BlackRock Inc.
Form 10-Q
November 08, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2010

OR

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

For the transition period from ______ to ______.

Commission file number 001-33099

BlackRock, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**32-0174431**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

55 East 52nd Street, New York, NY 10055

(Address of principal executive offices)

(Zip Code)

(212) 810-5300

(Registrant s telephone number, including area code)

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

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

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

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

As of October 31, 2010, there were 63,645,496 shares of the registrant s common stock outstanding.

BlackRock, Inc.

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PART I

FINANCIAL INFORMATION

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

BlackRock, Inc.

Condensed Consolidated Statements of Financial Condition

(Dollar amounts in millions, except per share data)

(unaudited)

	September 30, 2010	December 31, 2009
Assets		
Cash and cash equivalents	$ 2,636	$ 4,708
Accounts receivable	2,052	1,718
Due from related parties	168	189
Investments	1,512	1,049
Separate account assets	116,667	119,629
Assets of consolidated variable interest entities		
Cash and cash equivalents	91	
Bank loans and other investments	1,293	
Collateral held under securities lending agreements	18,981	19,335
Deferred sales commissions, net	75	103
Property and equipment (net of accumulated depreciation of $393 and $303 at September 30, 2010 and December 31, 2009, respectively)	429	443
Intangible assets (net of accumulated amortization of $575 and $466 at September 30, 2010 and December 31, 2009, respectively)	17,546	17,666
Goodwill	12,641	12,638
Other assets	413	588
Total assets	$ 174,504	$ 178,066
Liabilities		
Accrued compensation and benefits	$ 1,146	$ 1,482
Accounts payable and accrued liabilities	1,234	850
Due to related parties	151	490
Short-term borrowings	100	2,234
Liabilities of consolidated variable interest entities		
Borrowings	1,237	
Other liabilities	7	
Convertible debentures	67	243
Long-term borrowings	3,191	3,191
Separate account liabilities	116,667	119,629
Collateral liability under securities lending agreements	18,981	19,335
Deferred tax liabilities	5,548	5,518
Other liabilities	495	492
Total liabilities	148,824	153,464

Commitments and contingencies (Note 12)		
Temporary equity		
Redeemable non-controlling interests	54	49

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Financial Condition (continued)

(Dollar amounts in millions, except per share data)

(unaudited)

	September 30, 2010	December 31, 2009
Permanent Equity		
BlackRock, Inc. stockholders equity		
Common stock, $0.01 par value;	1	1
Shares authorized: 500,000,000 at September 30, 2010 and December 31, 2009;		
Shares issued: 64,411,584 and 62,776,777 at September 30, 2010 and December 31, 2009, respectively;		
Shares outstanding: 62,759,519 and 61,896,236 at September 30, 2010 and December 31, 2009, respectively		
Preferred stock (Note 16)	1	1
Additional paid-in capital	22,400	22,127
Retained earnings	3,260	2,436
Appropriated retained earnings	94	
Accumulated other comprehensive loss	(95)	(96)
Escrow shares, common, at cost (868,940 shares held at September 30, 2010 and December 31, 2009)	(137)	(137)
Treasury stock, common, at cost (783,125 and 11,601 shares held at September 30, 2010 and December 31, 2009, respectively)	(124)	(3)
Total BlackRock, Inc. stockholders equity	25,400	24,329
Nonredeemable non-controlling interests	180	224
Nonredeemable non-controlling interests of consolidated variable interest entities	46	
Total permanent equity	25,626	24,553
Total liabilities, temporary equity and permanent equity	$ 174,504	$ 178,066

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Income

(Dollar amounts in millions, except per share data)

(unaudited)

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Revenue				
Investment advisory, administration fees and securities lending revenue				
Related parties	$ 1,217	$ 625	$ 3,529	$ 1,763
Other third parties	577	290	1,810	809
Investment advisory, administration fees and securities lending revenue	1,794	915	5,339	2,572
Investment advisory performance fees	114	49	214	77
BlackRock Solutions and advisory	101	122	328	369
Distribution fees	29	25	89	73
Other revenue	54	29	149	65
Total revenue	2,092	1,140	6,119	3,156
Expenses				
Employee compensation and benefits	774	444	2,256	1,185
Distribution and servicing costs				
Related parties	67	92	194	291
Other third parties	38	27	108	80
Amortization of deferred sales commissions	26	23	79	76
Direct fund expenses	124	15	359	43
General and administration	316	146	945	462
Restructuring charges				22
Amortization of intangible assets	40	36	120	108
Total expenses	1,385	783	4,061	2,267
Operating income	707	357	2,058	889
Non-operating income (expense)				
Net gain (loss) on investments	93	89	117	5
Net gain (loss) on consolidated variable interest entities	12		(16)	
Interest and dividend income	10	4	19	16

Interest expense	(37)	(15)	(115)	(45)
Total non-operating income (expense)	78	78	5	(24)
Income before income taxes	785	435	2,063	865
Income tax expense	201	101	662	225
Net income	584	334	1,401	640
Less:				
Net income (loss) attributable to redeemable non-controlling interests		1	2	2
Net income (loss) attributable to nonredeemable non-controlling interests	33	16	(7)	19
Net income attributable to BlackRock, Inc.	$ 551	$ 317	$ 1,406	$ 619
Earnings per share attributable to BlackRock, Inc. common stockholders:				
Basic	$ 2.85	$ 2.31	$ 7.28	$ 4.58
Diluted	$ 2.83	$ 2.27	$ 7.21	$ 4.50
Cash dividends declared and paid per share	$ 1.00	$ 0.78	$ 3.00	$ 2.34
Weighted-average common shares outstanding:				
Basic	190,494,905	133,266,379	190,385,046	131,481,677
Diluted	192,326,841	135,902,241	192,280,679	134,001,799

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Comprehensive Income

(Dollar amounts in millions)

(unaudited)

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Net income	$ 584	$ 334	$ 1,401	$ 640
Other comprehensive income:				
Change in net unrealized gains (losses) from available-for-sale investments, net of tax				
Unrealized holding gains (losses), net of tax	1	3	4	4
Less: reclassification adjustment included in net income		2	2	(12)
Net change from available-for-sale investments, net of tax[1]	1	1	2	16
Minimum pension liability adjustment	1			1
Foreign currency translation adjustments	89	(8)	(1)	81
Comprehensive income	675	327	1,402	738
Less: Comprehensive income attributable to non-controlling interests	33	17	(5)	21
Comprehensive income attributable to BlackRock, Inc.	$ 642	$ 310	$ 1,407	$ 717

(1) The tax benefit (expense) on unrealized holding gains (losses) was ($1) million and ($2) million during the three months ended September 30, 2010 and 2009, respectively, and ($2) million and ($7) million during the nine months ended September 30, 2010 and 2009, respectively.

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Changes in Equity

(Dollar amounts in millions)

(unaudited)

	Additional Paid-in Capital[1]	Retained Earnings	Appropriated Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Shares Held in Escrow	Treasury Stock Common	Total Stockholders' Equity	Nonredeemable Non-controlling Interests	Nonredeemable Non-controlling Interests of Consolidated VIEs	Total Permanent Equity	Redeemable Non-controlling Interests / Temporary Equity
December 31, 2009	$ 22,129	$ 2,436	$	($ 96)	($ 137)	($ 3)	$ 24,329	$ 224	$	$ 24,553	$ 49
January 1, 2010 initial recognition of ASU 2009-17			114				114	(49)	49	114	
Net income		1,406					1,406	11	(18)	1,399	2
Allocation of losses of consolidated collateralized loan obligations			(20)				(20)		20		
Dividends paid, net of dividend expense for unvested RSUs		(582)					(582)			(582)	
Stock-based compensation	334					1	335			335	
PNC LTIP capital contribution	5						5			5	
Merrill Lynch capital contribution	10						10			10	
Exchange of common stock for preferred shares series B	128					(128)					
Net issuance of common shares related to employee stock transactions	(194)					(60)	(254)			(254)	
Convertible debt conversions, net of tax	(53)					66	13			13	
Net tax benefit (shortfall) from stock-based compensation	43						43			43	
Subscriptions/(redemptions/distributions) - non-controlling interest holders								(4)	(5)	(9)	97
Net consolidations (deconsolidations) of sponsored investment funds											(94)
Other changes in non-controlling interests								(2)		(2)	
Foreign currency translation adjustments				(1)			(1)			(1)	
Change in net unrealized gains (losses) from available-for-sale investments, net of tax				2			2			2	
September 30, 2010	$ 22,402	$ 3,260	$ 94	($ 95)	($ 137)	($ 124)	$ 25,400	$ 180	$ 46	$ 25,626	$ 54

(1) Includes $1 million of common stock and $1 million of preferred stock at September 30, 2010 and December 31, 2009, respectively.

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Changes in Equity

(Dollar amounts in millions)

(unaudited)

	Additional Paid-in Capital[1]	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Shares Held in Escrow	Treasury Stock Common	Total Stockholders' Equity	Nonredeemable Non-controlling Interests	Total Permanent Equity	Redeemable Non-controlling Interests/ Temporary Equity
December 31, 2008	$ 10,474	$ 1,982	($ 186)	($ 143)	($ 58)	$ 12,069	$ 225	$ 12,294	$ 266
Reclass to temporary equity - convertible debt	(1)					(1)		(1)	1
Net income		619				619	19	638	2
Dividends paid, net of dividend expense for unvested RSUs		(315)				(315)		(315)	
Stock-based compensation	231				1	232		232	
Issuance of shares to institutional investor	300					300		300	
Issuance of common shares for contingent consideration	43					43		43	
PNC LTIP capital contribution	6					6		6	
Merrill Lynch capital contribution	25					25		25	
Net issuance of common shares related to employee stock transactions	(79)				57	(22)		(22)	
Net tax benefit (shortfall) from stock-based compensation	6					6		6	
Minimum pension liability adjustment			1			1		1	
Subscriptions/(redemptions/distributions) - non-controlling interest holders							(1)	(1)	(251)
Net consolidations (deconsolidations) of sponsored investment funds							(9)	(9)	(8)
Other change in non-controlling interests							(3)	(3)	
Foreign currency translation adjustments			81			81		81	
Change in net unrealized gain (loss) from available-for-sale investments, net of tax			16			16		16	
September 30, 2009	$ 11,005	$ 2,286	($ 88)	($ 143)	$	$ 13,060	$ 231	$ 13,291	$ 10

(1) Includes $1 million of preferred stock at September 30, 2009 and $1 million of common stock at September 30, 2009 and December 31, 2008, respectively.

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Cash Flows

(Dollar amounts in millions)

(unaudited)

	Nine Months Ended September 30,	
	2010	**2009**
Cash flows from operating activities		
Net income	$ 1,401	$ 640
Adjustments to reconcile net income to cash from operating activities:		
Depreciation and amortization	231	175
Amortization of deferred sales commissions	79	76
Stock-based compensation	335	232
Deferred income tax expense (benefit)	42	(99)
Net (gains) losses on non-trading investments	(34)	18
Purchases of investments within consolidated funds	(13)	(35)
Proceeds from sales and maturities of investments within consolidated funds	23	265
Assets and liabilities of consolidated VIEs:		
Change in cash and cash equivalents	(43)	
Net (gains) losses and net (purchases)/proceeds within consolidated VIEs	57	
(Earnings) losses from equity method investees	(104)	(32)
Distributions of earnings from equity method investees	11	11
Other adjustments		2
Changes in operating assets and liabilities:		
Accounts receivable	(334)	(307)
Due from related parties	13	178
Deferred sales commissions	(51)	(47)
Investments, trading	(139)	(119)
Other assets	162	(67)
Accrued compensation and benefits	(329)	(233)
Accounts payable and accrued liabilities	391	163
Due to related parties	(339)	4
Other liabilities	56	6
Cash flows from operating activities	1,415	831
Cash flows from investing activities		
Purchases of investments	(522)	(60)
Proceeds from sales and maturities of investments	131	229
(Purchases)/proceeds of assets held for sale	1	(2)
Distributions of capital from equity method investees	39	50

Net consolidations (deconsolidations) of sponsored investment funds	(17)	4
Contingent/other acquisition payments	(16)	(158)
Purchases of property and equipment	(96)	(52)
Cash flows from investing activities	(480)	11

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Condensed Consolidated Statements of Cash Flows (continued)

(Dollar amounts in millions)

(unaudited)

	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Cash flows from financing activities		
Repayments of short-term borrowings	(2,134)	
Repayments of convertible debt	(176)	(1)
Repayments of other borrowings		(1)
Cash dividends paid	(582)	(316)
Proceeds from stock options exercised	7	15
Merrill Lynch capital contribution	10	25
Proceeds from issuance of common stock	4	304
Repurchases of common stock	(264)	(41)
Net (redemptions/distributions paid)/subscriptions received from non-controlling interests holders	88	(252)
Excess tax benefit from stock-based compensation	43	26
Net borrowings/(repayments of borrowings) by consolidated sponsored investment funds		70
Cash flows from financing activities	(3,004)	(171)
Effect of exchange rate changes on cash and cash equivalents	(3)	60
Net (decrease) increase in cash and cash equivalents	(2,072)	731
Cash and cash equivalents, beginning of period	4,708	2,032
Cash and cash equivalents, end of period	$ 2,636	$ 2,763
Supplemental disclosure of cash flow information is as follows:		
Cash paid for:		
Interest	$ 98	$ 52
Interest on borrowings of consolidated VIEs	$ 38	$
Income taxes	$ 355	$ 405
Supplemental schedule of non-cash investing and financing transactions is as follows:		
Issuance of common stock	$ 257	$ 77
Contingent common stock payment related to Quellos transaction	$	$ 43
Increase (decrease) in borrowings due to consolidation of VIEs	$ 1,157	$

See accompanying notes to condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited)

1. Business Overview

BlackRock, Inc. (together, with its subsidiaries, unless the context otherwise indicates, BlackRock or the Company) provides diversified investment management and securities lending services to institutional clients, intermediary and individual investors through various investment vehicles. Investment management services primarily consist of the management of equity, fixed income, multi-asset class, alternative investment and cash management products. BlackRock offers its investment products in a variety of vehicles, including open-end and closed-end mutual funds, *iShares*® exchange traded funds (ETFs), collective investment trusts and separate accounts. In addition, BlackRock provides market risk management, financial markets advisory and enterprise investment system services to a broad base of clients. Financial markets advisory services include valuation services relating to illiquid securities, dispositions and workout assignments (including long-term portfolio liquidation assignments), risk management and strategic planning and execution.

On December 1, 2009, BlackRock completed its acquisition of Barclays Global Investors (BGI) from Barclays Bank PLC (Barclays) (the BGI Transaction). In exchange for BGI, BlackRock paid approximately $6.65 billion in cash and issued capital stock valued at $8.53 billion comprised of 3,031,516 shares of BlackRock common stock and 34,535,255 shares of BlackRock Series B and D non-voting participating preferred stock. See Note 3, Mergers and Acquisitions, for more details on this transaction.

On September 30, 2010, equity ownership of BlackRock was as follows:

	Voting Common Stock	Capital Stock[(1)]
Bank of America/Merrill Lynch & Co., Inc.	3.7%	33.9%
The PNC Financial Services Group, Inc. (PNC)	34.7%	24.3%
Barclays	4.8%	19.7%
Other	56.8%	22.1%
	100.0%	100.0%

(1) Includes outstanding common and non-voting preferred stock only.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and include the accounts of the Company and its controlled subsidiaries. Non-controlling interests on the condensed consolidated statements of financial condition include the portion of consolidated sponsored investment funds in which the Company does not have direct equity ownership. Significant accounts and transactions between consolidated entities have been eliminated.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Certain financial information that normally is included in annual financial statements, including certain financial statement footnotes, is not required for interim reporting purposes and has been condensed or omitted herein. These financial statements should be read in conjunction with the Company s consolidated financial statements and notes related thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the Securities and Exchange Commission (SEC) on March 10, 2010.

