# **New Constructs**®

#### **VALUATION REPORT**

08/31/2010

Closing Stock Price as of 08/30/2010: \$31.95

## **Medtronic Inc (MDT)**

### Very Attractive Risk/Reward Rating

- MDT has an Overall Risk/Reward Rating of Very Attractive because the stock offers much more upside potential than downside risk.
- Figure 1 summarizes the five factors that drive our Overall Risk/Reward Rating for MDT. Each factor offers insights into the profitability and valuation of MDT.
- Rising EP means that economic EPS are positive, the company's ROIC is greater than WACC, and ROIC is rising.
- The biggest adjustment that lowers economic EPS and is not captured in Reported EPS is Reported Net Assets.
- The combination of positive and rising economic EPS with a cheap stock valuation drives a Risk/Reward Rating of Very Attractive for MDT.
- Our Risk/Reward Rating system identifies disconnects between the market's expectations for future cash flows and current cash flows.
- This report provides a detailed explanation of each diagnostic criterion and each rating for MDT. Appendix 1 offers an explanation of how our Risk/Reward Rating system works.

#### Valuation Report

This report presents a concise review of our DCF valuation and economic profitability analysis from our MaxVal model.

#### **Contributors**

Equity Research Team research@newconstructs.com

Go to www.newconstructs.com to access more of our research on individual companies and our macro reports, including the Most Attractive and Dangerous Stocks monthly reports.

Figure 1: New Constructs' Risk/Reward Rating

Overall Risk/Reward	Quality of Earnings		Valuation			
Rating	Economic vs Reported EPS	Return on Invested Capital (ROIC)	FCF Yield	Price-to-EBV Ratio	Growth Appreciation Period (yrs)	
Very Dangerous	Misleading Trend	Bottom Quintile	<-5%	> 3.5 or -1 > 0	> 50	
Dangerous	False Positive	4th Quintile	-5%<-1%	2.4 > 3.5 or < -1	20 > 50	
Neutral	Neutral EP	3rd Quintile	-1%<3%	1.6 > 2.4	10 > 20	
Attractive	Positive EP	2nd Quintile	3%<10%	1.1 > 1.6	3 > 10	
Very Attractive	Rising EP	Top Quintile	>10%	0 > 1.1	0 > 3	
Actual Values	Actual Values \$2.22 vs. \$2.79 14.		8.8% 0.49		< 1 year	
S&P 500	\$0.12 vs. \$2.48	13%	0.2%	1.5	20 years	
Russell 1000	\$0.12 vs. \$2.36	13%	0.1%	1.6	23 years	

Source: New Constructs, LLC

**New Constructs rectifies** 

financial statements.

accounting distortions in GAAP

08/31/2010

#### **Economic vs Reported Earnings**

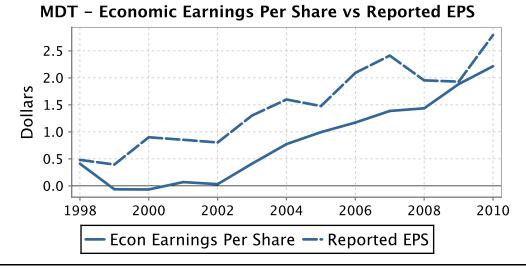
#### **Why Economic Earnings Matter**

Economic earnings are almost always meaningfully different than GAAP earnings. We believe economic earnings provide a truer measure of profitability and shareholder value creation than offered by GAAP earnings. Investors should beware investing in companies that report profits meaningfully different than their economic profits.

Figure 2 highlights the differences between the reported and economic earnings for MDT. Rising EP means the company earned a ROIC greater than its WACC during the last Fiscal Year.

During the last Fiscal Year, the biggest driver of the difference between reported and economic EPS is Reported Net Assets. See Appendix 2 for a line item by line item reconciliation of Net Income to Economic Earnings.

Figure 2: Economic Earnings Per Share vs Reported EPS



Source: New Constructs, LLC

Economic earnings and return on capital metrics are significantly more accurate when as-reported financial statements have been adjusted to reverse accounting distortions. The majority of the data required to reverse accounting distortions is available only in the Notes to the Financial Statements, which we analyze rigorously. Our core competency is gathering and analyzing all relevant financial data (from Financial Statements and the Notes) so that we can deliver earnings analyses that best represent the true profitability of businesses. See Figure 3 for a list of the adjustments we make to a company's reported GAAP profits in order to reverse accounting distortions and arrive at a better measure of a firm's profits.

Figure 3: Accounting Issues that Distort GAAP

- Employee Stock Options
- Pension Over/Under Funding
- Excess Cash
- Restructuring charges
- Pooling Goodwill
- Minority Interests

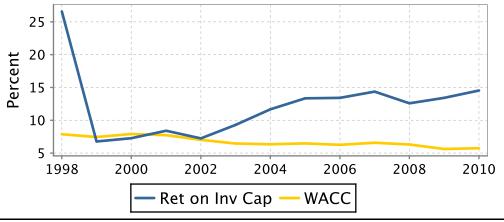
- Off-Balance-Sheet Financing
- LIFO Reserve
- Unrealized Gains/Losses
- Goodwill Amortization
- Unconsolidated Subsidiaries
- Capitalized Expenses

Source: New Constructs, LLC

Figure 4 compares MDT's Return on Invested Capital (ROIC) to its Weighted-Average Cost of Capital (WACC). This company's ROIC during its last fiscal year ranks in the Top Quintile.

Figure 4: Return on Invested Capital vs Weighted Average Cost of Capital

## MDT - Return on Invested Capital vs Weighted Average Cost of Capital



Source: New Constructs, LLC

#### **How We Measure Economic Earnings**

The metrics we use to measure the economic performance of companies are Economic Profit Margin and Economic Earnings. The Economic Profit Margin for a company equals its Return on Invested Capital (ROIC) minus its Weighted-Average Cost of Capital (WACC). The Economic Earnings of a company equal its Economic Profit Margin multiplied by its Invested Capital. Economic Earnings per Share equal Economic Earnings divided by Basic Shares Outstanding. ROIC equals Net Operating Profit After Tax (NOPAT) divided by Invested Capital.

We believe our measures of economic performance are substantially more accurate than accounting metrics because we make adjustments for all the issues listed in Figure 3.

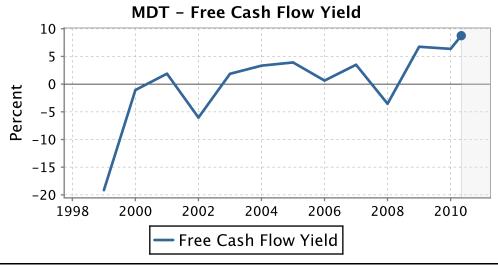
Appendix 3 provides a line item by line item reconciliation of Net Income to Economic Earnings.

