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

FORM 10-Q

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

For the quarterly period ended June 30, 2010

Commission File Number 001-00395

NCR CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

31-0387920
(I.R.S. Employer
Identification No.)

3097 Satellite Boulevard
Duluth, GA 30096
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (937) 445-5000

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

Indicate by check mark whether the registrant has submitted electronically and posted to its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.05 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

As of July 16, 2010, there were approximately 160.5 million shares of common stock issued and outstanding.

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Part I. Financial Information

Item 1. Financial Statements

NCR Corporation
Condensed Consolidated Statements of Operations (Unaudited)

In millions, except per share amounts	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Product revenue	\$ 587	\$ 540	\$ 1,055	\$ 998
Service revenue	590	584	1,151	1,134
Total revenue	1,177	1,124	2,206	2,132
Cost of products	463	423	846	793
Cost of services	473	472	928	926
Selling, general and administrative expenses	171	156	341	315
Research and development expenses	39	34	78	69
Total operating expenses	1,146	1,085	2,193	2,103
Income from operations	31	39	13	29
Interest expense	—	5	1	10
Other (income) expense, net	—	—	(1)	4
Income from continuing operations before income taxes	31	34	13	15
Income tax expense	11	13	10	11
Income from continuing operations	20	21	3	4
Income from discontinued operations, net of tax	11	3	11	6
Net income	31	24	14	10
Net income attributable to noncontrolling interests	—	1	2	2
Net income attributable to NCR	\$ 31	\$ 23	\$ 12	\$ 8
Amounts attributable to NCR common stockholders:				
Income from continuing operations	\$ 20	\$ 20	\$ 1	\$ 2
Income from discontinued operations, net of tax	11	3	11	6
Net income	\$ 31	\$ 23	\$ 12	\$ 8
Income per share attributable to NCR common stockholders:				
Income per common share from continuing operations				
Basic	\$ 0.12	\$ 0.13	\$ 0.01	\$ 0.01
Diluted	\$ 0.12	\$ 0.13	\$ 0.01	\$ 0.01
Net income per common share				
Basic	\$ 0.19	\$ 0.14	\$ 0.07	\$ 0.05
Diluted	\$ 0.19	\$ 0.14	\$ 0.07	\$ 0.05
Weighted average common shares outstanding				
Basic	160.4	158.7	160.1	158.5
Diluted	161.6	159.8	161.3	159.6

See Notes to Condensed Consolidated Financial Statements.

NCR Corporation
Condensed Consolidated Balance Sheets (Unaudited)

In millions, except per share amounts	June 30 2010	December 31 2009
Assets		
Current assets		
Cash and cash equivalents	\$ 447	\$ 451
Accounts receivable, net	879	896
Inventories, net	729	686
Other current assets	294	266
Total current assets	2,349	2,299
Property, plant and equipment, net	392	356
Goodwill	99	100
Prepaid pension cost	249	244
Deferred income taxes	596	617
Other assets	440	478
Total assets	\$ 4,125	\$ 4,094
Liabilities and stockholders' equity		
Current liabilities		
Short-term borrowings	\$ —	\$ 4
Accounts payable	546	557
Payroll and benefits liabilities	153	125
Deferred service revenue and customer deposits	345	329
Other current liabilities	326	367
Total current liabilities	1,370	1,382
Long-term debt	10	11
Pension and indemnity plan liabilities	1,215	1,268
Postretirement and postemployment benefits liabilities	351	355
Income tax accruals	158	165
Environmental liabilities	281	279
Other liabilities	31	42
Total liabilities	3,416	3,502
Commitments and contingencies (Note 7)		
Stockholders' equity		
NCR stockholders' equity		
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding as of June 30, 2010 and December 31, 2009	—	—
Common stock: par value \$0.01 per share, 500.0 shares authorized, 160.4 and 159.6 shares issued and outstanding as of June 30, 2010 and December 31, 2009, respectively	2	2
Paid-in capital	282	270
Retained earnings	1,813	1,801
Accumulated other comprehensive loss	(1,419)	(1,509)
Total NCR stockholders' equity	678	564
Noncontrolling interests in subsidiaries	31	28
Total stockholders' equity	709	592
Total liabilities and stockholders' equity	\$ 4,125	\$ 4,094

See Notes to Condensed Consolidated Financial Statements.

NCR Corporation
Condensed Consolidated Statements of Cash Flows (Unaudited)

In millions	Six months ended June 30	
	2010	2009
Operating activities		
Net income	\$ 14	\$ 10
Adjustments to reconcile net income to net cash provided by operating activities:		
Income from discontinued operations	(11)	(6)
Depreciation and amortization	65	60
Stock-based compensation expense	9	12
Deferred income taxes	(5)	(9)
Gain on sale of property, plant and equipment	—	(2)
Changes in operating assets and liabilities:		
Receivables	35	61
Inventories	(43)	4
Current payables and accrued expenses	1	(90)
Deferred service revenue and customer deposits	17	64
Employee severance and pension	60	25
Other assets and liabilities	(33)	(38)
Net cash provided by operating activities	109	91
Investing activities		
Grant reimbursements from capital expenditures	4	—
Expenditures for property, plant and equipment	(80)	(29)
Additions to capitalized software	(28)	(32)
Other investing activities, business acquisitions and divestitures, net	—	(12)
Net cash used in investing activities	(104)	(73)
Financing activities		
Repurchases of Company common stock	—	(1)
Repayment of short-term borrowings	(4)	—
Repayment of senior unsecured notes	—	(300)
Repayment of long term debt	(1)	—
Payments on revolving credit facility	—	(30)
Borrowings on revolving credit facility	—	30
Proceeds from employee stock plans	3	4
Net cash used in financing activities	(2)	(297)
Cash flows from discontinued operations		
Net cash used in operating activities	—	(26)
Effect of exchange rate changes on cash and cash equivalents	(7)	1
Decrease in cash and cash equivalents	(4)	(304)
Cash and cash equivalents at beginning of period	451	711
Cash and cash equivalents at end of period	\$ 447	\$ 407

See Notes to Condensed Consolidated Financial Statements.

NCR Corporation
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. BASIS OF PRESENTATION

The accompanying Condensed Consolidated Financial Statements have been prepared by NCR Corporation (NCR, the Company, we or us) without audit pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) and, in the opinion of management, include all adjustments (consisting of normal, recurring adjustments) necessary for a fair statement of the consolidated results of operations, financial position, and cash flows for each period presented. The consolidated results for the interim periods are not necessarily indicative of results to be expected for the full year. The year-end Condensed Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States (GAAP). These financial statements should be read in conjunction with NCR's Form 10-K for the year ended December 31, 2009.

Use of Estimates The preparation of financial statements in accordance with GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ from those estimates.

Evaluation of Subsequent Events The Company evaluated subsequent events through the date our Condensed Consolidated Financial Statements were issued. Other than as described below, no matters were identified that would materially impact our Condensed Consolidated Financial Statements or require disclosure.

On July 28, 2010, the Company's Board of Directors authorized the repurchase of an additional \$210 million of outstanding common stock under the 1999 Board of Directors share repurchase program. The new authorization is in addition to the \$40 million remaining from existing share repurchase programs, bringing the total authorized for repurchase to \$250 million.

Out of Period Adjustment In the six months ended June 30, 2009, the Company recorded adjustments to decrease product revenue by \$10 million and cost of products by \$7 million, which resulted in a net decrease in gross margin and net income of \$3 million. The adjustments were related to revenue incorrectly recorded during 2008 by the Company's Japanese subsidiary. The Company determined the impact of these errors was not material to the annual or interim financial statements of previous periods and the effect of correcting these errors in the six months ended June 30, 2009 was not material to the 2009 annual or interim financial statements.

Discontinued Operations During the three months ended June 30, 2010, the Company revised its presentation of costs and insurance recoveries related to certain environmental obligations, including the Fox River matter, to classify those items as discontinued operations in the Condensed Consolidated Statement of Operations and Condensed Consolidated Statement of Cash Flows. Such costs and insurance recoveries were previously classified in Other (income) expense in the Condensed Consolidated Statement of Operations, and within Cash flow from operating activities in the Condensed Consolidated Statement of Cash Flows. Presentation of these items as discontinued operations is appropriate because the environmental obligations arose at properties which the Company has divested, and is consistent with the guidance of the SEC, including SEC Staff Accounting Bulletin Topic 5Z(5), "Classification and Disclosure of Contingencies Relating to Discontinued Operations." The revised presentation has been applied for similar items in all periods presented. See Note 7, "Commitments and Contingencies" of this Form 10-Q for additional information.

For the three months ended June 30, 2009, Income from discontinued operations, net of tax, of \$3 million was previously reported as \$4 million included in Other income, net and \$1 million included in Income tax expense. For the six months ended June 30, 2009, Income from discontinued operations, net of tax, of \$6 million was previously reported as \$8 million included in Other income, net and \$2 million included in Income tax expense. The revision in presentation did not change Net income or Net income per common share in either period. For the six months ended June 30, 2009, the Cash flows from discontinued operations included \$26 million of cash used which was previously included in Net cash provided by operating activities.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

2. SUPPLEMENTAL FINANCIAL INFORMATION

The following table provides a reconciliation of total stockholders' equity, stockholders' equity attributable to NCR, and the noncontrolling interests for the six months ended June 30, 2010 and June 30, 2009:

In millions	Total Stockholders' Equity	Total Stockholders' Equity Attributable to NCR	Noncontrolling Interests in Subsidiaries
December 31, 2008	\$ 465	\$ 440	\$ 25
Net income	10	8	2
Other comprehensive (loss) income, net of tax:			
Currency translation adjustments	18	20	(2)
Unrealized gain on securities	1	1	—
Benefit plans, net	(37)	(37)	—
Unrealized gain on derivatives	5	5	—
Comprehensive loss	(3)	(3)	—
Net share issuance and repurchase activity	14	14	—
June 30, 2009	<u>\$ 476</u>	<u>\$ 451</u>	<u>\$ 25</u>
December 31, 2009	\$ 592	\$ 564	\$ 28
Net income	14	12	2
Other comprehensive (loss) income, net of tax:			
Currency translation adjustments	13	12	1
Benefit plans	73	73	—
Unrealized gain on derivatives	5	5	—
Comprehensive income	105	102	3
Net share issuance and repurchase activity	12	12	—
June 30, 2010	<u>\$ 709</u>	<u>\$ 678</u>	<u>\$ 31</u>

The components of accumulated other comprehensive (loss) income (AOCI), net of tax, are summarized as follows:

In millions	June 30 2010	December 31 2009
Unrealized gain on securities	\$ 3	\$ 3
Unrealized gain on derivatives accounted for as hedges	5	—
Unamortized costs associated with pension, postemployment and postretirement benefits	(1,355)	(1,428)
Currency translation adjustments	(72)	(84)
Accumulated other comprehensive loss	<u>\$ (1,419)</u>	<u>\$ (1,509)</u>

The components of inventory are summarized as follows:

In millions	June 30 2010	December 31 2009
Inventories, net		
Work in process and raw materials	\$ 143	\$ 118
Finished goods	181	167
Service parts	405	401
Total inventories, net	<u>\$ 729</u>	<u>\$ 686</u>

NCR Corporation
Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

3. NEW ACCOUNTING PRONOUNCEMENTS

In September 2009, the Financial Accounting Standards Board (FASB) ratified the final consensus reached by the Emerging Issues Task Force (EITF) that revised the authoritative guidance for revenue arrangements with multiple deliverables. The guidance addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how the arrangement consideration should be allocated among the separate units of accounting. The guidance will be effective for fiscal years beginning after June 15, 2010 with early adoption permitted. The guidance may be applied retrospectively or prospectively for new or materially modified arrangements; however, NCR plans to adopt the guidance effective January 1, 2011. Under the consensus adopted by the EITF, use of the residual method, which the Company applies to many of its customer arrangements, will no longer be permitted. The new guidance will require the Company to use its best estimate of a deliverable's selling price whenever it lacks objective evidence. The result of this change is that any discount in a customer arrangement which previously would have been allocated to delivered items, will instead be allocated on a relative fair value basis among all the deliverables. The Company is in the process of evaluating the effects, if any, the adoption of the guidance will have on its consolidated financial statements.

In September 2009, the FASB also ratified the final consensus reached by the EITF that modifies the scope of the software revenue recognition guidance to exclude (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. The guidance will be effective for fiscal years beginning after June 15, 2010 with early adoption permitted. The guidance may be applied retrospectively or prospectively for new or materially modified arrangements but must be adopted contemporaneously with the guidance described in the preceding paragraph. The Company is in the process of evaluating the effects, if any, the adoption of the guidance will have on its consolidated financial statements.

4. REALIGNMENT ACTIVITIES AND REAL ESTATE TRANSACTIONS

Organizational Realignment On January 1, 2008, NCR began management of its business on a geographic basis, changing from a previous model of global business units organized by product and service offering. As a result, in the second quarter of 2008, NCR commenced a global realignment initiative to reduce redundancies and process inefficiencies to become more customer-focused and market-driven. This initiative addressed legacy process inefficiencies and unbalanced resource allocation by focusing on organizational design, process re-engineering and business process outsourcing. The initiative has resulted in reductions in employment and productivity improvements, while freeing up funds to invest in growth programs.

The realignment activities included approximately 900 employee terminations and related to each of our reportable segments of the Americas, Europe, Middle East and Africa (EMEA) and Asia Pacific & Japan (APJ).

As of December 31, 2009, there was a remaining accrued liability balance of \$1 million which was reversed through the Condensed Consolidated Statement of Operations for the six months ended June 30, 2010 since the organizational realignment initiative is complete.

The actions have generated incremental, annualized savings of approximately \$40 million. The Company continues to identify additional opportunities focusing on organizational design, process re-engineering and business process outsourcing as part of the continuous improvement process initiatives.

Real estate consolidation and restructuring During the fourth quarter of 2002, in connection with announced restructuring efforts, NCR's management approved a real estate consolidation and restructuring plan designed to accelerate the Company's re-engineering strategies. A pre-tax restructuring cost of \$16 million was recorded in the fourth quarter of 2002 to provide for contractual lease termination costs. The remaining lease obligations will expire over various dates through 2015. The Company reviews this reserve on a quarterly basis to determine whether the reserve is adequate based on current market conditions. During the six months ended June 30, 2010, the reserve decreased \$1 million primarily due to ongoing lease payments resulting in a remaining reserve balance of \$2 million as of June 30, 2010.

