

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form 10-Q

November 04, 2010

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33220

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**33-1151291**  
(I.R.S. Employer  
Identification No.)

**1981 Marcus Avenue**

**Lake Success, NY**  
(Address of principal executive offices)

**11042**  
(Zip Code)

**Registrant's telephone number, including area code (516) 472-5400**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the registrant's common stock, \$0.01 par value, as of October 29, 2010 was 125,024,994.

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****Broadridge Financial Solutions, Inc.****Condensed Consolidated Statements of Earnings****(In millions, except per share amounts)****(Unaudited)**

	<b>Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
Revenues	\$ 421.4	\$ 438.2
Cost of revenues	336.6	338.5
Selling, general and administrative expenses	61.5	53.4
Other expenses, net	2.4	3.8
Total expenses	400.5	395.7
Earnings from continuing operations before income taxes	20.9	42.5
Provision for income taxes	7.6	15.9
Net earnings from continuing operations	13.3	26.6
Loss from discontinued operations, net of tax benefit		(0.2)
Net earnings	\$ 13.3	\$ 26.4
Basic earnings per share:		
Basic earnings per share from continuing operations	\$ 0.11	\$ 0.19
Basic earnings per share from discontinued operations		
Basic earnings per share	\$ 0.11	\$ 0.19
Diluted earnings per share:		
Diluted earnings per share from continuing operations	\$ 0.10	\$ 0.19
Diluted earnings per share from discontinued operations		
Diluted earnings per share	\$ 0.10	\$ 0.19
Weighted-average shares outstanding:		
Basic	126.5	138.1
Diluted	129.6	140.4
Dividends declared per common share	\$ 0.15	\$ 0.14

See Notes to Condensed Consolidated Financial Statements.



**Table of Contents****Broadridge Financial Solutions, Inc.****Condensed Consolidated Balance Sheets****(In millions, except per share amounts)****(Unaudited)**

	<b>September 30, 2010</b>	<b>June 30, 2010</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 180.7	\$ 412.6
Accounts receivable, net of allowance for doubtful accounts of \$2.1 and \$2.0, respectively	293.7	354.3
Other current assets	110.0	101.7
Assets of discontinued operations	55.9	123.8
Total current assets	640.3	992.4
Property, plant and equipment, net	86.5	87.4
Other non-current assets	162.4	159.0
Goodwill	560.8	509.5
Intangible assets, net	69.3	46.1
Total assets	\$ 1,519.3	\$ 1,794.4
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 70.5	\$ 91.3
Accrued expenses and other current liabilities	160.3	261.2
Deferred revenues	26.0	34.8
Liabilities of discontinued operations	35.5	99.1
Total current liabilities	292.3	486.4
Long-term debt	324.2	324.1
Deferred taxes	46.1	56.2
Other non-current liabilities	75.7	72.8
Deferred revenues	56.4	47.8
Total liabilities	794.7	987.3
<b>Commitments and contingencies (Note 13)</b>		
<b>Stockholders' equity:</b>		
Preferred stock: authorized, 25.0 shares; issued and outstanding, none		
Common stock, \$0.01 par value: authorized, 650.0 shares; issued, 146.1 and 145.9 shares, respectively; outstanding, 124.9 and 129.2 shares, respectively	1.5	1.5
Additional paid-in capital	598.2	587.8
Retained earnings	541.4	546.9
Treasury stock at cost, 21.2 and 16.7 shares, respectively	(421.8)	(327.7)
Accumulated other comprehensive income (loss)	5.3	(1.4)
Total stockholders' equity	724.6	807.1

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Total liabilities and stockholders' equity	\$ 1,519.3	\$ 1,794.4
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See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****Broadridge Financial Solutions, Inc.****Condensed Consolidated Statements of Cash Flows****(In millions)****(Unaudited)**

	<b>Three Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash Flows From Operating Activities</b>		
Net earnings	\$ 13.3	\$ 26.4
Adjustments to reconcile Net earnings to Net cash flows (used in) provided by operating activities:		
Loss from discontinued operations, net of tax		0.2
Depreciation and amortization	12.0	9.6
Amortization of other assets	3.6	4.1
Deferred income taxes	(1.1)	(2.8)
Stock-based compensation expense	6.2	5.8
Excess tax benefits from the issuance of stock-based compensation awards		(0.1)
Other	1.6	0.7
Changes in operating assets and liabilities:		
Current assets and liabilities:		
Decrease in Accounts receivable, net	64.5	72.7
Increase in Other current assets	(9.3)	(23.6)
(Decrease) increase in Accounts payable	(21.7)	1.8
Decrease in Accrued expenses and other current liabilities	(83.8)	(77.8)
(Decrease) increase in Deferred revenues	(12.0)	12.1
Non-current assets and liabilities:		
Increase in Other non-current assets	(9.2)	(2.1)
Increase in Other non-current liabilities	11.4	2.9
Net cash flows (used in) provided by operating activities of continuing operations	(24.5)	29.9
<b>Cash Flows From Investing Activities</b>		
Capital expenditures	(6.3)	(3.6)
Purchases of intangibles	(0.8)	(0.1)
Acquisitions, net of cash acquired	(77.4)	
Net cash flows used in investing activities of continuing operations	(84.5)	(3.7)
<b>Cash Flows From Financing Activities</b>		
Dividends paid	(18.8)	(9.8)
Proceeds from exercise of stock options	4.0	14.1
Purchases of common stock	(115.3)	(71.9)
Other financing transactions	(0.1)	
Excess tax benefits from the issuance of stock-based compensation awards		0.1
Net cash flows used in financing activities of continuing operations	(130.2)	(67.5)

Cash flows from discontinued operations:



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Cash flows provided by (used in) operating activities	11.5	(31.9)
Cash flows (used in) provided by financing activities	(7.2)	22.2
Net cash provided by (used in) discontinued operations	4.3	(9.7)
Effect of exchange rate changes on Cash and cash equivalents	3.0	1.6
Net change in Cash and cash equivalents	(231.9)	(49.4)
Cash and cash equivalents, beginning of period	412.6	173.4
Cash and cash equivalents of discontinued operations, beginning of period		107.5
Cash and cash equivalents, end of period	180.7	231.5
Less Cash and cash equivalents from discontinued operations, end of period		92.6
Cash and cash equivalents of continuing operations, end of period	\$ 180.7	\$ 138.9
<b>Supplemental disclosure of cash flow information:</b>		
Cash payments made for interest	\$ 0.5	\$ 0.6
Cash payments made for income taxes	\$ 14.3	\$ 32.8
Non-cash investing and financing activities:		
Property, plant and equipment	\$ 1.2	\$

See Notes to Condensed Consolidated Financial Statements.