#### Free Cash Flow Yield

Rigorous back-testing shows that stocks with a Free Cash Flow Yield of at least 10% significantly out-performed both the S&P 500 and a survivor-bias-adjusted index. For more detail on Free Cash Flow Yield and our backtesting, see our report "Cash Is King," which was published November 30th, 2004.

Using Free-Cash-Flow Yields to pick stocks is not a new strategy. However, our strategy yields superior results because we use a better measure of Free Cash Flow (FCF), in our opinion. In the same way our economic EPS are better measures of profitability than reported EPS, our measure of FCF is better than traditional accounting-based FCF. We measure Free Cash Flow by subtracting the change in Invested Capital from NOPAT.

Figure 5: Free Cash Flow Yield



Source: New Constructs, LLC. Note: Dot on the line(s) in the chart marks the current value(s).

Figure 5 shows MDT's FCF Yield over the past several years. MDT's current FCF Yield is 8.8%.

Free Cash Flow Yield equals unlevered FCF divided by enterprise value. The level of FCF does not always reflect the health of a business or its prospects. For example, a large amount of FCF can be a sign that a company has limited investment opportunities and, hence, limited growth prospects. On the other hand, negative FCF can be an attractive indication that a company has more investment opportunities than it can fund with cash from operations. Zero FCF could mean that the company generates just enough cash to internally fund its growth opportunities.

#### **Price-to-EBV Per Share**

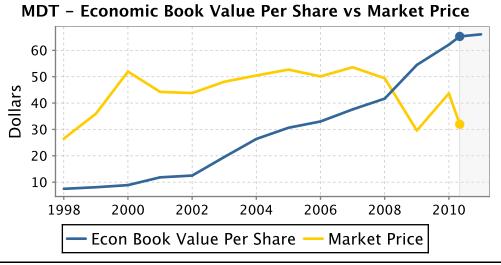
Figure 6 shows the differences between the stock market price and Economic Book Value (EBV) per share of MDT. These differences reflect the portion of the stock price that is entirely dependent on future cash flow growth.

When stock prices are much higher than EBVs, the market predicts the economic profitability (as distinct from accounting profitability) of the company will meaningfully increase. When stock prices are much lower than EBVs, the market predicts the economic profitability of the company will meaningfully decrease. If the stock price equals the EBV, the market predicts the company's economic profitability will not change.

The lower the stock price is versus EBV, the lower the potential risk of investing in the stock.

The higher the stock price is versus EBV, the greater the potential risk of investing in the stock.

Figure 6: Economic Book Value Per Share vs Market Price



Source: New Constructs, LLC. Note: Dot on the line(s) in the chart marks the current value(s).

EBV measures the no-growth value of the company based on the current economic cash flows generated by the business. It is also known as the "pre-strategy value" of the company because it ignores the value attributable to future cash flows, which are, in theory, what business strategies should aim to improve.

The Formula for EBV is: (NOPAT / WACC) + Excess Cash + Unconsolidated Subsidiary Assets + Net Assets from Discontinued Operations - Debt (incl. Operating Leases) - Value of Outstanding Stock Options - Preferred Capital - Minority Interests. EBV per share equals EBV divided by shares outstanding.

Stock prices reflect the market's expectations for the present value of future cash promised to the owner.

Comparing the required future performance to historical performance positions investors to asses the feasibility of market expectations and valuations.

See Appendix 8 for the specific estimates used in this company's valuation model.

Appendix 2 details each Adjustment made to this company's reported financial results.

#### **Quantifying Market Expectations**

We believe this stock has a Very Attractive Risk/Reward Rating because there is a relatively small difference between the expected financial performance implied by its market price and the company's historical performance.

Figure 7 compares the future performance required to justify the company's stock market price to its historical performance. Specifically, Figure 7 shows: the current stock price of \$31.95 implies that MDT will not generate any growth in economic profits.

Figure 7: Future Performance Required to Justify Valuation

Performance Hurdles	Historical Performance			Furture Performance	
	5 Yr	3Yr	Last FY	Default based on current price	
Stock Price	\$50.12	\$49.42	\$43.69	\$31.95	
1. Revenue CAGR	8.8%	8.2%	8.3%	-	
2. Avg Economic Profit Margin	7.6%	7.6%	8.8%	-	
3. Growth Appreciation Period	-	-	-	< 1 year	

Source: New Constructs, LLC

Note: The Default Scenario is Based on the forecast set by the New Constructs analytical team, this scenario represents a likely financial performance path the company may follow to justify the current market price. Subscribers to our services may create alternate forecast scenarios based on their own estimates.

Historically, MDT has generated a Revenue CAGR of 8.8%, 8.2%, and 8.3% and Economic Profit Margins of 7.6%, 7.6%, and 8.8% over the past 5, 3 and 1 year(s).

The market does not expect MDT to achieve any future profit growth. See the Price-to-EBV Per Share analysis for more detail.

GAP measures the number of years implied by the stock price over which the company must maintain an edge over its current and future competitors. Specifically, GAP measures the number of years a company will earn returns on invested capital greater than its cost of capital on new investments. The law of competition dictates that a company can only grow its economic profits for the finite period over which it can maintain a competitive advantage.

The Market-implied GAP of the S&P 500 is 20 years. For the Russell 1000, it is 23 years. MDT has a GAP of < 1 year, which is much less than the indices. Based on this criterion, MDT has a much greater chance of seeing price appreciation versus the indices.

Our Overall Rating is Very Attractive. Other criteria (per pages above) in our rating system also indicate MDT is an Attractive investment.

GAP analysis comes from our dynamic discounted cash flow model, a multi-stage DCF model that values companies across multiple forecast horizons. Each forecast horizon (i.e., Growth AppreciationPeriod - GAP), assumes the company cannot grow profits beyond the GAP period. Our model exclusively uses no-growth terminal value assumptions for calculating the value of the stock for each GAP.

The forecast drivers for our DCF model are: (1) Revenue Growth; (2) NOPBT Margin, (i.e. EBIT Margin with Adjustments\*), (3) Cash Tax Rate, (4) Incremental Net Working and Fixed Capital needs. See Appendix 8 for the forecasts that drive our DCF model for this company.

Our MaxVal models value stocks based on the present value of expected free cash flows, with that free cash flow measured according to our economic (as distinct from conventional accounting) methodology. MaxVal subscribers forecast economic free cash flow by assigning estimates to three value drivers:

#### 1. Revenue Growth

Compounded over the indicated time frame.

#### 2. Economic Profit Margin

The Return On Invested Capital minus the weighted-average cost of capital.

#### 3. Growth Appreciation Period

Number of years the company can earn a positive Economic Profit Margin on incremental investments, i.e. the number of years it can create economic value.

An alternative way to conceptualize the three value drivers is:

- 1. "How fast will the company grow?"
- 2. "How profitable will the company be?"
- 3. "For how many years will the company grow economic profits or create incremental value?"

