Performance
- ❑ Emergency Response & Disaster Recovery
- ❑ Advantage Inventory Management (AIM)



## Outstanding Quality and Product Performance

## Expanding Portfolio

- ❑ Acquired MC2 from Trilogy in 2006
- ❑ Acquired Signal Vision in 2007
- ❑ BrightPath Optical Solution



## Strong Customer Relationships

**CommScope: A Global Leader in HFC**

# Broadband Industry Drivers: The Need for Speed

## MSO/Telco Battle for High Margin Data Subscribers

- ❑ Ever Increasing Need for Higher Speeds
- ❑ User Generated Content Accelerating
- ❑ Increasing Peer to Peer Demand
- ❑ Business Services Opportunity

## Not Just a North American Phenomenon

- ❑ Eastern Europe
- ❑ Latin America
- ❑ Asia, Especially India and China

## Beyond High Speed Data

- ❑ Expanded Digital Video and HDTV Offerings
- ❑ Digital Phone – MSO's Continue to Gain
- ❑ Satellite Still a Major Competitor for MSO's



# North American Broadband Market

## Market Trends

- ❑ MSO Capex Relatively Flat
- ❑ Spending Focus: Headend and Home
- ❑ New Build Impacted by Housing Market
- ❑ HFC Network Maintenance Continues
- ❑ Driving Fiber Deeper & Splitting Nodes



**CommScope: Leading Supplier to Major MSO's & Telcos**

# CommScope Broadband 2008 Regional Highlights

## EMEA

- ❑ Strong Eastern European Business
- ❑ Weaker Western European Climate
- ❑ Emerging Opportunities in Middle East & Africa, Mostly Satellite



## CALA

- ❑ Multiple HFC Projects in Region
- ❑ Increasing Satellite Opportunities
- ❑ Growing Influence of Telmex and Telefonica



## APAC

- ❑ Booming Satellite Business in India
- ❑ Limited HFC Construction Projects
- ❑ Most Opportunities are Drop Related



CommScope Broadband: Excellent Brand Recognition Around the World

# Broadband Objective: Continuous Profitability Improvement

## Facility Consolidation

- ❑ Seneffe, Belgium
- ❑ Jaguariuna, Brazil
- ❑ Reno, Nevada

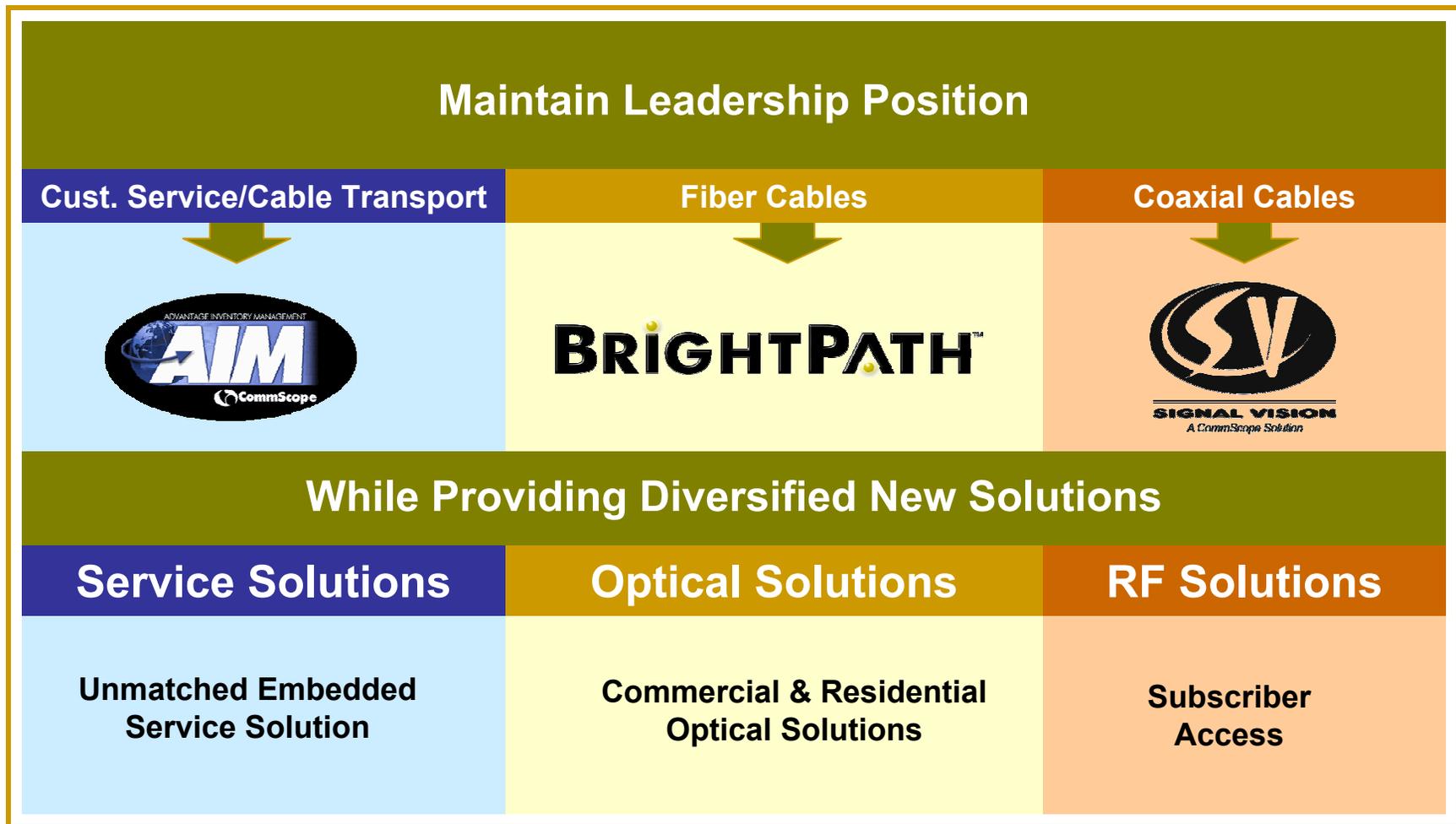
## Price Increases

- ❑ May 2008
- ❑ August 2008



Projects Launched in 2008 with Benefits in 2009

# Broadband Strategy: Leadership and Diversification





## Broadband Service Solutions

- ❑ CommScope is the clear leader in Customer Inventory Solutions
- ❑ More than 75 U.S. Cable Systems run AIM
- ❑ AIM 2.0 is far superior to programs from other suppliers



### AIM 2.0

- ❑ Direct link to customer inventories in real time
- ❑ Automated replenishment

### Benefits

#### Customer

- ❑ Reduced Inventory
- ❑ Improved Cash Flow
- ❑ Frees Warehouse Space

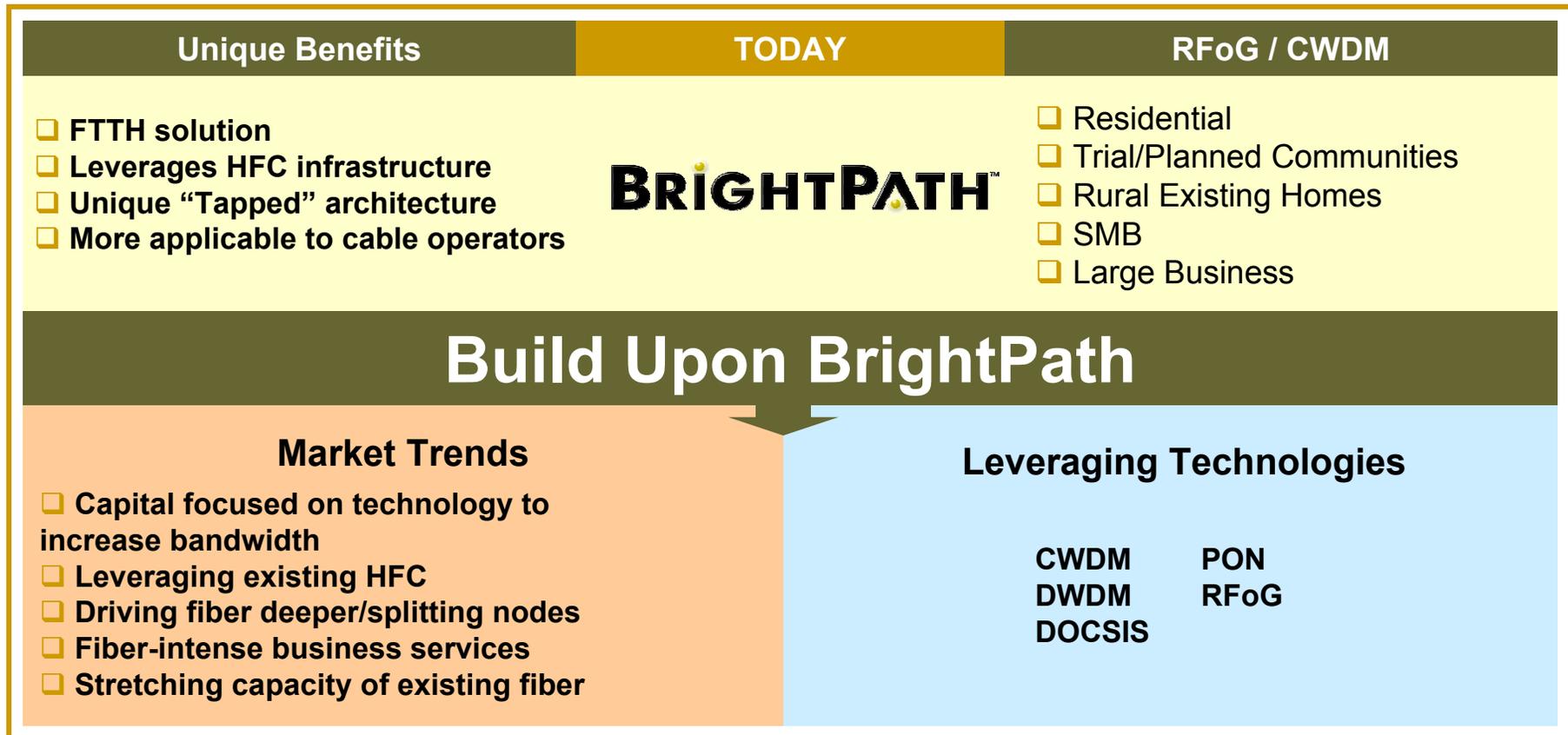
#### CommScope

- ❑ Greater Visibility
- ❑ Improved Efficiency
- ❑ Stronger Relationships



# CommScope Optical Solutions

— Use proven technology to create unique solutions for cable operators —



Optical Solutions for 2009 and Beyond

# Broadband 2009

## Major Variables Affecting 2009 Performance

### Risks

- Business Environment/Economy
- Construction Market
- Raw Material Costs
- Potential for Price Reductions

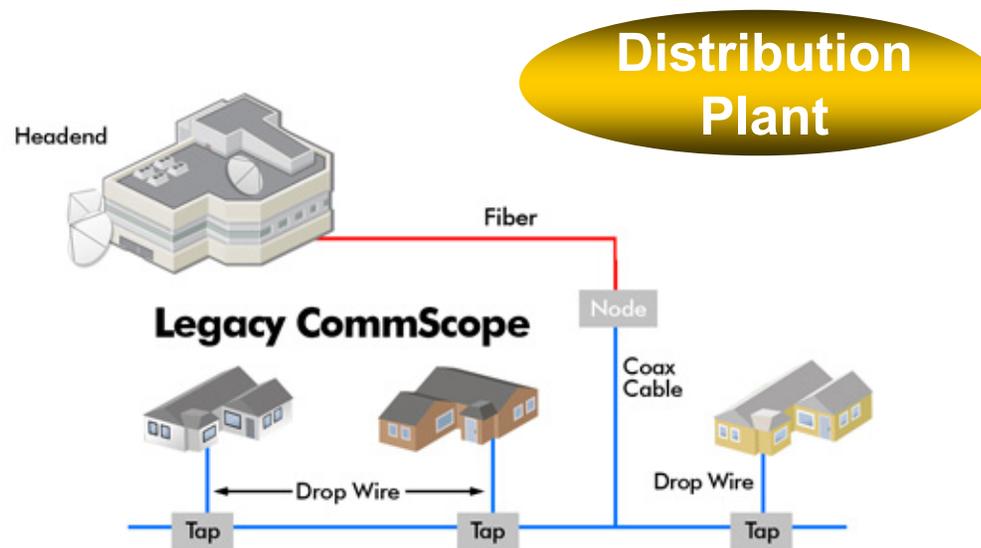


### Opportunities

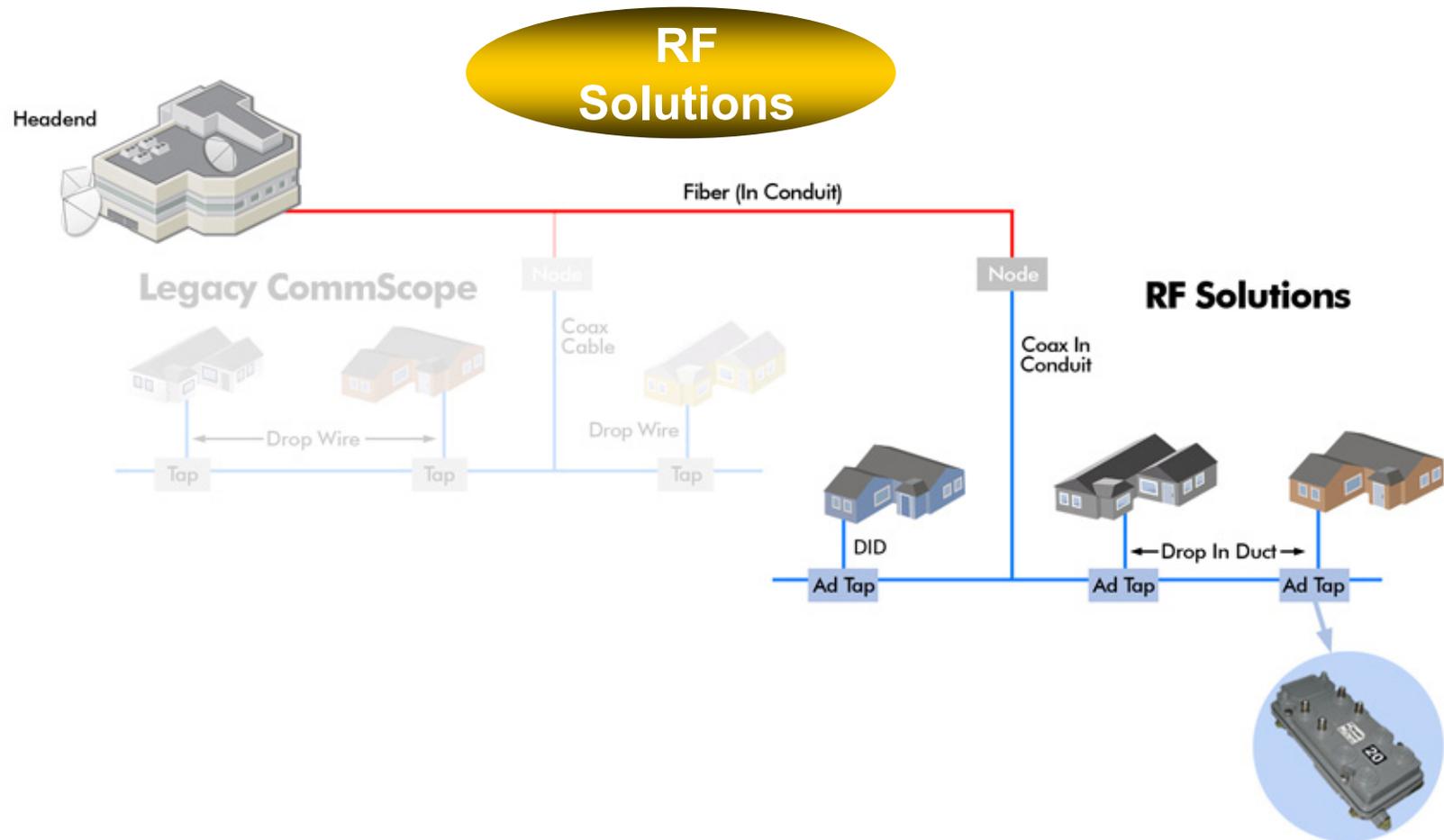
- Facility Consolidation 2008
- Price Increases 2008
- Raw Material Costs
- Bandwidth Demand
- Commercial Services
- Emerging Markets
- AIM/Customer Relationships
- Product Diversification & Solutions

