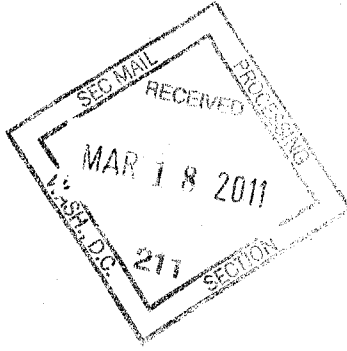




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2010 ANNUAL REPORT

**TERADATA®**

## **2010 FINANCIAL REPORT**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A")

You should read the following discussion in conjunction with the consolidated financial statements and the notes to those statements included elsewhere in this Annual Report. This Annual Report contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Annual Report.

### BUSINESS OVERVIEW

Teradata provides data warehousing solutions for customers worldwide that combine software (including the Teradata database software and tools, data mining and analytical applications), hardware and related consulting and support services. These solutions can also include third-party products and services from other leading technology and service partners.

Our solutions enable customers to integrate detailed enterprise-wide data such as customer, financial and operational data into a single data warehouse and provide the analytical capabilities to transform that data into useful information. These solutions allow customers to have a consistent, accurate view of their data and businesses, with more accurate, insightful and timely information when and where they need it to make better and faster decisions. This approach provides customers with better insight, faster access to new analytics and less redundancy within their information technology ("IT") infrastructure so they can maximize business value while minimizing their total cost of ownership.

Our data warehousing technologies provide a high level of performance, scalability, availability and manageability for strategic and operational analytic requirements. Our IT consultants combine a proven methodology, deep industry expertise and years of hands-on experience to help clients quickly capture business value while minimizing risk. Our customer services professionals provide a single source of support services to allow customers to maximize use and fully leverage the value of their investments in data warehousing.

Through active enterprise intelligence, Teradata is extending the use of traditional enterprise data warehousing ("EDW") by integrating advanced analytics into enterprise business processes, allowing companies to combine the analysis of current and historical data so operations personnel can make decisions at the point of contact or service and take action as events occur.

Additionally, Teradata now offers a family of data warehouse offerings, providing customers with the ability to use Teradata for point solutions or data marts, in addition to our core EDW technology. Teradata offers data warehousing solutions to many major industries, including banking/financial services, entertainment (including gaming and media), government, insurance and healthcare, manufacturing, retail, telecommunications, transportation and travel. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors, value-added resellers and distributors. We deliver our solutions to customers on a global basis, and organize our operations in the following three regions which are also our reportable segments: North America and Latin America ("Americas"), Europe, the Middle East and Africa ("EMEA"), and Asia Pacific and Japan ("APJ").

In early 2011, Teradata completed its acquisition of Aprimo, Inc. ("Aprimo"), a global provider of integrated marketing software solutions. With Aprimo, Teradata will expand its offering of business analytics with integrated marketing solutions that enable customers to improve marketing performance with data-driven insights. Aprimo is being integrated into Teradata's operations, and the Aprimo organization will support Teradata's applications strategy, including development, marketing, sales, and services.

### 2010 FINANCIAL OVERVIEW

As more fully discussed in later sections of this MD&A, the following are the financial highlights for 2010:

- Revenue increased 13% in 2010 from 2009, largely driven by higher product revenue, particularly in the Americas region.
- Gross margin was 56.2% in 2010, up from 54.9% in 2009, driven by higher product margins and a greater proportion of product revenue (as compared to services revenue).

- Operating income was \$415 million in 2010, up from \$338 million in 2009. Operating income in 2010 benefited from increased product revenue and margins, offset somewhat by higher selling and Research and Development (“R&D”) expenses.
- Net income of \$301 million in 2010 increased from \$254 million in 2009. Net income per common share (diluted) was \$1.77 in 2010 compared to \$1.46 in 2009. In addition to the items discussed above, net income for 2010 was impacted by a higher effective tax rate of 27% in 2010, compared to 24% in 2009.

## STRATEGY OVERVIEW

Teradata is a leader in helping companies manage and analyze growing data volumes and complexity to gain business insight and competitive advantage. Teradata’s efforts are primarily focused on data warehousing, data analytics, and marketing and business applications. We have four key initiatives underway to broaden our position in the market and take advantage of this opportunity. These initiatives are to:

- Invest to extend Teradata’s core technology and software application offerings, and expand our family of compatible data warehouse platforms to address multiple market segments and solution offerings through internal development and targeted strategic acquisitions,
- Differentiate Teradata technology and drive platform demand by delivering services that enable customers to achieve best-in-class analytics,
- Invest in partnerships to increase the number of solutions available on Teradata platforms, maximize customer value and increase our market coverage, and
- Continue to seek opportunities to increase our market coverage through additional sales territories (hiring incremental sales account executives as well as technology and industry consultants).

## FUTURE TRENDS

We believe that demand for our solutions will continue to increase due to the continued increase in data volumes and types of data, the scale and complexity of business requirements, and the growing use of new data elements and more near real-time analytics over time. The adoption by customers of more near real-time analysis for enterprise intelligence is driving more applications, usage and capacity.

As a portion of the Company’s operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company is exposed to fluctuations in foreign currency exchange rates. In 2011, Teradata expects approximately two percentage points of benefit from currency translation on its reported revenue and a corresponding currency impact on operating income, based on currency rates as of January 31, 2011.

The United States and other international economies, significant to Teradata’s sales efforts, experienced severe economic recessions in 2009, which had an adverse impact on IT budgets and capital spending trends, and contributed to lengthened sales cycles for acquiring Teradata products and services. While there were positive signs of economic recovery in 2010, particularly with respect to information technology spending, the scope and stability of such recovery, is not assured. Even in a strong economic environment, the size, timing and contracted terms of large customer orders for our products and services can impact, both positively and negatively, our operating results.

While macroeconomic challenges and fluctuations in the IT environment do occur, our long-term outlook remains positive. We did not experience significant changes in 2010 due to competitive and/or pricing trends for our EDW or appliance solutions, although there is always a risk that pricing pressure for our solutions could occur in the future. Additionally, as companies look to reduce ongoing operating expenses, customers may choose to go to lower maintenance service level agreements which could lead to revenue and margin pressure on our maintenance services business. We continue to be committed to new product development and achieving a responsive yield from our research and development spending and resources, which are intended to drive future demand. We also continue to evaluate opportunities to increase our market coverage and are committed to continuing to increase our number of sales territories, among other things, to drive future revenue growth. Given the length of sales cycles in the data warehouse market, new sales account territories typically take more than two years, on average, to become fully productive.

## RESULTS FROM OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008

	2010	% of Revenue	2009	% of Revenue	2008	% of Revenue
<i>In millions</i>						
Product revenue	\$ 933	48.2%	\$ 772	45.2%	\$ 849	48.2%
Service revenue	1,003	51.8%	937	54.8%	913	51.8%
Total revenue	1,936	100%	1,709	100%	1,762	100%
Gross margin						
Product gross margin	627	67.2%	503	65.2%	547	64.4%
Service gross margin	461	46.0%	435	46.4%	402	44.0%
Total gross margin	1,088	56.2%	938	54.9%	949	53.9%
Operating expenses						
Selling, general and administrative expenses	526	27.2%	483	28.3%	508	28.8%
Research and development expenses	147	7.6%	117	6.8%	108	6.1%
Total operating expenses	673	34.8%	600	35.1%	616	35.0%
Operating income	\$ 415	21.4%	\$ 338	19.8%	\$ 333	18.9%

### Revenue

Teradata revenue increased 13% in 2010 from 2009. The revenue increase included a positive effect of 1% from foreign currency fluctuations. Product revenue increased 21% in 2010 from 2009, driven by increases in the Americas region, and to a lesser extent the APJ region. Service revenue increased 7% in 2010 from 2009, driven by increases in both consulting and installation-related (“consulting”) services revenue in the Americas and EMEA regions, and increases in maintenance services revenue in the Americas and APJ regions.

Teradata revenue declined 3% in 2009 from 2008. The revenue decline included a negative effect of 2% from foreign currency fluctuations. Product revenue decreased 9% in 2009 from 2008, due to the difficult global economic environment in 2009, which resulted in reduced capital spending by companies. Service revenue increased 3% in 2009 from 2008, driven by increases in both consulting and maintenance services.

### Gross Margin

Gross margin was 56.2% in 2010, up from 54.9% in 2009. Product gross margin increased to 67.2% from 65.2% in 2009 with improvements in all three regions. Product gross margins benefitted from a favorable deal mix and lower corporate and overhead costs, including amortization of capitalized software development expenses, as compared to 2009. The term “deal mix” refers to the revenue mix of our product sales consummated in a particular period, including both software versus hardware content and mix, and amount and mix of third-party products re-sold. Services gross margin decreased somewhat to 46.0% in 2010 from 46.4% in 2009, due to incremental compensation expenses from hiring additional consultants, as well as higher variable compensation expenses resulting from the Company’s improved achievement against performance targets as compared to 2009. The improvement in total gross margins also benefitted from a higher proportion of product revenue, in relation to services revenue, as compared to the prior year.

Gross margin was 54.9% in 2009, up from 53.9% in 2008. Product gross margin increased to 65.2% from 64.4% in 2008 with a positive deal mix offset in part by the impact of increased capitalized software amortization against lower product revenue, as well as the adverse impact of currency translation on international product revenue. Services gross margin increased to 46.4% in 2009 from 44.0% in 2008, due to improvements in our consulting services business which benefitted from improved utilization of internal resources, lower outside contractor costs, lower overhead costs and lower travel expenses. The improvement in product and services margins more than offset a lower proportion (mix) of product revenue, in relation to services revenue, as compared to the prior year.

### Operating Expenses

Total operating expenses, including Selling, General and Administrative (“SG&A”) and R&D expenses, were \$673 million in 2010 compared to \$600 million in 2009. The \$43 million increase in SG&A expenses was driven primarily by greater selling expense, with higher sales headcount due to sales territory expansions, and increased sales commissions due to higher revenues. The \$30 million

increase in R&D expenses was driven by increased headcount and salaries, as well as \$10 million less in capitalization of software development costs as compared to 2009. Variable incentive compensation expense was also higher, in both SG&A and R&D expenses, due to the Company's improved performance against annual operating targets, as compared to 2009.

Total operating expenses were \$600 million in 2009 compared to \$616 million in 2008. A \$25 million decrease in SG&A expenses was driven by the positive impact from foreign currency fluctuations along with lower expenses for travel and other discretionary costs, sales commissions and certain outside services, which more than offset the expense impact of increased expense from the increased number of sales territories. The \$9 million increase in R&D expenses was driven by higher salary, benefits and variable incentive compensation expenses given achievement of performance targets, hiring and turnover activity, as well as increased materials spending for product development, which more than offset a \$6 million increase in capitalization of software development cost.

#### **Other (Expense) Income**

Other expense and income was \$1 million of net expense in 2010, compared to \$4 million of net expense in 2009. The net expense in 2010 resulted primarily from charges for equity-method investment losses and bank fees, which were not fully offset by interest income in the period, due to the lower interest rate environment. The somewhat greater net expense in 2009 resulted from a \$5 million charge to write-down the value of an equity investment.

Other income was \$5 million in 2008. Other income was driven by higher interest income due to the higher interest rate environment, which more than offset a \$3 million charge to write-down the value of an equity investment.

#### **Income Taxes**

The effective income tax rate was 27%, 24% and 26% for the years ended December 31, 2010, 2009 and 2008, respectively. The increase in the effective tax rate in 2010 was due to a greater proportion of the Company's pre-tax earnings being generated in the United States, which has a much higher corporate tax rate. The effective tax rate for the year ended December 31, 2010 included a \$5 million tax benefit associated with the recognition of certain foreign net operating loss carryforwards resulting from an audit settlement in the first quarter of 2010. The effective tax rate for the year ended December 31, 2009 included a net tax benefit for a recurring state and local income tax credit that was not recognized in the 2008 income tax rate. The effective tax rate for the year ended December 31, 2008 included a \$3 million charge to reflect a change in estimate identified in conjunction with filing the Company's 2007 U.S. federal tax return. We currently estimate our full-year effective tax rate for 2011 to be approximately 27% to 28%. This estimate takes into consideration, among other things, the forecasted earnings mix by jurisdiction for 2010. The provision for income taxes is based on the pre-tax earnings mix by jurisdiction of Teradata and its subsidiaries under the Company's current structure. For additional information, see "Note 4—Income Taxes" in the Notes to Consolidated Financial Statements elsewhere in this Annual Report.

#### **Revenue and Gross Margin by Operating Segment**

As described in "Note 10—Segment, Other Supplemental Information and Concentrations" in Notes to Consolidated Financial Statements, Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the Americas region; (2) the EMEA region; and (3) the APJ region. Teradata believes this format is useful to investors because it allows analysis and comparability of operating trends by operating segment. It also includes the same information that is used by Teradata management to make decisions regarding the segments and to assess our financial performance. The discussion of our segment results describes the changes in results as compared to the prior-year period.

The following table presents revenue and operating performance by segment for the years ended December 31:

	2010	% of Revenue	2009	% of Revenue	2008	% of Revenue
<i>In millions</i>						
<b>Revenue</b>						
Americas	\$ 1,166	60%	\$ 981	57%	\$ 984	56%
EMEA	442	23%	430	25%	451	26%
APJ	328	17%	298	18%	327	18%
<b>Total revenue</b>	<b>1,936</b>	<b>100%</b>	<b>1,709</b>	<b>100%</b>	<b>1,762</b>	<b>100%</b>
<b>Segment gross margin</b>						
Americas	702	60.2%	570	58.1%	557	56.6%
EMEA	232	52.5%	230	53.5%	234	51.9%
APJ	154	47.0%	138	46.3%	158	48.3%
<b>Total segment gross margin</b>	<b>\$1,088</b>	<b>56.2%</b>	<b>\$ 938</b>	<b>54.9%</b>	<b>\$ 949</b>	<b>53.9%</b>

**Americas** Revenue increased 19% in 2010 from 2009, led by a 30% increase in product revenue. The revenue increase included 1% of benefit from foreign currency fluctuations. Gross margin increased to 60.2% in 2010, from 58.1% in 2009, driven primarily by improved product margins, as compared to the prior year.

