

DUN & BRADSTREET CORP/NW

FORM 10-Q (Quarterly Report)

Filed 11/02/16 for the Period Ending 09/30/16

| | |
|-------------|---|
| Address | 103 JFK PARKWAY 103 JFK PARKWAY SHORT HILLS, NJ 07078 |
| Telephone | 9739215500 |
| CIK | 0001115222 |
| Symbol | DNB |
| SIC Code | 7320 - Consumer Credit Reporting Agencies, Mercantile |
| Industry | Professional Information Services |
| Sector | Industrials |
| Fiscal Year | 12/31 |

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

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

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 1-15967

The Dun & Bradstreet Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of
incorporation)

22-3725387
(I.R.S. Employer
Identification No.)

103 JFK Parkway, Short Hills, NJ
(Address of principal executive offices)

07078
(Zip Code)

Registrant's telephone number, including area code: (973) 921-5500

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

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:

| <u>Title of Class</u> | <u>Shares Outstanding at September 30, 2016</u> |
|---|---|
| Common Stock, par value \$0.01 per share | 36,783,689 |

THE DUN & BRADSTREET CORPORATION
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PART I. UNAUDITED FINANCIAL INFORMATION
Item 1. Financial Statements

The Dun & Bradstreet Corporation
Consolidated Statements of Operations and Comprehensive Income (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--|----------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions, except per share data) | | | |
| Revenue | \$ 412.8 | \$ 406.2 | \$ 1,186.6 | \$ 1,137.8 |
| Operating Expenses | 130.7 | 132.4 | 396.1 | 399.8 |
| Selling and Administrative Expenses | 164.9 | 167.2 | 524.3 | 472.0 |
| Depreciation and Amortization | 17.2 | 16.1 | 50.9 | 42.6 |
| Restructuring Charge | 3.2 | 5.5 | 18.8 | 15.1 |
| Operating Costs | 316.0 | 321.2 | 990.1 | 929.5 |
| Operating Income | 96.8 | 85.0 | 196.5 | 208.3 |
| Interest Income | 0.4 | 0.3 | 1.4 | 1.1 |
| Interest Expense | (13.2) | (13.8) | (40.1) | (37.0) |
| Other Income (Expense) - Net | (92.2) | (9.2) | (91.9) | (7.4) |
| Non-Operating Income (Expense) - Net | (105.0) | (22.7) | (130.6) | (43.3) |
| Income (Loss) Before Provision for Income Taxes and Equity in Net Income of Affiliates | (8.2) | 62.3 | 65.9 | 165.0 |
| Less: Provision for Income Taxes | 19.8 | 3.1 | 45.0 | 36.5 |
| Equity in Net Income of Affiliates | 1.2 | 0.9 | 2.9 | 2.9 |
| Net Income (Loss) from Continuing Operations | (26.8) | 60.1 | 23.8 | 131.4 |
| Less: Net Income Attributable to the Noncontrolling Interest | (1.7) | (0.9) | (3.5) | (3.1) |
| Net Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet | \$ (28.5) | \$ 59.2 | \$ 20.3 | \$ 128.3 |
| Income (Loss) from Discontinued Operations, Net of Income Taxes (1) | — | (0.1) | — | 2.1 |
| Loss on Disposal of Business, Net of Income Taxes (1) | (0.9) | (0.1) | (0.9) | (38.3) |
| Loss from Discontinued Operations, Net of Income Taxes | (0.9) | (0.2) | (0.9) | (36.2) |
| Net Income (Loss) Attributable to Dun & Bradstreet | \$ (29.4) | \$ 59.0 | \$ 19.4 | \$ 92.1 |
| Basic Earnings Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.64 | \$ 0.56 | \$ 3.56 |
| Loss from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.03) | (1.01) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | \$ (0.80) | \$ 1.63 | \$ 0.53 | \$ 2.55 |
| Diluted Earnings Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.63 | \$ 0.55 | \$ 3.53 |
| Loss from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.02) | (1.00) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | \$ (0.80) | \$ 1.62 | \$ 0.53 | \$ 2.53 |
| Weighted Average Number of Shares Outstanding-Basic | 36.6 | 36.1 | 36.4 | 36.1 |
| Weighted Average Number of Shares Outstanding-Diluted | 36.6 | 36.4 | 36.7 | 36.4 |
| Cash Dividend Paid Per Common Share | \$ 0.48 | \$ 0.46 | \$ 1.45 | \$ 1.39 |
| Other Comprehensive Income, Net of Income Taxes: | | | | |
| Net Income (Loss) from Continuing Operations | \$ (26.8) | \$ 60.1 | \$ 23.8 | \$ 131.4 |
| Loss from Discontinued Operations, Net of Income Taxes (1) | (0.9) | (0.2) | (0.9) | (36.2) |
| Net Income (Loss) | (27.7) | 59.9 | 22.9 | 95.2 |
| Foreign Currency Translation Adjustments, no Tax Impact | 16.8 | 17.4 | 4.5 | (36.7) |
| Defined Benefit Pension Plans: | | | | |
| Prior Service Costs, Net of Tax Benefit (Expense) (2) | (0.2) | (0.5) | (0.6) | (0.6) |
| Net Actuarial Gain, Net of Tax Benefit (Expense) (3) | 2.4 | 5.6 | 14.4 | 18.8 |
| Total Other Comprehensive Income (Loss) | 19.0 | 22.5 | 18.3 | (18.5) |
| Comprehensive Income (Loss), Net of Income Taxes | (8.7) | 82.4 | 41.2 | 76.7 |
| Less: Comprehensive Income Attributable to the Noncontrolling Interest | (1.6) | (0.7) | (3.3) | (2.5) |
| Comprehensive Income (Loss) Attributable to Dun & Bradstreet | \$ (10.3) | \$ 81.7 | \$ 37.9 | \$ 74.2 |

- (1) Net of Tax Benefit of \$2.2 million for the nine months ended September 30, 2015. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.
- (2) Tax Benefit (Expense) of \$0.2 million for each of the three months ended September 30, 2016 and 2015. Tax Benefit (Expense) of \$0.4 million and \$0.3 million during the nine months ended September 30, 2016 and 2015, respectively.
- (3) Tax Benefit (Expense) of \$(1.0) million and \$(2.8) million during the three months ended September 30, 2016 and 2015, respectively. Tax Benefit (Expense) of \$(7.4) million and \$(10.1) million during the nine months ended September 30, 2016 and 2015, respectively.

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

The Dun & Bradstreet Corporation
Consolidated Balance Sheets (Unaudited)

| | September 30, 2016 | December 31, 2015 |
|--|---|----------------------|
| | (Amounts in millions, except per share data) | |
| ASSETS | | |
| Current Assets | | |
| Cash and Cash Equivalents | \$ 327.3 | \$ 365.7 |
| Accounts Receivable, Net of Allowance of \$19.9 at September 30, 2016 and \$20.6 at December 31, 2015 | 387.4 | 523.5 |
| Other Receivables | 15.1 | 13.7 |
| Prepaid Taxes | 2.2 | 6.4 |
| Deferred Income Tax | — | 12.0 |
| Other Prepays | 30.1 | 36.7 |
| Other Current Assets | 2.7 | 1.6 |
| Total Current Assets | 764.8 | 959.6 |
| Non-Current Assets | | |
| Property, Plant and Equipment, Net of Accumulated Depreciation of \$49.5 at September 30, 2016 and \$54.3 at December 31, 2015 | 34.0 | 27.2 |
| Computer Software, Net of Accumulated Amortization of \$366.7 at September 30, 2016 and \$348.1 at December 31, 2015 | 110.8 | 102.6 |
| Goodwill (Note 15) | 661.1 | 704.0 |
| Deferred Income Tax | 99.6 | 93.8 |
| Other Receivables | 1.9 | 4.2 |
| Other Intangibles (Note 15) | 304.9 | 326.2 |
| Other Non-Current Assets | 39.8 | 48.9 |
| Total Non-Current Assets | 1,252.1 | 1,306.9 |
| Total Assets | \$ 2,016.9 | \$ 2,266.5 |
| LIABILITIES | | |
| Current Liabilities | | |
| Accounts Payable | \$ 55.5 | \$ 31.3 |
| Accrued Payroll | 89.6 | 108.8 |
| Accrued Income Tax | 16.5 | 28.7 |
| Short-Term Debt | 20.0 | 20.0 |
| Other Accrued and Current Liabilities (Note 6) | 154.4 | 122.6 |
| Deferred Revenue | 580.5 | 647.8 |
| Total Current Liabilities | 916.5 | 959.2 |
| Pension and Postretirement Benefits | 515.3 | 558.0 |
| Long-Term Debt | 1,586.4 | 1,797.0 |
| Liabilities for Unrecognized Tax Benefits | 2.9 | 8.3 |
| Other Non-Current Liabilities | 50.1 | 49.3 |
| Total Liabilities | 3,071.2 | 3,371.8 |
| Contingencies (Note 7) | | |
| EQUITY | | |
| DUN & BRADSTREET SHAREHOLDERS' EQUITY (DEFICIT) | | |
| Series A Junior Participating Preferred Stock, \$0.01 par value per share, authorized - 0.5 shares; outstanding - none | — | — |
| Preferred Stock, \$0.01 par value per share, authorized - 9.5 shares; outstanding - none | — | — |
| Series Common Stock, \$0.01 par value per share, authorized - 10.0 shares; outstanding - none | — | — |
| Common Stock, \$0.01 par value per share, authorized - 200.0 shares; issued - 81.9 shares | 0.8 | 0.8 |
| Capital Surplus | 312.0 | 292.2 |
| Retained Earnings | 2,899.4 | 2,932.8 |
| Treasury Stock, at cost, 45.2 shares at September 30, 2016 and 45.8 shares at December 31, 2015 | (3,332.6) | (3,377.1) |
| Accumulated Other Comprehensive Income (Loss) | (947.0) | (965.5) |
| Total Dun & Bradstreet Shareholders' Equity (Deficit) | (1,067.4) | (1,116.8) |
| Noncontrolling Interest | 13.1 | 11.5 |

| | | |
|--|------------|------------|
| Total Equity (Deficit) | (1,054.3) | (1,105.3) |
| Total Liabilities and Shareholders' Equity (Deficit) | \$ 2,016.9 | \$ 2,266.5 |

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

The Dun & Bradstreet Corporation
Consolidated Statements of Cash Flows (Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|----------------|
| | 2016 | 2015 |
| (Amounts in millions) | | |
| Cash Flows from Operating Activities: | | |
| Net Income | \$ 22.9 | \$ 95.2 |
| Less: | | |
| Loss on Disposal of Business, Net of Income Taxes | (0.9) | (38.3) |
| Income from Discontinued Operations | — | 2.1 |
| Net Income from Continuing Operations | \$ 23.8 | \$ 131.4 |
| Reconciliation of Net Income to Net Cash Provided by Operating Activities: | | |
| Depreciation and Amortization | 50.9 | 42.6 |
| Amortization of Unrecognized Pension Loss | 26.9 | 30.0 |
| Loss from Sales of Business | 89.6 | — |
| Income Tax Benefit from Stock-Based Awards | 13.7 | 6.1 |
| Excess Tax Benefit on Stock-Based Awards | (7.1) | (2.8) |
| Equity-Based Compensation | 15.4 | 11.9 |
| Restructuring Charge | 18.8 | 15.1 |
| Restructuring Payments | (28.4) | (13.1) |
| Changes in Deferred Income Taxes, Net | (1.5) | — |
| Changes in Accrued Income Taxes, Net | (19.0) | (19.8) |
| Changes in Current Assets and Liabilities, Net of Acquisitions: | | |
| (Increase) Decrease in Accounts Receivable | 109.7 | 120.5 |
| (Increase) Decrease in Other Current Assets | 8.7 | 6.1 |
| Increase (Decrease) in Deferred Revenue | (38.2) | (28.7) |
| Increase (Decrease) in Accounts Payable | 26.1 | 9.1 |
| Increase (Decrease) in Accrued Liabilities | 15.3 | (23.7) |
| Increase (Decrease) in Other Accrued and Current Liabilities | 9.9 | 12.6 |
| Changes in Non-Current Assets and Liabilities, Net of Acquisitions: | | |
| (Increase) Decrease in Other Long-Term Assets | 10.0 | 20.9 |
| Net Increase (Decrease) in Long-Term Liabilities | (45.6) | (32.4) |
| Other Non-Cash Adjustments, Net | 1.0 | (2.3) |
| Net Cash Provided by Operating Activities from Continuing Operations | 280.0 | 283.5 |
| Net Cash Provided by Operating Activities from Discontinued Operations | — | 6.4 |
| Net Cash Provided by Operating Activities | 280.0 | 289.9 |
| Cash Flows from Investing Activities: | | |
| Proceeds from Sales of Businesses, Net of Cash Divested and Transaction Costs | (3.1) | 151.6 |
| Payments for Acquisitions of Businesses, Net of Cash Acquired | — | (444.2) |
| Proceeds from Maturity and (Payment) for Debt Security Investment | 0.5 | (6.3) |
| Cash Settlements of Foreign Currency Contracts | (5.5) | (10.3) |
| Capital Expenditures | (12.1) | (6.8) |
| Additions to Computer Software and Other Intangibles | (35.8) | (36.6) |
| Other | — | (0.1) |
| Net Cash Used in Investing Activities from Continuing Operations | (56.0) | (352.7) |
| Net Cash Used in Investing Activities from Discontinued Operations | — | (5.4) |
| Cash Flows Used In Investing Activities | (56.0) | (358.1) |
| Cash Flows from Financing Activities: | | |
| Net Proceeds from Stock-Based Plans | 42.3 | 7.3 |
| Payment of Debt Issuance Costs | — | (4.7) |
| Proceeds from Issuance of Long-Term Debt | — | 298.8 |
| Payments of Dividends | (52.7) | (50.0) |
| Proceeds from Borrowings on Credit Facilities | 331.5 | 773.8 |

| | | |
|--|-----------------|-----------------|
| Payments of Borrowings on Credit Facilities | (528.9) | (965.4) |
| Payments of Borrowings on Term Loan Facilities | (15.0) | — |
| Excess Tax Benefit on Stock-Based Awards | 7.1 | 2.8 |
| Payment for Capital Lease and Other Long-Term Financing Obligation | (0.2) | (0.3) |
| Other | (3.1) | (0.6) |
| Net Cash (Used in) Provided by Financing Activities from Continuing Operations | (219.0) | 61.7 |
| Effect of Exchange Rate Changes on Cash and Cash Equivalents | (39.8) | (19.0) |
| Increase (Decrease) in Cash and Cash Equivalents Before Classified to Asset as Held for Sale | (34.8) | (25.5) |
| Cash Classified as Asset Held for Sale | (3.6) | — |
| Cash and Cash Equivalents, Beginning of Period | \$ 365.7 | \$ 319.4 |
| Cash and Cash Equivalents, End of Period | \$ 327.3 | \$ 293.9 |
| Cash and Cash Equivalents of Discontinued Operations, End of Period | — | — |
| Cash and Cash Equivalents of Continuing Operations, End of Period | \$ 327.3 | \$ 293.9 |
| Supplemental Disclosure of Cash Flow Information: | | |
| Cash Paid for: | | |
| Income Taxes, Net of Refunds | \$ 51.8 | \$ 50.3 |
| Interest | \$ 29.5 | \$ 24.0 |

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

The Dun & Bradstreet Corporation
Consolidated Statements of Shareholders' Equity (Deficit) (Unaudited)

For the Nine Months Ended September 30, 2016 and 2015

| | (Amounts in millions) | | | | | | | | |
|--|---------------------------------------|--------------------|----------------------|---------------------|---|------------------------------------|---|----------------------------|------------------------------|
| | Common Stock (\$0.01 Par Value) | Capital Surplus | Retained Earnings | Treasury Stock | Cumulative Translation Adjustment | Pension Liability Adjustment | Total Dun & Bradstreet Shareholders' Equity (Deficit) | Noncontrolling Interest | Total Equity (Deficit) |
| Balance, December 31, 2014 | \$ 0.8 | \$ 279.3 | \$ 2,831.1 | \$ (3,392.4) | \$ (233.4) | \$ (688.7) | \$ (1,203.3) | \$ 8.7 | \$ (1,194.6) |
| Net Income | — | — | 92.1 | — | — | — | 92.1 | 3.1 | 95.2 |
| Payment to Noncontrolling Interest | — | — | — | — | — | — | — | (0.6) | (0.6) |
| Equity-Based Plans | — | 9.5 | — | 12.8 | — | — | 22.3 | — | 22.3 |
| Pension Adjustments, net of tax expense of \$9.8 | — | — | — | — | — | 18.2 | 18.2 | — | 18.2 |
| Dividend Declared | — | — | (50.3) | — | — | — | (50.3) | — | (50.3) |
| Change in Cumulative Translation Adjustment | — | — | — | — | (36.1) | — | (36.1) | (0.6) | (36.7) |
| Balance, September 30, 2015 | <u>\$ 0.8</u> | <u>\$ 288.8</u> | <u>\$ 2,872.9</u> | <u>\$ (3,379.6)</u> | <u>\$ (269.5)</u> | <u>\$ (670.5)</u> | <u>\$ (1,157.1)</u> | <u>\$ 10.6</u> | <u>\$ (1,146.5)</u> |
| Balance, December 31, 2015 | \$ 0.8 | \$ 292.2 | \$ 2,932.8 | \$ (3,377.1) | \$ (291.7) | \$ (673.8) | \$ (1,116.8) | \$ 11.5 | \$ (1,105.3) |
| Net Income | — | — | 19.4 | — | — | — | 19.4 | 3.5 | 22.9 |
| Payment to Noncontrolling Interest | — | — | — | — | — | — | — | (1.7) | (1.7) |
| Equity-Based Plans | — | 19.8 | — | 44.5 | — | — | 64.3 | — | 64.3 |
| Pension Adjustments, net of tax expense of \$7.0 | — | — | — | — | — | 13.8 | 13.8 | — | 13.8 |
| Dividend Declared | — | — | (52.8) | — | — | — | (52.8) | — | (52.8) |
| Change in Cumulative Translation Adjustment | — | — | — | — | 4.7 | — | 4.7 | (0.2) | 4.5 |
| Balance, September 30, 2016 | <u>\$ 0.8</u> | <u>\$ 312.0</u> | <u>\$ 2,899.4</u> | <u>\$ (3,332.6)</u> | <u>\$ (287.0)</u> | <u>\$ (660.0)</u> | <u>\$ (1,067.4)</u> | <u>\$ 13.1</u> | <u>\$ (1,054.3)</u> |

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

THE DUN & BRADSTREET CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(Tabular dollar amounts in millions, except per share data)

Note 1 -- Basis of Presentation

These interim unaudited consolidated financial statements have been prepared in accordance with the instructions to the Quarterly Report on Form 10-Q. They should be read in conjunction with the consolidated financial statements and related notes, which appear in The Dun & Bradstreet Corporation's ("Dun & Bradstreet" or "we" or "us" or "our" or the "Company") Annual Report on Form 10-K for the year ended December 31, 2015. The unaudited consolidated results for interim periods do not include all disclosures required by accounting principles generally accepted in the United States of America ("GAAP") for annual financial statements and are not necessarily indicative of results for the full year or any subsequent period. In the opinion of our management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of the unaudited consolidated financial position, results of operations and cash flows at the dates and for the periods presented have been included.

All inter-company transactions have been eliminated in consolidation.

We manage and report our business through the following two segments:

- Americas (which consists of our operations in the United States ("U.S."), Canada and Latin America (which we divested in September 2016)); and
- Non-Americas (which primarily consists of our operations in the United Kingdom ("U.K."), the Netherlands (which we expect to divest in November 2016), Belgium (which we expect to divest in November 2016), Greater China, India and our Dun & Bradstreet Worldwide Network). See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

The financial statements of the subsidiaries outside of the U.S. and Canada reflect results for the three month and nine month periods ended August 31 in order to facilitate the timely reporting of the unaudited consolidated financial results and unaudited consolidated financial position.

In June 2015, we divested our business in Australia and New Zealand ("ANZ") for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in Item 1. of this Quarterly Report on Form 10-Q. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

The prior period consolidated balance sheet was adjusted associated with the adoption of Accounting Standards Update ("ASU") No. 2015-03 "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" in the first quarter of 2016. The impact was an adjustment of \$7.1 million to the consolidated balance sheet at December 31, 2015. See Note 2 and Note 4 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

In August of 2016, we announced the sale of our domestic operations in Belgium and Netherlands ("Benelux") and Latin America, shifting these businesses into our Worldwide Network partnership model. Our Worldwide Network arrangements include long-term commercial agreements that provide our partners with access to key Dun & Bradstreet assets, including global data, brand usage, consulting and technology services. Historically, technology services were not classified as revenue as we viewed them as ancillary in nature. As a result of the above divestiture transactions, the ongoing technology services now represent activities that constitute part of our ongoing and central operations. Accordingly, we began to classify the technology fees to revenue in the third quarter of 2016. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail on the divestitures.

Where appropriate, we have reclassified certain prior year amounts to conform to the current year presentation.

Note 2 -- Recent Accounting Pronouncements

We consider the applicability and impact of all ASUs. The ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on our consolidated financial position and/or results of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Recently Adopted Accounting Pronouncements

In November 2015, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2015-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” This standard requires entities to present deferred tax assets and deferred tax liabilities to be classified as noncurrent in the balance sheet. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2016. The guidance can be applied either prospectively or retrospectively. In the period that the ASU is adopted, an entity will need to disclose the nature of and the reason for the change in accounting principle. If the new guidance is applied prospectively, the entity should disclose that prior balance sheets were not retrospectively adjusted. If the new guidance is applied retrospectively, the entity will need to disclose the quantitative effects of the change on the prior balance sheets presented. Early adoption was permitted. We adopted this standard in the first quarter of 2016 on a prospective basis. The impact to the prior periods is immaterial, and as a result, the prior period consolidated balance sheet was not retrospectively adjusted.

In August 2015, the FASB issued ASU No. 2015-15 “Interest-Imputation (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements.” This standard incorporates into the Accounting Standards Codification (“ASC”) the Securities and Exchange Commission’s (“SEC”) view on the presentation and subsequent measurement of debt issuance costs related to line-of-credit arrangements. The SEC staff announced that it would not object to an entity presenting the cost of securing a revolving line-of-credit as an asset, regardless of whether a balance is outstanding. The guidance in this ASU provides an alternative for presentation of these costs. This guidance retains the requirement to subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-12 “Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; III. Measurement Date Practical Expedient.” This three-part ASU simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts (“FBRICs”) to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this ASU eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (“NAV”) per share using the practical expedient in the FASB ASC Topic 820. Part III of the ASU provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan’s fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. The amendments in Parts I and II of this standard were effective retrospectively for fiscal years beginning after December 15, 2015. The amendments in Part III of this standard were effective prospectively for fiscal years beginning after December 15, 2015. Early application for all amendments was permitted. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05 “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” This standard provides guidance to assist an entity in evaluating the accounting for fees paid by a customer in a cloud computing arrangement. Specifically, the amendments in this update provide guidance to customers related to whether a cloud computing arrangement includes a software license. If the cloud computing arrangement includes a software license, the guidance requires that the customer account for the software license element of the arrangement in a manner consistent with the acquisition of other software licenses. Where the arrangement does not include a software license, the guidance requires the customer to account for the arrangement as a service contract. The amendments in this update apply only to internal-use software that a customer obtains access to in a hosting arrangement if certain criteria are met. The new standard supersedes certain guidance in ASC 350-40 “Internal-Use Software” which will require the accounting for all software licenses within the scope of such guidance to be consistent with the accounting for other licenses of intangible assets. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance may be applied (i) prospectively to all arrangements entered into or materially modified after the effective date, or (ii) retrospectively. The standard requires additional disclosures under each method of adoption. Early adoption was permitted. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03. The new standard requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability in a

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

manner consistent with the treatment for debt discounts. The amendments in this update do not affect the recognition and measurement guidance for debt issuance costs. In addition, the ASU requires that the amortization of debt issuance costs be reported as interest expense. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance should be applied retrospectively to all prior periods presented in the financial statements, subject to the disclosure requirements for a change in an accounting principle. Early adoption was permitted for financial statements that have not been previously issued. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements. See Note 4 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

In January 2015, the FASB issued ASU No. 2015-01 “Income Statement Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.” This standard eliminates such concept from existing GAAP. Under the new guidance an entity is no longer required to: (i) segregate an extraordinary item from the results of ordinary operations; (ii) separately present an extraordinary item on its income statement, net of tax, after income from continuing operations; and (iii) disclose income taxes and earnings-per share data applicable to an extraordinary item. The new standard retains the existing requirement to separately present on a pre-tax basis within income from continuing operations items that are of an unusual nature or occur infrequently. Additionally, the new standard requires similar separate presentation of items that are both unusual and infrequent in nature. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance may be applied prospectively or retrospectively to all prior periods presented in the financial statements, with additional disclosures for entities electing prospective application. Early application was permitted as of the beginning of the fiscal year of adoption. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

Recently Issued Accounting Pronouncements

In October 2016, the FASB issued ASU No. 2016-16, “Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory.” The standard eliminates the exception within Topic 740 of the immediate recognition of the current and deferred income tax effects of intra-entity transfers of assets other than inventory. As a result of the removal of the exception, a reporting entity would recognize the tax expense from the sale of the asset in the seller's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buyer's jurisdiction would also be recognized at the time of the transfer. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted but the guidance can only be adopted in the first interim period of a fiscal year. Entities must apply the modified retrospective approach, with a cumulative-effect adjustment recorded in retained earnings as of the beginning of the period of the adoption. We do not expect the adoption of this authoritative guidance to have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force).” The standard amends the guidance in ASC 230 on the classification of certain cash receipts and payments in the statement of cash flows. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted. Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively from the earliest date practicable if retrospective application would be impracticable. The adoption of this authoritative guidance will not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” The standard changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking “expected loss” model that generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. Entities will have to disclose significantly more information, including information they use to track credit quality by year of origination for most financing receivables. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2019. The guidance requires entities to apply the amendments through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). For certain assets (such as debt securities for which an other-than-temporary impairment has been recognized before the effective date), a prospective transition approach is required. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09 “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” This guidance simplifies several aspects of accounting for employee share-based

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. Early adoption will be permitted in any interim or annual reporting period for which financial statements have not yet been issued or have not been made available for issuance. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-07 “Simplifying the Transition to the Equity Method of Accounting.” This guidance eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The standard is effective for fiscal years beginning after December 15, 2016 and the interim periods within those years. Early adoption is permitted. The guidance should be applied prospectively for investments that qualify for the equity method of accounting after the effective date. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-05 “Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships.” This guidance clarifies that a change in counterparty to a derivative contract, in and of itself, does not require the dedesignation of a hedging relationship. The standard is effective for fiscal years beginning after December 15, 2016 and interim periods within those years. Early adoption is permitted. Entities may adopt the guidance prospectively or use a modified retrospective approach to apply it to derivatives outstanding during all or a portion of the periods presented in the period of adoption. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02 “Leases (Topic 842).” This standard requires entities that lease assets to recognize on the balance sheet, subject to certain exceptions, the assets and liabilities for the rights and obligations created by those leases. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2018. The guidance is required to be applied by the modified retrospective transition approach. Early adoption is permitted. We are currently assessing the impact of the adoption of this authoritative guidance on our consolidated financial statements.