The interim financial information at September 30, 2010 and for the three and nine months ended September 30, 2010 and 2009 is unaudited. However, in the opinion of management, the interim information includes all normal recurring adjustments necessary for the fair presentation of the Company s results for the periods presented. The results of operations for interim periods are not necessarily indicative of results to be expected for the full year.

Business Combinations

In accordance with the requirements of Accounting Standards Codification (ASC) 805, *Business Combinations* (ASC 805), certain line items on the condensed consolidated statement of financial condition, including goodwill, intangible assets, and deferred tax liabilities, have been retrospectively adjusted as of December 31, 2009 to reflect new information obtained about facts that existed as of December 1, 2009, the BGI acquisition date. See Note 3, Mergers and Acquisitions, for a summary of the changes in 2010 to the BGI purchase price allocation.

Fair Value Measurements

ASC 820-10, *Fair Value Measurements and Disclosures* (ASC 820-10), requires among other things, disclosures about assets and liabilities that are measured and reported at fair value. The provisions of ASC 820-10 establish a hierarchy that prioritizes inputs to valuation techniques used to measure fair value and requires companies to disclose the fair value of their financial instruments according to the fair value hierarchy (i.e., Level 1, 2 and 3 inputs, as defined). The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Additionally, companies are required to provide additional disclosure regarding instruments in the Level 3 category (which have inputs to the valuation techniques that are unobservable and require significant management judgment), including a reconciliation of the beginning and ending balances separately for each major category of assets and liabilities.

PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies (continued)

Basis of Presentation (continued)

Fair Value Measurements (continued)

Financial instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 Inputs:

Quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date. Level 1 assets include listed mutual funds and ETFs, equities and certain derivatives.

Level 2 Inputs:

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; and inputs other than quoted prices that are observable, such as models or other valuation methodologies. Assets that generally are included in this category may include debt securities, bank loans, short-term floating rate notes and asset-backed securities, certain equity method limited partnership interests in hedge funds and mutual funds in which the valuations for substantially all of the investments within the fund are based upon Level 1 or Level 2 inputs, restricted public securities valued at a discount, as well as over the counter derivatives, including interest and inflation rate swaps and foreign currency exchange contracts that have inputs to the valuations that can be generally corroborated by observable market data. These prices are generally determined by a third party valuation source.

Level 3 Inputs:

Unobservable inputs for the valuation of the asset or liability, which may include non-binding broker quotes. Level 3 assets include investments for which there is little, if any, market activity. These inputs require significant management judgment or estimation. Assets included in this category generally include general and limited partnership interests in private equity funds, funds of private equity funds, real estate funds, hedge funds, and funds of hedge funds, direct private equity investments held within consolidated funds and certain held for sale real estate disposal assets. Liabilities included in this category include borrowings of consolidated collateralized loan obligations.

Level 3 inputs include BlackRock capital accounts for its partnership interests in various alternative investments, including distressed credit hedge funds, real estate and private equity funds, which may be adjusted by using the returns of certain market indices. The various partnerships are investment companies, which record their underlying investments at fair value based on fair value policies established by management of the underlying fund. Fair value policies at the underlying fund generally require the fund to utilize pricing/valuation information, including independent appraisals, from third party sources. However, in some instances current valuation information for illiquid securities or securities in markets that are not active, may not be available from any third party source or fund management may conclude that the valuations that are available from third party sources are not reliable. In these instances, fund management may perform model-based analytical valuations that may be used to value these investments.

The Company s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Fair Value Option

ASC 825-10, *Financial Instruments* (ASC 825-10), provides a fair value option election that allows companies to irrevocably elect fair value as the initial and subsequent accounting measurement attribute for certain financial assets and liabilities. ASC 825-10 permits entities to elect to measure eligible financial assets and liabilities at fair value on an ongoing basis. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The decision to elect the fair value option is determined on an instrument by instrument basis, must be applied to an entire instrument and is irrevocable once elected. Assets and liabilities measured at fair value pursuant to ASC 825-10 are required to be reported separately from those instruments measured using another accounting method.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies (continued)

Basis of Presentation (continued)

Acquired Management Contracts with Indefinite Useful Lives

The value of contracts to manage assets in proprietary open-end funds, closed-end funds and collective trusts without a specified termination date are generally classified as indefinite-lived intangible assets. The assignment of indefinite lives to such contracts is primarily based upon the following: a) the assumption that there is no foreseeable limit on the contract period to manage these funds; b) the Company expects to, and has the ability to continue to operate these products indefinitely; c) the products have multiple investors and are not reliant on a single investor or small group of investors for their continued operation; d) current competitive factors and economic conditions do not indicate a finite life; and e) there is a high likelihood of continued renewal based on historical experience.

Collateral Assets Held and Liabilities Under Securities Lending Agreements

The Company facilitates securities lending arrangements whereby securities held by separate account assets are lent to third parties. In exchange, the Company receives collateral, principally cash and securities, with minimums generally ranging from approximately 102% to 112% of the value of the securities lent in order to reduce counterparty risk. Under the Company s securities lending arrangements, the Company can resell or re-pledge the collateral and the borrower can re-sell or re-pledge the loaned securities. The securities lending transactions entered into by the Company are accompanied by an agreement that entitles the Company to request the borrower to return the securities at any time. These transactions are not reported as sales under ASC 860, *Transfers and Servicing,* because of the obligation of the Company to repurchase the securities.

As a result, the Company records the collateral received under these arrangements (both cash and non-cash), as its own asset in addition to a corresponding liability for the obligation to return the collateral. As with the securities lending collateral discussed above, the fair value of the asset received and related obligation to return the collateral are recorded by the Company. At September 30, 2010, the fair value of loaned securities held by separate account assets was approximately $17.5 billion and the collateral held under these securities lending agreements was approximately $19.0 billion. During the nine months ended September 30, 2010 and for the full year ended December 31, 2009, the Company had not sold or repledged any of the collateral received under these arrangements. The fair value of the collateral liability approximates the fair value of the collateral assets and is recorded in collateral liability under securities lending agreements on the Company s condensed consolidated statements of financial condition.

Classification and Measurement of Redeemable Securities

The provisions of ASC 480-10, *Distinguishing Liabilities from Equity,* require temporary equity classification for instruments that are currently redeemable or convertible for cash or other assets at the option of the holder. At September 30, 2010 and December 31, 2009, the Company determined that $54 million and $49 million, respectively, of non-controlling interests related to certain consolidated sponsored investment funds were redeemable for cash or other assets at the option of the holder, resulting in temporary equity classification on the Company s condensed consolidated statements of financial condition.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies (continued)

Basis of Presentation (continued)

Assets and Liabilities to be Disposed of by Sale

In the course of the business of establishing real estate and other alternative investment funds, the Company may purchase land, properties and other assets while incurring liabilities directly associated with the assets, together a disposal group, with the intention to sell the disposal group to sponsored investment funds upon their launch. In accordance with the provisions of ASC 360-10, *Property, Plant, and Equipment,* the Company treats these assets and liabilities as a disposal group , measured at the lower of the carrying amount or fair value. Losses are recognized for any initial or subsequent write-down to fair value and gains are recognized for any subsequent increase in fair value, but not in excess of the cumulative loss previously recognized.

At September 30, 2010, the Company held disposal group assets of $26 million and related liabilities of $26 million in other assets and other liabilities, respectively, on its condensed consolidated statement of financial condition. Disposal group liabilities include approximately $23 million of borrowings directly associated with the disposal group assets. During the nine months ended September 30, 2009, the Company recorded a net loss of $1 million, within non-operating income (expense) on its condensed consolidated statement of income related to the disposal group and did not record any adjustments in 2010.

Convertible Debt Instruments

In accordance with the provisions within ASC 470-20, *Debt* (ASC 470-20), issuers of convertible debt instruments that may be settled in cash upon conversion should separately account for the liability and equity components in the statement of financial condition. The excess of the initial proceeds of the convertible debt instrument over the amount allocated to the liability component creates a debt discount, which should be amortized as interest expense over the expected life of the liability. At September 30, 2010, the Company had $67 million of principal convertible debentures outstanding, which were issued in February 2005, bear interest at a rate of 2.625%, and are due in 2035. The Company retrospectively adopted the requirements of ASC 470-20 on January 1, 2009 resulting in a total cumulative impact of a $9 million reduction to retained earnings at December 31, 2008. The effective borrowing rate for nonconvertible debt at the time of issuance was estimated to be 4.3%, which resulted in $18 million of the $250 million initial aggregate principal amount of the debentures issued, or $12 million after tax, being attributable to equity. As of March 31, 2010, the initial $18 million debt discount was fully amortized.

Comprehensive Income Attributable to BlackRock

Subsequent to the issuance of BlackRock s second quarter 2010 Form 10-Q, the Company determined that pursuant to ASC 810, *Consolidation*, it should have presented the amount of comprehensive income attributable to non-controlling interests and comprehensive income attributable to BlackRock in its Consolidated Statements of Comprehensive Income and it mislabeled total comprehensive income as being attributable to BlackRock. The affected periods include each of the three years in the period ended December 31, 2009 and each of the interim periods in 2009 and 2010. The accompanying Consolidated Statements of Comprehensive Income for the interim period ended September 30, 2009 has been corrected to include the required information.

For the years ended December 31, 2009, 2008 and 2007, the corrected presentation of comprehensive income is $987 million, $372 million, and $1,383 million, respectively, and comprehensive income attributable to BlackRock is $965 million, $527 million, and $1,019 million, respectively. For the years ended December 31, 2009, 2008 and 2007, net income (loss) attributable to non-controlling interests was $22 million, ($155) million, and $364 million. The Company believes this correction is not material to the consolidated financial statements taken as a whole, therefore, the 2008 and 2009 presentation will be corrected prospectively in the 2010 Form 10-K.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies (continued)

Accounting Policies Adopted in the Nine Months Ended September 30, 2010

New Consolidation Guidance for Variable Interest Entities

In June 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities* (ASU 2009-17), which amended the consolidation guidance for variable interest entities. The amendments include: (1) the elimination of the exemption from consolidation for qualifying special purpose entities, (2) a new approach for determining the primary beneficiary of a variable interest entity (VIE), which requires that the primary beneficiary have both (i) the power to control the most significant activities of the VIE and (ii) either the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE, and (3) the requirement to continually reassess the primary beneficiary of a VIE.

In February 2010, the FASB issued ASU 2010-10, *Amendments to Statement 167 for Certain Investment Funds* (ASU 2010-10). This ASU defers the application of Statement of Financial Accounting Standards (SFAS) No. 167, *Amendments to FASB Interpretation No. 46(R),* for a reporting enterprise s interest in an entity if all of the following conditions are met:

(1) the entity either has all of the attributes of an investment company, as specified in ASC 946-10, *Financial Services-Investment Companies* (ASC 946-10) or it is industry practice to apply measurement principles for financial reporting that are consistent with those in ASC 946-10; (2) the entity is not a securitization entity, an asset-backed financing entity, or an entity formerly considered a qualifying special-purpose entity, and (3) the reporting enterprise does not have an explicit or implicit obligation to fund losses of the entity that could potentially be significant to the entity.

In addition, the deferral applies to a reporting entity s interest in an entity that is required to comply or operate in accordance with the requirement of Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds.

The amendments in ASU 2010-10 clarify that for entities that do not qualify for the deferral, related parties should be considered when evaluating each of the criteria for determining whether a decision maker or service provider fee represents a variable interest.

An entity that qualifies for the deferral will continue to be assessed for consolidation under the overall guidance on variable interest entities in ASC 810, *Consolidation* (ASC 810) (before its amendment by SFAS No. 167) or other applicable consolidation guidance, including guidance for the consolidation of partnerships in ASC 810. The amendment does not defer the disclosure requirements of ASU 2009-17.

On January 1, 2010, upon adoption of ASU 2009-17, the Company determined it was the primary beneficiary of three collateralized loan obligations (CLOs), which resulted in consolidation of these CLOs on the Company s condensed consolidated financial statements. Upon consolidation, the Company elected the fair value option for eligible financial assets and liabilities, to mitigate accounting mismatches between the carrying value of the assets and liabilities and to achieve operational simplifications. Upon adoption of the provisions of ASU 2009-17, the Company recorded a cumulative effect adjustment to appropriated retained earnings of $114 million.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

2. Significant Accounting Policies (continued)

Accounting Policies Adopted in the Nine Months Ended September 30, 2010 (continued)

Appropriated Retained Earnings

Upon adoption of ASU 2009-17, BlackRock consolidated three CLOs and recorded a cumulative effect adjustment to appropriated retained earnings on the condensed consolidated statement of financial condition equal to the difference between the fair value of the CLOs assets and the fair value of their liabilities. Such amounts are recorded as appropriated retained earnings as the CLO noteholders, not BlackRock, ultimately will receive the benefits or absorb the losses associated with the CLOs assets and liabilities. Subsequent to adoption of ASU 2009-17, the net change in the fair value of the CLOs assets and liabilities will be recorded as net income (loss) attributable to nonredeemable non-controlling interests and as an adjustment to appropriated retained earnings.

Improving Disclosures about Fair Value Measurements

In January 2010, the FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures* (ASU 2010-06). ASU 2010-06 amends ASC 820-10 to require new disclosures with regards to significant transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and other settlements within the Level 3 fair value rollforward. ASU 2010-06 also clarifies existing fair value disclosures about the appropriate level of disaggregation and about inputs and valuation techniques for both recurring and nonrecurring fair value measurements that fall in either Level 2 or Level 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales and settlements in the rollforward of activity in Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption on January 1, 2010 of the additional disclosure requirements of ASU 2010-06 did not materially impact BlackRock s condensed consolidated financial statements. The adoption of the additional Level 3 rollforward disclosure requirements, which will be effective in 2011, are not expected to materially impact BlackRock s financial statement disclosures.

PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

3. Mergers and Acquisitions

Barclays Global Investors

On December 1, 2009, BlackRock acquired from Barclays all of the outstanding equity interests of subsidiaries of Barclays conducting the investment management business of BGI in exchange for an aggregate of 37,566,771 shares of BlackRock common stock and participating preferred stock and $6.65 billion in cash. The fair value of the 37,566,771 shares at closing, on December 1, 2009, was $8.53 billion, at a price of $227.08 per share, the closing price of BlackRock s common stock on November 30, 2009.

A summary of the initial and revised fair values of the assets acquired and liabilities and non-controlling interests assumed on December 1, 2009 in this acquisition is as follows:

(Dollar amounts in millions)	Initial Estimate of Fair Value	Purchase Price Adjustments	Revised Estimate of Fair Value
Accounts receivable	$ 593	($ 12)	$ 581
Investments	125		125
Separate account assets	116,301		116,301
Collateral held under securities lending agreements	23,498		23,498
Property and equipment	205	(2)	203
Finite-lived intangible management contracts (intangible assets)	163	(7)	156
Indefinite-lived intangible management contracts (intangible assets)	9,785	25	9,810
Trade names / trademarks (indefinite-lived intangible assets)	1,403		1,403
Goodwill	6,842	68	6,910
Other assets	366		366
Separate account liabilities	(116,301)		(116,301)
Collateral liability under securities lending agreements	(23,498)		(23,498)
Deferred tax liabilities	(3,799)	8	(3,791)
Accrued compensation and benefits	(885)		(885)
Other liabilities assumed	(660)	(80)	(740)
Non-controlling interests assumed	(12)		(12)
Total consideration, net of cash acquired	$ 14,126	$	$ 14,126

Summary of consideration, net of cash acquired:						
Cash paid	$	6,650	$		$	6,650
Cash acquired		(1,055)				(1,055)
Capital stock at fair value		8,531				8,531
Total cash and stock consideration	$	14,126	$		$	14,126

At this time, except for the items noted below, the Company does not expect additional material changes to the value of the assets acquired or liabilities assumed in conjunction with the transaction.

As management receives additional tax related information the following items are subject to change: deferred income tax assets and liabilities, goodwill, other assets, due from and to related parties and other liabilities.

