SYNIVERSE HOLDINGS INC
Form S-1/A
February 08, 2005
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As filed with the Securities and Exchange Commission on February 7, 2005.

No. 333-120444

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 4

to

FORM S-1

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

SYNIVERSE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	4899	30-0041666
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

One Tampa City Center, Suite 700

Tampa, Florida 33602

Telephone: (813) 273-3000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Raymond L. Lawless

Chief Financial Officer

One Tampa City Center, Suite 700

Tampa, Florida 33602

Telephone: (813) 273-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Dennis M. Myers, P.C.

Douglas D. Timmer, Esq.

Kirkland & Ellis LLP

200 E. Randolph Drive

Chicago, Illinois 60601

Telephone: (312) 861-2000

Kirk A. Davenport II, Esq.

Andrew S. Williamson, Esq.

Latham & Watkins LLP

885 Third Avenue, Suite 1000

New York, New York 10022

Telephone: (212) 906-1200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (1) (2)	Amount of Registration Fee
Common Stock, par value $0.001 per share	20,263,000	$22.00	$ 445,786,000	$ 52,469.01(3)

(1) Includes amount attributable to shares of common stock that may be purchased by the underwriters under an option to purchase additional shares at the public offering price less the underwriters discount.
(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
(3) Previously paid.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We and the selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS

Subject to Completion, Dated February 7, 2005

17,620,000 Shares

Common Stock

We are selling 17,620,000 shares of our common stock.

This is the initial public offering of our common stock. We currently expect the initial public offering price to be between $20.00 and $22.00 per share. Our common stock has been approved for listing on the New York Stock Exchange under the symbol SVR.

Investing in our common stock involves risks. See Risk Factors beginning on page 10 of this prospectus.

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

	Per Share	Total
Public Offering Price	$	$

Underwriting Discounts and Commissions	$	$
Proceeds to Syniverse (before expenses)	$	$

To the extent that the underwriters sell more than 17,620,000 shares of common stock, the underwriters have the option to purchase up to an additional 2,643,000 shares from us and the selling stockholders at the initial public offering price less the underwriting discount. The selling stockholders are selling an aggregate of 686,393 shares of common stock.

The underwriters expect to deliver the shares to purchasers on or about , 2005.

LEHMAN BROTHERS **GOLDMAN, SACHS & CO.** **BEAR, STEARNS & CO. INC.**

DEUTSCHE BANK SECURITIES

ROBERT W. BAIRD & CO. **FRIEDMAN BILLINGS RAMSEY** **RAYMOND JAMES**

, 2005

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You should rely only on the information contained in this prospectus. We and the selling stockholders have not authorized anyone to provide you with different information. We and the selling stockholders are not making an offer of these securities in any state where such an offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

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PROSPECTUS SUMMARY

The following summary highlights certain information contained elsewhere in this prospectus. For a more complete understanding of the information that you may consider important in making your investment decision, you should read this entire prospectus, including our consolidated financial statements and related notes included in this prospectus and the information set forth under the heading Risk Factors.

All financial statement, share and per share amounts included herein assume the reverse stock split of our common stock, which will take place concurrent with or prior to the effectiveness of this offering.

BUSINESS

Overview

We are a leading provider of mission-critical technology services to wireless telecommunications companies worldwide. We serve over 300 telecommunications carriers in approximately 40 countries. Many of these carriers depend on our integrated suite of transaction-based services to solve the complexities associated with offering seamless wireless services, connecting disparate carrier networks and facilitating the rapid deployment of next-generation wireless services. Our services enable wireless carriers to provide their customers with enhanced wireless services including national and international wireless voice and data roaming, caller ID, Short Message Service (SMS) messaging, wireless number portability and wireless data content.

The global wireless industry relies on an extensive and complex set of communication standards, technical protocols, network interfaces and systems that must successfully interoperate in order to provide global voice and data services. The proliferation of these standards has resulted in technological incompatibilities, both within and between carriers. These incompatabilities have become increasingly difficult to manage as new wireless technologies and services are introduced and deployed.

Our position as a trusted and neutral intermediary between carriers allows us to solve these technical and operational challenges for the wireless industry. By providing our carrier customers a single point of system and network connectivity, we are able to translate otherwise incompatible communication standards and protocols, route telephone calls and SMS messages to support national and international roaming and provide access to intelligent network services such as wireless number portability and caller ID. Our services platform also enables carriers to rapidly and cost-effectively deploy next-generation services such as wireless data content, wireless fidelity (Wi-Fi) and Voice-over-Internet Protocol (VoIP).

We provide these services to telecommunications carriers globally, including the ten largest U.S. wireless carriers and six of the ten largest international wireless carriers. Our domestic customers include Cingular Wireless, Sprint PCS, T-Mobile and Verizon Wireless. We serve approximately 80 international carriers including China Unicom, KDDI and SK Telecom.

We generate the majority of our revenue on a per-transaction basis, often generating multiple transactions from a single subscriber call or data session. The remainder of our revenues are generated from recurring, non-transaction fees for network connections and software maintenance. Demand for our services is driven primarily by the volume of wireless voice calls and data sessions, the frequency of subscriber roaming activity, the number of SMS messages exchanged and subscriber adoption of new wireless data services. Our total revenues for the nine months ended September 30, 2004 were approximately $244.1 million as compared to approximately $201.2 million for the nine months ended September 30, 2003, an increase of approximately 21.3%. Our net income was

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$10.8 million and $1.2 million and our net loss applicable to common stockholders was $12.6 million and $21.6 million for the same periods, respectively.

Suite of Services

We have built our reputation over the past 17 years by designing comprehensive solutions that solve wireless industry technology complexities. Our integrated suite of services includes:

Technology Interoperability Services. We operate the largest wireless clearinghouse in North America that enables the accurate invoicing and settlement of domestic and international wireless roaming telephone calls, wireless data events and Wi-Fi sessions. We also provide SMS routing and translation services between carriers.

Network Services. Through our Signaling System 7 (SS7) network, we connect disparate wireless carrier networks, enable access to intelligent network database services like caller ID and provide translation and routing services to support the delivery and establishment of telephone calls. SS7 is the telecommunications industry s standard network signaling protocol used by substantially all carriers to enable critical telecommunications functions such as line busy signals, toll-free calling services and caller ID.

Number Portability Services. Our leading wireless local number portability (WLNP) services are used by many wireless carriers, including the five largest domestic carriers, to enable wireless subscribers to switch service providers while keeping the same telephone number. Historically, wireless subscribers had to surrender their telephone number when canceling wireless services with one provider and moving services to another. With the introduction of WLNP, wireless subscribers are now able to keep their telephone number when switching between carriers.

Call Processing Services. We provide wireless carriers global call handling and fraud management solutions that allow wireless subscribers from one carrier to make and accept telephone calls while roaming on another carrier s network.

Enterprise Solutions. Our enterprise wireless data management platform allows carriers to offer large corporate customers reporting and analysis tools to manage telecom-related expenses.

Competitive Strengths

We believe that the following strengths differentiate us in the marketplace:

Comprehensive suite of services makes us a leading provider of mission-critical services to wireless carriers. We believe that the mission-critical nature of our services, our established carrier relationships and our performance track record make us the technology services provider of choice for many of our customers.

Transaction-based business model with recurring revenues and strong operating cash flows. Our historical success in customer retention, our growth in transaction volumes and our ability to leverage our existing technology platforms to serve additional customers enable us to generate a high level of recurring revenues and strong operating cash flows to support strategic activities.

Proven track record of technology innovation enables us to capitalize on ongoing needs of our customers. We believe that we are and will continue to be a leading developer of mission-critical technology services to wireless carriers. We expect to continue to capitalize on carrier deployment of next-generation technologies such as Wi-Fi, wireless data and VoIP.

Role as an independent, trusted intermediary provides enhanced market access. Unlike some of our competitors, we do not compete for our customers subscribers. We believe that this market position provides us a unique ability to collaborate with our customers on new product development and enables us to most effectively anticipate, identify and address the evolving requirements of the global wireless industry.

Extensive and collaborative customer relationships. We provide our services to over 300 telecommunications carriers in approximately 40 countries. Through our relationships with such carriers, we have developed a highly active and respected customer users group that has helped facilitate the continued development, enhancement and evolution of our services.

Experienced management team with strong customer relationships. Our senior management team has strong customer relationships developed over an average of 19 years of telecommunications industry experience.

Growth Strategy

In order to strengthen our market leadership position, enhance growth and maximize profitability, we intend to:

Expand our global customer base. We are aggressively pursuing global expansion opportunities where we believe there are significant markets for our services. We recently established sales and support offices in Europe, Latin America and Asia Pacific. This expansion has helped us sign contracts with leading carriers in France, China, Brazil, Italy, Saudi Arabia and India.

Further penetrate our existing customer base. We intend to continue to cross-sell services to our existing customers to further diversify our revenue stream and increase per-customer revenues. For example, we have signed contracts and implemented our WLNP solutions for over 80 of our existing U.S. customers, including all of the five largest wireless carriers.

Enhance our existing services suite through the development of innovative new services. We believe that we are well positioned to develop innovative services that respond to and solve industry complexities associated with new market participants and new technologies. Our development of a Wi-Fi clearinghouse service and our signing of contracts with two major U.S. carrier providers of Wi-Fi services are recent examples of our capabilities.

Pursue strategic acquisitions. We will continue to seek opportunities to acquire businesses that expand our range of services, provide opportunities to increase our customer base and enter new markets. In September 2004, we acquired the North American wireless clearinghouse business of Electronic Data Systems (EDS).

Summary Risks

We face many risks, including those related to:

Infrastructure Failure. Damage to or failure of the infrastructure that we rely on, including that of our customers and vendors, could result in the loss of customers, harm our operating performance and expose us to potential customer liability.

Concentration of Revenue Sources. Of our revenues for the nine months ended September 30, 2004, approximately 21% came from Verizon and 60% came from our top ten customers. Any negative development in our relationships with such significant customers could harm our business.

Limited Guaranteed Revenue. If our customers decide not to continue to purchase services from us at current levels and prices, it could harm our business and operating results.

Industry Consolidation. Future consolidation among our customers may cause us to lose transaction volume, reduce our prices and could harm our financial performance. In the past, consolidation among our customers has caused us to lose transaction volume and has impacted pricing.

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Technological Change. Significant technological changes could make our technology and services obsolete. If we do not rapidly adapt to technological change in the telecommunications industry, we could lose customers or market share.

Intense Competition. The market for our services is intensely competitive. Existing and future competition could adversely affect our revenues, pricing and operating margins.

International Execution. Our expansion into international markets is subject to uncertainties and risks that could harm our operating results.

For a more complete discussion of these risks and other risks related to our business and this offering, please see the section Risk Factors.

Recent Developments

Preliminary Unaudited Fourth Quarter Operating Results. We have not yet finalized our financial statement close process for the quarter ended December 31, 2004 or completed our year-end audit. In connection with the completion of these activities, we may identify items that would require us to make adjustments to our preliminary operating results described below.

Based on our preliminary operating results, we currently expect to report total revenues of between $87 million and $90 million for the three months ended December 31, 2004, compared to $70.2 million for the same period in 2003. Our total revenues increased from period to period due to an increase in Technology Interoperability Services revenues, primarily as a result of our acquisition of the North American wireless clearinghouse business of EDS in September 2004 and strong transaction volume growth. In addition, we also experienced an increase in revenues from our Number Portability Services, which we began providing on November 24, 2003. We continued to experience growth in Network Services revenues in the fourth quarter of 2004. This growth was partially offset by anticipated decreases in Call Processing and Enterprise Solutions Services revenues during this period.

During the fourth quarter of 2004, we renewed several contracts with Verizon Wireless for certain of our services. These renewed contracts are multi-year in duration and, consistent with our volume-based pricing strategy, contain lower rates than our existing Verizon Wireless contracts. Our total revenues from Verizon Wireless for the fourth quarter of 2004 would have been approximately $2 million lower had these renewed contracts been in place for the entire quarter. Based on current negotiations, we also expect to sign contract renewals for specific services provided to certain other customers at rates that will reduce our quarterly revenues by approximately $1 million in the aggregate based on current volumes.

Our preliminary 2004 revenue estimates also include between $1 million and $2 million of non-recurring Number Portability Services revenues. In addition, we also expect an approximate $2 million reduction in our quarterly Technology Interoperability Services clearinghouse revenues beginning in the first quarter of 2005. This decline is the result of the planned elimination of intracompany clearinghouse transactions between the recently merged Cingular and AT&T Wireless.

Based on our preliminary operating results, we currently expect to report net income of between $3 million and $4 million for the three months ended December 31, 2004, compared to a loss of $59.1 million for the same period in 2003. Our net income increased from period to period primarily due to higher revenues and the absence of a non-cash impairment loss of $53.7 million recognized in 2003 due to the re-branding and re-naming of our company to Syniverse. This increase was partially offset by a 2004 non-cash impairment charge of approximately $5 million on our customer base intangible assets resulting from a technology interoperability customer recently notifying us that it does not intend to renew its contract for these services.

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Company History

Our business was founded in 1987 as GTE Telecommunication Services Inc., a unit of GTE. In early 2000, GTE combined our business with its Intelligent Network Services business to further broaden our network services offering. In June 2000, when GTE and Bell Atlantic merged to form Verizon Communications Inc., we became an indirect, wholly owned subsidiary of Verizon Communications. In February 2002, we were acquired by certain members of our senior management team and an investor group led by GTCR. Effective March 1, 2004, we changed our corporate name from TSI to Syniverse.

Our Company

Syniverse Technologies, Inc., our principal operating subsidiary and a wholly owned subsidiary of Syniverse Holdings, Inc., is the borrower under our existing senior credit facility and the issuer of the 12 $^{3}/4$% senior subordinated notes. Syniverse Holdings, Inc. is in turn a wholly owned subsidiary of Syniverse Holdings, LLC, which is the ultimate parent of the consolidated group of Syniverse entities. In connection with this offering, Syniverse Holdings, LLC will distribute all of the shares of Class A cumulative redeemable convertible preferred stock and common stock of Syniverse Holdings, Inc. that it owns to its members and will dissolve. Following this dissolution and distribution, Syniverse Holdings, Inc. will become the ultimate parent of the consolidated group of Syniverse entities. See Certain Relationships and Related Party Transactions Dissolution Agreement.

Our principal executive offices are located at One Tampa City Center, Suite 700, Tampa, Florida 33602, and our telephone number is (813) 273-3000. Our website is www.syniverse.com. Our website and the information included therein are not part of this prospectus.