NCR Corporation**Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)****5. STOCK COMPENSATION PLANS**

As of June 30, 2010, the Company's primary types of stock-based compensation were stock options and restricted stock. Stock-based compensation expense for the following periods was:

In millions	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Stock options	\$ 2	\$ 4	\$ 2	\$ 8
Restricted stock	5	4	7	4
Total stock-based compensation (pre-tax)	7	8	9	12
Tax benefit	(2)	(2)	(3)	(3)
Total stock-based compensation (net of tax)	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ 6</u>	<u>\$ 9</u>

Stock-based compensation expense is recognized in the financial statements based upon fair value. Stock-based compensation expense was lower in the three and six months ended June 30, 2010 as compared to the three and six months ended June 30, 2009, due to changes in the quantity and value of awards granted in the past two years and an increased estimated forfeiture rate for stock options.

The weighted average fair value of option grants was estimated based on the below weighted average assumptions and was \$5.37 and \$4.44 for the three months ended June 30, 2010 and 2009, respectively, and \$5.49 and \$4.65 for the six months ended June 30, 2010 and 2009, respectively.

	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Dividend yield	—	—	—	—
Risk-free interest rate	2.43%	2.14%	2.35%	1.86%
Expected volatility	44.0%	46.1%	47.1%	42.8%
Expected holding period (years)	4.8	5.0	4.8	5.0

Expected volatility incorporates a blend of both historical volatility of the Company's stock over a period equal to the expected term of the options and implied volatility from traded options on the Company's stock, as management believes this is more representative of prospective trends. The Company uses historical data to estimate option exercise and employee terminations within the valuation model. The expected holding period represents the period of time that options are expected to be outstanding. The risk-free interest rate for periods within the contractual life of the option is based on the five-year U.S. Treasury yield curve in effect at the time of grant.

As of June 30, 2010, the total unrecognized compensation cost of \$16 million related to unvested stock option grants is expected to be recognized over a weighted average period of approximately 2.7 years. As of June 30, 2010, the total unrecognized compensation cost of \$39 million related to unvested restricted stock grants is expected to be recognized over a weighted average period of approximately 2.5 years.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

6. EMPLOYEE BENEFIT PLANS

Components of net periodic benefit cost for the three months ended June 30 are as follows:

In millions	U.S. Pension Benefits		International Pension Benefits		Total Pension Benefits	
	2010	2009	2010	2009	2010	2009
Net service cost	\$ —	\$ —	\$ 3	\$ 4	\$ 3	\$ 4
Interest cost	47	49	22	22	69	71
Expected return on plan assets	(42)	(45)	(26)	(27)	(68)	(72)
Amortization of:						
Prior service cost	—	—	—	1	—	1
Actuarial loss	30	24	16	11	46	35
Net benefit cost	<u>\$ 35</u>	<u>\$ 28</u>	<u>\$ 15</u>	<u>\$ 11</u>	<u>\$ 50</u>	<u>\$ 39</u>

Components of net periodic benefit cost for the six months ended June 30 are as follows:

In millions	U.S. Pension Benefits		International Pension Benefits		Total Pension Benefits	
	2010	2009	2010	2009	2010	2009
Net service cost	\$ —	\$ —	\$ 7	\$ 9	\$ 7	\$ 9
Interest cost	94	98	45	42	139	140
Expected return on plan assets	(83)	(90)	(55)	(52)	(138)	(142)
Settlement charge	—	—	6	—	6	—
Amortization of:						
Prior service cost	—	—	—	1	—	1
Actuarial loss	60	49	32	20	92	69
Net benefit cost	<u>\$ 71</u>	<u>\$ 57</u>	<u>\$ 35</u>	<u>\$ 20</u>	<u>\$ 106</u>	<u>\$ 77</u>

In May 2009, NCR completed a consultation process with employee representatives, which was required to freeze the benefits in one of our United Kingdom defined benefit plans, effective July 1, 2009. This action was accounted for as a curtailment and as such, the actuarial liability associated with the plan was re-measured as of May 31, 2009. As a result, the prepaid pension asset and accumulated other comprehensive income were reduced by \$85 million. This curtailment did not have a material impact on earnings in the three and six months ended June 30, 2009.

The income from the postretirement plan for the three and six months ended June 30 was:

In millions	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Interest cost	\$ 2	\$ 2	\$ 3	\$ 3
Amortization of:				
Prior service benefit	(4)	(4)	(7)	(7)
Actuarial loss	1	1	2	2
Net postretirement income	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$ (2)</u>	<u>\$ (2)</u>

NCR Corporation
Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

The cost of the postemployment plan for the three and six months ended June 30 was:

In millions	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Net service cost	\$ 7	\$ 6	\$ 13	\$ 12
Interest cost	3	3	6	6
Amortization of:				
Actuarial loss	3	3	6	6
Net benefit cost	13	12	25	24
Restructuring severance cost	—	(1)	—	(2)
Total postemployment cost	<u>\$ 13</u>	<u>\$ 11</u>	<u>\$ 25</u>	<u>\$ 22</u>

Employer Contributions

Pension For the three months ended June 30, 2010, NCR contributed approximately \$23 million to its international pension plans and \$2 million to its executive pension plan. For the six months ended June 30, 2010, NCR contributed approximately \$38 million to its international pension plans and \$4 million to its executive pension plan. NCR anticipates contributing an additional \$62 million to its international pension plans for a total of \$100 million and an additional \$6 million to its executive pension plan for a total of \$10 million in 2010. NCR does not anticipate making cash contributions to its U.S. qualified pension plan in 2010.

Postretirement For the three months ended June 30, 2010, NCR made \$4 million in contributions to its U.S. postretirement plan. For the six months ended June 30, 2010, NCR made \$6 million in contributions to its U.S. postretirement plan. NCR anticipates contributing an additional \$8 million to its U.S. postretirement plan for a total of \$14 million in 2010.

Postemployment For the three months ended June 30, 2010, NCR contributed approximately \$10 million to its postemployment plans. For the six months ended June 30, 2010, NCR contributed approximately \$21 million to its postemployment plans. NCR anticipates contributing an additional \$26 million to its postemployment plans in 2010 for a total of \$47 million.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

7. COMMITMENTS AND CONTINGENCIES

In the normal course of business, NCR is subject to various regulations, proceedings, lawsuits, claims and other matters, including actions under laws and regulations related to the environment and health and safety, among others. NCR believes the amounts provided in its Condensed Consolidated Financial Statements, as prescribed by GAAP, are adequate in light of the probable and estimable liabilities. Other than as stated below the Company does not currently expect to incur material capital expenditures related to compliance with such laws and regulations. However, there can be no assurances that the actual amounts required to satisfy alleged liabilities from various lawsuits, claims, legal proceedings and other matters, including the Fox River environmental matter and other matters discussed below, and to comply with applicable laws and regulations, will not exceed the amounts reflected in NCR's Condensed Consolidated Financial Statements or will not have a material adverse effect on its consolidated results of operations, capital expenditures, competitive position, financial condition or cash flows. Any costs that may be incurred in excess of those amounts provided as of June 30, 2010 cannot currently be reasonably determined.

The United States Department of Justice is conducting an investigation regarding the propriety of the Company's former Teradata Data Warehousing business's arrangements and understandings with others in connection with certain federal contracts. In connection with the spin-off of Teradata on September 30, 2007, the responsibility for this matter, together with the related reserve, was distributed to Teradata Corporation. While the Company may be subject to ostensible exposure inasmuch as it was the contracting party in the matter at issue, Teradata Corporation is generally obligated to indemnify the Company for any losses arising out of this matter.

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

In August 2009, a federal court in Ohio granted motions for summary judgment against NCR in two companion class actions brought on behalf of certain unionized retirees, who claimed that the Company's 2003 decision to terminate certain benefits payable on death violated collective bargaining agreements and other rights. The Company has appealed the decision to the Sixth Circuit Court of Appeals. If affirmed on appeal, the decision will require the Company to restore the death benefit, at an approximate cost of \$6 million, which NCR recognized as other expense during the third quarter of 2009.

Environmental Matters NCR's facilities and operations are subject to a wide range of environmental protection laws, and NCR has investigatory and remedial activities underway at a number of facilities that it currently owns or operates, or formerly owned or operated, to comply, or to determine compliance, with such laws. Also, NCR has been identified, either by a government agency or by a private party seeking contribution to site clean-up costs, as a potentially responsible party (PRP) at a number of sites pursuant to various state and federal laws, including the Federal Water Pollution Control Act, the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) and comparable state statutes. Other than the matter detailed below, we currently do not anticipate material expenses and liabilities from these other environmental matters.

NCR is one of eight entities that have been formally notified by governmental and other entities (such as local Native American tribes) that they are PRPs for environmental claims under CERCLA and other statutes arising out of the presence of polychlorinated biphenyls (PCBs) in sediments in the lower Fox River and in the Bay of Green Bay in Wisconsin. NCR was identified as a PRP because of alleged PCB discharges from two carbonless copy paper manufacturing facilities it previously owned, which were located along the Fox River. Some parties contend that NCR is also responsible for PCB discharges from paper mills owned by other companies because carbonless paper manufactured by NCR was allegedly purchased by those mills as a raw material for their paper making processes. NCR sold the facilities in 1978 to Appleton Papers Inc. (API), which has also been identified as a PRP. The other Fox River PRPs that received notices are P.H. Glatfelter Company, Georgia-Pacific Consumer Products LP (GP, successor to Fort James Operating Company), WTM I Co. (formerly Wisconsin Tissue Mills, now owned by Chesapeake Corporation), CBC Corporation (formerly Riverside Paper Corporation), U.S. Paper Mills Corp. (owned by Sonoco Products Company), and Menasha Corporation.

During the past several years, the United States Environmental Protection Agency (USEPA) and Wisconsin Department of Natural Resources (WDNR) (together, the Governments) assessed and developed clean-up plans for the upper and lower parts of the Fox River and for portions of the Bay of Green Bay, contained in various Records of Decisions (RODs) issued in January 2003, July 2003 and June 2007 (the last is referred to as the Amended ROD). In general, the clean-up plan or remedy calls for a combination of dredging and capping to remediate the sediments in the river, and for monitored natural attenuation in the Bay of Green Bay. Since 2004, the Company has been involved in certain aspects of the clean-up project, including performance, with GP, of engineering design work for the clean-up under an Administrative Order on Consent (AOC) entered into with the Governments. In addition, the Company, with U.S. Paper Mills, performed specific remedial action involving an area of elevated PCB incidence downriver of the De Pere Dam (Phase 1 work), pursuant to a consent decree with the Governments that was approved in November 2006.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

On November 13, 2007, the Governments issued a unilateral administrative order (Order) under Section 106 of CERCLA to all eight of the PRPs identified above. The Order requires the PRPs to implement the remedial work in the lower river in accordance with the requirements of the Amended ROD. NCR and API are working with the Governments to implement certain provisions of the Order. In-water work began on schedule in April 2009, following construction of a facility to house the remediation operations in Green Bay, Wisconsin.

In April 2009, the NCR Board of Directors approved the terms of a contract with Tetra Tech, an environmental remediation contractor, to perform the remediation work at the Fox River consistent with the requirements of the Amended ROD. Prior to this, Tetra Tech had performed certain preparatory work pursuant to an interim contract with API. Also in April 2009, the Board of Directors approved the formation of a limited liability company (LLC), which NCR and API formed on April 27, 2009, for purposes of, among other things, entering into the Tetra Tech remediation contract. Other PRPs may join the LLC in the future, if and as they enter into settlements or otherwise agree to join in funding the remediation efforts. The LLC entered into the remediation contract with Tetra Tech on April 27, 2009, and in-water dredging and remediation by Tetra Tech commenced thereafter. The Company and API fund the LLC's operations on a regular basis tied to the remediation schedule, consistent with the Company's Fox River reserve, discussed below. The Tetra Tech contract also requires that the LLC members provide promissory notes to provide Tetra Tech financial assurance against the prospect that the LLC will terminate the contract before completion of the remediation for reasons other than "cause." The maximum obligation under the Company's note, formerly \$20 million, is now approximately \$17 million; however, the amount will vary based on a formula tied to conditions set forth in the contract, and generally is expected to decrease over time.

NCR and API share their portion of the cost of the Fox River clean-up and natural resource damages based upon an agreement and an arbitration award, which result in a 45% share for NCR of the first \$75 million of such costs—a threshold that was reached in 2008—and a 40% share for amounts in excess of \$75 million.

In 2008, NCR and API filed a lawsuit in federal court in Green Bay, Wisconsin, seeking a judicial ruling determining each PRP's allocable responsibility for the cost of performing the remedial work at the Fox River (the "allocation litigation"). As of June 30, 2010, there were a total of 28 defendants in that case and a companion consolidated case. A number of counterclaims seeking contribution under CERCLA and under various state law theories have been filed and are pending against NCR and API. On September 23, 2008, the court issued a Case Management Decision and Scheduling Order setting a "Phase I trial" limited to the questions of (i) when each party knew or should have known that recycling NCR-brand carbonless copy paper would result in the discharge of PCBs to a waterbody, thereby risking environmental damage; and (ii) what, if any, actions each party took upon acquiring such knowledge to avoid the risk of further PCB contamination. The court's order also limited initial discovery proceedings to the same questions.

On December 16, 2009, the court issued a ruling cancelling the Phase I trial and granting motions for summary judgment filed by certain of the defendants against NCR and API. The court held that NCR and API could not recover from these defendants any costs that NCR and API have incurred in the Fox River cleanup (the ruling does not affect the governments' potential claims against such parties). The court based this ruling on a finding that NCR should have known, in the late 1960s, that the use of PCBs in carbonless copy paper presented an "appreciable risk of serious and long-lasting damage," whereas, it concluded, defendants did not know of PCB risks until after the majority of PCBs were released to the river. The court's ruling was also based on a finding that because NCR chose to use and introduce PCBs into the stream of commerce, it should bear the financial consequences of that decision. The Company intends to appeal the ruling to the United States Court of Appeals for the Seventh Circuit. In light of a subsequent February 2010 order by the district court denying a request to initiate an immediate appeal, the Company does not expect to be able to prosecute its appeal until the remaining claims in the litigation, including counterclaims brought by the defendants against NCR and API for reimbursement of previously incurred expenses and other matters, are resolved. The Company expects to be able to commence its appeal in 2010 or 2011, depending on whether the counterclaims in the case proceed to trial.

