SS&C TECHNOLOGIES INC
Form 10-K
February 26, 2010

Table of Contents

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

Form 10-K

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2009

or

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

Commission file number: 000-28430
SS&C Technologies, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**06-1169696**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

80 Lamberton Road
Windsor, CT 06095
(Address of Principal Executive Offices, Including Zip Code)

860-298-4500
(Registrant s Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes þ No o

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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

Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o

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

The aggregate market value of the registrant s common equity held by non-affiliates is zero. The registrant is a privately-held corporation.

There were 1,000 shares of the registrant s common stock outstanding as of February 25, 2010.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

SS&C TECHNOLOGIES, INC.

YEAR 2009 FORM 10-K ANNUAL REPORT

TABLE OF CONTENTS

Table of Contents

FORWARD-LOOKING INFORMATION

This annual report contains forward-looking statements. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words believes , anticipates , plans , expects , should and similar expressions are intended to identify forward-look statements. The factors discussed under Item 1A. Risk Factors , among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. We expressly disclaim any obligation to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The following (identified in the chart of products and services on pages 11 and 12) are registered trademarks and/or service marks of SS&C Technologies, Inc. and/or its subsidiaries in the United States and/or in other countries: ADVISORWARE, DBC, FUNDRUNNER, MARGINMAN, PACER, PAGES, PORTPRO, RECON, SKYLINE, SYLVAN, TRADEDESK, TRADETHRU, and ZOOLOGIC. SS&C Technologies, Inc. and/or its subsidiaries in the United States and/or in other countries have trademark or service mark rights to certain other names and marks referred to in this annual report.

We use the terms SS&C , the Company , we , us and our in this annual report to refer to SS&C Technologies, Inc. its subsidiaries, unless the context requires otherwise.

Table of Contents

PART I

Item 1. *Business*

SS&C Technologies, Inc. was acquired on November 23, 2005 through a merger transaction with SS&C Technologies Holdings, Inc., a Delaware corporation (formerly known as Sunshine Acquisition Corporation) formed by investment funds associated with The Carlyle Group. The acquisition was accomplished through the merger of Sunshine Merger Corporation, a wholly-owned subsidiary of SS&C Technologies Holdings, Inc., into SS&C Technologies, Inc., with SS&C Technologies, Inc. being the surviving company and a wholly-owned subsidiary of SS&C Technologies Holdings, Inc. (the Transaction). See further discussion of the Transaction in Note 1 of notes to the consolidated financial statements. Unless the context otherwise requires, we refer to SS&C Technologies Holdings, Inc. as SS&C Holdings throughout this annual report.

Company Overview

We are a leading provider of mission-critical, sophisticated software products and software-enabled services that allow financial services providers to automate complex business processes and effectively manage their information processing requirements. Our portfolio of software products and rapidly deployable software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. We provide our solutions globally to more than 4,500 clients, principally within the institutional asset management, alternative investment management and financial institutions vertical markets. In addition, our clients include commercial lenders, corporate treasury groups, insurance and pension funds, municipal finance groups and real estate property managers.

We provide the global financial services industry with a broad range of software-enabled services, which consist of software-enabled outsourcing services and subscription-based on-demand software that are managed and hosted at our facilities, and specialized software products, which are deployed at our clients facilities. Our software-enabled services, which combine the strengths of our proprietary software with our domain expertise, enable our clients to contract with us to provide many of their mission-critical and complex business processes. For example, we utilize our software to offer comprehensive fund administration services for alternative investment managers, including fund manager services, transfer agency services, fund of funds services, tax processing and accounting. We offer clients the flexibility to choose from multiple software delivery options, including on-premise applications and hosted, multi-tenant or dedicated applications. Additionally, we provide certain clients with targeted, blended solutions based on a combination of our various software and software-enabled services. We believe that our software-enabled services provide superior client support and an attractive alternative to clients that do not wish to install, manage and maintain complicated financial software. The following table describes selected functionality of our software products and software enabled services and the eight vertical markets that we serve.

Selected Functionality	Alternative Investment Managers	Financial Markets	Treasury, Banks & Credit Unions	Institutional Asset Managers	Insurance & Pension Funds	Commercial Lenders	Municipal Finance Groups	Real Estate Property Managers

Portfolio Management/Accounting	ü	ü	ü	ü	ü			
Trading/Treasury Operations	ü	ü	ü	ü	ü			
Financial Modeling			ü		ü		ü	
Fund Administration Services	ü							
Loan Management/Accounting			ü		ü	ü		
Money Market Processing			ü					
Property Management								ü

Our business model is characterized by substantial contractually recurring revenues, high operating margins and significant cash flow. We generate revenues primarily through our high-value software-enabled services, which are typically sold on a long-term subscription basis and integrated into our clients business processes. Our software-enabled services are generally provided under two- to five-year non-cancelable contracts with monthly or quarterly payments. We also generate revenues by licensing our software to clients through either perpetual or term licenses and by selling maintenance services. Maintenance services are generally provided under annually renewable contracts. As a consequence, a significant portion of our revenues consists of subscription payments and maintenance fees and is contractually recurring in nature. Our pricing typically scales as a function of our clients assets under management, the complexity of asset classes managed and the volume of transactions.

Our contractually recurring revenue model helps us minimize the fluctuations in revenues and cash flows typically associated with up-front, perpetual software license revenues and enhances our ability to manage costs. Our contractually recurring revenues, which we define as our software-enabled services and maintenance revenues, represented 85% of total revenues in the year ended December 31, 2009. We have experienced average revenue retention rates in each of the last five years of greater than 90% on our software-enabled services and maintenance contracts for our core enterprise products. We believe that the high value-added nature of our products and services has enabled us to maintain our high revenue retention rates and significant operating margins.

We generated revenues of $270.9 million for the year ended December 31, 2009 as compared to revenues of $280.0 million and $248.2 million for the years ended December 31, 2008 and 2007, respectively. We generated 79% of our revenues in 2009 from clients in North America and 21% from clients outside North America. Our revenues are highly diversified, with our largest client in 2009 accounting for less than 5% of our revenues. Additional financial information, including geographic information, is available in our consolidated financial statements, including the notes thereto.

Our Industry

We serve a number of vertical markets within the financial services industry, including alternative investment funds, investment management firms, insurance companies, banks and brokerage firms. The recent economic crisis has negatively affected each of these markets and contributed to a significant decline in asset value. In particular, alternative investment funds, such as hedge funds, experienced increased redemption requests and money managers experienced a shift from equities to money market funds, treasuries and other liquid investments. These factors all contribute to reducing revenues among the financial services firms, which, in turn, affects their access to credit, spending ability and, in some cases, their long-term viability.

Many of these recent issues highlight the need for effective risk assessment tools, improved reporting systems, accurate accounting and compliance systems and overall management of middle- and back-office operations. These challenges provide us opportunities as industry participants seek to respond efficiently and effectively to increased regulation and investor demand for transparency, and to enhance their competitive position in a challenging environment.

Opportunities

The current market turmoil that the industry is experiencing is amidst a decade of change for the financial services industry as a whole where trading volumes have risen, the complexity of instruments has expanded, regulatory pressure has intensified and automation has evolved in the capital markets.

Asset Classes and Securities Products Growing in Volume and Complexity. Investment professionals must increasingly track and invest in numerous types of asset classes far more complex than traditional equity and debt instruments. These assets require more sophisticated systems to automate functions such as trading and modeling, portfolio management, accounting, performance measurement, reconciliation, reporting, processing and clearing.

Manual tracking of orders and other transactions is not effective for these assets. In addition, as the business knowledge requirements increase, firms see increasing value in outsourcing the management of these assets to firms such as SS&C who offer software-enabled services.

Increasing Regulatory Requirements and Investor Demand for Transparency. Recent market and economic conditions have led to new legislation and numerous proposals for changes in the regulation of the financial services industry, including significant additional legislation and regulation in the United States. Several high-profile scandals have also led to increased investor demand for transparency. The financial services industry must meet these complicated and burdensome requirements, and many have struggled to do so. In addition, as the financial services industry continues to grow in complexity, we anticipate regulatory oversight will continue to impose new demands on financial services providers. The expectation is that hedge funds may start to experience similar regulatory pressures. In addition, financial services providers continue to face increasing regulatory oversight from domestic organizations such as the Financial Industry Regulatory Authority, U.S. Treasury Department, Securities and Exchange Commission, New York Stock Exchange, National Association of Insurance Commissioners and U.S. Department of Labor as well as foreign regulatory bodies such as the Office of Supervision of Financial Institutions in Ottawa, Canada, Financial Services Association in London, England and Ministry of Finance in Tokyo, Japan.

Increasing Willingness to Implement Solutions from Independent Software Vendors and Outsource IT Operations. Historically, financial services providers have relied in large part on their internal IT departments to supply the systems required to manage, analyze and control vast amounts of data. Rather than internally developing applications that automate business processes, many financial services providers are implementing advanced software solutions from independent software vendors to replace their current systems, which are often cumbersome, time-consuming to operate and expensive to implement, customize, update and support. Additionally, financial services providers globally are outsourcing a growing percentage of their business processes to benefit from best-in-class process execution, focus on core operations, quickly expand into new markets, reduce costs, streamline organizations, handle increased transaction volumes and ensure system redundancy. We believe that one of the key challenges faced by investment management industry participants is how to expand their use of third-party service providers to address the increasing complexity of new products and the growing investor and regulatory information demands. For example, many alternative investment firms lack the substantial in-house IT resources necessary to establish and manage the complex IT infrastructures their investment professionals require. These firms increasingly seek end-to-end solutions that enable them to outsource their operations from the front-office through the back-office.

Intense Global Competition Among Financial Services Providers. Competition within the financial services industry has become intense as financial services providers expand into new markets and offer new services to their clients in an effort to maximize their profitability. Additionally, a significant number of small- and medium-sized organizations, such as hedge funds, have begun to compete with large financial institutions as they seek to attract new clients whose assets they can manage. As traditional equity and debt instruments become more commoditized, financial services providers are expanding into more complex product and service offerings to drive profitability. In response to these increasingly competitive conditions worldwide, financial services organizations seek to rapidly expand into new markets, manage operational enterprise risk, increase front-office productivity and drive cost savings by utilizing software to automate and integrate their mission-critical and labor intensive business processes.

Our Competitive Strengths

We believe that our position in the marketplace results from several key competitive strengths, including:

Enhanced Capability Through Software Ownership. We use our proprietary software products and infrastructure to provide our software-enabled services, strengthening our overall operating margins and providing a competitive advantage. Because we use our own products in the execution of our software-enabled services and generally own and control our products source code, we can quickly identify and deploy product improvements and respond to client feedback, enhancing the competitiveness of our software and software-enabled service offerings. This continuous feedback process provides us with a significant advantage over many of our competitors, specifically those software competitors that do not provide a comparable model and therefore do not have the same level of hands-on experience with their products.

Broad Portfolio of Products and Services Focused on Financial Services Organizations. Our broad portfolio of over 60 software products and software-enabled services allows professionals in the financial services industry to efficiently and rapidly analyze and manage information, increase productivity, devote more time to critical business decisions and reduce costs. Our products and services automate our clients most mission-critical, complex business processes, and improve their operational efficiency. We believe our product and service offerings position us as a leader within the specific verticals of the financial services software and services market in which we compete. We provide highly flexible, scalable and cost-effective solutions that enable our clients to track complex securities, better employ sophisticated investment strategies, scale efficiently and meet evolving regulatory requirements. Our solutions allow our clients to automate and integrate their front-office, middle-office and back-office functions, thus enabling straight-through processing.

Independent Fund Administration Services. The third-party service providers that participate in the alternative investment market include auditors, fund administrators, attorneys, custodians and prime brokers. Each provider performs a valuable function with the intention of providing transparency of the fund s assets and the valuation of those assets. Conflicts of interest may arise when the above parties attempt to provide more than one of these services. The industry is increasingly becoming aware of these conflicts and seeking independent fund administrators such as SS&C.

Highly Attractive Operating Model. We believe we have a highly attractive operating model due to the contractually recurring nature of our revenues, the scalability of our software and software-enabled services, the significant operating cash flow we generate and our highly effective sales and marketing model.

Growing Contractually Recurring Revenues. We continue to focus on growing our contractually recurring revenues from our software-enabled services and our maintenance contracts because they provide greater predictability in the operation of our business and enable us to strengthen long-term relationships with our clients. Contractually recurring revenues represented 85% of total revenues for the year ended December 31, 2009, up from 52% of total revenues in 2000.

Scalable Software and Software-enabled Services. We have designed our software and software-enabled services to accommodate significant additional business volumes with limited incremental costs. The ability to generate additional revenues from increased volumes without incurring substantial incremental costs provides us with opportunities to improve our operating margins.

Significant Operating Cash Flow. We are able to generate significant operating cash flows due to our strong operating margins and the relatively modest capital requirements needed to grow our business.

Highly Effective Sales and Marketing Model. We utilize a direct sales force model that benefits from significant direct participation by senior management. We achieve significant efficiency in our sales model by leveraging the Internet as a direct marketing medium. We currently deliver over 375,000 electronic newsletters to industry participants worldwide approximately every two weeks. These eBriefings are integrated with our corporate website, www.ssctech.com, and are the source for a substantial number of our sales leads. Our deep domain knowledge and extensive participation in day-to-day investment, finance and fund administration activities enable us to create informative and timely articles that are the basis of our eBriefings.

Deep Domain Knowledge and Extensive Industry Experience. As of December 31, 2009, we had 1,061 development, service and support professionals with significant expertise across the eight vertical markets that we serve and a deep working knowledge of our clients businesses. By leveraging our domain expertise and knowledge, we have developed, and continue to improve, our mission-critical software products and services to enable our clients to overcome the complexities inherent in their businesses. For example, our Complete Asset Management, Reporting and Accounting, or CAMRA, software, which supports the entire portfolio management function across all typical securities transactions, was originally released in 1989 and has been continually updated to meet our clients new business requirements. We were founded in 1986 by William C. Stone, who has served as our Chairman and Chief Executive Officer since our inception. Our senior management team has a track record of operational excellence and an average of more than 15 years of experience in the software and financial services industries.

Trusted Provider to Our Highly Diversified and Growing Client Base. By providing mission-critical, reliable software products and services for more than 20 years, we have become a trusted provider to the financial services industry. We have developed a large and growing installed base within multiple segments of the financial services industry. Our clients include some of the largest and most well-recognized firms in the financial services industry. We believe that our high-quality products and superior services have led to long-term client relationships, some of which date from our earliest days of operations. Our strong client relationships, coupled with the fact that many of our current clients use our products for a relatively small portion of their total funds and investment vehicles under management, provide us with a significant opportunity to sell additional solutions to our existing clients and drive future revenue growth at lower cost.

Table of Contents

Superior Client Support and Focus. Our ability to rapidly deliver improvements and our reputation for superior service have proven to be a strong competitive advantage when developing client relationships. We provide our larger clients with a dedicated client support team whose primary responsibility is to resolve questions and provide solutions to address ongoing needs. We also offer the Solution Center, an interactive website that serves as an exclusive online client community where clients can find answers to product questions, exchange information, share best practices and comment on business issues. We believe a close and active service and support relationship significantly enhances client satisfaction, strengthens client relationships and furnishes us with information regarding evolving client issues.

Our Growth Strategy

We intend to be the leading provider of superior technology solutions to the financial services industry. The key elements of our growth strategy include:

Continue to Develop Software-Enabled Services and New Proprietary Software. Since our founding in 1986, we have focused on building substantial financial services domain expertise through close working relationships with our clients. We have developed a deep knowledge base that enables us to respond to our clients most complex financial, accounting, actuarial, tax and regulatory needs. We intend to maintain and enhance our technological leadership by using our domain expertise to build valuable new software-enabled services and solutions, continuing to invest in internal development and opportunistically acquiring products and services that address the highly specialized needs of the financial services industry. Our internal product development team works closely with marketing and client service personnel to ensure that product evolution reflects developments in the marketplace and trends in client requirements. In addition, we intend to continue to develop our products in a cost-effective manner by leveraging common components across product families. We believe that we enjoy a competitive advantage because we can address the investment and financial management needs of high-end clients by providing industry-tested products and services that meet global market demands and enable our clients to automate and integrate their front-, middle- and back-office functions for improved productivity, reduced manual intervention and bottom-line savings. Our software-enabled services revenues increased from $30.9 million for the year ended December 31, 2004 to $163.3 million for the year ended December 31, 2009, representing a compound annual growth rate of 40%.

Expand Our Client Base. Our client base of more than 4,500 clients represents a fraction of the total number of financial services providers globally. As a result, we believe there is substantial opportunity to grow our client base over time as our products become more widely adopted. We have a substantial opportunity to capitalize on the increasing adoption of mission-critical, sophisticated software and software-enabled services by financial services providers as they continue to replace inadequate legacy solutions and custom in-house solutions that are inflexible and costly to maintain.

Increase Revenues from Existing Clients. We believe our established client base presents a substantial opportunity for growth. Revenues from our existing clients generally grow along with the amount and complexity of assets that they manage and the volume of transactions that they execute. While we expect to continue to benefit from the financial services industry s growing assets under management, expanding asset classes, and increasing transaction volumes, we also intend to leverage our deep understanding of the financial services industry to identify other opportunities to increase our revenues from our existing clients. Many of our current clients use our products only for a portion of their total assets under management and investment funds, providing us with significant opportunities to expand our business relationship and revenues. We have been successful in, and expect to continue to focus our marketing efforts on, providing additional modules or features to the products and services our existing clients already use, as well as cross-selling our other products and services. Additionally, we intend to sell additional software products and services to new divisions and new funds of our existing client base. Our client services team is primarily responsible for expanding our relationships with current clients. Moreover, our high quality of service helps us maintain significant client retention rates and longer lasting client relationships.

Continue to Capitalize on Acquisitions of Complementary Businesses and Technologies. We intend to continue to employ a highly disciplined and focused acquisition strategy to broaden and enhance our product and service offerings, expand our intellectual property portfolio, add new clients and supplement our internal development efforts. We believe that our acquisitions have been an extension of our research and development effort that has enabled us to purchase proven products and remove the uncertainties associated with software development projects. We will seek to opportunistically acquire, at reasonable valuations, businesses, products and technologies in our existing or complementary vertical markets that will enable us to better satisfy our clients rigorous and evolving needs. We have a proven ability to integrate complementary businesses as demonstrated by the 29 businesses that we have acquired since 1995. Our experienced senior management team leads a rigorous evaluation of our acquisition candidates to ensure that they satisfy our product or service needs and will successfully integrate with our business while meeting our targeted financial goals. As a result, our acquisitions have contributed marketable products or services that have added to our revenues. Through the broad reach of our direct sales force and our large installed client base, we believe we can market these acquired products and services to a large number of prospective clients. Additionally, we have been able to improve the operational performance and profitability of our acquired businesses, creating significant value for our stockholders.

Strengthen Our International Presence. We believe that there is a significant market opportunity to provide software and services to financial services providers outside North America. In 2009, we generated 21% of our revenues from clients outside North America. We are building our international operations in order to increase our sales outside North America. We plan to continue to expand our international market presence by leveraging our existing software products and software-enabled services. For example, we believe that the rapidly growing alternative investment management market in Europe presents a compelling growth opportunity.

Our Acquisitions

We intend to continue to employ a highly disciplined and focused acquisition strategy to broaden and enhance our product and service offerings, add new clients and supplement our internal development efforts. Our acquisitions have enabled us to expand our product and service offerings into new markets or client bases within the financial services industry. The addition of new products and services has also enabled us to market other products and services to acquired client bases. We believe that our acquisitions have been an extension of our research and development effort and have enabled us to purchase proven products and remove the uncertainties sometimes associated with software development projects.

Since 1995, we have acquired 29 businesses within our industry. To date, our acquisitions have contributed marketable products or services that have added to our revenues. We believe that we have generally been able to improve the operating performance and profitability of our acquired businesses. We seek to reduce the costs of the acquired businesses by consolidating sales and marketing efforts and by eliminating redundant administrative tasks and research and development expenses. In many cases, we have also been able to increase revenues generated by acquired products and services by leveraging our existing products and services, larger sales capabilities and client base.

We generally seek to acquire companies that satisfy our financial metrics, including expected return on investment, and that:

provide complementary products or services in the financial services industry;

possess proven technology and an established client base that will provide a source of ongoing revenue and to whom we may be able to sell existing products and services.

Expand our intellectual property portfolio to complement our business;

address a highly specialized problem or a market niche in the financial services industry;

- expand our global reach into strategic geographic markets; and
- have solutions that lend themselves to being delivered as software-enabled services.

We believe, based on our experience, that there are numerous solution providers addressing highly particularized financial services needs or providing specialized services that would meet our disciplined acquisition criteria.

Table of Contents

The following table provides a list of acquisitions we have made since 1995:

Acquisition Date	Acquired Business	Contract Purchase Price*	Acquired Capabilities, Products and Services
March 1995	Chalke	$10,000,000	Expanded insurance footprint with PTS actuarial product
November 1997	Mabel Systems	$850,000 and 109,224 shares	Entered Benelux market with investment accounting product
December 1997	Shepro Braun Systems	1,500,000 shares	Entered hedge fund and family office markets with Total Return product
March 1998	Quantra	$2,269,800 and 819,028 shares	Entered the real estate property management market with SKYLINE product
April 1998	The Savid Group	$821,500	Expanded debt & derivative product offerings
March 1999	HedgeWare	1,028,524 shares	Expanded product offerings for the hedge fund and family office markets
March 1999	Brookside	41,400 shares	Expanded our consulting services capabilities
November 2001	Digital Visions	$1,350,000	Entered financial institutions market with BANC Mall, PALMS and PortPro products
January 2002	Real-Time USA	$4,000,000	Expanded financial institutions offerings with Lightning and Real-Time products
November 2002	DBC	$4,500,000	Added municipal finance structuring products for underwriters, investment banks, municipal issuers and financial advisors
December 2003	Amicorp Fund Services	$1,800,000	Entered offshore fund administration services market
January 2004	Investment Advisory Network	$3,000,000	Expanded wealth management capabilities with Compass and Portfolio Manager products
February 2004	NeoVision Hypersystems	$1,600,000	Added data visualization dashboard capabilities with Heatmaps product
April 2004	OMR Systems	$19,671,000	Added integrated global product offering for financial institutions and hedge funds with TradeThru product
February 2005	Achievement Technologies	$470,000	Enhanced real estate property management offering with SamTrak facilities management product

Table of Contents

Acquisition Date	Acquired Business	Contract Purchase Price*	Acquired Capabilities, Products and Services
February 2005	EisnerFast	$25,300,000	Expanded fund administration services to the hedge fund and private equity markets
April 2005	Financial Models Company	$159,000,000	Expanded front-, middle- and back-office products and services to the investment management industry including Pacer, Pages, Recon and Sylvan products
June 2005	Financial Interactive	358,424 shares and warrants to purchase 50,000 shares	Expanded alternative investment fund offerings with Fund*Runner* CRM product.
August 2005	MarginMan	$5,600,000	Expanded depth in foreign currency exchange market with MarginMan product
October 2005	Open Information Systems	$24,000,000	Entered money market , custody and security lending market with Global Debt Manager, Information Manager and Money Market Manager products Information Manager
March 2006	Cogent Management	$12,250,000	Expanded fund administration services to hedge fund and private equity markets
August 2006	Zoologic	$3,000,000	Added education and training courseware offerings for financial institutions
March 2007	Northport	$5,000,000	Expanded fund administration services to private equity market
October 2008	Micro Design Services	$17,200,000	Added real-time, mission-critical order routing and execution services with ACA, BlockTalk and MarketLook products
March 2009	Evare	$3,514,500	Expanded institutional middle- and back-office outsourcing services with financial data acquisition, transformation and delivery services
May 2009	MAXIMIS	$7,700,000	Expanded institutional footprint and provided new cross-selling opportunities
November 2009	TheNextRound	$21,000,000	Expanded private equity client base with TNR Solution product

Acquisition Date	Acquired Business	Contract Purchase Price*	Acquired Capabilities, Products and Services
December 2009	Tradeware	$22,500,000	Added electronic trading offering in broker/dealer market
February 2010	GIPS	$12,000,000	Expanded fund administration services to private equity market

* Share references are to shares of our common stock after giving effect to our three-for-two common stock split in the form of a stock dividend effective as of March 2004.

Products and Services

Our products and services allow professionals in the financial services industry to automate complex business processes within financial services providers and are instrumental in helping our clients manage significant information processing requirements. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. Our portfolio of over 60 products and software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing.

The following chart summarizes our principal software products and services, typical users and the vertical markets each product serves. Most of these products are also used to deliver our software-enabled services.

Products	Typical Users	Vertical Markets Served
Portfolio Management/Accounting		
AdvisorWare	Portfolio managers	Alternative investment managers
Altair	Asset managers	Financial markets
CAMRA	Fund administrators	Institutional asset managers
Debt & Derivatives	Investment advisors	Insurance & pension funds
Fund *Runner* Marathon	Auditors	Treasury, banks & credit unions
Global Wealth Platform	Alternative investment managers	
Lightning	Brokers/dealers	
MAXIMIS		
Pacer		
Pages		
PALMS		
PortPro		
Recon		
Suite for Australia		
Sylvan		
TNR Solution		
Total Return		
Trading/Treasury Operations		
Antares	Securities traders	Alternative investment managers
Antares Trader	Financial institutions	Financial markets

BlockTalk BlockTalk*Plus* MarginMan MarketLook Information System TradeDesk TradeThru Tradeware MarketCenter	Risk managers Foreign exchange traders Asset managers Brokers/dealers Financial exchanges	Institutional asset managers Insurance & pension funds Treasury, banks & credit unions Corporate treasuries

Table of Contents

Products	Typical Users	Vertical Markets Served
Financial Modeling		
DBC PTS	CEO/CFOs Risk managers Actuarial professionals Bank asset/liability managers Investment bankers State/local treasury staff Financial advisors	Insurance & pension funds Municipal finance groups Treasury, banks & credit unions
Loan Management/Accounting		
LMS Loan Suite LMS Originator LMS Servicer The BANC Mall	Mortgage originators Commercial lenders Mortgage loan servicers Mortgage loan portfolio managers Real estate investment managers Bank/credit union loan officers	Commercial lenders Insurance & pension funds Treasury, banks & credit unions
Property Management		
SKYLINE	Real estate investment managers Real estate leasing agents Real estate property managers Facility managers	Real estate leasing/property managers
Money Market Processing		
Information Manager Money Market Manager Global Debt Manager	Financial institutions Custodians Security lenders Cash managers	Treasury, banks & credit unions
Training		
Zoologic Learning Solutions	Financial institutions Asset managers Hedge fund managers Investment bankers	All verticals

Services	Typical Users	Vertical Markets Served
Advanced Component Architecture Custom Mobility Evare GlobalX SS&C Direct SS&C Fund Services SSCNet SVC Tradeware FIXLink Tradeware OATS Consolidator	Portfolio managers Asset managers Financial exchanges Fund administrators Investment advisors Alternative investment managers Securities traders Brokers/dealers	Alternative investment managers Financial markets Institutional asset managers Insurance and pension funds Treasury, banks & credit unions

Portfolio Management/Accounting

Our products and services for portfolio management span most of our vertical markets and offer our clients a wide range of investment management solutions.

AdvisorWare. AdvisorWare software supports hedge funds, funds of funds and family offices with sophisticated global investment, trading and management concerns, and/or complex financial, tax (including German tax requirements), partnership and allocation reporting requirements. It delivers comprehensive multicurrency investment management, financial reporting, performance fee calculations, net asset value calculations, contact management and partnership accounting in a straight-through processing environment.

Altair. Altair software is a portfolio management system designed for companies that are looking for a solution that meets Benelux market requirements and want client/server architecture with SQL support. We license Altair primarily to European asset managers, stock brokers, custodians, banks, pension funds and insurance companies. Altair supports a full range of financial instruments, including fixed income, equities, real estate investments and alternative investment vehicles.

CAMRA. CAMRA (Complete Asset Management, Reporting and Accounting) software supports the integrated management of asset portfolios by investment professionals operating across a wide range of institutional investment entities. CAMRA is a 32-bit, multi-user, integrated solution tailored to support the entire portfolio management function and includes features to execute, account for and report on all typical securities transactions.

We have designed CAMRA to account for all activities of the investment operation and to continually update investment information through the processing of day-to-day securities transactions. CAMRA maintains transactions and holdings and stores the results of most accounting calculations in its open, relational database, providing user-friendly, flexible data access and supporting data warehousing.

CAMRA offers a broad range of integrated modules that can support specific client requirements, such as TBA dollar rolls, trading, compliance monitoring, net asset value calculations, performance measurement, fee calculations and reporting.

Debt & Derivatives. Debt & Derivatives is a comprehensive financial application software package designed to process and analyze all activities relating to derivative and debt portfolios, including pricing, valuation and risk analysis, derivative processing, accounting, management reporting and regulatory reporting. Debt & Derivatives delivers real-time transaction processing to treasury and investment professionals, including traders, operations staff, accountants and auditors.

FundRunner Marathon. *FundRunner* Marathon gives hedge fund managers the tools necessary for investor communication and reporting.

GlobalWealth Platform. A web-based service, GlobalWealth Platform combines our core asset management product functions with an innovative, easy-to-use interface. GlobalWealth Platform provides an integrated suite with key components modeling, trading, portfolio accounting, client communications and other mission critical workflows as an on-demand, software-enabled service.

Lightning. Lightning is a comprehensive software-enabled service supporting the front-, middle- and back-office processing needs of commercial banks and broker-dealers of all sizes and complexity. Lightning automates a number of processes, including trading, sales, funding, accounting, risk analysis and asset/liability management.

MAXIMIS. MAXIMIS is a real-time intranet-enabled portfolio management solution for insurance companies,pension funds and institutional asset managers. Its key product functions include portfolio analysis, investment management, trade processing, cash processing, multi-currency accounting, regulatory reporting, operations and analysis and management reporting.

Pacer. Pacer is a portfolio management and accounting system designed to manage diversified global portfolios and meet the unique management and accounting needs of all business streams, from institutional and pension management, to separately managed accounts, private client portfolios, mutual funds and unit trusts.

Pages. Pages is a client communication system that generates unique individual client statements and slide presentations for print, electronic or face-to-face meetings. Pages helps enhance customer services by producing client statements that automatically assemble data from portfolio management, customer relationship management, performance measurement and other investment systems.

PALMS. PALMS (Portfolio Asset Liability Management System) is an Internet-based service for community banks and credit unions that enables them to manage and analyze their balance sheet. PALMS gives financial institutions instant access to their balance sheet by importing data directly from general ledger, loan, deposit and investment systems and can perform simulations for detailed analysis of the data.

Table of Contents

PortPro. PortPro delivers Internet-based portfolio accounting and is available as a software-enabled service. PortPro helps financial institutions effectively measure, analyze and manage balance sheets and investment portfolios. PortPro is offered as a stand-alone product or as a module of Lightning. PortPro includes bond accounting and analytics.

Recon. Recon is a transaction, position and cash reconciliation system that streamlines reconciliation by identifying exceptions and providing effective workflow tools to resolve issues faster, thereby reducing operational risk. Recon automatically reconciles transactions, holdings and cash from multiple sources.

Suite for Australia. Suite for Australia is a web-based portfolio management solution for investment managers, managed account providers, wholesale fund managers, and private client administrators in the Australian market.

TNR Solution. TNR Solution is a software product for private equity, hedge funds, funds of hedge funds and family offices. Built around Microsoft s .NET platform, the product gives end users the flexibility to manage all aspects of their operations from contact management, fund raising, investor relations, fund, portfolio and deal management, general ledger and reporting.

Total Return. Total Return is a portfolio management and partnership accounting system directed toward the hedge fund and family office markets. It is a multi-currency system, designed to provide financial and tax accounting and reporting for businesses with high transaction volumes.

Trading/Treasury Operations

Our comprehensive real-time trading systems offer a wide range of trade order management solutions that support both buy-side and sell-side trading. Our full-service trade processing system delivers comprehensive processing for global treasury and derivative operations. Solutions are available to clients either through a license or as a software-enabled service.

Antares. Antares is a comprehensive, real-time, event-driven trading and profit and loss reporting system designed to integrate trade modeling with trade order management. Antares enables clients to trade and report fixed-income, equities, foreign exchange, futures, options, repos and many other instruments across different asset classes. Antares also offers an add-on option of integrating Heatmaps data visualization technology to browse and navigate holdings information.

Antares Trader. Antares Trader is an integrated order management and execution management system (OEMS) that enables clients to integrate pre-trade compliance, real-time position and profit and loss, what-if analysis, reporting and Financial Information eXchange (FIX) connectivity. In addition, Antares Trader facilitates the routing of trades to multiple brokers and execution venues and provides direct market access for equities, futures and options trading.

BlockTalk. BlockTalk is a broadcast messaging platform that enables floor brokers to send liquidity alerts for any New York Stock Exchange-listed security to the floor community.

BlockTalkPlus. BlockTalk*Plus* is a subscription-based distribution platform enabling sponsored off-floor trading desks and their clients to receive liquidity alerts directly from the trading floor of the New York Stock Exchange.

MarginMan. MarginMan delivers collateralized trading software to the foreign exchange marketplace. MarginMan supports collateralized foreign exchange trading, precious metals trading and over-the-counter foreign exchange options trading.

MarketLook Information System (MLIS). MLIS allows traders anywhere in the world access to market color and size directly from traders on the trading floor of the New York Stock Exchange.

TradeDesk. TradeDesk is a comprehensive paperless trading system that automates front- and middle-office aspects of fixed-income transaction processing. In particular, TradeDesk enables clients to automate ticket entry, confirmation and access to offerings and provides clients with immediate, online access to complete client information and holdings.

Table of Contents

TradeThru. TradeThru is a web-based treasury and derivatives operations service that supports multiple asset classes and provides multi-bank, multi-entity and multi-currency integration of front-, middle- and back-office trade functions for financial institutions. TradeThru is available either through a license or as a software-enabled service. The system delivers automated front- to back-office functions throughout the lifecycle of a trade, from deal capture to settlement, risk management, accounting and reporting. TradeThru also provides data to other external systems, such as middle-office analytic and risk management systems and general ledgers. TradeThru provides one common instrument database, counterparty database, audit trail and end-of-day runs.

Tradeware MarketCenter. Tradeware MarketCenter is an order management solution for all aspects of global agency trading process, from sending indications of interest (IOI s) to managing order flow to providing back-office and compliance reporting.

Financial Modeling

We offer several powerful analytical software and financial modeling applications for the insurance industry. We also provide analytical software and services to the municipal finance groups market.

DBC Product Suite. We provide analytical software and services to municipal finance groups. Our suite of DBC products addresses a broad spectrum of municipal finance concerns, including:

general bond structures;

revenue bonds;

housing bonds;

student loans; and

Federal Housing Administration insured revenue bonds and securitizations.

Our DBC products also deliver solutions for debt structuring, cash flow modeling and database management. Typical users of our DBC products include investment banks, municipal issuers and financial advisors for structuring new issues, securitizations, strategic planning and asset/liability management.

PTS. PTS is a pricing and financial modeling tool for life insurance companies. PTS provides an economic model of insurance assets and liabilities, generating option-adjusted cash flows to reflect the complex set of options and covenants frequently encountered in insurance contracts or comparable agreements.

Loan Management/Accounting

Our products that support loan administration activities are LMS and The BANC Mall.

LMS Loan Suite. The LMS Loan Suite is a single database application that provides comprehensive loan management throughout the life cycle of a loan, from the initial request to final disposition. We have structured the flexible design of the LMS Loan Suite to meet the most complex needs of commercial lenders and servicers worldwide. The LMS Loan Suite includes both the LMS Originator and the LMS Servicer, facilitating integrated loan portfolio processing.

LMS Originator. LMS Originator is a comprehensive commercial loan origination system, designed to bring efficiencies and controls to streamline the loan origination process. LMS Originator tracks the origination of a loan from the initial request through the initial funding. It enables clients to set production goals, measure production volumes against these goals and analyze the quality of loan requests being submitted by third parties. LMS Originator is integrated with LMS Servicer for seamless loan management processing throughout the life cycle of a loan.

LMS Servicer. LMS Servicer is a comprehensive commercial loan servicing system designed to support the servicing of a wide variety of product types and complex loan structures. LMS Servicer provides capabilities in implementing complex investor structures, efficient payment processing, escrow processing and analysis, commercial mortgage-backed securities (CMBS) servicing and reporting and portfolio analytics. LMS Servicer is integrated with LMS Originator for seamless loan management processing throughout the life cycle of a loan.

Table of Contents

The BANC Mall. The BANC Mall is an Internet-based lending and leasing tool designed for loan officers and loan administrators. The BANC Mall provides, as a software-enabled service, online lending, leasing and research tools that deliver critical information for credit processing and loan administration. Clients use The BANC Mall on a fee-for-service basis to access more than a dozen data providers.

Property Management

SKYLINE. SKYLINE is a comprehensive property management system that integrates all aspects of real estate property management, from prospect management to lease administration, work order management, accounting and reporting. By providing a single-source view of all real estate holdings, SKYLINE functions as an integrated lease administration system, a historical property/portfolio knowledge base and a robust accounting and financial reporting system, enabling users to track each property managed, including data on specific units and tenants. Market segments served include:

- commercial
- retirement communities
- residential
- universities
- retail
- hospitals

Money Market Processing

Information Manager. Information Manager is a comprehensive web-enabled solution for financial institutions that delivers core business application functionality to internal and external clients desktops. Information Manager provides reporting, transaction entry, scheduling, entitlement and work flow management and interfaces to third-party applications. Information Manager supports back-office systems, including custody, trust accounting, security lending, cash management, collateral management and global clearing.

