

**United States
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):

April 26, 2006

Fidelity National Information Services, Inc.

(Exact name of Registrant as Specified in its Charter)

1-16427

(Commission File Number)

Georgia

(State or Other Jurisdiction of Incorporation or Organization)

58-2606325

(IRS Employer Identification Number)

601 Riverside Avenue
Jacksonville, Florida 32204

(Addresses of Principal Executive Offices)

(904) 854-8100

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

On April 26, 2006, Fidelity National Information Services, Inc. issued an earnings release announcing its financial results for the First Quarter of 2006. The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

A copy of the earnings release is attached as Exhibit 99.1.

Item 5.02. Election of Directors

On April 26, 2006, James K. Hunt was elected to the Board of Directors of Fidelity National Information Services, Inc. (“FIS” or the “Company”) to fill the vacancy created by the resignation of Terry Christensen. Mr. Hunt is the founding Managing Partner of Bison Capital Asset Management, LLC, which is a multi-fund limited private equity partnership, which makes non-control equity investments in middle market growth companies, and has been for more than five years. Prior to founding Bison Capital, Mr. Hunt was the President of SunAmerica Corporate Finance and Executive Vice President of SunAmerica Investments (subsequently, AIG SunAmerica).

Mr. Hunt has not been appointed to any committees of the Board of FIS at this time.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit	Description
99.1	Press release announcing Fidelity National Information Services, Inc. Reports First Quarter 2006 Earnings.

SIGNATURE

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

Fidelity National Information Services, Inc.

Date: May 2, 2006

By: /s/ Jeffrey S. Carbiener

Name: Jeffrey S. Carbiener

Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press release announcing Fidelity National Information Services, Inc. Reports First Quarter 2006 Earnings.



PRESS RELEASE

Fidelity National Information Services, Inc. Reports First Quarter Earnings

Jacksonville, Fla. — April 26, 2006 — Fidelity National Information Services, Inc. (NYSE:FIS), today reported its operating results for the first quarter of 2006. The merger between Fidelity National Information Services and Certegy Inc. was completed February 1, 2006. In accordance with Generally Accepted Accounting Principles (“GAAP”), Certegy’s operating results for January 2006 and the first quarter of 2005 are excluded from FIS’ reported GAAP earnings.

FIS’ operating results for the first quarter of 2006 and the comparable 2005 period are presented on a GAAP and on a pro forma basis, which management believes provides more meaningful comparisons between the two periods. Reconciliations between the aforementioned GAAP and pro forma results are provided in the attachments to this press release, which is posted on the company’s website at <http://www.fidelityinfoservices.com>.

GAAP	1st Quarter 2006	1st Quarter 2005
Total revenue	\$900.9 million	\$651.6 million
Net Earnings	\$39.4 million	\$44.6 million
Net Earnings Per Diluted Share	\$0.23	\$0.35

FIS’ results have been adjusted on a pro forma basis to reflect a January 1, 2005, effective date for the merger and the March 2005 recapitalization and sale of minority interests by FIS. Additionally, the pro forma results exclude merger related costs and the expense associated with the vesting of certain FIS performance based options issued in conjunction with the March 2005 recapitalization.

Pro Forma (see Appendix)	1st Quarter 2006	1st Quarter 2005	% Chg
Total Revenue	\$993.9 million	\$914.0 million	8.7%
EBITDA	\$244.6 million	\$214.2 million	14.2%
Pro Forma Net Earnings	\$58.6 million	\$41.1 million	42.6%
Pro Forma Net Earnings Per Diluted Share	\$0.30	\$0.22	36.4%
Cash Earnings	\$86.9 million	\$74.3 million	16.9%
Cash Earnings Per Diluted Share	\$0.45	\$0.39	15.4%

“FIS generated excellent results in the first quarter, with revenue growth of 8.7% and EBITDA growth of 14.2%. This strong performance positions us solidly to achieve our full year objectives,” stated Chairman William P. Foley, II. “The merger integration effort is well under way, and we are beginning to realize tangible benefits from the combination.”

FIS presents its financial results in accordance with Generally Accepted Accounting Principles (“GAAP”). However, in order to provide the investment community with a more thorough means of evaluating the operating performance of its operations, FIS also reports several non-GAAP measures, including earnings before interest, taxes, depreciation and amortization (“EBITDA”), net earnings plus depreciation and amortization less capital expenditures (“Free Cash Flow”) and net earnings plus other intangible amortization, net of income tax (“Cash Earnings”). Any non-GAAP measures should be considered in context with the GAAP financial presentation and should not be considered in isolation or as a substitute for GAAP net earnings.

