

AMERICAN VANGUARD CORP
Form DEF 14A
May 15, 2006

SCHEDULE 14A INFORMATION

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|--|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement | | |
| <input type="checkbox"/> | Definitive Additional Materials | | |
| <input type="checkbox"/> | Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 | | |

AMERICAN VANGUARD CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

AMERICAN VANGUARD CORPORATION

4695 MacArthur Court, Suite 1250

Newport Beach, California 92660

May 12, 2006

Dear Stockholder:

It is our pleasure to invite you to American Vanguard Corporation's Annual Meeting of Stockholders in Newport Beach, California on June 8, 2006. In the following pages you will find information about the meeting plus a Proxy Statement.

If you cannot be with us in person, please be sure to vote your shares by proxy. Just mark, sign and date the enclosed proxy card and return it in the postage-paid envelope.

We are grateful for your continuing interest in American Vanguard. In person or by proxy, your vote is important. Thank you.

Sincerely,

AMERICAN VANGUARD CORPORATION

Eric G. Wintemute

President and Chief Executive Officer

AMERICAN VANGUARD CORPORATION

4695 MacArthur Blvd., Suite 1250

Newport Beach, CA 92660

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 8, 2006

To the Stockholders of American Vanguard Corporation:

The Annual Meeting of the Stockholders (the Annual Meeting) of American Vanguard Corporation, a Delaware corporation, will be held at the Fairmont Newport Beach, 4500 MacArthur Boulevard, Newport Beach, California, on Thursday, June 8, 2006. The meeting will begin promptly at 11:00 a.m. local time. Matters to be voted on at the meeting are:

1. Elect seven directors until their successors are elected and qualified;
2. Ratify the appointment of BDO Seidman, LLP as independent accountants for the year ending December 31, 2006;
3. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. Stockholders of record at the close of business on May 5, 2006 are entitled to notice of and to vote at the Annual Meeting and any adjournments thereof. A copy of the Company's Annual Report, including financial statements for the year ended December 31, 2005, is enclosed with this Notice.

It is important that your shares be represented whether or not you plan to attend the Annual Meeting. Please sign, date, and return the enclosed proxy in the enclosed postage-paid return envelope. All shares represented by the enclosed proxy, if the proxy is properly executed and returned, will be voted as you direct. If you attend the meeting, you may withdraw your proxy at that time and vote your shares in person.

By Order of the Board of Directors

James A. Barry
*Senior Vice President, Chief Financial Officer, Treasurer
and Secretary*

Newport Beach, California

May 12, 2006

AMERICAN VANGUARD CORPORATION

4695 MacArthur Court

Newport Beach, CA 92660

PROXY STATEMENT

Annual Meeting of Stockholders to be held June 8, 2006

Proxy Solicitation by the Board of Directors

GENERAL

This statement is furnished in connection with the Annual Meeting of Stockholders of American Vanguard Corporation (the Company) to be held at the Fairmont Newport Beach, 4500 MacArthur Boulevard, Newport Beach, California, at 11:00 a.m. local time on June 8, 2006. Stockholders of record at the close of business on May 5, 2006 will be entitled to vote at the meeting.

Proxies are being solicited by the Board of Directors of the Company (the Board). The Company will bear all costs of the solicitation. The Company does not intend to solicit proxies otherwise than by use of the mail, but certain officers and other employees of the Company or its subsidiaries, without additional compensation, may use their personal efforts, by telephone, telecommunication, or other similar means to obtain proxies. If the enclosed proxy is executed and returned, the shares represented by the proxy will be voted as specified therein. If a proxy is signed and returned without specifying choices, the shares will be voted FOR the election of each nominee for director as set forth in this Proxy Statement, FOR the proposal to ratify the appointment of BDO Seidman, LLP as independent accountants for 2006, and in the Board's discretion as to other matters that may properly come before the Annual Meeting.

Any stockholder has the power to revoke his or her proxy at any time prior to the voting thereof at the Annual Meeting by (i) filing with the Company's Secretary written revocation of his or her proxy, (ii) giving a duly executed proxy bearing a later date, or (iii) voting in person at the Annual Meeting. Attendance by a stockholder at the Annual Meeting will not in itself revoke his or her proxy. This Proxy Statement is being mailed to stockholders on or about May 12, 2006.

SECURITIES ENTITLED TO VOTE

The Board has fixed the close of business on May 5, 2006, as the record date for the purpose of determining the stockholders entitled to notice of and to vote at the Annual Meeting. The Company has only two authorized classes of shares, Preferred Stock and Common Stock, each with a par value of \$0.10 per share. There are 400,000 shares of Preferred Stock authorized, none of which have been issued. There are 40,000,000 shares of Common Stock authorized, of which 25,990,370 are outstanding as of May 12, 2006. Each stockholder will be entitled to one vote, in person or by proxy, for each share standing in his or her name on the Company's books as of the record date.

QUORUM

In order for business to be conducted, a quorum must be represented at the Annual Meeting. A quorum is a majority of the shares entitled to vote at the Annual Meeting. Shares represented by proxies in which authority to vote for any matter is considered withheld, proxies which are marked abstain or proxies as to which there is a broker non-vote will be counted as shares present for purposes of determining the presence of a quorum. Broker non-votes occur when nominees (such as brokers holding shares on behalf of beneficial owners) do not receive voting instructions from the beneficial owners and do not have discretionary authority to vote.

VOTE REQUIRED

The seven directors to be elected by the holders of Common Stock shall be the seven candidates receiving the highest number of votes cast by holders of Common Stock. Cumulative voting is not permitted. Only votes cast for a nominee will be counted. Abstentions or directions to withhold votes will result in those nominees receiving fewer votes, but will not count as a vote against the nominees.

The proposal to ratify the appointment of BDO Seidman, LLP as independent accountants and all other proposals duly presented for consideration at the Annual Meeting require the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote. Abstentions and broker non-votes will be treated as shares present and entitled to vote and therefore have the effect of votes against such proposal.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors of the Company is elected annually. The Certificate of Incorporation and Bylaws, as each have been previously amended and restated, of the Company currently provide that the number of directors of the Board shall not be more than nine nor less than three. The Board has determined by resolution that it shall consist of seven members. Seven directors are to be elected at the Annual Meeting and will hold office from the time of the election until the next Annual Meeting and until their respective successors are duly elected and qualified, or until their earlier resignation or removal.

The following sets forth the names and certain information with respect to the persons nominated for election as directors, all of whom have had the same principal occupation for more than the past five years, except as otherwise noted. All such nominees have consented to serve, and all nominees are now directors, and were elected by the stockholders at the 2005 Annual Meeting of Stockholders (except where noted).

NOMINEES FOR ELECTION AS DIRECTORS

Herbert A. Kraft has served as Co-Chairman of the Board since July 1994. Mr. Kraft served as Chairman of the Board and Chief Executive Officer from 1969 to July 1994. Age 82.

Glenn A. Wintemute has served as Co-Chairman of the Board since July 1994. Mr. Wintemute served as President of the Company and all operating subsidiaries from 1984 to July 1994 and was elected a director in 1971. He served as President of Amvac Chemical Corporation (AMVAC) from 1963 to July 1994. He is also the father of Eric G. Wintemute, the Company's President and Chief Executive Officer. He is also the father of Eric G. Wintemute, the Company's President and Chief Executive Officer. Age 81.

Eric G. Wintemute has served as a director of the Company since 1994. Mr. Wintemute has also served as President and Chief Executive Officer since July 1994. He was appointed Executive Vice President and Chief Operating Officer of the Company in January 1994. He is also the son of Glenn A. Wintemute, the Company's Co-Chairman. Age 50.

Lawrence S. Clark was appointed by the Board as a director in February 2006. Mr. Clark is the Chief Operating Officer and CFO for Legendary Pictures, a motion picture production company that develops, co-produces and co-finances major motion pictures in partnership with Warner Bros. From 2000 to 2003, Mr. Clark was the Chief Financial Officer of Creative Artists Agency, a leading entertainment talent, literary and marketing agency. From 1997 to 2000, he served as Senior Vice President, Corporate Development for Sony Pictures Entertainment. Mr. Clark was Director International for The Carlyle Group, a private equity firm, from 1995 to 1997. In 1992, he co-founded Global Film Equity Corp., which provided strategic, business advisory and capital raising services to media companies. From 1989 to 1992, Mr. Clark was Vice President, Corporate Finance at Salomon Brothers, Inc. Prior to that, he was a Corporate Finance Associate at Goldman Sachs & Co. from 1987 to 1989. Age 47.

John B. Miles has served as a director of the Company since 1999. Mr. Miles is a Partner with the law firm McDermott Will & Emery LLP and has held the position of partner since 1987. (McDermott Will & Emery provides legal services to the Company.) Prior to 1987, Mr. Miles was a partner with Kadison Pfaelzer Woodward Quinn & Rossi. Mr. Miles has previously served on boards of directors for public and private corporations. Age 62.

Carl R. Soderlind has served as a director of the Company since 2000. Mr. Soderlind served as Chairman and Chief Executive Officer of Golden Bear Oil Specialties, a producer of niche specialty oil and chemical products used in a variety of industrial applications from 1997 through 2001. From 1961 to 1996 he served in various capacities of Witco Corporation, with the most recent position being Senior Executive Vice President and member of the Management Committee. Age 72.

Irving J. Thau has served as a director of the Company since 2003. From 1962 to 1995, he held various positions with Ernst & Young LLP, where his primary responsibilities were directing and providing accounting, auditing, and business advisory services to publicly held and privately owned organizations. He was admitted to partnership in 1974, and most recently served as Ernst & Young's West Region Director of Financial Advisory Services. In 1995, Mr. Thau founded Thau and Associates, Inc., a financial consulting company of which he currently serves as President. Mr. Thau is also a director and Chairman of the Audit Committee of American Home Mortgage Investment Corp. Age 66.

REQUIRED VOTE AND RECOMMENDATION

The seven directors to be elected by the holders of Common Stock shall be the seven candidates receiving the highest number of votes cast by holders of Common Stock.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE NOMINEES IDENTIFIED ABOVE.

CORPORATE GOVERNANCE OF THE COMPANY

Strong corporate governance is an integral part of the Company's core values, supporting the Company's sustainable growth mission. The Company is committed to having sound corporate governance principles and practices. Please visit the Company's website at www.american-vanguard.com for the Company's current Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, the Code of Ethics and Conduct and the Employee Complaint Procedures for Accounting and Auditing Matters, and Corporate Governance Guidelines, which are all available in print to any stockholder upon request.

THE INDEPENDENCE OF DIRECTORS

It is the expectation and practice of the Board that, in their roles as members of the Board, all members will exercise their independent judgment diligently and in good faith and in the best interests of the Company and its stockholders as a whole, notwithstanding any member's other activities or affiliations.

The Board currently consists of seven members. The Board has determined that Messrs. Irving J. Thau, Carl R. Soderlind, John B. Miles, Herbert A. Kraft and Lawrence S. Clark, who constitute a majority of the Board, are independent in accordance with the applicable rules and listing standards currently prescribed by the New York Stock Exchange for general service on the Board. The Board's determination concerning independence was based on information provided by the Company's directors and discussions among the Company's directors. The Board will re-examine the independence of each of its members at least once per year and more frequently during the year if there is any change in a member's material relationship with the company that would interfere with the member's exercise of independent judgment.

MEETINGS OF THE BOARD

The Board met six times during the year ended December 31, 2005.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee is currently composed of Messrs. Irving J. Thau (Chairperson), Carl R. Soderlind and Lawrence S. Clark, who are all non-employee directors and are financially literate. The Board has determined that all members of the Audit Committee are independent directors under the applicable rules and regulations currently prescribed by the Securities Exchange Commission (SEC) and the applicable rules and listing standards currently prescribed by the New York Stock Exchange, and that each of Irving J. Thau and Lawrence S. Clark are audit committee financial experts within the meaning of applicable SEC rules and regulations. The Audit Committee held seven meetings during the year ended December 31, 2005.

The responsibilities of the Audit Committee are set forth in the current Audit Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Employs the independent auditors, subject to stockholder ratification, to audit the Company's consolidated financial statements.

Pre-approves all services performed by the independent auditors.

Provides oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviews the scope of the audit activities of the independent auditors and appraises audit efforts.

Reviews services provided by the independent auditors and other disclosed relationships as they bear on the independence of the independent auditors.

Establishes procedures for the receipt, retention and resolution of complaints, if any, regarding accounting, internal controls or auditing matters.

Please also see the Audit Committee Report contained in this Proxy Statement.

Compensation Committee

The Compensation Committee is currently composed of Messrs. Carl R. Soderlind (Chairperson), John B. Miles and Lawrence S. Clark. The Board has determined that all members of the Compensation Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. The Board has also determined that at least two members of the Compensation Committee, who will administer the Company's compensation plan(s), are non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act) and are outside directors under Section 162(m) of the Internal Revenue Code of 1986. The Compensation Committee held three meetings during the year ended December 31, 2005.

The responsibilities of the Compensation Committee are set forth in the current Compensation Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Establishes executive compensation policy consistent with corporate objectives and stockholder interest.

Oversees process for evaluating CEO performance against Board-approved goals and objectives and recommends to the Board compensation for the CEO.

Administers grants under the Company's compensation plan(s).
Please also see the Compensation Committee Report contained in this Proxy Statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is composed of Messrs. John B. Miles (Chairperson), Carl R. Soderlind and Irving J. Thau. The Board has determined that all members of the Nominating and Corporate Governance Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. The Corporate Governance Committee held three meetings during the year ended December 31, 2005.

The responsibilities of the Nominating and Corporate Governance Committee are set forth in the current Nominating and Corporate Governance Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Recommends to the Board nominees for election to the Board of Directors.

Reviews principles, policies and procedures affecting directors and the Board's operation and effectiveness.

Oversees evaluation of the Board and its effectiveness.