**Broadband: Much More Than a Coaxial Cable Business**

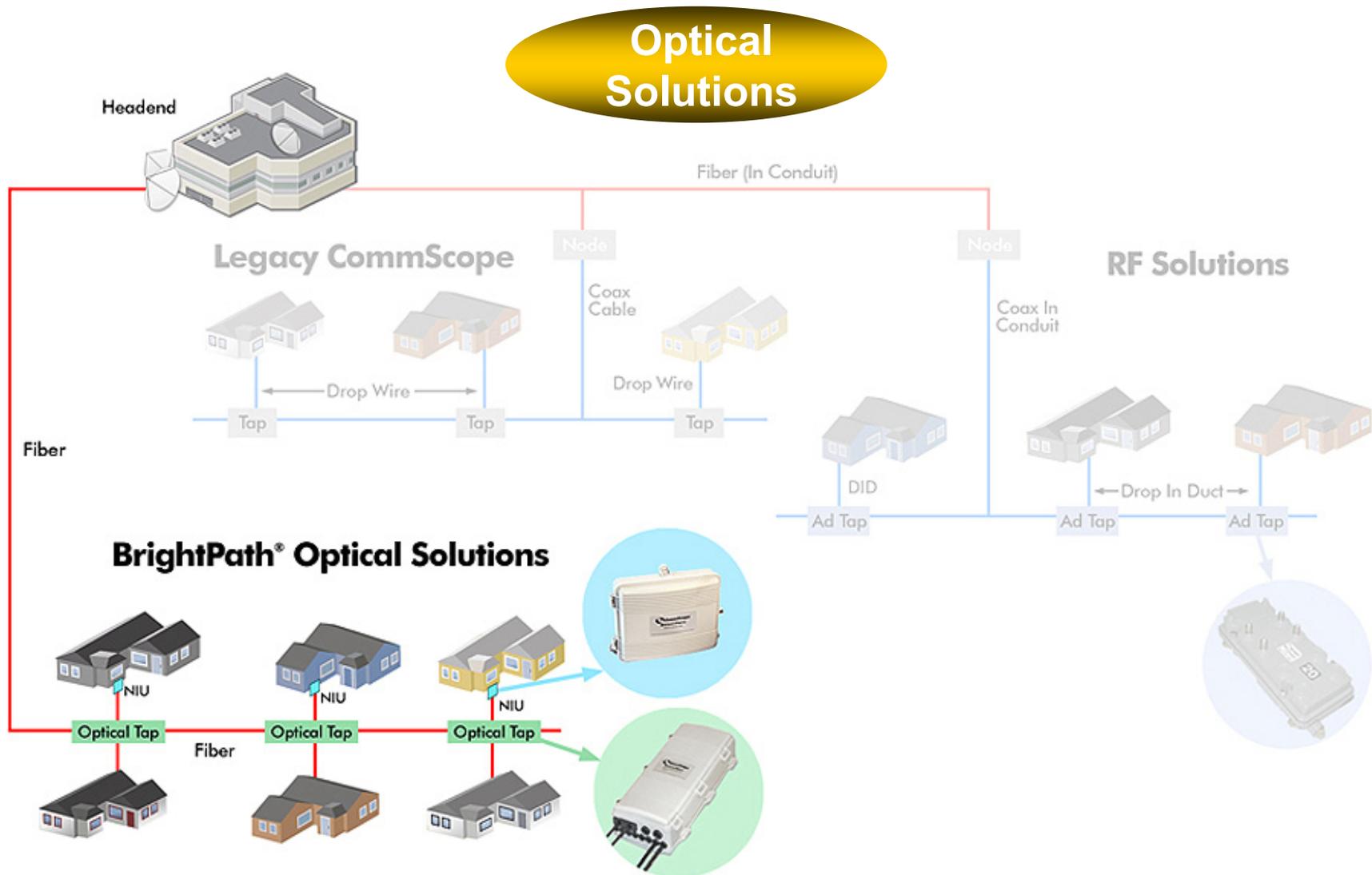
# CommScope Broadband Solutions



# CommScope Broadband Solutions

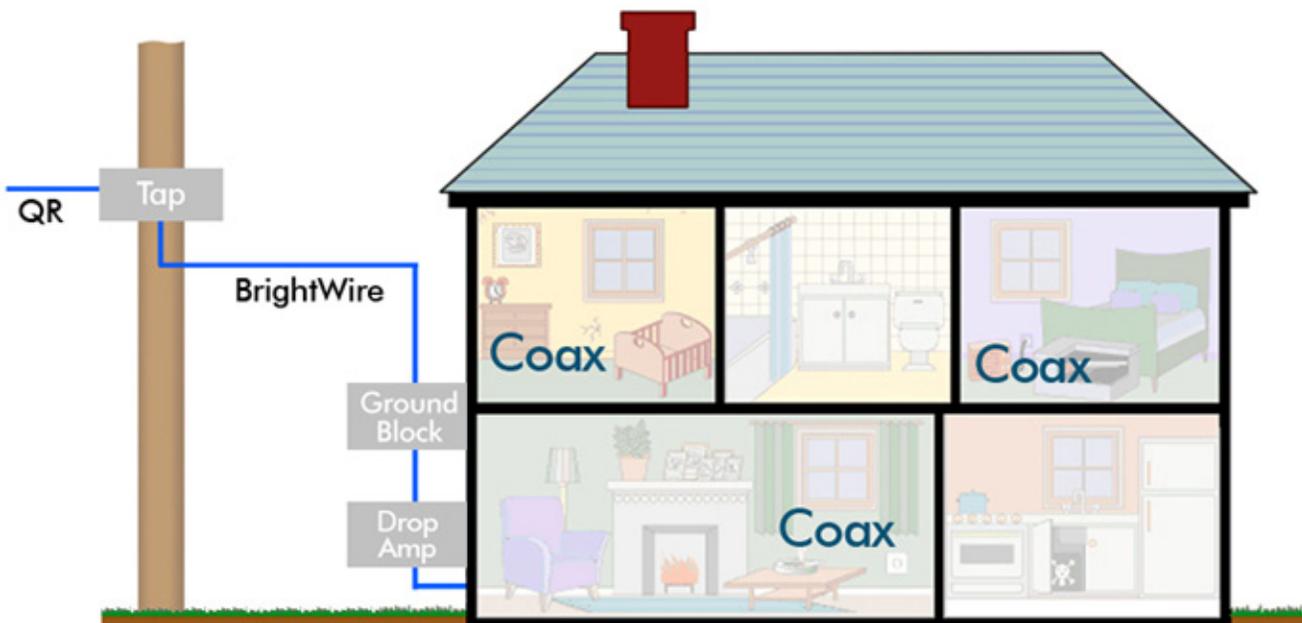


# CommScope Broadband Solutions



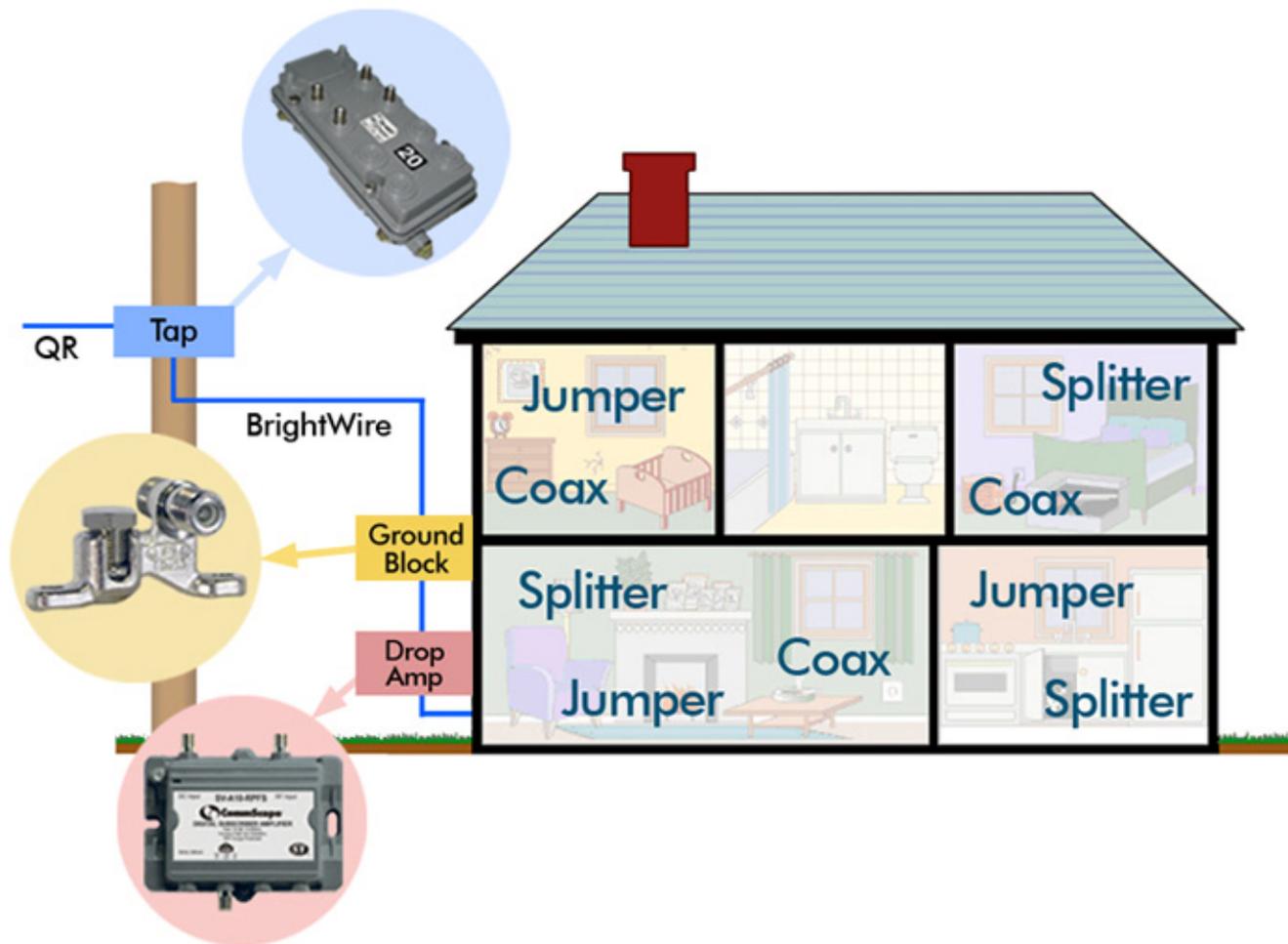
# CommScope Broadband Solutions

Subscriber  
Access



# CommScope Broadband Solutions

Subscriber  
Access

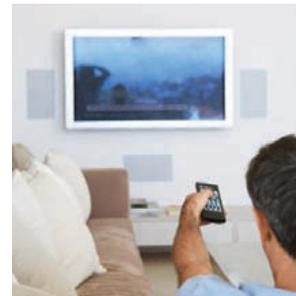
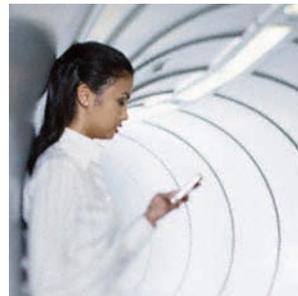
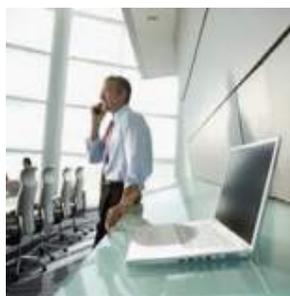
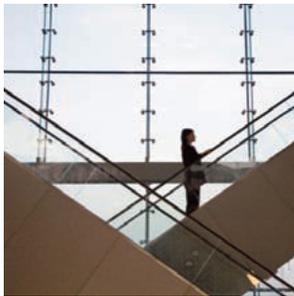




# A Network Without Limits

**Randy Crenshaw**

Executive Vice President and General Manager  
Enterprise



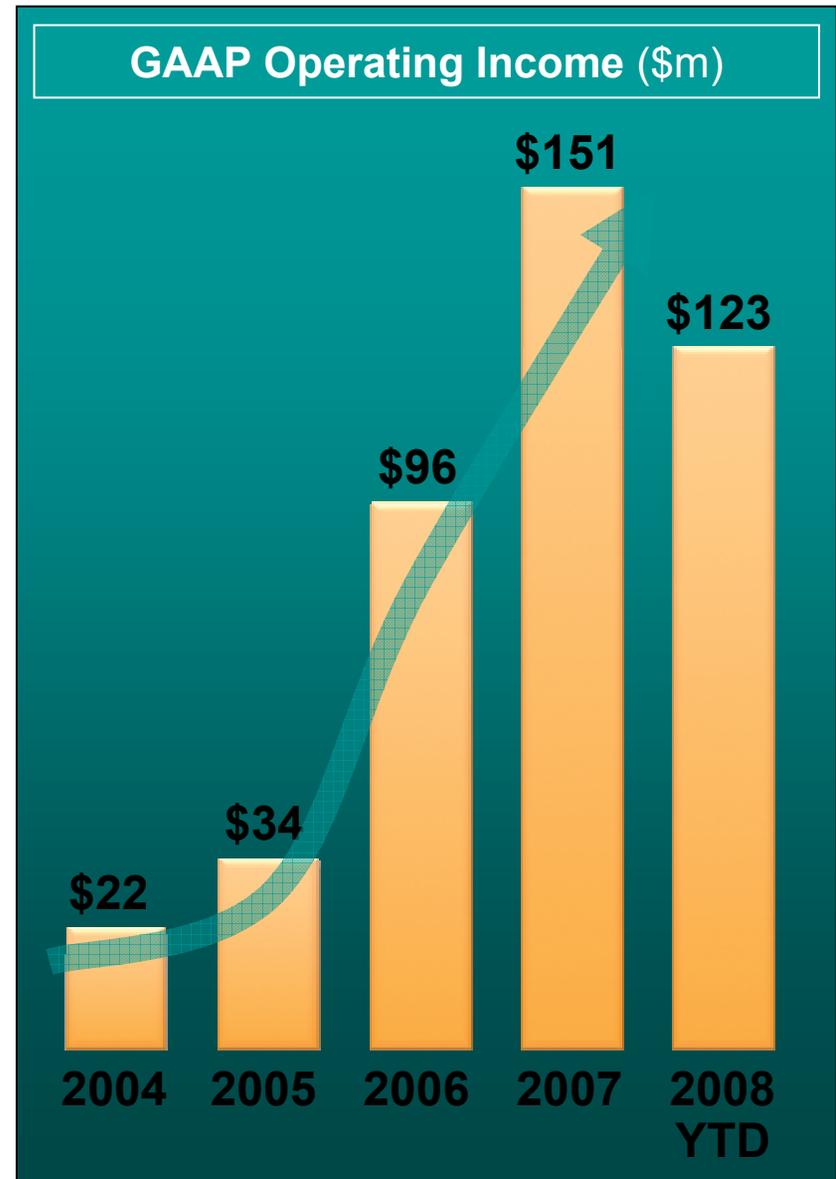
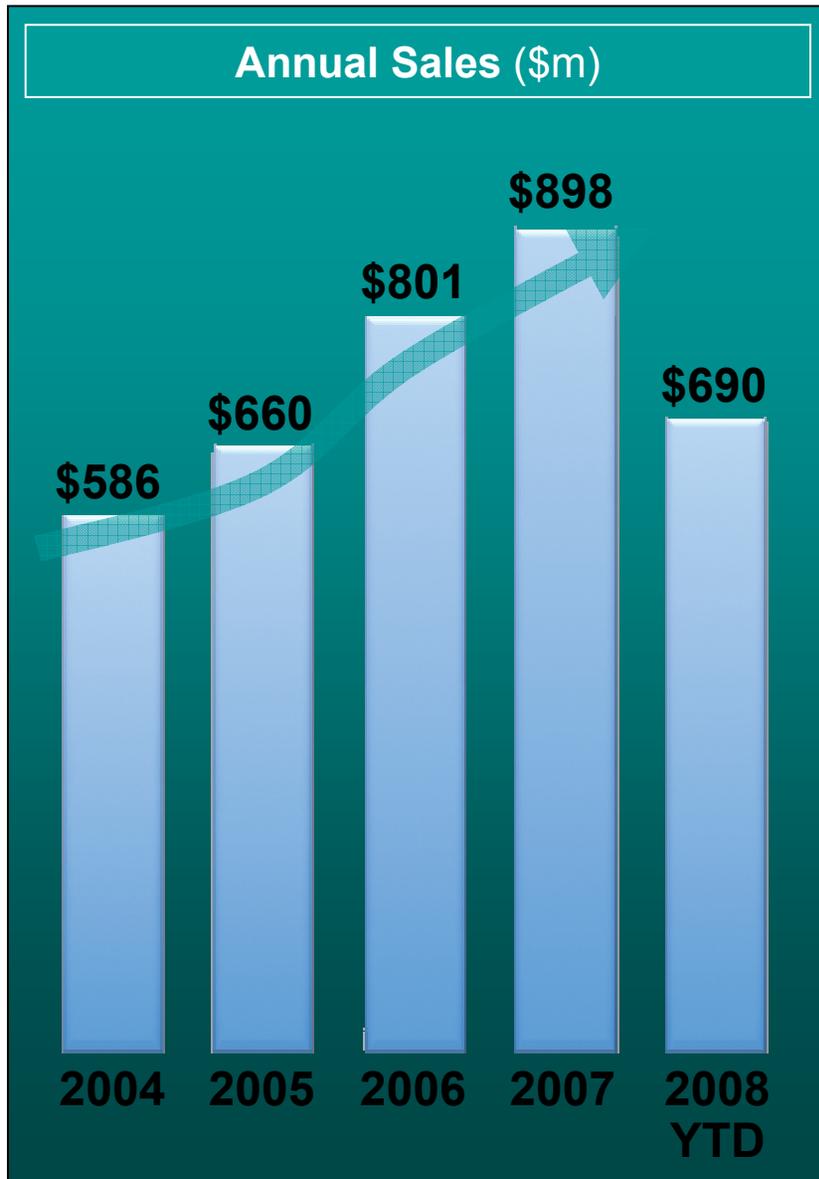
No matter how customers connect.  
Just add CommScope.

# What makes us different?

“CommScope Enterprise Solutions enables enterprise customers around the world to support current and take advantage of future business and technology opportunities by providing the right network infrastructure solution for any and every need”

| <b>Technology</b>                      | <b>Breadth of solutions</b>   | <b>High standards of service</b>  | <b>Global</b>   |
|--|---|---|---|
| Delivering industry-leading technology | Offering one of the industry's most expansive and complete product portfolios | A commitment to the same high-standards of performance, quality and reliability | Broad, consistent and high-level support across the globe |

# Enterprise at a Glance



# Technology Leadership

- ❑ Its all about **Design**
- ❑ The ability to **continually innovate** and deliver advanced network infrastructure solutions, which set the standards for the industry, has its genesis in Bell Labs.
- ❑ The CommScope Labs are committed to developing solutions that **offer leading technology**, performance, quality and functionality
- ❑ CommScope Enterprise Solutions' offerings are designed to meet and exceed standards, providing customers with solutions that **support both current and future applications** regardless of IT investment.
- ❑ That dedication is evident in every product and solution produced and is the reason CommScope's SYSTIMAX brand is the **number one structured cabling brand in the world**.