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### **Broadridge Financial Solutions, Inc.**

#### **Notes to Condensed Consolidated Financial Statements**

**(Tabular dollars in millions, except per share amounts)**

**(Unaudited)**

#### **NOTE 1. BASIS OF PRESENTATION**

**A. Description of Business.** Broadridge Financial Solutions, Inc. ( "Broadridge" or the "Company" ), a Delaware corporation, is a leading global provider of investor communication solutions, and securities processing and operations outsourcing solutions to the financial services industry. The Company classifies its continuing operations into the following two reportable segments:

**Investor Communication Solutions** A large portion of Broadridge's Investor Communication Solutions business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge®, its innovative electronic proxy delivery and voting solution for institutional investors, helps ensure the participation of the largest stockholders of many companies. Broadridge also provides the distribution of regulatory reports and corporate action/reorganization event information, as well as tax reporting solutions that help its clients meet their regulatory compliance needs. In addition, Broadridge provides financial information distribution and transaction reporting services to both financial institutions and securities issuers. These services include the processing and distribution of account statements and trade confirmations, traditional and personalized document fulfillment and content management services, marketing communications, and imaging, archival and workflow solutions that enable and enhance its clients' communications with investors. All of these communications are delivered in paper or electronic form. In fiscal year 2009, Broadridge introduced several new investor communication solutions. They are The Investor Network, Shareholder Forum and Virtual Shareholder Meeting solutions, and our data aggregation and data management solutions. In fiscal year 2010, Broadridge entered the transfer agency business through its acquisition of StockTrans, Inc., a leading provider of registrar, stock transfer and record-keeping services. In August 2010, Broadridge acquired NewRiver, Inc., a leader in mutual fund electronic investor disclosure solutions.

**Securities Processing Solutions** Broadridge offers a suite of advanced computerized real-time transaction processing services that automate the securities transaction lifecycle, from desktop productivity tools, data aggregation, performance reporting, and portfolio management to order capture and execution, trade confirmation, settlement, and accounting. Broadridge's services help financial institutions efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With multi-currency capabilities, its Global Processing Solution supports real-time global trading of equity, option, mutual fund and fixed income securities in established and emerging markets. In addition, its operations outsourcing solutions allow broker-dealers to outsource certain administrative functions relating to clearing and settlement, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their business.

**B. Basis of Presentation.** The Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( "U.S." ). These financial statements present the condensed consolidated position of the Company. These financial statements include the entities in which the Company directly or indirectly has a controlling financial interest and various entities in which the Company has investments recorded under both the cost and equity methods of accounting. Intercompany balances and transactions have been eliminated. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2010 (the "2010 Annual Report" ) filed on August 12, 2010 with the Securities and Exchange Commission (the "SEC" ). These Condensed Consolidated Financial Statements include all normal and recurring adjustments necessary for a fair presentation of the Company's financial position at September 30, 2010 and June 30, 2010, the results of its operations for the three months ended September 30, 2010 and 2009 and its cash flows for the three months ended September 30, 2010 and 2009.

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**C. Cash and Cash Equivalents.** Investment securities with a maturity of 90 days or less at the time of purchase are considered cash equivalents. Cash and cash equivalents also include cash of \$6.9 million and \$7.6 million as of September 30, 2010 and June 30, 2010, respectively, held on behalf of clients of our transfer agency services. A corresponding liability is also included as a current liability in Accrued expenses and other current liabilities on the accompanying Condensed Consolidated Balance Sheets.

**D. Financial Instruments.** Substantially all of the financial instruments of the Company other than Long-term debt are carried at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. The carrying value of the Company's long-term variable-rate term loan facility approximates fair value because these instruments reflect market changes to interest rates. The carrying value of the Company's long-term fixed-rate senior notes represents the face value of the long-term fixed-rate senior notes net of the unamortized discount. The fair value of the Company's long-term fixed-rate senior notes is based on quoted market prices.

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(Tabular dollars in millions, except per share amounts)****(Unaudited)**

**E. Subsequent Events.** In preparing the accompanying Condensed Consolidated Financial Statements, in accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) No. 855, Subsequent Events, the Company has reviewed events that have occurred after September 30, 2010, through the date of issuance of the financial statements. During this period, the Company did not have any material subsequent events.

**NOTE 2. NEW ACCOUNTING PRONOUNCEMENTS**

In October 2009, the FASB issued Accounting Standards Update ( ASU ) No. 2009-13, *Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force*, an amendment of ASC No. 605-25, Revenue Recognition (formerly EITF Issue No. 08-01, *Revenue Arrangements with Multiple Deliverables* ). This standard provides principles for allocation of consideration among its multiple-elements, allowing more flexibility in identifying and accounting for separate deliverables under an arrangement. The ASU introduces an estimated selling price method for valuing the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. It is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. ASU No. 2009-13 became effective for the Company in the first fiscal quarter of fiscal year 2011 and did not have an impact on the Company's results of operations, cash flows or financial condition.

**NOTE 3. EARNINGS PER SHARE**

Basic earnings per share ( EPS ) is calculated by dividing the Company's Net earnings by the basic Weighted-average shares outstanding for the periods presented.

Diluted EPS reflects the potential dilution that could occur if outstanding stock options at the presented date are exercised and shares of restricted stock units have vested.

For the three months ended September 30, 2010 and 2009, the computation of diluted EPS did not include 4.8 million and 8.1 million options to purchase Broadridge common stock, respectively, as the effect of their inclusion would have been anti-dilutive.

The following table sets forth the denominators of the basic and diluted EPS computations:

	<b>Three Months Ended September 30, 2010      2009 (in millions)</b>	
Weighted-average shares outstanding:		
Basic	126.5	138.1
Common stock equivalents	3.1	2.3
Diluted	129.6	140.4

**NOTE 4. OTHER EXPENSES, NET**

Other (income) expenses, net consisted of the following:

	<b>Three Months Ended September 30, 2010                      2009</b>	
	<b>(\$ in millions)</b>	
Interest expense on borrowings	\$ 2.4	\$ 2.6
Interest income	(0.4)	
Foreign currency exchange loss	0.3	1.0
Other, net	0.1	0.2
<b>Other expenses, net</b>	<b>\$ 2.4</b>	<b>\$ 3.8</b>

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(Tabular dollars in millions, except per share amounts)****(Unaudited)****NOTE 5. ACQUISITIONS**

Assets acquired and liabilities assumed in business combinations were recorded on the Company's Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company were included in the Company's Consolidated Statements of Earnings since their respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to goodwill.

In August 2010, the Company acquired one business in the Investor Communication Solutions segment, NewRiver, Inc., a leader in mutual fund electronic investor disclosure solutions. The purchase price was \$77.4 million, net of cash acquired. This acquisition resulted in \$43.7 million of goodwill. Intangible assets acquired, which totaled \$27.3 million, consist primarily of customer relationships and acquired software technology, which are being amortized over an eight-year life and seven-year life, respectively. This acquisition was not material to the Company's operations, financial position, or cash flows.

**NOTE 6. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1 Inputs that are based upon unadjusted quoted prices for identical instruments traded in active markets.
- Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of our Level 1 and Level 2 instruments based on the exchange traded price of similar or identical instruments where available or based on other observable instruments. These calculations take into consideration the credit risk of both the Company and our counterparties. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

The following table sets forth the Company's financial assets and liabilities at September 30, 2010 that are measured at fair value on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
	(\$ in millions)			
Assets				
Cash and cash equivalents:				
Money market funds	\$ 107.0	\$	\$	\$ 107.0
Other current assets:				

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Available-for-sale equity securities	1.5	1.5
Other non-current assets:		
Available-for-sale equity securities	10.9	10.9
Total	\$ 107.0	\$ 12.4
		\$ 119.4

A note receivable of \$20.6 million from Penson Worldwide, Inc. ( PWI ) was included as a financial asset measured at fair value on a recurring basis as of June 30, 2010; however, this financial asset is not being measured at fair value on a recurring basis. Therefore, this note receivable has been removed from the table during the fiscal quarter ended September 30, 2010.

