

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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CA, INC.

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**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 **September 30, 2010**

or

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

For the transition period from _____ to _____

Commission File Number **1-9247**

CA, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2857434

(I.R.S. Employer Identification
Number)

**One CA Plaza
Islandia, New York**
(Address of principal executive offices)

11749
(Zip Code)

1-800-225-5224

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year,
if changed since last report)

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 on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Title of Class

Shares Outstanding

Common Stock
par value \$0.10 per share

as of October 15, 2010
511,619,718

CA, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
CA, Inc.:

We have reviewed the condensed consolidated balance sheet of CA, Inc. and subsidiaries as of September 30, 2010, the related condensed consolidated statements of operations for the three-month and six-month periods ended September 30, 2010 and 2009, and the related condensed consolidated statements of cash flows for the six-month periods ended September 30, 2010 and 2009. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of CA, Inc. and subsidiaries as of March 31, 2010, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated May 14, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of March 31, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

New York, New York
October 22, 2010

Item 1.

CA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(in millions, except share and per share amounts)

	<u>September 30,</u> 2010	<u>March 31,</u> 2010
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 2,525	\$2,583
Trade and installment accounts receivable, net	697	931
Deferred income taxes – current	198	360
Other current assets	235	116
TOTAL CURRENT ASSETS	<u>3,655</u>	<u>3,990</u>
Installment accounts receivable, due after one year, net	–	46
Property and equipment, net of accumulated depreciation of \$683 and \$630, respectively	449	452
Goodwill	5,594	5,667
Capitalized software and other intangible assets, net	1,157	1,150
Deferred income taxes – noncurrent	435	355
Other noncurrent assets, net	209	178
TOTAL ASSETS	<u>\$ 11,499</u>	<u>\$11,838</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of long-term debt and loans payable	\$ 15	\$15
Accounts payable	77	81
Accrued salaries, wages and commissions	241	348
Accrued expenses and other current liabilities	375	425
Deferred revenue (billed or collected) – current	2,183	2,555
Taxes payable, other than income taxes payable – current	46	82
Federal, state and foreign income taxes payable – current	–	31
Deferred income taxes – current	55	51
TOTAL CURRENT LIABILITIES	<u>2,992</u>	<u>3,588</u>
Long-term debt, net of current portion	1,552	1,530
Federal, state and foreign income taxes payable – noncurrent	367	400
Deferred income taxes – noncurrent	207	134
Deferred revenue (billed or collected) – noncurrent	942	1,068
Other noncurrent liabilities	149	135
TOTAL LIABILITIES	<u>6,209</u>	<u>6,855</u>
STOCKHOLDERS' EQUITY		
Preferred stock, no par value, 10,000,000 shares authorized; No shares issued and outstanding	–	–
Common stock, \$0.10 par value, 1,100,000,000 shares authorized; 589,695,081 and 589,695,081 shares issued; 505,388,039 and 509,469,998 shares outstanding, respectively	59	59
Additional paid-in capital	3,580	3,657
Retained earnings	3,759	3,361
Accumulated other comprehensive loss	(88)	(130)
Treasury stock, at cost, 84,307,042 shares and 80,225,083 shares, respectively	(2,020)	(1,964)
TOTAL STOCKHOLDERS' EQUITY	<u>5,290</u>	<u>4,983</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 11,499</u>	<u>\$11,838</u>

See accompanying Notes to the Condensed Consolidated Financial Statements.

CA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in millions, except per share amounts)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
REVENUE				
Subscription and maintenance revenue	\$961	\$969	\$1,922	\$1,910
Professional services	79	70	157	140
Software fees and other	70	28	122	61
TOTAL REVENUE	1,110	1,067	2,201	2,111
EXPENSES				
Costs of licensing and maintenance	74	72	151	138
Costs of professional services	75	59	146	125
Amortization of capitalized software costs	48	34	93	67
Selling and marketing	308	284	607	564
General and administrative	113	119	230	229
Product development and enhancements	125	114	253	231
Depreciation and amortization of other intangible assets	45	39	89	77
Other expenses, net	15	7	4	14
Restructuring and other	-	-	(3)	2
TOTAL EXPENSES BEFORE INTEREST AND INCOME TAXES	803	728	1,570	1,447
Income from continuing operations before interest and income taxes	307	339	631	664
Interest expense, net	12	22	25	39
Income from continuing operations before income taxes	295	317	606	625
Income tax expense	73	99	161	212
INCOME FROM CONTINUING OPERATIONS	222	218	445	413
Loss from discontinued operations, net of income taxes	-	-	6	-
NET INCOME	\$222	\$218	\$439	\$413
BASIC INCOME (LOSS) PER SHARE				
Income from continuing operations	0.43	0.42	0.86	0.79
Loss from discontinued operations	-	-	(0.01)	-
Net income	<u>0.43</u>	<u>0.42</u>	<u>0.85</u>	<u>0.79</u>
Basic weighted average shares used in computation	507	518	508	517
DILUTED INCOME (LOSS) PER SHARE				
Income from continuing operations	0.43	0.41	0.86	0.78
Loss from discontinued operations	-	-	(0.01)	-
Net income	<u>0.43</u>	<u>0.41</u>	<u>0.85</u>	<u>0.78</u>
Diluted weighted average shares used in computation	508	542	509	541

See accompanying Notes to the Condensed Consolidated Financial Statements.

CA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in millions)

	For the Six Months Ended September 30,	
	2010	2009
OPERATING ACTIVITIES:		
Net income	\$439	\$413
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	182	146
Provision for deferred income taxes	187	68
Provision for bad debts	5	3
Share-based compensation expense	40	53
Amortization of discount on convertible debt	-	20
Asset impairments and other non-cash activities	(1)	2
Foreign currency transaction gains	-	(9)
Changes in other operating assets and liabilities, net of effect of acquisitions:		
Decrease in trade and current installment accounts receivable, net	279	190
Decrease in deferred revenue	(513)	(317)
Decrease in taxes payable, net	(224)	(96)
Decrease in accounts payable, accrued expenses and other	(1)	(13)
Decrease in accrued salaries, wages and commissions	(76)	(44)
Decrease in restructuring liabilities	(44)	(33)
Changes in other operating assets and liabilities	(26)	(1)
NET CASH PROVIDED BY OPERATING ACTIVITIES	247	382
INVESTING ACTIVITIES:		
Acquisitions of businesses, net of cash acquired, and purchased software	(28)	(5)
Purchases of property and equipment	(47)	(42)
Cash proceeds from divestiture of assets	26	-
Capitalized software development costs	(73)	(87)
Other investing activities	(16)	(2)
NET CASH USED IN INVESTING ACTIVITIES	(138)	(136)
FINANCING ACTIVITIES:		
Dividends paid	(41)	(42)
Purchases of common stock	(155)	(45)
Debt repayments	(7)	(4)
Exercise of common stock options and other	4	2
NET CASH USED IN FINANCING ACTIVITIES	(199)	(89)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS BEFORE EFFECT OF EXCHANGE RATE CHANGES ON CASH	(90)	157
Effect of exchange rate changes on cash	32	156
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(58)	313
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,583	2,712
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$2,525	\$3,025

See accompanying Notes to the Condensed Consolidated Financial Statements.

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

NOTE A – ACCOUNTING POLICIES

Basis of Presentation:

The accompanying unaudited Condensed Consolidated Financial Statements of CA, Inc. (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP), as defined in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 270, for interim financial information and with the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the Company's Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (2010 Form 10-K).

In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal, recurring nature.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, these estimates may ultimately differ from actual results.

Operating results for the three and six months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2011.

Divestitures:

In June 2010, the Company sold its Information Governance business to Autonomy Corporation plc (Autonomy). The results of operations and loss on discontinued operations associated with this business have been presented as discontinued operations in the accompanying Condensed Consolidated Statements of Operations for the six months ended September 30, 2010 and for the three and six months ended September 30, 2009. The effects of the discontinued operations were considered immaterial to the Company's Condensed Consolidated Balance Sheet at March 31, 2010 and Condensed Consolidated Statements of Cash Flows for the six months ended September 30, 2010 and 2009. See Note M, "Discontinued Operations," for additional information.

In September 2010, the Company sold an equity investment and recognized a gain of approximately \$10 million, which is included in "Other expenses, net" in the Company's Condensed Consolidated Statements of Operations.

Cash Dividends:

The Company's Board of Directors declared the following dividends during the six months ended September 30, 2010 and 2009:

<u>Declaration Date</u>	<u>Dividend Per Share</u>	<u>Record Date</u>	<u>Total Amount</u> <i>(in millions)</i>	<u>Payment Date</u>
Six Months Ended September 30, 2010:				
May 12, 2010	\$ 0.04	May 31, 2010	\$ 21	June 16, 2010
July 28, 2010	\$ 0.04	August 9, 2010	\$ 20	August 19, 2010
Six Months Ended September 30, 2009:				
May 20, 2009	\$ 0.04	May 31, 2009	\$ 21	June 16, 2009
July 29, 2009	\$ 0.04	August 10, 2009	\$ 21	August 19, 2009

Cash and Cash Equivalents:

The Company's cash and cash equivalents are held in numerous locations throughout the world, with approximately 48% being held outside the United States by the Company's foreign subsidiaries at September 30, 2010.

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

Deferred Revenue (Billed or Collected):

The Company accounts for unearned revenue on billed amounts due from customers on a gross basis. Unearned revenue on billed installments (collected or uncollected) is reported as deferred revenue in the liability section of the Company's Condensed Consolidated Balance Sheets. Deferred revenue (billed or collected) excludes unbilled contractual commitments executed under license and maintenance agreements that will be billed in future periods.

Stock Repurchases:

In April 2010, the Company completed the \$250 million stock repurchase program authorized by its Board of Directors on October 29, 2008 by repurchasing approximately 0.8 million shares of its common stock for approximately \$19 million. On May 12, 2010, the Company's Board of Directors approved a new stock repurchase program that authorizes the Company to acquire up to \$500 million of its common stock. Under the new program, the Company has repurchased approximately 7.1 million shares of its common stock for approximately \$136 million as of September 30, 2010.

Statements of Cash Flows:

For the six months ended September 30, 2010 and 2009, interest payments were approximately \$42 million and \$34 million, respectively, and taxes paid were approximately \$134 million and \$176 million, respectively.

Non-cash financing activities for the six months ended September 30, 2010 and 2009 consisted of treasury shares issued in connection with the following: share-based incentive awards granted under the Company's equity compensation plans of approximately \$63 million (net of approximately \$26 million of taxes withheld) and \$63 million (net of approximately \$22 million of taxes withheld), respectively; and discretionary stock contributions to the CA, Inc. Savings Harvest Plan of approximately \$25 million and \$24 million, respectively. Non-cash financing activities for the six months ended September 30, 2009 included approximately \$21 million in treasury common shares issued in connection with the Company's Employee Stock Purchase Plan. The Company discontinued its Employee Stock Purchase Plan on June 30, 2009.

NOTE B – COMPREHENSIVE INCOME

Comprehensive income includes net income, unrealized gains on cash flow hedges and foreign currency translation adjustments. The components of comprehensive income for the three and six months ended September 30, 2010 and 2009 are as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2010	2009	2010	2009
	<i>(in millions)</i>			
Net income	\$222	\$218	\$439	\$413
Net unrealized gain on cash flow hedges, net of tax	1	-	2	1
Foreign currency translation adjustments	74	32	40	73
Total comprehensive income	<u>\$297</u>	<u>\$250</u>	<u>\$481</u>	<u>\$487</u>

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

NOTE C – INCOME FROM CONTINUING OPERATIONS PER COMMON SHARE

Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of net income per share under the two-class method. Under the two-class method, net income is reduced by the amount of dividends declared in the period for each class of common stock and participating securities. The remaining undistributed income is then allocated to common stock and participating securities as if all of the net income for the period had been distributed. Basic net income per common share excludes dilution and is calculated by dividing net income allocable to common shares by the weighted-average number of common shares outstanding for the period. Diluted net income per common share is calculated by dividing net income allocable to common shares by the weighted-average number of common shares as of the balance sheet date, as adjusted for the potential dilutive effect of non-participating share-based awards and convertible notes. The following table reconciles net income per common share for the three and six months ended September 30, 2010 and 2009.

	Three Months Ended September 30,		Six Months Ended September 30,	
	2010	2009	2010	2009
	<i>(in millions, except per share amounts)</i>			
Basic income from continuing operations per common share:				
Income from continuing operations	\$222	\$218	\$445	\$413
Less: Income from continuing operations allocable to participating securities	(3)	(2)	(6)	(4)
Income from continuing operations allocable to common shares	<u>\$219</u>	<u>\$216</u>	<u>\$439</u>	<u>\$409</u>
Weighted-average common shares outstanding	507	518	508	517
Basic income from continuing operations per common share	\$0.43	\$0.42	\$0.86	\$0.79
Diluted income from continuing operations per common share:				
Income from continuing operations	\$222	\$218	\$445	\$413
Add: Interest expense associated with Convertible Senior Notes, net of tax	–	8	–	14
Less: Income from continuing operations allocable to participating securities	(3)	(2)	(6)	(4)
Income from continuing operations allocable to common shares	<u>\$219</u>	<u>\$224</u>	<u>\$439</u>	<u>\$423</u>
Weighted average shares outstanding and common share equivalents				
Weighted average common shares outstanding	507	518	508	517
Weighted average shares outstanding upon conversion of Convertible Senior Notes	–	23	–	23
Weighted average effect of share-based payment awards	1	1	1	1
Denominator in calculation of diluted income per share	<u>508</u>	<u>542</u>	<u>509</u>	<u>541</u>
Diluted income from continuing operations per common share	\$0.43	\$0.41	\$0.86	\$0.78

For the three months ended September 30, 2010 and 2009, respectively, approximately 8 million and 14 million restricted stock awards and options to purchase common stock were excluded from the calculation because their effect on income per share was anti-dilutive during the respective periods.

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

For the six months ended September 30, 2010 and 2009, respectively, approximately 9 million and 14 million restricted stock awards and options to purchase common stock were excluded from the calculation because their effect on income per share was anti-dilutive during the respective periods.

Weighted average restricted stock awards of 6 million and 6 million common shares for the three months and six months ended September 30, 2010 and 2009, respectively, were considered participating securities in the calculation of net income available to common shareholders.

NOTE D – ACCOUNTING FOR SHARE-BASED COMPENSATION

The Company recognized share-based compensation in the following line items on the Condensed Consolidated Statements of Operations for the periods indicated:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2010	2009	2010	2009
	<i>(in millions)</i>			
Costs of licensing and maintenance	\$1	\$1	\$2	\$2
Costs of professional services	1	–	2	1
Selling and marketing	8	9	15	17
General and administrative	6	10	10	22
Product development and enhancements	5	6	11	11
Share-based compensation expense before tax	21	26	40	53
Income tax benefit	(7)	(9)	(13)	(18)
Net share-based compensation expense	<u>\$14</u>	<u>\$17</u>	<u>\$27</u>	<u>\$35</u>

There were no capitalized share-based compensation costs for the three and six months ended September 30, 2010 or 2009.

The following table summarizes information about unrecognized share-based compensation costs as of September 30, 2010:

	Unrecognized Compensation Costs <i>(in millions)</i>	Weighted Average Period Expected to be Recognized <i>(in years)</i>
Stock option awards	\$ 5	2.7
Restricted stock units	14	2.2
Restricted stock awards	76	2.0
Performance share units	36	2.7
Total unrecognized share-based compensation costs	<u>\$ 131</u>	2.3

The value of performance share unit (PSU) awards is marked to the closing price of the Company's common stock on the last trading day of the quarter until the PSUs are granted. Compensation costs for the PSUs are amortized over the requisite service periods based on the expected level of achievement of the performance targets. At the conclusion of the performance periods for the PSUs, the applicable number of shares of restricted stock awards (RSAs), restricted stock units (RSUs) or unrestricted shares granted may vary based upon the level of achievement of the performance targets and the approval of the Company's Compensation and Human Resources Committee (who may reduce any award for any reason in their discretion).

For the six months ended September 30, 2010, the Company issued options for approximately 1.2 million shares of common stock. The weighted average fair value and assumptions used for these options were: weighted average fair value, \$5.55; dividend yield, 0.83%; expected volatility factor, 0.34; risk-free interest rate, 1.8%; and expected term, 4.5 years.

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

The table below summarizes all of the RSUs and RSAs, including PSU grants made pursuant to the long-term incentive plans discussed above, granted during the three and six months ended September 30, 2010 and 2009:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2010	2009	2010	2009
	<i>(shares in millions)</i>			
RSUs				
Shares	– (1)	– (1)	0.5	0.6
Weighted Avg. Grant Date Fair Value (2)	\$ 18.08	\$ 18.64	\$ 21.23	\$ 17.46
RSAs				
Shares	0.1	0.5	4.7	4.2
Weighted Avg. Grant Date Fair Value (3)	\$ 18.66	\$ 20.88	\$ 21.39	\$ 18.37

(1) Less than 0.1 million.