600+ Patents

# Breadth of Solutions

IBW

We are **MEDIA AGNOSTIC**

Coax

FTP

6A/E<sub>A</sub>

Pre-terminated

6/E

5E/D

UTP

6A/E<sub>A</sub>

Intelligent Infrastructure

6/E

5E/D

Enclosures

Fiber

OS2

Intelligent Building

OS1

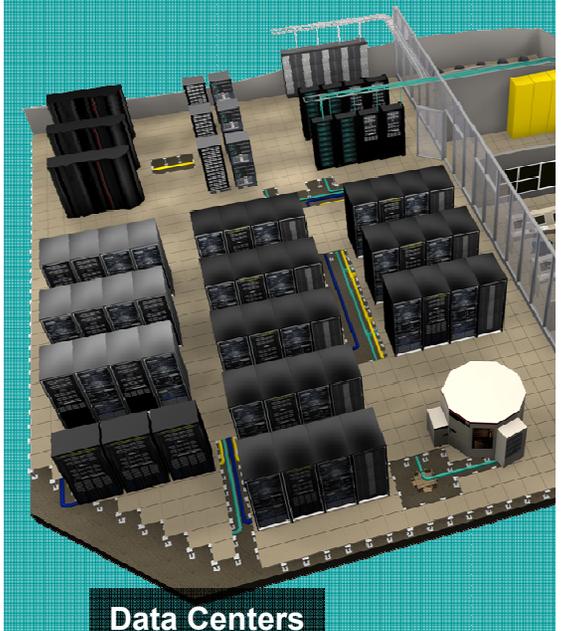
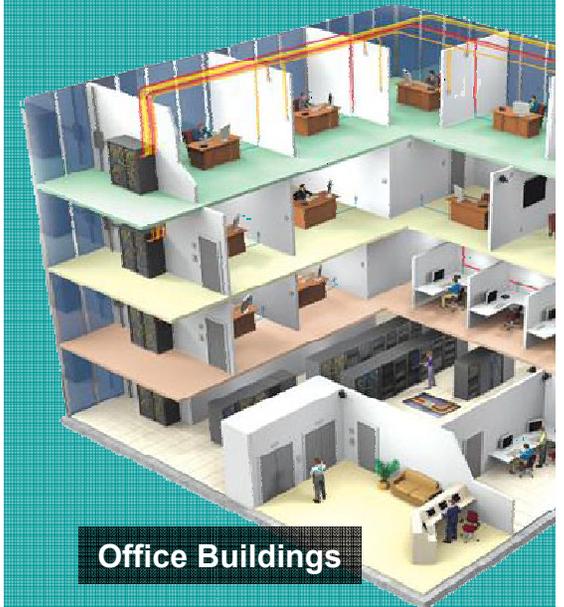
OM4

OM3

OM2

OM1

Design Services



# Designs Beyond the Standard

Solutions for any and every need.



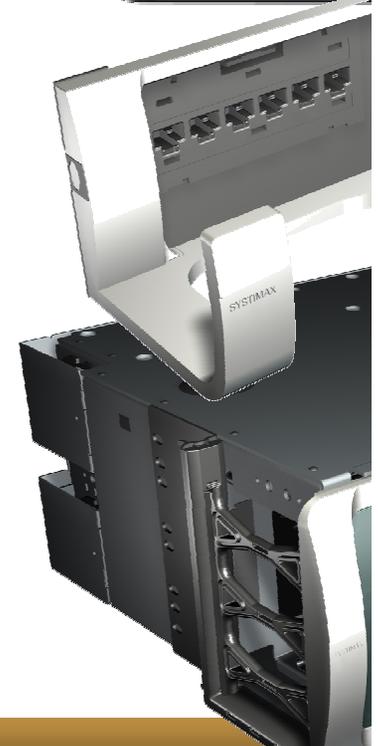
Intelligent Solutions

Enclosure Solutions

Next Gen Solutions

PreTerm Solutions

10G Solutions



# Global Services

Leveraging CommScope business model resources including technical, engineering, design, to compliment Business Partners, Consultants, and Distributors in serving the increasingly complex needs of our customers.



- ❑ *Design Services*
- ❑ *Project Management Services*
- ❑ *IIS Design & Configuration Services*



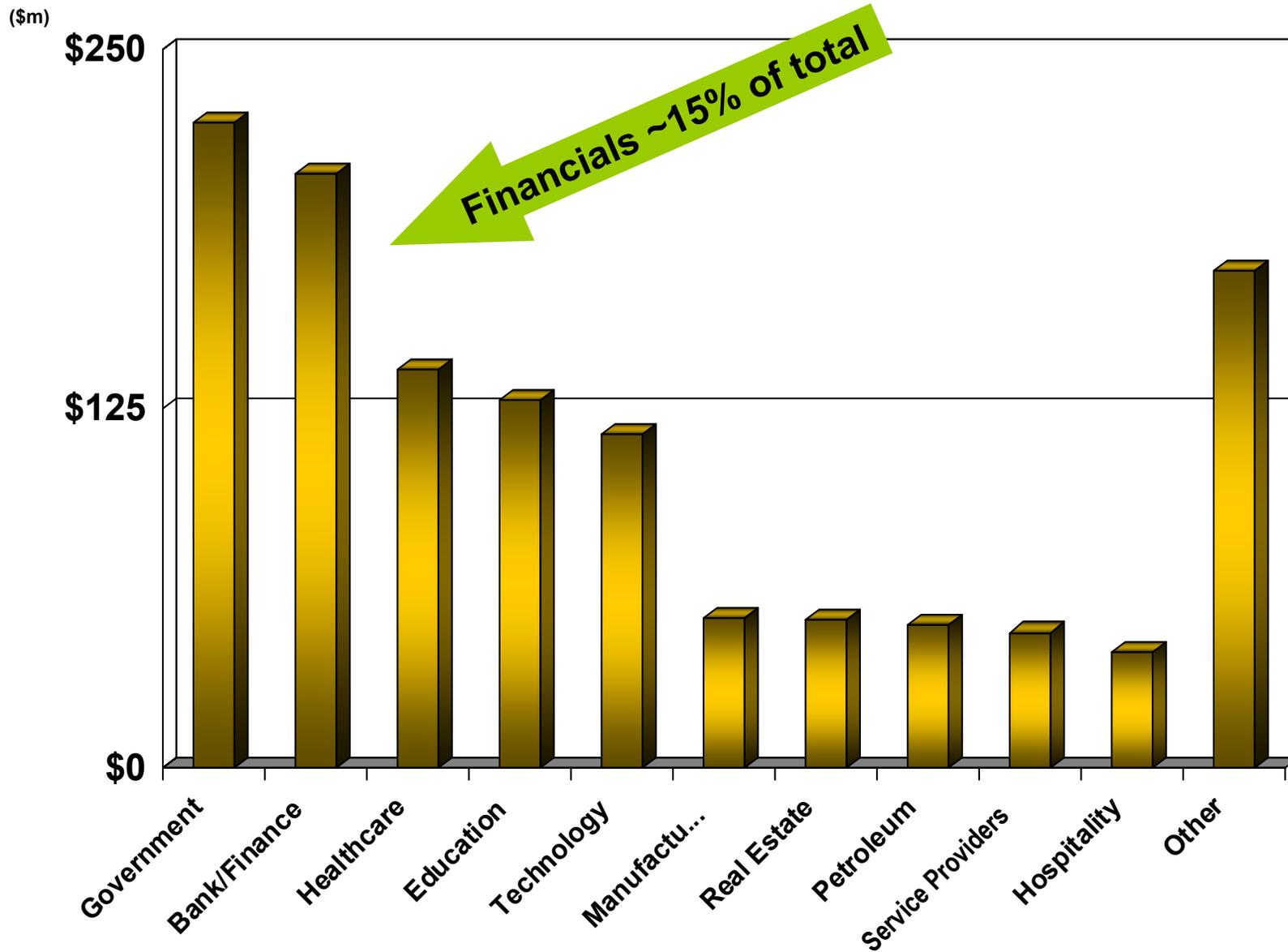
# True Global Capabilities

- ❑ Broad, consistent & high-level support globally
- ❑ Global distribution & BusinessPartner network
- ❑ **Superior & consistent service and support** worldwide, creating seamless network infrastructure environments
- ❑ **One-of-a-kind global offering** that supports the unique network infrastructure and business requirements of enterprises with vast and complex local, regional and global operations
- ❑ We operate in **138 countries** in **52 languages** in concert with **1500+ Business Partners**
- ❑ Manufacturing, distribution, customer service, sales, technical support **in every region**
- ❑ Customers reap the benefits

Supporting 75% of  
the top 100 global  
companies

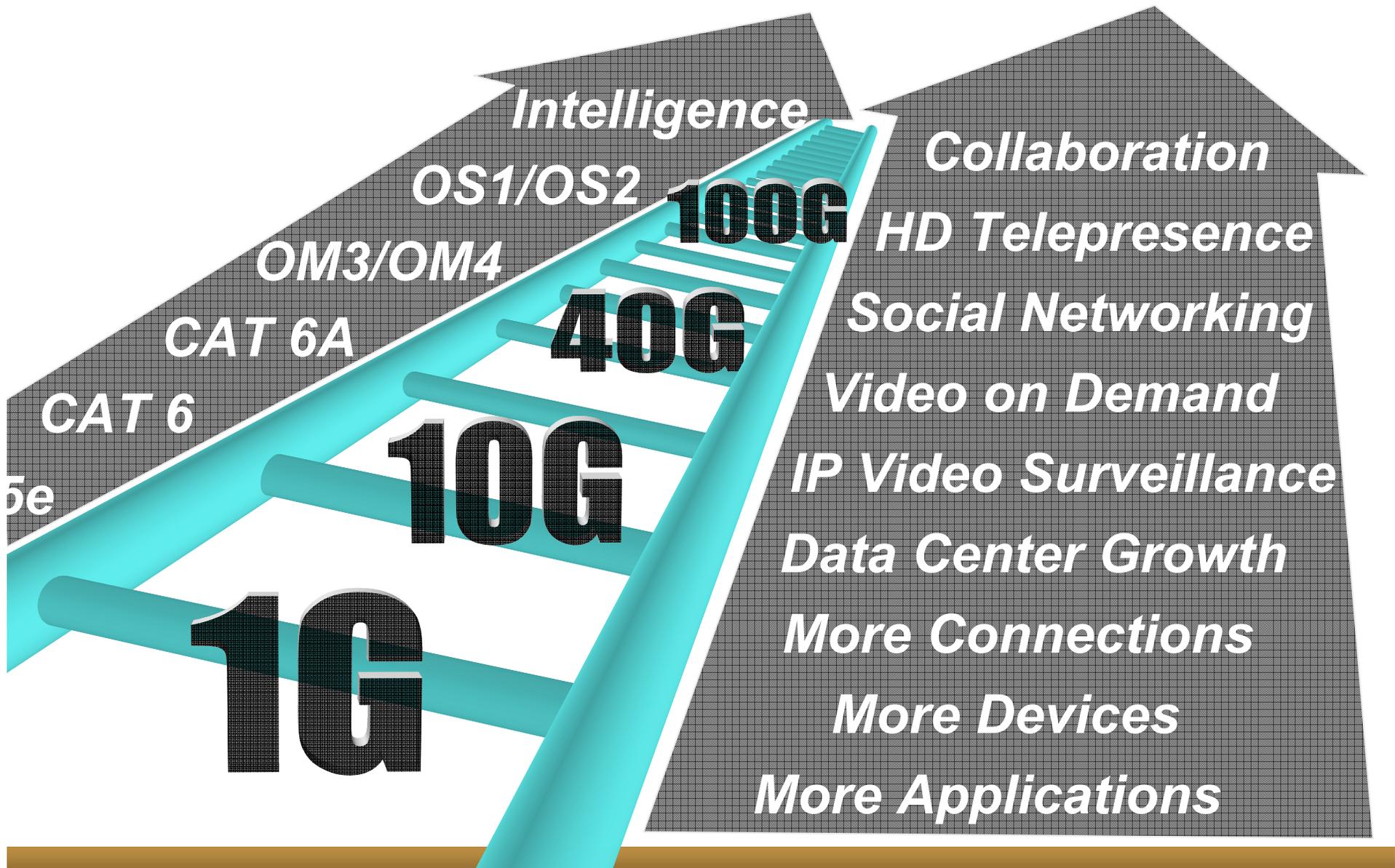


# Diversified Global Sales Funnel\*



\*Sales Funnel is a summary of current opportunity, not a sales outlook.

# Macro Trends...Making it a Reality



## Why we expect to thrive

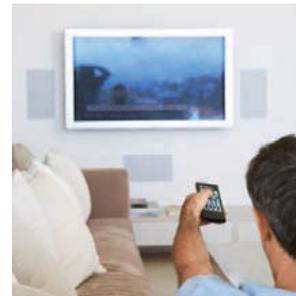
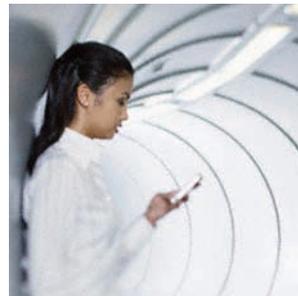
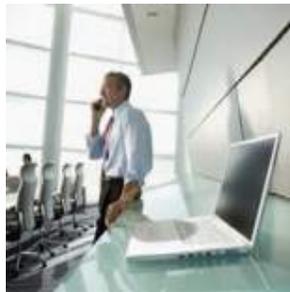
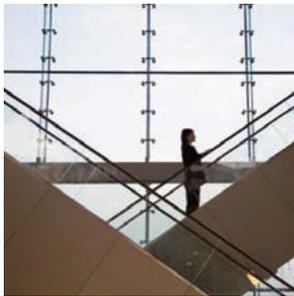
- ❑ Alignment with best in class global business partners (survivors)
- ❑ Strongest ROI justification with CommScope offering
- ❑ Time to rethink and retool for Intelligent Building design
- ❑ Demand for bandwidth never ceases driving market to higher performance systems (our sweet spot)
- ❑ Ability to leverage our services offering to help reduce our customer's staffing levels
- ❑ Strong funnel of new and innovative products
- ❑ Improved scalability- invested heavily in global contract manufacturing capability allowing the business to flex with demand

# Enterprise Technology Roadmap

## Enabling Networks for the Future

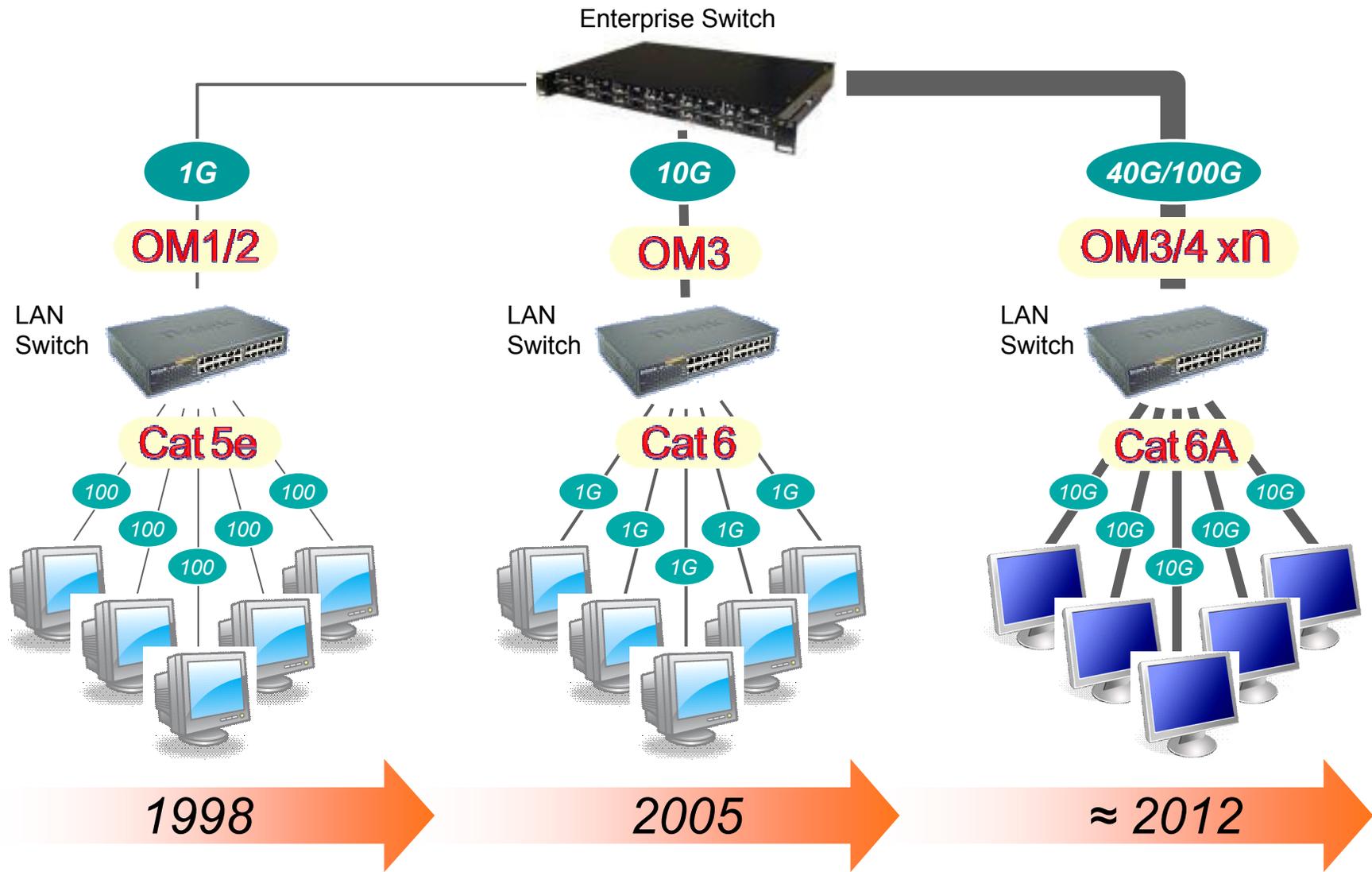
**Luc Adriaenssens**

Senior Vice President of R&D and Technology, Enterprise



No matter how customers connect.  
Just add CommScope.

