ROYAL BANK OF CANADA
Form 424B2
November 21, 2018

RBC Capital Markets®

Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-227001

Pricing Supplement

Dated November 19, 2018
To the Product Prospectus Supplement No. CCBN-1 Dated September 10, 2018, the Prospectus Supplement Dated September 7, 2018 and the Prospectus Dated September 7, 2018

$297,000
Auto-Callable Contingent Coupon Barrier Notes
Linked to the Common Stock of General Motors Company, Due November 22, 2019
Royal Bank of Canada

Royal Bank of Canada is offering Auto-Callable Contingent Coupon Barrier Notes (the “Notes”) linked to the common stock (the “Reference Stock”) of General Motors Company (the “Reference Stock Issuer”). The Notes offered are senior unsecured obligations of Royal Bank of Canada, will pay a quarterly Contingent Coupon at the rate and under the circumstances specified below, and will have the terms described in the documents described above, as supplemented or modified by this pricing supplement.

The Notes do not guarantee any return of principal at maturity. Any payments on the Notes are subject to our credit risk.

Investing in the Notes involves a number of risks. See “Risk Factors” beginning on page PS-5 of the product prospectus supplement dated September 10, 2018, on page S-1 of the prospectus supplement dated September 7, 2018, and “Selected Risk Considerations” beginning on page P-7 of this pricing supplement.

The Notes will not constitute deposits insured by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other Canadian or U.S. government agency or instrumentality. The Notes are not subject to conversion into our common shares under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Issuer:	Royal Bank of Canada	Stock Exchange Listing:	None
Trade Date:	November 19, 2018	Principal Amount:	$1,000 per Note
Issue Date:	November 23, 2018	Maturity Date:	November 22, 2019
Observation Dates:	Quarterly, as set forth below	Coupon Payment Dates:	Quarterly, as set forth below
Valuation Date:	November 19, 2019	Contingent Coupon Rate:	11.50% per annum
Initial Stock Price:	$35.68, which was the closing price of the Reference Stock on the Trade Date.		
Final Stock Price:	The closing price of the Reference Stock on the Valuation Date.		
Call Stock Price:	100% of the Initial Stock Price.		
Trigger Price and Coupon Barrier:	$25.69, which is 72.00% of the Initial Stock Price (rounded to two decimal places).		
Contingent Coupon:	If the closing price of the Reference Stock is greater than or equal to the Coupon Barrier on the applicable Observation Date, we will pay the Contingent Coupon		

	applicable to that Observation Date. You may not receive any Contingent Coupons during the term of the Notes.
Payment at Maturity (if held to maturity):	If the Notes are not previously called, we will pay you at maturity an amount based on the Final Stock Price: For each $1,000 in principal amount, $1,000 plus the Contingent Coupon at maturity, unless the Final Stock Price is less than the Trigger Price. If the Final Stock Price is less than the Trigger Price, then the investor will receive at maturity, for each $1,000 in principal amount, the number of shares of the Reference Stock equal to the Physical Delivery Amount, or at our election, the cash value of those shares. Investors in the Notes will lose some or all of their principal amount if the Final Stock Price of the Reference Stock is less than the Trigger Price.
Physical Delivery Amount:	For each $1,000 principal amount, a number of shares of the Reference Stock equal to the principal amount divided by the Initial Stock Price, subject to adjustment as described in the product prospectus supplement.
Call Feature:	If the closing price of the Reference Stock is greater than or equal to the Call Stock Price on any Observation Date, the Notes will be automatically called for 100% of their principal amount, plus the Contingent Coupon applicable to the corresponding Observation Date.
Call Settlement Dates:	The Coupon Payment Date corresponding to that Observation Date.
CUSIP:	78013GHE8

	Per Note	Total
Price to public	100.00%	$297,000
Underwriting discounts and commissions[1]	1.50%	$4,455
Proceeds to Royal Bank of Canada	98.50%	$292,545

[1] The underwriting fee is $15.00 per $1,000 in principal amount of the Notes. RBCCM, acting as agent for Royal Bank of Canada, paid the entire fee to Citigroup Global Markets Inc. ("CGMI") as a sales commission for each Note that CGMI sold. The underwriting fee includes a fixed selling commission of $10.00 per Note and a structuring fee of $5.00 per Note. See "Supplemental Plan of Distribution (Conflicts of Interest)" below.