Revenue was roughly unchanged in 2009 from 2008, with a 7% decrease in product revenue offset by a 7% increase in services revenue. Gross margin increased to 58.1% in 2009, from 56.6% in 2008, driven by improvements in the consulting services business and a smaller increase in product gross margin rate due to a positive deal mix as compared to the prior year. These improvements were offset in part by the impact of a lower proportion of product revenue, in relation to services revenue, as compared to the prior year.

**EMEA** Revenue increased 3% in 2010 from 2009, with a 7% increase in consulting revenue overcoming relatively flat product and maintenance revenues. The revenue increase included 3% of adverse impact from foreign currency fluctuations. Gross margin decreased to 52.5% in 2010, from 53.5% in 2009, driven by the impact of a lower proportion of product revenues, as compared to services revenue, as well as somewhat lower maintenance margins, as compared to the prior year.

Revenue decreased 5% in 2009 from 2008, driven by a 6% decrease in product revenue and a 3% decrease in service revenue. The revenue decline included 7% of adverse impact from foreign currency fluctuations. Gross margin increased to 53.5% in 2009, from 51.9% in 2008, driven by improvements in consulting services.

**APJ** Revenue increased 10% in 2010 from 2009, led by a 17% increase in product revenue. The revenue increase included 8% of benefit from foreign currency fluctuations. Gross margin improved to 47.0% in 2010, from 46.3% in 2009, driven by the impact of the higher proportion of product revenue, as well as higher product margins, offset in part by lower consulting services margins, as compared to 2009.

Revenue decreased 9% in 2009 from 2008, driven by a 22% decrease in product revenue. The revenue decline included 1% of benefit from foreign currency fluctuations. Gross margin declined to 46.3% in 2009, from 48.3% in 2008, driven by the impact of the lower product revenue as well as lower maintenance margins, offset in part by an improvement in consulting services margins.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Teradata ended 2010 with \$883 million in cash and cash equivalents, a \$222 million increase from the December 31, 2009 balance of cash and cash equivalents, after using approximately \$88 million for repurchases of Company common stock during the year. Cash provided by operating activities decreased by \$42 million to \$413 million in 2010. The decrease in cash provided by operating activities was primarily due to an increase in receivables during 2010, as compared to a reduction in receivables during 2009. Additionally, there was a greater increase in inventories in 2010, as compared to 2009. This revenue-driven increase in working capital was offset in part by the increase in net income from 2009 to 2010.

Teradata's management uses a non-GAAP measure called "free cash flow," which we define as net cash provided by operating activities less capital expenditures for property and equipment, and additions to capitalized software, as one measure of assessing the financial performance of the Company. Free cash flow does not have a uniform definition under accounting principles

generally accepted in the United States of America (“GAAP”); and therefore, Teradata’s definition of this measure may differ from the definition used by other companies. The components that are used to calculate free cash flow are GAAP measures taken directly from the Consolidated Statements of Cash Flows. We believe that free cash flow information is useful for investors because it relates the operating cash flow of the Company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash available after capital expenditures for, among other things, investments in the Company’s existing businesses, strategic acquisitions and repurchase of Teradata common stock. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP.

The table below shows net cash provided by operating activities and capital expenditures for the following periods:

	2010	2009	2008
<i>In millions</i>			
Net income	\$ 301	\$ 254	\$ 250
Net cash provided by operating activities	\$ 413	\$ 455	\$ 440
Less:			
Expenditures for property and equipment	(34)	(29)	(19)
Additions to capitalized software	(49)	(59)	(52)
Free cash flow	\$ 330	\$ 367	\$ 369

Financing activities and certain other investing activities are not included in our calculation of free cash flow. In 2010, these other investing activities primarily consisted of two immaterial business acquisitions and an immaterial cost-method equity investment. In 2009, other investing activities primarily consisted of purchases and maturities of short-term investments. Teradata’s short-term investments consisted of bank time deposits with original maturities between three months and one year.

Teradata’s financing activities for the years ended December 31, 2010 and 2009 consisted primarily of cash outflows from our share repurchase activities. The Company purchased 2.9 million shares of its common stock at an average price per share of \$29.57 in 2010, and 7.0 million shares at an average price per share of \$25.11 in 2009. Share repurchases were made under the two share repurchase programs authorized by our Board of Directors in 2008. The first program (the “dilution offset program”) authorizes the Company to purchase Teradata common stock to the extent of cash received from the exercise of stock options and the Teradata Employee Stock Purchase Plan (“ESPP”) to offset dilution from shares issued pursuant to these plans. The second program (the “general share repurchase program”) authorized the Company to repurchase \$250 million of the Company’s outstanding shares of common stock. The Company has completely utilized this \$250 million authorization to repurchase Teradata common stock. On May 4, 2009, the Company’s Board of Directors authorized an additional \$300 million increase to the Company’s existing general share repurchase program. As of December 31, 2010, the Company had \$161 million of authorization remaining on the \$300 million general share repurchase program to repurchase outstanding shares of Teradata common stock. Share repurchases made by the Company are reported on a trade date basis. Our share repurchase activity depends on factors such as our working capital needs, our cash requirements for capital investments, our stock price, and economic and market conditions. Proceeds from the ESPP and the exercise of stock options were \$31 million in 2010 and \$25 million in 2009. These proceeds are included in Other Financing Activities, Net in the Consolidated Statement of Cash Flows.

Our total in cash and cash equivalents held outside the United States in various foreign subsidiaries was \$506 million as of December 31, 2010 and \$455 million as of December 31, 2009. The remaining balance held in the United States was \$377 million as of December 31, 2010 and \$206 million as of December 31, 2009. Under current tax laws and regulations, if cash and cash equivalents and short-term investments held outside the United States are distributed to the United States in the form of dividends or otherwise, we may be subject to additional U.S. income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes. As of December 31, 2010, we have not provided for the U.S. federal tax liability on approximately \$591 million of foreign earnings that are considered permanently reinvested outside of the United States.

On October 1, 2007, the Company entered into a five-year, \$300 million unsecured revolving credit facility. This credit facility contains certain representations and warranties; conditions; affirmative, negative and financial covenants; and events of default customary for such facilities. For most borrowings, Teradata would anticipate choosing a floating rate based on the London Interbank Offered Rate (“LIBOR”). If the facility had been fully drawn at December 31, 2010, the spread over the LIBOR would



have been 32 basis points (for an interest rate of 0.78%, assuming a 6 month borrowing term) given Teradata's leverage ratio at that date. As of December 31, 2010, the Company had no borrowings outstanding under this revolving credit facility and was in compliance with all covenants.

On January 21, 2011, Teradata completed the acquisition of Aprimo. The \$525 million purchase price of this all-cash acquisition was funded in part by using \$225 million of existing U.S. cash, and in part by drawing-down the full \$300 million credit facility. As of January 31, 2011, following the completion of the Aprimo acquisition, the Company had approximately \$700 million of cash available, including approximately \$200 million in the U.S.

Management believes that current cash and short-term investment resources and cash flows from operations will be sufficient to satisfy future working capital, research and development activities, capital expenditures, pension contributions, and other operating financing requirements for the foreseeable future. As the Company continues to pursue its strategic growth plans it will consider alternative forms of long-term financing. The Company primarily holds its cash and cash equivalents in bank deposits and highly-rated money market funds.

The Company's ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures, and other business and risk factors described elsewhere in this Annual Report. If the Company is unable to generate sufficient cash flows from operations, or otherwise to comply with the terms of its credit facility, the Company believes it has the ability to obtain additional financing alternatives.

**Contractual and Other Commercial Commitments.** In the normal course of business, we enter into various contractual obligations that impact, or could impact, our liquidity. The following table and discussion outlines our material obligations at December 31, 2010, with projected cash payments in the periods shown:

<i>In millions</i>	Total Amounts	2011	2012-2013	2014-2015	2016 and Thereafter
Lease obligations	\$ 63	\$ 18	\$ 24	\$ 12	\$ 9
Purchase obligations	10	5	5	—	—
<b>Total lease and purchase obligations</b>	<b>\$ 73</b>	<b>\$ 23</b>	<b>\$ 29</b>	<b>\$ 12</b>	<b>\$ 9</b>

Our lease obligations in the above table include Company-only facilities in various domestic and international locations. Purchase obligations are committed purchase orders and other contractual commitments for goods and services, and include contractual payments in relation to service agreements with various vendors for ongoing service parts logistics, payroll and other services.

We also have product warranties and guarantees to third parties, as well as postemployment and international pension obligations that may affect future cash flow. These items are not included in the table of obligations shown above. Product warranties and third-party guarantees are described in detail in "Note 8—Commitments and Contingencies" in Notes to Consolidated Financial Statements. Postemployment and pension obligations are described in detail in "Note 6—Employee Benefit Plans" in Notes to Consolidated Financial Statements.

**Off-Balance Sheet Arrangements.** We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities ("SPE"), which would have been established for the purpose of facilitating off-balance sheet arrangements or for other contractually narrow or limited purposes.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of these financial statements, we are required to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the related disclosure of contingent liabilities. These assumptions, estimates and judgments are based on historical experience and assumptions that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. Our critical accounting policies are those that require assumptions to be made about matters that are highly uncertain. Different estimates could have a material impact on our financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions or circumstances. Our management periodically reviews these estimates and assumptions to ensure that our financial statements are presented fairly and are materially correct.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require significant management judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. The significant accounting policies and estimates that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are discussed in the paragraphs below. Teradata's senior management has reviewed these critical accounting policies and related disclosures with the Audit Committee of Teradata's Board of Directors. For additional information regarding our accounting policies and other disclosures required by GAAP, see "Note 1—Description of Business, Separation, Basis of Presentation and Significant Accounting Policies" in Notes to Consolidated Financial Statements.

### Revenue Recognition

Teradata's solution offerings typically include hardware, software, software subscriptions, maintenance support services and other consulting, implementation and installation services. Teradata records revenue when it is realized, or realizable, and earned. Teradata considers these requirements met when: (a) persuasive evidence of an arrangement exists; (b) the products or services have been delivered to the customer; (c) the sales price is fixed or determinable and free of contingencies or significant uncertainties; and (d) collectibility is reasonably assured. Our judgment is required in assessing the probability of collection and that fees are fixed or determinable, which is generally based on evaluation of customer-specific information, historical collection experience and economic market conditions. If Teradata cannot conclude that a fee is fixed or determinable at the outset of an arrangement, revenue is deferred until the determination is made that the arrangement fee is fixed or determinable. If market conditions decline, or if the financial condition of our customers deteriorates, we may be unable to determine that collectibility is probable, and we could be required to defer the recognition of revenue until we receive customer payments. Teradata reports revenue net of any taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors and distributors, and value-added resellers (collectively referred to as "resellers"). In assessing whether the sales price to a reseller is fixed or determinable, the Company considers, among other things, past business practices with the reseller, the reseller's operating history, payment terms, return rights and the financial wherewithal of the reseller. When we determine that the contract fee to a reseller is not fixed or determinable, we account for that transaction upon sell-through to the end customer.

Substantially all of Teradata's solutions contain software that is more than incidental to the hardware and services. The typical solution requires no significant production, modification or customization of the software or hardware, and the software is not essential to the functionality of the hardware. For software and software-related elements, Teradata allocates revenue to each software element based upon its fair value as determined by vendor-specific objective evidence ("VSOE") using the residual method as discussed below. VSOE of fair value is based upon the normal pricing and discounting practices for those products and services when sold separately. For non-software related elements, fair value is based upon Verifiable Objective Evidence ("VOE"). VOE is based on the price when similar products or services are sold separately by Teradata or other companies. These elements often involve delivery or performance at different periods of time. Revenue for software is generally recognized upon delivery with the hardware using the residual method described below. Revenue for software subscriptions, which provide for unspecified upgrades or enhancements on a when-and-if-available basis, is recognized straight-line over the term of the subscription arrangement. Revenue for maintenance support services is also recognized on a straight-line basis over the term of the contract. Revenue for other consulting, implementation and installation services is recognized as services are provided. In certain instances, customer acceptance is required prior to the passage of title and risk of loss of the delivered products. In such cases, no revenue is recognized until the customer acceptance is obtained. Delivery and acceptance generally occur in the same reporting period.

For arrangements involving multiple deliverables, where the deliverables include software and non-software products and services, Teradata evaluates each deliverable to determine whether it represents a separate unit of accounting based on the following criteria: (a) whether the delivered item has value to the customer on a stand-alone basis; (b) whether there is objective and reliable evidence of the fair value of the undelivered items; and (c) if the contract includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the control of Teradata. If objective and reliable evidence of fair value exists for all units of accounting in the arrangement, revenue is allocated to each unit of accounting based on relative fair values. Each unit of accounting is then accounted for under the applicable revenue recognition guidance. In situations where there is objective and reliable evidence of fair value for all undelivered elements, but not for delivered elements, the residual method is used to allocate the arrangement's consideration. Teradata does not typically have VSOE of fair value for its software products. Therefore, in a substantial majority of Teradata arrangements, the residual method is used to allocate arrangement

consideration. Under the residual method, the fair value of the undelivered elements is deferred and accounted for under the applicable revenue recognition guidance, and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue. If we cannot determine or maintain VSOE for an undelivered element, it could impact the timing of revenues as all or a portion of the revenue from the multiple-element arrangement may need to be deferred.