New Revenue Recognition Standard:

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606),” which outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers and supersedes and replaces nearly all existing GAAP revenue recognition guidance, including industry-specific guidance. The authoritative guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. The five steps are: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations; and (v) recognize revenue when or as each performance obligation is satisfied. The authoritative guidance applies to all contracts with customers except those that are within the scope of other topics in the FASB ASC. The authoritative guidance requires significantly expanded disclosures about revenue recognition and was initially effective for fiscal years and the interim periods within these fiscal years beginning on or after December 15, 2016. In August 2015, the FASB issued ASU No. 2015-14 “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date.” This standard defers for one year the effective date of ASU No. 2014-09. The deferral will result in this standard being effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016 including interim reporting periods within that reporting period.

In March 2016, the FASB issued ASU No. 2016-08 “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net).” This guidance amends the principal versus agent guidance in the new revenue standard. The amendments retain the guidance that the principal in an arrangement controls a good or service before it is transferred to a customer. The amendments clarify how an entity should identify the unit of accounting for principal versus agent evaluation and how it should apply the control principle to certain types of arrangements, such as service transactions. The amendments also reframe the indicators to focus on evidence that an entity is acting as a principal rather than an agent, revise examples in the new standard and add new examples.

In April 2016, the FASB issued ASU No. 2016-10 “Revenue From Contracts With Customers (Topic 606): Identifying Performance Obligations and Licensing.” The guidance amends identifying performance obligations and accounting for licenses of intellectual property in the new revenue standard. The amendments address implementation issues that were raised by stakeholders and discussed by the Revenue Recognition Transition Resource Group. The amendments updated examples and added several new examples to illustrate the new guidance.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
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In May 2016, the FASB issued ASU No. 2016-11, "Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of Securities and Exchange Commission ("SEC") Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting (SEC Update)" which rescinds certain SEC guidance from the FASB Accounting Standards Codification in response to announcements made by the SEC staff at the EITF's March 3, 2016, meeting.

In May 2016, the FASB issued ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients," which amends certain aspects of ASU No. 2014-09 such as assessing collectibility, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition.

We will adopt the new revenue guidance on January 1, 2018 and apply the modified retrospective transition method. We are currently assessing the impact of the adoption of this authoritative guidance on our consolidated financial statements.

Note 3 -- Restructuring Charge

We incurred restructuring charges (which generally consist of employee severance and termination costs, contract terminations and/or costs to terminate lease obligations less assumed sublease income). These charges were incurred as a result of eliminating, consolidating, standardizing and/or automating our business functions.

Restructuring charges have been recorded in accordance with ASC 712-10, "Nonretirement Postemployment Benefits," or "ASC 712-10" and/or ASC 420-10, "Exit or Disposal Cost Obligations," or "ASC 420-10," as appropriate.

We record severance costs provided under an ongoing benefit arrangement once they are both probable and estimable in accordance with the provisions of ASC 712-10.

We account for one-time termination benefits, contract terminations and/or costs to terminate lease obligations less assumed sublease income in accordance with ASC 420-10, which addresses financial accounting and reporting for costs associated with restructuring activities. Under ASC 420-10, we establish a liability for costs associated with an exit or disposal activity, including severance and lease termination obligations, and other related costs, when the liability is incurred, rather than at the date that we commit to an exit plan. We reassess the expected cost to complete the exit or disposal activities at the end of each reporting period and adjust our remaining estimated liabilities, if necessary.

The determination of when we accrue for severance costs and which standard applies depends on whether the termination benefits are provided under an ongoing arrangement as described in ASC 712-10 or under a one-time benefit arrangement as defined by ASC 420-10. Inherent in the estimation of the costs related to the restructurings are assessments related to the most likely expected outcome of the significant actions to accomplish the exit or disposal activities. In determining the charges related to the restructurings, we had to make estimates related to the expenses associated with the restructurings. These estimates may vary significantly from actual costs depending, in part, upon factors that may be beyond our control. We will continue to review the status of our restructuring obligations on a quarterly basis and, if appropriate, record changes to these obligations in current operations based on management's most current estimates.

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

During the three months ended September 30, 2016, we recorded a \$3.2 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$3.2 million in accordance with the provisions of ASC 712-10. Approximately 70 employees were impacted. Of these 70 employees, approximately 60 employees exited the Company by the end of the third quarter of 2016, with the remaining primarily to exit by the end of the fourth quarter of 2016. The cash payments for these employees will be substantially completed by the end of the first quarter of 2017.

During the three months ended September 30, 2015, we recorded a \$5.5 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$4.1 million in accordance with the provisions of ASC 712-10. Approximately 40 employees were impacted. Of these 40 employees, approximately 25 employees exited the Company by the end of the third quarter of 2015, with the remaining primarily having exited by the end of the fourth quarter of 2015. The cash payments for these employees were substantially completed by the end of the second quarter of 2016; and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

- Contract termination, lease term obligations and other exit costs of \$ 1.4 million , including those to consolidate or close facilities.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

During the nine months ended September 30, 2016 , we recorded an \$18.8 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$18.8 million in accordance with the provisions of ASC 712-10. Approximately 325 employees were impacted. Of these 325 employees, approximately 315 employees exited the Company by the end of the third quarter of 2016 , with the remaining primarily to exit by the end of the fourth quarter of 2016 . The cash payments for these employees will be substantially completed by the end of the first quarter of 2017 .

During the nine months ended September 30, 2015 , we recorded a \$15.1 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$13.6 million in accordance with the provisions of ASC 712-10. Approximately 175 employees were impacted. Of these 175 employees, approximately 165 employees exited the Company by the end of the third quarter of 2015 , with the remaining primarily having exited by the end of the fourth quarter of 2015 . The cash payments for these employees were substantially completed by the end of the second quarter of 2016 ; and
- Contract termination, lease term obligations and other exit costs of \$1.5 million , including those to consolidate or close facilities.

The following tables set forth, in accordance with ASC 712-10 and/or ASC 420-10, the restructuring reserves and utilization:

| | Severance and Termination | Contract Termination, Lease Termination Obligations and Other Exit Costs | Total |
|---|---------------------------------|---|---------|
| Restructuring Charges: | | | |
| Balance Remaining as of December 31, 2015 | \$ 18.6 | \$ 2.3 | \$ 20.9 |
| Charge Taken during First Quarter 2016 | 9.7 | — | 9.7 |
| Payments during First Quarter 2016 | (10.1) | (0.3) | (10.4) |
| Balance Remaining as of March 31, 2016 | \$ 18.2 | \$ 2.0 | \$ 20.2 |
| Charge Taken during the Second Quarter 2016 | 5.9 | — | 5.9 |
| Payments during Second Quarter 2016 | (10.0) | (0.4) | (10.4) |
| Balance Remaining as of June 30, 2016 | \$ 14.1 | \$ 1.6 | \$ 15.7 |
| Charge Taken during the Third Quarter 2016 | \$ 3.2 | \$ — | \$ 3.2 |
| Payments during Third Quarter 2016 | (7.6) | (0.1) | (7.7) |
| Balance Remaining as of September 30, 2016 | \$ 9.7 | \$ 1.5 | \$ 11.2 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

| | Severance and Termination | Contract Termination, Lease Termination Obligations and Other Exit Costs | Total |
|--|---------------------------------|---|---------|
| Restructuring Charges: | | | |
| Balance Remaining as of December 31, 2014 | \$ 8.1 | \$ 1.8 | \$ 9.9 |
| Charge Taken during First Quarter 2015 | 4.7 | 0.1 | 4.8 |
| Payments during First Quarter 2015 | (2.5) | (0.3) | (2.8) |
| Balance Remaining as of March 31, 2015 | \$ 10.3 | \$ 1.6 | \$ 11.9 |
| Charge Taken during Second Quarter 2015 | 4.8 | — | 4.8 |
| Payments during Second Quarter 2015 | (5.3) | (0.3) | (5.6) |
| Balance Remaining as of June 30, 2015 | \$ 9.8 | \$ 1.3 | \$ 11.1 |
| Charge Taken during Third Quarter 2015 | \$ 4.1 | \$ 1.4 | \$ 5.5 |
| Payments during Third Quarter 2015 | (4.9) | — | (4.9) |
| Balance Remaining as of September 30, 2015 | \$ 9.0 | \$ 2.7 | \$ 11.7 |

Note 4 -- Notes Payable and Indebtedness

Our borrowings are summarized in the following table:

| Maturity | September 30, 2016 | | December 31, 2015 | | |
|---|---------------------|-------------------|---------------------|-------------------|------------|
| | Principal Amount | Carrying Value | Principal Amount | Carrying Value | |
| Debt Maturing Within One Year: | | | | | |
| Term Loan Facility | \$ 20.0 | \$ 20.0 | \$ 20.0 | \$ 20.0 | |
| Total Short-Term Debt | \$ 20.0 | \$ 20.0 | \$ 20.0 | \$ 20.0 | |
| Debt Maturing After One Year: | | | | | |
| 3.25% senior notes issued in December 2012 (1) (4) (5) | December 1, 2017 | \$ 450.0 | \$ 449.2 | \$ 450.0 | \$ 448.7 |
| 4.375% senior notes issued in December 2012 (2) (4) (5) | December 1, 2022 | 300.0 | 296.7 | 300.0 | 296.3 |
| 4.00% senior notes issued in June 2015 (3) (4) (6) | June 15, 2020 | 300.0 | 297.1 | 300.0 | 296.5 |
| Term Loan Facility (7) | November 13, 2020 | 360.0 | 358.6 | 375.0 | 373.3 |
| Revolving Credit Facility | July 23, 2019 | 184.8 | 184.8 | 382.2 | 382.2 |
| Commercial Paper Program | | — | — | — | — |
| Total Long-Term Debt | | \$ 1,594.8 | \$ 1,586.4 | \$ 1,807.2 | \$ 1,797.0 |

- (1) The notes were issued at a discount of less than \$0.1 million with a remaining balance of less than \$0.1 million at September 30, 2016 . In connection with the issuance, we incurred underwriting and other fees of approximately \$3.4 million , with a remaining balance of \$0.8 million as of September 30, 2016 .
- (2) The notes were issued at a discount of \$2.9 million with a remaining balance of \$1.8 million at September 30, 2016 . In connection with the issuance, we incurred underwriting and other fees of approximately \$2.5 million , with a remaining balance of \$1.5 million as of September 30, 2016 .
- (3) The notes were issued at a discount of \$1.2 million with a remaining balance of \$0.9 million at September 30, 2016 . In connection with the issuance, we incurred underwriting and other fees of approximately \$2.9 million , with a remaining balance of \$2.0 million as of September 30, 2016 .
- (4) The notes contain certain covenants that limit our ability to create liens, enter into sale and leaseback transactions and consolidate, merge or sell assets to another entity. We were in compliance with these non-financial covenants at September 30, 2016 and December 31, 2015. The notes do not contain any financial covenants.

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(Tabular dollar amounts in millions, except per share data)

- (5) The interest rates are subject to upward adjustment if our debt ratings decline three levels below the Standard & Poor's[®] and/or Fitch[®] BBB+ credit ratings that we held on the date of issuance. After a rate adjustment, if our debt ratings are subsequently upgraded, the adjustment(s) would reverse. The maximum adjustment is 2.00% above the initial interest rates and the rates cannot adjust below the initial interest rates. As of September 30, 2016, no such adjustments to the interest rates were required.
- (6) The interest rate is subject to an adjustment if our debt ratings decline one level below the Standard & Poor's BBB- credit rating and/or two levels below the Fitch BBB credit rating that we held on the date of issuance. After a rate adjustment, if our debt ratings are subsequently upgraded, the adjustment(s) would reverse. The maximum adjustment is 2.00% above the initial interest rate and the rate cannot adjust below the initial interest rate. As of September 30, 2016, no such adjustment to the interest rate was required.
- (7) In connection with the placement of the term loan facility, we incurred \$1.9 million in structuring and other fees, with a remaining balance of \$1.4 million as of September 30, 2016.

In the first quarter of 2016, we adopted ASU No. 2015-03. As required, the guidance was applied retrospectively to all prior periods. Accordingly, we have reclassified balances related to debt issuance costs from "Other Non-Current Assets" to "Long Term Debt" for all prior periods. Debt issuance costs are presented as a direct deduction from the carrying amount of the related debt liability. The impact to our consolidated balance sheet was \$5.7 million and \$7.1 million at September 30, 2016 and December 31, 2015, respectively.

Term Loan Facility

On May 14, 2015, we entered into a delayed draw unsecured term loan facility which provided for borrowings in the form of up to two drawdowns in an aggregate principal amount of up to \$400 million at any time up to and including November 15, 2015 (the "term loan facility"). The term loan facility matures five years from the date of the initial drawdown. Proceeds under the term loan facility were designated to be used for general corporate purposes including the refinancing of the 2.875% senior notes that matured in November 2015 and the repayment of borrowings outstanding under the \$1 billion revolving credit facility. Borrowings under the term loan facility bear interest at a rate of LIBOR plus a spread of 137.5 basis points. Our initial draw down under the term loan facility in the amount of \$400 million was made in November 2015, establishing a facility maturity of November 2020. We also committed to repay the borrowings in prescribed installments over the five year period. Repayments expected to be made within one year are classified as "Short-Term Debt" and the remaining outstanding balance is classified as "Long-Term Debt." The weighted average interest rates associated with the outstanding balances as of September 30, 2016 and December 31, 2015 were 1.90% and 1.73%, respectively.

The term loan facility requires the maintenance of interest coverage and total debt to Earnings Before Income Taxes, Depreciation and Amortization ("EBITDA") ratios, which are defined in the term loan facility credit agreement and which are generally identical to those contained in the \$1 billion revolving credit facility. We were in compliance with the term loan facility financial and non-financial covenants at September 30, 2016 and December 31, 2015.

Revolving Credit Facility and Commercial Paper Program

We currently have a \$1 billion revolving credit facility maturing in July 2019. Borrowings under the \$1 billion revolving credit facility bear interest at a rate of LIBOR plus a spread of 110.0 basis points. The revolving credit facility requires the maintenance of interest coverage and total debt to EBITDA ratios which are defined in the \$1 billion revolving credit facility credit agreement. We were in compliance with the \$1 billion revolving credit facility financial and non-financial covenants at September 30, 2016 and December 31, 2015.

In accordance with ASC 470, "Debt," a short-term obligation that will be refinanced with successive short-term obligations may be classified as non-current as long as the cumulative period covered by the financing agreement is uninterrupted and extends beyond one year. Accordingly, the outstanding balances under the revolving credit facility were classified as "Long-Term Debt" as of September 30, 2016 and December 31, 2015, respectively. The weighted average interest rates associated with the outstanding balances as of September 30, 2016 and December 31, 2015 were 1.70% and 1.51%, respectively.

We borrowed under this facility from time to time during the nine months ended September 30, 2016 and the year ended December 31, 2015 to supplement the timing of receipts in order to fund our working capital. We also borrowed under this facility during the year ended December 31, 2015 to fund the acquisition of NetProspex and a portion of the consideration for Dun & Bradstreet Credibility Corp ("DBCC"). This facility also supports our commercial paper program. Under this program,

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(Tabular dollar amounts in millions, except per share data)

we may issue from time to time unsecured promissory notes in the commercial paper market in private placements exempt from registration under the Securities Act of 1933, as amended, for a cumulative face amount not to exceed \$800 million outstanding at any one time and with maturities not exceeding 364 days from the date of issuance. Outstanding commercial paper would effectively reduce the amount available for borrowing under our \$1 billion revolving credit facility. We did not borrow under our commercial paper program during the nine months ended September 30, 2016 or during the year ended December 31, 2015.

Other

At September 30, 2016 and December 31, 2015, we were contingently liable under open standby letters of credit and bank guarantees issued by our banks in favor of third parties totaling \$2.7 million and \$2.6 million, respectively.

Interest paid for all outstanding debt totaled \$29.5 million and \$24.0 million during the nine months ended September 30, 2016 and 2015, respectively.

Note 5 -- Earnings Per Share

We assess if any of our share-based payment transactions are deemed participating securities prior to vesting and therefore need to be included in the earnings allocation when computing Earnings Per Share ("EPS") under the two-class method. The two-class method requires earnings to be allocated between common shareholders and holders of participating securities. All outstanding unvested share-based payment awards that contain non-forfeitable rights to dividends are considered to be a separate class of common stock and should be included in the calculation of basic and diluted EPS. Based on a review of our stock-based awards, we have determined that for each of the three month and nine month periods ended September 30, 2016 and 2015, none of our outstanding awards were deemed to be participating securities.

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed based on the weighted average number of common shares outstanding plus the dilutive effect of common shares potentially issuable in connection with awards outstanding under our stock incentive plans (i.e., restricted stock units, stock options and contingently issuable shares) for the period. However, in the case of a net loss, the dilutive effect of the awards outstanding under our stock incentive plans are not included in the computation of the diluted loss per share as the effect of including these shares in the calculation would be anti-dilutive. The dilutive effect of awards outstanding under our stock incentive plans reflected in diluted earnings per share is calculated under the treasury stock method.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|----------------------------------|---------|---------------------------------|----------|
| | 2016 | 2015 | 2016 | 2015 |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders – Basic and Diluted | \$ (28.5) | \$ 59.2 | \$ 20.3 | \$ 128.3 |
| Loss from Discontinued Operations – Net of Income Taxes | (0.9) | (0.2) | (0.9) | (36.2) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders – Basic and Diluted | \$ (29.4) | \$ 59.0 | \$ 19.4 | \$ 92.1 |
| Weighted Average Number of Shares Outstanding – Basic | 36.6 | 36.1 | 36.4 | 36.1 |
| Dilutive Effect of Our Stock Incentive Plans | — | 0.3 | 0.3 | 0.3 |
| Weighted Average Number of Shares Outstanding – Diluted | 36.6 | 36.4 | 36.7 | 36.4 |
| Basic Earnings (Loss) Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.64 | \$ 0.56 | \$ 3.56 |
| Loss from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.03) | (1.01) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | \$ (0.80) | \$ 1.63 | \$ 0.53 | \$ 2.55 |
| Diluted Earnings (Loss) Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.63 | \$ 0.55 | \$ 3.53 |
| Loss from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.02) | (1.00) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | \$ (0.80) | \$ 1.62 | \$ 0.53 | \$ 2.53 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

The weighted average number of shares outstanding used in the computation of diluted earnings (loss) per share excluded the effect of outstanding common shares potentially issuable totaling 330,813 shares and 14,793 shares for the three month and nine month periods ended September 30, 2016, respectively, as compared to 77,718 shares and 73,024 shares for the three month and nine month periods ended September 30, 2015, respectively. These potentially issuable common shares were not included in the calculation of diluted earnings (loss) per share because their effect would be anti-dilutive.

No shares were repurchased during the three month and nine month periods ended September 30, 2016 and 2015. We currently have in place a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and Employee Stock Purchase Program, and to be used for discretionary share repurchases from time to time. This program was approved by our Board of Directors in August 2014 and will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of September 30, 2016, we have not yet commenced repurchasing under this program.

Note 6 -- Other Accrued and Current Liabilities

| | September 30, 2016 | December 31, 2015 |
|-------------------------------|-----------------------|-------------------|
| Restructuring Accruals | \$ 11.2 | \$ 20.9 |
| Professional Fees (1) | 34.1 | 29.1 |
| Operating Expenses | 48.6 | 45.0 |
| Other Accrued Liabilities (2) | 60.5 | 27.6 |
| | <u>\$ 154.4</u> | <u>\$ 122.6</u> |

- (1) The increase in professional fees from December 31, 2015 to September 30, 2016 was primarily related to technology spending as a result of our strategic investments.
- (2) The increase in other accrued liabilities from December 31, 2015 to September 30, 2016 was primarily related to the accrual for legal matters of approximately \$28 million recorded in the second quarter of 2016. See Note 7 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

Note 7 -- Contingencies

We are involved in legal proceedings, claims and litigation arising in the ordinary course of business for which we believe that we have adequate reserves, and such reserves are not material to the consolidated financial statements. We record a liability when management believes that it is both probable that a liability has been incurred and we can reasonably estimate the amount of the loss. For such matters where management believes a liability is not probable but is reasonably possible, a liability is not recorded; instead, an estimate of loss or range of loss, if material individually or in the aggregate, is disclosed if reasonably estimable, or a statement will be made that an estimate of loss cannot be made. Once we have disclosed a matter that we believe is or could be material to us, we continue to report on such matter until there is finality of outcome or until we determine that disclosure is no longer warranted. Further, other than specifically stated below to the contrary, we believe our estimate of the aggregate range of reasonably possible losses, in excess of established reserves, for our legal proceedings was not material at September 30, 2016. In addition, from time to time, we may be involved in additional matters, which could become material and for which we may also establish reserve amounts, as discussed below. In accordance with ASC 450, "Contingencies," or "ASC 450," during the three months ended June 30, 2016, we accrued approximately \$28 million with respect to the matters set forth below.

China Operations

On March 18, 2012, we announced we had temporarily suspended our Shanghai Roadway D&B Marketing Services Co. Ltd. ("Roadway") operations in China, pending an investigation into allegations that its data collection practices may have violated local Chinese consumer data privacy laws. Thereafter, the Company decided to permanently cease the operations of Roadway. In addition, we have been reviewing certain allegations that we may have violated the Foreign Corrupt Practices Act and certain other laws in our China operations. As previously reported, we have voluntarily contacted the Securities and Exchange Commission ("SEC") and the United States Department of Justice ("DOJ") to advise both agencies of our investigation, and we are continuing to meet with representatives of both the SEC and DOJ in connection therewith. Our investigation remains ongoing and is being conducted at the direction of the Audit Committee.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

On September 28, 2012, Roadway was charged in a Bill of Prosecution, along with five former employees, by the Shanghai District Prosecutor with illegally obtaining private information of Chinese citizens. On December 28, 2012, the Chinese court imposed a monetary fine on Roadway and fines and imprisonment on four former Roadway employees. A fifth former Roadway employee was separated from the case.

During the three month and nine month periods ended September 30, 2016, we incurred \$0.4 million and \$1.6 million, respectively, of legal and other professional fees related to matters in China as compared to \$0.5 million and \$1.7 million of legal and other professional fees related to matters in China for the three month and nine month periods ended September 30, 2015, respectively.

As our investigation and our discussions with both the SEC and DOJ are ongoing, we cannot yet predict the ultimate outcome of the matter or its ultimate impact on our business, financial condition or results of operations. Based on our discussions with the SEC and DOJ, including indications from the SEC of its estimate of the amount of net benefit potentially earned by the Company as a result of the challenged activities, we continue to believe that it is probable that the Company will incur a loss related to the government's investigation. The DOJ also advised the Company in February 2015 that they will be proposing terms of a potential settlement, but we are unable to predict the timing or terms of any such proposal. We continue to have follow-up meetings with the SEC and DOJ, most recently meeting with the SEC in June 2016 and with the DOJ in October 2016, and the parties are still discussing the evidence and other factors to help bring this matter to resolution. In our June 2016 meetings with the SEC, the SEC provided us with its current net benefit calculations, but has not indicated whether it will impose additional penalties. In accordance with ASC 450, an amount in respect of this matter has been accrued in the consolidated financial statements during the second quarter of 2016. We are still in discussions with the DOJ to determine what range of penalties the DOJ might propose. Accordingly, we remain unable at this time to reasonably estimate the final amount or ultimate range of any loss, although it is possible that the amount of such additional loss could be material.

Dun & Bradstreet Credibility Corp. Class Action Litigations

In May 2015, the Company acquired the parent company of DBCC pursuant to a merger transaction and, as a result, assumed all of DBCC's obligations in the class action litigation matters described below. As described in Note 13 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q, a part of the merger consideration was placed in escrow to indemnify the Company against a portion of the losses, if any, arising out of such class action litigation matters, subject to a cap and other conditions. In June 2016, we agreed to release the escrows after the Company was indemnified for \$2.0 million out of such escrow accounts.

O&R Construction, LLC v. Dun & Bradstreet Credibility Corp., et al., No. 2:12 CV 02184 (TSZ) (W.D. Wash.)

On December 13, 2012, plaintiff O&R Construction LLC filed a putative class action in the United States District Court for the Western District of Washington against the Company and DBCC. In May 2015, the Company acquired the parent company of DBCC, Credibility. The complaint alleged, among other things, that defendants violated the antitrust laws, used deceptive marketing practices to sell the CreditBuilder credit monitoring products and allegedly misrepresented the nature, need and value of the products. The plaintiff purports to sue on behalf of a putative class of purchasers of CreditBuilder and seeks recovery of damages and equitable relief.

DBCC was served with the complaint on December 14, 2012. The Company was served with the complaint on December 17, 2012. On February 18, 2013, the defendants filed motions to dismiss the complaint. On April 5, 2013, plaintiff filed an amended complaint in lieu of responding to the motion. The amended complaint dropped the antitrust claims and retained the deceptive practices allegations. The defendants filed new motions to dismiss the amended complaint on May 3, 2013. On August 23, 2013, the Court heard the motions and denied DBCC's motion but granted the Company's motion. Specifically, the Court dismissed the contract claim against the Company with prejudice, and dismissed all the remaining claims against the Company without prejudice. On September 23, 2013, plaintiff filed a Second Amended Complaint ("SAC"). The SAC alleges claims for negligence, defamation and unfair business practices under Washington state law against the Company for alleged inaccuracies in small business credit reports.