The extent of NCR's potential liability remains subject to many uncertainties. NCR's eventual remediation liability—which is expected to be paid out over a period extending through at least approximately 2019, followed by long-term monitoring for several decades—will depend on a number of factors. In general, the most significant factors include: (1) the total clean-up costs for each of the segments of the river; (2) the total natural resource damages for the site; (3) the shares NCR and API will jointly bear of future clean-up costs and natural resource damages; (4) the share NCR will bear of the joint NCR/API payments for such clean-up costs and natural resource damages; and (5) NCR's transaction and litigation costs to defend itself in this matter, including participation in the allocation litigation. In establishing the reserve, NCR attempts to estimate a range of reasonably possible outcomes for each of these factors, although each

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

range is itself highly uncertain. NCR uses its best estimate within the range, if that is possible. Where there is a range of equally possible outcomes, and there is no amount within that range that is considered to be a better estimate than any other amount, NCR uses the low end of the range. These factors are discussed below:

For the first factor described above, NCR utilizes a best estimate of \$933 million as the total of the clean-up costs for each of the segments of the river. The estimated total cost amount of \$933 million includes estimates for the Operable Unit (OU) 1 through OU 5 work, including the remaining amount of work to be performed under the April 2009 Tetra Tech remediation contract, the Phase 1 work and the remedial design work. It adds to these estimates a 15% contingency for probable cost overruns based on historical experience; an estimate for the Governments' future oversight costs; an amount for the Governments' past oversight costs; an estimate for long-term monitoring extending over several decades; and an estimate for value engineering savings (potential projects intended to reduce the cost of the remediation). There can be no assurances that this estimated total cost amount will not be significantly higher as remediation work progresses. A range of reasonably possible outcomes with respect to total cost is difficult to state, but if the portion of the cost estimate relating to the contingency for cost overruns and unexpected expenses were twice our estimate, the total cost would increase to approximately \$998 million.

Second, for total natural resource damages (NRD), NCR uses a best estimate of \$76 million. NCR believes the range of reasonably possible outcomes for NRD, if it were to be litigated, is between zero and \$246 million. The federal government has indicated, in a 2009 filing in a PRP's bankruptcy proceeding, that claims for NRD could be as high as \$382 million.

Third, for the NCR/API shares of future clean-up costs, which are expected to be determined in the allocation litigation referenced above, NCR has modified the basis previously used for this component of the reserve (in the past, the company used the low end of a range of outcomes, based primarily on the proximity of areas to be remediated to the locations at which PCBs were released into the river). In light of the Wisconsin federal court's December 16, 2009 ruling described above, NCR's reserve at December 31, 2009 and June 30, 2010 assumed that NCR and API will be responsible for the full extent of the cleanup activities they are undertaking, which the Company considers a best estimate, and for a substantial portion of the counterclaims filed against NCR and API, as to which the Company uses the low end of a range of equally possible outcomes. At this point the Company is unable to determine whether the defendants will pay portions of the Fox River liability, and if so in what amount; the Governments have indicated their intention to continue pressing claims and settlement demands against the defendants, but NCR's reserve does not assume any such payments or settlements.

Similarly, although NCR and API will appeal the December 2009 ruling, the reserve does not assume a particular outcome for the appeal. As for the NCR/API share of NRD, which is discussed above, NCR uses a best estimate.

Fourth, for the NCR share of the joint NCR/API payments, as discussed above, NCR's percentage share is set by an agreement between NCR and API and a subsequent arbitration award. NCR's analysis of this factor assumes that API is able to pay its percentage share of the NCR/API joint share. Additionally, the API obligation to NCR is shared on a joint and several basis by a third party, B.A.T. Industries p.l.c., which is a co-party to the same agreement and arbitration award, and this analysis likewise assumes that B.A.T. Industries p.l.c. would be financially viable and able to pay the joint and several obligation if API is unable to do so. API itself is indemnified by another company, Arjo Wiggins Appleton Ltd., which has funded and managed API's liability to date.

Finally, NCR estimated the transaction costs it is likely to incur to defend this matter through 2019, the time period NCR's engineering consultants believe it will take to implement the remedy for the river. This estimate is based on an analysis of NCR's costs since this matter first arose in 1995 and estimates of what NCR's defense and transaction costs will be in the future. NCR expects that the bulk of these transaction costs have been and will be incurred in the 2008—2012 time period. The costs incurred and expected to be incurred during that period include, in particular, transaction costs and fees related to completion of the design work, equipment purchases, commencement and continuation of clean-up activities in the river, and prosecution of the allocation litigation discussed above.

In light of several factors—among them, the remedial design work conducted by NCR and GP, settlement possibilities (including both group and individual settlements for some entities), the efforts to implement the Order for clean-up of the lower river, the pending allocation litigation and appeal referenced above, the extent to which the Governments may press claims against the defendants for NRD, past costs and remediation liability, change orders or cost overruns that may result from the ongoing remediation efforts, the continued viability and willingness to pay of NCR's various indemnitors and co-obligors, and the subsequent value engineering efforts designed to make the cleanup more efficient and less costly—calculation of the Company's Fox River reserve has become subject to added layers of complexities, and it is possible there could be additional changes to some elements of the reserve over upcoming periods, although we are unable to predict or estimate such changes at this time.

There can be no assurance that the clean-up and related expenditures will not have a material effect on NCR's capital expenditures, earnings, financial condition, cash flows, or competitive position. In addition, the current economic recession may have impacts on the Fox River clean-up, in particular with respect to the ability of PRPs to meet their obligations that may be placed upon them with

NCR Corporation**Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)**

respect to the cleanup or to remain as viable concerns; one of the original eight PRPs, WTM I Company, filed for bankruptcy on December 29, 2008, but the impact, if any, of that filing on that PRP's potential contributions to the clean-up cannot be determined at this time.

As of June 30, 2010, the net reserve for the Fox River matter was approximately \$208 million, compared to \$202 million as of December 31, 2009. This increase in the reserve is due to a decrease in the indemnification asset discussed below offset by payments for clean-up activities and legal fees during the first six months of 2010. NCR regularly re-evaluates the assumptions used in determining the appropriate reserve for the Fox River matter as additional information becomes available and, when warranted, makes appropriate adjustments. NCR contributes to the LLC in order to fund remediation activities and generally, by contract, funds three months' worth of remediation activities in advance. As of June 30, 2010 and December 31, 2009, approximately \$13 million and \$3 million, respectively, remained from this funding and was recorded in other current assets in the Condensed Consolidated Balance Sheet. NCR's reserve for the Fox River matter is reduced as the LLC makes payments to Tetra Tech and other vendors with respect to remediation activities.

AT&T and Alcatel-Lucent are responsible severally (not jointly) for indemnifying NCR for certain portions of the amounts paid by NCR for the Fox River matter over a defined threshold. NCR's estimate of what AT&T and Alcatel-Lucent will pay under the indemnity is recorded as a long-term asset of approximately \$102 million as of June 30, 2010 and \$120 million as of December 31, 2009, and is deducted in determining the net reserve discussed above. The asset balance can fluctuate not only with respect to total clean-up and other costs, but also with respect to insurance recoveries and certain tax impacts as measured by a contractual formula using prior-year effective tax rates. Such insurance recoveries and tax impacts are netted against the asset in proportions specified under the indemnity agreement (i.e., they typically decrease its amount). Insurance recoveries, whether by judgment or settlement, are the subjects of ongoing litigation and thus difficult to predict. NCR's insurance recoveries have the effect of reducing its receipts under the indemnity, and therefore insurance recoveries are not expected to materially reduce the Company's aggregate expenditures for the Fox River matter. The tax impact within the indemnity calculation is subject to substantial volatility regarding the Company's effective tax rate from year to year, rendering the future tax impacts highly uncertain. When actual payments, net of insurance recoveries and tax impacts, reach the indemnity threshold, the Company expects to commence collection of the related portions of the asset. The Company currently does not expect to achieve the threshold before 2011.

In connection with the Fox River matter, through June 30, 2010, NCR has received a combined total of approximately \$100 million in connection with settlements reached with its principal insurance carriers over the past several years. Of the total amount collected to date, \$9 million is subject to competing claims by another party, and NCR and the other party have agreed that these funds will be used for Fox River costs and will be shared on an agreed-upon basis (subject to reallocation at a later date). NCR's agreed-upon share of the \$9 million is estimated to be \$4 million. In the three and six months ended June 30, 2010, NCR reached settlements with several insurers which resulted in income of \$17 million, or \$11 million after tax included in Income from discontinued operations in the accompanying Condensed Consolidated Statement of Operations. In the three and six months ended June 30, 2009, NCR reached settlements with several insurers which resulted in income of \$4 million, or \$3 million after tax and \$8 million, or \$6 million after tax, respectively, included in Income from discontinued operations in the accompanying Condensed Consolidated Statement of Operations. The trial in the insurance case, previously scheduled for August 2010, will not occur; most of the carriers who were defendants in the case have now settled the claims against them, and those remaining in the case have entered into certain stipulations which obviate the need for a trial and will cause judgment to be entered against them; they will shortly commence an appeal.

It is difficult to estimate the future financial impact of environmental laws, including potential liabilities. NCR records environmental provisions when it is probable that a liability has been incurred and the amount or range of the liability is reasonably estimable. Provisions for estimated losses from environmental restoration and remediation are, depending on the site, based primarily on internal and third-party environmental studies (except for the Fox River site, where the estimated costs and natural resource damages are estimated as described above), estimates as to the number and participation level of any other PRPs, the extent of the contamination, and the nature of required clean-up and restoration actions. Reserves are adjusted as further information develops or circumstances change. Management expects that the amounts reserved from time to time will be paid out over the period of investigation, negotiation, remediation and restoration for the applicable sites. The amounts provided for environmental matters in NCR's Condensed Consolidated Financial Statements are the estimated gross undiscounted amounts of such liabilities, without deductions for insurance, third-party indemnity claims or recoveries from the other PRPs, except as qualified in the following sentences. Except for the sharing agreement with API described above with respect to the Fox River site, in those cases where insurance carriers or third-party indemnitors have agreed to pay any amounts and management believes that collectibility of such amounts is probable, the amounts are recorded in the Condensed Consolidated Financial Statements. For the Fox River site, as described above, an asset relating to the AT&T and Alcatel-Lucent indemnity is recorded because payment is considered probable and is supported by contractual agreements.

Guarantees and Product Warranties Guarantees associated with NCR's business activities are reviewed for appropriateness and impact to the Company's financial statements. As of June 30, 2010 and December 31, 2009, NCR had no obligations related to such guarantees, and therefore its financial statements do not have any associated liability balance.

NCR Corporation**Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)**

NCR provides its customers a standard manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. Estimated future obligations due to warranty claims are based upon historical factors, such as labor rates, average repair time, travel time, number of service calls per machine and cost of replacement parts. When a sale is consummated, the total customer revenue is recognized and the associated warranty liability is recorded using pre-established warranty percentages for the respective product classes. From time to time, product design or quality corrections are accomplished through modification programs. When identified, associated costs of labor and parts for such programs are estimated and accrued as part of the warranty reserve.

The Company recorded the activity related to the warranty reserve for the six months ended June 30 as follows:

In millions	2010	2009
Warranty reserve liability		
Beginning balance as of January 1	\$ 25	\$ 24
Accruals for warranties issued	21	20
Settlements (in cash or in kind)	(24)	(25)
Ending balance as of June 30	<u>\$ 22</u>	<u>\$ 19</u>

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

8. INCOME TAXES

Income tax provisions for interim (quarterly) periods are based on estimated annual income tax rates calculated separately from the effect of significant, infrequent or unusual items. The effective tax rate for the three and six months ended June 30, 2010 was 35% and 77%, respectively, as compared to an effective tax rate of 38% and 73%, respectively, for the three and six months ended June 30, 2009. The effective tax rates for the three and six month periods in 2010 and 2009 were driven by the mix of jurisdictions with income and losses during the interim periods. Additionally, the effective tax rates in interim periods are also impacted positively or negatively by accruals related to uncertain tax positions, settlements of tax audits with authorities and/or changes in the Company's assessment of the recoverability of deferred tax assets related to operating loss carryforwards and income tax credits.

NCR Corporation**Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)****9. EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing net income or loss attributable to NCR by the weighted average number of shares outstanding during the reported period. The calculation of diluted earnings per share is similar to basic earnings per share, except that the weighted average number of shares outstanding includes the dilution from potential shares added from stock options and unvested restricted stock awards. The holders of unvested restricted stock awards do not have nonforfeitable rights to dividends or dividend equivalents and therefore, such unvested awards do not qualify as participating securities.

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

In millions, except per share amounts	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Amounts attributable to NCR common stockholders:				
Income from continuing operations	\$ 20	\$ 20	\$ 1	\$ 2
Income from discontinued operations	11	3	11	6
Net income applicable to common shares	31	23	12	8
Weighted average outstanding shares of common stock	160.4	158.7	160.1	158.5
Dilutive effect of employee stock options and restricted stock	1.2	1.1	1.2	1.1
Common stock and common stock equivalents	161.6	159.8	161.3	159.6
Earnings per share attributable to NCR common stockholders:				
Basic earnings per share:				
From continuing operations	\$ 0.12	\$ 0.13	\$ 0.01	\$ 0.01
From discontinued operations	\$ 0.07	\$ 0.01	\$ 0.06	\$ 0.04
Net earnings per share (Basic)	\$ 0.19	\$ 0.14	\$ 0.07	\$ 0.05
Diluted earnings per share:				
From continuing operations	\$ 0.12	\$ 0.13	\$ 0.01	\$ 0.01
From discontinued operations	\$ 0.07	\$ 0.01	\$ 0.06	\$ 0.04
Net earnings per share (Diluted)	\$ 0.19	\$ 0.14	\$ 0.07	\$ 0.05

Options to purchase approximately 6.2 million and 7.6 million shares of common stock for the three months ended June 30, 2010 and 2009, respectively, as well as 6.3 million and 7.8 million for the six months ended June 30, 2010 and 2009, respectively, were outstanding but were not included in the diluted share count because the options' exercise prices were greater than the average market price of the common shares and, therefore, the effect would have been anti-dilutive.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

10. SEGMENT INFORMATION AND CONCENTRATIONS

NCR's products, services, and solutions enable our customers to connect, interact and transact with their customers and include: ATM hardware and software, traditional point-of-sale (POS) and self checkout solutions; self-service kiosk solutions; business consumables; solutions that digitally capture, process and retain item-based transactions; maintenance of NCR solutions; consulting, installation, implementation, and customer support services; as well as the maintenance and sale of third-party products and services. NCR manages its businesses on a functional geographic model and as a result, the Company reports on the following segments:

- Americas;
- Europe, Middle East and Africa (EMEA); and
- Asia Pacific and Japan (APJ).

Each of these segments derives its revenues by selling products and services to the financial services, retail and hospitality, travel and gaming and healthcare industries. The Americas segment also serves the entertainment industry. In addition, each segment sells products and services across the entire NCR product and service portfolio within their geography.

The Company's chief operating decision maker regularly assesses information relating to these segments to make decisions, including the allocation of resources. Management evaluates the performance of the segments based on revenue and segment gross margin. Segment assets are not included in this assessment of segment performance. The accounting policies used to determine the results of the operating segments are the same as those utilized for the consolidated financial statements as a whole. Intersegment sales and transfers are not material.