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(Tabular dollars in millions, except per share amounts)****(Unaudited)**

The following table sets forth the Company's financial assets and liabilities at June 30, 2010 that are measured at fair value on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
	(\$ in millions)			
<b>Assets</b>				
Cash and cash equivalents:				
Money market funds	\$ 177.0	\$	\$	\$ 177.0
Other non-current assets:				
Note receivable			20.6	20.6
<b>Total</b>	<b>\$ 177.0</b>	<b>\$</b>	<b>\$ 20.6</b>	<b>\$ 197.6</b>

The note receivable in Level 3 assets represents the present value of a five-year subordinated note from PWI. There was no financial impact to the Company's statement of operations as of June 30, 2010.

**NOTE 7. DISCONTINUED OPERATIONS**

In November 2009, the Company and Ridge Clearing & Outsourcing Solutions, Inc. (Ridge) entered into an asset purchase agreement (the Asset Purchase Agreement) with PWI and Penson Financial Services, Inc., a wholly owned subsidiary of PWI (PFSI), to sell substantially all contracts of the securities clearing clients of Ridge to PFSI.

On June 25, 2010, the Company completed the sale of the contracts of substantially all of the securities clearing clients of Ridge to PFSI, for an aggregate purchase price of \$35.2 million. The purchase price paid to Broadridge consists of (i) a five-year subordinated note from PWI in the principal amount of \$20.6 million bearing interest at an annual rate equal to the London Inter-Bank Offer Rate (LIBOR) plus 550 basis points, and (ii) 2,455,627 shares of PWI's common stock (representing 9.5% of PWI's outstanding common stock as of May 31, 2010), at the June 25, 2010 closing price of PWI's common stock of \$5.95 per share. The purchase price is subject to certain adjustments post-closing including adjustments to reflect certain recently signed correspondent clearing contracts. The Company will discontinue its securities clearing services business but will continue to provide operations outsourcing solutions aligned with the Securities Processing Solutions business.

The results of the securities clearing business are included in Loss from discontinued operations, net of taxes, for all periods presented. The net assets associated with the securities clearing business, totaling \$20.4 million and \$24.7 million, have been reclassified to Assets of discontinued operations and Liabilities of discontinued operations as of September 30, 2010 and June 30, 2010, respectively.

For a period of time, the Company will continue to generate cash flows and to report income statement activity in Loss from discontinued operations, net of taxes, associated with the securities clearing business. The activities that give rise to these cash flows and income statement activities are transitional in nature.

The following summarized financial information related to the securities clearing business has been segregated from continuing operations and reported as discontinued operations:



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	Three Months Ended September 30, 2010      2009 (\$ in millions)	
Revenues	\$ 0.6	\$ 19.7
Loss from discontinued operations, before net loss on disposal	\$	\$ (0.2)
Income tax benefit		
Net loss from discontinued operations, before loss on disposal		(0.2)
Net loss on disposal of assets of discontinued operations		
Loss from discontinued operations, net of tax benefit	\$	\$ (0.2)

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(Tabular dollars in millions, except per share amounts)****(Unaudited)**

The following assets and liabilities have been segregated and classified as Assets of discontinued operations and Liabilities of discontinued operations, as appropriate, in the Condensed Consolidated Balance Sheets as of September 30, 2010 and June 30, 2010, respectively. These assets and liabilities related to the securities clearing business described above, net to \$20.4 million and \$24.7 million at September 30, 2010 and June 30, 2010, respectively. The amounts presented below were adjusted to exclude intercompany receivables and payables between the business held for sale and the Company, which were excluded from the disposition.

	September 30, 2010	June 30, 2010
	(\$ in millions)	
<b><u>Assets</u></b>		
Cash and securities segregated for regulatory purposes and securities deposited with clearing organizations	\$ 24.3	\$ 67.0
Securities clearing receivables	30.3	52.5
Other assets	1.3	4.3
Total assets of discontinued operations	55.9	123.8
<b><u>Liabilities</u></b>		
Accrued expenses and other current liabilities	6.7	21.7
Securities clearing payables	28.8	77.4
Total liabilities of discontinued operations	35.5	99.1
Net assets of discontinued operations	\$ 20.4	\$ 24.7

Securities clearing receivables/payables and segregated cash are in the process of being converted to cash since the close of the transaction. Upon final conversion, any excess cash will remain with the Company.

***Regulatory Requirements***

As a registered broker-dealer and member of the New York Stock Exchange ( NYSE ) and the Financial Industry Regulatory Authority ( FINRA ), Ridge is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934, as amended ( Rule 15c3-1 ). Ridge computes its net capital under the alternative method permitted by Rule 15c3-1, which requires Ridge to maintain minimum net capital equal to the greater of \$250,000 or 2% of aggregate debit items arising from customer transactions. The NYSE and FINRA may require a member firm to reduce its business if its net capital is less than 4% of aggregate debit items, or may prohibit a member firm from expanding its business or paying cash dividends if resulting net capital would be less than 5% of aggregate debit items. At September 30, 2010, Ridge had net capital of \$41.5 million, which was approximately 196.0% of aggregate debit items and exceeded the minimum requirements by \$41.1 million.

**NOTE 8. OTHER NON-CURRENT ASSETS**

Other non-current assets consisted of the following:

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	September 30, 2010	June 30, 2010
	(\$ in millions)	
Deferred client conversion and start-up costs	\$ 108.6	\$ 106.6
Note receivable	20.6	20.6
Long-term investments	14.0	15.4
Long-term broker fees	9.4	9.8
Other	9.8	6.6
Total	\$ 162.4	\$ 159.0

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)**

(Tabular dollars in millions, except per share amounts)

(Unaudited)

**NOTE 9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses and other current liabilities consisted of the following:

	September 30, 2010	June 30, 2010
	(\$ in millions)	
Employee compensation and benefits	\$ 63.5	\$ 101.9
Accrued broker fees	25.9	56.3
Accrued dividend payable	18.7	18.6
Accrued income taxes and other	52.2	84.4
<b>Total</b>	<b>\$ 160.3</b>	<b>\$ 261.2</b>

**NOTE 10. BORROWINGS**

The Company's outstanding borrowings consisted of the following:

	Expiration Date	September 30, 2010	June 30, 2010
(\$ in millions)			
<b><u>Long-term debt</u></b>			
Term loan facility	March 2012	\$ 200.0	\$ 200.0
Senior notes	June 2017	124.2	124.1
		\$ 324.2	\$ 324.1

In addition, the Company has a five-year revolving credit facility that expires in March 2012 that has an available capacity of \$500.0 million. No amount was outstanding under this credit facility at September 30, 2010.

At September 30, 2010 and June 30, 2010, the Company was not aware of any instances of non-compliance with the financial covenants of its borrowings obligations.

The fair value of the fixed-rate senior notes at September 30, 2010 was \$132.6 million based on quoted market prices. The carrying value of the variable-rate term loan facility approximates fair value. Amounts are due on the expiration dates listed above.