Revenue recognition for complex contractual arrangements requires a greater degree of judgment, including a review of specific contracts, past experience, creditworthiness of customers, international laws and other factors. We must also apply judgment in determining all elements of the arrangement, and in determining the fair value of each element, considering the price charged for each product, and applicable renewal rates for services. Changes in judgments about these factors could impact the timing and amount of revenue recognized between periods.

#### **Capitalized Software**

Under GAAP, costs incurred internally in researching and developing a computer software product should be charged to expense until technological feasibility has been established. Technological feasibility is established when planning, designing and initial coding activities that are necessary to establish the product can be produced to meet its design specifications are complete. In the absence of a detailed program design, a working model is used to establish technological feasibility. Once technological feasibility is established, all development costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. The timing of when various research and development projects become technologically feasible or ready for release can cause fluctuation in the amount of research and development costs that are expensed or capitalized in any given period, thus impacting our reported profitability for that period.

#### **Income Taxes**

In accounting for income taxes, we recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities are determined based on the enacted tax rates expected to apply in the periods in which the deferred tax assets or liabilities are expected to be settled or realized.

The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business; these jurisdictions apply a broad range of statutory income tax rates. As of December 31, 2010, the Company has not provided for federal income taxes on earnings of approximately \$591 million from its foreign subsidiaries.

We account for uncertainty in income taxes by prescribing thresholds and attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under GAAP, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We record any interest and/or penalties related to uncertain tax positions in the income tax expense line on our Consolidated Statements of Income. As of December 31, 2010, the Company has recorded \$8 million of unrecognized tax benefits, which is included in the "Other liabilities" section of the Company's balance sheet.

We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. We had \$89 million and \$114 million of net deferred tax assets, and no material valuation allowances as of December 31, 2010 and 2009, respectively.

#### **Share-based Compensation**

We measure compensation cost for stock awards at fair value and recognize compensation expense over the service period for which awards are expected to vest. We utilize the Black-Scholes option pricing model to estimate the fair value of stock-based compensation at the date of grant, which requires the input of subjective assumptions, including expected volatility and expected term. Further, we estimate forfeitures for options granted which are not expected to vest. The estimation of stock awards that will ultimately vest requires judgment, and to the extent that actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period in which estimates are revised. We consider many factors when estimating expected forfeitures including types of awards and historical experience. Actual results and future changes in estimates may differ substantially from our current estimates.

In addition, we have performance-based awards that vest only if specific performance conditions are satisfied. The number of shares that will be earned can vary based on actual performance. No shares will vest if the threshold objectives are not met. In the event the objectives are exceeded additional shares will vest up to a maximum payout. The cost of these awards is expensed over the performance period based upon management's estimate and analysis of the probability of meeting the performance criteria. Because the actual number of shares to be awarded is not known until the end of the performance period, the actual compensation expense related to these awards could differ from our current expectations.

#### **Pension and Postemployment Benefits**

We have pension and postemployment benefit costs and credits, which are developed from actuarial valuations. Actuarial assumptions attempt to anticipate future events and are used in calculating the expense and liability relating to these plans. These factors include assumptions we make about interest rates, expected investment return on plan assets, total and involuntary turnover rates, and rates of future compensation increases. In addition, our actuarial consultants also use subjective factors such as withdrawal rates and mortality rates to develop our valuations. We review and update these assumptions on an annual basis at the beginning of each fiscal year. We are required to consider current market conditions, including changes in interest rates, in making these assumptions. The actuarial assumptions that we use may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates, or longer or shorter life spans of participants. These differences may result in a significant impact to the measurement of our pension and postemployment benefit obligations, and to the amount of pension and postemployment benefits expense we have recorded or may record. For example, as of December 31, 2010, a one-half percent increase/decrease in the discount rate would change the projected benefit obligation of our pension plans by approximately \$3 million, and a one-half percent increase/decrease in our involuntary turnover assumption would change our postemployment benefit obligation by approximately \$10 million.

#### **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

A discussion of recently issued accounting pronouncements is described in "Note 1—Description of Business, Separation, Basis of Presentation and Significant Accounting Policies" in Notes to Consolidated Financial Statements elsewhere in this Annual Report, and we incorporate such discussion by reference.

#### **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company employs a foreign currency hedging strategy to limit potential losses in earnings or cash flows from adverse foreign currency exchange rate movements. Foreign currency exposures arise from transactions denominated in a currency other than the Company's functional currency and from foreign denominated revenue and profit translated into U.S. dollars. The primary currencies to which the Company is exposed include the euro, the British pound, the Japanese yen, the Australian dollar, the Canadian dollar, and other Asian and South American currencies. Exposures are hedged with foreign currency forward contracts with maturity dates of twelve months or less. The potential loss in fair value at December 31, 2010, for such contracts resulting from a hypothetical 10% adverse change in all foreign currency exchange rates is approximately \$5 million. This loss would be mitigated by corresponding gains on the underlying exposures. For additional information regarding the Company's foreign currency hedging strategy, see "Note 7—Derivative Instruments and Hedging Activities" in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

## REPORTS OF MANAGEMENT

### MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

We are responsible for the preparation, integrity and objectivity of our consolidated financial statements and other financial information presented in this Annual Report. The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include certain amounts based on currently available information and our judgment of current conditions and circumstances.

PricewaterhouseCoopers LLP, our independent registered public accounting firm, is engaged to perform audits of our consolidated financial statements and the effectiveness of the internal control over financial reporting. These audits are performed in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our independent registered public accounting firm was given unrestricted access to all financial records and related data, including minutes of all meetings of stockholders, the Board of Directors, and committees of the board.

The Audit Committee of the Board of Directors, consisting entirely of independent directors who are not employees of Teradata, monitors our accounting, reporting, and internal control structure. Our independent registered public accounting firm, internal auditors, and management have complete and free access to the Audit Committee, which periodically meets directly with each group to ensure that their respective duties are being properly discharged.

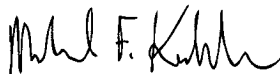
### MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. Teradata's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

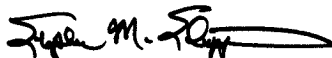
Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Teradata's internal control over financial reporting as of the end of the period covered by this report. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control – Integrated Framework*. Based on our assessment and those criteria, management concluded that Teradata's internal control over financial reporting was effective as of December 31, 2010.

Teradata's independent registered public accounting firm has issued their report on the effectiveness of Teradata's internal control over financial reporting, which appears in this Annual Report.



Michael F. Koehler  
President and  
Chief Executive Officer



Stephen M. Scheppmann  
Executive Vice President and  
Chief Financial Officer

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF TERADATA CORPORATION:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of cash flows, and of changes in stockholders' equity present fairly, in all material respects, the financial position of Teradata Corporation and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

*PricewaterhouseCoopers LLP*

March 1, 2011  
Atlanta, Georgia

## CONSOLIDATED STATEMENTS OF INCOME

For the Year Ended December 31	2010	2009	2008
<i>In millions, except per share amounts</i>			
<b>Revenue</b>			
Product revenue	\$ 933	\$ 772	\$ 849
Service revenue	1,003	937	913
<b>Total revenue</b>	<b>1,936</b>	<b>1,709</b>	<b>1,762</b>
<b>Costs and operating expenses</b>			
Cost of products	306	269	302
Cost of services	542	502	511
Selling, general and administrative expenses	526	483	508
Research and development expenses	147	117	108
<b>Total costs and operating expenses</b>	<b>1,521</b>	<b>1,371</b>	<b>1,429</b>
<b>Income from operations</b>	<b>415</b>	<b>338</b>	<b>333</b>
Other (expense) income, net	(1)	(4)	5
<b>Income before income taxes</b>	<b>414</b>	<b>334</b>	<b>338</b>
Income tax expense	113	80	88
<b>Net income</b>	<b>\$ 301</b>	<b>\$ 254</b>	<b>\$ 250</b>
<b>Net income per common share</b>			
Basic	\$ 1.80	\$ 1.48	\$ 1.40
Diluted	\$ 1.77	\$ 1.46	\$ 1.39
<b>Weighted average common shares outstanding</b>			
Basic	167.4	171.9	178.1
Diluted	170.4	173.9	179.8

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

## CONSOLIDATED BALANCE SHEETS

At December 31	2010	2009
<i>In millions, except per share amounts</i>		
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 883	\$ 661
Accounts receivable, net	402	387
Inventories	65	47
Other current assets	56	57
<b>Total current assets</b>	<b>1,406</b>	<b>1,152</b>
Property and equipment, net	105	95
Capitalized software, net	116	102
Goodwill	136	109
Deferred income taxes	59	84
Other assets	61	27
<b>Total assets</b>	<b>\$1,883</b>	<b>\$ 1,569</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 102	\$ 102
Payroll and benefits liabilities	134	109
Deferred revenue	263	256
Other current liabilities	70	76
<b>Total current liabilities</b>	<b>569</b>	<b>543</b>
Pension and other postemployment plan liabilities	85	83
Other liabilities	40	33
<b>Total liabilities</b>	<b>694</b>	<b>659</b>
<b>Commitments and contingencies (Note 8)</b>		
<b>Stockholders' equity</b>		
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding at December 31, 2010 and 2009, respectively	-	-
Common stock: par value \$0.01 per share, 500.0 shares authorized, 184.9 and 182.6 shares issued at December 31, 2010 and 2009, respectively	2	2
Paid-in capital	690	622
Treasury stock: 16.8 and 13.9 shares at December 31, 2010 and 2009, respectively	(399)	(311)
Retained earnings	884	583
Accumulated other comprehensive income	12	14
<b>Total stockholders' equity</b>	<b>1,189</b>	<b>910</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$1,883</b>	<b>\$ 1,569</b>

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



## CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Year Ended December 31	2010	2009	2008
<i>In millions</i>			
<b>Operating activities</b>			
Net income	\$ 301	\$ 254	\$ 250
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	60	63	60
Stock-based compensation expense	26	23	21
Excess tax benefit from stock-based compensation	(10)	(5)	(1)
Deferred income taxes	41	41	38
Impairment of equity investment	–	5	3
Changes in assets and liabilities:			
Receivables	(15)	60	73
Inventories	(18)	(2)	7
Current payables and accrued expenses	9	15	(7)
Deferred revenue	10	(4)	13
Other assets and liabilities	9	5	(17)
<b>Net cash provided by operating activities</b>	<b>413</b>	<b>455</b>	<b>440</b>
<b>Investing activities</b>			
Purchases of short-term investments	–	(25)	(90)
Proceeds from sales and maturities of short-term investments	–	65	50
Expenditures for property and equipment	(34)	(29)	(19)
Additions to capitalized software	(49)	(59)	(52)
Other investing activities and business acquisitions, net	(62)	(9)	(25)
<b>Net cash used in investing activities</b>	<b>(145)</b>	<b>(57)</b>	<b>(136)</b>
<b>Financing activities</b>			
Repurchases of Company common stock	(88)	(174)	(176)
Excess tax benefit from stock-based compensation	10	5	1
Other financing activities, net	31	25	8
<b>Net cash used in financing activities</b>	<b>(47)</b>	<b>(144)</b>	<b>(167)</b>
Effect of exchange rate changes on cash and cash equivalents	1	5	(5)
Increase in cash and cash equivalents	222	259	132
Cash and cash equivalents at beginning of year	661	402	270
<b>Cash and cash equivalents at end of year</b>	<b>\$ 883</b>	<b>\$ 661</b>	<b>\$ 402</b>
<b>Supplemental data</b>			
Cash paid during the year for:			
Income taxes	\$ 89	\$ 44	\$ 33
Interest	\$ –	\$ –	\$ 1

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

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock		Treasury Stock		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive	Total	Comprehensive Income for the Year Ended
	Shares	Amount	Shares	Amount			(Loss) Income		
<i>In millions</i>									
<b>December 31, 2007</b>	<b>181</b>	<b>\$2</b>	<b>-</b>	<b>\$ -</b>	<b>\$555</b>	<b>\$ 79</b>	<b>\$ (5)</b>	<b>\$ 631</b>	
Net income						250		250	\$250
Adjustments to net assets contributed from NCR (Note 1)					25		2	27	
Employee stock compensation, employee stock purchase programs and option exercises	2				29			29	
Repurchase of Company common stock, retired	(2)				(38)			(38)	
Income tax benefit from stock compensation plans					1			1	
Purchases of treasury stock, not retired			(7)	(137)				(137)	
Pension and post-employment benefit plans, net of tax							10	10	10
Currency translation adjustment							4	4	4
<b>December 31, 2008</b>	<b>181</b>	<b>\$2</b>	<b>(7)</b>	<b>\$(137)</b>	<b>\$572</b>	<b>\$329</b>	<b>\$11</b>	<b>\$ 777</b>	<b>\$264</b>
Net income						254		254	\$254
Employee stock compensation, employee stock purchase programs and option exercises	2				45			45	
Income tax benefit from stock compensation plans					5			5	
Purchases of treasury stock, not retired			(7)	(174)				(174)	
Pension and post-employment benefit plans, net of tax							(2)	(2)	(2)
Currency translation adjustment							5	5	5
<b>December 31, 2009</b>	<b>183</b>	<b>\$2</b>	<b>(14)</b>	<b>\$(311)</b>	<b>\$622</b>	<b>\$583</b>	<b>\$14</b>	<b>\$ 910</b>	<b>\$257</b>
Net income						301		301	\$301
Employee stock compensation, employee stock purchase programs and option exercises	2				58			58	
Income tax benefit from stock compensation plans					10			10	
Purchases of treasury stock, not retired			(3)	(88)				(88)	
Pension and post-employment benefit plans, net of tax							1	1	1
Currency translation adjustment							(3)	(3)	(3)
<b>December 31, 2010</b>	<b>185</b>	<b>\$2</b>	<b>(17)</b>	<b>\$(399)</b>	<b>\$690</b>	<b>\$884</b>	<b>\$12</b>	<b>\$1,189</b>	<b>\$299</b>

The accompanying notes are an integral part of the consolidated financial statements

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 Description of Business, Separation, Basis of Presentation and Significant Accounting Policies

**Description of the Business.** Teradata Corporation (“Teradata” or “the Company”) provides data warehousing solutions for customers worldwide that combine software (including the Teradata database and tools, data mining and analytical applications), hardware and related consulting and support services.