In recognition of the volatility of the effects of pension expense on our segment results and to maintain operating focus on business performance, pension expense, as well as significant non-recurring items are excluded from the segment operating results utilized by our chief operating decision maker in evaluating segment performance and are separately delineated to reconcile back to total reported income from operations.

NCR Corporation
Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

The following table presents revenue and gross margin by segment:

In millions	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Revenue by segment				
Americas	\$ 515	\$ 505	\$ 979	\$ 964
EMEA	421	384	784	770
APJ	241	235	443	398
Total revenue	1,177	1,124	2,206	2,132
Gross margin by segment				
Americas	117	100	211	180
EMEA	96	97	184	189
APJ	56	55	95	88
Total segment gross margin	269	252	490	457
Selling, general and administrative expenses	148	144	295	290
Research and development expenses	33	30	64	61
Pension expense	50	39	106	77
Other adjustments (1)	7	—	12	—
Income from operations	\$ 31	\$ 39	\$ 13	\$ 29

- (1) Other adjustments in the three and six months ended June 30, 2010 included \$7 million and \$12 million, respectively, of incremental costs directly related to the relocation of the worldwide headquarters.

The following table presents revenue from products and services for NCR:

In millions	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Product revenue	\$ 587	\$ 540	\$ 1,055	\$ 998
Professional and installation services revenue	140	138	258	258
Total solution revenue	727	678	1,313	1,256
Support services revenue	450	446	893	876
Total revenue	\$ 1,177	\$ 1,124	\$ 2,206	\$ 2,132

NCR Corporation
Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

11. FAIR VALUE OF ASSETS AND LIABILITIES

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets recorded at fair value on a recurring basis as of June 30, 2010 are set forth as follows:

In millions	Fair Value as of June 30, 2010	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Deposits held in money market funds*	\$ 160	\$ 160	\$ —	\$ —
Available for sale securities**	11	11	—	—
Foreign exchange forward contracts **	6	—	6	—
Total	\$ 177	\$ 171	\$ 6	\$ —

* Included in Cash and cash equivalents in the Condensed Consolidated Balance Sheet.

** Included in Other assets in the Condensed Consolidated Balance Sheet.

There were no liabilities recorded at fair value on a recurring basis as of June 30, 2010.

Deposits Held in Money Market Funds A portion of the Company's excess cash is held in money market funds which generate interest income based on prevailing market rates. Money market fund holdings are measured at fair value using quoted market prices and are classified within Level 1 of the valuation hierarchy.

Available-For-Sale Securities The Company has investments in mutual funds and equity securities that are valued using the market approach with quotations from the NASDAQ stock exchange and two stock exchanges in Japan. As a result, available-for-sale securities are classified within Level 1 of the valuation hierarchy.

Foreign Exchange Forward Contracts As a result of our global operating activities, we are exposed to risks from changes in foreign currency exchange rates, which may adversely affect our financial condition. To manage our exposures and mitigate the impact of currency fluctuations on our financial results, we hedge our primary transactional exposures through the use of foreign exchange forward contracts. The foreign exchange forward contracts are valued using the market approach based on observable market transactions of forward rates and are classified within Level 2 of the valuation hierarchy.

Assets Measured at Fair Value on a Non-recurring Basis

NCR measures certain assets, including intangible assets and cost and equity method investments, at fair value on a non-recurring basis. These assets are recognized at fair value when initially valued and when deemed to be other-than-temporarily impaired. No impairment charges or material non-recurring fair value adjustments were recorded during the three or six months ended June 30, 2010. An impairment charge of \$5 million was recorded in other income and expense in the Condensed Consolidated Statement of Operations during the six months ended June 30, 2009 for the write-down of an equity method investment to its fair value. We measured the fair value through the use of discounted cash flows, which required the use of unobservable inputs, including assumptions on projected revenue, expenses, and earnings, as well as a discount rate determined by management's estimates of the risk profile associated with the equity investment.

12. DEBT OBLIGATIONS

As of June 30, 2010, the Company's long term debt was \$10 million. The Company's long-term debt consists of \$5 million in notes payable originating in the United States and the capital lease obligation described below. The \$5 million in notes payable mature in 2020 and bear interest at a rate of 9.49% per annum.

Industrial Revenue Bond – During 2009, NCR entered into a transaction with the Development Authority of Columbus, Georgia (the Development Authority). The transaction resulted in the issuance of approximately \$5 million in taxable revenue bonds by the Development Authority. The Development Authority used the proceeds to purchase a manufacturing facility consisting of a building and fixtures. NCR and the Development Authority entered into a lease agreement, whose terms provide NCR with a ten year lease of

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

the facility for manufacturing purposes. Under the terms of the lease agreement, the rental payments made by NCR will be utilized by the Development Authority to repay the principal and interest (at a rate of 5%) of the bonds and NCR will have the option of acquiring the facility for a nominal amount at the end of the lease term. Based on the terms of the lease agreement, the transaction was accounted for as a capital lease, which resulted in the capitalization of the purchase price of the facility as an asset and recording of the capital lease obligation as long-term debt.

Revolving Credit Facility – On August 6, 2007, the Company amended and renewed its \$500 million, five-year unsecured revolving credit facility to update certain terms and conditions. This replacement facility contains certain representations and warranties; conditions; affirmative, negative and financial covenants; and events of default customary for such facilities. NCR was in compliance with these covenants as of June 30, 2010. The key financial covenants include a total debt to consolidated EBITDA requirement for the period of four consecutive fiscal quarters not to exceed 3.00 to 1.00 and a minimum cash interest coverage ratio for the period of four consecutive fiscal quarters of not less than 4.00 to 1.00. The credit facility provides a grid-based interest rate that determines the margin charged in addition to the London Interbank Offered Rate (LIBOR) on borrowings. The rate is based on several factors including the credit rating of the Company and the amount of the Company's aggregate borrowings under the facility. As of June 30, 2010, LIBOR margin would have been 42.5 basis points. Additionally, the facility allows a portion of the availability to be used for outstanding letters of credit. As of June 30, 2010 and December 31, 2009, no amount was outstanding under the facility; however, the maximum borrowing available was reduced by \$21 million as a result of NCR's usage of letters of credit.

Fair Value of Debt – The fair value of debt is based on a discounted cash flow model that incorporates a market yield curve based on the Company's credit rating with adjustments for duration. As of June 30, 2010 and December 31, 2009, the fair value of debt was \$13 million and \$16 million, respectively.

13. DERIVATIVES AND HEDGING INSTRUMENTS

NCR is exposed to risks associated with changes in foreign currency exchange rates and interest rates. NCR utilizes a variety of measures to monitor and manage these risks, including the use of derivative financial instruments. NCR has exposure to approximately 50 functional currencies. Due to our global operations, weakness in some of these currencies is sometimes offset by strengths in others. Since a substantial portion of our operations and revenues occur outside the United States (U.S.), and in currencies other than the U.S. Dollar, our results can be significantly impacted, both positively and negatively, by changes in foreign currency exchange rates.

Foreign Currency Exchange Risk

The accounting guidance for derivatives and hedging requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the Condensed Consolidated Balance Sheet. The Company designates foreign exchange contracts as cash flow hedges of forecasted inter-company inventory purchases when they are determined to be highly effective at inception.

Our risk management strategy includes hedging, on behalf of each subsidiary, a portion of our forecasted, non-functional currency denominated cash flows for a period of up to 15 months. As a result, some of the impact of currency fluctuations on non-functional currency denominated transactions (and hence on subsidiary operating income, as stated in the functional currency), is mitigated in the near term. The amount we hedge and the duration of hedge contracts may vary significantly. In the longer term (greater than 15 months), the subsidiaries are still subject to the effect of translating the functional currency results to U.S. Dollars. To manage our exposures and mitigate the impact of currency fluctuations on the operations of our foreign subsidiaries, we hedge our main transactional exposures through the use of foreign exchange forward contracts. This is primarily done through the hedging of foreign currency denominated inter-company inventory purchases by NCR's marketing units and of foreign currency denominated sales by our manufacturing units. As these transactions are firmly committed and forecasted, the related foreign exchange contracts are designated as highly effective cash flow hedges. The gains or losses on these hedges are deferred in AOCI and reclassified to income when the underlying hedged transaction has been completed and is recorded in earnings. The gains or losses from derivative contracts related to inventory purchases are recorded in cost of products when the inventory is sold to an unrelated third party.

We also utilize foreign exchange contracts to hedge our exposure of assets and liabilities denominated in non-functional currencies. We generally recognize the gains and losses on these types of hedges in earnings as exchange rates change. We do not enter into hedges for speculative purposes.

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

Interest Rate Risk

Interest rate risk associated with our borrowings is not considered material to our consolidated financial position, results of operations or cash flows as of June 30, 2010 based on the level of current borrowings and maturity dates. As such, we held no derivative financial instruments related to interest rate risk as of June 30, 2010.

The following tables provide information on the location and amounts of derivative fair values in the Condensed Consolidated Balance Sheet and derivative gains and losses in the Condensed Consolidated Statement of Operations:

In millions	Fair Values of Derivative Instruments					
	Asset Derivatives June 30, 2010			Liability Derivatives June 30, 2010		
	Balance Sheet Location	Notional Amount	Fair Value	Balance Sheet Location	Notional Amount	Fair Value
Derivatives designated as hedging instruments						
Foreign exchange forward contracts	Other assets	\$ 89	\$ 6	Other liabilities	\$ —	\$ —
Total derivatives designated as hedging instruments			<u>\$ 6</u>			<u>\$ —</u>
Derivatives not designated as hedging instruments						
Foreign exchange forward contracts	Other assets	\$ 41	\$ —	Other liabilities	\$ 27	\$ —
Total derivatives not designated as hedging instruments			<u>\$ —</u>			<u>\$ —</u>
Total derivatives			<u>\$ 6</u>			<u>\$ —</u>

In millions	Fair Values of Derivative Instruments					
	Asset Derivatives December 31, 2009			Liability Derivatives December 31, 2009		
	Balance Sheet Location	Notional Amount	Fair Value	Balance Sheet Location	Notional Amount	Fair Value
Derivatives designated as hedging instruments						
Foreign exchange forward contracts	Other assets	\$ —	\$ —	Other liabilities	\$ —	\$ —
Total derivatives designated as hedging instruments			<u>\$ —</u>			<u>\$ —</u>
Derivatives not designated as hedging instruments						
Foreign exchange forward contracts	Other assets	\$ 56	\$ 1	Other liabilities	\$ 53	\$ 1
Total derivatives not designated as hedging instruments			<u>\$ 1</u>			<u>\$ 1</u>
Total derivatives			<u>\$ 1</u>			<u>\$ 1</u>

NCR Corporation

Notes to Condensed Consolidated Financial Statements (Unaudited)—(Continued)

In millions	Amount of Gain Recognized in AOCI on Derivative (Effective Portion)		Location of Gain Reclassified from AOCI into the Condensed Consolidated Statement of Operations (Effective Portion)	Amount of Gain Reclassified from AOCI into the Condensed Consolidated Statement of Operations (Effective Portion)		Location of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	For the three months ended June 30, 2010	For the three months ended June 30, 2009		For the three months ended June 30, 2010	For the three months ended June 30, 2009		For the three months ended June 30, 2010	For the three months ended June 30, 2009
	Derivatives in Cash Flow Hedging Relationships							
Foreign exchange contracts	\$ 4	\$ 1	Cost of Products	\$ 1	\$ 1	Other income (expense)	\$ —	\$ —

In millions	Amount of Gain Recognized in AOCI on Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from AOCI into the Condensed Consolidated Statement of Operations (Effective Portion)	Amount of Gain (Loss) Reclassified from AOCI into the Condensed Consolidated Statement of Operations (Effective Portion)		Location of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	For the six months ended June 30, 2010	For the six months ended June 30, 2009		For the six months ended June 30, 2010	For the six months ended June 30, 2009		For the six months ended June 30, 2010	For the six months ended June 30, 2009
	Derivatives in Cash Flow Hedging Relationships							
Foreign exchange contracts	\$ 5	\$ 5	Cost of Products	\$ 1	\$ (1)	Other income (expense)	\$ —	\$ —

In millions	Location of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations	Amount of Gain (Loss) Recognized in the Condensed Consolidated Statement of Operations			
		For the three months ended June 30, 2010	For the three months ended June 30, 2009	For the six months ended June 30, 2010	For the six months ended June 30, 2009
		Derivatives not Designated as Hedging Instruments			
Foreign exchange contracts	Other income (expense)	\$ 1	\$ (5)	\$ 1	\$ (5)
Foreign exchange contracts	Cost of products	\$ 1	\$ (2)	\$ 1	\$ 6

Concentration of Credit Risk

NCR is potentially subject to concentrations of credit risk on accounts receivable and financial instruments such as hedging instruments and cash and cash equivalents. Credit risk includes the risk of nonperformance by counterparties. The maximum potential loss may exceed the amount recognized on the Condensed Consolidated Balance Sheets. Exposure to credit risk is managed through credit approvals, credit limits, selecting major international financial institutions (as counterparties to hedging transactions) and monitoring procedures. NCR's business often involves large transactions with customers, and if one or more of those customers were to default on its obligations under applicable contractual arrangements, the Company could be exposed to potentially significant losses. However, management believes that the reserves for potential losses are adequate. As of June 30, 2010, NCR did not have any major concentration of credit risk related to financial instruments.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)

Overview

As more fully discussed in later sections of this MD&A, the following were the significant events for the second quarter of 2010:

- Revenue increased 5% from the prior year period;
- Foreign currency fluctuations favorably impacted revenue by 1%; and
- NCR continued to realize the benefits of our cost reduction initiatives.

In the second quarter of 2010, we continued to focus on our strategic initiatives to provide maximum value to our stakeholders. The strategic initiatives and actions we are taking in 2010 are as follows:

- 1) *Gain profitable share* We expect to continue to optimize our investments in demand creation to increase NCR's market share in areas with the greatest potential for profitable revenue growth, which include opportunities in self-service technologies with our core financial services and retail customers. We intend to expand and strengthen our geographic presence and sales coverage in addition to penetrating adjacent single and multi-channel self-service solution segments.
- 2) *Expand into emerging growth industry segments* The Company expects to continue to focus on broadening the scope of our self-service solutions from our existing customers to expand these solution offerings to customers in newer industry-vertical markets including: travel and gaming, healthcare, and entertainment. We expect to grow our business in these industries through integrated service offerings in addition to targeted acquisitions and strategic partnerships. Additionally, we have continued the expansion of our network of DVD-rental kiosks to achieve our targeted roll-out goals.
- 3) *Build the lowest cost structure in our industry* The Company is continuing to focus on increasing the efficiency and effectiveness of our core functions and the productivity of our employees.
- 4) *Enhance our global service capability* The Company continues to execute various initiatives to enhance its global service capability. We will continue to focus on improving our service positioning, increasing our service attach rates for our products and continue to improve profitability in our services business. Our service capability can provide us a competitive advantage in winning customers and it provides NCR with a more attractive and stable revenue source.
- 5) *Innovation and our people.* NCR is committed to solution innovation across all customer industries. Our focus on innovation will be enhanced by the integration of NCR Services into the customer industry solutions, as well as a model to apply best practices across all industries through one centralized research and development organization and one business decision support function. Innovation is also driven through investments in training and developing our employees by taking advantage of our new world-class training centers. We expect that these steps and investments will accelerate the delivery of new innovative solutions focused on the needs of our customers and changes in consumer behavior.