DIRECTORS' FEES AND OTHER ARRANGEMENTS

The Company has the following compensatory arrangements with the non-employee members of its Board of Directors:

Cash Compensation:

Effective as of January 1, 2005, each non-employee director of the Board of Directors is entitled to receive cash compensation for his or her services on the Board of Directors as follows:

Quarterly retainer fee of \$5,000 for services on the Board of Directors.

Quarterly retainer fee of \$2,500 for service as chairperson of the Audit Committee.

Quarterly retainer fee of \$1,250 for service as chairperson of the Compensation Committee or the Nominating and Corporate Governance Committee.

Attendance fee of \$2,500 per meeting of the Board of Directors.

Attendance fee of \$1,000 per meeting of the committees of the Board of Directors, except that the Audit Committee chairperson will receive an attendance fee of \$1,500 per Audit Committee meeting.

Per diem fee of \$2,000 for special assignments as determined from time to time by the Board of Directors.

Stock Awards:

In accordance with the terms and conditions of the Company's Amended and Restated 1994 Stock Incentive Plan, as amended through May 12, 2005 (the "Plan"), each non-employee director of the Board of Directors is entitled to receive awards of Restricted Stock or Restricted Stock Units (as each term is defined in the Plan) of the Company's Common Stock, par value \$.10 ("Common Stock"), as follows:

In connection with each non-employee director's election or re-election to the Board of Directors, such director is entitled to receive an award that equals \$50,000 (the "Stock Award").

If a person is appointed to the Board of Directors for any partial year (for example, due to a vacancy on the Board of Directors), such director will receive a pro rata portion of the Stock Award as determined by the Compensation Committee or the Board of Directors.

Each Stock Award will be calculated based on the closing price of the Common Stock, as reported on the American Stock Exchange or other national exchange on which the Common Stock is traded. No fractional share of any Stock Award will be issued; the value of such fractional share will be paid in cash.

Each Stock Award will vest immediately in full upon grant.

The Company has entered into written indemnification agreements with each of its directors. The agreement is effective as of the first day of such person's service as a director. The agreement provides for contractual indemnification obligations by the Company to the extent permitted by applicable law and the advancement of expenses in connection therewith. The agreement also provides that any legal action against a director must be brought within two years from the date of the accrual of such action or such shorter period as provided by law.

See Description of Compensatory Arrangements Applicable to Non-Employee Directors for 2005 which was filed as Exhibit 10.1 to the Company's Form 8-K which was filed with the Securities and Exchange Commission on June 15, 2005.

REPORT OF THE AUDIT COMMITTEE

The responsibilities of the Audit Committee, which are set forth in the Audit Committee Charter, include providing oversight to the Company's financial reporting process through periodic meetings with the Company's independent auditors and management to review accounting, auditing, internal controls and financial reporting matters. The management of the Company is responsible for the preparation and integrity of the financial reporting information and related systems of internal controls. The Audit Committee, in carrying out its role, relies on the Company's senior management, including senior financial management, and its independent auditors.

We have reviewed and discussed with senior management the Company's audited financial statements included in the 2005 Annual Report to Stockholders. Management has confirmed to us that such financial statements (i) have been prepared with integrity and objectivity and are the responsibility of management and (ii) have been prepared in conformity with generally accepted accounting principles.

We have discussed with BDO Seidman, LLP, the Company's independent auditors, the matters required to be discussed by SAS 61 (Communications with Audit Committee). SAS 61 requires our independent auditors to provide us with additional information regarding the scope and results of their audit of the Company's financial statements, including with respect to (i) their responsibility under generally accepted auditing standards, (ii) significant accounting policies, (iii) management judgments and estimates, (iv) any significant audit adjustments, (v) any disagreements with management, and (vi) any difficulties encountered in performing the audit.

We have received from BDO Seidman, LLP, a letter providing the disclosures required by Independence Standards Board Standard No. 1. (Independence Discussions with Audit Committees) with respect to any relationships between BDO Seidman, LLP and the Company that in their professional judgment may reasonably be thought to bear on independence. BDO Seidman, LLP has discussed its independence with us, and has confirmed in such letter that, in its professional judgment, it is independent of the Company within the meaning of the federal securities laws.

Based on the review and discussions described above with respect to the Company's audited financial statements included in the Company's 2005 Annual Report to Stockholders, we have recommended to the Board of Directors that such financial statements be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

As specified in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. That is the responsibility of management and the Company's independent auditors. In addition, it is not the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors, or to assure compliance with laws and regulations and the Company's Code of Conduct and Ethics. In giving our recommendation to the Board of Directors, we have relied on (i) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with generally accepted accounting principles, and (ii) the report of the Company's independent auditors with respect to such financial statements.

AUDIT COMMITTEE

Irving J. Thau, Chair

Carl R. Soderlind

Lawrence S. Clark

March 10, 2006

BENEFICIAL OWNERSHIP

To the knowledge of the Company, the ownership of the Company's outstanding Common Stock as of May 5, 2006, by persons who are directors and nominees for directors, beneficial owners of 5% or more of the outstanding Common Stock, the executive officers of the Company named in the Summary Compensation Table and by all directors and officers as a group is set forth below. Unless otherwise indicated the Company believes that each of the persons set forth below has the sole power to vote and to dispose of the shares listed opposite his name.

Office (if any)	Name and Address	Amount and Nature of Beneficial Ownership(*)	Percent of Class
Co-Chairman	Beneficial Owner Herbert A. Kraft		
	4695 MacArthur Court		
	Newport Beach, CA 92660	3,399,102(1)	13.1%
Co-Chairman	Beneficial Owner Glenn A. Wintemute		
	4695 MacArthur Court		
	Newport Beach, CA 92660	2,132,409(2)	8.2%
	St. Denis J. Villere & Company		
	210 Baronne Street		
	New Orleans, LA 70112 (**)	2,704,881	10.4%
	T. Rowe Price Associates, Inc.		
	100 E. Pratt Street		
	Baltimore, MD 21202 (**)	2,228,600	8.6%
Director,	Beneficial Owner Eric G. Wintemute		
President & CEO	4695 MacArthur Court		
	Newport Beach, CA 92660	1,437,546(3)	5.5%
Former Director (4)	Beneficial Owner Jay R. Harris		
	80 Pine Street		
	New York, NY 10005	1,280,006(4)	4.9%
	Goldsmith & Harris et. al.		
	80 Pine Street		
	New York, NY 10005	939,525(5)	3.6%
President	Beneficial Owner Bob Gilbane		
(GEMCHEM)	4695 MacArthur Court		
	Newport Beach, CA 92660	409,062(6)	1.6%

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Senior Vice	Glen D. Johnson		
President (AMVAC)	4695 MacArthur Court		
	Newport Beach, CA 92660	101,718(7)	(14)
Senior Vice	Christopher K. Hildreth		
President (AMVAC)	4695 MacArthur Court		
	Newport Beach, CA 92660	183,537(8)	(14)
Sr.V.P.,CFO &	James A. Barry		
Secretary/Treasurer	4695 MacArthur Court		
	Newport Beach, CA 92660	139,998(9)	(14)
Director	Carl R. Soderlind		
	4695 MacArthur Court		
	Newport Beach, CA 92660	92,705(10)	(14)
Director	John B. Miles		
	4695 MacArthur Court		
	Newport Beach, CA 92660	77,190(11)	(14)

Office (if any)	Name and Address	Amount and Nature of Beneficial Ownership(*)	Percent of Class
Director	Beneficial Owner Irving J. Thau 4695 MacArthur Court Newport Beach, CA 92660	37,254(12)	(14)
Director	Lawrence S. Clark 4695 MacArthur Court Newport Beach, CA 92660	4,445(13)	(14)
Directors and Officers as a Group (15)		8,301,147	30.8%

- (*) Beneficial ownership figures are adjusted for stock splits and stock dividends distributed to date, including the 4 for 3 stock split distributed April 17, 2006.
- (**) Based on information reported to the SEC by or on behalf of such beneficial owner.
- (1) Mr. Kraft owns all of his shares with his spouse in a family trust where he and his spouse are co-trustees, except as to 13,834 shares held in an Individual Retirement Account. This figure includes 29,040 shares of Common Stock Mr. Kraft is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (2) Mr. Wintemute owns all of his shares with his spouse in a family trust where he and his spouse are co-trustees. This figure includes 29,040 shares of Common Stock Mr. Glenn Wintemute is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (3) This figure includes 360,000 shares of Common Stock Mr. Eric Wintemute is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report. Mr. Wintemute shares voting and investment power with his spouse with respect to certain shares, including 139,360 shares of Common Stock owned by Mr. Wintemute's minor children for whom Mr. Wintemute and his spouse are trustees or custodians and for which he disclaims beneficial ownership.
 - (4) On February 1, 2006, Mr. Harris resigned as a director of the Company. He served as a director from 2000 to his resignation.
 - (5) This figure does not include shares beneficially owned by Jay R. Harris. (See footnote 4.)
 - (6) This figure includes 466 shares of Common Stock Mr. Gilbane is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (7) This figure represents 24,186 shares of Common Stock Mr. Johnson is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (8) This figure represents 180,000 shares of Common Stock Mr. Hildreth is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (9) This figure includes 134,000 shares of Common Stock Mr. Barry is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (10) This figure represents 9,680 shares of Common Stock Mr. Soderlind is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report. Certain shares are held in a family trust where Mr. Soderlind and his spouse are co-trustees.
 - (11) This figure includes 38,720 shares of Common Stock Mr. Miles is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report. Certain shares are held in a family trust where Mr. Miles and his spouse are co-trustees and certain shares are held by Mr. Miles or his spouse in individual retirement accounts.
 - (12) This figure represents 33,880 shares of Common Stock Mr. Thau is entitled to acquire pursuant to stock options exercisable within sixty days of the filing of this Annual Report.
 - (13) This figure includes 533 shares of Common Stock owned by Mr. Clark's minor children for whom Mr. Clark and his spouse are trustees or custodians and for which he disclaims beneficial ownership. On February 6, 2006, the Board of Directors of the Company appointed Mr. Clark to serve as a member of the Board, filling the vacancy created through the departure of Mr. Jay R. Harris.
 - (14) Under 1% of class.
 - (15) Total of 16.

EQUITY COMPENSATION PLAN INFORMATION (1)(2)

	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan category			
Equity compensation plans approved by security holders	2,240,261	\$ 5.71	2,066,928
Equity compensation plans not approved by security holders			
Total	2,240,261		2,066,928

- (1) All figures have been adjusted for the 4 for 3 stock split distributed on April 17, 2006.
- (2) As of December 31, 2005. Does not include the American Vanguard Corporation Employee Stock Purchase Plan (approved by security holders in June 2001). Under this plan an aggregate of 1,760,000 shares of Common Stock (as adjusted for stock splits) may be sold to eligible employees pursuant to the plan. The purchase price shall be equal to 85% of the fair market value of the Company's Common Stock on the first day of the enrollment period or on the last day of the enrollment period, whichever is lower. There were 1,523,000 shares available for issuance under the Plan as of December 31, 2005.

SECTION 16(A) REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's executive officers, directors, and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the SEC.

Based solely on the Company's review of the copies of such forms received by the Company, or representations obtained from certain reporting persons, the Company believes that during the year ended December 31, 2005 all Section 16(a) filing requirements applicable to its executive officers, directors, and greater than ten percent beneficial stockholders were complied with.

EXECUTIVE COMPENSATION AND OTHER INFORMATION
Executive Officers of the Company

The following persons are the current Executive Officers of the Company:

Name of Officer	Age	Capacity
Eric G. Wintemute	50	Director, President and Chief Executive Officer
James A. Barry	55	Senior Vice President, Chief Financial Officer & Secretary/Treasurer
Glen D. Johnson	51	Senior Vice President of AMVAC Chemical Corporation
Christopher K. Hildreth	54	Senior Vice President of AMVAC Chemical Corporation
Robert F. Gilbane	56	President of GemChem, Inc.
Information concerning Eric G. Wintemute is contained above under the caption Nominees for Election as Directors.		

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James A. Barry has served as Senior Vice President and Secretary since 1998. He has served as Treasurer since 1994 and as Chief Financial Officer of the Company and all operating subsidiaries since 1987. He also served as Vice President from 1990 through 1997 and as Assistant Secretary from 1990 to 1997. From 1990 to 1993, he also served as Assistant Treasurer. Mr. Barry also served as a director of the Company from 1994 through June 2004.

Glen D. Johnson has served as Senior Vice President and Director of Business Development of AMVAC since February 1999. Mr. Johnson was previously the North American Senior Marketing Manager for Contract Sales at Zeneca Ag Products. Prior to joining AMVAC, Mr. Johnson had over 20 years of experience in sales and marketing, acquisition and licensing, market development, and field research and development with three multinational agrochemical companies.

Christopher K. Hildreth has served as Senior Vice President and Director of Sales of AMVAC since February 2003. From 1980 to 1988, Mr. Hildreth held sales management positions at Pfizer Crop Protection. From 1988 to 1993, when United Agri Product (UAP) acquired Pfizer Crop Protection, Mr. Hildreth held sales management positions. From 1993 to 2001, he served as General Manager of UAP Canada. From 2001 to 2002, Mr. Hildreth held various executive positions at UAP, including Executive Vice President International, President & General Manager Distribution, and President Products Company.

Robert F. Gilbane has served as President of GemChem since June 1999. He served as Executive Vice President from January 1994 (when the Company acquired GemChem) to June 1999. He co-founded GemChem in 1991 with Eric G. Wintemute.

The following table sets forth the aggregate cash and other compensation for services rendered for the years ended December 31, 2005, 2004 and 2003 paid or awarded by the Company and its subsidiaries to the its Chief Executive Officer and certain highly compensated executive officers of the Corporation, whose aggregate remuneration exceeded \$100,000 (the named executive officers).

