

GLOBAL PAYMENTS INC  
Form 10-Q  
April 01, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended February 28, 2010

OR

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

For the transition period from            to

Commission file number: 001-16111

**GLOBAL PAYMENTS INC.**

(Exact name of registrant as specified in charter)

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**Georgia**  
(State or other jurisdiction of  
incorporation or organization)

**58-2567903**  
(I.R.S. Employer  
Identification No.)

**10 Glenlake Parkway, North Tower, Atlanta, Georgia**  
(Address of principal executive offices)

**30328-3473**  
(Zip Code)

**Registrant's telephone number, including area code: (770) 829-8000**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The number of shares of the issuer's common stock, no par value outstanding as of March 31, 2010 was 81,606,408.

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**GLOBAL PAYMENTS INC.**

**FORM 10-Q**

**For the quarterly period ended February 28, 2010**

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except per share data)

|   | <b>Three Months Ended February 28,</b> |              |
|---|--|--------------|
|   | <b>2010</b>                            | <b>2009</b>  |
| Revenues  | \$ 398,535                             | \$ 359,528   |
| Operating expenses:   |  |              |
| Cost of service   | 146,202                                | 124,001      |
| Sales, general and administrative   | 178,484                                | 173,144      |
|   | 324,686                                | 297,145      |
| Operating income  | 73,849                                 | 62,383       |
| Other income (expense):   |  |              |
| Interest and other income   | 1,319                                  | 1,135        |
| Interest and other expense  | (4,141)                                | (2,287)      |
|   | (2,822)                                | (1,152)      |
| Income from continuing operations before income taxes   | 71,027                                 | 61,231       |
| Provision for income taxes  | (20,298)                               | (18,531)     |
| Income from continuing operations   | 50,729                                 | 42,700       |
| Income (loss) from discontinued operations, net of tax  | 722                                    | (141,418)    |
| Net income (loss) including noncontrolling interests  | 51,451                                 | (98,718)     |
| Less: Net income attributable to noncontrolling interests, net of income tax provision of \$442 and \$1,703, respectively | (2,990)                                | (8,058)      |
| Net income (loss) attributable to Global Payments   | \$ 48,461                              | \$ (106,776) |
| Amounts attributable to Global Payments:  |  |              |
| Income from continuing operations   | \$ 47,739                              | \$ 34,642    |
| Income (loss) from discontinued operations, net of tax  | 722                                    | (141,418)    |
| Net income (loss) attributable to Global Payments   | \$ 48,461                              | \$ (106,776) |

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### Basic earnings per share attributable to Global Payments:

|   |    |      |    |        |
|---|----|------|----|--------|
| Income from continuing operations                 | \$ | 0.59 | \$ | 0.43   |
| Income (loss) from discontinued operations        |    | 0.01 |    | (1.76) |
| Net income (loss) attributable to Global Payments | \$ | 0.60 | \$ | (1.33) |

### Diluted earnings per share attributable to Global Payments:

|   |    |      |    |        |
|---|----|------|----|--------|
| Income from continuing operations                 | \$ | 0.58 | \$ | 0.43   |
| Income (loss) from discontinued operations        |    | 0.01 |    | (1.75) |
| Net income (loss) attributable to Global Payments | \$ | 0.59 | \$ | (1.32) |

|                     |    |      |    |      |
|---------------------|----|------|----|------|
| Dividends per share | \$ | 0.02 | \$ | 0.02 |
|---------------------|----|------|----|------|

See Notes to Unaudited Consolidated Financial Statements.

**Table of Contents****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED STATEMENTS OF INCOME****(in thousands, except per share data)**

|   | <b>Nine Months Ended February 28,</b> |              |
|---|---------------------------------------|--------------|
|   | <b>2010</b>                           | <b>2009</b>  |
| Revenues  | \$ 1,217,418                          | \$ 1,094,372 |
| Operating expenses:   |                                       |              |
| Cost of service   | 432,287                               | 374,631      |
| Sales, general and administrative   | 533,337                               | 490,857      |
|   | 965,624                               | 865,488      |
| Operating income  | 251,794                               | 228,884      |
| Other income (expense):   |                                       |              |
| Interest and other income   | 2,699                                 | 6,354        |
| Interest and other expense  | (12,704)                              | (6,357)      |
|   | (10,005)                              | (3)          |
| Income from continuing operations before income taxes   | 241,789                               | 228,881      |
| Provision for income taxes  | (69,489)                              | (66,029)     |
| Income from continuing operations   | 172,300                               | 162,852      |
| Income (loss) from discontinued operations, net of tax  | 7,778                                 | (135,476)    |
| Net income including noncontrolling interests   | 180,078                               | 27,376       |
| Less: Net income attributable to noncontrolling interests, net of income tax provision of \$922 and \$1,028, respectively | (10,951)                              | (27,718)     |
| Net income (loss) attributable to Global Payments   | \$ 169,127                            | \$ (342)     |
| Amounts attributable to Global Payments:  |                                       |              |
| Income from continuing operations   | \$ 161,349                            | \$ 135,134   |
| Income (loss) from discontinued operations, net of tax  | 7,778                                 | (135,476)    |
| Net income (loss) attributable to Global Payments   | \$ 169,127                            | \$ (342)     |
| Basic earnings per share attributable to Global Payments:   |                                       |              |
| Income from continuing operations   | \$ 1.99                               | \$ 1.69      |
| Income (loss) from discontinued operations  | 0.10                                  | (1.69)       |
| Net income (loss) attributable to Global Payments   | \$ 2.09                               | \$ (0.00)    |

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Diluted earnings per share attributable to Global Payments:

|   |    |      |    |        |
|---|----|------|----|--------|
| Income from continuing operations                 | \$ | 1.96 | \$ | 1.67   |
| Income (loss) from discontinued operations        |    | 0.10 |    | (1.67) |
| Net income (loss) attributable to Global Payments | \$ | 2.06 | \$ | (0.00) |
| Dividends per share                               | \$ | 0.06 | \$ | 0.06   |

See Notes to Unaudited Consolidated Financial Statements.

**Table of Contents****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)

|   | February 28,<br>2010 | May 31,<br>2009     |
|---|----------------------|---------------------|
| <b>ASSETS</b>   |                      |                     |
| Current assets:   |                      |                     |
| Cash and cash equivalents   | \$ 589,620           | \$ 426,935          |
| Accounts receivable, net of allowances for doubtful accounts of \$378 and \$553, respectively     | 121,839              | 122,831             |
| Claims receivable, net of allowances for losses of \$4,070 and \$4,026, respectively              | 809                  | 607                 |
| Settlement processing assets  | 11,202               | 6,675               |
| Inventory, net of obsolescence reserves of \$795 and \$653, respectively                          | 12,146               | 5,914               |
| Deferred income taxes   | 2,607                | 3,789               |
| Assets of discontinued operations   | 141,298              |                     |
| Prepaid expenses and other current assets   | 21,732               | 28,437              |
| <b>Total current assets</b>   | <b>901,253</b>       | <b>595,188</b>      |
| Property and equipment, net of accumulated depreciation of \$111,385 and \$121,189, respectively  | 178,549              | 176,226             |
| Goodwill  | 577,218              | 625,120             |
| Other intangible assets, net of accumulated amortization of \$138,472 and \$189,560, respectively | 210,309              | 258,094             |
| Deferred income taxes   | 89,850               |                     |
| Other   | 22,489               | 22,193              |
| <b>Total assets</b>   | <b>\$ 1,979,668</b>  | <b>\$ 1,676,821</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                      |                     |
| Current liabilities:  |                      |                     |
| Lines of credit   | \$ 10,513            | \$ 10,174           |
| Notes payable - current portion   | 139,976              | 29,393              |
| Payables to money transfer beneficiaries  |                      | 12,343              |
| Accounts payable and accrued liabilities  | 176,423              | 167,700             |
| Settlement processing obligations   | 170,737              | 106,934             |
| Liabilities of discontinued operations  | 32,738               |                     |
| Income taxes payable  | 12,291               | 9,633               |
| <b>Total current liabilities</b>  | <b>542,678</b>       | <b>336,177</b>      |
| Notes payable   | 307,298              | 167,610             |
| Deferred income taxes   | 59,133               | 76,405              |
| Other long-term liabilities   | 26,326               | 19,009              |
| <b>Total liabilities</b>  | <b>935,435</b>       | <b>599,201</b>      |
| Commitments and contingencies (See Note 12)   |                      |                     |
| Redeemable noncontrolling interest  | 99,038               | 399,377             |
| Shareholders' equity:   |                      |                     |



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|  |              |              |
|--|--------------|--------------|
| Preferred stock, no par value; 5,000,000 shares authorized and none issued   |              |              |
| Common stock, no par value; 200,000,000 shares authorized; 81,597,227 and 80,445,009 shares issued and outstanding at February 28, 2010 and May 31, 2009, respectively |              |              |
| Paid-in capital  | 442,362      | 405,241      |
| Retained earnings  | 513,068      | 273,090      |
| Accumulated other comprehensive loss   | (20,438)     | (10,901)     |
| <br>   |              |              |
| Total Global Payments shareholders' equity   | 934,992      | 667,430      |
| Noncontrolling interest  | 10,203       | 10,813       |
| <br>   |              |              |
| Total shareholders' equity   | 945,195      | 678,243      |
| <br>   |              |              |
| Total liabilities and shareholders' equity   | \$ 1,979,668 | \$ 1,676,821 |

See Notes to Unaudited Consolidated Financial Statements.

**Table of Contents****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

|  | <b>Nine Months Ended February 28,</b> |                  |
|--|---------------------------------------|------------------|
|  | <b>2010</b>                           | <b>2009</b>      |
| <b>Cash flows from operating activities:</b>   |                                       |                  |
| Net income including noncontrolling interests  | \$ 180,078                            | \$ 27,376        |
| Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities: |                                       |                  |
| Depreciation and amortization of property and equipment  | 25,798                                | 27,175           |
| Amortization of acquired intangibles   | 24,627                                | 23,222           |
| Share-based compensation expense   | 11,843                                | 10,954           |
| Provision for operating losses and bad debts   | 18,713                                | 20,256           |
| Deferred income taxes  | (21,023)                              | (3,419)          |
| Estimated loss on disposal of discontinued operations  | 15,770                                |                  |
| Impairment of goodwill and identified intangible assets  |                                       | 147,664          |
| Other, net   | 947                                   | (87)             |
| Changes in operating assets and liabilities, net of the effects of acquisitions:                                     |                                       |                  |
| Accounts receivable  | 1,942                                 | (8,856)          |
| Claims receivable  | (11,552)                              | (13,879)         |
| Settlement processing assets and obligations, net  | 51,930                                | 28,818           |
| Inventory  | (6,785)                               | (2,314)          |
| Prepaid expenses and other assets  | (2,474)                               | 6,832            |
| Payables to money transfer beneficiaries   | (532)                                 | (446)            |
| Accounts payable and accrued liabilities   | 25,607                                | 2,692            |
| Income taxes payable   | 3,308                                 | 2,789            |
| <b>Net cash provided by operating activities</b>   | <b>318,197</b>                        | <b>268,777</b>   |
| <b>Cash flows from investing activities:</b>   |                                       |                  |
| Business and intangible asset acquisitions, net of cash acquired   | (17,059)                              | (454,279)        |
| Capital expenditures   | (36,520)                              | (25,458)         |
| Net increase in financing receivables  | (649)                                 |                  |
| Proceeds from sale of investment and contractual rights  | 297                                   | 6,796            |
| <b>Net cash used in investing activities</b>   | <b>(53,931)</b>                       | <b>(472,941)</b> |
| <b>Cash flows from financing activities:</b>   |                                       |                  |
| Net borrowings on lines of credit  | 339                                   | 2,583            |
| Proceeds from issuance of notes payable  | 304,964                               | 200,000          |
| Principal payments under notes payable   | (50,958)                              | (10,000)         |
| Acquisition of redeemable noncontrolling interest  | (307,675)                             |                  |
| Proceeds from stock issued under share-based compensation plans  | 20,699                                | 7,961            |
| Tax benefit from share-based compensation plans  | 4,579                                 | 2,421            |
| Dividends paid   | (4,877)                               | (4,808)          |
| Contribution from noncontrolling interest holder   |                                       | 358              |
| Distributions to noncontrolling interests  | (18,461)                              | (23,258)         |
| <b>Net cash (used in) provided by financing activities</b>   | <b>(51,390)</b>                       | <b>175,257</b>   |

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|  |            |            |
|--|------------|------------|
| Effect of exchange rate changes on cash              | 1,965      | (39,560)   |
| Increase (decrease) in cash and cash equivalents     | 214,841    | (68,467)   |
| Cash and cash equivalents, beginning of period       | 426,935    | 456,060    |
| Cash and cash equivalents of discontinued operations | (52,156)   |            |
| Cash and cash equivalents, end of period             | \$ 589,620 | \$ 387,593 |

See Notes to Unaudited Consolidated Financial Statements.