The fair value is based on the quoted market value of the Company's common stock on the grant date reduced by the present value of

(2) dividends expected to be paid on the Company's common stock prior to vesting of the RSUs, which is calculated using a risk free interest rate.

(3) The fair value is based on the quoted market value of the Company's common stock on the grant date.

NOTE E – TRADE AND INSTALLMENT ACCOUNTS RECEIVABLE

Trade and installment accounts receivable, net represent amounts due from the Company's customers. These balances are presented net of allowance for doubtful accounts and unamortized discounts. Unamortized discounts reflect imputed interest for the time value of money for license and maintenance agreements signed prior to October 2000 (prior business model). These balances include revenue recognized in advance of customer billings but do not include unbilled contractual commitments executed under license agreements implemented since October 2000. The components of trade and installment accounts receivable, net are as follows:

	September 30, 2010	March 31, 2010
	<i>(in millions)</i>	
Current:		
Accounts receivable – billed	\$ 524	\$768
Accounts receivable – unbilled	81	72
Other receivables	26	26
Unbilled amounts due within the next 12 months – prior business model	93	93
Less: Allowance for doubtful accounts	(25)	(24)
Less: Unamortized discounts	(2)	(4)
Trade and installment accounts receivable, net	<u>\$ 697</u>	<u>\$931</u>
Noncurrent:		
Unbilled amounts due beyond the next 12 months – prior business model	\$ –	\$46
Installment accounts receivable, due after one year, net	<u>\$ –</u>	<u>\$46</u>

CA, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2010
(unaudited)

NOTE F – GOODWILL, CAPITALIZED SOFTWARE AND OTHER INTANGIBLE ASSETS

The gross carrying amounts and accumulated amortization for capitalized software and other intangible assets at September 30, 2010 were approximately \$7,148 million and \$5,991 million, respectively. These amounts include fully amortized intangible assets of approximately \$5,207 million, composed of purchased software of approximately \$4,640 million, internally developed software of approximately \$447 million and other identified intangible assets subject to amortization of approximately \$120 million. The remaining gross carrying amounts and accumulated amortization for capitalized software and other intangible assets that are not fully amortized are as follows:

	As of September 30, 2010		
	Gross Amortizable Assets	Accumulated Amortization <i>(in millions)</i>	Net Assets
Purchased software products	\$ 669	\$ 173	\$496
Capitalized development cost and other intangibles:			
Internally developed software products	658	211	447
Other identified intangible assets subject to amortization	600	400	200
Other identified intangible assets not subject to amortization	14	–	14
Total capitalized software and other intangible assets	<u>\$ 1,941</u>	<u>\$ 784</u>	<u>\$1,157</u>

Based on the capitalized software and other intangible assets recorded through September 30, 2010, the annual amortization expense over the next five fiscal years is expected to be as follows:

	2011	2012	Year Ended March 31, 2013 <i>(in millions)</i>	2014	2015
Capitalized software:					
Purchased	\$84	\$73	\$66	\$58	\$47
Internally developed	104	115	103	84	58
Other identified intangible assets subject to amortization	66	44	38	33	29
Total	<u>\$254</u>	<u>\$232</u>	<u>\$207</u>	<u>\$175</u>	<u>\$134</u>

For the six months ended September 30, 2010, goodwill activity was as follows:

	Amounts <i>(in millions)</i>
Balance at March 31, 2010	\$ 5,667
Amounts allocated to loss on discontinued operations	(11)
Change in estimate in purchase price allocation	(66)
Foreign currency translation adjustment	4
Balance at September 30, 2010	<u>\$ 5,594</u>

NOTE G – DERIVATIVES AND FAIR VALUE MEASUREMENTS

The Company is exposed to financial market risks arising from changes in interest rates and foreign exchange rates. Changes in interest rates could affect the Company's monetary assets and liabilities, and foreign exchange rate changes could affect the Company's foreign currency denominated monetary assets and liabilities and forecasted transactions. The Company enters into derivative contracts with the intent of mitigating a portion of these risks.

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Interest rate swaps: During the first half of fiscal year 2011, the Company entered into interest rate swaps with a total notional value of \$200 million to swap a total of \$200 million of its 6.125% Senior Notes due December 2014 into floating interest rate debt through December 1, 2014. As a result, the Company has interest rate swaps with a total notional value of \$500 million to swap a total of \$500 million of its 6.125% Senior Notes due December 2014 into floating interest rate debt through December 1, 2014. These swaps are designated as fair value hedges and are being accounted for in accordance with the shortcut method of FASB ASC Topic 815.

As of September 30, 2010, the fair value of these derivatives was \$30 million, of which \$12 million is included in "Other current assets" and \$18 million is included in "Other noncurrent assets" in the Company's Condensed Consolidated Balance Sheet. As of March 31, 2010, the fair value of these derivatives was \$1 million and is included in "Other current assets" in the Company's Condensed Consolidated Balance Sheet.

During fiscal year 2009, the Company entered into separate interest rate swaps with a total notional value of \$250 million to hedge a portion of its variable interest rate payments. These derivatives are designated as cash flow hedges.

The effective portion of these cash flow hedges is recorded as "Accumulated other comprehensive loss" in the Company's Condensed Consolidated Balance Sheets and is reclassified into "Interest expense, net," in the Company's Condensed Consolidated Statements of Operations in the same period during which the hedged transaction affects earnings. Any ineffective portion of the cash flow hedges would be recorded immediately to "Interest expense, net"; however, no ineffectiveness existed at September 30, 2010 or 2009.

At September 30 and March 31, 2010, less than \$1 million and \$4 million, respectively, of the Company's interest rate derivatives are included in "Accrued expenses and other current liabilities" on the Company's Condensed Consolidated Balance Sheets.

Foreign currency contracts: The Company enters into foreign currency option and forward contracts to manage foreign currency risks. The Company has not designated its foreign exchange derivatives as hedges. Accordingly, changes in fair value from these contracts are recorded as "Other expenses, net" in the Company's Condensed Consolidated Statements of Operations. As of September 30, 2010, foreign currency contracts outstanding consisted of purchase and sales contracts with a total notional value of approximately \$470 million, and durations of less than six months. The net fair value of these contracts at September 30, 2010 was approximately \$4 million, of which approximately \$9 million is included in "Other current assets" and approximately \$5 million is included in "Accrued expenses and other current liabilities" in the Company's Condensed Consolidated Balance Sheet.

A summary of the effect of the interest rate and foreign exchange derivatives on the Company's Condensed Consolidated Statements of Operations is as follows:

Location of Amounts Recognized	Amount of Net (Gain)/Loss Recognized in the Condensed Consolidated Statements of Operations (in millions)	
	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
Interest expense, net – interest rate swaps designated as cash flows hedges	\$ 1	\$ 1
Interest expense, net – interest rate swaps designated as fair value hedges	\$ (3)	\$ –
Other expenses, net – foreign currency contracts	\$ 21	\$ 5

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Location of Amounts Recognized	Amount of Net (Gain)/Loss Recognized in the Condensed Consolidated Statements of Operations <i>(in millions)</i>	
	Six Months Ended September 30, 2010	Six Months Ended September 30, 2009
Interest expense, net – interest rate swaps designated as cash flows hedges	\$ 3	\$ 3
Interest expense, net – interest rate swaps designated as fair value hedges	\$ (6)	\$ –
Other expenses, net – foreign currency contracts	\$ 8	\$ 25

For the Company' s cash flow hedges, the amount of loss recorded in "Accumulated other comprehensive loss" in the Company' s Condensed Consolidated Balance Sheet was less than \$1 million at September 30, 2010. The amount of loss reclassified from "Accumulated other comprehensive income" into "Interest expense, net" in the Company' s Condensed Consolidated Statements of Operations was approximately \$1 million and \$3 million for the three and six months ended September 30, 2010, respectively. Less than \$1 million is expected to be released from "Accumulated other comprehensive loss" to income in connection with the Company' s monthly interest payments on the hedged debt by the end of the third quarter of fiscal year 2011.

The Company is party to collateral security arrangements with most of its major counterparties. These arrangements require the Company to hold or post collateral when the derivative fair values exceed contractually established thresholds. The aggregate fair value of all derivative instruments under these collateralized arrangements that were in a liability position at September 30, 2010 was less than \$1 million for which the Company posted no collateral. Under these agreements, if the Company' s credit ratings had been downgraded one rating level, the Company would still not have been required to post collateral.

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Items Measured at Fair Value on a Recurring Basis

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30 and March 31, 2010.

Description	Fair Value Measurement at Reporting Date Using		
	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)(1)	Significant Other Observable Inputs (Level 2)(2)
At September 30, 2010			
Assets:			
Money markets (3)	\$ 1,641	\$ 1,641	\$ –
Foreign exchange derivatives not designated as hedges	9	–	9
Interest rate derivatives designated as fair value hedges(4)	30	–	30
Total Assets	<u>\$ 1,680</u>	<u>\$ 1,641</u>	<u>\$ 39</u>
Liabilities:			
Foreign exchange derivatives not designated as hedges	\$ 5	\$ –	\$ 5
Total Liabilities	<u>\$ 5</u>	<u>\$ –</u>	<u>\$ 5</u>
At March 31, 2010			
Assets:			
Money markets(5)	\$ 1,805	\$ 1,805	\$ –
Interest rate derivatives designated as fair value hedges(4)	1	–	1
Total Assets	<u>\$ 1,806</u>	<u>\$ 1,805</u>	<u>\$ 1</u>
Liabilities:			
Interest rate derivatives designated as cash flow hedges	\$ 4	\$ –	\$ 4
Total Liabilities	<u>\$ 4</u>	<u>\$ –</u>	<u>\$ 4</u>

(1) Level 1 is defined as quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities.

(2) Level 2 is defined as quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly.

(3) At September 30, 2010, the Company had approximately \$1,591 million and \$50 million of investments in money market funds classified as "Cash and cash equivalents" and "Other noncurrent assets, net" for restricted cash amounts, respectively, in its Condensed Consolidated Balance Sheet.

(4) Excludes accrued interest.

(5) At March 31, 2010, the Company had approximately \$1,755 million and \$50 million of investments in money market funds classified as "Cash and cash equivalents" and "Other noncurrent assets, net" for restricted cash amounts, respectively, in its Condensed Consolidated Balance Sheet.

At September 30 and March 31, 2010, the Company did not have any assets or liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3).

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The following table presents the carrying amounts and estimated fair values of the Company's instruments that are not measured at fair value on a recurring basis at September 30, 2010:

	At September 30, 2010 (in millions)	
	Carrying Value	Estimated Fair Value
Liabilities:		
Total debt (1)	\$ 1,567	\$ 1,699
Facilities abandonment reserve (2)	\$ 58	\$ 68

(1) Estimated fair value of total debt is based on quoted prices for similar liabilities for which significant inputs are observable except for certain long-term lease obligations, for which fair value approximates carrying value.

Estimated fair value for the facilities abandonment reserve was determined using the Company's current incremental borrowing rate.

(2) The facilities abandonment reserve includes approximately \$19 million in "Accrued expenses and other current liabilities" and approximately \$39 million in "Other noncurrent liabilities" on the Company's Condensed Consolidated Balance Sheet.

The following table presents the carrying amounts and estimated fair values of the Company's instruments that are not measured at fair value on a recurring basis at March 31, 2010:

	At March 31, 2010 (in millions)	
	Carrying Value	Estimated Fair Value
Assets:		
Noncurrent portion of installment accounts receivable (1)	\$ 46	\$ 46
Liabilities:		
Total debt (2)	\$ 1,545	\$ 1,600
Facilities abandonment reserve (3)	\$ 69	\$ 79

(1) Estimated fair value of the noncurrent portion of installment accounts receivable approximates carrying value due to the relatively short term to maturity.

(2) Estimated fair value of total debt is based on quoted prices for similar liabilities for which significant inputs are observable except for certain long-term lease obligations, for which fair value approximates carrying value.

Estimated fair value for the facilities abandonment reserve was determined using the Company's incremental borrowing rate at

(3) March 31, 2010. The facilities abandonment reserve includes approximately \$22 million in "Accrued expenses and other current liabilities" and approximately \$47 million in "Other noncurrent liabilities" on the Company's Condensed Consolidated Balance Sheet.

The carrying value of financial instruments classified as current assets and current liabilities, such as cash and cash equivalents, accounts payable, accrued expenses, and short-term debt, approximate fair value due to the short-term maturity of the instruments. The fair values of derivatives and total debt, including current maturities, have been based on quoted market prices.

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NOTE H – RESTRUCTURING

Fiscal 2010 restructuring plan: The fiscal 2010 restructuring plan (Fiscal 2010 Plan) was approved on March 31, 2010. The Fiscal 2010 Plan is composed of a workforce reduction of approximately 1,000 positions and global facilities consolidations. These actions are intended to better align the Company’s cost structure with the skills and resources required to more effectively pursue opportunities in the marketplace and execute the Company’s long-term growth strategy. Actions under the Fiscal 2010 Plan were substantially completed by the end of the second quarter of fiscal year 2011.

For the six months ended September 30, 2010, restructuring activity under the Fiscal 2010 plan was as follows:

	<u>Severance</u>	<u>Facilities Abandonment</u>
	<i>(in millions)</i>	
Accrued balance as of March 31, 2010	\$46	\$ 2
Changes in estimate	(3)	–
Payments	(30)	–
Accretion and other	(1)	–
Accrued balance as of September 30, 2010	<u>\$12</u>	<u>\$ 2</u>

The liability balance for the severance portion of the remaining reserve is included in the “Accrued salaries, wages and commissions” line item on the Company’s Condensed Consolidated Balance Sheet.

Fiscal 2007 restructuring plan: In August 2006, the Company announced the fiscal 2007 restructuring plan (Fiscal 2007 Plan) to significantly improve the Company’s expense structure and increase its competitiveness. The Fiscal 2007 Plan’s objectives included a workforce reduction, global facilities consolidations and other cost reduction initiatives. The Company has recognized substantially all of the costs associated with the Fiscal 2007 Plan.

The reduction in workforce included approximately 3,100 individuals under the Fiscal 2007 Plan. Most of these actions have been completed; however, final payment of the severance amounts is dependent upon settlement with the works councils in certain international locations. The Company has also recognized substantially all of the facilities abandonment costs associated with the Fiscal 2007 Plan.

For the six months ended September 30, 2010, restructuring activity under the Fiscal 2007 Plan was as follows:

	<u>Severance</u>	<u>Facilities Abandonment</u>
	<i>(in millions)</i>	
Accrued balance as of March 31, 2010	\$8	\$ 60
Changes in estimate	\$1	\$ –
Payments	(3)	(9)
Accrued balance as of September 30, 2010	<u>\$6</u>	<u>\$ 51</u>

The liability balance for the severance portion of the remaining reserve is included in the “Accrued salaries, wages and commissions” line item on the Company’s Condensed Consolidated Balance Sheet. The liability for the facilities abandonment portion of the remaining reserve is included in the “Accrued expenses and other current liabilities” and “Other noncurrent liabilities” line items on the Company’s Condensed Consolidated Balance Sheet.

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NOTE I – INCOME TAXES

Income tax expense for the three and six months ended September 30, 2010 was \$73 million and \$161 million, respectively, compared with the three and six months ended September 30, 2009 of \$99 million and \$212 million, respectively.

For the three and six months ended September 30, 2010, the Company recognized a net tax benefit of \$23 million and \$36 million, respectively, resulting primarily from refinements of tax positions taken in prior periods, assertion of affirmative claims in the context of tax audits and the resolutions and accruals of uncertain tax positions relating to non-U.S. jurisdictions. For the three and six months ended September 30, 2009, the Company recognized a net tax benefit of \$7 million resulting primarily from the resolution of uncertain tax positions relating to non-U.S. jurisdictions.

Income taxes receivable of approximately \$87 million as of September 30, 2010 are included in other current assets in the Company's Condensed Consolidated Balance Sheet. Additions to the liability for uncertain tax positions in the six months ended September 30, 2010 were approximately \$139 million.

The Company's effective tax rate, excluding the impact of discrete items, for the six months ended September 30, 2010 of 32.6% was different from the effective tax rate of 33.9% for the six months ended September 30, 2009 primarily due to the worldwide mix of estimated consolidated earnings before taxes and additional accruals and changes in estimates related to uncertain tax positions. The results of the Company's international operations, the outcome of tax audits and any other changes in potential tax liabilities may result in additional tax expense or benefit in future periods, which are not considered in the Company's estimated annual effective tax rate. The Company does not currently view any such items as individually material to the results of our operations or financial position. However, the impact of such items may yield additional tax expense in the second half of fiscal year 2011 and future periods and the Company is anticipating fiscal year 2011 effective tax rate of approximately 33% to 34%.

NOTE J – COMMITMENTS AND CONTINGENCIES

Certain legal proceedings in which the Company is involved are discussed in Note 9, "Commitments and Contingencies," in the Notes to the Consolidated Financial Statements included in the Company's 2010 Form 10-K. The following discussion should be read in conjunction with those financial statements.