Money Market Manager. Money Market Manager (M3) is a web-enabled solution that is used by banks and broker-dealers for the money market issuance services. M3 provides the functionality required for issuing and acting as a paying agent for money market debt instruments. M3 provides the reports needed for clients to manage their business, including deals, issues and payment accruals.

Global Debt Manager. Global Debt Manager is a robust browser based application for corporate and municipal bond accounting. Fully integrated with Money Market Manager (M3), Global Debt Manager offers processing for conventional and structured debt within a secure and flexible platform.

Training

Zoologic Learning Solutions. Zoologic Learning Solutions is a suite of learning solutions that provides in-depth, introductory and continuing education training at all levels, offering mix-and-match courses easily configured into curriculums that meet our clients needs. It includes instructor-led training, web-based courseware and program design.

Services

Advanced Component Architecture (ACA). ACA is a robust set of service capabilities to develop customized trading and support solutions for exchanges, brokerages and financial institutions. With the core technology components of ACA, clients can significantly reduce the traditional system delivery process.

Custom Mobility. Custom Mobility provides expertise in designing and developing mobility solutions for the financial markets. We believe that our understanding of the power of mobile/wireless technology, coupled with a deep understanding of the financial markets, has permitted us to offer services tailored to this growing portion of the market.

Evare. Evare is a leader in financial data acquisition, transformation and delivery services. Global Managed Services connect you to your clients and counterparties using each firm s preferred method of connectivity, custom data formats, and industry standards. All parties utilize their existing systems and protocols without having to upgrade or install software.

GlobalX. GlobalX is a trading solution providing broker-dealers with a simplified, integrated cross-border trade execution and settlement process. The GlobalX technology is designed to provide clients with improved operational efficiency, lower costs and a significantly higher percentage of successful cross-border trades.

SS&C Direct. We provide comprehensive software-enabled services through our SS&C Direct operating unit for portfolio accounting, reporting and analysis functions. Since 1997, SS&C Direct has offered ASP, business process outsourcing (BPO) and blended outsourcing services to institutional asset managers, insurance companies, hedge funds, and financial institutions.

The SS&C Direct service includes:

- full BPO investment accounting and investment operations services;
- hosting of a company s application software;
- automated workflow integration;
- automated quality control mechanisms; and
- extensive interface and connectivity services to custodian banks, data service providers, depositories and other external entities.

SS&C Fund Services. We provide comprehensive on- and offshore fund administration services to hedge fund and other alternative investment managers using our proprietary software products. SS&C Fund Services offers fund manager services, transfer agency services, funds of funds services, tax processing and accounting and processing. SS&C Fund Services supports all fund types and investment strategies. Market segments served include:

- hedge fund managers
- investment managers
- funds of funds managers
- commodity pool operators
- commodity trading advisors
- proprietary traders
- family offices

private equity groups

private wealth groups

separate managed accounts

SSCNet. SSCNet is a global trade network linking investment managers, broker-dealers, clearing agencies, custodians and interested parties. SSCNet s real-time trade matching utility and delivery instruction database facilitate integration of front-, middle- and back-office functions, reducing operational risk and costs.

SVC. SVC is a single source for securities data that consolidates data from leading global sources to provide clients with the convenience of one customized data feed. SVC provides clients with seamless, timely and accurate data for pricing, corporate actions, dividends, interest payments, foreign exchange rates and security master for global financial instruments.

Tradeware FIXLink. Tradeware FIXLink is a FIX network for IOIs, trades, orders, and allocations, providing a reliable broker-neutral and platform-neutral FIX connectivity service to broker-dealers and institutions.

Tradeware OATS Consolidator. Tradeware OATS Consolidator is a broker-neutral compliance service that provides an Order Audit Trail System, or OATS, reporting solution for broker-dealers using multiple trading systems.

Software and Service Delivery Options

Our delivery methods include software-enabled services, software licenses with related maintenance agreements, and blended solutions. Substantially all of our software-enabled services are built around and leverage our proprietary software.

Software-Enabled Services. We provide a broad range of software-enabled services for our clients. By utilizing our proprietary software and avoiding the substantial use of third-party products to provide our software-enabled services, we are able to greatly reduce potential operating risks, efficiently tailor our products and services to meet specific client needs, significantly improve overall service levels and generate high overall operating margins and cash flow. Our software-enabled services are generally provided under two- to five-year non-cancelable contracts with monthly and quarterly payments. Pricing on our software-enabled services varies depending upon the complexity of the services being provided, the number of users, assets under management and transaction volume. Importantly, our software-enabled services allow us to leverage our proprietary software and existing infrastructure, thereby increasing our aggregate profits and cash flows. For the year ended December 31, 2009, revenues from software-enabled services represented 60.3% of total revenues.

Software License and Related Maintenance Agreements. We license our software to clients through either perpetual or term licenses. In connection with these contracts we provide maintenance. Maintenance contracts on our core enterprise software products, which typically incorporate annual pricing increases, provide us with a stable and contractually recurring revenue base due to average revenue retention rates of over 90% in each of the last five years. We typically generate additional revenues as our existing clients expand usage of our products. For the year ended December 31, 2009, license and maintenance revenues represented 7.6% and 24.4% of total revenues, respectively.

Blended Solutions. We provide certain clients with targeted, blended solutions based on a combination of our various software and software-enabled services. We believe that this capability further differentiates us from many of our competitors that are unable to provide this level of service.

Professional Services

We offer a range of professional services to assist clients. Professional services consist of consulting and implementation services, including the initial installation of systems, conversion of historical data and ongoing training and support. Our in-house consulting teams work closely with the client to ensure the smooth transition and operation of our systems. Our consulting teams have a broad range of experience in the financial services industry and include certified public accountants, chartered financial analysts, mathematicians and IT professionals from the asset management, real estate, investment, insurance, hedge fund, municipal finance and banking industries. We believe our commitment to professional services facilitates the adoption of our software products across our target markets. For the year ended December 31, 2009, revenues from professional services represented 7.7% of total revenues.

Product Support

We believe a close and active service and support relationship is important to enhancing client satisfaction and furnishes an important source of information regarding evolving client issues. We provide our larger clients with a dedicated client support team whose primary responsibility is to resolve questions and provide solutions to address ongoing needs. Direct telephone support is provided during extended business hours, and additional hours are available during peak periods. We also offer the Solution Center, a website that serves as an exclusive online community for clients, where clients can find answers to product questions, exchange information, share best practices and comment on business issues. Approximately every two weeks, we distribute via the Internet our software and services eBriefings, which are industry-specific articles in our eight vertical markets and in geographic regions around the world. We supplement our service and support activities with comprehensive training. Training options include regularly hosted classroom and online instruction, e.Training, and online client seminars, or webinars, that address current, often technical, issues in the financial services industry.

We periodically make maintenance releases of licensed software available to our clients, as well as regulatory updates (generally during the fourth quarter, on a when and if available basis), to meet industry reporting obligations and other processing requirements.

Clients

We have over 4,500 clients globally in eight vertical markets within the financial services industry that require a full range of information management and analysis, accounting, actuarial, reporting and compliance software on a timely and flexible basis. Our clients include multinational banks, retail banks and credit unions, hedge funds, funds of funds and family offices, institutional asset managers, insurance companies and pension funds, municipal finance groups, brokers/dealers, financial exchanges, commercial lenders, real estate lenders and property managers. Our clients include many of the largest and most well-recognized firms in the financial services industry. During the year ended December 31, 2009, our top 10 clients represented approximately 18% of revenues, with no single client accounting for more than 5% of revenues.

Sales and Marketing

We believe a direct sales organization is essential to the successful implementation of our business strategy, given the complexity and importance of the operations and information managed by our products, the extensive regulatory and reporting requirements of each industry, and the unique dynamics of each vertical market. Our dedicated direct sales and support personnel continually undergo extensive product and sales training and are located in our various sales offices worldwide. We also use telemarketing to support sales of our real estate property management products and work through alliance partners who sell our software-enabled services to their correspondent banking clients.

Our marketing personnel have extensive experience in high tech marketing to the financial services industry and are responsible for identifying market trends, evaluating and developing marketing opportunities, generating client leads and providing sales support. Our marketing activities, which focus on the use of the Internet as a cost-effective means of reaching current and potential clients, include:

- content-rich, periodic software and services *eBriefings* targeted at clients and prospects in each of our vertical and geographic markets;
- regular product-focused webinars;
- seminars and symposiums;
- trade shows and conferences; and
- e-marketing campaigns.

Some of the benefits of our shift in focus to an Internet-based marketing strategy include lower marketing costs, more direct contacts with actual and potential clients, increased marketing leads, distribution of more up-to-date marketing information and an improved ability to measure marketing initiatives.

The marketing department also supports the sales force with appropriate documentation or electronic materials for use during the sales process.

Product Development and Engineering

We believe we must introduce new products and offer product innovation on a regular basis to maintain our competitive advantage. To meet these goals, we use multidisciplinary teams of highly trained personnel and leverage this expertise across all product lines. We have invested heavily in developing a comprehensive product analysis process to ensure a high degree of product functionality and quality. Maintaining and improving the integrity, quality and functionality of existing products is the responsibility of individual product managers. Product engineering management efforts focus on enterprise-wide strategies, implementing best-practice technology regimens, maximizing resources and mapping out an integration plan for our entire umbrella of products as well as third-party products. Our research and development expenses for the years ended December 31, 2007, 2008 and 2009 were $26.3 million, $26.8 million and $26.5 million, respectively. In addition, we have made significant investments in intellectual property through our acquisitions.

Our research and development engineers work closely with our marketing and support personnel to ensure that product evolution reflects developments in the marketplace and trends in client requirements. We have generally issued a major release of our core products during the second or third quarter of each fiscal year, which includes both functional and technical enhancements. We also provide an annual release in the fourth quarter to reflect evolving regulatory changes in time to meet clients year-end reporting requirements.

Competition

The market for financial services software and services is competitive, rapidly evolving and highly sensitive to new product introductions and marketing efforts by industry participants, although high conversion costs can create barriers to adoption of new products or technologies. The market is fragmented and served by both large-scale players with broad offerings as well as firms that target only local markets or specific types of clients. We also face competition from information systems developed and serviced internally by the IT departments of large financial services firms. We believe that we generally compete effectively as to the factors identified for each market below, although some of our existing competitors and potential competitors have substantially greater financial, technical, distribution and marketing resources than we have and may offer products with different functions or features that are more attractive to potential customers than our offerings.

Alternative Investments: In our alternative investments market, we compete with multiple vendors that may be categorized into two groups, one group consisting of independent specialized administration providers, which are generally smaller than us, and the other including prime brokerage firms offering fund administration services. Major competitors in this market include CITCO Group, State Street Bank and Citi Alternative Investment Services. The key competitive factors in marketing software and services to the alternative investment industry are the need for independent fund administration, features and adaptability of the software, level and quality of customer support, level of software development expertise and total cost of ownership. Our strengths in this market are our expertise, our independence, our ability to deliver functionality by multiple methods and our technology, including the ownership of our own software. Although no company is dominant in this market, we face many competitors, some of which have greater financial resources and distribution facilities than we do.

Asset Management: In our asset management market, we compete with a variety of other vendors depending on client characteristics such as size, type, location, computing environment and functionality requirements. Competitors in this market range from larger providers of integrated portfolio management systems and outsourcing services, such as SunGard, BNY Mellon Financial (Eagle Investment Systems) and Advent Software, to smaller providers of specialized applications and technologies such as StatPro, Charles River Development and others. We also compete with internal processing and information technology departments of our clients and prospective clients. The key competitive factors in marketing asset management solutions are the reliability, accuracy, timeliness and reporting of processed information to internal and external customers, features and adaptability of the software, level and quality of customer support, level of software development expertise and return on investment. Our strengths in this market are our technology, our ability to deliver functionality by multiple delivery methods and our ability to provide cost-effective solutions for clients. Although no company is dominant in this market, we face many competitors, some of which have greater financial resources and distribution facilities than we do.

Insurance and Pension Funds: In our insurance and pension funds market, we compete with a variety of vendors depending on clients characteristics such as size, type, location, computing environment and functionality requirements. Competitors in this market range from large providers of portfolio management systems, such as

Table of Contents

State Street Bank (Princeton Financial Systems) and SunGard, to smaller providers of specialized applications and services.

We also compete with outsourcers, as well as the internal processing and information technology departments of our clients and prospective clients. The key competitive factors in marketing insurance and pension plan systems are the accuracy, timeliness and reporting of processed information provided to internal and external clients, features and adaptability of the software, level and quality of customer support, economies of scale and return on investment. Our strengths in this market are our years of experience, our top-tier clients, our ability to provide solutions by multiple delivery methods, our cost-effective and customizable solutions and our expertise. We believe that we have a strong competitive position in this market.

Real Estate Property Management: In our real estate property management market, we compete with numerous software vendors consisting of smaller specialized real estate property management solution providers and larger property management software vendors with more dedicated resources than our real estate property management business, such as Yardi Systems. The key competitive factors in marketing property management systems are the features and adaptability of the software, level of quality and customer support, degree of responsiveness and overall net cost. Our strengths in this market are the quality of our software and our reputation with our clients. This is a very fragmented market with many competitors.

Treasury, Banks & Credit Unions: In our treasury, banks & credit unions market, there are multiple software and services vendors that are either smaller providers of specialized applications and technologies or larger providers of enterprise systems, such as SunGard and Misys. We also compete with outsourcers as well as the internal processing and information technology departments of our clients and prospective clients. The key competitive factors in marketing financial institution software and services include accuracy and timeliness of processed information provided to clients, features and adaptability of the software, level and quality of customer support, level of software development expertise, total cost of ownership and return on investment. Our strengths in this market are our flexible technology platform and our ability to provide integrated solutions for our clients. In this market we face many competitors, some of which have greater financial resources and distribution facilities than we do.

Commercial Lending: In our commercial lending market, we compete with a variety of other vendors depending on client characteristics such as size, type, location and functional requirements. Competitors in this market range from large competitors whose principal businesses are not in the loan management business, such as PNC Financial Services (Midland Loan Services), to smaller providers of specialized applications and technologies. The key competitive factors in marketing commercial lending solutions are the accuracy, timeliness and reporting of processed information provided to customers, level of software development expertise, level and quality of customer support and features and adaptability of the software. Our strength in this market is our ability to provide both broadly diversified and customizable solutions to our clients. In this market we face many competitors, some of which have greater financial resources and distribution facilities than we do.

Financial Markets: In our financial markets, our competition falls into two categories the internal development organizations within financial enterprises and specialized financial technology vendors, such as SunGard, Fidessa and Cinnober. The key competitive factors in marketing financial markets technology solutions are a proven track record of delivering high quality solutions, level of responsiveness and overall net cost. Our strengths in this market are a successful track record of delivering solutions and our reputation with our clients. This is an extremely competitive environment which requires developing a strong customer relationship where we are viewed more as a partner than a vendor.

Proprietary Rights

We rely on a combination of trade secret, copyright, trademark and patent law, nondisclosure agreements and technical measures to protect our proprietary technology. We have registered trademarks for many of our products and will continue to evaluate the registration of additional trademarks as appropriate. We generally enter into confidentiality and/or license agreements with our employees, distributors, clients and potential clients. We seek to protect our software, documentation and other written materials under trade secret and copyright laws, which afford limited protection. These efforts may be insufficient to prevent third parties from asserting intellectual property rights in our technology. Furthermore, it may be possible for unauthorized third parties to copy portions of our products or to reverse engineer or otherwise obtain and use proprietary information, and third parties may assert ownership rights in our proprietary technology. For additional risks relating to our proprietary technology, please see Item 1A. Risk Factors Risks Relating to Our Business If we are unable to protect our proprietary technology, our success and our ability to compete will be subject to various risks, such as third-party infringement claims, unauthorized use of our technology, disclosure of our proprietary information or inability to license technology from third parties.

Rapid technological change characterizes the software development industry. We believe factors such as the technological and creative skills of our personnel, new product developments, frequent product enhancements, name recognition and reliable service and support are more important to establishing and maintaining a leadership position than legal protections of our technology.

Employees

As of December 31, 2009, we had 1,253 full-time employees, consisting of:

- 241 employees in research and development;
- 729 employees in consulting and services;
- 88 employees in sales and marketing;
- 91 employees in client support; and
- 104 employees in finance and administration.

As of December 31, 2009, 359 of our employees were in our international operations. No employee is covered by any collective bargaining agreement. We believe that we have a good relationship with our employees.

Additional Information

We were organized as a Connecticut corporation in March 1986 and reincorporated as a Delaware corporation in April 1996. Our principal executive offices are located at 80 Lamberton Road, Windsor, Connecticut 06095. The telephone number of our principal executive offices is (860) 298-4500.

Item 1A. ***Risk Factors***

You should carefully consider the following risk factors, in addition to other information included in this annual report on Form 10-K and the other reports we file with the Securities and Exchange Commission. If any of the following risks occur, our business, financial condition and operating results could be materially adversely affected.

Risks Relating to Our Indebtedness

Our substantial indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under our 113/4% senior subordinated notes due 2013 and our senior credit facilities.

We have incurred a significant amount of indebtedness. As of December 31, 2009, we had total indebtedness of $397.3 million and additional available borrowings of $73.0 million under our revolving credit facility. Our total indebtedness consisted of $205.0 million of 113/4% senior subordinated notes due 2013, $190.0 million of secured indebtedness under our term loan B facility, $2.0 million of secured indebtedness under our revolving credit facility and $0.3 million of capital leases.

Our substantial indebtedness could have important consequences. For example, it could:

make it more difficult for us to satisfy our obligations with respect to our notes and our senior credit facilities;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund acquisitions, working capital, capital expenditures, research and development efforts and other general corporate purposes;

increase our vulnerability to and limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

expose us to the risk of increased interest rates as borrowings under our senior credit facilities are subject to variable rates of interest;

place us at a competitive disadvantage compared to our competitors that have less debt; and

limit our ability to borrow additional funds.

In addition, the indenture governing the notes and the agreement governing our senior credit facilities contain financial and other restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debts.

To service our indebtedness, we require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

We are currently obligated to make periodic principal and interest payments on our senior and subordinated debt of approximately $35 million annually. Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our senior credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness, including our senior credit facilities and the notes, on commercially reasonable terms or at all. If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances. We cannot assure you that any such actions, if necessary, could be effected on commercially reasonable terms or at all.

Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial financial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future because the terms of the indenture governing the notes and our senior credit facilities do not fully prohibit us or our subsidiaries from doing so. Subject to covenant compliance and certain conditions, our senior credit facilities permit additional borrowing, including borrowing up to $75.0 million under our revolving credit facility. If new debt is added to our and our subsidiaries current debt levels, the related risks that we and they now face could intensify.

Restrictive covenants in the indenture governing the notes and the agreement governing our senior credit facilities may restrict our ability to pursue our business strategies.

The indenture governing the notes and the agreement governing our senior credit facilities limit our ability, among other things, to:

- incur additional indebtedness;
- sell assets, including capital stock of restricted subsidiaries;
- agree to payment restrictions affecting our restricted subsidiaries;
- pay dividends;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;

- make strategic acquisitions;
- enter into transactions with our affiliates;
- incur liens; and
- designate any of our subsidiaries as unrestricted subsidiaries.

In addition, our senior credit facilities include other covenants which, subject to permitted exceptions, prohibit us from making capital expenditures in excess of certain thresholds, making investments, loans and other advances, engaging in sale-leaseback transactions, entering into speculative hedging agreements, and prepaying our other indebtedness while indebtedness under our senior credit facilities is outstanding. The agreement governing our senior credit facilities also requires us to maintain compliance with specified financial ratios, particularly a leverage ratio and an interest coverage ratio. Our ability to comply with these ratios may be affected by events beyond our control. See Description of certain indebtedness Senior credit facilities for additional information.

The restrictions contained in the indenture governing the notes and the agreement governing our senior credit facilities could limit our ability to plan for or react to market conditions, meet capital needs or make acquisitions or otherwise restrict our activities or business plans.

A breach of any of these restrictive covenants or our inability to comply with the required financial ratios could result in a default under the agreement governing our senior credit facilities. If a default occurs, the lenders under our senior credit facilities may elect to:

- declare all borrowings outstanding, together with accrued interest and other fees, to be immediately due and payable; or
- prevent us from making payments on the notes,

either of which would result in an event of default under the notes. The lenders also have the right in these circumstances to terminate any commitments they have to provide further borrowings. If we are unable to repay outstanding borrowings when due, the lenders under our senior credit facilities also have the right to proceed against the collateral, including our available cash, granted to them to secure the indebtedness. If the indebtedness under our senior credit facilities and the notes were to be accelerated, we cannot assure you that our assets would be sufficient to repay in full that indebtedness and our other indebtedness.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indenture governing the notes.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of the principal amount thereof plus accrued and unpaid interest and liquidated damages, if any, to the date of repurchase. However, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of notes or that restrictions in our senior credit facilities will not allow such repurchases. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a Change of Control under the indenture governing the notes.

Risks Relating to Our Business

Our business is greatly affected by changes in the state of the general economy and the financial markets, and a prolonged downturn in the general economy or the financial services industry could disproportionately affect the demand for our products and services.

The systemic impact of a potential long-term and wide-spread recession, energy costs, geopolitical issues, the availability and cost of credit, and the global housing and mortgage markets have contributed to increased market volatility and diminished expectations for both western and emerging economies. These unfavorable changes in economic conditions, as well as declining consumer confidence, inflation, recession or other factors, have caused and could continue to cause our clients or prospective clients to delay or reduce purchases of our products, and our revenues could be adversely affected. Fluctuations in the value of assets under our clients management could also

Table of Contents

adversely affect our revenues. These unfavorable conditions could also make it difficult for our clients to obtain credit on reasonable terms or at all, preventing them from making desired purchases of our products and services. Further, the current challenging economic conditions also may impair the ability of our clients to pay for products they have purchased and, as a result, our reserves, allowances for doubtful accounts and write-offs of accounts receivable could increase. We cannot predict the timing or duration of any economic downturn, generally, or in the markets in which our businesses operate. Continued turbulence in the U.S. and international markets and prolonged declines in business consumer spending could materially adversely affect our liquidity and financial condition, and the liquidity and financial condition of our clients.

Our clients include a range of organizations in the financial services industry whose success is linked to the health of the economy generally and of the financial markets specifically. As a result, we believe that fluctuations, disruptions, instability or prolonged downturns in the general economy and the financial services industry, including the current economic crisis, could disproportionately affect demand for our products and services. For example, such fluctuations, disruptions, instability or downturns may cause our clients to do the following:

- cancel or reduce planned expenditures for our products and services;
- process fewer transactions through our software-enabled services;
- seek to lower their costs by renegotiating their contracts with us;
- move their IT solutions in-house;
- switch to lower-priced solutions provided by our competitors; or
- exit the industry.

If such conditions occur and persist, our business and financial results, including our liquidity and our ability to fulfill our obligations to the holders of our 113/4% senior subordinated notes due 2013, which we refer to as the notes or senior subordinated notes, and our other lenders, could be materially adversely affected.

Further or accelerated consolidations and failures in the financial services industry could adversely affect our results of operations due to a resulting decline in demand for our products and services.

If banks and financial services firms fail or continue to consolidate, there could be a decline in demand for our products and services. Failures, mergers and consolidations of banks and financial institutions reduce the number of our clients and potential clients, which could adversely affect our revenues even if these events do not reduce the aggregate activities of the consolidated entities. Further, if our clients fail and/or merge with or are acquired by other entities that are not our clients, or that use fewer of our products and services, they may discontinue or reduce their use of our products and services. It is also possible that the larger financial institutions resulting from mergers or consolidations would have greater leverage in negotiating terms with us. In addition, these larger financial institutions could decide to perform in-house some or all of the services that we currently provide or could provide or to consolidate their processing on a non-SS&C system. The resulting decline in demand for our products and services could have a material adverse effect on our revenues.

If we are unable to retain and attract clients, our revenues and net income would remain stagnant or decline.

If we are unable to keep existing clients satisfied, sell additional products and services to existing clients or attract new clients, then our revenues and net income would remain stagnant or decline. A variety of factors could affect our ability to successfully retain and attract clients, including:

the level of demand for our products and services;

the level of client spending for information technology;

the level of competition from internal client solutions and from other vendors;

the quality of our client service;

our ability to update our products and services and develop new products and services needed by clients;

our ability to understand the organization and processes of our clients; and

our ability to integrate and manage acquired businesses.

We face significant competition with respect to our products and services, which may result in price reductions, reduced gross margins or loss of market share.

The market for financial services software and services is competitive, rapidly evolving and highly sensitive to new product and service introductions and marketing efforts by industry participants. The market is also highly fragmented and served by numerous firms that target only local markets or specific client types. We also face competition from information systems developed and serviced internally by the IT departments of financial services firms.

Some of our current and potential competitors have significantly greater financial, technical, distribution and marketing resources, generate higher revenues and have greater name recognition. Our current or potential competitors may develop products comparable or superior to those developed by us, or adapt more quickly to new technologies, evolving industry trends or changing client or regulatory requirements. It is also possible that alliances among competitors may emerge and rapidly acquire significant market share. Increased competition may result in price reductions, reduced gross margins and loss of market share. Accordingly, our business may not grow as expected and may decline.

Catastrophic events may adversely affect our ability to provide, our clients ability to use, and the demand for, our products and services, which may disrupt our business and cause a decline in revenues.

A war, terrorist attack, natural disaster or other catastrophe may adversely affect our business. A catastrophic event could have a direct negative impact on us or an indirect impact on us by, for example, affecting our clients, the financial markets or the overall economy and reducing our ability to provide, our clients ability to use, and the demand for, our products and services. The potential for a direct impact is due primarily to our significant investment in infrastructure. Although we maintain redundant facilities and have contingency plans in place to protect against both man-made and natural threats, it is impossible to fully anticipate and protect against all potential catastrophes. A computer virus, security breach, criminal act, military action, power or communication failure, flood, severe storm or the like could lead to service interruptions and data losses for clients, disruptions to our operations, or damage to important facilities. In addition, such an event may cause clients to cancel their agreements with us for our products or services. Any of these events could cause a decline in our revenues.

Our software-enabled services may be subject to disruptions that could adversely affect our reputation and our business.

Our software-enabled services maintain and process confidential data on behalf of our clients, some of which is critical to their business operations. For example, our trading systems maintain account and trading information for our clients and their customers. There is no guarantee that the systems and procedures that we maintain to protect against unauthorized access to such information are adequate to protect against all security breaches. If our software-enabled services are disrupted or fail for any reason, or if our systems or facilities are infiltrated or damaged by unauthorized persons, our clients could experience data loss, financial loss, harm to their reputation and significant business interruption. If that happens, we may be exposed to unexpected liability, our clients may leave, our reputation may be tarnished, and client dissatisfaction and lost business may result.

We may not achieve the anticipated benefits from our acquisitions and may face difficulties in integrating our acquisitions, which could adversely affect our revenues, subject us to unknown liabilities, increase costs and place a significant strain on our management.

We have made and intend in the future to make acquisitions of companies, products or technologies that we believe could complement or expand our business, augment our market coverage, enhance our technical capabilities or otherwise offer growth opportunities. However, acquisitions could subject us to contingent or unknown liabilities, and we may have to incur debt or severance liabilities or write off investments, infrastructure costs or other assets.

Our success is also dependent on our ability to complete the integration of the operations of acquired businesses in an efficient and effective manner. Successful integration in the rapidly changing financial services software and services industry may be more difficult to accomplish than in other industries. We may not realize the benefits we anticipate from acquisitions, such as lower costs or increased revenues. We may also realize such benefits more slowly than anticipated, due to our inability to:

- combine operations, facilities and differing firm cultures;
- retain the clients or employees of acquired entities;
- generate market demand for new products and services;
- coordinate geographically dispersed operations and successfully adapt to the complexities of international operations;
- integrate the technical teams of these companies with our engineering organization;
- incorporate acquired technologies and products into our current and future product lines; and
- integrate the products and services of these companies with our business, where we do not have distribution, marketing or support experience for these products and services.

Integration may not be smooth or successful. The inability of management to successfully integrate the operations of acquired companies could disrupt our ongoing operations, divert management from day-to-day responsibilities, increase our expenses and harm our operating results or financial condition. Such acquisitions may also place a significant strain on our administrative, operational, financial and other resources. To manage growth effectively, we must continue to improve our management and operational controls, enhance our reporting systems and procedures, integrate new personnel and manage expanded operations. If we are unable to manage our growth and the related expansion in our operations from recent and future acquisitions, our business may be harmed through a decreased ability to monitor and control effectively our operations and a decrease in the quality of work and innovation of our employees.

We expect that our operating results, including our profit margins and profitability, may fluctuate over time.

Historically, our revenues, profit margins and other operating results have fluctuated from period to period and over time primarily due to the timing, size and nature of our license and service transactions. Additional factors that may lead to such fluctuation include:

- the timing of the introduction and the market acceptance of new products, product enhancements or services by us or our competitors;
- the lengthy and often unpredictable sales cycles of large client engagements;
- the amount and timing of our operating costs and other expenses;
- the financial health of our clients;

changes in the volume of assets under our clients management;

cancellations of maintenance and/or software-enabled services arrangements by our clients;

changes in local, national and international regulatory requirements;

changes in our personnel;

implementation of our licensing contracts and software-enabled services arrangements;

changes in economic and financial market conditions; and changes in the mix in the types of products and services we provide.

If we cannot attract, train and retain qualified managerial, technical and sales personnel, we may not be able to provide adequate technical expertise and customer service to our clients or maintain focus on our business strategy.

We believe that our success is due in part to our experienced management team. We depend in large part upon the continued contribution of our senior management and, in particular, William C. Stone, our Chief Executive Officer and Chairman of the Board of Directors. Losing the services of one or more members of our senior management could significantly delay or prevent the achievement of our business objectives. Mr. Stone has been instrumental in developing our business strategy and forging our business relationships since he founded the company in 1986. We maintain no key man life insurance policies for Mr. Stone or any other senior officers or managers.

Our success is also dependent upon our ability to attract, train and retain highly skilled technical and sales personnel. Loss of the services of these employees could materially affect our operations. Competition for qualified technical personnel in the software industry is intense, and we have, at times, found it difficult to attract and retain skilled personnel for our operations.

Locating candidates with the appropriate qualifications, particularly in the desired geographic location and with the necessary subject matter expertise, is difficult. Our failure to attract and retain a sufficient number of highly skilled employees could prevent us from developing and servicing our products at the same levels as our competitors and we may, therefore, lose potential clients and suffer a decline in revenues.

If we are unable to protect our proprietary technology, our success and our ability to compete will be subject to various risks, such as third-party infringement claims, unauthorized use of our technology, disclosure of our proprietary information or inability to license technology from third parties.

Our success and ability to compete depends in part upon our ability to protect our proprietary technology. We rely on a combination of trade secret, copyright and trademark law, nondisclosure agreements and technical measures to protect our proprietary technology. We have registered trademarks for some of our products and will continue to evaluate the registration of additional trademarks as appropriate. We generally enter into confidentiality and/or license agreements with our employees, distributors, clients and potential clients. We seek to protect our software, documentation and other written materials under trade secret and copyright laws, which afford only limited protection. These efforts may be insufficient to prevent third parties from asserting intellectual property rights in our technology. Furthermore, it may be possible for unauthorized third parties to copy portions of our products or to reverse engineer or otherwise obtain and use our proprietary information, and third parties may assert ownership rights in our proprietary technology.

Existing patent and copyright laws afford only limited protection. Others may develop substantially equivalent or superseding proprietary technology, or competitors may offer equivalent products in competition with our products, thereby substantially reducing the value of our proprietary rights. There are many patents in the financial services field. As a result, we are subject to the risk that others will claim that the important technology we have developed, acquired or incorporated into our products will infringe the rights, including the patent rights, such persons may hold. These claims, if successful, could result in a material loss of our intellectual property rights. Expensive and time-consuming litigation may be necessary to protect our proprietary rights.

We incorporate open source software into a limited number of our software solutions. We monitor our use of open source software to avoid subjecting our products to conditions we do not intend. Although we believe that we have complied with our obligations under the applicable licenses for open source software that we use, there is little or no legal precedent governing the interpretation of many of the terms of certain of these licenses. Therefore, the potential impact of these terms is uncertain and may result in unanticipated obligations or restrictions regarding those of our products, technologies or solutions affected.

We have acquired and may acquire important technology rights through our acquisitions and have often incorporated and may incorporate features of this technology across many products and services. As a result, we are

Table of Contents

subject to the above risks and the additional risk that the seller of the technology rights may not have appropriately protected the intellectual property rights we acquired. Indemnification and other rights under applicable acquisition documents are limited in term and scope and therefore provide us with only limited protection.

In addition, we currently use certain third-party software in providing some of our products and services, such as industry standard databases and report writers. If we lost our licenses to use such software or if such licenses were found to infringe upon the rights of others, we would need to seek alternative means of obtaining the licensed software to continue to provide our products or services. Our inability to replace such software, or to replace such software in a timely manner, could have a negative impact on our operations and financial results.

We could become subject to litigation regarding intellectual property rights, which could seriously harm our business and require us to incur significant costs, which, in turn, could reduce or eliminate profits.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. We may be a party to litigation in the future to enforce our intellectual property rights or as a result of an allegation that we infringe others intellectual property rights, including patents, trademarks and copyrights. From time to time we have received notices claiming our technology may infringe third-party intellectual property rights. Any parties asserting that our products or services infringe upon their proprietary rights could force us to defend ourselves and possibly our clients against the alleged infringement. These claims and any resulting lawsuit, if successful, could subject us to significant liability for damages and invalidation of our proprietary rights. These lawsuits, regardless of their success, could be time-consuming and expensive to resolve, adversely affect our revenues, profitability and prospects and divert management time and attention away from our operations. We may be required to re-engineer our products or services or obtain a license of third-party technologies on unfavorable terms.

Our failure to continue to derive substantial revenues from the licensing of, or the provision of software-enabled services related to, our CAMRA, TradeThru, Pacer, AdvisorWare and Total Return software, and the provision of maintenance and professional services in support of such licensed software, could adversely affect our ability to sustain or grow our revenues and harm our business, financial condition and results of operations.

The licensing of, and the provision of software-enabled services, maintenance and professional services relating to, our CAMRA, TradeThru, Pacer, AdvisorWare and Total Return software accounted for approximately 54% of our revenues for the year ended December 31, 2009. We expect that the revenues from these software products and services will continue to account for a significant portion of our total revenues for the foreseeable future. As a result, factors adversely affecting the pricing of or demand for such products and services, such as competition or technological change, could have a material adverse effect on our ability to sustain or grow our revenues and harm our business, financial condition and results of operations.

We may be unable to adapt to rapidly changing technology and evolving industry standards and regulatory requirements, and our inability to introduce new products and services could result in a loss of market share.

Rapidly changing technology, evolving industry standards and regulatory requirements and new product and service introductions characterize the market for our products and services. Our future success will depend in part upon our ability to enhance our existing products and services and to develop and introduce new products and services to keep pace with such changes and developments and to meet changing client needs. The process of developing our software products is extremely complex and is expected to become increasingly complex and expensive in the future due to the introduction of new platforms, operating systems and technologies. Our ability to keep up with technology and business and regulatory changes is subject to a number of risks, including that:

we may find it difficult or costly to update our services and software and to develop new products and services quickly enough to meet our clients needs;

we may find it difficult or costly to make some features of our software work effectively and securely over the Internet or with new or changed operating systems;

- we may find it difficult or costly to update our software and services to keep pace with business, evolving industry standards, regulatory and other developments in the industries where our clients operate; and

- we may be exposed to liability for security breaches that allow unauthorized persons to gain access to confidential information stored on our computers or transmitted over our network.

Our failure to enhance our existing products and services and to develop and introduce new products and services to promptly address the needs of the financial markets could adversely affect our business and results of operations.

Undetected software design defects, errors or failures may result in loss of our clients data, litigation against us and harm to our reputation and business.

Our software products are highly complex and sophisticated and could contain design defects or software errors that are difficult to detect and correct. Errors or bugs may result in loss of client data or require design modifications. We cannot assure you that, despite testing by us and our clients, errors will not be found in new products, which errors could result in data unavailability, loss or corruption of client assets, litigation and other claims for damages against us. The cost of defending such a lawsuit, regardless of its merit, could be substantial and could divert management s attention from ongoing operations of the company. In addition, if our business liability insurance coverage proves inadequate with respect to a claim or future coverage is unavailable on acceptable terms or at all, we may be liable for payment of substantial damages. Any or all of these potential consequences could have an adverse impact on our operating results and financial condition.

Challenges in maintaining and expanding our international operations can result in increased costs, delayed sales efforts and uncertainty with respect to our intellectual property rights and results of operations.