The SAC also alleges liability against the Company under a joint venture or agency theory for practices relating to CreditBuilder®. As against DBCC, the SAC alleges claims for negligent misrepresentation, fraudulent concealment, unfair and deceptive acts, breach of contract and unjust enrichment. DBCC filed a motion to dismiss the claims that were based on a joint venture or agency liability theory. The Company filed a motion to dismiss the SAC. On January 9, 2014, the Court heard argument on the defendants' motions. It dismissed with prejudice the claims against the defendants based on a joint venture or agency liability theory. The Court denied the Company's motion with respect to the negligence, defamation and unfair practices claims. On January 23, 2014, the defendants answered the SAC. At a court conference on December 17, 2014,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

plaintiff informed the Court that it would not be seeking to certify a nationwide class, but instead limit the class to CreditBuilder purchasers in Washington. On May 29, 2015, plaintiff filed motions for class certification against the Company and DBCC. On July 29, 2015, Defendants filed oppositions to the motions for class certification.

On September 16, 2015, plaintiff filed reply briefs in support of the motions for class certification. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016 the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. The Court has not yet ruled on the motion.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Die-Mension Corporation v. Dun & Bradstreet Credibility Corp. et al., No. 2:14-cv-00855 (TSZ) (W.D. Wash.) (filed as No. 1:14-cv-392 (N.D. Oh.))

On February 20, 2014, plaintiff Die-Mension Corporation ("Die-Mension") filed a putative class action in the United States District Court for the Northern District of Ohio against the Company and DBCC, purporting to sue on behalf of a putative class of all purchasers of a CreditBuilder product in the United States or in such state(s) as the Court may certify. The complaint alleged that DBCC used deceptive marketing practices to sell the CreditBuilder credit monitoring products. As against the Company, the complaint alleged a violation of Ohio's Deceptive Trade Practices Act ("DTPA"), defamation, and negligence. As against DBCC, the complaint alleged violations of the DTPA, negligent misrepresentation and concealment.

On March 4, 2014, in response to a direction from the Ohio court, Die-Mension withdrew its original complaint and filed an amended complaint. The amended complaint contains the same substantive allegations as the original complaint, but limits the purported class to small businesses in Ohio that purchased the CreditBuilder product. On March 12, 2014, DBCC agreed to waive service of the amended complaint and on March 13, 2014, the Company agreed to waive service. On May 5, 2014, the Company and DBCC filed a Joint Motion to Transfer the litigation to the Western District of Washington. On June 9, 2014, the Ohio court issued an order granting the Defendants' Joint Motion to Transfer. On June 22, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the amended complaint. In response, Die-Mension filed a second amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the second amended complaint, and on May 22, 2015, Die-Mension filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Die-Mension filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company's motion to dismiss, and on September 10, 2015, it entered an order granting DBCC's motion to dismiss without prejudice. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. The Court has not yet ruled on the motion.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Vinotemp International Corporation and CPrint®, Inc. v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01021 (TSZ) (W.D. Wash.) (filed as No. 8:14-cv-00451 (C.D. Cal.))

On March 24, 2014, plaintiffs Vinotemp International Corporation (“Vinotemp”) and CPrint®, Inc. (“CPrint”) filed a putative class action in the United States District Court for the Central District of California against the Company and DBCC. Vinotemp and CPrint purport to sue on behalf of all purchasers of DBCC’s CreditBuilder product in the state of California. The complaint alleges that DBCC used deceptive marketing practices to sell the CreditBuilder credit monitoring products, in violation of §17200 and §17500 of the California Business and Professions Code. The complaint also alleges negligent misrepresentation and concealment against DBCC. As against the Company, the complaint alleges that the Company entered false and inaccurate information on credit reports in violation of §17200 of the California Business and Professions Code, and also alleges negligence and defamation claims.

On March 31, 2014, the Company agreed to waive service of the complaint and on April 2, 2014, DBCC agreed to waive service. On June 13, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On July 2, 2014, the California court granted the Defendants’ Joint Motion to Transfer, and on July 8, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, plaintiffs filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, plaintiffs filed their oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Plaintiffs filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company’s motion to dismiss. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff’s class certification motions and DBCC’s motion to dismiss without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiffs filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiffs’ motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiffs filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. The Court has not yet ruled on the motion.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Flow Sciences Inc. v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01404 (TSZ) (W.D. Wash.) (filed as No. 7:14-cv-128 (E.D.N.C.))

On June 13, 2014, plaintiff Flow Sciences Inc. (“Flow Sciences”) filed a putative class action in the United States District Court for the Eastern District of North Carolina against the Company and DBCC. Flow Sciences purports to sue on behalf of all purchasers of DBCC’s CreditBuilder product in the state of North Carolina. The complaint alleges that the Company and DBCC engaged in deceptive practices in connection with DBCC’s sale of the CreditBuilder credit monitoring products, in violation of North Carolina’s Unfair Trade Practices Act, N.C. Gen. Stat. § 75-1.1 et seq. In addition, as against the Company, the complaint alleges negligence and defamation claims. The complaint also alleges negligent misrepresentation and concealment against DBCC.

On June 18, 2014, DBCC agreed to waive service of the complaint and on June 26, 2014, the Company agreed to waive service of the complaint. On August 4, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On September 8, 2014, the North Carolina court granted the motion to transfer, and on September 9, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, Flow Sciences filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, Flow Science filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Flow Sciences filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company’s motion to dismiss and on October 19, 2015, it entered an order denying DBCC’s motion to dismiss. At the request of the parties, on October 30, 2015,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. The Court has not yet ruled on the motion.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Altaflo, LLC v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01288 (TSZ) (W.D. Wash.) (filed as No. 2:14-cv-03961 (D.N.J.))

On June 20, 2014, plaintiff Altaflo, LLC ("Altaflo") filed a putative class action in the United States District Court for the District of New Jersey against the Company and DBCC. Altaflo purports to sue on behalf of all purchasers of DBCC's CreditBuilder product in the state of New Jersey. The complaint alleges that the Company and DBCC engaged in deceptive practices in connection with DBCC's sale of the CreditBuilder credit monitoring products, in violation of the New Jersey Consumer Fraud Act, N.J. Stat. § 56:8-1 et seq. In addition, as against the Company, the complaint alleges negligence and defamation claims. The complaint also alleges negligent misrepresentation and concealment against DBCC.

On June 26, 2014, the Company agreed to waive service of the complaint, and on July 2, 2014, DBCC agreed to waive service. On July 29, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On July 31, 2014, the New Jersey court granted the Defendants' Joint Motion to Transfer, and the case was transferred to the Western District of Washington on August 20, 2014. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, Altaflo filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, Altaflo filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Altaflo filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company's motion to dismiss, and on October 19, 2015, it entered an order granting DBCC's motion to dismiss without prejudice. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. The Court has not yet ruled on the motion.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Sentry Insurance, a Mutual Company v. The Dun & Bradstreet Corporation and Dun & Bradstreet, Inc., No. 2:15-cv-01952 (SRC) (D.N.J.)

On March 17, 2015, Sentry Insurance filed a Declaratory Judgment Action in the United States District Court for the District of New Jersey against The Dun & Bradstreet Corporation and Dun & Bradstreet, Inc. (collectively, the "Company"). The Complaint seeks a judicial declaration that Sentry, which issued a General Commercial Liability insurance policy (the "CGL Policy"), to the Company, does not have a duty under the CGL Policy to provide the Company with a defense or indemnification in connection with five putative class action complaints (the "Class Actions") filed against the Company and DBCC. Against the Company, the Class Actions complaints allege negligence, defamation and violations of state laws prohibiting unfair and deceptive practices in connection with DBCC's marketing and sale of credit monitoring products. Sentry's Complaint alleges that the Company is not entitled to a defense or indemnification for any losses it sustains in the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Class Actions because the underlying claims in the Class Actions fall within various exceptions in the CGL policy, including exclusions for claims: (i) that arise from Dun and Bradstreet's provision of "professional services"; (ii) that are based on intentional or fraudulent acts; and (iii) that are based on conduct that took place prior to the beginning of the CGL Policy periods. We do not believe the exclusions are applicable under governing law interpreting similar provisions. On March 26, 2015, Sentry filed and served an Amended Complaint which added several exhibits but did not otherwise materially differ from the original Complaint. The Company filed an Answer to the Amended Complaint on April 16, 2015 and also asserted counterclaims. A preliminary conference with the Court was held on July 28, 2015 and the parties subsequently served their respective document demands and interrogatories, although no documents have been exchanged yet. In addition, the parties have held informal discussions regarding a possible resolution including the possibility of mediating the dispute. The litigation was temporarily stayed to accommodate the parties' efforts to resolve the dispute amicably, but the stay has expired. The parties have been unable to settle the matter. On June 30, 2016, the Company filed a motion to join National Union Fire Insurance Company of Pittsburgh as an additional party due to National Union's separate obligations under an errors & omissions policy to indemnify the Company for its losses in the Class Actions. The motion to join National Union was granted and, on August 2, 2016, the Company filed a Third Party Complaint. On October 31, 2016, National Union filed its Answer to the Company's Complaint. A discovery conference with the Court is scheduled for November 16, 2016. As discussed above, at the Court's direction, the parties in the underlying Class Actions have negotiated amendments to the settlement agreement in the Class Actions and on October 14, 2016, plaintiffs filed a renewed motion seeking preliminary approval of the amended class action settlement. The Company and National Union have discussed entering into an Interim Funding Agreement, under which National Union would fund the Company's share of the settlement amount in the Class Actions (less the policy's retention), with both the Company and National Union continuing to reserve their respective rights. The proposed Interim Funding Agreement has not been formally negotiated or finalized at this time. The Company is continuing to investigate the allegations in this matter, and discovery in this action is still in the very early stages. In accordance with ASC 450, we therefore do not have sufficient information upon which to determine that a loss in connection with this matter is probable, reasonably possible or estimable, and thus no reserve has been established nor has a range of loss been disclosed.

Jeffrey A. Thomas v. Dun & Bradstreet Credibility Corp., No. 2:15 cv 03194-BRO-GJS (C.D. Cal.)

On April 28, 2015, Jeffrey A. Thomas ("Plaintiff") filed suit against DBCC in the United States District Court for the Central District of California. The complaint alleges that DBCC violated the Telephone Consumer Protection Act ("TCPA") (47 U.S.C. § 227) because it placed telephone calls to Plaintiff's cell phone using an automatic telephone dialing system ("ATDS"). The TCPA generally prohibits the use of an ATDS to place a call to a cell phone for non-emergency purposes and without the prior express written consent of the called party. The TCPA provides for statutory damages of \$500 per violation, which may be trebled to \$1,500 per violation at the discretion of the court if the plaintiff proves the defendant willfully violated the TCPA. Plaintiff sought to represent a class of similarly situated individuals who received calls on their cell phones from an ATDS. DBCC was served with a copy of the summons and complaint on April 30, 2015. On May 22, 2015, the Company made a statutory offer of judgment. Plaintiff did not respond to the offer. DBCC filed a motion to dismiss the complaint on June 12, 2015, which the Court denied on August 5, 2015. DBCC filed an Answer and asserted its Affirmative Defenses on November 12, 2015. Discovery commenced and the Court issued a schedule for amended pleadings, discovery, the filing of any class certification motion and trial.

During the discovery period, the parties agreed to attempt to settle the dispute through mediation. On June 2, 2016, the parties conducted one day of mediation, and shortly after the mediation, the parties reached an agreement to settle the dispute on a class-wide basis. Since that time the parties have finalized a written settlement agreement and all attendant documents. On September 8, 2016, Plaintiff filed an unopposed motion seeking preliminary approval of the class action settlement. On September 26, 2016, the parties appeared for a hearing on the motion for preliminary approval, after which the Court entered an Order granting the motion, conditionally certifying a settlement class, approving the class action settlement and approving the parties' plan to give notice to class members. The Court scheduled a final approval hearing for March 20, 2017, after the settlement has been administered.

In accordance with ASC 450, a reserve has been accrued by the Company for this matter in the consolidated financial statements during the second quarter of 2016.

Other Matters

In addition, in the normal course of business, and including without limitation, our merger and acquisition activities, strategic relationships and financing transactions, Dun & Bradstreet indemnifies other parties, including customers, lessors and parties to other transactions with Dun & Bradstreet, with respect to certain matters. Dun & Bradstreet has agreed to hold the other parties harmless against losses arising from a breach of representations or covenants, or arising out of other claims

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
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made against certain parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. Dun & Bradstreet has also entered into indemnity obligations with its officers and directors.

Additionally, in certain circumstances, Dun & Bradstreet issues guarantee letters on behalf of our wholly-owned subsidiaries for specific situations. It is not possible to determine the maximum potential amount of future payments under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Historically, payments made by Dun & Bradstreet under these agreements have not had a material impact on the consolidated financial statements.

Note 8 -- Income Taxes

For the three months ended September 30, 2016, our effective tax rate was (243.2)% as compared to 5.0% for the three months ended September 30, 2015. The negative effect to the effective tax rate in 2016 is attributable to the loss on the divestiture of our operations in Benelux and Latin America, most of which is attributable to the release of a cumulative foreign currency translation loss, that is not deductible for tax purposes. In addition, the current quarter's effective tax rate was negatively impacted by a lower tax benefit resulting from the release of reserves for uncertain tax positions in the current year period as compared to the prior year period. For the three months ended September 30, 2016, we released \$6.2 million compared with \$19.2 million for three months ended September 30, 2015 both primarily as a result of the expiration of statute of limitations for the 2012 and 2011 tax years, respectively. For the three months ended September 30, 2016, there are no known changes in our effective tax rate that either have had or that we expect may reasonably have a material impact on our operations or future performance.

For the nine months ended September 30, 2016, our effective tax rate was 68.4% as compared to 22.2% for the nine months ended September 30, 2015. The increase in the effective tax rate for 2016 is primarily attributable to: (i) the loss on the divestiture of our operations in Benelux and Latin America, most of which is attributable to the release of a cumulative foreign currency translation loss, that is not deductible for tax purposes; (ii) a non-deductible expense in the second quarter of 2016 related to the legal reserve associated with the ongoing SEC and DOJ investigation of our China operations; and (iii) a lower tax benefit recognized associated with the release of reserves for uncertain tax positions in the current year period (\$6.2 million during the nine month period ended September 30, 2016 compared to \$19.2 million for the prior year similar period) primarily due to the expiration of statute of limitations. For the nine months ended September 30, 2016, there are no known changes in our effective tax rate that either have had or that we expect may reasonably have a material impact on our operations or future performance.

The total amount of gross unrecognized tax benefits as of September 30, 2016 was \$5.6 million. The amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate is \$2.7 million, net of related tax benefits.

We or one of our subsidiaries file income tax returns in the U.S. federal, and various state, local and foreign jurisdictions. In the U.S. federal jurisdiction, we are no longer subject to examination by the Internal Revenue Service ("IRS") for years prior to 2013. In state and local jurisdictions, with a few exceptions, we are no longer subject to examinations by tax authorities for years prior to 2011. In foreign jurisdictions, with a few exceptions, we are no longer subject to examinations by tax authorities for years prior to 2010.

We recognize accrued interest expense related to unrecognized tax benefits in income tax expense. The total amount of interest expense recognized for the three month and nine month periods ended September 30, 2016 was \$0.1 million and \$0.3 million, respectively, net of tax benefits, as compared to \$0.1 million and \$0.4 million, net of tax benefits, for the three month and nine month periods ended September 30, 2015, respectively. The total amount of accrued interest as of September 30, 2016 was \$0.2 million, net of tax benefits, as compared to \$0.4 million, net of tax benefits, as of September 30, 2015.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Note 9 -- Pension and Postretirement Benefits

The following table sets forth the components of the net periodic cost (income) associated with our pension plans and our postretirement benefit obligations:

| | Pension Plans | | | | Postretirement Benefit Obligations | | | |
|--|---|---------------|--|----------------|---|-----------------|--|-----------------|
| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Components of Net Periodic Cost (Income): | | | | | | | | |
| Service Cost | \$ 0.8 | \$ 1.1 | \$ 2.3 | \$ 3.1 | \$ 0.1 | \$ 0.2 | \$ 0.5 | \$ 0.6 |
| Interest Cost | 15.1 | 18.7 | 44.9 | 55.4 | 0.1 | 0.1 | 0.3 | 0.4 |
| Expected Return on Plan Assets | (23.9) | (25.8) | (72.5) | (77.1) | — | — | — | — |
| Amortization of Prior Service Cost (Credit) | 0.1 | — | 0.2 | 0.2 | (0.4) | (0.8) | (1.2) | (1.1) |
| Recognized Actuarial Loss (Gain) | 9.7 | 10.6 | 29.0 | 32.0 | (0.3) | (0.1) | (1.1) | (1.1) |
| Net Periodic Cost (Income) | <u>\$ 1.8</u> | <u>\$ 4.6</u> | <u>\$ 3.9</u> | <u>\$ 13.6</u> | <u>\$ (0.5)</u> | <u>\$ (0.6)</u> | <u>\$ (1.5)</u> | <u>\$ (1.2)</u> |

Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously, we measured service and interest costs utilizing a single weighted average discount rate derived from the yield curve used to measure the plan obligations. For 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans' liability cash flows ("Spot Rate Approach"). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it is accounted for as a change in accounting estimate, which is applied prospectively. This change in estimate is expected to reduce our 2016 pension and postretirement net periodic cost by approximately \$14 million compared to the prior estimate of approximately \$19 million discussed in our Annual Report on Form 10-K for the year ended December 31, 2015. The reduction in pension and postretirement net periodic cost is primarily driven by the lower interest cost related to the U.S. Qualified Plan. The weighted average discount rate used to develop the 2016 interest and service cost for the U.S. Qualified Plan under the Spot Rate Approach was 3.04%. The weighted average discount rate used to measure the benefit obligation for the U.S. Qualified plan as of December 31, 2015 was 3.89%.

We previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015 that we expected to contribute approximately \$29 million to our U.S. Non-Qualified plans and non-U.S. pension plans and \$2 million to our postretirement benefit plan for the year ended December 31, 2016. As of September 30, 2016, we have made contributions to our U.S. Non-Qualified and non-U.S. pension plans of \$21.1 million and we have made contributions of \$0.9 million to our postretirement benefit plan. We expect contributions to the postretirement benefit plan to be approximately \$1.5 million for the year ended December 31, 2016. The lower contributions to the postretirement benefit plan in 2016 as compared to our prior estimate discussed in our Annual Report on Form 10-K for the year ended December 31, 2015 was primarily due to subsidies received under the previous retiree medical program covered by a group-based company sponsored Medicare Part D program.

Note 10 -- Segment Information

The operating segments reported below are our segments for which separate financial information is available and upon which operating results are evaluated by management on a timely basis to assess performance and to allocate resources.

We manage and report our business through two segments:

- Americas (which consists of our operations in the U.S., Canada and Latin America (which we divested in September 2016)); and
- Non-Americas (which primarily consists of our operations in the U.K., the Netherlands (which we expect to divest in November 2016), Belgium (which we expect to divest in November 2016), Greater China, India and our Dun & Bradstreet Worldwide Network).

Our customer solution sets are D&B Risk Management Solutions™ and D&B Sales & Marketing Solutions™. Inter-segment sales are immaterial, and no single customer accounted for 10% or more of our total revenue. For management

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

reporting purposes, we evaluate business segment performance before restructuring charges and intercompany transactions, because these charges are not a component of our ongoing income or expenses and may have a disproportionate positive or negative impact on the results of our ongoing underlying business.

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|-----------------|--|-------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Revenue: | | | | |
| Americas | \$ 338.8 | \$ 328.4 | \$ 974.9 | \$ 912.2 |
| Non-Americas | 74.0 | 77.8 | 211.7 | 225.6 |
| Consolidated Total | \$ 412.8 | \$ 406.2 | \$ 1,186.6 | \$ 1,137.8 |
| Operating Income (Loss): | | | | |
| Americas | \$ 100.6 | \$ 86.4 | \$ 253.9 | \$ 221.5 |
| Non-Americas | 20.0 | 22.8 | 47.2 | 63.4 |
| Total Segments | 120.6 | 109.2 | 301.1 | 284.9 |
| Corporate and Other (1) | (23.8) | (24.2) | (104.6) | (76.6) |
| Consolidated Total | 96.8 | 85.0 | 196.5 | 208.3 |
| Non-Operating Income (Expense) - Net (2) | (105.0) | (22.7) | (130.6) | (43.3) |
| Income (Loss) Before Provision for Income Taxes and Equity in Net Income of Affiliates | \$ (8.2) | \$ 62.3 | \$ 65.9 | \$ 165.0 |

(1) The following table summarizes "Corporate and Other:"

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|------------------|--|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Corporate Costs | \$ (20.0) | \$ (17.4) | \$ (57.5) | \$ (49.8) |
| Restructuring Expense | (3.2) | (5.5) | (18.8) | (15.1) |
| Acquisition-Related Costs (a) | (0.2) | (0.8) | (0.8) | (10.0) |
| Accrual for Legal Matters (b) | — | — | (26.0) | — |
| Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China | (0.4) | (0.5) | (1.5) | (1.7) |
| Total Corporate and Other | \$ (23.8) | \$ (24.2) | \$ (104.6) | \$ (76.6) |

(a) The acquisition-related costs (e.g., banker's fees) for the nine months ended September 30, 2015 were primarily related to the acquisition of NetProspex and Dun & Bradstreet Credibility Corporation ("DBCC").

(b) The accrual for legal matters for the nine months ended September 30, 2016 is related to litigation (Jeffrey A. Thomas v. Dun & Bradstreet Credibility Corp.), net of an indemnification from the DBCC acquisition escrows, and the ongoing SEC and DOJ investigation of our China operations. See Note 7 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

(2) The following table summarizes "Non-Operating Income (Expense) - Net:"

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|------------------|--|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Interest Income | \$ 0.4 | \$ 0.3 | \$ 1.4 | \$ 1.1 |
| Interest Expense | (13.2) | (13.8) | (40.1) | (37.0) |
| Other Income (Expense) - Net (a) | (92.2) | (9.2) | (91.9) | (7.4) |
| Non-Operating Income (Expense) - Net | \$ (105.0) | \$ (22.7) | \$ (130.6) | \$ (43.3) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

(a) The increase in Other Expense - Net for the three month and nine month periods ended September 30, 2016 was primarily due to a loss of \$89.6 million on the divestiture of our operations in Benelux and Latin America. See Note 14 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

Supplemental Geographic and Customer Solution Set Information:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---------------------------------------|--|-----------------|---|-------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Customer Solution Set Revenue: | | | | |
| Americas: | | | | |
| Risk Management Solutions | \$ 203.6 | \$ 194.3 | \$ 565.4 | \$ 529.1 |
| Sales & Marketing Solutions | 135.2 | 134.1 | 409.5 | 383.1 |
| Total Americas Revenue | \$ 338.8 | \$ 328.4 | \$ 974.9 | \$ 912.2 |
| Non-Americas: | | | | |
| Risk Management Solutions | \$ 60.3 | \$ 61.1 | \$ 175.0 | \$ 180.8 |
| Sales & Marketing Solutions | 13.7 | 16.7 | 36.7 | 44.8 |
| Total Non-Americas Revenue | \$ 74.0 | \$ 77.8 | \$ 211.7 | \$ 225.6 |
| Consolidated Total: | | | | |
| Risk Management Solutions | \$ 263.9 | \$ 255.4 | \$ 740.4 | \$ 709.9 |
| Sales & Marketing Solutions | 148.9 | 150.8 | 446.2 | 427.9 |
| Consolidated Total Revenue | \$ 412.8 | \$ 406.2 | \$ 1,186.6 | \$ 1,137.8 |

| | At September 30, 2016 | At December 31, 2015 |
|-------------------------------|-----------------------|----------------------|
| Assets: | | |
| Americas (3) | \$ 1,312.9 | \$ 1,451.3 |
| Non-Americas (4) | 566.5 | 787.1 |
| Total Segments | 1,879.4 | 2,238.4 |
| Corporate and Other (5) | 137.5 | 28.1 |
| Consolidated Total | \$ 2,016.9 | \$ 2,266.5 |
| Goodwill: | | |
| Americas | \$ 555.3 | \$ 562.6 |
| Non-Americas | 105.8 | 141.4 |
| Consolidated Total (6) | \$ 661.1 | \$ 704.0 |

- (3) The decrease in assets in the Americas segment to \$1,312.9 million at September 30, 2016 from \$1,451.3 million at December 31, 2015 was primarily due to a decrease in accounts receivable resulting from the cyclical sales pattern of our Americas business and a decrease in other intangibles driven by the current year amortization related to the acquisition of DBCC and NetProspex in 2015.
- (4) The decrease in assets in the Non-Americas segment to \$566.5 million at September 30, 2016 from \$787.1 million at December 31, 2015 was primarily driven by a lower cash balance mainly due to cash remitted in December 2015 from our foreign operations to the U.S. which was used to repay short-term debt, asset impairment loss related to the divestiture of our business in Benelux (See Note 14 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q), and the negative impact of foreign currency translation.
- (5) The increase in assets in Corporate and Other to \$137.5 million at September 30, 2016 from \$28.1 million at December 31, 2015 was primarily due to a net increase in cash primarily due to the timing of cash remitted from our foreign operations to the U.S.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

- (6) The decrease in goodwill to \$661.1 million at September 30, 2016 from \$704.0 million at December 31, 2015 was primarily attributable to the goodwill of Benelux and Latin America, which was classified to “Non-Current Assets Held for Sale” as of September 30, 2016.

Note 11 -- Financial Instruments

We employ established policies and procedures to manage our exposure to changes in interest rates and foreign currencies. We use foreign exchange forward and option contracts to hedge short-term foreign currency denominated loans and certain third-party and intercompany transactions. We may also use foreign exchange forward contracts to hedge our net investments in our foreign subsidiaries. In addition, we may use interest rate derivatives to hedge a portion of the interest rate exposure on our outstanding debt or in anticipation of a future debt issuance, as discussed under “Interest Rate Risk Management” below.

We do not use derivative financial instruments for trading or speculative purposes. If a hedging instrument ceases to qualify as a hedge in accordance with hedge accounting guidelines, any subsequent gains and losses are recognized currently in income. Collateral is generally not required for these types of instruments.

By their nature, all such instruments involve risk, including the credit risk of non-performance by counterparties. However, at September 30, 2016 and December 31, 2015, there was no significant risk of loss in the event of non-performance of the counterparties to these financial instruments. We control our exposure to credit risk through monitoring procedures.

