BRINKS CO
Form 10-Q
July 26, 2012

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

FORM 10-Q

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

For the quarterly period ended June 30, 2012

¨ 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 001-09148

THE BRINK'S COMPANY
(Exact name of registrant as specified in its charter)

Virginia	54-1317776
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1801 Bayberry Court, Richmond, Virginia 23226-8100
(Address of principal executive offices) (Zip Code)

(804) 289-9600
(Registrant's telephone number, including area code)

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 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 definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
(Check one): Large Accelerated Filer x Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company ¨

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

As of July 24, 2012, 47,737,797 shares of $1 par value common stock were outstanding.

Part I - Financial Information
Item 1. Financial Statements

THE BRINK'S COMPANY
and subsidiaries

Consolidated Balance Sheets
(Unaudited)

(In millions)		June 30, 2012	December 31, 2011
ASSETS			
Current assets:			
Cash and cash equivalents	$	126.9	182.9
Accounts receivable, net		600.4	550.5
Prepaid expenses and other		154.8	134.1
Deferred income taxes		75.8	66.4
Total current assets		957.9	933.9
Property and equipment, net		748.7	749.2
Goodwill		240.0	231.4
Other intangibles		58.5	63.8
Deferred income taxes		373.9	350.8
Other		81.2	77.1
Total assets	$	2,460.2	2,406.2
LIABILITIES AND EQUITY			
Current liabilities:			
Short-term borrowings	$	37.5	25.4
Current maturities of long-term debt		30.8	28.7
Accounts payable		147.3	159.5
Accrued liabilities		484.0	488.5
Total current liabilities		699.6	702.1
Long-term debt		337.5	335.3
Accrued pension costs		361.9	369.6
Retirement benefits other than pensions		317.2	315.4
Deferred income taxes		28.7	23.0
Other		179.9	178.4
Total liabilities		1,924.8	1,923.8
Commitments and contingent liabilities (notes 3, 4 and 9)			

Equity:			
The Brink’s Company (“Brink’s”) shareholders:			
Common stock		47.6	46.9
Capital in excess of par value		570.1	559.5
Retained earnings		627.3	589.5
Accumulated other comprehensive loss		(785.1)	(787.9)
Brink’s shareholders		459.9	408.0
Noncontrolling interests		75.5	74.4
Total equity		535.4	482.4
Total liabilities and equity	$	2,460.2	2,406.2

See accompanying notes to consolidated financial statements.

THE BRINK'S COMPANY
and subsidiaries

Consolidated Statements of Income
(Unaudited)

(In millions, except per share amounts)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenues	$ 967.1	979.3	1,933.9	1,892.6
Costs and expenses:				
Cost of revenues	798.9	808.6	1,585.9	1,566.2
Selling, general and administrative expenses	140.4	142.0	280.0	263.7
Total costs and expenses	939.3	950.6	1,865.9	1,829.9
Other operating income (expense)	(1.3)	(8.3)	0.9	(5.3)
Operating profit	26.5	20.4	68.9	57.4
Interest expense	(5.4)	(5.9)	(11.7)	(11.7)
Interest and other income (expense)	0.9	1.1	4.8	5.5
Income from continuing operations before tax	22.0	15.6	62.0	51.2
Provision (benefit) for income taxes	(10.1)	5.6	6.1	17.0
Income from continuing operations	32.1	10.0	55.9	34.2
Income from discontinued operations, net of tax	-	2.6	-	3.7
Net income	32.1	12.6	55.9	37.9
Less net income attributable to noncontrolling interests	(1.6)	(4.7)	(8.4)	(10.0)
Net income attributable to Brink's	30.5	7.9	47.5	27.9
Income attributable to Brink's:				
Continuing operations	30.5	5.3	47.5	24.2
Discontinued operations	-	2.6	-	3.7
Net income attributable to Brink's	$ 30.5	7.9	47.5	27.9
Earnings per share attributable to Brink's common shareholders:				
Basic:				
Continuing operations	$ 0.63	0.11	0.98	0.51
Discontinued operations	-	0.05	-	0.08
Net income	0.63	0.17	0.98	0.58
Diluted:				

Continuing operations	$	0.63	0.11	0.98	0.50
Discontinued operations		-	0.05	-	0.08
Net income		0.63	0.16	0.98	0.58
Weighted-average shares					
Basic		48.5	47.8	48.3	47.7
Diluted		48.6	48.1	48.5	48.0
Cash dividends paid per common share	$	0.10	0.10	0.20	0.20

See accompanying notes to consolidated financial statements.

THE BRINK'S COMPANY
and subsidiaries

Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2012	2011	2012	2011
Net income	$ 32.1	12.6	55.9	37.9
Other comprehensive income (loss):				
Benefit plan adjustments:				
Net experience gains (losses) arising during the period	(1.3)	(3.7)	(7.3)	(3.7)
Tax benefit (provision) related to net experience gains and losses arising during the period	0.3	1.0	2.0	1.0
Reclassification adjustment for amortization of prior net experience loss included in net income	16.5	12.6	38.0	24.2
Tax benefit related to reclassification adjustment for prior net experience loss	(5.8)	(4.4)	(13.7)	(8.7)
Prior service cost from plan amendment during the period	(12.2)	-	(12.2)	-
Tax benefit related to prior service cost from plan amendment during the period	4.2	-	4.2	-
Reclassification adjustment for amortization of prior service cost (credit) included in net income	0.9	0.9	1.8	1.8
Tax provision (benefit) related to reclassification adjustment for prior service cost (credit)	(0.2)	(0.3)	(0.5)	(0.6)
Deferred profit sharing	0.1	0.3	0.3	0.3
Benefit plan adjustments, net of tax	2.5	6.4	12.6	14.3
Foreign currency translation adjustments	(37.3)	16.3	(10.9)	39.4
Available-for-sale securities:				
Unrealized net gains (losses) on available-for-sale securities arising during the period	(0.2)	0.5	0.5	3.3
Tax benefit (provision) related to unrealized net gains and losses on available-for-sale securities	0.1	(0.2)	(0.1)	(0.4)
Reclassification adjustment for net (gains) losses realized in net income	-	-	(2.1)	(4.4)
Tax provision (benefit) related to reclassification adjustment	-	-	0.8	0.9
Unrealized net gains (losses) on available-for-sale securities, net of tax	(0.1)	0.3	(0.9)	(0.6)
Other comprehensive income (loss)	(34.9)	23.0	0.8	53.1
Comprehensive income (loss)	$ (2.8)	35.6	56.7	91.0
Summary by Equity Interest				
Amounts attributable to Brink's:				

Net income	$ 30.5	7.9	47.5	27.9
Benefit plan adjustments	5.6	6.4	15.7	14.3
Foreign currency	(36.4)	15.6	(12.0)	38.7
Available-for-sale securities	(0.1)	0.3	(0.9)	(0.7)
Other comprehensive income (loss)	(30.9)	22.3	2.8	52.3
Comprehensive income (loss) attributable to Brink's	(0.4)	30.2	50.3	80.2
Amounts attributable to noncontrolling interests:				
Net income	1.6	4.7	8.4	10.0
Benefit plan adjustments	(3.1)	-	(3.1)	-
Foreign currency	(0.9)	0.7	1.1	0.7
Available-for-sale securities	-	-	-	0.1
Other comprehensive income (loss)	(4.0)	0.7	(2.0)	0.8
Comprehensive income (loss) attributable to noncontrolling interests	(2.4)	5.4	6.4	10.8
Comprehensive income (loss)	$ (2.8)	35.6	56.7	91.0

See accompanying notes to consolidated financial statements.

THE BRINK'S COMPANY
and subsidiaries

Consolidated Statement of Equity

Six Months ended June 30, 2012
(Unaudited)

	Attributable to Brink's						
(In millions)	Shares	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Attributable to Noncontrolling Interests	Total
Balance as of December 31, 2011	46.9	$ 46.9	559.5	589.5	(787.9)	74.4	482.4
Net income	-	-	-	47.5	-	8.4	55.9
Other comprehensive income (loss)	-	-	-	-	2.8	(2.0)	0.8
Shares contributed to pension plan (see note 6)	0.4	0.4	8.6	-	-	-	9.0
Dividends:							
Brink's common shareholders ($0.20 per share)	-	-	-	(9.4)	-	-	(9.4)
Noncontrolling interests	-	-	-	-	-	(5.7)	(5.7)
Share-based compensation							
Stock options and awards:							
Compensation expense	-	-	5.1	-	-	-	5.1
Consideration from exercise of stock options	-	-	0.1	-	-	-	0.1
Other share-based benefit programs	0.3	0.3	(3.2)	(0.3)	-	-	(3.2)
Capital contributions from noncontrolling interest	-	-	-	-	-	0.4	0.4
Balance as of June 30, 2012	47.6	$ 47.6	570.1	627.3	(785.1)	75.5	535.4

See accompanying notes to consolidated financial statements.

THE BRINK’S COMPANY
and subsidiaries

Consolidated Statements of Cash Flows
(Unaudited)

(In millions)		Six Months Ended June 30, 2012	2011
Cash flows from operating activities:			
Net income	$	55.9	37.9
Adjustments to reconcile net income to net cash provided (used) by operating activities:			
Income from discontinued operations, net of tax		-	(3.7)
Depreciation and amortization		83.9	80.0
Share-based compensation expense		5.1	1.4
Deferred income taxes		(32.9)	(11.2)
Gains and losses:			
Sales of available-for-sale securities		(2.1)	(4.4)
Sales of property and other assets		(0.4)	(0.5)
Business acquisitions and dispositions		(0.9)	(0.4)
Retirement benefit funding (more) less than expense:			
Pension		0.2	4.5
Other than pension		11.9	5.7
Other operating		8.7	5.3
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable		(68.3)	(55.4)
Accounts payable, income taxes payable and accrued liabilities		(9.4)	27.7
Prepaid and other current assets		(15.9)	(20.0)
Other		(5.5)	1.2
Discontinued operations		-	1.2
Net cash provided by operating activities		30.3	69.3
Cash flows from investing activities:			
Capital expenditures		(73.0)	(71.6)
Acquisitions		(16.4)	(1.4)
Available-for-sale securities:			
Sales		11.8	12.2
Cash proceeds from sale of property, equipment and investments		0.5	1.2
Cash settlements of foreign currency derivatives		-	(1.5)
Other		(1.2)	-
Net cash used by investing activities		(78.3)	(61.1)
Cash flows from financing activities:			
Borrowings (repayments) of debt:			
Short-term debt		12.0	6.5

Long-term revolving credit facilities		2.9	(116.3)
Issuance of private placement notes		-	100.0
Other long-term debt:			
Borrowings		7.1	-
Repayments		(14.3)	(14.6)
Debt financing costs		(1.5)	(0.6)
Dividends to:			
Shareholders of Brink's		(9.4)	(9.3)
Noncontrolling interests in subsidiaries		(5.7)	(11.4)
Proceeds from exercise of stock options		0.1	4.5
Excess tax benefits associated with share-based compensation		-	0.9
Minimum tax withholdings associated with share-based compensation		(0.5)	(1.6)
Net cash used by financing activities		(9.3)	(41.9)
Effect of exchange rate changes on cash		1.3	6.6
Cash and cash equivalents:			
Increase (decrease)		(56.0)	(27.1)
Balance at beginning of period		182.9	183.0
Balance at end of period	$	126.9	155.9

See accompanying notes to consolidated financial statements.

THE BRINK'S COMPANY
and subsidiaries

Notes to Consolidated Financial Statements
(Unaudited)

Note 1 – Basis of presentation

The Brink's Company (along with its subsidiaries, "Brink's" or "we") has two reportable segments:

- International
- North America

Our unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial reporting and applicable quarterly reporting regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, the unaudited consolidated financial statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year. For further information, refer to our Annual Report on Form 10-K for the year ended December 31, 2011.

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements. Actual results could differ materially from these estimates. The most significant estimates are related to goodwill and other long-lived assets, pension and other retirement benefit obligations, legal contingencies, foreign currency translation and deferred tax assets.

The consolidated financial statements include all of the assets, liabilities, revenues, expenses and cash flows of Brink's and all entities in which Brink's has a controlling voting interest. Intercompany accounts and transactions between consolidated companies have been eliminated in consolidation.

Foreign Currency Translation
Our consolidated financial statements are reported in U.S. dollars. Our foreign subsidiaries maintain their records primarily in the currency of the country in which they operate.

The method of translating local currency financial information into U.S. dollars depends on whether the economy in which our foreign subsidiary operates has been designated as highly inflationary or not. Economies with a three-year cumulative inflation rate of more than 100% are considered highly inflationary.

Assets and liabilities of foreign subsidiaries in non-highly inflationary economies are translated into U.S. dollars using rates of exchange at the balance sheet date. Translation adjustments are recorded in other comprehensive income (loss). Revenues and expenses are translated at rates of exchange in effect during the year. Transaction gains and losses are recorded in net income.