For the years ended December 31, 2007, 2008 and 2009, international revenues accounted for 41%, 39% and 36%, respectively, of our total revenues. We sell certain of our products, such as Altair and Pacer, primarily outside the United States. Our international business may be subject to a variety of risks, including:

- changes in a specific country s or region s political or economic condition;

- difficulties in obtaining U.S. export licenses;

- potentially longer payment cycles;

- increased costs associated with maintaining international marketing efforts;

- foreign currency fluctuations;

- the introduction of non-tariff barriers and higher duty rates;

- foreign regulatory compliance; and

- difficulties in enforcement of third-party contractual obligations and intellectual property rights.

Such factors could have a material adverse effect on our ability to meet our growth and revenue projections and negatively affect our results of operations.

We are controlled by The Carlyle Group, whose interests may not be aligned with yours.

The Carlyle Group and its affiliates own a substantial majority of the fully diluted equity of SS&C Holdings, and, therefore, have the power to control our affairs and policies. Carlyle and its affiliates also control, to a large degree, the election of directors, the appointment of management, the entering into mergers, sales of substantially all of our assets and other extraordinary transactions. The directors so elected will have authority, subject to the terms of our debt, to issue additional stock, implement stock repurchase programs, declare dividends and make other decisions. The interests of Carlyle and its affiliates could conflict with the interests of note holders. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of Carlyle, as equity holders, might conflict with the interests of note holders. Carlyle and its affiliates may also have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a note holder. Additionally, Carlyle and its affiliates are in the business of making investments in companies, and may from time to time in the future acquire interests in businesses that directly or indirectly compete with certain portions of our business or are suppliers or clients of ours.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

We lease our corporate offices, which consist of 73,000 square feet of office space located in 80 Lamberton Road, Windsor, CT 06095. In 2006, we extended the lease term through October 2016. We utilize facilities and offices in thirteen locations in the United States and have offices in Toronto, Canada; Montreal, Canada; London, England; Dublin, Ireland; Amsterdam, the Netherlands; Kuala Lumpur, Malaysia; Tokyo, Japan; Curacao, the Netherlands Antilles; and Sydney, Australia. We believe that our facilities are in good condition and generally suitable to meet our needs for the foreseeable future; however, we will continue to seek additional space as needed to satisfy our growth.

Item 3. ***Legal Proceedings***

From time to time, we are subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of our management, we are not involved in any litigation or proceedings by third parties that our management believes could have a material adverse effect on us or our business.

Item 4. ***Submission of Matters to a Vote of Security Holders***

None.

Table of Contents

PART II

Item 5. *Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Our outstanding common stock is privately held, and there is no established public trading market for our common stock. As of the date of this filing, there was one holder of record of our common stock. See Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources The Transaction and Note 6 of notes to our consolidated financial statements for a description of restrictions on our ability to pay dividends.

Item 6. *Selected Financial Data*

The selected financial data set forth below should be read in conjunction with our consolidated financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere herein.

	Successor				Combined (1)	Successor	Predecessor
	Year Ended December 31, 2009(6)	Year Ended December 31, 2008(5)	Year Ended December 31, 2007(4)	Year Ended December 31, 2006(3)	Year Ended December 31, 2005(2)	November 23 through December 31, 2005	January 1 through November 22, 2005
				(In thousands)			
Statement of Operations Data:							
Revenues	$ 270,915	$ 280,006	$ 248,168	$ 205,469	$ 161,634	$ 17,665	$ 143,969
Operating income	67,103	65,083	48,730	43,869	9,239	5,463	3,776
Net income	19,018	18,801	6,575	1,075	1,543	831	712
Cash dividends declared per share					$ 0.08		$ 0.08

	2009(6)	2008(5)	2007(4)	2006(3)	2005(2)
Balance Sheet Data (at period end):					
Total assets	$ 1,185,641	$ 1,127,353	$ 1,190,495	$ 1,152,521	$ 1,176,371
Total long-term debt, including current portion	397,259	408,726	443,009	471,929	488,581
Stockholder s equity	645,987	587,253	612,593	563,132	577,133

(1) Our combined results for the year ended December 31, 2005 represent the addition of the Predecessor period from January 1, 2005 through November 22, 2005 and the Successor period from November 23, 2005 through December 31, 2005. This combination does not comply with generally accepted accounting principles (GAAP) or

with the rules for pro forma presentation, but is presented because we believe it provides the most meaningful comparison of our results.

(2) On February 11, 2005, we acquired the assets and business of Achievement Technologies, Inc. On February 28, 2005, we acquired all the membership interests in EisnerFast LLC. On April 19, 2005, we acquired substantially all the outstanding stock of Financial Models Company Inc. On June 3, 2005, we acquired all the outstanding stock of Financial Interactive, Inc. On August 24, 2005, we acquired the assets and business of MarginMan. On October 31, 2005, we acquired all the outstanding stock of Open Information Systems, Inc.

(3) On March 3, 2006, we acquired all of the outstanding stock of Cogent Management Inc. On August 31, 2006, we acquired the assets and business of Zoologic, Inc.

(4) On March 12, 2007, we acquired all of the assets and business of Northport LLC. See Notes 2 and 11 of notes to our consolidated financial statements.

(5) On October 1, 2008, we acquired the assets and business of Micro Design Services, LLC. See Notes 2 and 11 of notes to our consolidated financial statements.

(6) On March 20, 2009, we acquired the assets and business of Evare, LLC. On May 29, 2009, we acquired the assets and related business associated with Unisys Corporation s MAXIMIS software. On November 19, 2009, we acquired all of the outstanding stock of TheNextRound, Inc. On December 31, 2009, we acquired Tradeware Global Corp. through the merger of TG Acquisition Corp., our wholly-owned subsidiary, with and into Tradeware Global Corp., with Tradeware Global Corp. being the surviving company and our wholly-owned subsidiary. See Notes 2 and 11 of notes to our consolidated financial statements.

Item 7. *Management s Discussion and Analysis of Financial Condition and Results of Operations*

Overview

We are a leading provider of mission-critical, sophisticated software products and software-enabled services that allow financial services providers to automate complex business processes and effectively manage their information processing requirements. Our portfolio of software products and rapidly deployable software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. We provide our solutions globally to more than 4,500 clients, principally within the institutional asset management, alternative investment management and financial institutions vertical markets. In addition, our clients include commercial lenders, corporate treasury groups, insurance and pension funds, municipal finance groups and real estate property managers.

Since 2007, we have expanded our presence in current markets and entered new markets, increased our recurring revenues, enhanced our operating income, paid down debt and reduced our debt leverage, increased our revenues through offering our proprietary software as software-enabled services, and expanded our reach in the financial services market. Our acquisitions since 2007 have expanded our offerings for alternative investment managers, added to our portfolio management systems and provided us with new trading products for broker/dealers and financial exchanges.

Our revenues for 2009 were $270.9 million, compared to $280.0 million and $248.2 million in 2008 and 2007, respectively. Our revenues decreased in 2009 due in part to the impact of the recent economic downturn and of a strengthened U.S. dollar, offset in part by revenues attributable to acquired businesses. Our recurring revenues, which consist of our maintenance revenues and software-enabled services revenues, were $229.4 million in 2009, compared to $230.8 million and $203.2 million in 2008 and 2007, respectively. In 2009, recurring revenues represented 84.7% of total revenues, compared to 82.4% and 81.9% in 2008 and 2007, respectively. We believe our high level of recurring revenues provides us with the ability to better manage our costs and capital investments. Our revenues from sales outside the United States were $98.6 million in 2009, compared to $110.3 million and $101.1 million in 2008 and 2007, respectively.

As we have expanded our business, we have focused on increasing our contractually recurring revenues. Since 2007, we have seen increased demand in the financial services industry for our software-enabled services from existing and new customers. To support that demand, we have taken a number of steps, such as automating our software-enabled services delivery methods and providing our employees with sales incentives. We have also acquired businesses that offer software-enabled services or that have a large base of maintenance clients. We believe that increasing the portion of our total revenues that are contractually recurring gives us the ability to better plan and manage our business and helps us reduce the fluctuations in revenues and cash flows typically associated with software license revenues. Our software-enabled services revenues increased from $141.3 million in 2007 to $163.3 million in 2009. Our maintenance revenues increased from $61.9 million in 2007 to $66.1 million in 2009. Maintenance customer retention rates have continued to be in excess of 90% and we have maintained both pricing levels for new contracts and annual price increases for existing contracts. To support the growth in our software-enabled services revenues and maintain our level of customer service, we have invested in increased personnel, facilities expansion and information technology. These investments and automation improvements in our software-enabled services have resulted in improved gross margins. Gross margins have increased from 48.1% in 2007 to

49.2% in 2009. We expect our contractually recurring revenues to continue to increase as a percentage of our total revenues.

We continue to focus on improving operating margins. Our total expenses, including costs of revenues, were $203.8 million in 2009, compared to $214.9 million and $199.4 million in 2008 and 2007, respectively. Our expenses decreased in 2009 over 2008 mainly as a result of our workforce reduction in November 2008 in an effort to reduce costs in response to the then anticipated effects of the recent economic downturn. As a result of managing our expenses, our operating income margins were 24.8% of revenues in 2009 compared to 23.2% in 2008 and 19.6% in 2007. Consolidated EBITDA, a non-GAAP financial measure defined in our credit agreement and used to measure our debt compliance, was $119.3 million in 2009 compared to $115.6 million and $98.7 million, in 2008 and 2007, respectively. Please see Selected historical financial data for a reconciliation of net income to Consolidated EBITDA.

We generated $59.9 million in cash from operating activities in 2009, compared to $61.7 million and $57.1 million in 2008 and 2007, respectively. In 2009, we used our operating cash flow and existing cash to repay $19.7 million of debt, acquire four businesses for $51.5 million and invest $2.6 million in capital equipment in our business.

Acquisitions

To supplement our organic growth, we evaluate and execute acquisitions that provide complementary products or services, add proven technology and an established client base, expand our intellectual property portfolio or address a highly specialized problem or a market niche. Since the beginning of 2007, we have spent approximately $88.9 million in cash to acquire seven businesses in the financial services industry.

The following table lists the businesses we have acquired since January 1, 2007:

Acquired Business	Acquisition Date	Acquired Capabilities, Products and Services
GIPS	February 2010	Expanded fund administration services to private equity market
Tradeware	December 2009	Added electronic trading offering in broker/ dealer market
TheNextRound	November 2009	Expanded private equity client base with TNR Solution product
MAXIMIS	May 2009	Expanded institutional footprint and provided new cross-selling opportunities
Evare	March 2009	Expanded institutional middle- and back-office outsourcing services with financial data acquisition, transformation and delivery services
Micro Design Services	October 2008	Added real-time, mission-critical order routing and execution services with ACA, BlockTalk and MarketLook products
Northport	March 2007	Expanded fund administration services to private equity market

Critical Accounting Estimates and Assumptions

A number of our accounting policies require the application of significant judgment by our management, and such judgments are reflected in the amounts reported in our consolidated financial statements. In applying these policies, our management uses its judgment to determine the appropriate assumptions to be used in the determination of estimates. Those estimates are based on our historical experience, terms of existing contracts, management s observation of trends in the industry, information provided by our clients and information available from other outside sources, as appropriate. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, doubtful accounts receivable, goodwill and other intangible assets and other contingent liabilities. Actual results may differ significantly from the estimates contained in our consolidated financial statements. We believe that the following are our critical accounting policies.

Table of Contents

Revenue Recognition

Our revenues consist primarily of software-enabled services and maintenance revenues, and, to a lesser degree, software license and professional services revenues.

Software-enabled services revenues, which are based on a monthly fee or transaction-based, are recognized as the services are performed. Software-enabled services are provided under arrangements that generally have terms of two to five years and contain monthly or quarterly fixed payments, with additional billing for increases in market value of a client s assets, pricing and trading activity under certain contracts.

We recognize software-enabled services revenues on a monthly basis as the software-enabled services are provided and when persuasive evidence of an arrangement exists, the price is fixed or determinable and collectibility is reasonably assured. We do not recognize any revenues before services are performed. Certain contracts contain additional fees for increases in market value, pricing and trading activity. Revenues related to these additional fees are recognized in the month in which the activity occurs based upon our summarization of account information and trading volume.

We recognize revenues from the sale of software licenses when persuasive evidence of an arrangement exists, the product has been delivered, the fee is fixed or determinable and collection of the resulting receivable is reasonably assured. Our products generally do not require significant modification or customization of the underlying software and, accordingly, the implementation services we provide are not considered essential to the functionality of the software.

We use a signed license agreement as evidence of an arrangement for the majority of our transactions. Delivery generally occurs when the product is delivered to a common carrier F.O.B. shipping point, or if delivered electronically, when the client has been provided with access codes that allow for immediate possession via a download. Although our arrangements generally do not have acceptance provisions, if such provisions are included in the arrangement, then delivery occurs at acceptance, unless such acceptance is deemed perfunctory. At the time of the transaction, we assess whether the fee is fixed or determinable based on the payment terms. Collection is assessed based on several factors, including past transaction history with the client and the creditworthiness of the client. The arrangements for perpetual software licenses are generally sold with maintenance and professional services. We allocate revenue to the delivered components, normally the license component, using the residual value method based on objective evidence of the fair value of the undelivered elements. The total contract value is attributed first to the maintenance and customer support arrangement based on the fair value, which is derived from renewal rates. Fair value of the professional services is based upon stand-alone sales of those services. Professional services are generally billed at an hourly rate plus out-of-pocket expenses. Professional services revenues are recognized as the services are performed. Maintenance agreements generally require us to provide technical support and software updates to our clients (on a when-and-if-available basis). We generally provide maintenance services under one-year renewable contracts. Maintenance revenues are recognized ratably over the term of the contract.

We also sell term licenses with maintenance. These arrangements range from one to seven years. Vendor-specific objective evidence does not exist for the maintenance element in the term licenses, and revenues are therefore recognized ratably over the contractual term of the arrangement.

We occasionally enter into software license agreements requiring significant customization or fixed-fee professional service arrangements. We account for these arrangements in accordance with the percentage-of-completion method based on the ratio of hours incurred to expected total hours; accordingly we must estimate the costs to complete the arrangement utilizing an estimate of man-hours remaining. Due to uncertainties inherent in the estimation process, it is at least reasonably possible that completion costs may be revised. Such revisions are recognized in the period in which the revisions are determined. Due to the complexity of some software license agreements, we routinely apply judgments to the application of software revenue recognition accounting principles to specific agreements and transactions. Different judgments or different contract structures could have led to different accounting conclusions, which could have a material effect on our reported results of operations.

Allowance for Doubtful Accounts

The preparation of financial statements requires our management to make estimates relating to the collectibility of our accounts receivable. Management establishes the allowance for doubtful accounts based on historical bad debt experience. In addition, management analyzes client accounts, client concentrations, client creditworthiness, current economic trends and changes in our clients payment terms when evaluating the adequacy of the allowance for doubtful accounts. Such estimates require significant judgment on the part of our management. Therefore, changes in the assumptions underlying our estimates or changes in the financial condition of our clients could result in a different required allowance, which could have a material effect on our reported results of operations.

Long-lived Assets, Intangible Assets and Goodwill

We must test goodwill annually for impairment (and in interim periods if certain events occur indicating that the carrying value of goodwill or indefinite-lived intangible assets may be impaired). We test the recoverability of goodwill by comparing the fair value or our reporting unit to its book value. To the extent that we do not achieve our revenue or operating cash flow plans or other measures of fair value decline, including external valuation assumptions, our current goodwill carrying value could be impaired. Additionally, since fair value is also based in part on the market approach, if comparable company market multiples decline from the levels at December 31, 2009, it is possible we could be required to perform the second step of the goodwill impairment test and impairment could result. The first step of the impairment analysis indicated that the fair value of our reporting unit exceeded its carrying value by more than 25% at December 31, 2009.

We assess the impairment of identifiable intangibles, long-lived assets and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important which could trigger an impairment review include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and
- significant negative industry or economic trends.

When we determine that the carrying value of intangibles and long-lived assets may not be recoverable based upon the existence of one or more of the above indicators of potential impairment, we assess whether an impairment has occurred based on whether net book value of the assets exceeds related projected undiscounted cash flows from these assets. We consider a number of factors, including past operating results, budgets, economic projections, market trends and product development cycles in estimating future cash flows. Differing estimates and assumptions as to any of the factors described above could result in a materially different impairment charge and thus materially different results of operations.

Acquisition Accounting

In connection with our acquisitions, we allocate the purchase price to the assets and liabilities we acquire, such as net tangible assets, completed technology, in-process research and development, client contracts, other identifiable intangible assets, deferred revenue and goodwill. We applied significant judgments and estimates in determining the fair market value of the assets acquired and their useful lives. For example, we have determined the fair value of existing client contracts based on the discounted estimated net future cash flows from such client contracts existing at the date of acquisition and the fair value of the completed technology based on the relief-from-royalties method on estimated future revenues of such completed technology. While actual results during the years ended December 31, 2009, 2008 and 2007 were consistent with our estimated cash flows and we did not incur any impairment charges during those years, different estimates and assumptions in valuing acquired assets could yield materially different results.

Table of Contents

Stock-based Compensation

Using the fair value recognition provisions of relevant accounting literature, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the appropriate service period. Determining the fair value of stock-based awards requires considerable judgment, including estimating the fair value of our common stock, the expected term of stock options, expected volatility of our stock price, and the number of awards expected to be forfeited. In addition, for stock-based awards where vesting is dependent upon achieving certain operating performance goals, we estimate the likelihood of achieving the performance goals. Differences between actual results and these estimates could have a material effect on our financial results. A deferred income tax asset is recorded over the vesting period as stock compensation expense is recorded. The realizability of the deferred tax asset is ultimately based on the actual value of the stock-based award upon exercise. If the actual value is lower than the fair value determined on the date of grant, then there could be an income tax expense for the portion of the deferred tax asset that is not realizable.

To date, SS&C Holdings has granted stock options to our employees and directors under the SS&C Holdings 2006 equity incentive plan. Given the lack of a public market for SS&C Holdings common stock, the SS&C Holdings board of directors must determine the fair value of SS&C Holdings common stock on the measurement date, which requires making complex and subjective judgments. The SS&C Holdings board has reviewed and considered a number of factors when determining the fair value of SS&C Holdings common stock, including:

- the value of our business as determined at arm s length in connection with the Transaction;
- significant business milestones that may have affected the value of our business subsequent to the Transaction;
- the continued risks associated with our business;
- the economic outlook in general and the condition and outlook of our industry;
- our financial condition and expected operating results;
- our level of outstanding indebtedness;
- the market price of stocks of publicly traded corporations engaged in the same or similar lines of business;
- as of July 31, 2006, March 31, 2007 and March 1, 2008, analyses using a weighted average of three generally accepted valuation procedures: the income approach, the market approach publicly traded guideline company method and the market approach - transaction method; and
- as of November 15, 2008, April 1, 2009 and November 30, 2009, analyses using a weighted average of two generally accepted valuation procedures: the income approach and the market approach-publicly traded guideline company method. The market approach- transaction method was not utilized due to the lack of comparable transactions in the evaluation period.

The following table summarizes information about stock options granted since August 2006, the date of the first option grants since the Transaction:

	Shares	Fair Value of	Weighted-Average Grant Date Fair Value of Options by Vesting Type (1):

Grant Date	Under Option	Exercise Price	Underlying Stock	Time	Performance	Change in Control
August 2006	1,165,831	$ 74.50	$ 74.50	$ 31.08	$ 32.98	$ 21.23
November 2006	10,500	74.50	74.50	30.75	32.61	21.23
March 2007	23,000	74.50	74.50	30.69	32.54	7.41
May 2007	17,500	98.91	98.91	40.85	43.32	9.09
June 2007	3,000	98.91	98.91	41.37	43.89	8.64
January 2009	30,005	85.65	85.65	24.32		
December 2009	12,000	123.50	123.50	38.63		
January 2010	500	123.50	123.50	38.18		
February 2010	47,100	123.50	123.50	38.09		

(1) The weighted-average fair value of options by vesting type represents the value at the grant date. These fair values do not reflect the re-valuation of certain options related to modifications effected in February 2009, March 2008 and April 2007, or the resolutions approved by the SS&C Holdings board of directors and the SS&C Holdings compensation committee in February 2010 relating to performance-based and superior options, as more fully described in Notes 10 and 16 to the consolidated financial statements for the year ended December 31, 2009.

Income Taxes

The carrying value of our deferred tax assets assumes that we will be able to generate sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions. If these estimates and related assumptions change in the future, we may be required to record additional valuation allowances against our deferred tax assets resulting in additional income tax expense in our consolidated statement of operations. On a quarterly basis, we evaluate whether deferred tax assets are realizable and assess whether there is a need for additional valuation allowances. The carrying value of our deferred tax assets and liabilities is recorded based on the statutory rates that we expect our deferred tax assets and liabilities to reverse into income. We estimate the state rate at which our deferred tax assets and liabilities will reverse based on estimates of state income apportionment for future years. Each of these estimates requires significant judgment on the part of our management. In addition, we evaluate the need to provide additional tax provisions for adjustments proposed by taxing authorities.

As of December 31, 2009, we had $7.0 million of liabilities for unrecognized tax benefits. All of the unrecognized tax benefits, if recognized, would decrease our effective tax rate and increase our net income. We recognize accrued interest and penalties relating to unrecognized tax benefits as a component of the income tax provision.

Results of Operations for the Years Ended December 31, 2009, 2008 and 2007

The following table sets forth revenues (dollars in thousands) and changes in revenues for the periods indicated:

	Year Ended December 31,			Percent Change from Prior Period	
	2009	**2008**	**2007**	**2009**	**2008**
Revenues:					
Software licenses	$ 20,661	$ 24,844	$ 27,514	(16.8)%	(9.7)%
Maintenance	66,099	65,178	61,910	1.4	5.3
Professional services	20,889	24,352	17,491	(14.2)	39.2
Software-enabled services	163,266	165,632	141,253	(1.4)	17.3
Total revenues	$ 270,915	$ 280,006	$ 248,168	(3.2)	12.8

The following table sets forth the percentage of our total revenues represented by each of the following sources of revenues for the periods indicated:

Year Ended December 31,

	2009	2008	2007
Revenues:			
Software licenses	7.6%	8.9%	11.1%
Maintenance	24.4	23.3	25.0
Professional services	7.7	8.7	7.0
Software-enabled services	60.3	59.1	56.9
Total revenues	100.0%	100.0%	100.0%

Table of Contents

Comparison of Years Ended December 31, 2009, 2008 and 2007

Revenues

Our revenues consist primarily of software-enabled services and maintenance revenues, and, to a lesser degree, software license and professional services revenues. As a general matter, our software license and professional services revenues tend to fluctuate based on the number of new licensing clients, while fluctuations in our software-enabled services revenues are attributable to the number of new software-enabled services clients as well as the number of outsourced transactions provided to our existing clients and total assets under management in our clients portfolios. Maintenance revenues vary based on the rate by which we add or lose maintenance clients over time and, to a lesser extent, on the annual increases in maintenance fees, which are generally tied to the consumer price index.

Revenues were $270.9 million, $280.0 million and $248.2 million in 2009, 2008 and 2007, respectively. The revenue decrease in 2009 of $9.1 million, or 3.2%, was primarily due to a decrease in revenues for businesses and products that we have owned for at least 12 months, or organic revenues, of $18.3 million, or 7%, partially offset by revenues from products and services that we acquired through our acquisitions of Micro Design Services (MDS) in October 2008, Evare in March 2009, MAXIMIS in May 2009 and TheNextRound (TNR) in November 2009, which added $15.6 million in revenues in the aggregate. The revenue decrease in 2009 was due in part to the impact of the recent economic down turn and the unfavorable impact from foreign currency translation of approximately $6.4 million resulting from the strength of the U.S. dollar relative to the Canadian dollar, British pound, Australian dollar and the euro. Revenue growth in 2008 of $31.8 million, or 13%, was driven by organic revenues, which increased $28.7 million, or 12%. The remaining $3.1 million increase was due to sales of products and services that we acquired in our acquisitions of Northport, which we acquired in March 2007, and MDS. The impact from foreign currency translation in 2008 was not significant.

Software Licenses

Software license revenues were $20.7 million, $24.8 million and $27.5 million in 2009, 2008 and 2007, respectively. The decrease in software license revenues from 2008 to 2009 of $4.1 million was due to a decrease of $5.1 million in organic software license revenues and a decrease of $0.4 million related to foreign currency translation, partially offset by revenues of $1.4 million from acquisitions. During 2009, we had fewer perpetual license transactions than in 2008, but at a similar average size. The decrease in software license revenues from 2007 to 2008 of $2.7 million was due to a decrease of $3.3 million in organic license sales, partially offset by acquisitions, which added $0.6 million. During 2008, we had fewer perpetual license transactions than in 2007, but at a similar average size, offset by an increase in revenues from term licenses. Software license revenues will vary depending on the timing, size and nature of our license transactions. For example, the average size of our software license transactions and the number of large transactions may fluctuate on a period-to-period basis. Additionally, software license revenues will vary among the various products that we offer, due to differences such as the timing of new releases and variances in economic conditions affecting opportunities in the vertical markets served by such products.

Maintenance

Maintenance revenues were $66.1 million, $65.2 million and $61.9 million in 2009, 2008 and 2007, respectively. The increase in maintenance revenues of $0.9 million, or 1%, in 2009 was primarily due to revenue from acquisitions, which added $5.0 million, partially offset by a decrease of $2.7 million in organic maintenance revenues and a decrease of $1.4 million related to foreign currency translation. The decrease in organic maintenance revenues was primarily due to a decrease in fees for one significant customer. The increase in maintenance revenues of $3.3 million, or 5%, in 2008 was due in part to organic revenue growth of $2.8 million and acquisitions, which added $0.5 million.

We typically provide maintenance services under one-year renewable contracts that provide for an annual increase in fees, generally tied to the percentage changes in the consumer price index. Future maintenance revenue growth is dependent on our ability to retain existing clients, add new license clients and increase average maintenance fees.

Professional Services

Professional services revenues were $20.9 million, $24.4 million and $17.5 million in 2009, 2008 and 2007, respectively. The decrease in professional services revenues of $3.5 million, or 14%, in 2009 was primarily due to a decrease of $4.9 million in organic revenues and a decrease of $0.7 million related to foreign currency translation, partially offset by revenues of $2.1 million from acquisitions. The increase in professional services revenues of $6.9 million, or 39%, in 2008 was primarily due to organic growth of $6.0 million and acquisitions, which contributed $0.9 million to the increase. The decrease in organic revenues in 2009 and the growth in organic revenues in 2008 was primarily due to one significant professional services project that commenced during the first quarter of 2008 and was completed during 2008. Our overall software license revenue levels and market demand for professional services will continue to have an effect on our professional services revenues.

Software-Enabled Services

Software-enabled services revenues were $163.3 million, $165.6 million and $141.3 million in 2009, 2008 and 2007, respectively. The decrease in software-enabled services revenues in 2009 of $2.3 million, or 1%, was primarily due to a decrease of $5.5 million in organic revenues and a decrease of $3.9 million related to foreign currency translation, partially offset by revenues of $7.1 million from acquisitions. Contributing to the decline in organic revenues was a decrease in fees for one significant client and decreases in the variable portion of our fees, which are tied to our clients assets under management. The increase in software-enabled services revenues in 2008 of $24.3 million, or 17%, was primarily due to organic growth of $23.2 million and acquisitions, which added $1.1 million. Future software-enabled services revenue growth is dependent on our ability to add new software-enabled services clients, retain existing clients and increase average software-enabled services fees.

Cost of Revenues

The total cost of revenues was $137.7 million, $142.4 million and $128.9 million in 2009, 2008 and 2007, respectively. The gross margin increased from 48% in 2007 to 49% in 2008 and 2009. The decrease in total cost of revenues in 2009 of $4.7 million was primarily due to cost reductions of approximately $9.1 million as a result of our workforce reduction in the fourth quarter of 2008 and a decrease in costs of $3.6 million related to foreign currency translation. Stock-based compensation decreased by $0.5 million, as the time-based options granted in August 2006 became fully vested during the year and a lower valuation was ascribed to the 2009 performance-based options as compared to the 2008 performance-based options. These cost reductions were partially offset by our acquisitions of MDS, Evare, MAXIMIS and TNR, which added costs of $8.5 million in the aggregate. The increase of $13.5 million in total cost of revenues in 2008 was mainly due to personnel increases early in the year to support revenue growth, particularly professional services and software-enabled services, and acquisitions. Cost increases to support our organic revenue growth were $12.5 million and acquisitions added $1.5 million in costs, primarily in software-enabled services revenues. In November 2008, we reduced our workforce by approximately 9% in response to the anticipated effects of the current economic downturn. Severance expenses related to this action added $0.6 million in expenses to total cost of revenues in 2008. These increases were offset by a decrease of $1.1 million in stock-based compensation expense, as 2007 stock-based compensation expense included charges related to the vesting of 2006 performance options.

Cost of Software License Revenues

Cost of software license revenues consists primarily of amortization expense of completed technology, royalties, third-party software, and the costs of product media, packaging and documentation. The cost of software license revenues was $8.5 million, $9.2 million and $9.6 million in 2009, 2008 and 2007, respectively. The decrease in cost of software licenses in both 2009 and 2008 was primarily due to a reduction in amortization expense under the percent of cash flows method, as a lower percentage of current license revenues was deemed associated with technology that existed at the date of the Transaction, partially offset by amortization expense related to acquisitions occurring in each of those years. Additionally, 2009 costs include a decrease of $0.1 million related to foreign currency translation.

Cost of Maintenance Revenues

Cost of maintenance revenues consists primarily of technical client support, costs associated with the distribution of products and regulatory updates and amortization of intangible assets. The cost of maintenance revenues was $27.6 million, $26.9 million and $26.0 million in 2009, 2008 and 2007, respectively. The increase in cost of maintenance revenues of $0.7 million in 2009 was primarily due to our acquisitions, which added $1.9 million in costs, partially offset by a decrease in costs of $0.6 million and a decrease of $0.6 million related to foreign currency translation. The increase in cost of maintenance revenues in 2008 was primarily due to additional costs of $0.7 million and additional amortization expense of $0.3 million as a result of increasing cash flows, partially offset by a decrease of $0.1 million in stock-based compensation expense.

Cost of Professional Services Revenues

Cost of professional services revenues consists primarily of the cost related to personnel utilized to provide implementation, conversion and training services to our software licensees, as well as system integration, custom programming and actuarial consulting services. The cost of professional services revenue was $14.2 million, $16.1 million and $14.3 million in 2009, 2008 and 2007, respectively. The decrease in cost of professional services revenues of $1.9 million in 2009 was primarily due to cost reductions of $3.6 million and a decrease of $0.5 million related to foreign currency translation, partially offset by acquisitions, which added $2.2 million in costs. The increase in cost of professional services revenues in 2008 was primarily due to an increase of $0.4 million in costs, partially offset by a decrease of $0.1 million in stock-based compensation expense. Acquisitions added $0.8 million in costs.

Cost of Software-Enabled Services Revenues

Cost of software-enabled services revenues consists primarily of the cost related to personnel utilized in servicing our software-enabled services clients and amortization of intangible assets. The cost of software-enabled services revenues was $87.5 million, $90.3 million and $79.0 million in 2009, 2008 and 2007, respectively. The decrease in cost of software-enabled services revenues of $2.8 million in 2009 was primarily due to cost reductions of $3.7 million, a decrease of $2.3 million related to foreign currency translation and a decrease of $0.5 million in stock-based compensation expense, partially offset by our acquisitions, which added $3.7 million in costs. The increase in cost of software-enabled services revenues in 2008 was primarily due to an increase of $10.8 million in costs, primarily related to personnel and communications, to support the growth in organic revenues and our acquisition of Northport, which added $0.7 million, representing a full year of costs. Additionally, severance expenses related to our workforce reduction contributed $0.4 million and amortization expense increased $0.3 million. These increases were partially offset by a decrease of $0.9 million in stock-based compensation expense.

Operating Expenses

Our total operating expenses were $66.1 million, $72.5 million and $70.6 million in 2009, 2008 and 2007, respectively, representing 24%, 26% and 28%, respectively, of total revenues in those years. The decrease in operating expenses of $6.4 million in 2009 was primarily due to cost reductions of approximately $7.6 million, which were partially the result of non-recurring prior year expenses of $1.6 million related to our prior proposed initial public offering, which was withdrawn due to market conditions, and severance expenses of $1.0 million related to our workforce reduction in 2008. Additionally, our acquisitions added costs of $3.8 million, partially offset by a decrease of $1.2 million in stock-based compensation expense and a decrease of $1.4 million related to foreign currency translation. The increase in operating expenses in 2008 was primarily due to our expensing $1.6 million in costs related our prior proposed initial public offering and severance expenses of $1.0 million. Additionally, operating costs increased $2.3 million, primarily related to personnel, and amortization expense increased $0.2 million. These increases were offset in part by a decrease of $2.6 million in stock-based compensation expense, as 2007 stock-based compensation expense included charges related to the vesting of 2006 performance options, a decrease of $0.5 million in capital-based taxes and a decrease of $0.5 million in expenses paid to The Carlyle Group. Acquisitions added $0.4 million in costs.

Selling and Marketing

Selling and marketing expenses consist primarily of the personnel costs associated with the selling and marketing of our products, including salaries, commissions and travel and entertainment. Such expenses also include amortization of intangible assets, the cost of branch sales offices, trade shows and marketing and promotional materials. Selling and marketing expenses were $20.4 million, $19.6 million and $19.7 million in 2009, 2008 and 2007, respectively, representing 8%, 7% and 8%, respectively, of total revenues in those years. The increase in selling and marketing expenses of $0.8 million in 2009 was primarily attributable to our acquisitions, which added $1.1 million in costs, partially offset by a decrease in stock-based compensation expense of $0.2 million and a reduction in costs of $0.1 million. Additionally, a decrease of $0.5 million related to foreign currency translation was partially offset by an increase in costs of $0.4 million. The decrease in selling and marketing expenses in 2008 was primarily attributable to a decrease in stock-based compensation expense of $0.6 million, partially offset by acquisitions, which added $0.2 million in costs, and an increase of $0.3 million in amortization expense.

Research and Development

Research and development expenses consist primarily of personnel costs attributable to the enhancement of existing products and the development of new software products. Research and development expenses were $26.5 million, $26.8 million and $26.3 million in 2009, 2008 and 2007, respectively, representing 10%, 10% and 11%, respectively, of total revenues in those years. The decrease in research and development expenses of $0.3 million in 2009 was primarily due to a reduction in costs of $1.8 million, a decrease of $0.5 million related to foreign currency translation and a decrease in stock-based compensation expense of $0.2 million, partially offset by our acquisitions, which added $2.2 million in costs. The increase in research and development expenses in 2008 was primarily due to an increase of $0.6 million in costs to support organic revenue growth, and severance expenses of $0.3 million, partially offset by a decrease of $0.4 million in stock-based compensation expense.

General and Administrative

General and administrative expenses consist primarily of personnel costs related to management, accounting and finance, information management, human resources and administration and associated overhead costs, as well as fees for professional services. General and administrative expenses were $19.2 million, $26.1 million and $24.6 million in 2009, 2008 and 2007, respectively, representing 7%, 9% and 10%, respectively, of total revenues in those years. The decrease in general and administrative expenses of $6.9 million in 2009 was primarily due to cost reductions of $6.2 million, which were partially the result of non-recurring prior year expenses of $1.6 million related our prior proposed initial public offering, which was withdrawn due to market conditions, and severance expenses of $0.7 million related to our workforce reduction in November 2008. A decrease of $0.7 million in stock-based compensation expense and a decrease of $0.4 million related to foreign currency translation were partially offset by our acquisitions, which added $0.4 million in costs. The increase in general and administrative expenses in 2008 was primarily due to an increase in costs of $1.7 million, our expensing $1.6 million in costs related to our prior proposed initial public offering and prior year severance expenses of $0.7 million. These increases were offset in part by a decrease of $1.6 million in stock-based compensation expense, a decrease of $0.5 million in capital-based taxes and a decrease of $0.5 million in expenses paid to Carlyle. Acquisitions added $0.2 million in costs.

Interest Income, Interest Expense and Other Income (Expense), Net

We had interest expense of $36.9 million and interest income of less than $0.1 million in 2009 compared to interest expense of $41.5 million and interest income of $0.4 million in 2008. In 2007, we had interest expense of $45.5 million and interest income of $0.9 million. The decrease in interest expense in 2009 reflects the lower average debt balance and lower average interest rates on the unhedged floating portion of our debt as compared to 2008. The decrease in interest income in 2009 is also related to the lower average interest rates as compared to 2008. The decrease in interest expense in 2008 reflects the lower average debt balance and lower average interest rates on the floating portion of our debt as compared to 2007. The decrease in interest income in 2008 is also related to the lower average interest rates as compared to 2007. Other expense, net in 2009 consists primarily of foreign currency transaction losses of $1.5 million. Other income, net in 2008 consists primarily of foreign currency transaction gains of $4.0 million, partially offset by a $2.0 million loss we recorded relating to our investment in a private company which we account for under the equity method of accounting. Other income, net in 2007 consists primarily of foreign currency transaction gains of $0.6 million, property tax refunds of $0.9 million and $0.4 million related to the favorable settlement of a liability accrued at the time of our acquisition of Financial Models in 2005.