Helix Financial Group LLC

In January 2010, the Company completed the acquisition of substantially all of the net assets of Helix Financial Group LLC, which provides advisory, valuation and analytics solutions to commercial real estate lenders and investors (the Helix Transaction). The assets acquired and liabilities assumed, as well as the total consideration paid for the acquisition, were not material to the Company s condensed consolidated financial statements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

4. Investments

A summary of the carrying value of total investments is as follows:

	Carrying Value	
(Dollar amounts in millions)	**September 30, 2010**	**December 31, 2009**
Available-for-sale investments	$ 58	$ 73
Held-to-maturity investments	48	29
Trading investments	201	167
Other investments:		
Consolidated sponsored investment funds	334	360
Equity method investments	515	376
Deferred compensation plan hedge fund equity method investments	25	29
Cost method investments	331	15
Total other investments	1,205	780
Total investments	$ 1,512	$ 1,049

At September 30, 2010, the Company had $470 million of total investments held by consolidated sponsored investment funds (non-VIEs) of which $334 million and $136 million were classified as other investments and trading investments, respectively.

At December 31, 2009, the Company had $463 million of total investments held by consolidated sponsored investment funds of which $103 million and $360 million were classified as trading investments and other investments, respectively. Other investments at December 31, 2009 included $40 million related to a consolidated VIE, which has been reclassified as of January 1, 2010 to bank loans and other investments of consolidated VIEs on the condensed consolidated statement of financial condition.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

4. Investments (continued)

Available-for-Sale Investments

A summary of the cost and carrying value of investments classified as available-for-sale is as follows:

(Dollar amounts in millions)		Gross Unrealized		Carrying
September 30, 2010	**Cost**	**Gains**	**Losses**	**Value**
Available-for-sale investments:				
Equity securities:				
Sponsored investment funds	$ 45	$ 6	($ 2)	$ 49
Collateralized debt obligations (CDOs)	2			2
Debt securities:				
Mortgage debt	4	2		6
Asset-backed debt	1			1
Total available-for-sale investments	$ 52	$ 8	($ 2)	$ 58

		Gross Unrealized		Carrying
December 31, 2009	**Cost**	**Gains**	**Losses**	**Value**
Available-for-sale investments:				
Equity securities:				
Sponsored investment funds	$ 53	$ 2	($ 1)	$ 54
Collateralized debt obligations	2			2
Debt securities:				
Mortgage debt	6	1		7
Asset-backed debt	10			10
Total available-for-sale investments	$ 71	$ 3	($ 1)	$ 73

Available-for-sale investments include seed investments in BlackRock sponsored investment funds and debt securities received upon closure of an enhanced cash fund in lieu of the Company s remaining investment in the fund and securities purchased from another enhanced cash fund.

During the nine months ended September 30, 2010 and 2009, the Company recorded other-than-temporary impairments of less than $1 million and $4 million, respectively, which were recorded in non-operating (expense) on the condensed consolidated statements of income. The $4 million of impairments during the nine months ended September 30, 2009 included $2 million of credit loss impairments on debt securities, which was determined by comparing the estimated discounted cash flows versus the amortized cost for each individual debt security.

The Company reviewed the gross unrealized losses of $2 million as of September 30, 2010 related to available-for-sale equity securities, of which approximately $1 million had been in a loss position for greater than twelve months, and determined that these unrealized losses were not other-than-temporary primarily because the Company has the ability and intent to hold the securities for a period of time sufficient to allow for recovery of such unrealized losses. As a result, the Company did not record impairments on such equity securities.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

4. Investments (continued)

Held-to-Maturity Investments

A summary of the carrying value of held-to-maturity investments is as follows:

(Dollar amounts in millions)	Carrying Value September 30, 2010	Carrying Value December 31, 2009
Held-to-maturity investments:		
Foreign government debt	$ 47	$ 28
U.S. government debt	1	1
Total held-to-maturity investments:	$ 48	$ 29

Held-to-maturity investments include debt instruments held for regulatory purposes and the carrying value of these investments approximates fair value.

Trading and Other Investments

A summary of the cost and carrying value of trading and other investments is as follows:

	September 30, 2010		December 31, 2009	
(Dollar amounts in millions)	Cost	Carrying Value	Cost	Carrying Value
Trading investments:				
Deferred compensation plan mutual fund investments	$ 42	$ 46	$ 49	$ 42
Equity securities	47	53	112	97
Debt securities:				
Municipal debt	10	11	10	11
Foreign government debt			15	15

Corporate debt	90	91	1	1
U.S. government/government agency debt			1	1
Total trading investments	$ 189	$ 201	$ 188	$ 167
Other investments:				
Consolidated sponsored investment funds	$ 331	$ 334	$ 380	$ 360
Equity method investments	564	515	499	376
Deferred compensation plan hedge fund equity method investments	22	25	28	29
Cost method investments:				
Federal Reserve Bank stock	325	325	10	10
Other	6	6	5	5
Total cost method investments	331	331	15	15
Total other investments	$ 1,248	$ 1,205	$ 922	$ 780

Trading Investments

Trading investments include $136 million of equity and debt securities within certain consolidated sponsored investment funds, $46 million of certain deferred compensation plan mutual fund investments and $19 million of equity and debt securities held in separate investment accounts for the purpose of establishing an investment history in various investment strategies before being marketed to investors.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

4. Investments (continued)

Cost Method Investments

Cost method investments include non-marketable securities, including $325 million of Federal Reserve Bank stock at September 30, 2010, which is held for regulatory purposes and is restricted from sale.

As of September 30, 2010, there were no indicators of impairments on these investments.

Contractual Maturity of Debt Securities

The cost or amortized cost and fair value of debt securities classified as available-for-sale and held-to-maturity by maturity at September 30, 2010 is as follows:

(Dollar amounts in millions)	1 Year or less	After 1 Year through 5 Years	After 5 Years through 10 Years	After 10 Years	Total
Available-for-sale investments:					
Mortgage debt	$	$	$ 1	$ 3	$ 4
Asset-backed debt				1	1
Cost	$	$	$ 1	$ 4	$ 5
Fair value	$	$	$ 1	$ 6	$ 7
Held-to-maturity investments:					
Foreign government debt	$ 18	$ 24	$	$ 5	$ 47
U.S. government debt	1				1
Amortized cost	$ 19	$ 24	$	$ 5	$ 48
Fair value	$ 19	$ 24	$	$ 5	$ 48

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

5. Consolidated Sponsored Investment Funds

The Company consolidates certain sponsored investment funds primarily because it is deemed to control such funds in accordance with GAAP. The investments that are owned by these consolidated sponsored investment funds are classified as other or trading investments. At September 30, 2010 and December 31, 2009, the following balances related to these funds were consolidated on the condensed consolidated statements of financial condition:

(Dollar amounts in millions)	September 30, 2010	December 31, 2009
Cash and cash equivalents	$ 92	$ 75
Investments	470	463
Other net assets (liabilities)	(11)	(7)
Non-controlling interests	(234)	(273)
Total net interests in consolidated investment funds	$ 317	$ 258

At December 31, 2009, the above balances included a consolidated sponsored investment fund that was also deemed a VIE. This VIE, as well as three consolidated CLOs, which are also VIEs, were excluded from the September 30, 2010 balances above. See Note 7, Variable Interest Entities, for further discussion on these consolidated products.

BlackRock s total exposure to consolidated sponsored investment funds of $317 million and $258 million at September 30, 2010 and December 31, 2009, respectively, represents the value of the Company s economic ownership interest in these sponsored investment funds. Valuation changes associated with these consolidated investment funds are reflected in non-operating income (expense) and partially offset in net income (loss) attributable to non-controlling interests for the portion not attributable to BlackRock.

The Company may not be readily able to access cash and cash equivalents held by consolidated sponsored investment funds to use in its operating activities. In addition, the Company may not be readily able to sell investments held by consolidated sponsored investment funds in order to obtain cash for use in its operations.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures

Fair Value Hierarchy

Assets measured at fair value on a recurring basis at September 30, 2010 were as follows:

(Dollar amounts in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Other Assets Not Held at Fair Value[1]	September 30, 2010
Assets:					
Investments					
Available-for-sale:					
Equity securities (funds and CDOs)	$ 49	$ 2	$	$	$ 51
Debt securities		7			7
Total available-for-sale	49	9			58
Held-to-maturity:					
Debt securities				48	48
Total held-to-maturity				48	48
Trading:					
Equity securities	39	14			53
Debt securities		102			102
Deferred compensation plan mutual fund investments	46				46
Total trading	85	116			201
Other investments:					
Consolidated sponsored investment funds:					
Hedge funds / Funds of funds			27		27
Private equity	17		290		307
Total consolidated sponsored investment funds	17		317		334

Equity method:					
Hedge funds / Funds of hedge funds			270	34	304
Private equity investments			64	20	84
Real estate funds			59	11	70
Fixed income mutual fund		54			54
Equity / Multi-asset class mutual funds		3			3
Total equity method		57	393	65	515
Deferred compensation plan hedge fund equity method investments		8	17		25
Cost method investments				331	331
Total investments	151	190	727	444	1,512
Separate account assets:					
Equity	74,375	189	80		74,644
Debt securities		36,602	1,423		38,025
Derivatives		1,709			1,709
Money market funds	1,515				1,515
Other				774	774
Total separate account assets	75,890	38,500	1,503	774	116,667
Collateral held under securities lending agreements					
Equity	13,824				13,824
Debt securities		5,157			5,157
Total collateral held under securities lending agreements	13,824	5,157			18,981
Other assets[(2)]		11	26		37
Assets of consolidated VIEs:					
Bank loans		1,154			1,154
Bonds		100			100
Private equity	3		35		38
Other		1			1
Total investments of consolidated VIEs	3	1,255	35		1,293
Total assets measured at fair value	$ 89,868	$ 45,113	$ 2,291	$ 1,218	$ 138,490

(1) Comprised of cost method investments, equity method investments (including investment companies and other investments), as well as other assets which in accordance with GAAP are not accounted for under a fair value measure. In accordance with GAAP, certain equity method investees do not account for both their financial assets and financial liabilities under fair value measures; therefore, the Company s investment in such equity method investees may not represent fair value.

(2) Includes disposal group assets and company-owned and split-dollar life insurance policies.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Fair Value Hierarchy (continued)

Liabilities measured at fair value on a recurring basis at September 30, 2010 were as follows:

(Dollar amounts in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	September 30, 2010
Liabilities:				
Borrowings of consolidated VIEs	$	$	$ 1,237	$ 1,237
Collateral liability under securities lending agreements	13,824	5,157		18,981
Other liabilities[(1)]		6		6
Total liabilities measured at fair value	**$ 13,824**	**$ 5,163**	**$ 1,237**	**$ 20,224**

(1) Includes credit default swap (Pillars) and foreign currency exchange contracts.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Assets and liabilities measured at fair value on a recurring basis at December 31, 2009 were as follows:

(Dollar amounts in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Other Assets Not Held at Fair Value[1]	December 31, 2009
Assets:					
Investments:					
Available-for-sale	$ 53	$ 20	$	$	$ 73
Held-to-maturity				29	29
Trading	118	49			167
Other investments:					
Consolidated sponsored investment funds	22		338		360
Equity method		1	334	41	376
Deferred compensation plan hedge fund equity method investments		14	15		29
Cost method investments				15	15
Total investments	193	84	687	85	1,049
Separate account assets	99,983	17,599	1,292	755	119,629
Collateral held under securities lending agreements	11,580	7,755			19,335
Other assets[2]		11	46		57
Total assets measured at fair value	$ 111,756	$ 25,449	$ 2,025	$ 840	$ 140,070
Liabilities:					
Collateral liability under securities lending agreements	$ 11,580	$ 7,755	$	$	$ 19,335

(1) Comprised of cost method investments, equity method investments (including investment companies and other investments), as well as other assets which in accordance with GAAP are not accounted for under a fair value measure. In accordance with GAAP, certain equity method investees do not account for both their financial assets and financial liabilities under fair value measures; therefore, the Company s investment in such equity method investees may not represent fair value.

(2) Includes disposal group assets and company-owned and split-dollar life insurance policies.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Separate Account Assets

BlackRock Pensions Limited and BlackRock Asset Management Pensions Limited, both wholly-owned subsidiaries of the Company, are registered life insurance companies that maintain separate account assets, representing segregated funds held for purposes of funding individual and group pension contracts, and equal and offsetting separate account non-financial liabilities. The changes in Level 3 assets in the three and nine months ended September 30, 2009, primarily related to purchases, sales and gains/(losses). The net investment income and net gains and losses attributable to separate account assets accrue directly to the contract owners and are not reported on the Company s condensed consolidated statements of income.

Money Market Funds within Cash and Cash Equivalents

At September 30, 2010 and December 31, 2009, approximately $125 million and $1.4 billion, respectively, of money market funds were recorded within cash and cash equivalents on the Company s condensed consolidated statements of financial condition. Money market funds are valued through the use of quoted market prices (a Level 1 input), or $1.00, which is generally the net asset value of the fund.

Level 3 Assets

Level 3 assets recorded within investments, which include equity method investments and consolidated investments of real estate funds, private equity funds and funds of private equity funds, are valued based upon valuations, including capital accounts, received from internal as well as third party fund managers. Fair valuations of the underlying funds are based on a combination of methods, which may include third-party independent appraisals and discounted cash flow techniques. Direct investments in private equity companies held by funds of private equity funds are valued based on an assessment of each underlying investment, incorporating evaluation of additional significant third party financing, changes in valuations of comparable peer companies, the business environment of the companies and market indices, among other factors.

Level 3 assets recorded within separate account assets may include single broker non-binding quotes for fixed income securities and equity securities, which have unobservable inputs due to certain corporate actions.

Level 3 investments of consolidated VIEs include direct private equity investments and private equity funds valued based upon valuations received from internal as well as third party fund managers.

Level 3 Liabilities

Level 3 liabilities recorded as borrowings of consolidated VIEs, include CLO borrowings valued based upon non-binding broker quotes.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2010

(Dollar amounts in millions)	June 30, 2010	Realized and unrealized gains / (losses), net	Purchases, sales, other settlements and issuances, net	Net transfers in and/or out of Level 3	September 30, 2010	Total net gains (losses) included in earnings[1]
Assets:						
Investments:						
Consolidated sponsored investment funds:						
Hedge funds / Funds of funds	$ 28	$	($ 1)	$	$ 27	$
Private equity	259	38	(5)	(2)	290	38
Equity method:						
Hedge funds / Funds of hedge funds	261	16	(7)		270	18
Private equity investments	60	1	3		64	1
Real estate funds	48	10	1		59	10
Deferred compensation plan hedge funds	18	(1)			17	
Total investments	674	64	(9)	(2)	727	67
Separate account assets:						
Equity	7	37	34	2	80	
Debt securities	1,448	(4)	(21)		1,423	
Total separate account assets	1,455	33	13	2	1,503	n/a[2]
Other assets	24	2			26	2
Consolidated VIE:						
Private equity investments	30	5			35	n/a[3]
Total assets measured at fair value	$ 2,183	$ 104	$ 4	$	$ 2,291	

Liabilities:						
Borrowings of consolidated VIEs	$ 1,215	($ 22)	$	$	$ 1,237	n/a[3]

n/a not applicable

(1) Earnings attributable to the change in unrealized gains or (losses) relating to assets still held at the reporting date.

(2) The net investment income and net gains and losses attributable to separate account assets accrue directly to the contract owners and are not reported on the Company s condensed consolidated statements of income.

(3) The net investment income (expense) attributable to assets and borrowings of consolidated VIEs are allocated to non-controlling interests on the Company s condensed consolidated statements of income.