**The Separation.** On August 27, 2007, the Board of Directors of NCR Corporation (“NCR”), the Company’s former parent, approved the separation of NCR into two independent, publicly traded companies through the distribution of 100% of its Teradata data warehousing business to shareholders of NCR (the “Separation”).

To effect the Separation, Teradata Corporation, a Delaware corporation, was formed on March 27, 2007, as a wholly-owned subsidiary of NCR. Immediately prior to the Separation, the assets and liabilities of the Teradata data warehousing business of NCR were transferred to Teradata Corporation in return for 180.7 million shares of Teradata Corporation common shares. NCR accomplished the Separation through a distribution of one share of Teradata Corporation common stock for each share of NCR common stock on September 30, 2007, to NCR shareholders of record as of September 14, 2007.

During the year ended December 31, 2008, the Company recorded Separation-related adjustments of \$25 million and \$2 million to additional paid-in capital and other comprehensive income, respectively. These adjustments were primarily made to reflect certain deferred tax assets that were not initially recorded at the Separation. These adjustments had no impact on net income or cash flows for any periods presented.

**Basis of Presentation.** The financial statements are presented on a consolidated basis and include the accounts of the Company and its wholly-owned subsidiaries in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

**Use of Estimates.** The preparation of financial statements in conformity with GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. On an ongoing basis, management evaluates these estimates and judgments, including those related to allowances for doubtful accounts, the valuation of inventory to net realizable value, share-based compensation and income taxes and any changes will be accounted for on a prospective basis. Actual results could differ from those estimates.

**Revenue Recognition.** Teradata’s solution offerings typically include software, software subscriptions, hardware, maintenance support services, and other consulting, implementation and installation-related (“consulting”) services. Teradata records revenue when it is realized, or realizable, and earned. Teradata considers these requirements met when: (a) persuasive evidence of an arrangement exists; (b) the products or services have been delivered to the customer; (c) the sales price is fixed or determinable and free of contingencies or significant uncertainties; and (d) collectibility is reasonably assured. Teradata reports revenue net of any taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors and distributors, and value-added resellers (collectively referred to as “resellers”). In assessing whether the sales price to a reseller is fixed or determinable, the Company considers, among other things, past business practices with the reseller, the reseller’s operating history, payment terms, return rights and the financial wherewithal of the reseller. When Teradata determines that the contract fee to a reseller is not fixed or determinable, that transaction is accounted for upon sell-through to the end customer.

Substantially all of Teradata’s solutions contain software that is more than incidental to the hardware and services. The typical solution requires no significant production, modification or customization of the software or hardware, and the software is not essential to the functionality of the hardware. Therefore, hardware and related services are considered non-software deliverables. For software and software-related deliverables, Teradata allocates revenue to each software deliverable based upon its fair value as determined by vendor-specific objective evidence (“VSOE”) using the residual method as discussed below. VSOE of fair value is based upon the normal pricing and discounting practices for those products and services when sold separately. For non-software related deliverables, fair value is based upon Verifiable Objective Evidence (“VOE”). VOE is based on the price when similar products or services are sold separately by Teradata or other companies. These elements often involve delivery or performance at different periods of time. Revenue for software is generally recognized upon delivery with the hardware using the residual method described below. Revenue for software subscriptions, which provide for unspecified upgrades or enhancements on a

when-and-if-available basis, is recognized straight-line over the term of the subscription arrangement. Revenue for maintenance support services is also recognized on a straight-line basis over the term of the contract. Revenue for other consulting, implementation and installation services is recognized as services are provided. In certain instances, customer acceptance is required prior to the passage of title and risk of loss of the delivered products. In such cases, no revenue is recognized until the customer acceptance is obtained. Delivery and acceptance generally occur in the same reporting period.

For arrangements involving multiple deliverables, where the deliverables include software and non-software products and services, Teradata evaluates each deliverable to determine whether it represents a separate unit of accounting based on the following criteria: (a) whether the delivered item has value to the customer on a stand-alone basis; (b) whether there is objective and reliable evidence of the fair value of the undelivered items; and (c) if the contract includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the control of Teradata. If objective and reliable evidence of fair value exists for all units of accounting in the arrangement, revenue is allocated to each unit of accounting based on relative fair values. Each unit of accounting is then accounted for under the applicable revenue recognition guidance. In situations where there is objective and reliable evidence of fair value for all undelivered elements, but not for delivered elements, the residual method is used to allocate the arrangement's consideration. Teradata does not typically have VSOE of fair value for software products. Therefore, in a substantial majority of Teradata arrangements, the residual method is used to allocate arrangement consideration. Under the residual method, the fair value of the undelivered elements is deferred and accounted for under the applicable revenue recognition guidance, and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

Teradata uses the stated renewal rate approach in establishing VSOE of fair value for maintenance and subscriptions. Under this approach, the Company assesses whether the contractually stated renewal rates are substantive and in line with the Company's normal pricing practices. Renewal rates greater than the lower level of our targeted pricing ranges are considered to be substantive and, therefore, meet the requirements to support VSOE. In instances where there is not a substantive renewal rate in the arrangement, the Company reallocates revenue from the delivered elements to increase the allocation of revenue for undelivered elements to the minimum established pricing targets as supported by the renewal rates for similar customers.

Teradata also offers consulting and installation-related services to its customers, which are considered software-related. These services are rarely considered essential to the functionality of the enterprise data warehouse ("EDW") solution deliverable and there is never any software customization of the proprietary database software. VSOE of fair value for consulting services is based on the hourly rates for standalone consulting services projects by geographic region and are indicative of our customary pricing practices. Pricing in each market is structured to obtain a reasonable margin based on input costs.

**Shipping and Handling.** Product shipping and handling costs are included in cost of products in the Consolidated Statements of Income.

**Cash and Cash Equivalents.** All short-term, highly-liquid investments having original maturities of three months or less are considered to be cash equivalents.

**Allowance for Doubtful Accounts.** Teradata establishes provisions for doubtful accounts using both percentages of accounts receivable balances to reflect historical average credit losses and specific provisions for known issues.

**Inventories.** Inventories are stated at the lower of cost or market, using the average cost method.

#### **Long-Lived Assets**

**Property and Equipment.** Property and equipment, leasehold improvements and rental equipment are stated at cost less accumulated depreciation. Depreciation is computed over the estimated useful lives of the related assets primarily on a straight-line basis. Equipment is depreciated over 3 to 20 years and buildings over 25 to 45 years. Leasehold improvements are depreciated over the life of the lease or the asset, whichever is shorter. Total depreciation expense on the Company's property and equipment for the years ended December 31, 2010, 2009 and 2008 was \$25 million, \$22 million and \$24 million, respectively.

**Capitalized Software.** Direct development costs associated with internal-use software are capitalized and amortized over the estimated useful lives of the resulting software. The costs are capitalized when both the preliminary project stage is completed and it is probable that computer software being developed will be completed and placed in service. Teradata typically amortizes capitalized internal-use software on a straight-line basis over three years beginning when the asset is substantially ready for use.

Costs incurred for the development of software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. Technological feasibility is established when planning, designing and initial coding activities that are necessary to establish the product can be produced to meet its design specifications. In the absence of a program design,

a working model is used to establish technological feasibility. These costs are included within capitalized software and are amortized over the estimated useful lives of the resulting software. The Company amortizes capitalized software over periods up to four years using the greater of the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product or the straight-line method over the remaining estimated economic life of the product beginning when the product is available for general release. Costs capitalized include direct labor and related overhead costs. Costs incurred prior to technological feasibility and after general release are expensed as incurred. The following table identifies the activity relating to capitalized software:

	Internal-use Software			External-use Software		
	2010	2009	2008	2010	2009	2008
<i>In millions</i>						
Beginning balance at January 1	\$ 12	\$ 11	\$ 12	\$ 90	\$ 69	\$ 49
Capitalized	5	5	4	44	54	48
Amortization	(6)	(4)	(5)	(29)	(33)	(28)
Ending balance at December 31	\$ 11	\$ 12	\$ 11	\$ 105	\$ 90	\$ 69

**Valuation of Long-Lived Assets.** Long-lived assets such as property and equipment and capitalized software are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment loss would be recognized when estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition are less than the carrying amount.

**Goodwill.** Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather are tested for impairment annually or if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company did not recognize any goodwill impairment charges in 2010, 2009 or 2008.

**Warranty.** Provisions for product warranties are recorded in the period in which the related revenue is recognized. The Company accrues warranty reserves using percentages of revenue to reflect the Company's historical average warranty claims.

**Research and Development Costs.** Research and development costs are expensed as incurred (with the exception of the capitalized software development costs discussed above). Research and development costs primarily include payroll and headcount-related costs, contractor fees, facilities costs, infrastructure costs, and administrative expenses directly related to research and development support.

**Pension and Postemployment Benefits.** The Company accounts for its pension and postemployment benefit obligations using actuarial models. The measurement of plan obligations was made as of December 31, 2010. Liabilities are computed using the projected unit credit method. The objective under this method is to expense each participant's benefits under the plan as they accrue, taking into consideration salary increases and the plan's benefit allocation formula. Thus, the total pension or postemployment benefit to which each participant is expected to become entitled is broken down into units, each associated with a year of past or future credited service.

The Company recognizes the funded status of its pension and postemployment plan obligations in its consolidated balance sheet and records in other comprehensive income certain gains and losses that arise during the period, but are deferred under pension accounting rules.

**Foreign Currency.** Assets and liabilities of non-U.S. subsidiaries that operate in a local currency environment are translated into U.S. dollars at period-end exchange rates. Income and expense accounts are translated at average exchange rates prevailing during the period. Adjustments arising from the translation are included in accumulated other comprehensive income (loss), a separate component of stockholders' equity. Gains and losses resulting from foreign currency transactions are included in determining net income.

**Income Taxes.** Income tax expense is provided based on income before income taxes in the various jurisdictions in which the Company conducts its business. Deferred income taxes reflect the impact of temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. These deferred taxes are determined based on the enacted tax rates expected to apply in the periods in which the deferred assets or liabilities are expected to be settled or realized. Teradata recognizes tax benefits from uncertain tax positions only if it is more likely than not the tax position will be

sustained on examination by taxing authorities, based on the technical merits of the position. The Company records valuation allowances related to its deferred income tax assets when it is more likely than not that some portion or all of the deferred income tax assets will not be realized.

**Share-based Compensation.** Share-based payments to employees, including grants of stock options, are recognized in the financial statements based on their fair value. The fair value of each stock option award on the grant date is estimated using the Black-Scholes option-pricing model with the following assumptions: expected dividend yield, expected stock price volatility, weighted-average risk-free interest rate and weighted average expected term of the options. The Company's expected volatility assumption used in the Black-Scholes option-pricing model is based on peer group volatility. The expected term assumption is based on the simplified method under GAAP, which is based on the vesting period and contractual term for each vesting tranche of awards. The mid-point between the vesting date and the expiration date is used as the expected term under this method. The risk-free interest rate used in the Black-Scholes model is based on the implied yield curve available on U.S. Treasury zero-coupon issues at the date of grant with a remaining term equal to the Company's expected term assumption. The Company has never declared or paid a cash dividend.

**Treasury Stock.** Prior to the second quarter of 2008, stock repurchased through the share repurchase programs was retired. Beginning in the second quarter of 2008, stock repurchased through the share repurchase programs was held as treasury stock. Treasury stock is accounted for using the cost method.

**Earnings Per Share.** Basic earnings per share is calculated by dividing net income by the weighted-average number of shares outstanding during the reported period. The calculation of diluted earnings per share is similar to basic earnings per share, except that the weighted-average number of shares outstanding includes the dilution from potential shares added from stock options, restricted stock awards and other stock awards. Refer to Note 5 for share information on the Company's stock compensation plans.

The components of basic and diluted earnings per share are as follows:

For the year ended December 31	2010	2009	2008
<i>In millions, except earnings per share</i>			
Net income available for common stockholders	\$ 301	\$ 254	\$ 250
Weighted average outstanding shares of common stock	167.4	171.9	178.1
Dilutive effect of employee stock options and restricted stock	3.0	2.0	1.7
Common stock and common stock equivalents	170.4	173.9	179.8
Earnings per share:			
Basic	\$ 1.80	\$ 1.48	\$ 1.40
Diluted	\$ 1.77	\$ 1.46	\$ 1.39

Options to purchase 0.6 million shares of common stock for 2010, 1.8 million shares of common stock for 2009 and 1.7 million shares of common stock for 2008 were not included in the computation of diluted earnings per share because their exercise prices were greater than the average market price of the common shares and, therefore, the effect would have been anti-dilutive.

### Recently Issued Accounting Pronouncements

**Multiple-Deliverable Revenue Arrangements.** In October 2009, the Financial Accounting Standards Board ("FASB") issued new guidance regarding the accounting for revenue arrangements with multiple deliverables. This new guidance provides principles for allocation of consideration among its multiple-elements, allowing more alternatives in identifying and accounting for separate deliverables under an arrangement. The guidance will eliminate the residual method of allocation and require use of the relative selling price method. The guidance also introduces the best estimate selling price ("BESP") for valuing the deliverables of a bundled arrangement if vendor specific objective evidence ("VSOE") or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This guidance is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Alternatively, adoption may be on a retrospective basis, and early application is permitted. The Company will adopt this guidance, on a prospective basis, for applicable transactions originating or materially modified on or after January 1, 2011. The Company is currently evaluating the impact of adopting this standard, but does not expect it to have a material impact on reported revenues.