### **Appendix 1: Explanation of New Constructs' Stock Ratings Scale**

Our Risk/Reward Rating (Figure 1) system grades every stock under our coverage according to what we believe are the 5 most important criteria for assessing the risk versus reward of a stock. Each grade reflects the balance of potential risk and reward of buying that stock. Our Risk/Reward analysis results in the 5 ratings described below. Most Attractive corresponds to a "Buy" rating, Most Dangerous corresponds to a "Sell" rating, and everything in-between corresponds to a "Hold" rating.

#### Overall Risk/Reward Rating

The Overall Risk/Reward Rating provides a final rating based on the equal-weighted average rating of each criterion.

Very Dangerous	All criteria are equal-weighted in the average calculation except 2yr FCF Yield is excluded.
Dangerous	All criteria are equal-weighted in the average calculation except 2yr FCF Yield is excluded.
Neutral	All criteria are equal-weighted in the average calculation.
Attractive	All criteria are equal-weighted in the average calculation.
Very Attractive	All criteria are equal-weighted in the average calculation.

#### **Economic vs Reported EPS**

Ranks stocks based on how their Economic Earnings compare their Reported Earnings. Values based on Latest Fiscal Year.

Misleading Trend	Very Dangerous = negative and declining Economic Earnings despite positive and rising Reported Earnings
False Positive	Dangerous = same as above except Reported EPS are not positive or are not rising
Neutral EP	Neutral = Negative Economic and Reported Earnings
Positive EP	Attractive = Economic Earnings are positive
Rising EP	Very Attractive = Economic Earnings are positive and rising

#### **Return on Invested Capital (ROIC)**

Ranks stocks based on their ROIC. Values based on Latest Fiscal Year.

Bottom Quintile	Very Dangerous = in the bottom 20% of all companies
4th Quintile	Dangerous = in the bottom 40% of all companies
3rd Quintile	Neutral = in the middle 20% of all companies
2nd Quintile	Attractive = in the top 40% of all companies
Top Quintile	Very Attractive = in the top 20% of all companies

#### FCF Yield

Ranks stocks based on their Free Cash Flow Yield. Values based on Latest Closing Stock price and Latest Fiscal Year.

< -5%	Very Dangerous = less than or equal to -5%
-5% < -1%	Dangerous = more than -5% but less than or equal to -1%
-1% < 3%	Neutral = more than -1% but less than or equal to +3%
3% < 10%	Attractive = more than +3% but less than or equal to +10%
> 10%	Very Attractive = more than +10%

#### **Price-to-EBV Ratio**

Ranks stocks based on their Price-to-Economic Book Value Ratio. Values based on Latest Closing Stock price and Latest Fiscal Year.

> 3.5 or -1 > 0	Very Dangerous = greater than or equal to 3.5 or less than 0 but greater than -1
2.4 > 3.5 or < -1	Dangerous = greater than or equal to 2.4 but less than 3.5 and less than or equal to -1
1.6 > 2.4	Neutral = greater than or equal to 1.6 but less than 2.4
1.1 > 1.6	Attractive = greater than or equal to 1.1 but less than 1.6
0 > 1.1	Very Attractive = greater than or equal to 0 but less than 1.1

#### **Growth Appreciation Period (yrs)**

Ranks stocks based on their Market-Implied Growth Appreciation Period. Values based on Latest Closing Stock price and Default Forecast Scenario.

> 50	Very Dangerous = greater than or equal to 50 years
20 > 50	Dangerous = greater than or equal to 20 years but less than 50
10 > 20	Neutral = greater than or equal to 10 years but less than 20
3 > 10	Attractive = greater than or equal to 3 years but less than 10
0 > 3	Very Attractive = greater than or equal to 0 years but less than 3

## **Appendix 2: Economic Adjustments Summary**

	2006	2007	2008	2009	2010
NOPAT Adjustments - Impact Analysis					
GAAP Net Income	\$2,546.70	\$2,802.00	\$2,231.00	\$2,169.00	\$3,099.00
Net Non-Operating Expense	\$543.10	\$232.00	\$1,206.00	\$1,980.00	\$1,161.00
Change in Total Reserves	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Goodwill Amortization	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
ESO Expense (Employee Stock Options)	(\$197.48)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Implied Interest for PV of Operating Leases	\$8.19	\$7.30	\$9.19	\$6.84	\$10.69
Non-Operating Taxes	(\$253.07)	(\$100.74)	(\$191.27)	(\$530.43)	(\$220.77)
After-tax Charge	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
After-tax Income	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
NOPAT (Net Operating Profit After Tax)	\$2,647.44	\$2,940.56	\$3,254.93	\$3,625.42	\$4,049.92
Invested Capital Adjustments - Impact Analysis					
Reported Net Assets	\$17,673.70	\$17,458.00	\$19,817.00	\$21,036.00	\$25,455.00
Excess Cash	(\$6,832.56)	(\$6,035.02)	(\$3,664.70)	(\$4,153.02)	(\$8,090.66)
Total Reserves	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Deferred Tax Liability	\$22.10	\$0.00	\$0.00	\$0.00	\$89.00
Unconsolidated Subsidiary Assets (non-operating)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Net Assets from Discontinued Operations	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Off-Balance-Sheet Operating Leases	\$221.53	\$173.45	\$234.91	\$216.75	\$328.40
Accumulated Unrecorded Goodwill	\$7,703.89	\$7,703.89	\$7,703.89	\$7,703.89	\$7,703.89
Accumulated Goodwill Amortization	\$263.00	\$263.00	\$263.00	\$263.00	\$263.00
Cumulative Asset Write-Offs After Tax	\$839.58	\$844.58	\$1,221.66	\$1,747.17	\$1,807.83
Accumulated OCI (Other Comprehensive Income)	(\$154.80)	\$62.00	\$286.00	\$202.00	\$307.00
Invested Capital	\$19,736.45	\$20,469.91	\$25,861.76	\$27,015.80	\$27,863.46

