

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

	<u>Quarter Ended April 30,</u>		<u>Six Months Ended April 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
<b>Reconciliation of Adjusted Income from Continuing Operations to Net Income</b>				
Adjusted Income from Continuing Operations	\$ 11,925	\$ 16,397	\$ 25,965	\$ 29,359
Items Impacting Comparability, net of taxes	<u>(3,302)</u>	<u>(3,348)</u>	<u>(4,506)</u>	<u>(1,555)</u>
Income from Continuing Operations	8,623	13,049	21,459	27,804
Loss from Discontinued Operations	<u>(46)</u>	<u>(272)</u>	<u>(107)</u>	<u>(810)</u>
Net Income	<u>\$ 8,577</u>	<u>\$ 12,777</u>	<u>\$ 21,352</u>	<u>\$ 26,994</u>
<b>Reconciliation of Adjusted Income from Continuing Operations to Income from Continuing Operations</b>				
Adjusted Income from Continuing Operations	\$ 11,925	\$ 16,397	\$ 25,965	\$ 29,359
Items Impacting Comparability:				
Corporate Initiatives and Other (a)	(1,005)	(5,515)	(2,975)	(12,163)
Third-Party Administrator Legal Settlement	-	-	-	9,601
Litigation Contingency	<u>(4,400)</u>	<u>-</u>	<u>(4,400)</u>	<u>-</u>
Total Items Impacting Comparability	(5,405)	(5,515)	(7,375)	(2,562)
Income Taxes Benefit	<u>2,103</u>	<u>2,167</u>	<u>2,869</u>	<u>1,007</u>
Items Impacting Comparability, net of taxes	<u>(3,302)</u>	<u>(3,348)</u>	<u>(4,506)</u>	<u>(1,555)</u>
Income from Continuing Operations	<u>\$ 8,623</u>	<u>\$ 13,049</u>	<u>\$ 21,459</u>	<u>\$ 27,804</u>

(a) Corporate initiatives and other include: (i) costs associated with the implementation of a new payroll and human resources information system, (ii) the upgrade of the Company's accounting system, (iii) the completion of the corporate move from San Francisco, (iv) the integration costs associated with OneSource, and (v) the write-off of deferred acquisition costs due to the adoption of an accounting pronouncement.

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

## Reconciliation of Adjusted EBITDA to Net Income

Adjusted EBITDA	\$ 29,378	\$ 36,064	\$ 62,047	\$ 66,411
Items Impacting Comparability	(5,405)	(5,515)	(7,375)	(2,562)
Discontinued Operations	(46)	(272)	(107)	(810)
Income Tax	(5,622)	(8,256)	(13,777)	(17,827)
Interest Expense	(1,177)	(1,313)	(2,392)	(2,981)
Depreciation and Amortization	<u>(8,551)</u>	<u>(7,931)</u>	<u>(17,044)</u>	<u>(15,237)</u>
Net Income	<u>\$ 8,577</u>	<u>\$ 12,777</u>	<u>\$ 21,352</u>	<u>\$ 26,994</u>

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

	<u>Quarter Ended April 30,</u>		<u>Six Months Ended April 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Adjusted Income from Continuing Operations per Diluted Share	\$ 0.23	\$ 0.32	\$ 0.49	\$ 0.57
Items Impacting Comparability, net of taxes	<u>(0.07)</u>	<u>(0.07)</u>	<u>(0.08)</u>	<u>(0.03)</u>
Income from Continuing Operations per Diluted Share	<u>\$ 0.16</u>	<u>\$ 0.25</u>	<u>\$ 0.41</u>	<u>\$ 0.54</u>
Diluted Shares	52,719	51,553	52,633	51,511

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

**Quarter Ended  
April 30,  
2010**

## **Reconciliation of Free Cash Flow to Net Cash Provided by Continuing Operating Activities**

Free Cash Flow	\$ 45,101
Capital Expenditures	<u>4,859</u>
Net cash provided by continuing operating activities	<u><u>\$ 49,960</u></u>

# Unaudited Reconciliation of non-GAAP Financial Measures

## ABM Industries Incorporated and Subsidiaries

### Reconciliation of Estimated Adjusted Income from Continuing Operations per Diluted Share to Income from Continuing Operations per Diluted Share for the Year Ending October 31, 2010

	<b>Year Ending October 31, 2010</b>	
	<u>Low Estimate</u>	<u>High Estimate</u>
	(per diluted share)	
Adjusted Income from Continuing Operations per Diluted Share	\$ 1.35	\$ 1.45
Adjustments to Income from Continuing Operations (a)	(0.10)	(0.10)
Income from Continuing Operations per Diluted Share	<u>\$ 1.25</u>	<u>\$ 1.35</u>

(a) Adjustments to income from continuing operations are expected to include additional costs associated with the implementation of new information technology systems and other unique items impacting comparability.