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SunGard VPM Inc.
Form 424B3
January 25, 2012
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FILED PURSUANT TO RULE 424(B)(3)

File Number 333-174529

SUNGARD DATA SYSTEMS INC.

SUPPLEMENT NO. 8 TO

MARKET-MAKING PROSPECTUS DATED JUNE 16, 2011

THE DATE OF THIS SUPPLEMENT IS JANUARY 25, 2012

ON JANUARY 24, 2012, SUNGARD DATA SYSTEMS INC. FILED THE ATTACHED

FORM 10-Q/A FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2011

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United States
Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2011

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 numbers:

SunGard Capital Corp. 000-53653

SunGard Capital Corp. II 000-53654

SunGard Data Systems Inc. 001-12989

SunGard[®] Capital Corp.

SunGard[®] Capital Corp. II

SunGard[®] Data Systems Inc.

(Exact name of registrant as specified in its charter)

Delaware	20-3059890
Delaware	20-3060101
Delaware	51-0267091
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
680 East Swedesford Road, Wayne, Pennsylvania 19087	

(Address of principal executive offices, including zip code)

484-582-2000

(Registrants telephone number, including area code)

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.

SunGard Capital Corp.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Capital Corp. II	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Data Systems Inc.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>

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).

SunGard Capital Corp.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Capital Corp. II	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>

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SunGard Data Systems Inc. Yes No

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

SunGard Capital Corp. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

SunGard Capital Corp. II Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

SunGard Data Systems Inc. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

SunGard Capital Corp. Yes No

SunGard Capital Corp. II Yes No

SunGard Data Systems Inc. Yes No

The number of shares of the registrants common stock outstanding as of September 30, 2011:

SunGard Capital Corp. 256,000,216 shares of Class A common stock and 28,444,390 shares of Class L common stock
 SunGard Capital Corp. II 100 shares of common stock
 SunGard Data Systems Inc. 100 shares of common stock

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SUNGARD CAPITAL CORP. II
SUNGARD DATA SYSTEMS INC.
AND SUBSIDIARIES
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PART I. FINANCIAL INFORMATION

Explanatory Note

This Amendment to the Company's Quarterly Report on Form 10-Q (the Amendment) is a combined quarterly report being filed separately by three registrants: SunGard Capital Corp. (SCC), SunGard Capital Corp. II (SCCII) and SunGard Data Systems Inc. (SunGard). SCC and SCC II are collectively referred to as the Parent Companies. Unless the context indicates otherwise, any reference in this report to the Company, we, us and our refer to the Parent Companies together with their direct and indirect subsidiaries, including SunGard. Each registrant hereto is filing on its own behalf all of the information contained in this quarterly report that relates to such registrant. Each registrant hereto is not filing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

This Amendment for the three and nine months ended September 30, 2011 is being filed (i) to restate certain amounts to correct our financial statements as explained further below (see also Item 1. Financial Statements Note 2. Restatement of Previously Issued Financial Statements for discussion of significant changes), (ii) to revise disclosures of the Company's Consolidated Financial Statements for the three and nine months ended September 30, 2011, (iii) to restate Notes 4, 9, 10 and 14 to the Company's Consolidated Financial Statements, and (iv) to amend Item 4. Controls and Procedures to disclose certain matters identified in connection with the Company's evaluation, under the supervision and with the participation of the Company's management, of the effectiveness of its disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. This Amendment continues to describe conditions as of the date of the original filing of the Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2011, and the Company has not updated the disclosures contained therein to reflect events occurring after the filing on November 14, 2011 of the Form 10-Q for the third quarter ended September 30, 2011, except for items relating specifically to the restatement and items relating specifically to disclosure controls and procedures. Therefore, this Amendment should be read together with other documents that the Company has filed with the SEC subsequent to the filing of the original Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2011. Information in such reports and documents updates and supercedes certain information contained in this Amendment.

Errors in the recording of deferred income taxes The Company determined that its financial statements for the quarter ended September 30, 2011, which were included in its quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2011, should have reflected a \$133 million deferred income tax provision in the reported third quarter 2011 results of discontinued operations related to the book-over-tax basis difference of its Higher Education (HE) subsidiary, which was sold in January 2012.

The adjustment has no impact on the amount of income tax the Company will pay in connection with the sale of its HE subsidiary nor does it change the amount of income tax the Company will ultimately recognize for accounting purposes. The error affects only the timing of when that income tax expense is recognized in the statement of operations. The adjustment will not impact revenue, income from continuing operations, cash and cash equivalents, cash flow, Adjusted EBITDA, cash income taxes (including taxes incurred from the sale of the Company's HE subsidiary) or any of the Company's debt covenants. The adjustment will change the loss from discontinued operations net of tax, net loss, current liabilities, total liabilities and accumulated deficit by \$133 million. The change will decrease stockholder's equity by \$133 million.

The Company discussed the error with its independent registered public accounting firm PricewaterhouseCoopers LLP and the Audit Committee of the Company's Board of Directors. On January 22, 2012, the Audit Committee concluded, based on management's recommendations and a discussion with PricewaterhouseCoopers LLP, that the unaudited interim consolidated financial statements as of and for the three-months and nine-months ended September 30, 2011 should be restated. The September 30, 2011 financial statements will be adjusted to reflect the recognition of deferred income taxes related to the book-over-tax basis difference of its HE subsidiary. The adjustment impacts the period ended September 30, 2011. Financial statements issued prior to the September 30, 2011 Form 10-Q are not impacted by this restatement. Refer to Note 2 of the Financial Statements for further information, including the specific financial statement line items impacted by the error.