# Network Speed Growth Trend



# Technology Roadmap: Part 1

*Maintain our Traditional Strength:  
Performance Leadership*

## **Copper**

GigaSPEED® X10D

- ❖ Smaller cables/cords
- ❖ Ultra-balanced apparatus
- ❖ Live 10GBASE-T demos

## **Fiber**

LazrSPEED® InstaPatch®

- ❖ Next gen standards (OM4)
- ❖ 100G increased distance
- ❖ Live 100GBASE-SR demos

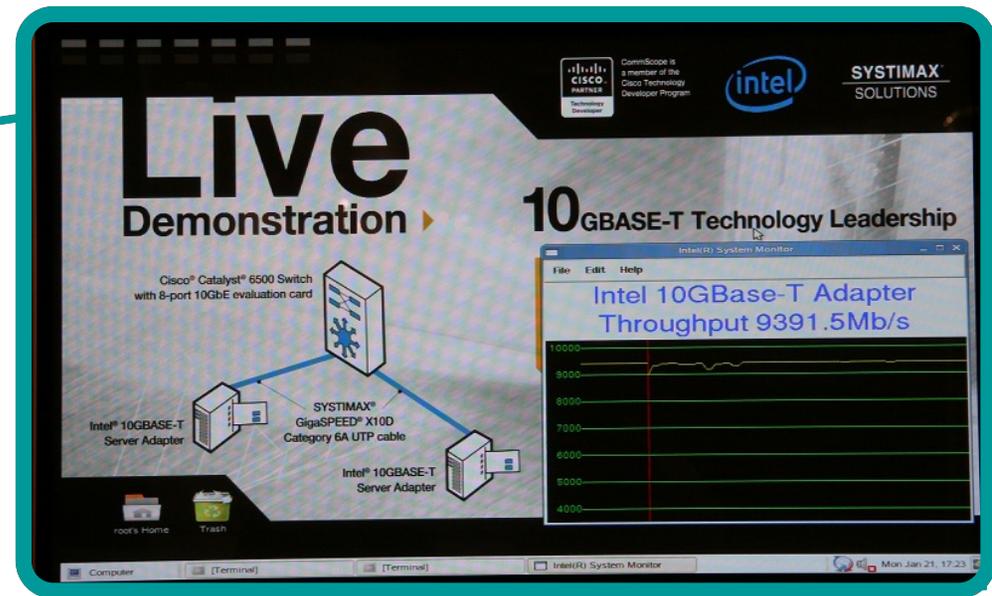
*... while optimizing cost effectiveness behind the scenes*

# 10GBASE-T Technology Demos

*Joint demos with Cisco & Intel – Barcelona<sup>1</sup> - Jan 21, 2008*



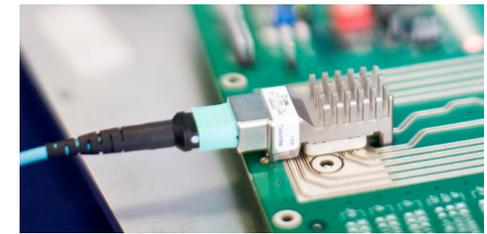
*Market Leaders have come together for a technology demo on 10GBASE-T (Intel NIC cards & prototype Cisco switch)*



<sup>1</sup>: Replicated in Orlando, Mumbai, Shanghai, Seoul, Sydney, Brisbane. Planned for Tokyo, Acapulco.

# 100GBASE-SR Technology Demo

*Joint Demo with JDSU – London<sup>1</sup> - Oct 2, 2008*



VCSEL Array Transceiver



LazrSPEED® InstaPatch®

<sup>1</sup>: Additional demos planned to promote the 100G eco-system with JDSU.

## Technology Roadmap: Part 2

### *Expanding our set of Core Competencies*

#### Experience Language

- ❖ Unique look/styling
- ❖ User experience focus

#### Data Center Solutions

- ❖ Integrated solutions
- ❖ Easy to specify, install, use

#### Intelligent Patching

- ❖ Enhanced change mgmt
- ❖ Location-based value-add

#### In-Building Wireless

- ❖ Multiple services
- ❖ Location-based value-add

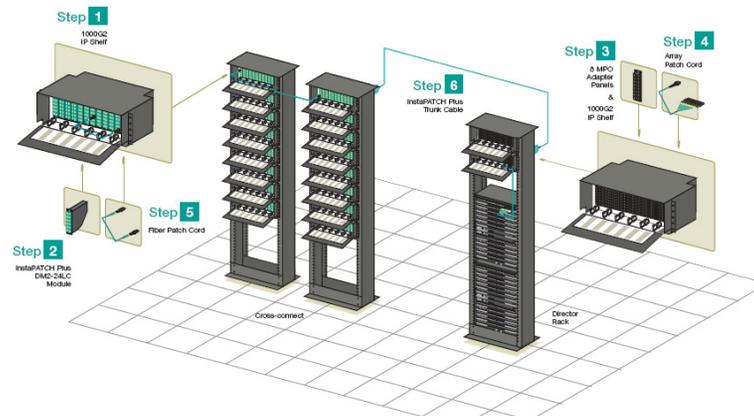
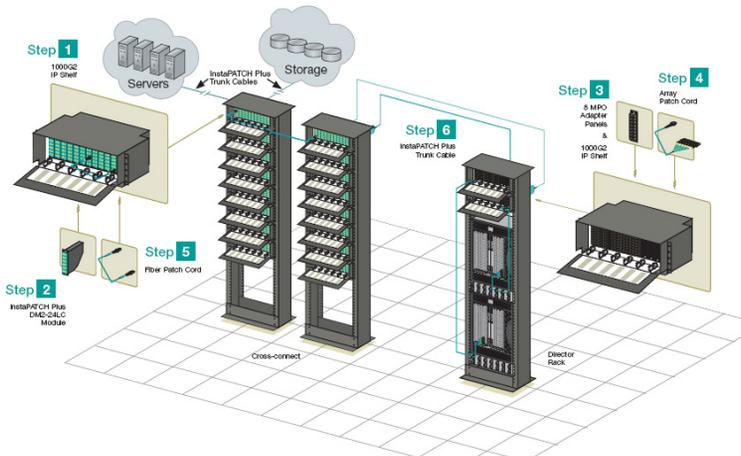
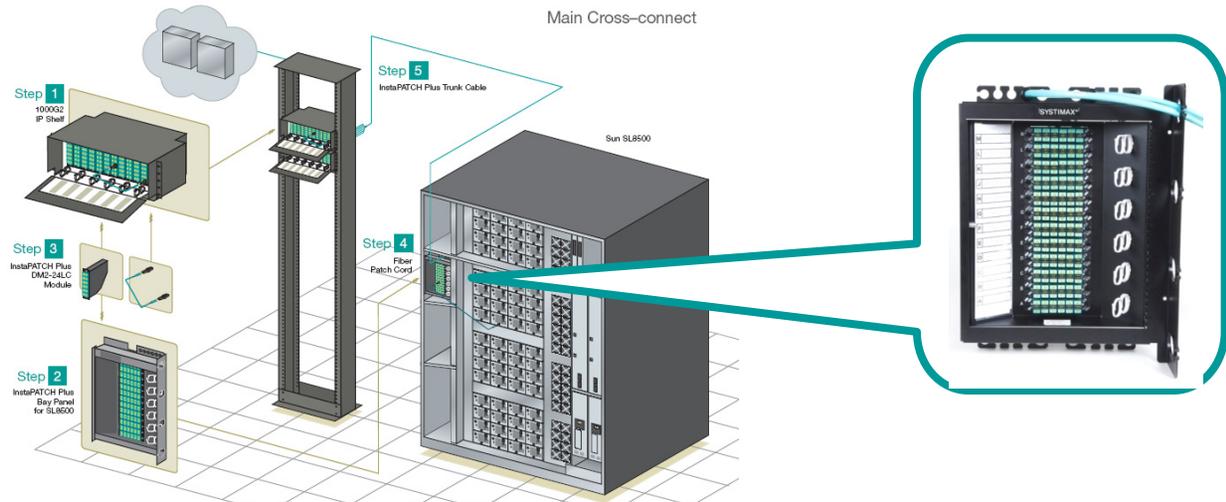
*... New Solutions Teams will identify the next wave*

## ELS Products Currently in Production



**Prototypes of next wave  
will be shown on tour**

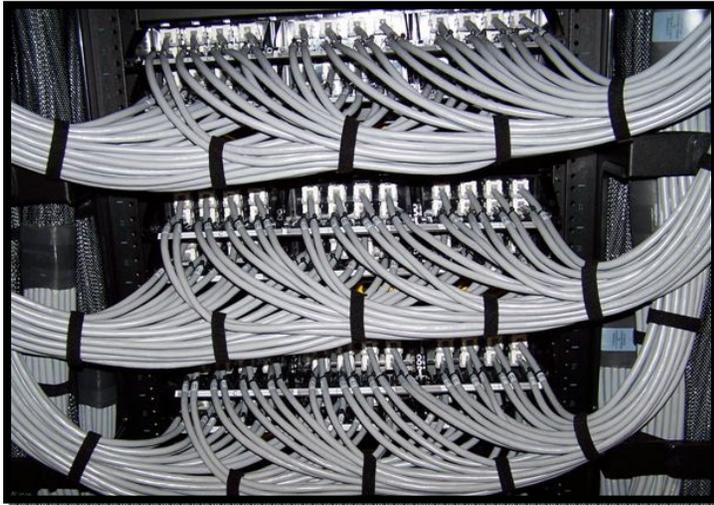
# Data Centers: Integrated Fiber Solutions



# Data Centers: Integrated Copper Solutions



SwitchPack12 (6x2)



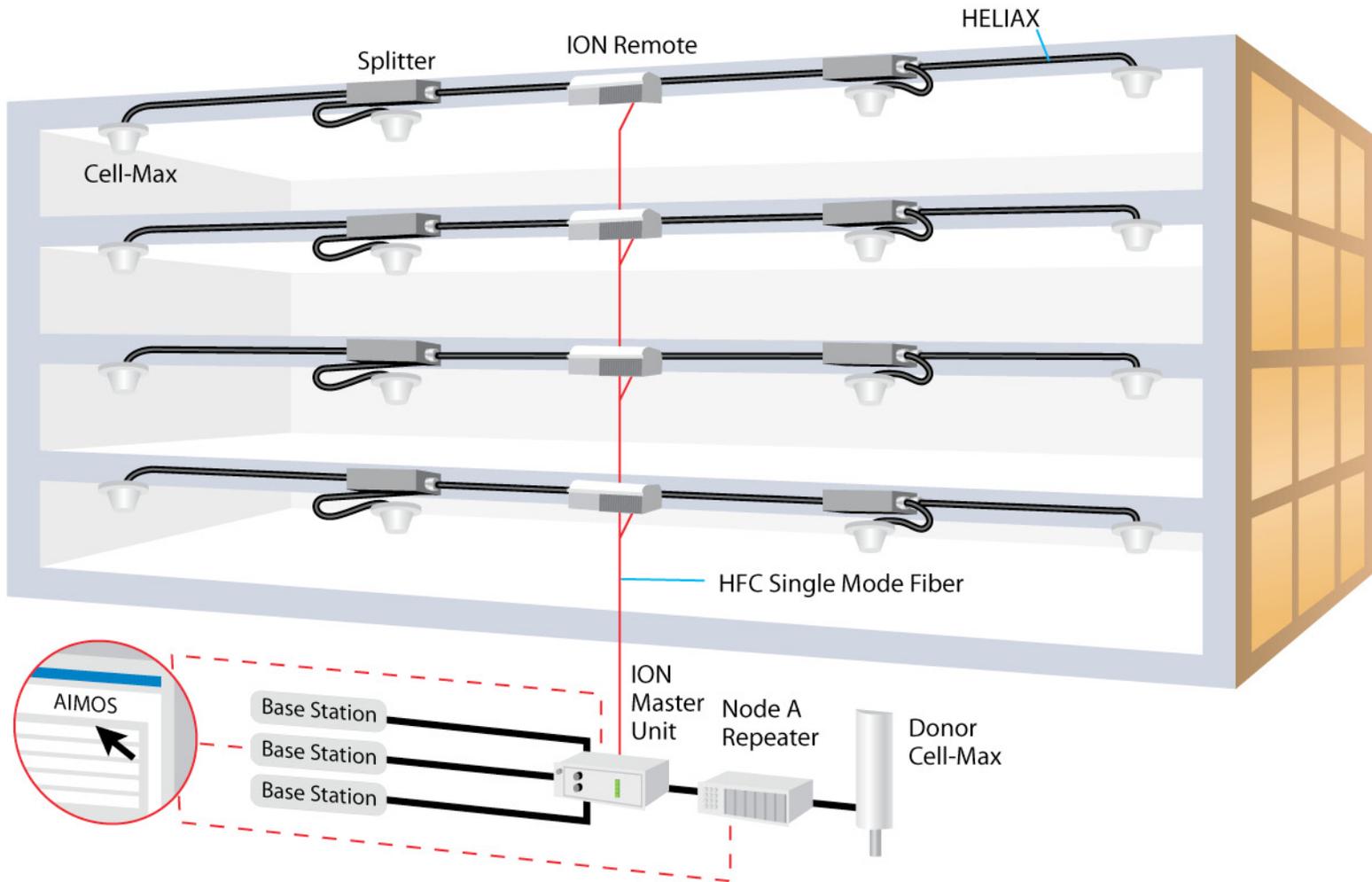
# Intelligent Infrastructure Solutions



## Using location-based intelligence to:

- Enhance change management
- Simplify audits and compliance
- Improve process efficiency
- Increase uptime and productivity
- Improve security / public safety

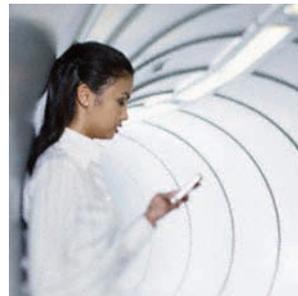
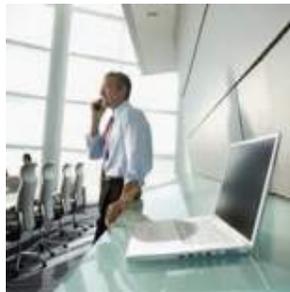
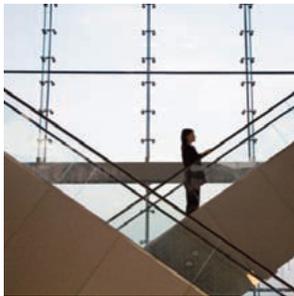
# In-Building Distributed Antenna Systems



## 2008 CommScope Analyst Day

**Jearld Leonhardt**

Executive Vice President & Chief Financial Officer



No matter how customers connect.  
Just add CommScope.