Pro Forma Segment Information

FIS’ Transaction Processing Services generated revenue of \$592.5 million, or 5.8% over the prior-year period, driven by strong sales generated within the Integrated Financial Solutions product line. EBITDA increased 9.6% to \$133.0 million.

Lender Processing Services revenue increased 12.8% to \$400.5 million, driven by market share gains, deeper penetration within its existing customer base and a 5.9% increase in the number of mortgage loans processed. EBITDA increased 9.8% to \$134.2 million.

Corporate expense for the first quarter of 2006 totaled \$22.7 million. The \$6.8 million, or 23.1%, decline from the prior-year quarter was primarily attributable to the consolidation of duplicate functions during the quarter. Interest expense for the quarter increased \$6.6 million to \$44.3 million, largely due to higher interest rates.

Outlook

Management reiterated its pro forma earnings outlook for full year 2006, which excludes pre-tax merger and acquisition costs, pre-tax expense associated with performance based options, and approximately \$0.06 per diluted share after-tax expense associated with the establishment of a previously announced joint venture in Brazil. This guidance is consistent with the guidance previously provided by the Company in a February 15, 2006, press release and Form 8-K filed with the Securities and Exchange Commission.

- Revenue growth of 4% to 6% over \$3.9 billion combined revenue in 2005.
- EBITDA growth of 9% to 11% over \$1.0 billion pro forma combined EBITDA in 2005.
- Pro forma full year 2006 earnings per diluted share of \$1.50 to \$1.55, compared to \$1.28 pro forma earnings per diluted share in 2005.
- Pro forma cash earnings per diluted share of \$2.11 to \$2.17 compared to \$1.92 pro forma cash earnings per diluted share in 2005.
- Free cash flow of approximately \$475 million to \$525 million.

FIS will host a call with investors and analysts to discuss first quarter results on Thursday, April 27, 2006, beginning at 8:30 a.m. Eastern daylight time. Those wishing to participate via the webcast should access the call through FIS’ Investor Relations website at <http://www.fidelityinfoservices.com>. Those wishing to participate via the telephone may do so by calling 866-233-3843 (USA) or 612-332-0637 (International). The conference call replay will be available via webcast through FIS’ Investor Relations website. The telephone replay will be

available through May 4, 2006, by dialing 800-475-6701 (USA) or 320-365-3844 (International). The access code will be 825714.

About Fidelity National Information Services, Inc.

Fidelity National Information Services, Inc. (NYSE:FIS) is a leading provider of core processing for financial institutions; card issuer and transaction processing services; mortgage loan processing and mortgage-related information products; and outsourcing services to financial institutions, retailers, mortgage lenders and real estate professionals. FIS has processing and technology relationships with 35 of the top 50 global banks, including nine of the top ten. Nearly 50 percent of all U.S. residential mortgages are processed using FIS software. Headquartered in Jacksonville, Florida, FIS maintains a strong global presence, serving over 7,800 financial institutions in more than 60 countries worldwide. For more information on Fidelity National Information Services, please visit www.fidelityinfoservices.com.

FIS is a majority-owned subsidiary of Fidelity National Financial Inc. (NYSE:FNF), number 248 on the Fortune 500 and a provider of outsourced products and services to a variety of industries. More information about FNF can be found at www.fnf.com.

Forward-Looking Statements

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic performance and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: changes in general economic, business and political conditions, including changes in the financial markets; the risk that our recent merger with a subsidiary of Fidelity National Financial, Inc. may fail to achieve beneficial synergies or that it may take longer than expected to do so; the effects of our substantial leverage, which may limit the funds available to make acquisitions and invest in our business; the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries; failures to adapt our services to changes in technology or in the marketplace; adverse changes in the level of real estate activity, which would adversely affect certain of our businesses; our potential inability to find suitable acquisition candidates or difficulties in integrating acquisitions; significant competition that our operating subsidiaries face; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-K and other filings with the Securities and Exchange Commission.

SOURCE: Fidelity National Information Services, Inc.