**NOTE 11. STOCK-BASED COMPENSATION**

The activity related to the Company's incentive equity awards for the three months ended September 30, 2010 consisted of the following:

	Stock Options		Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	Number of Options (d)	Weighted- Average Exercise Price	Number of Shares	Weighted- Average Grant Date Fair Value	Number of Shares	Weighted- Average Grant Date Fair Value
Balances at June 30, 2010	17,369,212	\$ 19.33	1,884,170	\$ 16.52	670,859	\$ 16.45
Granted			8,548	18.59		
Exercise of stock options (a)	(231,384)	17.90				
Vesting of restricted stock units			(2,713)	16.93		
Expired/forfeited	(14,693)	18.54	(19,390)	23.16		
Balances at September 30, 2010 (b)(c)	17,123,135	\$ 19.35	1,870,615	\$ 16.46	670,859	\$ 16.45

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**Broadridge Financial Solutions, Inc.**

**Notes to Condensed Consolidated Financial Statements (Continued)**

**(Tabular dollars in millions, except per share amounts)**

**(Unaudited)**

- (a) Stock options exercised during the period of July 1, 2010 through September 30, 2010 had an intrinsic value of \$0.8 million.
- (b) As of September 30, 2010, the Company's outstanding in the money stock options using the September 30, 2010 closing share price of \$22.87 (approximately 15.1 million shares) had an aggregate intrinsic value of \$63.6 million.
- (c) As of September 30, 2010, the Company's outstanding stock options included 1,286,409 options with an exercise price of \$24.39 per share that expired on October 15, 2010.
- (d) Options outstanding as of September 30, 2010 have a weighted-average remaining contractual life of 3.8 years and 13.5 million options are exercisable.

The Company has stock-based compensation plans under which we annually grant stock option and restricted stock unit awards. Exercise prices on options granted have been and continue to be set equal to the market price of the underlying shares on the date of the grant (except the special stock option grants, some of which have a premium exercise price), with the measurement of stock-based compensation expense recognized in Net earnings based on the fair value of the award on the date of grant. Stock-based compensation expense of \$6.2 million and \$5.8 million, respectively, as well as related tax benefits of \$2.4 million and \$2.1 million, respectively, were recognized in Earnings from continuing operations for the three months ended September 30, 2010 and 2009, respectively.

Stock-based compensation expense of \$0.2 million and related tax benefits of \$0.1 million, were recognized in Earnings from discontinued operations for the three months ended September 30, 2009.

As of September 30, 2010, the total remaining unrecognized compensation cost related to non-vested stock options and restricted stock unit awards amounted to \$8.3 million and \$18.4 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 2.6 years and 1.3 years, respectively.

For stock options issued, the fair value of each stock option was estimated on the date of grant using a binomial option pricing model. The binomial model considers a range of assumptions related to volatility, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial model are based on a combination of implied market volatilities, historical volatility of the Company's stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding.

**NOTE 12. INCOME TAXES**

The Company's effective tax rates from continuing operations for the fiscal quarter ended September 30, 2010 and 2009 were 36.4% and 37.4%, respectively. The decrease in our effective tax rate is primarily attributable to an increase in favorable geographic mix of income in certain non-U.S. tax jurisdictions with lower enacted tax rates.

**NOTE 13. CONTRACTUAL COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS**

The Company entered into a data center outsourcing services agreement with ADP before our spin-off from ADP in March 2007 under which ADP provides the Company with data center services consistent with the services provided to the Company immediately before the spin-off, provided that the operation of the data center is the sole responsibility of ADP. Among the principal services provided by the data center are information technology services and service delivery network services. The agreement with ADP provides for increasing volumes and the addition of new services over the term. Under the agreement, ADP is responsible for hosting the mainframe, midrange, open systems, and networks. Additionally, systems engineering, network engineering, hardware engineering, network operations, data center operations,

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application change management, and data center disaster recovery services are managed by ADP. The agreement will expire on June 30, 2012. For the three months ended September 30, 2010 and 2009, the Company recorded \$27.2 million and \$25.9 million, respectively, of expenses in the Condensed Consolidated Statements of Earnings related to these services.

In March 2010, the Company and International Business Machines Corporation ( IBM ) entered into an Information Technology Services Agreement (the IT Services Agreement ), under which IBM will provide certain aspects of the Company s information technology infrastructure that are currently provided under a data center outsourcing services agreement with ADP. Under the IT Services Agreement, IBM will provide a broad range of technology services to the Company including supporting its mainframe, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The Company expects that the migration of its data center processing from ADP to IBM will be completed by June 2012. The IT Services Agreement has an initial term of 11 years and seven months, expiring on October 31, 2021. The Company has the right to renew the initial term of the IT Services Agreement for up to one

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**Broadridge Financial Solutions, Inc.**

**Notes to Condensed Consolidated Financial Statements (Continued)**

**(Tabular dollars in millions, except per share amounts)**

**(Unaudited)**

additional 12-month term. Commitments under this agreement are \$561.5 million through fiscal year 2022, the final year of the contract. For the three months ended September 30, 2010, the Company did not record any expenses in the Condensed Consolidated Statements of Earnings related to these services.

In the normal course of business, the Company is subject to various claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material adverse impact on its financial condition, results of operations or cash flows.

On January 28, 2010, the Company filed a declaratory action in the U.S. District Court for the District of Delaware (the Delaware District Court) against Inveshare, Inc. (the Defendant) seeking a declaration by the court that Broadridge does not infringe two U.S. patents owned by the Defendant that included claims related to the delivery and distribution of an electronic solicitation. The Company's complaint also alleged that the Defendant's patents are invalid and/or are unenforceable due to inequitable conduct. On March 22, 2010, the Defendant answered the Company's complaint and filed a counterclaim against the Company alleging that Broadridge uses a process that infringes one of the patents in the action. In its counterclaim, Defendant is seeking injunctive relief and unspecified damages. This lawsuit is in an early procedural stage and the Company cannot predict with assurance what impact, if any, the outcome of this litigation may have on its financial condition, results of operations, or cash flows.

It is not the Company's business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations, and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading purposes. The Company was not a party to any derivative financial instruments as of September 30, 2010 and 2009. In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company's products and services. The Company does not expect any material losses related to such representations and warranties, or collateral arrangements.

As a registered broker-dealer, our subsidiary Ridge is subject to regulations concerning many aspects of its business, including trade practices, capital structure, record retention, money laundering prevention, and the supervision of the conduct of directors, officers and employees. A failure by Ridge to comply with any of these laws, rules or regulations could result in censure, fine, the issuance of cease-and-desist orders, or the suspension or revocation of SEC authorization granted to allow the operation of its business or disqualification of the directors, officers or employees of such business. In addition, as a registered broker-dealer, Ridge is required to participate in the Securities Investor Protection Corporation (SIPC) for the benefit of the customers of our introducing broker-dealer clients in connection with our securities clearing services. On June 25, 2010, we completed the sale of the contracts of substantially all of Ridge's securities clearing clients and are in the process of winding down the securities clearing business, which we expect to complete in fiscal year 2011. As we wind down that business, Ridge continues to perform securities clearing services on a limited basis. Until such wind down is complete, Ridge will continue to be subject to the regulatory requirements of a broker-dealer performing those functions. These regulations include the SEC's customer protection rule, which protects both the customer funds and customer securities; the SEC's hypothecation Rules 8c-1 and 15c2-1 regarding the borrowing and lending of our correspondents' customers' securities; Regulation T, which regulates the borrowing and lending of securities by broker-dealers; and Regulation SHO, which prohibits short sales in certain instances.

**NOTE 14. COMPREHENSIVE INCOME**

Comprehensive income consisted of the following:



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	Three Months Ended September 30,	
	2010	2009
	(\$ in millions)	
Net earnings	\$ 13.3	\$ 26.4
Foreign currency translation adjustments	8.2	(3.9)
Net unrealized losses on available-for-sale securities, net of taxes of \$0.9 and zero at September 30, 2010 and 2009, respectively	(1.5)	
Comprehensive income	\$ 20.0	\$ 22.5

**Table of Contents****Broadridge Financial Solutions, Inc.****Notes to Condensed Consolidated Financial Statements (Continued)****(Tabular dollars in millions, except per share amounts)****(Unaudited)****NOTE 15. INTERIM FINANCIAL DATA BY SEGMENT**

The Company classifies its operations into the following two reportable segments: Investor Communication Solutions and Securities Processing Solutions.