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BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2010

(Dollar amounts in millions)	December 31, 2009	Realized and unrealized gains / (losses), net	Purchases, sales, other settlements and issuances, net	Net transfers in and/ or out of Level 3	September 30, 2010	Total net gains (losses) included in earnings[1]
Assets:						
Investments:						
Consolidated sponsored investment funds:						
Hedge funds / Funds of funds	$ 26	($ 1)	$ 2	$	$ 27	($ 1)
Private equity	312	20	(39)	(3)	290	21
Equity method:						
Hedge funds / Funds of hedge funds	247	30	(7)		270	31
Private equity investments	51	3	10		64	3
Real estate funds	36	12	11		59	12
Deferred compensation plan hedge funds	15	2			17	2
Total investments	687	66	(23)	(3)	727	68
Separate account assets:						
Equity	5	32	(20)	63	80	
Debt securities	1,287	36	324	(224)	1,423	
Total separate account assets	1,292	68	304	(161)	1,503	n/a[2]
Other assets	46	(8)	(12)		26	(8)
Consolidated VIE:						
Private equity investments		1	34		35	n/a[3]
Total assets measured at fair value	$ 2,025	$ 127	$ 303	($ 164)	$ 2,291	

Liabilities:

Borrowings of consolidated VIEs	$	($ 80)	$ 1,157	$	$ 1,237	n/a[3]

n/a not applicable

(1) Earnings attributable to the change in unrealized gains or (losses) relating to assets still held at the reporting date.

(2) The net investment income and net gains and losses attributable to separate account assets accrue directly to the contract owners and are not reported on the Company's condensed consolidated statements of income.

(3) The net investment income (expense) attributable to assets and borrowings of consolidated VIEs are allocated to non-controlling interests on the Company's condensed consolidated statements of income.

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6. Fair Value Disclosures (continued)

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2009

(Dollar amounts in millions)	June 30, 2009	Realized and unrealized gains / (losses), net	Purchases, sales, other settlements and issuances, net	Net transfers in and/or out of Level 3	September 30, 2009	Total net gains (losses) included in earnings[1]
Investments	$ 696	$ 53	($ 27)	$	$ 722	$ 53
Other assets	50	(1)	1		50	(1)
Total investments and other assets measured at fair value	$ 746	$ 52	($ 26)	$	$ 772	$ 52

[1] Earnings attributable to the change in unrealized gains or (losses) relating to assets still held at the reporting date.

Changes in Level 3 Investments and Other Assets Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2009

(Dollar amounts in millions)	December 31, 2008	Realized and unrealized gains / (losses), net	Purchases, sales, other settlements and issuances, net	Net transfers in and/or out of Level 3	September 30, 2009	Total net gains (losses) included in earnings[1]
Investments	$ 813	$ 12	($ 85)	($ 18)	$ 722	$ 62
Other assets	64	(16)	2		50	(16)
	$ 877	($ 4)	($ 83)	($ 18)	$ 772	$ 46

Total investments and other assets measured at fair value	

(1) Earnings attributable to the change in unrealized gains or (losses) relating to assets still held at the reporting date.

Realized and Unrealized Gains / (Losses) for Level 3 Assets and Liabilities

Realized and unrealized gains / (losses) recorded for Level 3 assets and liabilities are reported in non-operating income (expense) on the Company s condensed consolidated statements of income. A portion of net income (loss) for consolidated investments and all of the net income (loss) for consolidated VIEs is allocated to non-controlling interests to reflect net income (loss) not attributable to the Company.

Significant Transfers in and/or out of Levels

Transfers in and/or out of Levels are reflected as of the beginning of the period when significant inputs, including market inputs or performance attributes, used for the fair value measurement become observable or when the book value of certain equity method investments no longer represents fair value as determined under fair value methodologies.

Separate Account Assets

In the nine months ended September 30, 2010 there were net transfers out of Level 3 to Level 2 related to debt securities held within separate account assets. The net transfers in Levels were primarily due to availability of additional observable market inputs, including additional broker quotes.

In the nine months ended September 30, 2010 there were $63 million of net transfers into Level 3 from Level 1 and Level 2 of equity securities held within separate account assets. The net transfers into Level 3 were primarily due to market inputs no longer being considered observable.

Significant Other Settlements in 2010

As of January 1, 2010, upon the adoption of ASU 2009-17 there was a $35 million reclassification of assets from Level 3 private equity investments to Level 3 private equity assets of consolidated VIEs as well as the consolidation of $1,157 million of borrowings within the consolidated CLOs.

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6. Fair Value Disclosures (continued)

Investments in Certain Entities that Calculate Net Asset Value Per Share

As a practical expedient to value certain investments, the Company relies on net asset values as the fair value for certain investments. The following table lists information regarding all investments that use a fair value measurement to account for both their financial assets and financial liabilities in their calculation of a net asset value per share (or its equivalent) at September 30, 2010:

(Dollar amounts in millions)	Ref	Fair Value	Total Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Trading:					
Equity	(a)	$ 14	$	Daily (100%)	n/a
Consolidated sponsored investment funds:					
Private equity fund of funds	(b)	248	65	n/a	n/a
Other fund of hedge funds	(c)	8		Monthly (39%), Quarterly (61%)	30 120 days
Equity method:[1]					
Hedge funds/funds of hedge funds	(d)	270	50	Monthly (8%), Quarterly (16%), n/a (76%)	15 90 days
Private equity funds	(e)	64	62	n/a	n/a
Real estate funds	(f)	59	61	n/a	n/a
Deferred compensation plan hedge fund investments	(g)	25		Monthly (12%), Quarterly (88%)	30 60 days
Consolidated VIE:					
Private equity funds	(h)	32	2	n/a	n/a

Total	$	720	$	240

n/a not applicable

(1) Comprised of equity method investments, which include investment companies, which in accordance with GAAP account for both their financial assets and financial liabilities under fair value measures; therefore, the Company s investment in such equity method investees approximates fair value.

(a) This category includes several consolidated offshore feeder funds that invest in master funds with multiple equity strategies to diversify risks. The fair values of the investments in this category have been estimated using the net asset value of master offshore funds held by the feeder funds. Investments in this category can generally be redeemed at any time, as long as there are no restrictions in place by the underlying master funds.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

6. Fair Value Disclosures (continued)

Investments in Certain Entities that Calculate Net Asset Value Per Share (continued)

(b) This category includes the underlying third party private equity funds within consolidated BlackRock sponsored private equity funds of funds. The fair values of the investments in the third party funds have been estimated using the net asset value of the Company s ownership interest in partners capital in each fund in the portfolio as well as other performance inputs. These investments are not subject to redemption, however, for certain funds the Company may sell or transfer its interest, which may need approval by the general partner of the underlying funds. Due to the nature of the investments in this category, the Company reduces its investment by distributions that are received through the realization of the underlying assets of the funds. It is estimated that the underlying assets of these funds will be liquidated over a weighted-average period of approximately 9 years. Total remaining unfunded commitments to other third party funds is $65 million. The Company is contractually obligated to fund only $47 million to the consolidated funds, while the remaining unfunded balance in the table above would be funded by capital contributions from non-controlling interest holders.

(c) This category includes several consolidated funds of hedge funds that invest in multiple strategies to diversify risks. The fair values of the investments in this category have been estimated using the net asset value of the fund s ownership interest in partners capital of each fund in the portfolio. Investments in this category can generally be redeemed, as long as there are no restrictions in place by the underlying funds.

(d) This category includes hedge funds and funds of hedge funds that invest primarily in equities, fixed income securities, distressed credit and mortgage instruments and other third party hedge funds. The fair values of the investments in this category have been estimated using the net asset value of the Company s ownership interest in partners capital. It is estimated that the investments in the funds that are not subject to redemptions will be liquidated over a weighted-average period of less than 7 years.

(e) This category includes several private equity funds that initially invest in non-marketable securities of private companies, which ultimately may become public in the future. The fair values of these investments have been estimated using the net asset value of the Company s ownership interest in partners capital as well as other performance inputs. The Company s investment in each fund is not subject to redemption and is normally returned through distributions as a result of the liquidation of the underlying assets of the private equity funds. It is estimated that the investment in these funds will be liquidated over a weighted-average period of approximately 7 years.

(f) This category includes several real estate funds that invest primarily to acquire, expand, renovate, finance, hold for investment, and ultimately sell income-producing apartment properties or to capitalize on the distress in the residential real estate market. The fair values of the investments in this category have been estimated using the net asset value of the Company s ownership interest in partners capital. The Company s investment in each fund is not subject to redemption and is normally returned through distributions as a result of the liquidation of the underlying assets of the real estate funds. It is estimated that the investments in these funds will be liquidated over a weighted-average period of approximately 4 years.

(g) This category includes investments in certain hedge funds that invest in energy and health science related equity securities. The fair values of the investments in this category have been estimated using the net asset value of the Company s ownership interest in partners capital as well as performance inputs.

(h) This category includes the underlying third party private equity funds within one consolidated BlackRock sponsored private equity fund of funds. The fair values of the investments in the third party funds have been estimated using the net asset value of the Company s ownership interest in partners capital in each fund in the portfolio as well as other performance inputs. These investments are not subject to redemption, however for certain funds the Company may sell or transfer its interest, which may need approval by the general partner of the underlying funds. Due to the nature of the investments in this category, the Company reduces its investment by distributions that are received through the realization of the underlying assets of the funds. It is estimated that the underlying assets of these funds will be liquidated over a weighted-average period of approximately 5 years. Total remaining unfunded commitments to other third party funds is $2 million, which will be funded by capital contributions from non-controlling interest holders.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

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Notes to Condensed Consolidated Financial Statements (Continued)

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6. Fair Value Disclosures (continued)

Fair Value Option

Upon consolidation of three CLOs on January 1, 2010, the Company elected to adopt the fair value accounting provisions for eligible assets, including bank loans and borrowings of the CLOs. To the extent there is a difference between the change in fair value of the assets and liabilities, the difference will be reflected as net income (loss) attributable to nonredeemable non-controlling interests on the condensed consolidated statements of income and offset by a change in appropriated retained earnings on the condensed consolidated statements of financial condition.

The following table presents, as of September 30, 2010, the fair value of those assets and liabilities selected for fair value accounting:

(Dollar amounts in millions)	September 30, 2010
CLO Bank Loans:	
Aggregate principal amounts outstanding	$ 1,268
Fair value	$ 1,154
Aggregate unpaid principal balance in excess of fair value	$ 114
Unpaid principal balance of loans more than 90 days past due	$ 7
Aggregate fair value of loans more than 90 days past due	$ 1
Aggregate unpaid principal balance in excess of fair value for loans more than 90 days past due	$ 6
CLO Borrowings:	
Aggregate principal amounts outstanding	$ 1,434
Fair value	$ 1,237

The principal amounts outstanding of the borrowings issued by the CLOs mature between 2016 and 2019.

During the nine months ended September 30, 2010, the change in fair value of the bank loans, along with the bonds held at fair value, resulted in a $108 million gain, which was offset by a $119 million loss in the fair value of the CLO borrowings. The net loss was recorded in non-operating income (expense) on the condensed consolidated statement of income. The change in fair value of the assets and liabilities includes interest income and expense, respectively.

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PART I FINANCIAL INFORMATION (continued)

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Notes to Condensed Consolidated Financial Statements (Continued)

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7. Variable Interest Entities

In the normal course of business, the Company is the manager of various types of sponsored investment vehicles, including collateralized debt/loan obligations (CDO or CLO) and sponsored investment funds, which may be considered VIEs. The Company receives advisory fees and/or other incentive related fees for its services and may from time to time own equity or debt securities or enter into derivatives with the vehicles, each of which are considered variable interests. The Company enters into these variable interests principally to address client needs through the launch of such investment vehicles. The VIEs are primarily financed via capital contributed by equity and debt holders. The Company s involvement in financing the operations of the VIEs is limited to its equity interests.

The primary beneficiary of a VIE that is an investment fund that meets the conditions of ASU 2010-10 is the enterprise that has a variable interest (or combination of variable interests, including those of related parties) that will absorb a majority of the entity s expected losses, receive a majority of the entity s expected residual returns or both. Effective January 1, 2010, the primary beneficiary of a CDO/CLO that is a VIE that does not meet the conditions of ASU 2010-10 is the enterprise that has the power to direct activities of the entity that most significantly impact the entity s economic performance and has the obligation to absorb losses or the right to receive benefits that potentially could be significant to the CDO/CLO.

In order to determine whether the Company is the primary beneficiary of a VIE, management must make significant estimates and assumptions of probable future cash flows of the VIEs. Assumptions made in such analyses may include, but are not limited to, market prices of securities, market interest rates, potential credit defaults on individual securities or default rates on a portfolio of securities, pre-payments, realization of gains, liquidity or marketability of certain securities, discount rates and the probability of certain other outcomes.

VIEs in which BlackRock is the Primary Beneficiary

At September 30, 2010

At September 30, 2010, BlackRock was the primary beneficiary of four VIEs, which included three CLOs in which it did not have an investment, however, BlackRock, as the collateral manager, was deemed to have both the power to control the activities of the CLOs and the right to receive benefits that could potentially be significant to the VIE. In addition, BlackRock was the primary beneficiary of one sponsored private equity investment fund, in which it had a non-substantive investment, which absorbed the majority of the variability due to its de-facto third party relationships with other partners in the fund. The assets of these VIEs are not available to creditors of the Company. In addition, the investors in these VIEs have no recourse to the credit of the Company. At September 30, 2010, the following balances related to these four VIEs, which were consolidated on the Company s condensed consolidated statement of financial condition:

(Dollar amounts in millions)	September 30, 2010

Assets of consolidated VIEs:		
Cash and cash equivalents	$	91
Bank loans, bonds and other investments		1,293
Liabilities of consolidated VIEs:		
Borrowings		(1,237)
Other liabilities		(7)
Appropriated retained earnings		(94)
Non-controlling interests of consolidated VIEs		(46)
Total net interests in consolidated VIEs	$	

For the nine months ended September 30, 2010, the Company recorded non-operating expense of $16 million offset by a $16 million net loss attributable to nonredeemable non-controlling interests on the Company s condensed consolidated statements of income. For the nine months ended September 30, 2009, the Company recorded a non-operating expense of $2 million offset by a $2 million net loss attributable to nonredeemable non-controlling interests on its condensed consolidated statements of income.

At September 30, 2010, bank loans, bonds and other investments of consolidated VIEs were $1,154 million, $100 million, and $39 million, respectively. The weighted-average maturity of the bank loans and bonds was approximately 4.2 years.

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BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

7. Variable Interest Entities (continued)

VIEs in which BlackRock is the Primary Beneficiary (continued)

As of December 31, 2009

As of December 31, 2009, BlackRock was the primary beneficiary of one VIE, a sponsored private equity investment fund in which it did not have a substantive investment, due to its de-facto third party relationships with other partners in the fund. Due to the consolidation of this VIE, at December 31, 2009, the Company recorded $54 million of net assets, primarily comprised of investments and cash and cash equivalents. These net assets were offset by $54 million of nonredeemable non-controlling interests, which reflect the equity ownership of third parties, on the Company s condensed consolidated statements of financial condition.

VIEs in which the Company holds significant variable interests or is the sponsor that holds a variable interest but is not the Primary Beneficiary of the VIE

At September 30, 2010 and December 31, 2009, the Company s carrying value of assets and liabilities and its maximum risk of loss related to VIEs in which it holds a significant variable interest or is the sponsor that holds a variable interest, but for which it was not the primary beneficiary, were as follows:

At September 30, 2010

	(Dollar amounts in millions) Variable Interests on the Condensed Consolidated Statement of Financial Condition			
	Investments	Advisory Fee Receivables	Other Net Assets (Liabilities)	Maximum Risk of Loss
CDOs/CLOs	$ 2	$ 3	($ 3)	$ 21
Other sponsored investment funds	22	203		225
Total	$ 24	$ 206	($ 3)	$ 246

The size of the net assets of the VIEs that the Company does not consolidate related to CDOs/CLOs, collective trust funds and other sponsored investment funds were as follows:

CDOs/CLOs - approximately ($5) billion, comprised of approximately $8 billion of assets at fair value and $13 billion of liabilities, primarily comprised of unpaid principal debt obligations to CDO/CLO debt holders.

Other sponsored investments funds approximately $1.5 trillion to $1.6 trillion

This amount includes approximately $1.2 trillion of collective trusts. Each collective trust has been aggregated separately and may include collective trusts that invest in other collective trusts.

The net assets of the VIEs are primarily comprised of cash and cash equivalents and investments offset by liabilities primarily comprised of various accruals for the sponsored investment vehicles.

