

TOTAL SYSTEM SERVICES INC

Form 10-Q

November 08, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-Q**

(Mark One)

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

For the quarterly period ended: September 30, 2007

OR

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

For the transition period from

To

Commission file number 1-10254

Total System Services, Inc.

www.tsys.com

(Exact name of registrant as specified in its charter)

Georgia

58-1493818

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

1600 First Avenue, Post Office Box 1755, Columbus, Georgia 31902

(Address of principal executive offices)

(Zip Code)

(706) 649-2262

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

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

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

CLASS

OUTSTANDING AS OF: November 7, 2007

Common Stock, \$0.10 par value

197,911,497 shares

**TOTAL SYSTEM SERVICES, INC.
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TOTAL SYSTEM SERVICES, INC.
Part I Financial Information
Condensed Consolidated Balance Sheets
(Unaudited)

<i>(in thousands, except per share information)</i>	September 30, 2007	December 31, 2006
Assets		
Current assets:		
Cash and cash equivalents (includes \$318.2 million and \$241.0 million on deposit with a related party at 2007 and 2006, respectively)	\$ 592,834	389,123
Restricted cash (includes \$5.4 million and \$5.0 million on deposit with a related party at 2007 and 2006, respectively)	32,079	31,568
Accounts receivable, net of allowance for doubtful accounts and billing adjustments of \$10.2 million and \$11.0 million at 2007 and 2006, respectively (includes \$894 and \$34 due from a related party at 2007 and 2006, respectively)	251,778	246,637
Deferred income tax assets	27,909	21,556
Prepaid expenses and other current assets	58,809	55,832
Total current assets	963,409	744,716
Property and equipment, net of accumulated depreciation and amortization of \$258.6 million and \$226.4 million at 2007 and 2006, respectively	276,113	271,321
Computer software, net of accumulated amortization of \$364.5 million and \$337.7 million at 2007 and 2006, respectively	190,338	216,450
Contract acquisition costs, net	161,239	167,449
Goodwill, net	142,450	133,337
Equity investments	65,669	62,064
Other intangible assets, net of accumulated amortization of \$12.2 million and \$9.6 million at 2007 and 2006, respectively	13,999	21,314
Other assets	13,669	17,590
Total assets	\$1,826,886	1,634,241

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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TOTAL SYSTEM SERVICES, INC.
Condensed Consolidated Balance Sheets (continued)
(Unaudited)

<i>(in thousands, except per share information)</i>	September 30, 2007	December 31, 2006
Liabilities and Shareholders' Equity		
Current liabilities:		
Accrued salaries and employee benefits	\$ 71,335	80,697
Accounts payable (includes \$230 and \$95 payable to related parties at 2007 and 2006, respectively)	37,419	31,589
Current portion of obligations under capital leases	3,655	3,156
Current portion of notes payable	2,167	
Other current liabilities (includes \$11.2 million payable to related parties for both 2007 and 2006, respectively)	137,704	180,345
Total current liabilities	252,280	295,787
Deferred income tax liabilities	72,318	75,019
Notes payable, excluding current portion	70,146	
Obligations under capital leases, excluding current portion	3,716	3,625
Other long-term liabilities	30,718	36,221
Total liabilities	429,178	410,652
Minority interests in consolidated subsidiaries	7,943	6,229
Shareholders' equity:		
Common stock \$0.10 par value. Authorized 600,000 shares; 199,199 and 198,676 issued at 2007 and 2006, respectively; 197,494 and 196,912 outstanding at 2007 and 2006, respectively	19,920	19,868
Additional paid-in capital	84,835	66,677
Accumulated other comprehensive income, net	25,575	20,641
Treasury stock (1,705 shares at 2007 and 1,764 shares at 2006)	(34,300)	(35,233)
Retained earnings	1,293,735	1,145,407
Total shareholders' equity	1,389,765	1,217,360
Total liabilities and shareholders' equity	\$1,826,886	1,634,241

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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TOTAL SYSTEM SERVICES, INC.
Condensed Consolidated Statements of Income
(Unaudited)

	Three months ended September 30,	
<i>(in thousands, except per share information)</i>	2007	2006
Revenues:		
Electronic payment processing services (includes \$1.3 million and \$1.2 million from related parties for 2007 and 2006, respectively)	\$240,608	232,175
Merchant acquiring services	65,163	65,548
Other services (includes \$2.4 million and \$2.0 million from related parties for 2007 and 2006, respectively)	53,251	44,615
Revenues before reimbursable items	359,022	342,338
Reimbursable items (includes \$0.6 million and \$0.4 million from related parties for 2007 and 2006, respectively)	98,543	99,477
Total revenues	457,565	441,815
Expenses:		
Salaries and other personnel expense	144,990	139,206
Net occupancy and equipment expense	68,715	77,883
Spin assessment expenses	1,692	
Other operating expenses (includes \$2.4 million and \$2.0 million to related parties for 2007 and 2006, respectively)	52,406	52,992
Expenses before reimbursable items	267,803	270,081
Reimbursable items	98,543	99,477
Total expenses	366,346	369,558
Operating income	91,219	72,257
Nonoperating income (expense):		
Interest income (includes \$4.1 million and \$1.7 million from related parties for 2007 and 2006, respectively)	6,983	3,363
Interest expense	(916)	(235)
Gain on foreign currency translation, net	905	282
Other	21	
Total nonoperating income	6,993	3,410
Income before income taxes, minority interest and equity in income of equity investments	98,212	75,667
Income taxes	30,947	22,380

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Income before minority interest and equity in income of equity investments	67,265	53,287
Minority interests in consolidated subsidiaries net income, net of tax	(483)	(183)
Equity in income of equity investments, net of tax	2,020	1,202
Net income	\$ 68,802	54,306
Basic earnings per share	\$ 0.35	0.28
Diluted earnings per share	\$ 0.35	0.28
Weighted average common shares outstanding	196,740	196,500
Increase due to assumed issuance of shares related to common equivalent shares	349	331
Weighted average common and common equivalent shares outstanding	197,089	196,831

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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TOTAL SYSTEM SERVICES, INC.
Condensed Consolidated Statements of Income
(Unaudited)

	Nine months ended September 30,	
<i>(in thousands, except per share information)</i>	2007	2006
Revenues:		
Electronic payment processing services (includes \$4.1 million and \$3.7 million from related parties for 2007 and 2006, respectively)	\$ 715,417	685,537
Merchant acquiring services	190,120	195,317
Other services (includes \$6.6 million and \$5.7 million from related parties for 2007 and 2006, respectively)	161,190	133,827
Revenues before reimbursable items	1,066,727	1,014,681
Reimbursable items (includes \$1.8 million and \$1.4 million from related parties for 2007 and 2006, respectively)	280,597	268,589
Total revenues	1,347,324	1,283,270
Expenses:		
Salaries and other personnel expense	430,966	380,931
Net occupancy and equipment expense	205,342	234,453
Spin assessment expenses	1,692	
Other operating expenses (includes \$7.1 million and \$7.2 million to related parties for 2007 and 2006, respectively)	155,913	170,452
Expenses before reimbursable items	793,913	785,836
Reimbursable items	280,597	268,589
Total expenses	1,074,510	1,054,425
Operating income	272,814	228,845
Nonoperating income (expense):		
Interest income (includes \$10.7 million and \$4.9 million from related parties for 2007 and 2006, respectively)	18,630	9,297
Interest expense	(1,492)	(364)
Gain on foreign currency translation, net	744	195
Other	79	
Total nonoperating income	17,961	9,128
Income before income taxes, minority interest and equity in income of equity investments	290,775	237,973
Income taxes	101,442	78,492

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Income before minority interest and equity in income of equity investments	189,333	159,481
Minority interests in consolidated subsidiaries net income, net of tax	(1,435)	(448)
Equity in income of equity investments, net of tax	3,865	3,073
Net income	\$ 191,763	162,106
Basic earnings per share	\$ 0.98	0.82
Diluted earnings per share	\$ 0.97	0.82
Weighted average common shares outstanding	196,641	196,891
Increase due to assumed issuance of shares related to common equivalent shares	429	302
Weighted average common and common equivalent shares outstanding	197,070	197,193

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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TOTAL SYSTEM SERVICES, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

<i>(in thousands)</i>	Nine months ended September 30, 2007	2006
Cash flows from operating activities:		
Net income	\$191,763	162,106
Adjustments to reconcile net income to net cash provided by operating activities:		
Minority interests in consolidated subsidiaries net income, net of tax	1,435	448
Gain on foreign currency, net	(744)	(195)
Equity in income of equity investments, net of tax	(3,865)	(3,073)
Dividends received from equity investments	2,994	2,371
Depreciation and amortization	114,213	130,306
Share-based compensation	9,881	6,574
Asset impairments	1,158	
Provisions for bad debt expenses and billing adjustments	1,612	948
Charges for transaction processing provisions	531	7,914
Deferred income tax benefit	(6,828)	(24,150)
Loss on disposal of equipment, net	497	105
(Increase) decrease in:		
Accounts receivable	(5,627)	(40,765)
Prepaid expenses, other current assets and other long-term assets	(1,041)	8,923
Increase (decrease) in:		
Accounts payable	6,148	14,323
Accrued salaries and employee benefits	(9,341)	(18,936)
Excess tax benefit from share-based payment arrangements	(4,022)	(1,646)
Other current liabilities and other long-term liabilities	(51,286)	(14,849)
Net cash provided by operating activities	247,478	230,404
Cash flows from investing activities:		
Purchases of property and equipment, net	(36,420)	(21,203)
Additions to licensed computer software from vendors	(8,194)	(9,650)
Additions to internally developed computer software	(11,749)	(13,699)
Cash acquired in acquisitions		4,341
Cash used in acquisitions	(472)	(74,919)
Additions to contract acquisition costs	(20,878)	(39,578)
Net cash used in investing activities	(77,713)	(154,708)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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TOTAL SYSTEM SERVICES, INC.
Condensed Consolidated Statements of Cash Flows (continued)
(Unaudited)

<i>(in thousands)</i>	Nine months ended September 30,	
	2007	2006
Cash flows from financing activities:		
Dividends paid on common stock (includes \$33.5 million and \$30.3 million paid to related parties during 2007 and 2006, respectively)	\$ (41,425)	(37,504)
Repurchase of common stock		(21,843)
Excess tax benefit from share-based payment arrangements	4,022	1,646
Principal payments on long-term debt borrowings and capital lease obligations	(3,893)	(1,561)
Proceeds from borrowings of long-term debt	73,968	
Proceeds from exercise of stock options	5,258	3,725
Net cash provided by (used in) financing activities	37,930	(55,537)
Effect of exchange rate changes on cash and cash equivalents	(3,984)	(2,006)
Net increase in cash and cash equivalents	203,711	18,153
Cash and cash equivalents at beginning of year	389,123	237,569
Cash and cash equivalents at end of period	\$ 592,834	255,722
Cash paid for interest	\$ 1,492	364
Cash paid for income taxes, net of refunds	\$ 143,066	118,649

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**TOTAL SYSTEM SERVICES, INC.****Notes to Unaudited Condensed Consolidated Financial Statements****Note 1 Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of Total System Services, Inc.[®] (TSYS[®] or the Company) include the accounts of TSYS and its wholly owned subsidiaries and TSYS' majority owned foreign subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. In addition, the Company evaluates its relationship with other entities to identify whether they are variable interest entities as defined by the Financial Accounting Standards Board's (FASB's) Interpretation No. 46(R) (FIN No. 46R), *Consolidation of Variable Interest Entities*, and to assess whether it is the primary beneficiary of such entities. If the determination is made that the Company is the primary beneficiary, then that entity is included in the consolidated financial statements in accordance with FIN No. 46R.

These financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. These estimates and assumptions are developed based upon all information available. Actual results could differ from estimated amounts. All adjustments, consisting of normal recurring accruals, which, in the opinion of management, are necessary for a fair presentation of financial position and results of operations for the periods covered by this report have been included.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company's summary of significant accounting policies, consolidated financial statements and related notes appearing in the Company's 2006 Annual Report previously filed on Form 10-K. Results of interim periods are not necessarily indicative of results to be expected for the year.

Certain reclassifications have been made to the 2006 financial statements to conform to the presentation adopted in 2007.

Note 2 Supplementary Balance Sheet Information*Cash and Cash Equivalents*

Cash and cash equivalent balances are summarized as follows:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
Cash and cash equivalents in domestic accounts	\$ 532,849	344,197
Cash and cash equivalents in foreign accounts	59,985	44,926
Total	\$ 592,834	389,123

The Company maintains accounts outside the United States denominated in currencies other than the U.S. dollar. All amounts in domestic accounts are denominated in U.S. dollars.

Table of Contents*Prepaid Expenses and Other Current Assets*

Significant components of prepaid expenses and other current assets are summarized as follows:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
Prepaid expenses	\$ 13,041	14,837
Supplies inventory	9,285	12,311
Other	36,483	28,684
Total	\$ 58,809	55,832

Contract Acquisition Costs, net

Significant components of contract acquisition costs, net of accumulated amortization, are summarized as follows:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
Payments for processing rights, net	\$ 103,246	107,896
Conversion costs, net	57,993	59,553
Total	\$ 161,239	167,449

Amortization related to payments for processing rights, which is recorded as a reduction of revenues, was \$6.6 million and \$6.8 million for the three months ended September 30, 2007 and 2006, respectively. For the nine months ended September 30, 2007 and 2006, amortization related to payments for processing rights was \$18.3 million and \$20.6 million, respectively.

Amortization expense related to conversion costs was \$3.8 million and \$4.5 million for the three months ended September 30, 2007 and 2006, respectively. For the nine months ended September 30, 2007 and 2006, amortization related to conversion costs was \$11.9 million and \$13.9 million, respectively.