Table of Contents**ITEM 1. FINANCIAL STATEMENTS****SunGard Capital Corp.****Consolidated Balance Sheets****(In millions except share and per-share amounts)****(Unaudited)**

	December 31, 2010	September 30, 2011 Restated
		(see Note 2)
Assets		
Current:		
Cash and cash equivalents	\$ 771	\$ 746
Trade receivables, less allowance for doubtful accounts of \$37 and \$44	833	689
Earned but unbilled receivables	135	154
Prepaid expenses and other current assets	166	163
Clearing broker assets	230	220
Deferred income taxes	7	2
Assets held for sale	1,339	1,321
Total current assets	3,481	3,295
Property and equipment, less accumulated depreciation of \$1,109 and \$1,258	892	877
Software products, less accumulated amortization of \$1,203 and \$1,376	723	586
Customer base, less accumulated amortization of \$1,049 and \$1,213	1,806	1,639
Other intangible assets, less accumulated amortization of \$23 and \$22	187	156
Trade name, less accumulated amortization of \$7 and \$10	1,023	1,020
Goodwill	4,856	4,853
Total Assets	\$ 12,968	\$ 12,426
Liabilities and Equity		
Current:		
Short-term and current portion of long-term debt	\$ 9	\$ 11
Accounts payable	63	40
Accrued compensation and benefits	284	293
Accrued interest expense	103	103
Other accrued expenses	405	347
Clearing broker liabilities	210	178
Deferred revenue	887	817
Deferred income taxes		127
Liabilities related to assets held for sale	243	254
Total current liabilities	2,204	2,170
Long-term debt	8,046	7,840
Deferred income taxes	1,114	1,040
Total liabilities	11,364	11,050
Commitments and contingencies		
Noncontrolling interest in preferred stock of SCCII subject to a put option	54	31

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Class L common stock subject to a put option	87	54
Class A common stock subject to a put option	11	7
Stockholders' equity:		
Class L common stock, convertible, par value \$.001 per share; cumulative 13.5% per annum, compounded quarterly; aggregate liquidation preference of \$4,699 million and \$5,206 million; 50,000,000 shares authorized, 28,670,331 and 28,787,402 shares issued		
Class A common stock, par value \$.001 per share; 550,000,000 shares authorized, 258,037,523 and 259,091,380 shares issued		
Capital in excess of par value	2,703	2,753
Treasury stock, 326,329 and 343,012 shares of Class L common stock; and 2,940,981 and 3,091,164 shares of Class A common stock	(34)	(36)
Accumulated deficit	(2,970)	(3,379)
Accumulated other comprehensive income (loss)	(29)	(28)
Total SunGard Capital Corp. stockholders' equity (deficit)	(330)	(690)
Noncontrolling interest in preferred stock of SCCII	1,782	1,974
Total equity	1,452	1,284
Total Liabilities and Equity	\$ 12,968	\$ 12,426

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp.****Consolidated Statements of Operations****(In millions)****(Unaudited)**

	Three Months Ended September 30, 2010	2011 Restated	Nine Months Ended September 30, 2010	2011 Restated
		(see Note 2)		(see Note 2)
Revenue:				
Services	\$ 1,004	\$ 1,043	\$ 3,012	\$ 3,060
License and resale fees	47	50	178	192
Total products and services	1,051	1,093	3,190	3,252
Reimbursed expenses	28	17	91	77
	1,079	1,110	3,281	3,329
Costs and expenses:				
Cost of sales and direct operating	500	510	1,549	1,544
Sales, marketing and administration	245	291	753	832
Product development	62	74	194	228
Depreciation and amortization	70	67	209	204
Amortization of acquisition-related intangible assets	115	107	338	334
Goodwill impairment charge	205		205	
	1,197	1,049	3,248	3,142
Operating income (loss)	(118)	61	33	187
Interest income		1	1	3
Interest expense and amortization of deferred financing fees	(160)	(129)	(479)	(396)
Other income (expense)	(9)	(1)	5	(2)
Income (loss) from continuing operations before income taxes	(287)	(68)	(440)	(208)
Benefit from (provision for) income taxes	26	27	79	58
Income (loss) from continuing operations	(261)	(41)	(361)	(150)
Income (loss) from discontinued operations, net of tax	(117)	(106)	(92)	(93)
Net income (loss)	(378)	(147)	(453)	(243)
Income attributable to the noncontrolling interest (including \$1 million, \$-, \$4 million and \$2 million in temporary equity)	(51)	(57)	(147)	(166)
Net income (loss) attributable to SunGard Capital Corp.	\$ (429)	\$ (204)	\$ (600)	\$ (409)

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp.****Consolidated Statements of Cash Flows****(In millions)****(Unaudited)**

	Nine Months Ended September 30,	
	2010	2011 Restated
		(see Note 2)
<i>Cash flow from operations:</i>		
Net loss	\$ (453)	\$ (243)
Income (loss) from discontinued operations	(92)	(93)
Income (loss) from continuing operations	(361)	(150)
Reconciliation of income (loss) from continuing operations to cash flow from (used in) operations:		
Depreciation and amortization	548	538
Goodwill impairment charge	205	
Deferred income tax provision (benefit)	(92)	(84)
Stock compensation expense	23	23
Amortization of deferred financing costs and debt discount	33	29
Other noncash items	(1)	3
Accounts receivable and other current assets	175	134
Accounts payable and accrued expenses	(101)	(47)
Clearing broker assets and liabilities, net	(1)	(22)
Deferred revenue	(84)	(70)
Cash flow from (used in) continuing operations	344	354
Cash flow from (used in) discontinued operations	91	73
Cash flow from (used in) operations	435	427
<i>Investment activities:</i>		
Cash paid for acquired businesses, net of cash acquired	(62)	(35)
Cash paid for property and equipment and software	(212)	(183)
Other investing activities	6	(2)
Cash provided by (used in) continuing operations	(268)	(220)
Cash provided by (used in) discontinued operations	(10)	(7)
Cash provided by (used in) investment activities	(278)	(227)
<i>Financing activities:</i>		
Cash received from issuance of common stock	1	1
Cash received from issuance of preferred stock		1
Cash received from borrowings, net of fees	22	1
Cash used to repay debt	(51)	(218)
Cash used to purchase treasury stock	(3)	(3)
Other financing activities	(1)	(9)

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Cash provided by (used in) continuing operations	(32)	(227)
Cash provided by (used in) discontinued operations		
Cash provided by (used in) financing activities	(32)	(227)
Effect of exchange rate changes on cash	(2)	(2)
Increase (decrease) in cash and cash equivalents	123	(29)
Beginning cash and cash equivalents includes cash of discontinued operations: (2010: \$26; 2011: \$7)	664	778
Ending cash and cash equivalents includes cash of discontinued operations: (2010: \$44; 2011: \$3)	\$ 787	\$ 749

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp. II****Consolidated Balance Sheets****(In millions except share and per-share amounts)****(Unaudited)**

