UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2010

BROADRIDGE FINANCIAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

001-33220	**33-1151291**
(Commission file number)	**(I.R.S. Employer Identification No.)**

1981 Marcus Avenue
Lake Success, New York 11042
(Address of principal executive offices)

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

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 10, 2010, Broadridge Financial Solutions, Inc. (the "Company") issued a press release announcing its financial results for the third quarter of fiscal year 2010. On May 10, 2010, the Company also posted an Earnings Webcast & Conference Call Presentation dated May 10, 2010 on the Company's Investor Relations home page at www.broadridge-ir.com. The press release and presentation are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

On May 10, 2010, the Company posted key statistics of its Investor Communication Solutions, and Securities Processing and Outsourcing Solutions businesses for the third quarter of fiscal year 2010, included as Exhibit 99.3 hereto, on the Company's Investor Relations homepage at www.broadridge-ir.com.

Item 7.01. Regulation FD Disclosure.

On a Form 8-K filed with the Securities and Exchange Commission (the "SEC") on November 3, 2009, the Company reported that it and its wholly owned subsidiary Ridge Clearing & Outsourcing Solutions, Inc. ("Ridge") entered into an asset purchase agreement (the "Asset Purchase Agreement") with Penson Worldwide, Inc. ("PWI") and Penson Financial Services, Inc., a wholly owned subsidiary of PWI ("PFSI"), to sell the contracts with substantially all of the securities clearing clients of Ridge to PFSI.

The Company believes that the closing of this transaction will occur in the fourth quarter of its current fiscal year, subject to the satisfaction of customary closing conditions, including regulatory approvals. The Company had previously reported that it would receive between $60 million and $70 million in total consideration for the sale of the contracts (the "Purchase Price"). The Purchase Price is now expected to be between $40 million and $50 million and will consist of (a) a five-year subordinated note (the "Seller Note") payable by PWI bearing interest at an annual rate equal to 90-day LIBOR plus 5.5%, and (b) approximately $15 million of shares of PWI's common stock determined in accordance with a formula agreed to by the parties.

In addition, the Asset Purchase Agreement requires PWI to provide $50 million in additional regulatory capital and the Company has agreed to lend this amount to PWI in the event PWI is unable to fund the amount from other sources. The Company believes that it will not need to lend this $50 million to PWI for PWI to meet its capital requirement.

The specific amount of the Purchase Price, the allocation of the consideration between the Seller Note and PWI common stock, and whether the Company will lend $50 million to PWI will be determined prior to the closing of the transaction. The Purchase Price will be subject to certain adjustments post-closing upon the occurrence of agreed upon events.

On a Form 8-K filed with the SEC on April 1, 2010, the Company reported that it had entered an Information Technology Services Agreement (the “IT Services Agreement”) with International Business Machines Corporation (“IBM”), 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 by the Company’s former parent company, Automatic Data Processing, Inc. 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 expects that the migration of its data center processing to IBM will take approximately 18 to 24 months to complete; which migration will commence in January 2011. The IT Services Agreement has an initial term of ten years, which commences when the Company has completed the migration of its data center processing to IBM from ADP and expires 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.

As a result of the IT Services Agreement, the Company expects to reduce the costs associated with these functions over time by approximately $25 million annually after the transition to IBM is fully implemented in the Company’s 2013 fiscal year and the payment by the Company of approximately $25 million in one-time transition costs related to the IT Services Agreement in its 2011 and 2012 fiscal years.

On May 10, 2010, the Company posted the services definitions referenced in the Investor Communication Solutions statistics, included as Exhibit 99.4 hereto, on the Company’s Investor Relations homepage at www.broadridge-ir.com.

Copies of the press release, presentation, key statistics, and services definitions are being furnished as Exhibits 99.1, 99.2, 99.3, and 99.4 respectively, and are incorporated herein by reference. The information furnished pursuant to Items 2.02 and 7.01, including Exhibits 99.1, 99.2, 99.3, and 99.4 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

Exhibits. The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Press release dated May 10, 2010.
99.2	Earnings Webcast & Conference Call Presentation dated May 10, 2010.
99.3	Key Statistics for the third quarter of fiscal year 2010.
99.4	Investor Communication Solutions Segment-Services Definitions.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 10, 2010

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ DAN SHELDON

Name: **Dan Sheldon**

Title: **Vice President, Chief Financial Officer**

Exhibit 99.1

BROADRIDGE REPORTS THIRD QUARTER FISCAL YEAR 2010 RESULTS

Continued Record Sales and Strong Momentum on Strategic Initiatives

Third Quarter EPS Results In-Line with Expectations

Lake Success, New York – May 10, 2010 – Broadridge Financial Solutions, Inc. (NYSE:BR) today reported revenues of $490.8 million, net earnings from continuing operations of $30.8 million and diluted earnings per share from continuing operations of $0.22 for the third quarter ended March 31, 2010, compared to revenues of $463.7 million, net earnings from continuing operations of $41.2 million and diluted earnings per share from continuing operations of $0.29 for the comparable quarter of the previous fiscal year.

Commenting on the results, Richard J. Daly, Chief Executive Officer, said, "I am pleased to report solid revenue results given the weak market conditions impacting our business. The most significant achievement is our record closed sales results for the quarter and year-to-date, which continue to position us to achieve higher levels of growth and earnings when market-driven volumes return."

Mr. Daly added, "Revenues for the quarter were up 6%, driven by the continued growth in event-driven revenues and new closed sales. However, weak market conditions impacted trade volumes and stock record growth, which continued to be flat to down for the quarter. Earnings were down, as expected, due to the impact of fiscal year 2009 client losses and concessions in the Securities Processing business and the benefit from a one-time tax credit in fiscal year 2009, as well as fiscal year 2010 implementation expenses related to our record sales. While I don't enjoy reporting lower earnings, I am proud that we continued to successfully execute our meaningful strategic imperatives despite difficult market conditions. These strategic imperatives include the Penson transaction, which we expect to close during our fourth quarter, the recently announced IBM data center and business alliance agreements, and our entry into the registered equity transfer agency market through an acquisition."

Financial Results for Third Quarter Fiscal Year 2010

For the third quarter of fiscal year 2010, revenues from continuing operations increased 6% to $490.8 million, compared to $463.7 million for the comparable period last year, primarily as a result of the continued growth in event-driven mutual fund proxy revenues and recurring revenues from the Morgan Stanley Smith Barney (MSSB) transaction. Pre-tax margin from continuing operations of 9.9% decreased compared to 11.8% in the same period last year as a result of the carryover impact of the fiscal year 2009 Securities Processing client losses and concessions, and the dilutive effect of the MSSB transaction and increased investments including incremental sales commissions in the Investor Communications business. Sales for the quarter were strong at $41.7 million, an increase of 53% compared to the third quarter of fiscal year 2009.

Net earnings from continuing operations decreased 25% to $30.8 million from $41.2 million, primarily due to lower pre-tax margin and a higher effective tax rate due to the one-time benefit from last fiscal year of $6.0 million. Diluted earnings per share from continuing operations decreased to $0.22 per share on lower earnings, offset by lower weighted-average shares outstanding, compared to $0.29 per share in the third quarter of fiscal year 2009. During the third quarter of fiscal year 2010, the Company repurchased approximately 0.5 million shares of Broadridge common stock under its stock repurchase plan at an average price of approximately $21.78 per share.

Beginning in the second quarter of the 2010 fiscal year, the financial results of the securities clearing business have been accounted for as a discontinued operation and the operations outsourcing solutions business retained by Broadridge has been included in the Securities Processing Solutions segment. We anticipate that the previously announced Penson transaction will close in the fourth quarter of the 2010 fiscal year, subject to the satisfaction of customary closing conditions, including regulatory approvals.

Financial Results for Year-to-Date Fiscal Year 2010

Closed sales were $129.8 million for the nine months ended March 31, 2010, a 41% increase versus last year's comparable period. Client revenue retention was 98% year-to-date.