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Summary of the Offering

Common stock offered by us	17,620,000 shares, which represents approximately 28.7% of our common stock outstanding after this offering.
Option	We and the selling stockholders have granted the underwriters a 30-day option to purchase up to an aggregate of 2,643,000 additional shares of common stock. The selling stockholders include members of our senior management team.
Common stock outstanding after this offering	61,421,793 shares. The actual number of shares of common stock outstanding is subject to change based on the actual initial offering price as a result of the conversion of certain of the shares of our class A cumulative redeemable convertible preferred stock described elsewhere in this prospectus.
Use of proceeds	We intend to use net proceeds from this offering, together with borrowings under our new senior credit facility, to redeem a portion of our class A cumulative redeemable convertible preferred stock, most of which is indirectly held by funds controlled by GTCR and some of which is indirectly held by current and former employees of Lehman Brothers Inc., to repay all borrowings outstanding under our existing senior credit facility and to tender for a portion of our 12 3/4% senior subordinated notes. If the underwriters exercise their option, we will use any additional net proceeds we receive to redeem additional shares of our class A cumulative redeemable convertible preferred stock. We will not receive any proceeds from the sale of shares, if any, by the selling stockholders. See Use of Proceeds.
New York Stock Exchange symbol	SVR

We base the number of shares that will be outstanding after this offering on 39,837,648 shares outstanding as of December 31, 2004 and exclude:

311,311 shares of our common stock issuable upon exercise of options outstanding as of September 30, 2004 at a weighted average exercise price of $12.43 per share; and

211,809 shares of our common stock reserved for issuance pursuant to future grants under our stock option plans.

Except as otherwise indicated, all of the information presented in this prospectus assumes the following:

an initial public offering price of $21.00 per share, the mid-point of the range set forth on the cover page of this prospectus;

the effectiveness of our new senior credit facility to be entered into in connection with this offering;

the contribution by Syniverse Holdings, LLC of all of the shares of non-voting common stock of Syniverse Networks, Inc. to Syniverse Holdings, Inc. and then the contribution by Syniverse Holdings, Inc. of those shares to Syniverse Technologies, Inc., which became effective as of January 17, 2005;

the effectiveness of our restated certificate of incorporation and restated by-laws, which will become effective prior to the completion of this offering;

the effectiveness of a 1-for-2.485 reverse stock split of our common stock, which will occur prior to the completion of this offering;

the redemption of approximately 180,830 shares of our outstanding class A cumulative redeemable convertible preferred stock and all associated accrued and unpaid dividends in connection with this offering;

the conversion of each outstanding share of our class A cumulative redeemable convertible preferred stock and all associated accrued and unpaid dividends that we do not redeem in connection with this offering into 3,964,145 shares of our common stock at the initial public offering price within 40 days after completion of this offering; and

no exercise of the underwriters option.

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Summary Historical Condensed Consolidated Financial Data

The following table sets forth our summary historical and unaudited condensed consolidated financial data for the periods ended and at the dates indicated since our acquisition from Verizon. We have derived the summary historical consolidated financial data as of September 30, 2004 and for the period from February 14, 2002 to December 31, 2002, the year ended December 31, 2003 and the nine months ended September 30, 2004 from our audited financial statements and the related notes included elsewhere in this prospectus. We have derived the historical consolidated financial data for the nine months ended September 30, 2003 from our unaudited consolidated financial statements included elsewhere in this prospectus.

	Period from February 14 to December 31, 2002	Year Ended December 31, 2003	Nine Months Ended September 30, 2003 (unaudited)	Nine Months Ended September 30, 2004
	(in thousands except per share data)			
Statement of Operations Data:				
Revenues (excluding Off-Network Database Query Fees)	$ 234,927	$ 241,879	$ 176,698	$ 223,485
Off-Network Database Query Fees	61,117	29,529	24,538	20,606
Total Revenues	296,044	271,408	201,236	244,091
Costs and expenses	231,137	261,917	153,300	187,524
Operating income	64,907	9,491	47,936	56,567
Interest expense (1)	(54,105)	(58,128)	(44,525)	(40,165)
Net income (loss)	631	(57,926)	1,222	10,809
Preferred dividends	(33,340)	(30,230)	(22,814)	(23,379)
Net loss attributable to common stockholders	(32,709)	(88,156)	(21,592)	(12,570)
Net loss per share:				
Basic and diluted	$ (0.82)	$ (2.21)	$ (0.54)	$ (0.32)
Weighted average common shares outstanding:				
Basic and diluted	39,838	39,838	39,838	39,838
Pro forma net income (loss) per share: (2)				
Basic and diluted		$ (0.45)		$ 0.50
Other Financial Information:				
Depreciation and amortization (1)	$ 33,285	$ 37,319	$ 27,567	$ 30,323
EBITDA (3)	96,376	46,810	75,502	86,878
Capital expenditures	12,278	18,280	12,121	17,403

	At September 30, 2004 Actual	At September 30, 2004 As Adjusted (unaudited) (4)
	(dollars in thousands)	
Balance Sheet Data:		

Cash and cash equivalents	$ 13,026	$ 13,026
Working capital	43,830	44,674
Property and equipment, net	37,077	37,077
Total assets	777,041	771,774
Total debt, net of discount, and redeemable preferred stock	804,642	407,080
Total stockholders (deficit) equity	(103,032)	291,087

(1) Depreciation and amortization amounts exclude accretion of debt discount and amortization of deferred finance costs, which are both included in interest expense in the statement of operations data.

(2) The pro forma net income per share data give effect to the sale of 17,620,000 shares of our common stock, borrowings of $250.0 million under our new senior credit facility, conversion of approximately 55,480 shares of our class A cumulative redeemable convertible preferred stock into 3,574,325 shares of our common stock, and the application of the estimated net proceeds therefrom as described in the accompanying unaudited pro forma condensed consolidated financial statements included elsewhere herein as if such transactions and our acquisition of EDS s North American clearinghouse business had been completed on January 1, 2003.

Based on December 31, 2004 balances, we will incur a charge of approximately $23.7 million for the write-off of unamortized deferred financing costs and unamortized debt discount related to repayment of our existing senior credit facility and the tendered portion of the senior subordinated notes and for the premium we will pay to tender for a portion of the senior subordinated notes, in the quarter in which this offering is consummated and that charge is not included in the pro forma financial data presented in this prospectus. The pro forma financial data does not purport to represent what our results of operations actually would have been if this offering had occurred as of the date indicated or what our results will be in any future period. See Pro Forma Condensed Consolidated Financial Statements.

(3) EBITDA is determined by adding net interest expense, income taxes, depreciation and amortization to net income (loss). We present EBITDA because we believe that EBITDA provides useful information regarding our operating results. We rely on EBITDA as a primary measure to review and assess the operating performance of our company and our management team in connection with our executive compensation and bonus plans. We also use EBITDA to compare our current operating results with corresponding periods and with the operating results of other companies in our industry. We believe that it is useful to investors to provide disclosures of our operating results on the same basis as that used by our management. We also believe that it can assist investors in comparing our performance to that of other companies on a consistent basis without regard to depreciation, amortization, interest or taxes, which do not directly affect our operating performance. In addition, we also utilize EBITDA as a measure of our liquidity and our ability to meet our debt service obligations and satisfy our debt covenants, which are partially based on EBITDA.

EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for net income, cash flows from operating activities and other consolidated income or cash flows statement data prepared in accordance with accounting principles generally accepted in the United States. Some of these limitations are:

- EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements;
- EBITDA does not reflect income taxes or the cash requirements for any tax payments; and
- Other companies in our industry may calculate EBITDA differently than we do, thereby limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered a measure of discretionary cash available to us to invest in the growth of our business or as a measure of performance in compliance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA only supplementally. See our consolidated statements of operations and our consolidated statements of cash flows included in our financial statements included elsewhere in this prospectus.

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The following table reconciles net income (loss) to EBITDA for the periods presented. We have also provided supplemental information regarding items associated with our restructuring expense and intangible asset impairments.

	Period from February 14 to December 31, 2002	Year Ended December 31, 2003	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2004
	(dollars in thousands)			
Reconciliation of Net Income (Loss) to EBITDA:				
Net income (loss) as reported	$ 631	$ (57,926)	$ 1,222	$ 10,809
Interest expense, net	53,140	57,360	43,979	39,238
Depreciation and amortization	33,285	37,319	27,567	30,323
Provision for income taxes	9,320	10,057	2,734	6,508
EBITDA	$ 96,376	$ 46,810	$ 75,502	$ 86,878
Supplemental information:				
Restructuring expense (i)	$ 2,845	$ 2,164	$ 2,448	$ 289
Impairment losses on intangible assets (ii)		53,712		8,982

(i) Restructuring expense is comprised primarily of severance benefits associated with our cost rationalization initiatives, which were implemented in August 2002, February 2003, July 2003 and April 2004. The latter two restructurings are related to two acquisitions. This excludes amounts related to acquisitions where restructuring costs were accrued as a part of purchase accounting.

(ii) Impairment losses on intangible assets in 2003 relate primarily to the trademark value associated with our previous corporate name of $51.0 million and to certain capitalized software costs of $2.7 million which will no longer be recoverable due to our phase-outs of certain service offerings. In 2004, these losses relate to capitalized software costs associated with our phase out of other service offerings and reduced valuation of certain call processing services.

The following table reconciles cash flows from operations to EBITDA for the periods presented.

	Period from February 14 to December 31, 2002	Year Ended December 31, 2003	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2004
	(dollars in thousands)			
Reconciliation of Cash Flows from Operations to EBITDA:				
Net cash provided by operating activities	$ 59,756	$ 48,422	$ 35,087	$ 54,254
Net interest paid	30,187	46,152	42,919	42,155
Impairment losses on intangible assets		(53,712)		(8,982)

Other working capital changes	15,496	19,522	7,068	6,190
Changes in other non-cash items	(9,456)	(11,489)	(9,397)	(7,200)
Other assets and liabilities	393	(2,085)	(175)	461
EBITDA	$ 96,376	$ 46,810	$ 75,502	$ 86,878

(4) The as adjusted balance sheet data as of September 30, 2004 gives effect to the sale of 17,620,000 shares of our common stock, borrowings of $249.2 million under our new senior credit facility, conversion of approximately 55,480 shares of our class A cumulative redeemable convertible preferred stock into 3,574,325 shares of our common stock, and the application of the estimated net proceeds therefrom as described under the caption Use of Proceeds as if such transactions had been completed on September 30, 2004.

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RISK FACTORS

You should carefully consider the following factors, in addition to the other information contained in this prospectus, before deciding whether to purchase our common stock. If any of the following risks actually occur, our financial condition and results of operations could suffer, the trading price of our common stock could decline and you may lose a part or all of your investment in our common stock.

Risks Relating to our Business

System failures, delays and other problems could harm our reputation and business, cause us to lose customers and expose us to customer liability.

Our success depends on our ability to provide reliable services to our customers. Our operations could be interrupted by any damage to or failure of:

- our computer software or hardware, or our customers   or suppliers   computer software or hardware;
- our networks, our customers   networks or our suppliers   networks; and
- our connections and outsourced service arrangements with third parties.

Our systems and operations are also vulnerable to damage or interruption from:

- power loss, transmission cable cuts and other telecommunications failures;
- hurricanes, fires, earthquakes, floods and other natural disasters;
- interruption of service due to potential facility migrations;
- computer viruses or software defects;
- physical or electronic break-ins, sabotage, intentional acts of vandalism and similar events; and
- errors by our employees or third-party service providers.

Because many of our services play a mission-critical role for our customers, any damage to or failure of the infrastructure we rely on, including that of our customers and vendors, could disrupt the operation of our network and the provision of our services, result in the loss of current and potential customers and expose us to potential customer liability.

We depend on a small number of customers for a significant portion of our revenues and the loss of any of our major customers would harm us.

Our three largest customers for the nine months ended September 30, 2004 represented approximately 36.7% of our revenues in the aggregate, while our ten largest customers for the nine months ended September 30, 2004 represented approximately 59.8% of our revenues in the aggregate. For the nine months ended September 30, 2004, we generated revenues from services provided to Verizon Communications, Verizon Wireless and their affiliates, which collectively is our largest customer, of approximately $50.0 million, or 20.5% of our revenues, excluding revenues from Off-Network Database Queries. No other customer accounted for more than 10% of our revenues, excluding revenues from Off-Network Database Queries, for the nine months ended September 30, 2004. We expect to continue to depend upon a small number of customers for a significant percentage of our revenues. Because our major customers represent such a large part of our business, the loss of any of our major customers would negatively impact our business.

Most of our customer contracts do not provide for minimum payments at or near our historical levels of revenues from these customers.

Although some of our customer contracts require our customers to make minimum payments to us, these minimum payments are substantially less than the revenues that we have historically earned from these customers. If our customers decide for any reason not to continue to purchase services from us at current levels

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or at current prices, to terminate their contracts with us or not to renew their contracts with us, our revenues would decline.

Future consolidation among our customers may cause us to lose transaction volume and reduce our prices, which would negatively impact our financial performance.

In the past, consolidation among our customers has caused us to lose transaction volume and to reduce prices. In the future, our transaction volume and pricing may decline for similar reasons. We may not be able to expand our customer base to make up any revenue declines if we lose customers or if our transaction volumes decline. Our attempts to diversify our customer base and reduce our reliance on particular customers may not be successful.

On September 30, 2004, we acquired the clearinghouse business of IOS North America from EDS. For the nine months ended September 30, 2004, AT&T Wireless was IOS North America s largest clearinghouse customer, representing approximately 60.6% of IOS North America s revenues. On October 26, 2004, Cingular Wireless acquired AT&T Wireless and as a result, we may lose AT&T Wireless as a clearinghouse customer given that we currently do not provide clearinghouse services to Cingular Wireless. This would have a negative impact on our future operating results.

If we do not adapt to rapid technological change in the telecommunications industry, we could lose customers or market share.

Our industry is characterized by rapid technological change, frequent new service introductions and changing customer demands. Significant technological changes could make our technology and services obsolete. Our success depends in part on our ability to adapt to our rapidly changing market by continually improving the features, functionality, reliability and responsiveness of our existing services and by successfully developing, introducing and marketing new features, services and applications to meet changing customer needs. We cannot assure you that we will be able to adapt to these challenges or respond successfully or in a cost-effective way to adequately meet them. Our failure to do so would impair our ability to compete, retain customers or maintain our financial performance. We sell our services primarily to telecommunications companies. Our future revenues and profits will depend, in part, on our ability to sell to new market participants.

The market for our services is intensely competitive and many of our competitors have significant advantages over us.

We compete in markets that are intensely competitive and rapidly changing. Increased competition could result in fewer customer orders, reduced pricing, reduced gross and operating margins and loss of market share, any of which could harm our business. We face competition from large, well-funded providers of similar services, such as VeriSign, EDS, MACH Dan Net and regional Bell operating companies. We believe that certain customers may choose to internally deploy certain functionality currently provided by our services. In recent years, we have experienced a loss of revenue streams from certain of our services as some of our customers have decided to meet their needs for these services in-house. For example, during the fourth quarter of 2004, we received notice from Sprint of its intention to move number portability error resolution services provided by us to its own internal platforms. We are aware of major Internet service providers, software developers and smaller entrepreneurial companies that are focusing significant resources on developing and marketing services that will compete with the services we offer. We anticipate increased competition in the telecommunications industry and the entrance of new competitors into our business.

We expect that competition will increase in the near term and that our primary long-term competitors may not yet have entered the market. Many of our current and potential competitors have significantly more employees and greater financial, technical, marketing and other resources than we do. Our competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements than we can. In addition, many of our current and potential competitors have greater name recognition and more extensive customer bases that they can use to their advantage.

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Our continued expansion into international markets is subject to uncertainties that could affect our operating results.