Foreign subsidiaries that operate in highly inflationary countries use the U.S. dollar as their functional currency. Local-currency monetary assets and liabilities are remeasured into U.S. dollars using rates of exchange as of each balance sheet date, with remeasurement adjustments and other transaction gains and losses recognized in earnings. Non-monetary assets and liabilities do not fluctuate with changes in local currency exchange rates to the dollar.

Venezuela
Our Venezuelan operations accounted for $151.7 million or 8% of total Brink’s revenues in the six months ended June 30, 2012. Our operating margins in Venezuela have varied depending on the mix of business during any year and have been up to three times our overall international segment operating margin rate.

The economy in Venezuela has had significant inflation in the last several years. Beginning January 1, 2010, we designated Venezuela’s economy as highly inflationary for accounting purposes, and we consolidated our Venezuelan results using our accounting policy for subsidiaries operating in highly inflationary economies. In June 2010, the Venezuelan government established a new exchange process that requires each transaction be approved by the government’s central bank (the “SITME” rate). On a daily basis, the central bank publishes ranges of prices at which it may approve transactions to purchase dollar-denominated bonds, resulting in an exchange rate range of 4.3 to 5.3 bolivar fuertes to the U.S. dollar. To date, approved transactions have been at the upper end of the range. To the extent we need to obtain U.S. dollars, we currently expect our U.S. dollar-denominated transactions to be settled at a rate of 5.3 bolivar fuertes to the U.S. dollar. We have used this rate to remeasure our bolivar fuerte-denominated monetary assets and liabilities into U.S. dollars at June 30, 2012, resulting in bolivar fuerte-denominated net monetary assets at June 30, 2012, of $60.5 million. For the six months ended June 30, 2012 and for the twelve months ended December 31, 2011, we did not recognize any remeasurement gains or losses as the SITME rate did not change.

Under the SITME process, approved transactions may not exceed $350,000 per legal entity per month. We have obtained sufficient U.S. dollars to purchase imported supplies and fixed assets to operate our business in Venezuela but our continued ability to do this is less certain. Although we believe the repatriation of cash invested in Venezuela will be limited in the future, we have been successful at converting some bolivar fuertes to U.S. dollars through other legal channels, at a rate not as favorable as the SITME rate.

At June 30, 2012, our Venezuelan subsidiaries held $1.8 million of cash and short-term investments denominated in U.S. dollars and $26.8 million of cash and short-term investments denominated in bolivar fuertes. On an equity-method basis, we had investments in our Venezuelan operations of $81.0 million at June 30, 2012.

Recently Adopted Accounting Standards

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. ASU 2011-04 changes how fair value guidance is applied in certain circumstances and expands the disclosure requirements around fair value measurements. For entities with fair value measurements classified as Level 3, required disclosures include a quantitative disclosure of the unobservable inputs and assumptions used in the measurement, a description of the valuation processes in place, a narrative description of the sensitivity of the fair value to changes in unobservable inputs and interrelationships between those inputs, and quantitative disclosures about unobservable inputs used in fair value measurements other than those valuations that use net asset value as a practical expedient. We adopted the guidance effective January 1, 2012. The adoption of this guidance did not have a material effect on our financial statements.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income. For annual periods, an entity has the option to present the components of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. For interim periods, total comprehensive income is required to be disclosed either below net income on the income statement or as a separate statement. The ASU does not change the items that must be reported as other comprehensive income. Whether presenting two separate statements or one continuous statement in annual periods, the ASU required entities to present reclassifications from other comprehensive income in the statement reporting net income. In December 2011, however, the FASB deferred this requirement when it issued ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, which has the same effective date as ASU 2011-05. Companies must continue to disclose reclassifications from other comprehensive income on the statement that reports other comprehensive income, or in the notes to the financial statements. We adopted this guidance effective January 1, 2012, and included a statement of comprehensive income in our interim financial statements. The adoption of this guidance did not have a material effect on our financial statements.

Note 2 – Segment information

We identify our operating segments based on how resources are allocated and operating decisions are made. Management evaluates performance and allocates resources based on operating profit or loss, excluding non-segment expenses. Under the criteria set forth in FASB ASC 280, Segment Reporting, we have four geographic operating segments, which are aggregated into two reportable segments: International and North America. We currently serve customers in more than 100 countries, including approximately 50 countries where we operate subsidiaries.

The primary services of the reportable segments include:

- Cash-in-transit (“CIT”) – armored vehicle transportation
- Automated teller machine (“ATM”) – replenishment and servicing, network infrastructure services
- Global Services – transportation of valuables globally
- Cash Management Services – supply chain management of cash
- Payment Services – consumers pay utility and other bills at payment locations
- Guarding Services – including airport security

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2012	2011	2012	2011
Revenues:				
International	$ 729.5	732.5	1,459.9	1,406.8
North America	237.6	246.8	474.0	485.8
Revenues	$ 967.1	979.3	1,933.9	1,892.6

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2012	2011	2012	2011
Operating profit:				
International	$ 36.4	26.2	97.3	71.4
North America	11.4	10.4	17.2	17.2
Segment operating profit	47.8	36.6	114.5	88.6
Non-segment	(21.3)	(16.2)	(45.6)	(31.2)
Operating profit	$ 26.5	20.4	68.9	57.4

Note 3 – Retirement benefits

Pension plans
We have various defined-benefit pension plans covering eligible current and former employees. Benefits under most plans are based on salary and years of service.

The components of net periodic pension cost (credit) for our pension plans were as follows:

	U.S. plans		Non-U.S. plans		Total	
(In millions)	2012	2011	2012	2011	2012	2011
Three months ended June 30,						
Service cost	$ -	-	2.8	2.5	2.8	2.5
Interest cost on projected benefit obligation	11.0	11.6	4.8	4.3	15.8	15.9
Return on assets – expected	(14.9)	(16.2)	(3.1)	(3.0)	(18.0)	(19.2)
Amortization of losses	9.7	7.0	1.0	0.7	10.7	7.7
Amortization of prior service cost	-	-	0.4	0.4	0.4	0.4
Settlement loss	-	-	0.3	1.0	0.3	1.0
Net periodic pension cost	$ 5.8	2.4	6.2	5.9	12.0	8.3
Six months ended June 30,						
Service cost	$ -	-	5.4	5.3	5.4	5.3
Interest cost on projected benefit obligation	22.0	23.1	8.9	8.6	30.9	31.7
Return on assets – expected	(30.0)	(32.5)	(6.1)	(6.1)	(36.1)	(38.6)
Amortization of losses	19.7	14.0	2.1	1.5	21.8	15.5
Amortization of prior service cost	-	-	0.8	0.8	0.8	0.8
Settlement loss	4.0	-	1.1	1.0	5.1	1.0
Net periodic pension cost	$ 15.7	4.6	12.2	11.1	27.9	15.7

We made a $9 million stock contribution to our primary U.S. pension plan in the first three months of 2012 and another $7 million cash contribution to the plan in July 2012. Based on the law in effect at June 30, 2012, we are required to contribute an additional $15.5 million to the primary U.S. pension plan during the remainder of 2012. New legislation titled Moving Ahead for Progress in the 21st Century was passed in July 2012 that has the effect of spreading the expected funding requirements for our primary U.S. pension plan over a longer period of time. We have not yet estimated the effect of the new law on our projected contributions to our primary U.S. pension plan, but the remaining 2012 funding requirement is expected to be lower.

We recognized a $4.0 million settlement loss in the first six months of 2012 related to the payment of U.S. pension benefits.

Retirement benefits other than pensions

We provide retirement healthcare benefits for eligible current and former U.S. and Canadian employees, including former employees of our former U.S. coal operation. Retirement benefits related to our former coal operation include medical benefits provided by the Pittston Coal Group Companies Employee Benefit Plan for United Mine Workers of America Represented Employees (the "UMWA plans") as well as costs related to black lung obligations.

The components of net periodic postretirement cost related to retirement benefits other than pensions were as follows:

	UMWA plans		Black lung and other plans		Total	
(In millions)	2012	2011	2012	2011	2012	2011
Three months ended June 30,						
Service cost	$ -	-	0.1	-	0.1	-
Interest cost on accumulated postretirement benefit obligations	5.6	5.9	0.7	0.7	6.3	6.6
Return on assets – expected	(5.3)	(6.4)	-	-	(5.3)	(6.4)
Amortization of losses	5.1	3.8	0.4	0.1	5.5	3.9
Amortization of prior service cost	-	-	0.5	0.5	0.5	0.5
Net periodic pension cost	$ 5.4	3.3	1.7	1.3	7.1	4.6
Six months ended June 30,						
Service cost	$ -	-	0.1	-	0.1	-
Interest cost on accumulated postretirement benefit obligations	11.2	12.0	1.5	1.4	12.7	13.4
Return on assets – expected	(10.6)	(12.8)	-	-	(10.6)	(12.8)
Amortization of losses	10.5	7.5	0.6	0.2	11.1	7.7
Amortization of prior service cost	-	-	1.0	1.0	1.0	1.0
Net periodic pension cost	$ 11.1	6.7	3.2	2.6	14.3	9.3

Note 4 – Income taxes

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Continuing operations				
Provision (benefit) for income taxes (in millions)	$ (10.1)	5.6	6.1	17.0
Effective tax rate	(45.9)%	35.9 %	9.8 %	33.2 %

2012 Compared to U.S. Statutory Rate

The effective income tax rate on continuing operations in the first six months of 2012 was lower than the 35% U.S. statutory tax rate largely due to a $21 million non-cash income tax benefit as a result of the Company changing its funding strategy for retiree health care obligations (as described below), partially offset by higher taxes due to the geographical mix of earnings, withholding taxes, and the characterization of a French business tax as an income tax.

The Company changed its funding strategy for certain retiree health care obligations and, as a result, no longer expects to be affected by an income tax deduction limitation enacted by The Patient Protection and Affordable Care Act and The Health Care and Education Reconciliation Act of 2010 ("the Act"). The Act disallows deductions for prescription drug benefit costs funded after December 31, 2012, to the extent these costs are reimbursed by a "Medicare Part D Subsidy."

2011 Compared to U.S. Statutory Rate

The effective income tax rate on continuing operations in the first six months of 2011 was lower than the 35% U.S. statutory tax rate largely due to a $2.8 million benefit for changes in legislation in various jurisdictions and tax claims and audit settlements, partially offset by higher taxes due to the geographical mix of earnings and the characterization of a French business tax as an income tax.

Note 5 – Share-based compensation plans

We have share-based compensation plans to retain employees and nonemployee directors and to more closely align their interests with those of our shareholders.

The 2005 Equity Incentive Plan (the "2005 Plan") permits grants of stock options, restricted stock, stock appreciation rights, performance stock and other share-based awards to employees. Only stock options and restricted stock units have been granted under the 2005 Plan to date.

We provide share-based awards to directors through the Non-Employee Directors' Equity Plan (the "Directors' Plan"). Only deferred stock units have been granted under the Directors' Plan to date.

The fair value of the options granted during the three months ended June 30, 2012, was calculated using the following estimated weighted-average assumptions:

Options Granted			Three Months Ended June 30, 2012
Number of shares underlying options, in thousands			207
Weighted-average exercise price per share		$	22.39
Assumptions used to estimate fair value			
Expected dividend yield (a):			
	Weighted-average		1.8 %
	Range		1.8 %
Expected volatility (b):			
	Weighted-average		40 %
	Range		40 %
Risk-free interest rate (c):			
	Weighted-average		0.7 %
	Range	0.5 %	–0.9 %
Expected term in years (d):			
	Weighted-average		4.25
	Range	3.25	– 5.25
Weighted-average fair value estimates at grant date:			
In millions		$	1.3
Fair value per share		$	6.29

(a) The expected dividend yield is the calculated yield on Brink's common stock at the time of the grant.
(b) The expected volatility was estimated after reviewing the historical volatility of our stock using daily close prices.
(c) The risk-free interest rate was based on U.S. Treasury debt yields at the time of the grant.
(d) The expected term of the options was based on our historical option exercise, expiration and post-vesting cancellation behaviors.

Nonvested Share Activity

	Number of Shares			Weighted-Average
	2005	Directors'		Grant-Date
(in thousands of shares, except per share amounts)	Plan	Plan	Total	Fair Value (a)
Balance as of December 31, 2011	299.6	15.8	315.4	$ 25.99
Granted	98.1	-	98.1	22.98
Cancelled awards	(0.1)	-	(0.1)	26.40
Vested	(42.1)	-	(42.1)	25.50
Balance as of June 30, 2012	355.5	15.8	371.3	$ 25.26

(a) Fair value is measured at the date of grant based on the average of the high and low per share quoted sales price of Brink's common stock, adjusted for a discount on units that do not receive or accrue dividends.

On July 11, 2012, we granted options to purchase 149,473 shares of common stock and 170,618 restricted stock units under the 2005 Plan. The options have an exercise price of $22.57 per share.

On July 12, 2012, we granted 23,023 deferred stock units under the Directors' Plan.