**Certain Revenue Arrangements That Include Software Elements.** In October 2009, the FASB issued new guidance for revenue arrangements that include software elements. This new guidance changes the accounting model for revenue arrangements that include both tangible products and software elements. Tangible products containing software and nonsoftware elements that

function together to deliver the tangible product's essential functionality will no longer be within the scope of software revenue guidance. The new guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early application is permitted. The Company will adopt this guidance, on a prospective basis, for applicable transactions originating or materially modified on or after January 1, 2011. The Company is currently evaluating the impact of adopting this standard, but does not expect it to have a material impact on reported revenues.

**Fair Value Measurements.** In January 2010, the FASB issued an update to provide new disclosures, and clarifications of existing disclosures related to fair value measurements. The new disclosures will require reporting entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. Additionally, in the Level 3 reconciliations, a reporting entity should present separately information about purchases, sales, issuances, and settlements. The update also clarifies that a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities, and should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements in Level 2 and Level 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years.

## NOTE 2 Supplemental Financial Information

At December 31	2010	2009
<i>In millions</i>		
<b>Accounts receivable</b>		
Trade	\$ 408	\$ 392
Other	3	4
Accounts receivable, gross	411	396
Less: allowance for doubtful accounts	(9)	(9)
Total accounts receivable, net	\$ 402	\$ 387
<b>Inventories</b>		
Finished goods	\$ 39	\$ 27
Service parts	26	20
Total inventories	\$ 65	\$ 47
<b>Other current assets</b>		
Current deferred tax assets	\$ 31	\$ 30
Other	25	27
Total other current assets	\$ 56	\$ 57
<b>Property and equipment</b>		
Land	\$ 8	\$ 8
Buildings and improvements	63	64
Machinery and other equipment	213	192
Property and equipment, gross	284	264
Less: accumulated depreciation	(179)	(169)
Total property and equipment, net	\$ 105	\$ 95
<b>Other current liabilities</b>		
Sales and value-added taxes	\$ 19	\$ 17
Other	51	59
Total other current liabilities	\$ 70	\$ 76
<b>Accumulated other comprehensive income, net of tax</b>		
Currency translation adjustments	\$ 31	\$ 34
Actuarial losses and prior service costs on employee benefit plans	(19)	(20)
Total accumulated other comprehensive income	\$ 12	\$ 14

### NOTE 3 Goodwill and Other Intangible Assets

The following table identifies the activity relating to goodwill by operating segment:

	Balance December 31, 2009	Additions	Currency Translation Adjustments	Balance December 31, 2010
<i>In millions</i>				
<b>Goodwill</b>				
Americas	\$ 71	\$ 14	\$ -	\$ 85
EMEA	10	7	-	17
APJ	28	3	3	34
<b>Total goodwill</b>	<b>\$ 109</b>	<b>\$ 24</b>	<b>\$ 3</b>	<b>\$ 136</b>

The change in goodwill for the twelve months ended December 31, 2010 was primarily due to an immaterial acquisition consummated during 2010, as well as changes in foreign currency exchange rates. The only change in goodwill for the twelve months ended December 31, 2009 was due to immaterial fluctuations in foreign currency exchange rates. In the fourth quarter of 2010, the Company performed its annual test of goodwill impairment and determined that no impairment to the carrying value of goodwill was necessary, as the fair value of each reporting segment was significantly in excess of their respective carrying amounts, including goodwill.

The Company's identifiable intangible assets, reported under Other Assets in the balance sheets, were specifically identified when acquired, and are deemed to have finite lives. The gross carrying amount and accumulated amortization for Teradata's identifiable intangible assets were as follows:

	Original Amortization Life (in Years)	December 31, 2010		December 31, 2009	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<i>In millions</i>					
<b>Identifiable intangible assets</b>					
Intellectual property	5	\$ 18	\$ (6)	\$ 6	\$ (3)

The increase in intellectual property since December 31, 2009 was due to software and technology assets acquired through immaterial business acquisitions.

The aggregate amortization expense (actual and estimated) for identifiable intangible assets for the following periods is:

	Actual	For the year ended (estimated)				
	2010	2011	2012	2013	2014	2015
<i>In millions</i>						
Amortization expense	\$ 2	\$ 3	\$ 3	\$ 2	\$ 2	\$ 1

### NOTE 4 Income Taxes

For the years ended December 31, income before income taxes consisted of the following:

	2010	2009	2008
<i>In millions</i>			
<b>Income before income taxes</b>			
United States	\$ 272	\$ 179	\$ 190
Foreign	142	155	148
<b>Total income before income taxes</b>	<b>\$ 414</b>	<b>\$ 334</b>	<b>\$ 338</b>



For the years ended December 31, income tax expense consisted of the following:

	2010	2009	2008
<i>In millions</i>			
<b>Income tax expense</b>			
<b>Current</b>			
Federal	\$ 53	\$ 24	\$ 8
State and local	5	4	5
Foreign	14	11	37
<b>Deferred</b>			
Federal	35	30	60
State and local	4	4	5
Foreign	2	7	(27)
<b>Total income tax expense</b>	<b>\$ 113</b>	<b>\$ 80</b>	<b>\$ 88</b>

The following table presents the principal components of the difference between the effective tax rate and the U.S. federal statutory income tax rate for the years ended December 31:

	2010	2009	2008
Income tax expense at the U.S. federal tax rate	35.0%	35.0%	35.0%
Foreign income tax differential	(8.1%)	(11.0%)	(12.5%)
State and local income taxes	1.5%	1.0%	2.0%
U.S. permanent book/tax differences	(0.9%)	(0.5%)	0.5%
Other, net	(0.2%)	(0.5%)	1.0%
<b>Total income tax expense</b>	<b>27.3%</b>	<b>24.0%</b>	<b>26.0%</b>

The effective tax rate for the year ended December 31, 2010 included a \$5 million tax benefit associated with the recognition of certain foreign net operating loss carryforwards resulting from an audit settlement in the first quarter of 2010. The effective tax rate for the year ended December 31, 2009 included a net tax benefit of a recurring state and local income tax credit that was not recognized in the 2008 income tax rate. The effective tax rate for the year ended December 31, 2008 included a \$3 million charge to reflect a change in estimate identified in conjunction with filing the Company's 2007 U.S. federal tax return. The provision for income taxes is based on the pre-tax earnings mix by jurisdiction of Teradata and its subsidiaries under the Company's current structure.

Deferred income tax assets and liabilities included in the balance sheets at December 31 were as follows:

	2010	2009
<i>In millions</i>		
<b>Deferred income tax assets</b>		
Employee pensions and other liabilities	\$ 47	\$ 40
Other balance sheet reserves and allowances	24	22
Deferred revenue	-	5
Tax loss and credit carryforwards	29	19
Capitalized research and development	45	66
Other	-	3
<b>Total deferred income tax assets</b>	<b>145</b>	<b>155</b>
<b>Deferred income tax liabilities</b>		
Capitalized software	42	35
Property and equipment	10	-
Other	4	6
<b>Total deferred income tax liabilities</b>	<b>56</b>	<b>41</b>
<b>Total net deferred income tax assets</b>	<b>\$ 89</b>	<b>\$ 114</b>

As of December 31, 2010, Teradata had net operating loss carryforwards in the United States and certain foreign jurisdictions of approximately \$17 million (tax effected), which begin to expire in 2012. In addition, Teradata has U.S. foreign tax credit carryforwards of \$7 million, which will begin expiring in 2017, and Research and Development Tax Credit carryforwards of \$6 million, which begin to expire in 2027.

The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates in the periods presented are largely based upon the pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business; these jurisdictions apply a broad range of statutory income tax rates. At December 31, 2010 the Company had not provided for federal income taxes on earnings of approximately \$591 million from its foreign subsidiaries. Should these earnings be distributed in the form of dividends or otherwise, the Company would be subject to both U.S. income taxes and potential withholding taxes in various international jurisdictions. The U.S. taxes would potentially be partially offset by U.S. foreign tax credits. Determination of the amount of unrecognized deferred U.S. tax liability is not practical because of the complexities associated with this hypothetical calculation.

The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company reflects any interest and penalties recorded in connection with its uncertain tax positions as a component of income tax expense.

At the end of 2010, the Company's tax liability related to uncertain tax positions totaled approximately \$8 million and is reflected in the "Other liabilities" section of the Company's balance sheet as a non-current liability. The entire balance would cause a decrease in the effective income tax rate upon recognition. Teradata has recorded less than \$1 million of interest accruals related to its uncertain tax liabilities as of December 31, 2010.

Below is a rollforward of the Company's liability related to uncertain tax positions at December 31:

	2010	2009
<i>In millions</i>		
Balance at January 1	\$ 6	\$ 1
Gross increases for prior period tax positions	1	2
Gross decreases for prior period tax positions	(1)	-
Gross increases for current period tax positions	2	3
<b>Balance at December 31</b>	<b>\$ 8</b>	<b>\$ 6</b>

The Company and its subsidiaries file income tax returns in the U.S. federal and various state jurisdictions, as well as numerous foreign jurisdictions. As of December 31, 2010, the Company is in the process of undergoing a U.S. federal tax examination for the 2007 and 2008 tax years, as well as tax examinations in a limited number of foreign jurisdictions; however, no material adjustments have been made nor are currently anticipated in any of these examinations.

#### **NOTE 5 Employee Share-based Compensation Plans**

The Company recorded stock-based compensation expense for the years ended December 31 as follows:

	2010	2009	2008
<i>In millions</i>			
Stock options	\$ 12	\$ 11	\$ 8
Restricted stock	14	12	13
Total stock-based compensation (pre-tax)	26	23	21
Tax benefit	(10)	(9)	(7)
<b>Total stock-based compensation, net of tax</b>	<b>\$ 16</b>	<b>\$ 14</b>	<b>\$ 14</b>

As of December 31, 2010, the Company's primary types of share-based compensation were stock options, restricted stock and restricted stock units.

## Stock Options

The Teradata Corporation 2007 Stock Incentive Plan (the "Teradata SIP"), as amended, was adopted by stockholders at the Company's 2009 Annual Meeting of Stockholders. The Teradata SIP provides for the grant of several different forms of stock-based compensation, including stock options to purchase shares of Teradata common stock. The Compensation and Human Resource Committee of Teradata's Board of Directors had discretion to determine the material terms and conditions of option awards under the Teradata SIP, provided that (i) the exercise price must be no less than the fair market value of Teradata common stock (as defined in the Teradata SIP or otherwise determined by the Teradata Compensation and Human Resource Committee) on the date of grant, (ii) the term must be no longer than ten years, and (iii) in no event shall the normal vesting schedule provide for vesting in less than one year. Grants generally have a four-year vesting period. A total of 20 million shares were authorized to be issued under the Teradata SIP. New shares of the Company's common stock are issued as a result of the vesting of restricted stock, restricted stock units and stock option exercises.

For the years ended December 31, 2010, 2009 and 2008, the weighted-average fair value of options granted for Teradata equity awards was \$13.97, \$10.22 and \$5.08, respectively. The fair value of each option award on the grant date was estimated using the Black-Scholes option-pricing model with the following assumptions:

	2010	2009	2008
Dividend yield	—	—	—
Risk-free interest rate	1.88%	2.36%	1.90%
Expected volatility	31.4%	31.2%	33.3%
Expected term (years)	6.3	6.3	6.3

The expected volatility assumption was based on peer group volatility, and the expected term assumption is determined using the simplified method under GAAP, which is based on the vesting period and contractual term for each vesting tranche of awards. The mid-point between the vesting date and the expiration date is used as the expected term under this method. The risk-free interest rate for periods within the contractual life of the option is based on an average of the five-year and seven-year U.S. Treasury yield curve in effect at the time of grant.

The following table summarizes the Company's stock option activity for the year ended December 31, 2010:

	Shares Under Option	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
<i>Shares in thousands</i>				
Outstanding at January 1, 2010	9,339	\$ 17.98	7.3	\$ 126
Granted	1,079	\$ 40.20		
Exercised	(1,634)	\$ 15.12		
Canceled	(35)	\$ 10.72		
Forfeited	(92)	\$ 19.02		
Outstanding at December 31, 2010	8,657	\$ 21.31	7.2	\$ 172
Fully vested and expected to vest at December 31, 2010	8,589	\$ 21.30	7.2	\$ 171
Exercisable at December 31, 2010	4,462	\$ 17.71	6.0	\$ 105

The total intrinsic value of options exercised was \$34 million in 2010, \$22 million in 2009 and \$4 million in 2008. Cash received by the Company from option exercises under all share-based payment arrangements was \$25 million in 2010, \$19 million in 2009 and \$4 million in 2008. The tax benefit realized from these exercises was \$9 million in 2010, \$6 million in 2009 and \$1 million in 2008. As of December 31, 2010, there was \$34 million of total unrecognized compensation cost related to unvested stock option grants. That cost is expected to be recognized over a weighted-average period of 1.7 years.