Stockholder Derivative Litigation

In June and July 2004, three purported derivative actions were filed in the United States District Court for the Eastern District of New York (the Federal Court) by Ranger Governance, Ltd. (Ranger), Bert Vladimir and Irving Rosenzweig against certain current or former employees and/or directors of the Company. In November 2004, the Federal Court issued an order consolidating the three actions into *Computer Associates International, Inc., Derivative Litigation*, No. 04 Civ. 2697 (E.D.N.Y.) (the Derivative Action). The derivative plaintiffs filed a consolidated amended complaint (the Consolidated Complaint) on January 7, 2005. The Consolidated Complaint names as defendants Charles Wang, Sanjay Kumar, Ira Zar, Charles McWade, Peter Schwartz, William de Vogel, Richard Grasso, Roel Pieper, Russell Artzt, Alfonse D' Amato, Lewis Ranieri, Stephen Richards, Steven Woghin, David Kaplan, David Rivard, Lloyd Silverstein, Michael A. McElroy, Gary Fernandes, Robert E. La Blanc, Jay W. Lorsch, Kenneth Cron, Walter P. Schuetze, KPMG LLP, and Ernst & Young LLP. The Company is named as a nominal defendant. The Consolidated Complaint seeks from one or more of the defendants (1) contribution towards the consideration the Company had previously agreed to provide then current and former stockholders in settlement of certain class action litigation commenced against the Company and certain officers and directors in 1998 and 2002; (2) compensatory and consequential damages in an amount not less than \$500 million in connection with the investigations giving rise to the Deferred Prosecution Agreement (DPA) entered into between the Company and the United States Attorney's Office in 2004 and a consent to enter into a final judgment (Consent Judgment) in a parallel proceeding

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brought by the SEC regarding certain of the Company's past accounting practices, including its revenue recognition policies and procedures during certain periods prior to the adoption of the Company's new business model in October 2000. (In May 2007, based upon the Company's compliance with the terms of the DPA, the Federal Court ordered dismissal of the charges that had been filed against the Company in connection with the DPA, and the DPA expired. The injunctive provisions of the Consent Judgment permanently enjoining the Company from violating certain provisions of the federal securities laws remain in effect.); (3) unspecified relief for violations of Section 14(a) of the Exchange Act for alleged false and material misstatements made in the Company's proxy statements issued in 2002 and 2003; (4) relief for alleged breach of fiduciary duty; (5) unspecified compensatory, consequential and punitive damages based upon allegations of corporate waste and fraud; (6) unspecified damages for breach of duty of reasonable care; (7) restitution and rescission of the compensation earned under the Company's executive compensation plan; and (8) pursuant to Section 304 of the Sarbanes-Oxley Act, reimbursement of bonus or other incentive-based equity compensation and alleged profits realized from sales of securities issued by the Company. Although no relief is sought from the Company, the Consolidated Complaint seeks monetary damages, both compensatory and consequential, from the other defendants, including current or former employees and/or directors of the Company, Ernst & Young LLP and KPMG LLP in an amount totaling not less than \$500 million.

On February 1, 2005, the Company established a Special Litigation Committee of members of its Board of Directors who are independent of the defendants to, among other things, control and determine the Company's response to the Derivative Action. On April 13, 2007, the Special Litigation Committee issued its reports, which announced the Special Litigation Committee's conclusions, determinations, recommendations and actions with respect to the claims asserted in the Derivative Action. The Special Litigation Committee also served a motion which seeks to dismiss and realign the claims and parties in accordance with the Special Litigation Committee's recommendations. As summarized below, the Special Litigation Committee concluded as follows:

The Special Litigation Committee has concluded that it would be in the best interests of the Company to pursue certain of the claims against Messrs. Wang and Schwartz.

The Special Litigation Committee has concluded that it would be in the best interests of the Company to pursue certain of the claims against the former Company executives who have pled guilty to various charges of securities fraud and/or obstruction of justice – including Messrs. Kaplan, Richards, Rivard, Silverstein, Woghin and Zar. The Special Litigation Committee has determined and directed that these claims be pursued by the Company using counsel retained by the Company, unless the Special Litigation Committee is able to successfully conclude its ongoing settlement negotiations with these individuals.

The Special Litigation Committee has reached a settlement (subject to court approval) with Messrs. Kumar, McWade and Artzt.

The Special Litigation Committee believes that the claims against current and former Company directors Messrs. Cron, D' Amato, de Vogel, Fernandes, Grasso, La Blanc, Lorsch, Pieper, Ranieri and Schuetze should be dismissed. The Special Litigation Committee has concluded that these directors did not breach their fiduciary duties and the claims against them lack merit.

The Special Litigation Committee has concluded that it would be in the best interests of the Company to seek dismissal of the claims against Ernst & Young LLP, KPMG LLP and Mr. McElroy.

By letter dated July 19, 2007, counsel for the Special Litigation Committee advised the Federal Court that the Special Litigation Committee had reached a settlement of the Derivative Action with two of the three derivative plaintiffs – Bert Vladimir and Irving Rosenzweig. In connection with the settlement, both of these plaintiffs have agreed to support the Special Litigation Committee's motion to dismiss and to realign. The Company has agreed to pay the attorney's fees of Messrs. Vladimir and Rosenzweig in an

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amount up to \$525,000 each. If finalized, this settlement would require approval of the Federal Court. On July 23, 2007, Ranger filed a letter with the Federal Court objecting to the proposed settlement.

On October 29, 2007, the Federal Court denied the Special Litigation Committee's motion to dismiss and realign, without prejudice to renewing the motion following a decision by the United States Court of Appeals for the Second Circuit (the Second Circuit) on an appeal brought by Ranger in connection with other derivative litigation. On December 14, 2009, the Company and the Special Litigation Committee renewed the motion to dismiss and realign. By an Order dated September 29, 2010, the Federal Court granted the motion in all respects, granting relief including the following: (1) dismissing the claims against current and former Company directors Messrs. Cron, D' Amato, de Vogel, Fernandes, Grasso, La Blanc, Lorsch, Pieper, Ranieri and Schuetze and Ernst & Young LLP, KPMG LLP and Mr. McElroy; and (2) realigning the Company as plaintiff with respect to certain of the claims against Messrs. Wang and Schwartz, Artzt, Kaplan, Kumar, McWade, Richards, Rivard, Silverstein, Woghin and Zar.

Other Civil Actions

In April 2010, a lawsuit captioned *Stragent, LLC et ano. v. Amazon.com, Inc., et al.* was filed in the United States District Court for the Eastern District of Texas against the Company and five other defendants. The complaint alleges, among other things, that Company technology, including the 2E product, infringes a patent assigned to plaintiff SeeSaw Foundation and licensed to plaintiff Stragent LLC, entitled "Method of Providing Data Dictionary-Driven Web-Based Database Applications," U.S. Patent No. 6,832,226. The complaint seeks monetary damages and interest in an undisclosed amount, and costs, based upon plaintiffs' patent infringement claims. In May 2010, the Company filed an answer and counterclaims that, among other things, dispute plaintiffs' claims and seek a declaratory judgment that the Company does not infringe the patent-in-suit and that the patent is invalid. To date, no discovery has commenced in this action. Although the timing and ultimate outcome cannot be determined, the Company believes that the plaintiffs' claims are unfounded and that the Company has meritorious defenses.

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In September 2010, a lawsuit captioned *Uniloc USA, Inc. et ano. v. National Instruments Corp., et al.* was filed in the United States District Court for the Eastern District of Texas against the Company and 10 other defendants. The complaint alleges, among other things, that Company technology, including Internet Security Suite Plus 2010, infringes a patent licensed to plaintiff Uniloc USA, Inc., entitled “System for Software Registration,” U.S. Patent No. 5,490,216. The complaint seeks monetary damages and interest in an undisclosed amount, a temporary, preliminary and permanent injunction against alleged acts of infringement, attorneys’ fees and costs, based upon the plaintiffs’ patent infringement claims. Although the timing and ultimate outcome cannot be determined, the Company believes that the plaintiffs’ claims are unfounded and that the Company has meritorious defenses.

The Company, various subsidiaries, and certain current and former officers have been named as defendants in various other lawsuits and claims arising in the normal course of business. The Company believes that it has meritorious defenses in connection with such lawsuits and claims, and intends to vigorously contest each of them.

In the opinion of the Company’s management based upon information currently available to the Company although the outcome of the matters listed in this Note as well as these other lawsuits and claims is uncertain, the results of pending matters against the Company, either individually or in the aggregate, are not expected to have a material adverse effect on the Company’s financial position, results of operations, or cash flows, although the effect could be material to the Company’s results of operations or cash flows for any interim reporting period.

The Company is obligated to indemnify its officers and directors under certain circumstances to the fullest extent permitted by Delaware law. As a part of that obligation, the Company has advanced and will continue to advance certain attorneys’ fees and expenses incurred by current and former officers and directors in various litigations and investigations arising out of similar allegations, including the litigation described above.

NOTE K – DEFERRED REVENUE

The components of “Deferred revenue (billed or collected) – current” and “Deferred revenue (billed or collected) – noncurrent” as of September 30, 2010 and March 31, 2010 are as follows:

	September 30, 2010	March 31, 2010
	<i>(in millions)</i>	
Current:		
Subscription and maintenance	\$ 2,037	\$2,389
Professional services	138	151
Financing obligations and other	8	15
Total deferred revenue (billed or collected) – current	2,183	2,555
Noncurrent:		
Subscription and maintenance	924	1,042
Professional services	17	24
Financing obligations and other	1	2
Total deferred revenue (billed or collected) – noncurrent	942	1,068
Total deferred revenue (billed or collected)	\$ 3,125	\$3,623

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NOTE L – ACQUISITIONS

The Company's acquisitions during the first half of fiscal year 2011 were considered immaterial, both individually and in the aggregate, compared with the results of the Company's operations. Therefore, purchase accounting information and pro-forma disclosure are not presented.

The following represents the aggregate allocation of the purchase price and estimated useful lives to the acquired net assets of Nimsoft AS (Nimsoft), 3Tera, Inc. (3Tera) and Oblicore, Inc. (Oblicore), which were acquired during fiscal year 2010. The increase in the revision of the values assigned to purchased software from the original amounts reported for fiscal year 2010 was approximately \$54 million. The amortization effects were immaterial. During the first six months of fiscal year 2011, the Company finalized the purchase price allocation for 3Tera and Oblicore. The Company expects to finalize the purchase price allocation for Nimsoft in the third quarter of fiscal year 2011. Any revisions are not expected to be material. The revised purchase price allocation for Nimsoft, 3Tera and Oblicore is as follows:

<i>(dollars in millions)</i>	Amount	Estimated Useful Life
Finite-lived intangible assets(1)	\$ 46	5-6 years
Purchased software	319	10 years
Goodwill	117	Indefinite
Deferred taxes, net liability	(7)	–
Other assets net of other liabilities assumed	(2)	–
Purchase Price	\$ 473	

(1) Includes customer relationships and trade names.

The excess purchase price over the estimated value of the net tangible and identifiable intangible assets was recorded as goodwill. The allocation of a significant portion of the purchase price to goodwill was predominantly due to the intangible assets that are not separable, such as assembled workforce and going concern.

The pro forma effects of the acquisitions to the Company's revenues and results of operations during fiscal year 2010 were considered immaterial, both individually and in the aggregate.

The Company had approximately \$69 million and \$74 million of accrued acquisition-related costs as of September 30, 2010 and March 31, 2010, respectively. Approximately \$64 million of the accrued acquisition related costs at September 30, 2010 and March 31, 2010, related to purchase price amounts withheld subject to indemnification protections.

Acquisition-related costs are comprised of employee costs, duplicate facilities and other acquisition-related costs that are incurred as a result of the Company's prior period acquisitions.

NOTE M – DISCONTINUED OPERATIONS

Discontinued Operations: In June 2010, the Company sold its Information Governance business, consisting primarily of the CA Records Manager and CA Message Manager software offerings and related professional services, for approximately \$19 million to Autonomy. The loss from discontinued operations of approximately \$6 million included in the Company's Condensed Consolidated Statement of Operations for the six months ended September 30, 2010 consists of a loss from operations of approximately \$1 million, net of taxes of approximately \$1 million, and a loss upon disposal of approximately \$5 million, inclusive of taxes of approximately \$4 million.

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The Information Governance business results for the three and six months ended September 30, 2009 consisted of revenue of \$5 million and \$11 million, respectively, and income from operations of less than \$1 million in both periods.

NOTE N – SUBSEQUENT EVENTS

On October 4, 2010, the Company completed the acquisition of 100% of the voting equity interests of Arcot Systems, Inc. (Arcot), a privately held provider of authentication and fraud prevention solutions through on premises software or cloud services. The acquisition of Arcot adds technology for fraud prevention and authentication to the Company's Identity and Access Management offerings. The total purchase price of the acquisition was approximately \$200 million. Due to the timing of this acquisition, the Company has not completed the allocation of purchase price to acquired identifiable assets, including intangible assets.

Item 2:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statement

This Quarterly Report on Form 10-Q (Form 10-Q) contains certain forward-looking information relating to CA, Inc. (the "Company," "Registrant," "CA," "we," "our," or "us"), that is based on the beliefs of, and assumptions made by, our management as well as information currently available to management. When used in this Form 10-Q, the words "anticipate," "believe," "estimate," "expect" and similar expressions are intended to identify forward-looking information. Such information includes, for example, the statements made in this Management Discussion and Analysis of Financial Condition and Results of Operations (MD&A), but also appears in other parts of this Form 10-Q. This forward-looking information reflects our current views with respect to future events and is subject to certain risks, uncertainties, and assumptions.

A number of important factors could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to achieve success in the Company's strategy by, among other things, increasing sales in new and emerging enterprises and markets, enabling the sales force to sell new products and Software-as-a-Service offerings and improving the Company's brand in the marketplace; global economic factors or political events beyond the Company's control; general economic conditions, including concerns regarding a global recession and credit constraints, or unfavorable economic conditions in a particular region, industry or business sector; failure to expand channel partner programs; the ability to adequately manage and evolve financial reporting and managerial systems and processes; the ability to successfully acquire technology and software that are consistent with our strategy and integrate acquired companies and products into existing businesses; competition in product and service offerings and pricing; the ability to retain and attract qualified key personnel; the ability to adapt to rapid technological and market changes; the ability of the Company's products to remain compatible with ever-changing operating environments; access to software licensed from third parties, third-party code and specifications for the development of code; use of software from open source code sources; discovery of errors in the Company's software and potential product liability claims; significant amounts of debt and possible future credit rating changes; the failure to protect the Company's intellectual property rights and source code; fluctuations in the number, terms and duration of our license agreements as well as the timing of orders from customers and channel partners; reliance upon large transactions with customers; risks associated with sales to government customers; breaches of the Company's software products and the Company's and customers' data centers and IT environments; access to third-party microcode; third-party claims of intellectual property infringement or royalty payments; fluctuations in foreign currencies; failure to successfully execute restructuring plans; successful outsourcing of various functions to third parties; potential tax liabilities; and these factors and the other factors described more fully in this Form 10-Q and the Company's other filings with the Securities and Exchange Commission. Should one or more of these risks or uncertainties occur, or should our assumptions prove incorrect, actual results may vary materially from those described in this Form 10-Q as anticipated, believed, estimated, or expected. We do not intend to update these forward-looking statements, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. This MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to the financial statements. References in this Form 10-Q to fiscal 2011 and fiscal 2010 are to our fiscal years ending on March 31, 2011 and 2010, respectively.

OVERVIEW

We are the leading independent enterprise IT management software and service company with deep expertise across IT environments - from mainframe and distributed to virtual and cloud. We develop and deliver software and services that help organizations manage and secure their IT infrastructures and deliver more flexible IT services. This allows companies to more effectively and efficiently respond to business needs. We address virtually all of the components of the computing environment, including

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people, information, processes, systems, networks, applications and databases, regardless of the hardware or software customers are using.

We license our products worldwide. We service companies across most major industries worldwide, including banks, insurance companies, other financial services providers, governmental agencies, manufacturers, technology companies, retailers, and educational and health care institutions. These customers typically maintain IT infrastructures that are both complex and central to their objectives for operational excellence.

We offer our software products and solutions directly to our customers through our direct sales force and indirectly through global systems integrators, managed service providers, technology partners, value-added resellers, exclusive representatives and distributors and volume partners.

We are the leading independent software vendor in the mainframe space, and we continue to innovate on the platform that runs many of our largest customers' most important applications. As the IT landscape continues to evolve, more companies are seeking to improve the efficiency and availability of their IT resources and applications through virtualization, which enables users to run multiple virtual machines on each physical machine and thereby reduce operating costs associated with physical infrastructure. Virtualization is an essential enabling technology for many of the key cloud computing attributes. The increasing adoption of virtualization and the evolution of cloud computing is leading to more complex data centers that include physical servers, virtualized servers, private cloud environments and public cloud applications. As a result of this heightened complexity, it is increasingly important for companies to have a choice of robust, heterogeneous, virtualization-specific management solutions, covering multiple management disciplines across IT environments.

To address these market demands, we have built a broad portfolio of distributed and mainframe software products with a specific focus on mainframe; service management and service assurance; project and portfolio management; security (identity and access management); virtualization and service automation; and cloud computing. We deliver our products on-premises or, for certain products, via Software-as-a-Service (SaaS).