We expect to continue with these initiatives for the remainder of 2010 and beyond, as we refine our business model and position the Company for growth and profitability.

[Table of Contents](#)**Results from Operations****Three Months Ended June 30, 2010 Compared to Three Months Ended June 30, 2009**

The following table shows our results for the three months ended June 30:

In millions	Three months ended June 30	
	2010	2009
Revenue	\$ 1,177	\$ 1,124
Gross margin	\$ 241	\$ 229
Gross margin as a percentage of revenue	20.5%	20.4%
Operating expenses		
Selling, general and administrative expenses	\$ 171	\$ 156
Research and development expenses	39	34
Income from operations	\$ 31	\$ 39

The following table shows our revenues and gross margins from products and services for the three months ended June 30:

In millions	Three months ended June 30	
	2010	2009
Product revenue	\$ 587	\$ 540
Cost of products	463	423
Product gross margin	\$ 124	\$ 117
Product gross margin as a percentage of revenue	21.1%	21.7%
Services revenue	\$ 590	\$ 584
Cost of services	473	472
Services gross margin	\$ 117	\$ 112
Services gross margin as a percentage of revenue	19.8%	19.2%

Revenue

Revenue increased 5% from the second quarter of 2009 due to growth of the entertainment DVD kiosk business coupled with higher volumes for both product sales and services revenue across the financial services and retail and hospitality industries. The effects of foreign currency fluctuations provided a 1% favorable impact to revenue. In the second quarter of 2010, our product revenue and services revenue increased 9% and 1%, respectively, as compared to the second quarter of 2009. The increase in product revenue was attributable to an increase in sales due to growth of the entertainment business coupled with increases in sales volumes in Europe and Caribbean and Latin America. These increases were partially offset by slightly lower volumes in North America, Middle East and Africa, and Asia Pacific. The increase in services revenue was primarily due to an increase in professional and installation-related services in Europe and Japan.

Gross Margin

Gross margin as a percentage of revenue in the second quarter of 2010 was 20.5% compared to 20.4% in the second quarter of 2009. Product gross margin of 21.1% in the second quarter of 2010 declined 0.6 percentage points from 21.7% in the second quarter of 2009. The decline in product gross margin was due to losses incurred in the entertainment business and higher pension costs. Excluding these items, product gross margin benefited from a more favorable product mix. Services gross margin increased to 19.8% for the second quarter of 2010 from 19.2% in the second quarter of 2009, but was negatively impacted by \$4 million in higher pension expense, or 1.0% as a percentage of services revenue. After considering the effect of pension expense, the increase in services gross margin was due to lower labor and service delivery costs from reduced headcount and continued focus on overall cost containment.

Effects of Pension, Postemployment, and Postretirement Benefit Plans

Gross margin and operating expenses for the three months ended June 30, 2010 and 2009 were impacted by certain employee benefit plans as shown below:

In millions	Three months ended	
	June 30	
	2010	2009
Pension expense	\$ 50	\$ 39
Postemployment expense	13	11
Postretirement benefit	(1)	(1)
Total expense	<u>\$ 62</u>	<u>\$ 49</u>

During the three months ended June 30, 2010, NCR incurred \$50 million of pension expense compared to \$39 million in the second quarter of 2009. The increase was due to increased actuarial loss amortization due to lower discount rates and the loss on invested plan assets that we experienced in 2008.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$171 million in the second quarter of 2010 as compared to \$156 million in the second quarter of 2009. As a percentage of revenue, these expenses were 14.5% in the second quarter of 2010 compared to 13.9% in the second quarter of 2009. Pension costs included in selling, general, and administrative expenses were \$16 million in the second quarter of 2010 as compared to \$12 million in the second quarter of 2009. After considering the effect of higher pension costs, the increase is due to higher incentive compensation costs, as well as \$7 million of incremental costs related to the relocation of the Company's global headquarters.

Research and Development Expenses

Research and development expenses were \$39 million in the second quarter of 2010 as compared to \$34 million in the second quarter of 2009. As a percentage of revenue, these costs were 3.3% in the second quarter of 2010 compared to 3.0% in the second quarter of 2009. Pension costs included in research and development expenses were \$6 million in the second quarter of 2010 as compared to \$4 million in the second quarter of 2009. After considering the effect of pension costs, research and development expenses remained consistent as a percentage of revenue even with higher incentive compensation costs during the second quarter of 2010.

Interest and Other Income Items

Interest expense was zero in the second quarter of 2010 compared to \$5 million in the second quarter of 2009. The decrease was due to the repayment of the senior unsecured notes in June 2009.

Provision for Income Taxes

Income tax provisions for interim (quarterly) periods are based on estimated annual income tax rates calculated separately from the effect of significant or unusual items. The effective tax rate for the three months ended June 30, 2010 was 35% as compared to an effective tax rate of 38% for the three months ended June 30, 2009. The effective tax rates were driven by the mix of jurisdictions with income and losses and accruals related to uncertain tax positions.

NCR is subject to numerous federal, state and foreign audits. While NCR believes that appropriate reserves exist for issues that might arise from these audits, should these audits be settled, the resulting tax effect could impact the tax provision and cash flows in future periods.

Income from Discontinued Operations

During the second quarter of 2010, the Company revised its presentation of costs and insurance recoveries related to certain environmental obligations, including the Fox River matter, and now classifies those items as discontinued operations in the Condensed Consolidated Statement of Operations. Such costs and insurance recoveries were previously classified in Other income, net. During the second quarter of 2010 and 2009, NCR settled Fox River related insurance claims with insurance carriers, resulting in income from discontinued operations of \$11 million, net of tax and \$3 million, net of tax, respectively.

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Revenue and Gross Margin by Segment

NCR's products, services, and solutions enable our customers to connect, interact and transact with their customers and include: ATM hardware and software, traditional point-of-sale (POS) and self checkout solutions; self-service kiosk solutions; business consumables; solutions that digitally capture, process and retain item-based transactions; maintenance of NCR solutions; consulting, installation, implementation, and customer support services; as well as the maintenance and sale of third-party products and services. NCR manages its businesses on a functional geographic model and as a result, the Company reports on the following segments:

- Americas;
- Europe, Middle East and Africa (EMEA); and
- Asia Pacific and Japan (APJ).

Each of these segments derives its revenues by selling products and services to the financial services, retail and hospitality, travel and gaming and healthcare industries. The Americas region also serves the entertainment industry. In addition, each segment sells products and services across the entire NCR product and service portfolio within their geography.

Segments are measured for profitability by the Company's chief operating decision maker based on revenue and segment gross margin. For purposes of discussing our operating results by segment, we exclude the impact of certain items (described below) from segment gross margin, consistent with the manner by which management reviews each segment, evaluates performance, and reports our segment results under accounting principles generally accepted in the United States of America (otherwise known as GAAP). This format is useful to investors because it allows analysis and comparability of operating trends. It also includes the same information that is used by NCR management to make decisions regarding the segments and to assess our financial performance.

The effect of pension expense on segment gross margin, which was \$28 million in the second quarter of 2010 and \$23 million in the second quarter of 2009, has been excluded from the gross margin for each reporting segment presented below. Our segment results are reconciled to total Company results reported under GAAP in Note 10, "Segment Information and Concentrations" of the Notes to Condensed Consolidated Financial Statements.

In the segment discussions below, we have disclosed the impact of foreign currency fluctuations as it relates to our segment revenue due to its significance during the quarter.

Americas Segment

The following table presents the Americas revenue and segment gross margin for the three months ended June 30:

In millions	Three months ended	
	June 30	
	2010	2009
Revenue	\$ 515	\$ 505
Gross margin	\$ 117	\$ 100
Gross margin as a percentage of revenue	22.7%	19.8%

Americas segment revenue increased 2% during the second quarter of 2010 as compared to the second quarter of 2009. Revenue growth generated from the emerging entertainment business coupled with higher volumes of product and service offerings within the retail and hospitality industry was offset by lower volumes within the financial services industry. Foreign currency fluctuations favorably impacted the quarter-over-quarter revenue comparison by 2%.

Gross margin as a percentage of revenue increased 2.9 percentage points in the second quarter of 2010 as compared to the second quarter of 2009. The improvement in the Americas gross margin was primarily due to an improved mix of higher value product and service offerings within the financial services and retail and hospitality industries. This improvement was partially offset by losses generated from the entertainment business and higher incentive compensation costs.

[Table of Contents](#)**Europe, Middle East & Africa (EMEA) Segment**

The following table presents EMEA revenue and segment gross margin for the three months ended June 30:

In millions	Three months ended June 30	
	2010	2009
Revenue	\$ 421	\$ 384
Gross margin	\$ 96	\$ 97
Gross margin as a percentage of revenue	22.8%	25.3%

EMEA segment revenue increased 10% during the second quarter of 2010 as compared to the second quarter of 2009. The increase in revenue was driven by higher volumes of product and services offerings within the financial services and retail and hospitality industries in Europe offset slightly by lower volumes in the Middle East & Africa. Foreign currency fluctuations negatively impacted the quarter-over-quarter revenue comparison by 4%.

Gross margin as a percentage of revenue decreased 2.5 percentage points in the second quarter of 2010 as compared to the second quarter of 2009. The decrease in gross margin was due to an unfavorable sales mix in product and service offerings, mainly in Europe.

Asia Pacific & Japan (APJ) Segment

The following table presents APJ's revenue and segment gross margin for the three months ended June 30:

In millions	Three months ended June 30	
	2010	2009
Revenue	\$ 241	\$ 235
Gross margin	\$ 56	\$ 55
Gross margin as a percentage of revenue	23.2%	23.4%

APJ revenue increased 3% during the second quarter of 2010 as compared to the second quarter of 2009. The increase in revenue was driven by higher product volumes in the retail and hospitality industry in Japan and higher services revenue in the retail and hospitality industry across the region. These increases were offset by declines in product volumes in the financial services industry across the region. Foreign currency fluctuations favorably impacted the quarter-over-quarter revenue comparison by 6%.

Gross margin as a percentage of revenue decreased 0.2 percentage points in the second quarter of 2010 as compared to the second quarter of 2009. Gross margin was negatively impacted by an unfavorable sales mix across the region in comparison to the second quarter of 2009.

[Table of Contents](#)***Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009***

The following table shows our results for the six months ended June 30:

In millions	Six months ended June 30	
	2010	2009
Revenue	\$ 2,206	\$ 2,132
Gross margin	\$ 432	\$ 413
Gross margin as a percentage of revenue	19.6%	19.4%
Operating expenses		
Selling, general and administrative expenses	\$ 341	\$ 315
Research and development expenses	78	69
Income from operations	\$ 13	\$ 29

The following table shows our revenues and gross margins from products and services, respectively, for the six months ended June 30:

In millions	Six months ended June 30	
	2010	2009
Product revenue	\$ 1,055	\$ 998
Cost of products	846	793
Product gross margin	\$ 209	\$ 205
Product gross margin as a percentage of revenue	19.8%	20.5%
Services revenue	\$ 1,151	\$ 1,134
Cost of services	928	926
Services gross margin	\$ 223	\$ 208
Services gross margin as a percentage of revenue	19.4%	18.3%

Revenue

Revenue increased 3% for the six months ended June 30, 2010 as compared to the six months ended June 30, 2009 due to increases across all three of our geographic segments. The effects of foreign currency fluctuations had a 3% favorable impact on revenue. In the six months ended June 30, 2010, product sales increased 6% and services revenue increased 1% as compared to the six months ended June 30, 2009. The increase in product revenue was primarily due to growth of the entertainment business coupled with increases in sales volumes in Europe and Japan. The increase in services revenue is primarily attributable to increases in the EMEA region, offset by declines in the Americas region.

Gross Margin

Gross margin as a percentage of revenue for the six months ended June 30, 2010 was 19.6% compared to 19.4% for the six months ended June 30, 2009. Product gross margin of 19.8% for the six months ended June 30, 2010 declined 0.7 percentage points from 20.5% for the same period in 2009. The decline in the product gross margin was primarily due to losses incurred in the entertainment business and higher pension costs. Excluding these items, product gross margin benefited from a more favorable product mix. Services gross margin increased 1.1 percentage points to 19.4% for the six months ended June 30, 2010 from 18.3% for the six months ended June 30, 2009 which was negatively impacted by \$12 million in higher pension costs, or 1% as a percentage of services revenue. After considering the effect of pension expense, the improvement in gross margin is consistent with the Company's cost reduction initiatives that allowed higher revenues to be spread over a lower base of labor and service delivery costs.

Effects of Pension, Postemployment, and Postretirement Benefit Plans

Gross margin and operating expenses for the six months ended June 30, 2010 and 2009 were impacted by certain employee benefit plans as shown below:

In millions	Six months ended June 30	
	2010	2009
Pension expense	\$ 106	\$ 77
Postemployment expense	25	22
Postretirement benefit	(2)	(2)
Total expense	\$ 129	\$ 97

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During the six months ended June 30, 2010, NCR incurred \$106 million of pension expense compared to \$77 million in the six months ended June 30, 2009. The increase in pension expense was primarily due to lower expected return on plan assets and increased actuarial loss amortization due to the loss on invested plan assets that we experienced in 2008.

In May 2009, NCR completed a consultation process with employee representatives, which was required to freeze the benefits in one of our United Kingdom defined benefit plans, effective July 1, 2009. This action was accounted for as a curtailment and as such, the actuarial liability associated with the plan was re-measured as of May 31, 2009. As a result, the prepaid pension asset and accumulated other comprehensive income were reduced by \$85 million. This curtailment did not have a material impact on earnings in the six months ended June 30, 2009.

Selling, General and Administrative Expenses

Selling, general, and administrative expenses were \$341 million in the six months ended June 30, 2010 as compared to \$315 million in the six months ended June 30, 2009. As a percentage of revenue, these expenses were 15.5% of revenue in the first six months of 2010 compared to 14.8% in the first six months of 2009. Pension expense was \$34 million in 2010 as compared to \$25 million in 2009. After considering the effect of higher pension costs, the increase is due to higher incentive compensation costs, a full six months of sales and marketing expenses related to the entertainment business in 2010 as well as \$12 million of incremental costs related to the relocation of the Company's global headquarters.