Other Current Liabilities

Significant components of other current liabilities are summarized as follows:

<i>(in thousands)</i>	September 30, 2007	December 31, 2006
Client liabilities	\$ 36,535	36,161
Accrued expenses	36,520	44,578
Deferred revenues	22,533	19,311
Dividends payable	13,825	13,785
Transaction processing provisions	10,286	12,645
Accrued income taxes	(6,213)	25,384
Client postage deposits	3,920	6,736
Other	20,298	21,745
Total	\$ 137,704	180,345

Note 3 Comprehensive Income

For the three and nine months ended September 30, comprehensive income is summarized below:

<i>(in thousands)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2007	2006	2007	2006

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Net income	\$68,802	54,306	191,763	162,106
Other comprehensive income:				
Foreign currency translation adjustments, net of tax	2,259	6,116	4,934	10,822
Total	\$71,061	60,422	196,697	172,928

The income tax effects allocated to and the cumulative balance of accumulated other comprehensive income are as follows:

(in thousands)	Beginning Balance December 31, 2006	Pretax Amount	Tax Effect	Net-of-Tax Amount	Ending Balance September 30, 2007
Foreign currency translation adjustments	\$21,570	\$7,312	(2,415)	\$ 4,897	\$ 26,467
Underfunded defined benefit postretirement plan	(929)	57	(20)	37	(892)
	\$20,641	\$7,369	(2,435)	\$ 4,934	\$ 25,575

Note 4 Segment Reporting and Major Customers

The Company reports selected information about operating segments in accordance with Statement of Financial Accounting Standards No. 131 (SFAS No. 131), *Disclosures about Segments of an Enterprise and Related Information*. The Company's segment information reflects the information that the chief operating decision maker (CODM) uses to make resource allocations and strategic decisions. The CODM at TSYS consists of the chairman of the board and chief executive officer, the president and the three senior executive vice presidents.

Through online accounting and electronic payment processing systems, TSYS provides electronic payment processing and other services to card-issuing and merchant acquiring institutions in the United States and internationally. The Company has three reportable segments: domestic-based support services, international-based support services and merchant acquiring services.

In April 2007, TSYS wholly-owned subsidiary, Enhancement Services Corporation, changed its name to TSYS Loyalty, Inc. (TSYS Loyalty).

Domestic-based support services include electronic payment processing services and other services provided from within the United States. The domestic-based support services segment includes the financial results of TSYS, excluding its foreign branch offices and divisions, and including the following subsidiaries: Columbus Depot Equipment Company, Columbus Productions, Inc., TSYS Canada, Inc., TSYS Total Debt Management, Inc., ProCard, Inc., TSYS Technology Center, Inc., TSYS Prepaid, Inc., Merlin Solutions, L.L.C. and TSYS Loyalty and its wholly owned subsidiary, Golden Retriever Systems, L.L.C.

International-based support services include electronic payment processing and other services provided from outside the United States. International-based support services include the financial results of GP Network Corporation, TSYS Japan Co., Ltd., TSYS Servicos de Transacoes Eletronicas Ltda., Total System Services Holding Europe LP and its subsidiaries and TSYS foreign branch offices and divisions. TSYS share of the equity earnings of its equity investments, Total System Services de México, S.A. de C.V. (TSYS de México) and China UnionPay Data Co., Ltd. (CUP Data), are included in international-based support services because TSYS de México's and CUP Data's operations and client bases are located outside the United States.

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Merchant acquiring services include the financial results of TSYS Acquiring Solutions, L.L.C., and its wholly owned subsidiary TSYS POS Systems and Services, L.L.C.

<i>(in thousands)</i> Operating Segments	Domestic- based support services	International- based support services	Merchant acquiring services	Consolidated
At September 30, 2007				
Identifiable assets	\$ 1,623,928	365,066	188,765	\$ 2,177,759
Intersegment eliminations	(349,626)	(1,094)	(153)	(350,873)
Total assets	\$ 1,274,302	363,972	188,612	\$ 1,826,886
 At December 31, 2006				
Identifiable assets	\$ 1,517,299	308,713	210,117	\$ 2,036,129
Intersegment eliminations	(400,957)	(894)	(37)	(401,888)
Total assets	\$ 1,116,342	307,819	210,080	\$ 1,634,241
 Three months ended September 30, 2007				
Revenues before reimbursables	\$ 243,404	64,148	58,641	\$ 366,193
Intersegment revenues	(6,960)	(106)	(105)	(7,171)
Revenues before reimbursables from external customers	\$ 236,444	64,042	58,536	\$ 359,022
Segment total revenues	\$ 324,803	66,779	75,356	\$ 466,938
Intersegment revenues	(9,162)	(106)	(105)	(9,373)
Revenues from external customers	\$ 315,641	66,673	75,251	\$ 457,565
Depreciation and amortization	\$ 24,591	6,455	6,561	\$ 37,607
Intersegment expenses	\$ 3,506	(4,995)	(7,884)	\$ (9,373)
Segment operating income	\$ 59,889	12,569	18,761	\$ 91,219
Income before income taxes, minority interest and equity in income of equity investments	\$ 67,060	12,130	19,022	\$ 98,212
Income taxes	\$ 20,084	4,033	6,830	\$ 30,947

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Equity in income of equity investments	\$	2,020		\$	2,020
Net income	\$	48,890	7,720	12,192	\$ 68,802

Three months ended September 30, 2006

Revenues before reimbursables	\$	242,584	44,320	59,723	\$ 346,627
Intersegment revenues		(4,258)		(31)	(4,289)
Revenues before reimbursables from external customers	\$	238,326	44,320	59,692	\$ 342,338
Segment total revenues	\$	325,919	51,591	70,592	\$ 448,102
Intersegment revenues		(6,256)		(31)	(6,287)
Revenues from external customers	\$	319,663	51,591	70,561	\$ 441,815
Depreciation and amortization	\$	32,156	5,328	6,674	\$ 44,158
Intersegment expenses	\$	3,668	(2,343)	(7,599)	\$ (6,274)
Segment operating income	\$	48,666	7,946	15,645	\$ 72,257
Income before income taxes, minority interest and equity in income of equity investments	\$	52,688	6,602	16,377	\$ 75,667
Income taxes	\$	14,722	(31)	7,689	\$ 22,380
Equity in income of equity investments	\$		1,202		\$ 1,202
Net income	\$	38,821	6,797	8,688	\$ 54,306

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<i>(in thousands)</i> Operating Segments	Domestic- based support services	International- based support services	Merchant acquiring services	Consolidated
Nine months ended September 30, 2007				
Revenues before reimbursables	\$ 738,712	175,154	171,694	\$ 1,085,560
Intersegment revenues	(17,495)	(701)	(637)	(18,833)
Revenues before reimbursables from external customers	\$ 721,217	174,453	171,057	\$ 1,066,727
Segment total revenues	\$ 973,133	182,913	216,354	\$ 1,372,400
Intersegment revenues	(23,738)	(701)	(637)	(25,076)
Revenues from external customers	\$ 949,395	182,212	215,717	\$ 1,347,324
Depreciation and amortization	\$ 76,305	17,762	20,146	\$ 114,213
Intersegment expenses	\$ 9,897	(11,961)	(23,007)	\$ (25,071)
Segment operating income	\$ 190,336	35,570	46,908	\$ 272,814
Income before income taxes, minority interest and equity in income of equity investments	\$ 210,027	32,661	48,087	\$ 290,775
Income taxes	\$ 73,737	10,441	17,264	\$ 101,442
Equity in income of equity investments	\$	3,865		\$ 3,865
Net income	\$ 138,625	22,316	30,822	\$ 191,763
Nine months ended September 30, 2006				
Revenues before reimbursables	\$ 740,341	109,178	178,729	\$ 1,028,248
Intersegment revenues	(13,471)		(96)	(13,567)
Revenues before reimbursables from external customers	\$ 726,870	109,178	178,633	\$ 1,014,681
Segment total revenues	\$ 963,855	128,163	211,659	\$ 1,303,677
Intersegment revenues	(20,311)		(96)	(20,407)
Revenues from external customers	\$ 943,544	128,163	211,563	\$ 1,283,270

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Depreciation and amortization	\$ 95,759	14,101	20,446	\$ 130,306
Intersegment expenses	\$ 18,949	(15,448)	(23,864)	\$ (20,363)
Segment operating income	\$ 176,412	12,029	40,404	\$ 228,845
Income before income taxes, minority interest and equity in income of equity investments	\$ 186,170	9,718	42,085	\$ 237,973
Income taxes	\$ 58,636	2,461	17,395	\$ 78,492
Equity in income of equity investments	\$	3,073		\$ 3,073
Net income	\$ 128,352	9,064	24,690	\$ 162,106

Revenues for domestic-based support services and merchant acquiring services include electronic payment processing and other services provided from the United States to clients domiciled in the United States or other countries. Revenues for international-based support services include electronic payment processing and other services provided from facilities outside the United States to clients based predominantly outside the United States.

The following geographic data presents revenues for the three and nine months ended September 30, 2007 and 2006, respectively, based on the domicile of the Company's customers.

(in millions)	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
United States	\$ 352.2	359.6	1,052.4	1,069.8
Europe	56.1	43.7	151.1	112.6
Canada	32.4	25.4	93.2	71.5
Japan	6.3	5.0	17.7	13.4
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(in millions)	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Mexico	3.6	3.2	10.2	8.5
Other	7.0	4.9	22.7	7.5
Total	\$457.6	441.8	1,347.3	1,283.3

The following table reconciles geographic revenues to revenues by reportable segment for the three months ended September 30, 2007 and 2006, respectively, based on the domicile of the Company's customers.

(in millions)	Domestic-based support services		International-based support services		Merchant acquiring services	
	2007	2006	2007	2006	2007	2006
United States	\$276.8	289.3	0.5		74.9	70.3
Europe	0.4	0.4	55.7	43.3		
Canada	32.2	25.2			0.2	0.1
Japan			6.3	5.0		
Mexico	3.6	3.2				
Other	2.6	1.6	4.2	3.3	0.2	0.1
Total	\$315.6	319.7	66.7	51.6	75.3	70.5

The following table reconciles geographic revenues to revenues by reportable segment for the nine months ended September 30, 2007 and 2006, respectively, based on the domicile of the Company's customers.

(in millions)	Domestic-based support services		International-based support services		Merchant acquiring services	
	2007	2006	2007	2006	2007	2006
United States	\$837.1	859.0	0.6		214.7	210.7
Europe	1.3	1.1	149.8	111.5		
Canada	92.8	71.1			0.4	0.4
Japan			17.7	13.4		
Mexico	10.2	8.5				
Other	8.0	3.8	14.1	3.3	0.6	0.5
Total	\$949.4	943.5	182.2	128.2	215.7	211.6

The Company maintains property and equipment, net of accumulated depreciation and amortization, in the following geographic areas:

(in thousands)	At September 30, 2007	At December 31, 2006

United States	\$205,580	204,662
Europe	66,397	63,099
Japan	1,951	1,935
Canada	52	55
Other	2,133	1,570
Total	\$276,113	271,321

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Table of Contents**Major Customers**

For the three months ended September 30, 2007, the Company had three major customers which accounted for approximately 32.2%, or \$147.3 million, of total revenues. For the three months ended September 30, 2006, these three major customers accounted for approximately 39.7%, or \$175.3 million, of total revenues. For the nine months ended September 30, 2007, the Company had three major customers which accounted for approximately 33.4%, or \$449.3 million, of total revenues. For the nine months ended September 30, 2006, these three major customers accounted for approximately 37.8%, or \$485.8 million, of total revenues. Revenues from major customers for the periods reported are primarily attributable to the domestic-based support services and merchant acquiring services segments.

Revenue (in millions)	Three months ended September 30,				Nine months ended September 30,			
	2007		2006		2007		2006	
	Dollars	% of Total Revenues	Dollars	% of Total Revenues	Dollars	% of Total Revenues	Dollars	% of Total Revenues
Client 1	\$ 62.7	13.7	\$ 19.3	4.4	\$172.5	12.8	\$ 43.8	3.4
Client 2	56.8	12.4	109.1	24.7	161.2	12.0	307.2	23.9
Client 3	27.8	6.1	46.9	10.6	115.6	8.6	134.8	10.5
Totals	\$147.3	32.2	\$175.3	39.7	\$449.3	33.4	\$485.8	37.8

Note 5 Share-Based Compensation

The Company's Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the SEC, contains a discussion of the Company's share-based compensation plans and policy.

Share-Based Compensation

TSYS's share-based compensation costs are included as expenses and classified as salaries and other personnel expenses. TSYS does not include amounts associated with share-based compensation as costs capitalized as software development and contract acquisition costs. For the three months ended September 30, 2007, share-based compensation was \$3.3 million, compared to \$2.1 million for the same period in 2006. Included in the \$3.3 million amount for 2007 and \$2.1 million amount for 2006 is approximately \$1.5 million and \$1.6 million, respectively, related to expensing the fair value of stock options. For the nine months ended September 30, 2007, share-based compensation was \$9.9 million, compared to \$6.6 million for the same period in 2006. Included in the \$9.9 million amount for 2007 and \$6.6 million amount for 2006 is approximately \$4.8 million and \$5.1 million, respectively, related to expensing the fair value of stock options.

Nonvested Awards

During the first nine months of 2007, the Company issued 241,260 shares of TSYS common stock with a market value of \$7.6 million to certain key employees and non-management members of its board of directors under nonvested stock bonus awards for services to be provided by such officers, directors and employees in the future. The market value of the common stock at the date of issuance is amortized as compensation expense over the vesting period of the awards.

During the first nine months of 2006, the Company issued 150,775 shares of TSYS common stock with a market value of \$3.0 million to certain key employees and non-management members of its board of directors under nonvested stock bonus awards for services to be provided by such officers and directors in the future.

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As of September 30, 2007, there was approximately \$12.5 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a remaining weighted average period of 2.1 years.

During 2005, TSYS authorized a total grant of 126,087 shares of nonvested stock to two key executives with a performance-vesting schedule (performance-vesting shares). These performance-vesting shares have seven one-year performance periods (2005-2011) during which the Compensation Committee establishes an earnings per share goal. Each year's award is 20% of the total authorized shares. Compensation expense for each year's award is measured on the grant date based on the quoted market price of TSYS common stock and is expensed on a straight-line basis for the year.