Our growth strategy contemplates continued expansion of our operations into foreign jurisdictions. International operations and business expansion plans are subject to numerous risks, including:

- the difficulty of enforcing agreements and collecting receivables through some foreign legal systems;
- fluctuations in currency exchange rates;
- foreign customers may have longer payment cycles than customers in the U.S.;
- compliance with U.S. Department of Commerce export controls;
- tax rates in some foreign countries may exceed those of the U.S. and foreign earnings may be subject to withholdings requirements or the imposition of tariffs, exchange controls or other restrictions;
- general economic and political conditions in the countries where we operate may have an adverse effect on our operations in those countries or not be favorable to our growth strategy;
- unexpected changes in regulatory requirements;
- the difficulties associated with managing a large organization spread throughout various countries;
- the risk that foreign governments may adopt regulations or take other actions that would have a direct or indirect adverse impact on our business and market opportunities; and
- the potential difficulty in enforcing intellectual property rights in certain foreign countries.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. However, any of these factors could result in higher costs or reduced revenues for our international operations.

Difficulty in integrating the IOS North America business may harm us.

On September 30, 2004, we acquired IOS North America from EDS. We intend to integrate the operations of this business into our existing services. The integration may proceed more slowly or be more difficult than we currently contemplate and, as a result, our financial position and results of operations may be adversely affected. For example, we could have difficulties migrating IOS s customer base to our wireless clearinghouse platform, which could result in a deterioration of service, an increase in customer transition-related costs and/or a loss of customers. Furthermore, we may encounter unanticipated difficulties with integrating IOS North America s services, systems, operations and personnel. The measures that we have taken to date or plan to take in the future may not adequately resolve those issues. Integration difficulties may harm our future financial position, results of operations and customer relationships. In addition, IOS North America depends on a relatively small number of customers for a significant portion of its revenues.

The costs and difficulties of acquiring and integrating complementary businesses and technologies could impede our future growth, diminish our competitiveness and harm our operations.

As part of our growth strategy, we intend to consider acquiring complementary businesses. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities and an increase in amortization expense related to identifiable intangible assets acquired, which could harm our business, financial condition and results of operations. Risks we could face with respect to acquisitions include:

- greater than expected costs, management time and effort involved in identifying, completing and integrating acquisitions;

- potential disruption of our ongoing business and difficulty in maintaining our standards, controls, information systems and procedures;

- entering into markets and acquiring technologies in areas in which we have little experience;
- acquiring intellectual property which may be subject to various challenges from others;
- the inability to successfully integrate the services, products and personnel of any acquisition into our operations;
- a need to incur debt, which may reduce our cash available for operations and other uses, or a need to issue equity securities, which may dilute the ownership interests of existing stockholders; and
- realizing little, if any, return on our investment.

Our failure to achieve or sustain market acceptance at desired pricing levels could impact our ability to maintain profitability or positive cash flow.

Competition and industry consolidation have resulted in pricing pressure, which could continue in the future. This pricing pressure could cause large reductions in the selling price of our services. For example, the recently announced mergers of Nextel and Sprint, Alltel and Western Wireless and other consolidation in the wireless services industry could give our customers increased transaction volume leverage in pricing negotiations. Our competitors or our customers in-house solutions may also provide services at a lower cost, significantly increasing pricing pressures on us. We may not be able to offset the effects of any price reductions.

The inability of our customers to successfully implement our services could harm our business.

Significant technical challenges can arise for our customers when they implement our services. Our customers ability to support the deployment of our services and integrate them successfully within their operations depends, in part, on our customers technological capabilities and the level of technological complexity involved. Difficulty in deploying those services could increase our customer service support costs, delay the recognition of revenues until the services are implemented and reduce our operating margins.

Our reliance on third-party providers for communications software, hardware and infrastructure exposes us to a variety of risks we cannot control.

Our success depends on software, equipment, network connectivity and infrastructure hosting services supplied by our vendors and customers. We cannot assure you that we will be able to continue to purchase the necessary software, equipment and services from these vendors on acceptable terms or at all. If we are unable to maintain current purchasing terms or ensure service availability with these vendors and customers, we may lose customers and experience an increase in costs in seeking alternative supplier services.

Our business also depends upon the capacity, reliability and security of the infrastructure owned and managed by third parties, including our vendors and customers, that is used by our technology interoperability services, network services, number portability services, call processing services and enterprise solutions. We have no control over the operation, quality or maintenance of a significant portion of that infrastructure and whether those third parties will upgrade or improve their software, equipment and services to meet our and our customers evolving requirements. We depend on these companies to maintain the operational integrity of our services. If one or more of these companies is unable or unwilling to supply or expand its levels of service to us in the future, our operations could be severely interrupted. In addition, rapid changes in the telecommunications industry have led to industry consolidation. This consolidation may cause the availability, pricing and quality of the services we use to vary and could lengthen the amount of time it takes to deliver the services that we use.

Capacity limits on our network and application platforms may be difficult to project and we may not be able to expand and upgrade our systems to meet increased use.

As customers usage of our services increases, we will need to expand and upgrade our network and application platforms. We may not be able to accurately project the rate of increase in usage of our services. In addition, we may not be able to expand and upgrade, in a timely manner, our systems, networks and application

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platforms to accommodate increased usage of our services. If we do not appropriately expand and upgrade our systems and networks and application platforms, we may lose customers and our operating performance may suffer.

The financial and operating difficulties in the telecommunications sector may negatively affect our customers and our company.

Recently, the telecommunications sector has been facing significant challenges resulting from excess capacity, poor operating results and financing difficulties. The sector s access to debt and equity capital has been seriously limited. As a result, some of our customers have uncertain financial conditions and have filed for protection under the bankruptcy laws. The impact of these events on us could include slower collections on accounts receivable, higher bad debt expense, uncertainties due to possible customer bankruptcies, lower pricing on new customer contracts, lower revenues due to lower usage by the end customer and possible consolidation among our customers, which will put our customers and operating performance at risk. In addition, because we operate in the telecommunications sector, we may also be negatively impacted by limited access to debt and equity capital.

We may need additional capital in the future and it may not be available on acceptable terms.

We may require more capital in the future to:

- fund our operations;
- enhance and expand the range of services we offer;
- maintain and expand our network; and
- respond to competitive pressures and potential strategic opportunities, such as investments, acquisitions and international expansion.

We cannot assure you that additional financing will be available on terms favorable to us, or at all. The terms of available financing may place limits on our financial and operating flexibility. In addition, our existing senior credit facility and the indenture governing our 12 $^{3}/4$% senior subordinated notes contain, and our new senior credit facility will contain, financial and other restrictive covenants that will limit our ability to incur indebtedness or obtain financing. If adequate funds are not available on acceptable terms, we may be forced to reduce our operations or abandon expansion opportunities. Moreover, even if we are able to continue our operations, our failure to obtain additional financing could reduce our competitiveness as our competitors may provide better-maintained networks or offer an expanded range of services.

Regulations affecting our customers and us and future regulations to which they or we may become subject may harm our business.

Although we do not offer voice-grade or data services that are deemed to be common carrier telecommunication services, certain of the services we offer are subject to regulation by the Federal Communications Commission (FCC) that could have an indirect effect on our business. In addition, the U.S. telecommunications industry has been subject to continuing deregulation since 1984. We cannot predict when, or upon what terms and conditions, further regulation or deregulation might occur or the effect regulation or deregulation may have on our business. Several services that we offer may be indirectly affected by regulations imposed upon potential users of those services, which may increase our costs of operations. In addition, future services we may provide could be subject to direct regulation.

We may not be able to receive or retain licenses or authorizations that may be required for us to sell our services internationally.

The sales and marketing of our services internationally are subject to the U.S. Export Control regime. Services of a commercial nature are subject to regulatory control by the Department of Commerce s Bureau of

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Export Administration and to Export Administration regulations. In the future, Congress may require us to obtain export licenses or other export authorizations to export our services abroad, depending upon the nature of services being exported, as well as the country to which the export is to be made. We cannot assure you that any of our applications for export licenses or other authorizations will be granted or approved. Furthermore, the export license/export authorization process is often time-consuming. Violation of export control regulations could subject us to fines and other penalties, such as losing the ability to export for a period of years, which would limit our revenue growth opportunities and significantly hinder our attempts to expand our business internationally.

Failure to protect our intellectual property rights adequately may have a material adverse affect on our results of operations or our ability to compete.

We attempt to protect our intellectual property rights in the United States and in foreign countries through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements and agreements preventing the unauthorized disclosure and use of our intellectual property. We cannot assure you that these protections will be adequate to prevent competitors from copying or reverse engineering our services, or independently developing and marketing services that are substantially equivalent to or superior to our own. Moreover, third parties may be able to successfully challenge, oppose, invalidate or circumvent our patents, trademarks, copyrights and trade secret rights. We may fail or be unable to obtain or maintain adequate protections for certain of our intellectual property in the United States or certain foreign countries or our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the United States because of the differences in foreign trademark, patent and other laws concerning proprietary rights. Such failure or inability to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business, results of operations and financial condition.

Monitoring and protecting our intellectual property rights is difficult and costly. From time to time, we may be required to initiate litigation or other action to enforce our intellectual property rights or to establish their validity. Such action could result in substantial cost and diversion of resources and management attention and we cannot assure you that any such action will be successful.

If third parties claim that we are in violation of their intellectual property rights, it could have a negative impact on our results of operations and ability to compete.

We face the risk of claims that we have infringed the intellectual property rights of third parties. For example, significant litigation regarding patent rights exists in our industry. Our competitors in both the U.S. and foreign countries, many of which have substantially greater resources than we have and have made substantial investments in competing technologies, may have applied for or obtained, or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with our ability to make and sell our products and services. We have not conducted an independent review of patents issued to third parties. The large number of patents, the rapid rate of new patent issuances, the complexities of the technology involved and uncertainty of litigation increase the risk of business assets and management s attention being diverted to patent litigation.

It is possible that third parties will make claims of infringement against us or against our licenses in connection with their use of our technology. Any claims, even those without merit, could:

- be expensive and time-consuming to defend;

cause us to cease making, licensing, using or selling equipment, services or products that incorporate the challenged intellectual property;

require us to redesign our equipment, services or products, if feasible;

divert management s attention and resources; and

require us to enter into royalty or licensing agreements in order to obtain the right to use necessary intellectual property.

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Any royalty or licensing agreements, if required, may not be available to us on acceptable terms or at all. A successful claim of infringement against us or one of our licensees in connection with a third party s use of our technology could result in our being required to pay significant damages, enter into costly license or royalty agreements or stop the sale of certain products, any of which could have a negative impact on our operating profits and harm our future prospects.

If our products infringe on the intellectual property rights of others, we may be required to indemnify our customers for any damages they suffer.

We generally indemnify our customers with respect to infringement by our products of the proprietary rights of third parties. Third parties may assert infringement claims against our customers. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers or may be required to obtain licenses for the products they use. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our products.

We could be adversely affected by environmental and safety requirements.

We are subject to the requirements of foreign, federal, state and local environmental and occupational health and safety laws and regulations, the violation of which could lead to significant fines and penalties. These requirements are complex, constantly changing and have tended to become more stringent over time. It is possible that these requirements may change or liabilities may arise in the future in a manner that could harm our business, financial condition and results of operations. We cannot assure you that we have been or will be at all times in complete compliance with all such requirements or that we will not incur material costs or liabilities in connection with those requirements in the future.

The loss of key personnel could harm our business, financial condition and results of operations.

Our continued success will largely depend on the efforts and abilities of our executive officers and other key employees. Our ability to effectively sell existing services, develop and introduce new services and integrate certain acquired businesses will also depend on the efforts and abilities of our officers and key employees. Our operations could be adversely affected if, for any reason, a number of these officers or key employees did not remain with us.

We may have difficulty attracting and retaining employees with the requisite skills to execute our growth plans.

Our success depends, in part, on the continued service of our existing management and technical personnel. If a significant number of those individuals are unable or unwilling to continue in their present positions, we will have difficulty maintaining and enhancing our services. This may harm our operating results and growth prospects. Specifically, our services require detailed knowledge of wireless signaling standards and signaling network protocols. These specific skills are difficult to find in prospective employees.

Our plans for global expansion will require these same skills combined with fluency in multiple languages. It is difficult to compete for employees with such skills in remote markets where we do not have an established presence. Most of said potential employees have the opportunity to work for well-recognized companies with greater market presence.

Our ability to use existing net operating losses to offset future taxable income may be subject to certain limitations.

As of September 30, 2004, we had net operating loss carryforwards, or NOLs, for U.S. federal income tax purposes of approximately $77 million. We succeeded to approximately $74 million of those NOLs pursuant to a

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state law merger with Brience, Inc., now known as Syniverse Brience. The merger was treated as a tax-free reorganization under the Internal Revenue Code of 1986, as amended (the Code). If the Internal Revenue Service were to successfully challenge the reorganization or otherwise to successfully disallow our use of such NOLs, the amount of our NOLs would be substantially reduced. All of our NOLs remain subject to examination and adjustment by the Internal Revenue Service.

We do not believe that any of our NOLs are currently subject to any limitation under Section 382 of the Code. However, the NOLs acquired from Brience are subject to the separate return limitation rules under the consolidated return regulations. As a result, these NOLs generally can be utilized only to offset income from the consolidated group of corporations or their successors that generated such losses. In addition, under Section 382 of the Code, a corporation that undergoes an ownership change generally may utilize its pre-change NOLs only to the extent of an annual amount determined by multiplying the applicable long-term tax exempt rate by the equity value of such corporation. A corporation generally undergoes an ownership change if the percentage of stock of the corporation owned by one or more 5% stockholders has increased by more than 50 percentage points over a three-year period. We do not expect the consummation of this offering to result in an ownership change under Section 382 of the Code. We believe the cumulative change in ownership for the corporate successor to Brience for the three-year period including this offering will be approximately 46%, or 49% if the underwriters exercise their option in full.

It is impossible for us to ensure that an ownership change will not occur in the future as changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code. For example, the sale by one or more 5% stockholders of our common stock and changes in the beneficial ownership of such stock could result in an ownership change under Section 382 of the Code. Similarly, the exercise of outstanding stock options by our employees would count for purposes of determining whether we had an ownership change. Although all of our directors, executive officers and principal and selling stockholders, as well as certain of our other stockholders, have agreed to 180-day lock-up periods, certain transfers are permitted during the lock-up period and Lehman Brothers Inc. and Goldman, Sachs & Co. may waive compliance with the lock-up agreements. None of our stockholders has otherwise agreed to continue its ownership of our common stock.

If we or the corporate successor to Brience undergoes an ownership change, our ability to utilize NOLs could be limited by Section 382 of the Code. The extent to which our use of our NOLs would be limited depends on a number of legal and factual determinations, some of which may be subject to varying interpretations, including the date on which an ownership change occurs, the long-term tax exempt rate, whether the equity value of the entire company or only one or more of its subsidiaries would be used in the application of the Section 382 limitation and the equity value of the company or such subsidiaries, as applicable. If an ownership change occurs prior to July 23, 2005, there is a significant risk that the amount of NOLs acquired from Brience that would be useable in any one year after the ownership change would be severely limited. If the limitation were significant, our limited ability to use these NOLs to offset future taxable income could materially increase our future U.S. federal income tax liability.

Our historical financial information may have limited relevance.