The primary components of Other are the elimination of intersegment revenues and profits as well as certain unallocated expenses. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and fiscal year 2011 budgeted foreign currency exchange rates.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts. Because the Company compensates the management of its various businesses on, among other factors, segment earnings, the Company records certain segment-related expense items of an unusual or non-recurring nature in Other rather than reflect such items in segment profit.

Segment results:

	Revenues Three Months Ended September 30,	
	2010	2009
	(\$ in millions)	
Investor Communication Solutions	\$ 279.5	\$ 309.9
Securities Processing Solutions	141.7	130.1
Other		0.1
Foreign currency exchange	0.2	(1.9)
Total	\$ 421.4	\$ 438.2

	Earnings (Loss) from Continuing Operations before Income Taxes Three Months Ended September 30,	
	2010	2009
	(\$ in millions)	
Investor Communication Solutions	\$ 6.4	\$ 23.4
Securities Processing Solutions	20.9	25.6
Other	(8.0)	(6.6)
Foreign currency exchange	1.6	0.1
Total	\$ 20.9	\$ 42.5

\* \* \* \* \*



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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion should be read in conjunction with our Condensed Consolidated Financial Statements (the "Financial Statements") and accompanying Notes thereto included elsewhere herein.*

***Forward-Looking Statements***

This Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words like expects, assumes, projects, anticipates, estimates, we believe, could be and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. These risks and uncertainties include those risk factors discussed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended June 30, 2010 (the 2010 Annual Report). Any forward-looking statements are qualified in their entirety by reference to the factors discussed in this Quarterly Report on Form 10-Q and our 2010 Annual Report. These risks include:

the success of Broadridge Financial Solutions, Inc. (Broadridge® or the Company) in retaining and selling additional services to its existing clients and in obtaining new clients;

the pricing of Broadridge's products and services;

changes in laws and regulations affecting the investor communication services provided by Broadridge;

declines in participation and activity in the securities markets;

overall market and economic conditions and their impact on the securities markets;

any material breach of Broadridge security affecting its clients' customer information;

the failure of our outsourced data center services provider to provide the anticipated levels of service

any significant slowdown or failure of Broadridge's systems or error in the performance of Broadridge's services;

Broadridge's failure to keep pace with changes in technology and demands of its clients;

the ability to attract and retain key personnel;

the impact of new acquisitions and divestitures; and

competitive conditions.

Broadridge disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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### ***Overview***

We are a leading global provider of technology solutions to the financial services industry. Our systems and services include investor communication solutions, and securities processing and operations outsourcing solutions. In short, we provide the infrastructure that helps make the financial services industry work. With more than 40 years of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems. Our systems help reduce the need for clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities.

We serve a large and diverse client base in the financial services industry, including retail and institutional brokerage firms, global banks, mutual funds, annuity companies, institutional investors, specialty trading firms, and clearing firms. We also provide services to corporate issuers.

We deliver a broad range of solutions that help our clients better serve their retail and institutional customers across the entire investment lifecycle, including pre-trade, trade, and post-trade processing. Our securities processing systems enable our clients to process securities transactions in more than 50 countries. In fiscal year 2010, we: (i) distributed over one billion investor communications, including proxy materials, investor account statements, trade confirmations, tax statements and prospectuses; and (ii) on average processed over 1.5 million equity trades and over \$3.5 trillion in fixed income trades per day of United States ( U.S. ) and Canadian securities. Our operations are classified into two business segments:

### ***Investor Communication Solutions***

A large portion of our Investor Communication Solutions business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge, our innovative electronic proxy delivery and voting solution for institutional investors, helps ensure the participation of the largest stockholders of many companies. We also provide the distribution of regulatory reports and corporate action/reorganization event information, as well as tax reporting solutions that help our clients meet their regulatory compliance needs. In addition, we provide financial information distribution and transaction reporting services to both financial institutions and securities issuers. These services include the processing and distribution of account statements and trade confirmations, traditional and personalized document fulfillment and content management services, marketing communications, and imaging, archival and workflow solutions that enable and enhance our clients' communications with investors. All of these communications are delivered in paper or electronic form. In fiscal year 2009, Broadridge introduced several new investor communication solutions. They are The Investor Network, Shareholder Forum and Virtual Shareholder Meeting solutions, and our data aggregation and data management solutions. In fiscal year 2010, Broadridge entered the transfer agency business through its acquisition of StockTrans, Inc., a leading provider of registrar, stock transfer and record-keeping services. In August 2010, Broadridge acquired NewRiver, Inc., a leader in mutual fund electronic investor disclosure solutions.

### ***Securities Processing Solutions***

We offer a suite of advanced computerized real-time transaction processing services that automate the securities transaction lifecycle, from desktop productivity tools, data aggregation, performance reporting, and portfolio management to order capture and execution, trade confirmation, settlement, and accounting. Our services help financial institutions efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With multi-currency capabilities, our Global Processing Solution supports real-time global trading of equity, option, mutual fund, and fixed income securities in established and emerging markets. In addition, our operations outsourcing solutions allow broker-dealers to outsource certain administrative functions relating to clearing and settlement, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their business.

### ***Basis of Presentation***

The Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. These Financial Statements present the consolidated position of the Company. These Financial Statements include the entities in which the Company directly or indirectly has a controlling financial interest and various entities in which the Company has investments recorded under the cost and equity methods of accounting. Intercompany balances and transactions have been eliminated. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Financial Statements should be read in conjunction with the Company's financial statements for the fiscal year ended June 30, 2010 in the Company's 2010 Annual Report filed with the Securities and Exchange Commission (the SEC) on August 12, 2010.

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As a result of Broadridge's sale of substantially all of the contracts of the securities clearing clients of Ridge Clearing & Outsourcing Solutions, Inc. ( "Ridge" ) to Penson Financial Services, Inc. ( "PFSI" ), a wholly owned subsidiary of Penson Worldwide,

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Inc. (PWI, referred to herein together with PFSI as Penson), the Company has two reportable operating business segments: Investor Communication Solutions and Securities Processing Solutions. The securities clearing business is reflected in discontinued operations and the operations outsourcing solutions business retained by Broadridge is now reported as part of the Securities Processing Solutions business segment. This change is reflected in all prior periods presented in this report on Form 10-Q.

*Critical Accounting Policies*

In presenting the Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Management continually evaluates the accounting policies and estimates used to prepare the Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual amounts and results could differ from these estimates made by management. In management's opinion, the Financial Statements contain all normal recurring adjustments necessary for a fair presentation of results reported. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in the Critical Accounting Policies section of Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2010 Annual Report.

*Results of Continuing Operations*

The following discussions of Analysis of Condensed Consolidated Continuing Operations and Analysis of Reportable Segments refer to the three months ended September 30, 2010 compared to the three months ended September 30, 2009. The following discussions of the Company's results of continuing operations exclude the results related to the securities clearing business. This business is segregated from continuing operations and included in discontinued operations for all periods presented. The Analysis of Condensed Consolidated Continuing Operations should be read in conjunction with the Analysis of Reportable Segments, which provides more detailed discussions concerning certain components of the Condensed Consolidated Statements of Earnings.