As of September 30, 2007, there was approximately \$244,000 of total unrecognized compensation cost related to nonvested performance-vesting share-based compensation arrangements. That cost is expected to be recognized over the remainder of 2007.

Stock Option Awards

The Company did not grant any TSYS stock options during the nine months ended September 30, 2007 and 2006, respectively.

As of September 30, 2007, there was approximately \$7,500 of total unrecognized compensation expense cost related to TSYS stock options that is expected to be recognized over a remaining weighted average period of 0.2 year.

Long-Term Incentive Plans Synovus

During the first nine months of 2007, Synovus Financial Corp. (Synovus) granted 102,653 stock options to key TSYS officers and employees. The fair value of the option grant was \$7.22 per option and was estimated on the date of grant using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions: risk-free interest rate of 4.78%; expected volatility of 21.76%; expected life of 6.0 years; and dividend yield of 2.60%. The expected life of 6.0 years was determined using the simplified method, as prescribed by SEC's Staff Accounting Bulletin No. 107.

During the first nine months of 2006, Synovus granted 304,933 stock options to key TSYS executive officers. The fair value of the option grant was \$6.57 per option and was estimated on the date of grant using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions: risk-free interest rate of 4.48%; expected volatility of 25.1%; expected life of 6.0 years; and dividend yield of 2.80%. The expected life of 6.0 years was determined using the simplified method, as prescribed by SEC's Staff Accounting Bulletin No. 107.

As of September 30, 2007, there was \$5.3 million of total unrecognized compensation expense cost related to Synovus stock options that is expected to be recognized over a remaining weighted average period of 0.9 years.

With the completion of the spin, TSYS expects to convert the Synovus options granted to TSYS employees to TSYS options. The number of TSYS options and exercise price will be based on Synovus' share price immediately preceding the spin-off and TSYS' share price during a 10-day trading period post-spin. All other terms and conditions of the original option grant will remain the same. As a result of the conversion, TSYS expects to incur additional stock option expense for the converted options. Refer to Note 12 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding the intended spin by Synovus.

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Earnings Per Share

The diluted earnings per share calculation excludes stock options and nonvested awards that are convertible into 17,500 and 7,500 common shares for the three and nine months ended September 30, 2007, respectively, and excludes 26,500 common shares for the three and nine months ended September 30, 2006, respectively, because their inclusion would have been anti-dilutive.

Note 6 Long-Term Debt

On October 25, 2007, TSYS announced that it has entered into an agreement and plan of distribution with Synovus under which Synovus plans to distribute all of its shares of TSYS stock to Synovus shareholders in a spin-off.

Synovus currently owns 80.7% of TSYS. Prior to the spin-off transaction and in accordance with the agreement and plan of distribution, TSYS has agreed to pay a one-time aggregate cash dividend of \$600 million to all TSYS shareholders, including Synovus. TSYS expects that the dividend will be funded by a combination of cash on hand and the use of a revolving credit facility. A \$500 million revolving credit facility is anticipated to be finalized prior to the spin-off, of which \$200 million will be used to fund the cash dividend. Refer to Note 12 for more information on the TSYS spin-off subsequent event.

On August 3, 2007, the Company's European operation obtained a loan of approximately £33 million or approximately \$67.7 million from a third party mainly to repay the U.S. parent loan that was used for the acquisitions. The loan is payable in 18 months at a rate of the one-month London Interbank Offered Rate (LIBOR) plus 45 basis points. The interest is payable monthly. The Company's plan is to finance international expansion through its European operations. The loan will result in increased interest expense and will eliminate the foreign currency translation gains and losses associated with the Company's intercompany note. The loan is guaranteed by the parent company (TSYS).

In January 2007, the Company's operation in Japan borrowed ¥250 million, or approximately \$2.1 million, through a short-term note. The interest rate on the note is the Japan prime rate plus 375 basis points. The term of the note is one year.

In November 2006, TSYS announced an agreement to form a new venture called TSYS Managed Services EMEA, Ltd. (TSYS Managed Services) with Merchants. Refer to Note 10 for more information about the acquisition of TSYS Managed Services.

In connection with the formation of TSYS Managed Services, both TSYS and Merchants agreed to provide long-term financing arrangements to TSYS Managed Services to fund future growth and expansion. At the end of September 2007, the balance of the loan from Merchants was approximately £2.0 million, or approximately \$4.0 million, payable in total in five years, at an interest rate of the London Interbank Offered Rate (LIBOR) plus 2%, with interest payable quarterly.

TSYS maintains an unsecured credit agreement with Columbus Bank & Trust. The credit agreement has a maximum available principal balance of \$5.0 million, with interest at prime. TSYS did not use the credit facility for the nine months ended September 30, 2007 or 2006.

Note 7 Supplementary Cash Flow Information

Contract Acquisition Costs

Cash used for contract acquisition costs for the nine months ended September 30, 2007 and 2006, respectively, are summarized as follows:

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<i>(in thousands)</i>	September 30, 2007	September 30, 2006
Payments for processing rights	\$ 12,760	10,663
Conversion costs	8,118	28,915
Total	\$ 20,878	39,578

Nonvested Awards

During the first quarter of 2007, the Company issued shares of common stock to certain key employees and non-management members of its board of directors under nonvested stock bonus awards for services to be provided by such key employees and directors in the future. Refer to Note 5 for more information.

Equipment and Software Acquired Under Capital Lease Obligations

The Company acquired equipment and software under capital lease obligations in the amount of \$4.1 million during 2007 related to a three year software agreement and \$5,000 during 2006 related to equipment.

Note 8 Legal Proceedings

The Company is subject to lawsuits, claims and other complaints arising out of the ordinary conduct of its business. In the opinion of management, based in part upon the advice of legal counsel, all matters are believed to be adequately covered by insurance, or if not covered, are believed to be without merit or are of such kind or involve such amounts that would not have a material adverse effect on the financial position, results of operations or cash flows of the Company if disposed of unfavorably. The Company establishes reserves for expected future litigation exposures that TSYS determines to be both probable and reasonably estimable.

Note 9 Guarantees and Indemnifications

The Company has entered into processing and licensing agreements with clients that include intellectual property indemnification clauses. The Company generally agrees to indemnify its clients, subject to certain exceptions, against legal claims that TSYS services or systems infringe on certain third party patents, copyrights or other proprietary rights. In the event of such a claim, the Company is generally obligated to hold the client harmless and pay for related losses, liabilities, costs and expenses, including, without limitation, court costs and reasonable attorney's fees. The Company has not made any indemnification payments pursuant to these indemnification clauses.

The Company has not recorded a liability for guarantees or indemnities in the accompanying consolidated balance sheet since the maximum amount of potential future payments under such guarantees and indemnities is not determinable.

Note 10 Business Combinations***TSYS Managed Services***

On November 16, 2006, TSYS announced an agreement with Merchants, a customer-contact company and a wholly owned subsidiary of Dimension Data, to deliver a comprehensive range of managed services to institutions across Europe, the Middle East and Africa. The agreement combines the call-center capabilities of Merchants with TSYS special business unit, both of which specialize in customer-servicing operations, including back-office, cross-selling and up-selling activities for financial institutions engaged in card issuing and merchant acquiring. The new venture is called TSYS Managed Services and includes existing Merchants centers that comprise more than 200 seats in Milton Keynes, England, near London, and Barneveld, The Netherlands, near Amsterdam. TSYS paid an aggregate consideration of approximately \$2.8 million, including direct acquisition costs.

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Prior to the new agreement, TSYS contracted with Merchants to provide these services to TSYS international clients. TSYS consolidated TSYS Managed Services balance sheet and results of operations, as of November 16, 2006. The Company recorded the acquisition of majority ownership as a business combination requiring the Company to allocate the purchase price for the assets acquired and liabilities assumed based upon their relative fair values. The Company has preliminarily allocated \$625,000 to goodwill related to TSYS Managed Services.

The acquisition of TSYS Managed Services allows TSYS to deliver the same managed services to clients in Europe and the broader region as it does to its domestic clients. TSYS Managed Services operates as a separate, majority owned subsidiary of TSYS. Revenues associated with TSYS Managed Services are included in other services and are included in international-based support services for segment reporting purposes.

TSYS Card Tech

On July 11, 2006, TSYS acquired Card Tech, Ltd., a privately owned London-based payments firm, and related companies, increasing TSYS card issuing and merchant acquiring capabilities and extending its geographic reach to Asia Pacific, Europe, the Middle East and Africa. TSYS paid an aggregate consideration of approximately \$59.5 million, including direct acquisition costs.

Card Tech, Ltd. was established in 1989 and maintains service centers in London, England; Dubai, United Arab Emirates; Nicosia, Cyprus; Kuala Lumpur, Malaysia; and Noida, India.

Card Tech, Ltd. has implemented its payments software for six of the 25 largest global banks and three of the largest global card issuers. TSYS formed and/or acquired five companies in connection with the Card Tech, Ltd. acquisition, which the Company collectively refers to as TSYS Card Tech.

TSYS Card Tech's software applications are utilized globally. TSYS Card Tech offers a server-based system with an established global footprint for comprehensive issuing and acquiring services. TSYS Card Tech offers products and services for installment loans, credit, debit, merchant acquiring and prepaid payment platforms in addition to fraud, risk management, authorizations, chargebacks, e-commerce and m-commerce solutions designed for the bankcard market. TSYS Card Tech's applications are browser-based, multilingual, multicurrency and multi-country (including double-byte-enabled).

TSYS consolidated TSYS Card Tech's balance sheet and results of operations as of July 11, 2006. The purchase price allocation is presented below:

(in thousands)

Cash and cash equivalents	\$ 4,265
Intangible assets	19,100
Goodwill	32,700
Other assets	12,095
 Total assets acquired	 68,160
 Other liabilities	 8,693
 Total liabilities assumed	 8,693
 Net assets acquired	 \$ 59,467

Revenues associated with TSYS Card Tech are included in electronic payment processing services and are included in international based support services for segment reporting purposes.

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The pro forma impact of the TSYS Card Tech and TSYS Managed Services acquisitions on revenues and net income for periods prior to the acquisition was not material.

Note 11 Income Taxes

TSYS is a member of an affiliated group that files a consolidated U.S. Federal income tax return and most state and foreign income tax returns on a separate entity basis. In the normal course of business, the Company is subject to examinations by these taxing authorities unless statutory examination periods lapse. TSYS is no longer subject to U.S. Federal income tax examinations for years before 2004 and with few exceptions, the Company is no longer subject to income tax examinations from state and local or foreign tax authorities for years before 2001. There is currently no Federal or foreign tax examinations in progress. However, a number of tax examinations are in progress by the relevant state tax authorities. Although, TSYS is unable to determine the ultimate outcome of these examinations, TSYS believes that its liability for uncertain tax positions relating to these jurisdictions for such years is adequate.

TSYS adopted the provisions of FASB Interpretation No. 48, *Accounting for Income Taxes* an Interpretation of *FASB Statement 109* (FIN 48) on January 1, 2007. This interpretation prescribed a recognition threshold and measurement attribute for the financial statement recognition, measurement and disclosure of a tax position taken or expected to be taken in a tax return.

As a result of the implementation of FIN 48, the Company recognized approximately a \$2.0 million increase in the liability for unrecognized income tax benefits, which was accounted for as a reduction to the January 1, 2007, balance of retained earnings. This adjustment was the cumulative effect of applying a different measurement standard in accounting for uncertainty in income taxes. During the nine months ended September 30, 2007, TSYS decreased its liability for prior year uncertain income tax positions as a discrete item by a net amount of approximately \$2.9 million (net of the federal tax effect) including \$0.9 million in interest and penalties. This decrease resulted from resolving a state tax examination, expiring state audit period statutes and other new information impacting the potential resolution of material uncertain tax positions.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (1):

<i>(in millions)</i>	Three months ended September 30, 2007	Nine months ended September 30, 2007
Beginning balance	\$ 12.3	7.4
Current activity:		
Additions based on tax positions related to current year		0.4
Additions for tax positions of prior years		4.5
Reductions for tax positions of prior years	(7.5)	(7.5)
Settlements		
Net, current activity	(7.5)	(2.6)
Ending balance	\$ 4.8	4.8

(1) Unrecognized
State tax
benefits are not
adjusted for the

Federal tax
impact.

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TSYS recognizes potential interest and penalties related to the underpayment of income taxes as income tax expense in the consolidated statements of income. Gross accrued interest and penalties on unrecognized tax benefits totaled \$1.4 million and \$1.0 million as of January 1, 2007 and September 30, 2007, respectively. The total amounts of unrecognized income tax benefits as of January 1, 2007 and September 30, 2007 that, if recognized, would affect the effective tax rates are \$6.2 million and \$4.5 million (net of the Federal benefit on State tax issues) respectively, which includes interest and penalties of \$0.9 million and \$0.8 million.

Note 12 Subsequent Event

On October 25, 2007, the Company announced that it has entered into an agreement and plan of distribution with Synovus, under which Synovus plans to distribute all of its shares of TSYS common stock in a spin-off to Synovus shareholders. Under the terms and conditions of the agreement, TSYS will become a fully independent company, allowing for broader diversification of the Company's shareholder base, more liquidity of the Company's shares and additional investment in strategic growth opportunities and potential acquisitions.

Prior to the spin-off transaction and in accordance with the agreement and plan of distribution, TSYS has agreed to pay a one-time aggregate cash dividend of \$600 million to all TSYS shareholders, including Synovus. TSYS expects that the dividend will be funded by a combination of cash on hand and the use of a revolving credit facility. Refer to Note 6 for more information on the revolving credit facility.

In the spin-off, Synovus will distribute its 80.7 percent equity stake in TSYS, on a pro rata basis, to Synovus shareholders as of a record date to be determined by the Synovus board (expected to be on or around December 18, 2007). Based on the number of Synovus and TSYS shares outstanding as of September 30, 2007, Synovus shareholders can expect to receive approximately 0.49 shares of TSYS common stock for every share they own of Synovus; however, this is subject to change based on the number of Synovus shares outstanding on the record date.