The historical financial information we include in this prospectus for periods ending prior to February 14, 2002 may not reflect what our results of operations, financial position and cash flows would have been had we been a separate, stand-alone entity during the periods presented or what our results of operations, financial position and cash flows will be in the future. This is because:

- we have made certain adjustments and allocations in our financial statements because Verizon did not account for us as, and we were not operated as, a single stand-alone business, for any of the periods presented; and

- the information does not reflect many significant changes that have occurred as a result of our separation from Verizon.

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In addition, our results include historical financial results for certain periods of Brience, Inc., which we acquired on July 23, 2003. The transaction has been accounted for as a combination of entities under common control, similar to a pooling of interests, from February 14, 2002, the date when funds associated with GTCR had common control of both entities. Prior to the acquisition, Brience had significant losses, which have been pooled into our results and may not be relevant due to the differences between Brience s management team and business strategy and ours.

We will incur increased costs as a result of recently enacted and proposed changes in laws and regulations.

Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules proposed by the Securities and Exchange Commission and by the New York Stock Exchange, will result in increased costs to us, including those related to corporate governance and the costs to operate as a public company. Section 404 of the Sarbanes-Oxley Act requires companies to perform a comprehensive and costly evaluation of their internal controls. The new rules could also make it more difficult or more costly for us to obtain certain types of insurance, including directors and officers liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. We are presently evaluating and monitoring developments with respect to new and proposed rules and cannot predict or estimate the amount of the additional costs we will incur or the timing of such costs.

Risks Relating to this Offering

Future sales of our common stock may cause our stock price to decline.

If our stockholders sell substantial amounts of our common stock in the public market following this offering and assuming no exercise of the underwriters option, the market price of our common stock could decline. Based on shares outstanding as of December 31, 2004, upon completion of this offering, we will have 61,421,793 shares of common stock outstanding, excluding 311,311 shares of common stock issuable upon the exercise of outstanding options.

All of the shares of our common stock sold in this offering will be freely tradable, without restriction, in the public market. These shares will represent approximately 28.7% of our common stock upon completion of this offering. Of the remaining shares:

- 38,416,513 shares held by our principal stockholders will be eligible for sale in the public market after the applicable lock-up period expires, subject to compliance with the volume limitations and other conditions of Rule 144, and

- 5,253,306 shares held by our directors and executive officers will be eligible for sale in the public market after the applicable lock-up period expires, subject to compliance with the volume limitations and other conditions of Rule 144.

Furthermore, an additional 211,809 shares may be issued in the future upon exercise of options granted, options to be granted or equity awards to be granted under our stock option and incentive compensation plans. We expect to register these shares under the Securities Act, and therefore the shares will be freely tradable when issued, subject to compliance with the volume limitations and other conditions of Rule 144 in the case of shares sold by persons deemed to be our affiliates.

We, all of our directors and executive officers and certain of our stockholders have agreed that, for a period of 180 days from the date of the final prospectus, we and they, subject to certain exceptions, will not, without the prior written consent of each of Lehman Brothers Inc. and Goldman, Sachs & Co., dispose of or hedge any shares of our common stock or any securities convertible into or exchangeable for our common stock. Lehman Brothers Inc. and Goldman, Sachs & Co. may release any of the securities subject to these lock-up agreements at any time without notice.

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The trading price of our common stock is likely to be volatile, and you may not be able to sell your shares at or above the initial public offering price.

The trading prices of the securities of technology companies have been highly volatile. Accordingly, the trading price of our common stock is likely to be subject to wide fluctuations. Factors that will affect the trading price of our common stock include:

- variations in operating results;
- announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors;
- the gain or loss of significant customers;
- changes in the estimates of our operating results or changes in recommendations by any securities analysts that elect to follow our common stock;
- terrorist acts and political instability; and
- market conditions in our industry, the industries of our customers and the economy as a whole.

In addition, if the market for technology stocks, or the stock market in general, experiences continued or increased loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, operating results or financial condition.

As a new investor, you will incur substantial dilution as a result of this offering and future equity issuances.

The initial public offering price will be substantially higher than the pro forma net tangible book value per share of our outstanding common stock. As a result, investors purchasing common stock in this offering will incur immediate dilution of $25.86 per share. This dilution is due in large part to earlier investors in our company having paid substantially less than the initial public offering price when they purchased their shares. The exercise of outstanding options and future equity issuances, including any additional shares issued in connection with acquisitions, may result in further dilution to investors.

We will continue to be controlled by GTCR, which will limit your ability to influence corporate activities.

Upon completion of this offering, GTCR will have three representatives on our nine-member board of directors and will own or control shares representing, in the aggregate, a 55.2% voting interest in the company, or 52.5% if the underwriters exercise their option in full. Accordingly, GTCR will exercise significant influence over our operations and business strategy and will be able to control the outcome of votes on all matters requiring approval by our stockholders, including the election of directors and approval of significant corporate transactions, such as mergers or other business combinations. This concentration of ownership may also have the effect of delaying or preventing a change in control of our company or discouraging others from making tender offers for our shares, which could prevent stockholders from receiving a premium for their shares. These actions may be taken even if other stockholders oppose them.

We are a controlled company within the meaning of the New York Stock Exchange rules and as a result will qualify for, and intend to rely on, exemptions from certain corporate governance requirements.

Because funds affiliated with GTCR will own in excess of 50% of our outstanding shares of voting stock after the completion of this offering, we will be deemed a controlled company under the rules of the New York Stock Exchange. As a result, we will qualify for, and intend to rely upon, the controlled company exception to the board of directors and committee requirements under the rules of the New York Stock Exchange. Pursuant to this exception, so long as the GTCR-affiliated funds continue to own more than 50% of our outstanding shares of voting stock, we will be exempt from the rules that would otherwise require that our board of directors be comprised of a majority of independent directors, and that our compensation committee and nominating and corporate governance committee be comprised solely of independent directors as defined under the rules of the

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New York Stock Exchange. Upon completion of this offering, our board of directors will be comprised of nine persons, three of whom will be representatives of the GTCR-affiliated funds and, therefore, not independent. Furthermore, our compensation and nominating and corporate governance committees will not consist of a majority of independent directors. Accordingly, our stockholders will not have the same protections afforded to stockholders of companies that are subject to all of the New York Stock Exchange corporate governance requirements. For more information, see Management Board Committees.

Conflicts of interest may arise because some of our directors are principals of our controlling stockholder.

Upon completion of this offering, three representatives of GTCR will serve on our nine-member board of directors. GTCR and its affiliates currently have interests in other companies, one of which, TNS, Inc., competes with our network services. GTCR and its affiliates collectively own approximately 55% of the common stock of TNS, Inc. GTCR and its affiliates may continue to invest in entities that directly or indirectly compete with us or companies in which they currently invest may begin competing with us. As a result of these relationships, when conflicts between the interests of GTCR and the interests of our other stockholders arise, these directors may not be disinterested. Although our directors and officers have a duty of loyalty to us, under Delaware law and our amended and restated certificate of incorporation that will be adopted in connection with this offering, transactions that we enter into in which a director or officer has a conflict of interest are generally permissible so long as (1) the material facts relating to the director s or officer s relationship or interest as to the transaction are disclosed to our board of directors and a majority of our disinterested directors approves the transaction, (2) the material facts relating to the director s or officer s relationship or interest as to the transaction are disclosed to our stockholders and a majority of our disinterested stockholders approves the transaction or (3) the transaction is otherwise fair to us. Our amended and restated certificate of incorporation will also provide that GTCR and its representatives will not be required to offer any transaction opportunity of which they become aware to us and could take any such opportunity for themselves or offer it to other companies in which they have an investment, including TNS, Inc.

We will incur significant charges in connection with this offering.

Based on December 31, 2004 balances, we anticipate incurring a pre-tax charge of approximately $23.7 million on the early extinguishment of debt with the proceeds of this offering. This relates to the non-cash write-off of $5.9 million of unamortized deferred financing costs and $5.5 million of unamortized debt discount relating to the existing senior credit facility and the tendered portion of the senior subordinated notes, as well as an estimated $12.3 million cash charge related to the prepayment premium on the tendered portion of the senior subordinated notes.

There is currently no public market for our common stock and an active market may not develop or persist after this offering.

We will negotiate and determine the initial public offering price with representatives of the underwriters. This price may not be indicative of prices that will prevail in the trading market. As a result, you may not be able to sell your shares of common stock at or above the offering price.

We do not currently intend to pay any dividends on our common stock, and as a result, your only opportunity to achieve a return on your investment is if the price of our common stock appreciates.

We have never declared or paid any cash dividends on our common stock, and we do not expect to declare or pay any cash dividends on our common stock in the foreseeable future. In addition, our existing senior credit facility and the indenture governing our senior subordinated notes contain limitations on our ability to declare and pay cash dividends on our common stock. For more information, see Dividend Policy. As a result, your only opportunity to achieve a return on your investment in our company will be if the market price of our common stock appreciates and you sell your shares at a profit. We cannot assure you that the market price for our common stock after this offering will ever exceed the price that you pay for our common stock in this offering.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this prospectus. These statements may be found throughout this prospectus, particularly under the headings Prospectus Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business, among others. Specifically, under the headings Prospectus Summary Recent Developments and Management s Discussion and Analysis of Financial Condition and Results of Operations Revenues, we have made a number of forward-looking statements regarding future revenues from our primary service offerings. The words believes, anticipates, plans, expects, intends, estimates and similar expressions are intende identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The factors listed under the heading Risk Factors and in other sections of this prospectus provide examples of risks, uncertainties and other factors that may cause our actual results, performance and achievements, or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

All forward-looking statements in this prospectus are based on information available to us on the date of this prospectus. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements contained throughout this prospectus.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $344.5 million (assuming the mid-point of the range of $21.00 per share) after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. We intend to use our net proceeds from this offering, together with $240.0 million of borrowings under our new senior credit facility, which we intend to enter into in connection with this offering, and our existing cash and cash equivalents, which we refer to collectively as the aggregate cash sources as follows based on December 31, 2004 balances:

- $252.4 million to redeem approximately 180,830 shares of our class A cumulative redeemable convertible preferred stock, most of which is held by funds controlled by GTCR and some of which is indirectly held by current and former employees of Lehman Brothers Inc.;

- $220.1 million to repay all borrowings outstanding under our existing senior credit facility;

- $97.7 million to tender for $85.8 million in aggregate outstanding principal amount of our 12 $^{3}/4$% senior subordinated notes; and

- $1.6 million to pay financing costs for the new senior credit facility.

Based on account balances reflected on our December 31, 2004 balance sheet, we expect that such remaining aggregate cash sources would have been approximately $12.4 million.

If the underwriters exercise their option, a portion of the shares purchased by the underwriters will be issued by us and a portion of the shares will be sold by the selling stockholders. The selling stockholders include members of our senior management team. If the underwriters exercise their option in full, we estimate that we will receive net proceeds from the underwriters exercise of their option of approximately $38.5 million after deducting underwriting discounts and commissions. We intend to use any net proceeds we receive from the underwriters exercise of their option to redeem additional shares of our class A cumulative redeemable convertible preferred stock. We will not receive any proceeds from the sale of shares, if any, by the selling stockholders.

As of December 31, 2004, our existing indebtedness that we will repay with a portion of the net proceeds from this offering and the preferred stock that we will redeem with a portion of the net proceeds from this offering consisted of the following:

- approximately $252.4 million in aggregate liquidation value of our class A cumulative redeemable convertible preferred stock, which currently accrues dividends at a rate of 10% per annum on the sum of the liquidation value plus all accumulated and unpaid dividends;

- approximately $85.8 million of our senior subordinated notes, which bear interest at a rate of 12 $^{3}/4$% per annum and have a final maturity on February 1, 2009; and

- approximately $220.1 million under the term loan B portion of our existing senior credit facility, which bears interest at variable rates (4.8% weighted average interest rate at September 30, 2004) and has a final maturity of September 30, 2010.

In the aggregate, we expect that GTCR and its affiliates, through their ownership of preferred and common units of Syniverse Holdings, LLC, will receive approximately $221.0 million of the net proceeds from this offering. See Certain Relationships and Related Party Transactions. In addition, certain current and former employees of Lehman Brothers Inc. who indirectly own shares of our class A cumulative redeemable convertible preferred stock will receive a portion of the net proceeds of this offering upon our redemption of those shares, which proceeds will not exceed $250,000 in the aggregate. Each share of our outstanding class A cumulative redeemable convertible preferred stock that we do not redeem with the net proceeds of this offering will be converted, within 40 days after the completion of this offering, into a number of shares of our common stock determined by dividing the liquidation value of $1,000 per share of our class A cumulative redeemable convertible preferred stock plus all accumulated and unpaid dividends thereon through the closing date of this offering by the initial public offering price of our common stock in this offering.

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DIVIDEND POLICY

We have never declared or paid any cash dividends on our common stock. We do not expect to pay any cash dividends for the foreseeable future. We currently intend to retain any future earnings to finance our operations and growth. Any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent on earnings, financial condition, operating results, capital requirements, any contractual restrictions and other factors that our board of directors deems relevant. In addition, our existing senior credit facility and our indenture governing our senior subordinated notes contain, and our new senior credit facility will contain, limitations on our ability to declare and pay cash dividends.

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DILUTION

If you invest in our common stock through this offering, your interest will be diluted to the extent of the difference between the public offering price per share of our common stock and the pro forma net tangible book value per share of common stock upon the completion of this offering.

Net tangible book value per share represents the amount of our total assets less intangible assets (namely goodwill, customer base, customer contract and deferred costs), total liabilities, divided by the number of shares of our common stock outstanding. After giving effect to the sale of 17,620,000 shares of common stock offered by us in this offering, assuming an initial public offering price of $21.00 per share and after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma net tangible book deficit as of September 30, 2004 would have equaled approximately $4.86 per share of common stock. This represents an immediate increase in net tangible book value of $4.39 per share to our existing stockholders and an immediate dilution in net tangible book value of $25.86 per share to new investors in our common stock in this offering.

The following table summarizes this per share dilution:

Public offering price per share		$ 21.00
Net tangible book deficit per share as of September 30, 2004	$ 9.25	
Increase per share attributable to this offering	4.39	
Pro forma net tangible book deficit per share after this offering		4.86
Dilution per share to new investors		$ 25.86

The following table summarizes on a pro forma basis, as of September 30, 2004, the difference between our existing stockholders and new investors with respect to the number of shares of common stock issued by us, the total consideration paid and the average price per share paid:

	Shares Purchased		Total Consideration (in thousands)		
	Number	Percentage	Amount	Percentage	Average price per share
Existing stockholders(1)	43,411,973	71.1%	$ 120,307	24.5%	$ 2.77
New investors	17,620,000	28.9	370,020	75.5	21.00
Total	61,031,973	100.0%	$ 490,327	100.0%	$ 8.03

(1) Consideration paid includes approximately $117,219 arising from the Brience merger, a combination of entities under common control, accounted for in a manner similar to a pooling of the Brience acquisition described elsewhere herein, reduced by $86,949 of accrued but unpaid preferred stock dividends.

We base the foregoing discussions and tables on the number of shares of stock outstanding as of September 30, 2004, which excludes:

- 311,311 shares of common stock that will be subject to issuance upon exercise of the options we granted under our stock option plans;
- 211,809 additional shares of common stock reserved for future issuance under our stock option plans; and
- 1,956,607 shares of our common stock subject to issuance by us if the underwriters exercise their option in full.