Our current strategy emphasizes accelerating our growth by continuing to build on our portfolio of software and services to address customer needs in the above-mentioned areas of focus through a combination of internal development and acquired technologies. We believe this strategy builds on our core strengths in IT management while also positioning us to compete in high-growth markets, including virtualization, cloud and SaaS. We are also seeking to expand our business beyond our traditional core customers, generally consisting of large enterprises, to reach emerging enterprises (which we also refer to as growth accounts and define as companies with revenue of \$300 million to \$2 billion) and customers in emerging geographies (which we also refer to as our growth geographies).

Our ability to achieve success in our growth strategy could be affected by many of the risk factors described in more detail in our Annual Report on Form 10-K for the fiscal year ended March 31, 2010 (the 2010 Form 10-K).

To enable us to execute our growth strategy more effectively, we have:

- Completed several key acquisitions since September 30, 2009 in an effort to expand our product portfolio, including Arcot Systems, Inc., Nimsoft AS, 3Tera, Inc., Oblicore, Inc. and NetQoS, Inc.;

- Re-branded our company; and

- Realigned our operations by creating two new organizations – the Customer Solutions Group and the Technology and Development Group. Working with our existing Sales Organization, the new organizations are intended to drive collaboration and accountability across the Company while enabling us to deliver even greater customer service and product innovation.

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While not necessarily material to our results in a period, management also looks to the following operational priorities to get a view as to how we are executing against our growth strategy:

Increasing the number of freestanding sales with new products;

Responding to customer demand in growth geographies and growth accounts; and

Continuing to align the organization to be more responsive to customer needs and emerging trends.

Increasing the number of freestanding sales with new products. We define this as new sales of products outside of a renewal and look at this in terms of how we engage our customers, including whether we are becoming less dependent on a renewal cycle as a compelling event to sell new products. Freestanding sales give us the opportunity to increase our share of customer spending through both cross-selling to current customers and the addition of new customers. Our success can be seen in our progress in increasing new product sales.

Responding to customer demand in growth geographies and growth accounts. We have increased our investment in growth geographies—which for us also includes Japan and Australia. Recently we brought new management talent into several key roles. While we do not expect these investments to have a material impact this fiscal year, we are encouraged by results in countries like Mexico and Japan. Our Nimsoft acquisition also accelerates our ability to access both growth accounts and growth geographies through new channels, including managed service providers.

Continuing to align our organization to be more responsive to customer needs and emerging trends. We continue to align the organization to be more responsive to customer needs and emerging trends. Substantial initial work was done on realigning our organization at the beginning of July 2010, when we created the Customer Solutions Group or CSG. We are already seeing the CSG organization help improve our execution and we expect, over time, that it will further enhance our competitive positioning and ability to respond to the needs of our customers and changes in the market. It also helps us drive results from both the assets we have developed and those that we have acquired.

As our growth strategy has evolved, our management also looks within bookings at total new product and capacity sales, which we define as sales of products or capacity that are new or in addition to products or capacity previously contracted for by a customer. The amount of new product and capacity sales for a period, as currently tracked by the Company, requires estimation by management and has not been historically reported. Within a given period, the amount of new product and capacity sales may not be material to the change in our total bookings or revenue compared to prior periods.

For further discussion of our business and business model, see our 2010 Form 10-K. For further discussion of our Critical Accounting Policies and Business Practices, see “Critical Accounting Policies and Business Practices.”

Executive Summary

The following is a summary of the analysis of our results contained in our Management' s Discussion and Analysis.

Our financial results for the second quarter of fiscal 2011 reflect a total revenue backlog of \$7,832 million. This represents 2% growth, compared with \$7,687 million in the prior year period. The current portion of revenue backlog represents revenue to be recognized within the next 12 months. The \$3,463 million of the current portion of revenue backlog at September 30, 2010 increased by 3%, compared with the balance of \$3,365 million at September 30, 2009. Generally, we believe that an increase in the current portion of revenue backlog is a positive indicator of future revenue growth.

We also saw positive results for total new product and capacity sales for the quarter, which grew in the high single digits year over year. Generally, total new product and capacity sales consist of new sales of distributed products, mainframe products and capacity. Total bookings in the quarter grew 9%, due

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primarily to an increase in new sales of distributed products recognized on an up-front basis and subscription and maintenance bookings. In the current quarter, while subscription and maintenance bookings were up slightly, there was a significant increase in new sales of our distributed products that was partially offset by a significant decline in mainframe capacity sales. We expect momentum in mainframe bookings to build as our renewal portfolio increases in the second half of fiscal 2011, which should also drive our mix of new business to subscription and maintenance bookings.

Total revenue for the second quarter of fiscal 2011 was \$1,110 million and grew 4%, compared with \$1,067 million in the year-ago period. Robust growth in the United States revenue of \$50 million or 9%, was partially offset by a \$7 million or 1% decrease in international revenue. Excluding an unfavorable foreign exchange effect of \$15 million, international revenue would have increased by \$8 million or 2%. Our revenue growth was 1% from existing products while 3% was from acquired technologies (which we define as technology acquired within the prior 12 months). Excluding the unfavorable foreign currency effect, revenue growth was evenly split between existing products and acquired technologies. Revenue from software fees and other for the second quarter of fiscal 2011 increased by 150% to \$70 million, compared with the year-ago period, primarily due to revenue generated from new distributed product sales of existing and acquired products. Professional services revenues for the second quarter of fiscal 2011 increased by 13% as compared to the prior year comparable period. Subscription and maintenance revenue for the second quarter of fiscal 2011 decreased by 1% to \$961 million, compared with the year-ago period. This decrease was due to an unfavorable foreign currency effect of \$15 million.

Total expense before interest and income taxes of \$803 million grew 10%, compared with \$728 million from the year-ago period. This increase includes a favorable foreign currency effect of \$11 million. The increase was primarily the result of acquisitions that we closed during fiscal 2010, offset by a one-time \$10 million benefit from the sale of an equity interest. We may experience similar additional costs associated with any future acquisitions.

Income before interest and income taxes decreased by 9% in the second quarter of fiscal 2011, due to an increase in total expenses before interest and income taxes of 10%. This increase resulted from the increased costs as noted above. Diluted income from continuing operations per share for the second quarter of fiscal 2011 was \$0.43, compared with \$0.41 in the year-ago period, reflecting in part the Company' s repurchase of its common shares.

Cash flow from operations in the second quarter of fiscal 2011 was \$130 million and grew 8%, compared with \$120 million in the year-ago period. This growth reflects a year-over-year increase in single installment payments, which were \$124 million in the second quarter of fiscal 2011, compared with \$64 million in the year-ago period. For the first half of fiscal 2011, gross receipts related to single installments for the entire contract value or a substantial portion of the contract value were \$214 million, compared with \$228 million in the first half of fiscal 2010. The second quarter of fiscal 2011 also reflected an increase in vendor disbursements and payroll of \$77 million, compared with the year-ago period, primarily due to the acquisitions that we closed during fiscal 2010.

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QUARTERLY UPDATE

In August 2010, we acquired 4Base Technology, a virtualization and cloud infrastructure consulting firm, as part of our continued investment in virtualization and cloud management.

In September 2010, we announced a strategic alliance with Fujitsu Limited to enhance each company' s service assurance product portfolio and cloud computing strategies. This partnership will help assure service quality across the application infrastructure and support cloud development.

In October 2010, we acquired Arcot Systems, Inc. in an all-cash transaction valued at approximately \$200 million, to support our cloud strategy and add technology for fraud prevention and authentication for identity and access management offerings.

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PERFORMANCE INDICATORS

Management uses several quantitative performance indicators to assess our financial results and condition. Following is a summary of the principal quantitative performance indicators that management uses to review performance:

	Second Quarter Comparison Fiscal Year 2011 versus Fiscal Year 2010			Percent Change
	2011	2010(1)	Change	
	<i>(dollars in millions)</i>			
Total revenue	\$ 1,110	\$ 1,067	\$ 43	4 %
Subscription and maintenance revenue	\$ 961	\$ 969	\$ (8)	(1)%
Net income	\$ 222	\$ 218	\$ 4	2 %
Cash provided by operating activities	\$ 130	\$ 120	\$ 10	8 %
Total bookings	\$ 1,018	\$ 934	\$ 84	9 %
Subscription and maintenance bookings	\$ 865	\$ 844	\$ 21	2 %
Weighted average subscription and maintenance license agreement duration in years	3.47	3.26	0.21	6 %
Annualized subscription and maintenance bookings	\$ 249	\$ 259	\$ (10)	(4)%

	First Half Comparison Fiscal Year 2011 versus Fiscal Year 2010			Percent Change
	2011	2010(1)	Change	
	<i>(dollars in millions)</i>			
Total revenue	\$ 2,201	\$ 2,111	\$ 90	4 %
Subscription and maintenance revenue	\$ 1,922	\$ 1,910	\$ 12	- %
Net income	\$ 439	\$ 413	\$ 26	6 %
Cash provided by operating activities	\$ 247	\$ 382	\$ (135)	(35)%
Total bookings	\$ 1,768	\$ 2,126	\$ (358)	(17)%
Subscription and maintenance bookings	\$ 1,502	\$ 1,930	\$ (428)	(22)%
Weighted average subscription and maintenance license agreement duration in years	3.24	3.79	(0.55)	(15)%
Annualized subscription and maintenance bookings	\$ 464	\$ 509	\$ (45)	(9)%

	Sept. 30, 2010	March 31, 2010(1)	Change From Year End	Sept. 30, 2009	Change From Prior Year Quarter
		<i>(in millions)</i>			
Cash and cash equivalents	\$ 2,525	\$ 2,583	\$ (58)	\$ 3,025	\$ (500)
Total debt	\$ 1,567	\$ 1,545	\$ 22	\$ 1,934	\$ (367)
Total expected future cash collections from committed contracts(2)	\$ 5,404	\$ 5,555	\$ (151)	\$ 5,247	\$ 157
Total revenue backlog(2)	\$ 7,832	\$ 8,193	\$ (361)	\$ 7,687	\$ 145

- (1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy where applicable.
- (2) Refer to the discussion in the "Liquidity and Capital Resources" section of this MD&A for additional information on expected future cash collections from committed contracts, billings backlog and revenue backlog.

Analyses of our performance indicators, including general trends, can be found in the “Results of Operations” and “Liquidity and Capital Resources” sections of this MD&A.

Subscription and Maintenance Revenue – Subscription and maintenance revenue is the amount of revenue recognized ratably during the reporting period from: (i) subscription license agreements that were in effect during the period, generally including maintenance that is bundled with and not separately identifiable from software usage fees or product sales, (ii) maintenance agreements associated with providing customer technical support and access to software fixes and upgrades that are separately identifiable from software usage fees or product sales, and (iii) license agreements bundled with additional products, maintenance or professional services for which Vendor Specific Objective Evidence (VSOE) has not been established. These amounts include the sale of products directly by us, as well as by distributors and volume partners, value-added resellers and exclusive representatives to end-users, where the contracts incorporate the right for end-users to receive unspecified future software products, and other contracts entered into in close proximity or contemplation of such agreements.

Total Bookings – Total bookings includes the incremental value of all subscription, maintenance and professional service contracts and software fees and other contracts entered into during the reporting period and is generally reflective of the amount of products and services during the period that our customers have agreed to purchase from us. Revenue for bookings attributed to sales of software products for which revenue is recognized on an up-front basis is reflected in the “software fees and other” line item of our Condensed Consolidated Statements of Operations.

Subscription and Maintenance Bookings – Subscription and maintenance bookings is the aggregate incremental amount we expect to collect from our customers over the terms of the underlying subscription and maintenance agreements entered into during a reporting period. These amounts include the sale of products directly by us and may include additional products, services or other fees for which we have not established VSOE of fair value. Subscription and maintenance bookings also includes indirect sales by distributors and volume partners, value-added resellers and exclusive representatives to end-users, where the contracts incorporate the right for end-users to receive unspecified future software products, and other contracts without these rights entered into in close proximity or contemplation of such agreements. These amounts are expected to be recognized ratably as subscription and maintenance revenue over the applicable term of the agreements. Subscription and maintenance bookings excludes the value associated with certain perpetual licenses, license-only indirect sales, and professional services arrangements.

The license and maintenance agreements that contribute to subscription and maintenance bookings represent binding payment commitments by customers over periods that range generally from three to five years on a weighted average basis, although in certain cases customer commitments can be for longer or shorter periods. These current period bookings are often renewals of prior contracts that also had various durations, usually from three to five years. The amount of new subscription and maintenance bookings recorded in a period is affected by the volume, duration and value of contracts renewed during that period. Our subscription and maintenance bookings typically increase in each consecutive quarter during a fiscal year, with the first quarter having the least bookings and the fourth quarter having the most bookings. However, subscription and maintenance bookings may not always follow the pattern of increasing in consecutive quarters during a fiscal year, and the quarter-to-quarter differences in subscription and maintenance bookings may vary. Given the varying durations of the contracts being renewed, year-over-year comparisons of bookings are not always indicative of the overall bookings trend. Additionally, management also looks within bookings at the yield on our renewal portfolio. We define this as the percentage of prior contract value realized from renewals during the period. The baseline for calculating renewal yield is an estimate affected by various factors including contractual renewal terms and other conditions. We estimate the yield based on a review of material transactions representing a substantial majority of the dollar value of renewals during the current period. Changes in renewal yield may not be material to changes in bookings compared to prior periods.

Generally, we believe that an increase in the current portion of revenue backlog is a positive indicator of future revenue growth due to the high percentage of our revenue that is recognized from license agreements that are already committed and being recognized ratably.

Additionally, period-to-period changes in subscription and maintenance bookings do not necessarily correlate to changes in cash receipts. The contribution to current period revenue from subscription and maintenance bookings from any single license or maintenance agreement is relatively small, since revenue is recognized ratably over the applicable term for these agreements.

Weighted Average Subscription and Maintenance License Agreement Duration in Years – The weighted average subscription and maintenance license agreement duration in years reflects the duration of all subscription and maintenance agreements executed during a period, weighted by the total contract value of each individual agreement. Weighted average subscription and maintenance license agreement duration in years can fluctuate from period to period depending on the mix of license agreements entered into during a period. Weighted average duration information is disclosed in order to provide additional understanding of the volume of our bookings.

Annualized Subscription and Maintenance Bookings – Annualized subscription and maintenance bookings is an indicator that normalizes the bookings recorded in the current period to account for contract length. It is calculated by dividing the total value of all new subscription and maintenance license agreements entered into during a period by the weighted average subscription and license agreement duration in years for all such subscription and maintenance license agreements recorded during the same period.

Total Revenue Backlog – Total revenue backlog represents the aggregate amount we expect to recognize as revenue in the future as either subscription and maintenance revenue, professional services revenue or software fees and other revenue associated with contractually committed amounts billed or to be billed as of the balance sheet date. Total revenue backlog is composed of amounts recognized as liabilities in our Condensed Consolidated Balance Sheets as deferred revenue (billed or collected) as well as unearned amounts yet to be billed under subscription and maintenance and software fees and other agreements. Classification of amounts as current and non-current depends on when such amounts are expected to be earned and therefore recognized as revenue. Amounts that are expected to be earned and therefore recognized as revenue in 12 months or less are classified as current, while amounts expected to be earned in greater than 12 months are classified as non-current. The portion of the total revenue backlog that relates to subscription and maintenance agreements is recognized as revenue evenly on a monthly basis over the duration of the underlying agreements and is reported as subscription and maintenance revenue in our Condensed Consolidated Statements of Operations. Generally, we believe that an increase in the current portion of revenue backlog is a positive indicator of future revenue growth.

“Deferred revenue (billed or collected)” is composed of: (i) amounts received from customers in advance of revenue recognition, (ii) amounts billed but not collected for which revenue has not yet been earned, and (iii) amounts received in advance of revenue recognition from financial institutions where we have transferred our interest in committed installments (referred to as “Financing obligations and other” in Note K, “Deferred Revenue” in the Notes to our Condensed Consolidated Financial Statements).

RESULTS OF OPERATIONS

The following tables present changes in the line items on our Condensed Consolidated Statements of Operations for the second quarter and first half of fiscal 2011 and 2010, respectively, measured by Dollar Change, Percentage of Dollar Change, and Percentage of Total Revenue. These comparisons of past financial results are not necessarily indicative of future results.