Note 6 – Capital stock

Shelf Registration of Common Stock
On February 28, 2012, we filed a shelf registration statement under Form S-3ASR with the SEC for $150 million of our common stock. Under this shelf registration, we are able to issue up to $150 million of new common stock. On March 6, 2012, we issued 361,446 shares of our common stock and contributed the shares to our primary U.S. pension plan. Sales of these shares by the plan are covered under our shelf registration statement. The common stock was valued for purposes of the contribution at $24.90 per share, or $9 million in the aggregate, which reflected a 2.4% discount from the $25.51 per share closing share price of our common stock on March 5, 2012.

Shares Used to Calculate Earnings per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2012	2011	2012	2011
Weighted-average shares:				
Basic (a)	48.5	47.8	48.3	47.7
Effect of dilutive stock options and awards	0.1	0.3	0.2	0.3
Diluted	48.6	48.1	48.5	48.0
Antidilutive stock options and awards excluded from denominator	2.6	1.5	2.6	2.2

(a) We have deferred compensation plans for directors and certain of our employees. Amounts owed to participants are denominated in common stock units. Each unit represents one share of common stock. The number of shares used to calculate basic earnings per share includes the weighted-average units credited to employees and directors under the deferred compensation plans. Accordingly, included in basic shares are weighted-average units of 1.1 million in the three months and 1.2 million in the six months ended June 30, 2012, and 1.1 million in both the three months and six months ended June 30, 2011.

Note 7 – Supplemental cash flow information

	Six Months Ended June 30,	
(In millions)	2012	2011
Cash paid for:		
Interest	$ 11.2	9.8
Income taxes	48.8	39.6

Non-cash Investing and Financing Activities
We acquired $8.7 million of armored vehicles under capital lease arrangements in the first six months of 2012, as compared to $29.7 million in the first six months of 2011.

We contributed $9 million of Brink's common stock to our primary U.S. pension plan in the first three months of 2012.

Note 8 – Fair value of financial instruments

Investments in Available-for-sale Securities
We have investments in mutual funds designated as available-for-sale securities that are carried at fair value in the financial statements. For these investments, fair value was estimated based on quoted prices categorized as a Level 1 valuation. Valuation levels are defined in our 2011 Form 10-K.

(In millions)		June 30, 2012	December 31, 2011
Mutual Funds			
Cost	$	7.0	16.9
Gross unrealized gains		1.5	3.1
Fair value	$	8.5	20.0

Fixed-Rate Debt
The fair value estimate of our obligation related to the fixed-rate Dominion Terminal Associates ("DTA") bonds is based on price information observed in a less-active market, which we have categorized as a Level 2 valuation.

The fair value estimate of our unsecured private-placement notes is based on the present value of future cash flows, discounted at rates for similar instruments at the measurement date, which we have categorized as a Level 3 valuation.

The fair value and carrying value of our DTA bonds and our unsecured notes are as follows:

(In millions)		June 30, 2012	December 31, 2011
DTA bonds			
Carrying value	$	43.2	43.2
Fair value		44.1	44.0
Unsecured notes issued in a private placement			
Carrying value		100.0	100.0
Fair value		108.6	106.4

Other Financial Instruments
Other financial instruments include cash and cash equivalents, short-term fixed rate deposits, accounts receivable, floating rate debt, accounts payable and accrued liabilities. The financial statement carrying amounts of these items approximate the fair value.

The fair value of outstanding foreign currency contracts was not significant. There were no transfers in or out of any of the levels of the valuation hierarchy in the first six months of 2012.

Note 9 – Commitments and contingent matters

Operating leases
We have made residual value guarantees of approximately $22.5 million at June 30, 2012, related to operating leases, principally for trucks and other vehicles.

Bankruptcy of Brink's Belgium
Our former cash-in-transit subsidiary in Belgium (Brink's Belgium) filed for bankruptcy in November 2010 after a restructuring plan was rejected by local union employees and was placed into bankruptcy on February 2, 2011. We continue to operate our Global Services unit in Belgium, which provides secure transport of diamonds, jewelry, precious metals, banknotes and other commodities.

Legal Dispute. In December 2010, the court-appointed provisional administrators of Brink's Belgium filed a claim for €20 million against a subsidiary of Brink's. In June 2011, the Brink's subsidiary entered into a settlement agreement related to this claim. Under the terms of the settlement agreement, the Brink's subsidiary agreed to contribute, upon the satisfaction of certain conditions, €7 million toward social payments to former Brink's Belgium employees in exchange for the bankruptcy receivers requesting withdrawal of the pending litigation and agreeing not to file additional claims. The conditions of the settlement agreement included a release from liability by affected employees, the Belgian tax authority and the Belgian social security authority. After these conditions were satisfied, the settlement was finalized in September 2011, the request to withdraw the litigation was accepted by the court in March 2012 and the case was dismissed. We recorded a pretax charge of €7 million (approximately $10 million) in the second quarter of 2011 related to this claim.

Other
We are involved in various other lawsuits and claims in the ordinary course of business. We are not able to estimate the range of losses for some of these matters. We have recorded accruals for losses that are considered probable and reasonably estimable. We do not believe that the ultimate disposition of any of these matters will have a material adverse effect on our liquidity, financial position or results of operations.

THE BRINK’S COMPANY
and subsidiaries

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Brink’s Company offers transportation and logistics management services for cash and valuables throughout the world. These services include:

- armored vehicles transportation, which we refer to as cash in transit (“CIT”)
- automated teller machine (“ATM”) - replenishment and servicing, network infrastructure services
- arranging secure transportation of valuables over long distances and around the world (“Global Services”)
- supply chain management of cash (“Cash Management Services”) including cash logistics services, deploying and servicing safes and safe control devices (e.g., our patented CompuSafe® service), coin sorting and wrapping, integrated check and cash processing services (“Virtual Vault Services”)
- providing bill payment acceptance and processing services to utility companies and other billers (“Payment Services”)
- security and guarding services (including airport security)

We have four geographic operating segments: Latin America; Europe, Middle East, and Africa (“EMEA”); Asia Pacific; and North America, which are aggregated into two reportable segments: International and North America.

RESULTS OF OPERATIONS

Consolidated Review

Non-GAAP Results

Non-GAAP results described in this filing are financial measures that are not required by, or presented in accordance with U.S. generally accepted accounting principles ("GAAP"). The purpose of the non-GAAP results is to report financial information without certain income and expense items and to adjust the quarterly non-GAAP tax rates so that the non-GAAP tax rate in each of the quarters is equal to the full-year non-GAAP tax rate. For 2012, a forecasted full-year tax rate is used. The full year non-GAAP tax rate in both years excludes certain pretax and tax income and expense amounts. The non-GAAP results provide information to assist comparability and estimates of future performance. Brink's believes these measures are helpful in assessing operations and estimating future results and enable period-to-period comparability of financial performance. Non-GAAP results should not be considered as an alternative to revenue, income or earnings per share amounts determined in accordance with GAAP and should be read in conjunction with their GAAP counterparts. The adjustments are described in detail and are reconciled to our GAAP results on pages 32 – 33.

	Second Quarter		%	First Half		%
(In millions, except per share amounts)	2012	2011	Change	2012	2011	Change
GAAP						
Revenues	$ 967.1	979.3	(1)	$ 1,933.9	1,892.6	2
Segment operating profit (a)	47.8	36.6	31	114.5	88.6	29
Non-segment expense	(21.3)	(16.2)	31	(45.6)	(31.2)	46
Operating profit	26.5	20.4	30	68.9	57.4	20
Income from continuing operations (b)	30.5	5.3	fav	47.5	24.2	96
Diluted EPS from continuing operations (b)	0.63	0.11	fav	0.98	0.50	96
Non-GAAP (c)						
Revenues	$ 967.1	979.3	(1)	$ 1,933.9	1,892.6	2
Segment operating profit (a)	50.3	48.5	4	120.0	101.2	19
Non-segment expense	(11.7)	(10.0)	17	(21.3)	(19.2)	11
Operating profit	38.6	38.5	-	98.7	82.0	20
Income from continuing operations (b)	19.2	17.0	13	47.1	35.8	32
Diluted EPS from continuing operations (b)	0.40	0.35	14	0.97	0.74	31

Amounts may not add due to rounding.

(a) Segment operating profit is a non-GAAP measure when presented in any context other than prescribed by ASC Topic 280, Segment Reporting. The tables on pages 20 and 23 reconcile the measurement to operating profit, a GAAP measure. Disclosure of total segment operating profit enables investors to assess the total operating performance of Brink's excluding non-segment income and expense. Forward-looking estimates related to total segment operating profit and non-segment income (expense) for 2012 are provided on page 31.

(b) Amounts reported in this table are attributable to the shareholders of Brink's and exclude earnings related to noncontrolling interests.

(c) Non-GAAP earnings information is contained on pages 32 – 33, including reconciliation to amounts reported under GAAP.

Organic Growth

Organic growth represents the change in revenues or operating profit between the current and prior period, excluding the effect of the following items: acquisitions and dispositions, changes in currency exchange rates and the remeasurement of net monetary assets in Venezuela under highly inflationary accounting. No remeasurement of net monetary assets in Venezuela under highly inflationary accounting was required as the exchange rate did not change.

Overview

GAAP

Second Quarter

Our revenues decreased $12 million or 1% and our operating profit increased $6 million or 30% in 2012. Revenues decreased due to unfavorable changes in currency exchange rates, partially offset by organic growth in our International segment. Operating profit increased primarily due to organic profit improvement in our International segment ($15 million), partially offset by increased U.S. retirement plan expenses ($6 million) and the negative impact of changes in currency exchange rates ($5 million).

Our income from continuing operations in 2012 increased $25 million compared to 2011 primarily due to lower tax expense ($16 million) mainly resulting from a $21 million tax benefit related to a change in retiree health care funding strategy. The operating profit increase mentioned above and the decrease in income attributable to noncontrolling interests ($3 million) also contributed to higher income from continuing operations.

Our earnings per share from continuing operations was $0.63, up from $0.11 in 2011.

First Half

Our revenues increased $41 million or 2% and our operating profit increased $12 million or 20% in 2012. Revenues increased due to organic growth in our International segment, partially offset by unfavorable changes in currency exchange rates. Operating profit increased primarily due to organic profit improvement in our International segment ($33 million), partially offset by increased U.S. retirement plan expenses ($16 million) and the negative impact of changes in currency exchange rates ($7 million).

Our income from continuing operations in 2012 increased 96% compared to 2011 primarily due to lower tax expense ($11 million) mainly resulting from a $21 million tax benefit related to a change in retiree health care funding strategy. The operating profit increase mentioned above and the decrease in income attributable to noncontrolling interests ($2 million) also contributed to higher income from continuing operations.

Our earnings per share from continuing operations was $0.98, up from $0.50 in 2011.

Non-GAAP

Non-GAAP results include the following adjustments:

		Three Months Ended June 30,		Six Months Ended June 30,	
		2012	2011	2012	2011
GAAP Diluted EPS		$ 0.63	0.11	0.98	0.50
	Exclude U.S. retirement plan expenses	0.16	0.09	0.38	0.18
	Exclude Belgium settlement charge	-	0.13	-	0.13
	Exclude employee benefit settlement charge	-	0.01	0.02	0.01
	Exclude gains on acquisitions and dispositions	(0.01)	-	(0.04)	(0.06)
	Exclude tax benefit from change in retiree health care funding strategy	(0.43)	-	(0.43)	-
	Adjust quarterly tax rate to full-year average rate	0.04	-	0.06	(0.03)
Non-GAAP Diluted EPS		$ 0.40	0.35	0.97	0.74

Amounts may not add due to rounding. Non-GAAP results are reconciled in more detail to the applicable GAAP results on pages 32 – 33.

Second Quarter

The analysis of non-GAAP revenues is the same as the analysis of GAAP revenues. Operating profit was flat in 2012 versus 2011 due to the negative impact of changes in currency exchange rates ($5 million) and higher non-segment costs ($2 million) offset by organic improvement in both our International ($4 million) and North America ($3 million) segments.

Our income from continuing operations in 2012 increased 13% primarily due to lower income attributable to noncontrolling interests ($2 million).

Our earnings per share from continuing operations was $0.40, up from $0.35 in 2011.

First Half

The analysis of non-GAAP revenues is the same as the analysis of GAAP revenues. Operating profit increased $17 million or 20% in 2012 primarily due to organic improvement in our International segment ($23 million) partially offset by the negative impact of changes in currency exchange rates ($7 million).

Our income from continuing operations in 2012 increased 32% primarily due to higher operating profit, partially offset by higher tax expense.

Our earnings per share from continuing operations was $0.97, up from $0.74 in 2011.