For the nine months ended March 31, 2010, revenues from continuing operations grew by 8% to $1,458.7 million, compared to $1,356.7 million for the comparable period last year. The results were primarily driven by the growth in event-driven mutual fund proxy revenues and recurring revenues from new sales including the MSSB transaction which were offset by the previously announced client losses and concessions in Securities Processing. Pre-tax margin from continuing operations of 10.9% declined compared to 12.0% in the same period last year, primarily as a result of the revenue mix changes noted above and the one-time gain of $8.4 million from the purchase of $125.0 million of our senior notes in fiscal year 2009.

Net earnings from continuing operations increased 1% to $108.9 million from $107.3 million, primarily due to the lower effective tax rate due to a one-time foreign tax credit recorded in the second quarter of this fiscal year. Diluted earnings per share from continuing operations increased to $0.78 per share on lower weighted-average shares outstanding, compared to $0.76 per share in the comparable period of fiscal year 2009. During the first nine months of fiscal year 2010, the Company repurchased approximately 6.6 million shares of Broadridge common stock under its stock repurchase plan at an average price of approximately $21.46 per share and there remain 3.4 million shares available under the current stock repurchase plan.

Analysis of Third Quarter Fiscal Year 2010

Investor Communication Solutions

Revenues for the Investor Communication Solutions segment in the third quarter of fiscal year 2010 increased 7% to $356.5 million compared to the third quarter of fiscal year 2009. The increase was driven primarily by higher event-driven mutual fund proxy and revenue gains from acquisitions. Operating margin decreased by 2.1 percentage points compared to the third quarter of fiscal year 2009 primarily due to increased expenses related to the MSSB conversion.

Securities Processing Solutions

Revenues for the Securities Processing Solutions segment in the third quarter of fiscal year 2010 decreased 2% to $133.6 million compared to the third quarter of fiscal year 2009. The decrease was primarily related to the carryover impact of fiscal year 2009 client losses and concessions and lower trade volumes in our fixed income business, slightly offset by new business. Non-trade revenues and operations outsourcing revenues were essentially unchanged. Operating margin decreased 5.1 percentage points compared to the third quarter of fiscal year 2009, as a result of the impact from the revenue mix.

Other

Revenues from Other in the third quarter of fiscal year 2010 decreased $0.8 million as a result of one-time non-recurring termination fees received in fiscal year 2009. Pre-tax loss from continuing operations for Other improved by $3.6 million compared to the third quarter of fiscal year 2009, as a result of lower corporate investment spending and lower interest expense on our Long-term debt due to lower interest rates.

Fiscal Year 2010 Financial Guidance

We expect to be at the low end of the revenue guidance we provided last quarter of 7% to 9% due to the flat to negative market-driven volumes we continue to experience (i.e. trade volumes and equity stock record growth). Our GAAP earnings per share from continuing operations are expected to be in the range of $1.58 to $1.64 on a diluted share basis. Our non-GAAP earnings per share from continuing operations are expected to be in the range of $1.52 to $1.58 on a diluted share basis, which excludes a positive $0.06 per share impact of a one-time foreign tax credit. Our GAAP earnings per share are expected to be in the range of $1.36 to $1.42 on a diluted share basis which includes the loss from discontinued clearing operations. The earnings per share guidance is based on diluted weighted-average shares outstanding of approximately 139 million shares. In addition, our fiscal year 2010 financial guidance assumes that the Penson transaction closes during the fourth quarter of our 2010 fiscal year.

We anticipate margins from continuing operations before interest and taxes in the range of 15.8% to 16.2%. Our effective annual tax rate will be approximately 34.7% (GAAP) including the one-time foreign tax credit and 37.5% (non-GAAP run rate) without the credit. Free cash flow is expected to remain in the range of $235 million to $270 million, as previously provided. Our closed sales forecast for fiscal year 2010 remains unchanged in the range of $185 million to $205 million.

Mr. Daly commented, "Overall, I am satisfied with our year-to-date financial results. I am pleased with the factors we control with respect to sales and client revenue retention but disappointed that the market-driven volumes have not yet returned. As in the past, we are and remain a lagging market indicator. Fortunately the unprecedented surge in event-driven revenues enables us to be within our original earnings per share guidance. We believe the Penson transaction closing is imminent. Subsequent to closing, we anticipate opportunistically repurchasing shares to offset the $0.07 per share dilution the conversion process will cause over the next 12 to 18 months. Once the Penson transaction closes, we will request Board authorization for additional share repurchases."

Non-GAAP Measures

In certain circumstances, results have been presented that are non-GAAP measures and should be viewed in addition to, and not as a substitute for, the Company's reported results. Management believes such non-GAAP measures provide investors with a more complete understanding of Broadridge's underlying operational results. These non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. Accompanying this release is a reconciliation of non-GAAP measures to the comparable GAAP measures.

Earnings Conference Call

An analyst conference call will be held today, Monday, May 10, at 8:30 a.m. ET. A live webcast of the call will be available to the public on a listen-only basis. To listen to the webcast and view the slide presentation, go to www.broadridge-ir.com and click on the webcast icon. The presentation will be available to download and print approximately one hour prior to the webcast from the Broadridge Investor Relations home page at www.broadridge-ir.com. Broadridge's news releases, current financial information, SEC filings and Investor Relations presentations are accessible on the same website.

About Broadridge

Broadridge is a technology services company focused on global capital markets. Broadridge is the market leader enabling secure and accurate processing of information for communications and securities transactions among issuers, investors and financial intermediaries. Broadridge builds the infrastructure that underpins proxy services for over 90% of public companies and mutual funds in North America; processes more than $3 trillion in fixed-income and equity trades per day; and saves companies billions annually through its technology solutions. For more information about Broadridge, please visit www.broadridge.com.

Forward-Looking Statements

This press release and other written or oral statements made from time to time by representatives of Broadridge may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, such as our fiscal year 2010 financial guidance, 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, 2009 (the "2009 Annual Report"), as they may be updated in any future reports filed with the Securities and Exchange Commission. Any forward-looking statements are qualified in their entirety by reference to the factors discussed in the 2009 Annual Report. These risks include: the success of Broadridge 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 affecting the investor communication services provided by Broadridge; changes in laws regulating registered securities clearing firms and broker-dealers; declines in trading volume, market prices, or the liquidity of 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; Broadridge's failure to keep pace with changes in technology and demands of its clients; availability of skilled technical employees; the impact of new acquisitions and divestitures; competitive conditions; and overall market and economic conditions. Broadridge disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact Information

Investors:

Rick Rodick
Broadridge Financial Solutions, Inc.
Vice President, Investor Relations
(516) 472-5474

Broadridge Financial Solutions, Inc.
Condensed Consolidated Statements of Earnings
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009	Nine Months Ended March 31, 2010	Nine Months Ended March 31, 2009
Revenues	$ 490.8	$ 463.7	$1,458.7	$1,356.7
Cost of revenues	380.9	357.3	1,119.1	1,033.7
Selling, general and administrative expenses	60.0	48.7	171.8	164.4
Other (income) expenses, net	1.5	3.2	8.4	(3.7)
Total expenses	442.4	409.2	1,299.3	1,194.4
Earnings from continuing operations before income taxes	48.4	54.5	159.4	162.3
Provision for income taxes	17.6	13.3	50.5	55.0
Net earnings from continuing operations	30.8	41.2	108.9	107.3
Loss from discontinued operations, net of tax benefit	(5.9)	(0.3)	(24.0)	(0.9)
Net earnings	$ 24.9	$ 40.9	$ 84.9	$ 106.4
Earnings per share:				
Basic earnings per share from continuing operations	$ 0.23	$ 0.30	$ 0.80	$ 0.77
Basic loss per share from discontinued operations	(0.05)	(0.01)	(0.18)	(0.01)
Basic earnings per share	$ 0.18	$ 0.29	$ 0.62	$ 0.76
Diluted earnings per share from continuing operations	$ 0.22	$ 0.29	$ 0.78	$ 0.76
Diluted loss per share from discontinued operations	(0.04)	—	(0.17)	(0.01)
Diluted earnings per share	$ 0.18	$ 0.29	$ 0.61	$ $0.75
Weighted-average shares outstanding:				
Basic	134.8	139.5	136.2	140.0
Diluted	138.8	141.2	139.6	141.6
Dividends declared per common share	$ 0.14	$ 0.07	$ 0.42	$ 0.21