**Table of Contents****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(in thousands, except per share data)

|  |                     |                    | Accumulated Other Comprehensive<br>Income/(Loss) |  |                                 | Total<br>Global<br>Payments<br>Shareholders'<br>Equity | Noncontrolling<br>Interest | Total<br>Shareholders'<br>Equity |
|--|---------------------|--------------------|--|--|---------------------------------|--|----------------------------|----------------------------------|
|  | Number of<br>Shares | Paid-in<br>Capital | Retained<br>Earnings                             | Currency<br>Translation<br>Adjustments | Minimum<br>Pension<br>Liability |  |                            |                                  |
| Balance at May 31, 2009  | 80,445              | \$ 405,241         | \$ 273,090                                       | \$ (8,987)                             | \$ (1,914)                      | \$ 667,430   | \$ 10,813                  | \$ 678,243                       |
| Comprehensive income (loss):   |                     |                    |  |  |                                 |  |                            |                                  |
| Net income including<br>noncontrolling interests                             |                     |                    | 169,127  |  |                                 | 169,127  | 5,956                      | 175,083                          |
| Foreign currency translation<br>adjustment, net of tax of \$1,375            |                     |                    |  | (9,537)                                |                                 | (9,537)  |                            | (9,537)                          |
| <b>Total comprehensive income</b>  |                     |                    |  |  |                                 | <b>159,590</b>   | <b>5,956</b>               | <b>165,546</b>                   |
| Stock issued under employee<br>stock plans                                   | 1,152               | 20,699             |  |  |                                 | 20,699   |                            | 20,699                           |
| Tax benefit from exercise of<br>stock options                                |                     | 4,579              |  |  |                                 | 4,579  |                            | 4,579                            |
| Share-based compensation<br>expense  |                     | 11,843             |  |  |                                 | 11,843   |                            | 11,843                           |
| Distributions to noncontrolling<br>interest                                  |                     |                    |  |  |                                 |  | (6,566)                    | (6,566)                          |
| Redeemable noncontrolling<br>interest valuation adjustment                   |                     |                    | (14,237)   |  |                                 | (14,237)   |                            | (14,237)                         |
| Deferred tax asset arising from<br>acquisition of noncontrolling<br>interest |                     |                    | 89,965   |  |                                 | 89,965   |                            | 89,965                           |
| Dividends paid (\$0.06 per share)  |                     |                    | (4,877)  |  |                                 | (4,877)  |                            | (4,877)                          |
| Balance at February 28, 2010   | 81,597              | \$ 442,362         | \$ 513,068                                       | \$ (18,524)                            | \$ (1,914)                      | \$ 934,992   | \$ 10,203                  | \$ 945,195                       |

See Notes to Consolidated Financial Statements.

**Table of Contents****GLOBAL PAYMENTS INC.****UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(in thousands, except per share data)

|   | Accumulated Other Comprehensive<br>Income/(Loss) |                    |                      |  |                                 | Total Global<br>Payments<br>Shareholders'<br>Equity | Noncontrolling<br>Interest | Total<br>Shareholders'<br>Equity |
|---|--|--------------------|----------------------|--|---------------------------------|---|----------------------------|----------------------------------|
|   | Number of<br>Shares                              | Paid-in<br>Capital | Retained<br>Earnings | Currency<br>Translation<br>Adjustments | Minimum<br>Pension<br>Liability |   |                            |                                  |
| Balance at May 31, 2008   | 79,637   | \$ 380,741         | \$ 537,357           | \$ 124,673                             | \$ (471)                        | \$ 1,042,300  | \$ 11,852                  | \$ 1,054,152                     |
| Comprehensive income (loss):  |  |                    |                      |  |                                 |   |                            |                                  |
| Net income including<br>noncontrolling interests                      |  |                    | (342)                |  |                                 | (342)   | 5,700                      | 5,358                            |
| Foreign currency translation<br>adjustment, net of tax of<br>\$14,842 |  |                    |                      | (227,938)                              |                                 | (227,938)   |                            | (227,938)                        |
| Total comprehensive loss<br>(income)                                  |  |                    |                      |  |                                 | (228,280)   | 5,700                      | (222,580)                        |
| Stock issued under employee<br>stock plans                            | 751  | 7,961              |                      |  |                                 | 7,961   |                            | 7,961                            |
| Tax benefit from exercise of<br>stock options                         |  | 2,421              |                      |  |                                 | 2,421   |                            | 2,421                            |
| Share-based compensation<br>expense                                   |  | 10,954             |                      |  |                                 | 10,954  |                            | 10,954                           |
| Distributions to noncontrolling<br>interest                           |  |                    |                      |  |                                 |   | (6,862)                    | (6,862)                          |
| Divestiture of noncontrolling<br>interest                             |  |                    |                      |  |                                 |   | (157)                      | (157)                            |
| Retrospective application of<br>Topic D-98 related to<br>acquisitions |  |                    | (415,978)            |  |                                 | (415,978)   |                            | (415,978)                        |
| Redeemable noncontrolling<br>interests valuation adjustment           |  |                    | 51,018               |  |                                 | 51,018  |                            | 51,018                           |
| Dividends paid (\$0.06 per<br>share)                                  |  |                    | (4,808)              |  |                                 | (4,808)   |                            | (4,808)                          |
| Balance at February 28, 2009  | 80,388   | \$ 402,077         | \$ 167,247           | \$ (103,265)                           | \$ (471)                        | \$ 465,588  | \$ 10,533                  | \$ 476,121                       |

See Notes to Consolidated Financial Statements.

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business, consolidation and presentation** Global Payments Inc. is a high-volume processor of electronic transactions for merchants, multinational corporations, financial institutions, consumers, government agencies and other business and non-profit business enterprises to facilitate payments to purchase goods and services or further other economic goals. Our role is to serve as an intermediary in the exchange of information and funds that must occur between parties so that a transaction can be completed. We were incorporated in Georgia as Global Payments Inc. in September 2000, and we spun-off from our former parent company on January 31, 2001. Including our time as part of our former parent company, we have been in business since 1967.

The unaudited consolidated financial statements include our accounts and the accounts of our majority-owned subsidiaries. These unaudited consolidated financial statements have been prepared on the historical cost basis in accordance with accounting principles generally accepted in the United States and present our financial position, results of operations, and cash flows. Intercompany transactions have been eliminated in consolidation.

As a result of our decision to dispose of the money transfer business, this segment has been accounted for as a discontinued operation. Please see Note 3 Discontinued Operations for further information.

We prepared the unaudited consolidated financial statements included herein pursuant to the rules and regulations of the United States Securities and Exchange Commission (the SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted (GAAP) in the United States have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate and the information presented is not misleading. We suggest that these financial statements be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K for the fiscal year ended May 31, 2009.

**Use of estimates** The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

**Reclassifications** Amounts related to our discontinued operations in our prior fiscal year statement of income have been reclassified to conform with the presentation in the current fiscal year.

**Revenue recognition**

Our two merchant services segments primarily include processing solutions for credit cards, debit cards, and check-related services. Revenue is recognized as such services are performed. Revenue for processing services provided directly to merchants is recorded net of interchange fees charged by card issuing banks. We use two basic business models to market our merchant services offerings. One model, referred to as direct merchant services, features a salaried and commissioned sales force, independent sales organizations (ISOs), and independent sales representatives, all of whom sell our end-to-end services directly to merchants. The other model, referred to as indirect merchant services, provides similar basic products and services as our direct model, primarily to financial institutions and a limited number of ISOs on an unbundled basis, that in turn resell our products and services to their clients. The primary difference between the models is under the indirect we do not provide bank partner BIN sponsorship services for acquired transactions. That service is provided by other providers. Direct merchant services revenue is generated on services generally priced as a percentage of transaction value, whereas indirect merchant services revenue is generated on services primarily priced on a specified amount per transaction or per service rendered. In both merchant services models, we also charge other fees unrelated to the number of transactions or the transaction value.

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Cash and cash equivalents** Cash and cash equivalents include cash on hand and all liquid investments with an initial maturity of three months or less when purchased. These amounts also include cash that we hold related to reserve funds collected from our merchants that serve as collateral ( Merchant reserves ) to minimize contingent liabilities associated with any losses that may occur under the merchant agreement. We record a corresponding liability in Settlement processing assets and Settlement processing obligations in our consolidated balance sheet. While this cash is not restricted in its use, we believe that designating this cash to collateralize Merchant reserves strengthens our fiduciary standing with our member sponsors and is in accordance with guidelines set by the card networks. As of February 28, 2010 and May 31, 2009, our cash and cash equivalents included \$173.2 million and \$163.6 million, respectively, related to Merchant reserves.

**Settlement processing assets and obligations** We are designated as a Merchant Service Provider by MasterCard and an Independent Sales Organization by Visa. These designations are dependent upon member clearing banks of either organization ( Member ) sponsoring us and our adherence to the standards of the Visa and MasterCard networks. We have five primary financial institution sponsors in the United States, Canada, the United Kingdom, the Asia-Pacific region and the Russian Federation with whom we have sponsorship or depository and clearing agreements. These agreements allow us to route transactions under the member banks' control and identification numbers to clear credit card transactions through Visa and MasterCard. Visa and MasterCard set the standards with which we must comply. Certain of the member financial institutions of Visa and MasterCard are our competitors.

We also provide credit card transaction processing for Discover Financial Services or Discover Card ( Discover ) and are designated as a non-financial institution acquirer by Discover. Our agreement with Discover allows us to acquire, process and fund transactions directly through Discover's network without the need of a financial institution. Otherwise, we process Discover transactions similarly to how we process MasterCard and Visa transactions. Discover publishes acquirer operating regulations, with which we must comply. We use our Members to assist in funding merchants for Discover transactions.

Funds settlement refers to the process of transferring funds for sales and credits between card issuers and merchants. Depending on the type of transaction, either the credit card interchange system or the debit network is used to transfer the information and funds between the Member and card issuer to complete the link between merchants and card issuers.

For transactions processed on our systems, we use our internal network telecommunication infrastructure to provide funding instructions to the Members who in turn fund the merchants. In certain of our markets, merchant funding primarily occurs after the Member receives the funds from the card issuer through the card networks creating a net settlement obligation on our balance sheet. In our other markets, the Member funds the merchants before the Member receives the net settlement funds from the card networks, creating a net settlement asset on our balance sheet. In the United Kingdom and certain markets in the Asia-Pacific region, the Member provides the payment processing operations and related support services on our behalf under a transition services agreement. In such instances, we do not reflect the related settlement processing assets and obligations in our consolidated balance sheet. The Member will continue to provide these operations and services until the integration to our platform is completed. After our integration, the Member will continue to provide funds settlement services similar to the functions performed by our Members in the United States and Canada at which point the related settlement assets and obligations will be reflected in our consolidated balance sheet.

Timing differences, interchange expenses, Merchant reserves and exception items cause differences between the amount the Member receives from the card networks and the amount funded to the merchants. The standards of the card networks restrict us from performing funds settlement or accessing merchant settlement funds, and, instead, require that these funds be in the possession of the Member until the merchant is funded. However, in practice and in accordance with the terms of our sponsorship agreements with our Members, we generally follow a net settlement process whereby, if the incoming amount from the card networks precedes the Member's funding obligation to the merchant, we temporarily hold the surplus on behalf of the Member, in a joint deposit account or in an account at the Member bank, and record a corresponding liability. Conversely, if the Member's funding obligation to the merchant precedes the incoming amount from the card networks, the amount of the Member's net receivable position is either subsequently advanced to the Member by us or the Member satisfies this obligation with its own funds. If the Member uses its own funds, the Member assesses a funding cost, which is included in interest and other expense on the accompanying consolidated statements of income. Each participant in the transaction process receives compensation for its services.

Settlement processing assets and obligations represent intermediary balances arising in our settlement process for direct merchants. Settlement processing assets consist primarily of (i) our receivable from merchants for the portion of the discount fee related to reimbursement of the interchange expense ( Interchange reimbursement ), (ii) our receivable from the Members for





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transactions we have funded merchants on behalf of the Members in advance of receipt of card association funding ( Receivable from Members ), and (iii) exception items, such as customer chargeback amounts receivable from merchants ( Exception items ), all of which are reported net of (iv) Merchant reserves held to minimize contingent liabilities associated with charges properly reversed by a cardholder ( Merchant reserves ). Settlement processing obligations consist primarily of (i) Interchange reimbursement, (ii) our liability to the Members for transactions for which we have not funded merchants on behalf of the Members but for which we have received funding from the Members ( Liability to Members ), (iii) Exception items, (iv) Merchant reserves, (v) the fair value of our guarantees of customer chargebacks (see *Reserve for operating losses* below), and (vi) the reserve for sales allowances. In cases in which the Member uses its own funds to satisfy a funding obligation to merchants that precedes the incoming amount from the card network, we reflect the amount of this funding as a component of Liability to Members. As of February 28, 2010 and May 31, 2009, our settlement processing assets primarily related to our processing for direct merchants in certain Asia-Pacific markets and the Russian Federation, while our settlement processing obligations primarily related to our processing for direct merchants in the United States, and other Asia-Pacific markets. Amounts related to settlement processing for direct merchants in Canada were included with assets as of February 28, 2010 and obligations as of May 31, 2009. A summary of these amounts as of February 28, 2010 and May 31, 2009 is as follows:

|  | February 28,<br>2010 | May 31,<br>2009 |
|--|----------------------|-----------------|
|  | (in thousands)       |                 |
| <b>Settlement processing assets:</b>             |                      |                 |
| Interchange reimbursement                        | \$ 49,120            | \$ 222          |
| (Liability to)/receivable from Members, net      | (15,128)             | 6,631           |
| Exception items                                  | 1,962                | 553             |
| Merchant reserves                                | (24,752)             | (731)           |
| Total  | \$ 11,202            | \$ 6,675        |
| <b>Settlement processing obligations:</b>        |                      |                 |
| Interchange reimbursement                        | \$ 119,774           | \$ 179,763      |
| Liability to Members, net                        | (146,262)            | (129,295)       |
| Exception items                                  | 8,152                | 10,507          |
| Merchant reserves                                | (148,422)            | (162,870)       |
| Fair value of guarantees of customer chargebacks | (2,874)              | (3,507)         |
| Reserves for sales allowances                    | (1,105)              | (1,532)         |
| Total  | \$ (170,737)         | \$ (106,934)    |

*Reserve for operating losses* As a part of our merchant credit and debit card processing and check guarantee services, we experience merchant losses and check guarantee losses, which are collectively referred to as operating losses.

Our credit card processing merchant customers are liable for any charges or losses that occur under the merchant agreement. In the event, however, that we are not able to collect such amount from the merchants, due to merchant fraud, insolvency, bankruptcy or any other merchant-related reason, we may be liable for any such losses based on our merchant agreement. We require cash deposits, guarantees, letters of credit, and other types of collateral by certain merchants to minimize any such contingent liability. We also utilize a number of systems and procedures to manage merchant risk. We have, however, historically experienced losses due to merchant defaults.