### Restricted Stock and Restricted Stock Units

The Teradata SIP provides for the issuance of restricted stock, as well as restricted stock units. Grants under the Teradata SIP consist of both service-based and performance-based awards. Service-based awards typically vest over a three- to four-year period beginning on the effective date of grant. These grants are not subject to future performance measures. The cost of these awards, determined to be the fair market value at the date of grant, is expensed ratably over the vesting period. For substantially all restricted stock grants, at the date of grant, the recipient has all rights of a stockholder, subject to certain restrictions on transferability and a risk of forfeiture. A recipient of restricted stock units does not have the rights of a stockholder and is subject to restrictions on transferability and risk of forfeiture. For both restricted stock grants and restricted stock units, any potential dividend rights would be subject to the same vesting requirements as the underlying equity award. As a result, such rights are considered a contingent transfer of value and consequently these equity awards are not considered participating securities. Performance-based grants are subject to future performance measurements over a one- to three-year period. All performance-based shares will become vested at the end of the performance and/or service period provided the employee is continuously employed by the Company and applicable performance measures are met. The fair value of each performance-based award is determined on the grant date, based on the Company's stock price, and assumes that performance targets will be achieved. Over the performance period, the number of shares of stock that will be issued is adjusted upward or downward based upon management's assessment of the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final achievement of performance metrics to the specified targets.

The following table reports restricted stock and restricted stock unit activity during the year ended December 31, 2010:

	Number of Shares	Weighted- Average Grant Date Fair Value per Share
<i>Shares in thousands</i>		
Unvested shares at January 1, 2010	1,282	\$ 25.24
Granted	655	\$ 34.32
Vested	(510)	\$ 27.50
Forfeited/canceled	(53)	\$ 22.39
Unvested shares at December 31, 2010	1,374	\$ 28.86

The total fair value of shares vested was \$14 million in 2010, \$3 million in 2009 and \$12 million in 2008. As of December 31, 2010, there was \$24 million of unrecognized compensation cost related to unvested restricted stock grants. The unrecognized compensation cost is expected to be recognized over a remaining weighted-average period of 1.5 years.

The following table represents the composition of Teradata restricted stock grants in 2010:

	Number of Shares	Weighted- Average Grant Date Fair Value
<i>Shares in thousands</i>		
Service-based shares	372	\$ 38.21
Performance-based shares	283	\$ 29.21
Total stock grants	655	\$ 34.32

### Other Share-based Plans

The Company's employee stock purchase program ("ESPP"), effective on October 1, 2007, provides eligible employees of Teradata and its designated subsidiaries an opportunity to purchase the Company's common stock at a discount to the average of the highest and lowest sale prices on the last trading day of each month. The ESPP discount is 5% of the average market price. As a result, this plan is considered non-compensatory under GAAP. Employees may authorize payroll deductions of up to 10% of eligible compensation for common stock purchases. A total of 4 million shares were authorized to be issued under the ESPP, with approximately 3.2 million shares remaining under that authorization at December 31, 2010. The shares of Teradata Common Stock purchased by a participant on an exercise date (the last day of each month) shall, for all purposes, be deemed to have been issued and sold at the close of business on such exercise date. Prior to that time, none of the rights or privileges of a stockholder shall exist with respect to such shares. Employees purchased approximately 0.2 million shares in 2010, 0.3 million shares in 2009 and 0.3 million shares in 2008, for approximately \$7 million, \$6 million and \$5 million, respectively.

### NOTE 6 Employee Benefit Plans

**Pension and Postemployment Plans.** Teradata currently sponsors defined benefit pension plans for certain of its international employees. For those international pension plans for which the Company holds asset balances, those assets are primarily invested in common/collective trust funds (which include publicly traded common stocks, corporate and government debt securities, real estate indirect investments, cash or cash equivalents) and insurance contracts.

Postemployment obligations relate to benefits provided to involuntarily terminated employees and certain inactive employees after employment but before retirement. These benefits are paid in accordance with various foreign statutory laws and regulations, and Teradata's established postemployment benefit practices and policies. Postemployment benefits may include disability benefits, supplemental unemployment benefits, severance, workers' compensation benefits, continuation of health care benefits and life insurance coverage, and are funded on a pay-as-you-go basis.

Pension and postemployment benefit costs for the years ended December 31 were as follows:

	2010		2009		2008	
	Pension	Postemployment	Pension	Postemployment	Pension	Postemployment
<i>In millions</i>						
Service cost	\$ 8	\$ 4	\$ 7	\$ 4	\$ 7	\$ 5
Interest cost	4	2	3	2	4	3
Expected return on plan assets	(3)	—	(2)	—	(3)	—
Settlement charge	—	—	1	—	1	—
Employee contributions	(1)	—	(1)	—	(1)	—
Amortization of actuarial loss	1	—	1	—	—	3
<b>Total costs</b>	<b>\$ 9</b>	<b>\$ 6</b>	<b>\$ 9</b>	<b>\$ 6</b>	<b>\$ 8</b>	<b>\$ 11</b>

The underfunded amount of pension and postemployment obligations is recorded as a liability in the Company's consolidated balance sheet. The following tables present the changes in benefit obligations, plan assets, funded status and the reconciliation of the funded status to amounts recognized in the consolidated balance sheets and in accumulated other comprehensive income at December 31:

	Pension		Postemployment	
	2010	2009	2010	2009
<i>In millions</i>				
<b>Change in benefit obligation</b>				
Benefit obligation at January 1	\$ 96	\$ 89	\$ 38	\$ 36
Service cost	7	6	4	4
Interest cost	4	3	2	2
Plan participant contributions	1	1	—	—
Amendments	—	—	(1)	—
Actuarial loss (gain)	4	(2)	(1)	2
Benefits paid	(7)	(6)	(2)	(6)
Currency translation adjustments	6	5	—	—
<b>Benefit obligation at December 31</b>	<b>111</b>	<b>96</b>	<b>40</b>	<b>38</b>
<b>Change in plan assets</b>				
Fair value of plan assets at January 1	45	36	—	—
Actual return on plan assets	2	(1)	—	—
Company contributions	13	10	—	—
Benefits paid	(7)	(6)	—	—
Currency translation adjustments	5	5	—	—
Plan participant contribution	1	1	—	—
<b>Fair value of plan assets at December 31</b>	<b>59</b>	<b>45</b>	<b>—</b>	<b>—</b>
<b>Funded status (underfunded)</b>	<b>\$ (52)</b>	<b>\$ (51)</b>	<b>\$ (40)</b>	<b>\$ (38)</b>
<b>Amounts Recognized in the Balance Sheet</b>				
Current liabilities	\$ (1)	\$ —	\$ (6)	\$ (6)
Noncurrent liabilities	(51)	(51)	(34)	(32)
<b>Net amounts recognized</b>	<b>\$ (52)</b>	<b>\$ (51)</b>	<b>\$ (40)</b>	<b>\$ (38)</b>
<b>Amounts Recognized in Accumulated Other Comprehensive Income</b>				
Net actuarial loss	\$ 33	\$ 27	\$ 3	\$ 5
Prior service credit	(3)	(3)	—	—
<b>Total</b>	<b>\$ 30</b>	<b>\$ 24</b>	<b>\$ 3</b>	<b>\$ 5</b>

The accumulated pension benefit obligation was \$103 million at December 31, 2010 and \$90 million at December 31, 2009. For pension plans with accumulated benefit obligations in excess of plan assets, the projected benefit obligation, accumulated benefit obligation and fair value of assets were \$110 million, \$102 million and \$58 million, respectively, at December 31, 2010, and \$67 million, \$61 million and \$17 million, respectively, at December 31, 2009.

The following table presents the pre-tax net changes in projected benefit obligations recognized in other comprehensive income during 2010:

	Pension		Postemployment	
	2010	2009	2010	2009
<i>In millions</i>				
Actuarial loss/(gain) arising during the year	\$ 5	\$ 2	\$ (1)	\$ 2
Amortization of loss included in net periodic benefit cost	(1)	(1)	—	—
Prior service credit arising during the year	—	—	(1)	—
Recognition of loss due to settlement	—	(1)	—	—
Foreign currency exchange	2	2	—	—
<b>Total recognized in other comprehensive expense (income)</b>	<b>\$ 6</b>	<b>\$ 2</b>	<b>\$ (2)</b>	<b>\$ 2</b>

The following table presents the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost during 2011:

	Pension	Postemployment
<i>In millions</i>		
Net loss	\$ 4	\$ —
<b>Total recognized in other comprehensive loss/(income)</b>	<b>\$ 4</b>	<b>\$ —</b>

The weighted-average rates and assumptions used to determine benefit obligations at December 31, 2010 and 2009, and net periodic benefit cost for the year ended December 31, 2010 and 2009, were as follows:

	Pension Benefit Obligations		Pension Benefit Cost	
	2010	2009	2010	2009
Discount rate	3.9%	4.2%	4.2%	4.2%
Rate of compensation increase	3.3%	3.3%	3.3%	3.2%
Expected return on plan assets	N/A	N/A	4.7%	5.2%

	Postemployment Benefit Obligations		Postemployment Benefit Cost	
	2010	2009	2010	2009
Discount rate	4.4%	4.8%	4.8%	4.8%
Rate of compensation increase	3.7%	3.7%	3.7%	3.7%
Involuntary turnover rate	2.0%	2.0%	2.0%	2.0%

The Company determines the expected return on assets based on individual plan asset allocations, historical capital market returns, and long-run interest rate assumptions, with input from its actuaries, investment managers, and independent investment advisors. The company emphasizes long-term expectations in its evaluation of return factors, discounting or ignoring short-term market fluctuations. Expected asset returns are reviewed annually, but generally modified only when asset allocation strategies change or long-term economic trends are identified.

The discount rate used to determine year-end 2010 U.S. benefit obligations was derived by matching the plans' expected future cash flows to the corresponding yields from the Citigroup Pension Discount Curve. This yield curve has been constructed to represent the available yields on high-quality fixed-income investments across a broad range of future maturities. International discount rates were determined by examining interest rate levels and trends within each country, particularly yields on high-quality long-term corporate bonds, relative to our future expected cash flows.

Gains and losses have resulted from changes in actuarial assumptions and from differences between assumed and actual experience, including, among other items, changes in discount rates and differences between actual and assumed asset returns. These gains and losses (except those differences being amortized to the market-related value) are only amortized to the extent that they exceed 10% of the higher of the market-related value or the projected benefit obligation of each respective plan.

**Plan Assets.** The weighted-average asset allocations at December 31, 2010 and 2009, by asset category are as follows:

	Actual Asset Allocation As of December 31		2010 Target Asset Allocation
	2010	2009	
Equity securities	41%	42%	40%
Debt securities	38%	34%	41%
Insurance (annuity) contracts	10%	13%	10%
Real estate	5%	4%	4%
Other	6%	7%	5%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

**Fair Value.** GAAP has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as significant other observable inputs, such as quoted prices in active markets for similar assets or liabilities, or quoted prices in less-active markets for identical assets; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for pension assets as of December 31, 2010.

*Common/collective trust funds (which include money market funds, equity funds, bond funds, real-estate indirect investment, etc):* Valued at the net asset value ("NAV") of shares held by the Plan at year end, as reported to the Plan by the trustee, which represents the fair value of shares held by the Plan. Because the NAV of the shares held in the common/collective trust funds are derived by the value of the underlying investments, which are detailed in the table below, the Company has classified these underlying investments as Level 2 fair value measurements.

*Insurance contracts:* Valued by discounting the related future benefit payments using a current year-end market discount rate, which represents the fair value of the insurance contract. The Company has classified these contracts as Level 3 assets for fair value measurement purposes.

The following table sets forth by level, within the fair value hierarchy, the pension plan assets at fair value as of December 31, 2010:

	December 31, 2010	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In Millions</i>				
Cash/cash equivalents/money market funds	\$ 2	\$ —	\$ 2	\$ —
Equity funds	24	—	24	—
Bond/fixed-income funds	22	—	22	—
Real-estate indirect investment	3	—	3	—
Commodities/Other	2	—	2	—
Insurance contracts	6	—	—	6
<b>Total Assets at fair value</b>	<b>\$ 59</b>	<b>\$ —</b>	<b>\$ 53</b>	<b>\$ 6</b>

The table below sets forth a summary of changes in the fair value of the pension plan level 3 assets for the year ended December 31, 2010:

	Insurance Contracts
<i>In Millions</i>	
Balance as of January 1, 2010	\$ 6
Actual return on plan assets	—
Purchases, sales and settlements, net	—
<b>Balance as of December 31, 2010</b>	<b>\$ 6</b>



The following table sets forth by level, within the fair value hierarchy, the pension plan assets at fair value as of December 31, 2009:

	December 31, 2009	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In Millions</i>				
Cash/cash equivalents/money market funds	\$ 2	\$ —	\$ 2	\$ —
Equity funds	19	—	19	—
Bond/fixed-income funds	15	—	15	—
Real-estate indirect investment	2	—	2	—
Commodities/Other	1	—	1	—
Insurance contracts	6	—	—	6
<b>Total Assets at fair value</b>	<b>\$ 45</b>	<b>\$ —</b>	<b>\$ 39</b>	<b>\$ 6</b>

The table below sets forth a summary of changes in the fair value of the pension plan level 3 assets for the year ended December 31, 2009:

	Insurance Contracts
<i>In Millions</i>	
Balance as of January 1, 2009	\$ 6
Actual return on plan assets	—
Purchases, sales and settlements, net	—
<b>Balance as of December 31, 2009</b>	<b>\$ 6</b>

**Investment Strategy.** Teradata employs a number of investment strategies across its various international pension plans. In some countries, particularly where Teradata does not have a large employee base, the Company may use insurance (annuity) contracts to satisfy its future pension payment obligations, whereby the Company makes pension plan contributions to an insurance company in exchange for which the pension plan benefits will be paid when the members reach a specified retirement age or on earlier exit of members from the plan. In other countries, the Company may employ local asset managers to manage investment portfolios according to the investment policies and guidelines established by the Company, and with consideration to individual plan liability structure and local market environment and risk tolerances. The Company's investment policies and guidelines primarily emphasize diversification across and within asset classes to maximize long-term returns subject to prudent levels of risk, with the overall objective of enabling the plans to meet their future obligations. The investment portfolios contain a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across domestic and international stocks, small and large capitalization stocks, and growth and value stocks. Fixed-income assets are diversified across government and corporate bonds. Where applicable, real estate investments are made through real estate securities, partnership interests or direct investment, and are diversified by property type and location.