At September 30, 2010, BlackRock s maximum risk of loss associated with these VIEs primarily relates to: (i) BlackRock s investments, (ii) advisory fee receivables and (iii) credit protection sold by BlackRock to a third party in a synthetic CDO transaction.

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7. Variable Interest Entities (continued)

VIEs in which BlackRock holds significant variable interests or is the sponsor that holds a variable interest but is not the Primary Beneficiary of the VIE (continued)

At December 31, 2009

	(Dollar amounts in millions) Variable Interests on the Condensed Consolidated Statement of Financial Condition			
	Investments	Advisory Fee Receivables	Other Net Assets (Liabilities)	Maximum Risk of Loss
CDOs/CLOs	$ 2	$ 2	($ 3)	$ 21
Other sponsored investment funds	14	254	(7)	268
Total	$ 16	$ 256	($ 10)	$ 289

The size of the net assets of the VIEs that the Company does not consolidate related to CDOs/CLOs, collective trust funds and other sponsored investment funds were as follows:

CDOs/CLOs - approximately ($8) billion, comprised of approximately $10 billion of assets at fair value and $18 billion of liabilities, primarily comprised of unpaid principal debt obligations to CDO/CLO debt holders.

Other sponsored investments funds approximately $1.5 trillion to $1.6 trillion

This amount includes approximately $1.1 trillion of collective trusts. Each collective trust has been aggregated separately and may include collective trusts that invest in other collective trusts.

The net assets of the VIEs are primarily comprised of cash and cash equivalents and investments offset by liabilities primarily comprised of various accruals for the sponsored investment vehicles.

At December 31, 2009, BlackRock s maximum risk of loss associated with these VIEs primarily relates to: (i) BlackRock s investments, (ii) advisory fee receivables and (iii) credit protection sold by BlackRock to a third party in a synthetic CDO transaction.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

8. Derivatives and Hedging

For the nine months ended September 30, 2010 and the year ended December 31, 2009, the Company did not hold any derivatives designated in a formal hedge relationship under ASC 815-10, *Derivatives and Hedging* (ASC 815-10).

By using derivative financial instruments, the Company exposes itself to market and counterparty risk. Market risk from forward foreign currency exchange contracts is the effect on the value of a financial instrument that results from a change in currency exchange rates. The Company manages exposure to market risk associated with foreign currency exchange contracts by establishing and monitoring parameters that limit the types and degrees of market risk that may be undertaken. At September 30, 2010, the Company had two outstanding forward foreign currency exchange contracts with two counterparties with an aggregate notional value of $100 million.

During 2007, the Company commenced a program to enter into a series of total return swaps to economically hedge against market price exposures with respect to certain seed investments in sponsored investment products. At September 30, 2010, the Company had outstanding total return swaps with two counterparties with an aggregate notional value of approximately $24 million.

The Company acts as the portfolio manager for a synthetic CDO transaction, referred to as Pillars. In connection with the transaction, the Company entered into a credit default swap with Citibank, N.A. (Citibank), providing Citibank credit protection of approximately $17 million, representing the Company s maximum risk of loss with respect to the provision of credit protection. Pursuant to ASC 815-10, the Company carries the Pillars credit default swap at fair value based on the expected future cash flows under the arrangement.

On behalf of clients that maintain separate accounts representing segregated funds held for the purpose of funding individual and group pension contracts, the Company invests in various derivative instruments, which may include futures and forward foreign currency exchange contracts and interest rate and inflation rate swaps.

The Company consolidates certain sponsored investment funds, which may utilize derivative instruments as a part of the fund s investment strategy. The change in fair value of such derivatives, which is recorded in non-operating income (expense), was not material to the Company s condensed consolidated financial statements.

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BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

8. Derivatives and Hedging (continued)

The following table presents the fair value at September 30, 2010 of derivative instruments not designated as hedging instruments:

	Assets		Liabilities	
(Dollar amounts in millions)	**Balance Sheet Location**	**Fair Value**	**Balance Sheet Location**	**Fair Value**
Foreign currency exchange contracts	Other assets	$	Other liabilities	$ 3
Credit default swap (Pillars)	Other assets		Other liabilities	3
Separate account derivatives	Separate account assets	1,709	Separate account liabilities	1,709
Total		$ 1,709		$ 1,715

The following table presents the fair value at December 31, 2009 of derivative instruments not designated as hedging instruments:

	Assets		Liabilities	
(Dollar amounts in millions)	**Balance Sheet Location**	**Fair Value**	**Balance Sheet Location**	**Fair Value**
Foreign currency exchange contracts	Other assets	$	Other liabilities	$
Credit default swap (Pillars)	Other assets		Other liabilities	3
Separate account derivatives	Separate account assets	1,501	Separate account liabilities	1,501
Total		$ 1,501		$ 1,504

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PART I FINANCIAL INFORMATION (continued)

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Notes to Condensed Consolidated Financial Statements (Continued)

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8. Derivatives and Hedging (continued)

The following table presents gains (losses) recognized in income on derivative instruments for the three and nine months ended September 30, 2010:

(Dollar amounts in millions)	Income Statement Location	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010
Foreign currency exchange contracts	General and administration expenses	($ 3)	($ 3)
Total return swaps	Non-operating income (expense)	(3)	
Credit default swap (Pillars)	Non-operating income (expense)		
Total		($ 6)	($ 3)

Net realized and unrealized gains and losses attributable to derivatives held by separate account assets and liabilities accrue directly to the contract owners and are not reported in the Company s condensed consolidated statements of income.

9. Goodwill

Goodwill at September 30, 2010 and changes during the nine months ended September 30, 2010 were as follows:

(Dollar amounts in millions)	
December 31, 2009, as reported	$ 12,570
BGI purchase price allocation adjustments	68
December 31, 2009, as adjusted	12,638
Impact of excess tax basis amortization	(13)
Other net additions	16
September 30, 2010	$ 12,641

In accordance with ASC 805, goodwill has been retrospectively adjusted to reflect new information obtained about facts that existed as of December 1, 2009, the BGI acquisition date. During the nine months ended September 30, 2010, goodwill increased by $71 million. The increase related to purchase price allocation adjustments related to the BGI Transaction, the purchase of substantially all of the net assets of Helix Financial Group LLC and other net additions, offset by a decline related to tax benefits realized from tax-deductible goodwill in excess of book goodwill.

At September 30, 2010, the balance of the Quellos tax-deductible goodwill in excess of book goodwill was approximately $330 million. Goodwill related to the Quellos Transaction will continue to be reduced in future periods by the amount of tax benefits realized from tax-deductible goodwill in excess of book goodwill.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

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Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

10. Intangible Assets

The carrying amounts of identifiable intangible assets are summarized as follows:

(Dollar amounts in millions)	Indefinite-lived intangible assets	Finite-lived intangible assets	Total
December 31, 2009, as reported	$ 16,566	$ 1,082	$ 17,648
BGI purchase price allocation adjustments	25	(7)	18
December 31, 2009, as adjusted	16,591	1,075	17,666
Amortization expense		(120)	(120)
September 30, 2010	$ 16,591	$ 955	$ 17,546

In accordance with ASC 805, intangible assets have been retrospectively adjusted to reflect new information obtained about facts that existed at December 1, 2009, the BGI acquisition date. During the nine months ended September 30, 2010, intangible assets decreased $102 million related to $120 million of amortization expense, partially offset by $18 million of BGI purchase price allocation adjustments.

11. Borrowings

Short-Term Borrowings

The carrying value of short-term borrowings included the following:

(Dollar amounts in millions)	September 30, 2010	December 31, 2009
Commercial paper program	$	$ 2,034
2007 Revolving credit facility	100	200
Total short-term borrowings	$ 100	$ 2,234

Commercial Paper Program

On October 14, 2009, BlackRock established a commercial paper program (the CP Program) under which the Company may issue unsecured commercial paper notes (the CP Notes) on a private placement basis up to a maximum aggregate amount outstanding at any time of $3 billion. The proceeds of the commercial paper issuances were used for the financing of a portion of the BGI Transaction. Subsidiaries of Bank of America and Barclays, as well as other third parties, act as dealers under the CP Program. The CP Program is supported by the 2007 revolving credit facility.

The Company began issuance of CP Notes under the CP Program on November 4, 2009. As of September 30, 2010, BlackRock did not have any outstanding CP Notes.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

11. Borrowings (continued)

Short-Term Borrowings (continued)

2007 Revolving Credit Facility

In August 2007, the Company entered into a five-year $2.5 billion unsecured revolving credit facility (the 2007 facility), which permits the Company to request an additional $500 million of borrowing capacity, subject to lender credit approval, up to a maximum of $3.0 billion. The 2007 facility requires the Company not to exceed a maximum leverage ratio (ratio of net debt to earnings before interest, taxes, depreciation and amortization, where net debt equals total debt less domestic unrestricted cash) of 3 to 1, which was satisfied with a ratio of less than 1 to 1 at September 30, 2010.

The 2007 facility provides back-up liquidity, funds ongoing working capital for general corporate purposes and funds various investment opportunities. At September 30, 2010, the Company had $100 million outstanding under the 2007 facility with an interest rate of 0.48% and a maturity date during November 2010.

Lehman Commercial Paper Inc. has a $140 million participation under the 2007 facility; however BlackRock does not expect that Lehman Commercial Paper Inc. will honor its commitment to fund additional amounts. Bank of America, a related party, has a $140 million participation under the 2007 facility.

Japan Commitment-line

In September 2010, BlackRock Japan Co., Ltd., a wholly-owned subsidiary of the Company, renewed a five billion Japanese yen commitment-line agreement with a banking institution (the Japan Commitment-line). The term of the renewed Japan Commitment-line is one year and will accrue interest on outstanding borrowings at the applicable Japanese short-term prime rate. The Japan Commitment-line is intended to provide liquidity and flexibility for operating requirements in Japan. At September 30, 2010, the Company had no borrowings outstanding under the Japan Commitment-line.

Convertible Debentures

The carrying value of the 2.625% convertible debentures due in 2035 included the following:

(Dollar amounts in millions)	September 30, 2010	December 31, 2009
Maturity amount / Carrying value	$ 67	$ 243

The Company recognized interest expense of $2 million and $8 million for the nine months ended September 30, 2010 and 2009, respectively, comprised of $2 million and $5 million related to the coupon and less than $1 million and $3 million related to amortization of the discount for the nine months ended September 30, 2010 and 2009, respectively. At September 30, 2010, the estimated fair value of the convertible debentures was $111 million, which was estimated using a market price at the end of September 2010.

On February 15, 2009, the convertible debentures became convertible at the option of the holder into cash and shares of the Company s common stock at any time prior to maturity. During the nine months ended September 30, 2010, holders of $176 million of debentures converted their holdings into cash and approximately 942 thousand shares.

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PART I FINANCIAL INFORMATION (continued)

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BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

11. Borrowings (continued)

Long-Term Borrowings

The carrying value and fair value of long-term borrowings estimated using market prices at September 30, 2010 included the following:

(Dollar amounts in millions)	2.25% Notes due 2012	3.50% Notes due 2014	6.25% Notes due 2017	5.00% Notes due 2019	Total Long-term Borrowings
Maturity amount	$ 500	$ 1,000	$ 700	$ 1,000	$ 3,200
Unamortized discount	(1)	(1)	(4)	(3)	(9)
Carrying value	$ 499	$ 999	$ 696	$ 997	$ 3,191
Fair value	$ 513	$ 1,063	$ 831	$ 1,116	$ 3,523

2017 Notes

In September 2007, the Company issued $700 million in aggregate principal amount of 6.25% senior unsecured notes maturing on September 15, 2017 (the 2017 Notes). Interest is payable semi-annually on March 15 and September 15 of each year, or approximately $44 million per year. The 2017 Notes may be redeemed prior to maturity at any time in whole or in part at the option of the Company at a make-whole redemption price. The 2017 Notes were issued at a discount of $6 million, which is being amortized over their ten-year term. The Company incurred approximately $4 million of debt issuance costs, which are being amortized over ten years. As of September 30, 2010, $3 million of unamortized debt issuance costs were included in other assets on the condensed consolidated statement of financial condition.

2012, 2014 and 2019 Notes

In December 2009, the Company issued $2.5 billion in aggregate principal amount of unsecured and unsubordinated obligations. These notes were issued as three separate series of senior debt securities including $0.5 billion of 2.25% notes, $1.0 billion of 3.50% notes and $1.0 billion of 5.0% notes maturing in December 2012, 2014 and 2019, respectively. Net proceeds of this offering were used to repay borrowings under the CP Program and for general corporate purposes. Interest on these notes is payable semi-annually on June 10 and December 10 of each year beginning June 10, 2010, or approximately $96 million per year. These notes may be redeemed prior to maturity at any time in whole or in part at the option of the Company at a make-whole redemption price. These notes were issued collectively at a discount of $5 million that is being amortized over the terms of the notes. The Company incurred approximately $13 million of debt issuance costs, which are being amortized over the respective terms of these notes. As of September 30, 2010, $12 million of unamortized debt issuance costs were included in other assets on the condensed consolidated statement of financial condition.

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11. Borrowings (continued)

Carrying Value and Fair Value of Long-Term Borrowings (continued)

The carrying value and fair value of long-term borrowings estimated using market prices at December 31, 2009 included the following:

(Dollar amounts in millions)	2.25% Notes due 2012	3.50% Notes due 2014	6.25% Notes due 2017	5.00% Notes due 2019	Total Long-term Borrowings
Maturity amount	$ 500	$ 1,000	$ 700	$ 1,000	$ 3,200
Unamortized discount	(1)	(1)	(4)	(3)	(9)
Carrying value	$ 499	$ 999	$ 696	$ 997	$ 3,191
Fair value	$ 497	$ 987	$ 751	$ 987	$ 3,222

12. Commitments and Contingencies

Investment Commitments

At September 30, 2010, the Company had approximately $241 million of investment commitments relating primarily to funds of private equity funds, real estate funds and hedge funds. Amounts to be funded generally are callable at any time prior to the expiration of the commitment. This amount excludes additional commitments made by consolidated sponsored funds of funds to underlying third party funds as third party non-controlling interest holders have the legal obligation to fund the respective commitments of such funds of funds.

Legal Proceedings

From time to time, BlackRock receives subpoenas or other requests for information from various U.S. federal, state governmental and regulatory authorities in connection with certain industry-wide or other investigations or proceedings. It is BlackRock s policy to cooperate fully with such inquiries. The Company and certain of its subsidiaries have been named as defendants in various legal actions, including arbitrations and other litigation arising in connection with BlackRock s activities. Additionally, certain of the investment funds that the Company manages are subject to lawsuits, any of which potentially could harm the investment returns of the applicable fund or result in the Company being liable to the funds for any resulting damages.

Management, after consultation with legal counsel, currently does not anticipate that the aggregate liability, if any, arising out of regulatory matters or lawsuits will have a material adverse effect on BlackRock s earnings, financial position, or cash flows although, at the present time, management is not in a position to determine whether any such pending or threatened matters will have a material adverse effect on BlackRock s results of operations in any future reporting period.

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PART I FINANCIAL INFORMATION (continued)

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BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

12. Commitments and Contingencies (continued)

Indemnifications

In the ordinary course of business, BlackRock enters into contracts pursuant to which it may agree to indemnify third parties in certain circumstances. The terms of these indemnities vary from contract to contract and the amount of indemnification liability, if any, cannot be determined.

Under the transaction agreement in the MLIM Transaction, the Company has agreed to indemnify Merrill Lynch & Co., Inc. (Merrill Lynch) for losses it may incur arising from (1) any alleged or actual breach, failure to comply, violation or other deficiency with respect to any regulatory or fiduciary requirements relating to the operation of BlackRock s business, (2) any fees or expenses incurred or owed by BlackRock to any brokers, financial advisors or comparable other persons retained or employed by BlackRock in connection with the MLIM Transaction, and (3) certain specified tax covenants.

Under the transaction agreement in the BGI Transaction, the Company has agreed to indemnify Barclays for losses it may incur arising from (1) breach by the Company of certain representations, (2) breach by the Company of any covenant in the agreement, (3) liabilities of the entities acquired in the transaction other than liabilities assumed by Barclays or for which it is providing indemnification, and (4) certain taxes.

Management believes that the likelihood of any liability arising under the MLIM Transaction and BGI Transaction indemnification provisions is remote. Management cannot estimate any potential maximum exposure due both to the remoteness of any potential claims and the fact that items that would be included within any such calculated claim would be beyond the control of BlackRock. Consequently, no liability has been recorded on the Company s condensed consolidated statements of financial condition.

Contingent Payments Related to Business Acquisitions

On October 1, 2007, the Company acquired the fund of funds business of Quellos. As part of this transaction, Quellos is entitled to receive two contingent payments upon achieving certain investment advisory revenue measures through December 31, 2010, totaling up to an additional $969 million in a combination of cash and stock. The first contingent payment was paid in 2009 and the second contingent payment, of up to $595 million, is payable in cash in 2011.

During 2009, the Company determined the first contingent payment to be $219 million, of which $11 million was previously paid in cash during 2008. Of the remaining $208 million, $156 million was paid in cash and $52 million was paid in common stock, or approximately 330,000 shares based on a price of $157.33 per share. Quellos may also be entitled to a catch-up payment related to the first contingent payment if certain performance measures are met in 2010 as the value of the first contingent payment was less than $374 million.

In connection with the acquisition of SSR, the holding company of State Street Research and Management Company, which closed in January 2005, the Company made a final contingent payment in August 2010 of approximately $8 million based on the Company s retained assets under management associated with the MetLife, Inc. defined benefit and defined contribution plans.

Other Contingent Payments

The Company acts as the portfolio manager in a series of credit default swap transactions and has a maximum potential exposure of $17 million under a credit default swap between the Company and Citibank. See Note 8, Derivatives and Hedging, for further discussion of this transaction and the related commitment.

Drapers Gardens

In January 2010, the Company entered into an agreement with Mourant & Co Trustees Limited and Mourant Property Trustees Limited as Trustees of the Drapers Gardens Unit Trust, for the lease of approximately 292,418 square feet of office and ancillary (including retail) space located at Drapers Gardens, 12 Throgmorton Avenue, London, EC2, United Kingdom.

The term of the lease began on February 17, 2010 (the Effective Date) and will continue for 25 years, with the option to renew for an additional five year term. The lease provides for total annual base rental payments of approximately £13 million (exclusive of value added tax and other lease charges, or approximately $21.7 million based on an exchange rate of $1.60 per £1), payable quarterly in advance. The annual rent is subject to increase on each fifth anniversary of the Effective Date to the then open market rent. The lease includes an initial rent free period for 36 months and 22 days following the Effective Date.

In addition, the Company entered into a purchase obligation for construction services of approximately £43 million. The Company incurred £3 million of construction services during the nine months ended September 30, 2010 resulting in a remaining obligation of £40 million (or approximately $63 million based on the September 30, 2010 exchange rate of $1.58 per £1).

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

13. Stock-Based Compensation

The components of the Company s stock-based compensation expense are comprised of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollar amounts in millions)	**2010**	**2009**	**2010**	**2009**
Stock-based compensation:				
Restricted stock and restricted stock units (RSUs)	$ 96	$ 55	$ 282	$ 178
Long-term incentive plans funded by PNC	15	15	44	45
Stock options	3	3	9	9
Total stock-based compensation	$ 114	$ 73	$ 335	$ 232

Restricted Stock and RSUs

Restricted stock and RSU activity at September 30, 2010 and changes during the nine months ended September 30, 2010 were as follows:

Outstanding at	**Unvested Restricted Stock and Units**	**Weighted-Average Grant Date Fair Value**
December 31, 2009	5,360,463	$ 154.75
Granted	3,169,080	$ 230.78
Converted	(1,382,836)	$ 156.44
Forfeited	(334,576)	$ 190.23
September 30, 2010[1]	6,812,131	$ 188.03

(1) At September 30, 2010, 24,728 awards have vested but have not been converted.

The Company values restricted stock and RSUs at their grant-date fair value as measured by BlackRock s common stock price.

In January 2010, the Company granted the following awards under the BlackRock, Inc. 1999 Stock Award and Incentive Plan:

- 846,884 RSUs to employees as part of annual incentive compensation that vest ratably over three years from the date of grant.

- 256,311 RSUs to employees that cliff vest on January 31, 2012. Awards to certain individuals require that BlackRock has actual GAAP earnings per share of at least $6.13 in 2010 or $6.50 in 2011 or has attained an alternative performance hurdle based on the Company s earnings per share growth rate versus certain peers over the term of the awards. The RSUs may not be sold before the one-year anniversary of the vesting date.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

13. Stock-Based Compensation (continued)

Restricted Stock and RSUs (continued)

1,497,222 RSUs to employees that vest 50% on both January 31, 2013 and 2014. Awards to certain individuals require that BlackRock has actual GAAP earnings per share of at least $6.13 in 2010 or $6.50 in 2011 or has attained an alternative performance hurdle based on the Company s earnings per share growth rate versus certain peers over the term of the awards.

124,575 shares of restricted common stock to employees that vest in tranches on January 31, 2010, 2011 and 2012. The restricted common stock may not be sold before the one-year anniversary of each vesting date.

In May 2010, the Company granted 198,977 RSUs to employees that cliff vest on January 31, 2012. Awards to certain individuals require that BlackRock has actual GAAP earnings per share of at least $6.13 in 2010 or $6.50 in 2011 or has attained an alternative performance hurdle based on the Company s earnings per share growth rate versus certain peers over the term of the awards. The RSUs may not be sold before the one-year anniversary of the vesting date.

At September 30, 2010, there was $631 million in total unrecognized stock-based compensation expense related to unvested restricted stock and RSUs. The unrecognized compensation cost is expected to be recognized over the remaining weighted-average period of 1.5 years.

Long-Term Incentive Plans Funded by PNC

Under a share surrender agreement, PNC committed to provide up to 4,000,000 shares of BlackRock stock, held by PNC, to fund certain BlackRock long-term incentive plans (LTIP). In February 2009, the share surrender agreement was amended for PNC to provide BlackRock series C non-voting participating preferred stock to fund the remaining committed shares.

The BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan (the 2002 LTIP Awards) permitted the grant of up to $240 million in deferred compensation awards, of which the Company previously granted approximately $233 million. Approximately $208 million of the 2002 LTIP Awards were paid in January 2007. The 2002 LTIP Awards were settled for approximately 16.7% in cash and the remainder in BlackRock stock contributed by PNC and distributed to plan participants. During the nine months ended September 30, 2010, approximately $6 million of previously issued 2002 LTIP Awards were settled in cash and BlackRock shares held by PNC at a conversion price approximating the market price on the settlement date. On the payment date, the Company recorded a capital contribution from PNC for the amount of shares funded by PNC.

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Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

13. Stock-Based Compensation (continued)

Stock Options

Options outstanding at September 30, 2010 and changes during the nine months ended September 30, 2010 were as follows:

Outstanding at	Shares Under Option	Weighted-Average Exercise Price
December 31, 2009	2,641,836	$ 98.59
Exercised	(219,550)	$ 38.57
Forfeited	(9,002)	$ 167.76
September 30, 2010	2,413,284	$ 103.79

The aggregate intrinsic value of options exercised during the nine months ended September 30, 2010 was $37 million.

At September 30, 2010, the Company had $12 million in unrecognized stock-based compensation expense related to unvested stock options. The unrecognized compensation cost is expected to be recognized over a remaining weighted-average period of 1.0 year.

PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

14. Related Party Transactions

Loan Commitments with Anthracite

Prior to March 31, 2010, the Company was committed to provide financing of up to $60 million to Anthracite Capital, Inc. (Anthracite), a specialty commercial real estate finance company that was managed by a subsidiary of BlackRock. The financing is collateralized by a pledge by Anthracite of its ownership interest in a real estate debt investment fund, which is also managed by a subsidiary of BlackRock. At September 30, 2010, $33.5 million of financing was outstanding and remains outstanding as of November 2010, which is past its final maturity date of March 5, 2010. At September 30, 2010, the carrying value of the collateral was estimated to be $8 million, which resulted in an additional $4.5 million reduction in amounts due from related parties on the Company s condensed consolidated statement of financial condition and an equal amount recorded in general and administrative expenses on the Company s condensed consolidated statement of income in the nine months ended September 30, 2010. The Company has no obligation to loan additional amounts to Anthracite under this facility. Anthracite filed a voluntary petition for relief under Chapter 7 of Title 11 of the U.S. Code in the U.S. Bankruptcy Court for the Southern District of New York on March 15, 2010. The management agreement between the Company and Anthracite has expired. Recovery of any amount of the financing provided by the Company in excess of the value of the collateral is not anticipated. The Company continues to evaluate the collectability of the outstanding borrowings by reviewing the carrying value of the net assets of the collateral, which fluctuates each period.

15. Net Capital Requirements

The Company is required to maintain net capital in certain regulated subsidiaries within a number of jurisdictions, which is partially maintained by retaining cash and cash equivalent investments in those jurisdictions. As a result, such subsidiaries of the Company may be restricted in their ability to transfer cash between different jurisdictions and to their parents. Additionally, transfers of cash between international jurisdictions, including repatriation to the United States, may have adverse tax consequences that could discourage such transfers.

Banking Regulatory Requirements

BlackRock Institutional Trust Company, N.A. (BTC), a wholly-owned subsidiary of the Company, is chartered as a national bank whose powers are limited to trust activities. BTC is subject to various regulatory capital requirements administered by the Federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company s condensed consolidated financial statements. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that invoke quantitative measures of the Company s assets, liabilities, and certain off-balance sheet items as calculated under the regulatory accounting practices. BTC s capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Broker-dealers

BlackRock Investments, LLC, BlackRock Capital Markets, LLC, BlackRock Execution Services and BlackRock Fund Distribution Company are registered broker-dealers and wholly-owned subsidiaries of BlackRock that are subject to the Uniform Net Capital requirements under the

Securities Exchange Act of 1934, which requires maintenance of certain minimum net capital levels.

Capital Requirements as of September 30, 2010

At September 30, 2010, the Company was required to maintain approximately $885 million in net capital in certain regulated subsidiaries, including BTC, and is in compliance with all applicable regulatory minimum net capital requirements.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

16. Capital Stock

Non-voting Participating Preferred Stock

The Company s preferred shares authorized, issued and outstanding consisted of the following:

	September 30, 2010	December 31, 2009
Series A		
Shares authorized, $0.01 par value	20,000,000	20,000,000
Shares issued		
Shares outstanding		
Series B		
Shares authorized, $0.01 par value	150,000,000	150,000,000
Shares issued	124,620,593	112,817,151
Shares outstanding	124,620,593	112,817,151
Series C		
Shares authorized, $0.01 par value	6,000,000	6,000,000
Shares issued	2,866,439	2,889,467
Shares outstanding	2,866,439	2,889,467
Series D		
Shares authorized, $0.01 par value	20,000,000	20,000,000
Shares issued		11,203,442
Shares outstanding		11,203,442

Capital Exchanges

In January 2010, 600,000 common shares were exchanged for Series B preferred stock and all 11,203,442 Series D preferred stock outstanding at December 31, 2009 were exchanged for Series B preferred stock.

PNC Contribution

During the nine months ended September 30, 2010, PNC contributed 23,028 of Series C preferred stock in connection with its share surrender agreement to fund certain LTIP awards.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

17. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (EPS) for the three months ended September 30, 2010 and 2009:

	Three Months Ended September 30,			
	2010		2009	
(Dollar amounts in millions, except per share data)	Basic	Diluted	Basic	Diluted
Net income attributable to BlackRock, Inc.	$ 551	$ 551	$ 317	$ 317
Less:				
Dividends distributed to common shares	190	190	104	104
Dividends distributed to participating RSUs	3	3	4	4
Undistributed net income attributable to BlackRock, Inc.	358	358	209	209
Percentage of undistributed net income allocated to common shares[(a)]	98.6%	98.6%	97.4%	97.4%
Undistributed net income allocated to common shares	353	353	204	204
Plus:				
Common share dividends	190	190	104	104
Net income attributable to common shares	$ 543	$ 543	$ 308	$ 308
Weighted-average common shares outstanding	190,494,905	190,494,905	133,266,379	133,266,379
Dilutive effect of:				
Stock options and non-participating RSUs		1,610,086		1,713,363
Convertible debt		221,850		922,499
Total weighted-average shares outstanding		192,326,841		135,902,241
Earnings per share attributable to BlackRock, Inc., common stockholders:	$ 2.85	$ 2.83	$ 2.31	$ 2.27

(a) Allocation to common shareholders is based on the total of common and participating security shareholders. For the three months ended September 30, 2010 and 2009, participating securities include 2.7 million and 3.6 million, respectively, of unvested RSUs that contain nonforfeitable rights to dividends.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

17. Earnings Per Share (continued)

The following table sets forth the computation of basic and diluted EPS for the nine months ended September 30, 2010 and 2009:

	Nine Months Ended September 30,			
	2010		2009	
(Dollar amounts in millions, except per share data)	Basic	Diluted	Basic	Diluted
Net income attributable to BlackRock, Inc.	$ 1,406	$ 1,406	$ 619	$ 619
Less:				
Dividends distributed to common shares	574	574	307	307
Dividends distributed to participating RSUs	8	8	9	9
Undistributed net income attributable to BlackRock, Inc.	824	824	303	303
Percentage of undistributed net income allocated to common shares[a]	98.5%	98.5%	97.2%	97.2%
Undistributed net income allocated to common shares	812	812	295	295
Plus:				
Common share dividends	574	574	307	307
Net income attributable to common shares	$ 1,386	$ 1,386	$ 602	$ 602
Weighted-average common shares outstanding	190,385,046	190,385,046	131,481,677	131,481,677
Dilutive effect of:				
Stock options and non-participating RSUs		1,578,143		1,365,891
Convertible debt		317,490		1,154,231
Total weighted-average shares outstanding		192,280,679		134,001,799
Earnings per share attributable to BlackRock, Inc., common stockholders:	$ 7.28	$ 7.21	$ 4.58	$ 4.50

(a) Allocation to common shareholders is based on the total of common and participating security shareholders. For the nine months ended September 30, 2010 and 2009, participating securities include 2.8 million and 3.8 million, respectively, of unvested RSUs that contain nonforfeitable rights to dividends.

Basic EPS is calculated pursuant to the two-class method to determine income attributable to common shareholders. Basic EPS is calculated by dividing net distributed and undistributed earnings allocated to common shareholders by the weighted-average number of common shares outstanding. Diluted EPS includes the determinants of basic EPS and in addition, reflects the impact of other potentially dilutive shares, including RSU awards that do not contain nonforfeitable rights to dividends, unexercised stock options and convertible debentures. The dilutive effect of participating securities is calculated under the more dilutive of either the treasury method or the two-class method.

Due to the similarities in terms between BlackRock series A, B, C and D non-voting participating preferred stock and the Company s common stock, the Company considers the series A, B, C and D non-voting participating preferred stock to be a common stock equivalent for purposes of EPS calculations. As such, the Company has included the outstanding series A, B, C and D non-voting participating preferred stock in the calculation of average basic and diluted shares outstanding for the three and nine months ended September 30, 2010 and 2009.

For the three and nine months ended September 30, 2010, 340,526 and zero options, respectively, were excluded from the calculation of diluted EPS because to include them would have an anti-dilutive effect. For the three and nine months ended September 30, 2010, 1,412,212 and 1,155,977 RSUs, respectively, were excluded from the calculation of diluted EPS because to include them would have an anti-dilutive effect.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

17. Earnings Per Share (continued)

Shares issued in Quellos Transaction

On October 1, 2007, the Company acquired the fund of funds business of Quellos Group (Quellos). The Company issued 1,191,785 shares of BlackRock common stock that were placed into an escrow account. In 2008 and 2009, a total of 322,845 common shares were released to Quellos in accordance with the Quellos asset purchase agreement, which resulted in an adjustment to the recognized purchase price. In October 2010, 865,337 common shares were released to Quellos in accordance with the Quellos asset purchase agreement and will have a dilutive effect for the three months ended December 31, 2010. The remaining 3,603 common shares may have a dilutive effect in future periods based on the timing of the release of shares from the escrow account in accordance with the Quellos asset purchase agreement.

18. Income Taxes

Tax Legislation in the United Kingdom

In July 2010, the United Kingdom enacted legislation reducing corporate income taxes, effective April 2011. The legislation resulted in a revaluation of certain net deferred tax liabilities primarily related to acquired intangible assets, which resulted in an income tax benefit of approximately $30 million for the three and nine months ended September 30, 2010.

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PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

19. Segment Information

The Company s management directs BlackRock s operations as one business, the asset management business. As such, the Company operates in one business segment in accordance with ASC 280-10, Segment Reporting.

The following table illustrates investment advisory, administration fees, securities lending revenue and performance fees, *BlackRock Solutions*® and advisory, distribution fees and other revenue for the three and nine months ended September 30, 2010 and 2009, respectively.

(Dollar amounts in millions)	Three Months Ended September 30, 2010	2009	Nine Months Ended September 30, 2010	2009
Equity	$ 958	$ 333	$ 2,912	$ 860
Fixed income	390	221	1,118	630
Multi-asset class	186	141	530	346
Alternative	245	120	606	323
Cash management	129	149	387	490
Total investment advisory, administration fees, securities lending revenue and performance fees	1,908	964	5,553	2,649
BlackRock Solutions and advisory	101	122	328	369
Distribution fees	29	25	89	73
Other revenue	54	29	149	65
Total revenue	$ 2,092	$ 1,140	$ 6,119	$ 3,156

The following tables illustrate the Company s total revenue for the three and nine months ended September 30, 2010 and 2009, respectively, by geographic region. These amounts are aggregated on a legal entity basis and do not necessarily reflect where the customer resides.

(Dollar amounts in millions)	Three Months Ended September 30,			
Revenue	2010	% of total	2009	% of total
Americas	$ 1,395	66%	$ 793	70%

Europe	576	28%	296	26%
Asia-Pacific	121	6%	51	4%
Total revenue	$ 2,092	100%	$ 1,140	100%

(Dollar amounts in millions)	**Nine Months Ended September 30,**			
Revenue	**2010**	**% of total**	**2009**	**% of Total**
Americas	$ 4,148	68%	$ 2,324	74%
Europe	1,609	26%	710	22%
Asia-Pacific	362	6%	122	4%
Total revenue	$ 6,119	100%	$ 3,156	100%

PART I FINANCIAL INFORMATION (continued)

Item 1. Financial Statements (continued)

BlackRock, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

19. Segment Information (continued)

The following table shows the Company s long-lived assets, including goodwill and net property and equipment at September 30, 2010 and December 31, 2009 and does not necessarily reflect where the asset is physically located.

(Dollar amounts in millions)

Long-lived Assets	**September 30, 2010**		**December 31, 2009**	
Americas	$ 12,941	99%	$ 12,961	99%
Europe	49	%	46	%
Asia-Pacific	80	1%	74	1%
Total long-lived assets	$ 13,070	100%	$ 13,081	100%

Americas primarily is comprised of the United States, Canada, Brazil and Mexico, while Europe primarily is comprised of the United Kingdom and Asia-Pacific primarily is comprised of Japan, Australia and Hong Kong.

20. Subsequent Events

Primasia Investment Trust Co., LTD.

In October 2010, the Company completed the acquisition of all of the net assets of Primasia Investment Trust Co., LTD., which sells offshore mutual funds in Taiwan. The total consideration paid for the acquisition is not material to the Company s condensed consolidated financial statements.

Secondary Offering of Common Stock

On November 3, 2010 the Company commenced a secondary offering of 42 million shares of its common stock, 34.5 million shares are being offered by Bank of America and up to 7.5 million shares are being offered by PNC. Bank of America also expects to grant the underwriters a 30-day option to purchase an additional 6.3 million shares of BlackRock s common stock to cover over-allotments, if any. BlackRock will not receive any of the proceeds from the sale of shares of its common stock.

Additional Subsequent Event Review

In addition to the subsequent events included in the notes to the condensed consolidated financial statements, the Company conducted a review for additional subsequent events and determined that no additional subsequent events had occurred that would require accrual or additional disclosures.

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PART I FINANCIAL INFORMATION (continued)

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

Forward-looking Statements

This report, and other statements that BlackRock may make, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to BlackRock s future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as trend, potential, opportunity, pipeline, believe, comfortabl expect, anticipate, current, intention, estimate, position, assume, outlook, continue, remain, maintain, sustain, seek, expressions, or future or conditional verbs such as will, would, should, could, may or similar expressions.

BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to risk factors previously disclosed in BlackRock s Securities and Exchange Commission (SEC) reports and those identified elsewhere in this report the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (1) the introduction, withdrawal, success and timing of business initiatives and strategies; (2) changes and volatility in political, economic or industry conditions, the interest rate environment, foreign exchange rates or financial and capital markets, which could result in changes in demand for products or services or in the value of assets under management; (3) the relative and absolute investment performance of BlackRock s investment products; (4) the impact of increased competition; (5) the impact of capital improvement projects; (6) the impact of future acquisitions or divestitures; (7) the unfavorable resolution of legal proceedings; (8) the extent and timing of any share repurchases; (9) the impact, extent and timing of technological changes and the adequacy of intellectual property protection; (10) the impact of legislative and regulatory actions and reforms, including the recently approved Dodd-Frank Wall Street Reform and Consumer Protection Act, and regulatory, supervisory or enforcement actions of government agencies relating to BlackRock, Barclays Bank PLC, Bank of America Corporation, Merrill Lynch & Co., Inc. or The PNC Financial Services Group, Inc.; (11) terrorist activities, international hostilities and natural disasters, which may adversely affect the general economy, domestic and local financial and capital markets, specific industries or BlackRock; (12) the ability to attract and retain highly talented professionals; (13) fluctuations in the carrying value of BlackRock s economic investments; (14) the impact of changes to tax legislation and, generally, the tax position of the Company; (15) BlackRock s success in maintaining the distribution of its products; (16) the impact of BlackRock electing to provide support to its products from time to time; (17) the impact of problems at other financial institutions or the failure or negative performance of products at other financial institutions; and (18) the ability of BlackRock to integrate the operations of Barclays Global Investors.

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PART I FINANCIAL INFORMATION (continued)

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

Overview

BlackRock, Inc. (BlackRock or the Company) is the largest publicly traded investment management firm. As of September 30, 2010, the Company managed $3.446 trillion of assets under management (AUM) on behalf of institutional and individual investors worldwide. The Company s products include equities, fixed income, multi-asset class, alternative investment and cash management products, and offer clients diversified access to global markets through separate accounts, collective investment trusts, open-end and closed-end mutual funds, exchange-traded funds, hedge funds and funds of funds. In addition, *BlackRock Solutions*® provides market risk management, financial markets advisory and enterprise investment system services to a broad base of clients. Financial markets advisory services include valuation of illiquid securities, dispositions and workout assignments (including long-term portfolio liquidation assignments), risk management and strategic planning and execution.

On December 1, 2009, BlackRock acquired from Barclays Bank PLC (Barclays) all of the outstanding equity interests of subsidiaries of Barclays conducting the business of Barclays Global Investors (BGI) in exchange for capital shares valued at closing of $8.53 billion and $6.65 billion in cash.

At September 30, 2010, equity ownership of BlackRock was as follows:

	Voting Common Stock	Capital Stock(1)
Bank of America Corporation/Merrill Lynch & Co. Inc.	3.7%	33.9%
The PNC Financial Services Group, Inc. (PNC)	34.7%	24.3%
Barclays	4.8%	19.7%
Other	56.8%	22.1%
	100.0%	100.0%

(1) Includes outstanding common and non-voting preferred stock only.

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PART I FINANCIAL INFORMATION (continued)

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

Overview (continued)

Financial Highlights

(Dollar amounts in millions, except per share data)

(unaudited)

The following tables summarizes BlackRock s operating performance for each of the three months ended September 30, 2010, June 30, 2010 and September 30, 2009 and the nine months ended September 30, 2010 and 2009.

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	June 30, 2010	Variance vs. September 30, 2009 Amount	Variance vs. September 30, 2009 % Change	Variance vs. June 30, 2010 Amount	Variance vs. June 30, 2010 % Change
GAAP basis:							
Total revenue	$ 2,092	$ 1,140	$ 2,032	$ 952	84%	$ 60	3%
Total expenses	$ 1,385	$ 783	$ 1,335	$ 602	77%	$ 50	4%
Operating income	$ 707	$ 357	$ 697	$ 350	98%	$ 10	1%
Operating margin	33.8%	31.3%	34.3%	2.5%	8%	(0.5%)	(1%)
Non-operating income (expense), less net income (loss) attributable to non-controlling interests	$ 45	$ 61	($ 32)	($ 16)	(26%)	$ 77	NM
Net income attributable to BlackRock, Inc.	$ 551	$ 317	$ 432	$ 234	74%	$ 119	28%
Diluted earnings per common share[e]	$ 2.83	$ 2.27	$ 2.21	$ 0.56	25%	$ 0.62	28%
As adjusted:							
Operating income[a]	$ 737	$ 400	$ 741	$ 337	84%	($ 4)	(1%)
Operating margin[a]	38.4%	40.1%	38.8%	(1.7%)	(4%)	(0.4%)	(1%)
Non-operating income (expense), less net income (loss) attributable to non-controlling interests[b]	$ 39	$ 52	($ 28)	($ 13)	(25%)	$ 67	NM
Net income attributable to BlackRock, Inc.[c], [d]	$ 537	$ 293	$ 463	$ 244	83%	$ 74	16%
Diluted earnings per common share[c], [d], [e]	$ 2.75	$ 2.10	$ 2.37	$ 0.65	31%	$ 0.38	16%
Other:							
Diluted weighted-average common shares	192,326,841	135,902,241	192,569,539	56,424,600	42%	(242,698)	%

outstanding[e]						
Assets under management (end of period)	$ 3,446,066	$ 1,434,769	$ 3,150,585	$ 2,011,297	140%	$ 295,481	9%
Shares outstanding (end of period)[1]	191,115,491	134,214,577	191,881,795	56,900,914	42%	(766,304)	%

(1) September 30, 2010, September 30, 2009 and June 30, 2010 includes common stock held in escrow related to the Quellos Transaction of 868,940, 911,266 and 868,940, respectively.

NM Not Meaningful

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PART I FINANCIAL INFORMATION (continued)

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

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Financial Highlights (continued)

(Dollar amounts in millions, except per share data)

(unaudited)

	Nine Months Ended September 30,		Variance vs. Nine Months Ended September 30, 2009	
	2010	2009	Amount	% Change
GAAP basis:				
Total revenue	$ 6,119	$ 3,156	$ 2,963	94%
Total expenses	$ 4,061	$ 2,267	$ 1,794	79%
Operating income	$ 2,058	$ 889	$ 1,169	131%
Operating margin	33.6%	28.2%	5.4%	19%
Non-operating income (expense), less net income (loss) attributable to non-controlling interests	$ 10	($ 45)	$ 55	NM
Net income attributable to BlackRock, Inc.	$ 1,406	$ 619	$ 787	127%
Diluted earnings per common share[e]	$ 7.21	$ 4.50	$ 2.71	60%
As adjusted:				
Operating income[a]	$ 2,205	$ 1,009	$ 1,196	119%
Operating margin[a]	38.7%	37.4%	1.3%	3%
Non-operating income (expense), less net income (loss) attributable to non-controlling interests[b]	$ 5	($ 59)	$ 64	NM
Net income attributable to BlackRock, Inc.[c], [d]	$ 1,469	$ 642	$ 827	129%
Diluted earnings per common share[c], [d], [e]	$ 7.53	$ 4.66	$ 2.87	62%
Other:				
Diluted weighted-average common shares outstanding[e]	192,280,679	134,001,799	58,278,880	43%
Assets under management (end of period)	$ 3,446,066	$ 1,434,769	$ 2,011,297	140%
Shares outstanding (end of period)[1]	191,115,491	134,214,577	56,900,914	42%

(1) September 30, 2010 and 2009 includes common stock held in escrow related to the Quellos Transaction of 868,940 and 911,266, respectively.

NM Not Meaningful

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PART I FINANCIAL INFORMATION (continued)

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

Overview (continued)

Financial Highlights

(continued)

BlackRock reports its financial results in accordance with accounting principles generally accepted in the United States (GAAP); however, management believes that evaluating the Company s ongoing operating results may be enhanced if investors have additional non-GAAP basis financial measures. Management reviews non-GAAP financial measures to assess ongoing operations and, for the reasons described below, considers them to be effective indicators, for both management and investors, of BlackRock s financial performance over time. BlackRock s management does not advocate that investors consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Certain prior period non-GAAP data has been reclassified to conform to the current presentation. Computations for all periods are derived from the Company s condensed consolidated statements of income as follows:

(a) Operating income, as adjusted, and operating margin, as adjusted:

Operating income, as adjusted, equals operating income, GAAP basis, excluding certain items deemed non-recurring by management or transactions that ultimately will not impact BlackRock s book value, as indicated in the table below. Operating income used for operating margin measurement equals operating income, as adjusted, excluding the impact of closed-end fund launch costs and commissions. Operating margin, as adjusted, equals operating income used for operating margin measurement, divided by revenue used for operating margin measurement, as indicated in the table below.

	Three Months Ended			Nine Months Ended	
	September 30,		June 30,	September 30,	
(Dollar amounts in millions)	2010	2009	2010	2010	2009
Operating income, GAAP basis	**$ 707**	**$ 357**	**$ 697**	**$ 2,058**	**$ 889**
Non-GAAP expense adjustments:					
BGI transaction/integration costs					
Employee compensation and benefits	3		4	25	
General and administration	3	16	28	65	31
Total BGI transaction/integration costs	6	16	32	90	31
PNC LTIP funding obligation	15	15	14	44	45
Merrill Lynch compensation contribution	3	3	2	8	8
Restructuring charges					22
Compensation expense related to appreciation (depreciation) on deferred compensation plans	6	9	(4)	5	14

Operating income, as adjusted	**737**	**400**	**741**	**2,205**	**1,009**
Closed-end fund launch costs	15			15	2
Closed-end fund launch commissions	2			2	1
Operating income used for operating margin measurement	$ 754	$ 400	$ 741	$ 2,222	$ 1,012
Revenue, GAAP basis	$ 2,092	$ 1,140	$ 2,032	$ 6,119	$ 3,156
Non-GAAP adjustments:					
Distribution and servicing costs	(105)	(119)	(97)	(302)	(371)
Amortization of deferred sales commissions	(26)	(23)	(27)	(79)	(76)
Revenue used for operating margin measurement	$ 1,961	$ 998	$ 1,908	$ 5,738	$ 2,709
Operating margin, GAAP basis	**33.8%**	**31.3%**	**34.3%**	**33.6%**	**28.2%**
Operating margin, as adjusted	**38.4%**	**40.1%**	**38.8%**	**38.7%**	**37.4%**

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PART I FINANCIAL INFORMATION (continued)

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

Overview (continued)

Financial Highlights

(continued)

(a) (continued)

Management believes that operating income, as adjusted, and operating margin, as adjusted, are effective indicators of BlackRock s financial performance over time. As such, management believes that operating income, as adjusted, and operating margin, as adjusted, provide useful disclosure to investors.

Operating income, as adjusted:

BGI transaction and integration costs recorded in 2010 and 2009 consist principally of certain advisory payments, compensation expense, legal fees, marketing and promotional, occupancy and consulting expenses incurred in conjunction with the BGI Transaction. Restructuring charges recorded in 2009 consist of compensation costs, occupancy costs and professional fees. The expenses associated with restructuring and BGI transaction and integration costs have been deemed non-recurring by management and have been excluded from operating income, as adjusted, to help enhance the comparability of this information to prior periods. As such, management believes that operating margins exclusive of these costs are useful measures in evaluating BlackRock s operating performance for the respective periods.

