



Reconciliation of non-GAAP Financial Measures

March 6, 2012

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

ABM Industries Incorporated and Subsidiaries

Reconciliation of Adjusted Income from Continuing Operations to Net Income

	Quarter Ended January 31,	
	2012	2011
Adjusted income from continuing operations	\$ 11,786	\$ 11,682
Items impacting comparability, net of taxes	<u>(1,146)</u>	<u>(3,277)</u>
Income from continuing operations	10,640	8,405
Loss from discontinued operations	<u>(10)</u>	<u>(15)</u>
Net income	<u>\$ 10,630</u>	<u>\$ 8,390</u>

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

Adjusted income from continuing operations	\$ 11,786	\$ 11,682
Items impacting comparability:		
Corporate initiatives and other (a)	(1,426)	-
Rebranding (b)	(731)	-
U.S. Foreign Corrupt Practices Act investigation (c)	(1,873)	-
Gain from equity investment (d)	2,081	-
Linc purchase accounting	-	(280)
Acquisition costs	-	(4,124)
Litigation and other settlements	<u>-</u>	<u>(920)</u>
Total items impacting comparability	(1,949)	(5,324)
Income taxes benefit	<u>803</u>	<u>2,047</u>
Items impacting comparability, net of taxes	<u>(1,146)</u>	<u>(3,277)</u>
Income from continuing operations	<u>\$ 10,640</u>	<u>\$ 8,405</u>

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

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

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

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

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

ABM Industries Incorporated and Subsidiaries

Reconciliation of Adjusted EBITDA to Net Income

	Quarter Ended January 31,	
	2012	2011
Adjusted EBITDA	\$ 35,913	\$ 35,701
Items impacting comparability	(1,949)	(5,324)
Discontinued operations	(10)	(15)
Income taxes	(7,454)	(5,252)
Interest expense	(2,834)	(4,046)
Depreciation and amortization	(13,036)	(12,674)
Net income	<u>\$ 10,630</u>	<u>\$ 8,390</u>

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

	Quarter Ended January 31,	
	2012	2011
Adjusted income from continuing operations per diluted share	\$ 0.22	\$ 0.22
Items impacting comparability, net of taxes	(0.02)	(0.06)
Income from continuing operations per diluted share	<u>\$ 0.20</u>	<u>\$ 0.16</u>
Diluted shares	54,493	53,893

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, 2012

	<u>Year Ending October 31, 2012</u>	
	<u>Low Estimate</u>	<u>High Estimate</u>
	(per diluted share)	
Adjusted income from continuing operations per diluted share	\$ 1.40	\$ 1.50
Adjustments to income from continuing operations (a)	\$ (0.14)	\$ (0.14)
Income from continuing operations per diluted share	<u>\$ 1.26</u>	<u>\$ 1.36</u>

(a) Adjustments to income from continuing operations are expected to include rebranding costs and other unique items impacting comparability.