We account for our potential liability for the full amount of the operating losses discussed above as a guarantee. We estimate the fair value of these guarantees by adding a fair value margin to our estimate of losses. This estimate of losses is comprised of known losses and a projection of future losses based on a percentage of direct merchant sales volumes processed. Historically, this estimation process has been materially accurate.

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As of February 28, 2010 and May 31, 2009, \$2.9 million and \$3.5 million, respectively, have been recorded to reflect the fair value of guarantees associated with merchant card processing. These amounts are included in settlement processing obligations in the accompanying consolidated balance sheets. The expense associated with the fair value of the guarantees of customer chargebacks is included in cost of service in the accompanying unaudited consolidated statements of income. For the three months ended February 28, 2010 and 2009, we recorded expenses for such items in the amounts of \$1.0 million and \$3.4 million, respectively. For the nine months ended February 28, 2010 and 2009, we recorded expenses for such items in the amounts of \$3.83 million and \$5.1 million, respectively.

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In our check guarantee service offering, we charge our merchants a percentage of the gross amount of the check and guarantee payment of the check to the merchant in the event the check is not honored by the checkwriter's bank in accordance with the merchant's agreement with us. The fair value of the check guarantee is equal to the fee charged for the guarantee service, and we defer this fee revenue until the guarantee is satisfied. We have the right to collect the full amount of the check from the checkwriter but have not historically recovered 100% of the guaranteed checks. Our check guarantee loss reserve is based on historical loss experiences. As of February 28, 2010 and May 31, 2009, we had a check guarantee loss reserve of \$4.1 million and \$4.0 million, respectively, which is included in net claims receivable in the accompanying consolidated balance sheets. The expenses associated with the establishment of such check guarantee loss reserves are included in cost of service in the accompanying unaudited consolidated statements of income. For the three months ended February 28, 2010 and 2009, we recorded expenses of \$3.5 million and \$5.0 million, respectively. For the nine months ended February 28, 2010 and 2009, we recorded expenses of \$11.4 million and \$14.7 million, respectively. The estimated check return and recovery amounts are subject to the risk that actual amounts returned and recovered in the future may differ significantly from estimates used in calculating the receivable valuation allowance.

As the potential for merchants' failure to settle individual reversed charges from consumers in our merchant credit card processing offering and the timing of individual checks clearing the checkwriters' banks in our check guarantee offering are not predictable, it is not practicable to calculate the maximum amounts for which we could be liable under the guarantees issued under the merchant card processing and check guarantee service offerings. It is not practicable to estimate the extent to which merchant collateral or subsequent collections of dishonored checks, respectively, would offset these exposures due to these same uncertainties.

**Property and equipment** Property and equipment are stated at cost. Depreciation and amortization are calculated using the straight-line method, except for certain technology discussed below. Leasehold improvements are amortized over the useful life of the asset. We capitalize the costs related to the development of computer software developed or obtained for internal use. Maintenance and repairs are charged to operations as incurred.

During the nine months ended February 28, 2010, we placed into service \$53.8 million of hardware and software costs associated with our next generation technology processing platform, referred to as G2. This platform is planned to be a new front-end operating environment for our merchant processing in the United States, Asia-Pacific, the United Kingdom, and Canada, and is intended to replace a number of legacy platforms that have higher cost structures. Depreciation and amortization associated with these costs is calculated based on transactions expected to be processed over the life of the platform. We believe that this method is more representative of the platform's use than the straight-line method. We are currently processing transactions on our G2 platform in seven markets in our Asia-Pacific region. As these markets represent a small percentage of our overall transactions, depreciation and amortization related to our G2 platform for the nine months ended February 28, 2010 was not significant. Depreciation and amortization expense will increase as we complete migrations of other markets to the G2 platform.

**Goodwill and other intangible assets** We completed our most recent annual goodwill and indefinite-life intangible asset impairment test as of January 1, 2010 and determined that no impairment charges were required as of that date.

Recoverability of goodwill is measured at the reporting unit level and consists of two steps. In the first step the reporting unit's carrying amount, including goodwill, is compared to its fair value which is measured based upon, among other factors, a discounted cash flow analysis as well as market multiples for comparable companies. If the carrying amount of the reporting unit is greater than its fair value, goodwill is considered impaired and step two must be performed. Step two measures the impairment loss by comparing the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that unit (including unrecognized intangibles) as if the reporting unit had been acquired in a business combination. The excess of fair value over the amounts allocated to the assets and liabilities of the reporting unit is the implied fair value of goodwill. The excess of the carrying amount over the implied fair value of goodwill is the impairment loss. As a result of our January 1, 2009 impairment test, we recorded an impairment charge of \$147.7 million related to our Money Transfer segment during our third quarter of fiscal 2009. In addition to this impairment recorded in fiscal 2009, we recorded a charge to goodwill in connection with our estimated loss on disposal of discontinued operations of \$14.5 million during the three months ended November 30, 2009.

Other intangible assets primarily represent customer-related intangible assets (such as customer lists and merchant contracts), contract-based intangible assets (such as non-compete agreements, referral agreements and processing rights), and



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trademarks associated with acquisitions. Customer-related intangible assets, contract-based intangible assets and certain trademarks are amortized over their estimated useful lives of up to 30 years. The useful lives for customer-related intangible assets are determined based primarily on forecasted cash flows, which include estimates for the revenues, expenses, and customer attrition associated with the assets. The useful lives of contract-based intangible assets are equal to the terms of the agreements. The useful lives of amortizable trademarks are based on our plans to phase out the trademarks in the applicable markets. We have determined that certain trademarks have indefinite lives and, therefore, they are not being amortized.

Amortization for most of our customer-related intangible assets is calculated using the accelerated method. In determining amortization expense under our accelerated method for any given period, we calculate the expected cash flows for that period that were used in determining the acquired value of the asset and divide that amount by the expected total cash flows over the estimated life of the asset. We multiply that percentage by the initial carrying value of the asset to arrive at the amortization expense for that period. In addition, if the cash flow patterns that we experience are less favorable than our initial estimates, we will adjust the amortization schedule accordingly. These cash flow patterns are derived using certain assumptions and cost allocations due to a significant amount of asset interdependencies that exist in our business.

**Impairment of long-lived assets** We regularly evaluate whether events and circumstances have occurred that indicate the carrying amount of property and equipment and finite-life intangible assets may not be recoverable. When factors indicate that these long-lived assets should be evaluated for possible impairment, we assess the potential impairment by determining whether the carrying value of such long-lived assets will be recovered through the future undiscounted cash flows expected from use of the asset and its eventual disposition. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows, or external appraisals, as applicable. In addition, we regularly evaluate whether events and circumstances have occurred that indicate the useful lives of property and equipment and finite-life intangible assets may warrant revision. In our opinion, the carrying values of our long-lived assets, including property and equipment and finite-life intangible assets, were not impaired at February 28, 2010 and May 31, 2009.

**Financing receivables** Our subsidiary in the Russian Federation purchases Automated Teller Machines (ATMs) and leases those ATMs to certain of our customers. We have determined these arrangements to be direct financing leases. Accordingly, we have \$14.5 million of financing receivables included in prepaid and other current assets (current portion) and other assets (long-term portion) in our February 28, 2010 consolidated balance sheet.

**Income taxes** Deferred income taxes are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax laws and rates. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

During the nine months ended February 28, 2010, we recorded a deferred tax asset of \$90.0 million associated with the purchase of the remaining 49% interest in HSBC Merchant Services LLP. Please see Note 2 Business Acquisitions for further information.

Our effective tax rates, reflected as the provision for income taxes divided by income from continuing operations before income tax, including the effect of noncontrolling interests, were 29.3% and 32.6% for the three months ended February 28, 2010 and 2009, respectively, and were 29.8% and 32.5% for the nine months ended February 28, 2010 and 2009, respectively.

**Fair value of financial instruments** We consider that the carrying amounts of our financial instruments, including cash and cash equivalents, receivables, lines of credit, accounts payable and accrued liabilities, approximate their fair value given the short-term nature of these items. Our term loans include variable interest rates based on the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. We estimate the fair value of our 2009 term loan was \$268.6 million at February 28, 2010 (\$266.6 million carrying value). We estimate the fair value of our 2008 term loan was \$165.7 million at February 28, 2010 (\$170.0 million carrying value). Our subsidiary in the Russian Federation has notes payable with interest rates ranging from 8.0% to 10.5% and maturity dates ranging from March 31, 2011 through July 25, 2013. At February 28, 2010, we believe the carrying amount of these notes approximates fair value. Please see Note 5 Long-Term Debt and Credit Facilities for further information.

**Fair value measurements** GAAP requires disclosures about assets and liabilities that are measured at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the reporting date. The reporting standard establishes consistency and comparability by providing a fair



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value hierarchy that prioritizes the inputs to valuation techniques into three broad levels. Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities. Level 2 inputs are based on other observable market data, such as quoted prices for similar assets and liabilities, and inputs other than quoted prices that are observable such as interest rates and yield curves. Level 3 inputs are developed from unobservable data reflecting the Company's assumptions, and include situations where there is little or no market activity for the asset or liability.

We do not have assets and liabilities measured at fair value on a recurring basis. Pursuant to the pending disposal of our money transfer business, our assets of discontinued operations have been measured at their fair value less cost to sell at February 28, 2010. Their fair value was determined using Level 3 inputs based on our best estimate of the sales proceeds. Please see Note 3 – Discontinued Operations for further information.

**Foreign currencies** We have significant operations in a number of foreign subsidiaries whose functional currency is their local currency. Gains and losses on transactions denominated in currencies other than the functional currencies are included in determining net income for the period. For the three and nine months ended February 28, 2010 and 2009, our transaction gains and losses were insignificant.

The assets and liabilities of subsidiaries whose functional currency is a foreign currency are translated at the period-end rate of exchange. The resulting translation adjustment is recorded as a component of other comprehensive income (loss) and is included in shareholders' equity. Translation gains and losses on intercompany balances of a long-term investment nature are also recorded as a component of other comprehensive income (loss). Income statement items are translated at the average rates prevailing during the period. Foreign currency exchange rate fluctuations affected our revenues and earnings per share as further described in *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Executive Overview*.

**Earnings (loss) per share** Basic earnings (loss) per share is computed by dividing reported earnings (loss) available to common shareholders by the weighted average shares outstanding during the period. Earnings (loss) available to common shareholders are the same as reported net income attributable to Global Payments for all periods presented.

Diluted earnings (loss) per share is computed by dividing reported earnings available to common shareholders by the weighted average shares outstanding during the period and the impact of securities that would have a dilutive effect on earnings (loss) per share. All options with an exercise price less than the average market share price for the period are assumed to have a dilutive effect on earnings per share. The diluted share base for the three months ended February 28, 2010 and 2009 excludes incremental shares of 0.2 million and 2.3 million, respectively, related to stock options. The diluted share base for the nine months ended February 28, 2010 and 2009 excludes incremental shares of 0.4 million and 2.1 million, respectively, related to stock options. These shares were not considered in computing diluted earnings (loss) per share because including them would have had an antidilutive effect. No additional securities were outstanding that could potentially dilute basic earnings per share.

The following table sets forth the computation of diluted weighted average shares outstanding for the three and nine months ended February 28, 2010 and 2009 (in thousands):

|  | Three Months Ended<br>February 28, |        | Nine Months Ended<br>February 28, |        |
|--|------------------------------------|--------|-----------------------------------|--------|
|  | 2010                               | 2009   | 2010                              | 2009   |
| Basic weighted average shares outstanding                          | 81,539                             | 80,333 | 81,102                            | 80,129 |
| Plus: dilutive effect of stock options and restricted stock awards | 1,097                              | 615    | 1,079                             | 948    |
| Diluted weighted average shares outstanding                        | 82,636                             | 80,948 | 82,181                            | 81,077 |

Basic weighted average shares outstanding for the three and nine months ended February 28, 2009 increased from amounts previously reported by 498 thousand and 453 thousand, respectively. Such increases resulted from the adoption of recent guidance as discussed below.

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*New accounting pronouncements* On June 1, 2009 we adopted Financial Accounting Standards Board ( FASB ) guidance that establishes principles and requirements for how we recognize and measure in our financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest acquired in a business combination. In addition, this guidance establishes principles and requirements for how we recognize and measure the goodwill acquired in the



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business combination or gain from a bargain purchase, and how we determine what information to disclose to enable financial statement users to evaluate the nature and financial effects of the business combination.

On June 1, 2009, we adopted FASB guidance that applies to the accounting for noncontrolling interests (formerly referred to as minority interest) in a subsidiary and for the deconsolidation of a subsidiary. With the adoption of this guidance, noncontrolling interests that are not redeemable were reclassified from the mezzanine section of the consolidated balance sheet to permanent equity but separate from Global Payments shareholders' equity. Income or loss associated with noncontrolling interests is required to be presented separately, net of tax, below net income including noncontrolling interests on the consolidated statement of income. The presentation and disclosure requirements of the guidance has been applied retrospectively.

We have a noncontrolling interest that includes redemption provisions that are not solely within our control, commonly referred to as a redeemable noncontrolling interest. This redeemable noncontrolling interest remains in the mezzanine section of the consolidated balance sheet. The guidance allows for a choice of either accreting redeemable noncontrolling interest to its redemption value over the redemption period or recognizing changes in the redemption value immediately as they occur. We have elected to recognize the changes in the redemption value immediately. The presentation and disclosure requirements of the guidance has been applied retrospectively. The retrospective adoption of the guidance resulted in recording the maximum redemption amount of our redeemable noncontrolling interests with a corresponding decrease in retained earnings of \$379.6 million as reflected in our May 31, 2009 consolidated balance sheet. Please see Note 10 Noncontrolling Interests for further information.