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

	March 31, 2010	June 30, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 177.9	$ 173.4
Accounts receivable, net of allowance for doubtful accounts of $1.8 and $2.3, respectively	354.5	381.0
Other current assets	145.5	83.2
Assets of discontinued operations	1,460.3	1,414.2
Total current assets	2,138.2	2,051.8
Property, plant and equipment, net	75.5	75.4
Other non-current assets	124.3	136.3
Goodwill	491.6	481.8
Intangible assets, net	34.3	29.4
Total assets	$2,863.9	$2,774.7
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 94.4	$ 72.0
Accrued expenses and other current liabilities	202.4	216.7
Deferred revenues	96.8	34.6
Liabilities of discontinued operations	1,185.9	1,106.6
Total current liabilities	1,579.5	1,429.9
Long-term debt	324.1	324.1
Other non-current liabilities	54.9	60.8
Deferred revenues	48.4	50.9
Total liabilities	2,006.9	1,865.7
Commitments and contingencies		
Stockholders' equity:		
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none	—	—
Common stock, $0.01 par value: Authorized, 650.0 shares; issued, 143.9 shares and 141.8 shares, respectively; outstanding, 134.8 and 139.3 shares, respectively	1.4	1.4
Additional paid-in capital	568.2	505.9
Retained earnings	460.4	432.3
Treasury stock—at cost, 9.1 and 2.5 shares, respectively	(180.0)	(37.5)
Accumulated other comprehensive income	7.0	6.9
Total stockholders' equity	857.0	909.0
Total liabilities and stockholders' equity	$2,863.9	$2,774.7

Broadridge Financial Solutions, Inc.
Segment Results
(In millions)
(Unaudited)

	Revenues			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2010	2009	2010	2009
Investor Communication Solutions	$ 356.5	$ 334.7	$ 1,059.7	$ 944.0
Securities Processing Solutions	133.6	136.3	397.5	422.2
Other	0.1	0.9	2.3	1.3
Foreign currency exchange	0.6	(8.2)	(0.8)	(10.8)
Total	$ 490.8	$ 463.7	$ 1,458.7	$ 1,356.7

	Earnings (Loss) from Continuing Operations before Income Taxes			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2010	2009	2010	2009
Investor Communication Solutions	$ 28.0	$ 33.3	$ 102.3	$ 76.4
Securities Processing Solutions	24.5	32.0	73.5	105.4
Other	(5.0)	(8.6)	(18.4)	(17.5)
Foreign currency exchange	0.9	(2.2)	2.0	(2.0)
Total	$ 48.4	$ 54.5	$ 159.4	$ 162.3

Broadridge Financial Solutions, Inc.
Reconciliation of Non-GAAP to GAAP Measures
Earnings per Share and EBIT From Continuing Operations FY10 Guidance
(Unaudited)

Earnings Per Share From Continuing Operations Non-GAAP to GAAP Reconciliation	Low	High
Diluted EPS Before One-Time Items (Non-GAAP)	$1.52	$1.58
Foreign Tax Credit - Tax Restructuring	0.06	0.06
Diluted EPS (GAAP)	$1.58	$1.64

EBIT From Continuing Operations Non-GAAP to Earnings From Continuing Operations Before Income Taxes GAAP Reconciliation	Low	High
EBIT From Continuing Operations (Non-GAAP)	$ 348	$ 361
Margin % (Non-GAAP)	15.8%	16.2%
Interest on Borrowings	(11)	(11)
	0.5%	0.5%
Earnings From Continuing Operations Before Income Taxes (GAAP)	$ 337	$ 350
Margin % (GAAP)	15.3%	15.7%

Broadridge Financial Solutions, Inc.
Reconciliation of Non-GAAP to GAAP Measures
Free Cash Flow Guidance
(In millions)
(Unaudited)

	FY10 Range	
	Low	**High**
Earnings (GAAP)	$220	$228
Depreciation and amortization	60	58
Stock-based compensation expense	30	28
Other	(15)	(10)
Subtotal	295	304
Working capital changes	(5)	8
Long-term assets & liabilities changes	—	3
Net cash flow provided by operating activities	290	315
Cash Flows From Investing Activities		
Capital expenditures & intangibles	(55)	(45)
Free cash flow (non-GAAP)	$235	$270

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Broadridge Financial Solutions, Inc.

Earnings Webcast & Conference Call

Third Quarter Fiscal Year 2010

May 10, 2010

Forward-Looking Statements

This presentation and other written or oral statements made from time to time by representatives of Broadridge may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, such as our fiscal year 2010 financial guidance, 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, 2009 (the "2009 Annual Report"), as they may be updated in any future reports filed with the Securities and Exchange Commission. Any forward-looking statements are qualified in their entirety by reference to the factors discussed in the 2009 Annual Report. These risks include: the success of Broadridge 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 affecting the investor communication services provided by Broadridge; changes in laws regulating registered securities clearing firms and broker-dealers; declines in trading volume, market prices, or the liquidity of 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; Broadridge's failure to keep pace with changes in technology and demands of its clients; availability of skilled technical employees; the impact of new acquisitions and divestitures; competitive conditions; and overall market and economic conditions. Broadridge disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

This presentation may include certain non-GAAP (generally accepted accounting principles) financial measures in describing Broadridge's performance. Management believes that such non-GAAP measures, when presented in conjunction with comparable GAAP measures provide investors a more complete understanding of Broadridge's underlying operational results. These non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. These measures should be considered in addition to and not a substitute for the measures of financial performance prepared in accordance with GAAP. The reconciliations of such measures to the comparable GAAP figures are included in this presentation.

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Today's Agenda

Opening Remarks and Key Topics	Rich Daly, CEO
Third Quarter 2010 Results and Full Year Guidance Summary	Dan Sheldon, CFO
Summary and Closing Comments	Rich Daly, CEO
Q&A	Rich Daly, CEO Dan Sheldon, CFO Rick Rodick, VP Investor Relations
Closing Remarks	Rich Daly, CEO

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Opening Remarks

➢ **Key Topics:**

- Executive summary
- Financial results for the third quarter of fiscal year 2010
- A review of closed sales performance
- Business update

Opening Remarks – Key Topics

Executive Summary:

- Business execution remains strong
  - Year-to-date record closed sales were 41% higher than last year and client revenue retention rates were at 98%
  - We continue to grow in all of our markets during this down cycle
  - We were recently upgraded by Moody's
- We are executing on our strategies
  - Signed business alliance and data center outsourcing agreements with IBM
  - The Penson transaction is proceeding as planned
  - Entered the registered equity transfer agency market with the acquisition of StockTrans
  - The Morgan Stanley Smith Barney (MSSB) transaction is progressing nicely
  - High level of associate engagement and productivity recognized by being named #1 "Best Large Company to Work For in New York State"
- Key recurring revenues have not rebounded in FY10
  - Trade volumes, stock record growth and fulfillment continue to run at levels below last year; however, they have improved from the first half of the year
- Unprecedented increase in event-driven mutual fund proxy revenues enables us to be within our original earnings per share guidance

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Opening Remarks – Key Topics