Provision for Income Taxes

For the year ended December 31, 2009, we recorded a provision for income taxes of $9.8 million. The difference between the provision we recorded and the statutory rate was primarily due to foreign tax benefits of approximately $2.3 million, partially offset by state income taxes of $1.8 million. For the year ended December 31, 2008, we recorded a provision for income taxes of $7.1 million. The difference between the provision we recorded and the statutory rate was primarily due to foreign tax benefits of approximately $2.3 million and a benefit of $0.6 million due to changes in Canadian withholding rates enacted in December 2008. These benefits were partially offset by state income taxes of $1.0 million. For the year ended December 31, 2007, we recorded a benefit of $0.5 million. The difference between the benefit we recorded and the statutory rate was partially due to changes in Canadian statutory tax rates enacted in June 2007 and December 2007, for which we recorded a benefit of approximately $1.5 million, and other foreign tax benefits of approximately $1.9 million. We had $66.4 million of deferred tax liabilities and $16.7 million of deferred tax assets at December 31, 2009. In future years, we expect to have sufficient levels of taxable income to realize the net deferred tax assets at December 31, 2009.

Liquidity and Capital Resources

Our principal cash requirements are to finance the costs of our operations pending the billing and collection of client receivables, to fund payments with respect to our indebtedness, to invest in research and development and to acquire complementary businesses or assets. We expect our cash on hand, cash flows from operations and availability under the revolving credit portion of our senior credit facilities to provide sufficient liquidity to fund our current obligations, projected working capital requirements and capital spending for at least the next 12 months.

Our cash and cash equivalents at December 31, 2009 were $19.1 million, a decrease of $10.2 million from $29.3 million at December 31, 2008. Cash provided by operations was offset by net repayments of debt and cash used for acquisitions and capital expenditures.

Net cash provided by operating activities was $59.9 million in 2009. Net cash provided by operating activities during 2009 was primarily the result of our net income, adjusted for non-cash expenses including depreciation and amortization, stock compensation expense, amortization of loan origination costs and a decrease in deferred income taxes. The net change in our operating accounts was driven by increases in accrued expenses, accounts payable and deferred revenues and a decrease in accounts receivable, partially offset by a decrease in income taxes payable.

Investing activities used net cash of $54.1 million in 2009. Cash used by investing activities was primarily due to $51.5 million cash paid for acquisitions and $2.6 million in capital expenditures.

Net cash used in financing activities was $17.9 million in 2009, primarily related to net repayments of debt.

Table of Contents

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2009 that require us to make future cash payments (in thousands):

Contractual Obligations	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	All Other
Short-term and long-term debt	$ 397,259	$ 4,270	$ 187,989	$ 205,000	$	$
Interest payments(1)	113,935	33,200	56,648	24,087		
Operating lease obligations(2)	33,959	9,486	13,490	7,132	3,851	
Purchase obligations(3)	8,322	5,556	1,879	770	117	
Uncertain tax positions and related interest(4)	8,238					8,238
Total contractual obligations	$ 561,713	$ 52,512	$ 260,006	$ 236,989	$ 3,968	$ 8,238

(1) Reflects interest payments on our term loan facility and associated interest rate swap agreement at an assumed interest rate of three-month LIBOR of 0.26% plus 2.0% for U.S. dollar loans and CDOR of 0.38% plus 2.5% for Canadian dollar loans, and required interest payments on our senior subordinated notes of 11.75%.

(2) We are obligated under noncancelable operating leases for office space and office equipment. The lease for the corporate facility in Windsor, Connecticut expires in 2016. We sublease office space under noncancelable leases. We received rental income under these leases of $1.3 million, $1.4 million and $1.5 million for the years ended December 31, 2009, 2008 and 2007, respectively. The effect of the rental income to be received in the future has not been included in the table above.

(3) Purchase obligations include the minimum amounts committed under contracts for goods and services.

(4) As of December 31, 2009, our liability for uncertain tax positions and related net interest payable were $7.0 million and $1.3 million, respectively. We are unable to reasonably estimate the timing of such liability and interest payments in individual years beyond 12 months due to uncertainties in the timing of the effective settlement of tax positions.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

The Transaction

On November 23, 2005, in connection with the Transaction, SS&C (1) entered into a new $350.0 million credit facility, consisting of a $200.0 million term loan facility with SS&C as the borrower, a $75.0 million-equivalent term loan facility with a Canadian subsidiary as the borrower ($17.0 million of which is denominated in US dollars and

$58.0 million of which is denominated in Canadian dollars) and a $75.0 million revolving credit facility and (2) issued $205.0 million aggregate principal amount of 113/4% senior subordinated notes due 2013.

As a result of the Transaction, we are highly leveraged and our debt service requirements are significant. At December 31, 2009, our total indebtedness was $397.3 million and we had $73.0 million available for borrowing under our revolving credit facility.

Senior Credit Facilities

SS&C s borrowings under the senior credit facilities bear interest at either a floating base rate or a Eurocurrency rate plus, in each case, an applicable margin. In addition, SS&C pays a commitment fee in respect of unused revolving commitments at a rate that will be adjusted based on our leverage ratio. SS&C is obligated to make quarterly principal payments on the term loan of $2.0 million per year. Subject to certain exceptions, thresholds and other limitations, SS&C is required to prepay outstanding loans under the senior credit facilities with the net proceeds of certain asset dispositions and certain debt issuances and 50% of its excess cash flow (as defined in the agreements governing our senior credit facilities), which percentage will be reduced based on our reaching certain leverage ratio thresholds.

The obligations under our senior credit facilities are guaranteed by SS&C Holdings and all of SS&C s existing and future material wholly owned U.S. subsidiaries, with certain exceptions as set forth in our credit agreement. The obligations of the Canadian borrower are guaranteed by SS&C Holdings, SS&C and each of SS&C s U.S. and Canadian subsidiaries, with certain exceptions as set forth in the credit agreement. The obligations under the senior credit facilities are secured by a perfected first priority security interest in all of SS&C s capital stock and all of the capital stock or other equity interests held by SS&C Holdings, SS&C and each of SS&C s existing and future U.S. subsidiary guarantors (subject to certain limitations for equity interests of foreign subsidiaries and other exceptions as set forth in our credit agreement) and all of SS&C Holdings and SS&C s tangible and intangible assets and the tangible and intangible assets of each of SS&C s existing and future U.S. subsidiary guarantors, with certain exceptions as set forth in the credit agreement. The Canadian borrower s borrowings under the senior credit facilities and all guarantees thereof are secured by a perfected first priority security interest in all of SS&C s capital stock and all of the capital stock or other equity interests held by SS&C Holdings, SS&C and each of SS&C s existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in the credit agreement, and all of SS&C Holdings and SS&C s tangible and intangible assets and the tangible and intangible assets of each of SS&C s existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in the credit agreement.

The senior credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, SS&C s (and its restricted subsidiaries) ability to incur additional indebtedness, pay dividends and distributions on capital stock, create liens on assets, enter into sale and lease-back transactions, repay subordinated indebtedness, make capital expenditures, engage in certain transactions with affiliates, dispose of assets and engage in mergers or acquisitions. In addition, under the senior credit facilities, SS&C is required to satisfy and maintain a maximum total leverage ratio and a minimum interest coverage ratio. We were in compliance with all covenants at December 31, 2009.

In March 2007, SS&C amended the credit agreement to reduce the margin on the U.S. Term Loan from 2.5% to 2.0%.

113/4% Senior Subordinated Notes due 2013

The 113/4% senior subordinated notes due 2013 are unsecured senior subordinated obligations of SS&C that are subordinated in right of payment to all existing and future senior debt, including the senior credit facilities. The senior subordinated notes will be *pari passu* in right of payment to all future senior subordinated debt of SS&C.

The senior subordinated notes are redeemable in whole or in part, at SS&C s option, at any time at varying redemption prices that generally include premiums, which are defined in the indenture. In addition, upon a change of control, SS&C is required to make an offer to redeem all of the senior subordinated notes at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest.

The indenture governing the senior subordinated notes contains a number of covenants that restrict, subject to certain exceptions, SS&C s ability and the ability of its restricted subsidiaries to incur additional indebtedness, pay dividends, make certain investments, create liens, dispose of certain assets and engage in mergers or acquisitions.

Covenant Compliance

Under the senior credit facilities, we are required to satisfy and maintain specified financial ratios and other financial condition tests. As of December 31, 2009, we were in compliance with the financial and non-financial covenants. Our continued ability to meet these financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet these ratios and tests. A breach of any of these covenants could result in a default under the senior credit facilities. Upon the occurrence of any event of default under the senior credit facilities, the lenders could elect to declare all amounts outstanding under the senior credit facilities to be immediately due and payable and terminate all commitments to extend further credit.

Table of Contents

Consolidated EBITDA is a non-GAAP financial measure used in key financial covenants contained in our senior credit facilities, which are material facilities supporting our capital structure and providing liquidity to our business. Consolidated EBITDA is defined as earnings before interest, taxes, depreciation and amortization (EBITDA), further adjusted to exclude unusual items and other adjustments permitted in calculating covenant compliance under our senior credit facilities. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting Consolidated EBITDA is appropriate to provide additional information to investors to demonstrate compliance with the specified financial ratios and other financial condition tests contained in our senior credit facilities.

Management uses Consolidated EBITDA to gauge the costs of our capital structure on a day-to-day basis when full financial statements are unavailable. Management further believes that providing this information allows our investors greater transparency and a better understanding of our ability to meet our debt service obligations and make capital expenditures.

Any breach of covenants in our senior credit facilities that are tied to ratios based on Consolidated EBITDA could result in a default under that agreement, in which case the lenders could elect to declare all amounts borrowed due and payable and to terminate any commitments they have to provide further borrowings. Any such acceleration would also result in a default under our indenture governing the senior subordinated notes. Any default and subsequent acceleration of payments under our debt agreements would have a material adverse effect on our results of operations, financial position and cash flows. Additionally, under our debt agreements, our ability to engage in activities such as incurring additional indebtedness, making investments and paying dividends is also tied to ratios based on Consolidated EBITDA.

Consolidated EBITDA does not represent net income or cash flow from operations as those terms are defined by GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. Further, our senior credit facilities require that Consolidated EBITDA be calculated for the most recent four fiscal quarters. As a result, the measure can be disproportionately affected by a particularly strong or weak quarter. Further, it may not be comparable to the measure for any subsequent four-quarter period or any complete fiscal year.

Consolidated EBITDA is not a recognized measurement under GAAP, and investors should not consider Consolidated EBITDA as a substitute for measures of our financial performance and liquidity as determined in accordance with GAAP, such as net income, operating income or net cash provided by operating activities. Because other companies may calculate Consolidated EBITDA differently than we do, Consolidated EBITDA may not be comparable to similarly titled measures reported by other companies. Consolidated EBITDA has other limitations as an analytical tool, when compared to the use of net income, which is the most directly comparable GAAP financial measure, including:

- Consolidated EBITDA does not reflect the provision of income tax expense in our various jurisdictions;

- Consolidated EBITDA does not reflect the significant interest expense we incur as a result of our debt leverage;

- Consolidated EBITDA does not reflect any attribution of costs to our operations related to our investments and capital expenditures through depreciation and amortization charges;

- Consolidated EBITDA does not reflect the cost of compensation we provide to our employees in the form of stock option awards; and

- Consolidated EBITDA excludes expenses that we believe are unusual or non-recurring, but which others may believe are normal expenses for the operation of a business.

The following is a reconciliation of net income to Consolidated EBITDA as defined in our senior credit facilities.

Table of Contents

	Year Ended December 31, 2009	2008	2007
	(In thousands)		
Net income	$ 19,018	$ 18,801	$ 6,575
Interest expense, net	36,863	41,130	44,524
Income tax provision (benefit)	9,804	7,146	(458)
Depreciation and amortization	36,028	35,038	35,047
EBITDA	101,713	102,115	85,688
Purchase accounting adjustments(1)	(93)	(289)	(296)
Capital-based taxes	795	1,212	1,721
Unusual or non-recurring charges(2)	1,990	1,480	(1,718)
Acquired EBITDA and cost savings(3)	8,053	2,379	135
Stock-based compensation	5,607	7,323	10,979
Other(4)	1,201	1,346	2,158
Consolidated EBITDA, as defined	$ 119,266	$ 115,566	$ 98,667

(1) Purchase accounting adjustments include (a) an adjustment to increase revenues by the amount that would have been recognized if deferred revenue were not adjusted to fair value at the date of acquisitions and (b) an adjustment to increase rent expense by the amount that would have been recognized if lease obligations were not adjusted to fair value at the date of the Transaction.

(2) Unusual or non-recurring charges include foreign currency transaction gains and losses, expenses related to our prior proposed public offering, severance expenses associated with workforce reduction, equity earnings and losses on investments, proceeds and payments from legal and other settlements, costs associated with the closing of a regional office and other one-time gains and expenses.

(3) Acquired EBITDA and cost savings reflects the EBITDA impact of significant businesses that were acquired during the period as if the acquisition occurred at the beginning of the period and cost savings to be realized from such acquisitions.

(4) Other includes management fees and related expenses paid to Carlyle and the non-cash portion of straight-line rent expense.

Our covenant restricting capital expenditures for the year ended December 31, 2009 limits expenditures to $18.9 million. Actual capital expenditures for the year ended December 31, 2009 were $2.6 million. Our covenant requirements for total leverage ratio and minimum interest coverage ratio and the actual ratios for the year ended December 31, 2009 are as follows:

	Covenant Requirements	Actual Ratios
Maximum consolidated total leverage to Consolidated EBITDA Ratio	5.50x	3.17x

Minimum Consolidated EBITDA to consolidated net interest coverage ratio	2.00x	3.45x

Recent Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued an authoritative literature update relating to multiple-deliverable revenue arrangements. This updated literature establishes the accounting and reporting guidance for arrangements including multiple revenue-generating activities. The standard provides amendments to the criteria for separating deliverables, measuring and allocating arrangement consideration to one or more units of accounting. The amendments in this standard also establish a selling price hierarchy for determining the selling price of a deliverable. Significantly enhanced disclosures are also required to provide information about a vendor s multiple-deliverable revenue arrangements, including information about the nature and terms, significant deliverables, and its performance within arrangements. The amendments also require providing information about the significant judgments made and changes to those judgments and about how the application of the relative selling-price method affects the timing or amount of revenue recognition. These amendments are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. Early application is permitted. We are currently evaluating the impact of this new standard.

In June 2009, the FASB issued The FASB Accounting StandardsCodification (Codification) and the Hierarchy of GAAP , which establishes the Codification as the single source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. SEC rules and interpretive releases are also sources of authoritative GAAP for SEC registrants. The Codification modifies the GAAP hierarchy to include only two levels of GAAP: authoritative and nonauthoritative. We adopted the Codification in July 2009. As it is not intended to change or alter existing GAAP, it did not affect our results of operations, cash flows or financial position.

In May 2009, the FASB issued new accounting guidance related to the accounting and disclosures of subsequent events. This guidance establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. We adopted this guidance upon its issuance and such adoption did not have a material impact on our consolidated financial statements.

In April 2009, the FASB issued new accounting guidance related to interim disclosures about the fair values of financial instruments, which requires disclosures about fair value of financial instruments not measured on the balance sheet at fair value in interim financial statements as well as in annual financial statements. Prior to this, fair values for these assets and liabilities were only disclosed annually. This new accounting guidance requires all entities to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments. We adopted this guidance upon its issuance and such adoption did not have a material impact on our consolidated financial statements.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

We do not use derivative financial instruments for trading or speculative purposes. As of December 31, 2009, we did not hold any cash equivalents or investments. When necessary we have borrowed to fund acquisitions.

At December 31, 2009, excluding capital leases, we had total debt of $397.0 million, including $192.0 million of variable interest rate debt. We have entered into an interest rate swap agreement having a notional value of $100 million that effectively fixes our interest rate at 6.78% and expires in December 2010. During the period when this swap agreement is effective, a 1% change in interest rates would result in a change in interest expense of approximately $0.9 million per year. Upon the expiration of the interest rate swap agreement in December 2010, a 1% change in interest rates would result in a change in interest expense of approximately $1.9 million per year. The fair value of this interest rate swap at December 31, 2009 was a liability of $4.2 million.

At December 31, 2009, $41.9 million of our debt was denominated in Canadian dollars. We expect that our Canadian dollar-denominated debt will be serviced through operating cash flows from our Canadian operations. A 5% change in the foreign currency exchange rate between the U.S. dollar and Canadian dollar would result in a change in our consolidated debt balance of approximately $2.1 million.

During 2009, approximately 36% of our revenues were from clients located outside the United States. A portion of the revenues from clients located outside the United States is denominated in foreign currencies, the majority being the Canadian dollar. While revenues and expenses of our foreign operations are primarily denominated in their respective local currencies, some subsidiaries do enter into certain transactions in currencies that are different from their functional currency. These transactions consist primarily of cross-currency intercompany balances and trade receivables and payables. As a result of these transactions, we have exposure to changes in foreign currency exchange rates that result in foreign currency transaction gains or losses, which we report in other income (expense). These outstanding amounts have been reduced during 2009 and we do not believe that our foreign currency transaction gains or losses will be material during 2010. The amount of these balances can fluctuate in the future as we bill customers and buy products or services in currencies other than our functional currency, which could increase our exposure to foreign currency exchange rates in the future. We continue to monitor our exposure to foreign currency exchange rates as a result of our foreign currency denominated debt, our acquisitions and changes in our operations. We do not enter into any market risk sensitive instruments for trading purposes.

The foregoing risk management discussion and the effect thereof are forward-looking statements. Actual results in the future may differ materially from these projected results due to actual developments in global financial markets. The analytical methods used by us to assess and minimize risk discussed above should not be considered projections of future events or losses.

Item 8. ***Financial Statements and Supplementary Data***

Information required by this item is contained in our consolidated financial statements, related footnotes and the report of PricewaterhouseCoopers LLP, which information follows the signature page to this annual report and is incorporated herein by reference.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A(T). ***Controls and Procedures***

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2009. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2009, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, 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 and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

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 our management and directors; and

Table of Contents

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. 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.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2009. In making this assessment, our 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, management concluded that, as of December 31, 2009, our internal control over financial reporting is effective based on those criteria.

During 2009, we acquired Evare, LLC (Evare), MAXIMIS (MAXIMIS), TheNextRound, Inc. (TNR) and Tradeware Global Corp. (Tradeware). These acquisitions represented total revenues of $11.6 million in our consolidated financial statements for the year ended December 31, 2009. Our assessment of internal control over financial reporting does not include an assessment of the internal control over financial reporting of Evare, MAXIMIS, TNR or Tradeware.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Our internal control over financial reporting was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management s report in this annual report.

This management report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section unless we specifically state that this report is to be considered filed under the Exchange Act or incorporate it by reference into a filing under the Securities Act of 1933 or the Exchange Act.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2009, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

None.

Table of Contents

PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

The following table sets forth information regarding our executive officers and directors as of the date of this report.

Name	Age	Position
William C. Stone	54	Chairman of the Board and Chief Executive Officer
Normand A. Boulanger	47	President, Chief Operating Officer and Director
Patrick J. Pedonti	58	Senior Vice President and Chief Financial Officer
Stephen V.R. Whitman	63	Senior Vice President, General Counsel and Secretary
Campbell (Cam) R. Dyer	36	Director
William A. Etherington	68	Director
Allan M. Holt	57	Director
Claudius (Bud) E. Watts IV	48	Director

Our executive officers and directors are briefly described below:

William C. Stone founded SS&C in 1986 and has served as Chairman of the Board of Directors and Chief Executive Officer since our inception. He also has served as our President from inception through April 1997 and again from March 1999 until October 2004. Prior to founding SS&C, Mr. Stone directed the financial services consulting practice of KPMG LLP, an accounting firm, in Hartford, Connecticut and was Vice President of Administration and Special Investment Services at Advest, Inc., a financial services company. He also serves on the board of directors of OpenLink Financial, Inc.

Normand A. Boulanger has served as our President and Chief Operating Officer since October 2004. Prior to that, Mr. Boulanger served as our Executive Vice President and Chief Operating Officer from October 2001 to October 2004, Senior Vice President, SS&C Direct from March 2000 to September 2001, Vice President, SS&C Direct from April 1999 to February 2000, Vice President of Professional Services for the Americas, from July 1996 to April 1999, and Director of Consulting from March 1994 to July 1996. Prior to joining SS&C, Mr. Boulanger served as Manager of Investment Accounting for The Travelers from September 1986 to March 1994. Mr. Boulanger was elected as one of our directors in February 2006.

Patrick J. Pedonti has served as our Senior Vice President and Chief Financial Officer since August 2002. Prior to that, Mr. Pedonti served as our Vice President and Treasurer from May 1999 to August 2002. Prior to joining SS&C, Mr. Pedonti served as Vice President and Chief Financial Officer for Accent Color Sciences, Inc., a company specializing in high-speed color printing, from January 1997 to May 1999.

Stephen V.R. Whitman has served as our Senior Vice President, General Counsel and Secretary since June 2002. Prior to joining SS&C, Mr. Whitman served as an attorney for PA Consulting Group, an international management consulting company headquartered in the United Kingdom, from November 2000 to December 2001. Prior to that, Mr. Whitman served as Senior Vice President and General Counsel of Hagler Bailly, Inc., a publicly traded international consulting company to the energy and network industries, from October 1998 to October 2000 and as Vice President and General Counsel from July 1997 to October 1998.

Campbell (Cam) R. Dyer was elected as one of our directors in May 2008. He currently serves as a Principal in the Technology Buyout Group of The Carlyle Group, which he joined in 2002. Prior to joining Carlyle, Mr. Dyer was an associate with the private equity firm William Blair Capital Partners (now Chicago Growth Partners), a consultant with Bain & Company and an investment banking analyst in the M&A Group of Bowles Hollowell Conner & Co. (now Wells Fargo Securities). He also serves on the boards of directors of Open Solutions Inc. and OpenLink Financial, Inc.

William A. Etherington was elected as one of our directors in May 2006. Mr. Etherington retired after a 38-year career from IBM in September 2001 as Senior Vice President and Group Executive, Sales and Distribution and a member of the Operations Committee and the Worldwide Management Council. As a corporate director, he currently serves on the boards of directors of Celestica Inc., MDS Inc. and Onex Corporation, and is the retired non-executive Chairman of the Board of the Canadian Imperial Bank of Commerce (CIBC). Mr. Etherington served on the board of directors of CIBC from 1994 to 2009.

Allan M. Holt was elected as one of our directors in February 2006. He currently serves as a Managing Director and Head of the U.S. Buyout Group of The Carlyle Group, which he joined in 1991. He previously was head of Carlyle s Global Aerospace, Defense, Technology and Business/Government Services group. Prior to joining Carlyle, Mr. Holt spent three and a half years with Avenir Group, Inc., an investment and advisory group. From 1984 to 1987, Mr. Holt was Director of Planning and Budgets at MCI Communications Corporation. Mr. Holt served on the board of directors of Aviall, Inc. from 2001 to 2006 and the supervisory board of The Nielsen Company B.V. from 2006 to 2008. He currently serves on the boards of directors of Fairchild Imaging, Inc., HCR ManorCare, Inc., HD Supply, Inc., Sequa Corp. and Vought Aircraft Industries, Inc.

Claudius (Bud) E. Watts IV was elected as one of our directors in November 2005. He currently serves as a Managing Director and Head of the Technology Buyout Group of The Carlyle Group, which he joined in 2000. Prior to joining Carlyle in 2000, Mr. Watts was a Managing Director in the M&A group of First Union Securities, Inc. He joined First Union Securities when First Union acquired Bowles Hollowell Conner & Co., where Mr. Watts was a principal. He also serves on the boards of directors of CPU Technology, Freescale Semiconductor, OpenLink Financial, Inc. and Open Solutions Inc.

Board of Directors

Our business and affairs are managed under the direction of our board of directors. We currently have six directors. Our directors hold office until their successors have been elected and qualified or until the earlier of their resignation or removal.

As our founder and chief executive officer, as well as a principal stockholder, Mr. Stone provides a critical contribution to the board of directors reflecting his detailed knowledge of our company, our employees, our client base, our prospects, the strategic marketplace, and our competitors. Mr. Boulanger, as the other management representative, provides significant knowledge regarding our operations, employees, targeted markets, strategic initiatives, and competitors.

Messrs. Dyer, Holt and Watts were elected to the board of directors pursuant our stockholders agreement with Carlyle and, in addition to representing Carlyle as our principal outside stockholder, bring extensive experience regarding the management of public and private companies, and the financial services industry.

Mr. Etherington brings experience as a board and committee member of public companies, a detailed understanding of the computer and information services industry, which is directly relevant to our business, and expertise in the management of complex technology organizations.

Our board believes that these qualifications bring a broad set of complementary experience, coupled with a strong alignment with the interest of other stockholders, to the board s discharge of its responsibilities.

We have no formal policy regarding board diversity. Our priority in selection of board members is identification of members who will further the interests of our stockholders through their management experience, knowledge of our business, understanding of the competitive landscape, and familiarity with our targeted markets.

Committees of our Board of Directors

Our board of directors directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the board of directors and three standing committees: the audit committee, the compensation committee and the nominating committee. In addition, from time to time, special committees may be established under the direction of the board of directors when necessary to address specific issues.

Our equity securities are not publicly traded. Each of the current members of our audit committee has been formally designated as an audit committee financial expert as that term is defined under the rules and regulations of the SEC. Our board of directors is comfortable with the present composition of the audit committee and believes that the members of the audit committee are fully qualified to address any issue that is likely to come before it, including the evaluation of our financial statements and supervision of our independent registered public accounting firm.

Board Leadership Structure and Risk Oversight

Mr. Stone has served as Chairman of the Board of Directors and Chief Executive Officer since our inception in 1986. This board leadership structure is commonly utilized by public companies in the United States, and we believe that this leadership structure has been effective for us. Having one person serve as both chief executive officer and chairman of the board shows our employees, customers and other constituencies that we are under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations. We also believe that this eliminates the potential for duplication of efforts and inconsistent actions.

We recognize that different board leadership structures may be appropriate for companies with different histories or varying equity ownership structures and percentages. However, we believe our current leadership structure remains the optimal board leadership structure for us.

Our audit committee is responsible for overseeing our risk management function. While the audit committee has primary responsibility for overseeing risk management, our entire board of directors is actively involved in overseeing our risk management. For example, the board engages in periodic discussions with such company officers as the board deems necessary, including the chief executive officer, chief operating officer, chief financial officer and general counsel. We believe that the leadership structure of our board supports effective risk management oversight.

Code of Business Conduct and Ethics

SS&C Holdings has adopted a written code of ethics, referred to as the SS&C Holdings Code of Business Conduct and Ethics, which is applicable to all our directors, officers and employees and includes provisions relating to accounting and financial matters. The SS&C Holdings Code of Business Conduct and Ethics is available on our website at www.ssctech.com. If SS&C Holdings makes any substantive amendments to, or grant any waivers from, the code of ethics for any director or officer, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

Item 11. *Executive Compensation*

Compensation Discussion and Analysis

On November 23, 2005, SS&C Holdings acquired SS&C through the merger of Sunshine Merger Corporation, a wholly owned subsidiary of SS&C Holdings, with and into SS&C, with SS&C being the surviving company and a wholly owned subsidiary of SS&C Holdings. As discussed below, various aspects of our executive officer compensation were negotiated and determined in connection with this transaction.

Our executive compensation program is overseen and administered by our compensation committee, which currently consists of Messrs. Etherington, Holt and Watts, who are appointed by or affiliated with Carlyle, our majority stockholder. Our compensation committee operates under a written charter adopted by our board of directors and discharges the responsibilities of the board relating to the compensation of our executive officers, who consist of Messrs. Stone, Boulanger, Pedonti and Whitman, who we refer to as our named executive officers. Our chief executive officer is actively involved in setting executive compensation and typically presents salary, bonus and equity compensation recommendations to the compensation committee, which, in turn, considers the recommendations and has ultimate approval authority. As a technical matter, all equity compensation awarded to our executive officers is SS&C Holdings equity and must be approved by the compensation committee of SS&C Holdings. As a practical matter, the members of the compensation committees of SS&C Holdings and SS&C are identical, and the meetings are generally held on a concurrent basis. For purposes of this compensation discussion and analysis, references to the compensation committee are to the compensation committee of SS&C, with the understanding that formal approval of equity compensation resides with the SS&C Holdings compensation committee.

Objectives of Our Executive Compensation Program

The primary objectives of the compensation committee with respect to executive compensation are to:

- attract, retain and motivate the best possible executive talent;
- reward successful performance by the named executive officers and the company; and
- align the interests of the named executive officers with those of SS&C Holdings stockholders by providing long-term equity compensation.

To achieve these objectives, the compensation committee evaluates our executive compensation program with the goal of setting compensation at levels the committee believes are competitive with those of other companies in our industry and in our region that compete with us for executive talent. We have not, however, retained a compensation consultant to review our policies and procedures relating to executive compensation, and we have not formally benchmarked our compensation against that of other companies. Our compensation program rewards our named executive officers based on a number of factors, including the company s operating results, the company s performance against budget, individual performance, prior-period compensation and prospects for individual growth. Changes in compensation are generally incremental in nature without wide variations from year to year but with a general trend that has matched increasing compensation with the growth of our business. Many of the factors that affect compensation are subjective in nature and not tied to peer group analyses, surveys of compensation consultants or other statistical criteria.

Each year our chief executive officer makes recommendations to the compensation committee regarding compensation packages, including his own. In making these recommendations, our chief executive officer attempts to structure a compensation package based on his years of experience in the financial services and software industries and knowledge of what keeps people motivated and committed to the institution. He prepares a written description for the members of the compensation committee of the performance during the year of each named executive officer, including himself, discussing both positive and negative aspects of performance and recommending salary and bonus amounts for each named executive officer. Our chief executive officer believes the named executive officers should receive a certain portion of our total bonus pool based upon their responsibilities and contributions. Further, our chief executive officer considers the bonuses of the named executive officers in comparison with our other officers and managers. As it relates to the compensation of named executive officers executives other than our chief executive officer, our compensation committee relies heavily on our chief executive officer s recommendations and discusses his reviews and recommendations with him as part of its deliberations. As it relates to our chief executive officer s compensation, the compensation committee considers our chief executive officer s recommendations. In this as in other compensation matters, the compensation committee exercises its independent judgment. After due consideration, the compensation committee accepted the chief executive officer s recommendations for 2009 executive officer compensation.

Components of our Executive Compensation Program

The primary elements of our executive compensation program are:

- base salary;
- discretionary annual cash bonuses;

- stock option awards;
- perquisites; and
- severance and change-of-control benefits.

We have no formal or informal policy or target for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among the different forms of non-cash compensation. Instead, the compensation committee, in consultation with and upon the recommendation of our chief executive officer, determines subjectively what it believes to be the appropriate level and mix of the various compensation components. While we identify below particular compensation objectives that each element of executive compensation serves, we believe that each element of compensation, to a greater or lesser extent, serves each of the objectives of our executive compensation program.

Base Salary

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our named executive officers. When establishing base salaries for 2009, the compensation committee, together with our chief executive officer, considered a variety of factors, including the seniority of the individual, the level of the individual s responsibility, the ability to replace the individual, the individual s tenure at the company, relative pay among the named executive officers and the dollar amount that would be necessary to keep the executive in the Windsor, Connecticut area. Generally, we believe that executive base salaries should grow incrementally over time and that more of the up side of compensation should rest with cash bonuses and long-term equity incentive compensation. In the case of Mr. Stone, the minimum base salary is mandated by his employment agreement negotiated in connection with the Transaction and cannot be less than $500,000 per year.

Base salaries are reviewed at least annually by our compensation committee, and are adjusted from time to time to realign salaries with market levels after taking into account company performance and individual responsibilities, performance and experience. No adjustments were made to the base salaries of our named executive officers for fiscal year 2009, as Mr. Stone determined, and the compensation committee concurred, that the base salaries in effect for fiscal year 2008 were sufficient to achieve our compensation objectives for base salary. As a result, the base salaries for our named executive officers in 2009 were as follows: Mr. Stone, $750,000; Mr. Boulanger, $450,000; Mr. Pedonti, $260,000; and Mr. Whitman, $225,000.

Discretionary Annual Cash Bonus

Annual cash bonuses to named executive officers and other employees are discretionary. Annual cash bonuses are generally provided to employees regardless of whether we meet, exceed or fail to meet our budgeted results, but the amount available for bonuses to all employees, including the named executive officers, will depend upon our financial results. The annual cash bonuses are intended to compensate for strategic, operational and financial successes of the company as a whole, as well as individual performance and growth potential. The annual cash bonuses are discretionary and not tied to the achievement of specific results or pre-established financial metrics or performance goals. No formula exists for determining the amount of bonuses for employees or named executive officers.

Our chief executive officer proposed 2009 executive bonus allocations, including his own proposed bonus, to the compensation committee in February 2010. The compensation committee, which has ultimate approval authority, considered our chief executive officer s recommendations and made a final decision with respect to 2009 bonuses. In making recommendations to the compensation committee about bonuses for named executive officers, our chief executive officer, after taking into account the positive or negative impact of events outside the control of management or an individual executive, made a subjective judgment of an individual s performance, in the context of a number of factors, including the overall economy and our financial performance, revenues and financial position going into the new fiscal year. In making his recommendations for 2009 bonuses, Mr. Stone considered, among other things, an executive s (including his own) work in managing the business, establishing internal controls, mentoring staff, completing and integrating acquisitions, reducing costs, responding to market conditions and maintaining our profitability. Mr. Stone is entitled to a minimum annual bonus of at least $450,000 pursuant to his employment agreement.

Mr. Stone s $1,750,000 bonus for 2009 was recommended by Mr. Stone and approved, after due consideration, by the compensation committee. The committee s approval of Mr. Stone s bonus took into account our profitability during challenging economic times, his deep involvement with our acquisitions in 2009, each of which has performed well, and his successful recruitment of several new managers.

Mr. Boulanger s $800,000 bonus for 2009 was recommended by Mr. Stone and approved, after due consideration, by the compensation committee. The committee s approval of Mr. Boulanger s bonus took into account his responsibility for our day-to-day business operations across the organization, his critical contributions in 2009 to enhancing corporate financial results, reduction in overall debt levels and strong client satisfaction, and his increased role in our hiring, acquisitions and international operations.

Mr. Pedonti s $340,000 bonus for 2009 was recommended by Mr. Stone and approved, after due consideration, by the compensation committee. The committee s approval of Mr. Pedonti s bonus took into account his solid management skills, his expanded role in personnel, public relations and investor relations matters, and his support in the implementation and integration of acquisitions, as well as his responsibility for maintaining our internal controls.

Mr. Whitman s $225,000 bonus for 2009 was recommended by Mr. Stone and approved, after due consideration, by the compensation committee. The committee s approval of Mr. Whitman s bonus took into account his overall management of the legal department and responsibility for adherence to the internal budget, his instrumental role in directing the legal work for our acquisitions and his intellect, knowledge and work ethic.

These decisions reflect the fact that our compensation committee does not fix a target bonus for the succeeding year, but rather, as noted above, draws on subjective factors, and individual performance evaluations, in arriving at its bonus decisions.

The amount of money available for the employee bonus pool is determined by our chief executive officer after our Consolidated EBITDA, as further adjusted to exclude acquired EBITDA and cost savings, for the preceding fiscal year is determined. For purposes of this Compensation Discussion and Analysis, references to EBITDA mean our Consolidated EBITDA, as further adjusted to exclude acquired EBITDA and cost savings. In making the determination of the amount of money available for the employee bonus pool, the chief executive officer takes into account a number of factors, including: EBITDA; growth in EBITDA over the preceding year; minimum Consolidated EBITDA required to ensure debt covenant compliance; our short-term cash needs; the recent employee turnover rate and any improvement or deterioration in our strategic market position. Thereafter, the amount available for the bonuses to named executive officers is determined after considering the amount that would be required from the bonus pool for bonuses to non-executive officer employees. In making his determination for 2009, the principal factors that our chief executive officer took into account in determining the size of the pool were our actual EBITDA, which was achieved in a difficult economic environment, and the improvement in our strategic market position. Other factors that our chief executive officer considered were the assurance of debt covenant compliance and of meeting our short-term cash needs. The amount available for the bonuses to the named executive officers was determined after considering the amount that would be needed from the bonus pool for bonuses to other officers and managers.

Stock Option Awards

In August 2006, the board of directors and stockholders of SS&C Holdings adopted the 2006 equity incentive plan, which provides for the grant of options to purchase shares of SS&C Holdings common stock to employees, consultants and directors and provides for the sale of SS&C Holdings common stock to employees, consultants and directors. A maximum of 1,314,567 shares of SS&C Holdings common stock are reserved for issuance under the plan. Options may be incentive stock options that qualify under Section 422 of the Internal Revenue Code of 1986, or nonqualified options. Options granted under the plan may not be exercised more than ten years after the date of grant. Shares acquired by any individuals pursuant to the plan will be subject to the terms and conditions of a stockholders agreement that governs the transferability of the shares. The SS&C Holdings board of directors did not award any options to named executive officers in 2009 because it had made substantial option awards in 2006, as described below.