On June 1, 2009, we adopted FASB guidance that requires unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) to be accounted for as participating securities and therefore included in the computation of earnings per share (EPS). Pursuant to the adoption of the guidance, prior period EPS data presented has been adjusted retrospectively. The adoption of the guidance resulted in an immaterial change to our weighted-average shares outstanding but did not affect our earnings per share.

In June 2009, the FASB issued a statement which establishes the FASB Accounting Standards Codification (ASC). The ASC establishes two levels of GAAP authoritative and non-authoritative. The ASC is the source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the Securities and Exchange Commission. Effective for financial statements issued for interim and annual periods ending after September 15, 2009, we adopted the ASC in the second quarter of fiscal 2010. The adoption of the ASC did not impact our unaudited consolidated financial statements.

**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 2 BUSINESS ACQUISITIONS***Fiscal Year 2010**Auctionpay, Inc.*

On September 28, 2009, we completed the acquisition of Auctionpay, Inc., a provider of fully integrated payment processing and software solutions for fundraising activities for \$22.0 million in cash. The purpose of this acquisition was to expand our direct acquiring business into a vertical market that, to date, is still heavily dependent on cash and check as the primary means of payment. The purchase price was determined by analyzing the historical and prospective financial statements. This business acquisition was not significant to our consolidated financial statements and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the preliminary purchase price allocation (in thousands). These allocations will be finalized when income tax reviews and final valuations of identified intangible assets are completed.

|                                    |                  |
|------------------------------------|------------------|
| Goodwill                           | \$ 11,738        |
| Customer-related intangible assets | 4,900            |
| Contract-based intangible assets   | 700              |
| Trademark                          | 700              |
| Property and equipment             | 4,919            |
| Working capital, net               | 35               |
| <b>Total assets acquired</b>       | <b>22,992</b>    |
| Liabilities                        | (992)            |
| <b>Net assets acquired</b>         | <b>\$ 22,000</b> |

None of the goodwill associated with the acquisition is deductible for tax purposes. The customer-related intangible assets have estimated amortization periods of 14 years. The contract-based intangible assets have estimated amortization periods of 2 years. The trademark has an estimated amortization period of 8 years.

*HSBC Merchant Services LLP*

On June 12, 2009, we purchased the remaining 49% of HSBC Merchant Services LLP (the *LLP*) from HSBC Bank plc (*HSBC UK*) for \$307.7 million in cash. We used existing lines of credit to complete the transaction. In addition, HSBC extended our current ten-year exclusive marketing alliance agreement whereby the bank provides merchant referrals and bank sponsorship to Global Payments to June 2019. The purchase of the remaining 49% of the *LLP*, which had been recorded as a redeemable noncontrolling interest, is reflected as an equity transaction. Accordingly, no additional value was ascribed to the assets of the *LLP* and there was no purchase price allocation for this transaction. As a result, our tax basis in the *LLP* exceeds our book basis and we recorded a deferred tax asset on the purchase date in the amount of \$90.0 million with a corresponding increase to retained earnings. Additionally, the purchase of our 49% interest in the *LLP* is reflected as a financing cash outflow in our statement of cash flows because it was treated as an equity transaction.

On July 10, 2009, we entered into a new term loan to pay down the credit facility used to purchase the remaining 49% interest in the *LLP*. Please see Note 5 Long-term Debt and Credit Facilities for further information.

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We acquired our initial 51% majority ownership interest in the LLP on June 30, 2008. We paid HSBC UK \$438.6 million for our interest. We funded the acquisition using a combination of excess cash and proceeds of a term loan.

The purpose of this acquisition was to establish a presence in the United Kingdom and position Global Payments for further expansion into Western Europe. The key factors that contributed to the decision to make this acquisition include historical and prospective financial statement analysis and HSBC UK's market share and retail presence in the United Kingdom. The purchase price was determined by analyzing the historical and prospective financial statements and applying relevant purchase price multiples.

The purchase price totaled \$441.6 million, consisting of \$438.6 million cash consideration plus \$3.0 million of direct out of pocket costs. The following table summarizes the purchase price allocation (in thousands):

|  |                   |
|--|-------------------|
| Goodwill   | \$ 299,474        |
| Customer-related intangible assets                                   | 117,063           |
| Contract-based intangible assets                                     | 13,462            |
| Trademark  | 2,209             |
| Property and equipment   | 22,328            |
| Other current assets   | 112               |
| <b>Total assets acquired</b>   | <b>454,648</b>    |
| Noncontrolling interest in equity of subsidiary (at historical cost) | (13,014)          |
| <b>Net assets acquired</b>   | <b>\$ 441,634</b> |

All of the goodwill associated with the acquisition is expected to be deductible for tax purposes. The customer-related intangible assets have amortization periods of 13 years. The contract-based intangible assets have amortization periods of 7 years. The trademark has an amortization period of 5 years.

The following pro forma information shows the consolidated results of our operations for the three and nine months ended February 28, 2010 and 2009 as if the acquisition of both the 51% and 49% interests had occurred on June 1, 2008. The pro forma information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had been made as of that date. In addition, the pro forma information is not intended to be a projection of future results expected from the integration of the acquired business.

|  | <b>Three Months Ended</b>                    |                    | <b>Nine Months Ended</b> |                    |
|--|--|--------------------|--------------------------|--------------------|
|  | <b>February 28,</b>                          |                    | <b>February 28,</b>      |                    |
|  | <b>2010</b>                                  | <b>2009</b>        | <b>2010</b>              | <b>2009</b>        |
|  | <b>(Actual)</b>                              | <b>(Pro forma)</b> | <b>(Pro forma)</b>       | <b>(Pro forma)</b> |
|  | <b>(in thousands, except per share data)</b> |                    |                          |                    |
| Revenues   | \$ 398,535                                   | \$ 359,528         | \$ 1,217,418             | \$ 1,094,372       |
| Net income including noncontrolling interests                        | \$ 51,451                                    | \$ (98,718)        | \$ 180,078               | \$ 31,566          |
| Net income (loss) attributable to Global Payments for the period     | \$ 48,461                                    | \$ (99,225)        | \$ 170,170               | \$ 25,133          |
| Net income (loss) attributable to Global Payments per share, basic   | \$ 0.60                                      | \$ (1.22)          | \$ 2.10                  | \$ 0.31            |
| Net income (loss) attributable to Global Payments per share, diluted | \$ 0.59                                      | \$ (1.21)          | \$ 2.07                  | \$ 0.31            |

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### *ZAO United Card Service*

On April 30, 2009, we completed the acquisition of all outstanding stock of ZAO United Card Service ( UCS ), a leading direct merchant acquirer and indirect payment processor in the Russian Federation, from ZAO United Investments. Under the terms of the agreement, we paid a total of \$75.0 million in cash to acquire UCS. As of May 31, 2009, \$55.0 million of the

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purchase price was held in escrow (the escrow account). Prior to our acquisition of UCS, the former parent company of UCS pledged the company's stock as collateral for a third party loan that was fully repaid on September 24, 2009. During the three months ended November 30, 2009, the company's stock was released to us and \$35.0 million of the purchase price was released from escrow to the seller. The remaining \$20.0 million will remain in escrow until January 1, 2013, to satisfy any liabilities discovered post-closing that existed at the purchase date.

The purpose of this acquisition was to establish an acquiring presence in the Russian market and a foundation for other direct acquiring opportunities in Central and Eastern Europe. The purchase price was determined by analyzing the historical and prospective financial statements. This business acquisition was not significant to our consolidated financial statements and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the preliminary purchase price allocation (in thousands):

|   |                  |
|---|------------------|
| Current financing receivables                         | \$ 1,620         |
| Other current assets                                  | 9,098            |
| Goodwill  | 35,429           |
| Customer-related intangible assets                    | 16,900           |
| Trademark   | 3,200            |
| Property and equipment                                | 19,132           |
| Financing receivables                                 | 12,481           |
| Other long-term assets                                | 640              |
| <b>Total assets acquired</b>                          | <b>98,500</b>    |
| Current liabilities                                   | (7,228)          |
| Notes payable   | (8,723)          |
| Deferred income taxes and other long-term liabilities | (7,549)          |
| <b>Total liabilities assumed</b>                      | <b>(23,500)</b>  |
| <b>Net assets acquired</b>                            | <b>\$ 75,000</b> |

None of the goodwill associated with the acquisition is deductible for tax purposes. The customer-related intangible assets have amortization periods of 9 to 15 years. The trademark has an amortization period of 10 years.

*Global Payments Asia-Pacific Philippines Incorporated*

On September 4, 2008, Global Payments Asia-Pacific, Limited ( GPAP ), the entity through which we conduct our merchant acquiring business in the Asia-Pacific region, indirectly acquired Global Payments Asia-Pacific Philippines Incorporated ( GPAP Philippines ), a newly formed company into which HSBC Asia Pacific contributed its merchant acquiring business in the Philippines. We own 56% of GPAP and HSBC Asia Pacific owns the remaining 44%. We purchased our share of GPAP Philippines for \$10.9 million. The purpose of this acquisition was to expand our presence in the Asia-Pacific market. This business acquisition was not significant to our consolidated financial statements and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the purchase price allocation (in thousands):

|          |          |
|----------|----------|
| Goodwill | \$ 6,286 |
|----------|----------|

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|  |           |
|--|-----------|
| Customer-related intangible assets                                   | 3,248     |
| Contract-based intangible assets                                     | 952       |
| Trademark  | 224       |
| Property and equipment   | 300       |
| <br>   |           |
| Total assets acquired  | 11,010    |
| Noncontrolling interest in equity of subsidiary (at historical cost) | (132)     |
| <br>   |           |
| Net assets acquired  | \$ 10,878 |

**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

None of the goodwill associated with the acquisition is deductible for tax purposes. The customer-related intangible assets have amortization periods of 11 years. The contract-based intangible assets have amortization periods of 7 years. The trademark has an amortization period of 5 years.

**NOTE 3 DISCONTINUED OPERATIONS**

On November 18, 2009, we signed an agreement to sell our wholly-owned money transfer business, which comprised our money transfer segment, to an affiliate of Palladium Equity Partners, LLC. Under the terms of the agreement, we will receive proceeds in the range of \$85 million to \$110 million based on the operating performance of the business determined at the time of closing. We expect the transaction to close before the end of fiscal year 2010.

The money transfer business has been reported as discontinued operations. The notes to the unaudited consolidated financial statements have been adjusted to exclude discontinued operations unless otherwise noted. The operating results of the money transfer segment have been reported as discontinued operations as follows (in thousands):

|   | Three Months Ended |              | Nine Months Ended |              |
|---|--------------------|--------------|-------------------|--------------|
|   | February 28,       |              | February 28,      |              |
|   | 2010               | 2009         | 2010              | 2009         |
| Revenues  | \$ 28,271          | \$ 33,135    | \$ 89,865         | \$ 105,111   |
| Operating income (includes impairment charge of \$147,664 in fiscal 2009) | \$ 2,270           | \$ (144,261) | \$ 8,609          | (134,900)    |
| Estimated loss on disposal  | (179)              |              | (16,029)          |              |
| Other income (expense)  | (180)              | 130          | (55)              | (66)         |
| Income (loss) before income taxes   | 1,911              | (144,131)    | (7,475)           | (134,966)    |
| Income tax (provision) benefit  | (1,189)            | 2,713        | 15,253            | (510)        |
| Income (loss) from discontinued operations, net of tax                    | \$ 722             | \$ (141,418) | \$ 7,778          | \$ (135,476) |

Assets of discontinued operations are recorded at their estimated fair value less costs to sell at February 28, 2010. These assets were written down by \$14.5 million during the three months ended November 30, 2009 to record the estimated disposal loss, which was calculated using our best estimate of the proceeds. The estimated loss on disposal also includes costs to sell of \$1.5 million. The income tax benefit for the nine months ended February 28, 2010 includes a deferred income tax benefit of \$18.8 million associated with the planned disposition of the money transfer business.

The assets and liabilities of the money transfer business have been classified as those of discontinued operations on our February 28, 2010 unaudited consolidated balance sheet as follows (in thousands):

|   |            |
|---|------------|
| Cash                                      | \$ 52,156  |
| Inventory                                 | 413        |
| Prepaid expenses and other current assets | 7,674      |
| Property and equipment, net               | 10,360     |
| Goodwill                                  | 35,755     |
| Other intangibles, net                    | 32,945     |
| Other                                     | 1,995      |
| Assets of discontinued operations         | \$ 141,298 |

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|  |           |
|--|-----------|
| Payables to money transfer beneficiaries | \$ 11,811 |
| Accounts payable and accrued liabilities | 20,297    |
| Income tax payable                       | 630       |
| Liabilities of discontinued operations   | \$ 32,738 |



**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 4 GOODWILL**

The changes to the goodwill balance during the nine months ended February 28, 2010 are as follows (in thousands):

|  |                   |
|--|-------------------|
| Goodwill balance as of May 31, 2009                                  | \$ 625,120        |
| Adjustment to purchase price allocations                             | (790)             |
| Goodwill acquired  | 11,738            |
| Adjustment for estimated loss on disposal of discontinued operations | (14,481)          |
| Goodwill reclassified to discontinued operations                     | (35,755)          |
| Effect of foreign currency translation on goodwill carrying value    | (8,614)           |
| <b>Goodwill balance as of February 28, 2010</b>                      | <b>\$ 577,218</b> |

**NOTE 5 LONG-TERM DEBT AND CREDIT FACILITIES**

Outstanding debt consisted of the following:

|   | February 28,<br>2010 | May 31,<br>2009   |
|---|----------------------|-------------------|
|   | (in thousands)       |                   |
| <b>Lines of Credit:</b>                         |                      |                   |
| U.S. Credit Facility                            | \$                   | \$                |
| China Credit Facility                           |                      |                   |
| Canada Credit Facility                          |                      |                   |
| National Bank of Canada ( NBC ) Credit Facility |                      | 1,534             |
| Macau Credit Facility                           | 559                  | 1,333             |
| Sri Lanka Credit Facility                       | 1,908                | 1,355             |
| Philippines Credit Facility                     | 5,932                | 5,244             |
| Maldives Credit Facility                        | 2,115                | 708               |
| Notes Payable                                   | 10,643               | 12,003            |
| Term Loans                                      | 436,630              | 185,000           |
| <b>Total debt</b>                               | <b>\$ 457,787</b>    | <b>\$ 207,177</b> |
| <b>Current portion</b>                          | <b>\$ 150,489</b>    | <b>\$ 39,567</b>  |
| <b>Long-term portion</b>                        | <b>307,298</b>       | <b>167,610</b>    |
| <b>Total debt</b>                               | <b>\$ 457,787</b>    | <b>\$ 207,177</b> |

**Lines of Credit**

Our line of credit facilities are used to provide a source of working capital and for general corporate purposes, while the U.S. Credit Facility is additionally available to fund future strategic acquisitions. Certain of our line of credit facilities allow us to fund merchants for credit and debit card transactions prior to receipt of corresponding settlement funds from Visa, MasterCard, and debit networks. Currently, HSBC Limited Hong Kong, our sponsor bank, funds merchants prior to the receipt of settlement funds and charges us a funding cost which is included in interest expense. The associated funding obligation is currently included in settlement processing obligations.