*Analysis of Condensed Consolidated Continuing Operations*

	Three Months Ended September 30,			
	2010	2009	Change	%
		(\$ in millions)	\$	
Revenues	\$ 421.4	\$ 438.2	\$ (16.8)	(4)
Cost of revenues	336.6	338.5	(1.9)	(1)
Selling, general and administrative expenses	61.5	53.4	8.1	15
Other expenses, net	2.4	3.8	(1.4)	(37)
Total expenses	400.5	395.7	4.8	1
Earnings from continuing operations before income taxes	20.9	42.5	(21.6)	(51)
Margin	5.0%	9.7%		(4.7) pts
Provision for income taxes	7.6	15.9	8.3	(52)
Effective tax rate	36.4%	37.4%		(1.0) pt
Net earnings from continuing operations	\$ 13.3	\$ 26.6	\$ (13.3)	(50)
Basic Earnings per share from continuing operations	\$ 0.11	\$ 0.19	\$ (0.08)	(42)
Diluted Earnings per share from continuing operations	\$ 0.10	\$ 0.19	\$ (0.09)	(47)

\* Not Meaningful





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### ***Three Months Ended September 30, 2010 versus Three Months Ended September 30, 2009***

**Revenues.** Revenues for the three months ended September 30, 2010 were \$421.4 million, a decrease of \$16.8 million or 4%, compared to \$438.2 million for the three months ended September 30, 2009. The 4% decrease was driven by higher fee revenue of \$3.1 million, offset by lower distribution revenue of \$19.9 million. The increase in fee revenue of \$3.1 million consisted of a positive contribution from recurring revenues of \$20.7 million reflecting gains from acquisitions and the Penson transaction, sales less losses (referred to as Net New Business), and the favorable impact of foreign currency exchange rates of \$2.1 million, all of which was mostly offset by lower event-driven fee revenue of \$19.7 million mainly from mutual fund proxy activity of \$14.6 million. Total distribution revenues declined by \$19.9 million primarily due to event-driven activity of \$10.3 million, with the remaining decline driven by business mix.

**Total Expenses.** Total expenses for the three months ended September 30, 2010 were \$400.5 million, an increase of \$4.8 million, or 1%, compared to \$395.7 million for the three months ended September 30, 2009. The increase reflects an \$8.1 million, or 15% increase in Selling, general and administrative expenses, partially offset by a decline in Cost of revenues of \$1.9 million, or 1%, and a \$1.4 million decrease in Other expenses, net.

Cost of revenues for the three months ended September 30, 2010 were \$336.6 million, a decrease of \$1.9 million, or 1%, compared to \$338.5 million for the three months ended September 30, 2009. The decrease reflects lower distribution costs related to lower distribution revenues, mostly offset by the integration of the MSSB business and acquisitions. Distribution cost of revenues for the three months ended September 30, 2010 were \$116.9 million, a decrease of \$19.1 million, or 14%, compared to \$136.0 million for the three months ended September 30, 2009. Distribution cost of revenues consist primarily of postage related expenses. Fluctuations in foreign currency exchange rates increased Cost of revenues by \$0.8 million.

Selling, general and administrative expenses for the three months ended June 30, 2010 were \$61.5 million, an increase of \$8.1 million, or 15%, compared to \$53.4 million for the three months ended September 30, 2009. The 15% increase is primarily due to increased costs related to acquisitions of \$4.4 million and strategic initiatives and investments.

Other expenses, net for the three months ended September 30, 2010 were \$2.4 million, a decrease of \$1.4 million, compared to \$3.8 million for the three months ended September 30, 2009. The decrease reflects a lower foreign currency exchange loss of \$0.7 million and lower interest expense on our Long-term debt due to the decline in the weighted-average interest rate on our five-year term loan facility.

**Earnings from Continuing Operations before Income Taxes.** Earnings from continuing operations before income taxes for the three months ended September 30, 2010 were \$20.9 million, a decrease of \$21.6 million, or 51%, compared to \$42.5 million for the three months ended September 30, 2009. The decrease is mainly due to the decline in event-driven fee revenues, coupled with the previously discussed dilutive impact of the strategic initiatives and acquisitions. Overall margin decreased from 9.7% to 5.0% for the three months ended September 30, 2009 compared to the three months ended September 30, 2010, respectively.

**Provision for Income Taxes.** Our Provision for income taxes and Effective tax rates for the three months ended September 30, 2010 were \$7.6 million and 36.4%, respectively, compared to \$15.9 million and 37.4%, for the three months ended September 30, 2009, respectively. The decreases in our Provision for income taxes and the Effective tax rates for the three months ended September 30, 2010 compared to the three months ended September 30, 2009 were primarily attributable to an increase in favorable geographic mix of income in certain non-U.S. tax jurisdictions with lower enacted tax rates.

**Net Earnings from Continuing Operations and Basic and Diluted Earnings per Share from Continuing Operations.** Net earnings from continuing operations for the three months ended September 30, 2010 were \$13.3 million, a decrease of \$13.3 million, or 50%, compared to \$26.6 million for the three months ended September 30, 2009. The decrease in Net earnings from continuing operations reflects lower Earnings from continuing operations before income taxes, partially offset by a lower Effective tax rate and lower Weighted-Average shares outstanding.

Basic and diluted earnings per share from continuing operations for the three months ended September 30, 2010 were \$0.11, a decrease of \$0.08, or 42%, and \$0.10, a decrease of \$0.09, or 47%, respectively, compared to \$0.19 and \$0.19 for the three months ended September 30, 2009, respectively.

**Table of Contents***Analysis of Reportable Segments*

The Company classifies its operations into the following two reportable segments: Investor Communication Solutions and Securities Processing Solutions.

The primary components of Other are the elimination of intersegment revenues and profits and certain unallocated expenses. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the fiscal year 2011 budgeted foreign currency exchange rates.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related expense items of an unusual or non-recurring nature in consolidation rather than reflect such items in segment profit.

**Revenues**

		Three Months Ended September 30,		
	2010	2009	Change	
		(\$ in millions)	\$	%
Investor Communication Solutions	\$ 279.5	\$ 309.9	\$ (30.4)	(10)
Securities Processing Solutions	141.7	130.1	11.6	9
Other		0.1	(0.1)	NM*
Foreign currency exchange	0.2	(1.9)	2.1	NM*
Total	\$ 421.4	\$ 438.2	\$ (16.8)	(4)

\* Not Meaningful

**Earnings (Loss) from Continuing Operations Before Income Taxes**

		Three Months Ended September 30,		
	2010	2009	Change	
		(\$ in millions)	\$	%
Investor Communication Solutions	\$ 6.4	\$ 23.4	\$ (17.0)	(73)
Securities Processing Solutions	20.9	25.6	(4.7)	(18)
Other	(8.0)	(6.6)	(1.4)	(21)
Foreign currency exchange	1.6	0.1	1.5	NM*
Total	\$ 20.9	\$ 42.5	\$ (21.6)	(51)

\* Not Meaningful



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### *Investor Communication Solutions*

**Revenues.** Investor Communication Solutions segment's Revenues for the three months ended September 30, 2010 were \$279.5 million, a decrease of \$30.4 million, or 10%, compared to \$309.9 million for the three months ended September 30, 2009. The 10% decrease was primarily driven by lower event-driven mutual fund proxy revenues and related distribution revenues. These declines were partially offset by a positive contribution from recurring revenues from Net New Business in transaction reporting mainly as a result of the MSSB transaction and revenue gains from acquisitions. Distribution revenues for the three months ended September 30, 2010 were \$132.4 million, a decrease of \$19.9 million, or 13%, compared to \$152.3 million for the three months ended September 30, 2009. Position growth, a key measure in the number of pieces processed, was unchanged for annual equity proxy and a positive 11% for mutual fund interim communications. Equity proxy position growth in the first quarter historically has not been an accurate measure of the full year trend due to the seasonality of the business. The number of pieces processed decreased 8% from 240.8 million pieces to 222.6 million pieces driven primarily by the decline in event-driven mutual fund proxy activity.