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# Topics

- ❑ Financial principles & priorities
  - ❑ Capital structure, cash flow & liquidity
  - ❑ Third quarter 2008 performance
  - ❑ Fourth quarter 2008 outlook
  - ❑ 2009 outlook: major variables
-

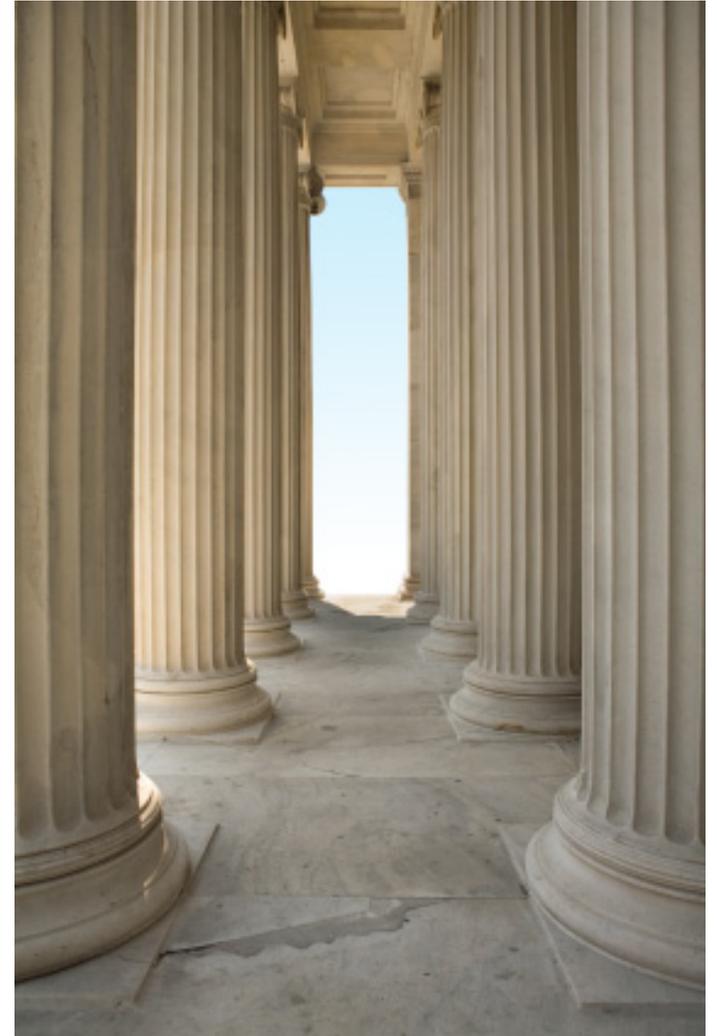
# Financial Review: Principles & Priorities

## Principles:

- ❑ Integrity, compliance and strong governance
- ❑ Manage capital structure to support long-term strategic objectives
- ❑ Maintain financial flexibility and liquidity
- ❑ Support profitable expansion
- ❑ Invest wisely

## Near-term priorities for cash:

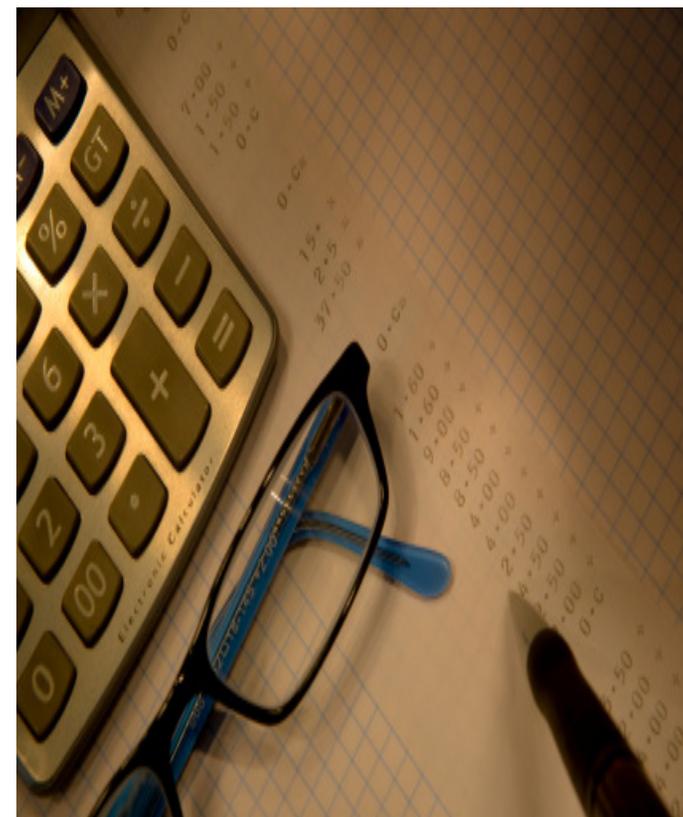
- ❑ Reduce debt
- ❑ Support liquidity
- ❑ Fund growth



**Reputation for integrity is a valued asset.**

# Debt Review

- ❑ \$2.5 billion credit facility
  - ❑ 7-year \$1.35b TLB at LIBOR plus 250bps
  - ❑ 6-year \$0.75b TLA at LIBOR plus 225bps
  - ❑ \$400m revolver
  
- ❑ Fixed LIBOR at 4.1275% (interest rate swap)
  - ❑ \$1.5b through December 2008
  - ❑ \$1.3b through December 2009
  - ❑ \$1.0b through December 2010
  - ❑ \$0.4b through December 2011
  - ❑ All in rate fixed at 6.38% to 6.63%
  
- ❑ \$2.2 billion in debt at September 30, 2008:
  - ❑ \$2.0b in term Loans
  - ❑ \$0.2b in convertible notes
  
- ❑ Ample liquidity and solid ongoing free cash flow expected
  - ❑ ~\$500m in cash / cash equivalents at September 30, 2008 plus revolving credit facility
  - ❑ Early \$100m payment of term loan in Q308
  - ❑ Expect to generate >\$170m in \*free cash flow in Q408; >\$385m in 2008



\*Free cash flow defined as operating cash flow less capital expenditures

# Covenants

## Measurement period for 12 months ended September 2008

|  |             |
|--|-------------|
| <b>Consolidated Leverage Ratio (as defined):</b>                             |             |
| *Consolidated Indebtedness   | \$ 2,196.8  |
| *LTM EBITDA  | \$ 650.3    |
| <b>*Leverage Ratio (Consolidated Indebtedness / LTM EBITDA)</b>              | <b>3.38</b> |
| <b>Maximum permitted</b>   | <b>3.75</b> |
| <b>Consolidated Interest Coverage Ratio (as defined):</b>                    |             |
| *Consolidated Cash Interest Charges  | \$ 141.1    |
| *LTM EBITDA  | 650.3       |
| <b>*Interest Coverage Ratio (LTM EBITDA / Consol. Cash Interest Charges)</b> | <b>4.61</b> |
| <b>Minimum required</b>  | <b>3.75</b> |

\*As defined by credit agreement

| Four Fiscal Quarters Ending | Minimum Interest Coverage Ratio | Maximum Leverage Ratio |
|-----------------------------|---------------------------------|------------------------|
| 30-Jun-09                   | 3.75 to 1.00                    | 3.75 to 1.00           |
| 30-Jun-10                   | 4.50 to 1.00                    | 3.25 to 1.00           |
| July 1, 2010 & thereafter   | 5.00 to 1.00                    | 2.50 to 1.00           |

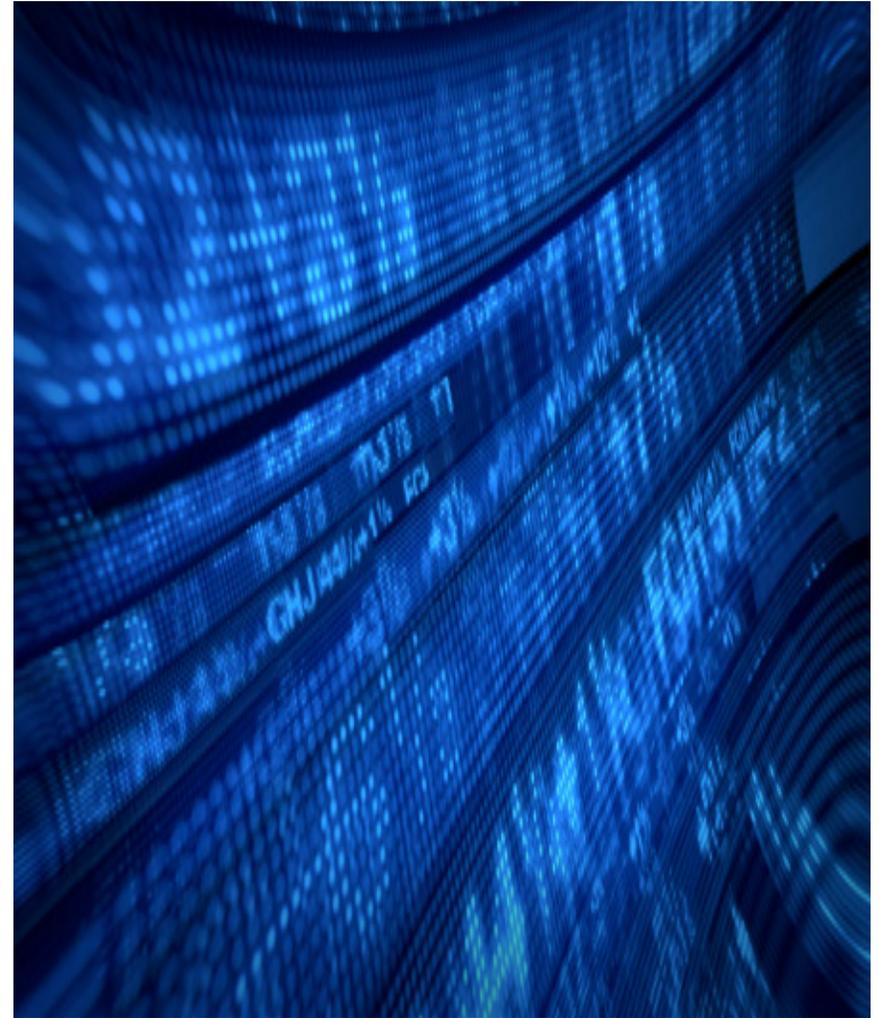
\*Preliminary estimate – Official calculation defined in detail in the Credit facility

Expect 2009 business plan that maintains compliance with financial covenants

# 1% Convertible Bond due March 15, 2024

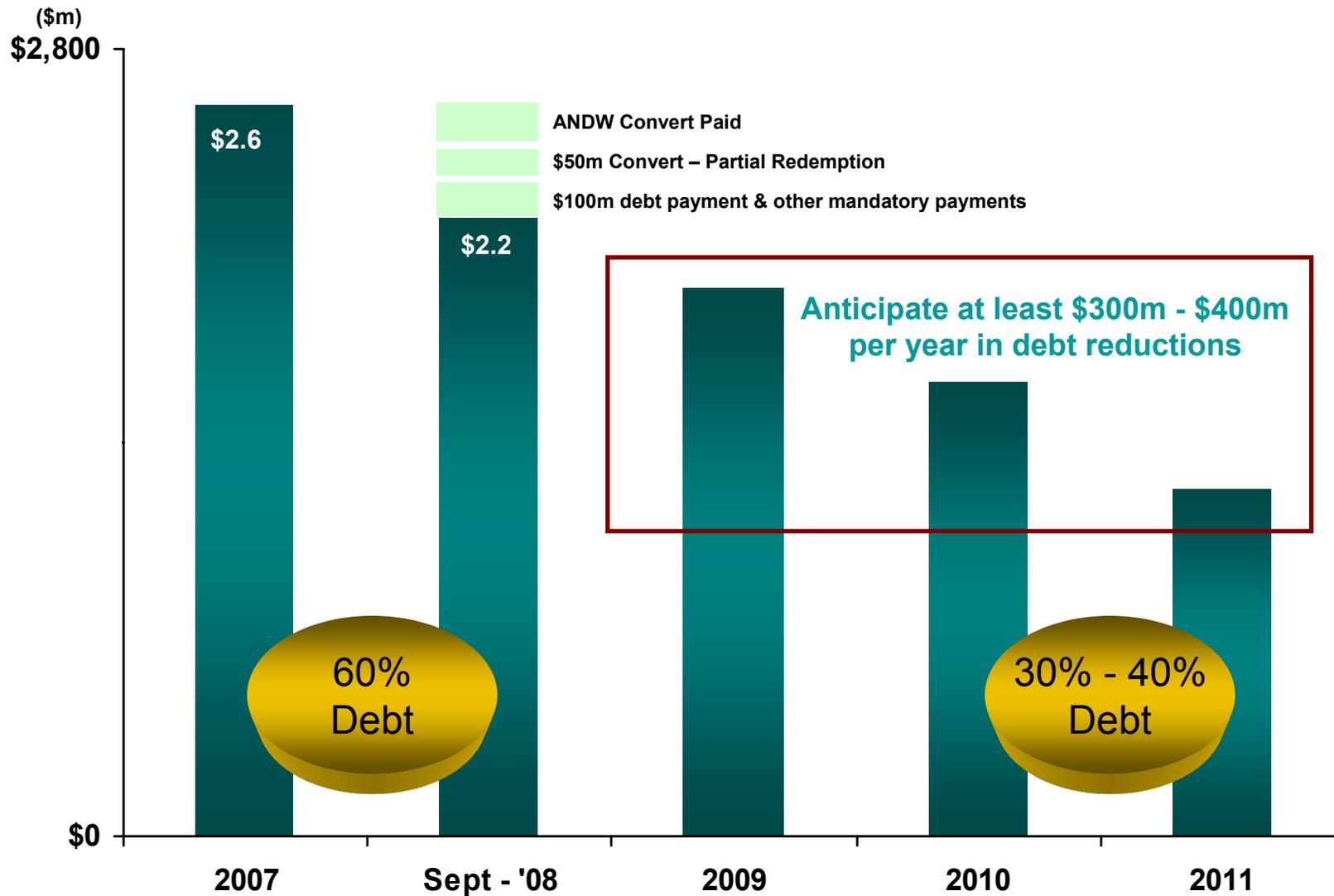
## Potential Alternatives

- ❑ Stock returns to level higher than \$21.75 by March 2009, remains outstanding
- ❑ Induce Conversion
- ❑ Secure lender consents to repurchase any cash-put Bonds using available cash
- ❑ Combination of all of the above



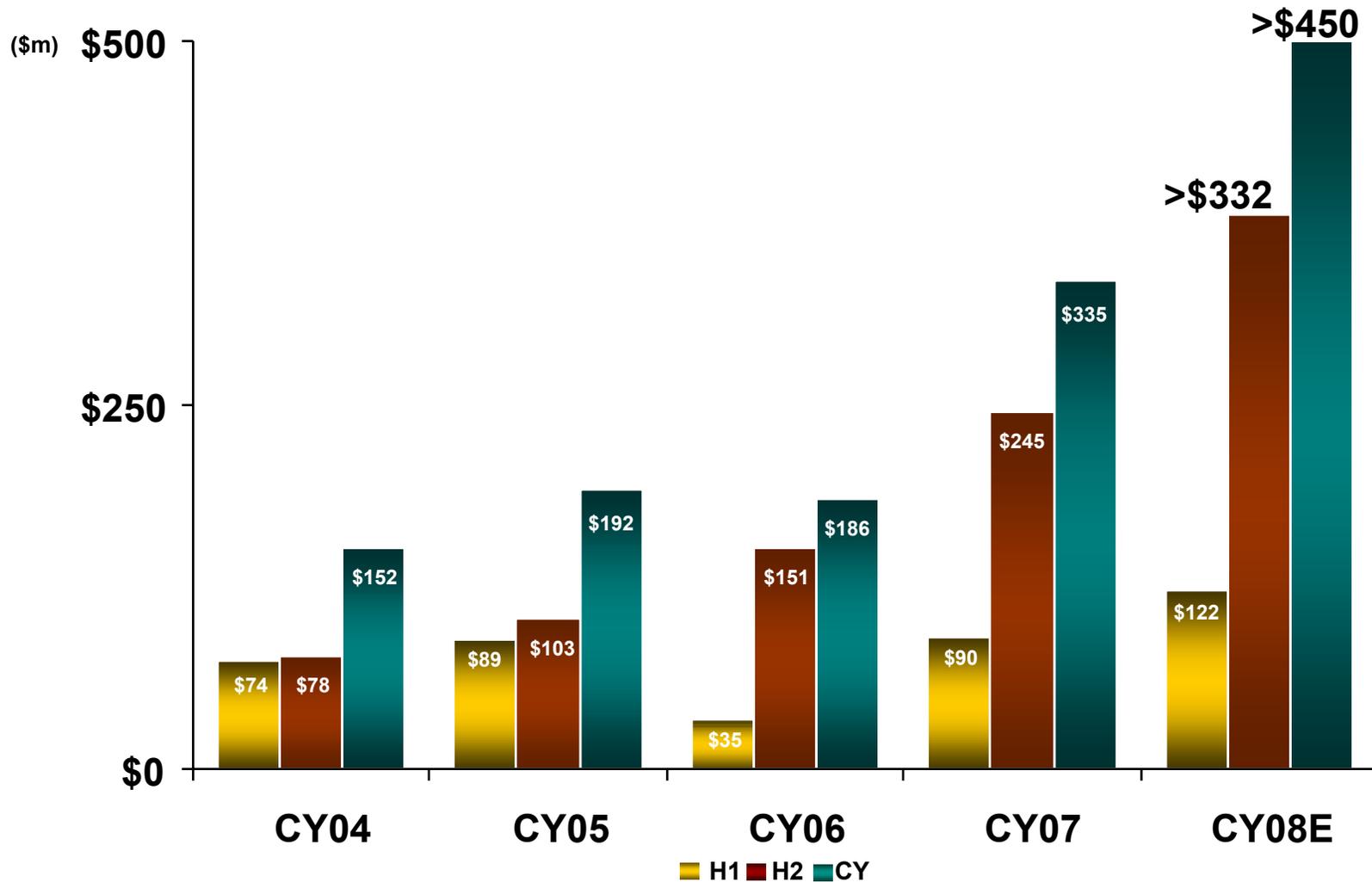
Note: This slide has been changed from the original presentation to clarify that these are potential alternatives

# Long-Term Capital Structure Goals



\*Chart is for illustrative purposes only and does not represent specific financial guidance

# Combined H1 vs H2 Historic Cash Flow from Operations



Expect to generate enough cash to repay loans In seven years

# Cash Flow Opportunities

- ❑ Improve working capital metrics
- ❑ Manage capital spending
- ❑ Harvest significant US / foreign tax loss & tax credit carry forwards:
  - ❑ >\$100 million in tax benefits should be realized over 2-4 years
  - ❑ Work to accelerate monetization
  - ❑ May have book tax rate impact
- ❑ Working to reduce effective cash tax rate
- ❑ Tax efficient repatriation of foreign earnings



# Third Quarter 2008 Summary

## Sales of \$1.06m

- ❑ Solid wireless growth
- ❑ Stable Enterprise sales
- ❑ Lower wireline cabinet sales
- ❑ Lower Broadband sales

## Operating Income Growth

- ❑ YTD synergies of \$42m
- ❑ Operating Income (OI) of \$127m
- ❑ \*Adjusted OI of \$150m (+19% YoY)
- ❑ \*Adjusted Operating Margin of 14%

## Strong Earnings

- ❑ Lower tax rates (income mix & synergies)
- ❑ Lower FX cost in other income
- ❑ GAAP EPS of \$1.05; \*Adjusted EPS of \$1.17

## Solid Cash Flow

- ❑ Cash flow from operations of \$132m
- ❑ Capital spending of \$13m

\*Excludes special items (see appendix for reconciliation)