Outlook for full-year 2012

GAAP
Our organic revenue growth rate for 2012 is expected to be in the 5% to 8% range, and our operating segment margin is expected to be approximately 7%. Our assumptions behind the annual segment margin include continued strength in Latin America and modestly better results in Europe. Our International organic revenue growth rate for 2012 is expected to be in the 7% to 10% range, and our International segment margin is expected to be in the 7.0% to 8.0% range. Our North America organic revenue growth rate for 2012 is expected to be flat, and our North America segment margin is expected to be in the 3.6% to 4.6% range.

Non-GAAP
Our outlook for non-GAAP revenues is the same as our outlook for GAAP revenues.

Our operating segment margin is expected to be approximately 7%. Our assumptions behind the annual segment margin include continued strength in Latin America and modestly better results in North America and Europe. Our International segment margin is expected to be in the 7.0% to 8.0% range and our North America segment margin is expected to be in the 4.5% to 5.5% range.

See page 31 for a summary of our 2012 Outlook.

Segment Operating Results

Segment Review
Second Quarter 2012 versus Second Quarter 2011

GAAP

(In millions)	2Q '11	Organic Change	Acquisitions / Dispositions (b)	Currency (c)	2Q '12	% Change Total	% Change Organic
Revenues:							
International:							
Latin America	$360.5	56.0	-	(40.6)	375.9	4	16
EMEA	333.5	18.5	-	(36.9)	315.1	(6)	6
Asia Pacific	38.5	2.2	-	(2.2)	38.5	-	6
International	732.5	76.7	-	(79.7)	729.5	-	10
North America	246.8	(5.3)	(1.3)	(2.6)	237.6	(4)	(2)
Total	$979.3	71.4	(1.3)	(82.3)	967.1	(1)	7
Operating profit:							
International	$26.2	15.1	-	(4.9)	36.4	39	58
North America	10.4	1.1	0.1	(0.2)	11.4	10	11
Segment operating profit	36.6	16.2	0.1	(5.1)	47.8	31	44
Non-segment (a)	(16.2)	(5.1)	-	-	(21.3)	31	31
Total	$20.4	11.1	0.1	(5.1)	26.5	30	54
Segment operating margin:							
International	3.6%				5.0%		
North America	4.2%				4.8%		
Segment operating margin	3.7%				4.9%		

Non-GAAP

(In millions)	2Q '11	Organic Change	Acquisitions / Dispositions (b)	Currency (c)	2Q '12	% Change Total	% Change Organic
Revenues:							
International:							
Latin America	$ 360.5	56.0	-	(40.6)	375.9	4	16
EMEA	333.5	18.5	-	(36.9)	315.1	(6)	6
Asia Pacific	38.5	2.2	-	(2.2)	38.5	-	6
International	732.5	76.7	-	(79.7)	729.5	-	10
North America	246.8	(5.3)	(1.3)	(2.6)	237.6	(4)	(2)
Total	$ 979.3	71.4	(1.3)	(82.3)	967.1	(1)	7
Operating profit:							
International	$ 37.3	4.3	-	(4.9)	36.7	(2)	12
North America	11.2	2.5	0.1	(0.2)	13.6	21	22
Segment operating profit	48.5	6.8	0.1	(5.1)	50.3	4	14

Non-segment (a)	(10.0)	(1.7)	-	-	(11.7)	17	17
Total	$ 38.5	5.1	0.1	(5.1)	38.6	-	13
Segment operating margin:							
International	5.1 %				5.0 %		
North America	4.5 %				5.7 %		
Segment operating margin	5.0 %				5.2 %		

(a) Includes income and expense not allocated to segments (see page 26 for details).

(b) Includes operating results and gains/losses on acquisitions, sales and exits of businesses.

(c) Revenue and Segment Operating Profit: The "Currency" amount in the table is the summation of the monthly currency changes, plus (minus) the U.S. dollar amount of remeasurement currency gains (losses) of bolivar fuerte-denominated net monetary assets recorded under highly inflationary accounting rules related to the Venezuelan operations. The monthly currency change is equal to the Revenue or Operating Profit for the month in local currency, on a country-by-country basis, multiplied by the difference in rates used to translate the current period amounts to U.S. dollars versus the translation rates used in the year-ago month. The functional currency in Venezuela is the U.S. dollar under highly inflationary accounting rules. Remeasurement gains and losses under these rules are recorded in U.S. dollars but these gains and losses are not recorded in local currency. Local currency Revenue and Operating Profit used in the calculation of monthly currency change for Venezuela have been derived from the U.S. dollar results of the Venezuelan operations under U.S. GAAP (excluding remeasurement gains and losses) using current period currency exchange rates.

Amounts may not add due to rounding.

Segment Review
Second Quarter 2012 versus Second Quarter 2011

Consolidated Segment Review

GAAP
Revenue decreased 1% to $967 million due primarily to unfavorable changes in currency exchange rates partially offset by organic growth of 7% in our International segment.

Segment operating profit increased 31% ($11 million) reflecting improvement in our International segment.

Non-GAAP
The analysis of non-GAAP revenue is the same as the analysis of GAAP revenue.

Segment operating profit increased 4% ($2 million) reflecting improvement in our North America segment.

International Segment Review

Overview
GAAP
Revenues in the second quarter of 2012 for our International segment were flat compared to the same period of 2011 as:

- revenues in Latin America were 4% higher ($15 million)
- revenues in EMEA were 6% lower ($18 million), and
- revenues in Asia Pacific were flat.

Operating profit in our International segment increased 39% ($10 million) due to improved profits in EMEA partially offset by a decline in Latin America.

Non-GAAP
The analysis of non-GAAP International segment revenues is the same as the analysis of GAAP International segment revenues.

Operating profit in our International segment decreased 2% ($1 million) due to lower profits in Latin America more than offsetting improvement in EMEA.

Latin America
GAAP
Revenue in Latin America increased 4% ($15 million) due to:

- organic growth of 16% ($56 million) driven by inflation-based price increases across the region, partially offset by
- an unfavorable currency impact ($41 million).

Latin America operating profit decreased 29% due to lower profits in Venezuela, partially offset by organic growth in Argentina and lower restructuring charges in Mexico. Latin America's profit was negatively affected by

- unfavorable currency impact ($3 million), and
- wage increases and changes in government regulations in certain countries.

Non-GAAP

The analysis of Latin America non-GAAP revenues is the same as the analysis of GAAP revenues.

Latin America operating profit decreased 31% due to lower profits in Venezuela, partially offset by organic growth in Argentina and lower restructuring charges in Mexico. Latin America's profit was negatively affected by

- unfavorable currency impact ($3 million), and
- wage increases and changes in government regulations in certain countries.

EMEA
GAAP
Revenue in EMEA decreased 6% ($18 million) due to unfavorable currency impact ($37 million), partially offset by organic revenue growth of 6% ($19 million). Organic growth was driven by:

- higher volumes in France, and

- a commercial settlement in the Netherlands.

EMEA operating profit increased significantly due to:

- a 2011 $10 million loss from a legal dispute related to the exit of our Belgium CIT business,
- organic improvement in France, and
- a commercial settlement in the Netherlands.

Non-GAAP

The analysis of EMEA non-GAAP revenues is the same as the analysis of GAAP revenues.

EMEA operating profit increased significantly due to:

- organic improvement in France, and
- a commercial settlement in the Netherlands.

Asia Pacific

Revenue in Asia Pacific remained flat due mainly to organic growth in China and India offset by unfavorable currency ($2 million).

Operating profit decreased slightly.

North America Segment

GAAP

Revenues in North America decreased 4% ($9 million) due to a 2% organic decrease primarily in the U.S. from CIT volume and price pressure and unfavorable currency impact ($3 million).

Operating profit increased 10% ($1 million) due to cost reductions in the U.S. despite lower CIT demand and continued pricing pressure.

Non-GAAP

The analysis of North America non-GAAP revenues is the same as the analysis of North America GAAP revenues.

Operating profit increased 21% ($2 million) due to cost reductions in the U.S. despite lower CIT demand and continued pricing pressure.

Most of the armored vehicles used by our U.S. operations are accounted for as operating leases. The cost related to these leases is recognized as rental expense in the Consolidated Statements of Income. Since March 2009, we have acquired armored vehicles in the U.S. either by purchasing or by leasing under agreements that we have accounted for as capital leases. We currently expect to continue acquiring new vehicles in the U.S. with capital leases. The cost of vehicles under capital lease is recognized as depreciation and interest expense. Because of the shift in the way we acquire vehicles in the U.S., our depreciation and interest related to the U.S. fleet is higher and our rental expense is lower compared to earlier periods and we expect this trend to continue.

Segment Review
First Half 2012 versus First Half 2011

First Half

GAAP

(In millions)	YTD '11	Organic Change	Acquisitions / Dispositions (b)	Currency (c)	YTD '12	% Change Total	% Change Organic
Revenues:							
International:							
Latin America	$692.8	124.8	-	(55.4)	762.2	10	18
EMEA	640.6	30.4	0.3	(49.7)	621.6	(3)	5
Asia Pacific	73.4	5.3	-	(2.6)	76.1	4	7
International	1,406.8	160.5	0.3	(107.7)	1,459.9	4	11
North America	485.8	(5.7)	(2.6)	(3.5)	474.0	(2)	(1)
Total	$1,892.6	154.8	(2.3)	(111.2)	1,933.9	2	8
Operating profit:							
International	$71.4	32.7	-	(6.8)	97.3	36	46
North America	17.2	-	0.2	(0.2)	17.2	-	-
Segment operating profit	88.6	32.7	0.2	(7.0)	114.5	29	37
Non-segment (a)	(31.2)	(14.4)	-	-	(45.6)	46	46
Total	$57.4	18.3	0.2	(7.0)	68.9	20	32
Segment operating margin:							
International	5.1 %				6.7 %		
North America	3.5 %				3.6 %		
Segment operating margin	4.7 %				5.9 %		

Non-GAAP

(In millions)	YTD '11	Organic Change	Acquisitions / Dispositions (b)	Currency (c)	YTD '12	% Change Total	% Change Organic
Revenues:							
International:							
Latin America	$692.8	124.8	-	(55.4)	762.2	10	18
EMEA	640.6	30.4	0.3	(49.7)	621.6	(3)	5
Asia Pacific	73.4	5.3	-	(2.6)	76.1	4	7
International	1,406.8	160.5	0.3	(107.7)	1,459.9	4	11
North America	485.8	(5.7)	(2.6)	(3.5)	474.0	(2)	(1)
Total	$1,892.6	154.8	(2.3)	(111.2)	1,933.9	2	8
Operating profit:							
International	$82.5	22.7	-	(6.8)	98.4	19	28
North America	18.7	2.9	0.2	(0.2)	21.6	16	16
Segment operating profit	101.2	25.6	0.2	(7.0)	120.0	19	25
Non-segment (a)	(19.2)	(2.1)	-	-	(21.3)	11	11
Total	$82.0	23.5	0.2	(7.0)	98.7	20	29

Segment operating margin:				
International	5.9	%	6.7	%
North America	3.8	%	4.6	%
Segment operating margin	5.3	%	6.2	%

Amounts may not add due to rounding.

See page 20 for footnote explanations.

Segment Review
First Half 2012 versus First Half 2011

Consolidated Segment Review

GAAP
Revenue increased 2% to $1,934 million due primarily to organic growth of 8% in our International segment partially offset by unfavorable changes in currency exchange rates.

Segment operating profit increased 29% ($26 million) reflecting improvement in our International segment.

Non-GAAP
The analysis of non-GAAP revenue is the same as the analysis of GAAP revenue.

Segment operating profit increased 19% ($19 million) reflecting improvement in both our International and North America segments.

International Segment Review

Overview
GAAP
Revenues in the first half of 2012 for our International segment were 4% higher ($53 million) than the same period of 2011 as:

- revenues in Latin America were 10% higher ($69 million)
- revenues in EMEA were down 3% ($19 million), and
- revenues in Asia Pacific were 4% higher ($3 million).

Operating profit in our International segment increased 36% ($26 million) due to improved profits in EMEA and Latin America.

Non-GAAP
The analysis of non-GAAP International segment revenues is the same as the analysis of GAAP International segment revenues.

Operating profit in our International segment increased 19% ($16 million) due to improved profits in Latin America and EMEA.

Latin America
GAAP
Revenue in Latin America increased 10% ($69 million) due to:

- organic growth of 18% ($125 million) driven by inflation-based price increases across the region, partially offset by
- an unfavorable currency impact ($55 million).

Latin America operating profit increased 21% due to:

- 31% organic growth, primarily in Mexico, Brazil and Argentina,
- higher labor agreement expenses in the prior year period, and
- a 2011 tax on equity in Colombia which did not recur in 2012,

partially offset by wage increases and changes in government regulations in certain countries and unfavorable currency impact ($5 million).

Non-GAAP

The analysis of Latin America non-GAAP revenues is the same as the analysis of GAAP revenues.

Latin America operating profit increased 21% due primarily to:

- 30% organic growth, primarily in Mexico, Brazil and Argentina
- higher labor agreement expenses in the prior year period, and
- a 2011 tax on equity in Colombia which did not recur in 2012,

partially offset by wage increases and changes in government regulations in certain countries and unfavorable currency impact ($5 million).