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Effective April 1, 2010 we entered into a revolving overdraft facility with HSBC Limited Hong Kong, for up to HKD 800 million (\$103.2 million) to fund merchants prior to receipt of corresponding settlement funds from Visa and MasterCard. This facility is denominated in Hong Kong dollars and has a variable interest rate based on Hong Kong Interbank Offered Rate plus a margin. This facility is subject to annual review.

### *Term Loans*

On June 23, 2008, we entered into a five year unsecured \$200.0 million term loan agreement with a syndicate of banks in the United States to partially fund the purchase of our initial 51% interest in the LLP. The term loan bears interest, at our election, at the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. As of February 28,

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

2010, the interest rate on the term loan was 1.4%. The term loan requires quarterly principal payments of \$5.0 million beginning with the quarter ended August 31, 2008 and increasing to \$10.0 million beginning with the quarter ending August 31, 2010 and \$15.0 million beginning with the quarter ending August 31, 2011. As of February 28, 2010, the outstanding balance of this term loan was \$170.0 million.

On July 10, 2009, we entered into a \$300.0 million term loan agreement (\$230.0 million and £43.5 million) with a syndicate of financial institutions. We used the proceeds of this term loan to pay down our then existing credit facility which had been used to initially fund the purchase of the remaining 49% interest in the LLP. This term loan expires in 2012 and has a variable interest rate based on the London Interbank Offered Rate plus a margin based on our leverage position. As of February 28, 2010, the interest rate on the term loan was 3.3% for the United States dollar borrowing facility and 3.6% for the British Pound Sterling borrowing facility. The term loan requires quarterly principal payments of \$11.5 million and £2.2 million beginning with the quarter ended August 31, 2009 and increasing to \$17.3 million and £3.3 million beginning with the quarter ending August 31, 2010. As of February 28, 2010, the outstanding balance of this term loan was \$207.0 million and £39.1 million (\$59.6 million equivalent).

***Notes Payable***

In connection with our acquisition of UCS, we assumed notes payable with a total outstanding balance of approximately \$10.6 million at February 28, 2010. These notes have fixed interest rates ranging from 8.0% to 10.5% with maturity dates ranging from March 2011 through July 2013.

***Compliance with Covenants***

There are certain financial and non-financial covenants contained in our credit facilities and term loans. We are in compliance with these covenants as of February 28, 2010.

**NOTE 6 INCOME TAX**

As of February 28, 2010, other long-term liabilities included liabilities for unrecognized income tax benefits of \$19.2 million and accrued interest and penalties of \$0.2 million.

We recognize accrued interest related to our liabilities for unrecognized income tax benefits in interest expense. We accrue penalty expense related to our liabilities for unrecognized tax benefits in sales, general and administrative expenses. During the three and nine months ended February 28, 2010, we recognized additional liabilities of \$2.7 million and \$8.8 million, respectively, for unrecognized income tax benefits. During the nine months ended February 28, 2010 and 2009, amounts recorded for accrued interest and penalty expense related to the unrecognized income tax benefits were not significant.

We conduct business globally and file income tax returns in the United States federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, United Kingdom, and Canada. With few exceptions, we are no longer subject to income tax examinations for years ended May 31, 2003 and prior.

**NOTE 7 SHAREHOLDERS EQUITY**

Our Board of Directors approved a share repurchase program that authorized the purchase of up to \$100.0 million of Global Payments stock in the open market or as otherwise may be determined by us, subject to market conditions, business opportunities, and other factors. We did not repurchase shares of our common stock during the first nine months of fiscal 2010 and 2009. As of February 28, 2010, we had \$13.0 million remaining under our current share repurchase authorization.

**NOTE 8 SHARE-BASED AWARDS AND OPTIONS**

As of February 28, 2010, we have four share-based employee compensation plans. For all share-based awards granted after June 1, 2006, compensation expense is recognized on a straight-line basis. The fair value of share-based awards granted prior to June 1, 2006 is amortized as

compensation expense on an accelerated basis from the date of the grant.

**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Non-qualified stock options and restricted stock have been granted to officers, key employees and directors under the Global Payments Inc. 2000 Long-Term Incentive Plan, as amended and restated (the 2000 Plan), the Global Payments Inc. Amended and Restated 2005 Incentive Plan (the 2005 Plan), and an Amended and Restated 2000 Non-Employee Director Stock Option Plan (the Director Plan) (collectively, the Plans). Effective with the adoption of the 2005 Plan, there are no future grants under the 2000 Plan. Shares available for future grant as of February 28, 2010 are 2.7 million for the 2005 Plan and 0.4 million for the Director Plan.

The following table summarizes the share-based compensation cost charged to income for (i) the continued vesting of all stock options that remained unvested as of June 1, 2006, (ii) all stock options granted, modified or cancelled after our adoption of FASB guidance, (iii) our employee stock purchase plan and (iv) our restricted stock program. The total income tax benefit recognized for share-based compensation in the accompanying unaudited statements of income is also presented.

|                               | Three Months Ended<br>February 28,<br>2010 |        | Nine Months Ended<br>February 28,<br>2010 |         |
|-------------------------------|--|--------|---|---------|
|                               | 2009                                       | 2010   | 2009                                      | 2010    |
|                               | (in millions)                              |        |   |         |
| Share-based compensation cost | \$ 4.4                                     | \$ 3.8 | \$ 11.8                                   | \$ 11.0 |
| Income tax benefit            | 1.5  | 1.4    | 4.1                                       | 3.9     |

**Stock Options**

Stock options are granted at 100% of fair market value on the date of grant and have 10-year terms. Stock options granted vest one year after the date of grant with respect to 25% of the shares granted, an additional 25% after two years, an additional 25% after three years, and the remaining 25% after four years. The Plans provide for accelerated vesting under certain conditions. We have historically issued new shares to satisfy the exercise of options.

The following is a summary of our stock option plans as of and for the nine months ended February 28, 2010:

|                                    | Options<br>(in thousands) | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term<br>(years) | Aggregate<br>Intrinsic<br>Value<br>(in millions) |
|------------------------------------|---------------------------|--|--|--|
| Outstanding at May 31              | 4,293                     | \$ 28                                    |  |  |
| Granted                            | 285                       | 43                                       |  |  |
| Forfeited                          | (164)                     | 28                                       |  |  |
| Exercised                          | (934)                     | 23                                       |  |  |
| Outstanding at February 28         | 3,480                     | 30                                       | 5.2  | \$ 43.5  |
| Options exercisable at February 28 | 2,760                     | \$ 27                                    | 4.4  | \$ 43.4  |

The aggregate intrinsic value of stock options exercised during the nine months ended February 28, 2010 and 2009 was \$21.4 million and \$7.6 million, respectively. As of February 28, 2010, we had \$5.3 million of total unrecognized compensation cost related to unvested options which we expect to recognize over a weighted average period of 1.4 years.



**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The weighted average grant-date fair values of each option granted during the nine months ended February 28, 2010 and 2009 were \$14 and \$13, respectively. The fair value of each option granted during the nine months ended February 28, 2010 and 2009 was estimated on the date of grant using the Black-Scholes valuation model with the following weighted average assumptions for grants during the respective period:

|                              | Nine Months Ended February 28, |         |
|------------------------------|--------------------------------|---------|
|                              | 2010                           | 2009    |
| <b><u>2005 Plan</u></b>      |                                |         |
| Risk-free interest rates     | 2.72%                          | 3.15%   |
| Expected volatility          | 32.31%                         | 28.27%  |
| Dividend yields              | 0.21%                          | 0.19%   |
| Expected lives               | 5 years                        | 5 years |
| <b><u>Directors Plan</u></b> |                                |         |
| Risk-free interest rates     | 2.24%                          | 2.68%   |
| Expected volatility          | 32.31%                         | 28.17%  |
| Dividend yields              | 0.21%                          | 0.19%   |
| Expected lives               | 5 years                        | 5 years |

The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury security with a maturity equal to the expected life of the option from the date of the grant. Our assumption on expected volatility is based on our historical volatility. The dividend yield assumption is calculated using our average stock price over the preceding year and the annualized amount of our current quarterly dividend. We based our assumptions on the expected lives of the options on our analysis of the historical exercise patterns of the options and our assumption on the future exercise pattern of options.

***Restricted Stock***

Shares awarded under the restricted stock program of the 2000 Plan and 2005 Plan are held in escrow and released to the grantee upon the grantee's satisfaction of conditions of the grantee's restricted stock agreement. The grant date fair value of restricted stock awards is based on the quoted fair market value of our common stock at the award date.

Grants of restricted shares are subject to forfeiture if a grantee, among other conditions, leaves our employment prior to expiration of the restricted period. New grants of restricted shares generally vest one year after the date of grant with respect to 25% of the shares granted, an additional 25% after two years, an additional 25% after three years, and the remaining 25% after four years. For restricted shares granted prior to June 1, 2006, the restrictions generally lapse two years after the date of grant with respect to 33% of the shares granted, an additional 33% after three years, and the remaining 33% after four years.

The following table summarizes the changes in non-vested restricted stock awards for the nine months ended February 28, 2010.

|                           | Share<br>Awards<br>(in thousands) | Weighted Average<br>Grant-Date Fair Value |
|---------------------------|-----------------------------------|---|
| Non-vested at May 31      | 762                               | \$ 42                                     |
| Granted                   | 421                               | 42  |
| Vested                    | (221)                             | 41  |
| Forfeited                 | (127)                             | 44  |
| Non-vested at February 28 | 835                               | 42  |

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The total fair value of shares vested during the nine months ended February 28, 2010 was \$9.1 million. During the nine months ended February 28, 2009, the weighted average grant-date fair value of shares vested was \$39 and the total fair value of shares vested was \$6.2 million.

We recognized compensation expenses for restricted stock of \$3.2 million and \$2.5 million in the three months ended February 28, 2010 and 2009, respectively. We recognized compensation expenses for restricted stock of \$8.2 million and \$6.6



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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

million in the nine months ended February 28, 2010 and 2009, respectively. As of February 28, 2010, there was \$27.5 million of total unrecognized compensation cost related to unvested restricted stock awards that is expected to be recognized over a weighted average period of 2.7 years.

***Employee Stock Purchase Plan***

We have an Employee Stock Purchase Plan under which the sale of 2.4 million shares of our common stock has been authorized. Employees may designate up to the lesser of \$25,000 or 20% of their annual compensation for the purchase of stock. The price for shares purchased under the plan is 85% of the market value on the last day of the quarterly purchase period. As of February 28, 2010, 0.8 million shares had been issued under this plan, with 1.6 million shares reserved for future issuance.

The weighted average grant-date fair value of each designated share purchased under this plan during the nine months ended February 28, 2010 and 2009 was \$7 and \$6, respectively, which represents the fair value of the 15% discount.

**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 9 SUPPLEMENTAL CASH FLOW INFORMATION**

Supplemental cash flow disclosures are as follows:

|   | <b>Nine Months Ended February 28,</b> |             |
|---|---------------------------------------|-------------|
|   | <b>2010</b>                           | <b>2009</b> |
|   | <b>(in thousands)</b>                 |             |
| Income taxes paid, net of refunds                     | \$ 53,464                             | \$ 64,234   |
| Interest paid   | 8,870                                 | 8,822       |
| Financing receivables:                                |                                       |             |
| Investment in equipment for financing leases          | \$ (1,932)                            | \$          |
| Principal collections from customers financing leases | 1,283                                 |             |
| Net increase in financing receivables                 | \$ (649)                              | \$          |

**NOTE 10 NONCONTROLLING INTERESTS**

Effective June 1, 2009, we adopted the FASB guidance on noncontrolling interest. The following table details the components of redeemable noncontrolling interests for the nine months ended February 28, 2010 and 2009:

|  | <b>Nine Months Ended February 28,</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2010</b>                           | <b>2009</b> |
|  | <b>(in thousands)</b>                 |             |
| Beginning balance  | \$ 399,377                            | \$ 87,390   |
| Increase in redeemable noncontrolling interest resulting from acquisitions |                                       | 429,897     |
| Acquisition of redeemable noncontrolling interest                          | (307,675)                             |             |
| Net income attributable to redeemable noncontrolling interest              | 4,995                                 | 22,018      |
| Distributions to redeemable noncontrolling interest                        | (11,896)                              | (15,912)    |
| Increase (decrease) in fair value of redeemable noncontrolling interest    | 14,237                                | (51,018)    |
| Ending balance   | \$ 99,038                             | \$ 472,375  |

For the nine months ended February 28, 2010 and 2009, net income included in the consolidated statements of changes in shareholders' equity is reconciled to net income presented in the consolidated statements of income as follows:

|  | <b>Nine Months Ended February 28,</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2010</b>                           | <b>2009</b> |
|  | <b>(in thousands)</b>                 |             |
| Net (loss) income attributable to Global Payments                | \$ 169,127                            | \$ (342)    |
| Net income attributable to nonredeemable noncontrolling interest | 5,956                                 | 5,700       |
| Net income attributable to redeemable noncontrolling interest    | 4,995                                 | 22,018      |
| Net income including noncontrolling interest                     | \$ 180,078                            | \$ 27,376   |



**Table of Contents****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 11 SEGMENT INFORMATION****General information**

We have historically operated in three reportable segments, which were defined as North America Merchant Services, International Merchant Services, and Money Transfer. Beginning with the three months ended November 30, 2009, our Money Transfer segment has been reported as discontinued operations. The following tables reflect our segments included in continuing operations. The merchant services segments primarily offer processing solutions for credit cards, debit cards, and check-related services.