During August 2006, SS&C Holdings awarded our named executive officers long-term incentive compensation in the form of option grants to purchase an aggregate of 412,646 shares of SS&C Holdings common stock. Of these option grants, Mr. Stone received options to purchase 177,482 shares of SS&C Holdings common stock, Mr. Boulanger received options to purchase 133,112 shares of SS&C Holdings common stock, Mr. Pedonti received options to purchase 66,556 shares of SS&C Holdings common stock and Mr. Whitman received options to

Table of Contents

purchase 35,496 shares of SS&C Holdings common stock. The SS&C Holdings board of directors awarded the following types of options to our named executive officers:

- 40% of the options are time-based options that vested as to 25% of the number of shares underlying the option on November 23, 2006 and as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on November 23, 2009. The time-based options become fully vested and exercisable immediately prior to the effective date of a liquidity event, as defined in the stock option agreement;

- 40% of the options are performance-based options that vest based on the determination by the SS&C Holdings board of directors or compensation committee as to whether our EBITDA for each fiscal year 2006 through 2010 falls within the targeted EBITDA range for such year. If our EBITDA for a particular year is at the low end of the targeted EBITDA range, 50% of the performance-based option for that year vests, and if our EBITDA is at or above the high end of the targeted EBITDA range, 100% of the performance-based option for that year vests. If our EBITDA is below the targeted EBITDA range, the performance-based option does not vest, and if our EBITDA is within the targeted EBITDA range, between 50% and 100% of the performance-based option vests, based on linear interpolation. A certain percentage of performance-based options will also vest immediately prior to the effective date of a liquidity event if proceeds from the liquidity event equal or exceed specified returns on investments in SS&C Holdings made by investment funds affiliated with Carlyle; and

- 20% of the options are superior options, which upon the closing of the initial public offering of SS&C Holdings common stock will become performance-based options, as described below.

The exercise price per share for the options awarded in August 2006 is $74.50, which is the split-adjusted value of the SS&C Holdings common stock at the time of the consummation of the Transaction. As there was no trading market for SS&C Holdings common stock at the time of grant, the SS&C Holdings board of directors determined in good faith that the valuation of the consolidated SS&C Holdings enterprise at the time of the Transaction continued to represent the fair market value of the common stock as of August 2006. The SS&C Holdings board of directors determined the number of options to be awarded to our named executive officers based on projected ownership percentages of SS&C Holdings common stock that were disclosed in connection with the Transaction. At that time, we disclosed that Mr. Stone was entitled to options for 2% of the fully diluted SS&C Holdings shares, per his employment agreement, and that we would award options representing an aggregate of 2.9% of the fully diluted shares to our other named executive officers.

We believe that the combination of time-based and performance-based options provides incentives to our named executive officers not only to remain with the company but also to help grow the company and improve profitability. The 2006 EBITDA range contained in the performance-based options was not met, and thus none of the performance-based options had vested as of December 31, 2006. On April 18, 2007, the SS&C Holdings board of directors approved (1) the vesting, as of April 18, 2007, of 50% of the performance-based options granted to our employees for fiscal year 2006 set forth in the employees stock option agreements; (2) the vesting, conditioned upon our achieving 2007 EBITDA within the EBITDA range for fiscal year 2007 set forth in the employees stock option agreements, of the other 50% of the 2006 tranche of the performance-based options; and (3) the reduction by approximately 10% of our EBITDA range for fiscal year 2007 set forth in the employees stock option agreements. The SS&C Holdings board of directors decided that a partial acceleration of the 2006 performance-based options and a reduction in the 2007 EBITDA range were appropriate because (1) we had improved revenues, recurring revenues and EBITDA in 2006 as compared to 2005; (2) work done in 2006 had created significant positive momentum in the business going into 2007; and (3) given the competitive labor environment in financial services and in software-enabled services, the board desired to ensure high rates of employee retention as we pursued our plan for growth.

Our 2007 EBITDA fell within the EBITDA range for fiscal year 2007. Accordingly, as of December 31, 2007, 86.74% of the remaining 50% of the 2006 tranche and of the 2007 tranche of performance options vested. In March 2008, the SS&C Holdings board approved (1) the vesting, conditioned upon our EBITDA for 2008 falling within the targeted range, of the 2006 and 2007 performance-based options that did not otherwise vest during 2007, and (2) the reduction of our annual EBITDA target range for 2008. Our 2008 EBITDA fell within the revised EBITDA range for fiscal year 2008. Accordingly, as of December 31, 2008, 96.294% of the remaining 2006 and 2007 tranches and of the 2008 tranche of performance options vested. In recognition of our performance in a difficult market period, in

February 2009, the SS&C Holdings board approved the vesting of the 2006, 2007 and 2008 performance-based options that did not otherwise vest during 2008.

In February 2009, the SS&C Holdings board of directors approved the immediate vesting of the 2006, 2007 and 2008 performance-based options that did not otherwise vest during 2006, 2007 or 2008 and established our annual EBITDA target range for 2009, which range was $97.8 million to $108.7 million. Our actual 2009 EBITDA of $111.2 million exceeded the targeted range and, accordingly, 100% of the 2009 tranche of performance-based options vested as of December 31, 2009.

On February 14, 2010, the SS&C Holdings compensation committee, in anticipation of the initial public offering of SS&C Holdings common stock, amended the outstanding options under its 2006 equity incentive plan to provide greater incentives to our named executive officers and employees and to eliminate certain provisions of the options that the SS&C Holdings compensation committee believed were more typical of private-company options than options of publicly traded companies. Specifically, the SS&C Holdings compensation committee amended the options, effective as of the closing of the initial public offering of SS&C Holdings common stock, to provide for:

- the conversion of the outstanding superior options into performance-based options that vest based on our EBITDA performance in 2010 and 2011, which affects 197,749 outstanding options, of which 82,528 are held by our named executive officers;

- the elimination of pre-determined EBITDA ranges from the option agreements and provision for the annual proposal of EBITDA ranges by management, subject to approval by the SS&C Holdings board of directors, which EBITDA target range for 2010 was established by the SS&C Holdings board of directors in a subsequent meeting described below; and

- the rolling over of performance-based options that do not vest (in whole or in part) in any given year into performance-based options for the following year, except as otherwise provided by the SS&C Holdings board of directors. Under the 2006 equity incentive plan, the SS&C Holdings board has the authority to amend the options to effect such a rollover and, generally, has the authority to amend, suspend or terminate any option, provided that, except with respect to specified corporate events, neither the amendment, suspension nor termination of the option shall, without consent of the optionee, alter or impair any rights or obligations under the option. The rollover affects 80,500 outstanding unvested performance-based options, of which 33,012 are held by our named executive officers, and would affect 197,749 outstanding superior options, of which 82,528 are held by our named executive officers, that will be converted to performance-based options upon the closing of this offering.

In addition, on February 24, 2010, the SS&C Holdings board established our annual EBITDA target range for 2010 and eliminated the previously established EBITDA target for 2011. The establishment of the 2010 EBITDA target range affected 177,975 options, of which 74,276 are held by our named executive officers, including 98,875 superior options, of which 41,264 are held by our named executive officers, that will be converted to 2010 performance-based options under the closing of this offering.

As of February 24, 2010, we estimated the weighted-average fair value of the performance-based options that vest upon the attainment of the 2010 EBITDA target range, including the 98,875 superior options that will be converted to 2010 performance-based options, to be $58.45. In estimating the common stock value, we used our most recent equity valuation which utilized the income approach and the guideline company method. We used the following weighted-average assumptions to estimate the option value: expected term to exercise 2.5 years; expected volatility of 43%; risk-free interest rate of 1.2%; and no dividend yield. Expected volatility is based on the historical volatility of our peer group. Expected term to exercise is based on our historical stock option exercise experience, adjusted for the

Transaction. The total unearned non-cash stock-based compensation cost related to the performance-based awards that vest based upon achieving the 2010 EBITDA target, excluding the potential conversion of superior options to performance-based options, that we could recognize during 2010 is estimated to be approximately $4.6 million. We estimate we could recognize approximately an additional $5.8 million of non-cash stock-based compensation cost related to the conversion of superior options to 2010 performance-based options during 2010.

Table of Contents

The superior options that convert to performance-based options that vest based upon our EBITDA for 2011 will be re-measured when our board determines the EBITDA target range for that year.

The SS&C Holdings board believes these changes will make the options work more effectively as incentives for our executive officers and employees and thus provide greater benefits to the stockholders of SS&C Holdings. The amendments make it easier to predict the vesting of options that are not time-based. In addition, by requiring the establishment of annual EBITDA ranges, the amendments make the EBITDA targets more realistic and therefore provide a tighter link between performance and vesting.

On February 16, 2010, SS&C Holdings entered into an amended and restated stock option agreement with Mr. Stone governing an option that we originally granted to Mr. Stone on February 17, 2000 under our 1998 stock incentive plan. Pursuant to the amended and restated stock option agreement, the option (which was previously an option to purchase 75,000 shares of SS&C Holdings common stock at an exercise price of $7.34 per share) was amended to make it an option to purchase 75,000 shares of SS&C Holdings Class A non-voting common stock at an exercise price of $7.34 per share. Mr. Stone exercised the option on February 17, 2010 and purchased 75,000 shares of SS&C Holdings Class A non-voting common stock.

Perquisites

We offer a variety of benefit programs to all eligible employees, including our named executive officers. Our named executive officers generally are eligible for the same benefits on the same basis as the rest of our employees, including medical, dental and vision benefits, life insurance coverage and short- and long-term disability coverage. Our named executive officers are also eligible to contribute to our 401(k) plan and receive matching company contributions under the plan. In addition, our named executive officers are entitled to reimbursement for all reasonable travel and other expenses incurred during the performance of the named executive officer s duties in accordance with our expense reimbursement policy.

We limit the use of perquisites as a method of compensation and provide our named executive officers with only those perquisites that we believe are reasonable and consistent with our overall compensation program to better enable us to attract and retain talented employees for key positions.

Severance and Change-of-Control Benefits

Pursuant to his employment agreement, Mr. Stone is entitled to specified benefits in the event of the termination of his employment under certain circumstances. Mr. Stone s severance benefits were negotiated with representatives of Carlyle in connection with the Transaction. We provide more detailed information about Mr. Stone s benefits along with estimates of their value under various circumstances, under the captions Employment and related agreements and Potential payments upon termination or change of control below.

As described above, the time-based options awarded to our named executive officers vest in full immediately prior to the effective date of a liquidity event, and the performance-based and superior options vest in whole or in part if proceeds from the liquidity event equal or exceed specified returns on investments in SS&C Holdings made by investment funds affiliated with Carlyle.

In addition, under the terms of the 2006 equity incentive plan, either the SS&C Holdings board or SS&C Holdings compensation committee can accelerate in whole or in part the vesting periods for outstanding options. Please see Potential Payments Upon Termination or Change of Control below for estimates of the value our executive officers would receive in the event of a liquidity event.

Accounting and Tax Implications

The accounting and tax treatment of particular forms of compensation do not materially affect our compensation decisions. However, we evaluate the effect of such accounting and tax treatment on an ongoing basis and will make appropriate modifications to compensation policies where appropriate. For instance, Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for certain compensation in excess of $1 million paid in any taxable year to the company s chief executive officer and any other officers whose compensation is required to be reported to our stockholders pursuant to the Securities Exchange Act of 1934, or the

Exchange Act, by reason of being among the four most highly paid executive officers. However, certain compensation, including qualified performance-based compensation, will not be subject to the deduction limit if certain requirements are met. The compensation committee may review the potential effect of Section 162(m) periodically and use its judgment to authorize compensation payments that may be subject to the limit when the compensation committee believes such payments are appropriate and in our best interests after taking into consideration changing business conditions and the performance of our employees.

Compensation Committee Report

The compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based upon this review and our discussions, the compensation committee recommended to SS&C s board of directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

By the compensation committee of the board of directors

William A. Etherington
Allan M. Holt
Claudius (Bud) E. Watts IV

Compensation Committee Interlocks and Insider Participation

Messrs. Etherington, Holt and Watts served on our compensation committee during 2009. No member of the compensation committee is or has been a former or current officer or employee of SS&C or had any related person transaction involving SS&C. None of our executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of our compensation committee during the fiscal year ended December 31, 2009.

Summary Compensation Table

The following table contains information with respect to the compensation for the fiscal years ended December 31, 2009, 2008 and 2007 of our executive officers, including our chief executive officer (principal executive officer) and chief financial officer (principal financial officer). We refer to these four executive officers, who are our only executive officers, as our named executive officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)	All Other Compensation ($)	Total ($)
William C. Stone	2009	$ 750,000	$ 1,750,000	$ 3,552(1)	$ 2,503,552
Chief Executive Officer	2008	737,500	1,500,000	3,552	2,241,052
	2007	591,667	1,175,000	3,552	1,770,219
Normand A. Boulanger	2009	450,000	800,000	3,360(2)	1,253,360
Chief Operating Officer	2008	445,833	750,000	3,360	1,199,193
	2007	395,833	600,000	3,360	999,193
Patrick J. Pedonti	2009	260,000	340,000	4,032(3)	604,032
Chief Financial Officer	2008	257,083	300,000	4,011	561,094
	2007	222,917	225,000	3,887	451,804
Stephen V.R. Whitman	2009	225,000	225,000	4,386(4)	454,386

General Counsel	2008	223,333	200,000	4,360	427,693
	2007	203,750	150,000	4,213	357,963

(1) Consists of our contribution of $3,000 to Mr. Stone s account under the SS&C 401(k) savings plan and our payment of $552 of group term life premiums for the benefit of Mr. Stone.

(2) Consists of our contribution of $3,000 to Mr. Boulanger s account under the SS&C 401(k) savings plan and our payment of $360 of group term life premiums for the benefit of Mr. Boulanger.

(3) Consists of our contribution of $3,000 to Mr. Pedonti s account under the SS&C 401(k) savings plan and our payment of $1,032 of group term life premiums for the benefit of Mr. Pedonti.

(4) Consists of our contribution of $3,000 to Mr. Whitman s account under the SS&C 401(k) savings plan and our payment of $1,386 of group term life premiums for the benefit of Mr. Whitman.

Employment and Related Agreements

Effective as of November 23, 2005, SS&C Holdings entered into a definitive employment agreement with Mr. Stone. The terms of the agreement, which were negotiated between Mr. Stone and representatives of The Carlyle Group in connection with the Transaction, include the following:

The employment of Mr. Stone as the chief executive officer of SS&C Holdings and SS&C;

An initial term through November 23, 2008, with automatic one-year renewals until terminated either by Mr. Stone or SS&C Holdings;

An annual base salary of at least $500,000;

An opportunity to receive an annual bonus in an amount to be established by the board of directors of SS&C Holdings based on achieving individual and company performance goals mutually determined by such board of directors and Mr. Stone. If Mr. Stone is employed at the end of any calendar year, his annual bonus will not be less than $450,000 for that year;

A grant of options to purchase shares of common stock of SS&C Holdings representing 2% of the outstanding common stock of SS&C Holdings on November 23, 2005;

Certain severance payments and benefits. If SS&C Holdings terminates Mr. Stone s employment without cause, if Mr. Stone resigns for good reason (including, under certain circumstances, following a change of control, as defined in the employment agreement) prior to the end of the term of the employment agreement, or if Mr. Stone receives a notice of non-renewal of the employment term by SS&C Holdings, Mr. Stone will be entitled to receive (1) an amount equal to 200% of his base salary and 200% of his target annual bonus, (2) vesting acceleration with respect to 50% of his then unvested options and shares of restricted stock, and (3) three years of coverage under SS&C s medical, dental and vision benefit plans. In the event of Mr. Stone s death or a termination of Mr. Stone s employment due to any disability that renders Mr. Stone unable to perform his duties under the agreement for six consecutive months, Mr. Stone or his representative or heirs, as applicable, will be entitled to receive (1) vesting acceleration with respect to 50% of his then unvested options and shares of restricted stock, and (2) a pro-rated amount of his target annual bonus. In the event payments to Mr. Stone under his employment agreement (or the management agreement entered into in connection with the Transaction) cause Mr. Stone to incur a 20% excise tax under Section 4999 of the Internal Revenue Code, Mr. Stone will be entitled to an additional payment sufficient to cover such excise tax and any taxes associated with such payments; and

Certain restrictive covenants, including a non-competition covenant pursuant to which Mr. Stone will be prohibited from competing with SS&C and its affiliates during his employment and for a period equal to the later of (1) four years following the effective time of the merger, in the case of a termination by SS&C Holdings for cause or a resignation by Mr. Stone without good reason, and (2) two years following Mr. Stone s termination of employment for any reason.

Cause means (a) Mr. Stone s willful and continuing failure (except where due to physical or mental incapacity) to substantially perform his duties; (b) Mr. Stone s conviction of, or plea of guilty or nolo contendere to, a felony; (c) the commission by Mr. Stone of an act of fraud or embezzlement against SS&C Holdings or any of its subsidiaries as determined in good faith by a two-thirds majority of SS&C Holdings board; or (d) Mr. Stone s breach of any material provision of his employment agreement.

Good reason means the occurrence of any of the following events without Mr. Stone s written consent: (a) an adverse change in Mr. Stone s title; (b) a material diminution in Mr. Stone s employment duties, responsibilities or authority, or the assignment to Mr. Stone of duties that are materially inconsistent with his position; (c) any reduction in Mr. Stone s base salary or target annual bonus; (d) a relocation of our principal executive offices to a location more than 35 miles from its current location which has the effect of increasing Mr. Stone s commute; (e) any breach by SS&C Holdings of any material provision of Mr. Stone s employment agreement or the stockholders agreement entered into by and among SS&C Holdings, investment funds affiliated with Carlyle and Mr. Stone; or (f) upon a change in control where (1) Carlyle exercises its bring-along rights in accordance with the stockholders agreement, and (2) Mr. Stone votes against the proposed transaction in his capacity as a stockholder.

Under Mr. Stone s employment agreement, a change of control means:

(a) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of either:

- the then-outstanding shares of our common stock or the common stock of SS&C Holdings, or

- the combined voting power of our then-outstanding voting securities or the then-outstanding voting securities of SS&C Holdings entitled to vote generally in the election of directors (in each case, other than any acquisition by SS&C Holdings, Carlyle Partners IV, L.P. (an investment fund affiliated with Carlyle), Mr. Stone, any employee or group of employees of SS&C Holdings, or affiliates of any of the foregoing, or by any employee benefit plan (or related trust) sponsored or maintained by SS&C Holdings or any of its affiliates); or

(b) individuals who, as of the effective date of Mr. Stone s employment agreement, constituted SS&C Holdings board of directors and any individuals subsequently elected to SS&C Holdings board of directors pursuant to the stockholders agreement cease for any reason to constitute at least a majority of SS&C Holdings board of directors, other than:

- individuals whose election, or nomination for election by SS&C Holdings stockholders, was approved by at least a majority of the directors comprising the board of directors of SS&C Holdings on the effective date of Mr. Stone s employment agreement and any individuals subsequently elected to SS&C Holdings board of directors pursuant to the stockholders agreement or

- individuals nominated or designated for election by Carlyle Partners IV, L.P.

Other than Mr. Stone, none of our named executive officers is party to an employment agreement.

2009 Grants of Plan-Based Awards

We did not make any grants of plan-based awards to our named executive officers in 2009.

1998 Stock Incentive Plan

In 1998, our board of directors adopted, and our stockholders approved, the 1998 stock incentive plan, or 1998 plan, to provide equity compensation to our officers, directors, employees, consultants and advisors. In connection with the Transaction, all outstanding options to purchase our common stock under the 1998 plan became fully vested and exercisable immediately prior to the effectiveness of the Transaction. Each option that remained outstanding under the 1998 plan at the time of the Transaction (other than options held by (1) our non-employee directors, (2) certain individuals identified by us and SS&C Holdings and (3) individuals who held options that were, in the aggregate, exercisable for fewer than 100 shares of our common stock) was assumed by SS&C Holdings and was automatically converted into an option to purchase shares of common stock of SS&C Holdings. The options that were not assumed or otherwise exercised immediately prior to the Transaction were cashed out in connection with the Transaction. Since the Transaction, we have granted no further options or other awards under the 1998 plan and the ability to do so has expired, under the terms of the plan. On May 17, 2006, SS&C Holdings board of directors adopted, and its stockholders approved, the amendment and restatement of the 1998 plan, which reflects, among other things, the formal assumption of the 1998 plan by SS&C Holdings. As of December 31, 2009, there were outstanding options under the 1998 plan to purchase a total of 405,056 shares of SS&C Holdings common stock at a weighted average exercise price of $13.40 per share.

1999 Non-Officer Employee Stock Incentive Plan

In 1999, our board of directors adopted the 1999 non-officer employee stock incentive plan, or 1999 plan, to provide equity compensation to our employees, consultants and advisors other than our executive officers and directors. In connection with the Transaction, all outstanding options to purchase our common stock under the 1999 plan became fully vested and exercisable immediately prior to the effectiveness of the Transaction. Each option that remained outstanding under the 1999 plan at the time of the Transaction (other than options held by (1) certain individuals identified by us and SS&C Holdings and (2) individuals who held options that were, in the aggregate, exercisable for fewer than 100 shares of our common stock) was assumed by SS&C Holdings and was automatically converted into an option to purchase shares of common stock of SS&C Holdings. The options that were not assumed or otherwise exercised immediately prior to the Transaction were cashed out in connection with the Transaction. Since the Transaction, we have granted no further options or other awards under the 1999 plan. On May 17, 2006, SS&C Holdings board of directors adopted, and its stockholders approved, the amendment and restatement of the 1999 plan, which reflects, among other things, the formal assumption of the 1999 plan by SS&C Holdings. As of December 31, 2009, there were outstanding options under the 1999 plan to purchase a total of 59,872 shares of our common stock at a weighted average exercise price of $34.75 per share.

2006 Equity Incentive Plan

In August 2006, SS&C Holdings board of directors adopted, and its stockholders approved, the 2006 equity incentive plan. The 2006 equity incentive plan provides for the granting of options, restricted stock and other stock-based awards to our employees, consultants and directors and our subsidiaries employees, consultants and directors. A maximum of 1,314,567 shares of SS&C Holdings common stock are reserved for issuance under the 2006 equity incentive plan, and the unexercised portion of any shares of common stock subject to awards that is forfeited, repurchased, expires or lapses under the 2006 equity incentive plan will again become available for the grant of awards under the 2006 equity incentive plan except for vested shares of common stock that are forfeited or repurchased after being issued from the 2006 equity incentive plan.

As of December 31, 2009, options to purchase a total of 1,033,602 shares of common stock were outstanding under the 2006 equity incentive plan at a weighted average exercise price of $75.79 per share. As of December 31, 2009, SS&C Holdings had issued 8,900 shares of common stock under the 2006 equity incentive plan, and 220,501 shares remained available for future awards under the plan. However, the SS&C Holdings board of directors does not intend to grant any additional awards under the 2006 equity incentive plan following the consummation of the initial public offering of SS&C Holdings common stock.

SS&C Holdings board of directors or a committee appointed by its board of directors administers the 2006 equity incentive plan. The administrator is authorized to take any action with respect to the 2006 equity incentive plan, including:

- to prescribe, amend and rescind rules and regulations relating to the 2006 equity incentive plan,

- to determine the type or types of awards to be granted under the 2006 equity incentive plan, to select the persons to whom awards may be granted under the 2006 equity incentive plan,

to grant awards and to determine the terms and conditions of such awards,

to construe and interpret the 2006 equity incentive plan and

to amend, suspend or terminate the 2006 equity incentive plan.

SS&C Holdings grants stock options under the 2006 equity incentive plan pursuant to a stock grant notice and stock option agreement, which we refer to as the option agreement. Options may be incentive stock options that qualify under Section 422 of the Internal Revenue Code of 1986, or nonqualified options. Options granted under the 2006 equity incentive plan may not be exercised more than ten years after the date of grant. The option agreement provides, among other things, that:

- each option will vest, depending on the classification of the option as a time option, performance option or superior option, as follows:
  - Time options will vest as to 25% of the number of shares underlying the option on a date certain (November 23, 2006 for the first tranche of options awarded under the plan in August 2006, but generally the first anniversary of either the date of grant or the start date for a new employee) and will continue to vest as to 1/36 of the number of shares underlying the option on the day of the month of the date of grant each month thereafter until such options are fully vested. Time options will become fully vested and exercisable immediately prior to the effective date of a liquidity event as defined in the stock option agreement.
  - A certain percentage of the performance options will vest based on the administrator s determination as to whether our EBITDA for each fiscal year 2006 through 2010 (2007 through 2011 for options awarded in 2007) falls within the targeted EBITDA range for such year. If our EBITDA is at or above the high end of the targeted EBITDA range, 100% of the performance-based option for that year vests. If our EBITDA is below the targeted EBITDA range, the performance-based option does not vest, and if our EBITDA is within the targeted EBITDA range, between 50% and 100% of the performance-based option vests, based on linear interpolation. In February 2009, the SS&C Holdings board of directors approved the immediate vesting of the 2006, 2007 and 2008 performance-based options that did not otherwise vest during 2006, 2007 or 2008. A certain percentage of performance options will also vest immediately prior to the effective date of a liquidity event if proceeds from the liquidity event equal or exceed a certain target.
  - The superior options vest only upon specified liquidity events if proceeds from the liquidity event equal or exceed a certain target. Upon the closing of the initial public offering of SS&C Holdings common stock, the superior options will become performance-based options that vest based on our EBITDA performance in 2010 and 2011.
- any portion of an option that is unvested at the time of a participant s termination of service with us will be forfeited to SS&C Holdings; and
- any portion of an option that is vested but unexercised at the time of a participant s termination of service with us may not be exercised after the first to occur of the following:
  - the expiration date of the option, which will be no later than ten years from the date of grant,
  - 90 days following the date of the termination of service for any reason other than cause, death or disability,
  - the date of the termination of service for cause and
  - twelve months following the termination of service by reason of the participant s death or disability.

Restricted stock awards may also be granted under the 2006 equity incentive plan and are evidenced by a stock award agreement. Upon termination of a participant s employment or service, shares of restricted stock that are not vested at such time will be forfeited to SS&C Holdings. The 2006 equity incentive plan also gives the administrator discretion to grant stock awards free of restrictions on transfer or forfeiture.

If a change in control of our company occurs, the administrator may, in its sole discretion, cause any and all awards outstanding under the 2006 equity incentive plan to terminate on or immediately prior to the date of such change in control and will give each participant the right to exercise the vested portion of such awards during a period of time prior to such change in control. The 2006 equity incentive plan will terminate on August 8, 2016, unless the administrator terminates it sooner. Please see Compensation Discussion and Analysis Components of our Executive Compensation Program Stock Option Awards for additional information relating to the 2006 equity incentive plan and awards thereunder.

2008 Stock Incentive Plan

In April 2008, the SS&C Holdings board of directors adopted, and its stockholders approved, the 2008 stock incentive plan. In July 2008, the SS&C Holdings board of directors voted that the 2008 stock incentive plan would become effective after stockholder approval rather than upon the effectiveness of SS&C Holdings prior proposed public offering. On July 30, 2008, the SS&C Holdings stockholders approved the 2008 stock incentive plan, effective as of the date of approval. The 2008 stock incentive plan provides for the granting of options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards to our employees, officers, directors, consultants and advisors, and our subsidiaries employees, officers, directors, consultants and advisors. To date, no options or other awards have been granted under the 2008 stock incentive plan.

The number of shares of SS&C Holdings common stock reserved for issuance under the 2008 stock incentive plan is equal to the sum of:

(1) 166,666 shares of SS&C Holdings common stock; plus

(2) an annual increase to be added on the first day of each of our fiscal years during the term of the 2008 stock incentive plan beginning in fiscal 2009 equal to the least of (i) 166,666 shares of SS&C Holdings common stock, (ii) 2% of the outstanding shares on such date or (iii) an amount determined by the SS&C Holdings board of directors. As of December 31, 2009, there were 308,666 shares reserved for issuance under the 2008 stock incentive plan.

Furthermore, if any award expires or is terminated, surrendered or canceled without having been fully exercised, is forfeited in whole or in part (including as the result of shares subject to such award being repurchased pursuant to a contractual repurchase right), is settled in cash or otherwise results in any common stock not being issued, the unused common stock covered by such award shall again be available for the grant of awards under the 2008 stock incentive plan. In addition, shares of common stock tendered to SS&C Holdings by a participant in order to exercise an award shall be added to the number of shares of common stock available for the grant of awards under the 2008 stock incentive plan. However, in the case of incentive stock options, the foregoing provisions shall be subject to any limitations under the Internal Revenue Code. The maximum number of shares of common stock with respect to which awards may be granted to any participant under the 2008 stock incentive plan is 66,666 per calendar year.

Shares issued under the 2008 stock incentive plan may consist in whole or in part of authorized but unissued shares or treasury shares. SS&C Holdings will adjust the number of shares reserved for issuance under the 2008 stock incentive plan in the event of any stock split, reverse stock split, stock dividend, recapitalization, combination of shares, reclassification of shares, spin-off or other similar change in capitalization or event.

The SS&C Holdings board of directors or a committee thereof administers the 2008 stock incentive plan. The administrator is authorized to take any action with respect to the 2008 stock incentive plan, including:

to adopt, amend and repeal rules and regulations relating to the 2008 stock incentive plan;

to determine the type or types of awards to be granted under the 2008 stock incentive plan;

to select the persons to whom awards may be granted under the 2008 stock incentive plan;

to grant awards and to determine the terms and conditions of such awards;

to delegate to one or more of our officers the power to grant awards under the 2008 stock incentive plan to our employees or officers (other than executive officers);

to construe and interpret the 2008 stock incentive plan; and

to amend, suspend or terminate the 2008 stock incentive plan, subject in certain instances to stockholder approval.

SS&C Holdings can grant stock options under the 2008 stock incentive plan pursuant to a stock option grant notice and stock option agreement, which we refer to as the option agreement. Options may be incentive stock options that qualify under Section 422 of the Internal Revenue Code, or nonstatutory options. Options granted under

Table of Contents

the 2008 stock incentive plan may not be exercised more than ten years after the date of grant. The option agreement provides, among other things, that:

each option will vest as to 25% of the number of shares underlying the option on the first anniversary of the date of grant and will continue to vest as to an additional 1/36 of the remaining number of shares underlying the option on the day of the month of the date of grant each month thereafter until the fourth anniversary of the date of grant;

options will become fully vested and exercisable immediately prior to the effective date of a change in control as defined in the stock option agreement;

any portion of an option that is unvested at the time of a participant s termination of service with us will be forfeited to SS&C Holdings; and

any portion of an option that is vested but unexercised at the time of a participant s termination of service with us may not be exercised after the first to occur of the following:

the expiration date of the option, which will be no later than ten years from the date of grant,

90 days following the date of the termination of service for any reason other than cause, death or disability,

the date of the termination of service for cause, and

twelve months following the termination of service by reason of the participant s death or disability.

Stock appreciation rights, restricted stock awards, restricted stock units and other stock-based awards may also be granted under the 2008 stock incentive plan. The 2008 stock incentive plan gives the SS&C Holdings board the ability to determine the terms and conditions for each of these types of awards, including the duration and exercise price of stock appreciation rights, and the conditions for vesting and repurchase (or forfeiture) and the issue price, if any, of restricted stock and restricted units.

If SS&C Holdings undergoes a significant corporate event such as a reorganization, merger, consolidation, liquidation, dissolution or sale, transfer, exchange or other disposition of all or substantially all of its stock or assets, exchange of securities, issuance of warrants or other rights to purchase securities, or the acquisition or disposition of any material assets or businesses, the 2008 stock incentive plan permits the SS&C Holdings board to take any one or more of the following actions as to all or any (or any portion of) outstanding awards (other than restricted stock awards) on such terms as the board determines:

provide that awards shall be assumed, or substantially equivalent awards shall be distributed, by the acquiring or succeeding corporation;

upon written notice to a participant, provide that the participant s unexercised awards will terminate immediately prior to the consummation of such corporate event unless exercised by the participant within a specified period following the date of notice;

provide that outstanding awards shall become exercisable, realizable or deliverable, or restrictions applicable to an award shall lapse, in whole or in part prior to or upon such corporate event;

in the event of a corporate event under the terms of which holders of SS&C Holdings common stock will receive a cash payment for each share surrendered in connection with the corporate event, make or provide for a cash payment to participants in exchange for the termination of all such awards;

provide that, in connection with a liquidation or dissolution, awards shall convert into the right to receive liquidation proceedings (net of any applicable exercise price or tax withholdings); and

any combination of the foregoing.

The 2008 stock incentive plan does not obligate the SS&C Holdings board to treat all types of awards, all awards held by any participant, or all awards of the same type, identically.

Upon the occurrence of a corporate event of the type described above, other than a liquidation or dissolution, the 2008 stock incentive plan provides that SS&C Holdings repurchase and other rights under each outstanding restricted stock award will inure to the benefit of its successor and will, unless the SS&C Holdings board determines otherwise, apply to the cash, securities or other property which SS&C Holdings common stock was converted into or exchanged for pursuant to such corporate event in the same manner and to the same extent as it applied to the common stock subject to such restricted stock award. In the event of the liquidation or dissolution of SS&C Holdings, all restrictions and conditions on all restricted stock awards then outstanding will automatically be deemed terminated or satisfied, except as otherwise provided in the restricted stock award agreement or other related agreement.

The SS&C Holdings board may, without stockholder approval, amend any outstanding award granted under the 2008 stock incentive plan to provide an exercise price per share that is lower than the then-current exercise price per share of any such outstanding award. The SS&C Holdings board may also, without stockholder approval, cancel any outstanding award (whether or not granted under the 2008 stock incentive plan) and grant in substitution therefore new awards under the 2008 stock incentive plan covering the same or a different number of shares of common stock and having an exercise price per share lower than the then-current exercise price per share of the cancelled award.

The 2008 stock incentive plan will terminate ten years following board adoption, unless the SS&C Holdings board terminates it sooner.

2009 Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning stock options for SS&C Holdings common stock held by each of our named executive officers as of December 31, 2009.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unxercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)(4)	Option Exercise Price ($)	Option Expiration Date
William C. Stone	75,000(1)(2)			$ 7.34	2/17/2010
	75,000(1)			6.60	5/31/2011
	150,000(1)			15.99	4/8/2013
	70,993(3)			74.50	8/9/2016
	56,795(4)		14,198(4)	74.50	8/9/2016
			35,496(5)	74.50	8/9/2016
Normand A. Boulanger	25,000(1)			35.70	10/18/2014
	37,500(1)			14.97	2/6/2013
	53,245(3)			74.50	8/9/2016
	42,596(4)		10,649(4)	74.50	8/9/2016
			26,622(5)	74.50	8/9/2016
Patrick J. Pedonti	14,998(1)			16.56	8/1/2012
	26,622(3)			74.50	8/9/2016
	21,298(4)		5,325(4)	74.50	8/9/2016
			13,311(5)	74.50	8/9/2016

Stephen V.R. Whitman	7,460(1)		14.97	2/6/2013
	14,198(3)		74.50	8/9/2016
	11,359(4)	2,840(4)	74.50	8/9/2016
		7,099(5)	74.50	8/9/2016

(1) These options were granted under our prior 1998 Plan and are fully vested.

(2) On February 16, 2010, SS&C Holdings entered into an amended and restated stock option agreement with Mr. Stone, pursuant to which this option was amended to make it an option to purchase 75,000 of SS&C Holdings Class A non-voting common stock. Mr. Stone exercised the option on February 17, 2010 and purchased 75,000 shares of SS&C Holdings Class A non-voting common stock.

(3) This option is a time-based option awarded under SS&C Holdings 2006 equity incentive plan that vests as to 25% of the number of shares underlying the option on November 23, 2006 and as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on November 23, 2009. The time-based options become fully vested and exercisable immediately prior to the effective date of a liquidity event, as defined in the stock option agreement.

(4) This option is a performance-based option awarded under SS&C Holdings 2006 equity incentive plan that vests based on the determination by SS&C Holdings board of directors or compensation committee as to whether our EBITDA for each fiscal year 2006 through 2010 falls within the targeted EBITDA range for such year. If our EBITDA for a particular year is at the low end of the targeted EBITDA range, 50% of the performance-based option for that year vests, and if our EBITDA is at or above the high end of the targeted EBITDA range, 100% of the performance-based option for that year vests. If our EBITDA is below the targeted EBITDA range, the performance-based option does not vest, and if our EBITDA is within the targeted EBITDA range, between 50% and 100% of the performance-based option vests, based on linear interpolation. In February 2009, the SS&C Holdings board of directors approved the immediate vesting of the 2006, 2007 and 2008 performance-based options that did not otherwise vest during 2006, 2007 or 2008. In addition, a certain percentage of this option will vest immediately prior to the effective date of a liquidity event if proceeds from the liquidity event equal or exceed specified returns on investments in SS&C Holdings made by our principal stockholders.

(5) This option is a superior option awarded under SS&C Holdings 2006 equity incentive plan that vests (in whole or in part) only upon a liquidity event if proceeds from the liquidity event equal or exceed specified returns on investments in SS&C Holdings made by our principal stockholders. Upon the closing of the initial public offering of SS&C Holdings common stock, this option will become a performance-based option that vests based on the determination by the SS&C Holdings board of directors or compensation committee as to whether our EBITDA for fiscal years 2010 and 2011 falls within the targeted EBITDA ranges for such years.

2009 Option Exercises

No stock options were exercised by our named executive officers during 2009.

Potential Payments Upon Termination or Change-in-Control

William C. Stone

Effective as of November 23, 2005, SS&C Holdings entered into a an employment agreement with Mr. Stone. The terms of the agreement are described in this Item 11 under the caption Employment and Related Agreements and incorporated herein by reference.