## **Appendix 3: Reconciling Net Income to Economic Earnings**

	2006	2007	2008	2009	2010
NOPAT = Net Income with Adjustments as per below					
GAAP Net Income	\$2,546.70	\$2,802.00	\$2,231.00	\$2,169.00	\$3,099.00
Net Non-Operating Expense	543.1	232.0	1,206.0	1,980.0	1,161.0
As a % of Revenue	4.8%	1.9%	8.9%	13.6%	7.3%
Change in Total Reserves	0.0	0.0	0.0	0.0	0.0
As a % of Revenue	0.0%	0.0%	0.0%	0.0%	0.0%
Goodwill Amortization	0.0	0.0	0.0	0.0	0.0
As a % of Revenue	0.0%	0.0%	0.0%	0.0%	0.0%
ESO Expense (Employee Stock Options)	(197.5)	(0.0)	(0.0)	(0.0)	(0.0)
As a % of Revenue	(1.7%)	(0.0%)	(0.0%)	(0.0%)	(0.0%)
Implied Interest for PV of Operating Leases	8.2	7.3	9.2	6.8	10.7
As a % of Revenue	0.1%	0.1%	0.1%	0.0%	0.1%
Non-Operating Taxes	(253.1)	(100.7)	(191.3)	(530.4)	(220.8)
As a % of Revenue	(2.2%)	(0.8%)	(1.4%)	(3.6%)	(1.4%)
After-tax Charge	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
As a % of Revenue	0.0%	0.0%	0.0%	0.0%	0.0%
After-tax Income	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
As a % of Revenue	0.0%	0.0%	0.0%	0.0%	0.0%
NOPAT (Net Operating Profit After Tax)	\$2,647.44	\$2,940.56	\$3,254.93	\$3,625.42	\$4,049.92
Capital Charge = WACC * Invested Capital as detailed below	v				
Capital Charge for Reported Net Assets	(1,106.5)	(1,148.0)	(1,249.9)	(1,183.3)	(1,460.9)
As a % of Revenue	(9.8%)	(9.3%)	(9.2%)	(8.1%)	(9.2%)
Capital Charge for Excess Cash	427.8	396.9	231.1	233.6	464.3
As a % of Revenue	3.8%	3.2%	1.7%	1.6%	2.9%
Total Reserves Capital Charge	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)
As a % of Revenue	(0.0%)	(0.0%)	(0.0%)	(0.0%)	(0.0%)
Deferred Tax Liability Capital Charge	1.4	0.0	0.0	0.0	5.1
As a % of Revenue	0.0%	0.0%	0.0%	0.0%	0.0%
Capital Charge for Unconsolidated Subsidiary Assets (non-operating)	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)
As a % of Revenue	(0.0%)	(0.0%)	(0.0%)	(0.0%)	(0.0%)
Capital Charge for Net Assets from Discontinued Operations	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)
As a % of Revenue	(0.0%)	(0.0%)	(0.0%)	(0.0%)	(0.0%)
Off-Balance-Sheet Operating Leases Capital Charge	(13.9)	(11.4)	(14.8)	(12.2)	(18.8)
As a % of Revenue	(0.1%)	(0.1%)	(0.1%)	(0.1%)	(0.1%)
Unrecorded Goodwill Capital Charge	(482.3)	(506.6)	(485.9)	(433.4)	(442.1)
As a % of Revenue	(4.3%)	(4.1%)	(3.6%)	(3.0%)	(2.8%)
Accumulated Goodwill Amortization Capital Charge	(16.5)	(17.3)	(16.6)	(14.8)	(15.1)
As a % of Revenue	(0.1%)	(0.1%)	(0.1%)	(0.1%)	(0.1%)
Asset Write-Offs After Tax Capital Charge	(52.6)	(55.5)	(77.1)	(98.3)	(103.8)
As a % of Revenue	(0.5%)	(0.5%)	(0.6%)	(0.7%)	(0.7%)
Accumulated OCI Capital Charge	9.7	(4.1)	(18.0)	(11.4)	(17.6)
As a % of Revenue	0.1%	(0.0%)	(0.1%)	(0.1%)	(0.1%)
Invested Capital	\$19,736.45	\$20,469.91	\$25,861.76	\$27,015.80	\$27,863.46
WACC * Invested Capital is the charge for capital deducted	from NOPAT				
Invested Capital * WACC	\$1,235.63	\$1,346.10	\$1,631.22	\$1,519.67	\$1,599.11
Economic Earnings = NOPAT minus Capital Charge					
Economic Profit	1,411.8	1,594.5	1,623.7	2,105.7	2,450.8
	1,411.6 \$1.17	1,594.5 \$1.39	1,623.7 \$1.44	· · · · · · · · · · · · · · · · · · ·	
Economic Profit per Share				\$1.88	\$2.22
Basic EPS	\$2.11	\$2.44	\$1.97	\$1.94	\$2.80

## Appendix 4: Net Operating Profit After Tax (NOPAT) - Operating Approach

,	2006	2007	2008	2009	2010
Operating Revenue					
Net Sales Revenue	\$11,292.00	\$12,299.00	\$13,515.00	\$14,599.00	\$15,817.00
Net Interest Income	0.0	0.0	0.0	0.0	0.0
Licensing Revenue	0.0	0.0	0.0	0.0	0.0
Service Revenue	0.0	0.0	0.0	0.0	0.0
Fee Income	0.0	0.0	0.0	0.0	0.0
Commission Income Gain on Sale (operating revenue)	0.0 0.0	0.0 0.0	0.0 0.0	0.0 0.0	0.0 0.0
Revenue from Company-Owned Life Insurance	0.0	0.0	0.0	0.0	0.0
Other Revenue	0.0	0.0	0.0	0.0	0.0
Total Operating Revenue	\$11,292.00	\$12,299.00	\$13,515.00	\$14,599.00	\$15,817.00
Operating Income					
Income from Discontinued Operations (operating)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Gain on Sale of Discontinued Operations (operating)	0.0	0.0	0.0	0.0	0.0
Income from Unconsolidated Subsidiaries (operating)	0.0	0.0	0.0	0.0	0.0
Income from Unconsolidated Subsidiaries After-tax (operating	0.0	0.0	0.0	0.0	0.0
Gain on Sale (operating income)	0.0	0.0	0.0	0.0	0.0
Other Income	0.0	0.0	0.0	0.0	0.0
Total Operating Income	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Operating Expenses and Adjustments					
Cost of Sales	\$2,815.30	\$3,168.00	\$3,446.00	\$3,518.00	\$3,812.00
Cost of Licensing Revenue	0.0	0.0	0.0	0.0	0.0
Cost of Service Revenue	0.0	0.0	0.0	0.0	0.0
Other Cost of Revenue	0.0	0.0	0.0	0.0	0.0
Credit Loss Provision	0.0	0.0	0.0	0.0	0.0
Total Cost of Sales	\$2,815.30	\$3,168.00	\$3,446.00	\$3,518.00	\$3,812.00
Gross Profit	\$8,476.70	\$9,131.00	\$10,069.00	\$11,081.00	\$12,005.00
Gross Margin	75.1%	74.2%	74.5%	75.9%	75.9%
General and Administrative	\$3,659.40	\$4,153.00	\$4,707.00	\$5,152.00	\$5,415.00
Sales and Marketing	0.0	0.0	0.0	0.0	0.0
Occupancy and Equipment	0.0	0.0	0.0	0.0	0.0
Research and Development Expense	1,112.9	1,239.0	1,275.0	1,355.0	1,460.0
Depreciation and Amortization	0.0	0.0	0.0	0.0	0.0
Energy Depreciation, Depletion, and Amortization	0.0	0.0	0.0	0.0	0.0
Goodwill Amortization	0.0	0.0	0.0	0.0	0.0
Interest Expense (operating)	0.0	0.0	0.0	0.0	0.0
Stock Compensation	0.0	0.0	0.0	0.0	0.0
Other Compensation	0.0	0.0	0.0	0.0	0.0
Loss on Sale (operating)	0.0	0.0	0.0	0.0	0.0
Non-Income Taxes	0.0	0.0	0.0	0.0	0.0
Property Operating Expense	0.0	0.0	0.0	0.0	0.0
Energy Operating Expense	0.0	0.0 0.0	0.0 0.0	0.0 0.0	0.0
Losses from Discontinued Operations (operating)  Losses from Unconsolidated Subsidiaries (operating)	0.0 0.0	0.0	0.0	0.0	0.0 0.0
Insurance Expense	0.0	0.0	0.0	0.0	0.0
Operating Other Real Estate Owned Expense	0.0	0.0	0.0	0.0	0.0
Other Operating Expense	0.0	0.0	0.0	0.0	0.0
Total Operating Expense	\$7,587.60	\$8,560.00	<b>\$9,428.00</b>	\$10,025.00	\$10,687.00
- · · · · · · · · · · · · · · · · · · ·	*	*	•	•	*