	December 31, 2010	September 30, 2011 Restated
		(see Note 2)
Assets		
Current:		
Cash and cash equivalents	\$ 771	\$ 746
Trade receivables, less allowance for doubtful accounts of \$37 and \$44	833	689
Earned but unbilled receivables	135	154
Prepaid expenses and other current assets	166	163
Clearing broker assets	230	220
Deferred income taxes	7	2
Assets held for sale	1,339	1,321
Total current assets	3,481	3,295
Property and equipment, less accumulated depreciation of \$1,109 and \$1,258	892	877
Software products, less accumulated amortization of \$1,203 and \$1,376	723	586
Customer base, less accumulated amortization of \$1,049 and \$1,213	1,806	1,639
Other intangible assets, less accumulated amortization of \$23 and \$22	187	156
Trade name, less accumulated amortization of \$7 and \$10	1,023	1,020
Goodwill	4,856	4,853
Total Assets	\$ 12,968	\$ 12,426
Liabilities and Stockholders Equity		
Current:		
Short-term and current portion of long-term debt	\$ 9	\$ 11
Accounts payable	63	40
Accrued compensation and benefits	284	293
Accrued interest expense	103	103
Other accrued expenses	406	347
Clearing broker liabilities	210	178
Deferred revenue	887	817
Deferred income taxes		127
Liabilities related to assets held for sale	243	254
Total current liabilities	2,205	2,170
Long-term debt	8,046	7,840
Deferred income taxes	1,113	1,040
Total liabilities	11,364	11,050

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Commitments and contingencies		
Preferred stock subject to a put option	37	24
Stockholders' equity:		
Preferred stock, par value \$.001 per share; cumulative 11.5% per annum, compounded quarterly; aggregate liquidation preference of \$1,818 million and \$1,987 million; 14,999,000 shares authorized, 9,924,392 and 9,964,925 issued		
Common stock, par value \$.001 per share; 1,000 shares authorized, 100 shares issued and outstanding		
Capital in excess of par value	3,747	3,775
Treasury stock, 112,987 and 118,762 shares	(14)	(15)
Accumulated deficit	(2,137)	(2,380)
Accumulated other comprehensive income (loss)	(29)	(28)
Total stockholders' equity	1,567	1,352
Total Liabilities and Stockholders' Equity	\$ 12,968	\$ 12,426

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp. II****Consolidated Statements of Operations****(In millions)****(Unaudited)**

	Three Months Ended September 30, 2010	2011 Restated	Nine Months Ended September 30, 2010	2011 Restated
		(see Note 2)		(see Note 2)
Revenue:				
Services	\$ 1,004	\$ 1,043	\$ 3,012	\$ 3,060
License and resale fees	47	50	178	192
Total products and services	1,051	1,093	3,190	3,252
Reimbursed expenses	28	17	91	77
	1,079	1,110	3,281	3,329
Costs and expenses:				
Cost of sales and direct operating	500	510	1,549	1,544
Sales, marketing and administration	245	291	753	832
Product development	62	74	194	228
Depreciation and amortization	70	67	209	204
Amortization of acquisition-related intangible assets	115	107	338	334
Goodwill impairment charge	205		205	
	1,197	1,049	3,248	3,142
Operating income (loss)	(118)	61	33	187
Interest income		1	1	3
Interest expense and amortization of deferred financing fees	(160)	(129)	(479)	(396)
Other income (expense)	(9)	(1)	5	(2)
Income (loss) from continuing operations before income taxes	(287)	(68)	(440)	(208)
Benefit from (provision for) income taxes	26	27	79	58
Income (loss) from continuing operations	(261)	(41)	(361)	(150)
Income (loss) from discontinued operations, net of tax	(117)	(106)	(92)	(93)
Net income (loss)	\$ (378)	\$ (147)	\$ (453)	\$ (243)

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp. II****Consolidated Statements of Cash Flows****(In millions)****(Unaudited)**

	Nine Months Ended September 30,	
	2010	2011 Restated
		(see Note 2)
<i>Cash flow from operations:</i>		
Net income (loss)	\$ (453)	\$ (243)
Income (loss) from discontinued operations	(92)	(93)
Income (Loss) from continuing operations	(361)	(150)
Reconciliation of income (loss) from continuing operations to cash flow from (used in) operations:		
Depreciation and amortization	548	538
Goodwill impairment charge	205	
Deferred income tax provision (benefit)	(92)	(85)
Stock compensation expense	23	23
Amortization of deferred financing costs and debt discount	33	29
Other noncash items	(1)	3
Accounts receivable and other current assets	175	134
Accounts payable and accrued expenses	(101)	(46)
Clearing broker assets and liabilities, net	(1)	(22)
Deferred revenue	(84)	(70)
Cash flow from (used in) continuing operations	344	354
Cash flow from (used in) discontinued operations	91	73
Cash flow from (used in) operations	435	427
<i>Investment activities:</i>		
Cash paid for acquired businesses, net of cash acquired	(62)	(35)
Cash paid for property and equipment and software	(212)	(183)
Other investing activities	6	(2)
Cash provided by (used in) continuing operations	(268)	(220)
Cash provided by (used in) discontinued operations	(10)	(7)
Cash provided by (used in) investment activities	(278)	(227)
<i>Financing activities:</i>		
Cash received from issuance of preferred stock		1
Cash received from borrowings, net of fees	22	1
Cash used to repay debt	(51)	(218)
Cash used to purchase treasury stock	(1)	(1)
Other financing activities	(2)	(10)

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Cash provided by (used in) continuing operations	(32)	(227)
Cash provided by (used in) discontinued operations		
Cash provided by (used in) financing activities	(32)	(227)
Effect of exchange rate changes on cash	(2)	(2)
Increase (decrease) in cash and cash equivalents	123	(29)
Beginning cash and cash equivalents includes cash of discontinued operations: (2010: \$26; 2011: \$7)	664	778
Ending cash and cash equivalents includes cash of discontinued operations: (2010: \$44; 2011: \$3)	\$ 787	\$ 749

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Data Systems Inc.****Consolidated Balance Sheets****(In millions except share and per-share amounts)****(Unaudited)**