To the extent outstanding options, or options or warrants we may issue in the future with exercise prices below the initial public offering price, are exercised, there will be further dilution to new public investors.

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CAPITALIZATION

The following table sets forth our cash, cash equivalents and capitalization as of September 30, 2004:

- on an actual basis; and
- on an adjusted basis after giving effect to this offering and borrowings under our new senior credit facility, which we intend to enter into in connection with this offering, and the application of the net proceeds therefrom as described in Use of Proceeds.

The table below should be read in conjunction with our historical and pro forma consolidated financial statements and related notes included elsewhere in this prospectus.

	As of September 30, 2004	
	Actual	As Adjusted
	(dollars in thousands except par value)	
Cash and cash equivalents	$ 13,026	$ 13,026
Long-term debt, including current portion:		
Existing senior credit facility (1):		
Revolving credit facility		
Term loan facility, net of discount of $5,083 (actual)	235,591	
New senior credit facility (2):		
Revolving credit facility		
Term loan facility		250,026
12 3/4% senior subordinated notes, net of discount of $3,378 and $2,196, respectively	241,622	157,054
Total long-term debt including current portion	477,213	407,080
Existing class A cumulative redeemable convertible preferred stock including accrued and unpaid dividends (3)	327,429	
Stockholders (deficit) equity:		
New preferred stock, $.001 par value per share, 300,000 shares authorized as adjusted; none issued or outstanding as adjusted		
Common stock, $.001 par value per share, 100,300,000 authorized actual and as adjusted, respectively; 39,837,648 and 61,031,973 shares issued and outstanding actual and as adjusted, respectively (3)	40	61
Additional paid-in capital	45,206	464,740
Accumulated deficit (4)	(148,559)	(173,995)
Accumulated other comprehensive income	281	281
Total stockholders (deficit) equity	(103,032)	291,087

Total capitalization	$ 701,610	$ 698,167

(1) Lehman Brothers Inc. is the Lead Arranger and Book Manager, and an affiliate of Lehman Brothers Inc. is the Administrative Agent, under our existing senior credit facility.

(2) Affiliates of certain of the underwriters may participate as lenders under our new senior credit facility.

(3) Prior to the completion of this offering, our class B common stock and class A common stock will be reclassified into common stock with a par value of $0.001 per share. As a result, we will have only one class of common stock authorized after the offering. Each share of our outstanding class A cumulative redeemable convertible preferred stock that we do not redeem with the net proceeds of this offering will be converted, within 40 days after the completion of this offering, into a number of shares of our common stock determined by dividing the liquidation value of $1,000 per share of our class A cumulative redeemable convertible preferred stock plus all accumulated and unpaid dividends thereon through the closing date of this offering by the initial public offering price of our common stock in this offering. The actual number of shares of common stock to be issued as a result of this conversion is subject to change based on the actual initial offering price.

(4) Accumulated deficit includes $102.1 million related to the February 14, 2002 accumulated deficit of Brience, an entity under common control that was accounted for in a manner similar to a pooling of interests beginning on February 14, 2002.

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SELECTED HISTORICAL FINANCIAL DATA

The following table sets forth certain of our historical financial data for the most recent five years. We have derived the selected historical consolidated financial data as of December 31, 2002 and 2003 and September 30, 2004 and for the years ended December 31, 2001 and 2003, the period from January 1, 2002 to February 13, 2002, and the period from February 14, 2002 to December 31, 2002 and the nine months ended September 30, 2004 from our audited financial statements and the related notes included elsewhere in this prospectus. We have derived the historical consolidated financial data for the nine months ended September 30, 2003 from our unaudited consolidated financial statements included elsewhere in this prospectus. The selected historical consolidated financial data as of December 31, 1999, 2000 and 2001 and for the years ended December 31, 1999 and 2000 have been derived from our audited consolidated financial statements, which are not included in this filing. The selected historical financial data as of February 13, 2002 and September 30, 2003 was derived from an unaudited balance sheet as of that date not included in this filing. The selected historical financial data set forth below is not necessarily indicative of the results of our future operations and should be read in conjunction with the discussion under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations, and the historical consolidated financial statements and accompanying notes included elsewhere in this prospectus.

As a result of applying the required purchase accounting rules to our acquisition from Verizon on February 14, 2002, our financial statements were significantly affected. The application of purchase accounting rules result in different accounting bases and hence the financial information for the periods beginning on February 14, 2002 are not comparable to the information prior to this date.

The term successor refers to Syniverse Holdings, Inc. following our acquisition from Verizon on February 14, 2002. The historical financial results of Brience, from February 14, 2002, which is the date that GTCR Fund VII, L.P. and its affiliates possessed common control of us and Brience, through July 23, 2003, which is the date that we merged with Brience, are included in the financial results of the successor because this acquisition is accounted for as a combination of entities under common control, similar to a pooling of interests. The portion of historical results attributed to the common stock ownership of Syniverse Networks, Inc., which Syniverse Holdings, LLC owned between February 14, 2002 and January 17, 2005 when Syniverse Holdings, LLC contributed these shares of Syniverse Networks, Inc. to Syniverse Holdings, Inc., have been included in the financial results of the successor because this acquisition is also accounted for as a combination of entities under common control, similar to a pooling of interests.

The term predecessor refers to Syniverse Technologies, Inc. prior to our acquisition on February 14, 2002.

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	Predecessor				Successor			
	Year Ended December 31,			Period from January 1 to February 13,	Period from February 14 to December 31,	Year Ended December 31,	Nine Months Ended September 30,	
	1999	2000	2001	2002	2002	2003	2003 (unaudited)	September 30, 2004
	(in thousands except per share amounts)				(in thousands except per share amounts)			
Statements of Operations Data:								
Revenues								
Technology Interoperability	$ 59,959	$ 68,923	$ 82,312	$ 8,464	$ 70,215	$ 66,536	$ 50,246	$ 54,507
Network Services	65,158	79,760	105,369	14,103	99,647	111,845	81,240	97,754
Call Processing Services	72,138	73,262	65,241	6,429	46,336	42,764	32,636	25,831
Number Portability Services					860	5,469	1,200	34,464
Enterprise Solution Services	27,409	35,372	39,319	2,412	17,869	15,265	11,376	10,929
Revenues Excluding Off-Network Database Query Fees	224,664	257,317	292,241	31,408	234,927	241,879	176,698	223,485
Off-Network Database Query Fees	53,016	58,619	69,117	8,588	61,117	29,529	24,538	20,606
Total Revenues	277,680	315,936	361,358	39,996	296,044	271,408	201,236	244,091
Costs and expenses:								
Cost of operations	141,979	150,156	169,025	20,655	130,364	109,744	80,388	104,983
Sales and marketing	21,513	24,265	24,348	2,614	22,706	18,631	13,659	15,059
General and administrative	30,848	45,721	41,245	3,001	42,630	39,881	28,237	27,918
Provision for (recovery of) uncollectible accounts	200	2,203	2,207	1,340	(693)	466	1,001	(30)
Depreciation and amortization (1)	8,866	13,061	15,203	1,464	33,285	37,319	27,567	30,323
Restructuring (2)					2,845	2,164	2,448	289
Impairment losses on intangible assets (3)						53,712		8,982
	203,406	235,406	252,028	29,074	231,137	261,917	153,300	187,524
Operating income	74,274	80,530	109,330	10,922	64,907	9,491	47,936	56,567
Other income (expense) net:								
Interest income	2,802	3,087	3,903	432	965	768	546	927
Interest expense	(2,822)	(22)			(54,105)	(58,128)	(44,525)	(40,165)
Other income (expense), net	6	4	(80)	(19)	(275)		(1)	(12)
	(14)	3,069	3,823	413	(53,415)	(57,360)	(43,980)	(39,250)
Income (loss) from continuing operations before provision for income taxes	74,260	83,599	113,153	11,335	11,492	(47,869)	3,956	17,317
Provision for income taxes	28,156	32,548	43,895	4,418	9,320	10,057	2,734	6,508
Income (loss) from continuing operations	46,104	51,051	69,258	6,917	2,172	(57,926)	1,222	10,809
Discontinued operations:								
Loss from discontinued operations					(1,541)			
Net income (loss)	46,104	51,051	69,258	6,917	631	(57,926)	1,222	10,809
Preferred dividends					(33,340)	(30,230)	(22,814)	(23,379)
Net income (loss) attributable to common stockholders	$ 46,104	$ 51,051	$ 69,258	$ 6,917	$ (32,709)	$ (88,156)	$ (21,592)	$ (12,570)

Net income (loss) per share:								
Basic and diluted					$ (0.82)	$ (2.21)	$ (0.54)	$ (0.32)
Weighted average common shares outstanding:								
Basic and diluted					39,838	39,838	39,838	39,838
Other Financial Data:								
EBITDA (4)	$ 83,146	$ 93,595	$ 124,453	$ 12,367	$ 96,376	$ 46,810	$ 75,502	$ 86,878
Revenues (excluding Off-Network Database Query Fees)	224,664	$ 257,317	292,241	31,408	234,927	241,879	176,698	223,485
Net cash provided by (used in):								
Operating activities	52,985	55,218	131,281	1,185	59,756	48,422	35,087	54,254
Investing activities	(18,426)	(10,634)	(99,831)	34,781	(12,278)	(18,883)	(12,121)	(72,778)
Financing activities	(34,559)	(42,000)	(33,750)	(11,250)	(44,187)	(63,430)	(58,850)	23,298
Capital expenditures	19,778	12,956	10,406	606	12,278	18,280	12,121	17,403
Balance Sheet Data (at end of period):								
Cash and cash equivalents	$	$ 2,584	$ 284	$ 25,000	$ 42,190	$ 8,299	$ 6,306	$ 13,026
Property and equipment, net	24,881	24,387	23,656	23,306	33,728	33,548	32,764	37,077
Total assets	126,386	198,380	247,867	159,457	833,068	730,271	777,357	777,041
Total debt, net of discount, and redeemable preferred stock					856,973	753,425	749,722	804,642
Total stockholders equity (deficit)	74,550	117,307	153,104	133,510	(81,453)	(90,317)	(23,691)	(103,032)

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(1) Depreciation and amortization amounts exclude accretion of debt discount and amortization of deferred finance costs, which are both included in interest expense in the statement of operations data. Depreciation and amortization amounts after February 14, 2002 are not comparable to the periods prior to that date because the successor company s assets were revalued as a result of the purchase accounting treatment of the acquisition.
(2) Restructuring expense is comprised of severance benefits associated with our cost rationalization initiatives, which were implemented in August 2002, February 2003, July 2003 and April 2004. Our restructurings in July 2003 and April 2004 were related to the acquisitions of Brience and Softwright, respectively. This excludes amounts related to acquisitions where restructuring costs were accrued as a part of purchase accounting.
(3) Impairment losses on intangible assets in 2003 relate primarily to the trademark value associated with our previous corporate name of $51.0 million and to certain capitalized software costs $2.7 million which will no longer be recoverable due to our phase-outs of other service offerings. In 2004, these losses relate to capitalized software costs associated with our phase out of certain service offerings and reduced valuation of certain call processing services.
(4) EBITDA is determined by adding net interest expense, income taxes, depreciation and amortization to net income (loss). We present EBITDA because we believe that EBITDA provides useful information regarding our operating results. We rely on EBITDA as a primary measure to review and assess the operating performance of our company and our management team in connection with our executive compensation and bonus plans. We also use EBITDA to compare our current operating results with corresponding periods and with the operating results of other companies in our industry. We believe that it is useful to investors to provide disclosures of our operating results on the same basis as that used by our management. We also believe that it can assist investors in comparing our performance to that of other companies on a consistent basis without regard to depreciation, amortization, interest or taxes, which do not directly affect our operating performance. In addition, we also utilize EBITDA as a measure of our liquidity and our ability to meet our debt service obligations and satisfy our debt covenants, which are partially based on EBITDA.

EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for net income, cash flows from operating activities and other consolidated income or cash flows statement data prepared in accordance with accounting principles generally accepted in the United States. Some of these limitations are:

EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements;

EBITDA does not reflect income taxes or the cash requirements for any tax payments; and

Other companies in our industry may calculate EBITDA differently than we do, thereby limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered a measure of discretionary cash available to us to invest in the growth of our business or as a measure of performance in compliance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA only supplementally. See our consolidated statements of operations and our consolidated statements of cash flows included in our financial statements included elsewhere in this prospectus.

The following table reconciles net income (loss) to EBITDA for the periods presented. We have also provided supplemental information regarding items associated with our restructuring expense and intangible asset impairments.

	Predecessor	Successor

	Year Ended December 31,			Period from January 1 to February 13,	Period from February 14 to December 31,	Year Ended December 31,	Nine Months Ended September 30,	
	1999	2000	2001	2002	2002	2003	2003 (unaudited)	2004
	(dollars in thousands)					(dollars in thousands)		
Reconciliation of EBITDA to Net Income (Loss):								
Net income (loss) as reported	$ 46,104	$ 51,051	$ 69,258	$ 6,917	$ 631	$ (57,926)	$ 1,222	$ 10,809
Interest expense, net	20	(3,065)	(3,903)	(432)	53,140	57,360	43,979	39,238
Depreciation and amortization	8,866	13,061	15,203	1,464	33,285	37,319	27,567	30,323
Provision for income taxes	28,156	32,548	43,895	4,418	9,320	10,057	2,734	6,508
EBITDA	$ 83,146	$ 93,595	$ 124,453	$ 12,367	$ 96,376	$ 46,810	$ 75,502	$ 86,878
Supplemental information:								
Restructuring expense (i)	$	$	$	$	$ 2,845	$ 2,164	$ 2,448	$ 289
Impairment losses on intangible assets (ii)						53,712		8,982

(i) Restructuring expense is comprised primarily of severance benefits associated with our cost rationalization initiatives, which were implemented in August 2002, February 2003, July 2003 and April 2004. The latter two restructurings are related to two acquisitions. This excludes amounts related to acquisitions where restructuring costs were accrued as a part of purchase accounting.

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(ii) Impairment losses on intangible assets in 2003 relate primarily to the trademark value associated with our previous corporate name of $51.0 million and to certain capitalized software costs of $2.7 million which will no longer be recoverable due to our phase-outs of certain service offerings. In 2004, these losses relate to capitalized software costs associated with our phase out of other service offerings and reduced valuation of certain call processing services.

The following table reconciles cash flows from operations to EBITDA for the periods presented.

	Predecessor				Successor			
	Year Ended December 31,			Period from January 1 to February 13,	Period from February 14 to December 31,	Year Ended December 31,	Nine Months Ended September 30,	
	1999	2000	2001	2002	2002	2003	2003 (unaudited)	2004
	(dollars in thousands)				(dollars in thousands)			
Reconciliation of Cash Flows from Operations to EBITDA:								
Net cash provided by operating activities	$ 52,985	$ 55,218	$ 131,281	$ 1,185	$ 59,756	$ 48,422	$ 35,087	$ 54,254
Net interest paid (collected)	20	(3,065)	(3,903)	315	30,187	46,152	42,919	42,155
Pension and other employee retirement benefits	(2,490)	(2,968)	(3,861)	(546)				
Impairment losses on intangible assets						(53,712)		(8.982)
Other working capital changes	32,865	46,617	3,143	12,753	15,496	19,522	7,068	6,190
Changes in other non-cash items	(200)	(2,207)	(2,207)	(1,340)	(9,456)	(11,489)	(9,397)	(7,200)
Other assets and liabilities	(34)				393	(2,085)	(175)	461
EBITDA	$ 83,146	$ 93,595	$ 124,453	$ 12,367	$ 96,376	$ 46,810	$ 75,502	$ 86,878

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with the information set forth under Selected Historical Financial Data and our consolidated financial statements and the notes to those statements included elsewhere in this prospectus. The statements in this discussion regarding our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under Risk Factors and Cautionary Note Regarding Forward-Looking Statements. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Company History

Our business was founded in 1987 as GTE Telecommunication Services Inc., a unit of GTE. In early 2000, GTE combined our business with its Intelligent Network Services business to further broaden our network services offering. In June 2000, when GTE and Bell Atlantic merged to form Verizon Communications Inc., we became an indirect, wholly owned subsidiary of Verizon.

At the time of our acquisition from Verizon on February 14, 2002, we anticipated that our future revenues from Verizon Wireless would decrease. The expected decline in Verizon Wireless revenues was based on a number of specific events, including Verizon Wireless planned movement of certain services in-house and the termination of Verizon Wireless contract with us relating to the technology supporting the OnStar application. In anticipation of this decrease, we entered into a revenue guaranty agreement on February 14, 2002 pursuant to which Verizon Information Services agreed to pay us 82.5% of the amount, if any, by which our annual revenues from Verizon Wireless and certain of its affiliates were less than specified annual revenue minimums beginning from the date of the acquisition and continuing through December 31, 2005. The revenue minimums were $45.4 million for the period from February 14, 2002 to December 31, 2002, $34.9 million for the year ended December 31, 2003, $33.5 million for the year ended December 31, 2004 and $33.2 million for the year ended December 31, 2005. These agreed-upon revenue minimums compare to $84.9 million of 2001 revenues from Verizon Wireless. Although our revenues from Verizon Wireless have declined following our acquisition from Verizon, these revenues still exceeded the revenue minimums in 2002 and 2003 and have exceeded the revenue minimums in the year-to-date period of 2004. As a result, we have not received and do not expect to receive any payments under the Verizon Wireless revenue guaranty.

At the time of the acquisition, we also had identified several other customers that we believed might cease using our clearinghouse, call processing and prepaid wireless services during 2002 and 2003. We expected a reduction in Cingular Wireless revenues due to contractual arrangements made by Cingular Wireless parent company as part of the sale of its international clearinghouse business, whereby Cingular Wireless was required to move its clearinghouse business to the buyer as part of a multi-year agreement. As a result, our clearinghouse revenues from Cingular Wireless declined from $8.6 million in 2001 to $0.6 million in 2002, which was the year that the contract was terminated. Virtually all of the Cingular Wireless clearinghouse business was moved to this other provider prior to our acquisition from Verizon.

In addition, we anticipated declines in our call processing services and enterprise solutions revenues. The decline in call processing was attributable to technology developments that have resulted in traditional call processing functionality being incorporated into more cost-effective SS7 network solutions. SS7 is the telecommunications industry s standard network signaling protocol used by substantially all carriers to enable critical telecommunications functions such as line busy signals, toll-free calling services and caller ID. This has resulted in customers increasingly moving from our call processing solution to our SS7 network, a competitor s SS7 network, in-house SS7 networks and/or direct connections with roaming partners. Call processing services revenues declined $10.0 million from $52.8 million for 2002 to $42.8 million for 2003. This decline was in line with our expectations. We expect the decline to continue at a rate similar to the 2002 to 2003 reduction. Enterprise

solutions revenues declined $5.0 million from $20.3 million in 2002 to $15.3 million in 2003, of which $4.5 million was attributed to our prepaid services offering. The decline was primarily the result of a decision by a customer to move to its parent company s prepaid wireless platform following an acquisition. This customer s decision to stop using our prepaid services was made prior to our acquisition from Verizon. We have discontinued offering any prepaid services and we no longer earn revenues from these services.

These revenue declines were partially offset by continued strength in our clearinghouse services driven by growth from existing customers or services, which we refer to as organic volume growth, and the addition of new customers. In addition, we have experienced strong network services revenue growth driven by increased intelligent network database query volumes, messaging volumes and signaling. Furthermore, the introduction of number portability services has contributed significantly to the growth of our business over this period. In order to encourage higher customer transaction volumes, our pricing strategy generally includes negotiating tiered pricing schedules with our customers based on certain established transaction volume levels. As a result, the average price per transaction for many of our products has declined over time as customers have increasingly used our services and transaction volumes have grown. We expect this trend to continue.

Acquisitions

On July 23, 2003, we merged with Brience. In connection with the merger, the former stockholders of Brience received an aggregate of 100,000 common units of Syniverse Holdings, LLC, which represented approximately 0.1% of the outstanding common units. The principal operations of Brience, now known as Syniverse Brience, at the time of the merger included the sale and servicing of its Mobile Processing Server product, an integrated software design and development environment for building mobile solutions that control formatting for wireless devices.

Since the funds associated with GTCR had a controlling interest in both Brience and Syniverse LLC at the time of the merger, the transaction was accounted for as a combination of entities under common control, similar to a pooling of interests. Accordingly, our historical consolidated financial statements include the financial results of Brience beginning on the date when the funds associated with GTCR had common control of both entities (February 14, 2002). Brience s pre-acquisition net loss included in our historical results of operations was $13.8 million and $1.9 million for the period between February 14, 2002 and December 31, 2002 and the period between January 1, 2003 and July 23, 2003, respectively.

On December 19, 2003, we acquired Softwright Holdings Limited for $0.8 million cash and the assumption of liabilities of $1.3 million. Softwright Holdings Limited, now known as Syniverse Holdings Limited, develops software products and services for mobile operators and enterprise customers. Syniverse Holdings Limited also provides mobile number portability services throughout Europe and is the sole provider of these services in the United Kingdom. Under the terms of the acquisition, we agreed to make a payment not to exceed £2.0 million to the former owners of the acquired company no later than March 31, 2005 if this operation achieved a certain predetermined profitability level, as measured by EBITDA, for the period ending October 31, 2004. No payments were required under the earn-out provision of the acquisition agreement because the Softwright subsidiary did not achieve the negotiated EBITDA targets.

On September 30, 2004, we acquired the wireless clearinghouse business of IOS North America from EDS for total consideration after purchase price adjustments of $53.7 million, which amount was paid in cash. We financed the acquisition through increased borrowings under our existing senior credit facility and available cash. The primary services of IOS North America include wireless voice and data clearinghouse services. These post-acquisition revenues will be reported in Technology Interoperability Services.

Basis of Presentation

Prior to our acquisition, we operated as a subsidiary of Verizon. As a result, the historical financial information included in this prospectus for periods prior to the acquisition does not necessarily reflect what our financial position and results of operations would have been had we operated as a separate, stand-alone entity during those periods.

Our acquisition from Verizon was accounted for using the purchase method of accounting. As a result, the acquisition has affected our results of operations in certain significant respects. The aggregate acquisition costs, including transaction costs of approximately $808.6 million, have been allocated to the tangible and intangible assets acquired and liabilities assumed by us based upon their respective fair values as of the acquisition date. This has resulted in a significant increase in our annual depreciation and amortization expense. Due to the effects of the increased borrowings used to finance the acquisition, our interest expense has increased significantly in the periods following the acquisition. In addition, due to the effects of the 10% dividend requirements of our class A cumulative redeemable convertible preferred stock issued at the time of the acquisition, our net income attributable to common stockholders has been reduced. The application of purchase accounting rules also resulted in different accounting bases, and hence the financial information for the periods beginning on February 14, 2002 are not comparable to the information prior to this date.

At the time of our acquisition of Brience, investment funds controlled by GTCR controlled both Brience and us. As a result, the acquisition has been accounted for as a combination of entities under common control, similar to a pooling of interests, whereby the assets and liabilities of Brience were combined at their historical amounts as of the date that the GTCR funds had control of both entities, which was February 14, 2002. Accordingly, our historical consolidated financial statements have been restated to include the financial results of Brience beginning on such date.

The acquisitions of Softwright and IOS North America have been accounted for using the purchase method of accounting, and hence the results of operations for such businesses have been included since their respective dates of acquisition by us.

Prior to September 30, 2004, IOS North America operated as a business unit of EDS. As a result, the historical financial information included in this prospectus with respect to IOS North America does not necessarily reflect what its financial position and results of operations would have been had it operated as a separate, stand-alone entity during the periods presented.

Introduction

We provide an integrated suite of services that simplify wireless technology complexities by integrating disparate wireless carriers systems and networks in order to provide seamless global voice and data communications to wireless subscribers. These services include:

- **Technology Interoperability Services.** We operate the largest wireless clearinghouse in North America that enables the accurate invoicing and settlement of domestic and international wireless roaming telephone calls, wireless data events and Wi-Fi sessions. We also provide SMS routing and translation services between carriers.

- **Network Services.** Through our SS7 network, we connect disparate wireless carrier networks and enable access to intelligent network database services like caller ID and provide translation and routing services to support the delivery and establishment of telephone calls.

- **Number Portability Services.** Our number portability services are used by many wireless carriers, including the five largest domestic carriers, to enable wireless subscribers to switch service providers while keeping the same telephone number.

Call Processing Services. We provide wireless carriers global call handling and fraud management solutions that allow wireless subscribers from one carrier to make and accept telephone calls while roaming on another carrier s network.

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Enterprise Solutions. Our enterprise wireless data management platform allows carriers to offer large corporate customers reporting and analysis tools to manage telecom-related expenses.

Off-Network Database Queries. We provide our network customers with access to various third-party intelligent network databases.

Revenues

Most of our revenues are transaction-based and derived from long-term contracts, typically with terms averaging three years in duration. Most of the services and solutions we offer to our customers are based on applications, network connectivity and technology platforms owned and operated by us. A small amount of our revenues are generated through software license sales. We generate our revenues primarily through the sale of our technology interoperability services, network services, number portability services, call processing services and enterprise solutions to telecommunications carriers throughout the world. In order to encourage higher customer transaction volumes, we generally negotiate tiered pricing schedules with our customers based on certain established transaction volume levels. As a result, the average per-transaction fee for many of our products has declined over time as customers have increasingly used our services and transactions volumes have grown. We expect this trend to continue. Generally, there is also a slight increase in wireless roaming telephone usage and corresponding revenues in the high-travel months of the second and third fiscal quarters.

Future increases or decreases in revenues are dependent on many factors, such as industry subscriber growth, with few of these factors known in advance. From time to time, specific events such as customer contract renewals at different terms, a customer contract termination, or a customer s decision to change technologies or to provide solutions in-house, will be known to us, and then we can estimate their impact on our revenues.

Set forth below is a brief description of our primary service offerings.

Technology Interoperability Services. We operate the largest wireless clearinghouse in North America that enables the accurate invoicing and settlement of domestic and international wireless roaming telephone calls, wireless data events and Wi-Fi sessions. We also provide SMS routing and translation services between carriers. Wireless carriers send data records to our service platforms for processing, aggregation, translation and distribution among carriers. We primarily generate revenues by charging per-transaction processing fees based on the number of data/messaging records provided to us by wireless carriers for our wireless roaming clearinghouse, SMS routing services and wireline network access billing. We recognize revenues at the time the transactions are processed. Over time, we expect the average per-transaction fee for certain services to continue to decline as a result of our volume-based pricing strategy as well as potential competitive pricing pressure. In the fourth quarter of 2004, one of our technology interoperability customers notified us that it does not intend to renew its contract for these services. We expect the annualized impact of this contract loss to be approximately $2 million.

Network Services. Through our SS7 network, we connect disparate wireless carrier networks and enable access to intelligent network database services like caller ID. We also provide translation and routing services to support the delivery and establishment of telephone calls. SS7 is the telecommunications industry s standard network signaling protocol used by substantially all carriers to enable critical telecommunications functions such as line busy signals, toll-free calling services and caller ID. We primarily generate revenues by charging per-transaction processing fees. In addition, our customers pay monthly connection fees based on the number of network connections as well as the number of switches with which a customer communicates. The per-transaction fees are based on the number of intelligent network messages and intelligent network database queries made through our network and are recognized as revenues at the time the transactions are processed. Over time, we expect the average per-transaction fee for certain services will continue to decline as a result of our volume-based pricing strategy and potential competitive pricing pressures. In addition, in the third quarter of 2004, one of our SS7 customers announced that it intends to replace our SS7 network with an in-house

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solution. We expect this development to reduce 2005 network services revenues by approximately $5 million, depending on the timing of the replacement.

In addition, a small amount of our network services revenues is generated through software license fees, maintenance agreements and professional services. License fee revenues consist principally of revenues from the licensing of our software and are generally recognized over the contract period. Maintenance agreements call for us to provide technical support and software enhancements to customers. Revenues on technical support and software enhancement rights are recognized ratably over the term of the support agreement. Professional services include consulting, training and installation services to our customers. Revenues from such services are generally recognized on a straight-line basis over the same period as the software license fees.

Number Portability Services. We provide number portability services to the wireless industry. When a wireless subscriber chooses to change carriers but keep their existing telephone number, the former carrier must send the subscriber information to the new carrier. Our services perform the necessary processing between the two carriers to allow the subscriber to change service providers while keeping their existing telephone number. We primarily generate revenues by charging per-transaction processing fees, monthly fixed fees and fees for customer implementations. We recognize processing revenues at the time the transactions and services are processed. We recognize monthly fixed fees as revenues on a monthly basis as the services are performed. We defer revenues related to customer implementations and recognize these fees on a straight-line basis over the life of the initial customer agreements. We expect pricing and revenues to remain stable over the near term. However, during the fourth quarter of 2004, we received notice from Sprint of its intention to replace the number portability error resolution services provided by us with its own internal platforms. For the nine months ended September 30, 2004, we recognized $14.0 million in revenue from Sprint for these services. We are currently in discussions with Sprint over the timing of this transition and its existing contractual obligations and we cannot yet accurately estimate the impact this will have on our future financial results.

Call Processing Services. We provide wireless carriers global call handling and fraud management solutions that allow wireless subscribers from one carrier to make and accept calls while roaming on another carrier s network. We primarily generate revenues by charging per-transaction processing fees based on the number of validation, authorization and other call processing messages generated by wireless subscribers. We recognize processing fee revenues at the time the transactions are processed. We expect our call processing revenues will continue to decline as a result of technology developments that have resulted in traditional call processing functionality being incorporated into more cost-effective SS7 network solutions. This has resulted in customers increasingly replacing our call processing solution with our SS7 network, competitor SS7 networks, in-house SS7 networks and/or direct connections with roaming partners.

Enterprise Solutions Services. Our enterprise wireless data management platform allows carriers to offer large corporate customers reporting and analysis tools to manage telecom-related expenses. We primarily generate revenues by charging per-subscriber fees. We recognize these revenues at the time the service is performed. Pricing and revenues are not expected to vary over the near term.

Off-Network Database Queries. Through interconnection with other carrier networks, we have access to other service providers databases that support caller ID and toll-free routing. If one of our customers uses our network to access another service provider s database, we are charged fees for access to that database. We pass these charges onto our customers, with little or no margin, based upon the charges we receive from these database providers. We recognize revenues at the time the transaction is performed. Over time, these revenues are expected to continue to decline as customers seek direct connections with the database providers.