Summary Compensation Table

Name	Annual Compensation (1)			Long-Term Incentive Awards	
	(d)	(e)	(f)	Restricted Stock	Secured Underlying Options
	Bonus	Other Compensation	Annual Compensation	Award(s)	Options
	(\$)	(\$)	(\$)	(\$)	(\$)
735	300,000				
649	206,000				
293	169,000				
122	110,000				
159	65,000				
242	50,000				

- *Independent Directors.* The Board should include at least enough independent directors (as determined by NASD rules and applicable laws and regulations) to satisfy the independent director requirements of such rules, laws and regulations.
- *Other Directors.* Subject to the right of the Corporate Governance Committee and the Board to decide otherwise when appropriate, the Company's CEO generally should be a director. Additionally, depending on the circumstances, certain other members of management, as well as individuals having relationships with the Company that prevent them from being independent directors, may be deemed to be appropriate members of the Board.
- *General Criteria for Each Director.* Candidates for positions on the Board should possess certain qualities. In particular, a director should:
 - be an individual of the highest character and integrity;
 - be free of any conflict of interest that would violate any applicable laws, rules, or regulations or interfere with the proper performance of the responsibilities of a director;



- be willing and able to devote sufficient time to the affairs of the Company; and
- have the capacity and desire to represent the balanced, best interests of the Company's stockholders as a whole.

In addition to the foregoing general criteria, the Corporate Governance Committee may consider specific criteria relating to the skills, experience, particular areas of expertise, specific backgrounds and other characteristics that may enhance the effectiveness of the Board and its committees.

The existing Board is the source of all of the current nominees for director, each of whom is an incumbent director. The Corporate Governance Committee based its decision to re-nominate these incumbent directors on its consideration of each individual's contributions, including the value of his or her experience as a director, the current composition of the Board and its committees, the availability of other potential director nominees and the Company's needs. The Board continues to identify and evaluate potential director candidates, including individuals identified through the director search firm referred to above.

Stockholder Recommendations for Director Nominees

The Corporate Governance Committee considers stockholder recommendations for candidates for the Board furnished to the Company as set forth below in the section entitled "Stockholder Communications with the Board."

The Corporate Governance Committee did not receive, by a date not later than the 120th calendar day before the date of the Company's proxy statement released to security holders in connection with its 2006 Annual Meeting of Stockholders, a recommended nominee for election at this Annual Meeting, from a security holder that beneficially owned more than 5% of the outstanding Common Stock for at least one year as of the date the recommendation was made, or from a group of security holders that beneficially owned, in the aggregate, more than 5% of the Company's outstanding Common Stock, with each of the securities used to calculate that ownership held for at least one year as of the date the recommendation was made.

Stockholder Nomination Process

Pursuant to the Company's Bylaws, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting only if written notice of such stockholder's intent to make such nomination or nominations has been received by the Secretary of the Company not less than 60 nor more than 90 calendar days prior to the first anniversary of the date on which the Company first mailed its proxy materials for the preceding year's annual meeting of stockholders.

Each such notice shall set forth: (i) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (ii) a representation that the stockholder is a holder of record of stock of the Company entitled to vote for the election of directors on the date of such notice and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iii) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (iv) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Commission, had the nominee been nominated, or intended to be nominated, by the Board; and (v) the consent of each nominee to serve as a director of the Company if so elected.

To make a nomination for this Annual Meeting, a stockholder had to submit the required written notice for director nominations between October 26, 2006 and November 25, 2006. The Secretary of the Company did not receive written notice from any stockholder regarding an intention to make a nomination.

Stockholder Communications with the Board

Communications from stockholders to the Board, including stockholder director recommendations and stockholder proposals submitted in accordance with the procedure described below in the section entitled "Stockholder Proposals" may be sent via e-mail to *grp-tsa-directors@tsainc.com* or via telephone to (402) 390-8993. These communications will be received by the Secretary of the Company, who will forward them to the appropriate committees or members of the Board.

PROPOSAL 2

AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

General

The Board is proposing to amend and restate the Company's current Amended and Restated Certificate of Incorporation, as amended to date (the "Current Certificate"), to change the Company name from "Transaction Systems Architects, Inc." to "ACI Worldwide, Inc." (the "Proposed Name Change"). On December 13, 2006, the Board approved the proposed Amended and Restated Certificate of Incorporation (the "Restated Certificate") and recommends approval and adoption of the Proposed Name Change by the stockholders.

Purpose of Proposed Name Change

The Company has been marketing its products and services under the ACI Worldwide brand since 1998 and has gained significant market recognition under this brand name. Historically, the Company operated with three business units: ACI Worldwide, Insession Technologies and Intranet Worldwide. In the first quarter of fiscal 2006, the Company restructured its organization combining the products and services within these three business units into one operating unit under the ACI Worldwide name. The Board believes that the Company should change its name to ACI Worldwide to align the corporate name of the Company with the name of its operating unit which is the name the public associates with the Company's products and services. The Board believes that changing the corporate name will provide the name ACI Worldwide with a greater intangible value and even greater name recognition in the future.

Restated Certificate

The Restated Certificate effecting the Proposed Name Change is attached to this Proxy Statement as *Annex A* and incorporated herein by this reference. If adopted by the stockholders, the Proposed Name Change will become effective upon filing the Restated Certificate with the Delaware Secretary of State. It is currently anticipated that the Restated Certificate will be filed with the Delaware Secretary of State as soon as practicable after stockholder approval is received.

Effect of Name Change on Stockholders

Stockholders of the Company will not be required to submit their stock certificates for exchange. Upon effectiveness of the Proposed Name Change, certificates for shares of Common Stock issued under the name "Transaction Systems Architects, Inc." will continue to be valid certificates and will continue to evidence ownership of the same number of shares of Common Stock in the Company.

under the new name. **It will not be necessary for stockholders to exchange their stock certificates although stockholders may exchange their certificates if they wish, at their sole expense.** Following the effective date of the Proposed Name Change, all new stock certificates issued by the Company will be printed using the new name.

New Trading Symbol

If the stockholders approve the Proposed Name Change, the Company will thereafter apply to change its trading symbol on The NASDAQ Global Select Market to a new trading symbol more readily identifiable with its new corporate name. The Company's new trading symbol is expected to be ACIW.

Vote Required

The approval of Proposal 2 requires the affirmative vote of a majority of the issued and outstanding shares of Common Stock. Accordingly, an abstention will have the legal effect of a vote against this proposal. No dissenters' rights are available under the General Corporation Law of the State of Delaware or under the Current Certificate or the Company's Bylaws to any stockholder who dissents from this proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE AMENDMENT TO THE CURRENT CERTIFICATE TO CHANGE THE COMPANY NAME FROM TRANSACTION SYSTEMS ARCHITECTS, INC. TO ACI WORLDWIDE, INC.

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PROPOSAL 3

APPROVAL OF THE FIRST AMENDMENT TO THE

2005 EQUITY AND PERFORMANCE INCENTIVE PLAN

On March 8, 2005, the stockholders adopted the 2005 Equity and Performance Incentive Plan (the "Current 2005 Incentive Plan"), which had been approved by the Board on December 1, 2004. The Current 2005 Incentive Plan is intended to meet the Company's objective of balancing stockholder concerns about dilution with the need to provide appropriate incentives to achieve company performance objectives. To further serve this Company objective, on April __, 2007, the Board approved, and is submitting for approval by the stockholders, the First Amendment to the 2005 Equity and Performance Incentive Plan (the "Plan Amendment"). The Plan Amendment will become effective upon adoption by the stockholders. If the Plan Amendment is not approved by the stockholders, the Current 2005 Incentive Plan will remain in effect.

A summary description of the Plan Amendment is set forth below, which is followed by a summary description of the 2005 Equity and Performance Incentive Plan as amended by the Plan Amendment (the "Amended 2005 Incentive Plan"). A copy of the Amended 2005 Incentive Plan is attached to this Proxy Statement as *Annex B*, and the summary descriptions of the Plan Amendment and the Amended 2005 Incentive Plan provided below are qualified in their entirety by reference to the full text of the Amended 2005 Incentive Plan.

Summary of the Plan Amendment

The Plan Amendment makes three changes to the Current 2005 Incentive Plan. First, the Plan Amendment increases the aggregate number of shares of Common Stock, par value \$0.005 per share, available for issuance under the Amended 2005 Incentive Plan to 5,000,000 (plus any shares of Common Stock that are represented by options previously granted under certain terminated Company plans which are forfeited, expire or are canceled without delivery of Common Stock or which result in the forfeiture or relinquishment of Common Stock back to the Company). The Current 2005 Incentive Plan originally authorized 3,000,000 shares of Common Stock (plus any shares of Common Stock that are represented by options previously granted under certain terminated Company plans which are forfeited, expire or are canceled without delivery of Common Stock or which result in the forfeiture or relinquishment of Common Stock back to the Company).

Second, the Plan Amendment eliminates in its entirety the limitation on the aggregate number of shares that can be issued as restricted stock, restricted stock units, performance shares and performance units under the Amended 2005 Incentive Plan (after taking into account any forfeitures, or expirations or transfers upon expiration of any withholding amount). The Current 2005 Incentive Plan originally authorized 2,500,000 shares of Common Stock for such types of awards.

Finally, the Plan Amendment provides that the exercise price for any options granted under the Amended 2005 Incentive Plan may not be less than the market value per share of Common Stock on the date of grant. The Current 2005 Incentive Plan provides that the exercise price for options granted under the plan may not be less than the market value per share of Common Stock on the day immediately preceding the date of the grant.

Purposes of the Amended 2005 Incentive Plan

The ability to maintain a market competitive stock-based incentive program by making available various stock compensation awards. The Amended 2005 Incentive Plan is intended to give the Company greater flexibility in providing competitive incentive compensation that closely aligns the interests of key employees and officers with those of the Company's stockholders. The Amended 2005 Incentive Plan permits the grant of a variety of incentive awards, such as restricted

stock awards, performance awards and stock appreciation rights, that will provide the Company with greater flexibility in designing stock and performance based incentives for executives, key employees and non-employee directors.

The furtherance of many compensation and governance best practices. The Amended 2005 Incentive Plan prohibits stock option re-pricing and contains a 1,000,000-share limit on the number of shares that may be issued to a Participant in connection with stock options, stock appreciation rights, restricted stock awards or other awards during any calendar year. The Amended 2005 Incentive Plan does not contain an evergreen feature (evergreen features provide for automatic replenishment of authorized shares available under the plan).

Summary Description of the Amended 2005 Incentive Plan

The Amended 2005 Incentive Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, performance awards and other awards (Awards).

Plan Benefits

Any person who is an employee or non-employee director of the Company and certain of its subsidiaries and affiliates is eligible to be considered for Awards under the Amended 2005 Incentive Plan. The Board has the authority to select the individuals to whom Awards will be granted. Future Awards under the Amended 2005 Incentive Plan will be discretionary so that it is impossible to determine who will receive Awards and in what amounts in the event the Plan Amendment is adopted, although each of the Company's current executive officers and directors would be eligible to participate. The following New Plan Benefits table sets forth the benefits and amounts that were received by or allocated to each of the persons or groups indicated below for fiscal 2006 under the Current 2005 Incentive Plan:

NEW PLAN BENEFITS

2005 Equity and Performance Incentive Plan

Name and Position	Stock Options	Dollar Value \$(1)	Number of Targeted Performance Shares	Dollar Value \$(2)
Philip G. Heasley, Chief Executive Officer and President			12,000	\$ 391,920
Mark R. Vipond, Chief Operating Officer				
Anthony J. Parkinson, Senior Vice President and President - ACI Worldwide Americas Channel(3)				
Richard N. Launder, Senior Vice President and President - ACI Worldwide EMEA and Asia/Pacific(4)				
David R. Bankhead, Senior Vice President and Chief Accounting Officer				
Executive Group	200,000	\$ 53,000	5,300 (5)	\$ 173,098
Non-Executive Directors Group	60,000	\$ 2,000		
Non-Executive Officer Employee Group	40,000	\$ 81,000	99,179	\$ 3,239,186

(1) Determined based on the aggregate difference between the exercise price per share established for the stock options and \$32.66, which is the per share closing price of the Company's Common Stock as reported on The NASDAQ Stock Market as of the Record Date.

(2) Determined based on \$32.66, which is the market value of the securities underlying the performance shares as of the Record Date.

- (3) Mr. Parkinson retired from the Company effective April 15, 2007.
- (4) In April 2007, Mr. Launder's title changed to Senior Vice President and President Global Operations.
- (5) The executive officer that received this award of 5,300 performance shares resigned from the Company in October 2006 and forfeited all 5,300 performance shares.

Shares Available Under the Plan

Plan Share Limits. Subject to adjustment in certain circumstances as discussed below, the maximum number of shares of Common Stock that may be issued or transferred in connection with Awards granted under the Amended 2005 Incentive Plan will be the sum of (i) 5,000,000 shares of Common Stock and (ii) any shares of Common Stock that are represented by options previously granted under the following terminated Company plans which are forfeited, expire or are canceled without delivery of Common Stock or which result in the forfeiture or relinquishment of Common Stock back to the Company: (A) the 1994 Stock Option Plan, as amended, (B) the 1996 Stock Option Plan, (C) the 1997 Management Stock Option Plan, (D) the MessagingDirect Ltd. Amended and Restated Employee Share Option Plan, (E) the 2000 Non-Employee Director Stock Option Plan, and (F) the 2002 Non-Employee Director Stock Option Plan (collectively the Prior Plans). As of the Record Date, there were 583,594 options for shares of Common Stock outstanding under the Prior Plans. To the extent Awards granted under the Amended 2005 Incentive Plan terminate, expire, are canceled without being exercised, are forfeited or lapse for any reason, the shares of Common Stock subject to such Award will again become available for grants under the Amended 2005 Incentive Plan.

As of the Record Date, the per share closing price of the Company's Common Stock as reported on The NASDAQ Stock Market was \$32.66.