Based on the number of TSYS shares outstanding as of September 30, 2007, it is expected that TSYS shareholders as of a record date to be determined by the TSYS board (expected to be on or around December 17, 2007), will receive a cash dividend of \$3.04 per share. The final per share dividend will be determined based on the number of TSYS shares outstanding on the record date for the TSYS cash dividend. TSYS intends for its annual dividend per share to remain at \$0.28.

Subject to the completion of the spin-off, the TSYS Board of Directors has extended to April 2010 TSYS' current share repurchase program that was set to expire in April 2008 and increased the number of shares that may be repurchased under the plan from up to 2 million to up to 10 million.

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Table of Contents**TOTAL SYSTEM SERVICES, INC.****Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations****Financial Overview**

Total System Services, Inc.'s (TSYS or the Company's) revenues are derived from providing electronic payment processing and related services to financial and nonfinancial institutions, generally under long-term processing contracts.

For a detailed discussion regarding the Company's Operations, see Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

A summary of the financial highlights for 2007, as compared to 2006, is provided below:

<i>(in millions, except per share data and employees)</i>	Three months ended September 30,			Nine months ended September 30,		
	2007	2006	Percent Change	2007	2006	Percent Change
Revenues before reimbursables	\$359.0	342.3	4.9%	\$1,066.7	1,014.7	5.1%
Total revenues	457.6	441.8	3.6	1,347.3	1,283.3	5.0
Operating income	91.2	72.3	26.2	272.8	228.8	19.2
Net income	68.8	54.3	26.7	191.8	162.1	18.3
Basic earnings per share (EPS)	0.35	0.28	26.5	0.98	0.82	18.4
Diluted EPS	0.35	0.28	26.5	0.97	0.82	18.4
Other:						
Average accounts on file (AOF)	384.3	385.8	(0.4)	412.1	413.6	(0.4)
Average full-time equivalent employees (FTE)	6,751	6,640	1.7	6,752	6,616	2.0

The impact of acquisitions on consolidated total revenues for the three and nine months ended September 30, 2007 was \$12.0 million and \$31.6 million, respectively. The impact of acquisitions on consolidated revenues before reimbursable items for the three and nine months ended September 30, 2007 was \$15.7 million and \$43.3 million, respectively. Refer to Other Services revenues on page 32 for the characterization from reimbursable items to other services revenues for the TSYS Managed Services acquisition. The impact of acquisitions on consolidated total expenses for the three and nine months ended September 30, 2007 was \$10.1 million and \$26.5 million, respectively. The impact of acquisitions on consolidated expenses before reimbursable items for the three and nine months ended September 30, 2007 was \$13.8 million and \$38.3 million, respectively.

Cash flows from operating activities were \$247.5 million for the nine months ended September 30, 2007, compared to \$230.4 million for the same period in 2006.

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Significant highlights for 2007 include:

Domestic

TSYS and Discover Financial Services signed an issuer processor agreement. Under the terms of the agreement, TSYS will begin processing prepaid and credit card transactions on the Discover Network, a business unit of Discover Financial Services.

Commerce Bancorp, Inc. selected the TSYS Collections and Recovery System to manage its entire collections and recovery inventory. This allows the bank to more effectively work all of its delinquent and charged-off card and installment accounts, including automobile loans and mortgages.

TSYS successfully completed the pilot program for the Wal-Mart MoneyCard, issued by GE and reloaded through Green Dot's national reloading network. The Visa-branded prepaid product was first piloted in November of 2006 with TSYS, and was available in 2,600 Wal-Mart stores at the end of July 2007.

JP Morgan Chase & Co. (Chase) discontinued its processing agreement at the end of July 2007 according to the original schedule and began processing in-house using a modified version of TSYS's processing system.

During the first quarter, TSYS completed the Capital One conversion.

International

TSYS has signed a long-term agreement with Nationwide, the world's largest Building Society, to process Nationwide's credit card account portfolio and to build, operate and manage a new customer care center for member support services. Based on the scope of services, Nationwide would rank among TSYS's largest clients. Servicing of Nationwide's more than 1 million credit card Visa accounts and operation of a customer care center for Nationwide is planned for the first quarter of 2008.

TSYS signed Tinkoff Credit Systems, a Moscow-based consumer lending bank, to supply its card management and authorization system. The bank plans to become the first credit card monoliner in Russia and will focus exclusively on issuing credit cards.

TSYS and Lloyds TSB have successfully launched a new money transfer card in the UK. The new Silver account from Lloyds TSB includes an innovative money transfer prepaid product, aimed particularly at the growing number of newly arrived immigrants living and working in the U.K.

TSYS and The Gift Voucher Shop (GVS) announced the successful launch of GVS's One4all retail gift card campaign in hundreds of Post Offices in Ireland and on the GVS Web site.

TSYS introduced Chip and PIN Secure Payments in Cyprus with the introduction of EMV cards through partnerships with three Cyprus-based banks, Marfin Popular Bank (formerly Laiki Bank, Cyprus), Hellenic Bank and Universal Bank. The Commercial Bank of Qatar also issued its first EMV card program utilizing TSYS's card-management solution, PRIME.

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TSYS launched the Rewards card pilot program in the United Kingdom with Norwich Union (NU), which is now the second program that NU has live on the TSYS Prepaid platform.

TSYS announced that CUP Data, TSYS joint venture with China UnionPay, has recently begun providing processing services for Huaxia Bank Co., Ltd, one of China's largest nationwide banks. CUP Data now provides processing services for three of the four largest issuing banks in China that use outsourced services to support their payment programs.

TSYS signed a contract extension with Spira de México, S.A. de C.V. (Spira), to continue processing its consumer-credit portfolio. Under terms of the agreement, TSYS will continue to provide risk management, portfolio management and reporting tools to Spira.

TSYS PRIME card- and merchant-management system was chosen by Norway's largest financial-services group, DnB NOR Bank ASA, to manage the fast-growing cards portfolio of its market-leading credit-card operator, DnB NOR Kort. DnB NOR Kort has plans to further expand its service solutions for DnB NOR Kort customers.

Merchant Acquiring

TSYS renewed merchant-processing service agreements with Merchant Management Systems, Moneris Solutions and Sage Payment Solutions covering its U.S. portfolio.

TSYS signed agreements to provide merchant-processing services for Veracity Payment Solutions, Clearent, National Processing Company (formerly Iron Triangle Payment Systems), mPay Gateway and The Bancorp Bank.

Corporate

TSYS announced that it has entered into an agreement and plan of distribution with Synovus Financial Corp. (Synovus), under which Synovus plans to distribute all of its shares of TSYS common stock in a spin-off to Synovus shareholders. Under the terms and conditions of the agreement, TSYS will become a fully independent company.

Industry

A number of companies in the electronic payment processing and merchant acquiring services industries have recently announced transactions pursuant to which they were being acquired, being spun from their current owner to the public or filing initial public offering statements in anticipation of becoming a publicly traded entity.

Financial Review

This Financial Review provides a discussion of critical accounting policies and estimates, related party transactions and off-balance sheet arrangements. This Financial Review also discusses the results of operations, financial position, liquidity and capital resources of TSYS and outlines the factors that have affected its recent earnings, as well as those factors that may affect its future earnings.

Critical Accounting Policies and Estimates

The Company's financial position, results of operations and cash flows are impacted by the accounting policies the Company has adopted. In order to gain a full understanding of the Company's financial statements, one must have a clear understanding of the accounting policies employed.

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Factors that could affect the Company's future operating results and cause actual results to vary materially from expectations are listed in the Company's forward-looking statements. Negative developments in these or other risk factors could have a material adverse effect on the Company's financial position, results of operations and cash flows. For a detailed discussion regarding the Company's risk factors, see Item 1A: Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

For a detailed discussion regarding the Company's critical accounting policies and estimates, see Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2006. There have been no material changes to the Company's critical accounting policies, estimates and assumptions or the judgments affecting the application of those estimates and assumptions in 2007.

Related Party Transactions

The Company provides electronic payment processing and other services to its parent company, Synovus and its affiliates, and to the Company's equity investments, Total System Services de México, S.A. de C.V. (TSYS de México) and China UnionPay Data Co., Ltd. (CUP Data). The services are performed under contracts that are similar to its contracts with other customers. The Company believes the terms and conditions of transactions between the Company and these related parties are comparable to those which could have been obtained in transactions with unaffiliated parties. The Company's margins with respect to related party transactions are comparable to margins recognized in transactions with unrelated third parties. The amounts related to these transactions are disclosed on the face of TSYS' Unaudited Condensed Consolidated Financial Statements.

Off-Balance Sheet Arrangements

Operating Leases: As a method of funding its operations, TSYS employs noncancelable operating leases for computer equipment, software and facilities. These leases allow the Company to provide the latest technology while avoiding the risk of ownership. Neither the assets nor obligations related to these leases are included on the balance sheet.

Contractual Obligations: The total liability (with state amounts tax effected) for uncertain tax positions under FIN 48 at September 30, 2007 is \$4.5 million. Refer to Note 11 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on income taxes. The Company is not able to reasonably estimate the amount by which the liability will increase or decrease over time; however, at this time, the Company does not expect a significant payment related to these obligations within the next year.

As indicated in the Company's 2006 Annual Report on Form 10-K, total contractual cash obligations at December 31, 2006 were estimated at \$229.4 million. These contractual cash obligations include lease payments and software arrangements.

Results of Operations

The following table sets forth certain income statement captions as a percentage of total revenues and the percentage increases or decreases in those items for the three months ended September 30, 2007 and 2006, respectively:

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	Percentage of Total Revenues		Percentage Change in Dollar Amounts 2007 vs. 2006
	2007	2006	
Revenues:			
Electronic payment processing services	52.6%	52.6%	3.6%
Merchant acquiring services	14.3	14.8	(0.6)
Other services	11.6	10.1	19.4
Revenues before reimbursable items	78.5	77.5	4.9
Reimbursable items	21.5	22.5	(0.9)
Total revenues	100.0	100.0	3.6
Expenses:			
Salaries and other personnel expense	31.7	31.5	4.2
Net occupancy and equipment expense	15.0	17.6	(11.8)
Spin assessment expenses	0.4		nm
Other operating expenses	11.4	12.0	(1.1)
Expenses before reimbursable items	58.5	61.1	(0.8)
Reimbursable items	21.5	22.5	(0.9)
Total expenses	80.0	83.6	(0.9)
Operating income	20.0	16.4	26.2
Nonoperating income	1.5	0.7	105.1
Income before income taxes, minority interest and equity in income of equity investments	21.5	17.1	29.8
Income taxes	6.8	5.1	38.3
Income before minority interest and equity in income of equity investments	14.7	12.0	26.2
Minority interests in consolidated subsidiaries net income	(0.1)	(0.0)	163.7
Equity in income of equity investments	0.4	0.3	68.1
Net income	15.0%	12.3%	26.7%

nm = not
meaningful

The following table sets forth certain income statement captions as a percentage of total revenues and the percentage increases or decreases in those items for the nine months ended September 30, 2007 and 2006, respectively:

Percentage of

	Total Revenues		Percentage Change in Dollar Amounts 2007 vs. 2006
	2007	2006	
Revenues:			
Electronic payment processing services	53.1%	53.4%	4.4%
Merchant acquiring services	14.1	15.2	(2.7)
Other services	12.0	10.5	20.4
Revenues before reimbursable items	79.2	79.1	5.1
Reimbursable items	20.8	20.9	4.5

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	Percentage of Total Revenues		Percentage Change in Dollar Amounts 2007 vs. 2006
	2007	2006	
Total revenues	100.0	100.0	5.0
Expenses:			
Salaries and other personnel expense	32.0	29.7	13.1
Net occupancy and equipment expense	15.3	18.3	(12.4)
Spin assessment expenses	0.1		nm
Other operating expenses	11.6	13.3	(8.5)
Expenses before reimbursable items	59.0	61.3	1.0
Reimbursable items	20.8	20.9	4.5
Total expenses	79.8	82.2	1.9
Operating income	20.2	17.8	19.2
Nonoperating income	1.3	0.7	96.8
Income before income taxes, minority interest and equity in income of equity investments	21.5	18.5	22.2
Income taxes	7.5	6.1	29.2
Income before minority interest and equity in income of equity investments	14.0	12.4	18.7
Minority interests in consolidated subsidiaries net income	(0.1)	(0.0)	220.4
Equity in income of equity investments	0.3	0.2	25.8
Net income	14.2%	12.6%	18.3%

nm = not
meaningful

Revenues

Total revenues increased \$15.8 million and \$64.1 million, or 3.6% and 5.0%, respectively, during the three and nine months ended September 30, 2007, compared to the same periods in 2006. The increase in revenues for the three and nine months ended September 30, 2007 includes an increase of \$4.3 million and \$13.5 million, respectively, related to the effects of currency translation of its foreign-based subsidiaries and branches. The impact of acquisitions on consolidated total revenues for the three and nine months ended September 30, 2007 was \$12.0 million and \$31.6 million, respectively. Excluding reimbursable items, revenues increased \$16.7 million and \$52.0 million, or 4.9% and 5.1%, respectively, during the three and nine months ended September 30, 2007, compared to the same periods in 2006.

International Revenues

TSYS provides services to its clients worldwide and plans to continue to expand its service offerings internationally in the future. With the acquisitions of TSYS Card Tech and TSYS Managed Services, TSYS has extended its geographic reach into Asia Pacific, Europe, the Middle East and Africa, and as such, has increased its

international revenues.

Total revenues from clients domiciled outside the United States for the three and nine months ended September 30, 2007 and 2006, respectively, are summarized below:

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<i>(in thousands)</i>	Three months ended September 30,			Nine months ended September 30,		
	2007	2006	% Change	2007	2006	% Change
Europe	\$ 56,107	43,692	28.4	\$151,100	112,598	34.2
Canada	32,384	25,359	27.7	93,225	71,486	30.4
Japan	6,338	5,051	25.5	17,713	13,419	32.0
Mexico	3,617	3,163	14.4	10,155	8,540	18.9
Other	6,941	4,910	41.4	22,728	7,468	204.4
Totals	\$105,387	82,175	28.2	\$294,921	213,511	38.1

Note: The Company has two equity investments located in Mexico and China that are accounted for under the equity method of accounting, and therefore, TSYS does not include the revenues of its equity investments in consolidated revenues.