## **VALUATION REPORT**

## New Constructs®

08/31/2010

	2006	2007	2008	2009	2010		
Net Operating Profit After-Tax (NOPAT) - Operating Approach (continued)							
Asset Write-Offs Included in Total Operating Expenses	(0.0)	(8.0)	(4.0)	(0.0)	(0.0)		
Non-operating Expenses Included in Total Operating Expense	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)		
ESO Expense (Employee Stock Options)	(197.5)	(0.0)	(0.0)	(0.0)	(0.0)		
ESO Expense as a % of Revenue	1.7%	0.0%	0.0%	0.0%	0.0%		
Adjusted Total Operating Expenses	\$7,785.08	\$8,552.00	\$9,424.00	\$10,025.00	\$10,687.00		
EBIT	\$3,506.92	\$3,747.00	\$4,091.00	\$4,574.00	\$5,130.00		
Goodwill Amortization	0.0	0.0	0.0	0.0	0.0		
EBITA	\$3,506.92	\$3,747.00	\$4,091.00	\$4,574.00	\$5,130.00		
Change in Total Reserves	0.0	0.0	0.0	0.0	0.0		
Implied Interest for PV of Operating Leases	8.2	7.3	9.2	6.8	10.7		
Capitalized Items Net Adjustment	\$8.19	\$7.30	\$9.19	\$6.84	\$10.69		
NOPBT (Net Operating Profit Before Tax)	\$3,515.11	\$3,754.30	\$4,100.19	\$4,580.84	\$5,140.69		
NOPBT Margin	31.1%	30.5%	30.3%	31.4%	32.5%		
Taxes and Adjustments							
NOPBT (Net Operating Profit Before Tax)	\$3,515.11	\$3,754.30	\$4,100.19	\$4,580.84	\$5,140.69		
Cash Tax Rate	24.7%	21.7%	20.6%	20.9%	21.2%		
Cash Operating Taxes	\$867.67	\$813.74	\$845.27	\$955.43	\$1,090.77		
NOPAT (Net Operating Profit After Tax)	\$2,647.44	\$2,940.56	\$3,254.93	\$3,625.42	\$4,049.92		

## **Appendix 5: Invested Capital - Operating Approach**

Values in millions except per share amounts

	2006	2007	2008	2009	2010
Current Assets / Investment Assets					
Cash and Equivalents (non-operating)	\$2,994.30	\$1,256.00	\$1,060.00	\$1,271.00	\$1,400.00
Short-Term Investments (non-operating)	3,107.1	1,822.0	553.0	405.0	2,375.0
Long-Term Investments (non-operating)	957.0	3,203.0	2,322.0	2,769.0	4,632.0
Company Owned Life Insurance (non-operating)	0.0	0.0	0.0	0.0	0.0
Total Cash and Investments	\$7,058.40	\$6,281.00	\$3,935.00	\$4,445.00	\$8,407.00
Required Cash as % of Revenue	2.0%	2.0%	2.0%	2.0%	2.0%
Excess Cash	6,832.6	6,035.0	3,664.7	4,153.0	8,090.7
Required Cash	225.8	246.0	270.3	292.0	316.3
Cash and Equivalents (operating)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Restricted Cash	0.0	0.0	0.0	0.0	0.0
Available for Sale Securities (operating)	0.0	0.0	0.0	0.0	0.0
Held to Maturity Securities (operating)	0.0	0.0	0.0	0.0	0.0
Trading Securities (operating)	0.0	0.0	0.0	0.0	0.0
Other Investment Securities (operating)	0.0	0.0	0.0	0.0	0.0
Accounts Receivable	2,429.0	2,737.0	3,287.0	3,123.0	3,335.0
Inventory	1,176.9	1,215.0	1,280.0	1,426.0	1,481.0
Prepaid Expenses	0.0	0.0	0.0	0.0	0.0
Current Deferred Costs	0.0	0.0	0.0	0.0	0.0
Current Deferred Taxes	196.8	405.0	600.0	605.0	544.0
LIFO Reserves	0.0	0.0	0.0	0.0	0.0
Loan Loss Reserves	0.0	0.0	0.0	0.0	0.0
Inventory Reserves	0.0	0.0	0.0	0.0	0.0
Other Receivables	0.0	0.0	73.0	0.0	0.0
Net Loans	0.0	0.0	0.0	0.0	0.0
Loans Held for Sale	0.0	0.0	0.0	0.0	0.0
Separate Accounts	0.0	0.0	0.0	0.0	0.0
Interest-Bearing Deposits	0.0	0.0	0.0	0.0	0.0
Federal Funds Sold and Securities Purchased for Resale	0.0	0.0	0.0	0.0	0.0
Other Current or Investment Assets	472.5	483.0	469.0	630.0	704.0
Total Current Assets (adjusted)	\$4,501.04	\$5,085.98	\$5,979.30	\$6,075.98	\$6,380.34

Page 13: Invested Capital Medtronic Inc (MDT)