The table below reflects the amount of compensation payable to Mr. Stone in the event of termination of his employment or a liquidity event (as defined in SS&C Holdings 2006 equity incentive plan). The amounts shown assume that such termination was effective as of December 31, 2009, and thus include amounts earned through such time and are estimates of the amounts that would be paid out to him upon his termination. The actual amounts to be paid out, if any, can only be determined at the time of his separation.

Table of Contents

Payments to William C. Stone Upon Termination or Liquidity Event	Without Cause, For Good Reason (Including Certain Changes of Control) or Upon Notice of Non-Renewal	For Cause or Without Good Reason (1)	Liquidity Event(2)	Disability	Death
Base salary	$ 1,500,000(3)	$	$	$	$
Target annual bonus	900,000(4)			450,000(5)	450,000(5)
Stock Options(6)	1,217,503(7)		2,435,006	1,217,503(7)	1,217,503(7)
Health and welfare benefits	40,210(8)				
Tax gross up payment	3,163,028(9)				
Disability benefits					
Life insurance proceeds					
Total	$ 6,820,741	$	$ 2,435,006	$ 1,667,503	$ 1,667,503

(1) In the event that Mr. Stone s employment is terminated for cause or without good reason, he will be entitled to unpaid base salary through the date of the termination, payment of any annual bonus earned with respect to a completed fiscal year of SS&C that is unpaid as of the date of termination and any benefits due to him under any employee benefit plan, policy, program, arrangement or agreement.

(2) Liquidity event is defined in Mr. Stone s option agreements governing options granted under the 2006 equity incentive plan. Time-based options will become fully vested and exercisable immediately prior to the effective date of a liquidity event. Performance-based options, including superior options that become performance-based options upon the closing of the initial public offering of SS&C Holdings common stock, will vest in whole or in part immediately prior to the effective date of a liquidity event if proceeds from the liquidity event equal or exceed a certain target. The vesting of superior options prior to the closing of the initial public offering of SS&C Holdings common stock will be determined based on the extent to which proceeds from a liquidity event equal or exceed a certain target. The payments in this column assume the liquidity event will generate sufficient proceeds to accelerate in full the performance-based and superior options.

(3) Consists of 200% of 2009 base salary payable promptly upon termination.

(4) Consists of 200% of 2009 target annual bonus payable promptly upon termination. The compensation committee did not set a formal 2009 target annual bonus for Mr. Stone. The figure used for the 2009 target annual bonus is $450,000, the minimum annual bonus specified for Mr. Stone in his employment agreement.

(5) Consists of a cash payment equal to the amount of Mr. Stone s target annual bonus for 2009, payable within 30 business days of termination. The compensation committee did not set a formal 2009 target annual bonus for Mr. Stone. The figure used for the 2009 target annual bonus is $450,000, the minimum annual bonus specified for Mr. Stone in his employment agreement.

(6) Based upon an exercise price of $74.50 per share and an estimated fair market price of $123.50 per share as of December 31, 2009. The common stock of SS&C Holdings is privately held and there is no established public trading market for its common stock. The estimated fair market price represents the fair market value of the common stock of SS&C Holdings as determined by its board of directors as of the last option award date.

(7) Vesting acceleration with respect to unvested options to purchase an aggregate of 24,847 shares of SS&C Holdings common stock, which is equal to 50% of all unvested options held by Mr. Stone on December 31, 2009.

(8) Represents three years of coverage under SS&C s medical and dental benefit plans.

(9) In the event that the severance and other benefits provided for in Mr. Stone s employment agreement or otherwise payable to him in connection with a change in control constitute parachute payments within the meaning of Section 280G of the Internal Revenue Code of 1986 and will be subject to the excise tax imposed by Section 4999 of the Code, then Mr. Stone shall receive (a) a payment from SS&C Holdings sufficient to pay such excise tax, and (b) an additional payment from SS&C Holdings sufficient to pay the excise tax and federal

and state income taxes arising from the payments made by SS&C Holdings to Mr. Stone pursuant to this sentence.

In accordance with Mr. Stone s employment agreement, none of the severance payments described above will be paid during the six-month period following his termination of employment unless SS&C Holdings determines, in its good faith judgment, that paying such amounts at the time or times indicated above would not cause him to incur an additional tax under Section 409A of the Internal Revenue Code (in which case such amounts shall be paid at the time or times indicated above). If the payment of any amounts are delayed as a result of the previous sentence, on the first day following the end of the six-month period, SS&C Holdings will pay Mr. Stone a lump-sum amount equal to the cumulative amounts that would have otherwise been previously paid to him under his employment agreement. Thereafter, payments will resume in accordance with the above table.

Other Named Executive Officers

Other than Mr. Stone, none of our named executive officers has any arrangement that provides for severance payments. SS&C Holdings 2006 equity incentive plan provides for vesting of stock options in connection with a liquidity event. Time-based options become fully vested and exercisable immediately prior to the effective date of a liquidity event, a certain percentage of performance-based options, including superior options that will become performance-based options upon the closing of the initial public offering of SS&C Holdings common stock, vest immediately prior to the effective date of a liquidity event if proceeds from the liquidity event equal or exceed a certain target and superior options vest based on the extent to which proceeds from a liquidity event equal or exceed a certain target.

As of December 31, 2009, Messrs. Boulanger, Pedonti and Whitman held the following unvested stock options that would have become fully vested upon a liquidity event, assuming that certain targets with respect to proceeds from the liquidity event were met.

Name	Number of Shares Underlying Unvested Options (#)	Value of Unvested Options ($)(1)
Normand A. Boulanger	37,271	$ 1,826,279
Patrick J. Pedonti	18,636	913,164
Stephen V.R. Whitman	9,939	487,011

(1) The value of unvested options was calculated by multiplying the number of shares underlying unvested options by $123.50, the estimated fair market value of SS&C Holdings common stock on December 31, 2009, and then deducting the aggregate exercise price for these options. The common stock of SS&C Holdings is privately held and there is no established public trading market for its common stock. The estimated fair market price represents the fair market value of the common stock of SS&C Holdings as determined by its board of directors as of the last option award date.

Director Compensation

None of our directors, except Mr. Etherington, receives compensation for serving as a director. Mr. Etherington receives an annual retainer fee of $25,000 and $2,500 for each board meeting attended in person. All of the directors are reimbursed for reasonable out-of-pocket expenses associated with their service on the board. The following table contains information with respect to Mr. Etherington s compensation received during the year ended December 31, 2009 for serving as a director.

2009 Director Compensation

Name	Fees Earned or Paid in Cash(1)	Option Awards(2)	Total
William Etherington	$ 37,500		$ 37,500

(1) For his service as a director, Mr. Etherington is paid an annual retainer fee of $25,000 and $2,500 for each board meeting attended in person. Mr. Etherington was paid an aggregate of $32,500 for his service as a director in 2009.

(2) Upon his election to the board of directors in 2006, Mr. Etherington was granted an option to purchase 2,500 shares of common stock of SS&C Holdings at an exercise price per share of $74.50. Such option was 100% vested on the date of grant.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

All of the issued and outstanding common stock of SS&C Technologies, Inc is owned by our parent, SS&C Holdings.

The following table provides summary information regarding the beneficial ownership of outstanding SS&C Holdings common stock as of December 31, 2009, for:

Each person or group known to beneficially own more than 5% of the common stock;

Each of the named executive officers in the Summary Compensation Table;

Each of our directors; and

All of our directors and executive officers as a group.

Beneficial ownership of shares is determined under the rules of the Securities and Exchange Commission and generally includes any shares over which a person exercises sole or shared voting or investment power. Except as indicated by footnote, and subject to applicable community property laws, each person identified in the table possesses sole voting and investment power with respect to all shares of common stock held by them. Shares of common stock subject to options currently exercisable or exercisable within 60 days of December 31, 2009 and not subject to repurchase as of that date are deemed outstanding for calculating the percentage of outstanding shares of the person holding these options, but are not deemed outstanding for calculating the percentage of any other person.

Except as otherwise indicated in the footnotes, each of the beneficial owners listed has, to our knowledge, sole voting and investment power with respect to the shares of the common stock. Unless otherwise noted below, the address of the persons and entities listed on the table is c/o SS&C Technologies, Inc., 80 Lamberton Road, Windsor, CT 06095.

	Shares Owned(1)	
Name of Beneficial Owner	**Number**	**Percentage**
TCG Holdings, L.L.C.(2)	5,114,094	72.0%
William A. Etherington(3)	2,500	*
Allan M. Holt(4)		
Claudius (Bud) E. Watts IV(4)		
Campbell (Cam) R. Dyer(4)		
William C. Stone(5)	2,388,766	31.7%
Normand A. Boulanger(6)	158,341	2.2%
Patrick J. Pedonti(7)	62,918	*
Stephen V.R. Whitman(8)	33,017	*

All Directors and Executive Officers as a Group (8 persons) (9)	2,645,542	34.0%

* Less than 1%

(1) Includes shares held in the beneficial owner s name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner s account. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each stockholder named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Beneficial ownership includes

any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire either currently or at any time within the 60-day period following December 31, 2009 through the exercise of any stock option or other right. The inclusion herein of such shares, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of such shares.

(2) TC Group IV, L.P. is the sole general partner of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P., the record holders of 4,915,570 and 198,524 shares of common stock of Holdings, respectively. TC Group IV Managing GP, L.L.C. is the sole general partner of TC Group IV, L.P. TC Group, L.L.C. is the sole managing member of TC Group IV Managing GP, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, TC Group IV, L.P., TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. each may be deemed owners of shares of common stock owned of record by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein are managing members of TCG Holdings, L.L.C. and, in such capacity, may be deemed to share beneficial ownership of shares of common stock beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership. The principal address and principal offices of TCG Holdings, L.L.C. and certain affiliates is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(3) Includes 2,500 shares subject to outstanding stock options exercisable on December 31, 2009.

(4) Does not include 5,114,094 shares held by investment funds associated with or designated by Carlyle. Messrs. Holt, Watts and Dyer are executives of The Carlyle Group. They disclaim beneficial ownership of the shares held by investment funds associated with or designated by The Carlyle Group.

(5) Consists of 427,788 shares subject to outstanding stock options exercisable on or within the 60-day period following December 31, 2009, which includes options to purchase 75,000 shares of SS&C Holdings Class A non-voting common stock. The principal address of Mr. Stone is c/o SS&C Technologies, Inc., 80 Lamberton Road, Windsor, CT 06095.

(6) Consists of 158,341 shares subject to outstanding stock options exercisable on or within the 60-day period following December 31, 2009.

(7) Consists of 62,918 shares subject to outstanding stock options exercisable on or within the 60-day period following December 31, 2009.

(8) Consists of 33,017 shares subject to outstanding stock options exercisable on or within the 60-day period following December 31, 2009.

(9) Includes 684,564 shares subject to outstanding stock options exercisable on or within the 60-day period following December 31, 2009.

Equity Compensation Plan Information

The following table sets forth, as of December 31, 2009, the number of securities outstanding under SS&C Holdings equity compensation plans, the weighted-average exercise price of such securities and the number of securities available for grant under these plans:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	1,498,530	$ 57.27	529,167
Equity compensation plans not approved by security holders			
Total	1,498,530	$ 57.27	529,167

Item 13. *Certain Relationships and Related Transactions*

Transactions with Related Persons

The Carlyle Group

Carlyle Management Agreement

TC Group, L.L.C. (an affiliate of Carlyle), Mr. Stone and SS&C Holdings entered into a management agreement on November 23, 2005, pursuant to which SS&C Holdings pays to TC Group, L.L.C. an annual fee of $1.0 million for certain management services to be performed by it for SS&C Holdings and to reimburse TC Group, L.L.C. for certain out-of pocket expenses incurred in connection with the performance of such services. In addition, under the management agreement, SS&C Holdings will pay to TC Group, L.L.C. additional reasonable compensation for other services provided by TC Group, L.L.C. to SS&C Holdings from time to time, including investment banking, financial advisory and other services. The management agreement, which was amended in April 2008, will terminate upon the completion of an initial public offering by SS&C Holdings. From January 1, 2009 through December 31, 2009, pursuant to the management agreement, SS&C Holdings paid to TC Group, L.L.C. an aggregate amount of $1,048,663.

Carlyle Fund Services Agreement

On August 12, 2008, Walkers SPV Limited acting solely in its capacity as trustee of the Carlyle Series Trust and its classes or sub-trusts, Carlyle Loan Investment Ltd., CLP Cayman Holdco, Ltd., CCPMF Cayman Holdco, Carlyle Credit Partners Financing I, Ltd. (collectively, the Funds) and Carlyle Investment Management L.L.C. entered into a fund administration services agreement with SS&C. Pursuant to the agreement, the Funds appointed SS&C to act as administrator, registrar and transfer agent and to provide the Funds with certain fund administration services, including daily processing and reconciliation services, fund accounting services and unitholder services, and such ancillary services as are set forth in work requests that may be executed by the parties from time to time. The agreement became effective on July 1, 2008 and continues until December 31, 2010. SS&C will be paid a monthly charge based on annual rates derived from the net asset value of the Funds, subject to a minimum monthly fee. SS&C will also receive certain hourly and other fees for any ancillary services that it provides under the agreement. From January 1, 2009 through December 31, 2009, the Funds paid an aggregate of $423,262 to us under the agreement.

Carlyle Processing Services Agreement

On June 22, 2009, Carlyle Investment Management L.L.C. entered into a processing services agreement with SS&C. Pursuant to the agreement, SS&C provides investment accounting and data processing services. The agreement continues until June 22, 2011. SS&C will be paid a monthly charge based on annual rates derived from the net asset value of Carlyle Investment Management L.L.C., subject to a minimum monthly fee. SS&C will also receive other fees for certain ancillary services that it provides under the agreement. Through December 31, 2009, Carlyle Investment Management L.L.C. paid an aggregate of $40,000 to us under the agreement.

Acquisition of Tradeware

On December 31, 2009, SS&C acquired Tradeware Global Corp. through the merger of TG Acquisition Corp., a wholly-owned subsidiary of SS&C, with and into Tradeware, with Tradeware being the surviving company and a wholly-owned subsidiary of SS&C. At the closing of the Tradeware merger, SS&C (among other things) (i) paid an aggregate of approximately $21,500,000 to the former holders of Tradeware stock and options in exchange for their shares and options and (ii) deposited $1,000,000 into an escrow fund to secure certain obligations of former

Tradeware common stock and option holders, with such funds eligible for release on December 31, 2010. Two former holders of Tradeware common stock, Carlyle Europe Venture Partners, L.P. (CEVP, L.P.) and CEVP Co-Investment, L.P. (CEVP Co-Investment), are investment funds affiliated with Carlyle. At the closing of the Tradeware Merger, CEVP, L.P. and CEVP Co-Investment received payments from SS&C of approximately $461,894 and $16,855, respectively, in exchange for their shares of Tradeware common stock. CEVP, L.P. and

Table of Contents

CEVP Co-Investment are eligible to receive up to approximately $36,740 and $1,341, respectively, in connection with the release of funds from escrow, if any.

Other Transactions

John Stone, the brother of William C. Stone, is employed by SS&C as Vice President of Sales Management. From January 1, 2009 through December 31, 2009, John Stone was paid an aggregate of $150,300 as salary and commissions related to his employment at SS&C.

Review, Approval or Ratification of Transactions with Related Persons

We have not adopted any policies or procedures for the review, approval and ratification of related-person transactions because we are not a listed issuer whose related-person transactions would require such policies. As a Delaware corporation, we are subject to Section 144 of the Delaware General Corporation Law, which provides procedures for the approval of interested director transactions.

Director Independence

Our securities are not listed on a national securities exchange or in an inter-dealer quotation system. All of our board members other than Messrs. Stone and Boulanger are considered to be independent members of the board under applicable stock exchange rules. Mr. Etherington is considered to be an independent member of the audit committee, and Messrs. Dyer and Watts are not, under applicable stock exchange and SEC rules.

Item 14. ***Principal Accountant Fees and Services***

The following table summarizes the fees of PricewaterhouseCoopers LLP, our registered public accounting firm, billed to us for each of the last two fiscal years. For fiscal 2009, audit fees include an estimate of amounts not yet billed.

Fee Category	**Fiscal 2009**	**Fiscal 2008**
Audit Fees(1)	$ 1,084,743	$ 739,913
Audit-Related Fees(2)	773,609	744,812
Tax Fees(3)	247,434	138,443
All Other Fees(4)	1,500	1,500
Total Fees	$ 2,107,286	$ 1,624,668

(1) Audit fees consist of fees for the audit of our financial statements, the review of the interim financial statements included in our quarterly reports on Form 10-Q, and services related to SS&C Holdings filings of Form S-1 in 2008 and 2009, such as the issuance of consents.

(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under Audit Fees . These services relate to accounting consultations in connection with acquisitions, procedures performed for SAS 70 reports, attest services that are not required by statute or regulation and consultations concerning internal

controls, financial accounting and reporting standards. None of the audit-related fees billed in 2008 or 2009 related to services provided under the de minimis exception to the audit committee pre-approval requirements.

(3) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to preparation of original and amended tax returns, claims for refunds and tax payment-planning services, accounted for approximately $45,000 of the total tax fees billed in 2009 and approximately $114,000 of the total tax fees billed in 2008. Tax advice and tax planning services relate to assistance with tax audits and appeals, tax advice related to acquisitions and requests for rulings or technical advice from taxing authorities. None of the tax fees billed in 2008 or 2009 related to services provided under the de minimis exception to the audit committee pre-approval requirements.

Table of Contents

(4) All other fees for 2008 and 2009 consist of the licensing of accounting and finance research technology owned by PricewaterhouseCoopers LLP. None of the all other fees billed in 2008 or 2009 were provided under the de minimis exception to the audit committee pre-approval requirements.

Audit Committee Pre-Approval Policies and Procedures

All the services described above were approved by our board of directors or audit committee in advance of the services being rendered. The audit committee is responsible for the appointment, compensation and oversight of the work performed by the independent registered public accounting firm. The audit committee must pre-approve all audit (including audit-related) services and permitted non-audit services provided by the independent registered public accounting firm in accordance with the pre-approval policies and procedures established by the audit committee. The audit committee annually approves the scope and fee estimates for the quarterly reviews, year-end audit, statutory audits and tax work to be performed by our independent registered public accounting firm for the next fiscal year. With respect to other permitted services, management defines and presents specific projects and categories of service for which the advance approval of the audit committee is requested. The audit committee pre-approves specific engagements, projects and categories of services on a fiscal year basis, subject to individual project thresholds and annual thresholds. In assessing requests for services by the independent registered public accounting firm, the audit committee considers whether such services are consistent with the independent registered public accounting firm s independence, whether the independent registered public accounting firm is likely to provide the most effective and efficient service based upon their familiarity with us, and whether the service could enhance our ability to manage or control risk or improve audit quality. At each audit committee meeting, the audit committee is advised of the aggregate fees for which the independent registered public accounting firm has been engaged for such engagements, projects and categories of services compared to the approved amounts.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

(a)

1. *Financial Statements*

The following financial statements are filed as part of this annual report:

2. *Financial Statement Schedules*

Financial statement schedules are not submitted because they are not applicable, not required or the information is included in our consolidated financial statements.

3. *Exhibits*

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this annual report.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SS&C TECHNOLOGIES, INC.

By: /s/ William C. Stone

William C. Stone
Chairman of the Board and Chief Executive Officer

Date: February 25, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ William C. Stone William C. Stone	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 22, 2010
/s/ Patrick J. Pedonti Patrick J. Pedonti	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 22, 2010
/s/ Normand A. Boulanger Normand A. Boulanger	Director	February 22, 2010
/s/ Campbell R. Dyer Campbell R. Dyer	Director	February 22, 2010
/s/ William A. Etherington William A. Etherington	Director	February 22, 2010
/s/ Allan M. Holt Allan M. Holt	Director	February 22, 2010
/s/ Claudius E. Watts, IV	Director	February 22, 2010

Claudius E. Watts, IV

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholder of SS&C Technologies, Inc.

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of SS&C Technologies, Inc. and its subsidiaries at December 31, 2009 and 2008 and the results of their operations and their cash flows for the years ended December 31, 2009, 2008 and 2007 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Hartford, Connecticut
February 22, 2010

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31, 2009	December 31, 2008
	(In thousands, except per share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 19,055	$ 29,299
Accounts receivable, net of allowance for doubtful accounts of $1,425 and $1,444, respectively (Note 3)	41,600	38,318
Prepaid expenses and other current assets	6,164	4,327
Income taxes receivable	669	
Deferred income taxes	1,780	3,777
Total current assets	69,268	75,721
Property and equipment:		
Leasehold improvements	5,358	4,852
Equipment, furniture, and fixtures	25,915	20,978
	31,273	25,830
Less accumulated depreciation	(17,237)	(11,800)
Net property and equipment	14,036	14,030
Deferred income taxes	499	
Goodwill	885,517	822,409
Intangible and other assets, net of accumulated amortization of $116,670 and $82,520, respectively	216,321	215,193
Total assets	$ 1,185,641	$ 1,127,353
LIABILITIES AND STOCKHOLDER S EQUITY		
Current liabilities:		
Current portion of long-term debt (Note 6)	$ 4,270	$ 2,101
Accounts payable	4,804	1,821
Income taxes payable	703	4,898
Accrued employee compensation and benefits	14,693	13,640
Other accrued expenses	16,938	9,575
Interest payable	2,070	2,007
Deferred maintenance and other revenue	40,400	30,844
Total current liabilities	83,878	64,886

Long-term debt, net of current portion (Note 6)	392,989	406,625
Other long-term liabilities	10,764	11,977
Deferred income taxes (Note 5)	52,023	56,612
Total liabilities	539,654	540,100
Commitments and contingencies (Note 13)		
Stockholder s equity (Notes 4 and 10):		
Common stock, $0.01 par value, 1 share authorized; 1 share issued and outstanding		
Additional paid-in capital	583,251	577,861
Accumulated other comprehensive income (loss)	16,436	(17,890)
Retained earnings	46,300	27,282
Total stockholder s equity	645,987	587,253
Total liabilities and stockholder s equity	$ 1,185,641	$ 1,127,353

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

F-2

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2009	**2008**	**2007**
		(In thousands)	
Revenues:			
Software licenses	$ 20,661	$ 24,844	$ 27,514
Maintenance	66,099	65,178	61,910
Professional services	20,889	24,352	17,491
Software-enabled services	163,266	165,632	141,253
Total revenues	270,915	280,006	248,168
Cost of revenues:			
Software licenses	8,499	9,198	9,616
Maintenance	27,559	26,854	26,038
Professional services	14,154	16,118	14,277
Software-enabled services	87,528	90,263	78,951
Total cost of revenues	137,740	142,433	128,882
Gross profit	133,175	137,573	119,286
Operating expenses:			
Selling and marketing	20,362	19,566	19,701
Research and development	26,513	26,804	26,282
General and administrative	19,197	26,120	24,573
Total operating expenses	66,072	72,490	70,556
Operating income	67,103	65,083	48,730
Interest income	28	409	939
Interest expense	(36,891)	(41,539)	(45,463)
Other (expense) income, net	(1,418)	1,994	1,911
Income before income taxes	28,822	25,947	6,117
Provision (benefit) for income taxes (Note 5)	9,804	7,146	(458)
Net income	$ 19,018	$ 18,801	$ 6,575

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

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Cash flow from operating activities:			
Net income	$ 19,018	$ 18,801	$ 6,575
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	36,028	35,038	35,047
Stock compensation expense	5,607	7,323	10,979
Foreign exchange gains on debt			(768)
Amortization of loan origination costs	2,306	2,328	2,317
Equity losses in long-term investment		2,098	187
Loss on sale or disposition of property and equipment	13	1	105
Deferred income taxes	(8,861)	(7,368)	(6,115)
Provision for doubtful accounts	213	865	336
Changes in operating assets and liabilities, excluding effects from acquisitions:			
Accounts receivable	3,360	(1,301)	(6,635)
Prepaid expenses and other assets	(284)	(2,742)	(1,723)
Income taxes receivable and payable	(5,236)	2,552	2,790
Accounts payable	1,549	(494)	101
Accrued expenses	1,646	1,581	10,745
Deferred maintenance and other revenue	4,493	2,973	3,116
Net cash provided by operating activities	59,852	61,655	57,057
Cash flow from investing activities:			
Additions to property and equipment	(2,559)	(6,746)	(7,717)
Proceeds from sale of property and equipment	3	2	8
Cash paid for business acquisitions, net of cash acquired (Note 11)	(51,477)	(17,864)	(5,130)
Additions to capitalized software	(101)		
Net cash used in investing activities	(54,134)	(24,608)	(12,839)
Cash flow from financing activities:			
Cash received from other borrowings	2,000		5,200
Repayment of debt	(19,679)	(25,574)	(42,688)
Transactions involving SS&C Technologies Holdings, Inc. common stock	(217)	42	80
Net cash used in financing activities	(17,896)	(25,532)	(37,408)

Effect of exchange rate changes on cash	1,934	(1,391)	647
Net increase (decrease) in cash and cash equivalents	(10,244)	10,124	7,457
Cash and cash equivalents, beginning of period	29,299	19,175	11,718
Cash and cash equivalents, end of period	$ 19,055	$ 29,299	$ 19,175
Supplemental disclosure of cash paid (refunded) for:			
Interest	$ 34,061	$ 38,505	$ 43,451
Income taxes, net	$ 23,512	$ 12,472	$ (1,627)
Supplemental disclosure of non-cash investing activities:			
See Note 11 for a discussion of acquisitions			

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

F-4

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER S EQUITY
For the Years Ended December 31, 2009, 2008 and 2007

	Common Stock Number of Issued Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Total Stockholder s Equity	Total Comprehensive Income (Loss)
				(In thousands)			
Balance, at December 31, 2006	1	$	$ 559,527	$ 1,906	$ 1,699	$ 563,132	
Net income				6,575		6,575	$ 6,575
Foreign exchange translation adjustment					34,490	34,490	34,490
Change in unrealized loss on interest rate swaps, net of tax					(2,574)	(2,574)	(2,574)
Total comprehensive income							$ 38,491
Stock-based compensation expense			10,979			10,979	
Exercise of stock options and issuance of SS&C Technologies Holdings, Inc. common stock			(9)			(9)	
Balance, at December 31, 2007	1		570,497	8,481	33,615	612,593	
Net income				18,801		18,801	$ 18,801
Foreign exchange translation adjustment					(49,078)	(49,078)	(49,078)
Change in unrealized loss on interest rate swaps, net of tax					(2,427)	(2,427)	(2,427)
Total comprehensive loss							$ (32,704)
Stock-based compensation expense			7,323			7,323	
Exercise of stock options and issuance of SS&C			41			41	

Technologies Holdings, Inc. common stock							
Balance, at December 31, 2008	1		577,861	27,282	(17,890)	587,253	
Net income				19,018		19,018	$ 19,018
Foreign exchange translation adjustment					32,879	32,879	32,879
Change in unrealized loss on interest rate swaps, net of tax					1,447	1,447	1,447
Total comprehensive income							$ 53,344
Stock-based compensation expense			5,607			5,607	
Exercise of stock options and issuance of SS&C Technologies Holdings, Inc. common stock			(217)			(217)	
Balance, at December 31, 2009	1	$	$ 583,251	$ 46,300	$ 16,436	$ 645,987	

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

F-5

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization

SS&C Technologies, Inc. (SS&C or the Company) was acquired on November 23, 2005 through a merger transaction with SS&C Technologies Holdings, Inc. (SS&C Holdings or Holdings) (formerly known as Sunshine Acquisition Corporation), a Delaware corporation formed by investment funds associated with The Carlyle Group. The acquisition was accomplished through the merger of Sunshine Merger Corporation, a wholly-owned subsidiary of SS&C Holdings, into SS&C Technologies, Inc., with SS&C Technologies, Inc. being the surviving company and a wholly-owned subsidiary of SS&C Holdings (the Transaction).

The Company provides software products and software-enabled services to the financial services industry, primarily in North America. The Company also has operations in the U.K., the Netherlands, Malaysia, Ireland, Australia, the Netherlands Antilles and Japan. The Company s portfolio of over 60 products and software-enabled services allows its clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. The Company provides its products and related services in eight vertical markets in the financial services industry:

1. Insurance and pension funds;

2. Asset management;

3. Alternative investments;

4. Financial markets;

5. Commercial lending;

6. Real estate property management;

7. Municipal finance; and

8. Treasury, banks and credit unions.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, but not limited to, collectibility of accounts receivable, costs to complete certain contracts, valuation of acquired assets and liabilities, valuation of stock options, income tax accruals and the value of deferred tax assets. Estimates are also used to determine the remaining economic lives and carrying value of fixed assets, goodwill and intangible assets. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant accounts, transactions and profits between the consolidated companies have been eliminated in consolidation. Unconsolidated investments in entities over which we do not have control but have the ability to exercise influence over operating and financial policies are accounted for under the equity method of accounting. Earnings and losses from such investments are recorded on a pre-tax basis.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue Recognition

The Company s payment terms for software licenses typically require that the total fee be paid upon signing of the contract. Maintenance services are typically due in full at the beginning of the maintenance period. Professional services and software-enabled services are typically due and payable monthly in arrears. Normally the Company s arrangements do not provide for any refund rights, and payments are not contingent on specific milestones or customer acceptance conditions. For arrangements that do contain such provisions, the Company defers revenue until the rights or conditions have expired or have been met.

Unbilled accounts receivable primarily relates to professional services and software-enabled services revenue that has been earned as of month end but is not invoiced until the subsequent month, and to software license revenue that has been earned and is realizable but not invoiced to clients until future dates specified in the client contract.

Deferred revenue consists of payments received related to product delivery, maintenance and other services, which have been paid by customers prior to the recognition of revenue. Deferred revenue relates primarily to cash received for maintenance contracts in advance of services performed.

License Revenue

The Company follows the principles of accounting standards relating to software revenue recognition, which provides guidance on applying generally accepted accounting principles in recognizing revenue on software transactions. Accounting standards require that revenue recognized from software transactions be allocated to each element of the transaction based on the relative fair values of the elements, such as software products, specified upgrades, enhancements, post-contract client support, installation or training. The determination of fair value is based upon vendor-specific objective evidence (VSOE). The Company recognizes software license revenues allocated to software products and enhancements generally upon delivery of each of the related products or enhancements, assuming all other revenue recognition criteria are met. In the rare occasion that a software license agreement includes the right to a specified upgrade or product, the Company defers all revenues under the arrangement until the specified upgrade or product is delivered, since typically VSOE does not exist to support the fair value of the specified upgrade or product.

The Company generally recognizes revenue from sales of software or products including proprietary software upon product shipment and receipt of a signed contract, provided that collection is probable and all other revenue recognition criteria are met. The Company sells perpetual software licenses in conjunction with professional services for installation and maintenance. For these arrangements, the total contract value is attributed first to the maintenance arrangement based on its fair value, which is derived from stated renewal rates. The contract value is then attributed to professional services based on estimated fair value, which is derived from the rates charged for similar services provided on a stand-alone basis. The Company s software license agreements generally do not require significant modification or customization of the underlying software, and, accordingly, implementation services provided by the Company are not considered essential to the functionality of the software. The remainder of the total contract value is then attributed to the software license based on the residual method.

The Company also sells term licenses ranging from one to seven years, some of which include bundled maintenance services. For those arrangements with bundled maintenance services, VSOE does not exist for the maintenance element and therefore the total fee is recognized ratably over the contractual term of the arrangement. The Company classifies revenues from bundled term license arrangements as both software licenses and maintenance revenues by allocating a portion of the revenues from the arrangement to maintenance revenues and classifying the remainder in software licenses revenues. The Company uses its renewal rates for maintenance under perpetual license agreements for the purpose of determining the portion of the arrangement fee that is classified as maintenance revenues.

The Company occasionally enters into license agreements requiring significant customization of the Company s software. The Company accounts for the license fees under these agreements on the

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

percentage-of-completion basis. This method requires estimates to be made for costs to complete the agreement utilizing an estimate of development man-hours remaining. Revenue is recognized each period based on the hours incurred to date compared to the total hours expected to complete the project. Due to uncertainties inherent in the estimation process, it is at least reasonably possible that completion costs may be revised. Such revisions are recognized in the period in which the revisions are determined. Provisions for estimated losses on uncompleted contracts are determined on a contract-by-contract basis, and are made in the period in which such losses are first estimated or determined.

Maintenance Agreements

Maintenance agreements generally require the Company to provide technical support and software updates (on a when-and-if-available basis) to its clients. Such services are generally provided under one-year renewable contracts. Maintenance revenues are recognized ratably over the term of the maintenance agreement.

Professional Services

The Company provides consulting and training services to its clients. Revenues for such services are generally recognized over the period during which the services are performed. The Company typically charges for professional services on a time and materials basis. However, some contracts are for a fixed fee. For the fixed-fee arrangements, an estimate is made of the total hours expected to be incurred to complete the project. Due to uncertainties inherent in the estimation process, it is at least reasonably possible that completion costs may be revised. Such revisions are recognized in the period in which the revisions are determined. Revenues are recognized each period based on the hours incurred to date compared to the total hours expected to complete the project.

Software-enabled Services

The Company s software-enabled services arrangements make its software application available to its clients for processing of transactions. The software-enabled services arrangements provide an alternative for clients who do not wish to install, run and maintain complicated financial software. Under the arrangements, the client does not have the right to take possession of the software, rather, the Company agrees to provide access to its applications, remote use of its equipment to process transactions, access to client s data stored on its equipment, and connectivity between its environment and the client s computing systems. Software-enabled services arrangements generally have terms of two to five years and contain monthly or quarterly fixed payments, with additional billing for increases in market value of a client s assets, pricing and trading activity under certain contracts.

The Company recognizes software-enabled services revenues on a monthly basis as the software-enabled services are provided and when persuasive evidence of an arrangement exists, the price is fixed or determinable and collectibility is reasonably assured. The Company does not recognize any revenue before services are performed. Certain contracts contain additional fees for increases in market value, pricing and trading activity. Revenues related to these additional fees are recognized in the month in which the activity occurs based upon the Company s summarization of account information and trading volume.

Research and Development

Research and development costs associated with computer software are charged to expense as incurred. Capitalization of internally developed computer software costs begins upon the establishment of technological feasibility based on a working model. Net capitalized software costs $0.1 million are included in the December 31, 2009 and 2008 balance sheets, respectively, under Intangible and other assets .

The Company s policy is to amortize these costs upon a product s general release to the client. Amortization of capitalized software costs is calculated by the greater of (a) the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product or (b) the straight-line method over the

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

remaining estimated economic life of the product, including the period being reported on, typically two to six years. It is reasonably possible that those estimates of anticipated future gross revenues, the remaining estimated economic life of the product, or both could be reduced significantly due to competitive pressures. Amortization expense related to capitalized software development costs was $0.1 million for each of the years ended December 31, 2009, 2008 and 2007.

Stock-based Compensation

Using the fair value recognition provisions of relevant accounting literature, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the appropriate service period. Determining the fair value of stock-based awards requires considerable judgment, including estimating the expected term of stock options, expected volatility of the Company s stock price, and the number of awards expected to be forfeited. In addition, for stock-based awards where vesting is dependent upon achieving certain operating performance goals, the Company estimates the likelihood of achieving the performance goals. Differences between actual results and these estimates could have a material effect on the Company s financial results. A deferred income tax asset is recorded over the vesting period as stock compensation expense is recorded. The realizability of the deferred tax asset is ultimately based on the actual value of the stock-based award upon exercise. If the actual value is lower than the fair value determined on the date of grant, then there could be an income tax expense for the portion of the deferred tax asset that is not realizable.

Other Income

Other income, net for 2009 consists primarily of foreign currency translation losses of $1.5 million. Other income, net for 2008 consists primarily of foreign currency translation gains of $4.0 million, partially offset by a $2.0 million loss relating to an investment in a private company which is accounted for under the equity method of accounting. Other income, net for 2007 consists primarily of foreign currency translation gains of $0.6 million, property tax refunds of $0.9 million and $0.4 million related to the favorable settlement of a liability accrued at the time of the Company s acquisition of Financial Models in 2005.

Income Taxes

The Company accounts for income taxes in accordance with the relevant accounting literature. An asset and liability approach is used to recognize deferred tax assets and liabilities for the future tax consequences of items that are recognized in its financial statements and tax returns in different years. A valuation allowance is established against net deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the net deferred tax assets will not be realized.

The Company accounts for uncertain tax positions using a two-step approach. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes.

Cash and Cash Equivalents

The Company considers all highly liquid marketable securities with original maturities of three months or less at the date of acquisition to be cash equivalents. The Company did not hold any cash equivalents at December 31, 2009 or 2008.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Property and Equipment

Property and equipment are stated at cost. Depreciation of property and equipment is calculated using a combination of straight-line and accelerated methods over the estimated useful lives of the assets as follows:

Description	**Useful Life**
Equipment	3-5 years
Furniture and fixtures	7-10 years
Leasehold improvements	Shorter of lease term or estimated useful life

Depreciation expense for the years ended December 31, 2009, 2008 and 2007 was $4.9 million, $4.9 million and $5.1 million, respectively.

Maintenance and repairs are expensed as incurred. The costs of sold or retired assets are removed from the related asset and accumulated depreciation accounts and any gain or loss is included in other income, net.