**Earnings from Continuing Operations before Income Taxes.** Earnings from Continuing Operations before income taxes for the three months ended September 30, 2010 were \$6.4 million, a decrease of \$17.0 million, compared to \$23.4 million for the three months ended September 30, 2009. Margin decreased by 5.3 percentage points to 2.3% as a result of the decline in event-driven fee revenues, coupled with costs related to strategic initiatives including MSSB and increased investment spend on acquisitions.

### *Securities Processing Solutions*

**Revenues.** Securities Processing Solutions segment's Revenues for the three months ended September 30, 2010 were \$141.7 million, an increase of \$11.6 million, or 9%, compared to \$130.1 million for the three months ended September 30, 2009. Excluding the Pension transaction and the City Networks, Ltd acquisition, Revenues were essentially unchanged for the three months ended September 30, 2010 compared to the three months ended September 30, 2009. Revenue from Net New Business and internal growth were offset by the carryover impact of prior fiscal year's client losses and concessions. Internal growth was driven by non-trade revenues and higher fixed income trade volumes, offset by lower equity trade volumes.

**Earnings from Continuing Operations before Income Taxes.** Earnings from Continuing Operations before income taxes for the three months ended September 30, 2010 were \$20.9 million, a decrease of \$4.7 million, or 18%, compared to \$25.6 million for the three months ended September 30, 2009. Margin decreased by 5.0 percentage points to 14.7% for the three months ended September 30, 2010. Excluding the Pension transaction and the City Networks, Ltd acquisition, Earnings from continuing operations and margin were essentially unchanged for the three months ended September 30, 2010 compared to the three months ended September 30, 2009.

### *Other*

**Revenues.** Other segment Revenues for the three months ended September 30, 2010 were essentially unchanged compared to the three months ended September 30, 2009.

**Loss from Continuing Operations before Income Taxes.** Loss from Continuing Operations before income taxes was \$8.0 million for the three months ended September 30, 2010, an increase of \$1.4 million, compared to a \$6.6 million loss from continuing operations before income taxes for the three months ended September 30, 2009. The increased loss was primarily due to increased costs related to strategic initiatives and investments.

### *Financial Condition, Liquidity and Capital Resources*

At September 30, 2010, Cash and cash equivalents were \$180.7 million and Total stockholders' equity was \$724.6 million. At September 30, 2010, working capital was \$348.0 million, compared to \$506.0 million at June 30, 2010.

At September 30, 2010, the Company had \$324.2 million outstanding Long-term debt, consisting of a \$200.0 million five-year term loan facility and unsecured senior notes of \$124.2 million principal amount. The senior notes are unsecured obligations of Broadridge and rank equally in right of payment with other unsecured and unsubordinated obligations of Broadridge. Interest is payable semiannually on June 1<sup>st</sup> and December 1<sup>st</sup> each year based on a fixed per annum rate equal to 6.125%.

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Borrowings under the term loan facility bear interest at LIBOR plus 40 to 90 basis points based on debt ratings at the time of borrowing. The term loan facility was subject to interest at LIBOR plus 40 basis points as of September 30, 2010. The weighted-average interest rate on the five-year term loan facility was 0.94% during the three months ended September 30, 2010.

Based upon current and anticipated levels of operation, management believes that the Company's cash on hand and cash flows from operations, combined with borrowings available under credit facilities, will be sufficient to enable the Company to meet its

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current and anticipated cash operating requirements, capital expenditures and working capital needs. Please refer to the discussion of net cash flows used in financing activities in the following section for further discussion of the Company's financing activities.

### ***Cash Flows***

Net cash flows used in operating activities from continuing operations were \$24.5 million for the three months ended September 30, 2010 compared to \$29.9 million net cash flows provided by operating activities during the three months ended September 30, 2009. The increase in cash used is primarily due to a reduction in working capital as the decrease in accounts receivable was more than offset by the payment of liabilities accrued for at fiscal year end.

Net cash flows used in investing activities for the three months ended September 30, 2010 were \$84.5 million, an increase of \$80.8 million compared to \$3.7 million net cash flows used in investing activities for the three months ended September 30, 2009. The increase reflects higher spending of \$77.4 million on acquisitions during the three months ended September 30, 2010, compared to the three months ended September 30, 2009, and higher capital expenditures of \$2.7 million.

Net cash flows used in financing activities for the three months ended September 30, 2010 were \$130.2 million, an increase of \$62.7 million compared to \$67.5 million net cash flows used in financing activities for the three months ended September 30, 2009. The increased use of cash in the three months ended September 30, 2010 reflects an increase in the purchases of common stock of \$43.4 million, a decrease in proceeds from the exercise of stock options of \$10.1 million in the current period and an increase in dividends paid of \$9.0 million in the current period.

### ***Liquidity Risk***

Our liquidity position may be negatively affected by changes in general economic conditions, regulatory requirements and access to the capital markets, which may be limited if we were to fail to renew any of the credit facilities on their renewal dates or if we were to fail to meet certain ratios.

Based upon current and anticipated levels of operation, management believes that the Company's cash on hand and cash flows from operations, combined with borrowings available under credit facilities, will be sufficient to enable the Company to meet its current and anticipated cash operating requirements, capital expenditures and working capital needs. Please refer to the discussion of net cash flows used in financing activities in the preceding section for further discussion of the Company's financing activities.

### ***Seasonality***

Processing and distributing proxy materials and annual reports to investors in equity securities and mutual funds comprises a large portion of our Investor Communication Solutions business. We process and distribute the greatest number of proxy materials and annual reports during our fourth fiscal quarter (the second quarter of the calendar year). The recurring periodic activity of this business is linked to significant filing deadlines imposed by law on public reporting companies and mutual funds. Historically this has caused our revenues, operating income, net earnings, and cash flows from operating activities to be higher in our fourth fiscal quarter than in any other fiscal quarter. The seasonality of our revenues makes it difficult to estimate future operating results based on the results of any specific fiscal quarter and could affect an investor's ability to compare our financial condition, results of operations, and cash flows on a fiscal quarter-by-quarter basis.

### ***Income Taxes***

The Company's effective tax rates for the fiscal quarters ended September 30, 2010 and 2009 were 36.4% and 37.4%, respectively. The decrease in our effective tax rate is primarily attributable to an increase in favorable geographic mix of income in certain non-U.S. tax jurisdictions with lower enacted tax rates.

### ***Contractual Obligations***

The Company entered into a data center outsourcing services agreement with ADP before our spin-off from ADP in March 2007 under which ADP provides the Company with data center services consistent with the services provided to the Company immediately before the spin-off, provided that the operation of the data center is the sole responsibility of ADP. Among the principal services provided by the data center are information technology services and service delivery network services. The agreement with ADP provides for increasing volumes and the addition of new services over the term. Under the agreement, ADP is responsible for hosting the mainframe, midrange, open systems, and networks. Additionally, systems engineering, network engineering, hardware engineering, network operations, data center operations, application change management, and data center disaster recovery services are managed by ADP. The agreement will expire on June 30, 2012.