The increase in revenues in 2007 from clients domiciled outside the United States was a result of acquisitions, internal growth of existing clients, the increased use of value added products and services, and the effects of currency translation.

International revenues for the nine months ended September 30, 2007 include revenues of approximately \$31.6 million associated with the impact of acquisitions for several countries and regions, including Europe, Japan and Other.

TSYS expects to continue to grow its international revenues in the future through acquisitions, business expansion, new client signings and internal growth. TSYS may also grow as European financial institutions phase-in the Single Euro Payments Area (SEPA) requirements.

The purpose of SEPA is to treat all Euro payments in the Euro area as domestic payments and move the Euro area towards a more integrated payments market. The European Payments Council's plan for implementation of SEPA is structured in three phases: a design phase, an implementation phase and a migration phase. Currently, the implementation phase is scheduled to be completed at the end of 2007. The migration phase, which is scheduled to be complete by the end of 2010, is a period in which the European national payment schemes will coexist with the new SEPA schemes in order to allow a gradual market-driven migration to SEPA. As the deadlines approach, more European financial institutions may look to outsource their payment processing functions to third-party providers, such as TSYS.

The Company has also seen some growth in international revenues as a result of providing products and services to implement the EMV standard for secure payments. EMV is a standard for interoperation of IC cards (chip cards) and IC capable POS terminals, for authenticating credit and debit card payments. The name EMV is derived from the initial letters of Europay, MasterCard and VISA, the three companies which originally cooperated to develop the standard. JCB (formerly Japan Credit Bureau) joined the organization in December 2004. IC card systems based on EMV are being phased in across the world, under names such as IC Credit and Chip and PIN.

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The purpose and goal of the EMV standard is to specify interoperability between EMV compliant IC cards and EMV compliant credit card payment terminals throughout the world. There are two major benefits to moving to smart card based credit card payment systems: improved security (with associated fraud reduction), and the possibility for finer control of offline credit card transaction approvals. EMV financial transactions are more secure against fraud than traditional credit card payments which use the data encoded in a magnetic stripe on the back of the card. Although not the only possible method, the majority of implementations of EMV cards and terminals confirm the identity of the cardholder by requiring the entry of a PIN (Personal Identification Number) rather than signing a paper receipt.

Value Added Products and Services

The Company's revenues are impacted by the use of optional value added products and services of TSYS processing systems. Value added products and services are optional features to which each client can choose to subscribe in order to potentially increase the financial performance of its portfolio. Value added products and services include: risk management tools and techniques, such as credit evaluation, fraud detection and prevention, and behavior analysis tools; and revenue enhancement tools and customer retention programs, such as loyalty programs and bonus rewards. These revenues can increase or decrease from period to period as clients subscribe to or cancel these services. Value added products and services are included primarily in electronic payment processing services revenue.

For the three months ended September 30, 2007 and 2006, value added products and services represented 12.8% and 12.5%, respectively, of total revenues. For the nine months ended September 30, 2007 and 2006, value added products and services represented 13.0% and 12.7%, respectively, of total revenues. Revenues from these products and services, which include some reimbursable items paid to third-party vendors, increased 6.1%, or \$3.4 million, and 7.4%, or \$12.0 million, for the three and nine months ended September 30, 2007 compared to the same periods last year.

The majority of the \$12.0 million increase in 2007 in value added products and services relates to the suite of tools the Company offers related to fraud detection. TSYS offers a suite of detection, prevention and management tools to more effectively manage portfolio risk and protect against fraud. These tools evaluate authorizations, payments, non-authorized transactions and account maintenance for fraud risk and help identify potential fraud patterns. Through the first nine months of 2007, fraud detection represents approximately 41.9% of the total value added products and services offered by the Company, as compared to 38.3% for the same period last year.

Major Customers

A significant amount of the Company's revenues is derived from long-term contracts with large clients, including its major customers. TSYS derives revenues from providing various processing, merchant acquiring and other services to these clients, including processing of consumer and commercial accounts, as well as revenues for reimbursable items. Refer to Note 4 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on major customers. The loss of these clients, or any significant client, could have a material adverse effect on the Company's financial position, results of operations and cash flows.

In October 2006, TSYS deconverted the Bank of America consumer card portfolio. TSYS continues to provide commercial and small business card processing for Bank of America and MBNA, as well as merchant processing for Bank of America, according to the terms of the existing agreements for those services. In 2007 TSYS provided debit card embossing services to Bank of America.

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In October 2004, TSYS finalized a definitive agreement with Chase to service the combined card portfolios of Chase Card Services and to upgrade its card-processing technology. Pursuant to the agreement, TSYS converted the consumer accounts of Chase to the modified version of TSYS processing system in July 2005. In July 2007, Chase had the option to either extend the processing agreement for up to five additional two-year periods or migrate the portfolio in-house, under a perpetual license of a modified version of TSYS processing system with a six-year payment term. Chase discontinued its processing agreement at the end of July 2007 according to the original schedule and began processing in-house using a modified version of TSYS processing system.

Although the revenues associated with the Chase licensing arrangement are expected to be much lower than the revenues associated with the Chase consumer processing arrangement, management believes the impact should not have a material adverse effect on TSYS financial position, results of operations or cash flows, as TSYS has planned and implemented a paring down of the resources dedicated to the consumer portfolio through employee attrition and/or redeployment, as well as through equipment lease expirations. TSYS expects to continue to support Chase in processing its commercial portfolio.

With the migration to a licensing arrangement and the resulting reduction in revenues, TSYS believes that the revenues from Chase for periods following the migration will represent less than 10% of TSYS total consolidated revenues.

Revenues from major customers for the periods reported are primarily attributable to the domestic-based support services segment and merchant acquiring services segment.

Electronic Payment Processing Services

Electronic payment processing services revenues are generated primarily from charges based on the number of accounts on file, transactions and authorizations processed, statements mailed, cards embossed and mailed, and other processing services for cardholder accounts on file. Cardholder accounts on file include active and inactive consumer credit, retail, debit, stored value, government services and commercial card accounts. Due to the strong organic growth of TSYS clients and the expanding use of cards, as well as increases in the scope of services offered to clients, revenues relating to electronic payment processing services have continued to grow. Revenues from electronic payment processing services increased \$8.4 million, or 3.6%, and \$29.9 million, or 4.4%, for the three and nine months ended September 30, 2007 compared to the same periods in 2006. The impact of acquisitions on consolidated electronic payment processing services revenues for the three and nine months ended September 30, 2007 was \$8.8 million and \$25.5 million, respectively.

TSYS deconverted the consumer portfolio of Bank of America in October 2006, and the Sears consumer MasterCard and private-label accounts in June 2006. The results for both the three and nine months ended September 30, 2006 include processing revenues of approximately \$43.4 million and \$158.0 million, respectively, associated with deconverted portfolios, including Bank of America and Sears. The Company was able to offset these losses in revenues in 2007 with the conversion of new accounts and the strong internal growth of existing clients.

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In August 2005, TSYS finalized a five year definitive agreement with Capital One Financial Corporation (Capital One) to provide processing services for its North American portfolio of consumer and small business credit card accounts. TSYS completed the conversion of Capital One's portfolio from its in house processing system to TSYS processing system in March 2007. TSYS expects to maintain the card processing functions of Capital One for at least five years. After a minimum of three years of processing with TSYS, the agreement provides Capital One the opportunity to license TSYS's processing system under a long-term payment structure.

AOF Data (in millions):

	2007	2006	% Change
At September 30,	357.1	400.0	(10.7)
QTD Average	384.3	385.8	(0.4)
YTD Average	412.1	413.6	(0.4)

AOF by Portfolio Type (in millions):

	2007		2006		
At September 30,	AOF	%	AOF	%	% Change
Consumer	197.0	55.2	259.3	64.8	(24.0)
Retail	47.9	13.4	51.5	12.9	(7.0)
At September 30,	AOF	%	AOF	%	% Change
Stored value	46.3	13.0	31.7	7.9	46.2
Commercial	37.5	10.5	32.5	8.1	15.6
Government services	23.2	6.5	20.7	5.2	11.8
Debit	5.2	1.4	4.3	1.1	19.4
Total	357.1	100.0	400.0	100.0	(10.7)

AOF by Geographic Area (in millions):

	2007		2006		
At September 30,	AOF	%	AOF	%	% Change
Domestic	284.5	79.7	334.0	83.5	(14.8)
International	72.6	20.3	66.0	16.5	10.0
Total	357.1	100.0	400.0	100.0	(10.7)

Note: The accounts on file distinction between domestic and international is based on the geographic domicile of the Company's processing clients.

Activity in AOF (in millions):

	September 2006 to September 2007	September 2005 to September 2006
Beginning balance	400.0	430.1
Internal growth of existing clients	32.0	38.0
New clients	71.0	33.1
Purges/Sales	(9.6)	(13.9)
Deconversions	(136.3)	(87.3)

Ending balance	357.1	400.0
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Merchant Acquiring Services

Merchant acquiring services revenues are derived from providing acquiring solutions, related systems and integrated support services to financial institutions and other merchant acquirers. Revenues from merchant acquiring services include processing all payment forms including credit, debit, prepaid, electronic benefit transfer and electronic check for merchants of all sizes across a wide array of retail market segments. Merchant acquiring services products and services include: authorization and capture of transactions; clearing and settlement of transactions; information reporting services related to transactions; merchant billing services; and point-of-sale equipment sales and service.

Revenues from merchant acquiring services are mainly generated by TSYS wholly owned subsidiary TSYS Acquiring Solutions, L.L.C. (TSYS Acquiring) and majority owned subsidiary GP Network Corporation. Merchant acquiring services revenues for the three and nine months ended September 30, 2007 was \$65.2 million and \$190.1 million, respectively, compared to \$65.5 million and \$195.3 million for the same periods last year. The decrease is attributable to client deconversions in the terminal distribution businesses and price compression. The losses were mitigated by the internal transaction growth of existing clients.

TSYS Acquiring's results are driven by the authorization and capture transactions processed at the point-of-sale and clearing and settlement transactions. TSYS Acquiring's authorization and capture transactions are primarily through dial-up or Internet connectivity.

Revenues from other services consist primarily of revenues generated by TSYS wholly owned subsidiaries not included in electronic payment processing services or merchant acquiring services, as well as TSYS business process management services. Revenues from other services increased \$8.6 million, or 19.4%, and \$27.4 million, or 20.4%, for the three and nine months ended September 30, 2007, compared to the same periods in 2006. The impact of acquisitions on consolidated other services revenues for the three and nine months ended September 30, 2007 was \$6.9 million and \$17.8 million, respectively.

On November 16, 2006, TSYS announced a joint venture with Merchants called TSYS Managed Services. Refer to Note 10 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on TSYS Managed Services.

Prior to the agreement, TSYS contracted with Merchants to provide managed services to TSYS international clients, and these services were characterized as reimbursable items. With the new agreement, these services are now characterized as other services revenues. TSYS Managed Services operates as a separate, majority-owned subsidiary of TSYS.

In May 2006, TSYS collection subsidiary renegotiated a contract with its largest client. One of the provisions that was changed related to the handling of attorney fees and court costs. In reviewing the indicators set forth in EITF 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*, TSYS met the indicators of gross reporting, specifically TSYS is the primary obligor and adds value as part of the service. As a result, TSYS has recognized \$28.7 million and \$72.6 million of attorney fees and court costs for the three and nine months ended September 30, 2007, respectively, as reimbursable items in reimbursable revenues and reimbursable expenses.

Table of Contents*Reimbursable Items*

As a result of the FASB's Emerging Issues Task Force No. 01-14 (EITF No. 01-14), *Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred*, the Company has included reimbursements received for out-of-pocket expenses as revenues and expenses. Reimbursable items decreased \$933,000, or 0.9%, and increased \$12.0 million, or 4.5%, for the three and nine months ended September 30, 2007, respectively, as compared to the same periods last year. The impact of acquisitions on consolidated reimbursable items for the three and nine months ended September 30, 2007 was a decrease of \$3.7 million and \$11.8 million, respectively, related to the recharacterization of TSYS Managed Services revenues discussed above. In connection with the renegotiated contract discussed in other services revenues, TSYS recognized approximately \$28.7 million and \$72.6 million of attorney fees and court costs as additional reimbursable items for the three and nine months ended September 30, 2007, respectively.

The majority of reimbursable items relates to the Company's domestic-based clients and is primarily costs associated with postage. The Company's reimbursable items are impacted with changes in postal rates and changes in the volumes of all mailing activities by its clients. Effective May 14, 2007, the United States Postal Service increased the rate of first class mail.

Operating Expenses

Total expenses decreased 0.9% and increased 1.9% for the three and nine months ended September 30, 2007, respectively, compared to the same periods in 2006. The fluctuation in expense includes an increase of \$3.4 million and \$10.6 million for the three and nine months ended September 30, 2007, respectively, related to the effects of currency translation of its foreign-based subsidiaries, branches and divisions. The impact of acquisitions on consolidated total expenses for the three and nine months ended September 30, 2007 was \$10.1 million and \$26.5 million, respectively. Excluding reimbursable items, total expenses decreased 0.8% and increased 1.0% for the three and nine months ended September 30, 2007, respectively, compared to the same periods in 2006. The fluctuation in operating expenses is attributable to changes in each of the expense categories as described below.