Individual Limits. The aggregate number of shares of Common Stock that may be issued upon exercise of incentive stock options will not exceed 3,000,000 shares of Common Stock. No Participant will receive stock options, stock appreciation rights, restricted stock, restricted stock units and other awards under the Amended 2005 Incentive Plan, during any calendar year, for more than 1,000,000 shares of Common Stock. In addition, no Participant (defined below) may receive performance shares or performance units having an aggregate value on the date of grant in excess of \$5,000,000 during any calendar year. Each of the limits described above may be adjusted equitably to accommodate a change in the capital structure of the Company as described below.

Adjustments. The Board may make or provide for such adjustments in the numbers of shares of Common Stock covered by outstanding Awards, in the option price and base price provided in outstanding options and appreciation rights, and in the kind of shares covered thereby, as the Board may determine is equitably required to prevent dilution or enlargement of the rights of Participants that otherwise would result from (a) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company; or (b) any merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, issuance of rights or warrants to purchase securities; or (c) any other corporate transaction or event having an effect similar to any of the foregoing. In the event of any such transaction or event, the Board may provide in substitution for any or all outstanding Awards

such alternative consideration it determines to be equitable under the circumstances and may require in connection therewith the surrender of any Awards replaced. The Board may also make or provide for such adjustments in the numbers of shares reserved under the Amended 2005 Incentive Plan as the Board may determine is appropriate to reflect any transaction or event described above.

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Eligibility and Administration

Eligibility. Officers, other employees and non-employee directors of the Company and its subsidiaries and affiliates are eligible to participate in the Amended 2005 Incentive Plan. The Board shall, in its discretion, select the persons to receive Awards (the Participants). The number of Participants may vary from year to year. It is not possible to state in advance the exact number or identity of the Participants or the amounts of any Awards.

Administration of the Amended 2005 Incentive Plan. The Amended 2005 Incentive Plan is administered by the Board, which may delegate all or any part of its authority to the Compensation Committee of the Board (or a subcommittee thereof); provided, however, the Compensation Committee is comprised of two or more individuals who are non-employee directors as defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (the Code). The Board has the sole authority to determine (i) the Participants to whom Awards are to be granted under the Amended 2005 Incentive Plan; (ii) the type, size and terms of each Award; (iii) the time when the Awards are to be made and the duration of the exercise, restriction period or performance period, including the criteria for exercisability and any acceleration of exercisability; (iv) the amendment of the terms of any previously issued Award; and (v) any other matters arising under the Amended 2005 Incentive Plan.

Award Agreements. All Awards are subject to the terms and conditions set forth in the Amended 2005 Incentive Plan and to such other terms and conditions consistent with the Amended 2005 Incentive Plan as the Board deems appropriate and which are specified in a writing (an Award Agreement) by the Board to the designated individual. The Board may approve the form and provisions of each Award Agreement to an individual. Awards under the Amended 2005 Incentive Plan need not be uniform among the designated individuals receiving the same type of Award. Each Award Agreement may designate: (i) whether the vesting period, restriction period, performance period or other restrictions on transfer will accelerate or lapse early upon a change-in-control of the Company; (ii) whether the Award will include dividends or dividend equivalents on a current, deferred or contingent basis; and (iii) any other terms and conditions the Board may deem appropriate.

Management Objectives

The Amended 2005 Incentive Plan provides for the establishment of Management Objectives which are measurable objectives established for Participants who have received grants of performance shares or performance units (collectively Performance Awards) or, when determined by the Board, other Awards granted pursuant to the Amended 2005 Incentive Plan. Management Objectives may be described in terms of Company-wide objectives or objectives that are related to the performance of the individual Participant or of the subsidiary, affiliate, division, department, region or function within the Company or subsidiary or affiliate which employs the Participant. The Management Objectives may be made relative to the performance of other companies. The Management Objectives applicable to any Award to a covered employee as defined in Section 162(m) of the Code will be based on specified levels of growth in one or more of the following criteria: (a) cash flow/net assets ratio, (b) debt/capital ratio, (c) return on total capital, (d) return on equity, (e) earnings per share growth, (f) revenue growth, (g) total return to stockholders, (h) backlog, and (i) contribution margins. If the Board determines that a change in the business, operations, corporate structure or capital structure of the Company, or the manner in which it conducts its business, or other events or circumstances make the Management Objectives unsuitable, the Board may in its discretion modify such Management Objectives or the related minimum acceptable level of achievement as it deems appropriate subject to certain limitations on modifications to covered employees under Section 162(m) of the Code. The Board may also utilize Management Objectives to make other Awards granted to covered employees qualify as performance based awards under Section 162(m) of the Code.



Payment of Awards

Any Award grant may specify that the amount payable to a Participant under the respective Award may be paid by the Company in cash, in shares of Common Stock or in any combination thereof, and may either grant to the Participant or retain for the Board the right to elect among those alternatives. Any Award grant may specify that the amount payable or the number of shares of Common Stock issued with respect thereto may not exceed a maximum amount or number specified by the Board at the date of grant.

Stock Options

Types and Eligibility. The Amended 2005 Incentive Plan provides that the Board may grant Participants options to purchase shares of Common Stock intended to qualify as incentive stock options within the meaning of Section 422 of the Code (ISOs), or nonqualified stock options (NQSO) that are not intended to so qualify, or any combination of ISOs or NQSOs (collectively, Options). ISOs may only be granted to Participants who meet the definition of employees under Section 3401(c) of the Code.

Exercise and Option Price. No Option will be exercisable more than ten years from the date of grant. The option price per share for any Option granted under the Amended 2005 Incentive Plan may not be less than the market value per share of Common Stock on the date of grant. The exercise of an Option will result in the cancellation, on a share-for-share basis, of any tandem stock appreciation right granted in connection with such Option.

Stock Appreciation Rights

Types. Stock appreciation rights (Appreciation Rights) are the right to receive from the Company an amount determined by the Board and expressed as a percentage (not exceeding 100%) of the spread at the time of exercise. The Board may grant tandem Appreciation Rights in connection with an Option granted under the Amended 2005 Incentive Plan or freestanding Appreciation Rights unrelated to any Option. The spread in the case of a freestanding Appreciation Right is the amount by which the market value of the Company's Common Stock on the date of exercise exceeds the base price specified in the right. The spread in the case of tandem Appreciation Rights is the amount by which the fair market value of the Company's Common Stock on the date of exercise exceeds the option price specified in the related Option.

Tandem Appreciation Rights. Tandem Appreciation Rights may be granted either at or after the time the related Options are granted and while the Options remain outstanding; however, in the case of an ISO such rights may only be granted at the time the Option is granted. The number of tandem Appreciation Rights that are exercisable during any given period of time may not exceed the number of shares of Common Stock that the Participant may purchase upon the exercise of the related Option during such period of time. Upon the exercise of the related Option, the tandem Appreciation Right relating to Common Stock covered by such Option will terminate. Upon the exercise of a tandem Appreciation Right, the Option relating to the Common Stock covered by such Appreciation Right will terminate. Tandem Appreciation Rights may be exercised (i) only at a time when the related Option is exercisable and (ii) at a time when the spread is positive. The Award Agreement for a tandem Appreciation Right will identify the related Options.

Freestanding Appreciation Rights. Freestanding Appreciation Rights must specify a base price (which must be equal to or greater than the market value on the grant date) and the period(s) of continuous employment of the Participant by the Company or any subsidiary or affiliate that are necessary

before the freestanding Appreciation Right or installments thereof become exercisable. No freestanding Appreciation Right granted under the 2005 Incentive Plan may be exercised more than ten years from the grant date.

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Restricted Stock and Restricted Stock Units

Restricted Stock. The Board may issue or transfer shares of Common Stock to Participants under a restricted stock grant for consideration or no consideration, and subject to restrictions, as determined by the Board. All restricted stock Awards will transfer ownership of such shares of restricted stock to the Participant and entitle the Participant to voting, dividend and other ownership rights, but the Participant's ownership of the restricted shares shall be subject to substantial risk of forfeiture and restrictions on transfer. The Board may establish conditions under which restrictions will lapse over a period of time based upon the achievement of performance goals or according to such other criteria as the Board deems appropriate (the *Restriction Period*). The *Restriction Period* will not be less than one year. An Award Agreement for restricted stock Awards may specify any Management Objectives that, if achieved, will result in the termination or early termination of the restrictions on the restricted shares including, without limitation, any minimum acceptable levels of achievement or formulas for determining the number of restricted shares on which the restrictions will terminate.

Restricted Stock Units. The Board may award to Participants the right to receive Common Stock or cash at the end of a specified period (*Restricted Stock Unit*), for consideration or no consideration. Each *Restricted Stock Unit* will be subject to a *Restriction Period* of not less than one year. The *Restriction Period* for *Restricted Stock Units* shall be designated in the Award Agreement. During the *Restriction Period*, the Participant will have no rights of ownership in the *Restricted Stock Units*, including voting rights, and will have no right to transfer his or her rights.

Performance Shares and Performance Units

Performance Shares and Performance Units. The Board may award Participants *Performance Shares* or *Performance Units* (collectively, *Performance Awards*) which will become payable to a Participant upon the achievement of specified Management Objectives. A *Performance Share* is a bookkeeping entry that records the equivalent of one share of Common Stock and a *Performance Unit* is a bookkeeping entry that records a unit equivalent to \$1.00. Each Award Agreement for *Performance Awards* will specify: (i) the number of *Performance Shares* or *Performance Units* granted; (ii) the period of time established for the Participant to achieve the Management Objectives, which may not be less than one (1) year from the grant date (the *Performance Period*); (iii) the Management Objectives and a minimum acceptable level of achievement as well as a formula for determining the number of *Performance Shares* or *Performance Units* earned if performance is at or above the minimum level but short of full achievement of the Management Objectives; and (iv) any other terms that the Board may deem appropriate.

Other Awards

Other Awards. The Board may grant shares of Common Stock as a bonus, cash bonuses or may grant other awards in lieu of the obligations of the Company to pay cash or deliver property under the Amended 2005 Incentive Plan or under other plans or compensatory arrangements.

Amendments and Termination

Plan. The Current 2005 Incentive Plan was effective March 8, 2005. The Plan Amendment will be effective as of the date it is adopted by the stockholders of the Company. No grant will be made under the Amended 2005 Incentive Plan more than ten years after March 8, 2005, which was the

date on which the plan was first adopted by the stockholders of the Company. The Board may amend or terminate the Amended 2005 Incentive Plan at any time; provided, however, the Board will not amend the plan without stockholder approval if such approval is required to comply with the Code or other applicable laws, or to comply with applicable stock exchange requirements. Except for adjustments permitted under the terms of the Amended 2005 Incentive Plan (i) the Board will not, without approval

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of the stockholders, authorize the amendment of any outstanding Option to reduce the option price, and (ii) no Option will be cancelled and replaced with Awards having a lower option price without the approval of the stockholders. Awards granted under the Amended 2005 Incentive Plan prior to its termination will remain outstanding until exercised or until the end of the term of such Awards. The termination of the Amended 2005 Incentive Plan will not impair the power and authority of the Board with respect to Awards that remain outstanding after termination of the Amended 2005 Incentive Plan.

Outstanding Awards. The Board may amend the terms of an Award granted under the Amended 2005 Incentive Plan, prospectively or retroactively, provided such amendment does not materially impair the rights of a Participant without the Participant's consent. An outstanding Award may otherwise be amended by agreement of the Company and the Participant consistent with the Plan.

Federal Income Tax Consequences

The following is only a brief summary of certain of the U.S. federal income tax consequences of certain transactions under the Amended 2005 Incentive Plan. This summary does not purport to be a complete analysis of all potential U.S. federal income tax or other tax consequences relevant to Participants, or to describe tax consequences based upon particular circumstances. In addition, the summary does not address the income tax laws of any municipality, state or foreign country in which a Participant may reside and to which a Participant may be subject.

In general, a Participant will not recognize income at the time a NQSO is granted. At the time of exercise, the Participant will recognize ordinary income in an amount equal to the difference between the option price paid for the shares and the fair market value of the shares on the date of exercise. At the time of sale of shares acquired pursuant to the exercise of a NQSO, any appreciation (or depreciation) in the value of the shares after the date of exercise generally will be treated as capital gain (or loss).

A Participant generally will not recognize income upon the grant or exercise of an ISO. If shares issued to a Participant upon the exercise of an ISO are not disposed of in a disqualifying disposition within two years after the date of grant or within one year after the transfer of the shares to the Participant, then upon the sale of the shares any amount realized in excess of the option price generally will be taxed to the Participant as long-term capital gain and any loss sustained will be a long-term capital loss. If shares acquired upon the exercise of an ISO are disposed of prior to the expiration of either holding period described above, the Participant generally will recognize ordinary income in the year of disposition in an amount equal to any excess of the fair market value of the shares at the time of exercise (or, if less, the amount realized on the disposition of the shares) over the option price paid for the shares. Any further gain (or loss) realized by the Participant generally will be taxed as short-term or long-term capital gain (or loss) depending on the holding period. Subject to certain exceptions for death or disability, if a Participant exercises an ISO more than three months after termination of employment, the exercise of the option will be taxed as the exercise of a NQSO. In addition, the exercise of an ISO will be treated essentially the same as the exercise of a NQSO for purposes of the federal alternative minimum tax (AMT), which exercise may subject the Participant to AMT.

No income will be recognized by a participant in connection with the grant of a tandem Appreciation Right or a freestanding Appreciation Right. When the Appreciation Right is exercised, the participant normally will be required to include as taxable ordinary income in the year of exercise an amount equal to the amount of cash received and the fair market value of any unrestricted common shares received on the exercise.