	December 31, 2010	September 30, 2011 Restated
		(see Note 2)
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Current:		
Cash and cash equivalents	\$ 771	\$ 746
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Earned but unbilled receivables	135	154
Prepaid expenses and other current assets	166	163
Clearing broker assets	230	220
Deferred income taxes	7	2
Assets held for sale	1,339	1,321
Total current assets	3,481	3,295
Property and equipment, less accumulated depreciation of \$1,109 and \$1,258	892	877
Software products, less accumulated amortization of \$1,203 and \$1,376	723	586
Customer base, less accumulated amortization of \$1,049 and \$1,213	1,806	1,639
Other intangible assets, less accumulated amortization of \$23 and \$22	187	156
Trade name, less accumulated amortization of \$7 and \$10	1,023	1,020
Goodwill	4,856	4,853
Total Assets	\$ 12,968	\$ 12,426
Liabilities and Stockholder's Equity		
Current:		
Short-term and current portion of long-term debt	\$ 9	\$ 11
Accounts payable	63	40
Accrued compensation and benefits	284	293
Accrued interest expense	103	103
Other accrued expenses	407	349
Clearing broker liabilities	210	178
Deferred revenue	887	817
Deferred income taxes		127
Liabilities related to assets held for sale	243	254
Total current liabilities	2,206	2,172
Long-term debt	8,046	7,840
Deferred income taxes	1,109	1,035
Total liabilities	11,361	11,047

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Commitments and contingencies

Stockholder's equity:

Common stock, par value \$.01 per share; 100 shares authorized, issued and outstanding		
Capital in excess of par value	3,773	3,787
Accumulated deficit	(2,137)	(2,380)
Accumulated other comprehensive income (loss)	(29)	(28)
Total stockholder's equity	1,607	1,379
Total Liabilities and Stockholder's Equity	\$ 12,968	\$ 12,426

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Data Systems Inc.****Consolidated Statements of Operations****(In millions)****(Unaudited)**

	Three Months Ended September 30, 2010	2011 Restated (see Note 2)	Nine Months Ended September 30, 2010	2011 Restated (see Note 2)
Revenue:				
Services	\$ 1,004	\$ 1,043	\$ 3,012	\$ 3,060
License and resale fees	47	50	178	192
Total products and services	1,051	1,093	3,190	3,252
Reimbursed expenses	28	17	91	77
	1,079	1,110	3,281	3,329
Costs and expenses:				
Cost of sales and direct operating	500	510	1,549	1,544
Sales, marketing and administration	245	291	753	832
Product development	62	74	194	228
Depreciation and amortization	70	67	209	204
Amortization of acquisition-related intangible assets	115	107	338	334
Goodwill impairment charge	205		205	
	1,197	1,049	3,248	3,142
Operating income (loss)	(118)	61	33	187
Interest income		1	1	3
Interest expense and amortization of deferred financing fees	(160)	(129)	(479)	(396)
Other income (expense)	(9)	(1)	5	(2)
Income (loss) from continuing operations before income taxes	(287)	(68)	(440)	(208)
Benefit from (provision for) income taxes	26	27	79	58
Income (loss) from continuing operations	(261)	(41)	(361)	(150)
Income (loss) from discontinued operations, net of tax	(117)	(106)	(92)	(93)
Net income (loss)	\$ (378)	\$ (147)	\$ (453)	\$ (243)

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Data Systems Inc.****Consolidated Statements of Cash Flows****(In millions)****(Unaudited)**

	Nine Months Ended September 30, 2010	2011 Restated
		(see Note 2)
<i>Cash flow from operations:</i>		
Net income (loss)	\$ (453)	\$ (243)
Income (loss) from discontinued operations	(92)	(93)
Income (loss) from continuing operations	(361)	(150)
Reconciliation of income (loss) from continuing operations to cash flow from (used in) operations:		
Depreciation and amortization	548	538
Goodwill impairment charge	205	
Deferred income tax provision (benefit)	(93)	(85)
Stock compensation expense	23	23
Amortization of deferred financing costs and debt discount	33	29
Other noncash items	(1)	3
Accounts receivable and other current assets	175	134
Accounts payable and accrued expenses	(99)	(46)
Clearing broker assets and liabilities, net	(1)	(22)
Deferred revenue	(84)	(70)
Cash flow from (used in) continuing operations	345	354
Cash flow from (used in) discontinued operations	91	73
Cash flow from (used in) operations	436	427
<i>Investment activities:</i>		
Cash paid for acquired businesses, net of cash acquired	(62)	(35)
Cash paid for property and equipment and software	(212)	(183)
Other investing activities	6	(2)
Cash provided by (used in) continuing operations	(268)	(220)
Cash provided by (used in) discontinued operations	(10)	(7)
Cash provided by (used in) investment activities	(278)	(227)
<i>Financing activities:</i>		
Cash received from borrowings, net of fees	22	1
Cash used to repay debt	(51)	(218)
Other financing activities	(4)	(10)
Cash provided by (used in) continuing operations	(33)	(227)

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Cash provided by (used in) discontinued operations		
Cash provided by (used in) financing activities	(33)	(227)
Effect of exchange rate changes on cash	(2)	(2)
Increase (decrease) in cash and cash equivalents	123	(29)
Beginning cash and cash equivalents includes cash of discontinued operations: (2010: \$26; 2011: \$7)	664	778
Ending cash and cash equivalents includes cash of discontinued operations: (2010: \$44; 2011: \$3)	\$ 787	\$ 749

The accompanying notes are an integral part of these consolidated financial statements.

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SUNGARD CAPITAL CORP.

SUNGARD CAPITAL CORP. II

SUNGARD DATA SYSTEMS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Basis of Presentation:

SunGard Data Systems Inc. (SunGard) was acquired on August 11, 2005 (the LBO) in a leveraged buy-out by a consortium of private equity investment funds associated with Bain Capital Partners, The Blackstone Group, Goldman Sachs & Co., Kohlberg Kravis Roberts & Co., Providence Equity Partners, Silver Lake and TPG (collectively, the Sponsors).

SunGard is a wholly owned subsidiary of SunGard Holdco LLC, which is wholly owned by SunGard Holding Corp., which is wholly owned by SunGard Capital Corp. II (SCCII), which is a subsidiary of SunGard Capital Corp. (SCC). All four of these companies were formed for the purpose of facilitating the LBO and are collectively referred to as the Holding Companies. SCC, SCCII and SunGard are separate reporting companies and, together with their direct and indirect subsidiaries, are collectively referred to as the Company.