The portion of compensation expense associated with certain long-term incentive plans (LTIP) that will be funded through the distribution to participants of shares of BlackRock stock held by PNC and a Merrill Lynch & Co., Inc. (Merrill Lynch) cash compensation contribution, a portion of which has been received, has been excluded because these charges ultimately do not impact BlackRock s book value.

Compensation expense associated with appreciation (depreciation) on investments related to certain BlackRock deferred compensation plans has been excluded as returns on investments set aside for these plans, which substantially offset this expense, are reported in non-operating income (expense).

Operating margin, as adjusted:

Operating income used for measuring operating margin, as adjusted, is equal to operating income, as adjusted, excluding the impact of closed-end fund launch costs and commissions. Management believes that excluding such costs and commissions is useful because these costs can fluctuate considerably and revenues associated with the expenditure of these costs will not fully impact the Company s results until future periods.

Operating margin, as adjusted, allows the Company to compare performance from period-to-period by adjusting for items that may not recur, recur infrequently or may fluctuate based on market movements, such as restructuring charges, transaction and integration costs, closed-end fund launch costs, commissions paid to certain employees as compensation and fluctuations in compensation expense based on mark-to-market movements in investments held to fund certain compensation plans. The Company also uses operating margin, as adjusted, to monitor corporate performance and efficiency and as a benchmark to compare its performance to other companies. Management uses both the GAAP and non-GAAP financial measures in evaluating the financial performance of BlackRock. The non-GAAP measure by itself may pose limitations because it does not include all of the Company s revenues and expenses.

Revenue used for operating margin, as adjusted, excludes distribution and servicing costs paid to related parties and other third parties. Management believes that excluding such costs is useful to BlackRock because it creates consistency in the treatment for certain contracts for similar services, which due to the terms of the contracts, are accounted for under GAAP on a net basis within investment advisory, administration fees and securities lending revenue. Amortization of deferred sales commissions is excluded from revenue used for operating margin measurement, as adjusted, because such costs, over time, offset distribution fee revenue earned by the Company. For each of these items, BlackRock excludes from revenue used for operating margin, as adjusted, the costs related to each of these items as a proxy for such offsetting revenues.

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

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(b) Non-operating income (expense), less net income (loss) attributable to non-controlling interests, as adjusted:

Non-operating income (expense), less net income (loss) attributable to non-controlling interests (NCI), as adjusted, equals non-operating income (expense), GAAP basis, less net income (loss) attributable to NCI, GAAP basis, adjusted for compensation expense associated with depreciation (appreciation) on investments related to certain BlackRock deferred compensation plans. The compensation expense offset is recorded in operating income. This compensation expense has been included in non-operating income (expense), less net income (loss) attributable to NCI, as adjusted, to offset returns on investments set aside for these plans, which are reported in non-operating income (expense), GAAP basis.

	Three Months Ended			Nine Months Ended	
	September 30,		June 30,	September 30,	
(Dollar amounts in millions)	**2010**	**2009**	**2010**	**2010**	**2009**
Non-operating income (expense), GAAP basis	$ 78	$ 78	($ 75)	$ 5	($ 24)
Less: Net income (loss) attributable to NCI	33	17	(43)	(5)	21
Non-operating income (expense)[(1)]	45	61	(32)	10	(45)
Compensation expense related to (appreciation) depreciation on deferred compensation plans	(6)	(9)	4	(5)	(14)
Non-operating income (expense), less net income (loss) attributable to NCI, as adjusted	**$ 39**	**$ 52**	**($ 28)**	**$ 5**	**($ 59)**

(1) Net of net income (loss) attributable to non-controlling interests.

Management believes that non-operating income (expense), less net income (loss) attributable to NCI, as adjusted, provides for comparability of this information to prior periods and is an effective measure for reviewing BlackRock s non-operating contribution to its results. As compensation expense associated with (appreciation) depreciation on investments related to certain deferred compensation plans, which is included in operating income, offsets the gain/(loss) on the investments set aside for these plans, management believes that non-operating income (expense), less net income (loss) attributable to NCI, as adjusted, provides a useful measure, for both management and investors, of BlackRock s non-operating results that impact book value.

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PART I FINANCIAL INFORMATION (continued)

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

Overview (continued)

Financial Highlights

(continued)

(c) Net income attributable to BlackRock, Inc., as adjusted:

Management believes that net income attributable to BlackRock, Inc., as adjusted, and diluted earnings per common share, as adjusted, are useful measures of BlackRock s profitability and financial performance. Net income attributable to BlackRock, Inc., as adjusted, equals net income attributable to BlackRock, Inc., GAAP basis, adjusted for significant non-recurring items as well as charges that ultimately will not impact BlackRock s book value or benefits that do not impact cash flow.

(Dollar amounts in millions, except per share data)	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	June 30, 2010	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Net income attributable to BlackRock, Inc., GAAP basis	**$ 551**	**$ 317**	**$ 432**	**$ 1,406**	**$ 619**
Non-GAAP adjustments, net of tax:[d]					
BGI transaction/integration costs	4	11	21	59	21
PNC LTIP funding obligation	10	9	9	29	29
Merrill Lynch compensation contribution	2	1	1	5	4
Restructuring charges					14
Income tax law changes	(30)	(45)		(30)	(45)
Net income attributable to BlackRock, Inc., as adjusted	**$ 537**	**$ 293**	**$ 463**	**$ 1,469**	**$ 642**
Allocation of net income attributable to BlackRock, Inc., as adjusted:[f]					
Common shares[e]	$ 530	$ 285	$ 456	$ 1,448	$ 625
Participating RSUs	7	8	7	21	17
Net income attributable to BlackRock, Inc., as adjusted	**$ 537**	**$ 293**	**$ 463**	**$ 1,469**	**$ 642**
Diluted weighted-average common shares outstanding[e]	192,326,841	135,902,241	192,569,539	192,280,679	134,001,799

Diluted earnings per common share, GAAP basis[(e)]	**$**	**2.83**	**$**	**2.27**	**$**	**2.21**	**$**	**7.21**	**$**	**4.50**
Diluted earnings per common share, as adjusted[(e)]	**$**	**2.75**	**$**	**2.10**	**$**	**2.37**	**$**	**7.53**	**$**	**4.66**

The restructuring charges and BGI transaction and integration costs reflected in GAAP net income attributable to BlackRock, Inc. have been deemed non-recurring by management and have been excluded from net income attributable to BlackRock, Inc., as adjusted, to help enhance the comparability of this information to prior reporting periods.

The portion of the compensation expense associated with certain LTIP awards that will be funded through the distribution to participants of shares of BlackRock stock held by PNC and the Merrill Lynch cash compensation contribution, a portion of which has been received, has been excluded from net income attributable to BlackRock, Inc., as adjusted, because these charges ultimately do not impact BlackRock s book value.

During third quarter 2010 and third quarter 2009, the United Kingdom and New York City, respectively, enacted legislation reducing corporate income tax rates, which resulted in a revaluation of certain net deferred tax liabilities primarily related to acquired intangible assets. The resulting decrease in income taxes has been excluded from net income attributable to BlackRock, Inc., as adjusted, as these were non-recurring enacted tax legislation changes that do not have a cash flow impact and to ensure comparability of this information to current reporting periods.

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PART I FINANCIAL INFORMATION (continued)

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(continued)

(d) For each of the quarters ended September 30, 2010, September 30, 2009 and June 30, 2010, non-GAAP adjustments were tax effected at 30.8%, 35% and 35%, respectively, which reflects the blended rate applicable to the adjustments. For each of the nine months ended September 30, 2010 and 2009, non-GAAP adjustments were tax effected at 33.5% and 35%, respectively.

(e) Series A, B, C and D non-voting participating preferred stock are considered to be common stock equivalents for purposes of determining basic and diluted earnings per share calculations. Certain unvested restricted stock units (RSUs) are not included in this number as they are deemed participating securities in accordance with Accounting Standards Codification (ASC) 260-10, *Earnings per Share* (ASC 260-10).

(f) Allocation of net income attributable to BlackRock, Inc., as adjusted, to common shares and participating RSUs is calculated pursuant to the two-class method as defined in ASC 260-10.

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

Overview (continued)

BlackRock has portfolio managers located around the world, including the United States, the United Kingdom, the Netherlands, Japan, Hong Kong, Australia and Germany. The Company provides a wide array of taxable and tax-exempt fixed income, equity and multi-asset class investment funds, including exchange traded funds and mutual funds, and separate accounts, as well as a wide assortment of index-based equity and alternative investment products for a diverse global clientele. BlackRock provides global advisory services for investment funds and other non-U.S. retail products. The Company s non-U.S. investment funds are based in a number of domiciles and cover a range of asset classes, including cash management, fixed income and equities.

iShares® is the global product leader in exchange traded funds for institutional, retail and high net worth investors with over 460 funds globally across equities, fixed income and commodities, which trade like common stocks on 19 exchanges worldwide. The BlackRock Global Funds, the Company s primary retail fund group offered outside the United States, are authorized for distribution in more than 35 jurisdictions worldwide. In the United States, the primary retail offerings include various open-end and closed-end funds, including *iShares*. Additional fund offerings include structured products, real estate funds, hedge funds, hedge funds of funds, private equity funds and funds of funds, managed futures funds and exchange funds. These products are sold to both U.S. and non-U.S. high net worth, retail and institutional investors in a wide variety of active and passive strategies covering both equity and fixed income assets.

BlackRock s client base consists of financial institutions and other corporate clients, pension plans, charities, official institutions, such as central banks, sovereign wealth funds, supranational authorities and other government entities, high net worth individuals and retail investors around the world. BlackRock maintains a significant sales and marketing presence both inside and outside the United States that is focused on establishing and maintaining retail and institutional investment management relationships by marketing its services to retail and institutional investors directly and through financial professionals, pension consultants and establishing third-party distribution relationships. BlackRock also distributes its products and services through Merrill Lynch under a global distribution agreement, which following Bank of America Corporation s (Bank of America) acquisition of Merrill Lynch, runs through January 2014. After such term, the agreement will renew for one automatic three-year extension if certain conditions are met.

BlackRock derives a substantial portion of its revenue from investment advisory and administration fees, which are recognized as the services are performed. Such fees are primarily based on pre-determined percentages of the market value of AUM, percentages of committed capital during investment periods of certain alternative products, or, in the case of certain real estate equity clients, net operating income generated by the underlying properties, and are affected by changes in AUM, including market appreciation or depreciation, foreign exchange translation and net subscriptions or redemptions. Net subscriptions or redemptions represent the sum of new client assets, additional fundings from existing clients (including dividend reinvestment), withdrawals of assets from, and termination of, client accounts, purchases and redemptions of investment fund shares and distributions to investors representing return of capital and return on investments to investors. Market appreciation or depreciation includes current income earned on, and changes in the fair value of, securities held in client accounts. Foreign exchange translation reflects the impact of converting non-U.S. dollar denominated AUM into U.S. dollars for reporting purposes.

BlackRock also earns revenue by lending securities on behalf of clients, primarily to brokerage institutions. Such revenues are accounted for on an accrual basis. The securities loaned are secured by collateral in the form of cash or securities, with minimums generally ranging from approximately 102% to 112% of the value of the loaned securities. The revenue earned is shared between BlackRock and the funds or other third-party accounts managed by the Company from which the securities are borrowed.

Investment advisory agreements for certain separate accounts and BlackRock s alternative investment products provide for performance fees, based upon relative and/or absolute investment performance, in addition to base fees based on AUM. Investment advisory performance fees generally are earned after a given period of time and when investment performance exceeds a contractual threshold. As such, the timing of recognition of performance fees may increase the volatility of BlackRock s revenue and earnings. Historically, the magnitude of performance fees in the fourth quarter generally exceeds the first three calendar quarters in a year due to the higher number of products with performance measurement periods that end on December 31.

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

Overview (continued)

BlackRock provides a variety of risk management, investment analytic and investment system and advisory services to financial institutions, pension funds, asset managers, foundations, consultants, mutual fund sponsors, real estate investment trusts and government agencies. These services are provided under the brand name *BlackRock Solutions* and include a wide array of risk management services, valuation services related to illiquid securities, disposition and workout assignments (including long-term portfolio liquidation assignments), strategic planning and execution, and enterprise investment system outsourcing to clients. Over $9.5 trillion of positions are processed on our *Aladdin*® operating platform, which serves as the investment system for BlackRock and other institutional investors. Fees earned for *BlackRock Solutions* and advisory services are determined using some, or all, of the following methods: (i) fixed fees, (ii) percentages of various attributes of advisory assets under management and (iii) performance fees if contractual thresholds are met.

BlackRock also builds upon its leadership position to meet the growing need for investment and risk management solutions. Through its scale and diversity of products, it is able to provide its clients with customized solutions including fiduciary outsourcing for liability-driven investments and overlay strategies for pension plan sponsors, balance sheet management and related services for insurance companies and target date and target return funds, as well as asset allocation portfolios, for retail investors. BlackRock is also able to service these clients via its *Aladdin* platform to provide risk management and other outsourcing services for institutional investors and custom and tailored solutions to address complex risk exposures.

The Company also earns fees for transition management services comprised of referral fees or agency commissions from acting as an introducing broker-dealer in buying and selling securities on behalf of its customers. Commissions and clearing expenses related to transition management services are recorded on a trade-date basis as securities transactions occur.

Operating expenses reflect employee compensation and benefits, distribution and servicing costs, amortization of deferred sales commissions, direct fund expenses, general and administration expenses and amortization of finite-lived intangible assets.

Employee compensation and benefits expense includes salaries, commissions, temporary help, severance, deferred and incentive compensation, employer payroll taxes and related benefit costs.

Distribution and servicing costs include payments made to Merrill Lynch-affiliated entities under a global distribution agreement, to PNC-affiliated entities and Barclays, as well as other third parties, primarily associated with obtaining and retaining client investments in certain BlackRock products.

Direct fund expenses primarily consist of third party non-advisory expenses incurred by BlackRock related to certain funds for the use of index trademarks, reference data for indices, custodial services, fund administration, fund accounting, transfer agent services, shareholder reporting services, legal expenses, audit and tax services as well as other fund related expenses directly attributable to the non-advisory operations of the fund. These expenses may vary over time with fluctuations in AUM, number of shareholder accounts, or other attributes directly related to volume of business.

BlackRock primarily holds investments in sponsored investment products that invest in a variety of asset classes, including private equity, distressed credit/mortgage debt securities, hedge funds and real estate. Investments generally are made for co-investment purposes, to establish a performance track record, to hedge exposure to certain deferred compensation plans, or for regulatory purposes, including Federal Reserve Bank stock. Non-operating income (expense) and other comprehensive income, for available-for-sale investments, includes the impact of changes in the valuations and pick up of equity method earnings of these investments, as well as interest and dividend income and interest expense.

In addition, non-operating income (expense) includes the impact of changes in the valuations of consolidated sponsored investment funds and consolidated collateralized loan obligations. The portion of non-operating income (expense) not attributable to BlackRock is allocated to non-controlling interests on the consolidated statements of income.

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PART I FINANCIAL INFORMATION (continued)

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

Assets Under Management

AUM for reporting purposes generally is based upon how investment advisory and administration fees are calculated for each portfolio. Net asset values, total assets, committed assets or other measures may be used to determine portfolio AUM.

Assets Under Management

By Asset Class

(Dollar amounts in millions)					Variance vs.		
	September 30, 2010	June 30, 2010	December 31, 2009(1)	September 30, 2009(1)	June 30, 2010	Dec 31, 2009	Sep 30, 2009
Equity:							
Index	$ 1,245,678	$ 1,091,964	$ 1,187,481	$ 84,020	14%	5%	NM
Active	317,367	290,848	348,574	206,650	9%	(9%)	54%
Fixed income:							
Index	556,376	488,265	459,744	4,337	14%	21%	NM
Active	611,581	592,221	595,883	533,129	3%	3%	15%
Multi-asset class	170,608	148,160	142,029	99,543	15%	20%	71%
Alternative	105,742	101,536	102,101	53,776	4%	4%	97%
Long-term	**3,007,352**	**2,712,994**	**2,835,812**	**981,455**	**11%**	**6%**	**206%**
Cash management	283,7						