- **Third Quarter Fiscal Year 2010 Financial Results:**
  - Revenues for the quarter were up 6%, slightly below expectations
    - The results were primarily driven by the continued growth in event-driven mutual fund proxy revenues and recurring revenues from the MSSB transaction
    - Key market-driven revenues (trade volumes and stock record growth) have not returned to the levels we anticipated
  - GAAP earnings per share were down from last year, as expected, primarily due to the dilutive impact of the MSSB transaction and the one-time state income tax credit received in FY09

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Opening Remarks – Key Topics

Sales Performance Overview:

- Year-to-date closed sales of $130M increased 41% compared to the same period last year
  - Recurring revenue sales increased 32% year-to-date
  - Event-driven revenue sales increased 60% year-to-date
- Closed three significant Securities Processing sales during the quarter totaling approximately $15M in revenue, over 50% of which was an outsourcing sale
- Sales pipeline continues to have very good momentum and contains large opportunities for both segments
- Full year closed sales FY10 guidance of $185-205M remains unchanged

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Business Update

- **Investor Communication Solutions:**
  - Equity Proxy
    - Approximately 25% of the business
    - Stock record growth down 1%
    - Client retention and service levels remain very strong
    - Notice & Access penetration increased to approximately 52%
    - Global proxy activity is up
    - Registered clients increased to approximately 1,600
  - Entered into the registered equity transfer agency business by acquiring StockTrans
    - We will create a new transformative model
    - The model will leverage street processing efficiency and both Broadridge segments
  - Continue to make progress on our mutual fund data aggregation strategy
  - We believe proposed regulatory reform affecting proxy can be implemented due to the strengths and flexibility of the Broadridge data hub

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Business Update

Securities Processing & Outsourcing Solutions:

- Retention rates are high. No new large concessions
- Closed three significant sales during the quarter to foreign-based multi-national companies totaling approximately $15M
  - Three diverse sales, the largest of which was an outsourcing sale
- Increased sales pipeline in SPS because of the number of firms considering becoming primary dealers
- Improving margins
  - The majority of the economic benefit related to the IBM alliance will occur in Securities Processing

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Business Update

IBM Agreements:

- Key strategic decision that positions Broadridge with the industry leader
- Business Alliance Agreement
  - The IBM/Broadridge business alliance is structured to deliver a comprehensive portfolio of technology-based solutions and services to the financial services industry
  - The alliance's go-to-market joint strategy is a technology lift (IBM) and application shift (Broadridge) strategy
  - The combined solution suite will enable firms to outsource more of their non-core technology and operation functions to IBM and Broadridge
- Outsourcing Broadridge's Data Center
  - IBM is the recognized global leader in IT outsourcing services
  - Broadridge will be aligned with a technology provider who offers recognized market leading data center services
  - IBM data centers meet all of the highest standards of reliability, availability, security and scalability as specified for Tier IV data center architecture
  - It is anticipated to save Broadridge approximately $25M annually when fully implemented in FY13, subsequent to approximately $25M of one-time total transition costs to be incurred over FY11 and FY12

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Broadridge Results From Continuing Operations – Q3 & YTD FY 2010

Key Highlights:

- **Q3 $491M/YTD $1,459M - Revenue**
  - Q3 revenues were up 6% all coming from ICS as SPS still down due to planned client losses and concessions
  - YTD revenues up 8% all coming from ICS
- **Q3 10%/YTD 11% EBIT Margin (non-GAAP)**
  - Q3 down 2pts from last year due mainly to planned SPS revenue fall off and on-boarding of new sales, including MSSB statement business in ICS. Also increased some short-term investment spend in ICS
  - YTD down slightly from last year due to ICS event-driven revenue in Q2 of this year and planned revenue fall off in SPS
- **Q3 $0.22/YTD $0.72 - Diluted EPS (non-GAAP)**
  - Q3 down from last year due to pre-tax margins partially offset by fewer shares outstanding
  - YTD up from last year due to higher earnings and fewer shares outstanding

Note: See Appendix for Non-GAAP to GAAP reconciliation

Revenue Drivers- Historical and FY10 (Continuing Operations)

Historical (FY05-FY09) & FY10 Forecast CAGR		Actual YTD FY10	Forecast FY10
6%	**Total Revenue Growth**	***8%***	***7%***
4%	**Sales** (Recurring)	*4%*	*4%*
-2%	**Client Losses**	*-2%*	*-2%*
2%	**Net New Business**	*2%*	*2%*
3%	**Internal Growth** [(a)]	*-2%*	*-2% to -1%*
1%	**Event-Driven** [(b)]	*5%*	*4% to 3%*
0%	**Distribution**	*2%*	*1%*
0%	**Acq/FX/Other**	*1%*	*2%*

(a) Internal Growth includes SPS Equity & Fixed Income Trades, ICS Equity & Mutual Fund Stock Record Growth, Transaction Reporting and Time & Materials

(b) Event-Driven includes ICS Proxy Contest/Specials, Mutual Fund Proxy and Marketing Communications Fulfillment

- **Sales** – large deals in the SPS space take 12-24 months to convert. The contributions to revenue are fairly well known months/yrs in advance so usually no surprises with ranges given for revenue but sales ranges may be subject to more "lumpiness" even within/between years (See Appendix page 26 for detailed Closed Sales to Revenue Contribution slide)
- **Client Losses (Retention)** – any large loss has historically been known in advance and hasn't created a surprise in any year's forecast we've given. We've not been made aware of any large potential losses to date
- **Internal Growth** – expected the 1st half of the fiscal year to be down year-over-year, but did expect uptick to some degree in 2nd half and this has not occurred
- **Event-Driven** – MF Proxy is driving the growth here as other Event-Driven is down year-over-year and also has not picked up in 2nd half of this fiscal year
- **Distribution** – growth primarily related to MF Proxy activity offset by Notice & Access
- **Acquisitions/FX/Other** – Penson contribution to revenue lower this year than anticipated due to timing of closing. FX has been a positive this year given the US dollar has been near par with the Canadian dollar

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Segment Results – Investor Communication Solutions

($ in millions)	3Q10 Actual	3Q09 Actual	3Q10 YTD Actual	3Q09 YTD Actual	FY09 Actual	FY10 Range Low	FY10 Range High
Revenues	$357	$335	$1,060	$944	$1,531	$1,671	$1,688
Growth Rate	7%	-2%	12%	0%	-3%	9%	10%
Fee Revenues	$182	$161	$548	$453	$774	$890	$897
Growth Rate	13%	3%	21%	2%	1%	15%	16%
Recurring (RC)	11%	5%	8%	7%	5%	8%	9%
Event-driven (ED)	16%	-2%	45%	-7%	-8%	33%	35%
Distribution Revenues	$175	$173	$512	$491	$757	$781	$791
Growth Rate	1%	-7%	4%	-2%	-6%	3%	5%
Margin $	$28	$33	$102	$76	$249	$279	$285
Margin	7.9%	9.9%	9.7%	8.1%	16.3%	16.7%	16.9%
Margin (bps) Change	↓ 200 bps	↑ 50 bps	↑ 160 bps	↓ 140 bps	↑ 10 bps	↑ 40 bps	↑ 60 bps

Key Highlights:

Revenues:

- Q3, YTD, and Full Year range driven by unprecedented event-driven mutual fund (MF) proxy, gains from Net New Business (sales less losses) primarily MSSB, and Access Data
- Throughout this extended economic cycle, our client revenue retention rates remain very high. Internal growth generally lags behind market recovery, but expected to return to historical levels. Equity stock record growth expected to be at -1% for year as we've seen improvement from 1st half

Margins:

- Q3 decline driven by fee mix including the previously disclosed dilutive impact of MSSB and increased investments as we respond to market opportunities. YTD up primarily due to MF proxy activity in Q2

Full Year Guidance:

- Both revenue and margins are down for the low and high end of the ranges from last quarter due to equity stock record growth still being down, no signs of recovery to date for proxy contests/specials or fulfillment and MF proxy activity not as robust in 2nd half as anticipated