The initial estimated value of the Notes as of the date of this pricing supplement is $973.69 per $1,000 in principal amount, which is less than the price to public. The actual value of the Notes at any time will reflect many factors, cannot be predicted with accuracy, and may be less than this amount. We describe our determination of the initial estimated value in more detail below.

RBC Capital Markets, LLC

SUMMARY

The information in this "Summary" section is qualified by the more detailed information set forth in this pricing supplement, the product prospectus supplement, the prospectus supplement, and the prospectus.

General:	This pricing supplement relates to an offering of Auto-Callable Contingent Coupon Barrier Notes (the "Notes") linked to the common stock of General Motors Company (the "Reference Stock").
Issuer:	Royal Bank of Canada ("Royal Bank")
Issue:	Senior Global Medium-Term Notes, Series H
Trade Date:	November 19, 2018
Issue Date:	November 23, 2018
Denominations:	Minimum denomination of $1,000, and integral multiples of $1,000 thereafter.
Designated Currency:	U.S. Dollars
Contingent Coupon:	We will pay you a Contingent Coupon during the term of the Notes, periodically in arrears on each Coupon Payment Date, under the conditions described below: · If the closing price of the Reference Stock is greater than or equal to the Coupon Barrier on the applicable Observation Date, we will pay the Contingent Coupon applicable to that Observation Date. · If the closing price of the Reference Stock is less than the Coupon Barrier on the applicable Observation Date, we will not pay you the Contingent Coupon applicable to that Observation Date. You may not receive a Contingent Coupon for one or more quarterly periods during the term of the Notes.
Contingent Coupon Rate:	11.50% per annum (2.875% per quarter).
Observation Dates:	Quarterly, on February 19, 2019, May 20, 2019, August 19, 2019 and the Valuation Date.
Coupon Payment Dates:	The Contingent Coupon, if applicable, will be paid quarterly on February 26, 2019, May 28, 2019, August 26, 2019 and the Maturity Date.
Record Dates:	The record date for each Coupon Payment Date will be one business day prior to that scheduled Coupon Payment Date; provided, however, that any Contingent Coupon payable at maturity or upon a call will be payable to the person to whom the payment at maturity or upon the call, as the case may be, will be payable.
Call Feature:	If on any Observation Date, the closing price of the Reference Stock is greater than or equal to the Call Stock Price, then the Notes will be automatically called.
Call Settlement Dates:	If the Notes are called on any Observation Date, the Call Settlement Date will be the Coupon Payment Date corresponding to that Observation Date.
Payment if Called:	If the Notes are automatically called, then, on the applicable Call Settlement Date, for each $1,000 principal amount, you will receive $1,000 plus the Contingent Coupon otherwise due on that Call Settlement Date.
Valuation Date:	November 19, 2019
Maturity Date:	November 22, 2019
Initial Stock Price:	The closing price of the Reference Stock on the Trade Date, as specified on the cover page of this pricing supplement.
Final Stock Price:	The closing price of the Reference Stock on the Valuation Date.