Research and Development Expenses

Research and development expenses were \$78 million in the six months ended June 30, 2010 as compared to \$69 million in the six months ended June 30, 2009. Research and development expenses as a percentage of revenue were 3.5% in the first six months of 2010 and 3.2% in the first six months of 2009. Pension expense was \$14 million in 2010 compared to \$8 million in 2009. After considering the effect of pension costs, research and development expenses remained consistent as a percentage of revenue.

Interest and Other Income Items

Interest expense was \$1 million in the six months ended June 30, 2010 compared to \$10 million in the six months ended June 30, 2009. The decrease was due to the repayment of the senior unsecured notes in June 2009.

Other income, net was \$1 million in the six months ended June 30, 2010 compared to other expense, net of \$4 million in the six months ended June 30, 2009. The increase was due to an impairment charge of \$5 million related to an equity method investment recorded in the six months ended June 30, 2009 that was not recurring in the most recent period.

Provision for Income Taxes

Income tax provisions for interim (quarterly) periods are based on estimated annual income tax rates calculated separately from the effect of significant infrequent or unusual items. The effective tax rate in the first six months of 2010 was 77% as compared to 73% in the first six months of 2009. The high effective income tax rate for the six months ended June 30, 2010 and 2009 was primarily driven by the mix of jurisdictions with income and losses as well as accruals related to uncertain tax positions. The full year 2010 effective income tax rate is expected to be 27%.

NCR is subject to numerous U.S. and foreign audits. While NCR believes that appropriate reserves exist for issues that might arise from these audits, should these audits be settled, the resulting tax effect could impact the tax provision and cash flows in future periods.

Income from Discontinued Operations

During the second quarter of 2010, the Company revised its presentation of costs and insurance recoveries related to certain environmental obligations, including the Fox River matter, and now classifies those items as discontinued operations in the Condensed Consolidated Statement of Operations. Such costs and insurance recoveries were previously classified in Other income, net. During the six months ended June 30, 2010 and 2009, NCR settled Fox River related insurance claims with insurance carriers, resulting in income from discontinued operations of \$11 million, net of tax and \$6 million, net of tax, respectively.

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Revenue and Gross Margin by Segment

The description of our operating segments and the exclusion of certain items is discussed in this MD&A under “Revenue and Gross Margin by Segment” for the three months ended June 30, 2010 compared to the three months ended June 30, 2009.

The effect of pension expense on segment gross margin, which was \$58 million in the first six months of 2010 and \$44 million in the first six months of 2009, has been excluded from the gross margin for each reporting segment presented below. Our segment results are reconciled to total Company results reported under accounting principles generally accepted in the United States of America (otherwise known as GAAP) in Note 10, “Segment Information and Concentrations” of the Notes to Condensed Consolidated Financial Statements.

In the segment discussions below, we have disclosed the impact of foreign currency fluctuations as it relates to our segment revenue due to its significance during the six month period.

Americas Segment

The following table presents the Americas revenue and segment gross margin for the six months ended June 30:

In millions	Six months ended June 30	
	2010	2009
Revenue	\$ 979	\$ 964
Gross margin	\$ 211	\$ 180
Gross margin as a percentage of revenue	21.6%	18.7%

Americas segment revenue increased 2% during the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. Revenue growth generated from the emerging entertainment business was offset by lower volumes of product and services offerings within the financial services and retail and hospitality industries. Foreign currency fluctuations favorably impacted the year-over-year revenue comparison by 2%.

Gross margin as a percentage of revenue increased 2.9 percentage points in the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. The improvement in the Americas gross margin was primarily due to an improved mix of higher value product and service offerings across customers in the financial services and retail and hospitality industries. This improvement was partially offset by losses generated from the entertainment industry and higher incentive compensation costs.

Europe, Middle East & Africa (EMEA) Segment

The following table presents EMEA revenue and segment gross margin for the six months ended June 30:

In millions	Six months ended June 30	
	2010	2009
Revenue	\$ 784	\$ 770
Gross margin	\$ 184	\$ 189
Gross margin as a percentage of revenue	23.5%	24.5%

EMEA segment revenue increased 2% during the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. The increase in revenue was primarily driven by increased volumes of product and services within the financial services and retail and hospitality industries in Europe offset slightly by lower volumes in Middle East & Africa. Foreign currency fluctuations favorably impacted the year-over-year revenue comparison by 1%.

Gross margin as a percentage of revenue decreased 1.0 percentage point in the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. The decrease in gross margin is due to an unfavorable sales mix in product and service offerings, mainly in Europe.

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Asia Pacific & Japan (APJ) Segment

The following table presents APJ's revenue and segment gross margin for the six months ended June 30:

In millions	Six months ended June 30	
	2010	2009
Revenue	\$ 443	\$ 398
Gross margin	\$ 95	\$ 88
Gross margin as a percentage of revenue	21.4%	22.1%

APJ revenue increased 11% during the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. As further discussed in Note 1, "Basis of Presentation," of the Notes to the Condensed Consolidated Financial Statements, in 2009, we recorded adjustments to decrease product revenue by \$10 million and cost of products by \$7 million, which resulted in a net decrease in gross margin of \$3 million. The adjustments related to revenue incorrectly recognized during 2008 by the Company's Japanese subsidiary. After considering the effect of the adjustments, the increase in revenue was primarily driven by increases in product volumes, mainly in Japan, India and China. Foreign currency fluctuations favorably impacted the year-over-year revenue comparison by 8%.

Gross margin as a percentage of revenue decreased 0.7 percentage points in the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. Gross margin was negatively impacted by an unfavorable sales mix across the region.

Financial Condition, Liquidity, and Capital Resources

In the six months ended June 30, 2010, cash provided by operating activities increased \$18 million in comparison to the six months ended June 30, 2009 due to movements in working capital.

NCR's management uses a non-GAAP measure called "free cash flow," which we define as net cash provided by (used in) operating activities and cash provided by (used in) discontinued operations related to the Fox River environmental matter, less capital expenditures for property, plant and equipment, and additions to capitalized software, to assess the financial performance of the Company. Free cash flow does not have a uniform definition under GAAP and therefore, NCR's definition may differ from other companies' definitions of this measure. The components used to calculate free cash flow are GAAP measures that are taken directly from the Condensed Consolidated Statements of Cash Flows. We believe free cash flow information is useful for investors because it relates the operating cash flows from the Company's continuing and discontinued operations to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash available after capital expenditures for, among other things, investments in the Company's existing businesses, strategic acquisitions, repurchase of NCR stock and repayment of debt obligations. Free cash flow does not represent the residual cash flow available for discretionary expenditures, since there may be other non-discretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP. The table below shows net cash provided by operating activities and capital expenditures for the six months ended June 30:

In millions	2010	2009
Net cash provided by operating activities	\$ 109	\$ 91
Less: Expenditures for property, plant and equipment, net of grant reimbursements	(76)	(29)
Less: Additions to capitalized software	(28)	(32)
Net cash used in discontinued operations (related to the Fox River environmental matter)	—	(26)
Free cash flow	\$ 5	\$ 4

Planned expenditures related to investments in the entertainment industry led to the increase in net capital expenditures. During the second quarter of 2010, the Company revised its presentation of costs and insurance recoveries related to certain environmental obligations, including the Fox River matter, and now classifies those items as discontinued operations in the Condensed Consolidated Statement of Cash Flows. Such costs and insurance recoveries were previously classified in Net cash provided by operating activities. During the six months ended June 30, 2010, the insurance recoveries received were offset by remediation payments and during the six months ended June 30, 2009, the net cash outflow related to the Company's initial funding of the limited liability company partially offset by insurance recoveries. These movements resulted in a \$1 million increase in free cash flow in the six months ended June 30, 2010 compared to the six months ended June 30, 2009.

Financing activities and certain other investing activities are not included in our calculation of free cash flow. Our financing activities for the six months ended June 30, 2010 consisted of the repayment of \$4 million in short-term borrowings as well as cash inflows from employee stock plans of \$3 million. Our financing activities for the six months ended June 30, 2009 included the repayment of \$300 million of senior unsecured notes.

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As of June 30, 2010, our cash and cash equivalents totaled \$447 million and our long-term debt was \$10 million. Our ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures, and other business and risk factors described in Item 1A of Part I of the Company's 2009 Annual Report on Form 10-K. If we are unable to generate sufficient cash flows from operations, or otherwise comply with the terms of our credit facilities, we may be required to seek additional financing alternatives. In addition, as described in Note 6, "Employee Benefit Plans," of the Notes to the Condensed Consolidated Financial Statements, we expect to make pension, postemployment, and postretirement plan contributions of approximately \$171 million in 2010. During the first quarter of 2010, the Company completed a comprehensive analysis of its capital allocation strategy, with specific focus on its approach to pension management. As a result of this analysis, the Company plans to substantially reduce future volatility in the value of assets held by the U.S. pension plan by rebalancing the asset allocation to a portfolio of entirely fixed income assets by the end of 2012. We believe that we have sufficient liquidity based on our current cash position, cash flows from operations and existing financing to meet our expected pension, postemployment, and postretirement plan contributions, remediation payments related to the Fox River environmental matter and our operating requirements for the next twelve months.

Contractual and Other Commercial Commitments: There have been no significant changes in our contractual and other commercial commitments as described in our Form 10-K for the year ended December 31, 2009.

The Company's uncertain tax positions are not expected to have a significant impact on liquidity or sources and uses of capital resources. Our product warranties are discussed in Note 7, "Commitments and Contingencies," of Notes to Condensed Consolidated Financial Statements.

Critical Accounting Policies and Estimates

Management has reassessed the critical accounting policies as disclosed in our 2009 Form 10-K and determined that changes to our critical accounting policies in the six months ended June 30, 2010 were limited to the presentation of discontinued operations described in Note 1 of the Notes to the Condensed Consolidated Financial Statements. Also, there were no significant changes in our estimates associated with those policies. See Note 7, "Commitments and Contingencies," of Notes to Condensed Consolidated Financial Statements for an update relating to the reserve for the Fox River environmental matter.

New Accounting Pronouncements

See discussion in Note 3, "New Accounting Pronouncements," of Notes to Condensed Consolidated Financial Statements for new accounting pronouncements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, including changes in foreign currency exchange rates and interest rates. We use a variety of measures to monitor and manage these risks, including derivative financial instruments. Since a substantial portion of our operations and revenue occurs outside the United States, and in currencies other than the U.S. Dollar, our results can be significantly impacted by changes in foreign currency exchange rates. To manage our exposures and mitigate the impact of currency fluctuations on the operations of our foreign subsidiaries, we hedge our main transactional exposures through the use of foreign exchange forward contracts. This is primarily done through the hedging of foreign currency denominated inter-company inventory purchases by the marketing units and of foreign currency denominated inventory sales by the manufacturing units. All of these transactions are firmly committed or forecasted. These foreign exchange contracts are designated as highly effective cash flow hedges. The gains or losses are deferred in accumulated other comprehensive income and recognized in the determination of income when the underlying hedged transaction impacts earnings. As we hedge inventory purchases, the ultimate gain or loss from the derivative contract is recorded in cost of products when the inventory is sold to an unrelated third party.

We have exposure to approximately 50 functional currencies. Due to our global operations, weaknesses in some of these currencies are sometimes offset by strengths in others. The U.S. Dollar was weaker in the second quarter of 2010 compared to the second quarter of 2009 based on comparable weighted averages for our functional currencies. This had a favorable impact of 1% on second quarter 2010 revenue versus second quarter 2009 revenue. This excludes the effects of our hedging activities and, therefore, does not reflect the actual impact of fluctuations in exchange rates on our operating income.

Our strategy is to hedge, on behalf of each subsidiary, a portion of our non-functional currency denominated cash flows for a period of up to 15 months. As a result, some of the impact of currency fluctuations on non-functional currency denominated transactions (and hence on subsidiary operating income, as stated in the functional currency) is mitigated in the near term. The amount we hedge and the length of time hedge contracts are entered into may vary significantly. In the longer term (longer than the hedging period of up to 15 months), the subsidiaries are still subject to the impacts of foreign currency fluctuations. In addition, the subsidiary results are still subject to any impact of translating the functional currency results to U.S. Dollars. When hedging certain foreign currency transactions

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of a long-term investment nature (net investments in foreign operations), the gains and losses are recorded in the currency translation adjustment component of stockholders' equity. Gains and losses on other foreign exchange contracts are recognized in earnings as exchange rates change.

For purposes of potential risk analysis, we use sensitivity analysis to quantify potential impacts that market rate changes may have on the fair values of our hedge portfolio related to firmly committed or forecasted transactions. The sensitivity analysis represents the hypothetical changes in value of the hedge position and does not reflect the related gain or loss on the forecasted underlying transaction. A 10% appreciation or depreciation in the value of the U.S. Dollar against foreign currencies from the prevailing market rates would result in a corresponding increase or decrease of \$14 million as of June 30, 2010 in the fair value of the hedge portfolio.

Our cash and cash equivalents are not subject to significant interest rate risk due to the short maturities of these instruments. As of June 30, 2010, the carrying value of our cash and cash equivalents approximated fair value.

The interest rate risk associated with our borrowing and investing activities as of June 30, 2010 was not material in relation to our consolidated financial position, results of operations or cash flows.

We utilize non-exchange traded financial instruments, such as foreign exchange forward contracts that we purchase exclusively from highly rated financial institutions. We record these contracts on our balance sheet at fair market value based upon market price quotations from the financial institutions. We do not enter into non-exchange traded contracts that require the use of fair value estimation techniques, but if we did, they could have a material impact on our financial results. Also, we do not enter into hedges for speculative purposes.

We are potentially subject to concentrations of credit risk on accounts receivable and financial instruments, such as hedging instruments and cash and cash equivalents. Credit risk includes the risk of nonperformance by counterparties. The maximum potential loss may exceed the amount recognized on the balance sheet. Exposure to credit risk is managed through credit approvals, credit limits, selecting major international financial institutions (as counterparties to hedging transactions) and monitoring procedures. Our business often involves large transactions with customers for which we do not require collateral. If one or more of those customers were to default in its obligations under applicable contractual arrangements, we could be exposed to potentially significant losses. Moreover, a prolonged downturn in the global economy could have an adverse impact on the ability of our customers to pay their obligations on a timely basis. We believe that the reserves for potential losses are adequate. As of June 30, 2010, we did not have any major concentration of credit risk related to financial instruments.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

NCR has established disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the Exchange Act)) to ensure that information required to be disclosed by NCR 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 SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by NCR in the reports that it files or submits under the Exchange Act is accumulated and communicated to NCR's management, including its Chief Executive and Chief Financial Officers, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation as of the end of the second quarter of 2010, conducted under their supervision and with the participation of management, the Company's Chief Executive and Chief Financial Officers have concluded that NCR's disclosure controls and procedures are effective to meet such objectives and that NCR's disclosure controls and procedures adequately alert them on a timely basis to material information relating to the Company (including its consolidated subsidiaries) required to be included in NCR's Exchange Act filings.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the six months ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1. LEGAL PROCEEDINGS

The information required by this item is included in Note 7 of Notes to Condensed Consolidated Financial Statements of this quarterly report and is incorporated herein by reference.