	Second Quarter Comparison - Fiscal Year 2011 versus Fiscal Year 2010					
	2011	2010 (1)	Dollar Change 2011/2010	Percentage of Dollar Change 2011/2010	Percentage of Total Revenue	
		(dollars in millions)			2011	2010
Revenue						
Subscription and maintenance revenue	\$ 961	\$ 969	\$ (8)	(1)%	87 %	91 %
Professional services	79	70	9	13	7	6
Software fees and other	70	28	42	150	6	3
Total revenue	1,110	1,067	43	4	100	100
Expenses						
Costs of licensing and maintenance	74	72	2	3	7	7
Costs of professional services	75	59	16	27	7	6
Amortization of capitalized software costs	48	34	14	41	4	3
Selling and marketing	308	284	24	8	28	27
General and administrative	113	119	(6)	(5)	10	11
Product development and enhancements	125	114	11	10	11	11
Depreciation and amortization of other intangible assets	45	39	6	15	4	4
Other expenses, net	15	7	8	114	1	1
Restructuring and other	-	-	-	-	-	-
Total expenses before interest and income taxes	803	728	75	10	72	68
Income before interest and income taxes	307	339	(32)	(9)	28	32
Interest expense, net	12	22	(10)	(45)	1	2
Income before income taxes	295	317	(22)	(7)	27	30
Income tax expense	73	99	(26)	(26)	7	9
Income from continuing operations	222	218	4	2	20	20
Loss from discontinued operations	-	-	-	-	-	-
Net Income	\$ 222	\$ 218	\$ 4	2 %	20 %	20 %

Note - Amounts may not add to their respective totals due to rounding.

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

First Half Comparison – Fiscal Year 2011 versus Fiscal Year 2010

	2011	2010 (1) <i>(dollars in millions)</i>	Dollar Change 2011/ 2010	Percentage of Dollar Change 2011/2010	Percentage of Total Revenue 2011	2010
Revenue						
Subscription and maintenance revenue	\$ 1,922	\$ 1,910	\$ 12	1 %	87 %	90 %
Professional services	157	140	17	12	7	7
Software fees and other	122	61	61	100	6	3
Total revenue	2,201	2,111	90	4	100	100
Expenses						
Costs of licensing and maintenance	151	138	13	9	7	7
Costs of professional services	146	125	21	17	7	6
Amortization of capitalized software costs	93	67	26	39	4	3
Selling and marketing	607	564	43	8	28	27
General and administrative	230	229	1	–	10	11
Product development and enhancements	253	231	22	10	11	11
Depreciation and amortization of other intangible assets	89	77	12	16	4	4
Other expenses, net	4	14	(10)	(71)	–	1
Restructuring and other	(3)	2	(5)	NM	–	–
Total expenses before interest and income taxes	1,570	1,447	123	9	71	69
Income before interest and income taxes	631	664	(33)	(5)	29	31
Interest expense, net	25	39	(14)	(36)	1	2
Income before income taxes	606	625	(19)	(3)	28	30
Income tax expense	161	212	(51)	(24)	7	10
Income from continuing operations	445	413	32	8	20	20
Loss from discontinued operations	(6)	–	(6)	NM	–	–
Net Income	\$ 439	\$ 413	\$ 26	6 %	20 %	20 %

Note – Amounts may not add to their respective totals due to rounding.

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

Bookings

Total Bookings

For the second quarter of fiscal 2011 and 2010, total bookings were \$1,018 million and \$934 million, respectively. The increase in bookings was primarily due to the increase in new sales of distributed products recognized on an up-front basis and subscription and maintenance bookings.

For the first half of fiscal 2011 and 2010, total bookings were \$1,768 million and \$2,126 million, respectively. The decrease in bookings was mainly attributable to the decrease in subscription and maintenance bookings in the first quarter of fiscal 2011, as described below.

Subscription and Maintenance Bookings

For the second quarter of fiscal 2011 and 2010, we added subscription and maintenance bookings of \$865 million and \$844 million, respectively. This increase was primarily attributable to a significant increase in new sales of our distributed products. This was partially offset by significantly lower mainframe capacity sales during the second quarter of fiscal 2011 primarily due to the nature and mix of our renewal portfolio in the quarter which was weighted toward distributed products. During the second quarter of fiscal 2011, we renewed a total of 14 license agreements with incremental contract values in excess of \$10 million each, for an aggregate contract value of \$361 million. During the second quarter of fiscal 2010, we renewed a total of 18 license agreements with incremental contract values in excess of \$10 million each, for an aggregate contract value of \$366 million. For the second quarter, the renewal yield did not differ materially from its recent range of high 80% to low 90%.

For the first half of fiscal 2011 and 2010, we added subscription and maintenance bookings of \$1,502 million and \$1,930 million, respectively. The decrease in subscription and maintenance bookings was primarily attributable to lower scheduled contract renewals occurring in the first quarter of fiscal 2011. Generally, quarters with smaller renewal inventories result in a lower level of bookings not only because renewal bookings will be less but because renewals remain an important selling opportunity for new products. The renewal portfolio is weighted more heavily towards the second half of fiscal 2011. We expect momentum in mainframe bookings to build as the renewal portfolio increases in the second half of fiscal 2011, which should also drive our mix of new business more to subscription and maintenance bookings than in the current period. Thus, we would expect higher levels of bookings in the second half of fiscal 2011, compared with the first half of fiscal 2011. Currently, we expect total fiscal 2011 renewals to be about 10% lower than total fiscal 2010 renewals although this generally does not include new product and capacity sales and professional services arrangements.

For the second quarter of fiscal 2011, annualized subscription and maintenance bookings decreased \$10 million from the prior year period to \$249 million. The weighted average subscription and maintenance duration in years increased to 3.47 from 3.26 in the prior year period. This increase was primarily attributable to the longer duration of the larger contracts executed during the second quarter of fiscal 2011.

Total Revenue

As more fully described below, the increase in total revenue in the second quarter and first half of fiscal 2011 compared with the second quarter and first half of fiscal 2010 was primarily attributable to an increase in our software fees and other revenue and to a lesser extent an increase in professional services revenue. During the second quarter of fiscal 2011, revenue reflected an unfavorable foreign exchange effect of \$15 million compared with the second quarter of fiscal 2010. For the first half of fiscal 2011, the unfavorable foreign exchange effect was less than \$1 million compared with the first half of fiscal 2010.

Price changes do not have a material impact on revenue in a given period as a result of our ratable subscription model.

Subscription and Maintenance Revenue

The decrease in subscription and maintenance revenue for the second quarter of 2011 compared with the second quarter of fiscal 2010 was due to an unfavorable foreign exchange effect of \$15 million. Excluding the unfavorable foreign exchange effect, subscription and maintenance revenue would have increased by \$7 million.

The increase in subscription and maintenance revenue for the first half of fiscal 2011 compared with the first half of fiscal 2010 was primarily due to revenue associated with our acquisitions of NetQoS, Inc., Nimsoft AS and 3Tera, Inc. (our fiscal 2010 acquisitions), which occurred during the second half of fiscal 2010. For the first half of fiscal 2011, revenue reflected an unfavorable foreign exchange effect of \$1 million.

Professional Services

Professional services revenue increased in the second quarter and first half of fiscal 2011 compared with the second quarter and first half of fiscal 2010, due to the increased execution of engagements under service contracts during the second quarter of fiscal 2011 and an increase in professional services revenue associated with our fiscal 2010 acquisitions, which occurred during the second half of fiscal 2010.

Software Fees and Other

Software fees and other revenue primarily consists of revenue that is recognized on an up-front basis. This includes revenue associated with distributed products sold on an up-front basis, through transactions with distributors and volume partners, value-added resellers and exclusive representatives (sometimes referred to as our “indirect” or “channel” revenue). Software fees and other revenue increased for the second quarter of fiscal 2011, as compared with the second quarter of fiscal 2010 primarily due to \$39 million in revenue from existing application management products sold on an up-front basis and products acquired in our fiscal 2010 acquisitions (including integration of acquired technologies into our existing product portfolio). Approximately \$15 million of this revenue was primarily from products acquired in one of our fiscal 2010 acquisitions, which occurred during the second half of fiscal 2010.

Software fees and other revenue increased for the first half of fiscal 2011, compared with the first half of fiscal 2010 primarily due to \$51 million in revenue from existing application management products sold on an up-front basis and acquired new products from our fiscal 2010 acquisitions. Approximately \$26 million of this revenue was primarily from products acquired in one of our fiscal 2010 acquisitions, which occurred during the second half of fiscal 2010.

Total Revenue by Geography

The following tables present the revenue earned from the United States and international geographic regions and corresponding percentage changes for the second quarter and first half of fiscal 2011 and 2010, respectively. These comparisons of financial results are not necessarily indicative of future results.

Second Quarter Comparison – Fiscal Year 2011 versus Fiscal Year 2010

	2011	%	2010 (1)	%	Dollar Change	Percentage Change
					(dollars in millions)	
United States	\$634	57 %	\$584	55 %	\$50	9 %
International	476	43 %	483	45 %	(7)	(1)%
	<u>\$1,110</u>	<u>100 %</u>	<u>\$1,067</u>	<u>100 %</u>	<u>\$43</u>	<u>4 %</u>

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

First Half Comparison – Fiscal Year 2011 versus Fiscal Year 2010

	2011	%	2010 (1)	%	Dollar Change	Percentage Change
					(dollars in millions)	
United States	\$1,258	57 %	\$1,164	55 %	\$94	8 %
International	943	43 %	947	45 %	(4)	(1)%
	<u>\$2,201</u>	<u>100 %</u>	<u>\$2,111</u>	<u>100 %</u>	<u>\$90</u>	<u>4 %</u>

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

Revenue in the United States increased by \$50 million, or 9%, for the second quarter of fiscal 2011 primarily due to higher software fees and other revenue, as described above. International revenue decreased by \$7 million, or 1%, for the second quarter of fiscal 2011, compared with the first quarter of fiscal 2010. Excluding an unfavorable foreign exchange effect of \$15 million, international revenue would have increased \$8 million.

Revenue in the United States increased by \$94 million, or 8%, for the first half of fiscal 2011 primarily due to higher software fees and other revenue, as described above. International revenue decreased by \$4 million, or 1%, for the first half of fiscal 2011, compared with the first half of fiscal 2010.

Expenses

Costs of Licensing and Maintenance

Costs of licensing and maintenance include technical support, royalties, and other manufacturing and distribution costs. The increase in costs of licensing and maintenance for the second quarter of fiscal 2011, compared with the second quarter of fiscal 2010 was primarily due to a \$6 million increase in support and manufacturing costs associated with our fiscal 2010 acquisitions, which occurred during the second half of fiscal 2010.

The increase in costs of licensing and maintenance for the first half of fiscal 2011, compared with the first half of fiscal 2010 was primarily due to a \$13 million increase in support and manufacturing costs associated with our fiscal 2010 acquisitions.

Costs of Professional Services

Costs of professional services consist primarily of our personnel-related costs associated with providing professional services and training to customers. For the second quarter of fiscal 2011, the costs of professional services increased compared with the prior year period primarily due to an increase in services projects with customers, as reflected by the \$9 million increase in revenue. These costs increased at a higher rate than revenue primarily as a result of a higher mix of engagements that required additional effort to meet customer requirements. These engagements resulted in lower margins. As a result, margins on professional services decreased to 5% in the second quarter of fiscal 2011, compared with 16% in the second quarter of fiscal 2010.

For first half of fiscal 2011, the costs of professional services increased compared with the prior year period primarily due to an increase in services projects, as reflected by the \$17 million increase in revenue. These costs increased at a higher rate than revenue primarily as a result of a higher mix of engagements that required additional effort to meet customer requirements during the second quarter of fiscal 2011. These engagements resulted in lower margins. As a result, margins on professional services decreased to 7% for the first half of fiscal 2011, compared with 11% for first half of fiscal 2010.

Amortization of Capitalized Software Costs

Amortization of capitalized software costs consists of the amortization of both purchased software and internally generated capitalized software development costs. Internally generated capitalized software development costs relate to new products and significant enhancements to existing software products that have reached the technological feasibility stage.

The increases in amortization of capitalized software costs for the second quarter and first half of fiscal 2011 compared with the second quarter and first half of fiscal 2010 was primarily due to the increase in amortization expense associated with our fiscal 2010 acquisitions and the increase in activities relating to projects that have reached technological feasibility in recent periods.

Selling and Marketing

Selling and marketing expenses include the costs relating to our sales force, our channel partners, our corporate and business marketing and our customer training programs. The increase in selling and marketing expenses for the second quarter of fiscal 2011 compared with the second quarter of fiscal 2010 was primarily related to a \$14 million increase in commission expense and a \$8 million increase in personnel costs associated with our fiscal 2010 acquisitions.

The increase in selling and marketing expenses for the first half of fiscal 2011 compared with the first half of fiscal 2010 was primarily due to a \$21 million increase in personnel costs associated with our fiscal 2010 acquisitions and promotion expenses of \$14 million attributable to CA World, our flagship customer and partner trade show, which occurred in the first quarter of fiscal 2011. The previous CA World event occurred during the third quarter of fiscal 2009.

General and Administrative

General and administrative expenses include the costs of corporate and support functions, including our executive leadership and administration groups, finance, legal, human resources, corporate communications and other costs such as provisions for doubtful accounts. For the second quarter and first half of fiscal 2011,

general and administrative costs were relatively consistent with the prior year periods. We incurred increased costs in the first half of fiscal 2011 associated with our fiscal 2010 acquisitions offset by reduced personnel costs. During the second quarter and first half of fiscal 2010, we recognized severance and other related expenses of \$7 million for amounts owed to our former Chief Executive Officer pursuant to his employment agreement and other items relating to the transition to his successor.

Product Development and Enhancements

For both the second quarter and first half of fiscal 2011 and 2010, product development and enhancements expenses represented approximately 11% of total revenue. For the second quarter and first half of fiscal 2011, the increase in product development and enhancements expense was due to our continued investment in technologies to support our strategy, as well as a broadening of our enterprise product offerings. In addition, expenses also increased as a result of our fiscal 2010 acquisitions, which occurred during the second half of fiscal 2010.

Depreciation and Amortization of Other Intangible Assets

The increase in depreciation and amortization of other intangible assets for the second quarter and first half of fiscal 2011 compared with the second quarter and first half of fiscal 2010 was primarily due to the increase in depreciation and amortization expenses for acquired assets.

Other Expenses, Net

Other expenses, net includes gains and losses attributable to divested assets, foreign currency exchange rate fluctuations, and certain other items. For the second quarter of fiscal 2011, other expenses, net included \$21 million of expenses relating to changes to the marked-to-market value of our foreign exchange derivative contracts, partially offset by a \$10 million gain associated with the sale of an equity investment. For the second quarter of fiscal 2010, other expenses, net primarily related to \$5 million of expenses relating to our foreign exchange derivative contracts.

For the first half of fiscal 2011, other expenses, net included \$8 million of expenses relating to our foreign exchange derivative contracts and \$6 million of expenses in connection with litigation claims. These expenses were partially offset by a \$10 million gain associated with the aforementioned sale of an equity investment. For the first half of fiscal 2010, other expenses, net included \$7 million of expenses in connection with litigation claims.

Restructuring and Other

For the first half of fiscal 2011, we recorded a credit of approximately \$2 million related to the reduction of the severance costs related to the Fiscal 2010 Plan and Fiscal 2007 Plan. The severance portion of the remaining liability balance is included in the "Accrued salaries, wages and commissions" line item on our Condensed Consolidated Balance Sheet. The facilities abandonment portion of the remaining liability balance is included in the "Accrued expenses and other current liabilities" and "Other noncurrent liabilities" line items on our Condensed Consolidated Balance Sheet. Final payment of these amounts is dependent upon settlement with the works councils in certain international locations and our ability to negotiate lease terminations. (Refer to Note H, "Restructuring," in the Notes to the Condensed Consolidated Financial Statements for additional information.)

Interest Expense, Net

The decreases in interest expense, net, for the second quarter and first half of fiscal 2011 compared with the second quarter and first half of fiscal 2010 were primarily due to the decrease in interest expense resulting from our overall decrease in debt. During the third quarter of fiscal 2010, we reduced our debt outstanding and increased our weighted average maturity, enhancing our capital structure and financial flexibility.

Income Taxes

Income tax expense for the second quarter and first half of fiscal 2011 was \$73 million and \$161 million, respectively, compared with income tax expense for the second quarter and first half of fiscal 2010 of \$99 million and \$212 million, respectively.

During the second quarter and first half of fiscal 2011, we recognized a net tax benefit of \$23 million and \$36 million, respectively, resulting primarily from refinements of tax positions taken in prior periods,

assertion of affirmative claims in the context of tax audits and the resolutions and accruals of uncertain tax positions relating to non-U.S. jurisdictions. During the second quarter and first half of fiscal 2010, we recognized a net tax benefit of \$7 million resulting primarily from the resolution of uncertain tax positions relating to non-U.S. jurisdictions.

Income taxes receivable of \$87 million as of September 30, 2010 are included in other current assets in the Condensed Consolidated Balance Sheet. Additions to the liability for uncertain tax positions in the first half of fiscal 2011 were \$139 million.

Our effective tax rate, excluding the impact of discrete items, for the first half of fiscal 2011 of 32.6% was different from the effective tax rate of 33.9% for the first half of fiscal 2010 primarily due to the worldwide mix of estimated consolidated earnings before taxes and additional accruals and changes in estimates related to uncertain tax positions. The results of our international operations, the outcome of tax audits and any other changes in potential tax liabilities may result in additional tax expense or benefit in future periods, which are not considered in our estimated annual effective tax rate. We do not currently view any such items as individually material to the results of our operations or financial position. However, the impact of such items may yield additional tax expense in the second half of fiscal year 2011 and future periods and we are anticipating a fiscal 2011 effective tax rate of approximately 33% to 34%.