Call Stock Price:	100% of the Initial Stock Price.
Trigger Price and Coupon Barrier:	72.00% of the Initial Stock Price, as specified on the cover page of this pricing supplement.
Payment at Maturity (if not previously called and held to maturity):	If the Notes are not previously called, we will pay you at maturity an amount based on the Final Stock Price of the Reference Stock: · If the Final Stock Price is greater than or equal to the Trigger Price, we will pay you a cash payment equal to the principal amount plus the Contingent Coupon otherwise due on the Maturity Date. · If the Final Stock Price is below the Trigger Price, you will receive at maturity, for each $1,000 in principal amount, the number of shares of the Reference Stock equal to the Physical Delivery Amount, or at our election, the Cash Delivery Amount. If we elect to deliver shares of the Reference Stock, fractional shares will be paid in cash. The value of the cash or shares that you receive will be less than your principal amount, if anything, resulting in a loss that is proportionate to the decline of the Reference Stock from the Trade Date to the Valuation Date. Investors in the Notes will lose some or all of their principal amount if the Final Stock Price of the Reference Stock is less than the Trigger Price.
Physical Delivery Amount:	For each $1,000 in principal amount, a number of shares of the Reference Stock equal to the principal amount divided by the Initial Stock Price, subject to adjustment as described in the product prospectus supplement. If this number is not a round number, then the number of shares of the Reference Stock to be delivered will be rounded down and the fractional part shall be paid in cash.
Cash Delivery Amount:	The product of the Physical Delivery Amount multiplied by the Final Stock Price.
Market Disruption Events:	The occurrence of a market disruption event (or a non-trading day) as to the Reference Stock will result in the postponement of an Observation Date or the Valuation Date, as described in the product prospectus supplement.
Calculation Agent:	RBC Capital Markets, LLC ("RBCCM")
U.S. Tax Treatment:	By purchasing a Note, each holder agrees (in the absence of a change in law, an administrative determination or a judicial ruling to the contrary) to treat the Notes as a callable pre-paid contingent income-bearing derivative contract linked to the Reference Stock for U.S. federal income tax purposes. However, the U.S. federal income tax consequences of your investment in the Notes are uncertain and the Internal Revenue Service could assert that the Notes should be taxed in a manner that is different from that described in the preceding sentence. Please see the section below, "Supplemental Discussion of U.S. Federal Income Tax Consequences," and the discussion (including the opinion of our counsel Morrison & Foerster LLP) in the product prospectus supplement dated September 10, 2018 under "Supplemental Discussion of U.S. Federal Income Tax Consequences," which apply to the Notes.
Secondary Market:	RBCCM (or one of its affiliates), though not obligated to do so, may maintain a secondary market in the Notes after the Issue Date. The amount that you may receive upon sale of your Notes prior to maturity may be less than the principal amount.
Listing:	The Notes will not be listed on any securities exchange.
Settlement:	DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Description of Debt Securities—Ownership and Book-Entry Issuance" in the prospectus

	dated September 7, 2018).
Terms Incorporated in the Master Note:	All of the terms appearing above the item captioned “Secondary Market” on the cover page and pages P-2 and P-3 of this pricing supplement and the terms appearing under the caption “General Terms of the Notes” in the product prospectus supplement dated September 10, 2018, as modified by this pricing supplement.

ADDITIONAL TERMS OF YOUR NOTES

You should read this pricing supplement together with the prospectus dated September 7, 2018, as supplemented by the prospectus supplement dated September 7, 2018 and the product prospectus supplement dated September 10, 2018, relating to our Senior Global Medium Term Notes, Series H, of which these Notes are a part. Capitalized terms used but not defined in this pricing supplement will have the meanings given to them in the product prospectus supplement. In the event of any conflict, this pricing supplement will control. The Notes vary from the terms described in the product prospectus supplement in several important ways. You should read this pricing supplement carefully.

This pricing supplement, together with the documents listed below, contains the terms of the Notes and supersedes all prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the prospectus supplement dated September 7, 2018 and in the product prospectus supplement dated September 10, 2018, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes. You may access these documents on the Securities and Exchange Commission (the “SEC”) website at www.sec.gov as follows (or if that address has changed, by reviewing our filings for the relevant date on the SEC website):

Prospectus dated September 7, 2018:
https://www.sec.gov/Archives/edgar/data/1000275/000121465918005973/l96181424b3.htm

Prospectus Supplement dated September 7, 2018:
https://www.sec.gov/Archives/edgar/data/1000275/000121465918005975/f97180424b3.htm

Product Prospectus Supplement dated September 10, 2018:
https://www.sec.gov/Archives/edgar/data/1000275/000114036118038091/form424b5.htm

Our Central Index Key, or CIK, on the SEC website is 1000275. As used in this pricing supplement, “we,” “us,” or “our” refers to Royal Bank of Canada.

HYPOTHETICAL EXAMPLES

The table set out below is included for illustration purposes only. The table illustrates the Payment at Maturity of the Notes (including the final Contingent Coupon, if payable) for a hypothetical range of performance for the Reference Stock, assuming the following terms and that the Notes are not automatically called prior to maturity:

Hypothetical Initial Stock Price:	$100.00*
Hypothetical Trigger Price and Coupon Barrier:	$72.00, which is 72.00% of the hypothetical Initial Stock Price
Contingent Coupon Rate:	11.50% per annum (2.875% per quarter)
Contingent Coupon Amount:	$28.75 per quarter
Observation Dates:	Quarterly
Principal Amount:	$1,000 per Note

* The hypothetical Initial Stock Price of $100 used in the examples below has been chosen for illustrative purposes only and does not represent the actual Initial Stock Price. The actual Initial Stock Price is set forth on the cover page of this pricing supplement.

Hypothetical Final Stock Price of the Reference Stock	Percentage Change of the Reference Stock	Payment at Maturity (assuming that the Notes were not previously called)*	Physical Delivery Amount as Number of Shares of the Reference Stock	Cash Delivery Amount
$180.00	80.00%	$1,028.75*	n/a	n/a
$170.00	70.00%	$1,028.75*	n/a	n/a
$150.00	50.00%	$1,028.75*	n/a	n/a
$140.00	40.00%	$1,028.75*	n/a	n/a
$130.00	30.00%	$1,028.75*	n/a	n/a
$125.00	25.00%	$1,028.75*	n/a	n/a
$110.00	10.00%	$1,028.75*	n/a	n/a
$100.00	0.00%	$1,028.75*	n/a	n/a
$90.00	-10.00%	$1,028.75*	n/a	n/a
$80.00	-20.00%	$1,028.75*	n/a	n/a
$72.00	-28.00%	$1,028.75*	n/a	n/a
$71.99	-28.01%	Physical or Cash Delivery Amount	10	$719.90
$70.00	-30.00%	Physical or Cash Delivery Amount	10	$700.00
$60.00	-40.00%	Physical or Cash Delivery Amount	10	$600.00
$50.00	-50.00%	Physical or Cash Delivery Amount	10	$500.00
$40.00	-60.00%	Physical or Cash Delivery Amount	10	$400.00
$30.00	-70.00%	Physical or Cash Delivery Amount	10	$300.00

$20.00	-80.00%	Physical or Cash Delivery Amount	10	$200.00
$10.00	-90.00%	Physical or Cash Delivery Amount	10	$100.00
$0.00	-100.00%	Physical or Cash Delivery Amount	10	$0.00

*Including the final Contingent Coupon, if payable.

Hypothetical Examples of Amounts Payable at Maturity

The following hypothetical examples illustrate how the payments at maturity set forth in the table above are calculated, assuming the Notes have not been called.

Example 1: The price of the Reference Stock increases by 25% from the Initial Stock Price of $100.00 to the Final Stock Price of $125.00. Because the Final Stock Price is greater than the Trigger Price and its Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon otherwise due on the Notes, a cash payment of $1,000 per Note, despite the 25% appreciation in the price of the Reference Stock.

Example 2: The price of the Reference Stock decreases by 10% from the Initial Stock Price of $100.00 to the Final Stock Price of $90.00. Because the Final Stock Price is greater than the Trigger Price and its Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon otherwise due on the Notes, a cash payment of $1,000 per Note, despite the 10% decline in the price of the Reference Stock.

Example 3: The price of the Reference Stock decreases by 50% from the Initial Stock Price of $100.00 to the Final Stock Price of $50.00. Because the Final Stock Price is less than the Trigger Price and its Coupon Barrier, the final Contingent Coupon will not be payable on the Maturity Date, and the investor receives 10 shares of the Reference Stock at maturity, or at our option, the Cash Delivery Amount, calculated as follows:

Physical Delivery Amount x Final Stock Price = 10 x $50.00 = $500.00

* * *

The Payments at Maturity shown above are entirely hypothetical; they are based on theoretical prices of the Reference Stock that may not be achieved on the Valuation Date and on assumptions that may prove to be erroneous. The actual market value of your Notes on the Maturity Date or at any other time, including any time you may wish to sell your Notes, may bear little relation to the hypothetical Payments at Maturity shown above, and those amounts should not be viewed as an indication of the financial return on an investment in the Notes.

SELECTED RISK CONSIDERATIONS

An investment in the Notes involves significant risks. Investing in the Notes is not equivalent to investing directly in the Reference Stock. These risks are explained in more detail in the section "Risk Factors," in the product prospectus supplement. In addition to the risks described in the prospectus supplement and the product prospectus supplement, you should consider the following:

- Principal at Risk — Investors in the Notes could lose all or a substantial portion of their principal amount if there is a decline in the trading price of the Reference Stock between the Trade Date and the Valuation Date. If the Notes are not automatically called and the Final Stock Price on the Valuation Date is less than the Trigger Price, the value of the shares or cash that you receive at maturity will represent a loss of your principal that is proportionate to the decline in the closing price of the Reference Stock from the Trade Date to the Valuation Date. If you receive shares of the Reference Stock, their value could decrease between the Valuation Date and the Maturity Date. Any Contingent Coupons received on the Notes prior to the Maturity Date may not be sufficient to compensate for any such loss.
- The Notes Are Subject to an Automatic Call — If on any Observation Date the closing price of the Reference Stock is greater than or equal to the Call Stock Price, then the Notes will be automatically called. If the Notes are automatically called, then, on the applicable Call Settlement Date, for each $1,000 in principal amount, you will receive $1,000 plus the Contingent Coupon otherwise due on the applicable Call Settlement Date. You will not receive any Contingent Coupons after the Call Settlement Date. You may be unable to reinvest your proceeds from the automatic call in an investment with a return that is as high as the return on the Notes would have been if they had not been called.
- You May Not Receive Any Contingent Coupons — We will not necessarily make any coupon payments on the Notes. If the closing price of the Reference Stock on an Observation Date is less than the Coupon Barrier, we will not pay you the Contingent Coupon applicable to that Observation Date. If the closing price of the Reference Stock is less than the Coupon Barrier on each of the Observation Dates and on the Valuation Date, we will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on, your Notes. Generally, this non-payment of the Contingent Coupon coincides with a period of greater risk of principal loss on your Notes. Accordingly, if we do not pay the Contingent Coupon on the Maturity Date, you will also incur a loss of principal, because the Final Stock Price will be less than the Trigger Price.
- The Call Feature and the Contingent Coupon Feature Limit Your Potential Return — The return potential of the Notes is limited to the pre-specified Contingent Coupon Rate, regardless of the appreciation of the Reference Stock. In addition, the total return on the Notes will vary based on the number of Observation Dates on which the Contingent Coupon becomes payable prior to maturity or an automatic call. Further, if the Notes are called due to the Call Feature, you will not receive any Contingent Coupons or any other payment in respect of any Observation Dates after the applicable Call Settlement Date. Since the Notes could be called as early as the first Observation Date, the total return on the Notes could be minimal. If the Notes are not called, you may be subject to the full downside performance of the Reference Stock even though your potential return is limited to the Contingent Coupon Rate. As a result, the return on an investment in the Notes could be less than the return on a direct investment in the Reference Stock.
- Your Return May Be Lower than the Return on a Conventional Debt Security of Comparable Maturity — The return that you will receive on the Notes, which could be negative, may be less than the return you could earn on other investments. Even if your return is positive, your return may be less than the return you would earn if you bought a conventional senior interest bearing debt security of Royal Bank.
- Payments on the Notes Are Subject to Our Credit Risk, and Changes in Our Credit Ratings Are Expected to Affect the Market Value of the Notes — The Notes are our senior unsecured debt securities. As a result, your receipt of any Contingent Coupons, if payable, and the amount due on any relevant payment date is dependent upon our ability to

repay its obligations on the applicable payment dates. This will be the case even if the price of the Reference Stock increases after the Trade Date. No assurance can be given as to what our financial condition will be during the term of the Notes.

- There May Not Be an Active Trading Market for the Notes-Sales in the Secondary Market May Result in Significant Losses — There may be little or no secondary market for the Notes. The Notes will not be listed on any securities exchange. RBCCM and our other affiliates may make a market for the Notes; however, they are not required to do so. RBCCM or any other affiliate of ours may stop any market-making activities at any time. Even if a secondary market for the Notes develops, it may not provide significant liquidity or trade at prices advantageous to you. We expect that transaction costs in any secondary market would be high. As a result, the difference between bid and asked prices for your Notes in any secondary market could be substantial.
- Owning the Notes Is Not the Same as Owning the Reference Stock — The return on your Notes is unlikely to reflect the return you would realize if you actually owned the Reference Stock. For instance, you will not receive or be entitled to receive any dividend payments or other distributions on the Reference Stock during the term of your Notes. As an owner of the Notes,

Total Global Payments shareholders equity	934,992	667,430
Noncontrolling interest	10,203	10,813
Total shareholders equity	945,195	678,243
Total liabilities and shareholders equity	$ 1,979,668	$ 1,676,821

See Notes to Unaudited Consolidated Financial Statements.

GLOBAL PAYMENTS INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Nine Months Ended February 28,	
	2010	2009
Cash flows from operating activities:		
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
Net cash provided by operating activities	318,197	268,777
Cash flows from investing activities:		
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
Net cash used in investing activities	(53,931)	(472,941)
Cash flows from financing activities:		
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)
Net cash (used in) provided by financing activities	(51,390)	175,257

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.

GLOBAL PAYMENTS INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

(in thousands, except per share data)

				Accumulated Other Comprehensive Income/(Loss)				
	Number of Shares	Paid-in Capital	Retained Earnings	Currency Translation Adjustments	Minimum Pension Liability	Total Global Payments Shareholders Equity	Noncontrolling Interest	Total Shareholders Equity
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 noncontrolling interests			169,127			169,127	5,956	175,083
Foreign currency translation adjustment, net of tax of $1,375				(9,537)		(9,537)		(9,537)
Total comprehensive income						159,590	5,956	165,546
Stock issued under employee stock plans	1,152	20,699				20,699		20,699
Tax benefit from exercise of stock options		4,579				4,579		4,579
Share-based compensation expense		11,843				11,843		11,843
Distributions to noncontrolling interest							(6,566)	(6,566)
Redeemable noncontrolling interest valuation adjustment			(14,237)			(14,237)		(14,237)
Deferred tax asset arising from acquisition of noncontrolling 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.

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GLOBAL PAYMENTS INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

(in thousands, except per share data)

				Accumulated Other Comprehensive Income/(Loss)				
	Number of Shares	Paid-in Capital	Retained Earnings	Currency Translation Adjustments	Minimum Pension Liability	Total Global Payments Shareholders Equity	Noncontrolling Interest	Total Shareholders Equity
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 noncontrolling interests			(342)			(342)	5,700	5,358
Foreign currency translation adjustment, net of tax of $14,842				(227,938)		(227,938)		(227,938)
Total comprehensive loss (income)						(228,280)	5,700	(222,580)
Stock issued under employee stock plans	751	7,961				7,961		7,961
Tax benefit from exercise of stock options		2,421				2,421		2,421
Share-based compensation expense		10,954				10,954		10,954
Distributions to noncontrolling interest							(6,862)	(6,862)
Divestiture of noncontrolling interest							(157)	(157)
Retrospective application of Topic D-98 related to acquisitions			(415,978)			(415,978)		(415,978)
Redeemable noncontrolling interests valuation adjustment			51,018			51,018		51,018
Dividends paid ($0.06 per 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.

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.

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

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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, 2010	May 31, 2009
	(in thousands)	
Settlement processing assets:		
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
Settlement processing obligations:		
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.

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.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 February 28,		**Nine Months Ended 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.

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 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.

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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
Total assets acquired	22,992
Liabilities	(992)
Net assets acquired	$ 22,000

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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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fiscal Year 2009

HSBC Merchant Services LLP

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
Total assets acquired	454,648
Noncontrolling interest in equity of subsidiary (at historical cost)	(13,014)
Net assets acquired	$ 441,634

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.

	Three Months Ended February 28,		Nine Months Ended February 28,	
	2010 (Actual)	2009 (Pro forma)	2010 (Pro forma)	2009 (Pro forma)
	(in thousands, except per share data)			
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

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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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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
Total assets acquired	98,500
Current liabilities	(7,228)
Notes payable	(8,723)
Deferred income taxes and other long-term liabilities	(7,549)
Total liabilities assumed	(23,500)
Net assets acquired	$ 75,000

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

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

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 February 28,		Nine Months Ended 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

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

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)
Goodwill balance as of February 28, 2010	$ 577,218

NOTE 5 LONG-TERM DEBT AND CREDIT FACILITIES

Outstanding debt consisted of the following:

	February 28, 2010	May 31, 2009
	(in thousands)	
Lines of Credit:		
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
Total debt	$ 457,787	$ 207,177
Current portion	$ 150,489	$ 39,567
Long-term portion	307,298	167,610
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. 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.

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,

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.

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 February 28,		Nine Months Ended February 28,	
	2010	2009	2010	2009
	(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 (in thousands)	Weighted Average Excise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (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.

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
2005 Plan		
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
Directors Plan		
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 Awards (in thousands)	Weighted Average 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

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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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.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 9 SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow disclosures are as follows:

	Nine Months Ended February 28,	
	2010	2009
	(in thousands)	
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:

	Nine Months Ended February 28,	
	2010	2009
	(in thousands)	
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:

	Nine Months Ended February 28,	
	2010	2009
	(in thousands)	
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

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 February 28,		Nine Months Ended February 28,	
	2010	2009	2010	2009
	(in thousands)			
Revenues:				
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
Operating income for segments:				
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
Depreciation and amortization:				
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

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.

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.

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.

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.

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 Months Ended February 28, 2010	**% of Revenue[1]**	**Three Months Ended February 28, 2009**	**% of Revenue[1]**	**Change**	**% Change**
			(dollar amounts in thousands)			
Revenues:						
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%
Consolidated operating expenses:						
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%
Operating income for segments:						
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%
Operating margin for segments:						
North America merchant services	20.8%		21.1%		(0.3)%	
International merchant services	27.4%		24.4%		3.0%	

[1] 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 Months Ended February 28, 2010	% of Revenue[1]	Nine Months Ended February 28, 2009	% of Revenue[1]	Change	% Change
			(dollar amounts in thousands)			
Revenues:						
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%
Consolidated operating expenses:						
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%
Operating income for segments:						
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%
Operating margin for segments:						
North America merchant services	23.5%		25.7%		(2.2)%	
International merchant services	27.5%		23.7%		3.8%	

[1] 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.

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.

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.

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.

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 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, 2010	May 31, 2009
	(in thousands)	
Lines of Credit:		
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
Total debt	$ 457,787	$ 207,177
Current portion	$ 150,489	$ 39,567
Long-term portion	307,298	167,610
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

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 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 anc 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. 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 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

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

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