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Business Results – Securities Processing Solutions

($ in millions)	3Q10 Actual	3Q09 Actual	3Q10 YTD Actual	3Q09 YTD Actual	FY09 Actual	FY10 Range Low	FY10 Range High
Revenues	**$127**	**$130**	**$379**	**$403**	**$534**	**$503**	**$507**
Growth Rate	***-2%***	***1%***	***-6%***	***6%***	***4%***	***-6%***	***-5%***
Trade	$69	$72	$213	$236	$311	$283	$286
Growth Rate	*-4%*	*-7%*	*-10%*	*2%*	*0%*	*-9%*	*-8%*
Non-trade	$58	$58	$166	$167	$223	$220	$221
Growth Rate	*0%*	*14%*	*0%*	*12%*	*10%*	*-1%*	*-1%*
Margin $	**$27**	**$34**	**$81**	**$112**	**$143**	**$102**	**$107**
Margin %	**21.2%**	**26.2%**	**21.3%**	**27.7%**	**26.7%**	**20.3%**	**21.1%**
Margin (bps) Changes	***↓500 bps***	***↓170 bps***	***↓640 bps***	***↓110 bps***	***Flat***	***↓640bps***	***↓560bps***

Key Highlights:

Revenues:

- Q3 and YTD revenue declines driven by previously disclosed carry-over impact of client losses and price concessions and lower trade volumes in both Equities and Fixed Income
  - Continued delay in timing of expected Bank of America (BoA) client loss provided benefits to both Q3 and YTD
  - Q3 trade volumes slightly up from Q2 for Equities and Fixed Income
  - Non-trade revenues such as Time & Materials (T&M) while down, continue to be better than expected

Margins:

- Margin improved 100 bps from Q2 due to year-end processing. Decline from prior year of 500 bps impacted by BoA client loss and price concessions, partially offset by Net New Business at 60%+ incremental margin

Full year guidance:

- Ranges are all dependent on trade volumes such as retail volumes in equities and mortgage volumes in fixed income

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Business Results – Outsourcing Solutions (Continuing Operations)

($ in millions)	3Q10 Actual	3Q09 Actual	3Q10 YTD Actual	3Q09 YTD Actual	FY09 Actual	FY10 Range Low	FY10 Range High	4Q10 "Run-rate"
Revenues	$6	$6	$18	$19	$25	$28	$26	$14
Growth Rate	*0%*	*34%*	*-6%*	*36%*	*31%*	*11%*	*4%*	
Pre-tax Loss	-$3	-$2	-$7	-$6	-$9	-$15	-$12	-$8

Key Highlights:

FY10:

- Q3 and YTD revenues and pre-tax loss virtually flat year over year
- Full year revenues expected to increase by $2-3M due to Phase 1 Penson conversion expected to start after closing at the end of Q4 of FY10
- YTD pre-tax loss of $(7)M plus Q4 run-rate of $(8)M in Q4 from Penson transaction brings FY10 total of $(15)M; change in Q4 run-rate after transaction closing due to $50M in annualized expenses coming back into results that were classified as “Discontinued Operations” prior to closing of the Penson transaction
- Q4 annual “Run-rate” is equal to existing outsourcing revenues of $25M plus Phase 1 Penson of $30M (down from $40M due primarily to loss of Neuberger contract)

Phase 2 Penson Implementation:

- Expect Penson to fully convert their business to SPS Outsourcing platform during the Q4 of FY11 (additional $25-35M in annual revenues resulting in contributions to operating margins)

Penson Update

Evolution of the Penson Deal

FY09 Actual results to Continuing Operations GAAP — (1) to (3)

FY09 GAAP Continuing Operations to Fully Converted Penson Phases 1 & 2 — (3) to (7)

(1) Pre-Penson Transaction (FY09 Reported)		(2) Discontinued Operations		(3) Continuing Operations (FY09 GAAP)		(4) Penson Phase 1 (A)		(5) FY10 Proforma (Subtotal)		(6) Penson Phase 2 Converting FY11 Q3 or Q4 (B)		(7) FY12 Proforma
Revenue $100M *($75M Clearing Related)* *($25M Existing Outsourcing)*	-	$75M Contracts Sold to Penson	=	$25M *(Existing Outsourcing)*	+	$30M	=	$55M *($25M Existing Outsourcing)* *($30M Penson Phase #1)*	+	$25M - $35M	=	$80M-$90M
Expense $110M	-	$75M Allocated Expenses ***Note:*** *$25M Expenses eliminated* *$50M Remaining expenses to be re-allocated once Penson live* $75M	=	$35M $35M	+	$50M $50M	=	$35M $50M $85M	+	$5M	=	$90M
Operating Losses ($10M)	-	$0M	=	($10M)	+	($20M)	=	($30M)	+	$20M-$30M	=	($10M) -to- ($0M)

(A) - Phase 1 is related to outsourcing services to support the client contracts acquired by Penson from Broadridge. Revenue amount originally expected to be $40M was reduced due primarily to loss of Neuberger contract.

(B) - Phase 2 is related to outsourcing services to support the existing Penson clients once converted onto the Broadridge processing platform. As a result, there are less expenses necessary for Penson Phase 2.

Note: $ amounts have been rounded for illustrative purposes only

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Segment Results – Other & Foreign Exchange (FX)

($ in millions)	3Q10 Actual	3Q09 Actual	3Q10 YTD Actual	3Q 09 YTD Actual	FY09 Actual	FY10 Range Low	FY10 Range High
Other Fees Revenues	$0	$1	$2	$1	$2	$2	$2
Other Fees Margin	$0	$1	$2	$1	$2	$2	$2
FX Revenues	$1	-$8	-$1	-$11	-$18	$4	$6
FX P&L Margin	$1	-$2	$2	-$2	-$4	$0	$4
Other							
Interest Expense	*-$3*	*-$3*	*-$8*	*-$12*	*-$14*	*-$11*	*-$11*
Purchase of Senior Notes (1-time gain)	-	-	-	*$8*	*$8*	-	-
Corporate Expenses & Investments	*-$4*	*-$6*	*-$12*	*-$22*	*-$30*	*-$20*	*-$25*
FX Transaction Activity	*$1*	*$0*	*$0*	*$7*	*$2*	-	-

Key Highlights:

- **Other Fees:** Primarily related to termination fees
- **FX:** Expectation is that FX impact will not be material for remainder of FY10
- **Interest –** Dependent on changes in LIBOR – Not planning to pay down additional debt during FY10

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Cash Flow – YTD and FY10 Forecast

Unaudited (In millions)	Nine Months Ended March 2010	FY10 Range *(a)* Low	FY10 Range *(a)* High
Cash Flow - Continuing Operations			
Net earnings from continuing operations (GAAP)	$ 109	**$ 220**	**$ 228**
Depreciation and amortization (includes other LT assets)	43	**60**	**58**
Stock-based compensation expense	21	**30**	**28**
Other	(16)	**(15)**	**(10)**
Subtotal	157	**295**	**304**
Working capital changes	21	**(5)**	**8**
Long-term assets & liabilities changes	3	**-**	**3**
Net cash flow provided by continuing operating activities	**181**	**290**	**315**
Cash Flows From Investing Activities			
Capital expenditures & purchased intangibles	(29)	**(55)**	**(45)**
Free cash flow (Non-GAAP)	**$ 152**	**$ 235**	**$ 270**
Cash Flows From Other Investing and Financing Activities			
Acquisitions	(11)	**(11)**	**(11)**
Freed-up Clearing capital *(b)*	10	**210**	**240**
Long-term debt repayment	-	**-**	**-**
Dividends paid	(48)	**(67)**	**(67)**
Other	5	**5**	**5**
Stock repurchases net of options proceeds	(103)	**(103)**	**(103)**
Net change in cash and cash equivalents	5	**269**	**334**
Cash and cash equivalents, at the beginning of year	173	**173**	**173**
Cash and cash equivalents, at the end of period	**$ 178**	**$ 442**	**$ 507**