Item 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A of the Form 10-K for the fiscal year ended December 31, 2009.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the six months ended June 30, 2010, the Company did not repurchase any shares of its common stock. As of June 30, 2010, the Company had a total remaining authorization of approximately \$40 million under the 1999 and 2000 Board of Directors share repurchase programs. On July 28, 2010, the Company's Board of Directors authorized the repurchase of an additional \$210 million of outstanding common stock under the 1999 Board of Directors share repurchase program. See "Evaluation of Subsequent Events" in Note 1 of the Notes to the Condensed Consolidated Financial Statements.

The Company occasionally purchases vested restricted stock shares from Section 16 officers at the current market price to cover their withholding taxes. For the six months ended June 30, 2010, 83,166 shares were purchased at an average price of \$12.81 per share.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. [RESERVED]

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

- 3.1 Articles of Amendment and Restatement of NCR Corporation as amended May 14, 1999 (incorporated by reference to Exhibit 3.1 from the NCR Corporation Form 10-Q for the period ended June 30, 1999).
- 3.2 Bylaws of NCR Corporation, as amended and restated on January 28, 2009 (incorporated by reference to exhibit 3(ii) to the NCR Corporation Current Report on Form 8-K filed February 2, 2009).
- 4.1 Common Stock Certificate of NCR Corporation (incorporated by reference to Exhibit 4.1 from the NCR Corporation Annual Report on Form 10-K for the year ended December 31, 1999).
- 4.2 Preferred Share Purchase Rights Plan of NCR Corporation, dated as of December 31, 1996, by and between NCR Corporation and The First National Bank of Boston (incorporated by reference to Exhibit 4.2 from the NCR Corporation Annual Report on Form 10-K for the year ended December 31, 1996).
- 4.3 NCR Corporation hereby agrees to furnish the Securities and Exchange Commission, upon its request, a copy of any instrument which defines the rights of holders of long-term debt of NCR Corporation and all of its subsidiaries for which consolidated or unconsolidated financial statements are required to be filed, and which does not exceed 10% of the total assets of NCR Corporation and its subsidiaries on a consolidated basis.
- 4.4 Indenture, dated as of June 1, 2002, between NCR Corporation and The Bank of New York (incorporated by reference to Exhibit 4.4 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).
- 10.1 NCR Director Compensation Program Effective April 27, 2010
- 10.2 Form of 2010 Stock Director Option Grant Statement
- 10.3 Form of 2010 Director Restricted Stock Unit Grant Statement

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31.1	Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, dated July 31, 2010.
31.2	Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, dated July 31, 2010.
32	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated July 31, 2010.
101	Financials in XBRL Format.

SIGNATURES

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

NCR CORPORATION

Date: July 31, 2010

By: _____ /s/ Robert Fishman
Robert Fishman
Senior Vice President and Chief Financial Officer

NCR DIRECTOR COMPENSATION PROGRAM**Effective April 27, 2010**

PREAMBLE

This NCR Director Compensation Program (“Program”) is adopted effective April 27, 2010, and replaces the NCR Director Compensation Program adopted by the Committee on Directors and Governance effective April 21, 2009.

The Program is approved and adopted by the Committee on Directors and Governance of the Board of Directors (the “Board”) of NCR Corporation (“Company”), as designated by the Board pursuant to its authority under Section 2 of the NCR Corporation 2006 Stock Incentive Plan, as amended, to grant stock and other stock-based awards to non-employee directors and to determine the terms and conditions of such awards.

The Program is intended to provide competitive remuneration to individuals serving as non-employee members of the Board (each, a “Director”), and to align the interests of the Directors with the interests of the Company’s stockholders.

ARTICLE I

Definitions

- 1.1 Committee means the Committee on Directors and Governance of the Board of Directors of NCR Corporation.
- 1.2 Common Stock means the common stock of NCR Corporation, par value \$.01 per share.
- 1.3 Company means NCR Corporation, a Maryland corporation.
- 1.4 Deferred Stock Award means the annual retainer and/or meeting fees, if any, elected by a Participant to be deferred as set forth in ARTICLE III.
- 1.5 Deferred Stock Grant means the initial, annual or mid-year equity grants, if any, elected by a Participant to be deferred as set forth in ARTICLE IV.
- 1.6 Director means a member of the Board of Directors of NCR Corporation who is not an employee of the Company.
- 1.7 Fair Market Value of a share of Common Stock as of a specified date means, unless otherwise determined by the Committee, the closing price of a share of Common Stock on the New York Stock Exchange or such other securities exchange as may at the applicable time be the principal market for the Common Stock (the “Applicable

Exchange”) on the trading date, or if shares of Common Stock were not traded on the Applicable Exchange on the trading date, then on the immediately preceding date on which shares of Common Stock were traded, all as reported by such source as the Committee may select. If the Common Stock is not listed on a national securities exchange, Fair Market Value shall be determined by the Committee in its good faith discretion.

- 1.8 Participant means a Director, and any former Director entitled to payment of a benefit from the Program.
- 1.9 Restricted Stock means actual shares of Common Stock bearing restrictions or conditions and issued to a Director pursuant to the Stock Incentive Plan.
- 1.10 Restricted Stock Units means awards denominated in shares of Common Stock that will be settled in an amount in cash, shares of Common Stock, or both, as designated in a Director’s individual award statement or agreement, based upon the Fair Market Value of a specified number of shares of Common Stock.
- 1.11 Stock Incentive Plan means the NCR Corporation 2006 Stock Incentive Plan, adopted effective as of April 26, 2006, as amended.
- 1.12 Year of Service means the approximately 12 month period beginning on the date of an annual stockholders’ meeting of the Company and ending on the day before the Company’s annual stockholders’ meeting of the next following year, during which an individual serves as a Director.

ARTICLE II

Compensation

- 2.1 Annual Compensation. A Director will receive the compensation described in Sections 2.2 through 2.5 below, as determined by the Committee in its discretion, based on review of competitive data.
- 2.2 Annual Retainer. For each Year of Service, a Director will receive an annual retainer as determined by the Committee, which may include an additional retainer amount for Committee Chairs and members who serve on the Audit Committee. A Director may elect to receive the retainer in cash, in Common Stock, or as a Deferred Stock Award, as described in ARTICLE III. If no election is made, the retainer will be paid in cash. If paid in cash or Common Stock, payment of 25% of the annual amount will be made on June 30, September 30, December 31, and March 31, provided the individual is serving as a Director on such dates. If the individual is not serving as a Director on any such date, the remaining amount of the retainer shall be forfeited.

If paid in Common Stock, the number of shares of Common Stock to be paid shall be determined by dividing the cash amount of the retainer due to the Director by the

Fair Market Value of the Common Stock on the date the payment is due, rounding up to the next whole share.

- 2.3 Meeting Fees. The Committee may determine that Directors will receive a meeting fee for each meeting attended, and may determine that Committee Chairs will determine whether a particular special meeting is subject to a meeting fee. Meeting fees, if any, will be paid quarterly at the same time as the retainer, for meetings attended in the immediately preceding quarter, and may be paid in cash, Common Stock or as a Deferred Stock Award as provided in Article III.
- 2.4 Initial Stock Grant. On the date of first election to the Board, each Director will receive an initial equity grant under the Stock Incentive Plan, effective as of the date to be determined by the Board, of a number of whole shares of Restricted Stock or Restricted Stock Units as determined by the Committee in its discretion. The Committee may determine that the shares or units will be forfeited if the Director ceases to serve as a director during a restriction period determined by the Committee. If such grant is made in the form of Restricted Stock Units, a Director may elect to defer receipt of the Common Stock payable in respect of vested Restricted Stock Units as a Deferred Stock Grant as provided in ARTICLE IV. A Director will receive only one initial equity grant for any continuous period served as a Director. If a Director ceases to serve as a Director for a period of at least three years and is later again elected as a Director, he or she will receive a second initial equity grant for the second period served as a Director.
- 2.5 Annual Equity Grant. At each annual stockholders' meeting of the Company, each individual then serving as a Director or newly elected as a Director shall receive an equity grant under the Stock Incentive Plan, determined by the Committee, consisting of Restricted Stock, Restricted Stock Units and/or nonqualified stock options for Common Stock. If stock options are granted, the exercise price for each optioned share will be the Fair Market Value of one share of Common Stock on the grant date. The stock options will be fully vested and exercisable on the first anniversary of the grant, and will have a term of ten years from the date of grant. If Restricted Stock or Restricted Stock Units are awarded, the Committee may determine that the shares or units will be forfeited if the Director ceases to serve as a director during a restriction period determined by the Committee. If the annual equity grant is made in the form of Restricted Stock Units, a Director may elect to defer receipt of the Common Stock payable in respect of vested Restricted Stock Units as a Deferred Stock Grant as provided in ARTICLE IV.
- 2.6 Mid-Year Equity Grants. The Committee in its discretion may grant stock options and/or awards of Restricted Stock or Restricted Stock Units, as described in Section 2.5, to Directors who are newly elected to the Board after the annual stockholders' meeting. If Restricted Stock or Restricted Stock Units are awarded, the Committee may determine that the shares or units will be forfeited if the Director ceases to serve as a director during a restriction period determined by the Committee. If a mid-year equity grant is made in the form of Restricted Stock Units, a Director may elect to defer receipt of the Common Stock payable in respect of vested Restricted Stock Units as a Deferred Stock Grant as provided in ARTICLE IV.

ARTICLE III

Deferred Stock Awards

- 3.1 Election to Defer. For each calendar year, a Director may elect to defer receipt of pay for services relating to the retainer and meeting fees, if any, to be received in that calendar year, and receive them instead as a Deferred Stock Award. The election must be made prior to the January 1 of the calendar year in which the services relating to the retainer or meeting fees will be rendered by a Director or such later date as is permitted by guidance issued under Section 409A of the Internal Revenue Code (the "Code"). The election to defer shall be irrevocable commencing on December 31 of the calendar year prior to the calendar year that such election is in effect. Notwithstanding the foregoing, a newly-elected Director may make an election within 30 days after the date of his or her election to the Board of Directors, which election shall become irrevocable as of the thirtieth (30th) day following the Director's election to the Board of Directors (or such earlier date as specified on the deferral election form) and shall apply only to the unvested retainer and meeting fees for services to be performed after the deferral election becomes irrevocable. A new election to defer may be made for each subsequent calendar year, provided the deferral election is made prior to the January 1 of the calendar year and will be irrevocable for such calendar year. If a new election is not made, or a prior election is not revoked for the immediately succeeding calendar year, the most recent election to defer will remain in effect and be irrevocable for the following calendar year.
- 3.2 Form of Election. The election to defer must be made in writing on a form provided by the Company.
- 3.3 Deferral Periods. A Director may elect to receive the Deferred Stock Award at one of the following times:
- (a) on the date of termination as a Director consistent with the definition of separation of service as defined pursuant to Section 409A of the Code; provided, however, that if a Director is a "specified employee" (as determined under the Company's policy for determining specified employees) on the date of separation from service, such Deferred Stock Award shall be paid on the first business day after the date that is six months following the Director's separation from service within the meaning of Section 409A of the Code, or
 - (b) in one to five equal annual installments, payable on April 30 of each year, beginning on the April 30 next following the date of termination as a Director consistent with the definition of separation of service as defined pursuant to Section 409A of the Code; provided, however, that if a Director is a "specified employee" (as determined under the Company's policy for determining specified employees) on the date of separation from service, the first annual installment shall be paid no earlier than the first business day

after the date that is six months following the Director's separation from service within the meaning of Section 409A of the Code.

- 3.4 Deferred Stock Awards. If a Director elects to receive the annual retainer and meeting fees, if any, as a Deferred Stock Award, the Company will maintain a deferred stock account credited, as of the date a payment of the retainer or meeting fee would have otherwise been paid, with a number of stock units equal to the shares of Common Stock (rounded up to the nearest whole share) that could have been purchased with the amount deferred as of such date at the Fair Market Value of the Common Stock on such date. As of the date any dividend is paid to stockholders of Common Stock, the Director's deferred stock account shall also be credited with an additional number of stock units equal to the number of shares of Common Stock (including fractions of a share) that could have been purchased at the Fair Market Value on such date with the dividend paid on the number of shares of Common Stock equivalent to the number of share units credited to the Director's deferred stock account. In case of dividends paid in property, the dividend shall be deemed to be the fair market value of the property at the same time of distribution of the dividend, as determined by the Committee.
- 3.5 Distribution of Deferred Stock Award. Payment of a Director's Deferred Stock Award shall be made at the times elected by the Director at the time of his or her deferral election. Distribution shall be made in cash unless a Participant elects in writing delivered to the Company no later than 60 days prior to the date of distribution (or the date of the first distribution, if made in installments) that all or any designated portion of the deferred stock account be paid in shares of Common Stock. The amount of a cash distribution shall be determined by multiplying the number of shares attributable to the payment by the Fair Market Value of the Common Stock on the date the payment is to be made. If distribution is to be made in shares of Common Stock, the Participant shall receive the number of whole shares of Common Stock to which the distribution is equivalent. The shares of Common Stock shall be paid from, and shall count against the share reserve of, the Stock Incentive Plan.

ARTICLE IV

Deferred Stock Grants

- 4.1 Election to Defer. If and to the extent Restricted Stock Units are granted to a Director for the initial equity grant described in Section 2.4 and/or in connection with the annual or mid-year equity grants described in Sections 2.5 and 2.6, respectively, a Director may elect to defer receipt of the Common Stock otherwise payable to the Director as such Restricted Stock Units vest. For the annual equity grant, the election to defer must be made prior to the January 1 of the calendar year in which the grant is made. The election to defer shall be irrevocable commencing on December 31 of the calendar year prior to the calendar year that such election is in effect. To the extent permitted by the Committee, for both the initial and mid-year equity grants for newly-elected Directors, such Directors may make the

deferral election within 30 days after the date of his or her election to the Board of Directors, which election shall become irrevocable as of the thirtieth (30th) day following the Director's election to the Board of Directors (or such earlier date as specified on the deferral election form) and shall apply only to the initial and mid-year equity grants for services to be performed after the deferral election becomes irrevocable.