## **New Constructs**®

08/31/2010

	2006	2007	2008	2009	2010
Invested Capital - Operating Approach (continued)					
Current Liabilities / Investment Liabilities					
Accounts Payable	\$318.60	\$282.00	\$383.00	\$382.00	\$420.00
Accrued Expenses	466.8	655.0	1,209.0	1,212.0	890.0
Accrued Compensation	722.5	767.0	789.0	901.0	1,001.0
Accrued Interest	0.0	0.0	0.0	0.0	0.0
Accrued Other Taxes	0.0	0.0	0.0	0.0	0.0
Income Taxes Payable	461.1	350.0	0.0	130.0	235.0
Deferred Income Taxes	0.0	0.0	0.0	0.0	0.0
Accrued Restructuring Charges	0.0	0.0	0.0	0.0	0.0
Current Deferred Revenue	0.0	0.0	0.0	0.0	0.0
Deposits	0.0	0.0	0.0	0.0	0.0
Separate Accounts	0.0	0.0	0.0	0.0	0.0
Federal Funds Purchased and Securities Loaned for Repurcha	0.0	0.0	0.0	0.0	0.0
Other NIBCL or Investment Liabilities	0.0	0.0	0.0	0.0	0.0
Investment Liabilities - Debt	0.0	0.0	0.0	0.0	0.0
NIBCL (Non-Interest-Bearing Current Liabilities)	\$1,969.00	\$2,054.00	\$2,381.00	\$2,625.00	\$2,546.00
Net Working Capital	\$2,532.04	\$3,031.98	\$3,598.30	\$3,450.98	\$3,834.34
Fixed Assets					
PPE (Property, Plant, and Equipment)	\$1,881.10	\$2,062.00	\$2,221.00	\$2,279.00	\$2,421.00
Net Goodwill	4,345.6	4,327.0	7,519.0	8,195.0	8,391.0
Net Other Intangibles	1,592.0	1,433.0	2,193.0	2,477.0	2,559.0
Net Combined Intangibles	0.0	0.0	0.0	0.0	0.0
Restricted Cash	0.0	0.0	0.0	0.0	0.0
Deferred Tax Assets	0.0	204.0	103.0	65.0	0.0
Prepaid Expenses	0.0	0.0	0.0	0.0	0.0
Deferred Costs	0.0	0.0	0.0	0.0	0.0
Deposits	0.0	0.0	0.0	0.0	0.0
Receivables	0.0	0.0	0.0	0.0	0.0
Company Owned Life Insurance (operating)	0.0	0.0	0.0	0.0	0.0
Federal Home Loan Bank Stock	0.0	0.0	0.0	0.0	0.0
Discontinued Operations (operating)	0.0	0.0	0.0	0.0	0.0
Unconsolidated Subsidiary Assets (operating)	0.0	0.0	0.0	0.0	0.0
Other Real Estate Owned	0.0	0.0	0.0	0.0	0.0
Other Fixed Assets	512.5	365.0	518.0	416.0	248.0
Off-Balance-Sheet Operating Leases	221.5	173.4	234.9	216.8	328.4
Cumulative Asset Write-Offs After Tax	839.6	844.6	1,221.7	1,747.2	1,807.8
Accumulated Unrecorded Goodwill	7,703.9	7,703.9	7,703.9	7,703.9	7,703.9
Accumulated Goodwill Amortization	263.0	263.0	263.0	263.0	263.0
Accumulated OCI (Other Comprehensive Income)	(154.8)	62.0	286.0	202.0	307.0
Total Adjusted Fixed Assets	\$17,204.41	\$17,437.93	\$22,263.46	\$23,564.82	\$24,029.12
Invested Capital	\$19,736.45	\$20,469.91	\$25,861.76	\$27,015.80	\$27,863.46

Page 14: Invested Capital Medtronic Inc (MDT)

WACC (Weighted Average Cost of Capital)

08/31/2010

## **Appendix 6: WACC (Weighted Average Cost of Capital)**

Values in millions except per share amounts						
	2006	2007	2008	2009	2010	Current
Cost of Equity Capital according to the Capita	I Asset Pricing Me	odel (CAPM)				
Risk-Free Rate (10-yr Treasury)	4.36%	4.82%	4.38%	3.44%	3.58%	3.50%
Beta Adjusted	0.54	0.54	0.54	0.54	0.54	0.54
Expected Market Return	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%
Equity Risk Premium	4.14%	3.68%	4.12%	5.06%	4.92%	5.00%
Cost of Equity	6.61%	6.82%	6.62%	6.19%	6.25%	6.21%
Market Value of Basic Equity	\$60,369.54	\$61,623.92	\$55,879.19	\$33,064.52	\$47,942.90	\$34,600.82
Equity Per Total Adjusted Capital	88.11%	90.78%	88.60%	81.49%	82.96%	77.85%
Weighted Cost of Equity Capital	5.82%	6.19%	5.86%	5.04%	5.18%	4.84%
Cost of Debt Capital						
Risk-Free Rate (10-yr Treasury)	4.36%	4.82%	4.38%	3.44%	3.58%	3.50%
Debt Spread Adjusted	0.55%	0.55%	0.55%	0.55%	0.55%	0.71%
Cash Tax Rate	24.68%	21.67%	20.62%	20.86%	21.22%	21.22%
Cost of Debt After Tax	3.70%	4.21%	3.91%	3.16%	3.25%	3.32%
Adjusted Total Debt	8,144.6	6,260.4	7,190.9	7,510.8	9,847.4	9,846.8
Debt Per Total Adjusted Capital	11.89%	9.22%	11.40%	18.51%	17.04%	22.15%
Weighted Cost of Debt After Tax	0.44%	0.39%	0.45%	0.58%	0.55%	0.73%
Cost of Preferred Capital						
Preferred Dividends	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Preferred Capital	0.0	0.0	0.0	0.0	0.0	0.0
Cost of Preferred Capital	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

6.26%

6.58%

6.31%

5.63%

5.74%

5.57%

## **Appendix 7: Key Economic Metrics Summary**

Values in millions	except per	share amounts
--------------------	------------	---------------