(a) Guidance does not include effect of any future acquisitions, additional debt or share repurchases
(b) Assumes Penson transaction will close in Q4 2010

Broadridge - FY 2010 Continuing Operations Financial Guidance Summary

- Revenue growth around 7%
- Closed sales forecast for the year remains at $185-205M
- Earnings before interest and taxes margin of 15.8-16.2% (Non-GAAP)
- Diluted Earnings Per Share:
  - GAAP EPS (continuing operations) in the range of $1.58-$1.64
  - Non-GAAP EPS (continuing operations) in the range of $1.52-$1.58, excludes the net benefit of $0.06 for the one-time foreign tax credit
  - GAAP EPS (including discontinued operations) in the range of $1.36-$1.42
- Interest expense of approximately $11M
- Effective tax rates of approximately 34.7% (GAAP) and approximately 37.5% (Non-GAAP) run-rate, excluding one-time foreign tax credit
- Free cash flow remains in the range of $235-270M
- Diluted weighted-average shares of approximately 139M, which does not include the impact of any future share repurchases
- Guidance does not include effect of any future acquisitions or additional debt

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Summary

- Earnings per share within the range of original guidance
- Weaker recurring revenue volumes due to the weak market conditions impacting our business
- Record event-driven revenues offset weaker recurring revenue volumes
- Strong future given our consistent ability to execute
- Strong client revenue retention of 98%!
- Record service levels directly tied to being named #1 “Best Large Company to Work For in New York State”
- Record closed sales directly related to record service levels
- Strategic tuck-ins to enhance market opportunities and revenue growth
- Strong cash flow with commitment to creating shareholder value
- Expect to seek Board approval for additional stock repurchases at the time of Penson closing to offset sale dilution

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Summary (continued)

- New communications growth opportunities in mutual funds and transfer agency businesses
- Unique ability to leverage “street” processing leadership
- Expect securities processing outsourcing annual revenue will be about $100 million when Penson is fully converted
- IBM agreements create market and margin opportunities
- Well positioned for when our markets return

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Q&A

There are no slides during this portion of the presentation

Closing Comments

There are no slides during this portion of the presentation

Appendix

Appendix

Broadridge 3Q and YTD 2010 from Continuing Operations

($ in millions)

Revenue FY09 Q3	Revenue FY10 Q3		EBIT FY09 Q3	EBIT FY10 Q3
$335	$357	ICS	$33	$28
-2%	7%	◄ *Growth % / Margin %* ►	9.9%	7.9%
$136	$134	SPS	$32	$25
2%	-2%	◄ *Growth % / Margin %* ►	23.5%	18.3%
$471	$490	**Total Segments**	$65	$52
-	4%	◄ ***Growth % / Margin %*** ►	13.8%	10.7%
$1	$0	Other	($5)	($3)
($8)	$1	FX *	($2)	$2
$464	$491	**Total Broadridge**	$58	$51
-	6%	◄ ***Growth % / Margin %*** ►	12.5%	10.4%
		Interest & Other	($3)	($3)
		Total EBT	$55	$48
		Margin %	11.8%	9.9%
		Income Taxes	($13)	($18)
		Tax Rate (a)	24.4%	36.3%
		Total Net Earnings	$41	$31
		Margin %	8.9%	6.3%
		Diluted Shares	141	139
		Diluted EPS (GAAP)	$0.29	$0.22
		Diluted EPS Before 1-Times (Non-GAAP) (b)	$0.26	$0.22

($ in millions)

Revenue FY09 Q3 YTD	Revenue FY10 Q3 YTD		EBIT FY09 Q3 YTD	EBIT FY10 Q3 YTD
$944	$1,060	ICS	$76	$102
0%	12%	◄ *Growth % / Margin %* ►	8.1%	9.7%
$422	$398	SPS	$105	$74
7%	-6%	◄ *Growth % / Margin %* ►	25.0%	18.5%
$1,366	$1,457	**Total Segments**	$182	$176
-	7%	◄ ***Growth % / Margin %*** ►	13.3%	12.1%
$1	$2	Other	($21)	($10)
($11)	($1)	FX *	$5	$2
$1,357	$1,459	**Total Broadridge**	$166	$167
-	8%	◄ ***Growth % / Margin %*** ►	12.2%	11.5%
		Interest & Other (c)	($3)	($8)
		Total EBT	$162	$159
		Margin %	12.0%	10.9%
		Income Taxes	($55)	($51)
		Tax Rate (d)	33.9%	31.7%
		Total Net Earnings	$107	$109
		Margin %	7.9%	7.5%
		Diluted Shares	142	140
		Diluted EPS (GAAP)	$0.76	$0.78
		Diluted EPS Before 1-Times (Non-GAAP) (e)	$0.69	$0.72

* Includes impact of FX P&L Margin and FX Transaction Activity

(a) FY09 Q3 Tax Rate of 24.4% is attributable to the retroactive portion of the approved certification for a state tax credit program of $6M. The $6M is comprised of $4 million for fiscal year 2008 & $2M for the six months ended December 31, 2008.

(b) FY09 Q3 Diluted EPS Before 1-Times (Non-GAAP) excludes the FY08 portion of the approved certification for a state tax credit program (gain reflected in Income Taxes) $0.03 impact to EPS.

(c) FY09 Interest & Other reflects the effect of the one-time gain from the purchase of the 6.125% Senior Notes of approximately $8M.

(d) FY09 Q3 YTD Tax Rate of 33.9% is attributable to the FY08 portion of the approved certification for a state tax credit program of $4M. Excluding the one-time tax credit the FY09 Q3 YTD tax rate would be 36.4%.
FY10 Q3 YTD Tax Rate of 31.7% is attributable to the release of a valuation allowance on a deferred tax asset relating to tax loss carryforwards of approximately $8M. Excluding the year-to-date benefit the FY10 Q3 YTD tax rate would be 36.7%.

(e) FY09 Q3 YTD Diluted EPS Before 1-Times (Non-GAAP) excludes the approximately $8M gain on purchase of $125M of Senior Notes (gain reflected in Interest & Other); $0.04 impact to EPS and the fiscal year 2008 portion of the approved certification for a state tax credit program (gain reflected in Income Taxes); $0.03 impact to EPS.
FY10 Q3 YTD Diluted EPS Before 1-Times (Non-GAAP) excludes the release of a valuation allowance on a deferred tax asset relating to tax loss carryforwards of approximately $8M (gain reflected in Income Taxes); $0.06 impact to EPS.

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Broadridge FY10 Guidance from Continuing Operations

($ in millions)

Revenue FY09 Actual	Revenue FY10 Range Low	Revenue FY10 Range High		EBIT FY09 Actual	EBIT FY10 Range Low	EBIT FY10 Range High
$1,531	$1,671	$1,688	ICS	**$249**	$279	$285
-3%	9%	10%	◄ *Growth % / Margin %* ►	**16.3%**	16.7%	16.9%
$559	$531	$533	SPS	**$134**	$87	$94
5%	-5%	-5%	◄ *Growth % / Margin %* ►	**23.9%**	16.4%	17.7%
$2,090	**$2,202**	**$2,222**	**Total Segments**	**$383**	**$366**	**$379**
-1%	5%	6%	◄ ***Growth % / Margin %*** ►	**18.3%**	16.6%	17.1%
$1	$2	$2	Other	**($29)**	($18)	($23)
($18)	$4	$6	FX*	**($2)**	($0)	$4
$2,073	**$2,208**	**$2,230**	**Total Broadridge**	**$352**	**$348**	**$361**
-3%	7%	7%	◄ ***Growth % / Margin %*** ►	**17.0%**	15.8%	16.2%
			Interest & Other [a]	**($6)**	($11)	($11)
			Total EBT	**$346**	**$337**	**$350**
			Margin %	**16.7%**	15.3%	15.7%
			Income Taxes	**($123)**	($116)	($122)
			Tax Rate [b]	**35.5%**	34.6%	34.7%
			Total Net Earnings	**$223**	**$220**	**$228**
			Margin %	**10.8%**	10.0%	10.3%
			Diluted Shares	**142**	139	139
			Diluted EPS (GAAP)	**$1.58**	**$1.58**	**$1.64**
			Diluted EPS Before 1-Times (Non-GAAP) [c]	**$1.51**	**$1.52**	**$1.58**

Closed Sales

Segments	FY10 Range Low	FY10 Range High
ICS	$125	$135
SPS	$60	$70
Total	**$185**	**$205**

* Includes impact of FX P&L Margin and FX Transaction Activity

(a) FY09 Actual Interest & Other reflects the effect of the one-time gain from the purchase of the 6.125% Senior Notes of approximately $8M.