CONTACT: Mary Waggoner, Senior Vice President, Investor Relations, 904-854-3282,
mary.waggoner@fnf.com

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES AND AFFILIATES
UNAUDITED CONSOLIDATED AND COMBINED RESULTS FOR THE THREE MONTHS ENDING MARCH 31, 2006 AND 2005
(In thousands)

	<u>Three months ended March 31,</u>	
	<u>2006</u>	<u>2005</u>
Processing and services revenues	\$ 900,936	\$ 651,580
Cost of revenues	622,337	430,075
Selling, general, and administrative expenses	145,729	110,556
Research and development costs	28,060	23,936
Operating income	104,810	87,013
Other income (expense)		
Interest income	1,891	2,762
Realized gains and losses	(2,110)	(3,297)
Interest expense	(43,268)	(13,421)
Total other income (expense)	(43,487)	(13,956)
Earnings before income taxes, equity earnings and minority interest	61,323	73,057
Income tax expense	23,487	28,054
Equity in earnings of unconsolidated entities	1,833	1,238
Minority interest	311	1,645
Net earnings	\$ 39,358	\$ 44,596
Net earnings per share-basic	\$ 0.23	\$ 0.35
Weighted average shares outstanding-basic	169,989	127,920
Net earnings per share-diluted	\$ 0.23	\$ 0.35
Weighted average shares outstanding-diluted	172,987	127,920

Appendix A- Historical Detail and Reconciliation of Non-GAAP Measures for Continuing Operations

NOTE: The Adjustments Column represents pro forma adjustments relating to the merger transaction between CEY and FIS, the recapitalization transaction at FIS in March 2005, and the purchase of the remaining minority interest in Kordoba in September 2005 to reflect such transactions as if they occurred January 1, 2005

EBITDA Detail

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
Net Earnings	\$ 39,358	\$ (42,523)	(3,708)	\$ (6,873)
+ Interest Expense	43,268	1,081	—	44,349
+ Minority Interest	311	—	—	311
+ Income Taxes	23,487	(26,396)	(2,626)	(5,535)
+ Depreciation/Amort	96,795	4,274	6,856	107,925
- Interest Income	(1,891)	—	—	(1,891)
- Equity in (Earnings) Loss of Unconsolidated Entities, net of tax	(1,833)	—	—	(1,833)
- Other (Income) Expense	2,110	123	—	2,233
EBITDA	\$201,605	\$ (63,441)	\$ 522	\$ 138,686

2005 Q1	FIS	CEY	ADJ	Pro Forma
Net Earnings	\$ 44,596	\$ 21,155	\$(24,665)	\$ 41,086
+ Interest Expense	13,421	3,305	21,031	37,757
+ Minority Interest	1,645	—	(640)	1,005
+ Income Taxes	28,054	12,757	(14,992)	25,819
+ Depreciation/Amort	75,740	12,529	21,133	109,402
- Interest Income	(2,762)	—	—	(2,762)
- Equity in (Earnings) Loss of Non-Consolidated Entities, net of tax	(1,238)	—	—	(1,238)
- Other (Income) Expense	3,297	(165)	—	3,132
EBITDA	\$162,753	\$ 49,581	\$ 1,867	\$ 214,201

EBITDA Margin

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
EBITDA	\$201,605	\$ (63,441)	\$ 522	\$ 138,686
Revenue	\$900,936	\$ 92,915	\$ —	\$ 993,851
EBITDA Margin	22.4%	-68.3%		14.0%

2005 Q1	FIS	CEY	ADJ	Pro Forma
EBITDA	\$162,753	\$ 49,581	\$1,867	\$ 214,201
Revenue	\$651,580	\$262,458	\$ —	\$ 914,038
EBITDA Margin	25.0%	18.9%		23.4%

EBIT Detail

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
Net Earnings	\$ 39,358	\$ (42,523)	\$(3,708)	\$ (6,873)
+ Interest Expense	43,268	1,081	—	44,349
+ Minority Interest	311	—	—	311
+ Income Taxes	23,487	(26,396)	(2,626)	(5,535)
- Interest Income	(1,891)	—	—	(1,891)
- Equity in (Earnings) Loss of Unconsolidated Entities, net of tax	(1,833)	—	—	(1,833)
- Other (Income) Expense	2,110	123	—	2,233
EBIT	\$104,810	\$ (67,715)	\$(6,334)	\$ 30,761

2005 Q1	FIS	CEY	ADJ	Pro Forma
Net Earnings	\$ 44,596	\$ 21,155	\$(24,665)	\$ 41,086
+ Interest Expense	13,421	3,305	21,031	37,757
+ Minority Interest	1,645	—	(640)	1,005
+ Income Taxes	28,054	12,757	(14,992)	25,819
- Interest Income	(2,762)	—	—	(2,762)
- Equity in (Earnings) Loss of Non-Consolidated Entities, net of tax	(1,238)	—	—	(1,238)
- Other (Income) Expense	3,297	(165)	—	3,132
EBIT	\$ 87,013	\$ 37,052	\$(19,266)	\$ 104,799

EBIT Margin

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
EBIT	\$104,810	\$ (67,715)	\$(6,334)	\$ 30,761
Revenue	\$900,936	\$ 92,915	\$ —	\$ 993,851
EBIT Margin	11.6%	-72.9%		3.1%