LIQUIDITY AND CAPITAL RESOURCES

Our cash and cash equivalent balances are held in numerous locations throughout the world, with 48% held in our subsidiaries outside the United States at September 30, 2010. Cash and cash equivalents totaled \$2,525 million as of September 30, 2010, representing a decrease of \$58 million from the March 31, 2010 balance of \$2,583 million. The decrease in Cash and cash equivalents during the first half of fiscal 2011 included a \$32 million favorable translation effect that foreign currency exchange rates had on cash held outside the United States in currencies other than the U.S. dollar.

Sources and Uses of Cash

Under our subscription and maintenance agreements, customers generally make installment payments over the term of the agreement, often with at least one payment due at contract execution, for the right to use our software products and receive product support, software fixes and new products when available. The timing and actual amounts of cash received from committed customer installment payments under any specific agreement can be affected by several factors, including the time value of money and the customer's credit rating. Often, the amount received is the result of direct negotiations with the customer when establishing pricing and payment terms. In certain instances, the customer negotiates a price for a single up-front installment payment and seeks its own internal or external financing sources. In other instances, we may assist the customer by arranging financing on their behalf through a third-party financial institution. Alternatively, we may decide to transfer our rights to the future committed installment payments due under the license agreement to a third-party financial institution in exchange for a cash payment. Once transferred, the future committed installments are payable by the customer to the third-party financial institution. Whether the future committed installments have been financed directly by the customer with our assistance or by the transfer of our rights to future committed installments to a third party, such financing agreements may contain limited recourse provisions with respect to our continued performance under the license agreements. Based on our historical experience, we believe that any liability that we may incur as a result of these limited recourse provisions will be immaterial.

Amounts billed or collected as a result of a single installment for the entire contract value, or a substantial portion of the contract value, rather than being invoiced and collected over the life of the license agreement are reflected in the liability section of our Condensed Consolidated Balance Sheets as "Deferred revenue (billed or collected)." Amounts received from either a customer or a third-party financial institution that are attributable to later years of a license agreement have a positive impact on billings and cash provided by operating activities in the current period. Accordingly, to the extent such collections are attributable to the later years of a license agreement, billings and cash provided by operating activities during the license's later years will be lower than if the payments were received over the license term. We are unable to predict with certainty the amount of cash to be collected from single installments for the entire contract value,

or a substantial portion of the contract value, under new or renewed license agreements to be executed in future periods.

For the first half of fiscal 2011, gross receipts related to single installments for the entire contract value, or a substantial portion of the contract value, were \$214 million compared with \$228 million in the first half of fiscal 2010.

In any quarter, we may receive payments in advance of the contractually committed date on which the payments were otherwise due. In limited circumstances, we may offer discounts to customers to ensure payment in the current period of invoices that have been billed, but might not otherwise be paid until a subsequent period because of payment terms or other factors. Historically, any such discounts have not been material.

Our estimate of the fair value of net installment accounts receivable recorded under the prior business model approximates carrying value. Amounts due from customers under our current business model are offset by deferred revenue related to these license agreements, leaving no or minimal net carrying value on the balance sheets for such amounts. The fair value of such amounts may exceed or be less than this carrying value but cannot be practically assessed since there is no existing market for a pool of customer receivables with contractual commitments similar to those owned by us. The actual fair value may not be known until these amounts are sold, securitized or collected. Although these customer license agreements commit the customer to payment under a fixed schedule, to the extent amounts are not yet due and payable by the customer, the agreements are considered executory in nature due to our ongoing commitment to provide maintenance and unspecified future software products as part of the agreement terms.

We can estimate the total amounts to be billed from committed contracts, referred to as our "Billings backlog," and the total amount to be recognized as revenue from committed contracts, referred to as our "Revenue backlog." The aggregate amounts of our billings backlog and trade and installment receivables already reflected on our Condensed Consolidated Balance Sheets represent the amounts we expect to collect in the future from committed contracts.

	Sept. 30, 2010 <i>(in millions)</i>	March 31, 2010 (1) <i>(in millions)</i>	Sept. 30, 2009 (1) <i>(in millions)</i>
Billings Backlog:			
Amounts to be billed – current	\$ 1,968	\$ 1,887	\$ 1,859
Amounts to be billed – noncurrent	<u>2,739</u>	<u>2,691</u>	<u>2,586</u>
Total billings backlog	<u>\$ 4,707</u>	<u>\$ 4,578</u>	<u>\$ 4,445</u>
Revenue Backlog:			
Revenue to be recognized within the next 12 months – current	\$ 3,463	\$ 3,521	\$ 3,365
Revenue to be recognized beyond the next 12 months – noncurrent	<u>4,369</u>	<u>4,672</u>	<u>4,322</u>
Total revenue backlog	<u>\$ 7,832</u>	<u>\$ 8,193</u>	<u>\$ 7,687</u>
Deferred revenue (billed or collected)	\$ 3,125	\$ 3,615	\$ 3,242
Unearned revenue yet to be billed	<u>4,707</u>	<u>4,578</u>	<u>4,445</u>
Total revenue backlog	<u>\$ 7,832</u>	<u>\$ 8,193</u>	<u>\$ 7,687</u>

Note: Revenue Backlog includes deferred subscription and maintenance and professional services revenue

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

Generally, we believe that an increase in the current portion of revenue backlog is a positive indicator of future revenue growth. Total revenue backlog decreased from March 31, 2010, primarily because of the lower bookings in the first quarter of fiscal 2011 attributable to the smaller renewal portfolio compared with the renewals in the quarter ended March 31, 2010.

We can also estimate the total cash to be collected in the future from committed contracts, referred to as our “Expected future cash collections” by adding the total billings backlog to the current and non-current Trade and installment accounts receivable, net from our Condensed Consolidated Balance Sheets.

	Sept. 30, 2010 <i>(in millions)</i>	March 31, 2010(1) <i>(in millions)</i>	Sept. 30, 2009(1) <i>(in millions)</i>
Expected future cash collections:			
Total billings backlog	\$ 4,707	\$ 4,578	\$ 4,445
Trade and installment accounts receivable – current, net	697	931	718
Installment accounts receivable – noncurrent, net	–	46	84
Total expected future cash collections	<u>\$ 5,404</u>	<u>\$ 5,555</u>	<u>\$ 5,247</u>

(1) Previously reported information has been reclassified to exclude the discontinued operations sold to Autonomy.

In any fiscal year, cash generated by operating activities typically increases in each consecutive quarter throughout the fiscal year, with the fourth quarter being the highest and the first quarter being the lowest, which may even be negative. The timing of cash generated during the fiscal year is affected by many factors, including the timing of new or renewed contracts and the associated billings, as well as the timing of any customer financing or transfer of our interest in such contractual installments. Other factors that influence the levels of cash generated throughout the quarter can include the level and timing of expenditures.

Cash Generated by Operating Activities

Cash generated by operating activities, which represents our primary source of liquidity, for the second quarter and first half of fiscal 2011 and 2010 was as follows:

<i>(in millions)</i>	Second Quarter of Fiscal		Change
	2011	2010	2011/ 2010
Cash collections from billings(1)	\$925	\$855	\$70
Vendor disbursements and payroll(1)	(730)	(653)	(77)
Income tax (payments) receipts, net	(47)	(56)	9
Other disbursements, net(2)	(18)	(26)	8
Cash generated by operating activities	<u>\$130</u>	<u>\$120</u>	<u>\$10</u>

(1) Amounts include VAT and sales taxes.

(2) Amounts include interest, restructuring and miscellaneous receipts and disbursements.

<i>(in millions)</i>	First Half of Fiscal		Change
	2011	2010	2011/ 2010
Cash collections from billings(1)	\$2,063	\$2,110	\$(47)
Vendor disbursements and payroll(1)	(1,620)	(1,499)	(121)
Income tax (payments) receipts, net	(134)	(176)	42
Other disbursements, net(2)	(62)	(53)	(9)
Cash generated by operating activities	<u>\$247</u>	<u>\$382</u>	<u>\$(135)</u>

(1) Amounts include VAT and sales taxes.

(2) Amounts include interest, restructuring and miscellaneous receipts and disbursements.

Second Quarter Comparison – Fiscal Year 2011 versus Fiscal Year 2010

Operating Activities:

Cash generated by operating activities for the second quarter of fiscal 2011 was \$130 million, representing an increase of \$10 million compared with the second quarter of fiscal 2010. This growth reflects a year-over-year increase in single installment payments, which were \$124 million in the second quarter of fiscal 2011, compared with \$64 million in the year-ago period. The second quarter of fiscal 2011 also reflected an increase in vendor disbursements and payroll of \$77 million, compared with the second quarter of fiscal 2010, primarily due to our fiscal 2010 acquisitions.

Investing Activities:

Cash used in investing activities for the second quarter of fiscal 2011 was \$62 million, compared with \$69 million for the second quarter of fiscal 2010. The decrease in cash used in investing activities was primarily due to the decrease of \$19 million in capitalized software development costs and the receipt of \$10 million in cash proceeds from the sale of an equity investment. These amounts were offset by an increase of \$17 million in cash paid for acquisitions during the second quarter of fiscal 2011, compared with the second quarter of fiscal 2010.

Financing Activities:

Cash used in financing activities for the second quarter of fiscal 2011 was \$124 million compared with \$67 million in the second quarter of fiscal 2010. The increase in cash used in financing activities was primarily

due to the increase of \$55 million in common shares repurchased during the second quarter of fiscal 2011, compared with the second quarter of fiscal 2010.

First Half Comparison – Fiscal Year 2011 versus Fiscal Year 2010

Operating Activities:

Cash generated by operating activities for the first half of fiscal 2011 was \$247 million, representing a decrease of \$135 million compared with the first half of fiscal 2010. For the first half of fiscal 2011, gross receipts related to single installments for the entire contract value or a substantial portion of the contract value were \$214 million, compared with \$228 million in the first half of fiscal 2010. Vendor disbursements and payroll increased \$121 million in the first half of fiscal 2011, compared with the first half of fiscal 2010, primarily attributable to personnel related costs associated with our fiscal 2010 acquisitions.

Investing Activities:

Cash used in investing activities for the first half of fiscal 2011 was \$138 million compared with \$136 million for the first half of fiscal 2010. The increase in cash used in investing activities was primarily due to the increase of \$23 million in cash paid for acquisitions that occurred in the first half of fiscal 2011, compared with the first half of fiscal 2010, which was partially offset by a decrease in capitalized development costs of \$14 million.

Financing Activities:

Cash used in financing activities for the first half of fiscal 2011 was \$199 million compared with \$89 million in the first half of fiscal 2010. The increase in cash used in financing activities was primarily due to the increase of \$110 million in common shares repurchased during the first half of fiscal 2011, compared with the first half of fiscal 2010.

Debt Obligations

As of September 30, 2010 and March 31, 2010, our debt obligations consisted of the following:

	September 30, 2010		March 31, 2010	
	Maximum Available	Outstanding Balance	Maximum Available	Outstanding Balance
	<i>(in millions)</i>			
2008 Revolving Credit Facility (expires August 2012)	\$1,000	\$250	\$1,000	\$250
5.375% Senior Notes due November 2019	–	750	–	750
6.125% Senior Notes due December 2014	–	530	–	501
International line of credit	25	–	25	–
Capital lease obligations and other	–	37	–	44
Total		<u>\$1,567</u>		<u>\$1,545</u>

Our debt obligations at September 30, 2010 remain unchanged from March 31, 2010, except for the fair value adjustment of \$29 million relating to our interest rates swaps on our 6.125% Senior Notes due December 2014.

For additional information concerning our debt obligations, refer to our Consolidated Financial Statements and Notes thereto included in our 2010 Form 10-K.

Other Matters

As of September 30, 2010, our senior unsecured notes were rated Baa2 (stable outlook), BBB (positive outlook), and BBB+ (stable outlook) by Moody's Investors Service, Standard and Poor's and Fitch Ratings, respectively. In August 2010, Moody's upgraded our rating to Baa2.

Peak borrowings under all debt facilities during the second quarter of fiscal 2011 totaled \$1,567 million, with a weighted average interest rate of 4%.

As of September 30, 2010, we remained authorized to purchase an aggregate amount of up to \$365 million of additional common shares under our \$500 million stock repurchase program that was approved by our Board of Directors in May 2010.

We expect that existing cash, cash equivalents, the availability of borrowings under existing and renewable credit lines, and cash expected to be provided from operations will be sufficient to meet ongoing cash requirements. We expect our long-standing history of providing extended payment terms to our customers to continue.

We expect to use existing cash balances and future cash generated from operations to fund capital spending, including our continued investment in our enterprise resource planning implementation, future acquisitions and financing activities such as the repayment of our debt balances as they mature, the payment of dividends, and the potential repurchase of shares of common stock in accordance with any plans approved by our Board of Directors.

Effect of Exchange Rate Changes

There was a \$32 million favorable impact to our cash balances in the first half of fiscal 2011 predominantly due to the weakening of the U.S. dollar against the euro, the Australian dollar, and the Brazilian real of 1%, 5%, and 6%, respectively.

There was a \$156 million favorable impact to our cash balances in the first half of fiscal 2010 predominantly due to the weakening of the U.S. dollar against the euro, the Australian dollar, the British pound and the Brazilian real of 10%, 27%, 11% and 31%, respectively.

CRITICAL ACCOUNTING POLICIES AND BUSINESS PRACTICES

The preparation of financial statements in accordance with generally accepted accounting principles requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. We base our estimates on historical experience and various other assumptions that we believe are reasonable under the circumstances. Our estimates form the basis for making judgments about amounts and timing of revenue and expenses, the carrying values of assets and the recorded amounts of liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and such estimates may change if the underlying conditions or assumptions change. Information with respect to our critical accounting policies that we believe could have the most significant effect on our reported results or require subjective or complex judgments by management is contained in our 2010 Form 10-K under Management' s Discussion and Analysis of Financial Condition and Results of Operations. We believe that at September 30, 2010, there has been no material change to this information.

Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to a variety of risks, including foreign currency exchange rate fluctuations, interest rate changes and changes in the market value of our investments. In the normal course of business, we employ established policies and procedures to manage these risks including the use of derivative instruments. There have been no material changes in our financial risk management strategy or our portfolio management strategy, which is described in our 2010 Form 10-K, subsequent to March 31, 2010.

Item 4: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, the Company has evaluated the effectiveness of its disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (Exchange Act). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, that occurred during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Refer to Note J, "Commitments and Contingencies," in the Notes to the Condensed Consolidated Financial Statements for information regarding certain legal proceedings, the contents of which are herein incorporated by reference.

Item 1A. RISK FACTORS

Current and potential stockholders should consider carefully the risk factors described in more detail in our 2010 Form 10-K. We believe that as of September 30, 2010, there has been no material change to this information. Any of these factors, or others, many of which are beyond our control, could materially adversely affect our business, financial condition, operating results, cash flow and stock price.

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

The following table sets forth, for the months indicated, our purchases of common stock in the second quarter of fiscal year 2011:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2010 – July 31, 2010	1,775,000	\$ 18.99	1,775,000	\$ 426,157
August 1, 2010 - August 31, 2010	2,247,100	\$ 18.75	2,247,100	\$ 384,024
September 1, 2010 - September 30, 2010	999,824	\$ 19.28	999,824	\$ 364,751
Total	<u>5,021,924</u>		<u>5,021,924</u>	

During April 2010, we completed the stock repurchase program of \$250 million authorized by our Board of Directors on October 29, 2008, by repurchasing approximately 0.8 million shares of our common stock for approximately \$19 million.

On May 12, 2010, our Board of Directors approved a stock repurchase program that authorizes us to acquire up to \$500 million of our common stock. We will fund the program with available cash on hand and repurchase shares on the open market from time to time based on market conditions and other factors.

Under the new program, we have repurchased approximately 7.1 million shares of our common stock for approximately \$136 million as of September 30, 2010.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. REMOVED AND RESERVED

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS
Regulation S-K
Exhibit Number

3.1	Amended and Restated Certificate of Incorporation.	Previously filed as Exhibit 3.3 to the Company's Current Report on Form 8-K dated March 6, 2006.**
3.2	By-Laws of the Company, as amended.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 23, 2007.**
10.1*	Summary description of Director compensation.	Filed herewith.
10.2*	CA, Inc. 2003 Compensation Plan for Non-Employee Directors (Amended and Restated dated July 28, 2010).	Filed herewith.
10.3*	Schedules A, B, and C (as amended) to CA, Inc. Change in Control Severance Policy.	Filed herewith.
12.1	Statement of Ratio of Earnings to Fixed Charges	Filed herewith.
15	Accountants' acknowledgment letter.	Filed herewith.
31.1	Certification of the Principal Executive Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of the Principal Financial Officer pursuant to §302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32	Certification pursuant to §906 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
101	The following financial statements from CA, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, formatted in XBRL (eXtensible Business Reporting Language):	Furnished herewith.
	(i) Unaudited Condensed Consolidated Balance Sheets – September 30, 2010 and March 31, 2010.	
	(ii) Unaudited Condensed Consolidated Statements of Operations – Three and Six Months Ended September 30, 2010 and 2009.	
	(iii) Unaudited Condensed Consolidated Statements of Cash Flows – Six Months Ended September 30, 2010 and 2009.	
	(iv) Notes to unaudited Condensed Consolidated Financial Statements – September 30, 2010.	