2006	2007	2008	2009	2010	Current
\$33.03	\$37.60	\$41.68	\$54.48	\$62.17	\$65.28
\$50.12	\$53.60	\$49.42	\$29.58	\$43.69	\$31.95
\$39,781.67	\$43,224.87	\$47,131.74	\$60,898.06	\$68,216.57	\$70,696.65
1.52	1.43	1.19	0.54	0.70	0.49
6.50	5.67	4.89	2.59	3.31	2.42
22.80	20.96	17.17	9.12	11.84	8.54
23.96	22.22	25.30	15.33	15.64	11.44
\$2,647.44	\$2,940.56	\$3,254.93	\$3,625.42	\$4,049.92	\$4,050.06
6.26%	6.58%	6.31%	5.63%	5.74%	5.57%
6,832.6	6,035.0	3,664.7	4,153.0	8,090.7	8,090.7
0.0	0.0	0.0	0.0	0.0	0.0
0.0	0.0	0.0	0.0	0.0	0.0
\$8,144.63	\$6,260.45	\$7,190.91	\$7,510.75	\$9,847.40	\$9,846.84
0.0	0.0	0.0	0.0	0.0	0.0
0.0	0.0	0.0	0.0	0.0	0.0
(\$38.40)	(\$2.00)	\$90.00	(\$157.00)	(\$411.00)	(\$411.00)
1,193.4	1,266.2	946.4	194.9	593.9	241.5
2006	2007	20	08	2009	2010
ne * Investor	l Canital Tu	rne)			
	_	-	24.1%	24.8%	25.6%
					0.57
					14.5%
					5.74%
					1.1%
					36.8%
			19.3%	16.9%	21.2%
sh Flow	(FCF)				
		.8%	6.3%	7.8%	8.8%
			•	2,105.7	2,450.8
\$2,546.70			2,231.00	\$2,169.00	\$3,099.00
\$209.63	\$182	2.64	\$29.25	\$482.04	\$345.06
\$1.17	\$	1.39	\$1.44	\$1.88	\$2.22
17.9%			3.5%	31.2%	17.6%
		,	,		\$3,202.25
2.0%	10			9.1%	11.5%
				16.9%	20.2%
			\$1.95		\$2.79
				(1.2%)	44.8%
					\$2.80
			. ,		44.4%
\$2.20	\$2	2.56	\$2.88	\$3.24	\$3.66
13.8%		.4%	12.6%	12.7%	12.9%
	\$33.03 \$50.12 \$39,781.67 1.52 6.50 22.80 23.96 \$2,647.44 6.26% 6,832.6 0.0 0.0 (\$38.40) 1,193.4 2006 ** Invested 23.4% 0.57 13.4% 6.26% 0.1% (257.0%) 27.1% \$1,411.8 \$2,546.70 \$209.63 \$1.17 17.9% \$404.19 2.0% 3.6% \$2.09 41.6% \$2.11 41.7%	\$33.03 \$37.60 \$50.12 \$53.60 \$39,781.67 \$43,224.87 1.52 1.43 6.50 5.67 22.80 20.96 23.96 22.22 \$2,647.44 \$2,940.56 6.26% 6.58% 6,832.6 6,035.0 0.0 0.0 0.0 0.0 \$8,144.63 \$6,260.45 0.0 0.0 (\$38.40) (\$2.00) 1,193.4 1,266.2 2006 2007  **Invested Capital Tu* 23.4% 23 0.57 13.4% 14 6.26% 6.3 0.1% 14 6.26% 6.3 0.1% 14 6.26% 6.3 0.1% 14 6.26% 6.3 0.1% 15 \$2,546.70 \$2,803 \$209.63 \$183 \$1.17 17.9% 18 \$404.19 \$2,200 3.6% 17 \$2.09 \$3 41.6% 15 \$2.11 \$3 \$2.11 \$3	\$33.03 \$37.60 \$41.68 \$50.12 \$53.60 \$49.42 \$39,781.67 \$43,224.87 \$47,131.74  1.52 1.43 1.19 6.50 5.67 4.89 22.80 20.96 17.17 23.96 22.22 25.30  \$2,647.44 \$2,940.56 \$3,254.93 6.26% 6.58% 6.31% 6,832.6 6,035.0 3,664.7 0.0 0.0 0.0 0.0 0.0 0.0 0.0 \$8,144.63 \$6,260.45 \$7,190.91 0.0 0.0 0.0 0.0 (\$38.40) (\$2.00) \$90.00 1,193.4 1,266.2 946.4  2006 2007 20  **Invested Capital Turns** 23.4% 23.9% 0.57 0.60 13.4% 14.4% 6.26% 6.58% 0.1% 1.0% (257.0%) 13.1% 27.1% 25.5%  **Sh Flow (FCF) 7.2% 7.8% 1,411.8 1,594.5 \$2,546.70 \$2,802.00 \$2 \$209.63 \$182.64 \$1.17 \$1.39 17.9% 18.3% \$404.19 \$2,207.10 (\$2,200) \$2.0% 10.8% 3.6% 17.9% \$2.09 \$2.41 41.6% 15.3% \$2.11 \$2.44 41.7% 15.3%	\$33.03 \$37.60 \$41.68 \$54.48 \$50.12 \$53.60 \$49.42 \$29.58 \$39,781.67 \$43,224.87 \$47,131.74 \$60,898.06 1.52 1.43 1.19 0.54 6.50 5.67 4.89 2.59 22.80 20.96 17.17 9.12 23.96 22.22 25.30 15.33 \$2,647.44 \$2,940.56 \$3,254.93 \$3,625.42 6.26% 6.58% 6.31% 5.63% 6.832.6 6,035.0 3,664.7 4,153.0 0.0 0.0 0.0 0.0 0.0 0.0 0.0 0.0 0.0	\$33.03 \$37.60 \$41.68 \$54.48 \$62.17 \$50.12 \$53.60 \$49.42 \$29.58 \$43.69 \$39,781.67 \$43,224.87 \$47,131.74 \$60,698.06 \$68,216.57 1.52 1.43 1.19 0.54 0.70 6.50 5.67 4.89 2.59 3.31 22.80 20.96 17.17 9.12 11.84 23.96 22.22 25.30 15.33 15.64 \$2,647.44 \$2,940.56 \$3,254.93 \$3,625.42 \$4,049.92 6.26% 6.58% 6.31% 5.63% 5.74% 6,832.6 6,035.0 3,664.7 4,153.0 8,090.7 0.0 0.0 0.0 0.0 0.0 0.0 0.0 \$8,144.63 \$6,260.45 \$7,190.91 \$7,510.75 \$9,847.40 0.0 0.0 0.0 0.0 0.0 0.0 0.0 \$8,144.63 \$6,260.45 \$7,190.91 \$7,510.75 \$9,847.40 0.0 0.0 0.0 0.0 0.0 0.0 0.0 \$1,193.4 1,266.2 946.4 194.9 593.9 \$2006 \$207 \$2008 \$2009 \$\$ \$13.4% 14.4% 12.6% 13.4% 6.26% 6.58% 6.31% 5.63% 0.1% 1.0% (1.8%) 0.8% (257.0%) 13.1% 42.9% 6.9% 27.1% 25.5% 19.3% 16.9% \$\$\$ \$1,411.8 1,594.5 1,623.7 2,105.7 \$2,546.70 \$2,802.00 \$2,231.00 \$2,169.00 \$209.63 \$182.64 \$29.25 \$482.04 \$1.17 \$1.39 \$1.44 \$1.88 17.9% 18.3% 3.5% 31.2% \$404.19 \$2,207.10 \$82,413.69 \$9.19 \$1.93 \$1.44 \$1.88 17.9% 18.3% 3.5% 31.2% \$404.19 \$2,207.10 \$2,136.93) \$2,471.38 2.0% 10.8% (8.3%) 9.1% 13.6% 17.9% 18.3% 3.5% 31.2% \$404.19 \$2,207.10 \$2,136.93) \$2,471.38 2.0% 10.8% (8.3%) 9.1% 13.6% 17.9% (15.8%) 16.9% \$2.09 \$2.41 \$1.95 \$1.93 \$41.6% 15.3% (19.0%) (1.2%) \$2.11 \$2.44 \$1.97 \$1.94 \$41.7% 15.3% (19.0%) (1.7%)

## **Appendix 8: DCF Forecast Drivers Summary**

		Historica			DCF Forecast Drivers									
2006	2007	2008	2009	2010	EY 1	EY 2	EY 3	EY 4	EY 6	EY 11	EY 16	EY 21	EY 26	EY 51
Total O	perating	Revenue	Growth											
12.3%	8.9%	9.9%	8.0%	8.3%	3.4%	5.1%	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%	6.0%	5.5%
NOPBT	Margin													
31.1%	30.5%	30.3%	31.4%	32.5%	31.8%	31.8%	31.8%	31.8%	31.8%	31.8%	31.8%	31.8%	31.8%	31.8%
Cash Ta	ax Rate													
24.7%	21.7%	20.6%	20.9%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%	21.2%
Net Wor	rking Ca	pital Delt	a as % o	f Revenu	ie Delta									
97.2%	49.6%	46.6%	(13.6%)	31.5%	22.5%	22.5%	22.5%	22.5%	22.5%	22.5%	22.5%	22.5%	22.5%	22.5%
Fixed A	djusted A	Assets D	elta as %	of Reve	enue Delt	ta								
84.1%	23.2%	396.8%	120.1%	38.1%	140.0%	140.0%	140.0%	140.0%	140.0%	140.0%	140.0%	140.0%	140.0%	140.0%

#### New Constructs® - About Us

New Constructs is a specialty equity research firm. Our main activity is delivering to clients an integrated research platform that maximizes the analytical value of financial data. This platform offers clients a suite of interactive analytical tools, along with traditional equity research and raw data services. All of our products are customizable. Our primary goal is to empower clients to achieve better investment performance.

Our main products are MaxVal, MaxStrategy and MaxData. These research tools are delivered via www.newconstructs.com. MaxVal is a DCF-based, equity valuation model that allows clients to define their own forecasts and forecast drivers. MaxStrategy is a stock screening/rating tool that enables clients to analyze stocks based on many metrics, several unique to our platform. Both MaxVal & MaxStrategy are integrated with MaxData, our proprietary financial database. Unlike many other research firms, we do not buy our raw material -corporate financial data - from commercial vendors. Rather, we source it ourselves to create MaxData.

The key advantage provided by MaxData is that it delivers data drawn directly from SEC filings, including the Notes to the Financial Statements. We can cost-effectively deliver any reported data point. We believe our capabilities in this area are unmatched.

MaxData provides a scalable approach to the time-consuming task of collecting and modeling data. It enables our research analysts to gather and analyze corporate filings more efficiently and accurately than any manual process. MaxData can implement any valuation methodology requested by clients. For example, our MaxVal models provide both a high-integrity economic analysis as well as a traditional GAAP accounting analysis.

The result is a research platform that empowers better investment performance.

Our clients are professional investors, research firms, consulting firms and publicly listed corporations. We also partner with colleges and business schools. Our products may also be of interest to active individual investors.

For more information, visit: http://www.newconstructs.com

#### **DISCLOSURES**

New Constructs®, LLC (together with any subsidiaries and/or affiliates, 'New Constructs') is an independent organization with no management ties to the companies it covers. None of the members of New Constructs' management team or the management team of any New Constructs' affiliate holds a seat on the Board of Directors of any of the companies New Constructs covers. New Constructs does not perform any investment or merchant banking functions and does not operate a trading desk.

New Constructs' Stock Ownership Policy prevents any of its employees or managers from engaging in Insider Trading and restricts any trading whereby an employee may exploit inside information regarding our stock research. In addition, employees and managers of the company are bound by a code of ethics that restricts them from purchasing or selling a security that they know or should have known was under consideration for inclusion in a New Constructs report nor may they purchase or sell a security for the first 15 days after New Constructs issues a report on that security.

New Constructs is affiliated with Novo Capital Management, LLC, the general partner of a hedge fund. At any particular time, New Constructs' research recommendations may not coincide with the hedge fund's holdings. However, in no event will the hedge fund receive any research information or recommendations in advance of the information that New Constructs provides to its other clients.

#### **DISCLAIMERS**

The information and opinions presented in this report are provided to you for information purposes only and are not to be used or considered as an offer or solicitation of an offer to buy or sell securities or other financial instruments. New Constructs has not taken any steps to ensure that the securities referred to in this report are suitable for any particular investor and nothing in this report constitutes investment, legal, accounting or tax advice. This report includes general information that does not take into account your individual circumstance, financial situation or needs, nor does it represent a personal recommendation to you. The investments or services contained or referred to in this report may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about any such investments or investment services.

Information and opinions presented in this report have been obtained or derived from sources believed by New Constructs to be reliable, but New Constructs makes no representation as to their accuracy, authority, usefulness, reliability, timeliness or completeness. New Constructs accepts no liability for loss arising from the use of the information presented in this report, and New Constructs makes no warranty as to results that may be obtained from the information presented in this report. Past performance should not be taken as an indication or guarantee of future performance, and no representation or warranty, express or implied, is made regarding future performance. Information and opinions contained in this report reflect a judgment at its original date of publication by New Constructs and are subject to change without notice. New Constructs may have issued, and may in the future issue, other reports that are inconsistent with, and reach different conclusions from, the information presented in this report. Those reports reflect the different assumptions, views and analytical methods of the analysts who prepared them and New Constructs is under no obligation to insure that such other reports are brought to the attention of any recipient of this report.

New Constructs' reports are intended for distribution to its professional and institutional investor customers. Recipients who are not professionals or institutional investor customers of New Constructs should seek the advice of their independent financial advisor prior to making any investment decision or for any necessary explanation of its contents.

This report is not directed to, or intended for distribution to or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would be subject New Constructs to any registration or licensing requirement within such jurisdiction.

This report may provide the addresses of websites. Except to the extent to which the report refers to New Constructs own website material, New Constructs has not reviewed the linked site and takes no responsibility for the content therein. Such address or hyperlink (including addresses or hyperlinks to New Constructs own website material) is provided solely for your convenience and the information and content of the linked site do not in any way form part of this report. Accessing such websites or following such hyperlink through this report shall be at your own risk.

All material in this report is the property of, and under copyright, of New Constructs. None of the contents, nor any copy of it, may be altered in any way, copied, or distributed or transmitted to any other party without the prior express written consent of New Constructs. All trademarks, service marks and logos used in this report are trademarks or service marks or registered trademarks or service marks of New Constructs.

Copyright New Constructs, LLC 2003, 2004, 2005, 2006, 2007, 2008, 2009. All rights reserved.

Page 19: Legal Disclaimers Medtronic Inc (MDT)