# Fourth Quarter 2008 Outlook

**Revenue**  
**\$875m - \$925m**

**\*Adjusted  
Operating Income**  
**\$80m - \$100m**



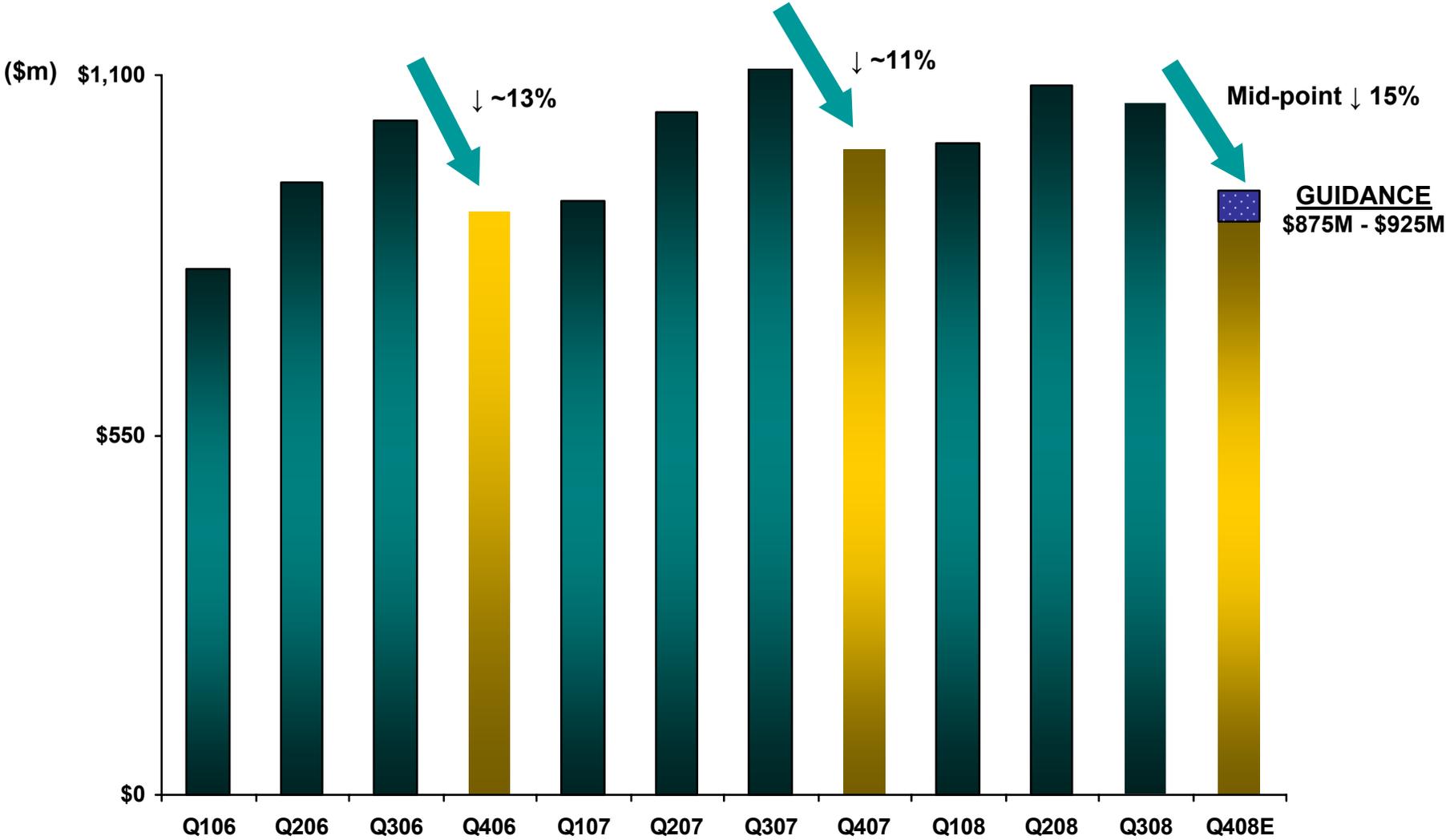
**\*Adjusted  
effective  
tax rate**  
**24% - 26%**

**Cash flow from  
operations**  
**>\$200m**

**Capital  
spending**  
**\$20m - \$30m**

\*Excludes special items

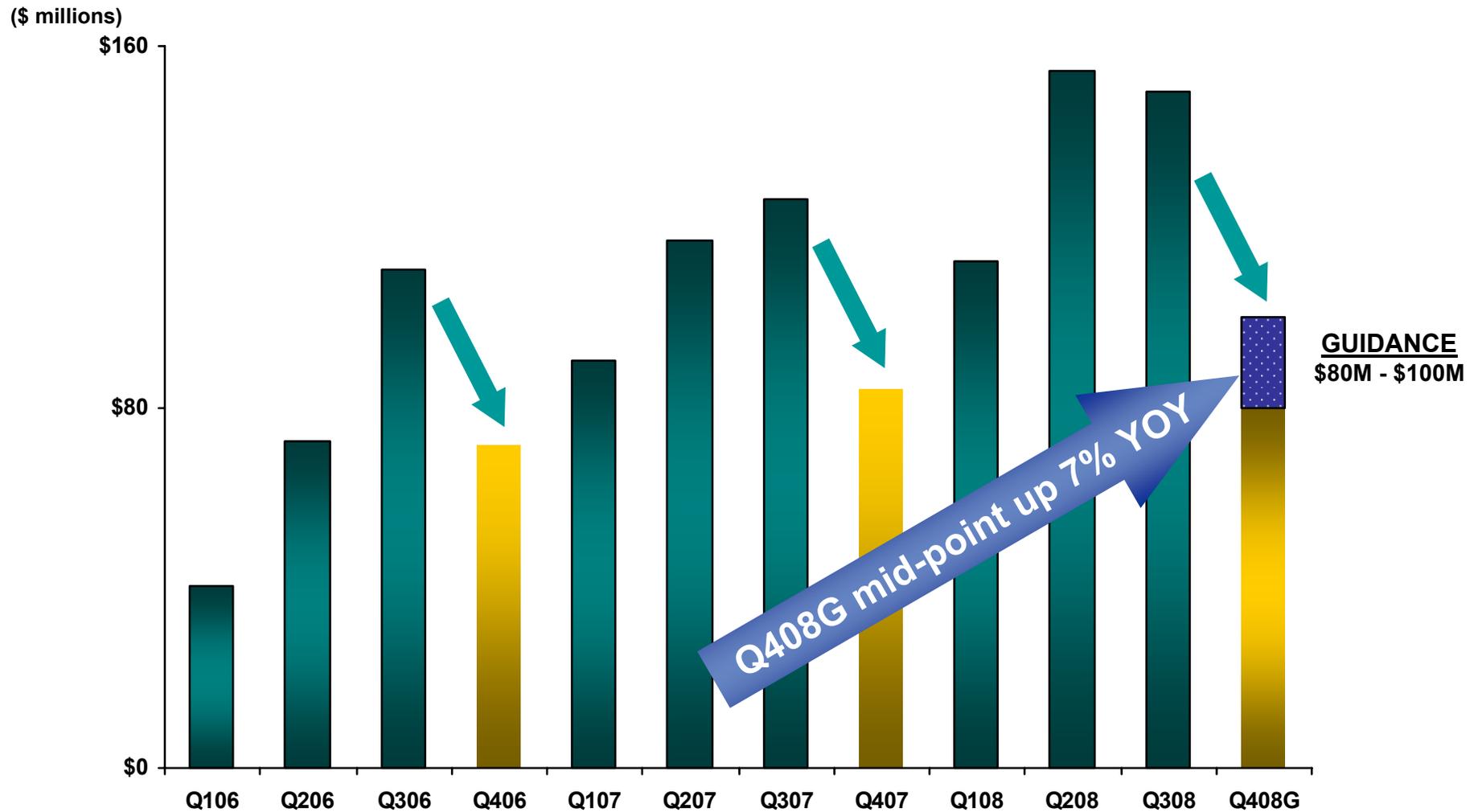
# Q408 Revenue Outlook: Q4 is historically a seasonally weak quarter



Note: Revenue is CommScope and Andrew combined and excludes SatCom.

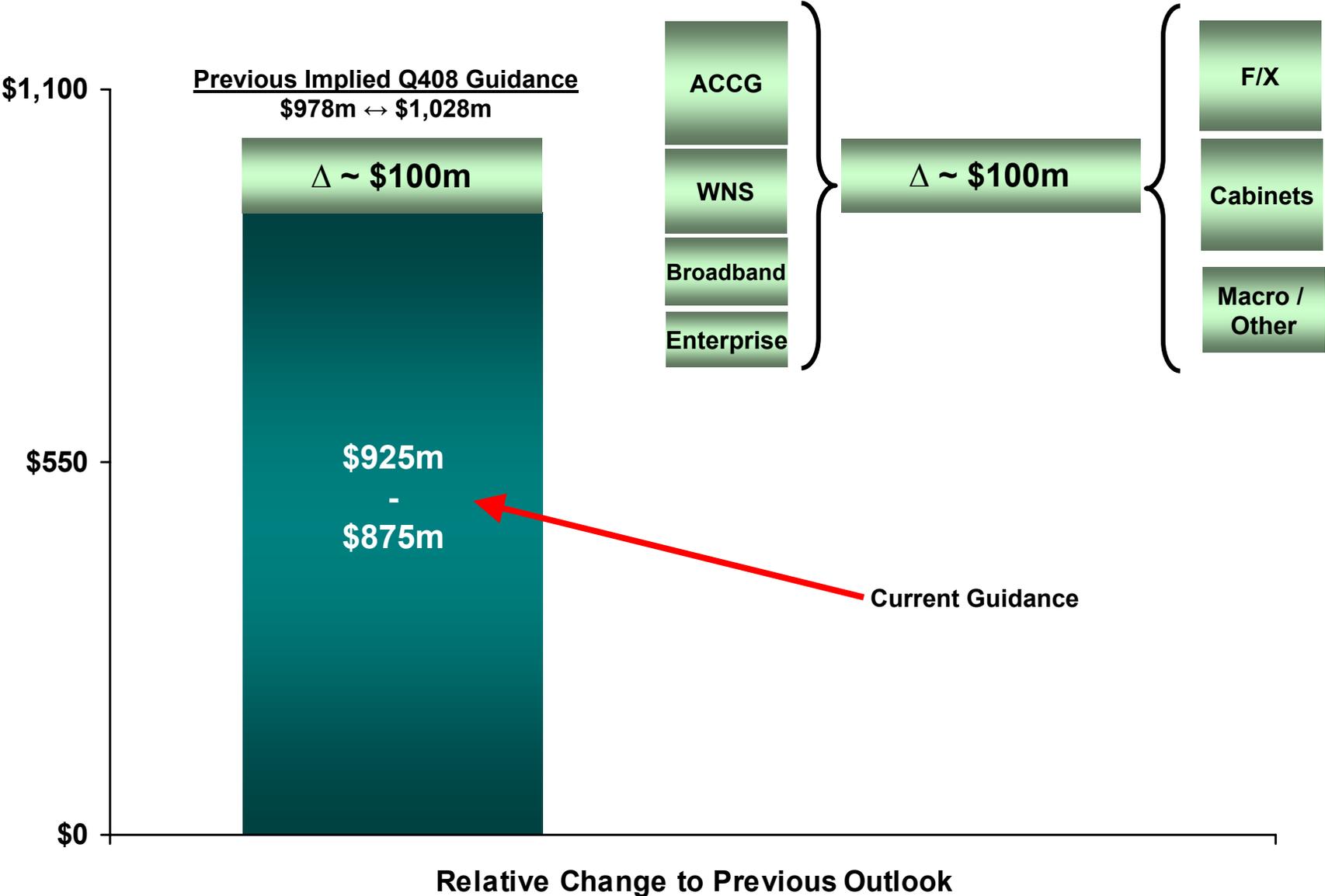
# \*Adjusted Operating Income Outlook

Q4 is historically a seasonally weak quarter



\*Andrew & CommScope combined, excluding special items. See appendix for reconciliation.

# Q408 Projected Sales Bridge



# 2009 CommScope Outlook



Strong competitive position

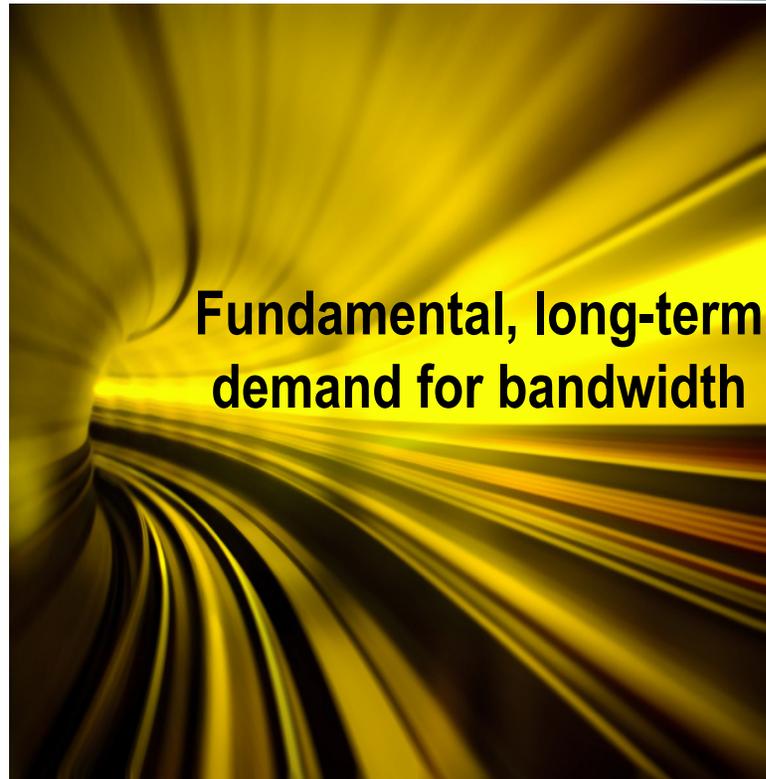
Market & geographic diversity

Restructuring / cost reduction

Tax rates trending down

Solid cash flow & modest CapEx

Demand for bandwidth



Difficult economic environment

Volatile commodity costs

Pricing & competitive response

Capital constraints

Tax rate volatility

# CommScope Value Statement

## Top Line

- ❑ Global market leadership
- ❑ Strong customer base
- ❑ Demand for bandwidth



## Cost Management

- ❑ \$55m incremental synergies
- ❑ CMs provide flexibility to scale
- ❑ Track record of cost reduction

## Lower Interest & Taxes

- ❑ Interest expense reductions
- ❑ Lower cash taxes



## Debt Reduction

- ❑ Manageable debt structure
- ❑ Significant free cash flow
- ❑ Significant liquidity



**Sustainable Cash & Earnings Growth Potenti**

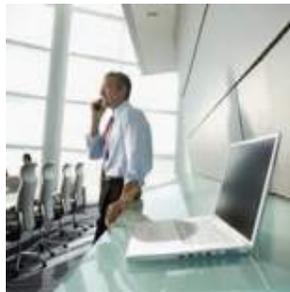
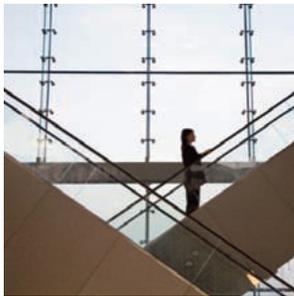
# Summary

**Frank Drendel**

Chairman and Chief Executive Officer

**Brian Garrett**

President and Chief Financial Officer

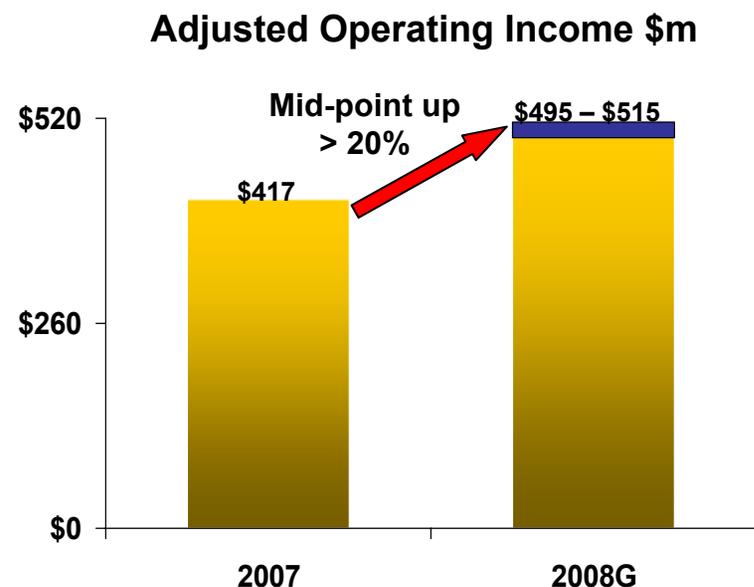


No matter how customers connect.

Just add CommScope.