Registration Costs

During the year ended December 31, 2009, the Company incurred a total of $0.7 million in professional fees and other costs related to the planned initial public offering of SS&C Holdings common stock. These costs are recorded in prepaid expenses and other current assets in the consolidated balance sheet at December 31, 2009. The offering was filed on December 28, 2009. During the year ended December 31, 2008, the Company expensed a total of $1.6 million in costs, which are included in general and administrative expenses, that had been incurred related to the prior proposed initial public offering of SS&C Holdings common stock as a result of uncertainty related to the planned offering. SS&C Holdings withdrew that proposed offering in October 2008.

Goodwill and Intangible Assets

The Company tests goodwill annually on December 31st for impairment (and in interim periods if certain events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount). The Company has completed the required impairment tests for goodwill and has determined that no impairment existed as of December 31, 2009 or 2008. There were no indefinite-lived intangible assets as of December 31, 2009 or 2008.

The following table summarizes changes in goodwill (in thousands):

Balance at December 31, 2007	$ 860,690
2008 acquisition	8,937
Adjustments to previous acquisitions	2
Income tax benefit on Rollover options exercised	(578)
Effect of foreign currency translation	(46,642)

Balance at December 31, 2008	822,409
2009 acquisitions	30,123
Adjustments to previous acquisitions	(147)
Income tax benefit on Rollover options exercised	(118)
Effect of foreign currency translation	33,250
Balance at December 31, 2009	$ 885,517

Completed technology and other identifiable intangible assets are amortized over lives ranging from three to 15 years based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. Amortization expense associated with completed technology and other

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

amortizable intangible assets was $31.0 million, $30.0 million and $29.8 million for the years ended December 31, 2009, 2008 and 2007, respectively.

A summary of the components of intangible assets is as follows (in thousands):

	December 31, 2009	December 31, 2008
Customer relationships	$ 233,505	$ 207,757
Completed technology	68,166	58,046
Trade names	18,276	17,391
Other	2,299	2,016
	322,246	285,210
Less: accumulated amortization	(116,245)	(82,236)
	$ 206,001	$ 202,974

Total estimated amortization expense, related to intangible assets, for each of the next five years, as of December 31, 2009, is expected to approximate (in thousands):

Year Ending December 31,	
2010	$ 34,123
2011	32,345
2012	29,877
2013	27,263
2014	24,792
	$ 148,400

Impairment of Long-Lived Assets

The Company evaluates the recoverability of its long-lived assets when there is evidence that events or changes in circumstances have made recovery of the assets carrying value unlikely. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. The Company has identified no such impairment losses. Substantially all of the Company s long-lived assets are located in the United States and Canada.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash, cash equivalents, marketable securities, and trade receivables. The Company has cash investment policies that limit investments to investment grade securities. Concentrations of credit risk, with respect to trade receivables, are limited due to the fact that the Company s client base is highly diversified. As of December 31, 2009 and 2008, the Company had no significant concentrations of credit.

International Operations and Foreign Currency

The functional currency of each foreign subsidiary is the local currency. Accordingly, assets and liabilities of foreign subsidiaries are translated to U.S. dollars at period-end exchange rates, and capital stock accounts are translated at historical rates. Revenues and expenses are translated using the average rates during the period. The resulting translation adjustments are excluded from net earnings and accumulated as a separate component of

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

stockholder s equity. Foreign currency transaction gains and losses are included within other income (expense) in the results of operations in the periods in which they occur.

Derivative Instruments

The Company uses derivative instruments, consisting of interest rate swaps, to manage interest rate risk associated with the variable interest rate on its bank credit facility. The Company s objective in managing interest rate risk is to manage volatility in the effective cost of debt. The Company accounts for its derivative instruments and hedging activities in accordance with relevant accounting standards and all derivative instruments are recorded at fair value.

In order for derivative instruments to qualify for hedge accounting, the underlying hedged item must expose the Company to risks associated with market fluctuations and the financial instrument used as a hedge must reduce the Company s exposure to market fluctuation throughout the hedge period. If these criteria are not met, a change in the market value of the financial instrument is recognized as a gain or loss and is recorded as a component of interest expense in the period of change. The Company excludes the change in the time value of money when assessing the effectiveness of the hedging relationship. All derivatives are evaluated quarterly.

Derivative instruments entered into by the Company qualify for hedge accounting and are designated as cash flow hedges. Cash flow hedges are hedges of forecasted transactions or the variability of cash flows to be received or paid related to a recognized asset or liability. For cash flow hedge transactions, changes in the fair value of the derivative instrument are reported in other comprehensive income. The gains and losses on cash flow hedge transactions reported in other comprehensive income are effectively reclassified to earnings in the periods in which earnings are affected by the variability of the cash flows of the hedged item.

Net interest paid or received pursuant to the derivative instruments is included as a component of interest expense in the period. Pending interest settlements earned/incurred on derivative instruments held at the end of a period are also included as a component of interest expense and in the accompanying consolidated balance sheet. See Note 6 for further disclosure related to the Company s derivative instruments.

Comprehensive Income

Items defined as comprehensive income, such as foreign currency translation adjustments and unrealized gains (losses) on interest rate swaps qualifying as hedges, are separately classified in the financial statements. The accumulated balance of other comprehensive income is reported separately from retained earnings and additional paid-in capital in the equity section of the balance sheet. Total comprehensive income consists of net income and other accumulated comprehensive income disclosed in the equity section of the balance sheet.

At December 31, 2009, the Company had a balance of $19.2 million in foreign currency translation gains and a balance of $2.8 million (net of taxes of $1.4 million) in unrealized losses on interest rate swaps. At December 31, 2008, the Company had a balance of $13.6 million in foreign currency translation losses and a balance of $4.3 million (net of taxes of $2.3 million) in unrealized losses on interest rate swaps.

Reclassifications

Certain amounts in prior year consolidated financial statements have been reclassified to be comparable with current year presentation. These reclassifications have had no effect on net income or net equity.

Recent Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued an authoritative literature update relating to multiple-deliverable revenue arrangements. This updated literature establishes the accounting and reporting guidance for arrangements including multiple revenue-generating activities. The standard provides

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

amendments to the criteria for separating deliverables, measuring and allocating arrangement consideration to one or more units of accounting. The amendments in this standard also establish a selling price hierarchy for determining the selling price of a deliverable. Significantly enhanced disclosures are also required to provide information about a vendor s multiple-deliverable revenue arrangements, including information about the nature and terms, significant deliverables, and its performance within arrangements. The amendments also require providing information about the significant judgments made and changes to those judgments and about how the application of the relative selling-price method affects the timing or amount of revenue recognition. These amendments are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. Early application is permitted. The Company is currently evaluating the impact of this new standard.

In June 2009, the FASB issued The FASB Accounting Standards Codification (Codification) and the Hierarchy of GAAP , which establishes the Codification as the single source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. SEC rules and interpretive releases are also sources of authoritative GAAP for SEC registrants. The Codification modifies the GAAP hierarchy to include only two levels of GAAP: authoritative and nonauthoritative. The Company adopted the Codification in July 2009 and its issuance did not affect the Company s results of operations, cash flows or financial position since it is not intended to change or alter existing GAAP.

In May 2009, the FASB issued new accounting guidance related to the accounting and disclosures of subsequent events. This guidance establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The Company adopted this guidance upon issuance and such adoption did not have a material impact on its results of operations, cash flows or financial position.

In April 2009, the FASB issued new accounting guidance related to interim disclosures about the fair values of financial instruments, which requires disclosures about fair value of financial instruments not measured on the balance sheet at fair value in interim financial statements as well as in annual financial statements. Prior to this, fair values for these assets and liabilities were only disclosed annually. This new accounting guidance requires all entities to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments. The Company adopted this guidance upon issuance and such adoption did not have a material impact on its results of operations, cash flows or financial position.

3. Accounts Receivable

Accounts receivable are as follows (in thousands):

	December 31, 2009	December 31, 2008
Accounts receivable	$ 30,838	$ 28,785
Unbilled accounts receivable	12,187	10,977
Allowance for doubtful accounts	(1,425)	(1,444)

Total accounts receivable	$ 41,600	$ 38,318

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table represents the activity for the allowance for doubtful accounts during the years ended December 31, 2009, 2008 and 2007 (in thousands):

	Year Ended December 31,		
	2009	2008	2007
Allowance for Doubtful Accounts:			
Balance at beginning of period	$ 1,444	$ 1,223	$ 1,638
Charge to costs and expenses	213	865	336
Write-offs, net of recoveries	(313)	(524)	(812)
Other adjustments	81	(120)	61
Balance at end of period	$ 1,425	$ 1,444	$ 1,223

Management establishes the allowance for doubtful accounts based on historical bad debt experience. In addition, management analyzes client accounts, client concentrations, client creditworthiness, current economic trends and changes in the client s payment terms when evaluating the adequacy of the allowance for doubtful accounts.

4. Stockholder s Equity

At December 31, 2009 and 2008, 1,000 shares of common stock were authorized, issued and outstanding.

5. Income Taxes

The sources of income before income taxes were as follows (in thousands):

	Year Ended December 31,		
	2009	2008	2007
U.S.	$ 9,749	$ 6,671	$ (11,417)
Foreign	19,073	19,276	17,534
Income before income taxes	$ 28,822	$ 25,947	$ 6,117

The income tax provision (benefit) consists of the following (in thousands):

	Year Ended December 31,		
	2009	2008	2007

Current:			
Federal	$ 8,334	$ 6,580	$ 460
Foreign	8,727	7,746	4,406
State	1,559	94	99
Total	18,620	14,420	4,965
Deferred:			
Federal	(8,063)	(7,129)	(6,262)
Foreign	(1,902)	(1,602)	441
State	1,149	1,457	398
Total	(8,816)	(7,274)	(5,423)
Total	$ 9,804	$ 7,146	$ (458)

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The reconciliation between the expected tax expense and the actual tax provision (benefit) is computed by applying the U.S. federal corporate income tax rate of 35% to income before income taxes as follows (in thousands):

	Year Ended December 31,		
	2009	2008	2007
Computed expected tax expense	$ 10,087	$ 9,081	$ 2,141
Increase (decrease) in income tax expense resulting from:			
State income taxes (net of federal income tax benefit)	1,775	1,008	321
Foreign operations	(2,258)	(2,333)	(1,883)
Rate change impact on tax liabilities		(581)	(1,536)
Uncertain tax positions	466	702	646
Other	(266)	(731)	(147)
Provision (benefit) for income taxes	$ 9,804	$ 7,146	$ (458)

The components of deferred income taxes at December 31, 2009 and 2008 are as follows (in thousands):

	2009		2008	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Deferred compensation	$ 9,186	$	$ 6,327	$
Interest rate swap	1,736		2,382	
Accrued expenses	1,720		898	
Net operating loss carryforwards	1,449		5,512	
Tax credit carryforwards	1,333		237	
Purchased in-process research and development	1,002		1,251	
Impaired investment interest	860		738	
Other	454			345
Acquired technology	126			691
Property and equipment		932		468
Trade names		5,004		4,750
Other intangible assets		6,316		8,122
Customer relationships		54,156		51,232
Total	17,866	66,408	17,345	65,608
Valuation allowance	(1,202)		(4,572)	
Total	$ 16,664	$ 66,408	$ 12,773	$ 65,608

At December 31, 2009, the Company has not accrued deferred income taxes of $12.2 million on unremitted earnings from non-U.S. subsidiaries as such earnings are expected to be reinvested overseas and used to service Canadian debt.

The reduction in net operating loss carryforwards of $4.1 million was attributable to the expiration of a certain domestic state net operating loss carryforwards of $53.4 million. At December 31, 2009, the Company had foreign net operating loss carryforwards other than Japan of $4.2 million, which are available to offset foreign income on an infinite carryforward basis. Japan s net operating loss carryforward of $0.4 million begins to expire in 2010.

At December 31, 2009, the Company believes that the recorded domestic state income tax credit carryforward of $1.3 million will be utilized before the state income tax credit carryforward starts to expire in 2011.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has recorded valuation allowances of $1.2 million and $4.6 million at December 31, 2009 and 2008 related to net operating loss carryforwards and tax credits in certain state and foreign jurisdictions. The reduction in the valuation allowance of $3.4 million was due primarily to the expiration of state net operating loss carryforwards.

The following table summarizes the activity related to the Company s unrecognized tax benefits for the years ended December 31, 2009 and 2008 (in thousands):

Balance at January 1, 2008	$ 6,457
Increases related to current year tax positions	375
Lapse of statute of limitation	(19)
Foreign exchange translation adjustment	(1,020)
Balance at December 31, 2008	5,793
Increases related to current year tax positions	759
Settlements with tax authorities	(262)
Lapse of statute of limitation	(30)
Foreign exchange translation adjustment	723
Balance at December 31, 2009	$ 6,983

The Company accrued potential penalties and interest on the unrecognized tax benefits of $0.6 million and $0.3 million during 2009 and 2008, respectively, and has recorded a total liability for potential penalties and interest of $1.3 million and $0.5 million at December 31, 2009 and 2008, respectively. Unrecognized tax benefits of approximately $3.6 million are likely to be recognized within the next 12 months due to a lapse of the statute of limitation. These unrecognized tax benefits relate to deductions primarily claimed on tax returns that could be reclassified as capitalized acquisition costs. The Company s unrecognized tax benefits as of December 31, 2009 relate to domestic and foreign taxing jurisdictions.

The Company is subject to examination by tax authorities throughout the world, including such major jurisdictions as the U.S., Canada, Connecticut and New York. In these major jurisdictions, the Company is no longer subject to examination by tax authorities for years prior to 2002, 2005, 2004 and 2004, respectively. The Company s U.S. federal income tax returns are currently under audit for the tax periods ended December 31, 2003 and 2004 and November 23, 2005. The Company s Canadian tax returns are currently under audit for tax periods ended December 31, 2006 and 2007.

6. Debt, Derivative Instruments, and Capital Leases

At December 31, 2009 and 2008, debt consisted of the following (in thousands):

	2009	2008

Senior credit facility, revolving portion(A)	$ 2,000	$
Senior credit facility, term loan portion, weighted-average interest rate of 2.39% and 3.54%, respectively(A)	190,032	203,726
113/4% senior subordinated notes due 2013(B)	205,000	205,000
Capital leases	227	
	397,259	408,726
Short-term borrowings and current portion of long-term debt	(4,270)	(2,101)
Long-term debt	$ 392,989	$ 406,625

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On November 23, 2005, in connection with the Transaction, the Company (i) entered into a new $350 million credit facility, consisting of a $200 million term loan facility with SS&C as the borrower, a $75 million-equivalent term loan facility with a Canadian subsidiary as the borrower ($17 million of which is denominated in U.S. dollars and $58 million of which is denominated in Canadian dollars) and a $75 million revolving credit facility, of which $10 million was immediately drawn ($5 million of which is denominated in U.S. dollars and $5 million of which is denominated in Canadian dollars) and (ii) issued $205 million aggregate principal amount of senior subordinated notes. The portion of the term loan facility denominated in Canadian dollars was $41.9 million and $36.5 million at December 31, 2009 and 2008, respectively. The Company capitalized financing costs of approximately $17.2 million associated with these facilities. Costs of $8.5 million associated with the credit facility are being amortized over a period of seven years. Costs of $8.7 million associated with the senior subordinated notes are being amortized over a period of eight years. Costs of $2.3 million were amortized to interest expense in each of the years ended December 31, 2009, 2008 and 2007. The unamortized balance of capitalized financing costs is included in intangible and other assets in the Company s consolidated balance sheets.

(A) Senior Credit Facilities

Borrowings under the senior credit facilities bear interest at either a floating base rate or a Eurocurrency rate plus, in each case, an applicable margin. In addition, the Company pays a commitment fee in respect of unused revolving commitments at a rate that will be adjusted based on its leverage ratio. The initial commitment fee rate is 0.5% per annum. The Company is obligated to make quarterly principal payments on the term loan of approximately $2.0 million per year. Subject to certain exceptions, thresholds and other limitations, the Company is required to prepay outstanding loans under its senior credit facilities with the net proceeds of certain asset dispositions and certain debt issuances and 50% of its excess cash flow (as defined in the agreements governing the senior credit facilities), which percentage will be reduced based on the Company reaching certain leverage ratio thresholds.

The obligations under the senior credit facilities are guaranteed by all of SS&C s existing and future wholly owned U.S. subsidiaries and by Holdings, with certain exceptions as set forth in the credit agreement. The obligations of the Canadian borrower are guaranteed by SS&C, each of its U.S. and Canadian subsidiaries and Holdings, with certain exceptions as set forth in the credit agreement. Obligations under the senior credit facilities are secured by a perfected first priority security interest in all of SS&C s capital stock and all of the capital stock or other equity interests held by Holdings, SS&C and each of SS&C s existing and future U.S. subsidiary guarantors (subject to certain limitations for equity interests of foreign subsidiaries and other exceptions as set forth in the credit agreement) and all of Holdings and SS&C s tangible and intangible assets and the tangible and intangible assets of each of SS&C s existing and future U.S. subsidiary guarantors, with certain exceptions as set forth in the credit agreement. The Canadian borrower s borrowings under the senior credit facilities and all guarantees thereof are secured by a perfected first priority security interest in all of SS&C s capital stock and all of the capital stock or other equity interests held by Holdings, SS&C and each of SS&C s existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in the credit agreement, and all of Holdings and SS&C s tangible and intangible assets and the tangible and intangible assets of each of SS&C s existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in the credit agreement.

The senior credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, Holdings , SS&C s and most of SS&C s subsidiaries ability to incur additional indebtedness, pay dividends and distributions on capital stock, create liens on assets, enter into sale and lease-back transactions, repay subordinated indebtedness, make capital expenditures, engage in certain transactions with affiliates, dispose of assets and engage in mergers or acquisitions. In addition, under the senior credit facilities, the Company is required to satisfy and maintain a maximum total leverage ratio and a minimum interest coverage ratio. As of December 31, 2009, the Company was in compliance with the financial and non-financial covenants.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company uses interest rate swap agreements to manage the floating rate portion of its debt portfolio. An interest rate swap is a contractual agreement to exchange payments based on underlying interest rates. In November 2005, the Company entered into three interest rate swap agreements which fixed the interest rates for $181.9 million of its variable rate debt. Two of the Company s swap agreements, one denominated in U.S. dollars with a notional value of $50.0 million and one denominated in Canadian dollars with a remaining notional value of approximately $31.9 million U.S. dollars, expired on December 31, 2008. Under these agreements, the Company was required to pay the counterparty a stream of fixed interest payments of 4.71% and 3.93%, respectively, and in turn, receive variable interest payments based on LIBOR and the Canadian dollar Bankers Acceptances, respectively, from the counterparty. The Company s third swap agreement is denominated in U.S. dollars, has a notional value of $100 million and expires on December 31, 2010. Under this agreement, the Company is required to pay the counterparty a stream of fixed interest payments of 4.78% and in turn, receive variable interest payments based on LIBOR (0.26% at December 31, 2009) from the counterparty. The net receipt or payment from the interest rate swap agreements is recorded in interest expense and increased net interest expense by $4.0 million and $1.9 million during the years ended December 31, 2009 and 2008, respectively, and decreased interest expense by $1.2 million during the year ended December 31, 2007. The interest rate swaps are designated and qualify as cash flow hedges under relevant accounting guidance. As such, the swaps are accounted for as assets and liabilities in the consolidated balance sheet at fair value.

For the years ended December 31, 2009, 2008 and 2007, the Company recorded an unrealized gain of $1.4 million and unrealized losses of $2.4 million and $2.6 million, respectively, net of tax, in other comprehensive income related to the change in fair value of the swaps. There is no income statement impact from changes in the fair value of the swap agreements as the hedges have been assessed to have no ineffectiveness. The fair value of the swaps recorded in other comprehensive income may be recognized in the statement of operations if certain terms of the senior credit facility change, if the loan is extinguished or if the swaps agreements are terminated prior to maturity.

(B) 113/4% Senior Subordinated Notes due 2013

The 113/4% senior subordinated notes due 2013 are unsecured senior subordinated obligations of SS&C that are subordinated in right of payment to all existing and future senior debt of SS&C, including the senior credit facilities. The senior subordinated notes will be *pari passu* in right of payment to all future senior subordinated debt of SS&C. The senior subordinated notes are jointly and severally fully and unconditionally guaranteed on an unsecured senior subordinated basis by all existing and future direct and indirect domestic subsidiaries of SS&C that guarantee the obligations under the senior credit facilities or any of SS&C s other indebtedness or the indebtedness of the guarantors.

The senior subordinated notes are redeemable in whole or in part, at SS&C s option, at any time at varying redemption prices that generally include premiums, which are defined in the indenture. In addition, upon a change of control, SS&C is required to make an offer to redeem all of the senior subordinated notes at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest.

The indenture governing the senior subordinated notes contains a number of covenants that restrict, subject to certain exceptions, SS&C s ability and the ability of its restricted subsidiaries to incur additional indebtedness, pay dividends, make certain investments, create liens, dispose of certain assets and engage in mergers or acquisitions. Although the indenture generally limits the ability of Holdings to obtain funds from its subsidiaries, whether by dividend or loan, the indenture permits SS&C, after an initial public offering of Holdings, to pay dividends to Holdings in an amount not to exceed in any fiscal year 6% of the net proceeds received by SS&C through a contribution to equity capital from such offering to enable Holdings to pay dividends to its stockholders. An event of default under the senior credit facility that leads to an acceleration of those amounts due also results in a default under the indenture governing the senior subordinated notes. As of December 31, 2009, SS&C was in compliance with the financial covenants.

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

At December 31, 2009, annual maturities of long-term debt and capital leases during the next five years and thereafter are as follows (in thousands):

Year Ending December 31,	
2010	$ 4,270
2011	2,022
2012	185,967
2013	205,000
	$ 397,259

7. Fair Value Measurements

The Company adopted the requirements of the Fair Value Measurements and Disclosure Topic as of January 1, 2008, with the exception of the application to non-recurring nonfinancial assets and nonfinancial liabilities, which was delayed and therefore adopted as of January 1, 2009. As of December 31, 2009, the Company does not have any significant nonfinancial assets and nonfinancial liabilities that are measured at fair value on a non-recurring basis.

Valuation Hierarchy. The authoritative guidance relating to fair value measurements and disclosure establishes a valuation hierarchy for disclosure of the inputs to the valuations used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, including interest rates, yield curves and credit risks, or inputs that are derived principally from or corroborated by observable market data through correlation. Level 3 inputs are unobservable inputs based on our own assumptions used to measure assets and liabilities at fair value. A financial asset or liability s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of December 31, 2009 and 2008 (in thousands):

Fair Values at December 31, 2009	Level 1	Level 2	Level 3
Assets	$	$	$
Liabilities:			
Derivative financial instrument	$	$ 4,159	$
Contingent consideration			1,000
Total liabilities	$	$ 4,159	$ 1,000

Fair Values at December 31, 2008	**Level 1**	**Level 2**	**Level 3**
Assets	$	$	$
Liabilities:			
Derivative financial instrument	$	$ 6,644	$

Valuation Techniques. The Company determines the fair value of its interest rate swaps based on the amount at which it could be settled, or the exit price. This price is based upon observable market assumptions and appropriate valuation adjustments for credit risk. The Company has categorized its interest rate swaps as Level 2 of the valuation hierarchy based on inputs other than quoted prices in active markets that are either directly or indirectly observable. As of December 31, 2009 and 2008, there has not been any significant impact to the fair value of our derivative liability due to our own credit risk.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company s contingent consideration liability was measured at fair value using estimated future cash flows based on the potential payments of the liability based on the unobservable input of the estimated post acquisition financial results of TNR through May 2011 (see Note 11).

The carrying amounts and fair values of financial instruments at December 31, 2009 and 2008 are as follows (in thousands):

	2009		2008	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial liabilities:				
Senior credit facility	$ 192,032	$ 192,032	$ 203,726	$ 203,726
113/4% Senior subordinated notes due 2013	205,000	217,300	205,000	180,154

The above fair values were computed based on comparable quoted market prices or an estimate of the amount to be paid to terminate or settle the agreement, as applicable. The fair values of cash and cash equivalents, accounts receivable, net, short-term borrowings, and accounts payable approximate the carrying amounts due to the short-term maturities of these instruments.

8. Leases

The Company is obligated under noncancelable operating leases for office space and office equipment. Total rental expense was $9.7 million, $9.5 million and $9.0 million for the years ended December 31, 2009, 2008 and 2007, respectively. The lease for the corporate facility in Windsor, Connecticut expires in 2016. Future minimum lease payments under the Company s operating leases, excluding future sublease income, as of December 31, 2009, are as follows (in thousands):

Year Ending December 31,	
2010	$ 9,486
2011	7,482
2012	6,008
2013	4,537
2014	2,595
2015 and thereafter	3,851
	$ 33,959

The Company subleases office space to other parties under noncancelable leases. The Company received rental income under these leases of $1.3 million, $1.4 million and $1.5 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Future minimum lease receipts under these leases as of December 31, 2009 are as follows (in thousands):

Year Ending December 31,	
2010	$ 1,257
2011	1,257
2012	1,257
2013	1,257
2014	210
	$ 5,238

F-20

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Defined Contribution Plans

The Company has a 401(k) Retirement Plan (the Plan) that covers substantially all domestic employees. Each employee may elect to contribute to the Plan, through payroll deductions, up to 20% of his or her salary, subject to certain limitations. The Plan provides for a Company match of employees contributions in an amount equal to 50% of an employee s contributions up to $3,000 per year. The Company offers employees a selection of various public mutual funds but does not include Company common stock as an investment option in its Plan.

During the years ended December 31, 2009, 2008 and 2007, the Company incurred $1.4 million, $1.3 million and $1.3 million, respectively, of matching contribution expenses related to this plan.

10. Stock Option and Purchase Plans

In April 2008, the SS&C Holdings Board of Directors adopted, and its stockholders approved, an equity-based incentive plan (the 2008 Plan), which authorizes equity awards to be granted for up to 166,666 shares of SS&C Holdings common stock. Under the 2008 Plan, which became effective in July 2008, the exercise price of awards is set on the grant date and may not be less than the fair market value per share on such date. Generally, awards expire ten years from the date of grant. SS&C Holdings has not granted any options under the 2008 Plan.

In August 2006, the Board of Directors of SS&C Holdings adopted the 2006 equity incentive plan (the Plan), which authorizes equity awards to be granted for up to 1,314,567 shares of SS&C Holdings common stock. Under the Plan, the exercise price of awards is set on the grant date and may not be less than the fair market value per share on such date. Generally, awards expire ten years from the date of grant. SS&C Holdings has granted both time-based and performance-based options under the Plan.

Time-based options granted upon adoption of the Plan vested 25% on November 23, 2006 and 1/36th of the remaining balance each month thereafter for 36 months. Time-based options granted thereafter generally vest 25% on the first anniversary of the grant date and 1/36th of the remaining balance each month thereafter for 36 months. All time-based options can vest upon a change in control, subject to certain conditions. Time-based options granted during 2009 and 2007 have a weighted-average grant date fair value of $28.70 and $35.57 per share, respectively, based on the Black-Scholes option pricing model. There were no time-based options granted during 2008. Compensation expense is recorded on a straight-line basis over the requisite service period, with the exception of the options granted upon adoption of the Plan, for which the first 25% was recorded between the grant date and November 23, 2006 to mirror the vesting. The fair value of time-based options vested during the years ended December 31, 2009, 2008 and 2007 was approximately $3.0 million, $3.4 million and $3.6 million, respectively. At December 31, 2009, there was approximately $1.1 million of unearned non-cash stock-based compensation related to time-based options that the Company expects to recognize as expense over a weighted average remaining period of approximately three years.

Certain performance-based options granted under the Plan vest upon the attainment of annual EBITDA targets for the Company during the five fiscal year periods following the date of grant. For purposes of Note 10, references to EBITDA mean the Company s Consolidated EBITDA, as further adjusted to exclude acquired EBITDA and cost savings. EBITDA in excess of the EBITDA target in any given year shall be applied to the EBITDA of any previous year for which the EBITDA target was not met in full such that attainment of a prior year EBITDA target can be achieved subsequently. In the event all EBITDA targets of previous years were met in full, the excess EBITDA shall be applied to the EBITDA of future years. These performance-based options can also vest upon a change in control, subject to certain conditions. There were no such performance-based options granted during 2009 or 2008. Performance-based options of this type granted during 2007 have a weighted-average grant date fair value of $37.68 per share, respectively, based on the Black-Scholes option pricing model. Compensation expense is recorded at the time that the attainment of the annual and cumulative EBITDA targets becomes probable.

In April 2007, the Board of Directors of SS&C Holdings approved (i) the vesting, as of April 18, 2007, of 50% of the performance-based options granted to the Company s employees through March 31, 2007 that

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

would have vested if the Company had met its EBITDA target for fiscal year 2006 (collectively, the 2006 Performance Options); (ii) the vesting, conditioned upon the Company s meeting its EBITDA target for fiscal year 2007, of the other 50% of the 2006 Performance Options; and (iii) the reduction of the Company s EBITDA target for fiscal year 2007. The Company re-measured those awards using the Black-Scholes option-pricing model and assumptions reflecting current facts and circumstances as of the modification date. As of the modification date, the Company estimated the fair value of the modified performance-based options to be $45.45. In estimating the common stock value, the Company used several methods, including the income approach, guideline company method and comparable transaction method. The Company used the following assumptions to estimate the value of the modified performance-based options: expected term to exercise of 3.5 years; expected volatility of 41.0%; risk-free interest rate of 4.57%; and no dividend yield. Expected volatility is based on a combination of the Company s historical volatility adjusted for the Transaction and historical volatility of the Company s peer group. Expected term to exercise is based on the Company s historical stock option exercise experience, adjusted for the Transaction.

In March 2008, SS&C Holdings Board of Directors approved (i) the vesting, conditioned upon the Company s EBITDA for 2008 falling within the targeted range, of the 2006 and 2007 performance-based options that did not otherwise vest during 2006 or 2007, and (ii) the reduction of the Company s annual EBITDA target range for 2008. As of that date, the Company estimated the weighted-average fair value of its performance-based options that vest upon the attainment of the 2008 EBITDA target range to be $41.06. In estimating the common stock value, the Company valued the Company using several methods, including the income approach, guideline company method and comparable transaction method. The Company used the following weighted-average assumptions to estimate the option value: expected term to exercise of 2.5 years; expected volatility of 26.0%; risk-free interest rate of 1.735%; and no dividend yield. Expected volatility is based on the historical volatility of the Company s peer group. Expected term to exercise is based on the Company s historical stock option exercise experience, adjusted for the Transaction.

In February 2009, the Board of Directors of SS&C Holdings approved the vesting of the 2006, 2007 and 2008 performance-based options that did not otherwise vest during 2008 and established the Company s annual EBITDA target range for 2009. As of that date, the Company estimated the weighted-average fair value of the performance-based options that were vested by the Board and those that vest upon the attainment of the 2009 EBITDA target range to be $31.00. In estimating the common stock value, the Company valued the Company using the income approach and the guideline company method. The Company used the following weighted-average assumptions to estimate the option value: expected term to exercise of 2.5 years; expected volatility of 38.0%; risk-free interest rate of 1.2%; and no dividend yield. Expected volatility is based on the historical volatility of the Company s peer group. Expected term to exercise is based on the Company s historical stock option exercise experience, adjusted for the Transaction.

The fair value of these performance-based options vested during the years ended December 31, 2009, 2008 and 2007 was approximately $2.6 million, $3.9 million and $7.4 million, respectively. At December 31, 2009, there was approximately $2.7 million of unearned non-cash stock-based compensation that the Company could recognize as expense over approximately the next one year when and if the attainment of the future EBITDA targets becomes probable.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the time-based and performance-based options valued using the Black-Scholes option-pricing model, the Company used the following weighted-average assumptions:

	Time-based Awards		Performance-based Awards
	2009	2007	2007
Expected term to exercise (years)	4.0	4.0	4.5
Expected volatility	34.24%	45.85%	45.85%
Risk-free interest rate	1.89%	4.57%	4.57%
Expected dividend yield	0%	0%	0%

Expected volatility is based on a combination of the Company s historical volatility adjusted for the Transaction and historical volatility of the Company s peer group. Expected term to exercise is based on the Company s historical stock option exercise experience, adjusted for the Transaction. There were no options granted during 2008 and no performance-based options granted during 2009.

The remaining performance-based options vest only upon a change in control in which certain internal rate of return targets are attained. There were no such performance-based options granted during 2009 or 2008. Performance-based options of this type granted during 2007 have a weighted-average grant date fair value of approximately $8.17 per share. Compensation expense will be recorded at the time that a change in control becomes probable. The Company did not record stock-based compensation expense related to these options during the years ended December 31, 2009, 2008 and 2007. At December 31, 2009, there was approximately $4.1 million of unearned non-cash stock-based compensation that the Company expects to recognize when and if a change in control becomes probable.

The Company generally settles stock option exercises with newly issued common shares of SS&C Holdings, the Company s parent. The issuance of SS&C Holdings shares is recorded as an additional capital contribution by the Company.

The amount of stock-based compensation expense recognized in the Company s consolidated statements of operations for the years ended December 31, 2009, 2008 and 2007 was as follows (in thousands):

	2009	2008	2007
Statement of operations classification			
Cost of maintenance	$ 114	$ 142	$ 257
Cost of professional services	208	240	343
Cost of software-enabled services	1,133	1,621	2,452
Total cost of revenues	1,455	2,003	3,052
Selling and marketing	954	1,184	1,803
Research and development	600	777	1,146

General and administrative	2,598	3,359	4,978
Total operating expenses	4,152	5,320	7,927
Total stock-based compensation expense	$ 5,607	$ 7,323	$ 10,979

The associated future income tax benefit recognized was $2.9 million, $2.1 million and $3.2 million for the years ended December 31, 2009, 2008 and 2007, respectively.

For the year ended December 31, 2009, the amount of cash received from the exercise of stock options was less than $0.1 million, with an associated tax benefit realized of less than $0.1 million. The intrinsic value of options exercised during the year ended December 31, 2009 was approximately $0.8 million. For the year ended

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2008, the amount of cash received from the exercise of stock options was less than $0.1 million, with an associated tax benefit realized of less than $0.1 million. The intrinsic value of options exercised during the year ended December 31, 2008 was approximately $1.3 million. For the year ended December 31, 2007, the amount of cash received from the exercise of stock options was less than $0.1 million, with an associated tax benefit realized of less than $0.1 million. The intrinsic value of options exercised during the year ended December 31, 2007 was less than $0.1 million.

The following table summarizes stock option transactions for the years ended December 31, 2009, 2008 and 2007:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2006	1,613,434	$ 57.37
Granted	43,500	86.00
Cancelled/forfeited	(36,050)	73.88
Exercised	(224)	7.33
Outstanding at December 31, 2007	1,620,660	57.78
Granted		
Cancelled/forfeited	(73,219)	75.40
Exercised	(34,257)	70.00
Outstanding at December 31, 2008	1,513,184	56.65
Granted	42,005	96.46
Cancelled/forfeited	(25,766)	75.72
Exercised	(30,893)	64.68
Outstanding at December 31, 2009	1,498,530	57.27

The following table summarizes information about stock options outstanding that are expected to vest and stock options outstanding that are exercisable at December 31, 2009:

Outstanding, Vested Options Currently Exercisable				Outstanding Options Expected to Vest			
Shares	Weighted Average	Aggregate Intrinsic Value	Weighted Average Remaining Contractual	Shares	Weighted Average	Aggregate Intrinsic Value	Weighted Average Remaining Contractual

	Exercise Price	(In thousands)	Term (years)		Exercise Price	(In thousands)	Term (years)
1,182,992	$ 51.82	$ 84,799	5.0	36,730	$ 98.05	$ 935	9.1

11. Acquisitions

Tradeware Global Corp.

On December 31, 2009, the Company acquired Tradeware Global Corp. (Tradeware) for approximately $22.4 million in cash, plus the costs of effecting the transaction and the assumption of certain liabilities and net of cash acquired. The acquisition was effected through the merger of TG Acquisition Corp., a wholly-owned subsidiary of the Company, with and into Tradeware, with Tradeware being the surviving company and a wholly-owned subsidiary of the Company. Tradeware is a broker-neutral solution provider for electronic access to global equity markets.

The net assets and results of operations of Tradeware have been included in the Company s consolidated financial statements from December 31, 2009. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of completed

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

technology, trade name, and client relationships and client contracts, was determined using the income approach. Specifically, the relief-from-royalty method was utilized for the completed technology and trade name and the discounted cash flows method was utilized for the contractual relationships. The intangible assets are amortized each year based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The completed technology is amortized over approximately five years, the trade name is amortized over approximately 10 years, and the contractual relationships are amortized over approximately 12 years, the estimated lives of the assets. The remainder of the purchase price was allocated to goodwill and is tax deductible.

Due to the timing of the acquisition, there are no revenues from Tradeware operations included in the statement of operations for the year ended December 31, 2009.

TheNextRound, Inc.

On November 19, 2009, the Company purchased all the outstanding stock of TheNextRound, Inc. (TNR) for approximately $18.7 million in cash, plus the costs of effecting the transaction and the assumption of certain liabilities and net of cash acquired. TNR provides front- and back-office software solutions to the private equity and alternative investment communities.