Salaries and Other Personnel Expense

Summarized below are the major components of salaries and other personnel expense for the three and nine months ended September 30:

(in thousands)	Three months ended September 30,			Nine months ended September 30,		
	2007	2006	% Change	2007	2006	% Change
Salaries	\$107,601	101,050	6.5%	\$312,784	284,959	9.8%
Employee benefits	25,567	31,124	(17.9)	78,644	79,949	(1.6)
Nonemployee wages	12,829	12,405	3.4	36,083	33,201	8.7
Share-based compensation	3,285	2,129	54.3	9,881	6,574	50.3
Other	3,445	2,810	22.6	10,113	9,030	12.0
Less capitalized expenses	(7,737)	(10,312)	(25.0)	(16,539)	(32,782)	(49.5)
Total	\$144,990	139,206	4.2%	\$430,966	380,931	13.1%

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Salaries and other personnel expense increased \$5.8 million, or 4.2%, and \$50.0 million, or 13.1%, for the three and nine months ended September 30, 2007, respectively, compared to the same periods in 2006. The impact of acquisitions on consolidated salaries and other personnel expenses for the three and nine months ended September 30, 2007 was \$9.6 million and \$24.3 million, respectively. In addition, the change in salaries and other personnel expense is associated with the normal salary increases and related benefits, offset by the lower level of employment costs capitalized as software development and contract acquisition costs. Salaries and other personnel expense include the accrual for performance-based incentive benefits, which includes bonuses, profit sharing and employer 401(k) expenses. For the three months ended September 30, 2007 and 2006, the Company accrued \$10.7 million and \$14.8 million, respectively, for performance-based incentives. For the nine months ended September 30, 2007 and 2006, the Company accrued \$30.4 million and \$26.3 million, respectively, for performance-based incentives.

Capitalized salaries and personnel expenses decreased \$2.6 million and \$16.2 million for the three and nine months ended September 30, 2007, respectively, as compared to the same periods in 2006, as a result of client conversion activity in 2006 being substantially completed by the fourth quarter of 2006.

The Company's salaries and other personnel expense is greatly influenced by the number of employees. Below is a summary of the Company's employee data:

Employee Data:

			%
(Full-time Equivalents)	2007	2006	Change
At September 30,	6,775	6,788	(0.2)
QTD Average	6,751	6,640	1.7
YTD Average	6,752	6,616	2.0

The Company gained 544 employees through the acquisitions of TSYS Card Tech and TSYS Managed Services.

Share-based compensation expenses include the impact of expensing the fair value of stock options in 2007, as well as expenses associated with nonvested shares. For the three months ended September 30, 2007, share-based compensation was \$3.3 million, compared to \$2.1 million for the same period in 2006. For the nine months ended September 30, 2007, share-based compensation was \$9.9 million, compared to \$6.6 million for the same period in 2006.

Net Occupancy and Equipment Expense

Summarized below are the major components of net occupancy and equipment expense:

	Three months ended September 30,			Nine months ended September 30,		
(in thousands)	2007	2006	% Change	2007	2006	% Change
Depreciation and amortization	\$26,530	31,223	(15.0)%	\$ 81,465	92,422	(11.9)%
Equipment and software rentals	18,896	26,451	(28.6)	62,026	83,494	(25.7)
Repairs and maintenance	12,342	12,647	(2.4)	33,889	34,254	(1.1)
Asset impairments	538		nm	538		nm
Other	10,409	7,562	37.7	27,424	24,283	12.9
Total	\$68,715	77,883	(11.8)%	\$205,342	234,453	(12.4)%

nm = not meaningful

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Net occupancy and equipment expense decreased \$9.2 million, or 11.8%, and \$29.1 million, or 12.4%, for the three and nine months ended September 30, 2007, respectively, over the same periods in 2006. The impact of acquisitions on consolidated net occupancy and equipment expenses for the three and nine months ended September 30, 2007 was \$1.8 million and \$4.8 million, respectively.

Depreciation and amortization decreased for the three and nine months ended September 30, 2007, as compared to the same periods in 2006, as a result of the acceleration in 2006 of amortization of software licenses that were based on processing capacity agreements commonly referred to as millions of instructions per second or MIPS. These licenses are amortized using a units-of-production basis. As a result of the deconversions in 2006, TSYS' total future MIPS declined, resulting in a decrease in software amortization for the periods subsequent to the deconversion dates.

The Company's equipment and software rentals also decreased for the three and nine months ended September 30, 2007, as compared to the three and nine months ended September 30, 2006, as a result of software licenses that are leased under processing capacity or MIPS agreements and the leasing of less equipment in 2007 compared to the same periods in 2006.

Spin Assessment Expenses

In July, Synovus' Board of Directors appointed a special committee of independent directors to make a recommendation with respect to whether to distribute Synovus' ownership interest in TSYS to Synovus' shareholders. As a result, the TSYS Board of Directors formed a special committee of independent TSYS directors to consider the terms of any proposed spin-off by Synovus of its ownership interest in TSYS, including the size of the pre-spin cash dividend. TSYS incurred expenses associated with advisory and legal services in connection with the spin assessment. During the three and nine months ended September 30, 2007, the Company incurred approximately \$1.7 million of spin assessment expenses. The Company expects to incur more of these expenses in the fourth quarter of 2007.

Other Operating Expenses

Summarized below are the major components of other operating expenses for the three and nine months ended September 30, 2007 and 2006:

<i>(in thousands)</i>	Three months ended September 30,			Nine months ended September 30,		
	2007	2006	% Change	2007	2006	% Change
Third-party data processing services	\$9,334	9,479	(1.5)	\$30,046	30,256	(0.7)
Professional advisory services	9,310	5,621	65.6	21,713	17,314	25.4
Travel and business development	5,907	5,383	9.7	18,238	14,324	27.3
Supplies and stationery	4,729	6,811	(30.6)	14,821	21,693	(31.7)
Amortization of conversion costs	3,775	4,533	(16.7)	11,915	13,913	(14.4)
Court costs associated with debt collection services	2,541	6,576	(61.4)	9,458	20,647	(54.2)
Management fees	2,251	1,953	15.3	6,792	6,784	0.1
Amortization of acquisition intangibles	704	1,518	(53.6)	2,466	3,234	(23.7)
Bad debt expense (recoveries)	318	157	102.5	507	(60)	nm
Terminal deployment costs	256		nm	583	125	366.4

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(in thousands)	Three months ended September 30,			Nine months ended September 30,		
	2007	2006	% Change	2007	2006	% Change
Transaction processing provisions	93	414	(77.5)	531	7,914	(93.3)
Other	13,188	10,547	25.0	38,843	34,308	13.2
Totals	\$52,406	52,992	(1.1)	\$155,913	170,452	(8.5)

nm = not meaningful

Other operating expenses include, among other things, amortization of conversion costs, costs associated with delivering merchant services, professional advisory fees and court costs associated with the Company's debt collection business. Other operating expenses also include charges for processing errors, contractual commitments and bad debt expense. As described in the Critical Accounting Policies section in the 2006 Form 10-K, management's evaluation of the adequacy of its transaction processing reserves and allowance for doubtful accounts is based on a formal analysis which assesses the probability of losses related to contractual contingencies, processing errors and uncollectible accounts. Increases and decreases in transaction processing provisions and charges for bad debt expense are reflected in other operating expenses.

Other operating expenses for the three and nine months ended September 30, 2007 decreased \$0.6 million, or 1.1%, and decreased \$14.5 million, or 8.5%, respectively, as compared to the same periods in 2006. The decrease in operating expenses is primarily the result of the recognition of attorney fees and court costs associated with debt collection services as reimbursable items. The impact of acquisitions on consolidated other operating expenses for the three and nine months ended September 30, 2007 was \$2.4 million and \$9.1 million, respectively.

Operating Income

Operating income increased 26.2% and 19.2% for the three and nine months ended September 30, 2007, respectively, over the same periods in 2006. The Company's operating profit margin for the three and nine months ended September 30, 2007 was 19.9% and 20.2%, respectively, compared to 16.4% and 17.8% for the same periods last year. TSYS' operating margin increased for the three and nine months ended September 30, 2007, as compared to the same periods in 2006, as the result of cost control measures that allowed the Company to decrease expenses at a rate greater than the previously forecasted decreases in revenues.

Nonoperating Income (Expense)

Interest income for the three months ended September 30, 2007 was \$7.0 million, an increase of \$3.6 million, compared to \$3.4 million for the same period in 2006. Interest income for the nine months ended September 30, 2007 was \$18.6 million, an increase of \$9.3 million, compared to \$9.3 million for the same period in 2006. The increase in interest income is primarily attributable to the accumulation of cash available for investment and changes in short-term interest rates.

Interest expense for the three months ended September 30, 2007 was \$916,000, an increase of \$681,000 compared to \$235,000 for the same period in 2006. Interest expense for the nine months ended September 30, 2007 was \$1.5 million, an increase of \$1.1 million compared to \$364,000 for the same period in 2006. The increase in interest expense in 2007 compared to 2006 relates to the increased borrowings undertaken by the Company. Refer to Note 6 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on long-term debt.

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Occasionally, the Company will provide financing to its subsidiaries in the form of an intercompany loan, which is required to be repaid in U.S. dollars. For its subsidiaries whose functional currency is something other than the U.S. dollar, the translated balance of the financing (liability) is adjusted upward or downward to match the U.S.-dollar obligation (receivable) on the Company's financial statements. The upward or downward adjustment is recorded as a gain or loss on foreign currency translation. As a result of these financing arrangements, the Company recorded a foreign currency translation gain on the Company's financing for the three and nine months ended September 30, 2007 of \$2.0 million and \$3.3 million, respectively. The balance of these financing arrangements at September 30, 2007 was approximately \$4.8 million.

On August 3, 2007, the Company's European operation obtained a loan of approximately £33.0 million or approximately \$67.7 million from a third party mainly to repay the U.S. parent loan. Refer to Note 6 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on the long-term financing arrangement.

The Company records foreign currency translation adjustments on foreign-denominated balance sheet accounts. The Company maintains several cash accounts denominated in foreign currencies, primarily in Euros and British Pounds Sterling (BPS). As the Company translates the foreign-denominated cash balances into U.S. dollars, the translated cash balance is adjusted upward or downward depending upon the foreign currency exchange movements. The upward or downward adjustment is recorded as a gain or loss on foreign currency translation in the Company's statements of income. As those cash accounts have increased, the upward or downward adjustments have increased. The translation loss related to these and other balance sheet accounts was \$1.1 million and \$2.6 million for the three and nine months ended September 30, 2007, respectively. The balance of the Company's foreign-denominated cash accounts subject to risk of translation gains or losses at September 30, 2007 was approximately \$57.1 million, the majority of which is denominated in Euros.

Income Taxes

TSYS' effective income tax rate for the three months ended September 30, 2007 was 31.1%, compared to 29.4% for the same period in 2006. The effective income tax rate for the nine months ended September 30, 2007 was 34.7% compared to 32.8% for the same period in 2006. The calculation of the effective tax rate is income taxes plus income taxes associated with equity income divided by TSYS' pretax income adjusted for minority interests in consolidated subsidiaries' net income and equity pre-tax earnings of its equity investments. Refer to Note 11 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on income taxes.

In the normal course of business, TSYS is subject to examinations from various tax authorities. These examinations may alter the timing or amount of taxable income or deductions or the allocation of income among tax jurisdictions. During the third quarter, the resolution of a state income tax examination resulted in a reduction in previously recorded income tax liabilities of \$5.7 million. The majority of this reduction in the liability reduced income tax expense for the three months ended September 30, 2007 and lowered the effective tax rate by 5.7%.

In July 2006, TSYS changed the structure of its European operation from a branch structure that will facilitate continued expansion in the European region. As a result of the new structure, TSYS reduced previously established tax reserves that would no longer be required under the new structure in the amount of \$5.6 million in the third quarter of 2006. In the third quarter of 2006, TSYS also reassessed its contingencies for federal and state exposures, which resulted in an increase in tax liability by approximately \$1.5 million.

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TSYS continually monitors and evaluates the potential impact of current events and circumstances on the estimates and assumptions used in the analysis of its income tax positions, and, accordingly, TSYS' effective tax rate may fluctuate in the future.

Equity in Income of Equity Investments

The Company has two equity investments located in Mexico and China that are accounted for under the equity method of accounting. TSYS' share of income from its equity in equity investments was \$2.0 million and \$1.2 million for the three months ended September 30, 2007 and 2006, respectively. TSYS' share of income from its equity in equity investments was \$3.9 million and \$3.1 million for the nine months ended September 30, 2007 and 2006, respectively.

Net Income

Net income for the three months ended September 30, 2007 increased 26.7%, or \$14.5 million, to \$68.8 million, or basic and diluted earnings per share of \$0.35, compared to \$54.3 million, or basic and diluted earnings per share of \$0.28, for the same period in 2006. Net income for the nine months ended September 30, 2007 increased 18.3%, or \$29.7 million, to \$191.8 million, or basic and diluted earnings per share of \$0.98 and \$0.97, respectively, compared to \$162.1 million, or basic and diluted earnings per share of \$0.82, for the same period in 2006.

Net Profit Margin

The Company's net profit margin for the three months ended September 30, 2007 was 15.0%, compared to 12.3% for the same period last year. The Company's net profit margin for the nine months ended September 30, 2007 was 14.2%, compared to 12.6% for the same period last year.

TSYS' net profit margin increased for the quarter and year-to-date as the result of management's focus on expense controls, decreased amortization and increased interest income offset by increased expenses associated with a higher effective tax rate.

Profit Margins and Reimbursable Items

Management believes that reimbursable items distort operating and net profit margins as defined by generally accepted accounting principles. Management evaluates the Company's operating performance based upon operating and net profit margins excluding reimbursable items. Management believes that operating and net profit margins excluding reimbursable items are more useful because reimbursable items do not impact profitability as the Company receives reimbursement for expenses incurred on behalf of its clients.

Below is the reconciliation between reported margins and adjusted margins excluding reimbursable items for the three and nine months ended September 30, 2007 and 2006, respectively:

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<i>(in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Operating income	\$ 91,219	72,257	272,814	228,845
Net income	\$ 68,802	54,306	191,763	162,106
Total revenues	\$ 457,565	441,815	1,347,324	1,283,270
Operating margin (as reported)	19.9%	16.4%	20.2%	17.8%
Net profit margin (as reported)	15.0%	12.3%	14.2%	12.6%
Revenue before reimbursable items	\$ 359,022	342,338	1,066,727	1,014,681
Adjusted operating margin	25.4%	21.1%	25.6%	22.6%
Adjusted net profit margin	19.2%	15.9%	18.0%	16.0%

Projected Outlook for 2007

Excluding the one-time Bank of America contract-termination fee in 2006 of approximately \$68.9 million and the acceleration of amortization of Bank of America contract acquisition costs of approximately \$6 million, net income is expected to increase between 20%-22% in 2007 compared to 2006. Based on generally accepted accounting principles (GAAP), TSYS estimated 2007 net income is expected to increase between 0%-2% as compared to 2006. TSYS earnings guidance does not include the expenses associated with the intended spin-off of TSYS by Synovus.