The Company has three reportable segments: Financial Systems (FS), Availability Services (AS) and Other, which is comprised of K-12 Education (K-12) and Public Sector (PS). On August 5, 2011, the Company announced an agreement to sell its Higher Education (HE) business (excluding K-12). The balances at December 31, 2010 and September 30, 2011 and for the three and nine months ended September 30, 2010 and 2011 have been revised to include HE in discontinued operations. The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany transactions and accounts have been eliminated.

The accompanying interim consolidated financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), consistent in all material respects with those applied in the Company s Annual Report on Form 10-K for the year ended December 31, 2010. Interim financial reporting does not include all of the information and footnotes required by GAAP for annual financial statements. The interim financial information is unaudited, but, in the opinion of management, includes all adjustments, consisting only of normal recurring adjustments necessary to provide a fair statement of results for the interim periods presented. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2011.

In May 2011, the Financial Accounting Standard Board (FASB) revised the fair value measurement and disclosure requirements so that the requirements under GAAP and International Financial Reporting Standards (IFRS) are the same. The guidance clarifies the FASB s intent about the application of existing fair value measurements and requires enhanced disclosures, most significantly related to unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The guidance is effective prospectively during interim and annual periods beginning after December 15, 2011. The Company does not anticipate that this adoption will have a significant impact on its financial position or results of operations.

In June 2011, the FASB amended guidance relating to the presentation requirements of comprehensive income within an entity s financial statements. Under the guidance, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement or in two separate but consecutive statements. The amended guidance eliminates the previously available option of presenting the components of other comprehensive income as part of the statement of changes in equity. In addition, an entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The amendment is effective for fiscal years beginning after December 15, 2011 and will be applied retrospectively. In October 2011, the FASB decided that the specific requirement to present items that are reclassified from other comprehensive income to net income alongside their respective components of net income and other comprehensive income will be deferred. Therefore, those requirements will not be effective for fiscal years and interim periods within those years beginning after December 31, 2011.

In September 2011, the FASB issued amended guidance that will simplify how entities test goodwill for impairment. After assessment of certain qualitative factors, if it is determined to be more likely than not that the fair value of a reporting unit is less than its carrying amount, entities must perform the quantitative analysis of the goodwill impairment test. Otherwise, the quantitative test(s) become optional. The guidance is effective January 1, 2012 with early adoption permitted. The Company will adopt this guidance for the 2012 goodwill impairment test.

Table of Contents**Note 2. Restatement of Previously Reported Consolidated Financial Statements:**

The Company determined that it should have recorded a \$133 million deferred tax liability in connection with the classification of the Higher Education subsidiary as a discontinued operation in the third quarter of 2011 related to the book-over-tax basis difference in this subsidiary. This subsidiary was sold in the first quarter of 2012. The Audit Committee concluded, based on recommendations from the Company, that the unaudited interim consolidated financial statements as of and for the period ended September 30, 2011 should be restated. The nature and scope of the error and the impact such error had to the consolidated financial statements and related footnotes are summarized below.

The amounts in the tables below are applicable to each of SCC, SCCII and SDS unless parenthetically otherwise noted.

SunGard Capital Corp.**SunGard Capital Corp. II****SunGard Data Systems Inc.****Consolidated Balance Sheet****September 30, 2011****(In millions except share and per-share amounts)****(Unaudited)**

Line-item Impacted	As originally Reported	Net Change	As Restated
Assets:			
Deferred income taxes (current)	\$ 8	\$ (6)	\$ 2
Current assets	3,301	(6)	3,295
Total assets	12,432	(6)	12,426
Liabilities and Equity:			
Deferred income taxes (current)	\$ 0	\$ 127	\$ 127
Current liabilities (SCC & SCCII)	2,043	127	2,170
Current liabilities (SDS)	2,045	127	2,172
Total liabilities (SCC & SCCII)	10,923	127	11,050
Total liabilities (SDS)	10,920	127	11,047
Accumulated deficit (SCC)	(3,246)	(133)	(3,379)
Accumulated deficit (SCCII & SDS)	(2,247)	(133)	(2,380)
Total SunGard Capital Corp. stockholders' equity (deficit) (SCC)	(557)	(133)	(690)
Total equity (SCC)	1,417	(133)	1,284
Total stockholders' equity (SCCII)	1,485	(133)	1,352
Total stockholders' equity (SDS)	1,512	(133)	1,379
Total liabilities and Equity	12,432	(6)	12,426

Table of Contents**SunGard Capital Corp.****SunGard Capital Corp. II****SunGard Data Systems Inc.****Consolidated Statements of Operations****(In millions)****(Unaudited)**

Line-item Impacted	Three Months Ended September 30, 2011		
	As originally Reported	Net Change	As Restated
Income (loss) from discontinued operations, net of tax	\$ 27	\$ (133)	\$ (106)
Net income (loss)	(14)	(133)	(147)
Net income (loss) attributable to SunGard Capital Corp. (SCC)	(71)	(133)	(204)

Line-item Impacted	Nine Months Ended September 30, 2011		
	As originally Reported	Net Change	As Restated
Income (loss) from discontinued operations, net of tax	\$ 40	\$ (133)	\$ (93)
Net income (loss)	(110)	(133)	(243)
Net income (loss) attributable to SunGard Capital Corp. (SCC)	(276)	(133)	(409)

SunGard Capital Corp.**SunGard Capital Corp. II****SunGard Data Systems Inc.****Consolidated Statement of Cash Flows****Nine Months Ended September 30, 2011****(In millions)****(Unaudited)**

Line-item Impacted	As		
	originally Reported	Net Change	As Restated
Net loss	\$ (110)	\$ (133)	\$ (243)
Income (loss) from discontinued operations, net of tax	40	(133)	(93)

3. Revision:

During the second quarter of 2011, the Company identified a classification error within its consolidated statements of operations. The misclassification resulted in overstating the product development expense line item on the statement of operations. Generally, the offsetting understatement was to cost of sales and direct operating expenses. The error in classification had no impact on total reported expenses for any

period and therefore had no impact on operating or net

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income. The Company assessed the materiality of this item on previously reported periods and concluded the misclassification error was not material and did not warrant restatement of previously issued financial statements. Accordingly, product development expense for the three- and nine-month periods ended September 30, 2010 has been revised from \$85 million to \$62 million and from \$265 million to \$194 million, respectively, to correct the immaterial misclassification. In future filings, any comparative period presentations will be revised when those periods are presented.