For more information about how we recognize revenues for each of our service categories, please see the discussion below under Critical Accounting Policies.

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Costs and Expenses

Our costs and expenses consist of cost of operations, sales and marketing, general and administrative, and depreciation and amortization.

Cost of operations includes data processing costs, network costs, royalty costs, personnel costs associated with service implementation, training and customer care, and off-network database query charges.

Sales and marketing includes personnel costs, advertising costs, trade show costs and relationship marketing costs.

General and administrative consists primarily of research and development expenses, a portion of the expenses associated with our facilities, internal management expenses, business development expenses, and expenses for finance, legal, human resources and other administrative departments. In addition, we incur significant service development costs. These costs, which are primarily personnel, relate to technology creation, enhancement and maintenance of new and existing services. Historically, most of these costs are expensed and recorded as general and administrative expenses. The capitalized portion, which is recorded as capitalized software costs, relates to costs incurred during the application development stage for the new service offerings and significant service enhancements.

Depreciation and amortization relate primarily to our property and equipment including our SS7 network, infrastructure facilities related to information management and other intangible assets recorded in purchase accounting.

Results of Operations

Our results before and after February 14, 2002 are not generally comparable due to the effects of purchase accounting and the changes in the capital and cost structures established to operate the company on a stand-alone basis. However, to aid in the comparison to the twelve months ended December 31, 2002, we have combined the period from January 1, 2002 to February 13, 2002 and the period from February 14, 2002 to December 31, 2002 and included explanations about the effects of purchase accounting. The full twelve months ended December 31, 2002 are referred to as combined herein.

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Comparison of the Nine Months Ended September 30, 2003 and 2004

The following table presents an overview of our results of operations for the nine months ended September 30, 2003 and 2004:

	Nine Months Ended September 30, 2003	% of Revenues	Nine Months Ended September 30, 2004	% of Revenues	Nine Months 2003 vs. 2004 $	Change %
	(dollars in thousands)					
Revenues:						
Technology Interoperability Services	$ 50,246	25.0%	$ 54,507	22.3%	$ 4,261	8.5%
Network Services	81,240	40.4%	97,754	40.0%	16,514	20.3%
Number Portability Services	1,200	0.6%	34,464	14.1%	33,264	2772.0%
Call Processing Services	32,636	16.2%	25,831	10.6%	(6,805)	(20.9)%
Enterprise Solutions	11,376	5.6%	10,929	4.6%	(447)	(3.9)%
Revenues (excluding Off-Network Database Query Fees)	176,698	87.8%	223,485	91.6%	46,787	26.5%
Off-Network Database Query Fees	24,538	12.2%	20,606	8.4%	(3,932)	(16.0)%
Total revenues	201,236	100.0%	244,091	100.0%	42,855	21.3%
Costs and expenses:						
Cost of operations	80,388	39.9%	104,983	43.0%	24,595	30.6%
Sales and marketing	13,659	6.8%	15,059	6.2%	1,400	10.3%
General and administrative	28,237	14.0%	27,918	11.4%	(319)	(1.1)%
Provision for (recovery of) uncollectible accounts	1,001	0.5%	(30)	(0.0)%	(1,031)	(103.0)%
Depreciation and amortization	27,567	13.8%	30,323	12.4%	2,756	10.0%
Restructuring	2,448	1.2%	289	0.1%	(2,159)	(88.2)%
Impairment losses on intangible assets		0.0%	8,982	3.7%	8,982	100.0%
	153,300	76.2%	187,524	76.8%	34,224	22.3%
Operating income	47,936	23.8%	56,567	23.2%	8,631	18.0%
Other income (expense), net:						
Interest income	546	0.3%	927	0.4%	381	69.8%
Interest expense	(44,525)	(22.1)%	(40,165)	(16.5)%	4,360	(9.8)%
Other, net	(1)	(0.0)%	(12)	(0.0)%	(11)	1100.0%
	(43,980)	(21.8)%	(39,250)	(16.1)%	4,730	(10.8)%
Income before provision for income taxes	3,956	2.0%	17,317	7.1%	13,361	337.7%
Provision for income taxes	2,734	1.4%	6,508	2.7%	3,774	138.0%
Net income	1,222	0.6%	10,809	4.4%	9,587	784.5%
Preferred dividends	(22,814)	(11.3)%	(23,379)	(9.6)%	565	2.5%

Net income (loss) attributable to common stockholders	$ (21,592)	(10.7)%	$ (12,570)	(5.2)%	$ 9,022	(41.8)%

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Revenues

Total revenues increased $42.9 million to $244.1 million for the nine months ended September 30, 2004 from $201.2 million for the same period in 2003. Excluding Off-Network Database Query Fees, total revenues increased $46.8 million for the nine months ended September 30, 2004. The increase in revenues was primarily due to the introduction of our number portability services solution and strong volume growth in Technology Interoperability Services and Network Services revenues offset in part by decreases in Call Processing and Enterprise Solutions Services revenues.

During the fourth quarter of 2004, we renewed our contract with Verizon Wireless. Consistent with our overall pricing strategy, the terms of the new contract allow for additional price concessions that will, in the near term, reduce the combined revenues from this customer. In the long run, we believe these decreases will likely be offset in part by higher transaction volumes as well as additional service offerings to Verizon Wireless.

Technology Interoperability Services revenues increased $4.3 million to $54.5 million for the nine months ended September 30, 2004 from $50.2 million for the same period in 2003. The increase in revenues was primarily due to organic volume growth in our wireless clearinghouse services, partially offset by a decline in per-transaction fees pursuant to our volume-based pricing strategy for certain services and a competitive pricing environment.

Network Services revenues increased $16.5 million to $97.8 million for the nine months ended September 30, 2004 from $81.2 million for the same period in 2003. The increase in revenues was primarily due to strong volume growth in our Global System for Mobile Communication (GSM) transport and intelligent network database services, partially offset by a slight decline in per-transaction fees pursuant to our volume-based pricing strategy for certain of our services and a competitive pricing environment. In addition, in 2004, one of our SS7 customers announced that it intends to replace our SS7 network with an in-house solution. We expect this development to reduce 2005 network services revenues by approximately $5 million, depending on the timing of the replacement.

Number Portability Services revenues increased $33.3 million to $34.5 million for the nine months ended September 30, 2004 from $1.2 million for the same period in 2003. The increase in revenues was due to the November 24, 2003 introduction of our number portability services solution to carriers serving the top 100 Metropolitan Service Area markets in the United States and the subsequent introduction of number portability services to carriers serving the remaining Metropolitan Service Areas in the United States beginning on May 24, 2004. During the fourth quarter of 2004, we received notice from Sprint of its intention to move number portability error resolution services provided by us to its own internal platforms. For the nine months ended September 30, 2004, we recognized $14.0 million in revenues from Sprint for these services. We are currently in negotiations with Sprint over the timing of this transition and its existing contractual obligations and we cannot yet accurately estimate the impact this will have on our future financial results.

Call Processing Services revenues decreased $6.8 million to $25.8 million for the nine months ended September 30, 2004 from $32.6 million for the same period in 2003. The decline in call processing revenues was attributable to technology developments that have resulted in traditional call processing functionality being incorporated into more cost-effective SS7 network solutions. This has resulted in customers increasingly moving from our call processing solution to our SS7 network, a competitor s SS7 network, in-house SS7 networks and/or direct connections with roaming partners. We expect this decline to continue.

Enterprise Solutions Services revenues decreased $0.4 million to $10.9 million for the nine months ended September 30, 2004 from $11.4 million for the same period in 2003. The decrease in revenues was primarily due to the discontinuation of our prepaid wireless solution.

Off-Network Database Queries revenues decreased $3.9 million to $20.6 million for the nine months ended September 30, 2004 from $24.5 million for the same period in 2003. The decrease in revenues was primarily driven by customers moving to direct access and billing arrangements with third-party intelligent network database providers. We pass off-network database query fees onto our customers, with little or no margin, based upon the charges we receive from the third-party database providers. We expect this decline to continue.

Expenses

Cost of operations increased $24.6 million to $105.0 million for the nine months ended September 30, 2004 from $80.4 million for the same period in 2003. As a percentage of revenues, cost of operations increased from 39.9% to 43.0%. The increase was primarily due to the increased operational costs related to our new wireless number portability services.

Sales and marketing expenses increased $1.4 million to $15.1 million for the nine months ended September 30, 2004 from $13.7 million for the same period in 2003. The increase was primarily due to approximately $1.0 million of expenses related to the Syniverse name change and $0.2 million in costs associated with our international expansion.

General and administrative expenses decreased $0.3 million to $27.9 million for the nine months ended September 30, 2004 from $28.2 million for the same period in 2003. The decrease was primarily due to lower development expenses. Offsetting this decrease was a $0.8 million increase in costs associated with our international expansion efforts and $0.8 million in costs associated with potential acquisitions that were not consummated. As a percentage of revenues, general and administrative expenses decreased from 14.0% to 11.4%. This decrease was primarily due to an increase in revenues, while general and administrative expenses remained relatively stable.

Provision for (recovery of) uncollectible accounts decreased $1.0 million to approximately $30,000 for the nine months ended September 30, 2004 from $1.0 million for the same period in 2003. The decrease was due to reductions in the general reserve due to a lower number of customer bankruptcies and collection of previously delinquent balances.

Depreciation and amortization expenses increased $2.8 million to $30.3 million for the nine months ended September 30, 2004 from $27.6 million for the same period in 2003. The increase was due primarily to higher depreciation and amortization expenses incurred in connection with our capital expenditures related to wireless local number portability and our SS7 network expansion in 2003 and $0.7 million of amortization for the remaining trademark intangible asset related to our prior corporate name. Included in our depreciation and amortization expenses for the nine months ended 2004 and 2003 is approximately $18.6 million and $18.2 million, respectively, in amortization related to intangible assets recorded in purchase accounting due to our February 2002 acquisition from Verizon and from our December 2003 acquisition of Softwright Limited.

Restructuring expenses decreased $2.2 million to $0.3 million for the nine months ended September 30, 2004 from $2.4 million for the same period in 2003. In April 2004, we completed a restructuring plan in connection with our acquisition of Syniverse Holdings Limited resulting in the termination of ten employees. As a result, we incurred $0.3 million in severance related costs in April 2004. In February 2003, we completed another restructuring plan, resulting in the termination of 71 employees or approximately 10.6% of our workforce. As a result, we incurred $1.8 million in severance related costs in February 2003. In July 2003, we also completed a restructuring resulting in the termination of five former Brience employees. As a result, we incurred $0.6 million in severance related costs.

Impairment losses on intangible assets were $9.0 million for the nine months ended September 30, 2004. The impairment losses are related to the capitalized software associated with our call processing platforms to be discontinued and the discontinuation of a carrier s use of our access billing services. There were no impairment losses on intangible assets for the nine months ended September 30, 2003.

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Interest income increased $0.4 million to $0.9 million for the nine months ended September 30, 2004 from $0.5 million for the same period in 2003. The increase was due to higher service charges from our customers on past due accounts receivable in 2004, which we recognized on a cash basis.

Interest expense decreased $4.4 million to $40.2 million for the nine months ended September 30, 2004 from $44.5 million for the same period in 2003. The decrease was primarily due to a lower principal balance on our existing senior credit facility. This decrease was offset by $1.4 million of one-time costs incurred in the third quarter of 2004 associated with the September 30, 2004 amendment to our existing senior credit facility.

Provision for income taxes increased $3.8 million to $6.5 million for the nine months ended September 30, 2004 from $2.7 million for the same period in 2003. In 2004, our provision represents the increase in deferred tax liabilities associated with nondeductible goodwill. The increase was primarily due to the continued recognition of a significant valuation allowance against our deferred tax assets. Primarily as a result of our impairment loss in the fourth quarter of 2003, we have concluded that it is appropriate to establish a full valuation allowance against our net deferred tax assets, excluding goodwill. The deferred tax assets arise primarily from federal net operating losses which expire between 2006 and 2023. These losses relate primarily to Brience s operations in periods prior to February 14, 2002. In addition, because we do not amortize goodwill for financial reporting purposes and cannot predict if or when this deferred tax liability will be utilized, we are unable to consider the associated deferred tax liabilities at December 31, 2003 in this analysis.

Preferred dividends were $23.4 million for the nine months ended September 30, 2004 and $ 22.8 million for the nine months ended September 30, 2003. The undeclared and unpaid preferred dividends relate to the 10% preferred yield on Syniverse Holdings, Inc. s class A cumulative redeemable convertible preferred stock issued on February 14, 2002. These dividends, which compound quarterly, earned a yield of 15% for the first year which ended February 14, 2003, and earn 10% thereafter. The amounts are recorded as a part of the class A redeemable preferred stock balance.

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Comparison of 2003 to Combined Financial Statements for 2002

The following table presents an overview of our results of operations for the years ended December 31, 2003 and 2002:

	Predecessor		Successor		Successor			
	Period from January 1 to February 13, 2002	% of Revenues	Period from February 14 to December 31, 2002	% of Revenues	Year Ended December 31, 2003	% of Revenues	2002 vs. 2003 $	Change %
	(dollars in thousands)				(dollars in thousands)			
Revenues:								
Technology Interoperability Services	$ 8,464	21.2%	$ 70,215	23.7%	$ 66,536	24.5%	$ (12,143)	(15.4)%
Network Services	14,103	35.2%	99,647	33.7%	111,845	41.2%	(1,905)	(1.7)%
Number Portability Services		0.0%	860	0.3%	5,469	2.0%	4,609	535.9%
Call Processing Services	6,429	16.1%	46,336	15.7%	42,764	15.8%	(10,001)	(19.0)%
Enterprise Solutions	2,412	6.0%	17,869	6.0%	15,265	5.6%	(5,016)	(24.7)%
Revenues (excluding Off-Network Database Query Fees)	31,408	78.5%	234,927	79.4%	241,879	89.1%	(24,456)	(9.2)%
Off-Network Database Query Fees	8,588	21.5%	61,117	20.6%	29,529	10.9%	(40,176)	(57.6)%
Total revenues	$ 39,996	100.0%	$ 296,044	100.0%	$ 271,408	100.0%	$ (64,632)	(19.2)%
Costs and expenses:								
Cost of operations	20,655	51.6%	130,364	44.0%	109,744	40.4%	(41,275)	(27.3)%
Sales and marketing	2,614	6.5%	22,706	7.7%	18,631	6.9%	(6,689)	(26.4)%
General and administrative	3,001	7.5%	42,630	14.4%	39,881	14.7%	(5,750)	(12.6)%
Provision for (recovery of) uncollectible accounts	1,340	3.4%	(693)	(0.2)%	466	0.2%	(181)	(28.0)%
Depreciations and amortization	1,464	3.7%	33,285	11.2%	37,319	13.8%	2,570	7.4%
Restructuring		0.0%	2,845	1.0%	2,164	0.8%	(681)	(23.9)%
Impairment losses on intangible assets		0.0%		0.0%	53,712	19.7%	53,712	100.0%
	29,074	72.7%	231,137	78.1%	261,917	96.5%	1,706	0.7%
Operating income	10,922	27.3%	64,907	21.9%	9,491	3.5%	(66,338)	(87.5)%
Other income (expense), net:								
Interest Income	432	1.1%	965	0.4%	768	0.3%	(629)	(45.0)%
Interest expense		0.0%	(54,105)	(18.3)%	(58,128)	(21.4)%	(4,023)	7.4%
Other, net	(19)	(0.0)%	(275)	(0.1)%		0.0%	294	(100.0)%
	413	1.0%	(53,415)	(18.0)%	(57,360)	(21.1)%	(4,358)	8.2%
Income (loss) from continuing operations before provision for income taxes	11,335	28.3%	11,492	3.9%	(47,869)	(17.6)%	(70,696)	(309.7)%
Provision for income taxes	4,418	11.0%	9,320	3.2%	10,057	3.7%	(3,681)	(26.8)%
Income (loss) from continuing operations	6,917	17.3%	2,172	0.7%	(57,926)	(21.3)%	(67,015)	(737.3)%