TSYS 2007 earnings guidance is based on the following assumptions: (1) Including the Bank of America contract termination fee of approximately \$68.9 million in 2006 and an acceleration of amortization of contract acquisition costs of approximately \$6 million, estimated total revenues will decline 3%-2% in 2007. Excluding the termination fee and reimbursable items, revenues will increase by 3%-5% over 2006; (2) expense reductions in employment, equipment, leases and other areas that are included in 2007 estimates will be accomplished; and (3) TSYS will not incur significant expenses associated with the conversion of new large clients and/or acquisitions, or any significant impairment of goodwill or other intangibles.

Presentation of revenues and net income excluding the Bank of America termination fee, acceleration of amortization of contract acquisition costs and reimbursable items are non-GAAP financial measures. The following table reconciles the range of changes from 2006 to 2007, comparing non-GAAP financial measures to GAAP financial measures.

	Range of Guidance (\$ in millions)		Percent Change
	2007 Forecast	2006	
Net income	\$ 250 to \$255	\$ 249	0% to 2%
Less: termination fee, net of acceleration of amortization of contract acquisition costs, net of tax		(\$41)	
	\$ 250 to \$255	\$ 208	20% to 22%

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Net income, excluding impact of termination fee, net of
acceleration of amortization of contract acquisition costs

Total revenues	\$ 1,742 to \$1,760	\$ 1,787	(3%) to (2%)
Less: reimbursable items	(\$329)	(\$353)	
Less: termination fee, net of related contract acquisition cost amortization*		(\$65)	
Revenues, excluding reimbursable items and net termination fee	\$ 1,413 to \$1,431	\$ 1,369	3% to 5%

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* Note: TSYS accelerated the amortization of approximately \$6 million in contract acquisition costs (comprised of \$4 million of amortization related to payments for processing rights, which was recorded as a reduction of revenues, and \$2 million of amortization expense related to conversion costs).

TSYS believes the table above presents meaningful information to assist investors in understanding the company's financial estimates for changes in total revenues and net income from 2006 to 2007 as a result of the Bank of America consumer portfolio deconversion, as the non-GAAP financial measures exclude amounts that the Company does not consider part of ongoing operating results. The non-GAAP financial percentage changes should not be considered by themselves or as a substitute for the GAAP percentage changes year over year. The non-GAAP measures should be considered as an additional view of the way TSYS' financial measures are affected by the one-time Bank of America contract termination fee, acceleration of amortization of contract acquisition costs and reimbursable items; and should be used in conjunction with all publicly filed financial statements and reports.

Financial Position, Liquidity and Capital Resources

The Condensed Consolidated Statements of Cash Flows detail the Company's cash flows from operating, investing and financing activities. TSYS' primary method of funding its operations and growth has been cash generated from current operations and the use of leases. TSYS has occasionally used borrowed funds to supplement financing of capital expenditures and acquisitions.

Cash Flows From Operating Activities

<i>(in thousands)</i>	Nine months ended September 30,	
	2007	2006
Net income	\$ 191,763	162,106
Depreciation and amortization	114,213	130,306
Dividends from equity investments	2,994	2,371
Other noncash items and charges, net	(346)	(11,429)
Net change in current and long-term assets and current and long-term liabilities	(61,146)	(52,950)
Net cash provided by operating activities	\$ 247,478	230,404

TSYS main source of funds is derived from operating activities, specifically net income. During the nine months ended September 30, 2007, the Company generated \$247.5 million in cash from operating activities compared with \$230.4 million for the same period last year. The increase in 2007 in net cash provided by operating activities was primarily the result of increased net income offset by lower depreciation and amortization.

Net change in current and long-term assets and current and long-term liabilities include accounts receivable, prepaid expenses, other current assets and other assets, accounts payable, accrued salaries and employee benefits, other current liabilities and other liabilities. The change in accounts receivable at September 30, 2007, as compared to December 31, 2006, is the result of timing of collections compared to billings. The change in accounts payable and other liabilities for the same period is the result of the timing of payments, funding of performance-based incentives and payments of vendor invoices.

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Table of Contents*Dividends Received from Equity Investments*

During the first nine months of 2007, the Company received a dividend payment of \$3.0 million from TSYS de México, compared to \$2.4 million for the same period last year.

Cash Flows From Investing Activities

(in thousands)	Nine months ended September 30,	
	2007	2006
Purchases of property and equipment, net	\$(36,420)	(21,203)
Additions to licensed computer software from vendors	(8,194)	(9,650)
Additions to internally developed computer software	(11,749)	(13,699)
Cash used in acquisitions, net of cash acquired	(472)	(70,578)
Additions to contract acquisition costs	(20,878)	(39,578)
Net cash used in investing activities	\$(77,713)	(154,708)

The major uses of cash for investing activities have been the addition of property and equipment, primarily computer equipment, the purchase of licensed computer software and internal development of computer software, investments in contract acquisition costs associated with obtaining and servicing new or existing clients, and business acquisitions. The Company used \$77.7 million in cash for investing activities for the nine months ended September 30, 2007, compared to \$154.7 million for the same period in 2006. The major use of cash for investing activities in 2007 was for the addition of equipment and contract acquisition costs. The major use of cash for investing activities in 2006 was for acquisitions.

Property and Equipment

Capital expenditures for property and equipment during the three month periods ended September 30, 2007 and 2006 were \$15.0 million and \$6.9 million, respectively. For the nine month period ended September 30, 2007 capital expenditures for property and equipment were \$36.4 million compared to \$21.2 million for the same period last year. The increase in capital expenditures for property and equipment in 2007 related to production and processing equipment.

Licensed Computer Software from Vendors

Expenditures for licensed computer software from vendors were \$3.4 million and \$5.2 million for the three months ended September 30, 2007 and 2006, respectively. Expenditures for licensed computer software from vendors were \$8.2 million and \$9.6 million for the nine months ended September 30, 2007 and 2006, respectively.

Internally Developed Computer Software Costs

Additions to capitalized software development costs for the nine months ended September 30, 2007 were \$11.7 million compared to \$13.7 million for the same period in 2006.

Cash Used in Acquisitions

The Company's cash used in acquisitions, net of cash acquired was \$0.5 million compared to \$70.6 million for the nine months ended September 30, 2007 and 2006, respectively. In 2006, TSYS acquired TSYS Card Tech for approximately \$59.3 million and increased its ownership in CUP Data for approximately \$15.6 million.

Contract Acquisition Costs

TSYS makes cash payments for processing rights, third-party development costs and other direct salary-related costs in connection with converting new customers to the Company's processing systems. The Company's investments in contract acquisition costs were \$11.3 million for the three months ended September 30, 2007, bringing the total for 2007 to \$20.9 million, compared to \$39.6 million for the nine months ended September 30, 2006. The Company had cash payments for processing rights of approximately \$6.9 million and \$12.8 million during the three and nine months ended September 30, 2007, respectively, compared to \$7.5 million and \$10.7 million for the same periods last year.

Conversion cost additions were \$8.1 million and \$28.9 million for the nine months ended September 30, 2007 and 2006, respectively. The decrease in the amount of conversion cost additions for 2007, as compared to 2006, is the

result of decreased activity related to fewer conversions occurring in 2007 versus 2006.

Cash Flows From Financing Activities

<i>(in thousands)</i>	Nine months ended September 30,	
	2007	2006
Dividends paid on common stock	\$ (41,425)	(37,504)
Repurchase of common stock		(21,843)
Proceeds from borrowings of long-term debt	73,968	
Proceeds from exercise of stock options	5,258	3,725
Excess tax benefit from share-based payment arrangements	4,022	1,646
Principal payments on long-term debt borrowings and capital lease obligations	(3,893)	(1,561)
Net cash provided by (used in) financing activities	\$ 37,930	(55,537)

The major use of cash for financing activities has been the payment of dividends and repurchase of common stock. The main source of cash from financing activities has been the occasional use of borrowed funds and the exercise of stock options. Net cash provided by financing activities for the nine months ended September 30, 2007 was \$37.9 million mainly as proceeds from borrowings of long-term debt. Net cash used in financing activities for the nine months ended September 30, 2006 was \$55.5 million mainly as a result of the payments of dividends.

On October 25, 2007, TSYS announced that it has entered into an agreement and plan of distribution with Synovus under which Synovus plans to distribute all of its shares of TSYS stock to Synovus shareholders in a spin-off. Synovus currently owns 80.7% of TSYS. Prior to the spin-off transaction and in accordance with the agreement and plan of distribution, TSYS has agreed to pay a one-time aggregate cash dividend of \$600 million to all TSYS shareholders, including Synovus. TSYS expects that the dividend will be funded by a combination of cash on hand and the use of a revolving credit facility. A \$500 million revolving credit facility is anticipated to be finalized prior to the spin-off, of which \$200 million will be used to fund the cash dividend. The remaining \$400 million to fund the dividend will be from cash on hand. Refer to Notes 6 and 12 for more information on the TSYS spin-off subsequent event and long-term debt financing.

Through the first nine months of 2007, the Company recognized \$4.0 million of tax benefits from share-based compensation, as compared to \$1.6 million for the same period in 2006. For share-based payment arrangements, the Company recognizes tax benefits from the exercise of stock options. The Company records these tax benefits from share-based compensation costs as cash inflows in the financing section in the Statement of Cash Flows.

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Stock Repurchase Plan

On April 20, 2006, TSYS announced that its board had approved a stock repurchase plan to purchase up to 2 million shares, which represents slightly more than five percent of the shares of TSYS stock held by shareholders other than Synovus. The shares may be purchased from time to time over a two year period and will depend on various factors including price, market conditions, acquisitions and the general financial position of TSYS. Repurchased shares will be used for general corporate purposes.

Subject to the completion of the spin-off, the TSYS Board of Directors has extended to April 2010 TSYS' current share repurchase program that was set to expire in April 2008 and increased the number of shares that may be repurchased under the plan from up to 2 million to up to 10 million. Refer to Note 12 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on the TSYS spin-off subsequent event.

During the nine months ended September 30, 2007, TSYS did not purchase any shares of TSYS common stock. The Company has approximately 898,000 shares remaining that could be repurchased under the share repurchase plan.

Financing

On August 3, 2007, the Company's European operation obtained a loan of approximately £33.0 million or approximately \$67.7 million from a third party mainly to repay the U.S. parent loan. Refer to Note 6 in the Notes to Unaudited Condensed Consolidated Financial Statements for more information on the long-term financing arrangement.

In January 2007, the Company's operation in Japan borrowed ¥250 million, or approximately \$2.1 million, through a short-term note. The interest rate on the note is the Japan prime rate plus 375 basis points. The term of the note is one year.

In connection with the formation of TSYS Managed Services, TSYS and Merchants agreed to provide long-term financing to TSYS Managed Services. Refer to Note 6 of the Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding the long-term financing arrangement between TSYS Managed Services and Merchants. At the end of September 2007, the balance of the financing arrangement was approximately £2.0 million, or approximately \$4.0 million.

Dividends

Dividends on common stock of \$13.8 million were paid during the three months ended September 30, 2007, bringing the total for 2007 to \$41.4 million compared to \$37.5 million paid during the nine months ended September 30, 2006. On May 25, 2006, the Company announced an increase in its quarterly dividend of 16.7% from \$0.06 to \$0.07 per share.

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On October 25, 2007, TSYS announced that it has entered into an agreement and plan of distribution with Synovus under which Synovus plans to distribute all of its shares of TSYS stock to Synovus shareholders in a spin-off. Synovus currently owns 80.7% of TSYS. Based on the number of TSYS shares outstanding as of September 30, 2007, it is expected that TSYS shareholders as of a record date to be determined by the TSYS board (expected to be on or around December 17, 2007), will receive a special cash dividend of approximately \$3.04 per share. The final per share dividend will be determined based on the number of TSYS shares outstanding on the record date for the TSYS cash dividend. TSYS intends for its annual dividend per share to remain at \$0.28. Refer to Note 12 of the Notes to Unaudited Condensed Consolidated Financial Statements for more information on the TSYS spin-off subsequent event.

Significant Noncash Transactions

Refer to Note 7 of the Notes to Unaudited Condensed Consolidated Financial Statements for more information about supplementary cash flow information.

Foreign Exchange

TSYS operates internationally and is subject to potentially adverse movements in foreign currency exchange rates. Since December 2000, TSYS has not entered into foreign exchange forward contracts to reduce its exposure to foreign currency rate changes. TSYS continues to analyze potential hedging instruments to safeguard it from significant foreign currency translation risks.

Impact of Inflation

Although the impact of inflation on its operations cannot be precisely determined, the Company believes that by controlling its operating expenses, and by taking advantage of more efficient computer hardware and software, it can minimize the impact of inflation.

Working Capital

TSYS may seek additional external sources of capital in the future. The form of any such financing will vary depending upon prevailing market and other conditions and may include short-term or long-term borrowings from financial institutions or the issuance of additional equity and/or debt securities such as industrial revenue bonds. However, there can be no assurance that funds will be available on terms acceptable to TSYS. Management expects that TSYS will continue to be able to fund a significant portion of its capital expenditure needs through internally generated cash in the future, as evidenced by TSYS current ratio of 3.8:1. At September 30, 2007, TSYS had working capital of \$711.1 million compared to \$448.9 million at December 31, 2006.