4. Acquisitions and Discontinued Operations (as restated):**Acquisitions**

The Company seeks to acquire businesses that broaden its existing product lines and service offerings by adding complementary products and service offerings and by expanding its geographic reach. During the nine months ended September 30, 2011, the Company completed five acquisitions in its FS segment. Cash paid, net of cash acquired and subject to certain adjustments, was \$35 million. The impact of these five acquisitions individually and in the aggregate was not material to the consolidated financial statements.

Discontinued Operations

In December 2010, the Company sold its PS UK business. Also, as previously disclosed, the Company announced that SCC, SunGard, private equity firm Hellman & Friedman Capital Partners VI, L.P. (Hellman & Friedman) and certain of their respective affiliates had entered into an Agreement and Plan of Merger dated as of August 4, 2011, and that SunGard, SunGard Higher Education Inc. and certain affiliates of Hellman & Friedman had entered into an Asset Purchase Agreement dated as of August 4, 2011 (together, the Transaction Agreements) to sell SunGard s HE business (excluding K-12). The HE business will be combined under a new holding company with Datatel, an existing Hellman & Friedman portfolio company. SunGard intends to use the transaction proceeds of \$1.775 billion, less applicable taxes and fees, to repay a portion of its existing indebtedness. The results for the discontinued operations for the three and nine months ended September 30, 2010 and 2011 were as follows (in millions):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2011 As originally reported	As restated	2010	2011 As originally reported	As restated
Revenue	\$ 162	\$ 116	\$ 116	\$ 508	\$ 373	\$ 373
Operating Income (loss)	(100)	26	26	(52)	70	70
Income (loss) before income taxes	(100)	26	26	(52)	70	70
Benefit from (provision for) income taxes	(17)	1	(132)	(40)	(30)	(163)
Income (loss) from discontinued operations, net	(\$ 117)	\$ 27	\$ (106)	(\$ 92)	\$ 40	\$ (93)

The Company recorded \$123 million of goodwill impairment charges, of which \$91 million was related to Public Sector UK, during the three and nine months ended September 30, 2010 that are reflected in income (loss) from discontinued operations, net.

Included in the three months ended September 30, 2010 for HE was revenue of \$121 million and an operating loss of \$13 million, which includes a goodwill impairment charge of \$32 million related to HE managed services. Included in the nine months ended September 30, 2010 for HE was revenue of \$372 million and operating income of \$32 million, which includes the goodwill impairment charge of \$32 million noted above.

Included in the benefit from (provision for) income taxes caption for the three and nine months ended September 30, 2011 is \$133 million related to recording deferred taxes on the book-over-tax basis difference described in Note 2.

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Assets held for sale and liabilities related to assets held for sale represents SunGard's HE business and consists of the following (in millions) at December 31, 2010 and September 30, 2011, respectively:

	December 31, 2010	September 30, 2011
Cash	\$ 7	\$ 3
Accounts receivable, less allowance for doubtful accounts of \$4 and \$7	62	71
Earned but unbilled receivables	32	30
Prepaid expenses and other current assets	11	10
Deferred income taxes	3	2
Property and equipment, less accumulated depreciation of \$26 and \$27	27	28
Software products, less accumulated amortization of \$98 and \$110	86	77
Customer base, less accumulated amortization of \$110 and \$121	193	182
Goodwill	918	918
Assets held for sale	\$ 1,339	\$ 1,321
Accounts payable	\$ 1	\$ 1
Accrued compensation and benefits	18	15
Other accrued expenses	16	11
Deferred revenue	110	116
Deferred income taxes	98	111
Liabilities related to assets held for sale	\$ 243	\$ 254

5. Trade Name and Goodwill:**Trade Name**

The trade name intangible asset primarily represents the fair value of the SunGard trade name at August 11, 2005, the date of the LBO, and is an indefinite-lived asset not subject to amortization. The Company performed its annual impairment test of the SunGard trade name in the third quarter and based on the results of this test, the fair value of the trade name exceeded its carrying value, resulting in no impairment of the trade name. As a result of the expected sale of the Higher Education business, future cash flows which drive the value of the trade name were significantly decreased and the estimated fair value of the trade name when compared to its carrying value was lower in the current year impairment test compared to prior years. A one-percent decrease in the assumed royalty rate or a one-percent increase in the discount rate assumption would have resulted in an impairment of the Trade Name asset. To the extent that additional businesses are divested in the future, the cash flows supporting the trade name will continue to decline and impairment charges may result.

Goodwill

Generally accepted accounting principles in the United States require the Company to perform a goodwill impairment test, a two-step test, annually and more frequently when negative conditions or a triggering event arise. The Company completes its annual goodwill impairment test as of July 1 for each of its 13 reporting units. In step one, the estimated fair value of each reporting unit is compared to its carrying value. The Company estimated the fair values of each reporting unit by a combination of (i) estimation of the discounted cash flows of each of the reporting units based on projected earnings in the future (the income approach) and (ii) a comparative analysis of revenue and EBITDA multiples of public companies in similar markets (the market approach). If there is a deficiency (the estimated fair value of a reporting unit is less than its carrying value), a step two test is required. In step two, the amount of any goodwill impairment is measured by comparing the implied fair value of the reporting unit's goodwill to the carrying value of goodwill, with the resulting impairment reflected in operations. The implied fair value is determined in the same manner as the amount of goodwill recognized in a business combination.

Estimating the fair value of a reporting unit requires various assumptions including projections of future cash flows, perpetual growth rates and discount rates. The assumptions about future cash flows and growth rates are based on management's assessment of a number of factors including the reporting unit's recent performance against budget, performance in the market that the reporting unit serves, as well as industry and

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general economic data from third party sources. Discount rate assumptions reflect an assessment of the risk inherent in those future cash flows. Changes to the underlying businesses could affect the future cash flows, which in turn could affect the fair value of the reporting unit. For the July 1, 2011 impairment test, the discount rates and perpetual growth rates used were between 10% and 12% and 3% and 4%, respectively.

Based on the results of the step one tests, the Company determined that the fair values of each of its reporting units exceeded carrying value and a step two test was not required for any of the 13 reporting units.