* Management contract or compensatory plan or arrangement.

** Incorporated herein by reference.

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.

CA, INC.

By: /s/ William E. McCracken

William E. McCracken
Chief Executive Officer

By: /s/ Nancy E. Cooper

Nancy E. Cooper
Executive Vice President and Chief Financial Officer

Dated: October 22, 2010

CA, Inc.

Summary Description of Director Compensation

On July 27, 2010, the Board of Directors of CA, Inc. (the “Company”), upon the recommendation of the Corporate Governance Committee of the Board, modified the compensation arrangements for the non-employee directors of the Company, effective as of the beginning of the fiscal year on April 1, 2010. The following table shows the annual fees for our non-employee directors.

Annual Fee Description	Fee Prior to April 1, 2010	Fee Effective April 1, 2010
Non-Employee Director	\$ 175,000	\$ 275,000
Chairman of the Board	\$ 175,000	\$ 100,000
Audit Committee Chairman	\$ 25,000	\$ 25,000
Compensation and Human Resources Committee Chairman	\$ 10,000	\$ 15,000
Compliance and Risk Committee Chairman	\$ 10,000	\$ 10,000
Corporate Governance Committee Chairman	\$ 10,000	\$ 10,000

In establishing the changes to non-employee director’s fees, the Board undertook a process involving considerable collaboration with Towers Watson, the independent compensation consultant who advises the Compensation and Human Resources Committee of the Board. At the recommendation of the Compensation and Human Resources Committee, Towers Watson was engaged to assist the Corporate Governance Committee and the Board with their deliberations by providing competitive market data and advice. The data provided by Towers Watson indicated, among other things, that the Board and its committees met, on average, more frequently than the boards and committees of the companies that comprise the Company’s peer group, while the fees received by the Company’s non-employee directors prior to the approval of the new fee structure were at the 15th percentile of the peer group. The new fee structure results in total fees that rank between the 50th and 75th percentiles of the peer group. The non-employee director's fee had not been increased since August 2005.

The Board also amended the Company’s 2003 Compensation Plan for Non-Employee Directors (the “2003 Plan”). The 2003 Plan previously provided that all non-employee director’s fees were to be paid in the form of deferred stock units, but that a director could elect to receive up to 50% of their director fees in cash. The amended 2003 Plan provides that the Corporate Governance Committee may establish a maximum cash election of less than 50%, starting with elections made for director service years beginning on or after January 1, 2011. The Board, upon recommendation by the Corporate Governance Committee, reduced the maximum cash election applicable to the non-employee director’s fee to \$100,000, effective January 1, 2011, so that non-employee directors are required to receive a greater percentage of their non-employee director’s fee in the form of equity.

CA, INC.
2003 COMPENSATION PLAN FOR NON-EMPLOYEE
DIRECTORS

Amended and Restated dated July 28, 2010

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CA, INC.
AMENDED AND RESTATED 2003 COMPENSATION PLAN FOR NON-EMPLOYEE
DIRECTORS

ARTICLE I

ESTABLISHMENT AND PURPOSE

1.01 Purpose. The purposes of the Plan are to attract and retain the services of highly qualified and talented non-employee directors, whose present and future contributions to the welfare, growth and continued business success of the Company will be of benefit to the Company.

1.02 Effective Date; Stockholder Approval. The Plan is effective as of the date of the Company's 2003 Annual Meeting of Stockholders, subject to the approval by a vote at such Annual Meeting, or any adjournment of such meeting, of the holders of at least a majority of the Shares of the Company, present in person or by proxy and entitled to vote at such meeting. If such approval is not obtained, the Plan shall have no effect.

ARTICLE II

DEFINITIONS

For purposes of the Plan, the following terms shall have the following meanings, unless another definition is clearly indicated by particular usage and context:

2.01 "Annual Meeting" means the Annual Meeting of Stockholders of the Company, as specified in the Company's By-Laws.

2.02 "Board" means the board of directors of the Company.

2.03 "Change in Control" means the happening of any of the following events:

(a) an acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"))(a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 25% or more of either (i) the then-outstanding Shares (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then-outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); excluding, however, the following: (i) any acquisition directly from the Company, other than an acquisition by virtue of the exercise of a conversion privilege unless the security being so converted was itself directly acquired from the Company, (ii) any acquisition by the Company, (iii) any acquisition by an employee benefit plan (or related trust) sponsored or maintained by the Company or any entity controlled by the Company, or (iv) any acquisition pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this Section 2.03; or

(b) a change in the composition of the Board such that the individuals who, as of the effective date of the Plan, constitute the Board (such individuals shall be hereinafter collectively referred to as the "Incumbent Board") cease for any reason to constitute a majority of the Board; provided, however, for purposes of this Section 2.03, that any individual who becomes a member of the Board subsequent to the effective date of the Plan, whose election, or nomination for election by the Company's shareholders, was approved by a majority of the individuals who comprise the Incumbent Board and who are also members of the Board, shall be considered as though such individual was a member of the Incumbent

Board; but, provided further, that any such individual whose initial assumption of office occurs as a result of any actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board shall not be considered a member of the Incumbent Board; or

(c) consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company (“Corporate Transaction”); excluding, however, a Corporate Transaction pursuant to which (i) all or substantially all of the individuals and entities who are beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Corporate Transaction will beneficially own, directly or indirectly, more than 50% of, respectively, the outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Corporate Transaction (including, without limitation, a corporation which as the result of such transaction owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries) in substantially the same proportions relative to each other as their ownership, immediately prior to such Corporate Transaction, of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (ii) no Person (other than the Company, any employee benefit plan (or related trust) of the Company or such corporation resulting from such Corporate Transaction) will beneficially own, directly or indirectly, 25% or more of, respectively, the outstanding shares of common stock of the corporation resulting from such Corporate Transaction or the combined voting power of the outstanding voting securities of such corporation entitled to vote generally in the election of directors, except to the extent that such ownership existed prior to the Corporate Transaction, and (iii) individuals who were members of the Incumbent Board will constitute at least a majority of the members of the board of directors of the corporation resulting from such Corporate Transaction; or

(d) the approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

2.04 “Code” means the Internal Revenue Code of 1986, as amended.

2.05 “Committee” means the Corporate Governance Committee of the Board, any successor committee or subcommittee of the Board, or any other committee of the Board authorized or instructed by the Board to administer the Plan.

2.06 “Company” means CA, Inc.

2.07 “Deferred Stock Compensation Account” or “Account” means the bookkeeping account maintained by the Company to track Stock Deferrals in accordance with Section 4.03. A separate Deferred Stock Compensation Account shall be maintained for each Eligible Director.

2.08 “Director Fees” means an Eligible Director’s fees payable for services as a member of the Board and as a member of any committee thereof.

2.09 “Director Service Year” Beginning on the date of the 2010 Annual Meeting, “Director Service Year” shall coincide with the calendar year and starting on January 1, 2011 shall mean, with respect to an Eligible Director, the period beginning on the later of (i) January 1st or (ii) the date such Eligible Director is first deemed to be a member of the Board (as determined in accordance with Section 2.11) and ending on the earlier of (x) December 31st of the same calendar year or (y) the date the Eligible Director ceases to be an Eligible Director for any reason. For the period of time following the 2010 Annual Meeting through December 31, 2010, “Director Service Year” shall mean, with respect to an Eligible Director, the period beginning on the later of (i) the date of the 2010 Annual Meeting or (ii) the date such Eligible Director is first deemed to be a member of the Board (as determined in accordance with Section 2.11) and ending on the earlier of (x) December 31, 2010 or (y) the date the Eligible Director ceases to be an Eligible Director

for any reason. For purposes of the Plan, a Director Service Year in respect of an Eligible Director may be less than one year.

2.10 “Disabled” or “Disability” means permanently and totally disabled within the meaning of Section 22(e) of the Code.

2.11 “Eligible Director” means any member of the Board, elected or appointed, who (i) is not an employee of the Company or a Related Company, (ii) is not a party to a separately compensated consulting arrangement with the Company and (iii) does not hold a paid directorship or paid advisory position with any organization of which another director of the Company is an executive officer. An individual who is elected to the Board at an Annual Meeting shall be deemed to be a member of the Board as of the date of such Annual Meeting. An individual who is appointed to the Board between Annual Meetings shall be deemed to become a member of the Board as of the date of the first meeting of the Board (or any committee thereof to which such individual has been appointed) that occurs on or after the date of such appointment, whether or not the individual participates in such meeting. An individual shall cease to be an Eligible Director on the date his or her Board membership is terminated for any reason, including without limitation, resignation, removal, death or Disability.

2.12 “Fair Market Value” means the closing sales price of a Share as reported on the New York Stock Exchange (or any other reporting system selected by the Committee, in its sole discretion) on the date as of which the determination is being made or, if no sale of Shares is reported on such date, on the next preceding day on which sales of Shares were reported.

2.13 “Payment Commencement Date” means the first business day of the calendar year following the Director Service Year in which the Eligible Director ceases to be a member of the Board for any reason, including without limitation, resignation, removal, death or Disability, provided that such cessation of Board service must constitute a “separation from service” within the meaning of Section 409A of the Code.

2.14 “Plan” means the CA, Inc. Amended and Restated 2003 Compensation Plan For Non-Employee Directors, as set forth in this document and as may be amended from time to time.

2.15 “Related Company” means a consolidated subsidiary of the Company for purposes of reporting in the Company’s consolidated financial statements.

2.16 “Rights Agreement” means the Rights Agreement dated June 18, 1991, as amended from time to time, between the Company and Mellon Investor Services LLC (as successor rights agent to Manufacturers Hanover Trust Company).

2.17 “Shares” means shares of Common Stock, \$.10 par value per share, of the Company.

2.18 “Stock Deferral” means the deferral of the issuance of Shares by the Company to an Eligible Director in accordance with Section 4.03 of the Plan.

ARTICLE III

ADMINISTRATION

3.01 The Committee. The Plan shall be administered by the Committee.

3.02 Authority of the Committee. The Committee shall have authority, in its sole and absolute discretion and subject to the terms of the Plan, to (1) interpret the Plan; (2) prescribe such rules and regulations as it deems necessary for the proper operation and administration of the Plan, and amend or rescind any rules or regulations relating to the Plan; (3) in accordance with Article V, make such adjustments to the Plan

(including but not limited to adjustment of the number of Shares available under the Plan, that underlie any Stock Deferral or that are credited to a Deferred Stock Compensation Account) as may be appropriate; and (4) take any and all other action it deems necessary or advisable for the proper operation or administration of the Plan.

3.03 Effect of Determinations. All determinations of the Committee shall be final, binding and conclusive on all persons having an interest in the Plan.

3.04 No Liability; Indemnification. No member of the Committee, nor any person acting under the authority of the Committee in respect of the Plan, shall be liable for any losses incurred by any person resulting from any action, interpretation or construction made in good faith with respect to the Plan or any Stock Deferral. The Company shall indemnify, to the full extent permitted by law, each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a member of the Committee or is or was acting under the authority of the Committee.

ARTICLE IV DIRECTOR FEES

4.01 Eligibility. Each non-employee director of the Company shall be entitled to Director Fees under the Plan in respect of each Director Service Year during which he or she is an Eligible Director.

4.02 Director Fees. Director Fees payable under the Plan shall be subject to the following terms and conditions:

(a) **Amount of Director Fees.** Subject to Paragraph (d) of this Section 4.02, each Eligible Director' s annual Director Fees for a Director Service Year shall initially be set at \$150,000; provided, however, that the Board may from time to time, at the recommendation of the Committee, change the amount of Director Fees that will be payable in respect of a Director Service Year; and provided further, however, that the Board may from time to time, at the recommendation of the Committee, authorize the payment of additional fees to the chair of any committee of the Board who is an Eligible Director or to an Eligible Director serving as the lead director.

(b) **Form of Payment.** Except to the extent that an Eligible Director has elected to receive a portion of his or her annual Director Fees in cash pursuant to Section 4.04, Director Fees shall be paid exclusively in Stock Deferrals, in accordance with Section 4.03.

(c) **Timing of Payments.** Unless the Committee determines otherwise, subject to Paragraph (d) of this Section 4.02,

(i) that portion of an Eligible Director' s Director Fees for a Director Service Year that are payable in Stock Deferrals shall be credited in arrears to such Eligible Director' s Deferred Stock Compensation Account in accordance with Section 4.03 in substantially equal quarterly amounts as of the last business day of each fiscal quarter of the Company that ends within such Director Service Year and

(ii) that portion of an Eligible Director' s Director Fees for a Director Service Year that is subject to a cash election made in accordance with Section 4.04 shall be paid in arrears in substantially equal quarterly cash payments as of the last business day of each fiscal quarter of the Company that ends within such Director Service Year, but in no event shall any such cash payments be paid later than two and one-half (2 1/2) months after the end of the calendar year in which the Director Service Year for

which such Director Fees were earned.

(d) **Pro-Ration and Adjustment for Short Director Service Years.** In the event that a Director Service Year of an Eligible Director is less than 12 months, the amount of Director Fees payable to such Eligible Director in respect of such Director Service Year (and the number, amount and timing of quarterly payments of such Director Fees) shall be subject to pro-ration and adjustment in such manner as the Committee, in its discretion, deems appropriate to reflect such short Director Service Year.

(e) **Reports to Eligible Directors.** As soon as practical after the close of each fiscal quarter of the Company, the Company shall provide to each Eligible Director a report containing such information regarding his or her Deferred Stock Compensation Account, and changes therein during such quarter, as the Committee deems appropriate.

4.03 Stock Deferrals. Stock Deferrals credited under the Plan shall be subject to the following terms and conditions:

(a) **General.** On each day that Stock Deferrals are scheduled to be credited in accordance with Paragraph (c) of Section 4.02, the Company shall credit each Eligible Director's Deferred Stock Compensation Account with a Stock Deferral of a number of Shares (including fractional Shares) equal to (x) the dollar amount of Director Fees payable as Stock Deferrals on such date to the Eligible Director pursuant to Section 4.02 divided by (y) the Fair Market Value of a Share on such date.

(b) **Dividends on Deferred Shares.** If a dividend or distribution is paid on Shares in cash or property other than Shares, then, unless the Committee determines otherwise, each Eligible Director shall, on the date of payment of the dividend or distribution to the holders of Shares, be paid in cash an amount equal to (x) the number of Shares in respect of Stock Deferrals that have been credited to such Eligible Director's Deferred Stock Compensation Account as of the date fixed for determining the stockholders entitled to receive the dividend or distribution multiplied by (y) the amount of the dividend or distribution paid per Share. If the dividend or distribution is paid in property, the amount of the dividend or distribution for purposes of the foregoing calculation shall be the fair market value of the property on the date on which such dividend or distribution is paid. Amounts remaining in an Eligible Director's Deferred Stock Compensation Account pending completion of installment payments elected pursuant to Paragraph (d) of this Section 4.03 shall continue to be subject to this Paragraph (b) until such Deferred Stock Compensation Account is fully distributed.

(c) **Payment of Stock Deferrals.** Subject to Paragraph (d) of this Section 4.03, Shares in respect of Stock Deferrals credited to a Deferred Stock Compensation Account shall be issued in one lump-sum on the Payment Commencement Date, but in no event shall any such Shares be issued later than two and one-half (2 1/2) months after the end of the calendar year in which the Payment Commencement Date occurs.

(d) **Election to Receive Installment Payments.** Election to Receive Installment Payments. An Eligible Director may elect, on a form and manner prescribed by the Committee, to be issued Shares in respect of his or her Stock Deferrals in annual installments rather than a lump sum, provided, however, that (i) such election is made and received by the Committee prior to December 31 of the year preceding the Director Service Year to which such Stock Deferrals pertain, and (ii) the payment period for the installment payments does not exceed ten (10) years following the Payment Commencement Date.