#### Cash Flows Related to Employee Benefit Plans

**Cash Contributions.** The Company plans to contribute approximately \$11 million to the international pension plans and \$6 million to postemployment benefit obligations in 2011.

**Estimated Future Benefit Payments.** The Company expects to make the following benefit payments reflecting past and future service from its pension and postemployment plans:

	Pension Benefits	Postemployment Benefits
<i>In millions</i>		
<b>Year</b>		
2011	\$ 9	\$ 6
2012	\$ 9	\$ 6
2013	\$ 8	\$ 6
2014	\$ 8	\$ 6
2015	\$ 9	\$ 5
2016-2020	\$ 43	\$ 21

**Savings Plans.** U.S. employees and many international employees participate in defined contribution savings plans. These plans generally provide either a specified percent of pay or a matching contribution on participating employees' voluntary elections. The Company's matching contributions typically are subject to a maximum percentage or level of compensation. Employee contributions can be made pre-tax, after-tax or a combination thereof. The expense for the U.S. savings plan was \$15 million in 2010, \$15 million in 2009 and \$15 million in 2008. The expense for international subsidiary savings plans was \$11 million in 2010, \$10 million in 2009 and \$10 million in 2008.

#### **NOTE 7 Derivative Instruments and Hedging Activities**

As a portion of the Company's operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company may be exposed to potential losses from changes in foreign currency exchange rates. In an attempt to mitigate the impact of currency fluctuations, the Company uses foreign exchange forward contracts to hedge transactional exposures resulting predominantly from foreign currency denominated inter-company inventory purchases. The forward contracts are designated as fair value hedges of specified foreign currency denominated inter-company payables and generally mature in three months or less. The Company does not hold or issue financial instruments for trading purposes nor does it hold or issue leveraged derivative instruments. By using derivative financial instruments to hedge exposures to changes in exchange rates, the Company exposes itself to credit risk. The company attempts to manage exposure to counterparty credit risk by entering into derivative financial instruments with highly rated institutions that can be expected to fully perform under the terms of the agreement.

All derivatives are recognized in the Consolidated Balance Sheet at their fair value. The fair values of foreign exchange contracts are based on market spot and forward exchange rates and represent estimates of possible value that may not be realized in the future. Changes in the fair value of derivative financial instruments, along with the loss or gain on the hedged asset or liability, are recorded in current period earnings. The notional amounts represent agreed-upon amounts on which calculations of dollars to be exchanged are based, and are an indication of the extent of Teradata's involvement in such instruments. These notional amounts do not represent amounts exchanged by the parties and, therefore, are not a measure of the instruments. Across its portfolio of contracts, Teradata has both long and short positions relative to the U.S. dollar. As a result, Teradata's net involvement is less than the total contract notional amount of the Company's foreign exchange forward contracts.

The contract notional amount of the Company's foreign exchange forward contracts was \$91 million (\$51 million on a net basis) at December 31, 2010, and \$67 million (\$45 million on a net basis) at December 31, 2009. The fair value derivative assets and liabilities recorded in other current assets and accrued liabilities at December 31, 2010 and 2009, were not material.

The aggregate net foreign currency transaction gains and losses in 2010, 2009 and 2008 were not material to the results of operations. The aggregate foreign currency transaction amounts include the gains/losses on the Company's foreign currency fair value hedges for all periods presented.

#### **NOTE 8 Commitments and Contingencies**

In the normal course of business, the Company is subject to proceedings, lawsuits, claims and other matters, including those that relate to the environment, health and safety, employee benefits, export compliance, intellectual property, tax matters, and other regulatory compliance and general matters, including those described below.

The Company is subject to governmental investigations and requests for information from time to time. As previously reported prior to Teradata's Separation from NCR, the United States Department of Justice is conducting an investigation regarding the propriety of the Company's arrangements or understandings with others in connection with certain federal contracts and the adequacy of certain disclosures related to such contracts. The investigation arises in connection with civil litigation in federal district court filed under the *qui tam* provisions of the civil False Claims Act against a number of information technology companies, including the Company. The complaints against the Company remain under seal. The Company continues to conduct its analysis of such claims focusing on the propriety of certain transactions under federal programs under which Teradata was a contractor. During 2008 the Company shared evidence with the Justice Department of questionable conduct that the Company uncovered and is continuing to cooperate with the Justice Department in its investigation, and has initiated discussions to resolve this matter.

A separate portion of the government's investigation relates to the adequacy of pricing disclosures made to the government in connection with negotiation of NCR's General Services Administration Federal Supply Schedule as it relates to Teradata, prior to the Company's Separation from NCR, and to whether certain subsequent price reductions were properly passed on to the government. Both NCR and the Company are participating in this aspect of the investigation, with respect to certain products and services of each, and each will assume financial responsibility for its own exposures, if any, without indemnification from the other. At this time, the Company is unable to determine the extent of its liability with respect to this aspect of the investigation.

The Company has an accrual of approximately \$3 million related to the current best estimate of probable liability relating to these matters. The Company believes the amounts provided in its financial statements are adequate in light of the probable and estimable liabilities. However, because such matters are subject to many uncertainties, the outcomes are not predictable and there can be no assurances that the actual amounts required to satisfy alleged liabilities from the matters described above and other matters, and to comply with applicable laws and regulations, will not exceed the amounts reflected in the Company's financial statements or will not have a material adverse effect on its results of operations, financial condition or cash flows.

**Guarantees and Product Warranties.** Guarantees associated with the Company's business activities are reviewed for appropriateness and impact to the Company's financial statements. Periodically, the Company's customers enter into various leasing arrangements coordinated with a leasing company. In some instances, the Company guarantees the leasing company a minimum value at the end of the lease term on the leased equipment. As of December 31, 2010, the maximum future payment obligation of this guaranteed value and the associated liability balance was \$3 million.

The Company provides its customers a standard manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. Estimated future obligations due to warranty claims are based upon historical factors such as labor rates, average repair time, travel time, number of service calls and cost of replacement parts. For each consummated sale, the Company recognizes the total customer revenue and records the associated warranty liability using pre-established warranty percentages for that product class.

The following table identifies the activity relating to the warranty reserve for the years ended December 31:

	2010	2009	2008
<i>In millions</i>			
<b>Warranty reserve liability</b>			
Beginning balance at January 1	\$ 5	\$ 6	\$ 6
Accruals for warranties issued	14	11	13
Settlements (in cash or kind)	(13)	(12)	(13)
Balance at end of period	\$ 6	\$ 5	\$ 6

The Company also offers extended and/or enhanced coverage to its customers in the form of maintenance contracts. The Company accounts for these contracts by deferring the related maintenance revenue over the extended and/or enhanced coverage period. Costs associated with maintenance support are expensed as incurred. Amounts associated with these maintenance contracts are not included in the table above.

In addition, the Company provides its customers with certain indemnification rights. In general, the Company agrees to indemnify the customer if a third party asserts patent or other infringement on the part of the customer for its use of the Company's products. The Company has entered into indemnification agreements with the officers and directors of its subsidiaries. From time to time, the Company also enters into agreements in connection with its acquisition and divestiture activities that include indemnification obligations by the Company. The fair value of these indemnification obligations is not readily determinable due to the conditional nature of the Company's potential obligations and the specific facts and circumstances involved with each particular agreement, and as such the Company has not recorded a liability in connection with these indemnification arrangements. Historically, payments made by the Company under these types of agreements have not had a material effect on the Company's consolidated financial condition, results of operations or cash flows.

**Leases.** Teradata conducts certain of its sales and administrative operations using leased facilities, the initial lease terms of which vary in length. Many of the leases contain renewal options and escalation clauses that are not material to the overall lease portfolio. Future minimum operating lease payments and committed subleases under non-cancelable leases as of December 31, 2010, for the following fiscal years were:

	Total Amounts	2011	2012	2013	2014	2015
<i>In millions</i>						
Operating lease obligations	\$ 54	\$ 18	\$ 15	\$ 9	\$ 6	\$ 6
Sublease rentals	(15)	(3)	(3)	(3)	(3)	(3)
Total committed operating leases less sublease rentals	\$ 39	\$ 15	\$ 12	\$ 6	\$ 3	\$ 3

The Company's actual rental expense was \$17 million, \$17 million and \$18 million for the years ended December 31, 2010, 2009 and 2008, respectively. The Company had no contingent rentals for these periods, but received sublease rental income of \$4 million, \$5 million and \$5 million for the years ended December 31, 2010, 2009 and 2008, respectively.

**Concentrations of Risk.** The Company is potentially subject to concentrations of credit risk on accounts receivable and financial instruments such as hedging instruments, and cash and cash equivalents. Credit risk includes the risk of nonperformance by counterparties. The maximum potential loss may exceed the amount recognized on the balance sheet. Exposure to credit risk is managed through credit approvals, credit limits, selecting major international financial institutions (as counterparties to hedging transactions) and monitoring procedures. Teradata's business often involves large transactions with customers, and if one or more of those customers were to default in its obligations under applicable contractual arrangements, the Company could be exposed to potentially significant losses. However, management believes that the reserves for potential losses were adequate at December 31, 2010 and 2009.

The Company is also potentially subject to concentrations of supplier risk. Our hardware components are assembled exclusively by Flextronics Corporation. Flextronics procures a wide variety of components used in the manufacturing process on our behalf. Although many of these components are available from multiple sources, Teradata utilizes preferred supplier relationships to better ensure more consistent quality, cost and delivery. Typically, these preferred suppliers maintain alternative processes and/or facilities to ensure continuity of supply. Given the Company's strategy to outsource its manufacturing activities to Flextronics and to source certain components from single suppliers, a disruption in production at Flextronics or at a supplier could impact the timing of customer shipments.

#### NOTE 9 Fair Value Measurements

The Company's assets and liabilities measured at fair value on a recurring basis include money market funds and foreign currency exchange contracts. A portion of the Company's excess cash reserves are held in money market funds which generate interest income based on the prevailing market rates. Money market funds are included in cash and cash equivalents in the Company's balance sheet. Money market fund holdings are measured at fair value using quoted market prices and are classified within Level 1 of the valuation hierarchy. When deemed appropriate, the Company minimizes its exposure to changes in foreign currency exchange rates through the use of derivative financial instruments, specifically, forward foreign exchange contracts. The fair value of these contracts are measured at the end of each interim reporting period using observable inputs other than quoted prices. As such, these derivative instruments are classified within Level 2 of the valuation hierarchy. Fair value gains for open contracts are recognized as assets and fair value losses are recognized as liabilities. The foreign exchange currency contracts in effect at December 31, 2010 and 2009 had no material fair value gains and losses. Any gains and losses would be mitigated by corresponding gains on the underlying exposures.

The Company's assets and liabilities measured at fair value on a recurring basis and subject to fair value disclosure requirements at December 31, 2010 were as follows:

	December 31, 2010	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In millions</i>				
<b>Assets</b>				
Money market funds	\$ 534	\$ 534	\$ —	\$ —

The Company's assets measured at fair value on a recurring basis and subject to fair value disclosure requirements at December 31, 2009 were as follows:

	December 31, 2009	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In millions</i>				
<b>Assets</b>				
Money market funds	\$ 403	\$ 403	\$ —	\$ —

## NOTE 10 Segment, Other Supplemental Information and Concentrations

Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the North America and Latin America ("Americas") region; (2) the Europe, Middle East and Africa ("EMEA") region; and (3) the Asia Pacific and Japan ("APJ") region. Management evaluates the performance of its segments based on revenue and segment margin, and does not include segment assets for management reporting purposes. Corporate-related costs are fully-allocated to the segments.

The following table presents regional segment revenue and segment gross margin for the Company for the years ended December 31:

	2010	% of Revenue	2009	% of Revenue	2008	% of Revenue
<i>In millions</i>						
<b>Revenue</b>						
Americas <sup>(1)</sup>	\$ 1,166	60%	\$ 981	57%	\$ 984	56%
EMEA	442	23%	430	25%	451	26%
APJ	328	17%	298	18%	327	18%
<b>Total revenue</b>	<b>1,936</b>	<b>100%</b>	<b>1,709</b>	<b>100%</b>	<b>1,762</b>	<b>100%</b>
<b>Segment gross margin</b>						
Americas	702	60%	570	58%	557	57%
EMEA	232	52%	230	53%	234	52%
APJ	154	47%	138	46%	158	48%
<b>Total gross margin</b>	<b>1,088</b>	<b>56%</b>	<b>938</b>	<b>55%</b>	<b>949</b>	<b>54%</b>
Selling, general and administrative expenses	526	27%	483	28%	508	29%
Research and development expenses	147	8%	117	7%	108	6%
<b>Total income from operations</b>	<b>\$ 415</b>	<b>21%</b>	<b>\$ 338</b>	<b>20%</b>	<b>\$ 333</b>	<b>19%</b>

<sup>(1)</sup> The Americas region includes revenue from the United States of \$1,059 million in 2010, \$871 million in 2009 and \$894 million in 2008.

The following table presents revenue by product and services revenue for the Company for the years ended December 31:

	2010	2009	2008
<i>In millions</i>			
Products (software and hardware) <sup>(1)</sup>	\$ 933	\$ 772	\$ 849
Consulting services	536	497	485
Maintenance services	467	440	428
<b>Total services</b>	<b>1,003</b>	<b>937</b>	<b>913</b>
<b>Total revenue</b>	<b>\$ 1,936</b>	<b>\$ 1,709</b>	<b>\$ 1,762</b>

<sup>(1)</sup> Our data warehousing software and hardware products are often sold and delivered together in the form of a "node" of capacity as an integrated technology solution. Accordingly, it is impracticable to provide the breakdown of revenue from various types of software and hardware products.