EMEA

GAAP

Revenue in EMEA decreased 3% due to unfavorable currency impact ($50 million) partially offset by organic revenue growth of 5% ($30 million). Organic growth was driven by:

- higher volumes in France, and

- a commercial settlement in the Netherlands,

partially offset by a special project in Germany in 2011 that did not recur in 2012.

EMEA operating profit increased significantly due primarily to:

- a 2011 $10 million loss from a legal dispute related to the exit of our Belgium CIT business,
- organic improvement in France, and
- a commercial settlement in the Netherlands,

partially offset by a special project in Germany in 2011 that did not recur in 2012.

Non-GAAP
The analysis of EMEA non-GAAP revenues is the same as the analysis of GAAP revenues.

EMEA operating profit increased 72% due to:

- organic improvement in France, and
- a commercial settlement in the Netherlands,

partially offset by a special project in Germany in 2011 that did not recur in 2012.

Asia Pacific
Revenue in Asia Pacific increased 4% ($3 million) due mainly to organic growth in China and India.

Operating profit decreased slightly.

North American Segment Review

GAAP
Revenues in North America decreased 2% ($12 million) due to a 1% organic decrease ($6 million) primarily in the U.S. from CIT volume and price pressure and unfavorable currency impact ($4 million).

Operating profit was flat due to organic improvement in the U.S. as a result of cost reductions despite lower CIT demand and continued pricing pressure, offset by increased U.S. retirement charges ($3 million).

Non-GAAP
The analysis of North America non-GAAP revenues is the same as the analysis of North America GAAP revenues.

Operating profit increased 16% due to organic improvements in the U.S. on cost reductions despite lower CIT demand and continued pricing pressure.

Most of the armored vehicles used by our U.S. operations are accounted for as operating leases. The cost related to these leases is recognized as rental expense in the Consolidated Statements of Income. Since March 2009, we have acquired armored vehicles in the U.S. either by purchasing or by leasing under agreements that we have accounted for as capital leases. We currently expect to continue acquiring new vehicles in the U.S. with capital leases. The cost of vehicles under capital lease is recognized as depreciation and interest expense. Because of the shift in the way we acquire vehicles in the U.S., our depreciation and interest related to the U.S. fleet is higher and our rental expense is lower compared to earlier periods and we expect this trend to continue.

Non-segment Income (Expense)

GAAP	Three Months Ended June 30,		%	Six Months Ended June 30,		%
(In millions)	2012	2011	change	2012	2011	change
General and administrative	$ (12.0)	(10.4)	15	(22.2)	(19.9)	12
Retirement costs (primarily former operations)	(10.5)	(6.2)	69	(25.2)	(12.4)	unfav
Royalty income	0.3	0.4	(25)	0.9	0.7	29
Gains on business acquisitions and dispositions	0.9	-	fav	0.9	0.4	fav
Non-segment income (expense)	$ (21.3)	(16.2)	31	(45.6)	(31.2)	46

Second Quarter

Non-segment expenses in the second quarter of 2012 were $5 million higher than 2011, mainly due to:

- increased retirement costs ($4 million),
- higher general and administrative costs ($2 million) mainly due to higher share-based compensation expense related to the appointment of a permanent CEO,
- offset by gain on business acquisition ($1 million).

First Half

Non-segment expenses in the first half of 2012 were $14 million higher than 2011, mainly due to:

- increased retirement costs ($13 million),
- higher general and administrative costs ($2 million) mainly due to higher share-based compensation expense related to the appointment of a permanent CEO,
- offset by gain on business acquisition ($1 million).

Outlook for full-year 2012

We believe that non-segment expenses will be approximately $89 million in 2012, up from $60 million in 2011 because of an increase in costs related to retirement plans. See page 31 for a summary of our 2012 Outlook.

Non-GAAP	Three Months Ended June 30,		%	Six Months Ended June 30,		%
(In millions)	2012	2011	change	2012	2011	change
General and administrative	$ (12.0)	(10.4)	15	(22.2)	(19.9)	12
Royalty income	0.3	0.4	(25)	0.9	0.7	29
Non-segment income (expense)	$ (11.7)	(10.0)	17	(21.3)	(19.2)	11

Second Quarter and First Half

Non-segment expenses on a non-GAAP basis in the second quarter and first half of 2012 were $2 million higher than 2011, mainly due to higher share-based compensation expense related to the appointment of a permanent CEO.

Outlook for full-year 2012

We estimate that non-segment expenses on a non-GAAP basis will be approximately $41 million in 2012, flat compared to 2011. See page 31 for a summary of our 2012 Outlook.

26

Foreign Operations

We currently serve customers in more than 100 countries, including approximately 50 countries where we operate subsidiaries.

We are subject to risks customarily associated with doing business in foreign countries, including labor and economic conditions, political instability, controls on repatriation of earnings and capital, nationalization, expropriation and other forms of restrictive action by local governments. Changes in the political or economic environments in the countries in which we operate could have a material adverse effect on our business, financial condition and results of operations. The future effects, if any, of these risks are unknown.

Our international operations conduct a majority of their business in local currencies. Because our financial results are reported in U.S. dollars, they are affected by changes in the value of various local currencies in relation to the U.S. dollar. Brink’s Venezuela is subject to local laws and regulatory interpretations that determine the exchange rate at which repatriating dividends may be converted and Brink’s Argentina may in the future be subject to similar restrictions.

From time to time, we use foreign currency forward and swap contracts to hedge transactional risks associated with foreign currencies. At June 30, 2012, the notional value of our outstanding foreign currency contracts was $59.7 million with average contract maturities of one month. The foreign currency contracts primarily offset exposures in the Euro and the Mexican peso. These contracts are not designated as hedges for accounting purposes, and accordingly, changes in their fair value are recorded immediately in earnings. As of June 30, 2012, we had recognized losses of $0.8 million on our foreign currency contracts. At June 30, 2012, the fair value of these outstanding contracts was a liability of $0.5 million which was included in accrued liabilities on the consolidated balance sheet.

Venezuelan operations

Our Venezuelan operations constitute a material portion of our overall consolidated operations, and accounted for $151.7 million or 8% of total Brink’s revenues in the six months ended June 30, 2012. Our operating margins in Venezuela have varied depending on the mix of business during any year and have been up to three times our overall International segment operating margin rate.

Beginning January 1, 2010, we designated Venezuela’s economy as highly inflationary for accounting purposes, and we consolidated our Venezuelan results using our accounting policy for subsidiaries operating in highly inflationary economies.

The Venezuelan government has established an exchange process that requires each transaction be approved by the government’s central bank (the “SITME” rate). On a daily basis, the central bank publishes ranges of prices at which it may approve transactions to purchase dollar-denominated bonds, resulting in an exchange rate range of 4.3 to 5.3 bolivar fuertes to the U.S. dollar. To date, approved transactions have been at the upper end of the range. To the extent we need to obtain U.S. dollars, we currently expect our U.S. dollar-denominated transactions to be settled at a rate of 5.3 bolivar fuertes to the U.S. dollar. We have used this rate to remeasure our bolivar fuerte-denominated monetary assets and liabilities into U.S. dollars at June 30, 2012, resulting in bolivar fuerte-denominated net monetary assets at June 30, 2012, of $60.5 million. For the six months ended June 30, 2012 and for the twelve months ended December 31, 2011, we did not recognize any remeasurement gains or losses as the SITME rate did not change.

Under the SITME process, approved transactions may not exceed $350,000 per legal entity per month. We have obtained sufficient U.S. dollars to purchase imported supplies and fixed assets to operate our business in Venezuela but our continued ability to do this is less certain. We believe the repatriation of cash invested in Venezuela will be limited in the future. We have also been successful at converting some bolivar fuertes to U.S. dollars through other legal channels, at a rate not as favorable as the SITME rate.

At June 30, 2012, our Venezuelan subsidiaries held $1.8 million of cash and short-term investments denominated in U.S. dollars and $21.4 million of cash and $5.4 million of short-term investments denominated in bolivar fuertes. On an equity-method basis, we had investments in our Venezuelan operations of $81.0 million at June 30, 2012.

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Other Operating Income (Expense)

Other operating income (expense) includes segment and non-segment other operating income and expense.

	Three Months Ended June 30,		%	Six Months Ended June 30,		%
(In millions)	2012	2011	change	2012	2011	change
Share in earnings of equity affiliates	$ 1.4	1.2	17	2.6	2.1	24
Gains on business acquisitions and dispositions	0.9	-	fav	0.9	0.4	fav
Gains (losses) on sale of property and other assets	0.2	0.9	(78)	0.4	0.5	(20)
Settlement loss related to Belgium bankruptcy	-	(10.1)	(100)	-	(10.1)	(100)
Impairment losses	(1.1)	(0.5)	unfav	(1.1)	(0.5)	unfav
Royalty income	0.4	0.4	-	1.0	0.7	43
Foreign currency items:						
Transaction gains (losses)	(2.8)	(0.2)	unfav	(2.4)	0.8	unfav
Hedge losses	(0.7)	(0.2)	unfav	(0.8)	(0.2)	unfav
Other	0.4	0.2	100	0.3	1.0	(70)
Other operating income (expense)	$ (1.3)	(8.3)	(84)	0.9	(5.3)	fav

Second Quarter and First Half
Other operating income improved in the second quarter and first half of 2012 mainly as a result of a $10 million settlement loss in 2011 related to Belgium bankruptcy, partially offset by $3 million in higher foreign currency transaction losses.

Nonoperating Income and Expense

Interest expense

	Three Months Ended June 30,		%	Six Months Ended June 30,		%
(In millions)	2012	2011	change	2012	2011	change
Interest expense	$ 5.4	5.9	(8)	11.7	11.7	-

Outlook for full-year 2012
We expect our interest expense to be between $22 million and $25 million in 2012. See page 31 for a summary of our 2012 outlook.

Interest and other income (expense)

(In millions)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	% change	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	% change
Interest income	$ 1.3	1.0	30	2.6	2.4	8
Gain on sale of available-for-sale securities	-	-	-	2.1	4.4	(52)
Foreign currency hedge gains (losses)	-	-	-	-	(1.2)	(100)
Other	(0.4)	0.1	unfav	0.1	(0.1)	fav
Interest and other income (expense)	$ 0.9	1.1	(18)	4.8	5.5	(13)

Second Quarter and First Half
Interest and other income (expense) was flat in the second quarter of 2012 compared with the prior-year quarter. Interest and other income (expense) was slightly lower in the first half of 2012 than the prior-year period primarily due to a decrease in gains on the sale of available-for-sale securities ($2 million), partially offset by lower foreign currency hedge losses ($1 million).

Income Taxes

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Continuing operations				
Provision (benefit) for income taxes (in millions)	$ (10.1)	5.6	6.1	17.0
Effective tax rate	(45.9)%	35.9 %	9.8 %	33.2 %

2012 Compared to U.S. Statutory Rate
The effective income tax rate on continuing operations in the first six months of 2012 was lower than the 35% U.S. statutory tax rate largely due to a $21 million non-cash income tax benefit as a result of the Company changing its funding strategy for retiree health care obligations (as described below), partially offset by higher taxes due to the geographical mix of earnings, withholding taxes, and the characterization of a French business tax as an income tax.

The Company changed its funding strategy for certain retiree health care obligations and, as a result, no longer expects to be affected by an income tax deduction limitation enacted by The Patient Protection and Affordable Care Act and The Health Care and Education Reconciliation Act of 2010 (“the Act”). The Act disallows deductions for prescription drug benefit costs funded after December 31, 2012, to the extent these costs are reimbursed by a “Medicare Part D Subsidy.”

2011 Compared to U.S. Statutory Rate
The effective income tax rate on continuing operations in the first six months of 2011 was lower than the 35% U.S. statutory tax rate largely due to a $2.8 million benefit for changes in legislation in various jurisdictions and tax claims and audit settlements, partially offset by higher taxes due to the geographical mix of earnings and the characterization of a French business tax as an income tax.

Outlook for full-year 2012

On a GAAP basis, the effective income tax rate for 2012 is expected to be between 26% and 29%. On a non-GAAP basis, the effective income tax rate for 2012 is expected to be between 37% and 40% as it excludes the income tax benefit recorded as a result of changing the funding strategy with respect to retiree health care obligations. Our effective tax rate may fluctuate materially from these estimates due to changes in forecasted permanent book-tax differences, changes in the expected geographical mix of earnings, changes in current or deferred taxes due to legislative changes, changes in valuation allowances or accruals for contingencies and other factors.

Noncontrolling Interests

	Three Months Ended June 30,		%	Six Months Ended June 30,		%
(In millions)	2012	2011	change	2012	2011	change
Net income attributable to noncontrolling interests	$ 1.6	4.7	(66)	8.4	10.0	(16)

The decrease in net income attributable to noncontrolling interests in the three and six months ended June 30, 2012 was primarily due to a decrease in the net income of our Venezuelan subsidiaries.