The net assets and results of operations of TNR have been included in the Company s consolidated financial statements from November 20, 2009. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of completed technology, trade name, client relationships and client contracts, and non-compete agreements, was determined using the income approach. Specifically, the relief-from-royalty method was utilized for the completed technology and trade name and the discounted cash flows method was utilized for the contractual relationships. The intangible assets are amortized each year based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The completed technology is amortized over approximately seven years, the trade name is amortized over approximately 10 years, the client relationships are amortized over approximately 13 years, and the non-compete agreements are amortized over approximately 2 years, the estimated lives of the assets. The Company has recorded a contingent consideration liability of $1.0 million, which is based on the attainment of certain revenue and EBITDA targets by the acquired business through May 2011. The total possible undiscounted payments could range from zero to $6.5 million. In addition, the Company accrued a $1.0 million contingent liability, which was subsequently settled concurrent with the GIPS acquisition. See Note 16 for further disclosure related to the GIPS acquisition. The Company was fully indemnified for this amount by the TNR shareholders. The remainder of the purchase price was allocated to goodwill and is tax deductible.

There are $0.9 million in revenues from TNR operations included in the consolidated statement of operations for the year ended December 31, 2009.

MAXIMIS

On May 29, 2009, the Company purchased the assets and related business associated with Unisys Corporation s MAXIMIS software (MAXIMIS) for approximately $6.9 million in cash, plus the assumption of certain liabilities. MAXIMIS is a real-time, intranet-enabled investment accounting application with comprehensive support for domestic and international securities trading.

The net assets and results of operations of MAXIMIS have been included in the Company s consolidated financial statements from May 29, 2009. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of completed technology, trade name, and client relationships and client contracts, was determined using the income approach. Specifically, the relief-from-royalty method was utilized for the completed technology and trade name and the discounted cash flows method was utilized for the contractual relationships. The intangible assets are amortized each year based on

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The completed technology is amortized over approximately 5.5 years, the trade name is amortized over approximately 7.5 years, and the contractual relationships are amortized over approximately 6.5 years, the estimated lives of the assets. The remainder of the purchase price was allocated to goodwill and is tax deductible.

There are $3.7 million in revenues from MAXIMIS operations included in the consolidated statement of operations for the year ended December 31, 2009.

Evare, LLC

On March 20, 2009, the Company purchased substantially all the assets of Evare, LLC (Evare), for approximately $3.6 million in cash, plus the costs of effecting the transaction, and the assumption of certain liabilities. Evare is a managed utility service provider for financial data acquisition, enrichment, transformation and delivery.

The net assets and results of operations of Evare have been included in the Company s consolidated financial statements from March 21, 2009. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of trade name and client relationships and client contracts, was determined using the income approach. Specifically, the relief-from-royalty method was utilized for the trade name and the discounted cash flows method was utilized for the contractual relationships. The intangible assets are amortized each year based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The trade name is amortized over approximately seven years, and the contractual relationships are amortized over approximately four years, the estimated lives of the assets. The remainder of the purchase price was allocated to goodwill and is tax deductible.

There are $7.0 million in revenues from Evare operations included in the consolidated statement of operations for the year ended December 31, 2009.

Micro Design Services, LLC

On October 1, 2008, the Company purchased substantially all the assets of Micro Design Services, LLC (MDS) for approximately $17.9 million in cash, plus the costs of effecting the transaction, and the assumption of certain liabilities. MDS specializes in the design and development of real-time, mission-critical order routing and execution services for equities, options and commodities exchanges and brokerage firms. During the year ended December 31, 2009, the Company received a $0.2 million reimbursement from the escrow account established in connection with the acquisition of Micro Design Services, LLC in October 2008.

The net assets and results of operations of MDS have been included in the Company s consolidated financial statements from October 1, 2008. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of completed technology, trade name, and client relationships and client contracts, was determined using the income approach. Specifically, the relief-from-royalty method was utilized for the completed technology and trade name and the discounted cash flows method was utilized for the contractual relationships. The intangible assets are amortized each year based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The completed technology and trade name are amortized over approximately six years, and the contractual relationships are amortized over approximately eight years, the estimated lives of the assets. The remainder of the purchase price was allocated to goodwill.

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Northport, LLC

On March 12, 2007, the Company purchased substantially all the assets of Northport, LLC (Northport) for approximately $5.1 million in cash, plus the costs of effecting the transaction, and the assumption of certain liabilities. Northport provides accounting and management services to private equity funds.

The net assets and results of operations of Northport have been included in the Company s consolidated financial statements from March 1, 2007. The purchase price was allocated to tangible and intangible assets based on their fair value at the date of acquisition. The fair value of the intangible assets, consisting of client relationships and client contracts, was determined using the future cash flows method. The intangible assets are amortized each year based on the ratio that current cash flows for the intangible asset bear to the total of current and expected future cash flows for the intangible asset. The intangible assets are amortized over approximately seven years, the estimated life of the assets. The remainder of the purchase price was allocated to goodwill.

The following summarizes the allocation of the purchase price for the acquisitions of Tradeware, TheNextRound, MAXIMIS, Evare, Micro Design Services and Northport (in thousands):

	Tradeware	TheNext Round	MAXIMIS	Evare	Micro Design	Northport
Tangible assets acquired, net of cash received	$ 1,795	$ 1,155	$ 143	$ 1,090	$ 1,216	$ 708
Accounts receivable	1,212	3,362		928		
Completed technology	2,700	3,200	1,485		2,300	
Trade names	300	200	110	150	155	
Acquired client relationships and contracts	8,300	4,800	5,420	1,720	5,370	1,500
Non-compete agreements		100				
Goodwill	15,727	13,075	821	500	8,790	3,303
Deferred revenue	(2)	(3,172)	(965)	(28)	(114)	(350)
Deferred taxes	(3,344)					
Other liabilities assumed	(4,259)	(3,999)	(108)	(810)	(18)	(31)
Consideration paid, net of cash acquired	$ 22,429	$ 18,721	$ 6,906	$ 3,550	$ 17,699	$ 5,130

The fair value of acquired accounts receivable balances approximates the contractual amounts due from acquired customers, except for approximately $1.0 million of contractual amounts that are not expected to be collected as of the acquisition date and that were also reserved by the company acquired.

The goodwill associated with each of the transactions above is a result of expected synergies from combining the operations of businesses acquired with the Company and intangible assets that do not qualify for separate recognition, such as an assembled workforce.

The following unaudited pro forma condensed consolidated results of operations is provided for illustrative purposes only and assumes that the acquisitions of Tradeware, TheNextRound, MAXIMIS, Evare, Micro Design Services and Northport occurred on January 1, 2008. This unaudited pro forma information (in thousands) should not be relied upon as being indicative of the historical results that would have been obtained if these acquisitions had actually occurred on that date, nor of the results that may be obtained in the future.

	2009	**2008**
Revenues	$ 300,269	$ 331,161
Net income	23,913	27,208

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Related Party Transactions

The Company has agreed to pay TC Group, L.L.C. an annual fee of $1.0 million for certain management services to be performed by TC Group, L.L.C. following the Transaction and will also pay Carlyle additional reasonable compensation for other services provided by TC Group, L.L.C. to the Company from time to time, including investment banking, financial advisory and other services. Expenses of $1.1 million, $1.1 million and $1.6 million in 2009, 2008 and 2007, respectively, related to these services are included in general and administrative expenses in the statement of operations.

In 2008, the Company agreed to provide fund administration services to certain investment funds affiliated with The Carlyle Group. The Company recorded revenues of $0.3 million and $0.5 million under this arrangement during the years ended December 31, 2009 and 2008, respectively.

In 2009, the Company agreed to provide processing services to the Carlyle Investment Management L.L.C., including investment accounting and data processing services. The agreement continues until June 22, 2011. SS&C will be paid a monthly charge based on annual rates derived from the net asset value of Carlyle Investment Management L.L.C., subject to a minimum monthly fee. SS&C will also receive other fees for certain ancillary services that it provides under the agreement. In 2009, the Company recorded revenue of less than $0.1 million under this arrangement.

13. Commitments and Contingencies

From time to time, the Company is subject to certain other legal proceedings and claims that arise in the normal course of its business. In the opinion of management, the Company is not involved in any litigation or proceedings by third parties that management believes could have a material adverse effect on the Company or its business.

14. Product and Geographic Sales Information

The Company operates in one reportable segment. There were no sales to any individual clients during the periods in the three-year period ended December 31, 2009 that represented 10% or more of net sales. The Company attributes net sales to an individual country based upon location of the client.

The Company manages its business primarily on a geographic basis. The Company s reportable regions consist of the United States, Canada, Americas excluding the United States and Canada, Europe and Asia Pacific and Japan. The European region includes European countries as well as the Middle East and Africa.

The Company relies exclusively on its operations in the Netherlands for sales of its Altair product. Total revenue derived from this product was $2.3 million, $2.7 million and $2.2 million in the years ended December 31, 2009, 2008 and 2007, respectively.

Revenues by geography were (in thousands):

	2009	2008	2007

United States	$ 172,323	$ 169,749	$ 147,104
Canada	41,708	44,112	40,892
Americas, excluding United States and Canada	7,393	4,448	4,672
Europe	42,152	53,860	49,612
Asia-Pacific and Japan	7,339	7,837	5,888
	$ 270,915	$ 280,006	$ 248,168

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Long-lived assets as of December 31, were (in thousands):

	2009	2008
United States	$ 18,146	$ 20,107
Canada	4,906	5,132
Americas, excluding United States and Canada	100	141
Europe	460	300
Asia-Pacific and Japan	650	444
	$ 24,262	$ 26,124

Revenues by product group were (in thousands):

	2009	2008	2007
Portfolio management/accounting	$ 222,208	$ 225,567	$ 193,858
Trading/treasury operations	22,952	27,664	28,100
Financial modeling	8,475	8,685	8,919
Loan management/accounting	4,608	5,189	5,120
Property management	5,343	5,874	5,514
Money market processing	4,514	4,032	4,498
Training	2,815	2,995	2,159
	$ 270,915	$ 280,006	$ 248,168

15. Selected Quarterly Financial Data (Unaudited)

2009	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
		(In thousands)		
Revenue	$ 63,722	$ 67,251	$ 68,897	$ 71,045
Gross profit	30,650	32,730	34,096	35,699
Operating income	14,473	15,835	17,663	19,132
Net income	3,898	3,491	5,607	6,022

	First	Second	Third	Fourth

2008	Quarter	Quarter	Quarter	Quarter
		(In thousands)		
Revenue	$ 68,523	$ 72,195	$ 71,001	$ 68,287
Gross profit	33,600	35,779	35,029	33,165
Operating income	15,822	17,276	15,579	16,406
Net income	3,736	3,786	4,810	6,469

16. Subsequent Events

On February 3, 2010, the Company purchased substantially all the assets and related business associated with the Geller Investment Partnership Services (GIPS) division of Geller & Company LLC for approximately $12.2 million in cash, plus the assumption of certain liabilities. A portion of the purchase price is attributed to the settlement of a $1.0 million liability associated with the TNR acquisition. GIPS provides accounting and reporting, performance, tax, administrative and investor services for private equity funds, funds of hedge funds and limited partners that invest in alternatives. The net assets and results of operations of GIPS will be included in the

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company s consolidated financial statements from February 4, 2010. The relevant business combination disclosures will be included in our financial statements once the preliminary accounting has been finalized.

On February 14, 2010, SS&C Holdings compensation committee, in anticipation of the initial public offering of SS&C Holdings common stock, amended the outstanding options under the 2006 equity incentive plan to eliminate certain provisions of the options that SS&C Holdings compensation committee believed were more typical of private-company options than options of publicly traded companies. Specifically, SS&C Holdings compensation committee amended the options, effective upon the closing of the offering, to provide for:

- the conversion of the outstanding superior options granted under the 2006 equity incentive plan into performance-based options that vest based on EBITDA performance in 2010 and 2011, which affects 197,749 outstanding options;
- the elimination of pre-determined EBITDA ranges from the option agreements and provision for the annual proposal of EBITDA ranges by management, subject to approval by SS&C Holdings board of directors, which EBITDA target range for 2010 was established by SS&C Holdings board in a subsequent meeting described below; and
- the rolling over of performance-based options that do not vest (in whole or in part) in any given year into performance-based options for the following year, except as otherwise provided by SS&C Holdings board of directors, which affects 80,500 unvested performance-based options outstanding, and would affect 19,749 outstanding superior options.

On February 16, 2010, the Company entered into an amended and restated stock option agreement with William C. Stone, its Chairman of the Board and Chief Executive Officer, governing an option that SS&C Holdings originally granted to Mr. Stone on February 17, 2000 under its 1998 stock incentive plan. Pursuant to the amended and restated stock option agreement, the option (which was previously an option to purchase 75,000 shares of our common stock at an exercise price of $7.34 per share) was amended to make it an option to purchase 75,000 shares of SS&C Holdings Class A non-voting common stock at an exercise price of $7.34 per share.

17. Supplemental Guarantor Condensed Consolidating Financial Statements

On November 23, 2005, in connection with the Transaction, the Company issued $205 million aggregate principal amount of 113/4% senior subordinated notes due 2013. The senior subordinated notes are jointly and severally and fully and unconditionally guaranteed on an unsecured senior subordinated basis, in each case, subject to certain exceptions, by substantially all wholly owned domestic subsidiaries of the Company (collectively Guarantors). All of the Guarantors are 100% owned by the Company. All other subsidiaries of the Company, either direct or indirect, do not guarantee the senior subordinated notes (Non-Guarantors). The Guarantors also unconditionally guarantee the senior secured credit facilities. There are no significant restrictions on the ability of the Company or any of the subsidiaries that are Guarantors to obtain funds from its subsidiaries by dividend or loan.

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Condensed consolidating financial information as of December 31, 2009 and December 31, 2008 and for the years ended December 31, 2009, 2008 and 2007 are presented. The condensed consolidating financial information of the Company and its subsidiaries are as follows (in thousands):

	December 31, 2009				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Cash and cash equivalents	$ 6,226	$ 1,087	$ 11,742	$	$ 19,055
Accounts receivable, net	24,958	5,898	10,744		41,600
Prepaid expenses and other current assets	3,440	575	2,149		6,164
Income taxes receivable	669				669
Deferred income taxes	1,321	220	239		1,780
Property and equipment, net	7,998	1,620	4,418		14,036
Investment in subsidiaries	193,769			(193,769)	
Intercompany balances	104,903	(6,353)	(98,550)		
Deferred income taxes, long-term			499		499
Goodwill, intangible and other assets, net	754,745	60,997	286,096		1,101,838
Total assets	$ 1,098,029	$ 64,044	$ 217,337	$ (193,769)	$ 1,185,641
Current portion of long-term debt	$ 3,725	$	$ 545	$	$ 4,270
Accounts payable	1,935	1,043	1,826		4,804
Accrued expenses	23,733	3,813	6,155		33,701
Income taxes payable	739	(63)	27		703
Deferred maintenance and other revenue	29,308	2,888	8,204		40,400
Long-term debt, net of current portion	351,624		41,365		392,989
Other long-term liabilities	3,482	384	6,898		10,764
Deferred income taxes, long-term	37,496	3,265	11,262		52,023
Total liabilities	452,042	11,330	76,282		539,654
Stockholder s equity	645,987	52,714	141,055	(193,769)	645,987
Total liabilities and stockholder s equity	$ 1,098,029	$ 64,044	$ 217,337	$ (193,769)	$ 1,185,641

F-31

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 2008				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Cash and cash equivalents	$ 10,329	$ 5,180	$ 13,790	$	$ 29,299
Accounts receivable, net	19,945	6,397	11,976		38,318
Prepaid expenses and other current assets	1,342	530	2,455		4,327
Deferred income taxes	673	92	340	2,672	3,777
Property and equipment, net	8,574	1,007	4,449		14,030
Investment in subsidiaries	126,555			(126,555)	
Intercompany balances	134,025	(20,441)	(113,584)		
Deferred income taxes, long-term		606	489	(1,095)	
Goodwill, intangible and other assets, net	747,894	35,702	254,006		1,037,602
Total assets	$ 1,049,337	$ 29,073	$ 173,921	$ (124,978)	$ 1,127,353
Current portion of long-term debt	$ 1,724	$	$ 377	$	$ 2,101
Accounts payable	448	132	1,241		1,821
Accrued expenses	18,141	1,472	5,609		25,222
Deferred income taxes		125		(125)	
Income taxes payable	1,102	2	3,794		4,898
Deferred maintenance and other revenue	20,643	2,788	7,413		30,844
Long-term debt, net of current portion	370,551		36,074		406,625
Other long-term liabilities	6,288		5,697		11,977
Deferred income taxes, long-term	43,195		11,715	1,702	56,612
Total liabilities	462,084	4,519	71,920	1,577	540,100
Stockholder s equity	587,253	24,554	102,001	(126,555)	587,253
Total liabilities and stockholder s equity	$ 1,049,337	$ 29,073	$ 173,921	$ (124,978)	$ 1,127,353

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Year Ended December 31, 2009				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Revenues	$ 119,150	$ 72,564	$ 80,793	$ (1,592)	$ 270,915
Cost of revenues	64,330	44,383	30,619	(1,592)	137,740
Gross profit	54,820	28,181	50,174		133,175
Operating expenses:					
Selling & marketing	12,212	2,690	5,460		20,362
Research & development	15,426	3,505	7,582		26,513
General & administrative	14,310	913	3,974		19,197
Total operating expenses	41,948	7,108	17,016		66,072
Operating income	12,872	21,073	33,158		67,103
Interest expense, net	(25,204)		(11,659)		(36,863)
Other income (expense), net	1,585	(577)	(2,426)		(1,418)
(Loss) income before income taxes	(10,747)	20,496	19,073		28,822
(Benefit) provision for income taxes	(637)	3,850	6,591		9,804
Equity in net income of subsidiaries	29,128			(29,128)	
Net income	$ 19,018	$ 16,646	$ 12,482	$ (29,128)	$ 19,018

	For the Year Ended December 31, 2008				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Revenues	$ 115,501	$ 78,577	$ 87,514	$ (1,586)	$ 280,006
Cost of revenues	65,069	44,268	34,682	(1,586)	142,433
Gross profit	50,432	34,309	52,832		137,573
Operating expenses:					
Selling & marketing	12,085	1,799	5,682		19,566
Research & development	14,237	4,163	8,404		26,804
General & administrative	18,995	1,318	5,807		26,120
Total operating expenses	45,317	7,280	19,893		72,490
Operating income	5,115	27,029	32,939		65,083

Interest expense, net	(26,117)	(3)	(15,010)		(41,130)
Other income, net	541	106	1,347		1,994
(Loss) income before income taxes	(20,461)	27,132	19,276		25,947
(Benefit) provision for income taxes	(4,905)	5,657	6,394		7,146
Equity in net income of subsidiaries	34,357			(34,357)	
Net income	$ 18,801	$ 21,475	$ 12,882	$ (34,357)	$ 18,801

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Year Ended December 31, 2007				
	SS&C	**Total Guarantors**	**Total Non-Guarantors**	**Consolidating Adjustments**	**Total**
Revenues	$ 101,686	$ 66,431	$ 81,566	$ (1,515)	$ 248,168
Cost of revenues	58,086	41,399	30,912	(1,515)	128,882
Gross profit	43,600	25,032	50,654		119,286
Operating expenses:					
Selling & marketing	12,471	1,717	5,513		19,701
Research & development	14,747	3,360	8,175		26,282
General & administrative	18,424	1,024	5,125		24,573
Total operating expenses	45,642	6,101	18,813		70,556
Operating (loss) income	(2,042)	18,931	31,841		48,730
Interest expense, net	(27,754)	10	(16,780)		(44,524)
Other income, net	(422)	(139)	2,472		1,911
Income (loss) before income taxes	(30,218)	18,802	17,533		6,117
(Benefit) provision for income taxes	(7,778)	3,695	3,625		(458)
Equity in net income of subsidiaries	29,015			(29,015)	
Net income	$ 6,575	$ 15,107	$ 13,908	$ (29,015)	$ 6,575

Table of Contents

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Year Ended December 31, 2009				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Cash Flow from Operating Activities:					
Net income	$ 19,018	$ 16,646	$ 12,482	$ (29,128)	$ 19,018
Non-cash adjustments	(4,235)	3,406	7,007	29,128	35,306
Changes in operating assets and liabilities	3,381	1,747	400		5,528
Net cash provided by operating activities	18,164	21,799	19,889		59,852
Cash Flow from Investment Activities:					
Intercompany transactions	26,245	(6,246)	(19,999)		
Cash paid for businesses acquired, net of cash acquired	(29,178)	(19,561)	(2,738)		(51,477)
Additions to property and equipment and software	(1,636)	(85)	(838)		(2,559)
Additions to capitalized software	(101)				(101)
Proceeds from sale of property and equipment			3		3
Net cash used in investing activities	(4,670)	(25,892)	(23,572)		(54,134)
Cash Flow from Financing Activities:					
Net repayments of debt	(17,380)		(299)		(17,679)
Transactions involving SS&C Technologies Holdings, Inc. common stock	(217)				(217)
Net cash used in financing activities	(17,597)		(299)		(17,896)
Effect of exchange rate changes on cash			1,934		1,934
Net decrease in cash and cash equivalents	(4,103)	(4,093)	(2,048)		(10,244)
Cash and cash equivalents, beginning of period	10,329	5,180	13,790		29,299
Cash and cash equivalents, end of period	$ 6,226	$ 1,087	$ 11,742	$	$ 19,055

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Year Ended December 31, 2008				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Cash Flow from Operating Activities:					
Net income	$ 18,801	21,475	$ 12,882	$ (34,357)	$ 18,801
Non-cash adjustments	(6,424)	3,320	9,032	34,357	40,285
Changes in operating assets and liabilities	3,305	(1,200)	464		2,569
Net cash provided by operating activities	15,682	23,595	22,378		61,655
Cash Flow from Investment Activities:					
Intercompany transactions	(1,011)	(1,771)	2,782		
Cash paid for businesses acquired, net of cash acquired		(17,864)			(17,864)
Additions to property and equipment	(2,662)	(764)	(3,320)		(6,746)
Proceeds from sale of property and equipment	2				2
Net cash used in investing activities	(3,671)	(20,399)	(538)		(24,608)
Cash Flow from Financing Activities:					
Net repayments of debt	(10,755)		(14,819)		(25,574)
Transactions involving SS&C Technologies Holdings, Inc. common stock	42				42
Net cash used in financing activities	(10,713)		(14,819)		(25,532)
Effect of exchange rate changes on cash			(1,391)		(1,391)
Net increase in cash and cash equivalents	1,298	3,196	5,630		10,124
Cash and cash equivalents, beginning of period	9,031	1,984	8,160		19,175
Cash and cash equivalents, end of period	$ 10,329	$ 5,180	$ 13,790	$	$ 29,299

SS&C TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Year Ended December 31, 2007				
	SS&C	Total Guarantors	Total Non-Guarantors	Consolidating Adjustments	Total
Cash Flow from Operating Activities:					
Net income	$ 6,575	$ 15,107	$ 13,908	$ (29,015)	$ 6,575
Non-cash adjustments	2,766	1,993	8,314	29,015	42,088
Changes in operating assets and liabilities	8,402	(1,911)	1,903		8,394
Net cash provided by operating activities	17,743	15,189	24,125		57,057
Cash Flow from Investment Activities:					
Intercompany transactions	17,092	(10,152)	(6,940)		
Cash paid for businesses acquired, net of cash acquired		(5,127)	(3)		(5,130)
Additions to property and equipment and software	(5,977)	(243)	(1,497)		(7,717)
Proceeds from sale of property and equipment	7		1		8
Net cash provided by (used in) investing activities	11,122	(15,522)	(8,439)		(12,839)
Cash Flow from Financing Activities:					
Net repayments of debt	(22,969)		(14,519)		(37,488)
Transactions involving SS&C Technologies Holdings, Inc. common stock	80				80
Net cash used in financing activities	(22,889)		(14,519)		(37,408)
Effect of exchange rate changes on cash			647		647
Net increase (decrease) in cash and cash equivalents	5,976	(333)	1,814		7,457
Cash and cash equivalents, beginning of period	3,055	2,317	6,346		11,718
Cash and cash equivalents, end of period	$ 9,031	$ 1,984	$ 8,160	$	$ 19,175

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
2.1	Agreement and Plan of Merger, dated as of July 28, 2005, by and among Sunshine Acquisition Corporation, Sunshine Merger Corporation and the Registrant is incorporated herein by reference to Exhibit 2.1 to the Registrant s Current Report on Form 8-K, filed on July 28, 2005 (File No. 000-28430)
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated as of August 25, 2005, by among Sunshine Acquisition Corporation, Sunshine Merger Corporation and the Registrant is incorporated herein by reference to Exhibit 2.1 to the Registrant s Current Report on Form 8-K, filed on August 30, 2005 (File No. 000-28430)
2.3	Asset Purchase Agreement, dated September 30, 2008, by and among SS&C Technologies New Jersey, Inc., Micro Design Services, LLC and, for the limited purposes stated therein, Roman J. Szymansky and Xavier F. Gonzalez is incorporated herein by reference to Exhibit 2.1 to the Registrant s Current Report on Form 8-K, filed on October 2, 2008 (File No. 333-135139)
3.1	Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 3.1 to the Registrant s Registration Statement on Form S-4, as amended (File No. 333-135139) (the Form S-4)
3.2	Bylaws of the Registrant are incorporated herein by reference to Exhibit 3.2 to the Form S-4
4.1	Indenture, dated as of November 23, 2005, among Sunshine Acquisition II, Inc., the Registrant, the Guarantors named on the signature pages thereto, and Wells Fargo Bank, National Association, as Trustee, relating to the 113/4% Senior Subordinated Notes due 2013, including the form of 113/4% Senior Subordinated Note due 2013, is incorporated herein by reference to Exhibit 4.1 to the Form S-4
4.2	First Supplemental Indenture, dated as of April 27, 2006, among Cogent Management Inc., the Registrant and Wells Fargo Bank, National Association, as Trustee, relating to the 113/4% Senior Subordinated Notes due 2013, is incorporated herein by reference to Exhibit 4.2 to the Form S-4
4.3	Guarantee of 113/4% Senior Subordinated Notes due 2013 by Financial Models Company Ltd., Financial Models Holdings Inc., SS&C Fund Administration Services LLC, OMR Systems Corporation and Open Information Systems, Inc. is incorporated herein by reference to Exhibit 4.3 to the Form S-4
4.4	Guarantee of 113/4% Senior Subordinated Notes due 2013 by Cogent Management Inc. is incorporated herein by reference to Exhibit 4.4 to the Form S-4
4.5	Registration Rights Agreement, dated as of November 23, 2005, among Sunshine Acquisition II, Inc., the Registrant and the Guarantors named therein, as Issuers, and Wachovia Capital Markets, LLC, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as Initial Purchasers, is incorporated herein by reference to Exhibit 4.5 to the Form S-4
4.6	Purchase Agreement, dated as of November 17, 2005, between Sunshine Acquisition II, Inc. and the Initial Purchasers named in Schedule I thereto is incorporated herein by reference to Exhibit 4.6 to the Form S-4
4.7	Joinder Agreement, dated as of November 23, 2005, executed by the Registrant, Financial Models Company Ltd., Financial Models Holdings Inc., SS&C Fund Administration Services LLC, OMR Systems Corporation and Open Information Systems, Inc. is incorporated herein by reference to Exhibit 4.7 to the Form S-4
4.8	Joinder Agreement, dated as of April 27, 2006, executed by Cogent Management Inc. is incorporated herein by reference to Exhibit 4.8 to the Form S-4
4.9	Second Supplemental Indenture, dated as of September 1, 2009, among SS&C Technologies Connecticut, LLC, the Registrant and Wells Fargo Bank, National Association, as Trustee, relating to

	the 113/4% Senior Subordinated Notes due 2013, is incorporated herein by reference to Exhibit 10.3 to the Registrant s Current Report on Form 8-K, filed on September 4, 2009 (File No. 000-28430) (the September 4, 2009 8-K)
4.10	Third Supplemental Indenture, dated as of December 22, 2009, among TheNextRound, Inc., the Registrant and Wells Fargo Bank, National Association, as Trustee, relating to the 113/4% Senior Subordinated Notes due 2013, is incorporated herein by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K, filed on December 23, 2009 (File No. 000-28430) (the December 23, 2009 8-K)
4.11	Guarantee of 113/4% Senior Subordinated Notes due 2013 by SS&C Technologies Connecticut, LLC is incorporated herein by reference to Exhibit 10.4 to the September 4, 2009 8-K

Exhibit Number	Description of Exhibit
4.12	Guarantee of 113/4% Senior Subordinated Notes due 2013 by TheNextRound, Inc. is incorporated herein by reference to Exhibit 10.3 to the December 23, 2009 8-K
4.13	Joinder Agreement, dated as of September 1, 2009, executed by SS&C Technologies Connecticut, LLC is incorporated herein by reference to Exhibit 10.5 to the September 4, 2009 8-K
4.14	Joinder Agreement, dated as of December 22, 2009, executed by TheNextRound, Inc. is incorporated herein by reference to Exhibit 10.4 to the December 23, 2009 8-K
10.1	Credit Agreement, dated as of November 23, 2005, among Sunshine Acquisition II, Inc., the Registrant, SS&C Technologies Canada Corp., the several lenders from time to time parties thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent, Wachovia Bank, National Association, as Syndication Agent, and Bank of America, N.A., as Documentation Agent, is incorporated herein by reference to Exhibit 10.1 to the Form S-4
10.2	Guarantee and Collateral Agreement, dated as of November 23, 2005, made by Sunshine Acquisition Corporation, Sunshine Acquisition II, Inc., the Registrant and certain of its subsidiaries in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, is incorporated herein by reference to Exhibit 10.2 to the Form S-4
10.3	CDN Guarantee and Collateral Agreement, dated as of November 23, 2005, made by SS&C Technologies Canada Corp. and 3105198 Nova Scotia Company in favor of JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent, is incorporated herein by reference to Exhibit 10.3 to the Form S-4
10.4	Assumption Agreement, dated as of April 27, 2006, made by Cogent Management Inc., in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, is incorporated herein by reference to Exhibit 10.4 to the Form S-4
10.5*	Stockholders Agreement of Sunshine Acquisition Corporation, dated as of November 23, 2005, by and among Sunshine Acquisition Corporation, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., William C. Stone and Other Executive Stockholders (as defined therein) is incorporated herein by reference to Exhibit 10.5 to the Form S-4
10.6	Registration Rights Agreement, dated as of November 23, 2005, by and among Sunshine Acquisition Corporation, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., William C. Stone and Other Executive Investors (as defined therein) is incorporated herein by reference to Exhibit 10.6 to the Form S-4
10.7*	Form of Service Provider Stockholders Agreement of Sunshine Acquisition Corporation by and among Sunshine Acquisition Corporation, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P. and the Service Provider Stockholders (as defined therein) is incorporated herein by reference to Exhibit 10.7 to the Form S-4
10.8	Management Agreement, dated as of November 23, 2005, between Sunshine Acquisition Corporation, William C. Stone and TC Group, L.L.C. is incorporated herein by reference to Exhibit 10.8 to the Form S-4
10.9	SS&C Technologies, Inc. Management Rights Agreement, dated as of November 23, 2005, by and among Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., Sunshine Acquisition Corporation and the Registrant is incorporated herein by reference to Exhibit 10.9 to the Form S-4
10.10*	1998 Stock Incentive Plan, including form of stock option agreement, is incorporated herein by reference to Exhibit 10.10 to the Form S-4
10.11*	1999 Non-Officer Employee Stock Incentive Plan, including form of stock option agreement, is incorporated herein by reference to Exhibit 10.11 to the Form S-4

10.12*	Form of Option Assumption Notice for 1998 Stock Incentive Plan and 1999 Non-Officer Employee Stock Incentive Plan is incorporated herein by reference to Exhibit 10.12 to the Form S-4
10.13*	2006 Equity Incentive Plan is incorporated herein by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K, filed on August 15, 2006 (File No. 333-135139) (the August 15, 2006 8-K)

Table of Contents

Exhibit Number	Description of Exhibit
10.14*	Form of Stock Option Grant Notice and Stock Option Agreement is incorporated herein by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 (File No. 333-135139)
10.15*	Form of Dividend Equivalent Agreement is incorporated herein by reference to Exhibit 10.3 to the August 15, 2006 8-K
10.16*	Form of Stock Award Agreement is incorporated herein by reference to Exhibit 10.4 to the August 15, 2006 8-K
10.17*	Employment Agreement, dated as of November 23, 2005, by and between William C. Stone and Sunshine Acquisition Corporation is incorporated herein by reference to Exhibit 10.13 to the Form S-4
10.18	Lease Agreement, dated September 23, 1997, by and between the Registrant and Monarch Life Insurance Company, as amended by First Amendment to Lease dated as of November 18, 1997, is incorporated herein by reference to Exhibit 10.15 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 1997 (File No. 000-28430)
10.19	Second Amendment to Lease, dated as of April 1999, between the Registrant and New Boston Lamberton Limited Partnership is incorporated herein by reference to Exhibit 10.12 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 000-28430) (the 2004 10-K)
10.20	Third Amendment to Lease, effective as of July 1, 1999, between the Registrant and New Boston Lamberton Limited Partnership is incorporated herein by reference to Exhibit 10.13 to the 2004 10-K
10.21	Fourth Amendment to Lease, effective as of June 7, 2005, between the Registrant and New Boston Lamberton Limited Partnership, is incorporated herein by reference to Exhibit 10.5 to the Registrant s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 (File No. 000-28430) (the Q2 2005 10-Q)
10.22	Lease Agreement, dated January 6, 1998, by and between Financial Models Company Inc. and Polaris Realty (Canada) Limited, as amended by First Amendment of Lease, dated as of June 24, 1998, and as amended by Second Lease Amending Agreement, dated as of November 13, 1998, is incorporated herein by reference to Exhibit 10.6 to the Q2 2005 10-Q
10.23	First Amendment, dated as of March 6, 2007, to the Credit Agreement, dated as of November 23, 2005, among the Registrant, SS&C Technologies Canada Corp., as CDN Borrower, the several banks and other financial institutions or entities from time to time parties to the Credit Agreement as lenders, Wachovia Bank, National Association, as Syndication Agent, JPMorgan Chase Bank, N.A., as administrative agent and JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent, is incorporated herein by reference to Exhibit 10.1 to the Registrant s Current on Form 8-K, filed on March 9, 2007 (File No. 333-135139)
10.24	Fifth Amendment to Lease, dated as of November 1, 2006, by and between the Registrant and New Boston Limited Partnership is incorporated herein by reference to Exhibit 10.25 to SS&C Technologies Holdings, Inc. s Registration Statement on Form S-1, as amended (File No. 333-143719) (the Form S-1)
10.25*	2008 Stock Incentive Plan is incorporated herein by reference to Exhibit 10.26 to the Form S-1
10.26*	Form of 2008 Stock Incentive Plan Stock Option Grant Notice and Stock Option Agreement is incorporated herein by reference to Exhibit 10.27 to the Form S-1
10.27*	Amendment No. 1, dated April 22, 2008, to the Stockholders Agreement dated as of November 23, 2005, by and among SS&C Technologies Holdings, Inc., Carlyle Partners IV, L.P., CP IV Coinvestment, L.P. and William C. Stone is incorporated herein by reference to Exhibit 10.28 to the Form S-1

10.28*	Amendment No. 1, dated April 22, 2008, to the Service Provider Stockholders Agreement dated as of November 23, 2005, by and among SS&C Technologies Holdings, Inc., Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. is incorporated herein by reference to Exhibit 10.29 to the Form S-1
10.29	Amendment No. 1, dated April 22, 2008, to the Management Agreement dated as of November 23, 2005, by and among SS&C Technologies Holdings, Inc., William C. Stone and TC Group, L.L.C. is incorporated herein by reference to Exhibit 10.30 to the Form S-1
10.30	Assumption Agreement, dated as of August 31, 2009, made by SS&C Technologies Connecticut, LLC, in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, is incorporated herein by reference to Exhibit 10.1 to the September 4, 2009 8-K

Table of Contents

Exhibit Number	Description of Exhibit
10.31	Assumption Agreement, dated as of December 22, 2009, made by TheNextRound, Inc., in favor of JPMorgan Chase Bank, N.A., as Administrative Agent, is incorporated herein by reference to Exhibit 10.1 to the December 23, 2009 8-K
10.32	Acknowledgment and Confirmation Agreement, dated as of August 31, 2009, among SS&C Technologies Canada Corp., JPMorgan Chase Bank, N.A. and JPMorgan Chase Bank, N.A., Toronto Branch, is incorporated herein by reference to Exhibit 10.2 to the September 4, 2009 8-K
10.33*	Amended and Restated Stock Option Agreement, dated February 16, 2010, between SS&C Technologies Holdings, Inc. and William C. Stone
12	Statement of Computation of Ratio of Earnings to Fixed Charges
21	Subsidiaries of the Registrant
31.1	Certifications of the Registrant s Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certifications of the Registrant s Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of the Registrant s Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1351, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Management contract or compensatory plan or arrangement filed herewith in response to Item 15(a)(3) of the Instructions to the Annual Report on Form 10-K.

The Registrant hereby agrees to furnish supplementally a copy of any omitted schedules to this agreement to the Securities and Exchange Commission upon its request.

Confidential treatment has been requested as to certain portions of this Exhibit. Such portions have been omitted and filed separately with the Securities and Exchange Commission.