**Information about profit and assets**

We evaluate performance and allocate resources based on the operating income of each segment. The operating income of each segment includes the revenues of the segment less those expenses that are directly related to those revenues. Operating overhead, shared costs, and certain compensation costs are included in corporate in the following table. Interest expense or income and income tax expense are not allocated to the individual segments. Lastly, we do not evaluate performance or allocate resources using segment asset data. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies in Note 1.

Information on segments, including revenues by geographic distribution within segments, and reconciliations to consolidated revenues and consolidated operating income are as follows for the three and nine months ended February 28, 2010 and 2009:

|                                       | Three Months Ended<br>February 28, |            | Nine Months Ended<br>February 28, |              |
|---------------------------------------|------------------------------------|------------|-----------------------------------|--------------|
|                                       | 2010                               | 2009       | 2010                              | 2009         |
|                                       | (in thousands)                     |            |                                   |              |
| <b>Revenues:</b>                      |                                    |            |                                   |              |
| United States                         | \$ 216,168                         | \$ 206,237 | \$ 659,868                        | \$ 599,082   |
| Canada                                | 77,092                             | 68,201     | 236,552                           | 232,779      |
| North America merchant services       | 293,260                            | 274,438    | 896,420                           | 831,861      |
| Europe                                | 78,174                             | 62,110     | 242,785                           | 194,881      |
| Asia-Pacific                          | 27,101                             | 22,980     | 78,213                            | 67,630       |
| International merchant services       | 105,275                            | 85,090     | 320,998                           | 262,511      |
| Consolidated revenues                 | \$ 398,535                         | \$ 359,528 | \$ 1,217,418                      | \$ 1,094,372 |
| <b>Operating income for segments:</b> |                                    |            |                                   |              |
| North America merchant services       | \$ 60,855                          | \$ 57,909  | \$ 210,419                        | \$ 213,409   |
| International merchant services       | 28,853                             | 20,771     | 88,353                            | 62,136       |
| Corporate                             | (15,859)                           | (16,297)   | (46,978)                          | (46,661)     |
| Consolidated operating income         | \$ 73,849                          | \$ 62,383  | \$ 251,794                        | \$ 228,884   |
| <b>Depreciation and amortization:</b> |                                    |            |                                   |              |
| North America merchant services       | \$ 8,195                           | \$ 5,447   | \$ 23,074                         | \$ 17,480    |
| International merchant services       | 8,397                              | 8,669      | 25,592                            | 29,190       |
| Discontinued operations               |                                    | 1,063      | 1,362                             | 3,378        |

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|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Corporate                                  | 128       | 118       | 397       | 349       |
| Consolidated depreciation and amortization | \$ 16,720 | \$ 15,297 | \$ 50,425 | \$ 50,397 |

Our results of operations and our financial condition are not significantly reliant upon any single customer.

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 12 COMMITMENTS AND CONTINGENCIES**

We have a redeemable noncontrolling interest associated with our Asia-Pacific merchant services business channel. Global Payments Asia-Pacific, Limited, or GPAP, is the entity through which we conduct our merchant acquiring business in the Asia-Pacific region. We own 56% of GPAP and HSBC Asia Pacific owns the remaining 44%. The GPAP shareholders agreement includes provisions pursuant to which HSBC Asia Pacific may compel us to purchase, at the lesser of fair value or a net revenue multiple, additional GPAP shares from HSBC Asia Pacific (the Put Option). HSBC Asia Pacific may exercise the Put Option on the fifth anniversary of the closing of the acquisition and on each anniversary thereafter. By exercising the Put Option, HSBC Asia Pacific can require us to purchase, on an annual basis, up to 15% of the total issued shares of GPAP. While not redeemable until beginning in July 2011, we estimate the maximum total redemption amount of the redeemable noncontrolling interest under the Put Option would be \$99.0 million as of February 28, 2010. We have adjusted our redeemable noncontrolling interest to reflect the maximum redemption amount as of February 28, 2010 on our consolidated balance sheet.

During fiscal 2008, we sold a 20% interest in Global Payments Credit Services (GPCS), a leading credit information company in Russia, to Equifax Decision Systems, BV (Equifax) for \$3.0 million in cash (the GPCS sale). Due to capital contribution requirements included in the GPCS shareholders agreement, we deferred a gain of \$2.8 million on the sale of the interest. We anticipate that we will recognize this gain once we have fulfilled our capital contribution requirements.

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

For an understanding of the significant factors that influenced our results, the following discussion should be read in conjunction with our unaudited consolidated financial statements and related notes appearing elsewhere in this report. This management's discussion and analysis should also be read in conjunction with the management's discussion and analysis and consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2009.

#### ***General***

We are a leading payment processing company. As a high-volume processor of electronic transactions, we enable merchants, multinational corporations, financial institutions, consumers, government agencies and other profit and non-profit business enterprises to facilitate electronic payments to purchase goods and services or further other economic goals. Our role is to serve as an intermediary in the exchange of information and funds that must occur between parties so that a payment transaction can be completed. We were incorporated in Georgia as Global Payments Inc. in September 2000 and we spun-off from our former parent company in January 2001. Including our time as part of our former parent company, we have been in business since 1967.

We market our products and services throughout the United States, Canada, Europe and the Asia-Pacific region. We operate in two business segments, North America merchant services and International merchant services, and we offer various products through these segments. Our two merchant services segments target customers in many vertical industries including financial institutions, government, professional services, restaurants, universities, utilities, gaming, retail and health care. Please see Note 11 in the notes to the unaudited consolidated financial statements for additional segment information.

Our offerings in our merchant services segments provide merchants, independent sales organizations, or ISOs, and financial institutions with credit and debit card transaction processing, as well as check-related services. We use two basic business models to market our merchant services offerings. One model, referred to as *direct*, features a salaried and commissioned sales force, ISOs and independent sales representatives, all of whom sell our end-to-end services directly to merchants. Our other model, referred to as *indirect*, provides similar basic products and services as our direct model, primarily to financial institutions and a limited number of ISOs on an unbundled basis, that in turn resell our products and services to clients. The primary difference between the two models is under *indirect* we do not provide BIN sponsorship services for acquired transactions. That service is provided by other providers. Both our North America and International merchant services segments utilize a combination of the direct and indirect models.

Direct merchant services revenue is generated on services generally priced as a percentage of transaction value, whereas indirect merchant services revenue is generated on services primarily priced on a specified amount per transaction or per service rendered. In both merchant services models, we also charge other fees unrelated to the number of transactions or the transaction value.

Our products and services are marketed through a variety of distinct sales channels that include a dedicated direct sales force, ISOs, an internal telesales group, retail outlets, trade associations, alliance bank relationships and financial institutions. We plan to grow our domestic and international presence, drive profitable growth through acquisitions, develop enhanced products and services for our customers and leverage the economies of scale inherent in our business model.

#### ***Executive Overview***

On November 18, 2009, we signed an agreement to sell our wholly-owned money transfer business, which comprised our money transfer segment, to an affiliate of Palladium Equity Partners, LLC. Under the terms of the agreement, we will receive proceeds in the range of \$85 million to \$110 million based on the operating performance of the business determined at the time of closing. We expect the transaction to close before the end of fiscal year 2010. This segment has been reported as a discontinued operation, and certain amounts in the prior period have been reclassified to conform to such presentation.

On September 28, 2009, we completed the acquisition of Auctionpay, Inc., a provider of fully integrated payment processing and software solutions for fundraising activities. Under the terms of the agreement, we paid a total of \$22.0 million in cash to acquire Auctionpay, Inc. The purpose of this acquisition was to expand our direct acquiring business into a vertical market that, to date, is still heavily dependent on cash and check as the primary means of payment.

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On June 12, 2009, we completed the purchase of the remaining 49% of HSBC Merchant Services LLP (the "LLP") from HSBC Bank plc ("HSBC UK"). Total consideration for such remaining interest was \$307.7 million in cash. We used then existing lines of credit to complete the transaction. We acquired our initial majority ownership interest in the LLP on June 30, 2008.

On July 10, 2009, we entered into a new \$300.0 million term loan agreement (\$230.0 million and £43.5 million) with a syndicate of financial institutions. We used the proceeds of this term loan to pay down our existing credit facility which was used to fund the purchase of our remaining 49% interest in the LLP. The term loan expires in 2012 and has a variable interest rate based on London Interbank Offered Rate ("LIBOR") plus a margin based on our leverage position.

Revenues increased \$39.0 million during the three months ended February 28, 2010 compared to the prior year's comparable period. Macroeconomic conditions have caused our average dollar per transaction (average ticket) amounts to decline across our geographic regions compared to the prior year. However, we continue to grow revenue in most of our direct merchant acquiring markets around the world. Our North America merchant services segment reported growth primarily driven by our direct ISO channel which continues to drive expanding market share in the United States as evidenced by our 14% transaction growth compared to the prior year's comparable period. While our revenues in Canada were affected positively by favorable foreign currency trends, our Canadian business continues to be affected by challenging macroeconomic conditions which have precipitated flat transaction growth and reduced spreads due to market-driven pricing pressure as compared to the prior year. Revenues increased 24% in our International merchant services segment compared to the prior year's comparable period. This growth reflects the impact of our April 30, 2009 acquisition of UCS in the Russian Federation, favorable currency trends in the United Kingdom and solid business performance in the United Kingdom and in the Asia-Pacific region.

For the three months ended February 28, 2010 currency exchange rate fluctuations increased our revenues by \$18.2 million and our earnings by \$0.07 per diluted share. For the nine months ended February 28, 2010 currency exchange rate fluctuations increased our revenues by \$2.4 million and our earnings by \$0.04 per diluted share. To calculate this impact, we converted our fiscal 2010 actual revenues and expenses from continuing operations at fiscal 2009 currency exchange rates. Further fluctuations in currency exchange rates or decreases in consumer spending could cause our results to differ from our current expectations.



**Table of Contents****Results of Operations**

The following table shows key selected financial data for the three months ended February 28, 2010 and 2009, this data as a percentage of total revenue, and the changes between three months ended February 28, 2010 and 2009, in dollars and as a percentage of the prior year's comparable period.

|   | Three<br>Months<br>Ended<br>February 28,<br>2010 | % of<br>Revenue <sup>(1)</sup> | Three<br>Months<br>Ended<br>February 28,<br>2009<br>(dollar amounts in thousands) | % of<br>Revenue <sup>(1)</sup> | Change    | % Change |
|---|--|--------------------------------|---|--------------------------------|-----------|----------|
| <b>Revenues:</b>                        |  |                                |   |                                |           |          |
| United States                           | \$ 216,168                                       | 54%                            | \$ 206,237  | 57%                            | \$ 9,931  | 5%       |
| Canada                                  | 77,092   | 19                             | 68,201  | 19                             | 8,891     | 13       |
| North America merchant services         | 293,260  | 74                             | 274,438   | 76                             | 18,822    | 7        |
| Europe                                  | 78,174   | 20                             | 62,110  | 17                             | 16,064    | 26       |
| Asia-Pacific                            | 27,101   | 7                              | 22,980  | 6                              | 4,121     | 18       |
| International merchant services         | 105,275  | 26                             | 85,090  | 24                             | 20,185    | 24       |
| Total revenues                          | \$ 398,535                                       | 100%                           | \$ 359,528  | 100%                           | \$ 39,007 | 11%      |
| <b>Consolidated operating expenses:</b> |  |                                |   |                                |           |          |
| Cost of service                         | \$ 146,202                                       | 36.7%                          | \$ 124,001  | 34.5%                          | \$ 22,201 | 18%      |
| Sales, general and administrative       | 178,484  | 44.8                           | 173,144   | 48.2                           | 5,340     | 3        |
| Operating income                        | \$ 73,849  | 18.5%                          | \$ 62,383   | 17.4%                          | \$ 11,466 | 18%      |
| <b>Operating income for segments:</b>   |  |                                |   |                                |           |          |
| North America merchant services         | \$ 60,855  |                                | \$ 57,909   |                                | \$ 2,946  | 5%       |
| International merchant services         | 28,853   |                                | 20,771  |                                | 8,082     | 39       |
| Corporate                               | (15,859)   |                                | (16,297)  |                                | 438       | (3)      |
| Operating income                        | \$ 73,849  |                                | \$ 62,383   |                                | \$ 11,466 | 18%      |
| <b>Operating margin for segments:</b>   |  |                                |   |                                |           |          |
| North America merchant services         | 20.8%  |                                | 21.1%   |                                | (0.3)%    |          |
| International merchant services         | 27.4%  |                                | 24.4%   |                                | 3.0%      |          |

<sup>(1)</sup> Percentage amounts may not sum to the total due to rounding.