Outlook for full-year 2012. We expect net income attributable to noncontrolling interests on a GAAP and non-GAAP basis to be $24 million to $28 million in 2012.

Outlook

(In millions)	GAAP Full-Year 2011	GAAP Full-Year 2012 Estimate	Non-GAAP Full-Year 2011	Non-GAAP Full-Year 2012 Estimate
Organic revenue growth				
International	12 %	7% – 10%	12 %	7% – 10%
North America	-	-	-	-
Total	8 %	5% – 8%	8 %	5% – 8%
Currency impact on revenue				
International	5 %	(4)% – (6)%	5 %	(4)% – (6)%
North America	1 %	-	1 %	-
Total	4 %	(3)% – (5)%	4 %	(3)% – (5)%
Segment margin				
International	6.9 %	7.0% – 8.0%	7.3 %	7.0% – 8.0%
North America	3.2 %	3.6% – 4.6%	3.6 %	4.5% – 5.5%
Total	5.9 %	~ 7%	6.3 %	~ 7%
Non-segment expense:				
General and administrative	$ 43	43	$ 43	43
Retirement plans (a)	25	48	-	-
Royalty income	(2)	(2)	(2)	(2)
CEO retirement costs (b)	4	-	-	-
Gains on acquisitions and asset dispositions (c)	(10)	(1)	-	-
Non-segment Expense	$ 60	89	$ 41	41
Effective income tax rate	38 %	26% – 29%	39 %	37% – 40%
Interest expense	$ 24	22 – 25	$ 24	22 – 25
Net income attributable to noncontrolling interests	$ 24	24 – 28	$ 23	24 – 28
Fixed assets acquired:				
Capital expenditures	$ 196	215	$ 196	215
Capital leases (d)	43	20	43	20
Total	$ 239	235	$ 239	235
Depreciation and amortization	$ 162	165 – 180	$ 162	165 – 180

Amounts may not add due to rounding.

(a) Costs related to U.S. retirement plans have been excluded from non-GAAP results.
(b) Costs related to the 2011 retirement of the former CEO are excluded from non-GAAP results.
(c) The following gains are excluded from non-GAAP results:
- sale of the U.S. document destruction business ($6.7 million),
- gains on acquisitions ($2.5 million in 2011 and $0.9 million in 2012),
- sales of former operating assets ($0.5 million) in 2011.

(d) Includes capital leases for newly acquired assets only. Sales leaseback transactions that occurred during 2011 of $18 million for assets that were originally purchased and included as capital expenditures have been excluded from "Fixed assets acquired – capital leases."

For more information about our outlook, see:
- page 19 for organic revenue growth,
- page 19 for segment operating margin,
- page 26 non-segment expenses,
- page 29 for effective income tax rate,
- page 28 for interest expense,
- page 30 for net income attributable to noncontrolling interests, and
- page 35 for depreciation and amortization.

Non-GAAP Results – Reconciled to Amounts Reported under GAAP

Non-GAAP results described in this filing are financial measures that are not required by, or presented in accordance with GAAP.

Purpose of Non-GAAP Information

The purpose of the non-GAAP information is to report our financial information

- without certain income and expense items, and
- to adjust the quarterly non-GAAP tax rates so that the non-GAAP tax rate in each of the quarters is equal to the full-year non-GAAP tax rate.

The non-GAAP information provides information to assist comparability and estimates of future performance. We believe these measures are helpful in assessing operations and estimating future results and enable period-to-period comparability of financial performance. Non-GAAP results should not be considered as an alternative to revenue, income or earnings per share amounts determined in accordance with GAAP and should be read in conjunction with their GAAP counterparts.

(In millions, except for per share amounts)	GAAP Basis	Gains on Acquisitions and Dispositions (a)	Employee Benefit Settlement Losses (b)	U.S. Retirement Plans (c)	Tax Benefit on Change in Health Care Funding Strategy (d)	Adjust Income Tax Rate (e)	Non-GAAP Basis
				Second Quarter 2012			
Operating profit:							
International	$ 36.4	-	0.3	-	-	-	36.7
North America	11.4	-	-	2.2	-	-	13.6
Segment operating profit	47.8	-	0.3	2.2	-	-	50.3
Non-segment	(21.3)	(0.9)	-	10.5	-	-	(11.7)
Operating profit	$ 26.5	(0.9)	0.3	12.7	-	-	38.6
Amounts attributable to Brink's:							
Income from continuing operations	$ 30.5	(0.6)	0.2	7.9	(20.9)	2.1	19.2
Diluted EPS – continuing operations	0.63	(0.01)	-	0.16	(0.43)	0.04	0.40
				First Half 2012			
Operating profit:							
International	$ 97.3	-	1.1	-	-	-	98.4
North America	17.2	-	-	4.4	-	-	21.6
Segment operating profit	114.5	-	1.1	4.4	-	-	120.0
Non-segment	(45.6)	(0.9)	-	25.2	-	-	(21.3)

Operating profit	$ 68.9	(0.9)	1.1	29.6	-	-	98.7
Amounts attributable to Brink's:							
Income from continuing operations	$ 47.5	(1.8)	0.8	18.5	(20.9)	3.0	47.1
Diluted EPS – continuing operations	0.98	(0.04)	0.02	0.38	(0.43)	0.06	0.97

(a) To eliminate:

- First quarter gain related to the sale of investments in mutual fund securities ($2 million). Proceeds from the sale were used to fund the settlement of pension obligations related to our former CEO.
- Second quarter gain related to business acquisition ($0.9 million).

(b) To eliminate employee benefit settlement losses related to severance payments made by Brink's subsidiary in Mexico. Employee termination benefits in Mexico are accounted for under FASB ASC Topic 715, Compensation – Retirement Benefits.

(c) To eliminate expenses related to U.S. retirement plans.

(d) To eliminate tax benefit related to change in retiree health care funding strategy.

(e) To adjust effective income tax rate in the interim period to be equal to the midpoint of the estimated range of the full-year non-GAAP effective income tax rate. The midpoint of the estimated range of the full-year non-GAAP effective tax rate for 2012 is 38.5%.

Amounts may not add due to rounding.

Non-GAAP Results – Reconciled to Amounts Reported Under GAAP (Continued)

(In millions, except for per share amounts)	GAAP Basis	Gains on Acquisitions and Dispositions (a)	Belgium Settlement Charge (b)	Employee Benefit Settlement Losses (c)	U.S. Retirement Plans (d)	Adjust Income Tax Rate (e)	Non-GAAP Basis
			Second Quarter 2011				
Operating profit:							
International	$ 26.2	-	10.1	1.0	-	-	37.3
North America	10.4	-	-	-	0.8	-	11.2
Segment operating profit	36.6	-	10.1	1.0	0.8	-	48.5
Non-segment	(16.2)	-	-	-	6.2	-	(10.0)
Operating profit	$ 20.4	-	10.1	1.0	7.0	-	38.5
Amounts attributable to Brink's:							
Income from continuing operations	$ 5.3	-	6.4	0.7	4.4	0.2	17.0
Diluted EPS – continuing operations	0.11	-	0.13	0.01	0.09	-	0.35
			First Half 2011				
Operating profit:							
International	$ 71.4	-	10.1	1.0	-	-	82.5
North America	17.2	-	-	-	1.5	-	18.7
Segment operating profit	88.6	-	10.1	1.0	1.5	-	101.2
Non-segment	(31.2)	(0.4)	-	-	12.4	-	(19.2)
Operating profit	$ 57.4	(0.4)	10.1	1.0	13.9	-	82.0
Amounts attributable to Brink's:							
Income from continuing operations	$ 24.2	(3.0)	6.4	0.7	8.8	(1.3)	35.8
Diluted EPS – continuing operations	0.50	(0.06)	0.13	0.01	0.18	(0.03)	0.74

(a) To eliminate gains on available-for-sale equity and debt securities and gain related to acquisition of controlling interest in a subsidiary that was previously accounted for as an equity method investment.

(b) To eliminate settlement charge related to exit of Belgium cash-in-transit business.

(c) To eliminate employee benefit settlement loss related to severance payments made by Brink's subsidiary in Mexico. Employee termination benefits in Mexico are accounted for under FASB ASC Topic 715, Compensation – Retirement Benefits.

(d) To eliminate expenses related to U.S. retirement plans.

(e) To adjust effective income tax rate to be equal to the full-year non-GAAP effective income tax rate. The non-GAAP effective tax rate for 2011 was 38.6%.

Amounts may not add due to rounding.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Cash flows from operating activities decreased by $39.0 million in the first six months of 2012 as compared to the first six months of 2011. We used $17.2 million more cash for investing activities in the first six months of 2012 as compared to the first six months of 2011, primarily as a result of an acquisition in France in January 2012. We financed our liquidity needs in the first six months of 2012 with our revolving credit facilities and other borrowings.

We entered into a new master lease agreement in late 2009 to finance the acquisition of new armored vehicles in the U.S. Vehicles acquired under the 2009 lease agreement have been accounted for as capital leases. Vehicles acquired under the previous lease agreement were accounted for as operating leases.

Operating Activities

(In millions)	Six Months Ended June 30, 2012	2011	$ change
Cash flows from operating activities			
Non-GAAP basis	$ 50.7	78.3	(27.6)
Decrease in certain customer obligations (a)	(20.4)	(10.2)	(10.2)
Discontinued operations (b)	-	1.2	(1.2)
GAAP basis	$ 30.3	69.3	(39.0)

(a) To eliminate the change in the balance of customer obligations related to cash received and processed in certain of our secure cash logistics operations. The title to this cash transfers to us for a short period of time. The cash is generally credited to customers' accounts the following day and we do not consider it as available for general corporate purposes in the management of our liquidity and capital resources.

(b) To eliminate cash flows related to our discontinued operations.

Non-GAAP cash flows from operating activities are supplemental financial measures that are not required by, or presented in accordance with GAAP. The purpose of the non-GAAP cash flows from operating activities is to report financial information excluding the impact of cash received and processed in certain of our secure cash logistics operations, without cash flows from discontinued operations. We believe these measures are helpful in assessing cash flows from operations, enable period-to-period comparability and are useful in predicting future operating cash flows. Non-GAAP cash flows from operating activities should not be considered as an alternative to cash flows from operating activities determined in accordance with GAAP and should be read in conjunction with our consolidated statements of cash flows.

GAAP

Operating cash flows decreased by $39.0 million in the first six months of 2012 as compared to the same period in 2011. The decrease was primarily due to the payment of an $11.1 million pension benefit to our former CEO, a $10.2 million decline in cash held for customers in certain cash logistics operations, a $9.2 million increase in cash paid for taxes, and higher cash outflows of working capital. These cash outflows were partially offset by higher operating profit, with the remaining outflows being financed by increased borrowings from short-term debt and long-term revolving credit facilities.

Non-GAAP
Cash flows from operating activities decreased by $27.6 million on a non-GAAP basis in the first six months of 2012 as compared to the same period in 2011. The decrease was primarily due to the payment of an $11.1 million pension benefit to our former CEO, a $9.2 million increase in cash paid for taxes, and higher cash outflows of working capital. These cash outflows were partially offset by higher operating profit, with the remaining outflows being financed by increased borrowings from short-term debt and long-term revolving credit facilities.

Mr. Michael Dan, former president and CEO, retired in December 2011 and was paid $5.2 million in 2011 as provided for under his succession agreement. Mr. Dan was also owed an $11.6 million pension benefit payment in 2012, of which $11.1 million was paid in the first three months of 2012. These pension benefits were funded by assets in an existing grantor trust, the proceeds of which are reported in investing activities. He also received in June 2012 a distribution of company stock for his accumulated deferred compensation, net of minimum tax withholdings. Tax withholdings of $4.1 million were remitted in July 2012.

Investing Activities

(In millions)	Six Months Ended June 30, 2012	2011	$ change
Cash flows from investing activities			
Capital expenditures	$ (73.0)	(71.6)	(1.4)
Acquisitions	(16.4)	(1.4)	(15.0)
Proceeds from the sale of available-for-sale securities	11.8	12.2	(0.4)
Other	(0.7)	(0.3)	(0.4)
Investing activities	$ (78.3)	(61.1)	(17.2)

Cash flows from investing activities decreased by $17.2 million in the first six months of 2012 versus the first six months of 2011. The decrease was primarily due to a $15.0 million increase in cash used for business acquisitions as we acquired a logistics software provider in France in 2012.