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The Company has three reporting units, whose goodwill balances in the aggregate total \$1.2 billion as of September 30, 2011, where the excess of the estimated fair value over carrying value of the reporting unit was less than 15% of the carrying value. A one percentage point decrease in the perpetual growth rate and a one percentage point increase in the discount rate would cause each of these reporting units to fail the step one test and require a step two analysis, and some or all of this goodwill could be impaired. Furthermore, if any of these units fail to achieve expected performance levels in the next twelve months or experience a downturn in the business below current expectations, goodwill could be impaired.

The Company's remaining 10 reporting units each had estimated fair values in excess of 20% more than the carrying value of the reporting unit.

The following table summarizes changes in goodwill by reportable segment (in millions):

	Cost				Cumulative Impairment			Total
	FS	AS	Other	Subtotal	AS	Other	Subtotal	
Balance at December 31, 2010	\$ 3,450	\$ 2,203	\$ 534	\$ 6,187	\$ (1,126)	\$ (205)	\$ (1,331)	\$ 4,856
2011 acquisitions	6			6				6
Adjustments related to the LBO and prior year acquisitions	(4)	(2)	(1)	(7)				(7)
Effect of foreign currency translation	(1)	(1)		(2)				(2)
Balance at September 30, 2011	\$ 3,451	\$ 2,200	\$ 533	\$ 6,184	\$ (1,126)	\$ (205)	\$ (1,331)	\$ 4,853

6. Clearing Broker Assets and Liabilities:

Clearing broker assets and liabilities are comprised of the following (in millions):

	December 31, 2010	September 30, 2011
Segregated customer cash and treasury bills	\$ 57	\$ 33
Securities borrowed	154	146
Receivables from customers and other	19	41
Clearing broker assets	\$ 230	\$ 220
Payables to customers	\$ 19	\$ 15
Securities loaned	137	135
Payable to brokers and dealers	54	28
Clearing broker liabilities	\$ 210	\$ 178

Segregated customer cash and treasury bills are held by the Company on behalf of customers. Securities borrowed and loaned are collateralized financing transactions which are cash deposits made to or received from other broker/dealers. Receivables from and payables to customers represent amounts due or payable on cash and margin transactions.

Table of Contents**7. Debt and Derivatives:**

On January 31, 2011, SunGard entered into the First Refinancing Amendment to its Amended and Restated Senior Secured Credit Agreement, dated as of June 9, 2009 (Credit Agreement) to, among other things, (a) eliminate the LIBOR and base rate floors and (b) reduce the Eurocurrency rate spread from 3.75% to 3.50% and the base rate spread from 2.75% to 2.50% with no impact on maturity.

On March 11, 2011, SunGard entered into the Second Refinancing and Incremental Amendment to its Credit Agreement to, among other things, obtain new revolving credit commitments in an aggregate amount equal to \$300 million that will terminate on May 11, 2013, thereby increasing the Company's revolving credit commitments by \$50 million, to \$880 million, all of which now have been extended to (or expire on) May 11, 2013.

The Company uses interest rate swap agreements to manage the amount of its floating rate debt in order to reduce its exposure to variable rate interest payments associated with the senior secured credit facilities. Each of these swap agreements is designated as a cash flow hedge. SunGard pays a stream of fixed interest payments for the term of the swap, and in turn, receives variable interest payments based on LIBOR. The net receipt or payment from the interest rate swap agreements is included in interest expense. The Company does not enter into interest rate swaps for speculative or trading purposes. A summary of the Company's interest rate swaps follows:

Inception	Maturity	Notional Amount (in millions)	Interest rate paid	Interest rate received (LIBOR)
January/February 2009	February 2012	\$ 1,200	1.78%	1-Month
February 2010	May 2013	500	1.99%	3-Month
Total / Weighted Average interest rate		\$ 1,700	1.84%	

The fair values of interest rate swaps designated as cash flow hedging instruments, included in other accrued expenses on the consolidated balance sheets, are \$38 million and \$18 million as of December 31, 2010 and September 30, 2011, respectively.

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The table below summarizes the impact of the effective portion of interest rate swaps on the balance sheets and statements of operations for the three and nine months ended September 30, 2010 and 2011 (in millions):

Classification	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2011	2010	2011
Gain (loss) recognized in Accumulated Other Comprehensive Loss (OCI)				
Loss reclassified from accumulated OCI into income				
The Company has no ineffectiveness related to its swap agreements.				

The Company expects to reclassify in the next twelve months approximately \$16 million from OCI into earnings related to the Company's interest rate swaps based on the borrowing rates at September 30, 2011.

8. Fair Value Measurements:

The following table summarizes assets and liabilities measured at fair value on a recurring basis at September 30, 2011 (in millions):

	Fair Value Measures Using			Total
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents - money market funds	\$ 249	\$	\$	\$ 249
Liabilities				
Interest rate swap agreements and other	\$	\$ 19	\$	\$ 19

The following table summarizes assets and liabilities measured at fair value on a recurring basis at December 31, 2010 (in millions):

	Fair Value Measures Using			Total
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents - money market funds	\$ 210	\$	\$	\$ 210
Clearing broker assets - U.S. treasury bills	2			2
	\$ 212	\$	\$	\$ 212
Liabilities				
Interest rate swap agreements and other	\$	\$ 34	\$	\$ 34

A Level 1 fair value measure is based upon quoted prices in active markets for identical assets or liabilities. A Level 2 fair value measure is based upon quoted prices for similar assets and liabilities in active markets or inputs that are observable. A Level 3 fair value measure is based upon inputs that are unobservable (for example, cash flow modeling inputs based on assumptions).

Cash and cash equivalents - money market funds and Clearing broker assets - U.S. treasury bills are recognized and measured at fair value in the Company's financial statements. Clearing broker assets and liabilities - securities owned and customer securities sold short, not yet purchased are recorded at closing exchange-quoted prices. Fair values of the interest rate swap agreements are calculated using a discounted cash flow model using observable applicable market swap rates and assumptions and are compared to market valuations obtained from brokers.

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The following table presents the carrying amount and estimated fair value of the Company's debt, including current portion and excluding the interest rate swaps, as of December 31, 2010 and September 30, 2011 (in millions):

	December 31, 2010		September 30, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Floating rate debt	\$ 4,707	\$ 4,644	\$ 4,497	\$ 4,356
Fixed rate debt	3,348	3,432	3,354	3,288

The fair value of the Company's floating rate and fixed rate long-term debt is primarily based on market rates.