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For the three months ended September 30, 2010 and 2009, the



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Company recorded \$27.2 million and \$25.9 million, respectively, of expenses in the Condensed Consolidated Statements of Earnings related to these services.

In March 2010, the Company and International Business Machines Corporation ( IBM ) entered into an Information Technology Services Agreement (the IT Services Agreement ), under which IBM will provide certain aspects of the Company's information technology infrastructure that are currently provided under a data center outsourcing services agreement with ADP. Under the IT Services Agreement, IBM will provide a broad range of technology services to the Company including supporting its mainframe, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The Company expects that the migration of its data center processing from ADP to IBM will be completed by June 2012. The IT Services Agreement has an initial term of 11 years and seven months, expiring on October 31, 2021. The Company has the right to renew the initial term of the IT Services Agreement for up to one additional 12-month term. Commitments under this agreement are \$561.5 million through fiscal year 2022, the final year of the contract. For the three months ended September 30, 2010, the Company did not record any expenses in the Condensed Consolidated Statements of Earnings related to these services.

### ***Other Commercial Agreements***

The Company has a five-year revolving credit facility that expires in March 2012 that has an available capacity of \$500.0 million. No amounts were outstanding under this credit facility at September 30, 2010.

In addition, immediately prior to the separation from ADP, certain of the Company's foreign subsidiaries established unsecured, uncommitted lines of credit with banks. These lines of credit bear interest at LIBOR plus 250 basis points. There were no outstanding borrowings under these lines of credit at September 30, 2010.

### ***Off-balance Sheet Arrangements***

It is not the Company's business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading purposes. The Company was not a party to any derivative financial instruments at September 30, 2010 or at June 30, 2010. In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company's products and services. The Company does not expect any material losses related to such representations and warranties or collateral arrangements.

### ***Recently-issued Accounting Pronouncements***

Please refer to Note 2. New Accounting Pronouncements to our Financial Statements under Item 1. of Part I of this Quarterly Report on Form 10-Q for a discussion on the impact of new accounting pronouncements.

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**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company provides guarantees to securities clearinghouses and exchanges. Under the standard membership agreement, members are required to guarantee the performance of the other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearinghouse, the other members would be required to meet any shortfalls. The Company's liability under these arrangements is not quantifiable and could exceed the cash and securities it has posted as collateral. However, the potential for the Company to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried on the Condensed Consolidated Balance Sheets for these transactions.

In the normal course of business, the securities activities of the Clearing and Outsourcing Solutions business primarily involve executions, settlement and financing of various securities transactions for a nationwide retail and institutional, customer and non-customer client base, introduced by its correspondent broker-dealers. These activities may expose the Company to risk in the event customers, other broker-dealers, banks, clearing organizations or depositories are unable to fulfill contractual obligations.

The Company may be exposed to a risk of loss not reflected in the Condensed Consolidated Balance Sheets for securities sold, not yet purchased, should the value of such securities rise. The securities lending activities of the Company's Clearing and Outsourcing Solutions segment require the Company to pledge securities as collateral. In the event the counterparty is unable to meet its contractual obligation, the Company may be exposed to off-balance sheet risk of acquiring securities at prevailing market prices. The Company monitors the credit standing of counterparties with whom it conducts business. Risk is further controlled by monitoring the market value of securities pledged on a daily basis and by requiring adjustments of collateral level in the event of excess market exposure or instituting securities buy-in procedures when required.

At September 30, 2010, \$200.0 million of our total \$324.2 million outstanding Long-term debt is based on floating interest rates. Our term loan facility had \$200.0 million outstanding at September 30, 2010. The interest rate is based on LIBOR plus 40 to 90 basis points based on our debt rating at the time of borrowing. The term loan facility was subject to interest at LIBOR plus 40 basis points as of September 30, 2010. The weighted-average interest rate was 0.94% during the three months ended September 30, 2010.

**Item 4. CONTROLS AND PROCEDURES**

**Management's Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2010. The Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of September 30, 2010 were effective to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

*Changes in Internal Control over Financial Reporting*

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended September 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. LEGAL PROCEEDINGS**

In the normal course of business, the Company is subject to claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material adverse impact on its financial condition, results of operations or cash flows.

On January 28, 2010, the Company filed a declaratory action in the U.S. District Court for the District of Delaware (the Delaware District Court) against Inveshare, Inc. (the Defendant) seeking a declaration by the court that Broadridge does not infringe two U.S. patents owned by the Defendant that included claims related to the delivery and distribution of an electronic solicitation. The Company's complaint also alleged that the Defendant's patents are invalid and/or are unenforceable due to inequitable conduct. On March 22, 2010, the Defendant answered the Company's complaint and filed a counterclaim against the Company alleging that Broadridge uses a process that infringes one of the patents in the action. In its counterclaim, Defendant is seeking injunctive relief and unspecified damages. This lawsuit is in an early procedural stage and the Company cannot predict with assurance what impact, if any, the outcome of this litigation may have on its financial condition, results of operations, or cash flows.

**Item 1A. RISK FACTORS**

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the Risk Factors disclosed under Item 1A. to Part I in our Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed on August 12, 2010. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. Other than as set forth below, there have been no material changes to the risk factors we have disclosed in the Risk Factors section of our 2010 Annual Report on Form 10-K.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table contains information about our purchases of our equity securities for each of the three months during our first fiscal quarter ended September 30, 2010:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans (2)
July 1, 2010 – July 31, 2010	2,536,600	\$ 19.85	2,536,600	3,774,922
August 1, 2010 – August 31, 2010	192,027	21.31	192,027	13,582,895
September 1, 2010 – September 30, 2010	1,768,748 <sup>(1)</sup>	22.39 <sup>(1)</sup>	1,767,973	11,814,922
Total	4,497,375	\$ 20.91	4,496,600	11,814,922

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- (1) Includes 775 shares purchased from employees to pay taxes related to the vesting of restricted shares.
- (2) On June 7, 2010, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 10 million shares of the Company's common stock to offset share dilution created by the Company's equity compensation plans. During the fiscal quarter ended September 30, 2010, the Company purchased approximately 4.5 million shares of common stock under this plan at an average price per share of \$20.91. On August 12, 2010, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 10 million shares of the Company's common stock.

There are approximately 11.8 million shares remaining for repurchase under these stock repurchase plans at September 30, 2010.

### **Item 3.      DEFAULTS UPON SENIOR SECURITIES**

None.

### **Item 4.      SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

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**Item 5. OTHER INFORMATION**

None.

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**Item 6. EXHIBITS**

The following exhibits are being filed as part of this Quarterly Report on Form 10-Q:

- 10.1 Amendment No. 1, dated as of September 13, 2010, to the Offer Letter by and between Broadridge Financial Solutions, Inc. and Timothy Gokey, dated as of March 15, 2010.
- 31.1 Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial statements from the Broadridge Financial Solutions, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, formatted in eXtensible Business Reporting Language (XBRL): (i) condensed consolidated statements of earnings for the three months ended September 30, 2010 and 2009, (ii) condensed consolidated balance sheets as of September 30, 2010 and June 30, 2010, (iii) condensed consolidated statements of cash flows for the three months ended September 30, 2010 and 2009, and (iv) the notes to the condensed consolidated financial statements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned hereunto duly authorized.

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

Date: November 4, 2010

By:

/s/ DAN SHELDON

**Dan Sheldon**

**Vice President, Chief Financial Officer**

**(Principal Financial and Accounting Officer)**

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**INDEX TO EXHIBITS**

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