A recipient of restricted shares generally will be subject to tax at ordinary income rates on the fair market value of the restricted shares (reduced by any amount paid by the recipient) at such time as the shares are no longer subject to a risk of forfeiture or restrictions on transfer for purposes of

Section 83 of the Code. However, a recipient who so elects under Section 83(b) of the Code within 30 days of the date of transfer of the restricted shares, will recognize ordinary income on the date of transfer of the shares equal to the excess of the fair market value of the restricted shares (determined without regard to the risk of forfeiture or restrictions on transfer) over any purchase price paid for the shares. If a Section 83(b) election has not been made, any dividends received with respect to restricted shares that are subject at that time to a risk of forfeiture or restrictions on transfer generally will be treated as compensation that is taxable as ordinary income to the recipient.

A Participant generally will not recognize income upon the grant of performance shares or performance units. Upon payment in respect of performance shares or performance units, the Participant generally will recognize as ordinary income an amount equal to the amount of cash received and the fair market value of any unrestricted shares received.

To the extent that a Participant recognizes ordinary income in the circumstances described above, the Company or subsidiary for which the Participant performs services will be entitled to a corresponding deduction, provided that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an excess parachute payment within the meaning of Section 280G of the Code and is not disallowed by the \$1,000,000 limitation on certain executive compensation under Section 162(m) of the Code.

Registration with the SEC

The Company filed a Registration Statement on Form S-8 relating to the issuance of Common Stock under the Current 2005 Incentive Plan with the SEC pursuant to the Securities Act of 1933, as amended, on March 11, 2005. However, following the Company's announcement on October 27, 2006 that, as a result of the Company's voluntary review of its historic option grant practices, the Company's financials should not be relied upon, the Company suspended use of this Form S-8. The Company expects to resume use of its Form S-8 once it is current again with its SEC reporting obligations. The Company intends to file a Registration Statement on Form S-8 to account for the additional shares authorized by the Plan Amendment as soon as is practicable after approval of the Plan Amendment by the Company's stockholders and after the Company is once again current with its SEC reporting obligations.

Vote Required

The approval of the Plan Amendment requires the affirmative vote of a majority of shares present in person or by proxy at the Annual Meeting. Accordingly, an abstention or broker non-vote will have the legal effect of a vote against this proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE FIRST AMENDMENT TO THE 2005 EQUITY AND PERFORMANCE INCENTIVE PLAN.

REPORT OF AUDIT COMMITTEE

During fiscal 2006, Audit Committee members were Messrs. Alexander, Curtis, Shay and Stokely, each having served for the entire fiscal year with the exception of Mr. Shay, who began serving on the Audit Committee on May 23, 2006. Each of the directors serving on the Audit Committee is independent as defined in Rule 4200(a) of the NASD listing standards. The Board has determined that each of the members meets the NASD regulatory requirements for financial literacy and that Mr. Stokely and Mr. Shay are audit committee financial experts as defined under Commission rules. The Audit Committee operates pursuant to a charter (the Audit Committee Charter) approved and adopted by the Board. The Board amended the Audit Committee Charter on December 14, 2005. A copy of the Audit Committee Charter was attached to the proxy statement for the Company's 2006 Annual Meeting of Stockholders and is available on the Company's website at www.tsainc.com in the Investor Relations Corporate Governance section.

The Audit Committee, on behalf of the Board, oversees the Company's financial reporting process as more fully described in the Audit Committee Charter. Management is responsible for the preparation, presentation and integrity of the Company's consolidated financial statements, accounting and financial principles, internal controls over financial reporting and compliance with laws and regulations and ethical business standards. Management is responsible for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal controls. Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management or the independent auditor.

The Company's independent auditor, KPMG LLP (KPMG), is responsible for performing independent audits of the Company's consolidated financial statements and the effectiveness of the Company's internal controls over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue reports thereon. In fulfilling its oversight responsibilities, the Audit Committee (i) reviewed and discussed the audited financial statements and the footnotes thereto in the Company's annual report on Form 10-K for fiscal 2006 with management and KPMG, and (ii) discussed the quality, not just the acceptability, of the accounting principles, of the reasonableness of significant judgments and the clarity of the disclosures in the financial statements with management and KPMG. The Audit Committee discussed with the Company's internal auditors and KPMG, with and without management present, their evaluations of the Company's internal accounting controls and reviewed with management the bases for management's assessment of the effectiveness of the Company's internal controls over financial reporting.

The Company's independent auditor is responsible for expressing opinions on (i) the conformity of the Company's audited financial statements, in all material respects, to accounting principles generally accepted in the U.S., (ii) management's assessment of the effectiveness of the Company's internal controls over financial reporting, and (iii) the effectiveness of the Company's internal controls over financial reporting. The independent auditor has full and free access to the Audit Committee. The Company's independent auditor has expressed the opinion that the Company's audited financial statements conform, in all material respects, to accounting principles generally accepted in the U.S. The Audit Committee reviewed and discussed with the independent auditor its judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed by the Audit Committee with the Company's independent auditor under Statement on Auditing Standards No. 61, as amended.

The independent auditor expressed the opinion that management's assessment that the Company maintained effective control over financial reporting as of September 30, 2006 is fairly stated, in all material respects, based on criteria established in the Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission

(COSO). The independent auditor further expressed the opinion that the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2006, based on the criteria established by COSO.

The Audit Committee discussed with the Company's independent auditor its independence from management and the Company, and received from them the written disclosures and the letter concerning the independent auditor's independence required by the Independence Standards Board Standard No. 1.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's annual report on Form 10-K for fiscal 2006 for filing with the Commission. The Audit Committee also recommended to the Board the selection of KPMG to serve as the Company's independent auditor for the fiscal year ending September 30, 2007 subject to entering into a mutually agreed upon engagement letter.

MEMBERS OF THE AUDIT COMMITTEE

John E. Stokely, Chairman

Roger K. Alexander

John D. Curtis

John M. Shay, Jr.

PROPOSAL 4

RATIFICATION OF APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITOR

The Audit Committee has recommended, and the Board has approved, the appointment of KPMG as the Company's independent auditor for the fiscal year ending September 30, 2006 subject to entering into a mutually agreed upon engagement letter, and further subject to stockholder ratification. The Company initially engaged KPMG to serve as its independent auditor on May 29, 2002. Representatives of KPMG are expected to be present at the Annual Meeting to make a statement should they so desire and to respond to appropriate questions.

Audit Fees. The aggregate fees billed by KPMG for professional services rendered for the audit of the Company's annual consolidated financial statements for fiscal 2006 and the audit of the effectiveness of the Company's internal controls over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (the PCAOB) (established under the Sarbanes-Oxley Act of 2002) totaled approximately \$4.5 million. The aggregate fees billed by KPMG for professional services rendered for the audit of the Company's annual consolidated financial statements for fiscal 2005 and the audit of the effectiveness of our internal controls over financial reporting in accordance with the standards of the PCAOB totaled approximately \$2.4 million.

Audit-Related Fees. The aggregate fees billed by KPMG for professional services rendered for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements that are not reported under *Audit Fees* above totaled \$24,390 for fiscal 2006. The professional services rendered consisted of (i) technical accounting consultations related to acquisition accounting matters, and (ii) other technical accounting consultations. The aggregate fees billed by KPMG for professional services rendered for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements that are not reported under *Audit Fees* above totaled \$36,500 for fiscal 2005. The professional services rendered consisted of (i) services associated with the Company's filing of an SEC S-8 registration statement; and (ii) other technical accounting consultations related to acquisition accounting matters.

Tax Fees. The aggregate fees billed by KPMG for tax-related services rendered to the Company for fiscal 2006 and 2005 totaled approximately \$123,029 and \$191,000, respectively. Tax fees billed by KPMG during fiscal 2006 and 2005 related primarily to tax planning projects and, to a lesser extent, tax compliance issues, including assistance in the preparation of (i) expatriate tax returns and payroll calculations, (ii) original and amended foreign income tax returns, (iii) amended state income tax returns, and (iv) foreign tax credit calculations.

All Other Fees. In fiscal 2006 and fiscal 2005, there were no other fees billed by KPMG for services rendered to the Company, other than the services described above under *Audit Fees*, *Audit-Related Fees* and *Tax Fees*.

The Audit Committee has considered whether the provision of the services by KPMG, as described above in *Tax Fees* and *All Other Fees*, is compatible with maintaining the independent auditor's independence.

Pre-Approval of Audit and Non-Audit Services

The Company has adopted policies and procedures for pre-approval of all audit and non-audit services to be provided to the Company by its independent auditor and its member firms. Under these policies and procedures, all audit and non-audit services to be performed by the independent auditor must be approved by the Audit Committee. A proposal for audit and non-audit services must include a description and purpose of the services, estimated fees and other terms of

the services. To the extent a proposal relates to non-audit services, a determination that such services qualify as permitted non-

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audit services and an explanation as to why the provision of such services would not impair the independence of the independent auditor are also required. Any engagement letter relating to a proposal must be presented to the Audit Committee for review and approval, and the chairman of the Audit Committee may sign, or authorize an officer of the Company to sign, such engagement letter.

All services provided by the independent auditor in fiscal 2006 were approved by the Audit Committee.

Vote Required

The affirmative vote of a majority of the shares represented at the Annual Meeting and actually voting on this proposal is required for the approval of the proposal. Because only a majority of shares actually voting is required to approve Proposal 4, an abstention will have no effect on the outcome of the voting on this proposal

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL 2007.

INFORMATION REGARDING STOCK OWNERSHIP

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of March 15, 2007 by (i) each of the Company's directors, (ii) each of the Company's executive officers named in the Summary Compensation Table below, (iii) all executive officers and directors of the Company as a group, and (iv) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock. The percentages in this table are based on 37,159,895 outstanding shares of Common Stock, exclusive of 3,661,621 shares of Common Stock held as treasury stock by the Company. Beneficial ownership is determined in accordance with the rules of the Commission and generally includes voting or investment power with respect to the securities. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares underlying options held by that person that will be exercisable within 60 days of March 15, 2007, are deemed to be outstanding. Such shares, however, are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Beneficial Owner	Number of Shares	Percent
Philip G. Heasley (1)	413,877	1.11 %
David R. Bankhead(2)	112,500	*
Mark R. Vipond (3).	110,617	*
Anthony J. Parkinson (4)	96,080	*
Jim D. Kever (5)	71,750	*
Roger K. Alexander (6)	70,750	*
Harlan F. Seymour (7)	48,000	*
Richard Launder(8)	47,975	*
John E. Stokely (9)	44,000	*
John D. Curtis (10).	43,000	*
John M. Shay, Jr.(11)	1,000	*
All Directors and current Executive Officers as a group (15 persons)	1,175,601	3.16 %

* Less than 1% of the outstanding Common Stock.

(1) Includes 300,000 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 113,877 shares owned directly.

(2) Consists solely of shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007).

(3) Includes 86,441 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 24,176 shares owned directly.

(4) Includes 89,986 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 6,094 shares owned directly.

(5) Includes 68,250 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 3,500 shares owned directly.

(6) Includes 68,250 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 2,500 shares owned directly.

(7) Includes 46,000 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 2,000 shares owned directly.

(8) Includes 44,999 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 2,976 shares owned directly.

(9) Includes 42,000 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 2,000 shares owned directly.

(10) Includes 42,000 shares issuable upon exercise of vested stock options (as of 60 days following March 15, 2007) and 1,000 shares owned directly.

(11) Consists solely of shares owned directly.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act and the rules of the Commission require the Company's directors, certain officers and beneficial owners of more than 10% of the outstanding Common Stock to file reports of their ownership and changes in ownership of Common Stock with the Commission. Personnel of the Company generally prepare these reports on behalf of its executive officers on the basis of information obtained from them and review the forms submitted to the Company by its non-employee directors and beneficial owners of more than 10% of the Common Stock. Based on such information, the Company believes that all reports required by Section 16(a) of the Exchange Act to be filed by its directors, officers and beneficial owners of more than ten percent of the Common Stock during or with respect to fiscal 2006 were filed on time.

INFORMATION REGARDING EXECUTIVE OFFICER COMPENSATION

The following table sets forth certain compensation information for fiscal 2006, 2005 and 2004 as to the Company's CEO and its four other most highly compensated executive officers who were serving as executive officers at the end of fiscal 2006. The listed individuals are collectively referred to in this Proxy Statement as the Named Executive Officers of the Company.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended September 30	Annual Compensation			Long-Term Compensation	LTIP Payout (\$)	All Other Compensation (\$)(4)
		Salary (\$)(1)	Bonus (\$)(1)	Other Annual Compensation (\$)(2)	Securities Underlying Options (#)(3)		
Philip G. Heasley(5) President and Chief Executive Officer	2006	500,000	360,378	289,512			4,315
	2005	282,609	250,000	11,418	1,000,000		
	2004						
Mark R. Vipond Senior Vice President and Chief Operating Officer	2006	275,000	199,602	8,035			4,358
	2005	248,768	269,760	7,533	20,000		4,164
	2004	239,200	210,911	5,487	50,000		43,335
Anthony J. Parkinson(6) Senior Vice President and President ACI Worldwide Americas	2006	250,000	157,351				4,358
	2005	218,400	238,743		17,500		4,164
	2004	210,000	200,893		40,000		266,650
Richard N. Launder(7) Senior Vice President and President ACI Worldwide EMEA and Asia/Pacific	2006	270,243	267,806	28,777			63,408
	2005						
	2004						
David R. Bankhead(8) Senior Vice President and Chief Accounting Officer	2006	234,000	78,426				4,358
	2005	234,000	147,541	1,285			4,164
	2004	225,000	142,450	42,306			7,613

(1) The Company's executive officers were eligible for quarterly cash incentive compensation amounts payable pursuant to the Company's Management Incentive Compensation Plan (the MIC Plan). Such incentive compensation amounts were generally based upon the Company's revenue, profit attainment, backlog, cash flow and the financial performance of the executive's division, with each component having an established weighting within the plan. As previously disclosed in the Report of the Compensation Committee in the proxy statement filed in connection with the 2006 Annual Meeting of Stockholders, the fiscal 2005 amount includes a \$250,000 incentive compensation payment earned by Mr. Heasley based upon fiscal 2005 Company performance which the Company paid in the first quarter of fiscal 2006.