Our trade receivables do not represent a significant concentration of credit risk at September 30, 2016 and December 31, 2015, because we sell to a large number of customers in different geographical locations and industries.

Interest Rate Risk Management

Our objective in managing our exposure to interest rates is to limit the impact of interest rate changes on our earnings, cash flows and financial position, and to lower our overall borrowing costs. To achieve these objectives, we maintain a policy that floating-rate debt be managed within a minimum and maximum range of our total debt exposure. To manage our exposure and limit volatility, we may use fixed-rate debt, floating-rate debt and/or interest rate swaps. We recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position. As of September 30, 2016 and December 31, 2015, we did not have any interest rate derivatives outstanding.

Foreign Exchange Risk Management

Our objective in managing exposure to foreign currency fluctuations is to reduce the volatility caused by foreign exchange rate changes on the earnings, cash flows and financial position of our global operations. We follow a policy of hedging balance sheet positions denominated in currencies other than the functional currency applicable to each of our various subsidiaries. In addition, we are subject to foreign exchange risk associated with our international earnings and net investments in our foreign subsidiaries. We use short-term, foreign exchange forward and, from time to time, option contracts to execute our hedging strategies. Typically, these contracts have maturities of 12 months or less. These contracts are denominated primarily in the British pound sterling, the Euro, the Canadian dollar and the Hong Kong dollar. The gains and losses on the forward contracts associated with our balance sheet positions are recorded in “Other Income (Expense) – Net” in the unaudited consolidated statements of operations and comprehensive income and are essentially offset by the losses and gains on the underlying foreign currency transactions. Our foreign exchange forward contracts are not designated as hedging instruments under authoritative guidance.

As in prior years, we have hedged substantially all balance sheet positions denominated in a currency other than the functional currency applicable to each of our various subsidiaries with short-term, foreign exchange forward contracts. In addition, we may use foreign exchange forward contracts to hedge certain net investment positions. The underlying transactions and the corresponding foreign exchange forward contracts are marked-to-market at the end of each quarter and the fair value impacts are reflected within the unaudited consolidated financial statements.

As of September 30, 2016 and December 31, 2015, the notional amounts of our foreign exchange contracts were \$318.4 million and \$326.8 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Fair Values of Derivative Instruments in the Consolidated Balance Sheet

| | Asset Derivatives | | | | Liability Derivatives | | | |
|--|------------------------|---------------|------------------------|---------------|-------------------------------------|---------------|-------------------------------------|---------------|
| | September 30, 2016 | | December 31, 2015 | | September 30, 2016 | | December 31, 2015 | |
| | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| Derivatives not designated as hedging instruments | | | | | | | | |
| Foreign exchange forward contracts | Other Current Assets | \$ 1.1 | Other Current Assets | \$ 0.5 | Other Accrued & Current Liabilities | \$ 1.2 | Other Accrued & Current Liabilities | \$ 0.3 |
| Total derivatives not designated as hedging instruments | | <u>\$ 1.1</u> | | <u>\$ 0.5</u> | | <u>\$ 1.2</u> | | <u>\$ 0.3</u> |
| Total Derivatives | | <u>\$ 1.1</u> | | <u>\$ 0.5</u> | | <u>\$ 1.2</u> | | <u>\$ 0.3</u> |

Our foreign exchange forward contracts are not designated as hedging instruments under authoritative guidance.

The Effect of Derivative Instruments on the Consolidated Statement of Operations and Comprehensive Income (Loss)

| Derivatives Not Designated as Hedging Instruments | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives | | | |
|---|--|--|----------|---|-----------|
| | | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
| | | 2016 | 2015 | 2016 | 2015 |
| Foreign exchange forward contracts | Non-Operating Income (Expenses) – Net | \$ 0.9 | \$ (7.2) | \$ (5.9) | \$ (13.1) |
| Foreign exchange option contracts | Non-Operating Income (Expenses) – Net | \$ — | \$ (0.1) | \$ — | \$ (0.1) |

Fair Value of Financial Instruments

Our financial assets and liabilities that are reflected in the consolidated financial statements include derivative financial instruments, cash and cash equivalents, accounts receivable, other receivables, accounts payable, short-term borrowings and long-term borrowings. We use short-term foreign exchange forward contracts to hedge short-term foreign currency-denominated intercompany loans and certain third-party and intercompany transactions. Fair value for derivative financial instruments is determined utilizing a market approach.

We have a process for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, we use quotes from independent pricing vendors based on recent trading activity and other relevant information including market interest rate curves and referenced credit spreads.

In addition to utilizing external valuations, we conduct our own internal assessment of the reasonableness of the external valuations by utilizing a variety of valuation techniques including Black-Scholes option pricing and discounted cash flow models that are consistently applied. Inputs to these models include observable market data, such as yield curves, and foreign exchange rates where applicable. Our assessments are designed to identify prices that do not accurately reflect the current market environment, those that have changed significantly from prior valuations and other anomalies that may indicate that a price may not be accurate. We also follow established routines for reviewing and reconfirming valuations with the pricing provider, if deemed appropriate. In addition, the pricing provider has an established challenge process in place for all valuations, which facilitates identification and resolution of potentially erroneous prices. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality and our own creditworthiness and constraints on liquidity. For inactive markets that do not have observable pricing or sufficient trading volumes, or for positions that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate will be used.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while we believe our valuation methods are appropriate and consistent with other

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table presents information about our assets and liabilities measured at fair value on a recurring basis as of September 30, 2016 and December 31, 2015, and indicates the fair value hierarchy of the valuation techniques utilized by us to determine such fair value. Level inputs, as defined by authoritative guidance, are as follows:

| Level Input: | Input Definition: |
|---------------------|---|
| Level I | Observable inputs utilizing quoted prices (unadjusted) for identical assets or liabilities in active markets at the measurement date. |
| Level II | Inputs other than quoted prices included in Level I that are either directly or indirectly observable for the asset or liability through corroboration with market data at the measurement date. |
| Level III | Unobservable inputs for the asset or liability in which little or no market data exists therefore requiring management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. |

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following table summarizes fair value measurements by level at September 30, 2016 for assets and liabilities measured at fair value on a recurring basis:

| | Quoted Prices in Active Markets for Identical Assets (Level I) | Significant Other Observable Inputs (Level II) | Significant Unobservable Inputs (Level III) | Balance at September 30, 2016 |
|---|---|---|--|--|
| Assets: | | | | |
| Cash Equivalents (1) | \$ 206.7 | \$ — | \$ — | \$ 206.7 |
| Other Current Assets: | | | | |
| Foreign Exchange Forwards (2) | \$ — | \$ 1.1 | \$ — | \$ 1.1 |
| Liabilities: | | | | |
| Other Accrued and Current Liabilities: | | | | |
| Foreign Exchange Forwards (2) | \$ — | \$ 1.2 | \$ — | \$ 1.2 |
| Contingent Consideration (3) | \$ — | \$ — | \$ 3.9 | \$ 3.9 |
| Other Non-Current Liabilities: | | | | |
| Contingent Consideration (3) | \$ — | \$ — | \$ 5.2 | \$ 5.2 |

- (1) Cash equivalents represent fair value as it consists of highly liquid investments with an initial term from the date of purchase by the Company to maturity of three months or less.
- (2) Primarily represents foreign currency forward contracts. Fair value is determined utilizing a market approach and considers a factor for nonperformance in the valuation.
- (3) Relates to our contingent consideration liability associated with the acquisition of DBCC in the second quarter of 2015. There was no change in the fair value related to the contingent consideration liability during the nine months ended September 30, 2016. A payment of \$6.0 million was made during the second quarter of 2016. Fair value is estimated based on an option-pricing model. See Note 13 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

There were no transfers between Levels 1 and 2 for the nine months ended September 30, 2016. There were no transfers in or transfers out of Level 3 in the fair value hierarchy for the nine months ended September 30, 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

The following table summarizes fair value measurements by level at December 31, 2015 for assets and liabilities measured at fair value on a recurring basis:

| | Quoted Prices in Active Markets for Identical Assets (Level I) | Significant Other Observable Inputs (Level II) | Significant Unobservable Inputs (Level III) | Balance at December 31, 2015 |
|---|---|--|--|---------------------------------|
| Assets: | | | | |
| Cash Equivalents (1) | \$ 346.3 | \$ — | \$ — | \$ 346.3 |
| Other Current Assets: | | | | |
| Foreign Exchange Forwards (2) | \$ — | \$ 0.5 | \$ — | \$ 0.5 |
| Liabilities: | | | | |
| Other Accrued and Current Liabilities: | | | | |
| Foreign Exchange Forwards (2) | \$ — | \$ 0.3 | \$ — | \$ 0.3 |
| Contingent Consideration (3) | \$ — | \$ — | \$ 6.0 | \$ 6.0 |
| Other Non-Current Liabilities: | | | | |
| Contingent Consideration (3) | \$ — | \$ — | \$ 9.1 | \$ 9.1 |

- (1) Cash equivalents represent fair value as it consists of highly liquid investments with an initial term from the date of purchase by the Company to maturity of three months or less.
- (2) Primarily represents foreign currency forward contracts. Fair value is determined utilizing a market approach and considers a factor for nonperformance in the valuation.
- (3) Relates to our contingent consideration liability associated with the acquisition of DBCC in the second quarter of 2015. Fair value is estimated based on an option-pricing model.

There were no transfers between Levels 1 and 2 for the year ended December 31, 2015. There were no transfers in or transfers out of Level 3 in the fair value hierarchy for the year ended December 31, 2015.

At September 30, 2016 and December 31, 2015, the fair value of cash and cash equivalents, accounts receivable, other receivables and accounts payable approximated carrying value due to the short-term nature of these instruments. The estimated fair values of other financial instruments subject to fair value disclosures, determined based on valuation models using discounted cash flow methodologies with market data inputs from globally recognized data providers and third-party quotes from major financial institutions (categorized as Level II in the fair value hierarchy), are as follows:

| | Balance at | | | |
|-------------------------------|---|---------------------------------|---|---------------------------------|
| | September 30, 2016 | | December 31, 2015 | |
| | Carrying Amount (Asset) Liability | Fair Value (Asset) Liability | Carrying Amount (Asset) Liability | Fair Value (Asset) Liability |
| Short-term and Long-term Debt | \$ 1,043.0 | \$ 1,091.3 | \$ 1,041.5 | \$ 1,051.3 |
| Revolving Credit Facility | \$ 184.8 | \$ 183.4 | \$ 382.2 | \$ 386.6 |
| Term Loan Facility | \$ 378.6 | \$ 381.5 | \$ 393.3 | \$ 409.7 |

Items Measured at Fair Value on a Nonrecurring Basis

In addition to assets and liabilities that are recorded at fair value on a recurring basis, we are required to record assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges.

During the three month and nine month periods ended September 30, 2016, we recorded a loss of \$89.6 million related to the divestiture of our operations in Benelux and Latin America. Both businesses were classified as assets held for sale at September 30, 2016 and were measured at the lower of their carrying amount or fair value less cost to sell based on Level II inputs. The loss was recorded in "Other Income (Expense) - Net" in the unaudited consolidated statements of operations. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

During the three month and nine month periods ended September 30, 2015, we recorded a loss of \$0.1 million and \$38.3 million related to the divestiture of our business in ANZ. Our business in ANZ, which was classified as discontinued operations at September 30, 2015, was measured at the lower of its carrying amount or fair value less cost to sell based on Level II inputs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

The loss was recorded in the results of the discontinued operations. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

Note 12 -- Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive income ("AOCI") as of September 30, 2016 and 2015 :

| | Foreign Currency Translation Adjustments | Defined Benefit Pension Plans | Total |
|--|--|----------------------------------|-------------------|
| Balance, December 31, 2014 | \$ (233.4) | \$ (688.7) | \$ (922.1) |
| Other Comprehensive Income Before Reclassifications | (62.9) | (1.3) | (64.2) |
| Amounts Reclassified From Accumulated Other Comprehensive Income, net of tax | 26.8 | 19.5 | 46.3 |
| Balance, September 30, 2015 | <u>\$ (269.5)</u> | <u>\$ (670.5)</u> | <u>\$ (940.0)</u> |
| Balance, December 31, 2015 | \$ (291.7) | \$ (673.8) | \$ (965.5) |
| Other Comprehensive Income Before Reclassifications | (41.1) | (3.9) | (45.0) |
| Amounts Reclassified From Accumulated Other Comprehensive Income, net of tax | 45.8 | 17.7 | 63.5 |
| Balance, September 30, 2016 | <u>\$ (287.0)</u> | <u>\$ (660.0)</u> | <u>\$ (947.0)</u> |

The following table summarizes the reclassifications out of AOCI as of September 30, 2016 and 2015 :

| Details About Accumulated Other Comprehensive Income Components | Affected Line Item in the Statement Where Net Income is Presented | Amount Reclassified from Accumulated Other Comprehensive Income (Loss) | | Amount Reclassified from Accumulated Other Comprehensive Income | |
|--|--|---|----------------|---|----------------|
| | | Three Months Ended September 30, | | Nine Months Ended September 30, | |
| | | 2016 | 2015 | 2016 | 2015 |
| Foreign Currency Translation Adjustments: | | | | | |
| Sale of Business | Other Income (Expense) – Net | \$ 45.8 | \$ 26.8 | \$ 45.8 | \$ 26.8 |
| Defined Benefit Pension Plans: | | | | | |
| Amortization of Prior Service Costs | Selling and Administrative Expenses | \$ (0.3) | \$ (0.5) | \$ (0.7) | \$ (0.6) |
| | Operating Expenses | (0.1) | (0.3) | (0.3) | (0.3) |
| Amortization of Actuarial Gain/Loss | Selling and Administrative Expenses | 6.4 | 7.1 | 18.8 | 20.2 |
| | Operating Expenses | 3.1 | 3.4 | 9.1 | 10.7 |
| Total Before Tax | | 9.1 | 9.7 | 26.9 | 30.0 |
| Tax (Expense) or Benefit | | (3.0) | (3.3) | (9.2) | (10.5) |
| Total After Tax | | <u>\$ 6.1</u> | <u>\$ 6.4</u> | <u>\$ 17.7</u> | <u>\$ 19.5</u> |
| Total Reclassifications for the Period, Net of Tax | | <u>\$ 51.9</u> | <u>\$ 33.2</u> | <u>\$ 63.5</u> | <u>\$ 46.3</u> |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Note 13 -- Acquisitions

Dun & Bradstreet Credibility Corp.

On May 12, 2015, we acquired a 100% equity interest in DBCC. DBCC provides business credit building and credibility solutions. The company's headquarters is in Los Angeles, CA, with offices throughout the United States. As a result of this acquisition, we formed a new business, Dun & Bradstreet Emerging Businesses, a combination of DBCC's technology and data solutions with Dun & Bradstreet's small and mid-sized operations. The new business has been established to expand our capabilities to deliver more sophisticated solutions to the diverse needs of emerging business customers. The results of DBCC have been included in our consolidated financial statements since the date of acquisition.

The acquisition was accounted for in accordance with ASC 805, "Business Combinations." The acquisition was accounted for as a purchase transaction, and accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition. Total consideration included an initial cash payment of \$320.0 million, at the closing of the transaction, and an earnout of up to \$30.0 million based on the achievement of sales, EBITDA, operating expense and operating income targets through December 31, 2018. In connection with this potential earnout payment, we recorded total contingent consideration liability of \$11.2 million initially, representing the estimated fair value of the contingent consideration we expected to pay at June 30, 2015. The fair value of the contingent liability was subsequently adjusted to \$8.5 million in the third quarter of 2015, as a result of applying a higher risk premium based upon further analysis. As of December 31, 2015, the fair value of the contingent consideration liability was further adjusted to \$15.1 million, inclusive of a \$6.6 million adjustment that was not considered a measurement-period adjustment in accordance with ASC 805. A payment of \$6.0 million was made in the second quarter of 2016 associated with DBCC's performance in 2015. As of September 30, 2016, the fair value of the contingent liability balance was \$9.1 million. In October 2016, there was an amendment to the earn-out agreement, replacing it with a service-based award. In the fourth quarter of 2016, we will reverse the current balance of the contingent consideration liability of \$9.1 million and accrue \$14.0 million related to the service-based award associated with 2016.

Of the \$320.0 million initial cash payment, a part of the merger consideration was placed in escrow to indemnify the Company against a portion of the losses, if any, arising out of certain class action litigation matters and for other customary matters, subject to caps and other conditions. As of the acquisition date, discovery in the cases was ongoing, and the Company was investigating the allegations. We therefore did not have sufficient information upon which to determine that a loss in connection with these litigations was probable, reasonably possible or estimable, and thus no reserve was established nor was a range of loss disclosed. Hence no associated indemnification asset was recognized on the acquisition date. In June 2016, we agreed to release the escrows after the Company was indemnified for \$2.0 million out of such escrow accounts. See Note 7 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

As a result of the acquisition, DBCC's previous claim under its pending legal action against us was discontinued with prejudice. We also effectively terminated other preexisting contractual arrangements with DBCC. We have determined that these preexisting relationships were settled at market value on the acquisition date and therefore no settlement gain or loss was recognized. Transaction costs of \$6.9 million were included in operating expenses in the consolidated statement of operations and comprehensive income (loss).

The preliminary fair values of the acquired assets and liabilities were subject to change within the one -year measurement period. We obtained information to determine the fair values of the net assets acquired at the acquisition date during the measurement period. Since the initial valuation reflected in our financial results as of June 30, 2015, we have recorded adjustments to the preliminary valuation of assets and liabilities, resulting in a net decrease of goodwill of \$2.7 million in the third quarter of 2015. The reduction of \$2.7 million in goodwill reflected an adjustment to the fair value of the contingent consideration liability as noted above. We have also early adopted ASU 2015-16 "Business Combinations (Topic 805)" in the third quarter of 2015. Accordingly, adjustments to the initial purchase price allocation identified during the measurement period were recognized in the reporting period in which the adjustment amounts are determined. During the first quarter of 2016, we recorded a measurement-period adjustment of \$2.7 million, resulting in a net decrease of goodwill of \$2.7 million. The adjustment was primarily as a result of an adjustment to the deferred tax liability based on the finalization of DBCC's 2014 tax return.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

We have finalized purchase price allocation as of March 31, 2016 as shown in the table below:

| | Amortization Life (years) | Preliminary Purchase Price Allocation at December 31, 2015 | Measurement Period Adjustments | Final Purchase Price Allocation at March 31, 2016 |
|--|--------------------------------------|---|---|--|
| Current Assets | | \$ 2.0 | \$ — | \$ 2.0 |
| Intangible Assets: | | | | — |
| Reacquired Right | Indefinite | 153.2 | — | 153.2 |
| Customer Relationships | 8.0 | 82.5 | — | 82.5 |
| Technology | 6.5 | 45.6 | — | 45.6 |
| Goodwill | Indefinite | 207.4 | (2.7) | 204.7 |
| Other | | 3.5 | — | 3.5 |
| Total Assets Acquired | | \$ 494.2 | \$ (2.7) | \$ 491.5 |
| Deferred Revenue | | \$ 45.6 | \$ — | \$ 45.6 |
| Deferred Tax Liability | | 107.0 | (3.1) | 103.9 |
| Other Liabilities | | 13.1 | 0.4 | 13.5 |
| Total Liabilities Assumed | | \$ 165.7 | \$ (2.7) | \$ 163.0 |
| Total Upfront Purchase Price | | \$ 320.0 | \$ — | \$ 320.0 |
| Fair Value of Contingent Consideration | | 8.5 | — | 8.5 |
| Total Consideration | | \$ 328.5 | \$ — | \$ 328.5 |

The fair value of the reacquired right intangible asset was determined by applying the income approach; specifically, a multi-period excess earnings method. The valuation was based on the present value of the net earnings, or after-tax cash flows attributable to the measured asset.

The technology intangible asset represents DBCC's innovative technology platform that enables product launching and fulfillment, customer relationship management, telephony, finance, data warehousing and business intelligence. The fair value of this intangible asset was determined by applying the income approach; specifically, a relief-from-royalty method.

The fair value of the customer relationships intangible asset was determined by applying the replacement cost approach.

The fair value of the contingent consideration was estimated based on an option-pricing model. The model estimated the possible outcome of each of the performance targets (e.g., Revenue) during the earnout period and the associated estimated expected earn out payments. The expected earn out payments were then discounted to present value on the acquisition date.

The fair value of deferred revenue was determined based on estimated direct costs to fulfill the related obligations, plus a reasonable profit margin.

The goodwill was assigned to our North America reporting unit, which is part of the Americas reportable segment. The value of the goodwill is associated with the strength of DBCC's management team and its business model. The combined expertise will enhance our ability to develop products and provide us growth opportunities with small and mid-size businesses. The intangible assets, with useful lives from 6.5 to 8 years, are being amortized over a weighted-average useful life of 7.5 years. The intangibles have been recorded within Other Intangibles in our consolidated balance sheet since the date of acquisition.

Income Taxes

We established deferred tax liabilities on certain intangibles acquired as part of the acquisition for which there is no tax basis. In addition, the goodwill acquired is not deductible for tax purposes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

NetProspex

On January 5, 2015, we acquired a 100% equity interest in NetProspex. NetProspex is based out of Waltham, Massachusetts and provides business-to-business professional contact data and data management services. The acquisition combines NetProspex's comprehensive professional contact database with our global data and analytics. This will further enable our customers to better understand their ideal customers, identify and prioritize opportunities, and grow their business. The results of NetProspex have been included in our unaudited consolidated financial statements since the date of acquisition.

The acquisition was accounted for as a purchase transaction in accordance with ASC 805 "Business Combinations", and accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition. The acquisition was valued at \$124.5 million, net of cash assumed. Transaction costs of \$2.3 million were included in operating expenses in the unaudited consolidated statement of operations and comprehensive income (loss).

We have finalized the purchase price allocation as of December 31, 2015 as shown in the table below:

| | Amortization Life (years) | Initial Purchase Price Allocation at March 31, 2015 | Measurement Period Adjustments | Final Purchase Price Allocation at December 31, 2015 |
|---|------------------------------|---|-----------------------------------|--|
| Current Assets | | \$ 10.8 | \$ — | \$ 10.8 |
| Intangible Assets: | | | | |
| Data Supply Agreement | 5.5 | 1.1 | — | 1.1 |
| Customer Relationships | 5.5 | 6.5 | — | 6.5 |
| Database | 2.0 | 3.2 | — | 3.2 |
| Technology | 6.5 | 18.8 | — | 18.8 |
| Database Screening Tool | 9.0 | 9.5 | — | 9.5 |
| Goodwill | Indefinite | 87.0 | (1.9) | 85.1 |
| Other | | 1.0 | — | 1.0 |
| Total Assets Acquired | | <u>\$ 137.9</u> | <u>\$ (1.9)</u> | <u>\$ 136.0</u> |
| Total Liabilities Assumed | | <u>9.5</u> | <u>(1.9)</u> | <u>7.6</u> |
| Total Purchase Price | | \$ 128.4 | \$ — | \$ 128.4 |
| Less: | | | | |
| Cash Assumed | | (4.2) | — | (4.2) |
| Acceleration of Vesting for NetProspex Options | | 0.3 | — | 0.3 |
| Net Cash Consideration | | <u>\$ 124.5</u> | <u>\$ —</u> | <u>\$ 124.5</u> |

On the acquisition date, certain of NetProspex's outstanding options were accelerated for vesting. In accordance with ASC 805, the amounts paid for the acceleration of the vesting for the options that are without existing change in control clauses are treated as post-acquisition expense. As a result, \$0.3 million was included in "Operating Costs" in our Americas segment for the three months ended March 31, 2015.

The measurement-period adjustment recorded in the third and fourth quarter of 2015 for NetProspex was related to the deferred tax liability based on additional tax credit and net operating loss carryforwards identified during the period. The adjustment has resulted in a net decrease of goodwill of \$1.9 million.

The technology intangible asset represents NetProspex's data service platform and method to deliver customer services and solutions. The fair value of this intangible asset was determined by applying the income approach; specifically, a relief-from-royalty method.

The database screening tool intangible asset is a key component in NetProspex's data management process. It facilitates efficient identification and classification of data during collection as well as customer engagement. The fair value of this intangible asset was determined by applying the income approach through a discounted cash flow analysis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

The fair value of the customer relationships and data supply agreement intangible assets was determined by applying the income approach through a discounted cash flow analysis.

The fair value of the database intangible asset was determined by applying the replacement cost approach.

The fair value of the deferred revenue was determined based on estimated direct costs to fulfill the related obligations, plus a reasonable profit margin.

The goodwill was assigned to our North America reporting unit, which is part of the Americas reportable segment. The primary item that generated the goodwill is the value of NetProspex's workforce and its process associated with product development which provides potential growth opportunity in Sales and Marketing Solutions. The intangible assets, with useful lives from 2 to 9 years, are being amortized over a weighted-average useful life of 6.5 years. The intangibles have been recorded as "Trademarks, Patents and Other" within Other Intangibles in our consolidated balance sheet since the date of acquisition.

Income Taxes

We established deferred tax liabilities on certain intangibles acquired as part of the acquisition for which there is no tax basis. In addition, the goodwill acquired is not deductible for tax purposes.

Unaudited Pro Forma Financial Information

The following unaudited pro forma statements of operations data presents the combined results of the Company and its acquisition of DBCC completed during the year ended December 31, 2015, assuming that the business acquisition completed during 2015 had occurred on January 1, 2014. The results of NetProspex has been included in our consolidated financial statements since the acquisition date of January 5, 2015.

| | <u>Three Months Ended September 30,</u> | | <u>Nine Months Ended September 30,</u> | |
|--|---|-------|--|---------|
| | <u>2015</u> | | <u>2015</u> | |
| Reported GAAP Revenue (1) | \$ | 406.2 | \$ | 1,137.8 |
| Add: DBCC Preacquisition Revenue | | — | | 42.4 |
| Pro Forma Revenue | \$ | 406.2 | \$ | 1,180.2 |
| Reported GAAP Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2) | \$ | 59.0 | \$ | 92.1 |
| Pro Forma Adjustments - Net of Income Tax: | | | | |
| Preacquisition Net Income (Losses) | | — | | 0.3 |
| Amortization for Intangible Assets | | — | | (4.0) |
| Acquisition-Related Costs | | 0.6 | | 7.2 |
| Pro Forma Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | \$ | 59.6 | \$ | 95.6 |

(1) Reported GAAP revenue includes revenue from DBCC and NetProspex since their respective acquisition dates of \$32.1 million and \$52.9 million, for the three month and nine month periods ended September 30, 2015, respectively, net of the impact of the deferred revenue fair value adjustment of \$8.0 million and \$14.8 million, respectively.