9. Comprehensive Income (Loss) (as restated):

Comprehensive income (loss) consists of net income (loss) adjusted for other increases and decreases affecting stockholder's equity that are excluded from the determination of net income (loss). The calculation of comprehensive income (loss) follows (in millions):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2010	2011		2010	2011	
		as originally reported	as restated		as originally reported	as restated
Net income (loss)	\$ (378)	\$ (14)	\$ (147)	\$ (453)	\$ (110)	\$ (243)
Foreign currency translation gains (losses)	105	(81)	(81)	(34)	(6)	(6)
Unrealized gains (losses) on derivative instruments	6	2	2	9	7	7
Comprehensive income (loss)	\$ (267)	\$ (93)	\$ (226)	\$ (478)	\$ (109)	\$ (242)

10. Equity (as restated):

A rollforward of SCC's equity for 2011 follows (in millions):

	SunGard Capital Corp. stockholders				Noncontrolling interest		
	Class L -	Class A	Permanent equity	Total	Temporary equity	Permanent equity	Total
	temporary equity	temporary equity					
Balance at December 31, 2010	\$ 87	\$ 11	\$ (330)	\$ (232)	\$ 54	\$ 1,782	\$ 1,836
Net income (loss)			(409) ⁽¹⁾	(409) ⁽¹⁾	2	164	166
Foreign currency translation			(6)	(6)			
Net unrealized gain on derivative instruments			7	7			
Comprehensive income (loss)			(408) ⁽²⁾	(408) ⁽²⁾	2	164	166
Stock compensation expense			23	23			
Termination of put options due to employee terminations and other	(39)	(5)	45	1	(29)	28	(1)
Issuance of common and preferred stock	(1)		4	3	(1)	1	
Purchase of treasury stock			(2)	(2)		(1)	(1)
Transfer intrinsic value of vested restricted stock units	7	1	(13)	(5)	5		5
Other			(9)	(9)			
Balance at September 30, 2011	\$ 54	\$ 7	\$ (690) ⁽³⁾	\$ (629) ⁽⁴⁾	\$ 31	\$ 1,974	\$ 2,005

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Note: Restated balances were originally reported as follows:

- (1) Net income (loss) \$(276)
- (2) Comprehensive income (loss) \$(275)
- (3) Balance at September 30, 2011 \$(557)
- (4) Balance at September 30, 2011 \$(496)

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A rollforward of SCC's equity for 2010 follows (in millions):

	SunGard Capital Corp. stockholders				Noncontrolling interest		
	Class L -	Class A -	Permanent equity	Total	Temporary equity	Permanent equity	Total
	temporary equity	temporary equity					
Balance at December 31, 2009	\$ 88	\$ 11	\$ 321	\$ 420	\$ 51	\$ 1,593	\$ 1,644
Net income (loss)			(600)	(600)	4	143	147
Foreign currency translation			(34)	(34)			
Net unrealized gain on derivative instruments			9	9			
Comprehensive income (loss)			(625)	(625)	4	143	147
Stock compensation expense			24	24			
Termination of put options due to employee terminations and other	(2)			(2)	(1)	1	
Purchase of treasury stock			(1)	(1)		(1)	(1)
Transfer intrinsic value of vested restricted stock units	6	1	(10)	(3)	3		3
Balance at September 30, 2010	\$ 92	\$ 12	\$ (291)	\$ (187)	\$ 57	\$ 1,736	\$ 1,793

In the case of termination of employment resulting from disability or death, an employee or his/her estate may exercise a put option which would require the Company to repurchase vested shares at the current fair market value. These common or preferred shares must be classified as temporary equity (between liabilities and equity) on the balance sheet of SCC and SCCII. At vesting or exercise, grant-date intrinsic value or exercise value, respectively, is reclassified to temporary equity. On termination of employment, the value included in temporary equity is reclassified to permanent equity.

Table of Contents**11. Segment Information:**

The Company has three reportable segments: FS, AS and Other (Other includes PS and K-12 which are combined for reporting purposes). The Company evaluates the performance of its segments based on operating results before interest, income taxes, amortization of acquisition-related intangible assets, stock compensation and certain other costs. The operating results apply to each of SCC, SCCII and SunGard unless otherwise noted. The operating results for each segment follow (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2011	2010	2011
Revenue:				
Financial systems	\$ 659	\$ 695	\$ 2,021	\$ 2,081
Availability services	366	364	1,100	1,094
Other	54	51	160	154
	\$ 1,079	\$ 1,110	\$ 3,281	\$ 3,329
Depreciation and amortization:				
Financial systems	\$ 22	\$ 20	\$ 61	\$ 62
Availability services	46	45	143	136
Other	2	2	5	6
	\$ 70	\$ 67	\$ 209	\$ 204
Income (loss) from operations:				
Financial systems	\$ 135	\$ 120	\$ 394	\$ 374
Availability services	86	80	240	234
Other	16	15	42	44
Corporate and other items ⁽¹⁾	(344)	(146)	(611)	(436)
Other costs	(11)	(8)	(32)	(29)
	\$ (118)	\$ 61	\$ 33	\$ 187
Cash paid for property and equipment and software:				
Financial systems	\$ 26	\$ 18	\$ 67	\$ 62
Availability services	41	34	138	114
Other	2	1	6	4
Corporate administration			1	3
	\$ 69	\$ 53	\$ 212	\$ 183

(1) Includes corporate administrative expenses, stock compensation expense, management fees paid to the Sponsors, other items and amortization of acquisition-related intangible assets of \$115 million and \$107 million for the three months ended September 30, 2010 and 2011, respectively, and \$338 million and \$334 million for the nine months ended September 30, 2010 and 2011, respectively.

During the third quarter of 2011, the Company incurred severance charges of approximately \$47 million. As of September 30, 2011, the Company had an accrued severance balance of \$49 million, most of which is related to the third quarter 2011 actions. The Company expects the majority of the accrued severance will be paid out by the end of the first quarter of 2012.

Amortization of acquisition-related intangible assets by segment follows (in millions):

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2011	2010	2011
Amortization of acquisition-related intangible assets:				
Financial systems	\$ 66 ⁽¹⁾	\$ 59	\$ 193	