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- (2) For Mr. Heasley, this amount includes reimbursement of moving expenses (and the income taxes attributable thereto) in fiscal 2006 and fiscal 2005 in the amount of \$262,817 and \$11,418, respectively, and a \$26,695 housing allowance in fiscal 2006. For Mr. Vipond, this amount includes the value of trips in fiscal 2006, fiscal 2005 and fiscal 2004 in the amounts of \$8,035, \$7,533 and \$5,487, respectively. For Mr. Launder, this amount includes an annual car allowance for in the amount of \$18,724 and an additional payment of \$10,053 in respect of taxes incurred by Mr. Launder as a result of his use of Company provided housing. For Mr. Bankhead, this amount includes reimbursement of moving expenses (and the income taxes attributable thereto) in fiscal 2005 and fiscal 2004 in the amounts of \$1,285 and \$42,306, respectively.
- (3) Includes options granted under the Company's 2005 Incentive Plan, 1999 Stock Option Plan, as amended, 1996 Stock Option Plan and 1994 Stock Option Plan, as amended.
- (4) Includes contributions made to the Company's 401(k) Retirement Plan and the ACI Worldwide EMEA Group Personal Pension Scheme (the EMEA Pension) and amounts paid in connection with long-term disability insurance. For fiscal 2006, the Company's contributions to the Company's 401(k) Retirement Plan were \$4,000 for each of Messrs. Heasley, Vipond, Parkinson, and Bankhead and the contribution to the EMEA Pension for Mr. Launder was \$26,682. In fiscal 2006, the Company paid \$358 for long-term disability insurance for each of Messrs. Vipond, Parkinson, and Bankhead. In fiscal 2006, the Company paid \$315 for long-term disability insurance for Mr. Heasley and \$36,726 for long term disability insurance for Mr. Launder.
- (5) Mr. Heasley's employment with the Company commenced in March 2005. Accordingly, compensation information for fiscal 2005 reflects less than full-year amounts.
- (6) Mr. Parkinson retired from the Company effective April 15, 2007.
- (7) The amounts reflected for Mr. Launder's compensation have been converted from British pounds sterling (£) to U.S. dollars (\$) based on the currency exchange rate as of September 29, 2006 as published in the *Wall Street Journal*, which was 1.8724. Mr. Launder became an executive officer of the Company effective as of August 8, 2006. Accordingly, compensation information for fiscal 2005 and fiscal 2004, when he was not an executive officer of the Company, is not reflected. In April 2007, Mr. Launder's title changed to Senior Vice President and President Global Operations.
- (8) Mr. Bankhead served as Chief Financial Officer and Treasurer until September 18, 2006 when Henry C. Lyons was appointed the Chief Financial Officer and Treasurer.

Options Granted in Last Fiscal Year

No stock options were granted to any of the Named Executive Officers during fiscal 2006.

Aggregated Option Exercises in Last Fiscal Year

The following table sets forth information regarding stock option exercises by Named Executive Officers during fiscal 2006, along with option values as of September 30, 2006.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired or Exercised (#)	Value Realized (\$)(1)	Number of Securities Underlying Unexercised Options at Fiscal Year-End (#)		Value of Unexercised In-the-Money Options at Fiscal Year-End (\$)(2)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Philip G. Heasley.			150,000	850,000	1,750,500	9,919,500
Mark R. Vipond			78,128	31,003	1,531,691	358,327
Anthony J. Parkinson			79,986	33,125	1,695,904	405,806
Richard N. Launder.			41,249	18,751	733,109	194,191
David R. Bankhead			112,500	37,500	2,709,000	903,000

- (1) Value realized is calculated based on the difference between the fair market value of the shares acquired and the exercise prices of the exercised options.

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(2) Dollar value of unexercised in-the-money options is calculated based on the difference between the closing price of the Common Stock on The NASDAQ Global Select Stock Market on September 29, 2006 (\$34.32 per share) and the exercise prices of the options held.

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Equity Compensation Plans

The following table sets forth, as of September 30, 2006, certain information related to the Company's compensation plans under which shares of Common Stock are authorized for issuance:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	3,44,378	\$ 18.26	1,567,135 (1)
Equity compensation plans not approved by security holders(2)	14,712	\$ 14.18	0
Total	3,459,090	\$ 18.24	1,567,135

(1) Includes shares remaining available for future issuance under the Company's 1999 Stock Option Plan, as amended, and the 2005 Incentive Plan. This number reflects shares reserved for issuance in connection with long-term incentive awards under the 2005 Incentive Plan outstanding as of September 30, 2006 based on the targeted award amounts. The maximum number of shares that may be issued under the 2005 Incentive Plan as restricted stock, restricted stock units, performance shares and performance units (after taking into account forfeitures, expirations and transfers upon satisfaction of any withholding amount) is 2,500,000 shares of Common Stock. If the stockholders approve the Plan Amendment included as Proposal 3 to this Proxy Statement, this limitation will no longer exist for shares issued under the 2005 Incentive Plan.

(2) In connection with its acquisition of MessagingDirect, Ltd. (MDL) in 2001, the Company assumed the MDL Amended and Restated Employee Share Option Plan. Options under this plan became 100% vested upon the acquisition and have terms of eight years from the original date of grant by MDL. Under the Company's 2000 Non-Employee Director Stock Option Plan, options vest annually over a period of three years and have a term of ten years from the date of grant. The exercise price of options granted under the Company's 2000 Non-Employee Director Stock Option Plan is equal to the fair market value of the underlying Common Stock at the time of grant. Stockholder approval was neither required nor received in connection with the adoption of these plans and arrangements. Of the 14,712 outstanding options under these plans, 2,212 are options outstanding under the MDL Amended and Restated Employee Share Option Plan and 12,500 are options outstanding under the 2000 Non-Employee Director Stock Option Plan. In connection with stockholder approval of the 2005 Incentive Plan, the Board terminated both the MDL Amended and Restated Employee Share Option Plan and the 2000 Non-Employee Director Stock Option Plan. Termination of such plans did not affect any options outstanding under these plans immediately prior to termination thereof.

Long Term Incentive Awards

The following table sets forth, as of September 30, 2006, certain information related to certain long-term incentive awards granted to the Company's Named Executive Officers:

LONG-TERM INCENTIVE PLANS AWARDS IN LAST FISCAL YEAR

Name	Number of Shares, Units or Other Rights (#)(1)(2)	Performance or Other Period Until Maturity Or Payout (1)	Estimated Future Payments under Non-Stock Price-Based Plans		
			Threshold (#)	Target (#)	Maximum (#)
Philip G. Heasley	12,000	3 years	0	12,000	18,000
Mark R. Vipond					
Anthony J. Parkinson					
Richard N. Launder					
David R. Bankhead					

(1) Pursuant to the Company's 2005 Incentive Plan, the Company granted long-term incentive program performance share awards (LTIP Performance Shares) representing shares of the Company's Common Stock with a grant date fair value of \$29.96 per share. These LTIP Performance Shares are earned, if at all, based upon the achievement, over the three-year period from October 1, 2005 through September 30, 2008 (the Performance Period), of performance goals related to (i) the compound annual growth over the Performance Period in the Company's 60-month contracted backlog as determined by the Company, (ii) the compound annual growth over the Performance Period in the diluted earnings per share as reported in the Company's consolidated financial statements, and (iii) the compound annual growth over the Performance Period in the total revenues as reported in the Company's consolidated financial statements. The performance goal weightings are 20% for 60-month contracted backlog, 40% for diluted earnings per share and 40% for total revenues. In no event will any of the LTIP Performance Shares become earned if the Company's earnings per share is below a predetermined minimum threshold level at the conclusion of the Performance Period.

(2) Number of shares assuming 100% attainment of performance goals.

EMPLOYMENT AND CHANGE IN CONTROL AGREEMENTS**CEO Employment Agreement**

On March 8, 2005, the Company entered into an Employment Agreement (the CEO Employment Agreement) with Philip G. Heasley, pursuant to which Mr. Heasley agreed to serve as the Company's President and CEO for an initial term of four years. A copy of the CEO Employment Agreement was attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 10, 2005. Under the CEO Employment Agreement, Mr. Heasley will be employed through March 8, 2009 (the Employment Period), after which the Employment Period will be extended for successive one-year periods, unless the Company gives 30 days written notice to Mr. Heasley that the Employment Period will not be extended for an additional year or unless the Employment Period otherwise terminates. So long as Mr. Heasley continues to serve as President and CEO, the Board will nominate Mr. Heasley to serve as a member of the Company's Board of Directors. The CEO Employment Agreement provides that Mr. Heasley will receive an initial base salary of \$500,000 per year as well as other compensation, including bonus opportunities, as set forth in the CEO Employment Agreement. For fiscal year 2005, Mr. Heasley's bonus was based on (i) the achievement of the financial performance objectives set forth in the Company's 2005 Fiscal Year Management Incentive Compensation Plan, and (ii) the attainment of certain internal planning objectives.

The CEO Employment Agreement requires that Mr. Heasley purchase and hold, during the initial Employment Period, 100,000 shares of the Company's Common Stock. At the end of fiscal 2006, Mr. Heasley held 113,877 shares of the Company's Common Stock.

Pursuant to the CEO Employment Agreement, if Mr. Heasley's employment is terminated by the Company without cause or by Mr. Heasley for good reason, Mr. Heasley will be entitled to (i) a lump sum payment equal to his bonus for the quarter in which his employment is terminated; (ii) a lump sum payment equal to two times the sum of (A) his base salary at the time of termination and (B) his average annual bonus amount received during the two most recent fiscal years of the Company ending prior to the date of termination; and (iii) continued participation in the Company's medical and dental plans for two years or until he is covered under the plans of another employer. Mr. Heasley will also be subject to non-competition obligations for a period of one year following termination of his employment. The CEO Employment Agreement also provides that if payments by the Company to Mr. Heasley would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then Mr. Heasley will be entitled to a gross up payment such that he will be in the same after-tax position as if no excise tax had been imposed. If Mr. Heasley is entitled to payments under the Change in Control Severance Compensation Agreement (as described below), no payment will be made to Mr. Heasley under the CEO Employment Agreement.

Lauder Employment Agreement

ACI Worldwide (EMEA) Limited (ACI EMEA), a wholly-owned subsidiary of the Company, and Richard N. Lauder are parties to a Services Agreement dated July 10, 2000 (the Services Agreement). Pursuant to the Services Agreement, either party may terminate employment upon six months prior written notice, or payment in lieu thereof, and ACI EMEA may terminate Mr. Lauder immediately for breach or non-performance of his obligations under the Services Agreement. Upon termination of the Services Agreement, Mr. Lauder is subject to certain non-competition and non-solicitation obligations for a period of six months following termination of his employment regardless of the reason for termination.

CEO Change in Control Severance Agreement

On March 8, 2005, in connection with the entry into the CEO Employment Agreement described above, the Company entered into a Change in Control Severance Compensation Agreement (the CEO Change in Control Agreement) with Mr. Heasley. The CEO Change in Control Agreement provides for a severance payment if Mr. Heasley's employment is terminated by the Company without cause or by Mr. Heasley with good reason within two years after a change in control of the Company. A copy of the CEO Change in Control Agreement was attached as Exhibit 10.3 to the Company's Current Report on Form 8-K filed March 10, 2005. The CEO Change in Control Agreement provides that the severance payment will be a lump sum cash payment and will include (i) a lump sum payment equal to two times the sum of (A) his base salary at the time of termination and (B) his average annual bonus amount received during the two most recent fiscal years of the Company ending prior to the date of termination; (ii) his earned but unpaid base salary through the date of termination of employment; (iii) a quarterly incentive award for the current fiscal quarter, prorated through the date of termination of employment; and (iv) interest on the amounts described in (i), (ii) and (iii). Additionally, Mr. Heasley will be entitled to continued participation in employee benefit plans and programs of the Company for two years or until he receives equivalent coverage and benefits under the plans or programs of a subsequent employer. The CEO Change in Control Agreement also provides that if payments by the Company to Mr. Heasley would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then Mr. Heasley will be entitled to a gross up payment such that he will be in the same after-tax position as if no excise tax had been imposed.

Change in Control and Severance Compensation Agreements

At the end of fiscal 2006, the Company had entered into Change in Control Severance Compensation Agreements (the Severance Agreements) with four of the Named Executive Officers, five other executive officers and six other employees. As of March 15, 2007, the Company had Severance Agreements with four of the Named Executive Officers, four other executive officers and five other employees. The Severance Agreement for Mr. Heasley is described under CEO Change in Control Severance Agreement and is not included in the numbers for Named Executive Officers listed above. The following is a summary of the other Severance Agreements.

Generally, the Severance Agreements provide that if there is a change in control (as defined in the Severance Agreements) of the Company and the employee's employment with the Company is subsequently terminated within two years after the change in control, other than as a result of death, retirement, termination by the Company for cause or the employee's decision to terminate employment other than for good reason, the employee will be entitled to receive from the Company certain payments and benefits. These payments and benefits include (i) a lump-sum payment (the Lump-Sum Payment) equal to the employee's average fiscal-year compensation for the two most recent fiscal years of the Company ending prior to the date of termination; (ii) earned but unpaid base salary through the date of termination; (iii) a quarterly incentive award for the current fiscal quarter prorated through the date of termination equal to the greater of the quarterly incentive award made to the employee for the most recent fiscal quarter ending prior to the date of termination or the average quarterly incentive award made to the employee for the most recent three fiscal years ending prior to the date of termination; (iv) interest on the amounts described in (i), (ii) and (iii); and (v) unless the employee's termination of employment is the result of the employee's disability, continued participation at the Company's cost in employee benefit plans available to Company employees generally in which the employee was participating, until the earlier of receiving equivalent benefits from a subsequent employer or one year from the date of termination.