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The following table shows key selected financial data for the nine months ended February 28, 2010 and 2009, this data as a percentage of total revenue, and the changes between nine months ended February 28, 2010 and 2009, in dollars and as a percentage of the prior year's comparable period.

|   | Nine<br>Months<br>Ended<br>February 28,<br>2010 | % of<br>Revenue <sup>(1)</sup> | Nine<br>Months<br>Ended<br>February 28,<br>2009<br>(dollar amounts in thousands) | % of<br>Revenue <sup>(1)</sup> | Change     | % Change |
|---|---|--------------------------------|--|--------------------------------|------------|----------|
| <b>Revenues:</b>                        |   |                                |  |                                |            |          |
| United States                           | \$ 659,868                                      | 54%                            | \$ 599,082   | 55%                            | \$ 60,786  | 10%      |
| Canada                                  | 236,552   | 19                             | 232,779  | 21                             | 3,773      | 2        |
| North America merchant services         | 896,420   | 74                             | 831,861  | 76                             | 64,773     | 8        |
| Europe                                  | 242,785   | 20                             | 194,881  | 18                             | 47,904     | 25       |
| Asia-Pacific                            | 78,213  | 6                              | 67,630   | 6                              | 10,583     | 16       |
| International merchant services         | 320,998   | 26                             | 262,511  | 24                             | 58,487     | 22       |
| Total revenues                          | \$ 1,217,418                                    | 100%                           | \$ 1,094,372   | 100%                           | \$ 123,046 | 11%      |
| <b>Consolidated operating expenses:</b> |   |                                |  |                                |            |          |
| Cost of service                         | \$ 432,287                                      | 35.5%                          | \$ 374,631   | 34.2%                          | \$ 57,656  | 15%      |
| Sales, general and administrative       | 533,337   | 43.8                           | 490,857  | 44.9                           | 42,480     | 9        |
| Operating income                        | \$ 251,794                                      | 20.7%                          | \$ 228,884   | 20.9%                          | \$ 22,910  | 10%      |
| <b>Operating income for segments:</b>   |   |                                |  |                                |            |          |
| North America merchant services         | \$ 210,419                                      |                                | \$ 213,409   |                                | \$ (2,989) | (1)%     |
| International merchant services         | 88,353  |                                | 62,136   |                                | 26,217     | 42       |
| Corporate                               | (46,978)  |                                | (46,661)   |                                | (318)      | 1        |
| Operating income                        | \$ 251,794                                      |                                | \$ 228,884   |                                | \$ 22,910  | 10%      |
| <b>Operating margin for segments:</b>   |   |                                |  |                                |            |          |
| North America merchant services         | 23.5%   |                                | 25.7%  |                                | (2.2)%     |          |
| International merchant services         | 27.5%   |                                | 23.7%  |                                | 3.8%       |          |

<sup>(1)</sup> Percentage amounts may not sum to the total due to rounding.

**Revenues**

We derive our revenues from three primary sources: charges based on volumes and fees for services, charges based on transaction quantity, and equipment sales, leases and service fees. Revenues generated by these areas depend upon a number of factors, such as demand for and price of our services, the technological competitiveness of our product offerings, our reputation for providing timely and reliable service, competition within our industry and general economic conditions.

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For the three months ended February 28, 2010, revenues increased 11% to \$398.5 million compared to the prior year's comparable period. For the nine months ended February 28, 2010, revenues increased 11% to \$1,217.4 million compared to the prior year's comparable period.

Our revenues have been affected by fluctuations in foreign currency exchange rates. For the three months ended February 28, 2010, currency exchange rate fluctuations increased our revenues by \$18.2 million. For the nine months ended February 28, 2010, currency exchange rate fluctuations increased our revenues by \$2.4 million.

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***North America Merchant Services Segment***

For the three months ended February 28, 2010, revenue from our North America merchant services segment increased 7% to \$293.3 million compared to the prior year's comparable period. For the nine months ended February 28, 2010, revenue from our North America merchant services segment increased 8% to \$896.4 million compared to the prior year's comparable period.

We grow our United States revenue by adding small and mid-market merchants in diversified vertical markets, primarily through our ISO channel. For the three months ended February 28, 2010, our United States direct credit and debit card processed transactions grew 14% and our total United States revenue grew 5% compared to the prior year period. For the nine months ended February 28, 2010, our United States direct credit and debit card processed transactions grew 17% and our total United States revenue grew 10% compared to the prior year period. For the three months ended February 28, 2010 compared to the prior year's comparable period, our United States average ticket decreased approximately 6%. For the nine months ended February 28, 2010 compared to the prior year's comparable period, our United States average ticket decreased approximately 8%. We believe this decline is due to a combination of lower consumer spending as a result of a weakened economy, the industry shift of increasing debit transactions, as well as a shift toward smaller merchants added through our ISO channel. Smaller merchants tend to have lower average tickets than larger merchants. The effect of consumers replacing cash-based payments with debit card transactions also lowers our overall United States average ticket amounts. Based on our mix of merchants, slightly more than half of our United States transactions are comprised of a combination of signature- and PIN-based debit, with PIN-based debit representing less than 10% of our total transactions. Aside from the impact of changes in our average ticket, the remaining differences between our transaction growth and revenue growth are due to our service fees, equipment fees, check-related services, and our domestic indirect revenue.

For the three months ended February 28, 2010, our Canadian revenue increased 13% compared to the prior year period. For the nine months ended February 28, 2010, our Canadian revenue increased 2% compared to the prior year period. This growth was primarily due to favorable foreign currency trends, offset by challenging macroeconomic conditions which have precipitated flat transaction growth and reduced spreads due to market-driven pricing pressure as compared to the prior year.

***International Merchant Services Segment***

For the three months ended February 28, 2010, International merchant services revenue increased 24% to \$105.3 million compared to the prior year period. For the nine months ended February 28, 2010, International merchant services revenue increased 22% to \$321.0 million compared to the prior year period.

Our Europe merchant services revenue for the three months ended February 28, 2010 increased 26% to \$78.2 million compared to the prior year period. Europe merchant services revenue for the nine months ended February 28, 2010 increased 25% to \$242.8 million compared to the prior year period. This growth was primarily due to our April 30, 2009 acquisition of UCS in the Russian Federation, in addition to solid business performance in the United Kingdom. Foreign currency trends favorably impacted United Kingdom revenues for the three months ended February 28, 2010, however foreign currency trends for the nine months ended February 28, 2010 negatively impacted revenues when compared to the prior year period.

Asia-Pacific merchant services revenue for the three months ended February 28, 2010 increased 18% to \$27.1 million compared to the prior year period. Asia-Pacific merchant services revenue for the nine months ended February 28, 2010 increased 16% to \$78.2 million compared to the prior year period. The growth was primarily due to solid business performance in the Asia Pacific region driven in part by the increasing penetration of dynamic currency conversion products in the region. The growth for the nine months ended February 28, 2010 also reflects our acquisition of Global Payments Asia-Pacific Philippines Incorporated on September 4, 2008.

***Consolidated Operating Expenses***

Cost of service consists primarily of the following costs: operations-related personnel, including those who monitor our transaction processing systems and settlement functions; assessment fees paid to card networks; transaction processing systems, including third-party services such as the costs of settlement channels for transition services paid to HSBC in the Asia-Pacific market and the United Kingdom; network telecommunications capability, depreciation and occupancy costs associated with the facilities performing these functions; amortization of intangible assets; and provisions for operating losses.

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Cost of service increased 18% to \$146.2 million for the three months ended February 28, 2010 compared to the prior year's comparable period. As a percentage of revenue, cost of service increased to 36.7% of revenue for the three months ended February 28, 2010 from 34.5% for the prior year's comparable period. Cost of service increased 15% to \$432.3 million for the nine months ended February 28, 2010 compared to the prior year's comparable period. As a percentage of revenue, cost of service increased to 35.5% of revenue for the nine months ended February 28, 2010 from 34.2% for the prior year's comparable period. The growth in cost of service expenses was due to our UCS acquisition, increases in variable processing expenses, such as card network assessments and fees, associated with our revenue growth, and the impact of our June 30, 2008 acquisition of 51% of HSBC Merchant Services LLP.

Sales, general and administrative expenses consists primarily of salaries, wages and related expenses paid to sales personnel, non-revenue producing customer support functions and administrative employees and management, commissions to independent contractors and ISOs, advertising costs, other selling expenses, share-based compensation expenses and occupancy of leased space directly related to these functions.

Sales, general and administrative expenses increased 3% to \$178.5 million for the three months ended February 28, 2010 compared to the prior year's comparable period. As a percentage of revenue, these expenses decreased to 44.8% for the three months ended February 28, 2010 compared to 48.2% in the prior year's comparable period due to a proportional decrease in commission payments to ISOs as a percentage of ISO revenues. Sales, general and administrative expenses increased 9% to \$533.3 million for the nine months ended February 28, 2010 compared to the prior year's comparable period. As a percentage of revenue, these expenses decreased to 43.8% for the nine months ended February 28, 2010 compared to 44.9% in the prior year's comparable period.

*Operating Income and Operating Margin for Segments*

For the purpose of discussing segment operations, we refer to operating income as calculated by subtracting segment direct expenses from segment revenue. Overhead and shared expenses, including share-based compensation costs, are not allocated to the segments' operations; they are reported in the caption Corporate. Similarly, references to operating margin regarding segment operations mean segment operating income divided by segment revenue.

*North America Merchant Services Segment*

Operating income in the North America merchant services segment increased 5% to \$60.9 million for the three months ended February 28, 2010 compared to the prior year's comparable period. The operating margin was 20.8% and 21.1% for the three months ended February 28, 2010 and 2009, respectively. Operating income in the North America merchant services segment decreased 1% to \$210.4 million for the nine months ended February 28, 2010 compared to the prior year's comparable period. The operating margin was 23.5% and 25.7% for the nine months ended February 28, 2010 and 2009, respectively. Growth in the U.S. ISO channel reduced margins for the three and nine months ended February 28, 2010. The ISO channel generally has a dilutive effect on our operating margin compared to our other channels due to the ongoing commission payments to the ISOs.

*International Merchant Services Segment*

Operating income in the International merchant services segment increased 39% to \$28.9 million for the three months ended February 28, 2010 compared to the prior year's comparable period. The operating margin was 27.4% and 24.4% for the three months ended February 28, 2010 and 2009, respectively. Operating income in the International merchant services segment increased 42% to \$88.4 million for the nine months ended February 28, 2010 compared to the prior year's comparable period. The operating margin was 27.5% and 23.7% for the nine months ended February 28, 2010 and 2009, respectively. The increase in operating margin is due to higher operating margins in the United Kingdom and in the Asia-Pacific region.

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**Table of Contents***Corporate*

Our corporate expenses primarily include costs associated with our Atlanta headquarters, insurance, employee incentive programs, and certain corporate staffing areas, including finance, accounting, legal, human resources, marketing, and executive. Corporate also includes expenses associated with our share-based compensation programs. Our corporate costs decreased 3% to \$15.9 million for the three months ended February 28, 2010 compared to the prior year's comparable period. Our corporate costs increased 1% to \$47.0 million for the nine months ended February 28, 2010 compared to the prior year's comparable period.

*Consolidated Operating Income*

During the three months ended February 28, 2010, our consolidated operating income increased \$11.5 million to \$73.8 million compared to the prior year's comparable period. During the nine months ended February 28, 2010, our consolidated operating income increased \$22.9 million to \$251.8 million compared to the prior year's comparable period. This increase was primarily due to the impact of growth in our International merchant services segment.

*Consolidated Other Income/Expense, Net*

Other income and expense consists primarily of interest income and interest expense. Other expense, net increased to \$2.8 million for the three months ended February 28, 2010 compared to expense of \$1.2 million in the prior year's comparable period. Other expense, net increased to \$10.0 million for the nine months ended February 28, 2010 compared to nil in the prior year's comparable period. This increase in other expense, net was primarily due to higher debt balances and, to a lesser extent, lower interest income. Interest rates decreased during the three and nine months ended February 28, 2010 when compared to the prior year. This decline in interest rates partially offset the impact of increased debt balances on interest expense and contributed to lower interest income.

*Provision for Income Taxes*

Our effective tax rates, reflected as the provision for income taxes divided by income from continuing operations before income tax, including the effect of noncontrolling interest, were 29.3% and 32.6% for the three months ended February 28, 2010 and 2009, respectively. Our effective tax rates were 29.8% and 32.5% for the nine months ended February 28, 2010 and 2009, respectively. The reductions of our effective tax rates are due to domestic and international tax planning initiatives and our foreign acquisitions.

*Income (loss) from Discontinued Operations, Net of Tax*

During the three months ended February 28, 2010, we reported net income from discontinued operations of \$0.7 million (\$0.01 diluted earnings per share) compared to a net loss of \$141.4 million (\$1.75 diluted loss per share) in the prior year's comparable period. During the nine months ended February 28, 2010, we reported net income from discontinued operations of \$7.8 million (\$0.09 diluted earnings per share) compared to a net loss of \$135.5 million (\$1.67 diluted loss per share) in the prior year's comparable period. The prior year results reflect our pre-tax impairment charge of \$147.7 million in our money transfer business during the three months ended February 28, 2009. During the three and six months ended February 28, 2010, income from discontinued operations, net of tax includes an estimated loss on disposal of \$16.0 million and an income tax benefit associated with the disposal of \$18.8 million.

*Noncontrolling Interests, Net of Tax*

Noncontrolling interests, net of tax decreased to \$3.0 million from \$8.1 million for the three months ended February 28, 2010 and 2009, respectively. Noncontrolling interests, net of tax decreased to \$11.0 million from \$27.7 million for the nine months ended February 28, 2010 and 2009, respectively. The decrease was due to our recent acquisition of the remaining 49% of HSBC Merchant Services LLP.

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### ***Liquidity and Capital Resources***

At February 28, 2010, we had cash and cash equivalents totaling \$589.6 million. Of this amount, we consider \$253.4 million to be available cash, which generally excludes settlement related and merchant reserve cash balances. Settlement related cash balances represent surplus funds that we hold on behalf of our member sponsors when the incoming amount from the card networks precedes the member sponsors' funding obligation to the merchant. Merchant reserve cash balances represent funds collected from our merchants that serve as collateral to minimize contingent liabilities associated with any losses that may occur under the merchant agreement. At February 28, 2010, our cash and cash equivalents included \$173.2 million related to Merchant reserves. While this cash is not restricted in its use, we believe that designating this cash to collateralize Merchant reserves strengthens our fiduciary standing with our member sponsors and is in accordance with the guidelines set by the card networks. See *Cash and cash equivalents* and *Settlement processing assets and obligations* under Note 1 in the notes to the unaudited consolidated financial statements for additional details.