Capital expenditures and depreciation and amortization were as follows:

(In millions)	Six Months Ended June 30, 2012	2011	$ change	Full Year 2011	Full Year Outlook 2012
Property and Equipment Acquired during the period					
Capital expenditures:					
International	$ 45.8	53.6	(7.8)	144.8	(a)
North America	27.2	18.0	9.2	51.4	(a)
Capital expenditures	73.0	71.6	1.4	196.2	215
Capital leases (b):					
International	2.7	5.7	(3.0)	7.6	(a)
North America	6.0	24.0	(18.0)	35.4	(a)
Capital leases	8.7	29.7	(21.0)	43.0	20
Total:					
International	48.5	59.3	(10.8)	152.4	(a)
North America	33.2	42.0	(8.8)	86.8	(a)
Total	$ 81.7	101.3	(19.6)	239.2	235
Depreciation and amortization					
International	$ 53.0	52.7	0.3	105.8	(a)
North America	30.9	27.3	3.6	56.6	(a)
Depreciation and amortization	$ 83.9	80.0	3.9	162.4	

	165 – 180

(a) Not provided

(b) Represents the amount of property and equipment acquired using capital leases. Since the assets are acquired without using cash, the acquisitions are not reflected in the consolidated cash flow statement. Amounts are provided here to assist in the comparison of assets acquired in the current year versus prior years. Sales leaseback transactions are excluded from "Capital leases" in this table.

Capital expenditures in the first half of 2012 were primarily for new cash processing and security equipment, armored vehicles and information technology. Capital expenditures in the first half of 2012 were consistent when compared to the same period of 2011, however, total property and equipment acquired during the first half of 2012 was $19.6 million lower than the same 2011 period. Full-year total property and equipment acquired during 2012 is expected to be slightly lower than full-year 2011.

Financing Activities

Summary of financing activities

	Six Months Ended June 30,	
(In millions)	2012	2011
Cash provided (used) by financing activities		
Borrowings and repayments:		
Short-term debt	$ 12.0	6.5
Long-term revolving credit facilities	2.9	(116.3)
Issuance of private placement notes	-	100.0
Other long-term debt	(7.2)	(14.6)
Borrowings (repayments)	7.7	(24.4)
Debt financing costs	(1.5)	(0.6)
Dividends attributable to:		
Shareholders of Brink's	(9.4)	(9.3)
Noncontrolling interests in subsidiaries	(5.7)	(11.4)
Other	(0.4)	3.8
Cash flows from financing activities	$ (9.3)	(41.9)

Debt borrowings and repayments
We increased the use of short-term debt and long-term revolving credit facilities in the first half of 2012 to fund operating and investing activities.

Common stock
We contributed $9 million in newly issued common stock to our primary U.S. pension plan in the first quarter of 2012. Since the contribution did not involve cash, the transaction is not included in our consolidated statements of cash flows.

Dividends
We paid dividends to Brink's shareholders of $0.20 per share ($9.4 million) in the first half of 2012. Future dividends are dependent on our earnings, financial condition, shareholders' equity levels, our cash flow and business requirements, as determined by the board of directors.

Capitalization

We use a combination of debt, leases and equity to capitalize our operations.

Tight credit markets in late 2008 and early 2009 resulted in unreliable credit availability under our U.S. armored vehicle master lease agreement and volatile pricing. As a result, from March 2009 to late 2009, we purchased vehicles with cash borrowed under our committed credit facilities instead of leasing. In late 2009 as credit markets stabilized, we began to lease vehicles under a new master agreement. Vehicles acquired under the 2009 master lease agreement are accounted for as capital leases. Vehicles acquired under the previous lease agreement are accounted for as operating leases based on terms of that agreement. We expect to continue financing new vehicles in the U.S. using capital leases.

Reconciliation of Net Debt to GAAP measures

(In millions)		June 30, 2012	December 31, 2011
Debt:			
Short-term	$	37.5	25.4
Long-term		368.3	364.0
Total Debt		405.8	389.4
Cash and cash equivalents		126.9	182.9
Less amounts held by cash logistics operations (a)		(5.7)	(25.1)
Cash and cash equivalents available for general corporate purposes		121.2	157.8
Net Debt	$	284.6	231.6

(a) Title to cash received and processed in certain of our secure cash logistics operations transfers to us for a short period of time. The cash is generally credited to customers' accounts the following day and we do not consider it as available for general corporate purposes in the management of our liquidity and capital resources and in our computation of Net Debt.

Net Debt is a supplemental non-GAAP financial measure that is not required by, or presented in accordance with GAAP. We use Net Debt as a measure of our financial leverage. We believe that investors also may find Net Debt to be helpful in evaluating our financial leverage. Net Debt should not be considered as an alternative to Debt determined in accordance with GAAP and should be reviewed in conjunction with our consolidated balance sheets. Set forth above is a reconciliation of Net Debt, a non-GAAP financial measure, to Debt, which is the most directly comparable financial measure calculated and reported in accordance with GAAP. Net Debt excluding cash and debt in Venezuelan operations was $308 million at June 30, 2012, and $242 million at December 31, 2011.

Net Debt increased by $53 million primarily due to the acquisition of a logistics software provider in France in 2012 ($16 million) and cash needed to fund operational activities.

Liquidity Needs

Our operating liquidity needs are typically financed by cash from operations, short-term debt and the Revolving Facility (our debt facilities are described below). We have certain limitations and considerations related to the cash and borrowing capacity that are reported in our consolidated financial statements. Based on our current cash on hand, amounts available under our credit facilities and current projections of cash flows from operations, we believe that we will be able to meet our liquidity needs for more than the next twelve months.

Limitations on dividends from foreign subsidiaries. A significant portion of our operations are outside the U.S. which may make it difficult to repatriate cash for use in the U.S. See “Risk Factors” in Item 1A of our 2011 Form 10-K, for more information on the risks associated with having businesses outside the U.S.

Incremental taxes. We have approximately $107 million of cash held by subsidiaries at June 30, 2012, that we consider to be permanently invested and that we do not expect to repatriate to the U.S. If we were to decide to repatriate this cash to the U.S., we might have to accrue and pay additional income taxes. Given the number of foreign operations and the complexities of the tax law, it is not practical to estimate the potential tax liability, but the amount of taxes owed could be material depending on how and when the repatriation were to occur.

Venezuela. In 2010, Venezuela began limiting conversions of bolivar fuertes to U.S. dollars to $350,000 per legal entity per month. As a result, we do not anticipate repatriation of cash from our Venezuelan operations to the U.S. for the foreseeable future. This may limit our ability to use funds earned in Venezuela for general corporate purposes, including reducing our debt. At June 30, 2012, our Venezuelan subsidiaries held $1.8 million of cash and short-term investments denominated in U.S. dollars and $21.4 million of cash and $5.4 million of short term investments denominated in bolivar fuertes.

Pension contributions. We have a significant underfunded U.S. pension plan that will be required to be funded in the future. New legislation titled Moving Ahead for Progress in the 21st Century was passed in July 2012 that has the effect of spreading the expected funding requirements over a longer period of time. We made $9 million of contributions with shares of our common stock in the first three months of 2012 and an additional $7 million cash contribution in July 2012. We currently expect to be able to fund pension contributions in the future with cash from operations and borrowings, but we may contribute shares of our stock in the future, if necessary.

Debt

On January 6, 2012, we amended our unsecured revolving bank credit facility (the “Revolving Facility”). The amendment provides for an increase in the amount of the Revolving Facility from $400 million to $480 million at more favorable pricing and extends the maturity date from July 2014 to January 2017. The Revolving Facility’s interest rate is based on LIBOR plus a margin, alternate base rate plus a margin, or competitive bid. The Revolving Facility allows us to borrow or issue letters of credit (or otherwise satisfy credit needs) on a revolving basis over the term of the facility. As of June 30, 2012, $369 million was available under the Revolving Facility. Amounts outstanding under the Revolving Facility as of June 30, 2012, were denominated primarily in U.S. dollars and to a lesser extent in Canadian dollars.

The margin on LIBOR borrowings under the Revolving Facility, which ranges from 0.9% to 1.575% depending on our credit rating, was 1.20% at June 30, 2012. The margin on alternate base rate borrowings under the Revolving Facility ranges from 0.0% to 0.575%. We also pay an annual facility fee on the Revolving Facility based on our credit rating. The facility fee, which ranges from 0.10% to 0.30%, was 0.175% at June 30, 2012.

We have $100 million in unsecured notes issued through a private placement debt transaction (the “Notes”). The Notes comprise $50 million in series A notes with a fixed interest rate of 4.57% and $50 million in series B notes with a fixed interest rate of 5.20%. The Notes are due in January 2021 with principal payments under the series A notes to begin in January 2015. The proceeds of $100 million were utilized to pay down the Revolving Facility.

As of June 30, 2012, we had three unsecured multi-currency revolving bank credit facilities totaling $70 million, of which approximately $38 million was available. A $20 million facility expires in December 2012, another $20 million facility expires in May 2014 and a $30 million facility expires in October 2014. Interest on these facilities is based on LIBOR plus a margin. The margin ranges from 1.0% to 2.50%. We also have the ability to borrow from other banks, at the banks' discretion, under short-term uncommitted agreements. Various foreign subsidiaries maintain other lines of credit and overdraft facilities with a number of banks.

We have three unsecured letter of credit facilities totaling $164 million, of which approximately $57 million was available at June 30, 2012. A $54 million facility expires in December 2014, a $25 million facility expires in December 2014 and an $85 million facility expires in June 2015. The Revolving Facility and the multi-currency revolving credit facilities are also used for issuance of letters of credit and bank guarantees.

On April 17, 2012, we entered into a $20 million unsecured committed credit facility (the "2012 Credit Facility") that will expire in April 2014. Interest on this facility is based on LIBOR plus a margin, which ranges from 1.20% to 1.575%. As of June 30, 2012, $20 million was available under the 2012 Credit Facility.

The Revolving Facility, the Notes, the three unsecured multi-currency revolving bank credit facilities, the three letter of credit facilities and the 2012 Credit Facility contain subsidiary guarantees and various financial and other covenants. The financial covenants, among other things, limit our total indebtedness, limit priority debt, limit asset sales, limit the use of proceeds from asset sales and provide for minimum coverage of interest costs. The credit agreements do not provide for the acceleration of payments should our credit rating be reduced. If we were not to comply with the terms of our various credit agreements, the repayment terms could be accelerated and the commitments could be withdrawn. An acceleration of the repayment terms under one agreement could trigger the acceleration of the repayment terms under the other loan agreements. We were in compliance with all financial covenants at June 30, 2012.

We have $43 million of bonds issued by the Peninsula Ports Authority of Virginia recorded as debt on our balance sheet. Although we are not the primary obligor of the debt, we have guaranteed the debt and we believe that we will ultimately pay this obligation. The guarantee originated as part of a former interest in Dominion Terminal Associates, a deep water coal terminal. We continue to pay interest on the debt. The bonds bear a fixed interest rate of 6.0% and mature in 2033. The bonds may mature prior to 2033 upon the occurrence of specified events such as the determination that the bonds are taxable or if we fail to abide by the terms of the guarantee.

Equity

At June 30, 2012, we had 100 million shares of common stock authorized and 47.6 million shares issued and outstanding.

U.S. Retirement Liabilities

Funded Status of U.S. Retirement Plans

(In millions)		Actual 2011	Actual 1st Half 2012	Projected 2nd Half 2012	2013	2014	2015	2016
U.S. pension plans								
Beginning funded status	$	(191.7)	(305.3)	(276.8)	(248.8)	(188.6)	(115.2)	(39.9)
Net periodic pension credit (a)		18.8	8.0	8.1	16.2	22.3	28.1	33.3
Payment from Brink's:								
Primary U.S. pension plan (b)		-	9.0	22.5	41.5	51.1	47.0	42.4
Other U.S. pension plan		0.7	11.5	1.7	2.4	0.8	0.8	0.8
Benefit plan experience (loss) gain		(133.1)	-	(4.3)	0.1	(0.8)	(0.6)	0.1
Ending funded status	$	(305.3)	(276.8)	(248.8)	(188.6)	(115.2)	(39.9)	36.7
UMWA plans								
Beginning funded status	$	(164.1)	(261.6)	(262.2)	(262.6)	(264.6)	(267.4)	(271.2)
Net periodic postretirement credit (cost) (a)		1.5	(0.6)	(0.4)	(2.0)	(2.8)	(3.8)	(4.7)
Benefit plan experience loss		(97.6)	-	-	-	-	-	-
Other		(1.4)	-	-	-	-	-	-
Ending funded status	$	(261.6)	(262.2)	(262.6)	(264.6)	(267.4)	(271.2)	(275.9)
Black lung and other plans								
Beginning funded status	$	(62.2)	(60.9)	(58.9)	(56.3)	(52.8)	(49.4)	(46.2)
Net periodic postretirement cost (a)		(2.8)	(1.3)	(1.3)	(2.3)	(2.1)	(2.0)	(1.9)
Payment from Brink's		7.0	3.3	3.9	5.8	5.5	5.2	5.0
Benefit plan experience loss		(2.9)	-	-	-	-	-	-
Ending funded status	$	(60.9)	(58.9)	(56.3)	(52.8)	(49.4)	(46.2)	(43.1)

(a) Excludes amounts reclassified from accumulated other comprehensive income (loss).