(e) **Hardship Withdrawals.** Upon the request of an Eligible Director, if the Committee determines that the Eligible Director is confronted with an unforeseeable emergency, the Committee may, in its sole and absolute discretion, permit the issuance of Shares in respect of Stock Deferrals credited to a Deferred Stock Compensation Account prior to the Payment Commencement Date or, in the case of installment payments elected pursuant to Paragraph (d) of this Section 4.03, after the Payment Commencement Date but prior to the complete payment of the Eligible Director's Deferred Stock Compensation Account

balance. For this purpose, an unforeseeable emergency is an unanticipated emergency caused by an event that is beyond the control of the Eligible Director, and that would result in severe financial hardship to the Eligible Director resulting from an illness or accident of the Eligible Director, the Eligible Director's spouse, the Eligible Director's beneficiary, or the Eligible Director's dependent (as defined in Section 152 of the Code, without regard to Sections 152(b)(1), (b)(2), and (d)(1)(B) of the Code); loss of the Eligible Director's property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, not as a result of a natural disaster); or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the service provider. In addition, the need to pay for medical expenses, including nonrefundable deductibles, as well as for the costs of prescription drug medication, may constitute an unforeseeable emergency. Finally, the need to pay for the funeral expenses of a spouse, a beneficiary, or a dependent (as defined in Section 152 of the Code, without regard to section 152(b)(1), (b)(2), and (d)(1)(B)) of the Code may also constitute an unforeseeable emergency. The Eligible Director shall provide to the Committee such evidence as the Committee, in its discretion, may require to demonstrate that such emergency exists and financial hardship would occur if the withdrawal were not permitted. The withdrawal shall be limited to the number of Shares necessary to meet the unforeseen financial hardship if the Eligible Director has an unexpected need for cash to pay for expenses incurred by him or her or a member of his or her immediate family (spouse and/or natural or adopted children), such as those arising from illness, casualty loss or death. Cash needs arising from foreseeable events, such as the purchase or building of a house or education expenses, will not be considered to be the result of an unforeseen financial emergency.

The Shares subject to the hardship withdrawal shall be issued as soon as practicable after the Board approves the payment and determines the number of Shares that shall be withdrawn in a single lump sum from the Eligible Director's Deferred Stock Compensation Account. An Eligible Director shall not participate in any decision of the Board regarding such Eligible Director's request for a hardship withdrawal under this Section 4.03(e).

4.04 Election to Receive Cash in Lieu of Stock Deferrals. In lieu of Stock Deferrals, an Eligible Director may elect to receive up to a maximum 50% of each quarterly payment of his or her Director Fees payable in respect of a Director Service Year in cash, provided however, that starting with elections made for Director Service Years beginning on or after January 1, 2011, the Committee may determine that such maximum cash percentage shall be less than 50%. If no cash election is in force for an Eligible Director in respect of a Director Service Year, payment of Director Fees to such Eligible Director for such Director Service Year shall be made exclusively in Stock Deferrals in accordance with Section 4.02. Cash elections under the Plan shall be subject to the following terms and conditions:

(a) **Form and Manner of Cash Elections.** Elections to receive cash payments in lieu of Stock Deferrals shall be made on the form and in the manner prescribed by the Committee for this purpose.

(b) **Timing of Cash Elections.** Except as provided in the following sentence, cash elections in respect of a Director Service Year must be made and received by the Company prior to December 31 of the year immediately preceding the first day of such Director Service Year. Notwithstanding the foregoing, a cash election in respect of either the Director Service Year beginning on the effective date of the Plan or, if later, an Eligible Director's first Director Service Year under the Plan, must be made and received by the Company within 30 days after the start of such Director Service Year. Elections made after the election deadline for a Director Service Year shall be void as to that Director Service Year. Cash elections in respect of a Director Service Year may not be revoked or modified on or after the election deadline for such Director Service Year.

(c) **Subsequent Elections.** An Eligible Director's cash election in respect of a Director Service Year shall remain in full force and effect as to the next succeeding Director Service Year, and all subsequent Director Service Years, unless the Eligible Director submits, prior to December 31 of the year immediately preceding the first day of any such subsequent Director Service Year, a new election

revoking or modifying the Eligible Director's existing cash election.

(d) **Timing of Cash Payments.** Cash payments pursuant to this Section 4.04 shall be made in accordance with Paragraph (c) of Section 4.02.

ARTICLE V

SHARES SUBJECT TO THE PLAN; ADJUSTMENTS

5.01 Shares Available. The Shares issuable under the Plan shall be authorized but unissued Shares or Shares held in the Company's treasury. Subject to adjustment in accordance with Section 5.03, the total number of Shares that may be issued under the Plan may equal but shall not exceed in the aggregate 200,000 Shares. Moreover, any Shares that have been approved by Company shareholders for issuance under the Company's 2002 Compensation Plan For Non-Employee Directors (the "2002 Plan"), but which have not been awarded under such 2002 Plan (or have been awarded, but will not be issued due to expiration, forfeiture, cancellation, settlement in cash in lieu of Shares or otherwise) and which are no longer available for issuance under such 2002 Plan for any reason (including, without limitation, the termination of such 2002 Plan) shall be available for issuance under this Plan in addition to the 200,000 Shares reserved hereunder.

5.02 Adjustments. In the event of a change in the outstanding Shares by reason of any stock split, reverse stock split, dividend or other distribution (whether in the form of cash, Shares, other securities or other property), extraordinary cash dividend, recapitalization, merger, consolidation, split-up, spin-off, reorganization, combination, repurchase or exchange of Shares or other securities, the exercisability of stock purchase rights received under the Rights Agreement, the issuance of warrants or other rights to purchase Shares or other securities, or other similar corporate transaction or event, if the Committee shall determine, in its sole discretion, that, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, such transaction or event equitably requires an adjustment in the number or kind of Shares that may be issued under the Plan, or in the number or kind of Shares underlying a Stock Deferral or credited to a Deferred Stock Compensation Account, such adjustment shall be made by the Committee and shall be conclusive and binding for all purposes under the Plan.

5.03 Consolidation; Merger or Sale of Assets. Upon the occurrence of (i) a merger, consolidation, acquisition of property or stock, reorganization or otherwise involving the Company in which the Company is not to be the surviving corporation, (ii) a merger, consolidation, acquisition of property or stock, reorganization or otherwise involving the Company in which the Company is the surviving corporation but holders of Shares receive securities of another corporation, or (iii) a sale of all or substantially all of the Company's assets (as an entirety) or capital stock to another person, any Stock Deferral credited hereunder shall be deemed to apply to the securities, cash or other property (subject to adjustment by cash payment in lieu of fractional interests) to which a holder of the number of Shares equal to the number of Shares the Eligible Director would have been entitled, and proper provisions shall be made to ensure that this clause is a condition to any such transaction.

5.04 Fractional Shares. No fractional Shares shall be issued under the Plan. In the event that an Eligible Director acquires the right to receive a fractional Share under the Plan, such Eligible Director shall receive, in lieu of such fractional Share, cash equal to the Fair Market Value of the fractional Share as of the date of settlement.

ARTICLE VI
AMENDMENT AND TERMINATION

6.01 Amendment. The Plan may be amended at any time and from time to time by the Board without the approval of shareholders of the Company, except that no amendment that increases the aggregate number of Shares that may be issued pursuant to the Plan or materially modifies the eligibility requirements for participation in the Plan shall be effective unless and until the same is approved by the shareholders of the Company. No amendment of the Plan shall adversely affect any right of any Eligible Director with respect to any Stock Deferral theretofore credited to the Eligible Director's Deferred Stock Compensation Account without such Eligible Director's written consent. For purposes of the preceding sentence, an amendment that accelerates the time period within which any installment payments elected pursuant to Section 4.03(d) shall be paid shall not be considered an amendment that adversely affects a right of such Eligible Director with respect to any Stock Deferral.

6.02 Termination. The Plan shall terminate upon the earlier of the following dates or events to occur:

(a) the adoption of a resolution of the Board terminating the Plan; or

(b) the 10-year anniversary of the date of the Company's 2003 Annual Meeting. No Director Fees shall be paid and no Stock Deferrals shall be credited to any Deferred Stock Compensation Accounts under this Plan after it has been terminated. However, the termination of the Plan shall not alter or impair any of the rights or obligations of any person, without such person's consent, under any Deferred Stock Compensation Account under the Plan; except, however, that the Board, in its sole discretion, may, at any time after the termination of the Plan and without the consent of the affected individuals, accelerate the time period within which any installment payments elected pursuant to Section 4.03(d) shall be paid, or determine that the remaining balance of Deferred Stock Compensation Accounts under the Plan shall be paid in one lump sum on such date as the Board shall determine. Subject to the preceding sentence, any existing Stock Deferrals shall remain in effect and shall continue to be governed by the terms of the Plan after the Plan is terminated.

ARTICLE VII
GENERAL PROVISIONS

7.01 Nontransferability of Awards. The rights to receive Shares hereunder shall not be subject in any manner to alienation, anticipation, sale, assignment, pledge, encumbrance or transfer, other than by will or by the laws of descent or distribution, by an Eligible Director, and no other persons shall otherwise acquire any rights therein. Nothing in the preceding sentence, however, shall bar the payment of all or a portion of an Eligible Director's Director Fees or Deferred Stock Compensation Account balance to such Eligible Director's spouse pursuant to a qualified domestic relations order as defined by Section 414(p) of the Code.

7.02 No Implied Rights. Neither the establishment and subsequent operation of the Plan, nor the payment of Director Fees, nor the crediting of Stock Deferrals to a Deferred Stock Compensation Account, nor any other action taken pursuant to the Plan, shall constitute or be evidence of any agreement or understanding, express or implied, that an individual has a right to continue as a Director for any period of time or at any particular rate of compensation.

7.03 No Rights as Stockholders. Neither the recipient of a Stock Deferral under the Plan nor such person's successor(s) in interest shall have any rights as a stockholder of the Company with respect to any Shares underlying such Stock Deferral unless and until such time as certificates for the Shares are registered in such person's name.

7.04 Nature of Payments. All Director Fees payable pursuant to the Plan are in consideration of services rendered for the Company as member of the Board.

7.05 Nature of Deferred Stock Compensation Accounts. Deferred Stock Compensation Accounts established and maintained under the Plan, and all credits and adjustments to such Accounts, shall be bookkeeping entries only and reflect a mere unfunded and unsecured promise by the Company to issue Shares in the future. No Shares or other assets or funds of the Company shall be removed from the claims of the Company's general or judgment creditors or otherwise be made available until Shares are actually issued to Eligible Directors or their heirs as provided herein. The Eligible Directors and their heirs shall have the status of, and their rights to be issued Shares in settlement of amounts credited to their Deferred Stock Compensation Accounts shall be no greater than the rights of, general unsecured creditors of the Company. The Company may, however, in its discretion, set aside funds in a trust or other vehicle, subject to the claims of its creditors, in order to assist it in meeting its obligations under the Plan, if such arrangement will not cause the Plan to be considered a funded deferred compensation plan under the Code.

7.06 Securities Law Compliance. The obligation of the Company to issue Shares under the Plan shall be subject to (i) the effectiveness of a registration statement under the Securities Act of 1933, as amended, with respect to such Shares, if deemed necessary or appropriate by counsel to the Company, (ii) the condition that the Shares shall have been listed (or authorized for listing upon official notice of issuance) upon each stock exchange, if any, upon which Shares may then be listed, and (iii) all other applicable laws, regulations, rules and orders which may then be in effect.

Stock Deferrals under the Plan are intended to satisfy the requirements of Rule 16b-3 under the Securities Exchange Act of 1934. If any provision of this Plan or of any grant of a Stock Option would otherwise frustrate or conflict with such intent, that provision shall be interpreted and deemed amended so as to avoid such conflict.

7.07 Section 409A of the Code To the extent an Eligible Director would otherwise be entitled to any payment that, under this Plan, constitutes "deferred compensation" subject to Section 409A of the Code, such payments shall be paid or provided to an Eligible Director only upon a "separation from service" as defined in Treasury Regulation §1.409A-1(h). Notwithstanding anything to the contrary in the Plan or elsewhere, any payment or benefit under this Plan that is exempt from Section 409A of the Code pursuant to Treasury Regulation §1.409A-1(b)(9)(v)(A) or (C) shall be paid or provided to the Eligible Director only to the extent that the expenses are not incurred, or the benefits are not provided, beyond the last day of the Eligible Director's second taxable year following the taxable year in which the "separation from service" occurs; and provided further that such expenses are reimbursed no later than the last day of the third taxable year following the taxable year in which an Eligible Director's "separation from service" occurs. Except as otherwise expressly provided herein, to the extent any expense reimbursement or the provision of any in-kind benefit under this Plan is determined to be subject to Section 409A of the Code, the amount of any such expenses eligible for reimbursement, or the provision of any in-kind benefit, in one calendar year shall not affect the expenses eligible for reimbursement in any other taxable year (except for any life-time or other aggregate limitation applicable to medical expenses), in no event shall any expenses be reimbursed after the last day of the calendar year following the calendar year in which an Eligible Director incurred such expenses, and in no event shall any right to reimbursement or the provision of any in-kind benefit be subject to liquidation or exchange for another benefit.

7.08 Governing Law; Severability. The Plan and all determinations made and actions taken thereunder shall be governed by the internal substantive laws, and not the choice of law rules, of the State of New York and construed accordingly, to the extent not superseded by applicable federal law. If any provision of the Plan shall be held unlawful or otherwise invalid or unenforceable in whole or in part, the unlawfulness, invalidity or unenforceability shall not affect any other provision of the Plan or part thereof, each of which shall remain in full force and effect.

CA, Inc. Change in Control Severance Policy
(Amended and Restated Effective September 10, 2008)

(Schedules as of July 27, 2010)

Schedule A
(2.99 Multiple)

Chief Executive Officer (William E. McCracken)
Executive Vice President and Chief Financial Officer (Nancy E. Cooper)
Executive Vice President and Group Executive, Customer Solutions Group (David C. Dobson)
Executive Vice President and Group Executive, Worldwide Sales and Operations (George J. Fischer)

[Employees may be added or eliminated from time to time]

Schedule B
(2.00 Multiple)

Executive Vice President, Risk, and Chief Administrative Officer (Phillip J. Harrington)
Executive Vice President and General Counsel (Amy Fliegelman Olli)

[Employees may be added or eliminated from time to time]

Schedule C
(1.00 Multiple)

Executive Vice President, Development and Technology (Ajei S. Gopal)
Executive Vice President, Corporate Strategy (Jacob Lamm)
Corporate Controller (Richard J. Beckert)

[Employees may be added or eliminated from time to time]

CA, Inc.

STATEMENT OF RATIOS OF EARNINGS TO FIXED CHARGES

(in millions, except ratios)

	2006	2007	Years Ended March 31, 2008	2009	2010	Six Months Ended September 30, 2010
Earnings available for fixed charges:						
Earnings from continuing operations before income taxes, minority interest and discontinued operations	\$ 98	\$ 130	\$ 775	\$ 1,065	\$ 1,171	\$ 606
Add: Fixed charges	192	229	248	191	162	54
Less: Minority interest in pre-tax loss of subsidiaries that have not incurred fixed charges	1	-	-	-	-	-
Total earnings available for fixed charges	\$ 291	\$ 359	\$ 1,023	\$ 1,256	\$ 1,333	\$ 660
Fixed charges:						
Interest expense(1)	\$ 122	\$ 153	\$ 169	\$ 130	\$ 102	\$ 36
Interest portion of rental expense	70	76	79	61	60	18
Total fixed charges	\$ 192	\$ 229	\$ 248	\$ 191	\$ 162	\$ 54
RATIOS OF EARNINGS TO FIXED CHARGES	1.52	1.57	4.13	6.58	8.23	12.22
Deficiency of earnings to fixed charges	n/a	n/a	n/a	n/a	n/a	n/a

(1) Includes amortization of discount related to indebtedness

October 22, 2010
CA, Inc.
One CA Plaza
Islandia, New York 11749

Re: Registration Statement No. 333-151619 on Form S-3 and Registration Statement Nos. 333-146173, 333-120849, 333-108665, 333-100896, 333-88916, 333-32942, 333-31284, 333-83147, 333-80883, 333-79727, 333-62055, 333-19071, 333-04801, 333-127602, 333-127601, 333-126273, 33-64377, 33-53915, 33-53572, 33-34607, 33-18322, 33-20797, 2-92355, 2-87495 and 2-79751 on Form S-8.

With respect to the subject registration statements, we acknowledge our awareness of the use therein of our report dated October 22, 2010 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

New York, New York

**CEO CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William E. McCracken, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CA, Inc. for its most recent fiscal quarter;

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;
2. 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;

The registrant's other certifying officer 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
3. The registrant's other certifying officer 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 the 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: October 22, 2010

/s/ William E. McCracken

William E. McCracken
Chief Executive Officer
CA, Inc.

**CFO CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nancy E. Cooper, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CA, Inc. for its most recent fiscal quarter;

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;
2. 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;
3. The registrant's other certifying officer 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer 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 the 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.
4. The registrant's other certifying officer 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 the 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.
5. The registrant's other certifying officer 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 the 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: October 22, 2010

/s/ Nancy E. Cooper

 Nancy E. Cooper
 Executive Vice President and Chief Financial Officer
 CA, Inc.

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report on Form 10-Q of CA, Inc., a Delaware corporation (the "Company"), for the fiscal quarter ended September 30, 2010 as filed with the Securities and Exchange Commission (the "Report"), each of William E. McCracken, Chief Executive Officer of the Company, and Nancy E. Cooper, Executive Vice President and Chief Financial Officer of the Company, hereby certifies, pursuant to §906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), that to his or her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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 results of operations of the Company.

/s/ William E. McCracken

William E. McCracken
Chief Executive Officer
October 22, 2010

/s/ Nancy E. Cooper

Nancy E. Cooper
Executive Vice President and Chief Financial Officer
October 22, 2010

The foregoing certification will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that Section. The foregoing certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference.