HARTE HANKS INC
Form 10-Q
August 01, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2011

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 001-7120

HARTE-HANKS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**74-1677284**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

9601 McAllister Freeway, Suite 610, San Antonio, Texas 78216

(Address of principal executive offices) (Zip Code)

Registrant s telephone number including area code 210/829-9000

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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 x No ¨

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

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

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

The number of shares outstanding of each of the registrant s classes of common stock as of July 15, 2011 was 62,790,280 shares of common stock, all of one class.

Table of Contents

HARTE-HANKS, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

FORM 10-Q REPORT

June 30, 2011

Table of Contents

Item 1. Interim Condensed Consolidated Financial Statements

Harte-Hanks, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets (in thousands, except share amounts)

	June 30, 2011 (Unaudited)	December 31, 2010 (Audited)
Assets		
Current assets		
Cash and cash equivalents	$ 47,860	$ 85,996
Accounts receivable *(less allowance for doubtful accounts of $2,421 at June 30, 2011 and $3,103 at December 31, 2010)*	147,166	151,006
Inventory	7,578	7,324
Prepaid expenses	9,940	8,943
Prepaid income taxes	2,285	0
Current deferred income tax asset	6,495	8,911
Other current assets	6,181	6,283
Total current assets	227,505	268,463
Property, plant and equipment *(less accumulated depreciation of $252,637 at June 30, 2011 and $253,730 at December 31, 2010)*	73,381	72,659
Goodwill, net	565,651	565,651
Other intangible assets *(less accumulated amortization of $15,362 at June 30, 2011 and $14,942 at December 31, 2010)*	15,368	15,788
Other assets	3,998	4,319
Total assets	$ 885,903	$ 926,880
Liabilities and Stockholders Equity		
Current liabilities		
Current maturities of long-term debt	$ 165,500	$ 133,000
Accounts payable	45,979	56,085
Accrued payroll and related expenses	18,558	24,780
Customer advances and deferred revenue	38,444	36,834
Income taxes payable	1,239	2,247
Other current liabilities	21,462	28,017
Total current liabilities	291,182	280,963
Long-term debt	0	60,000
Other long-term liabilities *(including deferred income taxes of $92,885 at June 30, 2011 and $85,655 at December 31, 2010)*	153,028	148,094
Total liabilities	444,210	489,057
Stockholders equity		
Common stock, $1 par value per share, 250,000,000 shares authorized. 118,450,705 shares issued at June 30, 2011 and 118,296,334 shares issued at December 31, 2010	118,451	118,296
Additional paid-in capital	339,339	336,795
Retained earnings	1,259,527	1,252,438
Less treasury stock: 55,665,662 shares at cost at June 30, 2011 and 54,664,293 shares at cost at December 31, 2010	(1,244,336)	(1,236,024)

Accumulated other comprehensive loss		(31,288)		(33,682)
Total stockholders equity		441,693		437,823
Total liabilities and stockholders equity	$	885,903	$	926,880

See Notes to Unaudited Condensed Consolidated Financial Statements.

3

Table of Contents

Harte-Hanks, Inc. and Subsidiaries

Consolidated Statements of Operations (in thousands, except per share amounts)

(Unaudited)

	Three Months Ended June 30, 2011	2010
Operating revenues	$ 213,047	$ 207,609
Operating expenses		
Labor	91,274	84,893
Production and distribution	82,523	78,496
Advertising, selling, general and administrative	17,341	15,877
Depreciation and software amortization	5,153	5,545
Intangible asset amortization	210	225
Total operating expenses	196,501	185,036
Operating income	16,546	22,573
Other expenses (income)		
Interest expense	626	684
Interest income	(67)	(41)
Other, net	473	(18)
	1,032	625
Income before income taxes	15,514	21,948
Income tax expense	6,089	8,532
Net income	$ 9,425	$ 13,416
Basic earnings per common share	$ 0.15	$ 0.21
Weighted-average common shares outstanding	63,371	63,616
Diluted earnings per common share	$ 0.15	$ 0.21
Weighted-average common and common equivalent shares outstanding	63,703	64,183

See Notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents

Harte-Hanks, Inc. and Subsidiaries

Consolidated Statements of Operations (in thousands, except per share amounts)

(Unaudited)

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010
Operating revenues	$ 413,353	$ 407,788
Operating expenses		
Labor	180,283	170,535
Production and distribution	158,792	151,500
Advertising, selling, general and administrative	32,681	33,087
Depreciation and software amortization	10,312	11,245
Intangible asset amortization	420	532
Total operating expenses	382,488	366,899
Operating income	30,865	40,889
Other expenses (income)		
Interest expense	1,262	1,397
Interest income	(136)	(67)
Other, net	1,115	(359)
	2,241	971
Income before income taxes	28,624	39,918
Income tax expense	11,282	15,733
Net income	$ 17,342	$ 24,185
Basic earnings per common share	$ 0.27	$ 0.38
Weighted-average common shares outstanding	63,538	63,607
Diluted earnings per common share	$ 0.27	$ 0.38
Weighted-average common and common equivalent shares outstanding	63,974	64,141

See Notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents

Harte-Hanks, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (in thousands)

(Unaudited)

	Six Months Ended June 30, 2011	2010
Cash Flows from Operating Activities		
Net income	$ 17,342	$ 24,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and software amortization	10,312	11,245
Intangible asset amortization	420	532
Stock-based compensation	2,812	1,906
Excess tax benefits from stock-based compensation	(213)	0
Net pension cost	710	1,866
Deferred income taxes	7,787	4,002
Other, net	86	42
Changes in operating assets and liabilities, net of acquisitions:		
Decrease in accounts receivable, net	3,840	6,593
Increase in inventory	(254)	(1,157)
Increase in prepaid expenses and other current assets	(895)	(1,358)
(Decrease) increase in accounts payable	(10,106)	1,369
Decrease in other accrued expenses and other current liabilities	(14,384)	(8,107)
Other, net	555	(3,382)
Net cash provided by operating activities	18,012	37,736
Cash Flows from Investing Activities		
Purchases of property, plant and equipment	(11,408)	(8,266)
Proceeds from sale of property, plant and equipment	104	129
Net cash used in investing activities	(11,304)	(8,137)
Cash Flows from Financing Activities		
Net repayment of borrowings	(27,500)	(22,125)
Issuance of common stock	686	63
Excess tax benefits from stock-based compensation	213	0
Purchase of treasury stock	(8,363)	0
Dividends paid	(10,253)	(9,570)
Net cash used in financing activities	(45,217)	(31,632)
Effect of exchange rate changes on cash and cash equivalents	373	(732)
Net decrease in cash and cash equivalents	(38,136)	(2,765)
Cash and cash equivalents at beginning of year	85,996	86,598
Cash and cash equivalents at end of period	$ 47,860	$ 83,833

See Notes to Unaudited Condensed Consolidated Financial Statements.

6

Table of Contents

Harte-Hanks, Inc. and Subsidiaries

Consolidated Statements of Stockholders Equity and Comprehensive Income (in thousands, except per share amounts)

(2011 Unaudited)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Balance at December 31, 2009	$ 118,243	$ 333,612	$ 1,217,975	$ (1,236,217)	$ (31,970)	$ 401,643
Exercise of stock options and release of nonvested shares	53	22	0	(124)	0	(49)
Net tax effect of options exercised and release of nonvested shares	0	(588)	0	0	0	(588)
Stock-based compensation	0	3,907	0	0	0	3,907
Dividends paid ($0.30 per share)	0	0	(19,141)	0	0	(19,141)
Treasury stock issued	0	(158)	0	317	0	159
Comprehensive income:						
Net income	0	0	53,604	0	0	53,604
Adjustment to pension liability (net of tax benefit of $1,051)	0	0	0	0	(1,576)	(1,576)
Foreign currency translation adjustment	0	0	0	0	(136)	(136)
Total comprehensive income						51,892
Balance at December 31, 2010	118,296	336,795	1,252,438	(1,236,024)	(33,682)	437,823
Exercise of stock options and release of nonvested shares	155	531	0	(98)	0	588
Net tax effect of options exercised and release of nonvested shares	0	(732)	0	0	0	(732)
Stock-based compensation	0	2,812	0	0	0	2,812
Dividends paid ($0.16 per share)	0	0	(10,253)	0	0	(10,253)
Treasury stock issued	0	(67)	0	149	0	82
Purchase of treasury stock	0	0	0	(8,363)	0	(8,363)
Comprehensive income:						
Net income	0	0	17,342	0	0	17,342
Adjustment to pension liability (net of tax expense of $913) .	0	0	0	0	1,370	1,370
Foreign currency translation adjustment	0	0	0	0	1,024	1,024
Total comprehensive income						19,736
Balance at June 30, 2011	$ 118,451	$ 339,339	$ 1,259,527	$ (1,244,336)	$ (31,288)	$ 441,693

See Notes to Unaudited Condensed Consolidated Financial Statements.

7

Table of Contents

Harte-Hanks, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

Note A Basis of Presentation

Consolidation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of Harte-Hanks, Inc. and its subsidiaries (the Company). All intercompany accounts and transactions have been eliminated in consolidation. Certain prior year amounts have been reclassified for comparative purposes.

In the Condensed Consolidated Balance Sheets, amounts related to postage deposits in our Direct Marketing business have been reclassified from the line item Prepaid expenses to the line item Other current assets , and amounts related to postage advances from our Direct Marketing customers have been reclassified from the line item Customer advances and deferred revenue to the line item Other current liabilities . We believe the new classification more accurately reflects each of these postage items as the cost of mailings in our Direct Marketing business is borne by our clients and is not directly reflected in our revenues or expenses.

In the Consolidated Statements of Cash Flows, contributions to our pension plans have been reclassified from the line item Other, net within the Changes in operating assets and liabilities, to the line item Net pension cost within the Adjustments to reconcile net income to net cash provided by operations. We believe the new classification more appropriately presents the net cash flow impact of activity related to our pension plans.

As used in this report, the terms Harte-Hanks, we, us or our may refer to Harte-Hanks, one or more of its consolidated subsidiaries, or all of them taken as a whole.

Interim Financial Information

The financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months and six months ended June 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The information included in this Form 10-Q should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2010.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results and outcomes could differ from those estimates and assumptions. On an ongoing basis management reviews its estimates based on currently available information. Changes in facts and circumstances could result in revised estimates and assumptions.

Operating Expense Presentation in Consolidated Statement of Operations

Labor in the Consolidated Statements of Operations includes all employee payroll and benefits, including stock-based compensation, along with temporary labor costs. Production and distribution and Advertising, selling, general and administrative do not include labor, depreciation or amortization.

Table of Contents

Note B Recent Accounting Pronouncements

In the first quarter of 2011, we adopted Accounting Standards Codification (ASC) Subtopic 605-25, *Revenue Recognition - Multiple-Element Arrangements* (ASC Subtopic 605-25). ASC Subtopic 605-25 provides principles for allocation of consideration among multiple-elements in an arrangement, allowing more flexibility in identifying and accounting for revenue from separate deliverables under an arrangement. ASC Subtopic 605-25 introduces an estimated selling price method for allocating revenue to the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This standard is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of ASC Subtopic 605-25 did not have a material effect on our consolidated financial statements.

In the first quarter of 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Updates (ASU) 2010-06, *Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, and requires reporting entities to make new disclosures about recurring or nonrecurring fair-value measurements, including significant transfers into and out of Level 1 and Level 2 fair-value measurements and information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. ASU 2010-06 also clarifies existing fair-value measurement disclosure guidance about the level of disaggregation, inputs and valuation techniques. Except for the detailed Level 3 roll forward disclosures, we adopted the provisions of ASU 2010-06 in the first quarter of 2010. This adoption did not affect our consolidated financial statements. We adopted the provisions of ASU 2010-06 related to the new Level 3 roll forward disclosures in the first quarter of 2011. This adoption did not affect our consolidated financial statements.

In the first quarter of 2011, we adopted ASU 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*. ASU 2010-29 requires public entities to disclose certain pro forma information about the revenue and earnings of the combined entity within the notes to the financial statements when a business combination occurs. The pro forma revenue and earnings of the combined entity must be presented as though the business combination had occurred as of the beginning of the comparable prior annual reporting period only. ASU 2010-29 also requires that this disclosure include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the pro forma revenue and earnings. This adoption did not affect our consolidated financial statements.

In the second quarter of 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. ASU 2011-05 eliminates the option to present other comprehensive income in the statement of changes in equity and provides the option to present the components of net income and comprehensive income in either one combined financial statement or two consecutive financial statements. We currently present the components of comprehensive income in our Consolidated Statements of Stockholders Equity and Comprehensive Income. We will adopt ASU 2011-05 in the first quarter of 2012, at which point we plan to include one combined financial statement presenting the components of net income and comprehensive income. The adoption of ASU 2011-05 will not affect our operating results, cash flows or financial position.

Note C Income Taxes

Our second quarter 2011 income tax provision of $6.1 million resulted in an effective income tax rate of 39.2%. Our first half 2011 income tax provision of $11.3 million resulted in an effective income tax rate of 39.4%. Our effective income tax rate is derived by estimating pretax income and income tax expense for the year ending December 31, 2011. The effective income tax rate calculated for the second quarter and first half of 2011 is higher than the federal statutory rate of 35.0%, primarily due to the addition of state income taxes.

Harte-Hanks or one of our subsidiaries files income tax returns at the federal level in the U.S., as well as in various U.S. state and foreign jurisdictions. For U.S. state and foreign returns, we are no longer subject to tax examinations for tax years prior to 2006. For U.S. federal returns, we are no longer subject to tax examinations for tax years prior to 2007.

The following is a reconciliation of the change in unrecognized tax benefits, excluding the effect of related penalties and interest and the federal effect of state unrecognized tax benefits (in thousands):

Balance at January 1, 2011	$ 371
Additions for current year tax positions	0
Additions for prior year tax positions	41
Reductions for prior year tax positions	0
Lapse of statute	0
Settlements	(77)
Balance at June 30, 2011	$ 335

Included in the balance of unrecognized tax benefits as of June 30, 2011 are $0.3 million of federally effected tax benefits that, if recognized, would impact our effective tax rate. We anticipate that it is reasonably possible that we will have a reduction in our liability related to filing positions in the range of $0.2 million to $0.3 million within the next twelve months as a result of lapsing statutes.

We have elected to classify any interest expense and penalties related to income taxes within income tax expense in our Consolidated Statements of Operations. We had approximately $0.1 million of interest and penalties accrued at June 30, 2011 and December 31, 2010.

Note D Stock-Based Compensation

We recognized $1.7 million and $1.0 million of stock-based compensation during the three months ended June 30, 2011 and 2010, respectively. We recognized $2.8 million and $1.9 million of stock-based compensation during the six months ended June 30, 2011 and 2010, respectively.

Our annual grant of stock-based awards occurred in the first quarter of 2011, which is consistent with the timing of previous annual grants.

$0.5 million of stock-based compensation related to the retirement of the President of Harte-Hanks Shoppers was recorded in the second quarter of 2011. On the date of his retirement, August 31, 2011, all of his unvested stock-based awards will vest. We did not have any additional significant stock-based compensation activity in the second quarter of 2011.

Note E Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements and Disclosures*, (ASC 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into three levels:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Table of Contents

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Because of their maturities and/or variable interest rates, certain financial instruments have fair values approximating their carrying values. These instruments include cash and cash equivalents, accounts receivable and trade payables.

The carrying values and estimated fair values of our outstanding debt were as follows:

	June 30, 2011		December 31, 2010	
In thousands	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Total debt	$ 165,500	$ 164,658	$ 193,000	$ 190,583

The estimated fair values were calculated using current rates proposed to us by our bankers for debt with similar characteristics.

Note F Earnings Per Share

Basic earnings per share is computed on the basis of the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and non-vested shares.

Table of Contents

A reconciliation of basic and diluted earnings per share (EPS) is as follows:

In thousands, except per share amounts	Three Months Ended June 30, 2011	2010
BASIC EPS		
Net Income	$ 9,425	$ 13,416
Weighted-average common shares outstanding used in earnings per share computations	63,371	63,616
Earnings per common share	$ 0.15	$ 0.21
DILUTED EPS		
Net Income	$ 9,425	$ 13,416
Shares used in diluted earnings per share computations	63,703	64,183
Earnings per common share	$ 0.15	$ 0.21
Computation of shares used in earnings per share computations:		
Weighted-average outstanding common shares	63,371	63,616
Weighted-average common equivalent shares - dilutive effect of stock options and awards	332	567
Shares used in diluted earnings per share computations	63,703	64,183

5.5 million and 6.2 million anti-dilutive market price options have been excluded from the calculation of shares used in the diluted EPS calculation for the three months ended June 30, 2011 and 2010, respectively.

Table of Contents

In thousands, except per share amounts	Six Months Ended June 30, 2011	2010
BASIC EPS		
Net Income	$ 17,342	$ 24,185
Weighted-average common shares outstanding used in earnings per share computations	63,538	63,607
Earnings per common share	$ 0.27	$ 0.38
DILUTED EPS		
Net Income	$ 17,342	$ 24,185
Shares used in diluted earnings per share computations	63,974	64,141
Earnings per common share	$ 0.27	$ 0.38
Computation of shares used in earnings per share computations:		
Weighted-average outstanding common shares	63,538	63,607
Weighted-average common equivalent shares - dilutive effect of stock options and awards	436	534
Shares used in diluted earnings per share computations	63,974	64,141

5.6 million and 6.0 million anti-dilutive market price options have been excluded from the calculation of shares used in the diluted EPS calculation for the six months ended June 30, 2011 and 2010, respectively.

Note G Business Segments

Harte-Hanks is a worldwide, direct and targeted marketing company with operations in two segments Direct Marketing and Shoppers.

Table of Contents

Information about the operations of our two business segments follows:

In thousands	Three Months Ended June 30, 2011	2010
Operating revenues		
Direct Marketing	$ 152,721	$ 140,926
Shoppers	60,326	66,683
Total operating revenues	$ 213,047	$ 207,609
Operating income		
Direct Marketing	$ 20,356	$ 20,000
Shoppers	(1,118)	5,275
Corporate Activities	(2,692)	(2,702)
Total operating income	$ 16,546	$ 22,573
Income before income taxes		
Operating income	$ 16,546	$ 22,573
Interest expense	(626)	(684)
Interest income	67	41
Other, net	(473)	18
Total income before income taxes	$ 15,514	$ 21,948

In thousands	Six Months Ended June 30, 2011	2010
Operating revenues		
Direct Marketing	$ 293,802	$ 275,421
Shoppers	119,551	132,367
Total operating revenues	$ 413,353	$ 407,788
Operating income		
Direct Marketing	$ 36,336	$ 36,852
Shoppers	129	9,443
Corporate Activities	(5,600)	(5,406)
Total operating income	$ 30,865	$ 40,889
Income before income taxes		
Operating income	$ 30,865	$ 40,889
Interest expense	(1,262)	(1,397)
Interest income	136	67
Other, net	(1,115)	359
Total income before income taxes	$ 28,624	$ 39,918

Note H Components of Net Periodic Pension Benefit Cost

Prior to January 1, 1999, we maintained a defined benefit pension plan for which most of our employees were eligible. We elected to freeze benefits under this defined benefit pension plan as of December 31, 1998.

Table of Contents

In 1994, we adopted a non-qualified, unfunded, supplemental pension plan covering certain employees, which provides for incremental pension payments so that total pension payments equal those amounts that would have been payable from our principal pension plan if it were not for limitations imposed by income tax regulations. The benefits under this supplemental pension plan continue to accrue as if the principal pension plan had not been frozen.

Net pension cost for both plans included the following components:

In thousands	Three Months Ended June 30, 2011	2010
Service cost	$ 114	$ 85
Interest cost	2,030	1,996
Expected return on plan assets	(1,756)	(1,541)
Amortization of prior service cost	12	14
Recognized actuarial loss	1,130	1,020
Net periodic benefit cost	$ 1,530	$ 1,574

In thousands	Six Months Ended June 30, 2011	2010
Service cost	$ 229	$ 170
Interest cost	4,059	3,992
Expected return on plan assets	(3,511)	(3,082)
Amortization of prior service cost	24	27
Recognized actuarial loss	2,259	2,041
Net periodic benefit cost	$ 3,060	$ 3,148

We plan to make total contributions of approximately $5.2 million to our funded, frozen pension plan in 2011 in order to obtain the Pension Protection Act of 2006 full funding limit exemption. We made contributions of $1.9 million in the first half of 2011. We plan to make contributions of $2.3 million in the third quarter and $1.1 million in the fourth quarter of 2011, respectively.

We are not required to make and do not intend to make any contributions to our unfunded, supplemental pension plan in 2011 other than to the extent needed to cover benefit payments. We expect benefit payments under this supplemental pension plan to total $1.0 million in 2011.

Table of Contents

Note I Comprehensive Income

Comprehensive income for a period encompasses net income and all other changes in equity other than from transactions with our stockholders. Our comprehensive income was as follows:

In thousands	Three Months Ended June 30, 2011	2010
Net income	$ 9,425	$ 13,416
Other comprehensive income:		
Adjustment to pension liability (net of tax expense of $457 in 2011 and $414 in 2010)	685	620
Foreign currency translation adjustment	240	(1,238)
Total comprehensive income	$ 10,350	$ 12,798

In thousands	Six Months Ended June 30, 2011	2010
Net income	$ 17,342	$ 24,185
Other comprehensive income:		
Adjustment to pension liability (net of tax expense of $913 in 2011 and $827 in 2010)	1,370	1,240
Foreign currency translation adjustment	1,024	(3,039)
Total comprehensive income	$ 19,736	$ 22,386

Note J Goodwill

As of June 30, 2011 and December 31, 2010, we had goodwill of $565.7 million. Under the provisions of FASB ASC 350, *Intangibles-Goodwill and Other*, goodwill is tested for impairment at least annually, or more frequently if events or circumstances indicate that it is more likely than not that goodwill might be impaired. Such events could include a significant change in business conditions, a significant negative regulatory outcome or other events that could negatively affect our business and financial performance. We perform our annual goodwill impairment assessment as of November 30th of each year.

Due to the continued difficult economic climates in California and Florida, the continued decline in Shoppers revenues and the significant charges incurred during the second quarter of 2011, management concluded that this environment could impact the valuation of the Shoppers reporting segment during the three months ended June 30, 2011. Accordingly, management performed a review for impairment focusing on current expectations of future cash flows and concluded that no impairment existed as the recent actions taken are expected to result in significant annualized savings going forward. Management will continue to monitor results and perform another interim test for impairment, if necessary.

Note K Litigation Contingencies

On January 25, 2010, Harte-Hanks Shoppers, Inc. (Shoppers), a California corporation and a subsidiary of Harte-Hanks, Inc. (Harte-Hanks), reached an agreement in principle with Shoppers employee Frank Gattuso and former employee Ernest Sigala, individually and on behalf of a certified class, to settle and resolve a previously disclosed class action lawsuit filed in 2001 (*Frank Gattuso et al. v. Harte-Hanks Inc. et al.,* as further described below).

This agreement in principle was reduced to a class settlement agreement executed by the parties, and received final approval from the court on May 26, 2011. Pursuant to the settlement agreement, Shoppers has established a class settlement fund of $7.0 million. In return, each member of the class, including Gattuso and Sigala, have released all claims against Shoppers and its affiliates that in any way arose from or related to the matters which were the subject of, or could have been the subject of, the claims alleged in the class action lawsuit. Notices to the class members were sent in the first and second quarters of 2011. Payments under the class settlement agreement from the class settlement fund began in late July 2011, and any unclaimed portion will revert back to Shoppers.

On March 23, 2001, Shoppers employee Frank Gattuso and former employee Ernest Sigala filed a class action against Shoppers in Los Angeles County Superior Court, claiming, among other related allegations, that Shoppers failed to comply with California Labor Code Section 2802 (CLC 2802), which requires an employer to indemnify employees for expenses incurred on behalf of the employer. The plaintiffs alleged that Shoppers failed to reimburse them for expenses of using their automobiles as outside sales representatives, and failed to accurately itemize these expenses on plaintiffs wage statements. The class, as certified by the trial court, was limited to California Harte-Hanks outside sales representatives who were not separately reimbursed apart from their base salary and commissions for the expenses they incurred in using their own automobiles after early 1998. The plaintiffs sought indemnification and compensatory damages, statutory damages, exemplary damages, penalties, interest, costs of suit, and attorneys fees. Shoppers filed a cross-complaint seeking a declaratory judgment that the plaintiffs were indemnified for their automobile expenses by the higher salaries and commissions paid to them as outside sales representatives. On January 30, 2002, the trial court ruled that CLC 2802 requires employers to reimburse employees for mileage and other expenses incurred in the course of employment, but that an employer is permitted to pay increased wages or commissions instead of indemnifying actual expenses. On May 28, 2003, the trial court denied the plaintiffs motion for class certification. On October 27, 2005, the California Court of Appeal issued a unanimous opinion affirming the trial court s rulings, including the interpretation of CLC 2802 and denial of class certification. On November 23, 2005, the Court of Appeal denied the plaintiffs petition for rehearing. On November 5, 2007, the California Supreme Court affirmed the trial court s ruling that CLC 2802 permits lump sum reimbursement and that an employer may satisfy its obligations to indemnify employees for reasonable and necessary business expenses under CLC 2802 by paying enhanced taxable compensation. The Supreme Court remanded the matter back to the trial court for further proceedings related to class certification and directed the trial court to consider whether the following issues could properly be resolved on a class-wide basis: (1) did Shoppers adopt a practice or policy of reimbursing outside sales representatives for automobile expenses by paying them higher commission rates and base salaries than it paid to inside sales representatives, (2) did Shoppers establish a method to apportion the enhanced compensation payments between compensation for labor performed and expense reimbursement and (3) was the amount paid for expense reimbursement sufficient to fully reimburse the employees for the automobile expenses they reasonably and necessarily incurred. On May 19, 2009, the trial court issued a partial class certification order certifying a class action with respect to the first two foregoing questions and denying class certification on the third foregoing question.

During the fourth quarter of 2009 we accrued the full $7.0 million associated with this agreement. In June of 2011 we paid $7.0 million to establish the class settlement fund. Based upon the claims received from the class members, we reduced the accrual by $0.8 million and $0.5 million in the first and second quarters of 2011, respectively, and have a $1.3 million receivable on our Consolidated Balance Sheet at June 30, 2011. We cannot predict the impact of future developments relating to the settlement agreement and matters covered therein, and any further developments within a particular fiscal quarter may adversely impact our results of operations for that quarter.

Table of Contents

We are also currently subject to various other legal proceedings in the course of conducting our businesses and, from time to time, we may become involved in additional claims and lawsuits incidental to our businesses. In the opinion of management, after consultation with counsel, none of these matters is currently considered to be reasonably possible of resulting in a material adverse effect on our consolidated financial position or results of operations. Nevertheless, we cannot predict the impact of future developments affecting our pending or future claims and lawsuits and any resolution of a claim or lawsuit within a particular fiscal quarter may adversely impact our results of operations for that quarter. We expense legal costs as incurred, and all recorded legal liabilities are adjusted as required as better information becomes available to us. The factors we consider when recording an accrual for contingencies include, among others: (i) the opinions and views of our legal counsel; (ii) our previous experience; and (iii) the decision of our management as to how we intend to respond to the complaints.

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

Cautionary Note Regarding Forward-Looking Statements

This report, including this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements within the meaning of the federal securities laws. All such statements are qualified by this cautionary note, which is provided pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may also be included in our other public filings, press releases, our website and oral and written presentations by management. Statements other than historical facts are forward-looking and may be identified by words such as may, will, expects, believes, anticipates, plans, estimates, seeks, could, intends, or words of similar meaning. Examples include statements regarding (1) our strategies initiatives, (2) adjustments to our cost structure and other actions designed to respond to market conditions and improve our performance, and the anticipated effectiveness and expenses associated with these actions, (3) our financial outlook for revenues, earnings per share, operating income, expense related to equity-based compensation, capital resources and other financial items, (4) expectations for our businesses and for the industries in which we operate, including with regard to the negative performance trends in our Shoppers business and the adverse impact of continuing economic uncertainty in the United States and other economies on the marketing expenditures and activities of our Direct Marketing clients and prospects, (5) competitive factors, (6) acquisition and development plans, (7) our stock repurchase program, (8) expectations regarding legal proceedings and other contingent liabilities, and (9) other statements regarding future events, conditions or outcomes.

These forward-looking statements are based on current information, expectations and estimates and involve risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to vary materially from what is expressed in or indicated by the forward-looking statements. In that event, our business, financial condition, results of operations or liquidity could be materially adversely affected and investors in our securities could lose part or all of their investments. Some of these risks, uncertainties, assumptions and other factors can be found in our filings with the Securities and Exchange Commission, including the factors discussed under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010 (2010 Form 10-K) and in the Cautionary Note Regarding Forward-Looking Statements in our second quarter 2011 earnings release issued on July 28, 2011. The forward-looking statements included in this report and those included in our other public filings, press releases, our website and oral and written presentations by management are made only as of the respective dates thereof, and we undertake no obligation to update publicly any forward-looking statement in this report or in other documents, our website or oral statements for any reason, even if new information becomes available or other events occur in the future.

Table of Contents

Overview

The following MD&A section is intended to help the reader understand the results of operations and financial condition of Harte-Hanks, Inc. (Harte-Hanks). This section is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to the financial statements contained elsewhere in this report and our MD&A section, financial statements and accompanying notes to financial statements in our 2010 Form 10-K. Our 2010 Form 10-K contains a discussion of other matters not included herein, such as disclosures regarding critical accounting policies and estimates, and contractual obligations.

Harte-Hanks® is a worldwide direct and targeted marketing company that provides multichannel direct and digital marketing services and shopper advertising opportunities to a wide range of local, regional, national and international consumer and business-to-business marketers. We manage our operations through two operating segments: Direct Marketing and Shoppers.

Our Direct Marketing services offer a wide variety of integrated, multichannel, data-driven solutions for top brands around the globe. We help our customers gain insight into their customers behaviors from their data and use that insight to create innovative multichannel marketing programs to deliver a return on marketing investment. We believe our customers success is determined not only by how good their tools are, but how well we help them use the tools to gain insight and analyze their consumers. This results in a strong and enduring relationship between our clients and their customers. We offer a full complement of capabilities and resources to provide a broad range of marketing services and data management software, in media from direct mail to e-mail, including:

- agency and creative services;
- database marketing solutions;
- data quality software and services with Trillium Software;
- digital marketing and social networking services;
- direct mail and supply chain management;
- fulfillment and contact centers; and
- lead generation.

Revenues from the Direct Marketing segment represented approximately 72% and 71% of our total revenue for the three months and six months ended June 30, 2011, respectively.

Harte-Hanks Shoppers is North America s largest owner, operator and distributor of shopper publications, based on weekly circulation and revenues. Shoppers are weekly advertising publications delivered free by mail to households and businesses in a particular geographic area. Through print and digital offerings, Shoppers is a trusted local source for saving customers money and helping businesses grow. Shoppers offer advertisers a geographically targeted, cost-effective local advertising system, with virtually 100% penetration in their area of distribution. Shoppers are particularly effective in large markets with high media fragmentation in which major metropolitan newspapers generally have low penetration. Our Shoppers business also provides advertising and other services online through our websites, *PennySaverUSA.com* and *TheFlyer.com*. These sites are online advertising portals, bringing buyers and sellers together through our online offerings, such as local classifieds, business listings, coupons, special offers and PowerSites®. PowerSites are templated websites for our customers, optimized to help small and medium sized business owners establish a web presence and improve their lead generation. At June 30, 2011, we are publishing approximately 6,500 PowerSites weekly. At June 30, 2011, our Shoppers publications were zoned into approximately 950 separate editions with total circulation of approximately 11.2 million shopper packages in California and Florida each week.

Revenues from the Shoppers segment represented approximately 28% and 29% of our total revenue for the three months and six months ended June 30, 2011, respectively.

Table of Contents

We derive revenues from the sale of direct marketing services and shopper advertising services.

As a worldwide business, Direct Marketing is affected by general national and international economic trends. Direct Marketing revenues are also affected by economic fundamentals of each industry that we serve, various market factors, including the demand for services by our clients, and the financial condition of and budgets available to specific clients, among other factors. The second quarter of 2011 was the fourth consecutive quarter that Direct Marketing has shown good year-over-year growth. We remain committed to making the investments necessary to execute our multichannel strategy while also adjusting our cost structure to reduce costs in the parts of the business that are not growing as fast. We believe these actions will improve our profitability in future periods.

Our Shoppers operate in regional markets in California and Florida and are greatly affected by the strength of the state and local economies. Revenues from our Shoppers business are largely dependent on local advertising expenditures in the areas of California and Florida in which we operate. During the second quarter of 2011, the negative trends and economic conditions that we have experienced since the second half of 2007 in California and Florida continued. These conditions were initially created by weakness in the real estate and associated financing markets and have spread and persist across virtually all categories. We see no noticeable improvement in the California and Florida economies and we expect to have further challenges before performance improves. In response, during the second quarter, we incurred $3.3 million of charges through our efforts to reduce expenses in the Shoppers business, primarily through organizational restructuring and headcount reductions. Of these charges, $3.1 million were related to the recently announced retirement of our Shoppers President, Pete Gorman and severance due to the headcount reductions. The remaining charges were related to facilities and other miscellaneous items. We continue to invest in our digital strategy where we are seeing good revenue growth and are adding capabilities that add value for our readers and advertisers. We believe the steps we are taking to improve overall efficiency, combined with our digital strategy, will make our Shoppers business well positioned when the economies in California and Florida improve.

Our principal operating expense items are labor, postage and transportation.

Results of Operations

Operating results were as follows:

In thousands, except per share amounts	**Three months ended June 30, 2011**	**June 30, 2010**	**Change**	**Six months ended June 30, 2011**	**June 30, 2010**	**Change**
Revenues	$ 213,047	$ 207,609	2.6%	$ 413,353	$ 407,788	1.4%
Operating expenses	196,501	185,036	6.2%	382,488	366,899	4.2%
Operating income	$ 16,546	$ 22,573	-26.7%	$ 30,865	$ 40,889	-24.5%
Net income	$ 9,425	$ 13,416	-29.7%	$ 17,342	$ 24,185	-28.3%
Diluted earnings per share	$ 0.15	$ 0.21	-28.6%	$ 0.27	$ 0.38	-28.9%

2nd Quarter 2011 vs. 2nd Quarter 2010

Revenues

Consolidated revenues increased 2.6%, to $213.0 million, and operating income decreased 26.7% to $16.5 million in the second quarter of 2011 compared to the second quarter of 2010. Our overall results reflect increased revenues of $11.8 million, or 8.4%, from our Direct Marketing segment and decreased revenues of $6.4 million, or 9.5%, from our Shoppers segment. Direct Marketing experienced increased revenues from our select, retail, financial and healthcare verticals, which were partially offset by decreased revenues from our high-tech vertical market. The August 31, 2010 acquisition of Information Arts also contributed to Direct Marketing s second quarter revenue growth. Shoppers revenue performance reflects the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories.

Operating Expenses

Overall operating expenses increased 6.2%, to $196.5 million, in the second quarter of 2011 compared to the second quarter of 2010. The overall increase in operating expenses was driven by increased operating expenses in Direct Marketing of $11.4 million, or 9.5%. The increase at Direct Marketing was primarily due to increased headcount to support revenues, increased outsourced costs resulting from increased outsourced volumes, and higher mail supply chain costs on higher transportation volumes. The acquisition of Information Arts also contributed to the second quarter increase in Direct Marketing operating expenses. Shoppers operating expenses were up slightly, 0.1%, due to $3.3 million of charges recognized in the second quarter of 2011 related to our efforts to reduce expenses in the Shoppers business. Of these charges, $3.1 million were related to the recently announced retirement of our Shoppers President and severance due to headcount reductions. These charges were partially offset by lower variable payroll costs, decreased postage, decreased outsourced costs and a $0.5 million reduction of a legal accrual. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $2.8 million, or 4.5%, and consolidated operating expenses increased $8.7 million, or 4.7%.

Net Income/Earnings Per Share

Net income decreased 29.7%, to $9.4 million, and diluted earnings per share decreased 28.6%, to $0.15 per share, in the second quarter of 2011 when compared to the second quarter of 2010. The decrease in net income was a result of decreased operating income from Shoppers, changes in net foreign currency transaction gains and losses and a higher effective tax rate.

First Half 2011 vs. First Half 2010

Revenues

Consolidated revenues increased 1.4%, to $413.4 million, while operating income decreased 24.5% to $30.9 million in the first half of 2011 compared to the first half of 2010. Our overall results reflect increased revenues of $18.4 million, or 6.7%, from our Direct Marketing segment and decreased revenues of $12.8 million, or 9.7%, from our Shoppers segment. Direct Marketing experienced increased revenues from our select, retail and financial verticals, which were partially offset by decreased revenues from our high-tech and healthcare vertical markets. The acquisition of Information Arts also contributed to Direct Marketing s first half revenue growth. Shoppers revenue performance reflects the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories.

Operating Expenses

Overall operating expenses increased 4.2%, to $382.5 million, in the first half of 2011 compared to the first half of 2010. The overall increase in operating expenses was driven by increased operating expenses in Direct Marketing of $18.9 million, or 7.9%, and increased general corporate expense of $0.2 million, or 0.4%, partially offset by decreased operating expenses in Shoppers of $3.5 million, or 2.8%. The Direct Marketing increase was primarily due to increased headcount to support revenues, increased outsourced costs resulting from increased outsourced volumes, higher mail supply chain costs on higher transportation volumes, increased travel and increased employee recruiting. The acquisition of Information Arts also contributed to the first half increase in Direct Marketing operating expenses. The decrease at Shoppers was primarily due to lower variable payroll costs, decreased postage due to lower distribution volumes and the elimination of the second day edition, decreased outsourced costs on lower volumes, and a $1.3 million reduction of a legal accrual. The decrease at Shoppers was

Table of Contents

partially offset by $4.1 million of charges recognized in the first half of 2011 related to our efforts to reduce expenses in the Shoppers business. Of these charges, $3.9 million were related to the recently announced retirement of our Shoppers President and severance due to headcount reductions. The decrease at Shoppers was also partially offset by increased newsprint expense and outside printing costs, both a result of higher paper rates. The increase in general corporate expense was driven by higher stock-based compensation, partially offset by lower incentive-based compensation and acquisition-related expenses. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $6.3 million, or 5.1%, and consolidated operating expenses increased $12.8 million, or 3.5%.

Net Income/Earnings Per Share

Net income decreased 28.3%, to $17.3 million, and diluted earnings per share decreased 28.9%, to $0.27 per share, in the first half of 2011 when compared to the first half of 2010. The decrease in net income was a result of decreased operating income from Shoppers and Direct Marketing, increased general corporate expense and changes in net foreign currency transaction gains and losses.

Direct Marketing

Direct Marketing operating results were as follows:

In thousands	Three months ended June 30, 2011	Three months ended June 30, 2010	Change	Six months ended June 30, 2011	Six months ended June 30, 2010	Change
Revenues	$ 152,721	$ 140,926	8.4%	$ 293,802	$ 275,421	6.7%
Operating expenses	132,365	120,926	9.5%	257,466	238,569	7.9%
Operating income	$ 20,356	$ 20,000	1.8%	$ 36,336	$ 36,852	-1.4%

2nd Quarter 2011 vs. 2nd Quarter 2010

Revenues

Direct Marketing revenues increased $11.8 million, or 8.4%, in the second quarter of 2011 compared to the second quarter of 2010. These results reflect an increase (as a percentage) in the high teens from our select vertical compared to the second quarter of 2010. Our retail and financial verticals experienced revenue growth in the low double digits, while our healthcare vertical was up slightly. Our high-tech vertical declined in the low single digits. Revenues from our vertical markets are impacted by, among other things, the economic fundamentals of each industry, various market factors, including the demand for services by our clients, and the financial condition of and budgets available to specific clients. The acquisition of Information Arts also contributed to the second quarter revenue growth.

Future revenue performance will depend on, among other factors, the overall strength of the national and international economies and how successful we are at maintaining and growing business with existing clients, acquiring new clients and meeting client demands. We believe that in the long-term an increasing portion of overall marketing and advertising expenditures will be moved from other advertising media to the targeted media space, and that our business will benefit as a result. Targeted media advertising results can be more effectively tracked, enabling measurement of the return on marketing investment.

Operating Expenses

Operating expenses increased $11.4 million, or 9.5%, in the second quarter of 2011 compared to the second quarter of 2010. Labor costs increased $5.1 million, or 8.2%, due to increased headcounts to support revenues and increased commissions due to increased revenues. Production and distribution costs increased $4.9 million, or 11.3%, due to increased outsourced costs resulting from increased outsourced volumes, and higher mail supply chain costs on higher transportation volumes. General and administrative expense increased $1.7 million, or 15.5%, due primarily to an increase in travel, employee recruiting and bad debt expense. Depreciation and software amortization expense decreased $0.3 million, or 7.1%, due to decreased capital expenditures over the last few years. Intangible asset amortization was up slightly due to the Information Arts acquisition. The acquisition of Information Arts also contributed to the total increase in operating expenses in Direct Marketing in the second quarter of 2011.

Table of Contents

Direct Marketing s largest cost components are labor, outsourced costs and mail supply chain costs. Each of these costs is somewhat variable and tends to fluctuate with revenues and the demand for our direct marketing services. Mail supply chain costs have increased significantly over the last several quarters due to demand and supply issues within the transportation industry, contributing to the overall increase in operating expenses. Future changes in mail supply chain costs will continue to impact Direct Marketing s total production costs and total operating expenses, and may have an impact on future demand for our supply chain management. Postage costs of mailings in our Direct Marketing business are borne by our clients and are not directly reflected in our revenues or expenses.

First Half 2011 vs. First Half 2010

Revenues

Direct Marketing revenues increased $18.4 million, or 6.7%, in the first half of 2011 compared to the first half of 2010. These results reflect an increase of 20% from our select vertical compared to the first half of 2010. Our retail vertical experienced revenue growth (as a percentage) in the low double digits and our financial vertical grew in the high single digits. Our high-tech and healthcare verticals both declined in the mid single digits. The acquisition of Information Arts also contributed to the first half revenue growth.

Operating Expenses

Operating expenses increased $18.9 million, or 7.9%, in the first half of 2011 compared to the first half of 2010. Labor costs increased $8.6 million, or 6.8%, due to increased headcounts to support revenues. Production and distribution costs increased $8.9 million, or 10.8%, due to increased outsourced costs resulting from increased outsourced volumes, and higher mail supply chain costs on higher transportation volumes. General and administrative expense increased $2.0 million, or 9.0%, due primarily to an increase in travel, employee recruiting and outside sales commissions. Depreciation and software amortization expense decreased $0.6 million, or 7.2%, due to decreased capital expenditures over the last few years. Intangible asset amortization was up slightly due to the Information Arts acquisition. The acquisition of Information Arts also contributed to the total increase in operating expenses in Direct Marketing in the first half of 2011.

Shoppers

	Three months ended			Six months ended		
In thousands	**June 30, 2011**	**June 30, 2010**	**Change**	**June 30, 2011**	**June 30, 2010**	**Change**
Revenues	$ 60,326	$ 66,683	-9.5%	$ 119,551	$ 132,367	-9.7%
Operating expenses	61,444	61,408	0.1%	119,422	122,924	-2.8%
Operating income	$ (1,118)	$ 5,275	-121.2%	$ 129	$ 9,443	-98.6%

2nd Quarter 2011 vs. 2nd Quarter 2010

Revenues

Shoppers revenues decreased $6.4 million, or 9.5%, in the second quarter of 2011 compared to the second quarter of 2010. These results reflect the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories. At June 30, 2011, our Shoppers circulation reached approximately 11.2 million addresses each week. While we have not made any significant changes to our circulation since the first quarter of 2009, we continue to evaluate all of our circulation performance and may make further circulation reductions in the future as part of our efforts to address the difficult economic conditions in California and Florida.

Future revenue performance will depend on, among other factors, the overall strength of the California and Florida economies, as well as how successful we are at maintaining and growing business with existing clients, and acquiring new clients.

Table of Contents

Operating Expenses

Operating expenses increased slightly, 0.1%, in the second quarter of 2011 compared to the second quarter of 2010. During the second quarter of 2011, we incurred $3.3 million of charges through our efforts to reduce expenses in the Shoppers business primarily through organizational restructuring and headcount reductions. Of these charges, $3.1 million were related to the recently announced retirement of our Shoppers President and severance due to headcount reductions. The remaining charges were related to facilities and other miscellaneous items. Total labor costs increased $1.2 million, or 5.7%, due to severance and the retirement charges. Excluding these charges, total labor costs decreased $1.9 million, or 9.3%, due to lower variable payroll costs from lower ad sales, headcount reductions and lower incentive compensation. Total production costs decreased $0.9 million, or 2.5%, due primarily to decreased postage costs as a result of a decline in distribution volumes and the elimination of the second day edition in southern California, and decreased outsourced costs resulting from decreased outsourced volumes. These decreases were partially offset by increased newsprint expense as a result of higher paper rates. Total general and administrative costs decreased $0.1 million, or 2.7%, due primarily to a $0.5 million reduction of a legal accrual, partially offset by an increase in bad debt expense. Depreciation and software amortization expense decreased $0.1 million, or 7.2%, due to decreased capital expenditures in the last few years. Intangible asset amortization decreased slightly, 14.2%, as certain intangible assets became fully amortized. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $2.8 million, or 4.5%

Shoppers largest cost components are labor, postage and paper. Shoppers labor costs are partially variable and tend to fluctuate with the number of zones, circulation, volumes and revenues. Standard postage rates have increased in recent years, and increased again in April 2011. Shoppers postage rates increased by less than 1.0% as a result of the April 2011 rate increase. We believe the next postal rate increase will likely occur in the second quarter of 2012 and will be capped at the consumer price index level in accordance with the regulations in effect at that time. Any future changes in postage rates will affect Shoppers production costs. The U. S. Postal Service has also proposed various changes in its services to address its financial performance, such as delivery frequency and facility access. We do not believe the proposed changes will have a material impact on our Shoppers business. Shoppers newsprint prices increased in the second half of 2010 and continued to increase in the first half of 2011, causing the increase in Shoppers paper costs. Newsprint prices are expected to continue to increase in the second half of 2011. Any future changes in newsprint prices will affect Shoppers production costs.

First Half 2011 vs. First Half 2010

Revenues

Shoppers revenues decreased $12.8 million, or 9.7%, in the first half of 2011 compared to the first half of 2010. These results reflect the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories.

Operating Expenses

Operating expenses decreased $3.5 million, or 2.8%, in the first half of 2011 compared to the first half of 2010. During the first half of 2011, we incurred $4.1 million of charges through our efforts to reduce expenses in the Shoppers business primarily through organizational restructuring and headcount reductions. Of these charges, $3.9 million were related to the recently announced retirement of our Shoppers President and severance due to headcount reductions. The remaining charges were related to facilities and other miscellaneous items. Total labor costs increased $0.7 million, or 1.7%, due to severance and retirement charges. Excluding these charges, total labor costs decreased $3.1 million, or 7.7%, due to lower variable payroll costs from lower ad sales, headcount reductions and lower incentive compensation. Total production costs decreased $1.6 million, or 2.3%, due primarily to decreased postage costs as a result of a decline in distribution volumes and the elimination of the second day edition in southern California, and decreased outsourced costs resulting from decreased outsourced volumes. These decreases were partially offset by increased newsprint expense and outside printing costs, both a result of higher paper rates. Total general and administrative costs decreased $2.1 million, or 22.4%, due primarily to a $1.3 million reduction of a legal accrual and a decrease in bad debt expense. Depreciation and software amortization expense decreased $0.3 million, or 11.5%, due to decreased capital expenditures in the last few years. Intangible asset amortization decreased $0.1 million, or 31.4%, as certain intangible assets became fully amortized. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $6.3 million, or 5.1%

General Corporate Expense

General corporate expense was down slightly, 0.4%, in the second quarter of 2011 compared to the second quarter of 2010. This decrease was due to lower incentive-based compensation and acquisition-related expenses, partially offset by increased stock-based compensation.

General corporate expense increased $0.2 million, or 3.6%, in the first half of 2011 compared to the first half of 2010. This increase was due to higher stock-based compensation, partially offset by lower incentive-based compensation and acquisition-related expenses.

Interest Expense

Interest expense decreased $0.1 million, or 8.5%, in the second quarter of 2011 and $0.1 million, or 9.7%, in the first half of 2011 compared to the same periods in 2010. These decreases were primarily due to lower outstanding debt levels during the second quarter and first half of 2011 compared to the same periods in 2010.

Interest Income

Interest income was up slightly in the second quarter of 2011 and increased $0.1 million, or 103.0%, in the first half of 2011 compared to the same periods in 2010 due to higher returns on invested cash and cash equivalents in 2011.

Other Income and Expense

Other expense, net, increased $0.5 million in the second quarter of 2011 and $1.5 million in the first half of 2011 compared to the same periods in 2010. These changes were primarily due to changes in net foreign currency transaction gains and losses.

Income Taxes

Income tax expense decreased $2.4 million in the second quarter of 2011 and $4.5 million in the first half of 2011 compared to the same periods in 2010. Our effective tax rate was 39.2% for the second quarter of 2011, increasing from 38.9% for the second quarter of 2010. The increase in the effective tax rate is primarily due to an increase in state income tax. Our effective tax rate was 39.4% for the first half of 2011 and the first half of 2010.

Economic Climate and Impact on our Financial Statements

The current economic climate in California and Florida has had a negative impact on our Shoppers operations and cash flows for the three months and six months ended June 30, 2011, and our financial position at June 30, 2011. We cannot predict the timing, strength or duration of the current difficult economic environment in California and Florida or any subsequent improvement. If the economic climate and markets we serve continue to deteriorate, we may record charges related to restructuring costs and the impairment of goodwill, other intangibles and long-lived assets, and our operations, cash flows and financial position may be materially and adversely affected.

Table of Contents

Liquidity and Capital Resources

Sources and Uses of Cash

As of June 30, 2011, cash and cash equivalents were $47.9 million, decreasing $38.1 million from cash and cash equivalents at December 31, 2010. This net decrease was a result of net cash provided by operating activities of $18.0 million, net cash used in investing activities of $11.3 million, net cash used in financing activities of $45.2 million and $0.3 million from the effect of exchange rate changes.

Operating Activities

Net cash provided by operating activities in the second quarter of 2011 was $18.0 million, compared to net cash provided by operating activities of $37.7 million in the second quarter of 2010. The $19.7 million year-over-year decrease was primarily attributable to changes within working capital assets and liabilities and a decrease in net income.

In the second quarter of 2011, our principal working capital changes, which directly affected net cash provided by operating activities, were as follows:

- A decrease in accounts receivable attributable to higher revenues in the fourth quarter of 2010 than in the second quarter of 2011. Days sales outstanding of approximately 63 days at June 30, 2011 increased from 59 days at June 30, 2010 and 59 days at December 31, 2010;
- An increase in inventory due to increased newsprint prices;
- An increase in prepaid expenses and other current assets due to timing of payments;
- A decrease in accounts payable due to higher overall operating expenses in the fourth quarter of 2010 than in the second quarter of 2011;
- A decrease in accrued payroll and related expenses due to the payment of 2010 incentive compensation;
- A decrease in customer deposits, unearned revenue and other current liabilities due to timing of receipts; and
- A decrease in income taxes payable due to the timing of payments.

Investing Activities

Net cash used in investing activities was $11.3 million in the second quarter of 2011, compared to $8.1 million in the second quarter of 2010. The $3.2 million increase is the result of a $3.1 million increase in capital spending in the second quarter of 2011 compared to the second quarter of 2010.

Financing Activities

Net cash used in financing activities was $45.2 million in the second quarter of 2011 compared to $31.6 million in the second quarter of 2010. The $13.6 million increase is attributable primarily to the repurchase of $8.4 of treasury stock in the second quarter of 2011, and $5.4 million more net debt repayments in the second quarter of 2011 than in the second quarter of 2010.

Credit Facilities

On September 6, 2006, we entered into a five-year $200 million term loan facility (2006 Term Loan Facility) with Wells Fargo Bank, N.A., as Administrative Agent. The 2006 Term Loan Facility matures on September 6, 2011. For each borrowing under the 2006 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) a Eurodollar (as defined in the 2006 Term Loan Facility) rate, plus a spread which is determined based on our total debt-to-EBITDA ratio (as defined in the 2006 Term Loan Facility) then in effect, and ranges from 0.315% to 0.60% per annum, or (ii) the higher of Wells Fargo Bank s prime rate in effect on such date or the Federal Funds rate in effect on such date plus 0.50%. There is a facility fee that we are also required to pay under the 2006 Term Loan Facility that is based on a facility fee rate applied to the outstanding principal balance owed under the 2006 Term Loan Facility. The facility fee rate ranges from 0.085% to 0.15% per annum, depending on our total debt-to-EBITDA ratio then in effect. We may elect to prepay the 2006 Term Loan Facility at any time without incurring any prepayment penalties. At June 30, 2011, we had $97.5 million outstanding under the 2006 Term Loan Facility.

On March 7, 2008, we entered into a four-year $100 million term loan facility (2008 Term Loan Facility) with Wells Fargo Bank, N.A., as Administrative Agent. The 2008 Term Loan Facility matures on March 7, 2012. For each borrowing under the 2008 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) a Eurodollar (as defined in the 2008 Term Loan Facility) rate, plus a spread which is determined based on our total debt-to-EBITDA ratio (as defined in the 2008 Term Loan Facility) then in effect, and ranges from 0.40% to 0.75% per annum, or (ii) the higher of Wells Fargo Bank s prime rate in effect on such date or the Federal Funds rate in effect on such date plus 0.50%. There is a facility fee that we are also required to pay under the 2008 Term Loan Facility that is based on a rate applied to the outstanding principal balance owed under the 2008 Term Loan Facility. The facility fee rate ranges from 0.10% to 0.25% per annum, depending on our total debt-to-EBITDA ratio then in effect. We may elect to prepay the 2008 Term Loan Facility at any time without incurring any prepayment penalties. At June 30, 2011, we had $68.0 million outstanding under the 2008 Term Loan Facility.

On August 12, 2010, we entered into a new three-year $70 million revolving credit facility, which includes a $25 million accordion feature, a $25 million letter of credit sub-facility and a $5 million swing line loan sub-facility (2010 Revolving Credit Facility), with Bank of America, N.A., as Administrative Agent. The 2010 Revolving Credit Facility permits us to request up to a $25 million increase in the total amount of the facility. The 2010 Revolving Credit Facility matures on August 12, 2013. For each borrowing under the 2010 Revolving Credit Facility, we can generally choose to have the interest rate for that borrowing calculated on either (i) the LIBOR rate for the applicable interest period, plus a spread which is determined based on our total net debt-to-EBITDA ratio then in effect, which ranges from 2.25% to 3.00% per annum; or (ii) the highest of (a) the Federal Funds Rate plus 0.50%, (b) the Agent s prime rate, and (c) the Eurodollar Rate plus 1.00%, plus a spread which is determined based on our total net debt-to-EBITDA ratio then in effect, which ranges from 1.25% to 2.00% per annum. There is a facility fee that we are also required to pay under the 2010 Revolving Credit Facility. The facility fee rate ranges from 0.40% to 0.45% per annum, depending on our total net debt-to-EBITDA ratio then in effect. In addition, there is a letter of credit fee with respect to outstanding letters of credit. That fee is calculated by applying a rate equal to the spread applicable to Eurodollar based loans plus a fronting fee of 0.125% per annum to the average daily undrawn amount of the outstanding letters of credit. We may elect to prepay the 2010 Revolving Credit Facility at any time. At June 30, 2011, we did not have any outstanding amounts drawn against our 2010 Revolving Credit Facility. At June 30, 2011 we had letters of credit totaling $11.8 million issued under the 2010 Revolving Credit Facility, decreasing the amount available for borrowing to $58.2 million.

Under all of our credit facilities we are required to maintain an interest coverage ratio of not less than 2.75 to 1 and a total debt-to-EBITDA ratio of not more than 3.0 to 1. The credit facilities also contain covenants restricting our ability to grant liens and enter into certain transactions and limit the total amount of indebtedness of our subsidiaries.

The credit facilities each also include customary covenants regarding reporting obligations, delivery of notices regarding certain events, maintaining our corporate existence, payment of obligations, maintenance of our properties and insurance thereon at customary levels with financially sound and reputable insurance companies, maintaining books and records and compliance with applicable laws. The credit facilities each also provide for customary events of default including nonpayment of principal or interest, breach of representations and warranties, violations of covenants, failure to pay certain other indebtedness, bankruptcy and material judgments and liabilities, certain violations of environmental laws or ERISA or the occurrence of a change of control. As of June 30, 2011, we were in compliance with all of the covenants of our credit facilities.

Table of Contents

Outlook

We consider such factors as total cash and cash equivalents, current assets, current liabilities, total debt, revenues, operating income, cash flows from operations, investing activities and financing activities when assessing our liquidity. Our primary sources of liquidity have been cash and cash equivalents on hand and cash generated from operating activities. Our management of cash is designed to optimize returns on cash balances and to ensure that it is readily available to meet our operating, investing and financing requirements as they arise. Capital resources are also available from and provided through our 2010 Revolving Credit Facility, subject to the terms and conditions of that facility.

The amount of cash on hand and borrowings available under our 2010 Revolving Credit Facility are influenced by a number of factors, including fluctuations in our operating results, revenue growth, accounts receivable collections, working capital changes, capital expenditures, tax payments, share repurchases, pension plan contributions, acquisitions and dividends.

As of June 30, 2011, we had $58.2 million of unused borrowing capacity under our 2010 Revolving Credit Facility and a cash balance of $47.9 million. Based on our current operational plans, we believe that our cash on hand, cash provided by operating activities, and availability under the 2010 Revolving Credit Facility will be sufficient to fund operations, anticipated capital expenditures, payments of principal and interest on our borrowings, and dividends on our common stock through the end of 2011. Nevertheless, we cannot predict the impact on our business performance of the economic climate in the United States and other economies. A lasting economic recession in the United States and other economies could have a material adverse effect on our business, financial position or operating results.

Both the 2006 Term Loan Facility and the 2008 Term Loan Facility mature in the next 9 months, and we are scheduled to make principal payments of $165.5 million during this period. We believe that we will be able to replace the 2006 Term Loan Facility prior to its maturity. However, if there are disruptions in the credit markets, we may be unable to obtain a replacement facility on acceptable terms or at all. In that event, depending on our ability to generate sufficient cash flow from operations, our overall liquidity and ability to make payments on our indebtedness under our 2006 Term Loan Facility (which matures in September 2011) and our 2008 Term Loan Facility (which matures in March 2012) may be adversely impacted, and we may be required to seek one or more alternatives, such as refinancing or restructuring our indebtedness, selling material assets or operations, or seeking to raise debt or equity capital. We cannot assure you that any of these actions could be affected on a timely basis or on satisfactory terms, if at all. In addition, our existing debt agreements contain restrictive covenants that may prohibit us from adopting one or more of these alternatives. To the extent that we do not refinance our current debt, we will make the scheduled principal payments using cash on hand, cash provided by operating activities and availability under the 2010 Revolving Credit Facility.

Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with U.S generally accepted accounting principles. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by management s application of accounting policies. We consider the following to be our critical accounting policies, as described in detail in our 2010 Form 10-K:

Revenue recognition;

Table of Contents

Allowance for doubtful accounts;

Reserve for healthcare, workers   compensation, automobile and general liability;

Goodwill; and

Stock-based compensation.

There have been no material changes to the critical accounting policies described in our 2010 Form 10-K.

As discussed in Note B, *Recent Accounting Pronouncements*, of the Notes to Unaudited Condensed Consolidated Financial Statements, certain new financial accounting pronouncements have been issued which either have already been reflected in the accompanying consolidated financial statements, or will become effective for our financial statements at various dates in the future. The adoptions of these new accounting pronouncements have not and are not expected to have a material effect on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk includes the risk of loss arising from adverse changes in market rates and prices. We face market risks related to interest rate variations and to foreign exchange rate variations. From time to time, we may utilize derivative financial instruments as described below to manage our exposure to such risks.

We are exposed to market risk for changes in interest rates related to our credit facilities. Our earnings are affected by changes in short-term interest rates as a result of our credit facilities, which bear interest at variable rates based on Eurodollar rates (effective 30 day Euro dollar rate of 0.19% at June 30, 2011). The three-year $70 million 2010 Revolving Credit Facility has a maturity date of August 12, 2013. At June 30, 2011, we did not have any debt outstanding under the 2010 Revolving Credit Facility. The five-year $200 million 2006 Term Loan Facility has a maturity date of September 6, 2011. At June 30, 2011, our debt balance related to the 2006 Term Loan Facility was $97.5 million. The four-year 2008 Term Loan Facility has a maturity date of March 7, 2012. At June 30, 2011, our debt balance related to the 2008 Term Loan Facility was $68.0 million.

Assuming the actual level of borrowing throughout the second quarter and first half of 2011, and assuming a one percentage point change in the average interest rates, we estimate that our second quarter and first half 2011 net income would have changed by approximately $0.3 million and $0.5 million, respectively. Due to our overall debt level and cash balance at June 30, 2011, anticipated cash flows from operations, and the various financial alternatives available to us should there be an adverse change in interest rates, we do not believe that we currently have significant exposure to market risks associated with changing interest rates.

Our earnings are also affected by fluctuations in foreign currency exchange rates as a result of our operations in foreign countries. Our primary exchange rate exposure is to the Euro, British pound sterling, Australian dollar, Philippine peso and Brazilian real. We monitor these risks throughout the normal course of business. The majority of the transactions of our U.S. and foreign operations are denominated in the respective local currencies. Changes in exchange rates related to these types of transactions are reflected in the applicable line items making up operating income in our Consolidated Statements of Operations. Due to the current level of operations conducted in foreign currencies, we do not believe that the impact of fluctuations in foreign currency exchange rates on these types of transactions is significant to our overall annual earnings. A smaller portion of our transactions are denominated in currencies other than the respective local currencies. For example, inter-company transactions that are expected to be settled in the near-term are denominated in U.S. dollars. Since the accounting records of our foreign operations are kept in the respective local currency, any transactions denominated in other currencies are accounted for in the respective local currency at the time of the transaction. Any foreign currency gain or loss from these transactions, whether realized or unrealized, results in an adjustment to income, which is recorded in   Other, net   in our Consolidated Statements of Operations. Transactions such as these amounted to $38.1 thousand and $282.1 thousand in pre-tax currency transaction losses in the second quarter and first half of 2011, respectively. At this time we have not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

Table of Contents

Item 4. Controls and Procedures

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, or the Exchange Act). It should be noted that, because of inherent limitations, our disclosure controls and procedures, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met. Based upon that evaluation, the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer concluded that the design and operation of these disclosure controls and procedures were effective, at the reasonable assurance level, to ensure information required to be disclosed by us in the reports that we file or submit under the Exchange Act is properly recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of our internal control over financial reporting to determine whether any changes occurred during the second quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there were no changes in our internal control over financial reporting or in other factors that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We may make changes in our internal control processes from time to time in the future. It should also be noted that, because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements, and controls may become inadequate because of changes in conditions or in the degree of compliance with the policies or procedures.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information regarding legal proceedings is set forth in Note K to the Notes to Unaudited Condensed Consolidated Financial Statements, *Litigation Contingencies*, in Item 1 of Part I of this Quarterly Report on Form 10-Q, which information is incorporated herein by reference.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our 2010 Form 10-K, which could materially affect our business, financial condition or future results. The risks described in our 2010 Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results. In our judgment, there were no material changes in the risk factors as previously disclosed in Part I, Item 1A. Risk Factors of our 2010 Form 10-K. Refer to Part I, Item 2 of this Quarterly Report on Form 10-Q, for a discussion of the ongoing economic downturn in the United States and other economies and its adverse impact on our business.

Table of Contents

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

The following table contains information about our purchases of equity securities during the second quarter of 2011:

Period	Total Number of Shares Purchased(2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(1)	Maximum Number of Shares that May Yet Be Purchased Under the Plan
April 1 30, 2011		$		10,475,491
May 1 31, 2011	700,000	$ 8.56	700,000	9,775,491
June 1 30, 2011	300,000	$ 7.90	300,000	9,475,491
Total	1,000,000	$ 8.36	1,000,000	

(1) During the second quarter of 2011, 1,000,000 shares were purchased through our stock repurchase program that was publicly announced in January 1997. Under this program, from which shares can be purchased in the open market or through privately negotiated transactions, our Board of Directors has authorized the repurchase of up to 74,400,000 shares of our outstanding common stock. As of June 30, 2011, we had repurchased a total of 64,924,509 shares at an average price of $18.67 per share under this program.

(2) Total number of shares purchased includes shares, if any, purchased as part of our publicly announced stock repurchase program, plus shares withheld to pay applicable withholding taxes and the exercise price related to stock options, and shares withheld to pay applicable withholding taxes related to the vesting of nonvested shares, pursuant to the Harte-Hanks, Inc. 2005 Omnibus Incentive Plan.

Item 6. Exhibits

See Index to Exhibits on Page 33.

Table of Contents

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

	HARTE-HANKS, INC.
August 1, 2011 Date	/s/ LARRY FRANKLIN **Larry Franklin** **President and Chief Executive Officer**
August 1, 2011 Date	/s/ DOUGLAS SHEPARD **Douglas Shepard** **Executive Vice President and** **Chief Financial Officer**
August 1, 2011 Date	/s/ JESSICA HUFF **Jessica Huff** **Vice President, Finance and** **Chief Accounting Officer**

Table of Contents

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
*31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Furnished Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Furnished Certification of Chief Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101	XBRL Instance Document

*Filed or furnished herewith