(b) New legislation titled Moving Ahead for Progress in the 21st Century was passed in July 2012 that has the effect of spreading the expected funding requirements for our primary U.S. pension plan over a longer period of time. We have not yet estimated the effect of the new law on our projected contributions to our primary U.S. pension plan, as the rules to apply the new law are not yet available.

U.S. Pension Plans

Pension benefits provided to eligible U.S. employees have been frozen. There are approximately 20,400 beneficiaries in the plans. We made a $9 million stock contribution to the plan in the first quarter of 2012 and a $7 million cash contribution to the plan in July 2012. Based on the laws and assumptions as of December 31, 2011, we estimate that we owe required contributions of an additional $15.5 million to be paid during the remainder of 2012 and contributions totaling $197 million to be paid from 2013 to 2018.

New legislation titled Moving Ahead for Progress in the 21st Century was passed in July 2012 that has the effect of spreading the expected funding requirements for our primary U.S. pension plan over a longer period of time. We have not yet estimated the effect of the new law on our projected contributions to our primary U.S. pension plan as the rules to apply the new law are not yet available.

UMWA Plans

Retirement benefits related to former coal operations include medical benefits provided by the Pittston Coal Group Companies Employee Benefit Plan for UMWA Represented Employees. There are approximately 4,400 beneficiaries in the UMWA plans. We do not expect to make additional contributions to these plans until 2023.

Black Lung

Under the Federal Black Lung Benefits Act of 1972, Brink's is responsible for paying lifetime black lung benefits to miners and their dependents for claims filed and approved after June 30, 1973. There are approximately 800 black lung beneficiaries.

Other

We have a plan that provides retirement health care benefits to certain eligible salaried employees. Benefits under this plan are not indexed for inflation.

Assumptions for U.S. Retirement Obligations

We have made various assumptions to estimate the amount of payments to be made in the future. The most significant assumptions include:

- Changing discount rates and other assumptions in effect at measurement dates (normally December 31)
- Investment returns of plan assets
- Addition of new participants (historically immaterial due to freezing of pension benefits and exit from coal business)
- Mortality rates
- Change in laws

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The assumptions used to estimate our U.S. retirement obligations can be found in our Annual Report on Form 10-K for the year ended December 31, 2011.

Summary of Total Expenses Related to All U.S. Retirement Liabilities

This table summarizes actual and projected expense (income) related to U.S. retirement liabilities.

		Actual	Actual	Projected					
(In millions)		2011	1st Half 2012	2nd Half 2012	FY2012	2013	2014	2015	2016
U.S. pension plans	$	9.4	15.7	11.6	27.3	25.1	13.4	4.1	(3.9)
UMWA plans		13.2	11.1	10.9	22.0	22.6	22.5	22.5	22.6
Black lung and other plans		5.4	2.8	3.1	5.9	5.0	4.9	4.7	4.5
Total	$	28.0	29.6	25.6	55.2	52.7	40.8	31.3	23.2
Amounts allocated to:									
North America Segment	$	3.2	4.4	4.4	8.8	9.5	5.0	1.4	(1.7)
Non-segment		24.8	25.2	21.2	46.4	43.2	35.8	29.9	24.9
Total	$	28.0	29.6	25.6	55.2	52.7	40.8	31.3	23.2

Summary of Total Payments from Brink's to U.S. Plans and Payments from U.S. Plans to Participants

This table summarizes actual and projected payments

- from Brink's to U.S. retirement plans, and
- from the plans to participants.

		Actual	Actual	Projected					
(In millions)		2011	1st Half 2012	2nd Half 2012	FY2012	2013	2014	2015	2016
Payments from Brink's to U.S. Plans									
Primary U.S. pension plan (a)	$	-	9.0	22.5	31.5	41.5	51.1	47.0	42.4
Other U.S. pension plan		0.7	11.5	1.7	13.2	2.4	0.8	0.8	0.8
Black lung and other plans		7.0	3.3	3.9	7.2	5.8	5.5	5.2	5.0
Total	$	7.7	23.8	28.1	51.9	49.7	57.4	53.0	48.2
Payments from U.S. Plans to participants									
Primary U.S. pension plan	$	39.0	20.5	21.9	42.4	43.7	45.2	46.4	47.8
Other U.S. pension plan		0.7	11.5	1.7	13.2	2.4	0.8	0.8	0.9
UMWA plans		39.1	16.8	20.1	36.9	37.5	37.4	37.5	36.9
Black lung and other plans		7.0	3.3	3.9	7.2	5.8	5.5	5.2	5.0
Total	$	85.8	52.1	47.6	99.7	89.4	88.9	89.9	90.6

(a) see previous page note (b)

The amounts in the tables above are based on a variety of estimates, including actuarial assumptions as of the most recent measurement date. The estimated amounts will change in the future to reflect payments made, investment returns, actuarial revaluations, and other changes in estimates. Actual amounts could differ materially from the estimated amounts.

Commitments and Contingent Matters

Operating leases
We have made residual value guarantees of approximately $22.5 million at June 30, 2012, related to operating leases, principally for trucks and other vehicles.

We are involved in various lawsuits and claims in the ordinary course of business. We are not able to estimate the range of losses for some of these matters. We have recorded accruals for losses that are considered probable and reasonably estimable. We do not believe that the ultimate disposition of any of these matters will have a material adverse effect on our liquidity, financial position or results of operations. Additional information with respect to these matters is contained in Note 9 to the Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q and incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We serve customers in more than 100 countries, including approximately 50 countries where we operate subsidiaries. These operations expose us to a variety of market risks, including the effects of changes in interest rates and foreign currency exchange rates. In addition, we consume various commodities in the normal course of business, exposing us to the effects of changes in the prices of such commodities. These financial and commodity exposures are monitored and managed by us as an integral part of our overall risk management program. Our risk management program seeks to reduce the potentially adverse effects that the volatility of certain markets may have on our operating results. We have not had any material change in our market risk exposures in the six months ended June 30, 2012.

Item 4. Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO"), who is our principal executive officer, and Vice President and Chief Financial Officer ("CFO"), who is our principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined under Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, as of end of the period covered by this report, our CEO and CFO concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting during the quarter ended June 30, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Forward-looking information

This document contains both historical and forward-looking information. Words such as “anticipates,” “estimates,” “expects,” “projects,” “intends,” “plans,” “believes,” “may,” “should” and similar expressions may identify forward-looking information. Forward-looking information in this document includes, but is not limited to, statements regarding future U.S. dollar transactions in Venezuela, the ability to obtain U.S. dollars in Venezuela and future Venezuela cash repatriations, future required contributions to the primary U.S. pension plan and the possible use of stock to satisfy these obligations, the deductibility of certain income tax expenses under The Patient Protection and Affordable Healthcare Act, the outcome of pending litigation and the anticipated financial effect of the disposition of these matters, organic revenue growth and segment operating profit margin in 2012, anticipated results in Latin America and Europe, future U.S. vehicle acquisitions through capital leases, anticipated depreciation, interest and rental expenses related to the U.S. fleet, anticipated non-segment expenses, anticipated interest expense, the anticipated annual effective tax rate for 2012 and our tax position and underlying assumptions, anticipated net income attributable to noncontrolling interests, the anticipated currency impact on revenue, anticipated fixed assets acquired, depreciation and amortization for 2012, the ability to meet our liquidity needs, repatriation of cash to the U.S., future payment of bonds issued by the Peninsula Ports Authority of Virginia, projected U.S. retirement plan contributions, costs and expenses, the effect of new legislation titled Moving Ahead for Progress in the 21st Century on the method of computing funding requirements for our primary U.S. pension plan, and projected black lung liability and U.S. retirement plan liabilities. Forward-looking information in this document is subject to known and unknown risks, uncertainties and contingencies, which could cause actual results, performance or achievements to differ materially from those that are anticipated.

These risks, uncertainties and contingencies, many of which are beyond our control, include, but are not limited to continuing market volatility and commodity price fluctuations and their impact on the demand for our services, our ability to continue profit growth in Mexico and the rest of Latin America, our ability to maintain or improve volumes at favorable pricing levels and increase cost efficiencies in the United States and Europe, investments in information technology and value-added services and their impact on revenue and profit growth, the strength of the U.S. dollar relative to foreign currencies and foreign currency exchange rates, the implementation of high-value solutions, the ability to identify and execute further cost and operational improvements and efficiencies in our core businesses, our ability to integrate successfully recently acquired companies and improve their operating profit margins, the willingness of our customers to absorb fuel surcharges and other future price increases, the actions of competitors, our ability to identify acquisitions and other strategic opportunities in emerging markets, regulatory and labor issues in many of our global operations and security threats worldwide, the impact of turnaround actions responding to current conditions in Europe and our productivity and cost control efforts in that region, the stability of the Venezuelan economy and changes in Venezuelan policy regarding exchange rates, fluctuations in value of the Venezuelan bolivar fuerte, our ability to obtain necessary information technology and other services at favorable pricing levels from third party service providers, variations in costs or expenses and performance delays of any public or private sector supplier, service provider or customer, our ability to obtain appropriate insurance coverage, positions taken by insurers with respect to claims made and the financial condition of insurers, safety and security performance, our loss experience, changes in insurance costs, the outcome of pending and future claims and litigation, risks customarily associated with operating in foreign countries including changing labor and economic conditions, currency devaluations, safety and security issues, political instability, restrictions on repatriation of earnings and capital, nationalization, expropriation and other forms of restrictive government actions, costs associated with the purchase and implementation of cash processing and security equipment, employee and environmental liabilities in connection with our former coal operations, black lung claims incidence, the impact of the Patient Protection and Affordable Care Act on black lung liability and operations, changes to estimated liabilities and assets in actuarial assumptions due to payments made, investment returns, interest rates and annual actuarial revaluations, the funding requirements, accounting treatment, investment performance and costs and expenses of our pension plans, the VEBA and other employee benefits, mandatory or voluntary pension plan contributions, the nature of our hedging relationships, changes in estimates and assumptions underlying our critical accounting policies, access to the capital and credit markets, seasonality, pricing and other competitive industry factors. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found under “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the period ended December 31, 2011 and in our other public filings with the Securities and Exchange Commission. The information included in this document is representative only as of the date of this document, and The Brink’s Company undertakes no obligation to update any information contained in this document.

Part II - Other Information

Item 1. Legal Proceedings

We are involved in various lawsuits and claims in the ordinary course of business. We are not able to estimate the range of losses for some of these matters. We have recorded accruals for losses that are considered probable and reasonably estimable. We do not believe that the ultimate disposition of any of these matters will have a material adverse effect on our liquidity, financial position or results of operations. Additional information with respect to these matters is contained in Note 9 to the Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q and incorporated herein by reference.

Item 6. Exhibits

Exhibit Number	Description
10.1	Pension Equalization Plan, as amended and restated as of July 23, 2012.
10.2	First Amendment to Rabbi Trust Agreement, dated as of July 20, 2012, by and between the Registrant and Wells Fargo Bank, N.A., as Trustee.
10.3	Terms and Conditions for options granted under 2005 Equity Incentive Plan, effective July 11, 2012.
10.4	Terms and Conditions for restricted stock units granted under 2005 Equity Incentive Plan, effective July 11, 2012.
10.5	Change in Control Agreement, dated as of June 15, 2012, between the Registrant and Thomas C. Schievelbein.
10.6	Stock Option Award Agreement, dated as of June 15, 2012, between the Registrant and Thomas C. Schievelbein.
10.7	Restricted Stock Unit Award Agreement, dated as of June 15, 2012, between the Registrant and Thomas C. Schievelbein.
10.8	Directors' Stock Accumulation Plan, as amended and restated as of July 12, 2012.
10.9	Non-Employee Directors' Equity Plan, as amended and restated as of July 12, 2012.
31.1	Certification of Thomas C. Schievelbein, President and Chief Executive Officer (Principal Executive Officer) of The Brink's Company, pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Joseph W. Dziedzic, Vice President and Chief Financial Officer (Principal Financial Officer) of The Brink's Company, pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Thomas C. Schievelbein, President and Chief Executive Officer (Principal Executive Officer) of The Brink's Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Joseph W. Dziedzic, Vice President and Chief Financial Officer (Principal Financial Officer) of The Brink's Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101	Interactive Data File (Quarterly Report on Form 10-Q, for the quarterly period ended June 30, 2012, furnished in XBRL (eXtensible Business Reporting Language)). Attached as Exhibit 101 to this report are the following documents formatted in XBRL: (i) the Consolidated Balance Sheets at June 30, 2012, and December 31, 2011, (ii) the Consolidated Statements of Income for the three and six months ended June 30, 2012 and 2011, (iii) the Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2012 and 2011, (iv) the Consolidated Statement of Equity for the six months ended June 30, 2012, (v) the Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011, and (vi) the Notes to Consolidated Financial Statements. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURE

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

THE BRINK'S COMPANY

July 26, 2012

By: /s/ Joseph W. Dziedzic
Joseph W. Dziedzic
(Vice President and
Chief Financial Officer)
(principal financial officer)