(b) FY09 Actual Tax Rate of 35.5% is attributable to the FY08 portion of the approved certification for a state tax credit program of $4M.
Excluding the one-time tax credit the FY09 Full Year tax rate would be 36.7%.
FY10 Low & High Ranges Tax Rates of 34.6% & 34.7% respectively is attributable to the release of a valuation allowance on a deferred tax asset relating to tax loss carryforwards of approximately $8M. Excluding the year-to-date tax benefit the FY10 Low & High Tax Rate would be 36.7%

(c) FY09 Actual Diluted EPS Before 1-Times (Non-GAAP) excludes the approximately $8M gain on purchase of $125M of Senior Notes (gain reflected in Interest & Other); $0.04 impact to EPS and the FY08 portion of the approved certification for a state tax credit program (gain reflected in Income Taxes); $0.03 impact to EPS.
FY10 Low & High Ranges Diluted EPS Before 1-Times (Non-GAAP) of $1.52 & $1.58 respectively excludes the release of a valuation allowance on a deferred tax asset relating to tax loss carryforwards of approximately $8M (gain reflected in Income Taxes); $0.06 impact to EPS.

Closed Sales to Revenue Contribution

($ millions)	Closed Sales FY09 Actual	Closed Sales FY10 Forecast	Revenue Contribution FY09 Actual	Revenue Contribution FY10 Forecast	Revenue Contribution FY11 Forecast	Revenue Contribution FY12 Forecast
Total Revenues			**2,073**	**2,208-2,230**		
$ Growth				*135-157*		
% Growth				*7%*		
Total Closed Sales	**140**		**60**	**60**	**20**	
% Contribution to FY09 Total Revenues			*3%*	*3%*	*1%*	
		185-205		**75-80**	**50-70**	**60-55**
% Contribution to FY09 Total Revenues				*4%*	*3%*	*3%*

Closed Sales Breakdown	FY09 Actual	FY10 Forecast	Revenue Contribution Breakdown FY09 Actual	FY10 Forecast	FY11 Forecast	FY12 Forecast
Recurring (RC) [a]	95		25	50	20	
		135-150		30	45-65	60-55
RC Sub-total			25	80	65-85	60-55
% Contribution to FY09 Total Revenues			*1%*	*4%*	*4%*	*3%*
Event-Driven (ED) [b]	45		35	10		
		50-55		45-50	5	
ED Sub-total			35	55-60	5	
% Contribution to FY09 Total Revenues			*2%*	*3%*	*0%*	

(a) "Sales" revenue is comprised of contribution from all RC sales

(b) "Event-Driven" revenue is comprised of contribution from ED sales coupled with ED existing client growth

Note : Amounts are rounded for illustrative purposes only

Segment Results – Securities Processing Solutions with Outsourcing

($ in millions)	3Q10 Actual	3Q09 Actual	3Q10 YTD Actual	3Q09 YTD Actual	FY09 Actual	FY10 Range Low	FY10 Range High
Revenues	**$134**	**$136**	**$398**	**$422**	**$559**	**$531**	**$533**
Growth Rate	***-2%***	***2%***	***-6%***	***7%***	***5%***	***-5%***	***-5%***
Trade	$69	$72	$213	$236	$311	$283	$286
Growth Rate	*-4%*	*-7%*	*-10%*	*2%*	*0%*	*-9%*	*-8%*
Non-trade	$58	$58	$166	$167	$223	$220	$221
Growth Rate	*0%*	*14%*	*0%*	*12%*	*10%*	*-1%*	*-1%*
Outsourcing	$6	$6	$18	$19	$25	$28	$26
Growth Rate	*0%*	*34%*	*-6%*	*36%*	*31%*	*11%*	*4%*
Margin $	**$25**	**$32**	**$74**	**$105**	**$134**	**$87**	**$94**
Margin %	**18.3%**	**23.5%**	**18.5%**	**25.0%**	**23.9%**	**16.4%**	**17.7%**
Margin (bps) Changes	**↓520 bps**		**↓650 bps**		**↑10bps**	**↓750bps**	**↓620bps**

Reconciliation of Non-GAAP to GAAP Measures

EBIT Reconciliation ($ in millions)	3Q09 Actual	3Q10 Actual	YTD09 Actual	YTD10 Actual	FY09 Actual	FY10 Range Low	FY10 Range High
EBIT (Non-GAAP)*	$58	$51	$166	$167	$352	$348	$361
Margin %	12.5%	10.4%	12.2%	11.5%	17.0%	15.8%	16.2%
Interest & Other	($3)	($3)	($3)	($8)	($6)	($11)	($11)
Total EBT (GAAP)	$55	$48	$162	$159	$346	$337	$350
Margin %	11.8%	9.9%	12.0%	10.9%	16.7%	15.3%	15.7%

EPS Reconciliation	3Q09 Actual	3Q10 Actual	YTD09 Actual	YTD10 Actual	FY09 Actual	Low	High
Diluted EPS from continuing operations (GAAP)	$0.29	$0.22	$0.76	$0.78	$1.58	$1.58	$1.64
Tax Restructuring **	($0.03)	-	($0.07)	($0.06)	($0.07)	($0.06)	($0.06)
Diluted EPS before 1-Times (Non-GAAP)	$0.26	$0.22	$0.69	$0.72	$1.51	$1.52	$1.58

* Includes impact of FX Transaction Activity
** Includes one-time gain on purchase of Senior Notes and one-time state tax credit benefit

Free Cash Flow Reconciliation (In millions)	Nine Months Ended March 2010	FY10 Range Low	FY10 Range High
Net earnings from continuing operations (GAAP)	$ 109	$ 220	$ 228
Depreciation and amortization (includes other LT assets)	43	60	58
Stock-based compensation expense	21	30	28
Other	(16)	(15)	(10)
Subtotal	157	295	304
Working capital changes	21	(5)	8
Long-term assets & liabilities changes	3	-	3
Net cash flow provided by continuing operating activities	181	290	315
Cash Flows From Investing Activities			
Capital expenditures & purchased intangibles	(29)	(55)	(45)
Free cash flow (Non-GAAP)	$ 152	$ 235	$ 270

Key Financial Tactical Points

Key transactions and financial impact to FY11:

- MF Proxy- two large unique jobs which are not expected to repeat in FY11. This is expected to have approximately $(60)M impact on revenues and $(35)M on EBIT
- Penson transaction is expected to have an incremental $35M impact on revenues and $(15)M on EBIT
- Data Center/ Information Technology Outsourcing agreement is expected to have approximately $(5-10)M impact on EBIT (approximately $25M total expense over two years) and is expected to result in approximately $25M annual savings beginning FY13 over the next 10 years. Cash flow incremental use of $40-50M for software capital expenses in FY11

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ICS Key Segment Revenue Stats