A new deferral election for annual equity grants may be made for each subsequent calendar year, provided the election to defer is made prior to the January 1 of that calendar year. If a new election is not made, or a prior election is not revoked for the immediately succeeding calendar year, the most recent election to defer will remain in effect and be irrevocable for the following calendar year. If no deferral election is made, the Common Stock payable as the Restricted Stock Units vest will be issued to the Director within 30 days after the applicable vesting date.

4.2 Form of Election. The election to defer must be made in writing on a form provided by the Company.

4.3 Deferral Periods. A Director may elect to receive the Common Stock at one of the times specified in Section 3.3 above.

4.4 Deferred Stock Accounts. If a Director elects to defer receipt of the Common Stock otherwise payable in respect of Restricted Stock Units awarded as initial, annual or mid-year equity grants, the Company will maintain a deferred stock account credited, as of the date of election to the Board, with a number of stock units equal to the shares of Common Stock the Director was entitled to receive as such Restricted Stock Units vested. As of the date any dividend is paid to stockholders of Common Stock, the Director's deferred stock account shall also be credited with an additional number of stock units equal to the number of shares of Common Stock (including fractions of a share) that could have been purchased at the Fair Market Value on such date with the dividend paid on the number of shares of Common Stock equivalent to the number of share units credited to the Director's deferred stock account. In case of dividends paid in property, the dividend shall be deemed to be the fair market value of the property at the same time of distribution of the dividend, as determined by the Committee.

4.5 Distribution of Deferred Stock Grant. Payment of a Director's Deferred Stock Grant shall be made at the times elected by the Director at the time of deferral, in shares of Common Stock. The Participant shall receive the number of whole shares of Common Stock to which the amount of the distribution is equivalent. The shares of Common Stock shall be paid from, and shall count against the share reserve of, the Stock Incentive Plan.

ARTICLE V

Distribution Upon Death

- 5.1 Distribution Upon Death. In the event of the death of a Participant, whether before or after termination of employment, any Deferred Stock Award or Deferred Stock Grant to which he or she was entitled shall be converted to cash and distributed in a lump sum to the Participant's designated beneficiary, or if no beneficiary is designated, to the Participant's estate. Distribution of a Participant's stock options will be according to the terms of the stock option agreements.
- 5.2 Designation of Beneficiary. A Participant may designate an individual or entity as his or her beneficiary to receive payment of any Deferred Stock Award, Deferred Stock Grant, or retainer or meeting fees due and unpaid on the date of the Participant's death, by delivering a written designation to the Company. A Participant may from time to time revoke or change any such designation in writing delivered to the Company. If there is no unrevoked designation on file with the Company at the time of the Participant's death, or if the designated beneficiary has predeceased the Participant or otherwise ceased to exist, such distribution shall be made in accordance with the Participant's will or in the absence of a will, to the administrator of the Participant's estate. Distribution shall be made within 90 days after the Participant's death. A Participant's deferred stock account shall be converted to cash by multiplying the number of whole and fractional shares of Common Stock to which the Participant's deferred stock account is equivalent by the Fair Market Value of the Common Stock on the date of death.

ARTICLE VI

Administration

- 6.1 Withholding Taxes. The Company shall deduct from all distributions under the Program any taxes required to be withheld by federal, state or local governments. If distributions are made in shares of Common Stock, the Company shall have the right to retain the value of sufficient shares equal to the amount of the tax required to be withheld with respect to such distributions. In lieu of withholding the value of shares, the Company may require a recipient of a distribution in Common Stock to reimburse the Company for any such taxes required to be withheld upon such terms and conditions as the Company may prescribe.
- 6.2 Unfunded Nature of Program. This Program shall be unfunded. The funds used for payment of benefits hereunder shall, until such actual payment, continue to be part of the general funds of the Company, and no person other than the Company shall, by virtue of this Program, have any interest in any such funds. Nothing contained herein shall be deemed to create a trust of any kind or create any fiduciary relationship. To the extent that any person acquires a right to receive payments from the Company under this Program, such right shall be no greater than the right of any unsecured general creditor of the Company.

- 6.3 Non-alienation of Benefits. No benefit under the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, or charge, including assignment pursuant to a domestic relations order, and any attempt to do so shall be void. No such benefit shall, prior to receipt thereof by the Participant, be in any manner liable for or subject to the debts, contracts, liabilities, or torts of the Participant.
- 6.4 Acceleration Upon a Change in Control. As provided in Section 10 of the Stock Incentive Plan and applicable provisions of a Director's individual award agreement or statement under this Program, the vesting of nonqualified stock options, Restricted Stock and Restricted Stock Units, and the payment of Deferred Stock Awards and Deferred Stock Grants, may accelerate upon the occurrence of a Change in Control. For purposes of the Program, Change in Control shall be applied to the extent necessary to comply with Section 409A(a)(2)(a)(v) of the Code, and in Treasury Regulations issued pursuant to Section 409A(e) of the Code, rather than as defined in Section 10 of the Stock Incentive Plan.
- 6.5 Amendment or Termination of the Program. The Committee at any time may amend or terminate the Program, provided that no such action shall adversely affect the right of any Participant or Beneficiary to a benefit to which he or she has become entitled pursuant to the Program, and no amendment or termination of the Program can alter the Participant's deferrals of compensation in noncompliance with Section 409A of the Code, or the rules and regulations issued pursuant thereto. Any amendment or termination of the Program that is inconsistent with, or in violation of Code Section 409A, shall be void and of no effect.
- 6.6 Interpretation of the Program. The Program is intended to comply with the provisions of Section 409A of the Code, and the Treasury Regulations issued pursuant thereto; and the provisions of the Program will at all times be administered consistent therewith. Any provision of the Program that is inconsistent with, or in violation of, Section 409A of the Code, shall be void and of no effect. The Senior Vice President, Human Resources, and the General Counsel of the Company are delegated the responsibility to interpret and administer the Program consistent with Section 409A of the Code and to take necessary action pursuant to this Section 6.6 and Section 6.5 to assure that the Program is administered consistent with such provision.

**2010 Director Option Grant Statement
(Non-Statutory Stock Option)
2006 NCR Stock Incentive Plan**

Name of Optionee	Soc. Sec. #	Grant Date	No. of Optioned Shares
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You have been granted an option (this "Option") under the 2006 Stock Incentive Plan (the "Plan") of NCR Corporation ("NCR") to purchase from NCR the above number of shares of NCR common stock ("Shares") at the price of \$_____ per Share, subject to the terms and conditions of this 2010 Director Option Grant Statement (this "Statement") and the Plan.

1. Your right to exercise this Option will expire on the tenth (10th) anniversary (the "Expiration Date") of the date upon which this Option was granted (the "Grant Date").
2. This Option will fully vest and be exercisable on the first (1st) anniversary of the Grant Date, provided you continuously serve as a Director of NCR from the Grant Date until the earlier of (a) the next following Annual Meeting of Stockholders, or (b) the first (1st) anniversary of the Grant Date. Notwithstanding the foregoing, this Option will become fully vested if, prior to the one-year anniversary of the Grant Date, you die at a time while serving as a Director of NCR.
3. This Option will not be exercisable after the Expiration Date, except that, if you die during the six (6) month period ending on the Expiration Date, the Expiration Date will be extended to the one hundred seventy-ninth (179th) day after the date of your death.
4. The vesting schedule of this Option will accelerate and this Option will become fully vested if (a) a Change in Control (as defined in Section 10(b) of the Plan) occurs, and (b) you cease to serve as a Director of NCR within twenty-four (24) months of the effective date of the Change in Control for any reason other than your willful engagement in illegal conduct or gross misconduct, as determined by the affirmative vote of a majority of the entire membership of the Board of Directors of NCR.
5. This Option will be cancelled if the Compensation Committee of the NCR Board of Directors determines that you engaged in misconduct in connection with your appointment as a Director of NCR.
6. This Option shall be exercised in accordance with procedures established by the administrator of NCR's stock option program, including broker-assisted cashless exercises. In countries where deemed mandatory, upon exercise, the purchase price will be paid by simultaneous sale of the Option Shares exercised, in such a manner that NCR is not subject to taxation upon grant of the Option award. Any taxes required by law to be withheld or paid with respect to the exercise of this Option shall be deducted from the proceeds of the Option exercise. If NCR or the administrator of the stock option

program is unable to withhold required taxes from the proceeds of the Option exercise, you or your legal representative or beneficiary will be required to pay such amounts, and NCR may take any action necessary to satisfy such obligation, including but not limited to withholding cash from compensation otherwise due to you or your beneficiary, or withholding from the Option Shares exercised such numbers of Option Shares as it, in its sole discretion, shall determine to be required to satisfy such withholding requirements.

7. Within a reasonable period after any vested portion of this Option is exercised, NCR will instruct its Transfer Agent and Stock Registrar to credit you or your successor with the number of Shares with respect to which you exercised pursuant to this Option. Neither you nor your legal representative shall be, or have any of the rights and privileges of, a stockholder of NCR with respect to any Shares purchasable upon the exercise of this Option, in whole or in part, unless and until the Company credits you with such Shares.
8. This Option is not transferable by you other than by will or the laws of descent and distribution, and during your lifetime the Option may be exercised only by you or your guardian or legal representative.
9. You may designate one or more beneficiaries to receive all or part of this Option in case of your death, and you may change or revoke such designation at any time. In the event of your death, any portion of this Option that is subject to such a designation will be distributed to such beneficiary or beneficiaries in accordance with this Statement. Any other portion of this Option not designated by you shall be distributable to your estate. If there is any question as to the legal right of any beneficiary to receive a distribution hereunder, the Shares in question may be purchased by and distributed to your estate, in which event NCR shall have no further liability to anyone with respect to such Shares.
10. The terms of this Option as evidenced by this Statement may be amended by the NCR Board of Directors or its Compensation and Human Resource Committee or Committee on Directors and Governance, provided that no such amendment shall impair your rights hereunder without your consent.
11. In the event of a conflict between the terms and conditions of this Statement and the terms and conditions of the Plan, the terms and conditions of the Plan shall prevail.

**2010 Director Restricted Stock Unit Grant Statement
2006 NCR Stock Incentive Plan**

Name of Grantee	Soc. Sec. #	Grant Date	No. of Restricted Stock Units
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You have been awarded the above number of restricted stock units (the "Stock Units") under the 2006 Stock Incentive Plan (the "Plan") of NCR Corporation ("NCR"), subject to the terms and conditions of this 2010 Director Restricted Stock Unit Grant Statement (this "Statement"), the Plan and the NCR Director Compensation Program (the "Program").

1. The Stock Units will vest during the one (1) year period beginning on the date upon which you were granted the Stock Units (the "Grant Date"), in four (4) equal quarterly installments commencing three (3) months after the Grant Date, provided that you continuously serve as a Director of NCR until each quarterly vesting date. Notwithstanding the foregoing, if the Grant Date of your Stock Units is the date of an Annual Meeting of Stockholders, then, the fourth quarterly vesting will occur only if you continue to serve as a Director until the earlier of (a) the next Annual Meeting of Stockholders following the Grant Date, or (b) the first (1st) anniversary of the Grant Date.
2. The Stock Units will become fully vested if, prior to the one (1) year anniversary of the Grant Date, you die at a time while serving as a Director of NCR.
3. The vesting schedule will accelerate and the Stock Units will become fully vested if (1) a Change in Control (as defined in Section 10(b) of the Plan) occurs, and (2) you cease to serve as a Director of NCR within twenty-four (24) months of the effective date of the Change in Control for any reason other than your willful engaging in illegal conduct or gross misconduct, as determined by the affirmative vote of a majority of the entire membership of the Board of Directors of NCR. In the event that Stock Units become vested due to your cessation of service as a Director of NCR pursuant to this Section 3, to the extent required to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), such Stock Units shall be paid upon your "separation from service" within the meaning of Section 409A of the Code; provided, however, that if you are a "specified employee" as determined under NCR's policy for determining specified employees on the date of separation from service, such Stock Units shall be paid, to the extent required to comply with Section 409A of the Code, on the first business day after the date that is six months following your "separation from service" within the meaning of Section 409A of the Code.
4. Except as otherwise provided pursuant to (1) a deferral election in effect under Article IV of the Program or (2) Section 3 of this Statement, when vested, the Stock Units will be paid to you in shares of NCR common stock, such that one Stock Unit equals one share of NCR common stock.

5. Any cash dividends declared before your Vesting Dates on the shares underlying the Stock Units shall not be paid currently, but shall be converted to additional Stock Units, based on the fair market value of NCR common stock on the date the dividend is declared. Any Stock Units resulting from such conversion will be considered Stock Units for purposes of this Statement and will be subject to all of the terms, conditions and restrictions set forth herein.
6. You may designate one or more beneficiaries to receive all or part of any shares underlying the Stock Units to be distributed in case of your death, and you may change or revoke such designation at any time. In the event of your death, any shares underlying the Stock Units distributable hereunder that are subject to such a designation will be distributed to such beneficiary or beneficiaries in accordance with this Statement. Any other shares underlying the Stock Units not designated by you will be distributable to your estate. If there shall be any question as to the legal right of any beneficiary to receive a distribution hereunder, the shares underlying the Stock Units in question may be transferred to your estate, in which event NCR will have no further liability to anyone with respect to such shares.
7. The terms of this award of Stock Units as evidenced by this Statement may be amended by the NCR Board of Directors or the Compensation Committee of the NCR Board of Directors, provided that no such amendment shall impair your rights hereunder without your consent.
8. In the event of a conflict between the terms and conditions of this Statement and the terms and conditions of the Plan, the terms and conditions of the Plan shall prevail.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, William Nuti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NCR Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2010

/s/ William Nuti

Chairman of the Board, Chief Executive Officer and President

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, Robert Fishman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NCR Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2010

/s/ Robert Fishman

Senior Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of NCR Corporation, a Maryland corporation (the "Company"), on Form 10-Q for the period ending June 30, 2010 as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company does hereby certify, pursuant to 18 U.S.C. § 1350 (section 906 of the Sarbanes-Oxley Act of 2002), that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

The foregoing certification (i) is given to such officers' knowledge, based upon such officers' investigation as such officers reasonably deem appropriate; and (ii) is being furnished solely pursuant to 18 U.S.C. § 1350 (section 906 of the Sarbanes-Oxley Act of 2002) and is not being filed as part of the Report or as a separate disclosure document.

Dated: July 31, 2010

/s/ William Nuti

William Nuti
Chairman of the Board, Chief Executive Officer and President

Dated: July 31, 2010

/s/ Robert Fishman

Robert Fishman
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to NCR Corporation and will be retained by NCR Corporation and furnished to the United States Securities and Exchange Commission or its staff upon request.