For purposes of the Severance Agreements, an employee's fiscal-year compensation generally includes compensation includable in the gross income of the employee, but excludes amounts realized on the exercise of non-qualified stock options, amounts realized from the sale of stock acquired under an incentive stock option or an employee stock purchase plan and compensation deferrals made pursuant to any plan or arrangement maintained by the Company. In the case of two executive officers, the Lump-Sum Payment shall in no event be less than two times the employee's annual rate of base salary at the higher of the annual rate in effect (i) immediately prior to the date of termination or (ii) on the date six months prior to the date of termination. In the case of the other executive officers and other employees party to the Severance Agreements, the Lump-Sum Payment shall in no event be less than one times the employee's annual rate of base salary at the higher of the annual rate in effect (i) immediately prior to the date of termination or (ii) on the date six months prior to the date of termination. Under the Severance Agreements, in the event of a change in control, unvested awards and benefits (other than stock options or awards) allocated to the employee under incentive plans shall fully vest and become payable in cash. However, vesting of stock options or other awards may accelerate upon a change in control as set forth in the applicable option or award agreement.

The Severance Agreements provide that in the event any payment by the Company would be subject to the excise tax imposed by Section 4999 of the Code, or any interest or penalties are incurred by the employee with respect to such excise tax, then the employee will be entitled to an additional payment in an amount such that, after payment by the employee of all taxes, the employee is in the same after-tax position as if no excise tax had been imposed. Under the Severance Agreements, the Company agrees to indemnify the employee to the fullest extent permitted by law if the employee is a party or threatened to be made a party to any action, suit or proceeding in which the employee is involved by reason of the fact that the employee is or was a director or officer of the

Company, by reason of any action taken by him or of any action on his part while acting as director or officer of the Company or by reason of the fact that he is or was serving at the request of the Company as a director, officer, employee or agent of another enterprise. The Company also agrees to obtain and maintain a directors' and officers' liability insurance policy covering the employee. The Severance Agreements terminate upon the earlier of (a) termination of employment for any reason prior to a change in control or (b) three years after the date of a change in control.

In addition to the above Severance Agreements, the Company entered into Severance Compensation Agreements (the Severance Compensation Agreements) with one executive officer that joined the Company during fiscal 2004 and two executive officers that joined the Company in fiscal 2003. A form of the Severance Compensation Agreement was attached as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on September 29, 2004 and as Exhibit 10.15 to the Company's annual report on Form 10-K for fiscal 2003. As of March 15, 2007, the Company only has Severance Compensation Agreements with the two executive officers that joined the Company in fiscal 2003. The Severance Compensation Agreements provide that if the employee's employment with the Company is terminated, other than as a result of death, disability, retirement or termination by the Company for cause, the employee will be entitled to receive from the Company a lump-sum payment within five days after the date of termination and certain benefits. The lump-sum payment and benefits include (i) base salary for six months; (ii) earned but unpaid base salary through the date of termination; (iii) a quarterly incentive award for the current fiscal quarter prorated through the date of termination equal to the quarterly incentive award made to the employee for the most recent fiscal quarter ending prior to the date of termination; and (iv) continued participation at the Company's cost in employee benefit plans available to Company employees generally in which the employee was participating, until the earlier of receiving equivalent benefits from a subsequent employer or six months from the date of termination.

Non-Compete Agreements

Each of Messrs. Parkinson and Vipond are parties to the Stock and Warrant Holders Agreement, dated as of December 31, 1993, whereby each has agreed not to compete with the Company for so long as he is employed by the Company. At the election of the Company, the non-compete agreement may be extended for two years after termination of employment provided that, the Company pays for a period of two years, in accordance with the Company's normal pay periods, 50% of the individual's average annual compensation, defined to be the average annual compensation (consisting of salary and cash compensation pursuant to incentive plans) for the three calendar years preceding the date of termination if termination of employment is voluntary or for cause and 100% if employment terminates for any other reason.

REPORT OF COMPENSATION COMMITTEE

The Company has a standing Compensation Committee. The Compensation Committee operates pursuant to a charter (the Compensation Committee Charter) approved and adopted by the Board. A copy of the Compensation Committee Charter is available on the Company's website at www.tsainc.com in the Investors' Corporate Governance section. The Compensation Committee members are Messrs. Alexander, Kever and Seymour, each of whom served for all of fiscal 2006 and is independent as defined in Rule 4200(a) of the NASD listing standards. The Compensation Committee approves base salary and incentive compensation for, and addresses other compensation matters with respect to, officers of the Company, including executive officers. The Compensation Committee grants all stock options and other equity awards to executive officers and other employees based on management recommendations.

Compensation Philosophy and Process

The Company operates in the extremely competitive and rapidly changing technology industry. The Company's compensation program is intended to provide executive officers with overall levels of compensation opportunity that are competitive within the software and computer services industries, as well as within a broader spectrum of companies of comparable size and complexity. The Company's compensation program is structured and administered to (i) attract, motivate and retain talented executives responsible for the success of the Company, (ii) support the Company's business strategy and (iii) generate favorable returns for its stockholders by aligning the interests of executive officers with those of stockholders.

Prior to setting fiscal 2006 executive officer compensation, the Company engaged Watson Wyatt Worldwide (Watson Wyatt) to provide independent advice regarding the structure and competitiveness of the overall executive officer compensation program. Competitive data from a peer group of similar companies approved by the Compensation Committee was utilized in the establishment of the fiscal 2006 compensation program for executive officers.

Compensation Components

The Company's fiscal 2006 executive compensation program consisted of base salaries, annual incentive plans, and long-term equity incentive awards.

Base Salary. Each executive officer's base salary, except the CEO's, is based on the recommendation of the CEO to the Compensation Committee taking into account competitive data from the peer group as well as the Company's operating budget for the year, relative levels of incentive compensation and long-term equity, the performance of a particular executive's business unit or department in relation to established strategic plans, and the overall operating performance of the Company.

Incentive Compensation Plan. A cash incentive compensation plan is established for each executive officer at the beginning of each fiscal year as part of Company's review of its strategic plan and establishment of its annual operating budget. The CEO provides recommendations to the Compensation Committee for incentive compensation for each executive officer, excluding himself.

In fiscal 2006, an executive's potential compensation under the Company's incentive compensation plans was related to the Company's revenue, operating margins, recurring revenue, the financial performance of the executive's division or department and individual business objectives, with each component having an established weighting within a plan. The plans provided for incentive payments ranging from 0% to 200% of the targeted incentive with 10% of the targeted incentive compensation being earned for 91% achievement of the established components to 200% of the targeted incentive compensation being earned for 108.3% achievement of the established components. The incentive compensation earned during fiscal 2006 by the Company's executive officers exceeded targeted levels established for one executive officer.

Long-Term Equity Compensation. In fiscal 2006, long-term equity compensation consisted of the expected value of stock options and LTIP Performance Shares (as defined below). The goal of the Company's long-term equity compensation is to align the interests of executive officers with stockholders and to provide each executive officer with an incentive to manage the Company from the perspective of an owner with an equity stake in the business.

Stock Options. Stock options are granted to executive officers and other key employees in amounts based upon their position and individual performance. Stock options are granted at fair market value at the time of grant and have a term of ten years. Each stock option grant allows the executive officer to acquire shares of the Company's Common Stock at a fixed price per share based



on the fair market value at the time of grant. The stock option grants will only provide a return to the executive if the Company's Common Stock appreciates over the option term.

LTIP Performance Shares. In late fiscal 2005, the Company adopted a long term-incentive program (LTIP) pursuant to which the Company's executive officers and other senior managers will be eligible to receive performance shares representing shares of the Company's Common Stock (LTIP Performance Shares) on an annual basis. The LTIP Performance Shares are earned based upon the achievement, over a three-year period (the Performance Period), of performance goals relating to the following: (a) the compound annual growth over the Performance Period in the 60-month contracted backlog for the Company and all subsidiaries as determined by the Company, (b) the compound annual growth over the Performance Period in the diluted earnings per share as reported in the Company's financial statements, and (c) the compound annual growth over the Performance Period in the total revenues as reported in the Company's financial statements. Each of the performance goals will have an established weighting within the applicable annual statement of performance goals. Together with stock options, LTIP Performance Shares serve to align executives' interests with stockholders and provide incentives for the creation of long-term stockholder value. The Performance Period for the initial grant of LTIP Performance Shares commenced with fiscal 2006 and runs through fiscal 2008.

CEO's Compensation. On March 8, 2005, the Company entered into an employment agreement with Philip G. Heasley. (the CEO Employment Agreement). The CEO Employment Agreement provides that Mr. Heasley will receive an initial base salary of \$500,000 per year and shall be eligible for on-target incentive compensation of \$500,000 per year. In determining the CEO compensation, the Company engaged Watson Wyatt to provide a competitive analysis of CEO compensation and, along with other of the Company's outside advisors, to provide advice and counsel on the material terms of the CEO Employment Agreement. The Compensation Committee believes that the structure of Mr. Heasley's compensation, consisting of base salary, incentive compensation and stock option awards, aligns Mr. Heasley's interests with the long-term interest of the Company's stockholders.

As of the date of the CEO Employment Agreement, Mr. Heasley's annualized base salary of \$500,000 was between the 50th and 75th percentile of the competitive market data provided by Watson Wyatt. At 100% of his base salary, Mr. Heasley's on-target incentive compensation is a significant portion of his total potential annual compensation. The Compensation Committee determined that tying a significant portion of Mr. Heasley's potential annual compensation to performance criteria established under the Company's incentive compensation plans provides appropriate incentive for Mr. Heasley to achieve the Company's financial and strategic objectives. As of the date of the CEO Employment Agreement, Mr. Heasley's total on-target annualized compensation of \$1,000,000 was at approximately the 75th percentile of the competitive market data.

For fiscal 2006, Mr. Heasley's cash incentive compensation was based upon the achievement of key financial performance objectives established under the Company's 2006 incentive compensation plan for executive officers generally. In accordance with the terms of the Company's 2006 incentive compensation plan, Mr. Heasley received fiscal 2006 cash incentive compensation of \$360,378 which represents 72% of his annual on-target amount.

Pursuant to the CEO Employment Agreement, the Company granted Mr. Heasley an option to purchase 1,000,000 shares of Common Stock of the Company with an exercise price of \$22.65 per share. Six hundred thousand (600,000) of the option shares are time-vested and will vest 25% per year beginning with the first anniversary of the date of grant. The remaining four hundred thousand (400,000) of the option shares are performance-vested and will vest, if at all, upon the attainment by the Company, at any time following the second anniversary of the date of grant of the option, of a market price per share of the Company's Common Stock of at least \$50 for 60 consecutive trading

days. Mr. Heasley's stock option agreement provides for accelerated vesting of the option shares under certain circumstances as set forth in the option agreements.

On December 13, 2005, the Company granted Mr. Heasley 12,000 LTIP Performance Shares with a grant date fair value of \$29.96 per share. These Performance Shares are earned, if at all, based upon the achievement during a Performance Period from October 1, 2005 through September 30, 2008, of performance goals related to (i) the compound annual growth over the Performance Period in the Company's 60-month contracted backlog as determined by the Company, (ii) the compound annual growth over the Performance Period in the diluted earnings per share as reported in the Company's consolidated financial statements, and (iii) the compound annual growth over the Performance Period in the total revenues as reported in the Company's consolidated financial statements. The performance goal weightings are 20% for 60-month contracted backlog, 40% for diluted earnings per share and 40% for total revenues. In no event will any of Mr. Heasley's LTIP Performance Shares become earned if the Company's earnings per share is below a predetermined minimum threshold level at the conclusion of the Performance Period.

The CEO Employment Agreement requires that Mr. Heasley purchase and hold during the initial four-year term of the agreement 100,000 shares of the Company's Common Stock. At the end of fiscal 2006, Mr. Heasley held 113,877 shares of the Company's Common Stock.

Compliance with Internal Revenue Code Section 162(m). Section 162(m) of the Code generally disallows a tax deduction to public companies for compensation over \$1,000,000 paid to the corporation's CEO and the four other most highly compensated executive officers. Qualifying performance-based compensation will not be subject to the deduction limit if certain requirements are met.

MEMBERS OF THE COMPENSATION COMMITTEE

Roger K. Alexander, Chairman

Jim D. Kever

Harlan F. Seymour

Compensation Committee Interlocks and Insider Participation. No member of the Compensation Committee was at any time during fiscal 2006, or at any other time, an officer or employee of the Company. No executive officer of the Company serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of the Company's Board or Compensation Committee.

PERFORMANCE GRAPH

In accordance with applicable Commission rules, the following table shows a line-graph presentation comparing cumulative stockholder return on an indexed basis with a broad equity market index and either a nationally-recognized industry standard or an index of peer companies selected by the Company. The Company has selected the S&P 500 Index and the NASDAQ Computer & Data Processing Services Index for comparison.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

AMONG TRANSACTION SYSTEMS ARCHITECTS, INC., THE S & P 500 INDEX

AND THE NASDAQ ELECTRONIC COMPONENTS INDEX

* \$100 invested on 9/30/00 in stock or index-including reinvestment of dividends. Fiscal year ending September 30.

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ANNUAL REPORT

Stockholders may obtain a copy of the Company's Annual Report and a list of the exhibits thereto without charge by written request delivered to the Company, Attn: Investor Relations, 224 South 108th Avenue, Omaha, Nebraska 68154. The Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), are available free of charge on the Company's website at www.tsainc.com as soon as reasonably practicable after the Company files such information electronically with the Commission.

STOCKHOLDER PROPOSALS

Proposals of stockholders intended to be presented at the Company's 2008 Annual Meeting of Stockholders must be received at the office of the Company's Secretary, 224 South 108th Avenue, Omaha, Nebraska 68154, no later than September 27, 2007, to be considered for inclusion in the proxy statement and form of proxy for that meeting. The Corporate Governance Committee will review proposals submitted by stockholders for inclusion at the Company's next annual meeting of stockholders and will make recommendations to the Board on an appropriate response to such proposals.