$ in millions
RC= Recurring
ED= Event-Driven

Segment	Fee Revenues [1]	3Q09	3Q10	Type
Proxy	**Equities**	$ 28.8	$ 28.3	RC
	Stock Record Position Growth	*2%*	*-4%*	
	Pieces	*25.7*	*27.2*	
	Mutual Funds	$ 9.8	$ 21.7	ED
	Pieces	*13.9*	*28.2*	
	Contests/Specials	$ 4.7	$ 4.4	ED
	Pieces	*6.7*	*6.4*	
	Total Proxy	$ 43.3	$ 54.4	
	Total Pieces	*46.3*	*61.8*	
	Notice and Access Opt-in %	*63%*	*61%*	
	Suppression %	*49%*	*46%*	
Interims	**Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)**	$ 22.7	$ 26.2	RC
	Position Growth	*1%*	*9%*	
	Pieces	*122.0*	*135.6*	
	Mutual Funds (Supplemental Prospectuses) & Other	$ 20.2	$ 16.0	ED
	Pieces	*127.0*	*96.4*	
	Total Interims	$ 42.9	$ 42.2	
	Total Pieces	*249.0*	*232.0*	
Transaction Reporting	**Transaction Reporting**	$ 37.4	$ 42.3	RC
Fulfillment	**Post-Sale Fulfillment**	$ 17.8	$ 18.6	RC
	Pre-Sale Fulfillment	$ 8.7	$ 9.0	ED
	Total Fulfillment	$ 26.5	$ 27.6	
Other Communications	**Other - Recurring**	$ -	$ 3.0	RC
	Other - Event-Driven [2]	$ 11.2	$ 12.0	ED
	Total Other	$ 11.2	$ 15.0	
	Total Fee Revenues	$ 161.3	$ 181.5	
	Total Distribution Revenues	$ 173.4	$ 175.0	
	Total Revenues as reported - GAAP	$ 334.7	$ 356.5	
	Total RC Fees	$ 106.7	$ 118.4	
	Total ED Fees	$ 54.6	$ 63.1	

Key Revenue Drivers		3Q09	3Q10	FY10 Ranges Low	FY10 Ranges High
	Sales	*2%*	*4%*	*3%*	*3%*
	Losses	*0%*	*-1%*	*-1%*	*-1%*
	Net New Business	***2%***	***3%***	***2%***	***2%***
	Internal growth	***0%***	***0%***	***0%***	***0%***
	Event-Driven	*0%*	*2%*	*5%*	*5%*
	Acquisitions	*0%*	*1%*	*1%*	*1%*
	Distribution	*-4%*	*1%*	*1%*	*2%*
	TOTAL	***-2%***	***7%***	***9%***	***10%***

(1) As of 3Q10, these items represent fee revenues only and exclude distribution revenues which are set out separately. The historical numbers have been adjusted to exclude distribution revenues
(2) Other includes 4.7M pieces for 3Q09 and 3.3M pieces for 3Q10 primarily related to corporate actions

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SPS and Outsourcing Key Segment Revenue Stats

$ in millions
RC= Recurring
ED= Event-Driven

		3Q09	3Q10	Type
Equity				
Transaction-Based	**Equity Trades**	$ 60.6	$ 57.6	RC
	Internal Trade Volume [1]	*1,512*	*1,516*	
	Internal Trade Growth	*2%*	*0%*	
	Trade Volume (Average Trades per Day in '000) [2] [3]	*1,555*	*1,556*	
Non-Transaction	**Other Equity Services**	$ 50.3	$ 51.5	RC
	Total Equity	$ 110.9	$ 109.1	
Fixed Income				
Transaction-Based	**Fixed Income Trades**	$ 12.0	$ 11.9	RC
	Internal Trade Volume [1]	*296*	*277*	
	Internal Trade Growth	*2%*	*-7%*	
	Trade Volume (Average Trades per Day in '000) [3]	*296*	*279*	
Non-Transaction	**Other Fixed Income Services**	$ 7.2	$ 6.5	RC
	Total Fixed Income	$ 19.2	$ 18.3	
Outsourcing	**Outsourcing**	$ 6.2	$ 6.2	RC
	# of Clients	*6*	*7*	
	Total Net Revenue as reported - GAAP	$ 136.3	$ 133.6	

		3Q09	3Q10	FY10 Ranges Low	FY10 Ranges High
Key Revenue Drivers	Sales	7%	6%	*5%*	*6%*
	Losses	-5%	-4%	*-4%*	*-4%*
	Net New Business	**2%**	**2%**	***1%***	***2%***
	Transaction & Non-transaction	4%	-2%	*-3%*	*-3%*
	Concessions	-5%	-2%	*-4%*	*-4%*
	Internal growth	**-1%**	**-4%**	***-7%***	***-7%***
	Acquisitions	1%	0%	*1%*	*0%*
	TOTAL	**2%**	**-2%**	***-5%***	***-5%***

(1) 3Q09 Internal Trade Volume previously was reported as 1,470 and 249 for Equities and Fixed Income, respectively. These numbers were adjusted to reflect Losses and Sales in order to present consistent business for the purpose of calculating internal trade growth

(2) Equity Trade volume adjusted to exclude trades processed under fixed priced contracts. Management believes excluding this trade volume presents a stronger correlation between trade volume and Equity Trade revenue

(3) Prior Year's trade volume was re-stated for comparability

Broadridge ICS Definitions

Proxy

Equities - Refers to the proxy services we provide in connection with annual stockholder meetings for publicly traded corporate issuers. Annual meetings of public companies include shares held in "street name" (meaning that they are held of record by brokers or banks, which in turn hold the shares on behalf of their clients, the ultimate beneficial owners) and shares held in "registered name" (shares registered directly in the names of their owners).

Mutual Funds - Refers to the proxy services we provide for funds, classes or trusts of an investment company. Open-ended mutual funds are not required to have annual meetings. As a result, mutual fund proxy services provided to open-ended mutual funds are driven by a "triggering event." These triggering events can be a change in directors, fee structures, investment restrictions, or mergers of funds.

Contests - Refers to the proxy services we provide when a separate agenda is put forth by one or more stockholders that is in opposition to the proposals presented by management of the company which is separately distributed and tabulated from the company's proxy materials.

Specials - Refers to the proxy services we provide in connection with stockholder meetings held outside of the normal annual meeting cycle and are primarily driven by special events (e.g., mergers and acquisitions in which the company being acquired is a public company and needs to solicit the approval of its stockholders).

Interims

Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses) – Refers to the services we provide investment companies in connection with information they are required by regulation to distribute periodically to their investors. These reports contain pertinent information such as holdings, fund performance, and other required disclosure.

Mutual Funds (Supplemental Prospectuses) – Refers primarily to information required to be provided by mutual funds to supplement information previously provided in an annual mutual fund prospectus (e.g., change in portfolio managers, closing funds or class of shares to investors, or restating or clarifying items in the original prospectus). The events could occur at any time throughout the year.

Other – Refers to communications provided by corporate issuers and investment companies to investors including newsletters, notices, tax information, marketing materials and other information not required to be distributed by regulation.

Transaction Reporting

Transaction Reporting– Refers primarily to the printing and distribution of account statements, trade confirmations and tax reporting documents to account holders, including electronic delivery and archival services.

Fulfillment

Post-Sale Fulfillment – Refers primarily to the distribution of prospectuses, offering documents, and required regulatory disclosure information to investors in connection with purchases of securities.

Pre-Sale Fulfillment – Refers to the distribution of marketing literature, welcome kits, enrollment kits, and investor information to prospective investors, existing stockholders and other targeted recipients on behalf of broker-dealers, mutual fund companies and 401(k) administrators.

Other Communications

Other – Refers to the services we provide in connection with the distribution of communications material not included in the above definitions such as non-objecting beneficial owner (NOBO) lists, and corporate actions such as mergers, acquisitions, and tender offer transactions.

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