2005 Q1	FIS	CEY	ADJ	Pro Forma
EBIT	\$ 87,013	\$ 37,052	\$(19,266)	\$ 104,799
Revenue	\$651,580	\$262,458	\$ —	\$ 914,038
EBIT Margin	13.4%	14.1%		11.5%

Adjusted Diluted EPS

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
Net Earnings	\$ 39,358	\$ (42,523)	\$(3,708)	\$ (6,873)
Adjusted EPS	\$ 0.23	\$ (0.04)	\$ —	\$ (0.04)
Diluted Shares Outstanding	172,987			195,111

2005 Q1	FIS	CEY	ADJ	Pro Forma
Net Earnings	\$ 44,596	\$ 21,155	\$(24,665)	\$ 41,086
Adjusted EPS	\$ 0.35	\$ —	\$ —	\$ 0.22
Diluted Shares Outstanding	127,920			190,779

Cash Earnings

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
Net Earnings	\$ 39,358	\$ (42,523)	\$(3,708)	\$ (6,873)
+ Tax Adjusted Purchase Price Amortization	24,520	233	3,524	28,277
Cash Earnings	\$ 63,878	\$ (42,290)	\$ (184)	\$ 21,404
Diluted Cash EPS	\$ 0.37	\$ —	\$ —	\$ 0.11
Diluted Shares Outstanding	172,987			195,111

2005 Q1	FIS	CEY	ADJ	Pro Forma
Net Earnings	\$ 44,596	\$ 21,155	\$(24,665)	\$ 41,086
+ Tax Adjusted Purchase Price Amortization	21,970	681	10,607	33,258
Cash Earnings	\$ 66,566	\$ 21,836	\$(14,058)	\$ 74,344
Diluted Cash EPS	\$ 0.52	\$ —	\$ —	\$ 0.39
Diluted Shares Outstanding	127,920	—	—	190,779

Free Cash Flow

2006 Q1	FIS	CEY-Jan	ADJ	Pro Forma
Net Earnings	\$ 39,358	\$ (42,523)	\$(3,708)	\$ (6,873)
+ Depreciation/Amort	96,795	4,274	6,856	107,925
- Capital Expenditures	(69,264)	(5,200)	—	(74,464)
Free Cash Flow	\$ 66,889	\$ (43,449)	\$ 3,148	\$ 26,588

2005 Q1	FIS	CEY	ADJ	Pro Forma
Net Earnings	\$ 44,596	\$ 21,155	\$(24,665)	\$ 41,086
+ Depreciation/Amort	75,740	12,529	21,133	109,402
- Capital Expenditures	(42,012)	(12,037)	—	(54,049)
Free Cash Flow	\$ 78,324	\$ 21,647	\$ (3,532)	\$ 96,439

Continued on the following page

Pro Forma Measures Excluding Selected Items

Pro Forma EBITDA	\$138,686
Merger and Acquisition Costs	81,751
Performance Based Stock Option Costs	24,130
Pro Forma EBITDA, excluding selected items	<u>\$244,567</u>
Pro Forma Net Earnings	(6,873)
Merger and Acquisition Costs, net of tax	50,609
Performance Based Stock Option Costs, net of tax	14,888
Pro Forma Net Earnings, excluding selected items	<u>\$ 58,624</u>
Weighted Average Shares	172,987
Adjustment as if transaction took place 1/1/2005	22,124
Pro Forma Weighted Average Shares	<u>195,111</u>
Pro Forma Net Earnings per diluted share	\$ (0.04)
Merger and Acquisition Costs per share	0.26
Performance Based Stock Option Costs per share	0.08
Pro Forma Net Earnings per diluted share, excluding selected items	<u>\$ 0.30</u>
Pro Forma Cash Earnings	21,404
Merger and Acquisition Costs, net of tax	50,609
Performance Based Stock Option Costs, net of tax	14,888
Pro Forma Cash Earnings, excluding selected items	<u>\$ 86,901</u>
Pro Forma Weighted Average Shares	195,111
Pro Forma Cash Earnings per diluted share	\$ 0.11
Merger and Acquisition Costs per share	0.26
Performance Based Stock Option Costs per share	0.08
Pro Forma Cash Earnings per diluted share, excluding selected items	<u>\$ 0.45</u>
Pro Forma Free Cash Flow	\$ 26,588
Merger and Acquisition Costs, net of tax	50,609
Performance Based Stock Option Costs, net of tax	14,888
Pro Forma Free Cash Flow, excluding selected items	<u>\$ 92,085</u>

Appendix B
Unaudited Pro Forma Combined Statement of Continuing Operations
for the Quarter Ended March 31, 2006
(In thousands Except Per Share Data)

	<u>Certegy-Jan</u>	<u>FIS</u>	<u>Pro Forma Adjustments</u>	<u>Note</u>	<u>Pro Forma</u>	<u>Purchase Price Amortization</u>	<u>Cash Earnings</u>
Total revenue	\$ 92,915	\$ 900,936			\$ 993,851		
Total cost of revenue	73,218	622,337	6,856	(1)	702,411		
Gross profit (loss)	19,697	278,599	(6,856)		291,440		
General and administrative	7,645	143,745	(522)	(2)	150,868		
Research and development costs	—	28,060			28,060		
Merger and Acquisition costs	79,767	1,984			81,751		
Income (loss) from operations	(67,715)	104,810	(6,334)		30,761		
Interest income (expense) and other	(1,204)	(43,487)	—		(44,691)		
Income from continuing operations before tax and min. int	(68,919)	61,323	(6,334)		(13,930)		
Provision for income tax	(26,396)	23,487	(2,626)	(4)	(5,535)		
Income from continuing operations	(42,523)	37,836	(3,708)		(8,395)		
Equity in earnings (loss) of unconsolidated entities, net	—	1,833	—		1,833		
Minority interests in earnings, net of tax	—	(311)	—		(311)		
Net income	<u>\$ (42,523)</u>	<u>\$ 39,358</u>	<u>\$ (3,708)</u>		<u>\$ (6,873)</u>	<u>\$ 28,277</u>	<u>\$ 21,404</u>
Net income per share-basic	<u>\$ (0.68)</u>	<u>\$ 0.23</u>			<u>\$ (0.04)</u>		<u>\$ 0.11</u>
Pro forma Weighted average shares- basic	<u>62,326</u>	<u>169,989</u>			<u>191,809</u>		<u>191,809</u>
Net income per share-diluted	<u>\$ (0.67)</u>	<u>\$ 0.23</u>			<u>\$ (0.04)</u>		<u>\$ 0.11</u>
Pro forma Weighted average shares- diluted	<u>63,796</u>	<u>172,987</u>			<u>195,111</u>		<u>195,111</u>
Pro Forma Net Earnings					\$ (6,873)		
Merger and Acquisition Costs, net of tax					50,609		
Performance Based Stock Option Costs, net of tax					14,888		
Pro Forma Net Earnings, excluding selected items					\$ 58,623		

Appendix B
Unaudited Pro Forma Combined Statement of Continuing Operations

for the Quarter Ended March 31, 2005
(In thousands Except Per Share Data)

	<u>Certegy</u>	<u>FIS</u>	<u>Pro Forma Adjustments</u>	<u>Note</u>	<u>Pro Forma</u>	<u>Recapitalization Adjustments</u>	<u>2005 FIS Acquisitions</u>	<u>Note</u>	<u>Pro Forma, as adjusted</u>	<u>Tax Adjusted Purchase Price Amortization</u>	<u>Cash Earnings</u>
Total revenue	\$ 262,458	\$ 651,580			\$ 914,038				\$ 914,038		
Total cost of revenue	190,292	430,075	20,569	(1)	640,678		564	(6)	641,242		
			(258)	(2)							
Gross profit (loss)	72,166	221,505	(20,311)		273,360	—	(564)		272,796		
General and administrative	34,814	110,556	(1,309)	(2)	144,061				144,061		
Research and development costs	—	23,936			23,936		—		23,936		
Merger and Acquisition costs	300	—	(300)	(3)	—		—		—		
Income (loss) from operations	37,052	87,013	(18,702)		105,363	—	(564)		104,799		
Interest income (expense) and other	(3,140)	(13,956)	—		(17,096)	(21,031)	(5)		(38,127)		
Income from continuing operations before tax and min. int	33,912	73,057	(18,702)		88,267	(21,031)	(564)		66,672		
Provision for income tax	12,757	28,054	(6,958)	(4)	33,853	(7,824)	(210)		25,819		
Income from continuing operations	21,155	45,003	(11,744)		54,414	(13,207)	(354)		40,853		
Equity in earnings (loss) of unconsolidated entities, net	—	1,238	—		1,238	—	—		1,238		
Minority interests in earnings, net of tax	—	(1,645)	—		(1,645)		640		(1,005)		
Net income	\$ 21,155	\$ 44,596	\$ (11,744)		\$ 54,007	\$ (13,207)	\$ 286		\$ 41,086	\$ 33,258	\$ 74,344
Net income per share-basic	\$ 0.34	\$ 0.35			\$ 0.28				\$ 0.22		\$ 0.39
Pro forma Weighted average shares-basic	61,794	127,920			189,714				189,714		189,714
Net income per share-diluted	\$ 0.34	\$ 0.35			\$ 0.28				\$ 0.22		\$ 0.39
Pro forma Weighted average shares-diluted	62,859	127,920			190,779				190,779		190,779

for the Quarter Ended June 30, 2005
(In thousands Except Per Share Data)

	<u>Certegy</u>	<u>FIS</u>	<u>Pro Forma Adjustments</u>	<u>Note</u>	<u>Pro Forma</u>	<u>Recapitalization Adjustments</u>	<u>2005 FIS Acquisitions</u>	<u>Note</u>	<u>Pro Forma, as adjusted</u>	<u>Tax Adjusted Purchase Price Amortization</u>	<u>Cash Earnings</u>
Total revenue	\$ 276,023	\$ 708,713	\$ —		\$ 984,736	\$ —			\$ 984,736		
Total cost of revenue	196,466	453,504	20,570	(1)	670,278	—	563	(6)	670,841		
	—	—	(262)	(2)							
Gross profit (loss)	79,557	255,209	(20,308)		314,458	—	(563)		313,895		
General and administrative	35,188	109,318	(1,310)	(2)	143,196	—			143,196		
Research and development costs	—	28,303			28,303		—		28,303		
Merger and Acquisition Costs	992	—	(992)	(3)	—	—	—		—		
Income (loss) from operations	43,377	117,588	(18,006)		142,959	—	(563)		142,396		
Interest income (expense) and other	(2,674)	(38,038)	—		(40,712)	—			(40,712)		
Income from continuing operations before tax and min. int	40,703	79,550	(18,006)		102,247	—	(563)		101,684		
Provision for income tax	15,312	30,609	(6,698)	(4)	39,223	—	(209)		39,014		
Income from continuing operations	25,391	48,941	(11,308)		63,024	—	(354)		62,670		
Equity in earnings (loss) of unconsolidated entities, net	—	2,244	—		2,244	—	—		2,244		
Minority interests	—	(2,609)	—		(2,609)	—	988		(1,621)		

in earnings, net of tax									
Net income	<u>\$ 25,391</u>	<u>\$ 48,576</u>	<u>\$ (11,308)</u>	<u>\$ 62,659</u>	<u>\$ —</u>	<u>\$ 634</u>	<u>\$ 63,293</u>	<u>\$ 32,232</u>	<u>\$ 95,525</u>
Net income per share-basic	<u>\$ 0.41</u>	<u>\$ 0.38</u>		<u>\$ 0.33</u>			<u>\$ 0.33</u>		<u>\$ 0.50</u>
Pro forma									
Weighted average shares- basic	<u>61,899</u>	<u>127,920</u>		<u>189,819</u>			<u>189,819</u>		<u>189,819</u>
Net income per share-diluted	<u>\$ 0.40</u>	<u>\$ 0.38</u>		<u>\$ 0.33</u>			<u>\$ 0.33</u>		<u>\$ 0.50</u>
Pro forma									
Weighted average shares- diluted	<u>63,029</u>	<u>127,920</u>		<u>190,949</u>			<u>190,949</u>		<u>190,949</u>

Appendix B
Unaudited Pro Forma Combined Statement of Continuing Operations

for the Quarter Ended September 30, 2005
(In thousands Except Per Share Data)

	<u>Certegy</u>	<u>FIS</u>	<u>Pro Forma Adjustments</u>	<u>Note</u>	<u>Pro Forma</u>	<u>Recapitalization Adjustments</u>	<u>2005 FIS Acquisitions</u>	<u>Note</u>	<u>Pro Forma, as adjusted</u>	<u>Tax Adjusted Purchase Price Amortization</u>	<u>Cash Earnings</u>
Total revenue	\$ 282,774	\$ 698,109	\$ —		\$ 980,883	\$ —			\$ 980,883		
Total cost of revenue	201,997	447,794	20,570	(1)	670,099	—	563	(6)	670,662		
	—	—	(262)	(2)							
Gross profit (loss)	80,777	250,315	(20,308)		310,784	—	(563)		310,221		
General and administrative	30,749	93,047	(1,310)	(2)	122,486	—			122,486		
Research and development costs	—	33,545			33,545		—		33,545		
Merger and Acquisition Costs	7,010	—	(7,010)	(3)	—	—	—		—		
Income (loss) from operations	43,018	123,723	(11,988)		154,753	—	(563)		154,190		
Interest income (expense) and other	(2,451)	(34,937)	—		(37,388)	—			(37,388)		
Income from continuing operations before tax and min. int	40,567	88,786	(11,988)		117,365	—	(563)		116,802		
Provision for income tax	17,900	31,112	(4,460)	(4)	44,552	—	(209)		44,343		
Income from continuing operations	22,667	57,674	(7,528)		72,813	—	(354)		72,459		
Equity in earnings (loss) of unconsolidated entities, net	—	2,135	—		2,135	—	—		2,135		
Minority interests in earnings, net of tax	—	(1,917)	—		(1,917)	—	740		(1,177)		
Net income	\$ 22,667	\$ 57,892	\$ (7,528)		\$ 73,031	\$ —	\$ 386		\$ 73,417	\$ 29,227	\$ 102,644
Net income per share-basic	\$ 0.37	\$ 0.45			\$ 0.38				\$ 0.39		\$ 0.54
Pro forma Weighted average shares-basic	62,017	127,920			189,937				189,937		189,937
Net income per share-diluted	\$ 0.36	\$ 0.45			\$ 0.38				\$ 0.38		\$ 0.54
Pro forma Weighted average shares-diluted	63,313	127,920			191,233				191,233		191,233

for the Quarter Ended December 31, 2005
(In thousands Except Per Share Data)

	<u>Certegy</u>	<u>FIS</u>	<u>Pro Forma Adjustments</u>	<u>Note</u>	<u>Pro Forma</u>	<u>Recapitalization Adjustments</u>	<u>2005 FIS Acquisitions</u>	<u>Note</u>	<u>Pro Forma, as adjusted</u>	<u>Tax Adjusted Purchase Price Amortization</u>	<u>Cash Earnings</u>
Total revenue	\$ 295,886	\$ 707,683	\$ —		\$ 1,003,569	\$ —			\$ 1,003,569		
Total cost of revenue	202,826	461,912	20,570	(1)	685,046	—			685,046		
	—	—	(262)	(2)							
Gross profit (loss)	93,060	245,771	(20,308)		318,523	—	—		318,523		
General and administrative	28,692	109,702	(1,310)	(2)	137,084	—			137,084		
Research and development costs	—	27,714			27,714		—		27,714		
Merger and Acquisition Costs	2,860	—	(2,860)	(3)	—	—	—		—		
Income (loss) from operations	61,508	108,355	(16,138)		153,725	—	—		153,725		
Interest income (expense) and other	(2,132)	(39,701)	—		(41,833)	—			(41,833)		
Income from continuing operations before tax and min. int	59,376	68,654	(16,138)		111,892	—	—		111,892		
Provision for income tax	22,958	25,539	(6,003)	(4)	42,494	—	—		42,494		
Income from continuing operations	36,418	43,115	(10,135)		69,398	—	—		69,398		
Equity in earnings (loss) of unconsolidated entities, net	(117)	650	—		533	—	—		533		

Minority interests in earnings, net of tax	—	1,721	—	1,721	—	—	1,721		
Net income	<u>\$ 36,301</u>	<u>\$ 45,486</u>	<u>\$ (10,135)</u>	<u>\$ 71,652</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 71,652</u>	<u>\$ 29,162</u>	<u>\$ 100,814</u>
Net income per share-basic	<u>\$ 0.58</u>	<u>\$ 0.36</u>		<u>\$ 0.38</u>			<u>\$ 0.38</u>		<u>\$ 0.53</u>
Pro forma Weighted average shares-basic	<u>62,326</u>	<u>127,920</u>		<u>190,246</u>			<u>190,246</u>		<u>190,246</u>
Net income per share-diluted	<u>\$ 0.57</u>	<u>\$ 0.35</u>		<u>\$ 0.37</u>			<u>\$ 0.37</u>		<u>\$ 0.52</u>
Pro forma Weighted average shares-diluted	<u>63,796</u>	<u>129,657</u>		<u>193,453</u>			<u>193,453</u>		<u>193,453</u>

Appendix B

Notes to Unaudited Pro Forma Combined Statements of Continuing Operations for the four quarters of the year ended December 31, 2005 and the quarter ended March 31, 2006

These combined statements of continuing operations include the historical statements of continuing operations of Certegy and FIS as though the merger had occurred on January 1, 2005, adjusted for items related to the transaction as described below:

- (1) Reflects the increase in amortization expense as a result of allocating an assumed portion of the merger consideration to intangible assets of Certegy, namely customer relationship intangibles and acquired software, and amortizing such intangibles over their estimated useful lives commencing as of the assumed acquisition date, offset by the amortization expense for such intangibles actually recorded by Certegy during the respective periods. Customer relationships are being amortized over 10 years on an accelerated method. Acquired computer software is being amortized over its estimated useful life of up to 10 years on an accelerated method. The acquired trademarks are considered to have indefinite useful lives and, therefore, are not reflected in these adjustments. The increase in amortization expense is \$111.7 million offset by historical amortization of \$29.4 million, or \$82.3 million for the year ended December 31, 2005 and is allocated straight-line over the four quarters as presented and for January 2006 prior to the merger.
 - (2) Under the merger agreement, all Certegy stock options and restricted stock and restricted stock units will vest upon the closing of the merger. Accordingly, this adjustment reflects the elimination of historical stock compensation expense relating to the vesting of Certegy options in 2005, because such expense will be reflected at the time of closing of the merger. This adjustment amounts to a reduction in cost of revenues of \$1.0 million and in selling, general and administrative costs of \$11.2 million for the year ended December 31, 2005 and is allocated straight line over the four quarters presented and for the January 2006 period prior to the merger. Also, at closing, Certegy will grant approximately (1) 1.1 million options, which based on current assumptions, would have a fair value under SFAS No. 123R of approximately \$11 per option, vesting over four years, and (2) 750,000 options, which based on current assumptions would have a fair value under SFAS No. 123R of approximately \$12 per option, vesting over three years. The pro forma adjustment to increase stock compensation expense for these option grants is \$5.9 million in 2005, all of which is reflected in selling, general and administrative costs and allocated straight line over the four quarters presented.
 - (3) Reflects the removal of merger and acquisition costs that were recognized as expense by Certegy in 2005.
 - (4) Reflects the tax benefit relating to the pro forma adjustments at the FIS tax rate of approximately 37.2% for the year ended December 31, 2005.
 - (5) Reflects an increase in interest expense for the year ended December 31, 2005 of \$21.0 million, as if the recapitalization completed on March 9, 2005 was completed on January 1, 2005.
 - (6) This column represents the adjustments to purchase amortization and minority interest expense relating to the September 30, 2005 acquisition of the remaining 25.1% interest in Kordoba that FIS did not already own as if that acquisition occurred on January 1, 2005.
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Appendix C

Unaudited Pro Forma and Historical Segment Information

for the Quarters Ended March 31, 2006 and 2005

(In thousands Except Per Share Data)

2006 - Quarter 1	Pro Forma				Historical			
	Transaction Processing Services	Lender Processing Services	Corporate and Other	Total	Transaction Processing Services	Lender Processing Services	Corporate and Other	Total
Processing and services revenue	592,511	400,500	840	993,851	501,548	400,500	(1,112)	900,936
Cost of revenues	467,890	234,521	—	702,411	387,816	234,521	—	622,337
Gross profit	124,621	165,979	840	291,440	113,732	165,979	(1,112)	278,599
Selling, general and admin costs	43,926	59,063	129,630	232,619	39,516	59,063	47,150	145,729
Research development costs	19,077	8,983	—	28,060	19,077	8,983	—	28,060
Operating income	61,618	97,933	(128,790)	30,761	55,139	97,933	(48,262)	104,810
Depreciation and amortization	70,634	36,120	1,171	107,925	59,594	36,120	1,081	96,795
EBITDA	132,252	134,053	(127,619)	138,686	114,733	134,053	(47,181)	201,605
ProForma EBITDA	132,252	134,053	(127,619)	138,686				
Merger and Acquisition costs	753	170	80,828	81,751				
Acceleration of performance-based shares	—	—	24,130	24,130				
ProForma EBITDA, excluding selected items	133,005	134,223	(22,661)	244,567				
2005 - Quarter 1	Pro Forma				Historical			
	Transaction Processing Services	Lender Processing Services	Corporate and Other	Total	Transaction Processing Services	Lender Processing Services	Corporate and Other	Total
Processing and services revenue	560,284	354,867	(1,113)	914,038	297,826	354,867	(1,113)	651,580
Cost of revenues	437,462	203,780	—	641,242	226,295	203,780	—	430,075
Gross profit	122,822	151,087	(1,113)	272,796	71,531	151,087	(1,113)	221,505
Selling, general and admin costs	52,334	62,821	28,906	144,061	28,506	62,821	19,229	110,556
Research development costs	19,461	4,475	—	23,936	19,461	4,475	—	23,936
Operating income	51,027	83,791	(30,019)	104,799	23,564	83,791	(20,342)	87,013
Depreciation and amortization	70,375	38,502	525	109,402	37,039	38,502	199	75,740
EBITDA	121,402	122,293	(29,494)	214,201	60,603	122,293	(20,143)	162,753