# 2008 Accomplishments

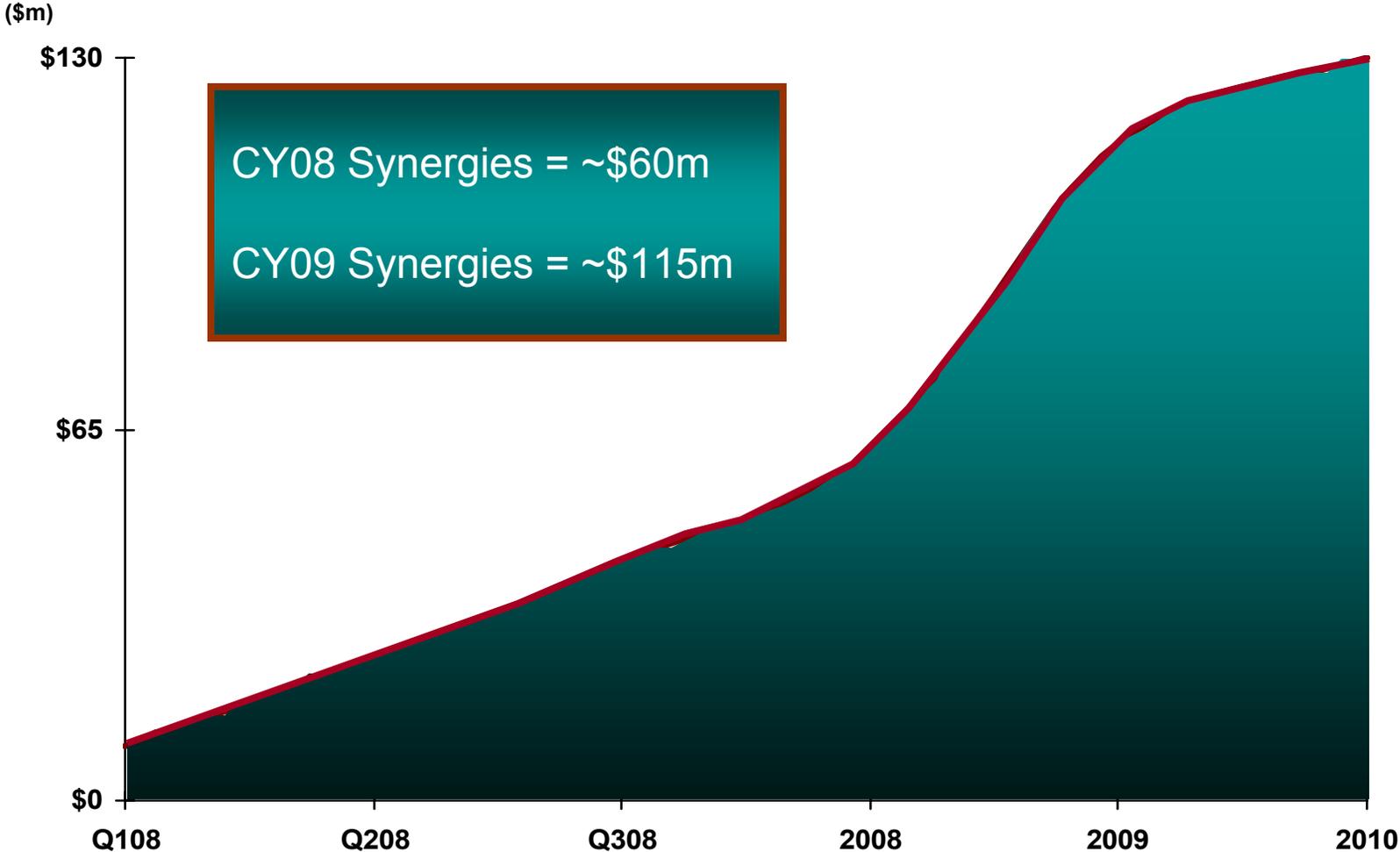
- ❑ Created new Andrew organization structure
- ❑ Executed plans developed by 50 integration teams
- ❑ Strengthened competitive position
- ❑ Improved underperforming businesses
- ❑ Implemented global manufacturing alignment
- ❑ Delivering on cost reduction commitments
- ❑ Introduced Heliax 2.0 (Copper & Aluminum strategy)
- ❑ Implemented price increases
- ❑ Managed working capital and capital spending
- ❑ Delivering on cost reduction commitments



\*Adjusted excludes special items. See reconciliation. 2008G is the midpoint of the company's public guidance.

Plan, Execute & Succeed

# Total Synergy Expectations



Plan, Execute & Succeed

## Experience in Turbulent Markets

- Emerged from '01 – '02 tech bubble a stronger company with a strong cash balance
  - Enabled the purchase of Avaya Connectivity Solutions (ACS) in FY04
- More diverse product portfolio and geographic mix compared to '01
- Significant variable cost and experience adjusting to market conditions
- Announced synergies are essentially independent of revenue growth and macro economic environment

# 2009 Growth Opportunities

## ❑ Wireless Cabinets

- ❑ Build upon Andrew's channel with our industry leading cabinet technology
- ❑ Fuel cell opportunity to address power back-up at wireless base stations

## ❑ In-building Wireless

- ❑ Build upon the Enterprise channel with our industry leading in-building wireless infrastructure
- ❑ Addresses both security and public safety
- ❑ In-building wireless infrastructure will be required to propagate next generation signals

## ❑ Aluminum wireless cable technology

- ❑ Helix 2.0 strategy has been launched and we have seen initial success
- ❑ Provides customers' choice and can positively affect margins

## ❑ Emerging markets

- ❑ 2G and 3G networks in India
- ❑ 3G licenses issued in China
- ❑ Middle East



ION™-B Low Power  
Optical Distribution System

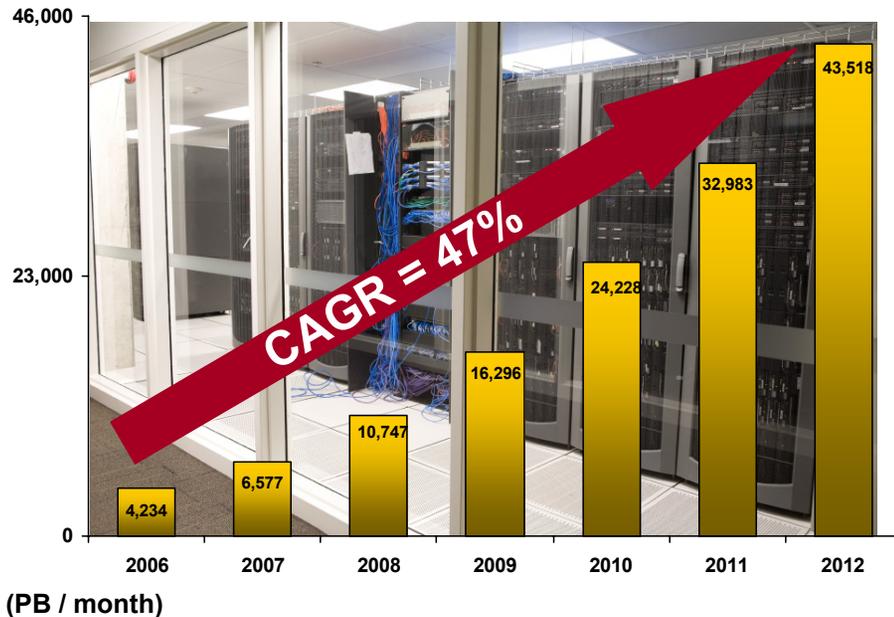


EcoPower Cabinet

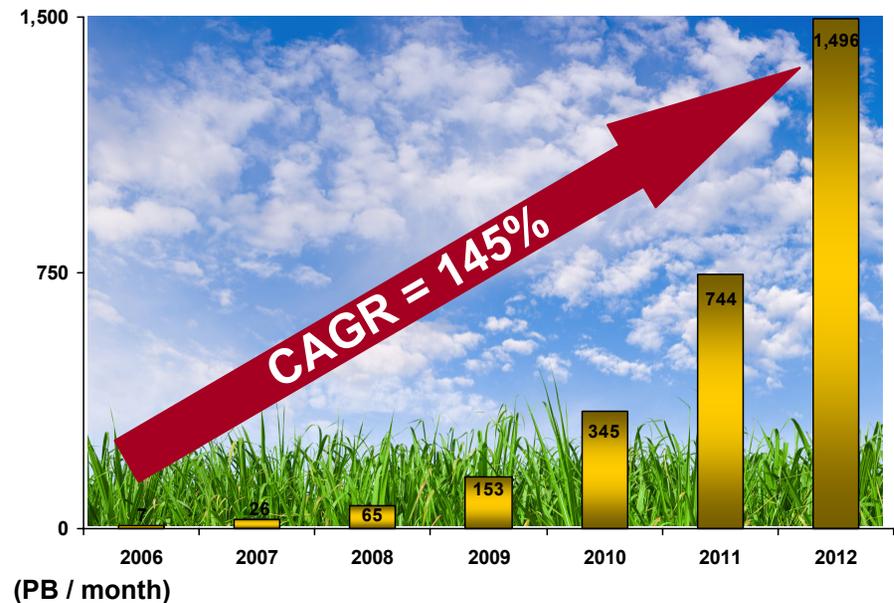
# Long-Term Opportunity

- ❑ Networks do not have excess capacity as seen in prior economic downturn of '01-'02
- ❑ Businesses and consumers are consuming more bandwidth as video is more pervasive in all networks
- ❑ CommScope is uniquely positioned to benefit from both wireless and wireline infrastructure architecture upgrades and deployments

## Total IP Growth



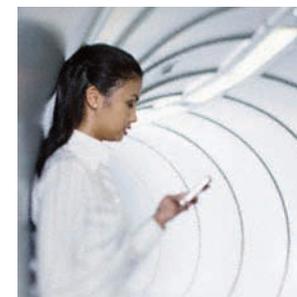
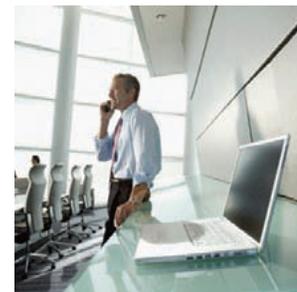
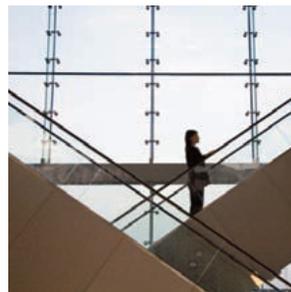
## Wireless IP Growth



\*Cisco: Approaching the Zettabyte Era

# Why We Believe CommScope Will Succeed

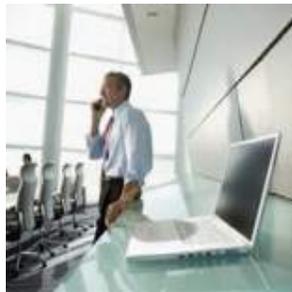
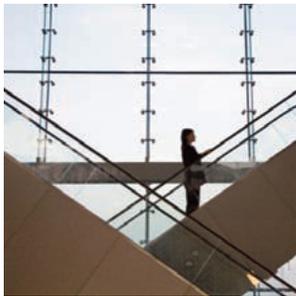
- ❑ Global market leadership
- ❑ Sustainable competitive advantage
- ❑ Shift toward higher bandwidth solutions
- ❑ Recurring revenue streams
- ❑ Long-term global growth opportunities
- ❑ Strong revenue diversity: market, geographic & customer
- ❑ Solid liquidity & strong cash flow generation
- ❑ Exploding demand for bandwidth



CommScope delivers unparalleled and vital connectivity solutions for customers' network infrastructure needs.

# Q & A

## Panel Discussion



No matter how customers connect.  
Just add CommScope.



# - Appendix -

CommScope management believes that presenting operating income, earnings and diluted EPS information excluding special items provides meaningful information to investors in understanding operating results and may enhance investors' ability to analyze financial and business trends, when considered together with the GAAP financial measures. In addition, CommScope management believes that the following non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period.

Certain pro-forma and adjusted historical information is intended to show how CommScope's results might have looked including Andrew. The Andrew amounts included in the pro forma information are based on Andrew's actual results and, therefore, may not be indicative of the actual results when operated as part of CommScope. No pro forma adjustments have been made other than combining CommScope's historical results with those of Andrew. The pro forma financial information should not be relied upon as being indicative of the historical results that would have been realized had the acquisition occurred as of the date indicated or that may be achieved in the future.



# Adjusted Operating Income

## 2006 Adjusted Operating Income (Pro Forma for Andrew)

(\$ in millions)

|                                   | <u>Mar-06</u>  | <u>Jun-06</u>  | <u>Sep-06</u>   | <u>Dec-06</u>  | <u>FY06</u>     |
|-----------------------------------|----------------|----------------|-----------------|----------------|-----------------|
| Operating income as reported      | \$ 27.9        | \$ 56.1        | \$ 100.4        | \$ 52.2        | \$ 236.6        |
| Intangible Amortization           | 7.3            | 7.6            | 7.6             | 7.6            | 30.1            |
| Restructuring                     | 5.1            | 5.9            | 11.8            | 8.3            | 31.1            |
| Quality issue                     | -              | -              | -               | 1.5            | 1.5             |
| Filter supply chain restructuring | -              | -              | -               | -              | -               |
| Merger expenses                   | -              | 3.2            | 10.3            | -              | 13.5            |
| Litigation                        | -              | -              | -               | 1.0            | 1.0             |
| Asset impairments                 | -              | -              | 3.9             | 1.2            | 5.1             |
| Pension termination gain          | -              | -              | (14.2)          | -              | (14.2)          |
| (Gain) loss on sale of assets     | (0.1)          | (0.3)          | (9.1)           | (0.2)          | (9.7)           |
| <b>Adjusted operating income</b>  | <b>\$ 40.2</b> | <b>\$ 72.5</b> | <b>\$ 110.7</b> | <b>\$ 71.6</b> | <b>\$ 295.0</b> |

## 2007 Adjusted Operating Income (Pro Forma for Andrew)

(\$ in millions)

|                                  | <u>Mar-07</u>  | <u>Jun-07</u>   | <u>Sep-07</u>   | <u>Dec-07</u>  | <u>FY07</u>     |
|----------------------------------|----------------|-----------------|-----------------|----------------|-----------------|
| Operating income as reported     | \$ 72.5        | \$ 0.7          | \$ 26.8         | \$ 30.4        | \$ 130.4        |
| Intangible amortization          | 7.6            | 6.6             | 4.6             | 3.7            | 22.5            |
| Restructuring                    | 1.5            | 2.1             | 1.1             | 4.7            | 9.4             |
| Acquisition and one-time costs   | -              | 0.7             | 1.0             | 33.9           | 35.6            |
| Cable facility move costs        | 8.0            | 5.1             | 2.3             | -              | 15.4            |
| Asset impairments                | -              | 107.9           | 41.6            | 12.1           | 161.6           |
| Quality/Litigation               | 0.9            | -               | 47.8            | -              | 48.7            |
| (Gain) loss on sale of assets    | (0.3)          | (6.0)           | 0.9             | (0.9)          | (6.3)           |
| <b>Adjusted operating income</b> | <b>\$ 90.2</b> | <b>\$ 117.1</b> | <b>\$ 126.1</b> | <b>\$ 83.9</b> | <b>\$ 417.3</b> |

## TTM 2008 Adjusted Operating Income

(\$ in millions)

|  | <u>Dec-07</u>  | <u>Mar-08</u>   | <u>Jun-08</u>   | <u>Sep-08</u>   | <u>Total</u>    |
|--|----------------|-----------------|-----------------|-----------------|-----------------|
| Operating income as reported           | \$ 30.4        | \$ 27.8         | \$ 97.6         | \$ 127.5        | \$ 283.3        |
| Intangible amortization                | 3.7            | 28.5            | 28.5            | 28.0            | 88.7            |
| Restructuring                          | 4.7            | 0.1             | 22.6            | 2.4             | 29.8            |
| Inventory purchase accounting adj      | -              | 52.8            | 4.7             | 1.8             | 59.3            |
| Acquisition & one-time costs           | 33.9           | 2.9             | 0.9             | 0.4             | 38.1            |
| Asset impairments                      | 12.1           | -               | -               | -               | 12.1            |
| Alignment of employee benefit policies | -              | -               | -               | (10.0)          | (10.0)          |
| (Gain) on sale of assets               | (0.9)          | -               | -               | -               | (0.9)           |
| <b>Adjusted operating income</b>       | <b>\$ 83.9</b> | <b>\$ 112.1</b> | <b>\$ 154.3</b> | <b>\$ 150.1</b> | <b>\$ 500.4</b> |

# 2008 Adjusted Operating Income by Segment

## First Quarter 2008 Adjusted Operating Income by Segment

(\$ in millions)

|                                   | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>      | <u>Broadband</u> | <u>Total</u>    |
|-----------------------------------|----------------|-------------------|-----------------|------------------|-----------------|
| Operating income as reported      | \$ 20.4        | \$ 36.0           | \$ (31.9)       | \$ 3.3           | \$ 27.8         |
| Intangible amortization           | 18.1           | 1.6               | 8.3             | 0.5              | 28.5            |
| Restructuring                     | -              | (0.3)             | -               | 0.4              | 0.1             |
| Inventory purchase accounting adj | 31.4           | -                 | 21.4            | -                | 52.8            |
| Acquisition & one-time costs      | 1.0            | 1.0               | 0.2             | 0.7              | 2.9             |
| <b>Adjusted operating income</b>  | <b>\$ 70.9</b> | <b>\$ 38.3</b>    | <b>\$ (2.0)</b> | <b>\$ 4.9</b>    | <b>\$ 112.1</b> |

## Second Quarter 2008 Adjusted Operating Income by Segment

(\$ in millions)

|                                   | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>     | <u>Broadband</u> | <u>Total</u>    |
|-----------------------------------|----------------|-------------------|----------------|------------------|-----------------|
| Operating income as reported      | \$ 66.1        | \$ 40.9           | \$ (0.7)       | \$ (8.7)         | \$ 97.6         |
| Intangible amortization           | 18.1           | 1.6               | 8.3            | 0.5              | 28.5            |
| Restructuring                     | -              | 0.9               | -              | 21.7             | 22.6            |
| Inventory purchase accounting adj | 0.3            | -                 | 4.4            | -                | 4.7             |
| Acquisition & one-time costs      | 0.4            | 0.2               | 0.2            | 0.1              | 0.9             |
| <b>Adjusted operating income</b>  | <b>\$ 84.9</b> | <b>\$ 43.6</b>    | <b>\$ 12.2</b> | <b>\$ 13.6</b>   | <b>\$ 154.3</b> |