(2) Reported GAAP Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders includes net loss from DBCC and NetProspex since their respective acquisition dates of \$3.3 million and \$10.3 million for the three month and nine month periods ended September 30, 2015, respectively.

Note 14 -- Businesses Held for Sale and Discontinued Operations

Businesses Held for Sale

As part of our growth strategy, we have decided to shift our businesses in Benelux and Latin America to a Worldwide Network partner model. On August 1, 2016, our Board approved the divestiture of our domestic operations in Benelux and Latin America. As a result, we entered into a definitive agreement with CB Alliance to sell our Latin America businesses, and a

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

separate definitive agreement to sell our Benelux businesses to a financial investor that is also in the process of closing on the acquisition of Altares, our current Worldwide Network partner in France. Both transactions also include long-term commercial arrangements where we will receive future cash payments primarily for our global data, brand licensing and technology services. Both transactions will be closed in the fourth quarter of 2016 with the completion of the Latin America divestiture on September 30, 2016 and the Benelux divestiture expected in November 2016. Our subsidiaries outside the U.S. and Canada reflect a quarter end of August 31. In accordance with ASC 360, "Property, Plant and Equipment," our Latin America and Benelux operations were classified as assets held for sale as of September 30, 2016. In addition, a long-lived asset classified as held for sale is measured at the lower of its carrying amount or fair value less cost to sell.

Latin America

The sale is valued at \$11 million, for which we received a five-year note with an interest rate of 2% per annum. In the third quarter of 2016, we recorded a pre-tax loss on the divestiture of \$17.5 million triggered by the classification as assets held for sale primarily driven by a cumulative foreign currency translation loss of approximately \$17 million. Our businesses in Latin America were historically included in our Americas segment. Transaction costs associated with the divestiture are approximately \$4 million, of which \$1.6 million has been paid and included as "Cash Flows from Investing Activities" in our Consolidated Statements of Cash Flows for the nine months ended September 30, 2016.

The components of assets and liabilities held for sale in Latin America were as follows:

| | At September 30, 2016 |
|---------------------------------------|------------------------------|
| Cash and Cash Equivalents | \$ 1.4 |
| Accounts Receivable | 0.8 |
| Other Current Assets | 0.4 |
| Current Assets | \$ 2.6 |
| Goodwill | \$ 5.6 |
| Other Long-Term Assets | 1.0 |
| Non-Current Assets | \$ 6.6 |
| Accrued and Other Current Liabilities | \$ 1.8 |
| Deferred Revenue | 1.6 |
| Current Liabilities | \$ 3.4 |
| Other Long-Term Liabilities | \$ 0.3 |
| Non-Current Liabilities | \$ 0.3 |
| Net Assets Held for Sale (1) | \$ 5.5 |

- (1) The pre-tax loss on the divestiture of \$17.5 million exceeded the net assets of the Latin America business. As a result, the net assets held for sale were written off during the quarter ended September 30, 2016, and assets and liabilities held for sale were not presented on our consolidated balance sheet as of September 30, 2016. The remainder of the loss was reflected as a write-off of the cumulative translation adjustment.

Benelux

The sale is valued at approximately \$29 million, which we will receive in cash upon the closing of the transaction in November 2016, subject to a working capital adjustment. In the third quarter of 2016, we recorded a pre-tax loss on the divestiture of \$72.1 million triggered by the classification as assets held for sale primarily driven by a cumulative foreign currency translation loss of approximately \$71 million. The loss is subject to changes in the assets and liabilities as well as a change in the currency exchange rate on the closing date. Our businesses in Benelux were historically included in our Non-Americas segment. Transaction costs associated with the divestiture are expected to be approximately \$5 million, of which \$1.5 million has been paid and included in "Cash Flows from Investing Activities" in our Consolidated Statements of Cash Flows for the nine months ended September 30, 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

The components of assets and liabilities held for sale in Benelux were as follows:

| | At September 30, 2016 |
|---------------------------------------|------------------------------|
| Cash and Cash Equivalents | \$ 2.2 |
| Accounts Receivable | 18.4 |
| Other Current Assets | 1.0 |
| Current Assets | \$ 21.6 |
| Goodwill | \$ 33.1 |
| Other Long-Term Assets | 0.7 |
| Non-Current Assets | \$ 33.8 |
| Accrued and Other Current Liabilities | \$ 5.9 |
| Deferred Revenue | 22.8 |
| Current Liabilities | \$ 28.7 |
| Other Long-Term Liabilities | \$ 0.5 |
| Non-Current Liabilities | \$ 0.5 |
| Net Assets Held for Sale (1) | \$ 26.2 |

- (1) The pre-tax loss on the divestiture of \$72.1 million exceeded the net assets of the Benelux business. As a result, the net assets held for sale were written off during the quarter ended September 30, 2016, and assets and liabilities held for sale were not presented on our consolidated balance sheet as of September 30, 2016. The remainder of the loss was reflected as a write-off of the cumulative translation adjustment.

Discontinued Operations

As part of our growth strategy, we decided to shift our business in ANZ to a Worldwide Network partner model. On June 12, 2015, we entered into an agreement with Archer Capital (“Archer”) to sell our business in ANZ. The transaction was completed on June 30, 2015, or the third quarter of 2015 for our subsidiaries outside the U.S. and Canada. In accordance with ASC 205-20, “Discontinued Operations,” if a disposal of a business represents a strategic shift that has a major effect on an entity’s operations and financial results, the disposal transaction should be reported in discontinued operations. Accordingly, we have reclassified the historical financial results of the ANZ business as discontinued operations.

The sale was valued at \$169.8 million, of which we received proceeds of \$159.7 million as of September 30, 2016, inclusive of a working capital adjustment of \$0.7 million received in the fourth quarter of 2015. The remaining proceeds of \$10.1 million are being held in an escrow account until the resolution of certain contingent events as defined in the Share Sale Agreement. Under the agreement the escrow funds may be used to reimburse certain future costs incurred by Archer related to data supplier arrangements and specified technology and data operation infrastructure upgrades over the next three years since the disposal date. A reserve was established based on our estimate of the probable outcome of the contingent events discussed above. As of September 30, 2016 and December 31, 2015, the balance of the reserve was \$6.7 million and \$5.9 million, respectively. During the third quarter of 2016, we recorded a loss on disposal of business of \$0.9 million reflecting the increase of escrow reserve discussed above. For the year ended December 31, 2015, we recorded a total loss of \$37.5 million in connection with the sale of the ANZ business, including a loss of \$38.2 million initially reported in the second quarter of 2015 when the ANZ business was classified as asset held for sale, an additional loss of \$0.1 million reported in the third quarter of 2015, reflecting a final net asset value and a working capital adjustment and a gain of \$0.8 million recorded in the fourth quarter of 2015 primarily reflecting the reduction of escrow reserve. Our business in ANZ was historically recorded in our Non-Americas segment.

In connection with the divestiture, we also entered into a commercial service agreement with the initial term of five years through 2020. The agreement is renewable subject to certain terms and conditions. Under the agreement, Archer will act as the exclusive distributor of our products and services in the ANZ territory, and we will act as Archer’s exclusive product distributor outside the ANZ territory. As part of this commercial service agreement, we also entered into a trademark license agreement with the same term as the commercial service agreement. Under the trademark agreement, Archer is granted an exclusive right

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

to use our domain name and trademark in the ANZ territories with certain restrictions. We will receive total royalty payments of approximately \$8.0 million during the initial five -year period.

Results of the discontinued operations were comprised of:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|----------|---------------------------------|---------------|
| | 2016 | 2015 | 2016 | 2015 |
| Revenue | \$ — | \$ 7.3 | \$ — | \$ 49.0 |
| Operating Expenses | — | 1.4 | — | 9.1 |
| Selling and Administrative Expenses | — | 6.0 | — | 33.4 |
| Depreciation and Amortization | — | — | — | 5.0 |
| Operating Costs | — | 7.4 | — | 47.5 |
| Operating Income (Loss) | — | (0.1) | — | 1.5 |
| Non-Operating Income (Expense) - Net | — | — | — | (1.6) |
| Income (Loss) before Provision for Income Taxes | — | (0.1) | — | (0.1) |
| Provision for Income Taxes (Benefit) | — | — | — | (2.2) |
| Income (Loss) from Discontinued Operations | \$ — | \$ (0.1) | \$ — | \$ 2.1 |
| Loss in Disposal, Net of Income Taxes | \$ (0.9) | \$ (0.1) | \$ (0.9) | \$ (38.3) (1) |

(1) Includes \$26.8 million related to the release of a cumulative foreign currency translation loss and \$5.7 million related to transaction costs.

Assets and liabilities from discontinued operations related to the divestiture of our business in ANZ were comprised of:

| | At Disposal Date |
|--|------------------|
| Cash and Cash Equivalents | \$ 2.7 |
| Accounts Receivable | 18.2 |
| Deferred Income Tax | 8.8 |
| Property, Plant and Equipment | 5.3 |
| Computer Software | 8.5 |
| Other Intangibles | 26.9 |
| Goodwill | 131.6 |
| Other Long-Term Assets | 4.4 |
| Valuation Allowance for Carrying Value | (38.2) |
| Total Assets | \$ 168.2 |
| Accounts Payable | \$ 1.8 |
| Other Accrued and Current Liabilities | 6.8 |
| Accrued Income Tax | 0.5 |
| Deferred Revenue | 13.2 |
| Deferred Tax Liabilities | 11.1 |
| Other Long-Term Liabilities | 4.3 |
| Total Liabilities | \$ 37.7 |

The assets and liabilities related to the ANZ operations were removed from our unaudited consolidated balance sheet since disposal date of June 30, 2015.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Note 15 -- Goodwill and Other Intangibles**Computer Software and Goodwill:**

| | Computer Software | Goodwill |
|---------------------------|--------------------------|-----------------|
| December 31, 2015 | \$ 102.6 | \$ 704.0 |
| Additions at Cost (1) | 11.7 | — |
| Amortization | (7.1) | — |
| Other (2) | (0.6) | (3.3) |
| March 31, 2016 | \$ 106.6 | \$ 700.7 |
| Additions at Cost (1) | 11.2 | — |
| Amortization | (7.8) | — |
| Other (3) | 0.7 | 3.2 |
| June 30, 2016 | 110.7 | 703.9 |
| Additions at Cost (1) | 12.2 | — |
| Amortization | (7.7) | — |
| Other (4) | (4.4) | (42.8) |
| September 30, 2016 | \$ 110.8 | \$ 661.1 |

- (1) Computer Software - Primarily due to software related enhancements on products and the purchase of third party licenses.
- (2) Goodwill - Primarily attributable to a purchase accounting measurement-period adjustment associated with the acquisition of DBCC in prior year. See Note 13 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.
- (3) Computer Software and Goodwill - Primarily due to the impact of foreign currency fluctuations.
- (4) Computer Software and Goodwill - Primarily due to the asset impairment in the third quarter of 2016 resulting from the divestiture of our operations in Benelux and Latin America and the impact of foreign currency fluctuations. See Note 14 to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)-continued
(Tabular dollar amounts in millions, except per share data)

Other Intangibles:

| | Customer Relationships | Trademark and Other | Total |
|---|-------------------------------|----------------------------|-----------------|
| December 31, 2015 | \$ 88.8 | \$ 237.4 | \$ 326.2 |
| Acquisitions | — | — | — |
| Additions at Cost | — | — | — |
| Amortization | (3.1) | (4.0) | (7.1) |
| Other | (0.3) | 0.2 | (0.1) |
| March 31, 2016 (net of accumulated amortization of \$17.3 million and \$82.3 million for Customer Relationships and Trademark and Other, respectively) | 85.4 | 233.6 | 319.0 |
| Acquisitions | — | — | — |
| Additions at Cost | — | 0.3 | 0.3 |
| Amortization | (3.1) | (4.1) | (7.2) |
| Other | 0.2 | (0.2) | — |
| June 30, 2016 (net of accumulated amortization of \$20.7 million and \$86.0 million for Customer Relationships and Trademark and Other, respectively) | 82.5 | 229.6 | 312.1 |
| Acquisitions | — | — | — |
| Additions at Cost | — | 0.2 | 0.2 |
| Amortization | (3.1) | (4.0) | (7.1) |
| Other | (0.2) | (0.1) | (0.3) |
| September 30, 2016 (net of accumulated amortization of \$23.4 million and \$89.8 million for Customer Relationships and Trademark and Other, respectively) | \$ 79.2 | \$ 225.7 | \$ 304.9 |

Note 16 -- Subsequent Events*Dividend Declaration*

In October 2016, the Board of Directors approved the declaration of a dividend of \$0.4825 per share of common stock for the fourth quarter of 2016. This cash dividend will be payable on December 9, 2016 to shareholders of record at the close of business on November 23, 2016.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Business Overview

The Dun & Bradstreet Corporation (“Dun & Bradstreet” or “we” or “us” or “our” or the “Company”) grows the most valuable relationships in business. By uncovering truth and meaning from data, we connect customers with the prospects, suppliers, clients and partners that matter most, and have since 1841. Nearly ninety percent of the Fortune 500, and companies of every size around the world, rely on our data, insights and analytics.

Dun & Bradstreet® is the world’s leading source of commercial data, analytics and insight on businesses. Our global commercial database as of September 30, 2016 contained more than 250 million business records. We transform commercial data into valuable insight which is the foundation of our global solutions that customers rely on to make critical business decisions.

Dun & Bradstreet provides solution sets that meet a diverse set of customer needs globally. Customers use Risk Management Solutions™ to mitigate credit, compliance and supplier risk, increase cash flow and drive increased profitability, and Sales & Marketing Solutions™ to better use data to grow sales and improve marketing effectiveness and also for data management capabilities that provide effective and cost efficient marketing solutions to increase revenue from new and existing customers.

How We Manage Our Business

In addition to reporting generally accepted accounting principles in the United States of America (“GAAP”) results, the Company evaluates performance and reports on a total company basis and on a business segment level basis its results (such as revenue, operating income, operating income growth, operating margin, net income, tax rate and diluted earnings per share) on an “As Adjusted” basis. The term “As Adjusted” refers to the following: the elimination of the effect on revenue due to purchase accounting fair value adjustments to deferred revenue; restructuring charges; other non-core gains and charges that are not in the normal course of our business (such as gains and losses on sales of businesses, impairment charges and material tax and legal settlements); acquisition and divestiture-related fees (such as costs for bankers, legal fees, diligence costs and retention payments); and acquisition-related intangible amortization expense. A recurring component of our “As Adjusted” basis is our restructuring charges, which we believe do not reflect our underlying business performance. Such charges are variable from period to period based upon actions identified and taken during each period. Additionally, our “As Adjusted” results exclude the results of Discontinued Operations. Management reviews operating results on an “As Adjusted” basis on a monthly basis and establishes internal budgets and forecasts based upon such measures. Management further establishes annual and long-term compensation such as salaries, target cash bonuses and target equity compensation amounts based on performance on an “As Adjusted” basis and a significant percentage weight is placed upon performance on an “As Adjusted” basis in determining whether performance objectives have been achieved. Management believes that by reflecting these adjustments to our GAAP financial measures, business leaders are provided incentives to recommend and execute actions that support our long-term growth strategy rather than being influenced by the potential impact one of these items can have in a particular period on their compensation. The Company adjusts for these items because they do not reflect the Company’s underlying business performance and they may have a disproportionate positive or negative impact on the results of its ongoing business operations. We believe that the use of our non-GAAP financial measures provides useful supplemental information to our investors.

We also isolate the effects of changes in foreign exchange rates on our revenue growth because we believe it is useful for investors to be able to compare revenue from one period to another, both after and before the effects of foreign exchange. The change in our operating performance attributable to foreign currency rates is determined by converting both our prior and current periods by a constant rate. As a result, we monitor our “As Adjusted” revenue growth both after and before the effects of foreign exchange.

We also analyze “As Adjusted” revenue growth on an organic basis because management believes this information provides important insight into the underlying/ongoing performance of the business. Organic revenue excludes; (1) revenue from acquired businesses for one year from the date of the acquisition and (2) net divested revenue which we define as the historical revenues from the divested businesses net of the annual ongoing future revenue streams resulting from the commercial arrangements entered into in connection with such divestitures.

We may from time to time use the term “sales”, which we define as the value of committed customer contracts. This term is often referred to as “bookings” or “commitments” by other companies.

In June 2015, we divested our business in Australia and New Zealand (“ANZ”) for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in Item 1. of this Quarterly Report on Form 10-Q. See Note 14 to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for further detail.

In the fourth quarter of 2016, we divested our operations in Belgium and Netherlands (“Benelux”) and Latin America, which were reported within our Non-Americas and Americas segments, respectively.

We monitor free cash flow as a measure of our business. We define free cash flow as net cash provided by operating activities minus capital expenditures and additions to computer software and other intangibles. Free cash flow measures our available cash flow for potential debt repayment, acquisitions, share repurchases, dividend payments and additions to cash, cash equivalents and short-term investments. We believe free cash flow to be relevant and useful to our investors as this measure is used by our management in evaluating the funding available after supporting our ongoing business operations and our portfolio of investments.

Free cash flow should not be considered as a substitute measure for, or superior to, net cash flows provided by operating activities, investing activities or financing activities. Therefore, we believe it is important to view free cash flow as a complement to the consolidated statements of cash flows.

We also monitor deferred revenue after adjusting for the effect of foreign exchange, dispositions, acquisitions and the impacts of the write-down of deferred revenue due to purchase accounting.

We report and monitor the performance of our Risk Management Solutions as Trade Credit and Other Enterprise Risk Management, and the results of our Sales & Marketing Solutions as Traditional Prospecting Solutions and Advanced Marketing Solutions. Trade Credit represents our traditional commercial credit products such as DNBi, D&B Credit and all other products that help customers assess payment risk. Other Enterprise Risk Management includes all of our remaining Risk Management products, such as our compliance, supply chain, credit on self and D&B Direct risk solutions. Traditional Prospecting Solutions includes Hoover’s and our educational marketing business Market Data Retrieval (“MDR”). Advanced Marketing Solutions includes all of our remaining Sales & Marketing Solutions products including Optimizer, the NetProspex product suite and Data-as-a-Service (“DaaS”) solutions (e.g., Customer Relationship Management (“CRM”) and D&B Direct sales and marketing solutions).

We evaluate our business based on the following supplemental revenue metrics: (1) for Trade Credit we further evaluate it by “DNBi[®]”, which includes D&B Credit, and “Other Trade Credit” and (2) for total revenue we further evaluate it by “Direct” and “Alliance & Partners”. We define “DNBi” as our interactive, online application that offers customers a subscription based real time access to our most complete and up-to-date global information, comprehensive monitoring and portfolio. We define “Other Trade Credit” as products and services used to manage credit risk and to support our customers’ internal credit risk decisioning processes. We define “Direct” as when we hold the relationship with the end customer. We define “Alliance & Partners” as where we do not maintain the end relationship with the customer of our content (e.g., Alliances, Dun & Bradstreet Worldwide Network partners, Third Party or Broker type relationships). Management believes these measures provide further insight into our revenue performance.

The adjustments discussed herein to our results as determined under GAAP are among the primary indicators management uses as a basis for our planning and forecasting of future periods, to allocate resources, to evaluate business performance and, as noted above, for compensation purposes. However, these financial measures (e.g., results on an “As Adjusted” basis and free cash flow) are not prepared in accordance with GAAP, and should not be considered in isolation or as a substitute for total revenue, operating income, operating income growth, operating margin, net income, tax rate, diluted earnings per share, or net cash provided by operating activities, investing activities and financing activities prepared in accordance with GAAP. In addition, it should be noted that because not all companies calculate these financial measures similarly, or at all, the presentation of these financial measures is not likely to be comparable to similar measures of other companies.

See “Results of Operations” below for a discussion of our results reported on a GAAP basis.

Overview

We manage and report our business through the following two segments:

- Americas (which consists of our operations in the United States (“U.S.”), Canada and Latin America (which we divested in September 2016)); and
- Non-Americas (which primarily consists of our operations in the United Kingdom (“U.K.”), the Netherlands

(which we expect to divest in November 2016), Belgium (which we expect to divest in November 2016), Greater China, India and our Dun & Bradstreet Worldwide Network).

The financial statements of our subsidiaries outside of the U.S. and Canada reflect results for the three month and nine month periods ended August 31 in order to facilitate the timely reporting of the unaudited consolidated financial results and unaudited consolidated financial position.

The following table presents the contribution by segment to revenue:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------|--|------|---|------|
| | 2016 | 2015 | 2016 | 2015 |
| Revenue: | | | | |
| Americas | 82% | 81% | 82% | 80% |
| Non-Americas | 18% | 19% | 18% | 20% |

The following table presents contributions by customer solution set to revenue:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|--|------|---|------|
| | 2016 | 2015 | 2016 | 2015 |
| Revenue by Customer Solution Set: | | | | |
| Risk Management Solutions | 64% | 63% | 62% | 62% |
| Sales & Marketing Solutions | 36% | 37% | 38% | 38% |

Our customer solution sets are discussed in greater detail in “Item 1. Business” in our Annual Report on Form 10-K for the year ended December 31, 2015 .

Critical Accounting Policies and Estimates

In preparing the unaudited consolidated financial statements and accounting for the underlying transactions and balances reflected therein, we have applied the critical accounting policies described in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2015 with the following update.

Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously, we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. Beginning in 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans’ liability cash flows (“Spot Rate Approach”). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it is accounted for as a change in accounting estimate which is applied prospectively. See Note 9 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q and “Matters Impacting Both Operating Expenses and Selling and Administrative Expenses” below for further detail.

Recently Issued Accounting Standards

See Note 2 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for disclosure of the impact that recent accounting pronouncements may have on the unaudited consolidated financial statements.

Results of Operations

The following discussion and analysis of our financial condition and results of operations are based upon the unaudited consolidated financial statements and should be read in conjunction with the unaudited consolidated financial statements and related notes set forth in Item 1. of this Quarterly Report on Form 10-Q and the audited financial statements and related notes set forth in Item 8. of our Annual Report on Form 10-K for the year ended December 31, 2015 , all of which have been prepared in accordance with GAAP.

Consolidated Revenue

The following table presents our total revenue by segment:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------|--|----------|---|------------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Revenue: | | | | |
| Americas | \$ 338.8 | \$ 328.4 | \$ 974.9 | \$ 912.2 |
| Non-Americas | 74.0 | 77.8 | 211.7 | 225.6 |
| Total Revenue | \$ 412.8 | \$ 406.2 | \$ 1,186.6 | \$ 1,137.8 |

The following table presents our total revenue by customer solution set:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------------------|--|----------|---|------------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Revenue: | | | | |
| Risk Management Solutions | \$ 263.9 | \$ 255.4 | \$ 740.4 | \$ 709.9 |
| Sales & Marketing Solutions | 148.9 | 150.8 | 446.2 | 427.9 |
| Total Revenue | \$ 412.8 | \$ 406.2 | \$ 1,186.6 | \$ 1,137.8 |

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

Total revenue increased \$ 6.6 million , or 2% (3% increase before the effect of foreign exchange), for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 . The increase in total revenue was driven by an increase in Americas total revenue of \$10.4 million , or 3% (both before and after the effect of foreign exchange), partially offset by a decrease in Non-Americas total revenue of \$3.8 million , or 5% (2% increase before the effect of foreign exchange).

We acquired a 100% equity interest in Dun & Bradstreet Credibility Corporation (“DBCC”) during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. In accordance with ASC 805, “Business Combinations,” deferred revenue at the acquisition date was recorded at fair value based on the estimated cost to provide the related services plus a reasonable profit margin on such costs. The impact of the deferred revenue fair value adjustment was a reduction of \$8.0 million for the three months ended September 30, 2015.

The increase in total revenue was primarily due to:

- Increased revenue associated with Credit-on-Self products and certain of our other Risk Management Solutions driven by our Emerging Business;
- Increased revenue through our DaaS CRM alliances and our D&B Direct offering; and
- Growth in our Integration Manager product;

partially offset by:

- The negative impact of foreign exchange;
- Decreased revenue of our DNBi and Hoover's subscription plans primarily due to a decline in sales in prior quarters; and
- More of our revenue is being deferred out as we shift more of our sales to newer, embedded products where revenue is recognized over time.

While revenue from our alliances continues to increase in the current period as compared to the prior year period, the rate of increase has been declining during 2016.

Customer Solution Sets

On a customer solution set basis, total revenue reflects:

- An \$8.5 million , or 3% increase (5% increase before the effect of foreign exchange), in Risk Management Solutions. The increase was driven by an increase in revenue in Americas of \$9.3 million , or 5% (both before and after the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$0.8 million , or 1% (5% increase before the effect of foreign exchange); and
- A \$1.9 million , or 1% decrease (less than 1% decrease before the effect of foreign exchange), in Sales & Marketing Solutions. The decrease was driven by a decrease in Non-Americas of \$3.0 million , or 18% (10% decrease before the effect of foreign exchange), partially offset by an increase in revenue in Americas of \$1.1 million , or 1% (both before and after the effect of foreign exchange).

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

Total revenue increased \$48.8 million , or 4% (5% increase before the effect of foreign exchange), for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 . The increase in total revenue was driven by an increase in Americas total revenue of \$62.7 million , or 7% (both before and after the effect of foreign exchange), partially offset by a decrease in Non-Americas total revenue of \$13.9 million , or 6% (2% decrease before the effect of foreign exchange).

We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. In accordance with ASC 805, "Business Combinations," deferred revenue at the acquisition date was recorded at fair value based on the estimated cost to provide the related services plus a reasonable profit margin on such costs. The impact of the deferred revenue fair value adjustment was a reduction of \$3.1 million and \$14.8 million for the nine months ended September 30, 2016 and 2015, respectively.

The increase in total revenue was primarily due to:

- Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015;
- Growth in our Integration Manager product driven by increased spend by a large customer;
- Increased revenue through our DaaS CRM alliances and our D&B Direct offering; and
- Increased revenue associated with Credit-on-Self products, driven by our Emerging Business;

partially offset by:

- Decreased revenue of our DNBI and Hoover's subscription plans primarily due to a decline in sales in prior quarters;
- The negative impact of foreign exchange; and
- More of our revenue is being deferred out as we shift more of our sales to newer, embedded products where revenue is recognized over time.