The following table presents property and equipment by geographic area at December 31:

	2010	2009
<i>In millions</i>		
United States	\$ 87	\$ 82
Americas (excluding United States)	2	2
EMEA	4	3
APJ	12	8
<b>Property and equipment, net</b>	<b>\$ 105</b>	<b>\$ 95</b>

**Concentrations.** No single customer accounts for more than 10% of the Company's revenue. As of December 31, 2010, the Company is not aware of any significant concentration of business transacted with a particular customer that could, if suddenly eliminated, have a material adverse effect on the Company's operations. The Company also has no concentration of available sources of labor, services, licenses or other rights that could, if suddenly eliminated, have a material adverse effect on its operations.

#### NOTE 11 Subsequent Events

On January 21, 2011, Teradata completed its acquisition of 100 percent of the stock of Aprimo, Inc. ("Aprimo"), pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated December 21, 2010. Aprimo is a global provider of integrated marketing software solutions. Aprimo is being integrated into Teradata's operations, and the Aprimo organization will support Teradata's applications strategy, including development, marketing, sales, and services. The purpose of this acquisition is to advance Teradata's position in Integrated Marketing Management, building on Aprimo's established position.

The aggregate consideration payable with respect to all of the outstanding stock and equity interests (including all outstanding warrants, stock options and restricted stock units) of Aprimo in the acquisition was \$525 million in cash, subject to potential adjustments for closing working capital and certain of Aprimo's indemnification obligations under the Merger Agreement. The purchase price was funded in part by using \$225 million of existing U.S. cash, and in part by drawing-down in full the Company's \$300 million credit facility. Additionally, Teradata is expected to incur acquisition-related transaction and integration costs of approximately \$13 million for the year ended December 31, 2011. These costs include investment banking, legal and accounting fees, severance and retention payments, and other costs directly related to the acquisition.

As Teradata's acquisition of Aprimo was closed on January 21, 2011, management is still determining the purchase price allocation. However, the substantial majority of the purchase price is expected to be allocated to goodwill and intangible assets. Additionally, the pro forma impact of the Aprimo acquisition on 2011 results is not expected to be material.

## NOTE 12 Quarterly Information (unaudited)

	First	Second	Third	Fourth
<i>In millions, except per share amounts</i>				
<b>2010</b>				
Total revenues	\$ 429	\$ 470	\$ 489	\$ 548
Gross margin	\$ 236	\$ 268	\$ 279	\$ 305
Operating income	\$ 86	\$ 106	\$ 106	\$ 117
Net income	\$ 67	\$ 74	\$ 75	\$ 85
Net income per share:				
Basic	\$ 0.40	\$ 0.44	\$ 0.45	\$ 0.51
Diluted	\$ 0.39	\$ 0.44	\$ 0.44	\$ 0.50
<b>2009</b>				
Total revenues	\$ 367	\$ 421	\$ 425	\$ 496
Gross margin	\$ 200	\$ 233	\$ 227	\$ 278
Operating income	\$ 60	\$ 84	\$ 88	\$ 106
Net income	\$ 45	\$ 62	\$ 63	\$ 84
Net income per share:				
Basic	\$ 0.26	\$ 0.36	\$ 0.37	\$ 0.49
Diluted	\$ 0.26	\$ 0.36	\$ 0.36	\$ 0.48

## COMMON STOCK INFORMATION

Teradata common stock trades on the New York Stock Exchange under the symbol "TDC." There were approximately 95,000 registered holders of Teradata common stock as of February 18, 2011. The following table presents the high and low closing per share prices of Teradata common stock traded on the New York Stock Exchange during the calendar quarter indicated.

Common Stock Closing Market Price	High	Low
<b>2010</b>		
Fourth quarter	\$ 43.50	\$ 37.31
Third quarter	\$ 38.96	\$ 29.62
Second quarter	\$ 33.98	\$ 28.25
First quarter	\$ 31.04	\$ 27.66
<b>2009</b>		
Fourth quarter	\$ 32.08	\$ 26.35
Third quarter	\$ 27.90	\$ 21.82
Second quarter	\$ 24.10	\$ 15.28
First quarter	\$ 17.12	\$ 13.02

Teradata has not paid cash dividends and does not anticipate the payment of cash dividends to shareholders of Teradata common stock in the immediate future. The declaration of dividends in the future would be subject to the discretion of Teradata's Board of Directors.

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## SELECTED FINANCIAL DATA

Shown in millions, except per share and employee data

For the Year Ended December 31	2010	2009	2008	2007 <sup>(1)</sup>	2006
Revenue	\$ 1,936	\$ 1,709	\$ 1,762	\$ 1,702	\$ 1,547
Income from operations	\$ 415	\$ 338	\$ 333	\$ 320	\$ 302
Other (expense) income	\$ (1)	\$ (4)	\$ 5	\$ 2	\$ -
Income tax expense	\$ 113	\$ 80	\$ 88	\$ 122	\$ 110
Net income	\$ 301	\$ 254	\$ 250	\$ 200	\$ 192
Net income per common share					
Basic	\$ 1.80	\$ 1.48	\$ 1.40	\$ 1.11	\$ 1.06
Diluted	\$ 1.77	\$ 1.46	\$ 1.39	\$ 1.10	\$ 1.06

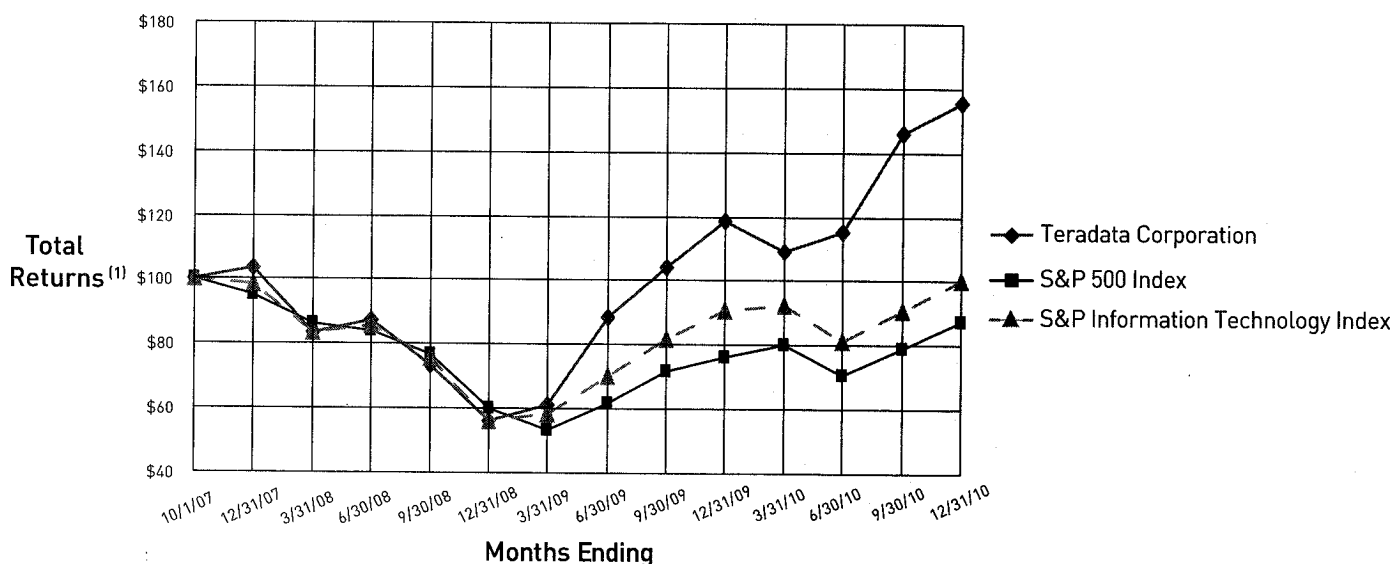
  

At December 31	2010	2009	2008	2007	2006
Total assets	\$ 1,883	\$ 1,569	\$ 1,430	\$ 1,294	\$ 1,003
Debt	\$ -	\$ -	\$ -	\$ -	\$ -
Total stockholders' equity/parent company equity	\$ 1,189	\$ 910	\$ 777	\$ 631	\$ 591
Cash dividends	\$ -	\$ -	\$ -	\$ -	\$ -
Number of employees	7,400	6,600	6,400	5,900	5,100

<sup>(1)</sup> Includes \$17 million (\$15 million after-tax) for expenses related to Teradata's separation from NCR; a \$10 million charge related to a tax rate change in Germany; an out-of-period income tax expense adjustment of \$7 million relating to prior years; and \$6 million for a tax benefit related to the separation from NCR.

## TOTAL RETURN TO SHAREHOLDERS

The following graph compares the relative performance of Teradata stock, the Standard & Poor's 500 Stock Index and the Standard & Poor's Information Technology Index. This graph covers the thirty-nine-month period from October 1, 2007 (immediately following the Separation of Teradata from NCR Corporation), through December 31, 2010.



Company/Index	Oct 1 2007	Dec 31 2007	Dec 31 2008	Dec 31 2009	Dec 31 2010
Teradata Corporation	\$ 100	\$ 104	\$ 56	\$ 119	\$ 156
S&P 500 Index	\$ 100	\$ 95	\$ 60	\$ 76	\$ 87
S&P Information Technology Index	\$ 100	\$ 99	\$ 56	\$ 91	\$ 100

<sup>(1)</sup> In each case, assumes a \$100 investment immediately following the Separation of Teradata from NCR on October 1, 2007, and reinvestment of all dividends, if any.

## CORPORATE INFORMATION

### Annual Meeting of Stockholders

Stockholders are invited to attend Teradata's Annual Meeting of Stockholders at 8 a.m. on Tuesday, April 26, 2011, to be held at

Terry Executive Education Center  
3475 Lenox Road NE  
Atlanta, Georgia 30326

### Stockholder Account Inquiries

Information regarding "registered" stockholder accounts is available from Teradata's stock transfer agent, Computershare Shareholder Services, at [www.computershare.com/investor](http://www.computershare.com/investor) or by contacting:

Teradata Corporation  
c/o Computershare Shareholder Services  
P.O. Box 43078  
Providence, RI 02940-3078

Email: [www.computershare.com/investor](http://www.computershare.com/investor)

Phone: 888-730-8825 (U.S.)  
781-575-4338 (International)

TDD for the hearing impaired:  
800-952-9245 (U.S.)  
781-575-4592 (International)

### Company Information

Information regarding Teradata's filings with the U.S. Securities and Exchange Commission ("SEC"), annual report on Form 10-K, quarterly reports, and other financial information can be accessed at [www.teradata.com/investor](http://www.teradata.com/investor), or obtained without charge by contacting:

Teradata Investor Relations  
10000 Innovation Drive  
Dayton, OH 45342  
Phone: 937-242-4878  
E-mail: [investor.relations@teradata.com](mailto:investor.relations@teradata.com)

### CEO and CFO Certifications

In 2010, the company's CEO provided the New York Stock Exchange ("NYSE") with the annual CEO certification regarding Teradata's compliance with the NYSE's corporate governance listing standards. In addition, the company's CEO and CFO filed with the SEC all required certifications regarding the quality of Teradata's public disclosures in its fiscal 2010 periodic reports.

### Leadership

**Michael F. Koehler**  
President and Chief Executive Officer

**Rocky J. Blanton**  
President, Americas Region

**Stephen A. Brobst**  
Chief Technology Officer

**Todd B. Carver**  
Vice President, Deputy General Counsel and Chief Ethics and Compliance Officer

**Alan C. Chow**  
Chief Customer Officer

**Saundra D. Davis**  
Vice President, Human Resources

**Robert E. Fair, Jr.**  
Executive Vice President,  
Global Field Operations

**William M. Godfrey**  
President, Aprimo

**Scott E. Gnau**  
Chief Development Officer

**Peter Hand**  
President, APJ Region

**Daniel L. Harrington**  
Executive Vice President,  
Technology and Support Services

**Bruce A. Langos**  
Chief Operations Officer

**Darryl D. McDonald**  
Executive Vice President, Applications,  
Business Development and  
Chief Marketing Officer

**Laura K. Nyquist**  
General Counsel and Corporate Secretary

**Stephen M. Scheppmann**  
Executive Vice President and  
Chief Financial Officer

**Hermann Wimmer**  
President, EMEA Region

**Robert A. Young**  
Vice President,  
Financial Planning and Operations

### Board of Directors

**James M. Ringler**  
Chairman of the Board  
Teradata Corporation

**Edward P. Boykin**  
Retired President and Chief Operating Officer  
Computer Sciences Corporation

**Nancy E. Cooper**  
Executive Vice President and  
Chief Financial Officer  
CA Technologies

**Cary T. Fu**  
Chairman of the Board and  
Chief Executive Officer  
Benchmark Electronics, Inc.

**David E. Kepler**  
Executive Vice President, Business Services,  
Chief Sustainability Officer, and  
Chief Information Officer  
The Dow Chemical Company

**Michael F. Koehler**  
President and Chief Executive Officer  
Teradata Corporation

**Victor L. Lund**  
Non-Executive Chairman of the Board  
DemandTec, Inc.

**John G. Schwarz**  
Chief Executive Officer and Co-Founder  
Visier LLC

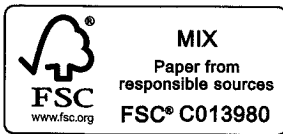
**William S. Stavropoulos**  
Chairman Emeritus  
The Dow Chemical Company



# TERADATA®

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