Legal Proceedings

The Company is subject to lawsuits, claims and other complaints arising out of the ordinary conduct of its business. In the opinion of management, based in part upon the advice of legal counsel, all matters are believed to be adequately covered by insurance, or if not covered, are believed to be without merit or are of such kind or involve such amounts that would not have a material adverse effect on the financial position, results of operations or cash flows of the Company if disposed of unfavorably. The Company establishes reserves for expected future litigation exposures that TSYS determines to be both probable and reasonably estimable.

Recent Accounting Pronouncements

The Company's Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the SEC, contains a discussion of recent accounting pronouncements and the expected impact on the Company's financial statements.

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In March 2007, the Emerging Issues Task Force (EITF) reached a consensus on EITF Issue No. 06-10 (EITF 06-10), *Accounting for Collateral Split-Dollar Life Insurance Arrangements*. This guidance requires that for an endorsement split-dollar life insurance arrangement (in which a company owns and controls the insurance policy), an employer should recognize a liability for future benefits in accordance with either Statement of Financial Accounting Standards No. 106, *Employers' Accounting for Postretirement Benefits Other Than Pensions* or Accounting Principles Board Opinion No. 12, *Omnibus Opinion 1967* if the employer has agreed to maintain a life insurance policy during the employee's retirement or provide the employee with a death benefit based on the substantive arrangement with the employee. Entities should recognize the effects of applying the consensus in this guidance as a change in accounting principle through a cumulative-effect adjustment to retained earnings and other components of equity or net assets in the statement of financial position. EITF 06-10 is effective for fiscal years beginning after December 15, 2007. The Company is currently evaluating the impact of adopting EITF 06-10 on its financial position, results of operations and cash flows, but has not yet completed its assessment.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 (SFAS No. 159), *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. An entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of adopting SFAS No. 159 on its financial position, results of operations and cash flows, but has not yet completed its assessment.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS No. 157), *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal periods beginning after November 15, 2007. The Company does not expect the impact of adopting SFAS No. 157 on its financial position, results of operations and cash flows to be material.

In September 2006, the EITF reached a consensus on EITF Issue No. 06-4 (EITF 06-4), *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements*. EITF 06-4 requires an employer to recognize a liability for future benefits based on the substantive agreement with the employee. EITF 06-4 requires a company to use the guidance prescribed in FASB Statement No. 106, *Employers' Accounting for Postretirement Benefits Other Than Pensions* and Accounting Principles Board Opinion No. 12, *Omnibus Opinion 1967*, when entering into an endorsement split-dollar life insurance agreement and recognizing the liability. EITF 06-4 is effective for fiscal periods beginning after December 15, 2007. The Company is currently evaluating the impact of adopting EITF 06-4 on its financial position, results of operations and cash flows, but has yet to complete its assessment.

Forward-Looking Statements

Certain statements contained in this filing which are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act (the Act). These forward-looking statements include, among others: (i) TSYS plans to continue to expand its service offerings internationally; (ii) TSYS expectation that it will continue to grow its international revenues in the future through acquisitions, business expansion, new client signings and internal growth; (iii) TSYS expectation that the migration of Chase from a processing arrangement to a licensing arrangement will not have a material adverse impact on TSYS; (iv) TSYS expectation that it will continue to support Chase in processing its commercial portfolio; (v) TSYS expectation that it will maintain the card processing functions

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of Capital One for at least five years; (vi) TSYS' expected net income growth for 2007; (vii) management's expectation that TSYS will continue to be able to fund a significant portion of its capital expenditure needs through internally generated cash in the future; (viii) TSYS' belief with respect to lawsuits, claims and other complaints; (ix) the expected financial impact of recent accounting pronouncements; (x) management's expectations about the spin-off, the pre-spin cash dividend and the timing and funding thereof, and the benefits associated with the spin-off; (xi) TSYS' expectation with respect to the amount of the annual dividend to shareholders; and the assumptions underlying such statements, including, with respect to TSYS' expected increase in net income for 2007: (a) including the Bank of America contract termination fee in 2006 of approximately \$68.9 million and an acceleration of amortization of contract acquisition costs of approximately \$6 million, estimated total revenues will decline 3%-2% in 2007 and excluding the termination fee and reimbursable items, estimated revenues will increase by 3%-5% over 2006; (b) expense reductions in employment, equipment, leases and other areas which are included in 2007 estimates will be accomplished; and (c) TSYS will not incur significant expenses associated with the conversion of new large clients and/or acquisitions, or any significant impairment of goodwill or other intangibles. In addition, certain statements in future filings by TSYS with the Securities and Exchange Commission, in press releases, and in oral and written statements made by or with the approval of TSYS which are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans and objectives of TSYS or its management or Board of Directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as believes, anticipates, expects, intends, targeted, estimated, projects, plans, may, could, should, would, and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying these statements.

These statements are based upon the current beliefs and expectations of TSYS' management and are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by the forward-looking statements. A number of important factors could cause actual results to differ materially from those contemplated by our forward looking statements. Many of these factors are beyond TSYS' ability to control or predict. These factors include, but are not limited to: (i) revenues that are lower than anticipated; (ii) TSYS incurs expenses associated with the signing of a significant client; (iii) internal growth rates for TSYS' existing clients are lower than anticipated; (iv) TSYS does not convert and deconvert clients' portfolios as scheduled; (v) adverse developments with respect to foreign currency exchange rates; (vi) adverse developments with respect to entering into contracts with new clients and retaining current clients; (vii) continued consolidation in the financial services industry, including the merger of TSYS clients with entities that are not TSYS clients or the sale of portfolios by TSYS clients to entities that are not TSYS clients; (viii) TSYS is unable to control expenses and increase market share, both domestically and internationally; (ix) adverse developments with respect to the credit card industry in general, including a decline in the use of cards as a payment mechanism; (x) TSYS is unable to successfully manage any impact from slowing economic conditions or consumer spending; (xi) the impact of acquisitions, including their being more difficult to integrate than anticipated; (xii) the costs and effects of litigation, investigations or similar matters or adverse facts and developments relating thereto; (xiii) the impact of the application of and/or changes in accounting principles; (xiv) TSYS' inability to timely, successfully and cost-effectively improve and implement processing systems to provide new products, increased functionality and increased efficiencies; (xv) TSYS' inability to anticipate and respond to technological changes, particularly with respect to e-commerce; (xvi) changes occur in laws, regulations, credit card associations rules or other industry standards affecting TSYS' business which require significant product redevelopment efforts or reduce the market for or value of its products; (xvii) successfully managing the potential both for patent protection and patent liability in the

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context of rapidly developing legal framework for expansive patent protection; (xviii) no material breach of security of any of our systems; (xix) overall market conditions; (xx) the loss of a major supplier; (xxi) the impact on TSYS business, as well as on the risks set forth above, of various domestic or international military or terrorist activities or conflicts; (xxii) the expected benefits associated with the intended spin-off of TSYS by Synovus may not be achieved; and (xxiii) TSYS' ability to manage the foregoing and other risks.

These forward-looking statements speak only as of the date on which they are made and TSYS does not intend to update any forward-looking statement as a result of new information, future developments or otherwise.

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Table of Contents**TOTAL SYSTEM SERVICES, INC.****Item 3 Quantitative and Qualitative Disclosures About Market Risk****Foreign Exchange Risk**

The Company is exposed to foreign exchange risk because it has assets, liabilities, revenues and expenses denominated in foreign currencies other than the U.S. dollar. These currencies are translated into U.S. dollars at current exchange rates, except for revenues, costs and expenses and net income, which are translated at the average exchange rate for each reporting period. Net exchange gains or losses resulting from the translation of assets and liabilities of foreign operations, net of tax, are accumulated in a separate section of shareholders' equity entitled accumulated other comprehensive income, net. The following represents the amount of other comprehensive gain for the three and nine months ended September 30, 2007 and 2006, respectively:

<i>(in millions)</i>	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Other comprehensive gain	\$2.3	6.1	4.9	10.8

Currently, the Company does not use financial instruments to hedge exposure to exchange rate changes.

The following table presents the carrying value of the net assets of our foreign operations in U.S. dollars at September 30, 2007:

<i>(in millions)</i>	September 30, 2007
Europe	\$ 192.6
China	60.0
Japan	6.2
Mexico	7.1
Canada	0.5
Other	9.0

TSYS records foreign currency translation adjustments associated with other balance sheet accounts. The Company maintains several cash accounts denominated in foreign currencies, primarily in Euros and BPS. As TSYS translates the foreign-denominated cash balances into U.S. dollars, the translated cash balance is adjusted upward or downward depending upon the foreign currency exchange movements. The upward or downward adjustment is recorded as a gain or loss on foreign currency translation in the statements of income. As those cash accounts have increased, the upward or downward adjustments have increased. TSYS recorded a translation loss of approximately \$1.1 million and \$2.6 million for the three and nine months ended September 30, 2007, respectively, relating to the translation of cash and other balance sheet accounts. The balance of the foreign-denominated cash accounts subject to risk of translation gains or losses at September 30, 2007 was approximately \$57.1 million, the majority of which is denominated in Euros.

The Company provides financing to its international operations in Europe and Japan through intercompany loans that require each operation to repay the financing in U.S. dollars. The functional currency of each operation is the respective local currency. As it translates the foreign currency denominated financial statements into U.S. dollars, the translated balance of the financing (liability) is adjusted upward or downward to match the U.S. dollar obligation (receivable) on its financial statements. The upward or downward

Table of Contents**TOTAL SYSTEM SERVICES, INC.****Item 3 Quantitative and Qualitative Disclosures About Market Risk (continued)**

adjustment is recorded as a gain or loss on foreign currency translation. As a result of these financing arrangements, TSYS recorded a foreign currency translation gain on the financing with foreign operations during the three and nine months ended September 30, 2007 of \$2.0 million and \$3.3 million, respectively. The balance of the financing arrangements at September 30, 2007 was approximately \$4.8 million.

A summary of account balances subject to foreign currency exchange rates between the local currencies and the U.S. dollar follows:

		Balance at September 30, 2007	
<i>(in millions)</i>			
Asset	Cash	\$	57.1
Liability	Intercompany financing arrangements		(4.8)
	Net account balances	\$	52.3

The following table presents the potential effect on income before income taxes of hypothetical shifts in the foreign currency exchange rate between the local currencies and the U.S. dollar of plus or minus 100 basis points, 500 basis points and 1,000 basis points based on the net asset account balance of \$52.3 million at September 30, 2007.

		Effect of Basis Point Change					
		Increase in basis point of			Decrease in basis point of		
<i>(in millions)</i>		100	500	1,000	100	500	1,000
Effect on income before income taxes		\$0.5	2.6	5.2	(0.5)	(2.6)	(5.2)

Interest Rate Risk

TSYS is also exposed to interest rate risk associated with the investing of available cash and the use of debt. TSYS invests available cash in conservative short-term instruments and is primarily subject to changes in the short-term interest rates.

On August 3, 2007, the Company's European operation obtained a loan of approximately £33 million or approximately \$67.7 million from a third party mainly to repay the U.S. parent loan that was used for the acquisitions. The loan is payable in 18 months at a rate of the one-month London Interbank Offered Rate (LIBOR) plus 45 basis points. The interest is payable monthly. The Company's plan is to finance international expansion through its European operations. The loan will result in increased interest expense and will eliminate the foreign currency translation gains and losses associated with the Company's intercompany note.

In connection with the formation of TSYS Managed Services, both TSYS and Merchants agreed to provide long-term financing arrangements to TSYS Managed Services to fund future growth and expansion. At the end of September 2007, the balance of the loan from Merchants was approximately £2.0 million, or approximately \$4.0 million, payable in total in five years, at an interest rate of the London Interbank Offered Rate (LIBOR) plus 2%, with interest payable quarterly.

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TOTAL SYSTEM SERVICES, INC.

Item 3 Quantitative and Qualitative Disclosures About Market Risk (continued)

In January 2007, the Company's operation in Japan borrowed ¥250 million, or approximately \$2.1 million, through a short-term note. The interest rate on the note is the Japan prime rate plus 375 basis points. The term of the note is one year.

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TOTAL SYSTEM SERVICES, INC.

Item 4 Controls and Procedures

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report as required by Rule 13a-15 of the Securities Exchange Act of 1934, as amended. This evaluation was carried out under the supervision and with the participation of our management, including our chief executive officer and chief financial officer. Based on this evaluation, these officers have concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to TSYS (including its consolidated subsidiaries) required to be included in our periodic SEC filings. Other than as set forth in the paragraph below, no change in TSYS internal control over financial reporting occurred during the period covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting, other than as follows:

In September 2007, the Company implemented a new enterprise resource planning system that will serve as its general ledger of record going forward. This new system will be implemented across the vast majority of TSYS subsidiaries in phases (began in September 2007) and is expected to be completed by the end of 2008. The implementation is expected to materially impact the Company's internal control over financial reporting by providing more timely financial and accounting information, reducing manual processes and providing a flexible architecture to easily interface with other systems to reduce data entry.

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Table of Contents**TOTAL SYSTEM SERVICES, INC.****Part II Other Information****Item 1A Risk Factors**

In addition to the other information set forth in this report, one should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2006, which could materially affect the Company's financial position, results of operations or cash flows. The risks described in the Company's Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's financial position, results of operations or cash flows.

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth information regarding the Company's purchases of its common stock on a monthly basis during the three months ended September 30, 2007:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
July 2007		\$		898,000
August 2007				898,000
September 2007				898,000
Total		\$		

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TOTAL SYSTEM SERVICES, INC.

Part II Other Information

Item 6 Exhibits

a) Exhibits

Exhibit Number	Description
3.2	Bylaws of Total System Services, Inc., as amended on October 24, 2007
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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**TOTAL SYSTEM SERVICES, INC.
SIGNATURES**

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

TOTAL SYSTEM SERVICES, INC.

Date: November 7, 2007

by: /s/ Philip W. Tomlinson
Philip W. Tomlinson
Chairman of the Board and
Chief Executive Officer

Date: November 7, 2007

by: /s/ James B. Lipham
James B. Lipham
Senior Executive Vice President and
Chief Financial Officer

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**TOTAL SYSTEM SERVICES, INC.
Exhibit Index**

Exhibit Number	Description
3.2	Bylaws of Total System Services, Inc.
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