While revenue from our alliances continues to increase in the current period as compared to the prior year period, the rate of increase has been declining during 2016.

Customer Solution Sets

On a customer solution set basis, total revenue reflects:

- A \$30.5 million , or 4% increase (6% increase before the effect of foreign exchange), in Risk Management Solutions. The increase was driven by an increase in revenue in Americas of \$36.3 million , or 7% (both before and after the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$5.8 million , or 3% (1% increase before the effect of foreign exchange); and
- An \$18.3 million , or 4% increase (5% increase before the effect of foreign exchange), in Sales & Marketing Solutions. The increase was driven by an increase in revenue in Americas of \$26.4 million , or 7% (both before

and after the effect of foreign exchange), partially offset by a decrease in Non-Americas of \$8.1 million , or 18% (13% decrease before the effect of foreign exchange).

Recent Developments

United Kingdom's Proposed Exit from the European Union

In June 2016, voters in the United Kingdom (“U.K.”) approved a non-binding referendum in favor of the U.K.’s withdrawal from membership in the European Union (“EU”), which is commonly referred to as “Brexit.” An immediate consequence of the Brexit vote was an adverse impact to global markets, including currency markets which experienced a sharp drop in the value of the British pound. Longer term, Brexit will require negotiations regarding the future terms of the U.K.’s relationship with the EU, which could result in the U.K. losing access to certain aspects of the single EU market and the global trade deals negotiated by the EU on behalf of its members. The Brexit vote and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability and economic conditions in the U.K., the Eurozone, the EU and elsewhere. While we have not experienced any material impact from Brexit on our underlying business to date, we cannot predict its future implications, which will in part depend on the outcome of the trade negotiations referenced above. For the three year period 2013 through 2015, the U.K. contributed an annual average of approximately 8% of total company revenue and 11% of consolidated operating income. We expect a small effect on reported 2016 revenues from the strengthening of the dollar against other major currencies. See further discussion in “Liquidity”.

European Union Safe Harbor Ruling

In October 2015, the European Court of Justice invalidated the “Safe Harbor” framework as a means of transferring personally identifiable information from the EU to the U.S. Dun & Bradstreet had relied on Safe Harbor as the basis for transfers from the EU prior to the decision. Since that time, we have relied on alternative mechanisms. In July 2016, the EU and U.S. authorities reached an agreement on a replacement for Safe Harbor, called Privacy Shield. Dun & Bradstreet became certified under the Privacy Shield on September 26, 2016 and now relies on this certification for transfers from the EU to the U.S.

Shanghai Roadway D&B Marketing Services Co. Ltd.

On March 18, 2012, we announced we had temporarily suspended our Shanghai Roadway D&B Marketing Services Co. Ltd. (“Roadway”) operations in China, pending an investigation into allegations that its data collection practices may have violated local Chinese consumer data privacy laws. Thereafter, the Company decided to permanently cease the operations of Roadway. In addition, we have been reviewing certain allegations that we may have violated the Foreign Corrupt Practices Act and certain other laws in our China operations. As previously reported, we have voluntarily contacted the Securities and Exchange Commission (“SEC”) and the United States Department of Justice (“DOJ”) to advise both agencies of our investigation, and we are continuing to meet with representatives of both the SEC and DOJ in connection therewith. Our investigation remains ongoing and is being conducted at the direction of the Audit Committee.

On September 28, 2012, Roadway was charged in a Bill of Prosecution, along with five former employees, by the Shanghai District Prosecutor with illegally obtaining private information of Chinese citizens. On December 28, 2012, the Chinese court imposed a monetary fine on Roadway and fines and imprisonment on four former Roadway employees. A fifth former Roadway employee was separated from the case.

During the three month and nine month periods ended September 30, 2016 , we incurred \$0.4 million and \$1.6 million , respectively, of legal and other professional fees related to matters in China as compared to \$0.5 million and \$1.7 million of legal and other professional fees related to matters in China for the three month and nine month periods ended September 30, 2015 , respectively.

As our investigation and our discussions with both the SEC and DOJ are ongoing, we cannot yet predict the ultimate outcome of the matter or its ultimate impact on our business, financial condition or results of operations. Based on our discussions with the SEC and DOJ, including indications from the SEC of its estimate of the amount of net benefit potentially earned by the Company as a result of the challenged activities, we continue to believe that it is probable that the Company will incur a loss related to the government’s investigation. The DOJ also advised the Company in February 2015 that they will be proposing terms of a potential settlement, but we are unable to predict the timing or terms of any such proposal. We continue to have follow-up meetings with the SEC and DOJ, most recently meeting with the SEC in June 2016 and with the DOJ in October 2016, and the parties are still discussing the evidence and other factors to help bring this matter to resolution. In our June 2016 meetings with the SEC, the SEC provided us with its current net benefit calculations, but has not indicated whether it will impose additional penalties. In accordance with ASC 450, an amount in respect of this matter has been accrued in the consolidated financial statements in the second quarter of 2016. We are still in discussions with the DOJ to determine what

range of penalties the DOJ might propose. Accordingly, we remain unable at this time to reasonably estimate the final amount or ultimate range of any loss, although it is possible that the amount of such additional loss could be material.

Consolidated Operating Costs

The following table presents our consolidated operating costs and operating income for the three month and nine month periods ended September 30, 2016 and 2015 :

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-------------------------------------|--|----------|---|----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Operating Expenses | \$ 130.7 | \$ 132.4 | \$ 396.1 | \$ 399.8 |
| Selling and Administrative Expenses | 164.9 | 167.2 | 524.3 | 472.0 |
| Depreciation and Amortization | 17.2 | 16.1 | 50.9 | 42.6 |
| Restructuring Charge | 3.2 | 5.5 | 18.8 | 15.1 |
| Operating Costs | \$ 316.0 | \$ 321.2 | \$ 990.1 | \$ 929.5 |
| Operating Income | \$ 96.8 | \$ 85.0 | \$ 196.5 | \$ 208.3 |

Operating Expenses

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

Operating expenses decreased \$1.7 million , or 1% , for the three months ended September 30, 2016 , compared to the three months ended September 30, 2015 . The decrease was primarily due to the following:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and
- The positive impact of foreign exchange;

partially offset by:

- Increased costs in data and technology as a result of our strategic investments.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

Operating expenses decreased \$3.7 million , or 1% , for the nine months ended September 30, 2016 , compared to the nine months ended September 30, 2015 . The decrease was primarily due to the following:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and
- The positive impact of foreign exchange;

partially offset by:

- Increased costs in data and technology as a result of our strategic investments; and
- Increased costs associated with our acquisition of DBCC during the second quarter of 2015.

Selling and Administrative Expenses

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

Selling and administrative expenses decreased \$2.3 million , or 1% , for the three months ended September 30, 2016 , compared to the three months ended September 30, 2015 . The decrease was primarily due to:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and

- The positive impact of foreign exchange;

partially offset by:

- Increased costs in technology and product development as a result of our strategic investments.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

Selling and administrative expenses increased \$52.3 million, or 11%, for the nine months ended September 30, 2016, compared to the nine months ended September 30, 2015. The increase was primarily due to:

- Increased costs associated with our acquisition of DBCC during the second quarter of 2015;
- Increased costs associated with the accrual for legal matters recorded in the second quarter of 2016. See Note 7 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail; and
- Increased costs in technology and product development as a result of our strategic investments;

partially offset by:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and
- The positive impact of foreign exchange.

Matters Impacting Both Operating Expenses and Selling and Administrative Expenses

Pension, Postretirement and 401(k) Plan

We had net pension cost of \$1.8 million and \$3.9 million for the three month and nine month periods ended September 30, 2016, respectively, compared with \$4.6 million and \$13.6 million for the three month and nine month periods ended September 30, 2015, respectively. The pension cost in 2016 is favorably impacted by a change in accounting estimate. Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. For 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans' liability cash flows ("Spot Rate Approach"). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it is accounted as a change in accounting estimate which is applied prospectively. This change in estimate is expected to reduce our 2016 net pension cost by approximately \$14 million when compared to the prior estimate of approximately \$19 million discussed in our Annual Report on Form 10-K for the year ended December 31, 2015. The reduction in pension cost is primarily driven by the lower interest cost related to the U.S. Qualified Plan. The weighted average discount rate used to develop 2016 interest and service cost for the U.S. Qualified Plan under the spot rate approach is 3.04%. The weighted average discount rate used to measure the benefit obligation for the U.S. Qualified plan as of December 31, 2015 was 3.89%. The weighted average discount rate used to develop 2015 net pension cost for the U.S. Qualified Plan was 3.60%.

We had postretirement benefit income of \$0.5 million and \$1.5 million for the three month and nine month periods ended September 30, 2016, respectively, compared with \$0.6 million and \$1.2 million for the three month and nine month periods ended September 30, 2015, respectively. Higher postretirement benefit income for the nine months ended September 30, 2016 was primarily due to better actual plan experience in 2015 as well as a change in assumptions at December 31, 2015. In addition, we have changed the approach used to measure service and interest cost components of the postretirement benefit income to the spot rate approach effective January 1, 2016. For 2016 this change of estimate has resulted in lower service and interest cost for the postretirement benefit plan of \$0.1 million.

We had expense associated with our 401(k) Plan of \$2.4 million and \$9.1 million for the three month and nine month periods ended September 30, 2016, respectively, compared with \$2.3 million and \$8.2 million for the three month and nine month periods ended September 30, 2015, respectively. Higher expense in 2016 was primarily due to higher company matching

contributions associated with higher compensation for the three month and nine month periods ended September 30, 2016 as compared to the three month and nine month periods ended September 30, 2015.

Stock-Based Compensation

For the three month and nine month periods ended September 30, 2016, we recognized total stock-based compensation expense of \$5.7 million and \$15.4 million, respectively, compared to \$4.5 million and \$11.9 million for the three month and nine month periods ended September 30, 2015, respectively.

Expense associated with restricted stock unit programs was \$5.4 million and \$14.4 million for the three month and nine month periods ended September 30, 2016, respectively, compared to \$4.1 million and \$10.8 million for the three month and nine month periods ended September 30, 2015, respectively. The increase was primarily due to our increased use of performance-based restricted stock units, awards related to the 2015 acquisition of DBCC and NetProspect as well as higher 2015 forfeitures.

Expense associated with our Employee Stock Purchase Plan (“ESPP”) was \$0.3 million and \$0.9 million for the three month and nine month periods ended September 30, 2016, respectively, compared to \$0.2 million and \$0.7 million for the three month and nine month periods ended September 30, 2015, respectively. The increase was primarily due to the implementation in November 2015 of our new 2015 ESPP, which includes a lookback provision.

Expense associated with our stock option programs was less than \$0.1 million and \$0.1 million for the three month and nine month periods ended September 30, 2016, respectively, compared to \$0.2 million and \$0.4 million for the three month and nine month periods ended September 30, 2015, respectively.

We expect total equity-based compensation of approximately \$21 million for 2016. We consider these costs to be part of our compensation costs and, therefore, they are included in operating expenses and in selling and administrative expenses, based upon the classifications of the underlying compensation costs.

Depreciation and Amortization

Depreciation and amortization increased \$1.1 million, or 7%, for the three months ended September 30, 2016, respectively, as compared to the three months ended September 30, 2015. The increase in depreciation and amortization was primarily due to an increase in capital costs for investments to enhance our strategy.

Depreciation and amortization increased \$8.3 million, or 20%, for the nine months ended September 30, 2016, respectively, as compared to the nine months ended September 30, 2015. The increase in depreciation and amortization was primarily due to higher intangible amortization expense related to our acquisition of DBCC during the second quarter of 2015 and an increase in capital costs for investments to enhance our strategy.

Restructuring Charge

We incurred restructuring charges (which generally consist of employee severance and termination costs, contract terminations and/or costs to terminate lease obligations less assumed sublease income). These charges were incurred as a result of eliminating, consolidating, standardizing and/or automating our business functions.

Restructuring charges have been recorded in accordance with ASC 712-10, “Nonretirement Postemployment Benefits,” or “ASC 712-10” and/or ASC 420-10, “Exit or Disposal Cost Obligations,” or “ASC 420-10,” as appropriate.

We record severance costs provided under an ongoing benefit arrangement once they are both probable and estimable in accordance with the provisions of ASC 712-10.

We account for one-time termination benefits, contract terminations and/or costs to terminate lease obligations less assumed sublease income in accordance with ASC 420-10, which addresses financial accounting and reporting for costs associated with restructuring activities. Under ASC 420-10, we establish a liability for costs associated with an exit or disposal activity, including severance and lease termination obligations, and other related costs, when the liability is incurred, rather than at the date that we commit to an exit plan. We reassess the expected cost to complete the exit or disposal activities at the end of each reporting period and adjust our remaining estimated liabilities, if necessary.

The determination of when we accrue for severance costs and which standard applies depends on whether the termination benefits are provided under an ongoing arrangement as described in ASC 712-10 or under a one-time benefit arrangement as defined by ASC 420-10. Inherent in the estimation of the costs related to the restructurings are assessments related to the most likely expected outcome of the significant actions to accomplish the exit or disposal activities. In determining the charges related to the restructurings, we had to make estimates related to the expenses associated with the restructurings. These

estimates may vary significantly from actual costs depending, in part, upon factors that may be beyond our control. We will continue to review the status of our restructuring obligations on a quarterly basis and, if appropriate, record changes to these obligations in current operations based on management's most current estimates.

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

During the three months ended September 30, 2016 , we recorded a \$3.2 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$3.2 million in accordance with the provisions of ASC 712-10. Approximately 70 employees were impacted. Of these 70 employees, approximately 60 employees exited the Company by the end of the third quarter of 2016 , with the remaining primarily to exit by the end of the fourth quarter of 2016 . The cash payments for these employees will be substantially completed by the end of the first quarter of 2017 .

During the three months ended September 30, 2015 , we recorded a \$5.5 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$4.1 million in accordance with the provisions of ASC 712-10. Approximately 40 employees were impacted. Of these 40 employees, approximately 25 employees exited the Company by the end of the third quarter of 2015 , with the remaining primarily having exited by the end of the fourth quarter of 2015 . The cash payments for these employees were substantially completed by the end of the second quarter of 2016 ; and
- Contract termination, lease term obligations and other exit costs of \$1.4 million , including those to consolidate or close facilities.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

During the nine months ended September 30, 2016 , we recorded an \$18.8 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$18.8 million in accordance with the provisions of ASC 712-10. Approximately 325 employees were impacted. Of these 325 employees, approximately 315 employees exited the Company by the end of the third quarter of 2016 , with the remaining primarily to exit by the end of the fourth quarter of 2016 . The cash payments for these employees will be substantially completed by the end of the first quarter of 2017 .

During the nine months ended September 30, 2015 , we recorded a \$15.1 million restructuring charge. This charge is comprised of:

- Severance and termination costs of \$13.6 million in accordance with the provisions of ASC 712-10. Approximately 175 employees were impacted. Of these 175 employees, approximately 165 employees exited the Company by the end of the third quarter of 2015 , with the remaining primarily having exited by the end of the fourth quarter of 2015 . The cash payments for these employees were substantially completed by the end of the second quarter of 2016 ; and
- Contract termination, lease term obligations and other exit costs of \$1.5 million , including those to consolidate or close facilities.

Interest Income (Expense) — Net

The following table presents our “Interest Income (Expense) – Net” for the three month and nine month periods ended September 30, 2016 and 2015 :

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---------------------------------|--|-----------|---|-----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Interest Income | \$ 0.4 | \$ 0.3 | \$ 1.4 | \$ 1.1 |
| Interest Expense | (13.2) | (13.8) | (40.1) | (37.0) |
| Interest Income (Expense) – Net | \$ (12.8) | \$ (13.5) | \$ (38.7) | \$ (35.9) |

Interest income increased \$0.1 million and \$0.3 million for the three month and nine month periods ended September 30, 2016 , respectively, as compared to the three month and nine month periods ended September 30, 2015 . The increase in interest income was primarily attributable to higher average amounts of invested cash.

Interest expense decreased \$ 0.6 million for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015. The decrease in interest expense was primarily attributable to lower amounts of average debt outstanding. Interest expense increased \$3.1 million for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 . The increase in interest expense was primarily attributable to higher average interest rates on our outstanding debt balances.

Other Income (Expense) — Net

The following table presents our “Other Income (Expense) — Net” for the three month and nine month periods ended September 30, 2016 and 2015 :

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|--|----------|---|----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Loss on Sale of Businesses (a) | \$ (89.6) | \$ — | \$ (89.6) | \$ — |
| Effect of Legacy Tax Matters (b) | (1.7) | (7.0) | (1.7) | (6.9) |
| Miscellaneous Other Income (Expense) – Net (c) | (0.9) | (2.2) | (0.6) | (0.5) |
| Other Income (Expense) – Net | \$ (92.2) | \$ (9.2) | \$ (91.9) | \$ (7.4) |

- (a) Loss on Sale of Businesses increased during the three month and nine month periods ended September 30, 2016 as compared to the three month and nine month periods ended September 30, 2015 due to the divestitures of our operations in Benelux and Latin America. See Note 14 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail.
- (b) During the three month and nine month periods ended September 30, 2016, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2012 tax year. During the three month and nine month periods ended September 30, 2015, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2011 tax year.
- (c) Other Expense - Net decreased during the three months ended September 30, 2016 as compared to the three months ended September 30, 2015, primarily due to a loss on an investment that occurred in the prior year. Other Expense - Net increased during the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015, primarily due to a decrease in dividend income from our minority-interest investments.

Provision for Income Taxes

For the three months ended September 30, 2016 , our effective tax rate was (243.2)% as compared to 5.0% for the three months ended September 30, 2015 . The negative effect to the effective tax rate in 2016 is attributable to the loss on the divestiture of our operations in Benelux and Latin America, most of which is attributable to the release of a cumulative foreign

currency translation loss, that is not deductible for tax purposes. In addition, the current quarter's effective tax rate was negatively impacted by a lower tax benefit resulting from the release of reserves for uncertain tax positions in the current year period as compared to the prior year period. For the three months ended September 30, 2016, we released \$6.2 million compared with \$19.2 million for three months ended September 30, 2015 both primarily as a result of the expiration of statute of limitations for the 2012 and 2011 tax years, respectively. For the three months ended September 30, 2016, there are no known changes in our effective tax rate that either have had or that we expect may reasonably have a material impact on our operations or future performance.

For the nine months ended September 30, 2016, our effective tax rate was 68.4% as compared to 22.2% for the nine months ended September 30, 2015. The increase in the effective tax rate for 2016 is primarily attributable to: (i) the loss on the divestiture of our operations in Benelux and Latin America, most of which is attributable to the release of a cumulative foreign currency translation loss, that is not deductible for tax purposes; (ii) a non-deductible expense in the second quarter of 2016 related to the legal reserve associated with the ongoing SEC and DOJ investigation of our China operations; and (iii) a lower tax benefit recognized associated with the release of reserves for uncertain tax positions in the current year period (\$6.2 million during the nine month period ended September 30, 2016 compared to \$19.2 million for the prior year similar period) primarily due to the expiration of statute of limitations. For the nine months ended September 30, 2016, there are no known changes in our effective tax rate that either have had or that we expect may reasonably have a material impact on our operations or future performance.

Discontinued Operations

In June 2015, we divested our business in ANZ for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in Item 1. of this Quarterly Report on Form 10-Q. As of September 30, 2016, we received proceeds of \$159.7 million, inclusive of a working capital adjustment of \$0.7 million. During the third quarter of 2016, we recorded a loss on disposal of business of \$0.9 million reflecting the increase of escrow reserve. See Note 14 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail.

Earnings per Share

We assess if any of our share-based payment transactions are deemed participating securities prior to vesting and therefore need to be included in the earnings allocation when computing Earnings Per Share ("EPS") under the two-class method. The two-class method requires earnings to be allocated between common shareholders and holders of participating securities. All outstanding unvested share-based payment awards that contain non-forfeitable rights to dividends are considered to be a separate class of common stock and should be included in the calculation of basic and diluted EPS. Based on a review of our stock-based awards, we have determined that for each of the three month and nine month periods ended September 30, 2016 and 2015, none of our outstanding awards were deemed to be participating securities.

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed based on the weighted-average number of common shares outstanding plus the dilutive effect of common shares potentially issuable in connection with awards outstanding under our stock incentive plans (i.e., restricted stock units, stock options and contingently issuable shares) for the period. However, in the case of a net loss, the dilutive effect of the awards outstanding under our stock incentive plans are not included in the computation of the diluted loss per share as the effect of including these shares in the calculation would be anti-dilutive. The dilutive effect of awards outstanding under our stock incentive plans reflected in diluted earnings per share is calculated under the treasury stock method.

The following table sets forth our EPS for the three month and nine month periods ended September 30, 2016 and 2015 :

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|--|----------------|---|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Basic Earnings (Loss) Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.64 | \$ 0.56 | \$ 3.56 |
| Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.03) | (1.01) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | <u>\$ (0.80)</u> | <u>\$ 1.63</u> | <u>\$ 0.53</u> | <u>\$ 2.55</u> |
| Diluted Earnings (Loss) Per Share of Common Stock: | | | | |
| Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders | \$ (0.78) | \$ 1.63 | \$ 0.55 | \$ 3.53 |
| Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders | (0.02) | (0.01) | (0.02) | (1.00) |
| Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders | <u>\$ (0.80)</u> | <u>\$ 1.62</u> | <u>\$ 0.53</u> | <u>\$ 2.53</u> |

For the three months ended September 30, 2016 , both basic and diluted EPS attributable to Dun & Bradstreet common shareholders decreased compared with the three months ended September 30, 2015 . The decrease was due to the loss on divestitures of our operations in Benelux and Latin America primarily resulting from the release of a cumulative foreign currency translation loss. See Note 14 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail.

For the nine months ended September 30, 2016 , both basic and diluted EPS attributable to Dun & Bradstreet common shareholders decreased compared with the nine months ended September 30, 2015 . The decrease was due to the loss on divestitures of our operations in Benelux and Latin America primarily resulting from the release of a cumulative foreign currency translation loss as well as the accrual for legal matters recorded in the second quarter of 2016. See Note 14 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail on divestitures. See Note 7 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further detail on legal matters.

Segment Results

We manage and report our business through two segments:

- Americas (which consists of our operations in the U.S., Canada and Latin America (which we divested in September 2016)); and
- Non-Americas (which primarily consists of our operations in the U.K., the Netherlands (which we expect to divest in November 2016), Belgium (which we expect to divest in November 2016), Greater China, India and our Dun & Bradstreet Worldwide Network).

The segments reported below, Americas and Non-Americas, are our segments for which separate financial information is available, and upon which operating results are evaluated on a timely basis to assess performance and to allocate resources.

Americas

Americas is our largest segment, representing 82% of our total revenue for each of the three month and nine month periods ended September 30, 2016 , as compared to 81% and 80% of our total revenue for the three month and nine month periods ended September 30, 2015 , respectively.

The following table presents our Americas revenue by customer solution set and Americas operating income for the three month and nine month periods ended September 30, 2016 and 2015 :

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------------------|--|----------|---|----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Revenue: | | | | |
| Risk Management Solutions | \$ 203.6 | \$ 194.3 | \$ 565.4 | \$ 529.1 |
| Sales & Marketing Solutions | 135.2 | 134.1 | 409.5 | 383.1 |
| Americas Total Revenue | \$ 338.8 | \$ 328.4 | \$ 974.9 | \$ 912.2 |
| Operating Income | \$ 100.6 | \$ 86.4 | \$ 253.9 | \$ 221.5 |

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

Americas Overview

Americas total revenue increased \$ 10.4 million , or 3% (both before and after the effect of foreign exchange), for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 . We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. The impact of the deferred revenue fair value adjustment was a reduction of \$8.0 million for the three months ended September 30, 2015. See Note 13 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further details.

Americas Customer Solution Sets

On a customer solution set basis, the \$ 10.4 million increase in total revenue for the three months ended September 30, 2016 , as compared to the three months ended September 30, 2015 , reflects:

Risk Management Solutions

An increase in Risk Management Solutions of \$ 9.3 million , or 5% (both before and after the effect of foreign exchange) attributable to:

Trade Credit, which accounted for 65% of total Americas Risk Management Solutions, decreased less than 1% (both before and after the effect of foreign exchange) primarily attributable to:

- Decreased revenue associated with our legacy Trade Credit products; and
- Declining DNBi sales performance in prior quarters resulting in lower revenue in the third quarter of 2016 due to the ratable nature of DNBi. While DNBi retention continued to be in the low 90% range, and the increase in pricing continued to be in the low single digits, we were not generating enough new customers to offset normal attrition;

partially offset by:

- Increased revenue associated with certain of our other Risk Management Solutions driven by our Emerging Business.

Other Enterprise Risk Management, which accounted for 35% of total Americas Risk Management Solutions, increased 16% (both before and after the effect of foreign exchange), primarily due to:

- Increased revenue associated with Credit-on-Self products, driven by our Emerging Business; and
- Increased revenue from other usage based solutions such as D&B Direct.

Sales & Marketing Solutions

An increase in Sales & Marketing Solutions of \$ 1.1 million , or 1% (both before and after the effect of foreign exchange) primarily attributable to:

Traditional Prospecting Solutions, which accounted for 28% of total Americas Sales & Marketing Solutions, decreased 2% (both before and after the effect of foreign exchange) reflecting decreased revenue in Hoover's, primarily due to declining sales performance in prior quarters, driven by reduced customer spend and competitive pressures.

Advanced Marketing Solutions, which accounted for 72% of total Americas Sales & Marketing Solutions, increased 2% (both before and after the effect of foreign exchange). The increase was primarily due to:

- Increased revenue through our DaaS CRM alliances and our D&B Direct offering; and
- Growth in our Integration Manager product, as well as our Audience Solutions, which is a new product offering;

partially offset by:

- Decline in our Optimizer product driven by contract timing and migration to our D&B Direct offering.

Americas Operating Income

Americas operating income for the three months ended September 30, 2016 was \$ 100.6 million , compared to \$ 86.4 million for the three months ended September 30, 2015 , an increase of \$ 14.2 million , or 16% . The increase in operating income was primarily attributable to:

- Increased revenue; and
- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

Americas Overview

Americas total revenue increased \$ 62.7 million , or 7% (both before and after the effect of foreign exchange), for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 . We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. The impact of the deferred revenue fair value adjustment was a reduction of \$3.1 million and \$14.8 million for the nine months ended September 30, 2016 and 2015, respectively. See Note 13 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q for further details.

Americas Customer Solution Sets

On a customer solution set basis, the \$ 62.7 million increase in total revenue for the nine months ended September 30, 2016 , as compared to the nine months ended September 30, 2015 , reflects:

Risk Management Solutions

An increase in Risk Management Solutions of \$ 36.3 million , or 7% (both before and after the effect of foreign exchange) attributable to:

Trade Credit, which accounted for 68% of total Americas Risk Management Solutions, decreased 2% (both before and after the effect of foreign exchange) primarily attributable to:

- Decreased revenue associated with our legacy Trade Credit products; and
- Declining DNBi sales performance in prior quarters resulting in lower revenue in the nine months of 2016 due to the ratable nature of DNBi. While DNBi retention continued to be in the low 90% range, and the increase in pricing continued to be in the low single digits, we were not generating enough new customers to offset normal attrition;

partially offset by:

- Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment.

Other Enterprise Risk Management, which accounted for 32% of total Americas Risk Management Solutions, increased 32% (33% increase before the effect of foreign exchange), primarily due to:

- Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment;
- Increased revenue from other usage based solutions such as D&B Direct; and
- Increased revenue associated with Supply Management Solutions.

Sales & Marketing Solutions

An increase in Sales & Marketing Solutions of \$ 26.4 million , or 7% (both before and after the effect of foreign exchange) primarily attributable to:

Traditional Prospecting Solutions, which accounted for 26% of total Americas Sales & Marketing Solutions, increased 4% (both before and after the effect of foreign exchange) reflecting:

- Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment;

partially offset by:

- Decreased revenue in Hoover's, primarily due to declining sales performance in prior quarters, driven by reduced customer spend and competitive pressures; and
- Decreased revenue in our education marketing business due to lower customer spend.

Advanced Marketing Solutions, which accounted for 74% of total Americas Sales & Marketing Solutions, increased 8% (both before and after the effect of foreign exchange). The increase was primarily due to:

- Growth in our Integration Manager product driven by increased spend by a large customer;
- Increased revenue through our DaaS CRM alliances and our D&B Direct offering; and
- Increased revenue from our NetProspex solutions, as well as our Audience Solutions, which is a new product offering;

partially offset by:

- Decline in our Optimizer product driven by contract timing and migration to our D&B Direct offering.

Americas Operating Income

Americas operating income for the nine months ended September 30, 2016 was \$253.9 million , compared to \$221.5 million for the nine months ended September 30, 2015 , an increase of \$32.4 million , or 15% . The increase in operating income was primarily attributable to:

- Increased revenue due to the impact of the acquisition of DBCC during the second quarter of 2015, as well as revenue growth from our existing business; and
- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016;

partially offset by:

- Increased costs (e.g., amortization of intangibles) as a result of the acquisition of DBCC during the second quarter of 2015.

Non-Americas

Non-Americas represented 18% of our total revenue for each of the three month and nine month periods ended September 30, 2016 , as compared to 19% and 20% of our total revenue for the three month and nine month periods ended September 30, 2015 , respectively.

The following table presents our Non-Americas revenue by customer solution set and Non-Americas operating income for the three month and nine month periods ended September 30, 2016 and 2015 .

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------------------|---|---------|--|----------|
| | 2016 | 2015 | 2016 | 2015 |
| | (Amounts in millions) | | (Amounts in millions) | |
| Revenue: | | | | |
| Risk Management Solutions | \$ 60.3 | \$ 61.1 | \$ 175.0 | \$ 180.8 |
| Sales & Marketing Solutions | 13.7 | 16.7 | 36.7 | 44.8 |
| Non-Americas Total Revenue | \$ 74.0 | \$ 77.8 | \$ 211.7 | \$ 225.6 |
| Operating Income | \$ 20.0 | \$ 22.8 | \$ 47.2 | \$ 63.4 |

Three Months Ended September 30, 2016 vs. Three Months Ended September 30, 2015

Non-Americas Overview

Non-Americas total revenue decreased \$3.8 million , or 5% (2% increase before the effect of foreign exchange), for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 .

Non-Americas Customer Solution Sets

On a customer solution set basis, the \$3.8 million decrease in Non-Americas total revenue for the three months ended September 30, 2016 , as compared to the three months ended September 30, 2015 , reflects:

Risk Management Solutions

A decrease in Risk Management Solutions of \$0.8 million , or 1% (5% increase before the effect of foreign exchange) primarily due to:

Trade Credit, which accounted for 72% of total Non-Americas Risk Management Solutions, decreased 6% (1% increase before the effect of foreign exchange) primarily attributable to:

- The negative impact of foreign exchange; and
- Decreased transactional usage and project revenue of various risk products in most markets;

partially offset by:

- An increase in purchases by our Worldwide Network partners primarily for technology and fulfillment services.

Other Enterprise Risk Management, which accounted for 28% of total Non-Americas Risk Management Solutions, increased 12% (20% increase before the effect of foreign exchange) primarily attributable to:

- Increased usage of various risk products across most markets, by new and existing customers;

partially offset by:

- The negative impact of foreign exchange.

Sales & Marketing Solutions

A decrease in Sales & Marketing Solutions of \$3.0 million , or 18% (10% decrease before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 31% of total Non-Americas Sales & Marketing Solutions, decreased 8% (2% decrease before the effect of foreign exchange) primarily attributable to the negative impact of foreign exchange and decreased project revenue in our marketing business in certain markets.

Advanced Marketing Solutions, which accounted for 69% of total Non-Americas Sales & Marketing Solutions, decreased 22% (13% decrease before the effect of foreign exchange) primarily attributed to decreased project revenue in most of our markets and the negative impact of foreign exchange.

Non-Americas Operating Income

Non-Americas operating income for the three months ended September 30, 2016 was \$20.0 million , compared to \$22.8 million for the three months ended September 30, 2015 , a decrease of \$2.8 million , or 12% . The decrease was primarily due to increased compensation, technology and data expense as well as the negative impact of foreign exchange.

Nine Months Ended September 30, 2016 vs. Nine Months Ended September 30, 2015

Non-Americas Overview

Non-Americas total revenue decreased \$13.9 million , or 6% (2% decrease before the effect of foreign exchange), for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 .

Non-Americas Customer Solution Sets

On a customer solution set basis, the \$13.9 million decrease in Non-Americas total revenue for the nine months ended September 30, 2016 , as compared to the nine months ended September 30, 2015 , reflects:

Risk Management Solutions

A decrease in Risk Management Solutions of \$5.8 million , or 3% (1% increase before the effect of foreign exchange) primarily due to:

Trade Credit, which accounted for 72% of total Non-Americas Risk Management Solutions, decreased 7% (3% decrease before the effect of foreign exchange) primarily attributable to:

- Decreased transactional usage and decreased project revenue of various risk products in most markets; and
- The negative impact of foreign exchange;

partially offset by:

- An increase in purchases by our Worldwide Network partners primarily for technology and fulfillment services.

Other Enterprise Risk Management, which accounted for 28% of total Non-Americas Risk Management Solutions, increased 9% (14% increase before the effect of foreign exchange) primarily attributable to:

- Increased usage of various risk products across most markets, by new and existing customers; and
- An increase in purchases by our Worldwide Network partners primarily for brand and product usage;

partially offset by:

- The negative impact of foreign exchange.

Sales & Marketing Solutions

A decrease in Sales & Marketing Solutions of \$8.1 million , or 18% (13% decrease before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 32% of total Non-Americas Sales & Marketing Solutions, decreased 9% (4% decrease before the effect of foreign exchange) primarily attributable to decreased project revenue in our marketing business in certain markets and the negative impact of foreign exchange.

Advanced Marketing Solutions, which accounted for 68% of total Non-Americas Sales & Marketing Solutions, decreased 22% (16% decrease before the effect of foreign exchange) primarily attributed to:

- Decreased project revenue primarily due to our decision to end the relationship with a competitor in Europe who was buying our data; and
- The negative impact of foreign exchange;

partially offset by:

- An increase in purchases by our Worldwide Network partners primarily for fulfillment services and product usage.

Non-Americas Operating Income

Non-Americas operating income for the nine months ended September 30, 2016 was \$47.2 million, compared to \$63.4 million for the nine months ended September 30, 2015, a decrease of \$16.2 million, or 26%. The decrease was primarily due to decreased revenue, increased compensation, technology and data costs as well as the negative impact of foreign exchange.

Forward-Looking Statements

We may from time to time make written or oral “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements contained in filings with the Securities and Exchange Commission, in reports to shareholders and in press releases and investor Web casts. These forward-looking statements include, without limitation, any statements related to financial guidance or strategic goals. These forward-looking statements can also be identified by the use of words like “anticipates,” “aspirations,” “believes,” “commits,” “continues,” “estimates,” “expects,” “goals,” “guidance,” “intends,” “plans,” “projects,” “strategy,” “targets,” “will” and other words of similar meaning. They can also be identified by the fact that they do not relate strictly to historical or current facts.

We cannot guarantee that any forward-looking statement will be realized. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements and whether to invest in, or remain invested in, our securities.

In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, we are identifying the following important factors that, individually or in the aggregate, could cause actual results to differ materially from those contained in any forward-looking statements made by us; any such statement is qualified by reference to the following cautionary factors: (i) reliance on third parties to support critical components of our business model; (ii) our ability to protect our information technology infrastructure against cyber attack and unauthorized access; (iii) risks associated with potential violations of the Foreign Corrupt Practices Act and similar laws; (iv) customer demand for our products; (v) the successful implementation of our business strategy; (vi) the integrity and security of our global database and data centers; (vii) our ability to maintain the integrity of our brand and reputation; (viii) our ability to renew large contracts and the related revenue recognition and timing thereof; (ix) the impact of macro-economic challenges on our customers and vendors; (x) future laws or regulations with respect to the collection, compilation, storage, use, cross-border transfer and/or publication of information and adverse publicity or litigation concerning the commercial use of such information; (xi) our ability to acquire and successfully integrate other businesses, products and technologies; (xii) adherence by third-party members of our Dun & Bradstreet Worldwide Network, or other third parties who license and sell under the Dun & Bradstreet name, to our quality standards and to the renewal of their agreements with Dun & Bradstreet; (xiii) the effects of foreign and evolving economies, exchange rate fluctuations, legislative or regulatory requirements and the implementation or modification of fees or taxes to collect, compile, store, use, transfer cross-border and/or publish data; and (xiv) the other factors described under the headings “Risk Factors,” “Management’s Discussion and Analysis,” “Legal Proceedings” and elsewhere in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K, our other Quarterly Reports on Form 10-Q and the Company’s other reports or documents filed or furnished with the Securities and Exchange Commission.

It should be understood that it is not possible to predict or identify all risk factors. Consequently, the above list of important factors and the Risk Factors discussed in Item 1A. of our Annual Report on Form 10-K and in our Quarterly Reports on Form 10-Q should not be considered to be a complete discussion of all of our potential trends, risks and uncertainties. Except as otherwise required by federal securities laws, we do not undertake any obligation to update any forward-looking statement we may make from time-to-time.

Liquidity and Financial Position

In connection with our commitment to delivering Total Shareholder Return, we will remain disciplined in the use of our shareholders’ cash, maintaining three key priorities for the use of this cash:

- First, making ongoing investments in the business to drive organic growth;

- Second, investing in acquisitions that we believe will be value-accretive to enhance our capabilities and accelerate our growth; and
- Third, continuing to return cash to shareholders.

We believe that cash provided by operating activities, supplemented as needed with available financing arrangements, is sufficient to meet our short-term needs (12 months or less), including restructuring charges, our capital investments, contractual obligations and contingencies (see Note 7 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q), excluding the legal matters identified in such note for which exposures cannot be estimated or are not probable. We have the ability to access the short-term borrowings market to supplement the seasonality in the timing of receipts in order to fund our working capital needs. Such borrowings would be supported by our \$1 billion revolving credit facility, when needed. Our future capital requirements will depend on many factors that are difficult to predict, including the size, timing and structure of any future acquisitions, future capital investments, the ultimate resolution of issues arising from the investigations regarding potential Foreign Corrupt Practices Act (“FCPA”) violations in our China operations and future results of operations.

In June 2016, voters in the United Kingdom (“U.K.”) approved a non-binding referendum in favor of the U.K.’s withdrawal from membership in the European Union (“EU”), which is commonly referred to as “Brexit.” An immediate consequence of the Brexit vote was an adverse impact to global markets, including currency markets which experienced a sharp drop in the value of the British pound. Longer term, Brexit will require negotiations regarding the future terms of the U.K.’s relationship with the EU, which could result in the U.K. losing access to certain aspects of the single EU market and the global trade deals negotiated by the EU on behalf of its members. The Brexit vote and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability and economic conditions in the U.K., the Eurozone, the EU and elsewhere. Our liquidity has not been impacted by the current credit environment and management does not expect that it will be materially impacted in the near future. Management continues to closely monitor our liquidity, the credit markets and our financial counterparties. However, management cannot predict with any certainty the impact to us of any further disruption in the credit environment.

Our \$1 billion revolving credit facility, which matures July 2019, requires the maintenance of interest coverage and total debt to Earnings Before Income Taxes, Depreciation and Amortization (“EBITDA”) ratios which are defined in the credit agreement. On May 14, 2015, we amended the facility to modify the total debt to EBITDA ratio from 4.0:1.0 to 4.5:1.0 for any fiscal quarter that ends before December 31, 2016. For fiscal quarters ending on or after December 31, 2016, the total debt to EBITDA ratio will return to 4.0:1.0. We were in compliance with the \$1 billion revolving credit facility financial and non-financial covenants at September 30, 2016 and at September 30, 2015. At September 30, 2016 and September 30, 2015, we had \$184.8 million and \$412.9 million, respectively, in borrowings outstanding under our \$1 billion revolving credit facility.

As of September 30, 2016, \$321.4 million of our \$327.3 million cash and cash equivalents on the unaudited consolidated balance sheet was held by our foreign operations. We maintain the \$321.4 million foreign cash and cash equivalents balance within our foreign operations since we have sufficient liquidity in the United States to satisfy our ongoing domestic funding requirements. The cash held by foreign subsidiaries, excluding those subsidiaries classified as assets held for sale, is permanently invested overseas and is generally used to finance the subsidiaries' operational activities and future foreign investments. In the third quarter of 2016, we have classified our operations in Benelux and Latin America as assets held for sale in connection with their announced divestitures.

Cash Provided by Operating Activities from Continuing Operations

Net cash provided by operating activities was \$280.0 million and \$283.5 million for the nine months ended September 30, 2016 and 2015, respectively. The \$3.5 million decrease was driven by:

- Increased restructuring payments as compared to the prior year; and
- Increased interest payments as compared to the prior year;

partially offset by:

- The net decrease in other working capital during the period.

Cash Used in Investing Activities from Continuing Operations

Net cash used in investing activities was \$56.0 million for the nine months ended September 30, 2016, as compared to net cash used in investing activities of \$352.7 million for the nine months ended September 30, 2015. The \$296.7 million improvement was driven by:

- Payment of \$444.2 million in the prior year period for the acquisition of Dun & Bradstreet Credibility Corp (“DBCC”) for \$320.0 million and NetProspex for \$124.2 million. See Note 13 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q;

partially offset by:

- Proceeds of \$159.7 million from the sale of our business in Australia and New Zealand (“ANZ”) during the prior year period. See Note 14 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q.

Cash (Used in) Provided by Financing Activities from Continuing Operations

Net cash used in financing activities was \$219.0 million for the nine months ended September 30, 2016, as compared to cash provided by financing activities of \$61.7 million for the nine months ended September 30, 2015. As set forth below, this \$280.7 million change primarily relates to contractual obligations, partially offset by proceeds from our stock-based programs, as discussed below.

Contractual Obligations

Debt

In June 2015, we issued senior notes with a face value of \$300 million that mature on June 15, 2020 (the “2020 notes”), bearing interest at a fixed annual rate of 4.00%, payable semi-annually. We did not issue any senior notes during the nine months ended September 30, 2016.

Term Loan Facility

On May 14, 2015, we entered into a delayed draw unsecured term loan facility which provided for borrowings in the form of up to two drawdowns in an aggregate principal amount of up to \$400 million at any time up to and including November 15, 2015 (the “term loan facility”). The term loan facility matures five years from the date of the initial drawdown. Proceeds under the term loan facility were designated to be used for general corporate purposes including the refinancing of the 2.875% senior notes that matured in November 2015 and the repayment of borrowings outstanding under the \$1 billion revolving credit facility. Borrowings under the term loan facility bear interest at a rate of LIBOR plus a spread of 137.5 basis points. Our initial draw down under the term loan facility in the amount of \$400 million was made in November 2015, establishing a facility maturity of November 2020. We also committed to repay the borrowings in prescribed installments over the five year period. We made a scheduled repayment of \$15.0 million during the nine months ended September 30, 2016. We had \$380.0 million of borrowings outstanding under the term loan facility at September 30, 2016, of which \$20 million and \$360.0 million were classified within “Short-Term Debt” and “Long-Term Debt”, respectively. The associated weighted average interest rate was 1.90%.

The term loan facility requires the maintenance of interest coverage and total debt to EBITDA ratios, which are defined in the term loan facility credit agreement and which are generally identical to those contained in the \$1 billion revolving credit facility. We were in compliance with the term loan facility financial and non-financial covenants at September 30, 2016.

Revolving Credit Facility

We had \$184.8 million and \$412.9 million of borrowings outstanding under the \$1 billion revolving credit facility at September 30, 2016 and 2015, respectively. We borrowed under this facility from time to time during the nine months ended September 30, 2016 and 2015 to supplement the timing of receipts in order to fund our working capital needs. During the nine months ended September 30, 2015 we also accessed the facility to fund our purchase of NetProspex and a portion of the consideration for our purchase of DBCC.

Stock-based Programs

For the nine months ended September 30, 2016, net proceeds from our stock-based programs were \$42.3 million compared with \$7.3 million for the nine months ended September 30, 2015. The increase was primarily driven by higher stock option exercise activity in 2016 as compared to 2015.

Future Liquidity—Sources and Uses of Funds

Share Repurchase Programs

In August 2014, our Board of Directors approved a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and Employee Stock Purchase Program, and to be used for discretionary share repurchases from time to time. The \$100 million share repurchase program will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of September 30, 2016, we had not yet commenced share repurchases under this program.

Dividends

In October 2016, the Board of Directors approved the declaration of a dividend of \$0.4825 per share of common stock for the fourth quarter of 2016. This cash dividend will be payable on December 9, 2016 to shareholders of record at the close of business on November 23, 2016.

Commercial Paper Program

We maintain an \$800 million commercial paper program which is supported by our \$1 billion revolving credit facility. Under this program, we may issue from time to time unsecured promissory notes in the commercial paper market in private placements exempt from registration under the Securities Act of 1933, as amended, for a cumulative face amount not to exceed \$800 million outstanding at any one time and with maturities not exceeding 364 days from the date of issuance. Outstanding commercial paper effectively reduces the amount available for borrowing under the \$1 billion revolving credit facility. We did not have any borrowings outstanding under the \$800 million commercial paper program as of September 30, 2016 and September 30, 2015.

Potential Payments in Legal Matters

We are involved in certain legal proceedings, claims and litigation arising in the ordinary course of business. These matters are at various stages of resolution, but could ultimately result in significant cash payments as described in Note 7 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q. We believe we have adequate reserves recorded in the unaudited consolidated financial statements for our current exposures in these matters, where applicable, as described herein.

Unrecognized Tax Benefits

We have a total amount of unrecognized tax benefits of \$5.6 million as of September 30, 2016. Although we do not anticipate payments within the next twelve months for these matters, these could require the aggregate use of cash totaling approximately \$3.5 million as of such date.

Off-Balance Sheet Arrangements

We do not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements except for those disclosed in Note 7 to our consolidated financial statements included in Item 8. of our Annual Report on Form 10-K for the year ended December 31, 2015.

Fair Value Measurements

Our non-recurring non-financial assets and liabilities include long-lived assets held and used, goodwill and intangible assets. These assets are recognized at fair value when they are deemed to be impaired.

As of September 30, 2016, the fair value of the contingent consideration associated with our DBCC acquisition was measured utilizing Level III inputs. See Note 13 to the unaudited consolidated financial statements included in Item 1. of this Quarterly Report on Form 10-Q. In addition, the fair value of our real estate funds within our pension plans was measured utilizing Level III inputs.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our market risks primarily consist of the impact of changes in currency exchange rates on assets and liabilities, the impact of changes in the market value of certain of our investments and the impact of changes in interest rates on our borrowing costs and fair value calculations. As of September 30, 2016, no material change had occurred in our market risks, compared with the

disclosure in our Annual Report on Form 10-K for the year ended December 31, 2015 included in Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Item 4. Controls and Procedures.

We evaluated the effectiveness of our disclosure controls and procedures (“Disclosure Controls”) as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”) as of the end of the period covered by this report. This evaluation (“Controls Evaluation”) was done with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”).

Disclosure Controls are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our Disclosure Controls or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Dun & Bradstreet have been detected. Judgments in decision-making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by individual acts, by collusion of two or more people, or by management override. The design of a control system is also based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected. Our Disclosure Controls are designed to provide reasonable assurance of achieving their objectives.

Conclusions Regarding Disclosure Controls

Based upon our Controls Evaluation, our CEO and CFO have concluded that as of the end of the quarter ended September 30, 2016, our Disclosure Controls are effective at a reasonable assurance level.

Change in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the third quarter of 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information in response to this Item is included in “Part I — Item 1. — Note 7 — Contingencies” and is incorporated by reference into Part II of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

We have updated the following Risk Factor with respect to our alliances as follows:

If we cannot successfully execute on our strategy, our long-term business and financial results may be adversely impacted and we may not meet the financial guidance that we provide publicly.

In February 2014, we announced a new strategy designed to drive long term sustainable growth as one global company delivering indispensable content through modern channels to serve new customer needs. We may not be able to implement our strategic initiatives in accordance with our expectations, which may result in an adverse impact on our business and financial results. These strategic initiatives, which are designed to create long term shareholder value, include:

- Investing in content indispensable to our customers’ growth. We are improving the quality and consistency of our data around the globe, developing new analytic tools and scores to improve the predictive capability of our content, and cultivating new proprietary data sources and acquiring companies and other third party sources of data to combine with our existing data;
- Modernizing content delivery by transitioning from older, traditional platforms to more agile and customer-friendly approaches leveraging API connectors, mobile, social and cloud technologies and focusing on alliance and third party distribution in addition to our own products;
- Globalizing the business, moving from a regional “market” structure to an integrated global organization. As part of this transformation we intend to expand upon our relationships with our large, strategic customers, many of which also have global operations. This globalization of our business will be supported by our Worldwide Network partners;
- Modernizing our brand, making sure that it is understood for what Dun & Bradstreet is becoming, not just for what it has been; and
- Creating an outside-in, forward leaning culture with a team that is externally focused, and plugged into our customers’ needs and the markets in which we operate.

The success of our strategy is dependent upon the successful achievement of each of these initiatives. As an organization, we may not have the capacity or ability to successfully accomplish all of these initiatives in the timeframe we desire, or at all. Each of these initiatives is complex and will require a continued commitment to investment. In addition, the success of our strategic initiatives depends in part upon parties whom we do not control. For example, each year we negotiate new multi-year arrangements, or the renewal of existing arrangements, with alliance partners and other third parties in order to modernize our content delivery. If our larger alliance partners or third parties fail to renew their arrangements with us, or they are unable to successfully fulfill their obligations, it could have a negative impact on our business and financial results. Furthermore, we cannot be certain that even upon accomplishing these initiatives, we will continue to meet our customers’ changing needs, which could significantly harm our business and financial results.

In addition, we provide financial guidance and metrics to the public which are based, among other things, upon our assumptions regarding our expected financial performance. These include, for example, assumptions regarding our ability to grow core revenue and operating income, and to achieve desired tax rates and to generate free cash flow. In addition, we evaluate sales, which represents the value of committed contracts, as a measure of how we are performing against our strategic initiatives. We believe that our financial guidance and these metrics provide our investors and analysts with a better understanding of our view of our near-term financial performance. Such financial guidance and metrics may not always be accurate, due to our inability to meet the assumptions we make and the impact on our financial performance that could occur as a result of the various risks and uncertainties to our business as set forth in these risk factors and in our public filings with the SEC or otherwise. Our focus on, and dedication of resources to, achieving our strategy in order to drive long-term sustainable growth, or a failure to effectively implement our strategy, could further impact our ability to meet our financial guidance or our metrics in a given year. If we fail to meet the financial guidance that we provide or if we find it necessary to revise such guidance as we conduct our operations throughout the year, or if we fail to achieve sufficient performance against the metrics

we have provided externally, such as sales, the market value of our common stock or other securities could be materially adversely affected.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about purchases made by or on behalf of the Company or our affiliated purchasers during the quarter ended September 30, 2016, of shares of equity that are registered by the Company pursuant to Section 12 of the Exchange Act.

| Period | Total Number of Shares Purchased (a) | Average Price Paid Per Share | Total Number of Shares Purchased as part of Publicly Announced Plans or Programs (a) | Approximate Dollar Value of Currently Authorized Shares that May Yet Be Purchased Under the Plans or Programs (a) |
|---|--|------------------------------------|--|---|
| (Dollar amounts in millions, except share data) | | | | |
| July 1 - 31, 2016 | — | \$ — | — | \$ — |
| August 1 - 31, 2016 | — | \$ — | — | \$ — |
| September 1 - 30, 2016 | — | \$ — | — | \$ — |
| | <u>—</u> | <u>\$ —</u> | <u>—</u> | <u>\$ 100.0</u> |

(a) In August 2014, our Board of Directors approved a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and Employee Stock Purchase Program, and to be used for discretionary share repurchases from time to time. The \$100 million share repurchase program will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of September 30, 2016, we had not yet commenced share repurchases under this program.

Item 6. Exhibits

| | |
|--------------|---|
| Exhibit 10.1 | Form of Indemnification Agreement, as revised on October 18, 2016. |
| Exhibit 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 101 | The following financial information from The Dun & Bradstreet Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited), (ii) the Consolidated Balance Sheets (Unaudited), (iii) the Consolidated Statements of Cash Flows (Unaudited), (iv) the Consolidated Statements of Shareholders' Equity (Deficit) (Unaudited), and (v) the Notes to Consolidated Financial Statements (Unaudited). |

INDEMNIFICATION AGREEMENT

This Indemnification Agreement (the “Agreement”), dated as of _____, is made by and between THE DUN & BRADSTREET CORPORATION, a Delaware corporation (the “Corporation”) and _____ (the “Indemnitee”).

RECITALS

- A. The Corporation recognizes that competent and experienced persons are increasingly reluctant to serve or to continue to serve as directors or officers of corporations unless they are protected by comprehensive liability insurance or indemnification, or both, due to increased exposure to litigation costs and risks resulting from their service to such corporations, and due to the fact that the exposure frequently bears no reasonable relationship to the compensation of such directors and officers;
- B. The statutes and judicial decisions regarding the duties of directors and officers are often difficult to apply, ambiguous, or conflicting, and therefore fail to provide such directors and officers with adequate, reliable knowledge of legal risks to which they are exposed or information regarding the proper course of action to take;
- C. The Corporation and Indemnitee recognize that plaintiffs often seek damages in such large amounts and the costs of litigation may be so enormous (whether or not the case is meritorious), that the defense and/or settlement of such litigation is often beyond the personal resources of directors and officers;
- D. The Corporation, after reasonable investigation, has determined that the liability insurance coverage presently available to the Corporation may be inadequate in certain circumstances to cover all possible exposure for which Indemnitee should be protected. The Corporation believes that the interests of the Corporation and its stockholders would best be served by a combination of such insurance and the indemnification by the Corporation of the directors and officers of the Corporation;
- E. The Corporation’s Restated Certificate of Incorporation (the “Certificate of Incorporation”), requires the Corporation to indemnify its directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware (the “DGCL”). The Certificate of Incorporation expressly provides that the indemnification provisions set forth therein are not exclusive, and contemplate that contracts may be entered into between the Corporation and its directors and officers with respect to indemnification;
- F. Section 145 of the DGCL (“Section 145”), under which the Corporation is organized, empowers the Corporation to indemnify its officers, directors, employees and agents by agreement and to indemnify persons who serve, at the request of the Corporation, as the directors, officers, employees or agents of other corporations or enterprises, and expressly provides that the indemnification provided by Section 145 is not exclusive;
- G. The Board of Directors has determined that contractual indemnification as set forth herein is not only reasonable and prudent but also promotes the best interests of the Corporation and its stockholders;
- H. The Corporation desires and has requested Indemnitee to serve or continue to serve as a director, officer, employee or agent of the Corporation and/or one or more subsidiaries or affiliates of
-

the Corporation free from undue concern for unwarranted claims for damages arising out of or related to such services to the Corporation and/or one or more subsidiaries or affiliates of the Corporation; and

I. Indemnitee is willing to serve, continue to serve or to provide additional service for or on behalf of the Corporation on the condition that Indemnitee is furnished the indemnity provided for herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

Section 1. Generally.

To the fullest extent permitted by the laws of the State of Delaware:

(a) The Corporation shall indemnify Indemnitee if Indemnitee was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that Indemnitee is or was or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of the Corporation, or while serving as a director or officer of the Corporation, is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent (which, for purposes hereof, shall include a trustee, partner or manager or similar capacity) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity.

(b) The indemnification provided by this Section 1 shall be from and against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with such action, suit or proceeding and any appeal therefrom, but shall only be provided if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action, suit or proceeding, had no reasonable cause to believe Indemnitee's conduct was unlawful.

(c) Notwithstanding the foregoing provisions of this Section 1, in the case of any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that Indemnitee is or was a director, officer, employee or agent of the Corporation, or while serving as a director or officer of the Corporation, is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, no indemnification shall be made in respect of any claim, issue or matter as to which Indemnitee shall have been adjudged to be liable to the Corporation unless, and only to the extent that, the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

(d) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that Indemnitee did not act in good faith and in a manner which Indemnitee reasonably believed to be in

or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that Indemnitee's conduct was unlawful.

Section 2. Successful Defense; Partial Indemnification. To the extent that Indemnitee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 hereof or in defense of any claim, issue or matter therein, Indemnitee shall be indemnified against expenses actually and reasonably incurred in connection therewith. For purposes of this Agreement and without limiting the foregoing, if any action, suit or proceeding is disposed of, on the merits or otherwise (including a disposition without prejudice), without (i) the disposition being adverse to Indemnitee, (ii) an adjudication that Indemnitee was liable to the Corporation, (iii) a plea of guilty or nolo contendere by Indemnitee, (iv) an adjudication that Indemnitee did not act in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and (v) with respect to any criminal proceeding, an adjudication that Indemnitee had reasonable cause to believe Indemnitee's conduct was unlawful, Indemnitee shall be considered for the purposes hereof to have been wholly successful with respect thereto.

If Indemnitee is entitled under any provision of this Agreement to indemnification by the Corporation for some or a portion of the expenses, judgments, fines or amounts paid in settlement actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with any action, suit, proceeding or investigation, or in defense of any claim, issue or matter therein, and any appeal therefrom but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify Indemnitee for the portion of such expenses, judgments, fines or amounts paid in settlement to which Indemnitee is entitled.

Section 3. Determination That Indemnification Is Proper. Any indemnification hereunder shall (unless otherwise ordered by a court) be made by the Corporation unless a determination is made that indemnification of such person is not proper in the circumstances because he or she has not met the applicable standard of conduct set forth in Section 1(b) hereof. Any such determination shall be made in accordance with Section 5 and (i) by a majority vote of the directors who are not and were not parties to, or threatened to be made a party to, the action, suit or proceeding in question ("disinterested directors"), even if less than a quorum, (ii) by a majority vote of a committee of disinterested directors designated by majority vote of disinterested directors, even if less than a quorum, (iii) if there are no such directors, or if such directors so direct, by one Independent Legal Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to Indemnitee, (iv) if so directed by the Board of Directors, by the stockholders, or (v) by a court of competent jurisdiction; provided, however, that if a Change in Control shall have occurred or indemnification is sought in connection with a Company Authorized Proceeding, an indemnification determination hereunder shall be made by the Independent Legal Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to Indemnitee, or by a court of competent jurisdiction if no Independent Legal Counsel is timely selected or is willing or able to act.

Section 4. Advance Payment of Expenses; Notification and Defense of Claim.

(a) Expenses incurred by Indemnitee in defending a threatened or pending action, suit or proceeding, or in connection with an enforcement action pursuant to Section 5(b), shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding within thirty (30) days after receipt by the Corporation of a statement or statements from Indemnitee requesting such advance or advances from time to time. Delivery to the Corporation of this Agreement shall constitute an undertaking by or on behalf of Indemnitee to repay such amount or amounts, only if, and to the extent that, it shall ultimately be determined that Indemnitee is not entitled to be indemnified by the Corporation

as authorized by this Agreement or otherwise. Such undertaking is accepted without reference to the financial ability of Indemnitee to make such repayment. Advances shall be unsecured and interest-free.

(b) Promptly after receipt by Indemnitee of notice of the commencement of any action, suit or proceeding, Indemnitee shall, if a claim in respect thereof is to be made against the Corporation hereunder, notify the Corporation of the commencement thereof. The failure to promptly notify the Corporation of the commencement of the action, suit or proceeding, or Indemnitee's request for indemnification, will not relieve the Corporation from any liability that it may have to Indemnitee hereunder, except to the extent the Corporation is prejudiced in its defense of such action, suit or proceeding as a result of such failure.

(c) In the event the Corporation shall be obligated to pay the expenses of Indemnitee with respect to an action, suit or proceeding, as provided in this Agreement, the Corporation, if appropriate, shall be entitled to assume the defense of such action, suit or proceeding, with counsel reasonably acceptable to Indemnitee, upon the delivery to Indemnitee of written notice of its election to do so. After delivery of such notice, approval of such counsel by Indemnitee and the retention of such counsel by the Corporation, the Corporation will not be liable to Indemnitee under this Agreement for any fees of counsel subsequently incurred by Indemnitee with respect to the same action, suit or proceeding, provided that (1) Indemnitee shall have the right to employ Indemnitee's own counsel in such action, suit or proceeding at Indemnitee's expense and (2) if (i) the employment of counsel by Indemnitee has been previously authorized in writing by the Corporation, (ii) counsel to the Corporation or Indemnitee shall have reasonably concluded that there may be a conflict of interest or position, or reasonably believes that a conflict is likely to arise, on any significant issue between the Corporation and Indemnitee in the conduct of any such defense or (iii) the Corporation shall not, in fact, have employed counsel to assume the defense of such action, suit or proceeding, then the fees and expenses of Indemnitee's counsel shall be at the expense of the Corporation, except as otherwise expressly provided by this Agreement. The Corporation shall not be entitled, without the consent of Indemnitee, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for the Corporation or Indemnitee shall have reasonably made the conclusion provided for in clause (ii) above.

(d) Notwithstanding any other provision of this Agreement to the contrary, to the extent that Indemnitee is, by reason of the fact that Indemnitee is or was a director, officer, employee or agent of the Corporation, or while serving as a director or officer of the Corporation, is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, a witness or otherwise participates in any action, suit or proceeding at a time when Indemnitee is not a party in the action, suit or proceeding, the Corporation shall indemnify Indemnitee against all expenses actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection therewith.

Section 5. Procedure for Indemnification

(a) To obtain indemnification, Indemnitee shall promptly submit to the Corporation a written request, including therein or therewith such documentation and information as is reasonably available to Indemnitee and is reasonably necessary to determine whether and to what extent Indemnitee is entitled to indemnification. The Corporation shall, promptly upon receipt of such a request for indemnification, advise the Board of Directors in writing that Indemnitee has requested indemnification. Indemnitee shall reasonably cooperate with the person, persons or entity making such determination with respect to Indemnitee's entitlement to indemnification. Any expenses incurred by Indemnitee in so cooperating shall be borne by the Corporation (irrespective of the determination as to Indemnitee's

entitlement to indemnification) and the Corporation shall indemnify and hold Indemnitee harmless therefrom.

(b) The Corporation's determination whether to grant Indemnitee's indemnification request shall be made promptly, and in any event within 60 days following receipt of a request for indemnification pursuant to Section 5(a). The right to indemnification as granted by Section 1 of this Agreement shall be enforceable by Indemnitee in any court of competent jurisdiction if the Corporation denies such request, in whole or in part, or fails to respond within such 60-day period. It shall be a defense to any such action (other than an action brought to enforce a claim for the advance of expenses under Section 4 hereof) that Indemnitee has not met the standard of conduct set forth in Section 1 hereof, but the burden of proving such defense by clear and convincing evidence shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or one of its committees, its Independent Legal Counsel, and its stockholders) to have made a determination prior to the commencement of such action that indemnification of Indemnitee is proper in the circumstances because Indemnitee has met the applicable standard of conduct set forth in Section 1 hereof, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors or one of its committees, its Independent Legal Counsel, or its stockholders) that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has or has not met the applicable standard of conduct. The Indemnitee's expenses incurred in connection with successfully establishing Indemnitee's right to indemnification, in whole or in part, in any such proceeding or otherwise shall also be indemnified by the Corporation.

(c) The Indemnitee shall be presumed to be entitled to indemnification under this Agreement upon submission of a request for indemnification pursuant to this Section 5, and the Corporation shall have the burden of proof in overcoming that presumption in reaching a determination contrary to that presumption. Such presumption shall be used as a basis for a determination of entitlement to indemnification unless the Corporation overcomes such presumption by clear and convincing evidence.

(d) If it is determined that Indemnitee is entitled to indemnification, payment shall be timely made after that determination.

(e) Notwithstanding anything in this Agreement to the contrary, no determination as to entitlement to indemnification under this Agreement shall be required to be made prior to a judgment or pending settlement in the action, suit or proceeding.

Section 6. Insurance and Subrogation.

(a) The Corporation shall use commercially reasonable efforts to purchase and maintain insurance on behalf of Indemnitee who is or was or has agreed to serve at the request of the Corporation as a director or officer of the Corporation, and may purchase and maintain insurance on behalf of Indemnitee who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against, and incurred by, Indemnitee or on Indemnitee's behalf in any such capacity, or arising out of Indemnitee's status as such, whether or not the Corporation would have the power to indemnify Indemnitee against such liability under the provisions of this Agreement. If the Corporation has such insurance in effect at the time the Corporation receives from Indemnitee any notice of the commencement of a proceeding, the Corporation shall give prompt notice of the commencement of such proceeding to the insurers in accordance with the procedures set forth in the policy. The Corporation shall thereafter take all necessary or desirable action to cause such insurers to pay, on behalf of the

Indemnitee, all amounts payable as a result of such proceeding in accordance with the terms of such policy.

(b) In the event of any payment by the Corporation under this Agreement, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee with respect to any insurance policy, who shall execute all papers required and take all action necessary to secure such rights, including execution of such documents as are necessary to enable the Corporation to bring suit to enforce such rights in accordance with the terms of such insurance policy. The Corporation shall pay or reimburse all expenses actually and reasonably incurred by Indemnitee in connection with such subrogation.

(c) The Corporation shall not be liable under this Agreement to make any payment of amounts otherwise indemnifiable hereunder (including, but not limited to, judgments, fines, ERISA excise taxes or penalties, and amounts paid in settlement) if and to the extent that Indemnitee has otherwise actually received such payment under this Agreement or any insurance policy, contract, agreement or otherwise.

Section 7. Certain Definitions. For purposes of this Agreement, the following definitions shall apply:

(a) The term “action, suit or proceeding” shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed claim, counterclaim, cross claim, action, suit, arbitration, mediation, alternative dispute resolution mechanism, hearing, inquiry, investigation or other proceeding, whether civil, criminal, administrative, legislative or investigative, and shall include any appeal therefrom.

(b) The term “by reason of the fact that Indemnitee is or was a director, officer, employee or agent of the Corporation, or, while serving as a director or officer of the Corporation, is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise” shall be broadly construed and shall include, without limitation, any actual or alleged act or omission to act.

(c) The term “expenses” shall be broadly and reasonably construed and shall include, without limitation, all direct and indirect costs of any type or nature whatsoever (including, without limitation, all reasonable attorneys’ fees, retainers, court costs, transcript costs, fees of experts and other professionals, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, federal, state and local or foreign taxes imposed on Indemnitee as a result of the actual or deemed receipt of any payments under this Agreement, ERISA excise taxes and penalties, and all other disbursements, appeal bonds, other out-of-pocket costs and reasonable compensation for time spent by Indemnitee for which Indemnitee is not otherwise compensated by the Corporation or any third party, provided that the rate of compensation and estimated time involved is approved by the Board, which approval shall not be unreasonably withheld), actually and reasonably incurred by Indemnitee in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being prepared to be a witness in or otherwise participating in, an action, suit or proceeding, including any appeal of such an action, suit or proceeding or establishing or enforcing a right to indemnification under this Agreement, Section 145 of the DGCL or otherwise. Expenses, however, shall not include any judgments, fines and amounts paid in settlement by Indemnitee or the amount of judgments or fines against Indemnitee.

(d) The term “judgments, fines and amounts paid in settlement” shall be broadly construed and shall include, without limitation, all direct and indirect payments of any type or nature whatsoever including, without limitation, all penalties and amounts required to be forfeited or reimbursed to the Corporation, as well as any penalties or excise taxes assessed on a person with respect to an employee benefit plan.

(e) The term “Corporation” shall include, without limitation and in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Agreement with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

(f) The term “other enterprises” shall include, without limitation, employee benefit plans.

(g) The term “serving at the request of the Corporation” shall include, without limitation, any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries.

(h) A person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Agreement.

(i) “Change in Control” means a “Change in Control” as defined in the Corporation’s compensation or equity plans, or any of them.

(j) “Independent Legal Counsel” means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither is, nor in the past three years has been, retained to represent: (i) the Corporation, the Indemnitee or one of the other directors of the Corporation in any matter material to any such party, or (ii) any other party to the action, suit or proceeding giving rise to a claim for indemnification hereunder. Independent Legal Counsel shall be selected by the Corporation, with the approval of Indemnitee, which approval will not be unreasonably withheld; provided, however, that Independent Legal Counsel shall be selected by Indemnitee, with the approval of the Board of Directors, which approval will not be unreasonably withheld (i) from and after the occurrence of a Change in Control, and (ii) in connection with an action, suit or proceeding by or in the right of the Corporation authorized or not disapproved by the Board of Directors alleging claims against Indemnitee that, if sustained, reasonably might give rise to a judgment for money damages of more than \$1,000,000 and/or injunctive relief (“Company Authorized Proceeding”). Anything herein to the contrary notwithstanding, if Indemnitee and the Corporation are unable to agree with reasonable promptness on the selection of the Independent Legal Counsel, each of Indemnitee and the Corporation shall select Independent Legal Counsel, which two counsels, in turn, shall select the Independent Legal Counsel for purposes hereof. The fees and costs of Independent Legal Counsel shall be paid by the Corporation.

Section 8. Limitation on Indemnification. Notwithstanding any other provision herein to the contrary, the Corporation shall not be obligated pursuant to this Agreement:

(a) Claims Initiated by Indemnitee. To indemnify or advance expenses to Indemnitee with respect to an action, suit or proceeding (or part thereof) initiated by Indemnitee, except with respect to an action, suit or proceeding brought to establish or enforce a right to indemnification (which shall be governed by the provisions of Section 8(b) of this Agreement), unless such action, suit or proceeding (or part thereof) was authorized or consented to by the Board of Directors.

(b) Action for Indemnification. To indemnify Indemnitee for any expenses incurred by Indemnitee with respect to any action, suit or proceeding instituted by Indemnitee to enforce or interpret this Agreement, unless Indemnitee is successful in establishing Indemnitee's right to indemnification in such action, suit or proceeding, in whole or in part, or unless and to the extent that the court in such action, suit or proceeding shall determine that, despite Indemnitee's failure to establish their right to indemnification, Indemnitee is entitled to indemnity for such expenses; provided, however, that nothing in this Section 8(b) is intended to limit the Corporation's obligation with respect to the advancement of expenses to Indemnitee in connection with any such action, suit or proceeding instituted by Indemnitee to enforce or interpret this Agreement, as provided in Section 4 hereof.

(c) Section 16 and Other Violations. To indemnify Indemnitee on account of any proceeding for (i) an accounting of profits made from the purchase and sale (or sale and purchase) by Indemnitee of securities of the Corporation within the meaning of Section 16(b) of the Exchange Act of 1934, as amended (the "Exchange Act") or similar provisions of state statutory law or common law, (ii) any reimbursement of the Corporation by the Indemnitee of any bonus or other incentive-based or equity-based compensation or of any profits realized by the Indemnitee from the sale of securities of the Corporation, as required in each case under the Exchange Act (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), or the payment to the Corporation of profits arising from the purchase and sale by Indemnitee of securities in violation of Section 306 of the Sarbanes-Oxley Act) or (iii) any reimbursement of the Corporation by Indemnitee of any compensation pursuant to any compensation recoupment or clawback policy adopted by the Board or the compensation committee of the Board, including but not limited to any such policy adopted to comply with stock exchange listing requirements implementing Section 10D of the Exchange Act.

(d) Non-compete and Non-disclosure. To indemnify Indemnitee in connection with proceedings or claims involving the enforcement of non-compete and/or non-disclosure agreements or the non-compete and/or non-disclosure provisions of employment, consulting or similar agreements (including, without limitation, the Corporation's Employee Agreements for Equity Recipients) the Indemnitee may be a party to with the Corporation, or any subsidiary of the Corporation or any other applicable foreign or domestic corporation, partnership, joint venture, trust or other enterprise, if any.

(e) Payments. To indemnify Indemnitee for any proceeding for which payment has actually been made to or on behalf of Indemnitee under any insurance policy or other indemnity provision, except with respect to any excess beyond the amount paid under any insurance policy or other indemnity provision.

Section 9. Certain Settlement Provisions. The Corporation shall have no obligation to indemnify Indemnitee under this Agreement for amounts paid in settlement of any action, suit or proceeding without the Corporation's prior written consent, which shall not be unreasonably withheld. The Corporation shall not settle any action, suit or proceeding in any manner that would impose any fine or other obligation on Indemnitee without Indemnitee's prior written consent, which shall not be unreasonably withheld.

Section 10. Savings Clause. If any provision or provisions of this Agreement shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify Indemnitee as to costs, charges and expenses, judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Agreement that shall not have been invalidated and to the full extent permitted by applicable law.

Section 11. Contribution. In order to provide for just and equitable contribution in circumstances in which the indemnification provided for herein is held by a court of competent jurisdiction to be unavailable to Indemnitee in whole or in part, it is agreed that, in such event, the Corporation shall, to the fullest extent permitted by law, contribute to the payment of Indemnitee's costs, charges and expenses, judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, in an amount that is just and equitable in the circumstances, taking into account, among other things, contributions by other directors and officers of the Corporation or others pursuant to indemnification agreements or otherwise; provided, that, without limiting the generality of the foregoing, such contribution shall not be required where such holding by the court is due to (i) the failure of Indemnitee to meet the standard of conduct set forth in Section 1 hereof, or (ii) any limitation on indemnification set forth in Section 6(c), 8 or 9 hereof.

Section 12. Form and Delivery of Communications. Any notice, request or other communication required or permitted to be given to the parties under this Agreement shall be in writing and either delivered in person or sent by facsimile or electronic mail, overnight mail or courier service, or certified or registered mail, return receipt requested, postage prepaid, to the parties at the following addresses (or at such other addresses for a party as shall be specified by like notice):

If to the Corporation:

The Dun & Bradstreet Corporation
103 John F. Kennedy Parkway
Short Hills, NJ 07078
Attn: Chief Legal Officer
Facsimile: (866) 233-8601

If to Indemnitee:

Section 13. Subsequent Legislation. If the DGCL is amended after adoption of this Agreement to expand further the indemnification permitted to directors or officers, then the Corporation shall indemnify Indemnitee to the fullest extent permitted by the DGCL, as so amended.

Section 14. Nonexclusivity. The provisions for indemnification and advancement of expenses set forth in this Agreement shall not be deemed exclusive of any other rights which Indemnitee may have under any provision of law, the Certificate of Incorporation or the Corporation's Amended and Restated ByLaws (the "Bylaws"), in any court in which a proceeding is brought, the vote of the Corporation's stockholders or disinterested directors, other agreements or otherwise, and Indemnitee's rights hereunder shall continue after Indemnitee has ceased acting as an agent of the Corporation and shall inure to the

benefit of the heirs, executors and administrators of Indemnatee. However, no amendment or alteration of the Certificate of Incorporation or ByLaws or any other agreement shall adversely affect the rights provided to Indemnatee under this Agreement.

Section 15. Enforcement. The Corporation shall be precluded from asserting in any judicial proceeding that the procedures and presumptions of this Agreement are not valid, binding and enforceable. The Corporation agrees that its execution of this Agreement shall constitute a stipulation by which it shall be irrevocably bound in any court of competent jurisdiction in which a proceeding by Indemnatee for enforcement of his rights hereunder shall have been commenced, continued or appealed, that its obligations set forth in this Agreement are unique and special, and that failure of the Corporation to comply with the provisions of this Agreement will cause irreparable and irremediable injury to Indemnatee, for which a remedy at law will be inadequate. As a result, in addition to any other right or remedy Indemnatee may have at law or in equity with respect to breach of this Agreement, Indemnatee shall be entitled to injunctive or mandatory relief directing specific performance by the Corporation of its obligations under this Agreement.

Section 16. Interpretation of Agreement. It is understood that the parties hereto intend this Agreement to be interpreted and enforced so as to provide indemnification to Indemnatee to the fullest extent now or hereafter permitted by law.

Section 17. Entire Agreement. This Agreement and the documents expressly referred to herein constitute the entire agreement between the parties hereto with respect to the matters covered hereby, and any other prior or contemporaneous oral or written understandings or agreements with respect to the matters covered hereby are expressly superceded by this Agreement.

Section 18. Modification and Waiver. No supplement, modification or amendment of this Agreement shall be binding unless executed in writing by both of the parties hereto. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provision hereof (whether or not similar) nor shall such waiver constitute a continuing waiver.

Section 19. Successor and Assigns. All of the terms and provisions of this Agreement shall be binding upon, shall inure to the benefit of and shall be enforceable by the parties hereto and their respective successors, assigns, heirs, executors, administrators and legal representatives. The Corporation shall require and cause any direct or indirect successor (whether by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of the Corporation, by written agreement in form and substance reasonably satisfactory to Indemnatee, expressly to assume and agree to perform this Agreement in the same manner and to the same extent that the Corporation would be required to perform if no such succession had taken place.

Section 20. Service of Process and Venue. For purposes of any claims or proceedings to enforce this agreement, the Corporation consents to the jurisdiction and venue of any federal or state court of competent jurisdiction in the state of Delaware, and waives and agrees not to raise any defense that any such court is an inconvenient forum or any similar claim.

Section 21. Supercedes Prior Agreement. This Agreement supercedes any prior indemnification agreement between Indemnatee and the Corporation or its predecessors.

Section 22. Governing Law. This Agreement shall be governed exclusively by and construed according to the laws of the State of Delaware, as applied to contracts between Delaware residents entered into and to be performed entirely within Delaware. If a court of competent jurisdiction shall make a final

determination that the provisions of the law of any state other than Delaware govern indemnification by the Corporation of its officers and directors, then the indemnification provided under this Agreement shall in all instances be enforceable to the fullest extent permitted under such law, notwithstanding any provision of this Agreement to the contrary.

Section 23. Employment Rights. Nothing in this Agreement is intended to create in Indemnitee any right to employment or continued employment.

Section 24. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument, notwithstanding that both parties are not signatories to the original or same counterpart.

Section 25. Headings. The section and subsection headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered to be effective as of the date first above written.

THE DUN & BRADSTREET CORPORATION

By _____
Name: Christie A. Hill
Title: Chief Legal Officer

INDEMNITEE:

By _____
Name:

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Robert P. Carrigan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Dun & Bradstreet Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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
5. The registrant's other certifying officer(s) 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.

By: /s/ ROBERT P. CARRIGAN

Robert P. Carrigan

Chief Executive Officer

Date: November 2, 2016

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Richard H. Veldran, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Dun & Bradstreet Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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
5. The registrant's other certifying officer(s) 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.

By: /s/ RICHARD H. VELDRAN

Richard H. Veldran
Chief Financial Officer

Date: November 2, 2016