Pursuant to Rule 14a-4(c) under the Exchange Act, if the Company does not receive advance notice of a stockholder proposal to be raised at its next annual meeting of stockholders in accordance with the requirements of the Company's Bylaws, the proxies solicited by the Company may confer discretionary voting authority to vote proxies on the stockholder proposal without any discussion of the matter in the proxy statement. The Company's Bylaws provide that written notice of a stockholder proposal must be delivered to, or mailed and received by, the Secretary of the Company at the principal executive offices of the Company not less than 60 nor more than 90 calendar days prior to the first anniversary of the date on which the Company first mailed its proxy materials for the preceding year's annual stockholders' meeting.

As to each matter the stockholder proposes to bring before the 2008 Annual Meeting of Stockholders, the stockholder's notice must set forth: (i) a brief description of the business desired to be brought before the 2008 Annual Meeting of Stockholders and the reasons for conducting such business at such annual meeting, (ii) the name and address, as they appear on the Company's books, of the stockholder proposing such business, (iii) the class and number of shares of the Company which are beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such business. The Company's Bylaws also provide that the chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the annual meeting and, if he should so determine, such business shall not be transacted.

OTHER MATTERS

The Board does not know of any matters that are to be presented at the Annual Meeting other than those stated in the Notice of Annual Meeting and referred to in this Proxy Statement. If any other matters should properly come before the Annual Meeting, it is intended that the proxies in the accompanying form will be voted as the persons named therein may determine in their discretion.

By Order of the Board of Directors,

Dennis P. Byrnes
Secretary

ANNEX A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ACI WORLDWIDE, INC.

ARTICLE I

The name of the corporation (which is hereinafter called the Corporation) is:

ACI WORLDWIDE, INC.

ARTICLE II

The address of the registered office in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, and the name of the registered agent is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended (the DGCL).

ARTICLE IV

Section 1. *Authorized Capital Stock.* The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 75,000,000 shares, consisting of 70,000,000 shares of Common Stock, par value \$0.005 per share, and 5,000,000 shares of Preferred Stock, par value \$0.01 per share.

Effective upon the filing of this Amended and Restated Certificate of Incorporation, each authorized, issued and outstanding share of Class A Common Stock shall, without any further action by the Corporation or any holder thereof, automatically be reclassified as one share of Common Stock.

Section 2. *Preferred Stock.* The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation (the Board) is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, rights and qualifications, limitations or restrictions of such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

(a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(b) the voting powers, if any, and whether such voting powers are full or limited in such series;

(c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

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(f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity and the rates or other determinants of conversion or exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional or other special powers, preferences or rights and qualifications, limitations or restrictions thereof;

all as may be determined from time to time by the Board and stated or expressed in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a **Preferred Stock Designation**).

Section 3. *Common Stock.* Subject to the rights of the holders of any series of Preferred Stock, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The Board may make, amend, and repeal the Bylaws of the Corporation. Any Bylaw made by the Board under the powers conferred hereby may be amended or repealed by the Board (except as specified in any such Bylaw so made or amended) or by the stockholders in the manner provided in the Bylaws of the Corporation. The Corporation may in its Bylaws confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

ARTICLE VII

At any annual meeting or special meeting of stockholders of the Corporation, only such business will be conducted or considered as has been brought before such meeting in the manner provided in the Bylaws of the Corporation. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of all classes of Voting Stock issued and outstanding, voting as a single class, will be required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE VII. For the purposes of this Certificate of Incorporation, **Voting Stock** means stock of the Corporation of all classes or series entitled to vote generally in the election of Directors.

ARTICLE VIII

Section 1. *Election of Directors.* Election of Directors of the Corporation need not be by written ballot unless requested by the Chairman or by the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected. If authorized by the Board, such requirement of written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder or proxy holder.

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Section 2. *Nomination of Director Candidates.* Advance notice of stockholder nominations for the election of Directors must be given in the manner provided in the Bylaws of the Corporation.

Section 3. *Newly Created Directorships and Vacancies.* Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board resulting from death, resignation, disqualification, removal, or other cause will be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board, or by a sole remaining Director. Any Director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor has been elected and qualified. No decrease in the number of Directors constituting the Board may shorten the term of any incumbent Director.

Section 4. *Amendment, Repeal, Etc.* Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of all classes of Voting Stock issued and outstanding, voting as a single class, is required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE VIII. The vote on amendment or repeal of, or on the adoption of any provision inconsistent with, this ARTICLE VIII must be by written ballot.

ARTICLE IX

To the full extent permitted by the DGCL or any other applicable law currently or hereafter in effect, no Director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation. Any repeal or modification of this ARTICLE IX will not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

ARTICLE X

Section 1. *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a **Proceeding**), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an **Indemnitee**), whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted or required by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE X with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. *Right to Advancement of Expenses.* The right to indemnification conferred in Section 1 of this ARTICLE X shall include the right to be paid by the Corporation the expenses (including, without limitation, attorneys' fees and expenses) incurred in defending any such Proceeding in advance of its final disposition (an **Advancement of Expenses**); provided, however, that, if the DGCL so requires, an Advancement of Expenses incurred by an Indemnitee in his or her capacity as a

director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (an **Undertaking**), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a **Final Adjudication**) that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the Advancement of Expenses conferred in Sections 1 and 2 of this ARTICLE X shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators.

Section 3. *Right of Indemnitee to Bring Suit.* If a claim under Section 1 or 2 of this ARTICLE X is not paid in full by the Corporation within 60 calendar days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 20 calendar days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and (ii) any suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Corporation shall be entitled to recover such expenses upon a Final Adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an Advancement of Expenses hereunder, or brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such Advancement of Expenses, under this ARTICLE X or otherwise shall be on the Corporation.

Section 4. *Non-Exclusivity of Rights.* The rights to indemnification and to the Advancement of Expenses conferred in this ARTICLE X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation or Bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise.

Section 5. *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6. *Indemnification of Employees and Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this ARTICLE X with respect to the indemnification and Advancement of Expenses of directors and officers of the Corporation.

ANNEX B

FIRST AMENDMENT

TO

TRANSACTION SYSTEMS ARCHITECTS, INC.

2005 EQUITY AND PERFORMANCE INCENTIVE PLAN

Recitals

WHEREAS, Transaction Systems Architects, Inc., a Delaware corporation (the *Company*), with the approval of the Board of Directors of the Company on December 1, 2004 and the approval of the Company's stockholders on March 8, 2005, established the 2005 Equity and Performance Incentive Plan (the *Plan*) of the Company, effective March 8, 2005;

WHEREAS, the Company now desires to amend the Plan to increase the number of shares available under the Plan and to make other changes as set forth herein (the *Plan Amendment*); and

WHEREAS, the Board of Directors of the Company has approved this Plan Amendment in accordance with Section 17(a) of the Plan, subject to the approval by the stockholders of the Company at the 2007 Annual Meeting of Stockholders of the Company.

Amendment

NOW, THEREFORE, the Plan is hereby amended by this Plan Amendment, subject to the approval by the stockholders of the Company at the 2007 Annual Meeting of Stockholders of the Company, effective as of June 1, 2007, as follows:

1. Section 3(a) of the Plan is hereby amended and restated to read, in its entirety, as follows:

(a) **Number of Shares.** Subject to adjustment as provided in Section 3(b) and Section 12 of this Plan, the maximum number of Common Shares that may be issued or transferred to Participants and their beneficiaries in connection with Awards granted under the Plan shall be equal to the sum of: (i) 5,000,000 Common Shares plus any shares described in Section 3(b), and (ii) any Common Shares that are represented by options granted under the following Company plans which are forfeited, expire or are canceled without delivery of Common Shares or which result in the forfeiture or relinquishment of Common Shares back to the Company: (A) the 1994 Stock Option Plan, as amended, (B) the 1996 Stock Option Plan, (C) the 1997 Management Stock Option Plan, (D) the 2000 Non-Employee Director Stock Option, (E) the MessagingDirect Ltd. Amended and Restated Employee Share Option Plan and (F) the 2002 Non-Employee Director Stock Option Plan, as amended (collectively the *Prior Plans*). Such shares may be shares of original issuance or treasury shares or a combination of the foregoing.

2. Section 3(c)(iii) of the Plan is hereby deleted in its entirety and the following paragraphs shall be renumbered accordingly.

3. Section 4(c) of the Plan is hereby amended and restated to read, in its entirety, as follows:

(c) **Exercise Price.** Each grant will specify an Option Price per share, which may not be less than the Market Value per Share on the Date of Grant.

4. Except as amended by this Plan Amendment, the Plan shall remain in full force and effect.

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Executed in New York, New York, as of June , 2007.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By:
Title: President and Chief Executive Officer

And:
Title: Secretary

B-2

There are three ways to vote your proxy:

Your telephone or Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your Proxy Card.

COMPANY #

VOTE BY PHONE TOLL FREE 1-800-560-1965 QUICK EASY * IMMEDIATE**

Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week until 12:00 p.m. EST (New York time on June 4, 2007).

Please have your Proxy Card and the last four digits of your Social Security Number or your Taxpayer Identification Number available. Follow the simple instructions the voice provides you.

VOTE BY INTERNET <http://www.eproxy.com/tsai/> QUICK EASY * IMMEDIATE**

Use the Internet to vote your proxy 24 hours a day, 7 days a week until 12:00 p.m. EST (New York time) on June 4, 2007.

Please have your Proxy Card and the last four digits of your Social Security Number or your Taxpayer Identification Number available. Follow the simple instructions to obtain your records and create an electronic ballot.

VOTE BY MAIL

Mark, sign and date your Proxy Card and return it in the postage-paid envelope provided or return it to Transaction Systems Architects, Inc., c/o Shareowner Services, P.O. Box 64873, St. Paul, MN 55164-0873.

If you vote by Phone or Internet, please do not mail your Proxy Card

The Board of Directors recommends a vote FOR all nominees for director and FOR Proposals 2, 3 and 4.

- | | | | | | | |
|---------------------------|----------------------|----------------------|-----------------------|------------------|-----------------------|--------------|
| 1. ELECTION OF DIRECTORS: | 01 | 04 Harlan F. Seymour | <input type="radio"/> | FOR all nominees | <input type="radio"/> | WITHHOLD |
| | 02 John D. Curtis | 05 John M Shay, Jr. | | (except as noted | | all nominees |
| | 03 Philip G. Heasley | 06 John E. Stokely | | below) | | |

(To withhold authority to vote for any indicated nominee(s), write the number(s) to the left of the nominee(s) in the box provided to the right.)

Please fold here

- | | | | | | | | |
|----|--|-----------------------|-----|-----------------------|---------|-----------------------|---------|
| 2. | AMENDMENT OF THE COMPANY S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY FROM TRANSACTION SYSTEMS ARCHITECTS, INC. TO ACI WORLDWIDE, INC. | <input type="radio"/> | FOR | <input type="radio"/> | AGAINST | <input type="radio"/> | ABSTAIN |
| 3. | AMENDMENT OF THE 2005 EQUITY AND PERFORMANCE INCENTIVE PLAN TO INCREASE THE SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 3,000,000 TO 5,000,000, TO ELIMINATE THE LIMITATION ON THE NUMBER OF SHARES THAT MAY BE ISSUED AS RESTRICTED STOCK, RESTRICTED STOCK, | <input type="radio"/> | FOR | <input type="radio"/> | AGAINST | <input type="radio"/> | ABSTAIN |

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UNITS, PERFORMANCE SHARES AND PERFORMANCE SHARE UNITS AND TO PROVIDE THAT THE EXERCISE PRICE FOR OPTIONS MAY NOT BE LESS THAN THE MARKET VALUE ON THE DATE OF GRANT.

4. RATIFICATION OF THE APPOINTMENT OF FOR AGAINST ABSTAIN
KPMG LLP AS INDEPENDENT
AUDITORS OF THE COMPANY FOR FISCAL
2007.

In their discretion, the Named Proxies are authorized to vote on such other business as may properly come before the Annual Meeting, including on the election of any substituted director nominee.

Date _____, 2007

Address Change? If so, and indicate changes below:
mark box

Signature

(If there are co-owners both must sign)
Please sign exactly as your name(s) appear on the Proxy Card. If held in joint tenancy, all persons must sign. Trustees, administrators, etc. should include title and authority. Corporations should use full name of corporation and title of authorized officer signing the Proxy Card.



TRANSACTION SYSTEMS ARCHITECTS, INC.

ANNUAL MEETING OF STOCKHOLDERS

**Tuesday, June 5, 2007
9:00 a.m.**

**120 Broadway, Suite 3350
New York, New York, 10271**

**Transaction Systems Architects, Inc.
120 Broadway, Suite 3350, New York, New York 10271**

**Proxy
Card**

This proxy is solicited by the Board of Directors for use at the Annual Meeting on June 5, 2007.

The undersigned hereby appoints Henry C. Lyons, Dennis P. Byrnes and William J. Hoelting (collectively referred to as the Named Proxies), and each of them, with power to appoint a substitute, to vote, in accordance with the specifications appearing below, all shares the undersigned is entitled to vote at the Annual Meeting of Stockholders of Transaction Systems Architects, Inc., a Delaware corporation (the Company), to be held on Tuesday, June 5, 2007, at 9:00 a.m. EST (New York time) at the offices of the Company at 120 Broadway, Suite 3350, New York, New York 10271, and at all adjournments hereof, and, in their discretion, upon all other matters that may properly come before the Annual Meeting or any adjournment or adjournments thereof, and hereby revokes all former proxies. The undersigned hereby acknowledges receipt of the Proxy Statement for the Annual Meeting.

IN THEIR DISCRETION, THE NAMED PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR ADJOURNMENTS THEREOF. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED ONLY AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR EACH PROPOSAL. PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

See reverse for voting instructions.