## Third Quarter 2008 Adjusted Operating Income by Segment

(\$ in millions)

|  | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>     | <u>Broadband</u> | <u>Total</u>    |
|--|----------------|-------------------|----------------|------------------|-----------------|
| Operating income as reported           | \$ 62.7        | \$ 46.1           | \$ 4.8         | \$ 13.9          | \$ 127.5        |
| Intangible amortization                | 17.8           | 1.6               | 8.1            | 0.5              | 28.0            |
| Restructuring costs                    | -              | 1.0               | -              | 1.4              | 2.4             |
| Inventory purchase accounting adj      | -              | -                 | 1.8            | -                | 1.8             |
| Acquisition and one-time costs         | 0.3            | -                 | 0.1            | -                | 0.4             |
| Alignment of employee benefit policies | (3.3)          | (2.5)             | -              | (4.2)            | (10.0)          |
| <b>Adjusted operating income</b>       | <b>\$ 77.5</b> | <b>\$ 46.2</b>    | <b>\$ 14.8</b> | <b>\$ 11.6</b>   | <b>\$ 150.1</b> |

# 2007 Adjusted Operating Income by Segment

## First Quarter 2007 Adjusted Operating Income by Segment (Pro Forma for Andrew)

(\$ in millions)

|                                  | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>       | <u>Broadband</u> | <u>Total</u>   |
|----------------------------------|----------------|-------------------|------------------|------------------|----------------|
| Operating income as reported     | \$ 37.8        | \$ 29.5           | \$ (16.4)        | \$ 21.6          | \$ 72.5        |
| Intangible amortization          | 1.7            | 1.9               | 3.8              | 0.2              | 7.6            |
| Restructuring                    | 0.9            | -                 | 0.5              | 0.1              | 1.5            |
| Cable facility move costs        | 8.0            | -                 | -                | -                | 8.0            |
| Quality/Litigation               | -              | -                 | 0.9              | -                | 0.9            |
| (Gain) loss on sale of assets    | 0.3            | -                 | (0.6)            | -                | (0.3)          |
| <b>Adjusted operating income</b> | <b>\$ 48.7</b> | <b>\$ 31.4</b>    | <b>\$ (11.8)</b> | <b>\$ 21.9</b>   | <b>\$ 90.2</b> |

## Second Quarter 2007 Adjusted Operating Income by Segment (Pro Forma for Andrew)

(\$ in millions)

|                                  | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>      | <u>Broadband</u> | <u>Total</u>    |
|----------------------------------|----------------|-------------------|-----------------|------------------|-----------------|
| Operating income as reported     | \$ 49.4        | \$ 47.8           | \$ (116.8)      | \$ 20.3          | \$ 0.7          |
| Intangible amortization          | 1.2            | 1.5               | 3.4             | 0.5              | 6.6             |
| Restructuring                    | 0.8            | 0.5               | 0.6             | 0.2              | 2.1             |
| Acquisition & one-time costs     | 0.5            | -                 | 0.2             | -                | 0.7             |
| Cable facility move costs        | 5.1            | -                 | -               | -                | 5.1             |
| Asset impairments                | -              | -                 | 107.9           | -                | 107.9           |
| (Gain) loss on sale of assets    | (4.8)          | -                 | (1.2)           | -                | (6.0)           |
| <b>Adjusted operating income</b> | <b>\$ 52.2</b> | <b>\$ 49.8</b>    | <b>\$ (5.9)</b> | <b>\$ 21.0</b>   | <b>\$ 117.1</b> |

# 2007 Adjusted Operating Income by Segment

## Third Quarter 2007 Adjusted Operating Income by Segment (Pro Forma for Andrew)

(\$ in millions)

|                                  | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>      | <u>Broadband</u> | <u>Total</u>    |
|----------------------------------|----------------|-------------------|-----------------|------------------|-----------------|
| Operating income as reported     | \$ 64.0        | \$ 42.5           | \$ (96.7)       | \$ 17.0          | \$ 26.8         |
| Intangible amortization          | 1.0            | 1.6               | 1.5             | 0.5              | 4.6             |
| Restructuring                    | 0.5            | 0.1               | 0.4             | 0.1              | 1.1             |
| Acquisition & one-time costs     | 0.7            | -                 | 0.3             | -                | 1.0             |
| Cable facility move costs        | 2.3            | -                 | -               | -                | 2.3             |
| Quality/Litigation               | -              | -                 | 47.8            | -                | 47.8            |
| Asset impairments                | 0.3            | -                 | 41.3            | -                | 41.6            |
| (Gain) loss on sale of assets    | 0.5            | -                 | 0.4             | -                | 0.9             |
| <b>Adjusted operating income</b> | <b>\$ 69.3</b> | <b>\$ 44.2</b>    | <b>\$ (5.0)</b> | <b>\$ 17.6</b>   | <b>\$ 126.1</b> |

## Fourth Quarter 2007 Adjusted Operating Income by Segment (Pro Forma for Andrew)

(\$ in millions)

|                                  | <u>ACCG</u>    | <u>Enterprise</u> | <u>WNS</u>       | <u>Broadband</u> | <u>Total</u>   |
|----------------------------------|----------------|-------------------|------------------|------------------|----------------|
| Operating income as reported     | \$ 12.2        | \$ 31.6           | \$ (25.8)        | \$ 12.4          | \$ 30.4        |
| Intangible amortization          | 0.9            | 1.6               | 0.7              | 0.5              | 3.7            |
| Restructuring                    | 2.7            | -                 | 2.1              | (0.1)            | 4.7            |
| Acquisition & one-time costs     | 22.7           | -                 | 11.2             | -                | 33.9           |
| Asset impairments                | 10.6           | -                 | 1.5              | -                | 12.1           |
| (Gain) loss on sale of assets    | 0.3            | -                 | (1.2)            | -                | (0.9)          |
| <b>Adjusted operating income</b> | <b>\$ 49.4</b> | <b>\$ 33.2</b>    | <b>\$ (11.5)</b> | <b>\$ 12.8</b>   | <b>\$ 83.9</b> |

# Combined Cash Flow from Operations

(Pro Forma for Andrew)

(\$ millions)

|                  | Mar-05   | Jun-05  | Sep-05  | Dec-05   | CY05            |
|------------------|----------|---------|---------|----------|-----------------|
| <b>CommScope</b> | \$ (8.7) | \$ 35.8 | \$ 28.7 | \$ 30.5  | \$ 86.3         |
| <b>Andrew</b>    | \$ 27.2  | \$ 35.0 | \$ 45.9 | \$ (1.8) | \$ 106.4        |
|                  | \$ 18.5  | \$ 70.8 | \$ 74.6 | \$ 28.7  | <b>\$ 192.7</b> |

|                  | Mar-06    | Jun-06  | Sep-06  | Dec-06    | CY06            |
|------------------|-----------|---------|---------|-----------|-----------------|
| <b>CommScope</b> | \$ (18.4) | \$ 15.0 | \$ 34.8 | \$ 87.4   | \$ 118.8        |
| <b>Andrew</b>    | \$ 13.4   | \$ 24.5 | \$ 55.6 | \$ (26.5) | \$ 67.1         |
|                  | \$ (5.0)  | \$ 39.5 | \$ 90.4 | \$ 60.9   | <b>\$ 185.9</b> |

|                  | Mar-07  | Jun-07  | Sep-07   | Dec-07   | CY07            |
|------------------|---------|---------|----------|----------|-----------------|
| <b>CommScope</b> | \$ 10.7 | \$ 47.2 | \$ 80.7  | \$ 101.4 | \$ 239.9        |
| <b>Andrew</b>    | \$ 21.8 | \$ 10.8 | \$ 51.0  | \$ 11.9  | \$ 95.6         |
|                  | \$ 32.5 | \$ 57.9 | \$ 131.7 | \$ 113.4 | <b>\$ 335.5</b> |

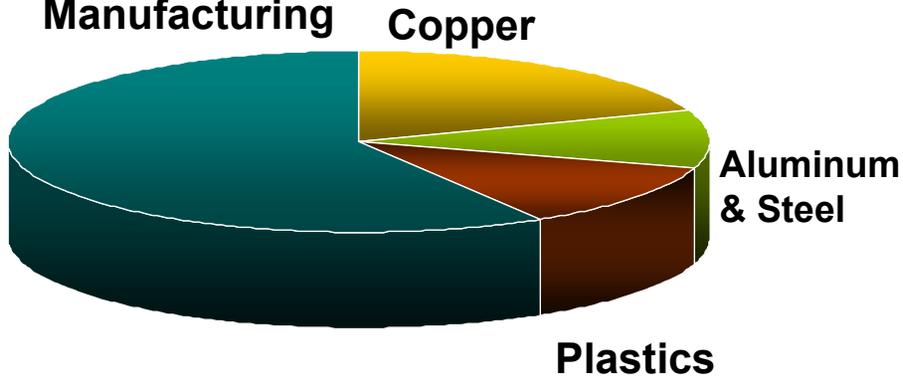
|                  | Mar-08  | Jun-08  | Sep-08   | Dec-08 | YTD             |
|------------------|---------|---------|----------|--------|-----------------|
| <b>CommScope</b> | \$ 80.2 | \$ 41.8 | \$ 131.6 | \$ -   | \$ 253.6        |
| <b>Andrew</b>    | \$ -    | \$ -    | \$ -     | \$ -   | \$ -            |
|                  | \$ 80.2 | \$ 41.8 | \$ 131.6 | \$ -   | <b>\$ 253.6</b> |

# Sales by Segment

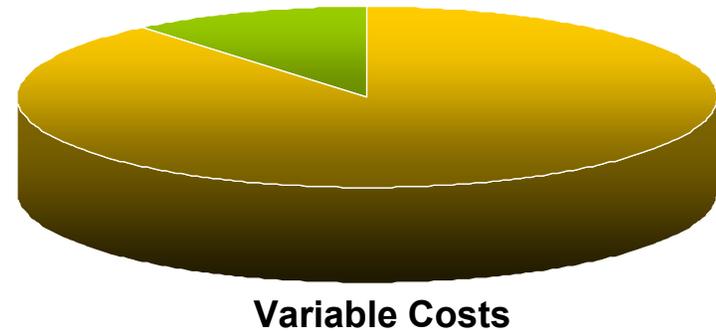
|                            | Mar-06   | Jun-06   | Sep-06     | Dec-06   | FY06       | Mar-07   | Jun-07     | Sep-07     | Dec-07     | FY07       | Mar-08     | Jun-08     | Sep-08     | YTD 08     |
|----------------------------|----------|----------|------------|----------|------------|----------|------------|------------|------------|------------|------------|------------|------------|------------|
| ACCG                       | \$ 320.4 | \$ 392.5 | \$ 455.3   | \$ 401.9 | \$ 1,570.1 | \$ 401.2 | \$ 466.7   | \$ 504.3   | \$ 439.9   | \$ 1,812.1 | \$ 479.0   | \$ 500.2   | \$ 495.0   | \$ 1,474.2 |
| Enterprise                 | 172.1    | 205.1    | 237.7      | 187.5    | \$ 802.4   | 200.9    | 239.4      | 240.4      | 218.8      | \$ 899.5   | 211.5      | 243.1      | 236.5      | 691.1      |
| Broadband                  | 125.9    | 136.5    | 143.8      | 144.0    | \$ 550.2   | 148.1    | 163.4      | 161.2      | 152.6      | \$ 625.3   | 135.5      | 163.7      | 159.0      | 458.2      |
| WNS                        | 215.9    | 229.3    | 228.7      | 182.7    | \$ 856.6   | 188.6    | 195.7      | 232.4      | 197.7      | \$ 814.4   | 180.6      | 185.4      | 174.7      | 540.7      |
| SatCom                     | 31.3     | 26.8     | 34.6       | 23.1     | \$ 115.8   | 30.7     | 22.9       | 27.2       | 21.3       | \$ 102.1   | 8.6        | 3.0        | 2.0        | 13.6       |
| WNS net SatCom             | \$ 184.6 | \$ 202.5 | \$ 194.1   | \$ 159.6 | \$ 740.8   | \$ 157.9 | \$ 172.8   | \$ 205.2   | \$ 176.4   | \$ 712.3   | \$ 172.0   | \$ 182.4   | \$ 172.7   | \$ 527.1   |
| Inter-segment Eliminations | (0.4)    | (0.7)    | (0.4)      | (0.2)    | (1.7)      | (0.6)    | (0.4)      | (0.3)      | (0.2)      | (1.5)      | (1.5)      | (5.0)      | (2.9)      | (9.4)      |
|                            | Mar-06   | Jun-06   | Sep-06     | Dec-06   | FY06       | Mar-07   | Jun-07     | Sep-07     | Dec-07     | FY07       | Mar-08     | Jun-08     | Sep-08     | YTD 08     |
| Revenue                    | \$ 833.9 | \$ 962.7 | \$ 1,065.1 | \$ 915.9 | \$ 3,777.6 | \$ 938.2 | \$ 1,064.8 | \$ 1,138.0 | \$ 1,008.8 | \$ 4,149.8 | \$ 1,005.1 | \$ 1,087.4 | \$ 1,062.3 | \$ 3,154.8 |
| Revenue (net SatCom)       | \$ 802.6 | \$ 935.9 | \$ 1,030.5 | \$ 892.8 | \$ 3,661.8 | \$ 907.5 | \$ 1,041.9 | \$ 1,110.8 | \$ 987.5   | \$ 4,047.7 | \$ 996.5   | \$ 1,084.4 | \$ 1,060.3 | \$ 3,141.2 |

## 2008 Materials & Variable Costs Estimates

### Other & Contract Manufacturing



### Fixed Costs



- ❑ > 100 million pounds of Copper
- ❑ > 90 million pounds of aluminum
- ❑ > 20 million pounds of steel
- ❑ > 225 million pounds of polymers (PVC, PE, FEP)
- ❑ > 1.5 million kilometers of fiber

**> \$2 Billion of Annual Spend**

# Q308 Reconciliation

**CommScope, Inc.**  
**Reconciliation of GAAP Measures to Adjusted Measures**  
**(Unaudited -- In millions, except per share amounts)**

|  | <b>Three Months Ended<br/>September 30, 2008</b> |                       |                    |
|--|--|-----------------------|--------------------|
|  | <b>Operating<br/>Income</b>                      | <b>Net Income (2)</b> | <b>Diluted EPS</b> |
| As reported  | \$ 127.5   | \$ 84.7               | \$ 1.05            |
| Special items:                                       |  |                       |                    |
| Amortization of purchased intangible assets (1)      | 28.0   | 17.5                  | 0.22               |
| Purchase accounting adjustments related to inventory | 1.8  | 1.1                   | 0.01               |
| Restructuring costs                                  | 2.4  | 2.1                   | 0.03               |
| Acquisition and one-time costs                       | 0.4  | 0.2                   | -                  |
| Alignment of certain employee benefit policies       | (10.0)   | (6.2)                 | (0.08)             |
| Release of income tax valuation allowance            | -  | (5.0)                 | (0.06)             |
| As adjusted for special items                        | \$ 150.1   | \$ 94.4               | \$ 1.17            |

(1) Includes amortization included in Cost of Sales.

(2) The tax rates applied to special items reflect the tax expense or benefit expected to be realized based on the tax jurisdiction of the entity generating the special item. There are certain special items for which we expect to receive no tax benefit.

CommScope management believes that presenting operating income, earnings and diluted EPS information excluding the special items noted above provides meaningful information to investors in understanding operating results and may enhance investors' ability to analyze financial and business trends, when considered together with the GAAP financial measures. In addition, CommScope management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period.

# Preliminary Covenant Calculation

| Description  | Q3 2008<br>EBITDA*<br>\$m |                       |
|--|---------------------------|-----------------------|
| Consolidated Net Income  | \$84.7                    |                       |
| Cash Interest Expense  | \$34.1                    |                       |
| Tax Provision  | \$11.7                    |                       |
| Depreciation & Amortization  | \$55.6                    |                       |
| Non-cash equity-based compensation   | \$5.5                     |                       |
| Net Special Items<br><i>(purchase accounting items, restructuring,<br/>one-time items, non-cash alignment of benefit policies, etc.)</i>   | (\$5.2)                   |                       |
| <b>EBITDA</b>  | <b>\$186.4</b>            |                       |
|  |                           | <b>EBITDA</b>         |
|  |                           | Q407 \$ 126.5         |
|  |                           | Q108 145.9            |
|  |                           | Q208 177.3            |
|  |                           | Q308* 186.4           |
|  |                           | <b>LTM = \$ 636.1</b> |
| Anticipated Acquisition Synergies<br><i>(Credit facility allows for \$57m of credit for synergies in early quarters<br/>which amortizes \$14.2m per quarter. Q308 is the last quarter for this adjustment)</i> |                           | 14.2                  |
| <b>*Preliminary Consolidated EBITDA (as defined)</b>   |                           | <b>\$ 650.3</b>       |
| 2008 YTD interest expense  | \$112.2                   |                       |
| 2008 annualized interest expense (divide by 3, multiply by 4)  | \$149.6                   |                       |
| Amortization of loan fees, other   | -\$8.5                    |                       |
| Consolidated cash interest expense   | \$141.1                   |                       |
| Interest Coverage Ratio  | <b>4.61</b>               |                       |
| Interest Coverage Ratio covenant - minimum   | 3.75                      |                       |
|  | <b>PASS</b>               |                       |
| Consolidated leverage  | \$2,196.8                 |                       |
| Consolidated leverage ratio  | <b>3.38</b>               |                       |
| Consolidated leverage ratio covenant - maximum   | 3.75                      |                       |
|  | <b>PASS</b>               |                       |

\*Preliminary estimate - Official calculation defined in detail in the Credit facility