Net cash provided by operating activities increased \$49.4 million to \$318.2 million for the nine months ended February 28, 2010 from the prior year's comparable period. Our net income increase of \$152.7 million included a prior year non-cash adjustments for the impairment of goodwill and identified intangible assets of \$147.7 million. In addition to our non-cash adjustments, we had cash provided by changes in working capital of \$45.8 million.

Net cash used in investing activities decreased \$419.0 million to \$53.9 million for the nine months ended February 28, 2010 from the prior year's comparable period, primarily due to our \$441.6 million investment in a partnership with HSBC UK during the nine months ended February 28, 2009.

For the nine months ended February 28, 2010, we used \$51.4 million in cash for financing activities as we paid down debt of \$51.0 million. The purchase of our 49% interest in the LLP of \$307.7 million is reflected as a financing cash outflow because it has been treated as an equity transaction. This outflow was largely offset by proceeds from our \$300.0 million term loan. For the nine months ended February 28, 2009, we generated \$175.3 million cash provided by financing activities due to proceeds from our \$200 million term loan agreement. See *Long-Term Debt and Credit Facilities* below for a more detailed discussion of our borrowing activities.

We believe that our current level of available cash and borrowing capacity under our lines of credit described below, together with future cash flows from operations, are sufficient to meet the needs of our existing operations and planned requirements for the foreseeable future. For fiscal 2010, we do not have any material capital commitments, other than commitments under operating leases and planned expansions.

We regularly evaluate cash requirements for current operations, commitments, development activities and acquisitions, and we may elect to raise additional funds for these purposes in the future, either through the issuance of debt, equity or otherwise. Our current cash flow strategy is: to make planned capital investments in our business, to pursue acquisitions that meet our growth strategies, to pay dividends, to pay off debt and repurchase our shares at the discretion of our Board of Directors, to collateralize our Merchant reserves, and to invest excess cash in investments that we believe are of high-quality and marketable in the short term.

### ***Contractual Obligations***

The operating lease commitments disclosed in our Annual Report on Form 10-K for the year ended May 31, 2009 have not changed significantly. Our remaining current contractual and other obligations are as follows:

#### ***Redeemable Noncontrolling interest***

We have a redeemable noncontrolling interest associated with our Asia-Pacific merchant services business channel. Global Payments Asia-Pacific, Limited, or GPAP, is the entity through which we conduct our merchant acquiring business in the Asia-Pacific region. We own 56% of GPAP and HSBC Asia Pacific owns the remaining 44%. The GPAP shareholders agreement includes provisions pursuant to which HSBC Asia Pacific may compel us to purchase, at the lesser of fair value or a net revenue multiple, additional GPAP shares from HSBC Asia Pacific (the Put Option). HSBC Asia Pacific may exercise the Put Option on the fifth anniversary of the closing of the acquisition and on each anniversary thereafter. By exercising the Put Option, HSBC Asia Pacific can require us to purchase, on an annual basis, up to 15% of the total issued shares of GPAP. While not redeemable until beginning in July 2011, we estimate the maximum total redemption amount of the redeemable noncontrolling interest under

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the Put Option would be \$99.0 million as of February 28, 2010. We have adjusted our redeemable noncontrolling interest to reflect the maximum redemption amount as of February 28, 2010 on our consolidated balance sheet.

*Long-Term Debt and Credit Facilities*

Outstanding debt consisted of the following:

|   | February 28,<br>2010 | May 31,<br>2009 |
|---|----------------------|-----------------|
|   | (in thousands)       |                 |
| <b>Lines of Credit:</b>                         |                      |                 |
| U.S. Credit Facility                            | \$                   | \$              |
| China Credit Facility                           |                      |                 |
| Canada Credit Facility                          |                      |                 |
| National Bank of Canada ( NBC ) Credit Facility |                      | 1,534           |
| Macau Credit Facility                           | 559                  | 1,333           |
| Sri Lanka Credit Facility                       | 1,908                | 1,355           |
| Philippines Credit Facility                     | 5,932                | 5,244           |
| Maldives Credit Facility                        | 2,115                | 708             |
| Notes Payable                                   | 10,643               | 12,003          |
| Term Loans                                      | 436,630              | 185,000         |
| <br>  |                      |                 |
| Total debt                                      | \$ 457,787           | \$ 207,177      |
| <br>  |                      |                 |
| Current portion                                 | \$ 150,489           | \$ 39,567       |
| Long-term portion                               | 307,298              | 167,610         |
| <br>  |                      |                 |
| Total debt                                      | \$ 457,787           | \$ 207,177      |

*Lines of Credit*

Our line of credit facilities are used to provide a source of working capital and for general corporate purposes, while the U.S. Credit Facility is additionally available to fund future strategic acquisitions. Certain of our line of credit facilities allow us to fund merchants for credit and debit card transactions prior to receipt of corresponding settlement funds from Visa, MasterCard, and debit networks.

Effective April 1, 2010 we entered into a revolving overdraft facility with HSBC Limited Hong Kong, for up to HKD 800 million (\$103.2 million) to fund merchants prior to receipt of corresponding settlement funds from Visa and MasterCard. This facility is denominated in Hong Kong dollars and has a variable interest rate based on Hong Kong Interbank Offered Rate plus a margin. This facility is subject to annual review. Currently, HSBC Limited Hong Kong, our sponsor bank, funds merchants prior to the receipt of settlement funds and charges us a funding cost which is included in interest expense. The associated funding obligation is currently included in settlement processing obligations.

*Term Loans*

On June 23, 2008, we entered into a five year unsecured \$200.0 million term loan agreement with a syndicate of banks in the United States to partially fund the purchase of our initial 51% interest in the LLP. The term loan bears interest, at our election, at the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. As of February 28, 2010, the interest rate on the term loan was 1.4%. This term loan requires quarterly principal payments of \$5.0 million beginning with the quarter ended August 31, 2008 and increasing to \$10.0 million beginning with the quarter ending August 31, 2010 and \$15.0 million beginning with the quarter ending August 31, 2011. As of February 28, 2010, the outstanding balance of this term loan was \$170.0 million.

On July 10, 2009, we entered into a \$300.0 million term loan agreement (\$230.0 million and £43.5 million) with a syndicate of financial institutions. We used the proceeds of this term loan to pay down our then existing credit facility which had been used to initially fund the purchase of the remaining 49% interest in the LLP. The term loan expires in 2012 and has a variable interest rate based on the London Interbank



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Offered Rate plus a margin based on our leverage position. As of February 28, 2010, the interest rate on the term loan was 3.3% for the United States dollar borrowing facility and 3.6% for the British Pound Sterling borrowing facility. The term loan requires quarterly principal payments of \$11.5 million and £2.2 million beginning with the

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quarter ended August 31, 2009 and increasing to \$17.3 million and £3.3 million beginning with the quarter ending August 31, 2010. As of February 28, 2010, the outstanding balance of the term loan was \$207.0 million and £39.1 million (\$59.6 million equivalent).

### ***Notes Payable***

In connection with our acquisition of UCS, we assumed notes payable with a total outstanding balance of approximately \$10.6 million at February 28, 2010. These notes have fixed interest rates ranging from 8.0% to 10.5% with maturity dates ranging from March 2011 through July 2013.

### ***Compliance with Covenants***

There are certain financial and non-financial covenants contained in our credit facilities and term loans. We are in compliance with these covenants as of February 28, 2010.

### ***Critical Accounting Estimates***

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenues, and expenses. Some of these accounting estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis; however, in many instances we reasonably could have used different accounting estimates, and in other instances changes in our accounting estimates are reasonably likely to occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to accounting estimates of this type as critical accounting estimates.

Accounting estimates necessarily require subjective determinations about future events and conditions. During the nine months ended February 28, 2010, we have not adopted any new critical accounting policies, have not changed any critical accounting policies and have not changed the application of any critical accounting policies from the year ended May 31, 2009. You should read the Critical Accounting Estimates in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 1A Risk Factors included in our Annual Report on Form 10-K for the year ended May 31, 2009 and our summary of significant accounting policies in Note 1 of our notes to the unaudited consolidated financial statements in this Form 10-Q.

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### ***Special Cautionary Notice Regarding Forward-Looking Statements***

We believe that it is important to communicate our plans and expectations about the future to our shareholders and to the public. Investors are cautioned that some of the statements we use in this report, and in some of the documents we incorporate by reference in this report, contain forward-looking statements and are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties, are predictive in nature, and depend upon or refer to future events or conditions. You can sometimes identify forward-looking statements by our use of the words believes, anticipates, expects, intends, plans and similar expressions. Actual events or results might differ materially from those expressed or forecasted in these forward-looking statements.

Although we believe that the plans and expectations reflected in or suggested by our forward-looking statements are reasonable, those statements are based on a number of assumptions, estimates, projections or plans that are inherently subject to significant risks, uncertainties, and contingencies that are subject to change. Accordingly, we cannot guarantee you that our plans and expectations will be achieved. Our actual revenues, revenue growth and margins, other results of operations and shareholder values could differ materially from those anticipated in our forward-looking statements as a result of many known and unknown factors. We advise you to review the risk factors presented in Item 1A Risk Factors of our Annual Report on Form 10-K for the fiscal year ended May 31, 2009 for information on some of the matters which could adversely affect our business and results of operations.

Our forward-looking statements speak only as of the date they are made and should not be relied upon as representing our plans and expectations as of any subsequent date. While we may elect to update or revise forward-looking statements at some time in the future, we specifically disclaim any obligation to release publicly the results of any revisions to our forward-looking statements. You are advised, however, to consult any further disclosures we make in our reports filed with the Securities and Exchange Commission and in our press releases.

### ***Where to Find More Information***

We file annual and quarterly reports, proxy statements and other information with the SEC. You may read and print materials that we have filed with the SEC from their website at [www.sec.gov](http://www.sec.gov). In addition, certain of our SEC filings, including our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and amendments thereto can be viewed and printed from the investor information section of our website at [www.globalpaymentsinc.com](http://www.globalpaymentsinc.com) free of charge. Certain materials relating to our corporate governance, including our senior financial officers code of ethics, are also available in the investor information section of our website. Copies of our filings and specified exhibits and these corporate governance materials are also available, free of charge, by writing or calling us using the address or phone number on the cover of this Form 10-Q. You may also telephone our investor relations office directly at (770) 829-8234. We are not including the information on our website as a part of, or incorporating it by reference into, this report.

Our SEC filings may also be viewed and copied at the following SEC public reference room, and at the offices of the New York Stock Exchange, where our common stock is quoted under the symbol GPN.

#### SEC Public Reference Room

100 F Street, N.E.

Washington, DC 20549

(You may call the SEC at 1-800-SEC-0330 for further information on the public reference room.)

#### NYSE Euronext

20 Broad Street

New York, NY 10005

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk related to changes in interest rates on our debt and cash investments. Our long-term debt has the option of variable interest rates based on the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. We invest our excess cash in securities that we believe are highly liquid and marketable in the short term. These investments are not held for trading or other speculative purposes. Interest rates on our lines of credit are based on market rates and fluctuate accordingly. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes and believe the market risk arising from investment instruments and debt to be minimal.

Although the majority of our operations are conducted in U.S. dollars, some of our operations are conducted in Canadian Dollars, British Pound Sterling, Russian Rubles, Czech Koruna, and the various currencies of the Asia-Pacific region. Consequently, a portion of our revenues and expenses may be affected by fluctuations in foreign currency exchange rates. We are also affected by fluctuations in exchange rates on assets and liabilities related to our foreign operations. We have not hedged our translation risk on foreign currency exposure. For the nine months ended February 28, 2010, currency rate fluctuations increased our revenues by \$2.4 million and our diluted earnings per share by \$0.04. To calculate this we converted our fiscal 2010 actual revenues and expenses from continuing operations at fiscal 2009 currency exchange rates.

Our Annual Report on Form 10-K for the fiscal year ended May 31, 2009 contains additional information regarding our exposure to market risk.

**Item 4. Controls and Procedures**

As of February 28, 2010, management carried out, under the supervision and with the participation of our principal executive officer and principal financial officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of February 28, 2010, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Beginning in fiscal year 2010, management includes in its assessment of internal controls over financial reporting the internal controls of HSBC Merchant Services LLP and ZAO United Card Service. These entities were acquired in the prior fiscal year and were excluded from management's report on internal control over financial reporting as of May 31, 2009. For HSBC Merchant Services LLP, we have and plan to continue to rely on HSBC to provide financial data, such as revenue billed to merchants, to assist us with compiling our accounting records until we can fully integrate the LLP's financial reporting functions into our own. Accordingly, our internal controls over financial reporting could be materially affected, or are reasonably likely to be materially affected, by HSBC's internal controls and procedures. In order to mitigate this risk, we have implemented internal controls over financial reporting which monitor the accuracy of the financial data being provided by HSBC.

Other than discussed in the previous paragraph, there were no changes in our internal control over financial reporting during the quarter ended February 28, 2010, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 6. Exhibits**  
*List of Exhibits*

- 3.1 Amended and Restated Articles of Incorporation of Global Payments Inc., filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated January 31, 2001, File No. 001-16111, and incorporated herein by reference.
- 3.2 Fourth Amended and Restated By-laws of Global Payments Inc., filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2003, File No. 001-16111, and incorporated herein by reference.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of CEO
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of CFO
- 32.1 CEO and CFO Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002

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**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.

Global Payments Inc.  
(Registrant)

Date: April 1, 2010

/s/ DAVID E. MANGUM  
**David E. Mangum**  
**Chief Financial Officer**

Date: April 1, 2010

/s/ DANIEL C. O KEEFE  
**Daniel C. O Keefe**  
**Chief Accounting Officer**