Loss from discontinued operations		0.0%	(1,541)	(0.5)%		0.0%	1,541	(100.0)%
Net income (loss)	6,917	17.3%	631	0.2 %	(57,926)	(21.3)%	(65,474)	(867.4)%
Preferred dividends		0.0%	(33,340)	(11.2)%	(30,230)	(11.2)%	3,110	(9.3)%
Net income (loss) attributable to common stockholders	$ 6,917	17.3%	$ (32,709)	(11.0)%	$ (88,156)	(32.5)%	$ (62,364)	241.8%

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Revenues

Total revenues were $271.4 million for 2003 as compared to total combined revenues of $336.0 million for 2002, which is the total of the revenues for the period from January 1, 2002 to February 13, 2002 and the period from February 14, 2002 to December 31, 2002. The decrease of $64.6 million was primarily driven by a reduction in Off-Network Database Query fees of $40.2 million. Excluding Off-Network Database Query fees, total revenues declined $24.5 million in 2003. The primary drivers of this decrease were total reductions in revenues from Verizon Wireless of $17.9 million across our service offerings, a $7.6 million decline in call processing revenues from customers other than Verizon Wireless, a $5.9 million decrease in revenues from Adelphia Business Systems related to carrier access billings and a $3.2 million decrease in prepaid wireless services as a result of the termination of the contract of a customer which was acquired. The decline in Verizon Wireless revenues was consistent with management s expectations. Further declines in Verizon Wireless revenues could occur as a result of lower pricing of future contract renewals consistent with our volume-based pricing strategy. Over time, we believe these decreases will likely be offset, in part, by higher transaction volumes and additional service offerings to Verizon Wireless. These losses were partially offset by organic volume growth in Technology Interoperability Service and Network Services.

Technology Interoperability Services revenues were $66.5 million for 2003 as compared to combined revenues of $78.7 million for 2002. The decrease of $12.1 million was due primarily to a reduction in Verizon Wireless revenues of $5.6 million, a $5.9 million decrease in Adelphia s carrier access billing revenues, and decreases due to contract renewals for certain customers at lower rates. Verizon s revenue decrease was primarily the result of clearinghouse volume declines associated with its continued internal billing system consolidation efforts, which reduced its requirements for our services. Revenues also declined due to lower per-transaction fees pursuant to our volume-based pricing strategy for certain services and a competitive pricing environment. These revenue decreases in our wireless clearinghouse services were partially offset by organic volume growth.

Network Services revenues were $111.8 million for 2003 as compared to combined revenues of $113.8 million for 2002. The primary driver of this $1.9 million decrease was the $12.4 million reduction of revenues from Verizon Wireless, offset by increased revenues generated by strong volume growth in our network transport and intelligent network database services. Associated with our volume growth was a decline in per-transaction fees pursuant to our volume-based pricing strategy and a competitive pricing environment.

Number Portability Services revenues were $5.5 million for 2003, as compared to combined revenues of $0.9 million for 2002. The $4.6 million increase in 2004 was due to the November 24, 2003 launch of our wireless number portability services. Our 2003 results include only five weeks of revenues from these newly introduced services.

Call Processing Services revenues decreased $10.0 million to $42.8 million for 2003 as compared to combined revenues of $52.8 million for 2002. Revenues from Verizon Wireless in this category declined $2.4 million in 2003 with the remaining decline attributed to our other customers. The decline was attributable to technology developments that have resulted in traditional call processing functionality being incorporated into more cost-effective and robust SS7 network solutions. This has resulted in customers increasingly moving from our call processing solution to our SS7 network, a competitor s SS7 network, in-house SS7 networks and/or direct connections with roaming partners. We expect this decline to continue.

Enterprise Solutions Services revenues were $15.3 million for 2003 as compared to combined revenues of $20.3 million for 2002. The decrease of $5.0 million is primarily due to the anticipated loss of a customer using our prepaid wireless solution. We no longer offer this prepaid wireless service.

Off-Network Database Queries revenues were $29.5 million for 2003 as compared to combined revenues of $69.7 million for 2002. The decrease of $40.2 million was driven by customers moving to direct billing arrangements with third-party intelligent network database providers. We pass off-network database query fees on to our customers, with little or no margin, based upon the charges we receive from the third-party database providers. We expect this decline to continue.

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Expenses

Cost of operations was $109.7 million for the year ended December 31, 2003. Cost of operations was $20.7 million in the period from January 1, 2002 to February 13, 2002 and $130.4 million in the period from February 14, 2002 to December 31, 2002. Combined cost of operations was $151.0 million for the year ended December 31, 2002. The decrease of $41.3 million for 2003 as compared to combined 2002 was primarily due to lower Off-Network Database Query Fees of $40.2 million and savings due to the workforce restructurings that occurred in April and August of 2002 and February and July 2003. Cost of operations as a percentage of revenues were 40.4% in the year ended December 31, 2003, as compared to 51.6% in the period from January 1, 2002 to February 13, 2002, and 44.0% in the period from February 14, 2002 to December 31, 2002 for a combined total of 44.9% in the period from January 1, 2002 to December 31, 2002. This percentage decrease is primarily due to the decline in Off-Network Database Query Fees.

Sales and marketing expenses were $18.6 million for the year ended December 31, 2003. Sales and marketing expenses were $2.6 million in the period from January 1, 2002 to February 13, 2002 and $22.7 million in the period from February 14, 2002 to December 31, 2002. Combined sales and marketing expenses were $25.3 million for the year ended December 31, 2002. The decrease of $6.7 million for 2003 as compared to combined 2002 was due to lower headcount and employee-related expenses within the sales and marketing organization resulting from the reductions in the workforce in April and August of 2002 and February and July 2003. Offsetting this decrease was a $1.6 million increase in costs associated with our international expansion efforts. Sales and marketing expenses as a percentage of revenues were 6.9% in the year ended December 31, 2003, as compared to 6.5% in the period from January 1, 2002 to February 13, 2002 and 7.7% in the period from February 14, 2002 to December 31, 2002 for a combined total of 7.5% in the period from January 1, 2002 to December 31, 2002.

General and administrative expenses were $39.9 million for the year ended December 31, 2003. General and administrative expenses were $3.0 million in the period from January 1, 2002 to February 13, 2002 and $42.6 million in the period from February 14, 2002 to December 31, 2002. Combined general and administrative expenses were $45.6 million for the year ended December 31, 2002. The decrease of $5.8 million for 2003 as compared to combined 2002 was due to lower development expenses, and reductions in our workforce in April and August of 2002 and February and July 2003. Offsetting this decrease was a $0.6 million increase in costs associated with our international expansion efforts. General and administrative expenses as a percentage of revenues were 14.7% in the year ended December 31, 2003, as compared to 7.5% in the period from January 1, 2002 to February 13, 2002 and 14.4% in the period from February 14, 2002 to December 31, 2002 for a combined total of 13.6% in the period from January 1, 2002 to December 31, 2002.

Provision for (recovery of) uncollectible accounts was $0.5 million for the year ended December 31, 2003. Provision for uncollectible accounts was $1.3 million in the period from January 1, 2002 to February 13, 2002 and a net recovery of $0.7 million in the period from February 14, 2002 to December 31, 2002. Combined provision for uncollectible accounts was $0.6 million for the year ended December 31, 2002. The decrease of $0.2 million for 2003 as compared to combined 2002 was due to a lower number of customer bankruptcies. Provision for uncollectible accounts as a percentage of revenues were 0.2% in the year ended December 31, 2003, as compared to 3.4% in the period from January 1, 2002 to February 13, 2002 and (0.2)% in the period from February 14, 2002 to December 31, 2002 for a combined total of 0.2% in the period from January 1, 2002 to December 31, 2002.

Depreciation and amortization expenses were $37.3 million for the year ended December 31, 2003. Depreciation and amortization expenses were $1.5 million in the period from January 1, 2002 to February 13, 2002 and $33.3 million in the period from February 14, 2002 to December 31, 2002. Combined depreciation and amortization expenses were $34.7 million for the year ended December 31, 2002. The increase of $2.6 million for 2003 as compared to combined 2002 was due to higher depreciation and amortization expenses related to intangible assets recorded in purchase accounting associated with our 2002 acquisition from Verizon and from the acquisition of Softwright. Included in our depreciation and amortization expenses for the year ended December 31, 2003 and the period from February 14, 2002 to December 31, 2002 is approximately $24.2 million

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and $20.0 million in amortization related to these acquisitions, respectively. Depreciation and amortization expenses as a percentage of revenues were 13.8% in the year ended December 31, 2003, as compared to 3.7% in the period from January 1, 2002 to February 13, 2002 and 11.2% in the period from February 14, 2002 to December 31, 2002 for a combined total of 10.3% in the period from January 1, 2002 to December 31, 2002.

Restructuring expenses were $2.2 million in the year ended December 31, 2003. We had no restructuring expenses in the period from January 1, 2002 to February 13, 2002 and $2.8 million of restructuring expenses in the period from February 14, 2002 to December 31, 2002. This resulted in a decrease of $0.7 million for 2003 as compared to combined 2002. On February 28, 2003, we completed a restructuring plan, resulting in the termination of 71 employees or approximately 10.6% of our workforce. As a result, we accrued $1.8 million in severance related costs in February 2003. In July 2003, we recorded an additional restructuring expense of $0.6 million related to terminations made at the time of our merger with Brience. Restructuring expenses as a percentage of revenues were 0.8% in the year ended December 31, 2003, as compared to 0.0% in the period from January 1, 2002 to February 13, 2002 and 1.0% in the period from February 14, 2002 to December 31, 2002 for a combined total of 0.8% in the period from January 1, 2002 to December 31, 2002.

Impairment losses on intangible assets. Due to the re-branding and re-naming of Syniverse Technologies effective March 1, 2004, we recognized impairment losses of $51.0 million related to the TSI Telecommunication Services Inc. trademark. We also recognized impairment losses of $2.7 million related to capitalized software write-offs arising primarily due to the discontinuation of prepaid wireless services. Impairment losses on intangible assets as a percentage of revenues were 19.7% for 2003. There were no impairment losses in combined 2002.

Interest income was $0.8 million for the year ended December 31, 2003. Interest income was $0.4 million in the period from January 1, 2002 to February 13, 2002 and $1.0 million in the period from February 14, 2002 to December 31, 2002. Combined interest income was $1.4 million for the year ended December 31, 2002. The decrease of $0.6 million for 2003 as compared to combined 2002 was due to the extinguishment of the note receivable from Verizon in February 2002, offset by improved collections from our customers in 2003 increasing our cash balances. Interest income as a percentage of revenues was 0.3% for the year ended December 31, 2003, as compared to 1.1% in the period from January 1, 2002 to February 13, 2002 and 0.4% in the period from February 14, 2002 to December 31, 2002, for a combined total interest income of 0.4% of revenues in the period from January 1, 2002 to December 31, 2002.

Interest expense was $58.1 million for the year ended December 31, 2003. There was no interest expense in the period from January 1, 2002 to February 13, 2002. Interest expense was $54.1 million in the period from February 14, 2002 to December 31, 2002. The decrease of $4.0 million for 2003 as compared to combined 2002 was primarily due to a lower principal balance on our existing senior credit facility. Interest expense as a percentage of revenues was 21.4% in the year ended December 31, 2003, as compared to 0.0% in the period from January 1, 2002 to February 13, 2002 and 18.3% in the period from February 14, 2002 to December 30, 2002 for a combined total interest expense of 16.1% of revenues in the period from January 1, 2002 to December 31, 2002.

Provision for income taxes was $10.1 million for the year ended December 31, 2003. Provision for income taxes was $4.4 million in the period from January 1, 2002 to February 13, 2002 and $9.3 million in the period from February 14, 2002 to December 31, 2002. Combined provision for income taxes was $13.7 million for the year ended December 31, 2002. The decrease of $3.7 million for 2003 as compared to combined 2002 was primarily due to the large loss for financial reporting purposes in 2003, primarily attributable to the impairment losses. Primarily as a result of our impairment loss in the fourth quarter of 2003, we concluded that it was appropriate to establish a full valuation allowance against our net deferred tax assets, excluding defined tax liabilities related to goodwill, resulting in a net tax expense of $10.1 million. The deferred tax assets arise primarily from federal net operating losses which expire between 2006 and 2023. These net operating losses relate primarily to Brience s operations in periods prior to February 14, 2002. Because we do not amortize

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goodwill for financial reporting purposes and cannot predict if or when this deferred tax liability will turn, we are unable to consider the associated deferred tax liabilities in this analysis. Provision for income taxes as a percentage of revenues was 3.7% in the year ended December 31, 2003, as compared to 11.0% in the period from January 1, 2002 to February 13, 2002 and 3.2% in the period from February 14, 2002 to December 30, 2002, for a combined total of 4.1% in the period from January 1, 2002 to December 31, 2002.

Loss on discontinued operations was $1.5 million for the period from February 14, 2002 to December 31, 2002. This loss is due to Brience s divestiture of its Hello Asia subsidiary in July 2002. Loss on discontinued operations as a percentage of revenues was 0.5% for 2002. There were no discontinued operations in 2003.

Preferred dividends were $33.3 million in the period from February 14, 2002 to December 31, 2002 and $30.2 million for the year ended December 31, 2003. The undeclared and unpaid preferred dividends relate to the 10% preferred yield on Syniverse Holdings, Inc. s class A cumulative redeemable convertible preferred stock issued on February 14, 2002. These dividends, which compound quarterly, earned a yield of 15% for the first year which ended on February 14, 2003 and earn 10% thereafter. The amounts are recorded as a part of the class A redeemable preferred stock balance.

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Comparison of Combined Financial Statements for 2002 to Financial Statements for 2001

The following table presents an overview of our results of operations for the years ended December 31, 2001 and 2002:

	Predecessor				Successor			
	Year Ended December 31, 2001	% of Revenues	Period from January 1 to February 13, 2002	% of Revenues	Period from February 14 to December 31, 2002	% of Revenues	2001 vs. 2002 $	Change %
	(dollars in thousands)				(dollars in thousands)			
Revenues:								
Technology Interoperability Services	$ 82,312	22.7%	$ 8,464	21.2%	$ 70,215	23.7%	$ (3,633)	(4.4)%
Network Services	105,369	29.2%	14,103	35.2%	99,647	33.7%	8,381	8.0%
Number Portability Services		0.0%		0.0%	860	0.3%	860	100.0%
Call Processing Services	65,241	18.1%	6,429	16.1%	46,336	15.7%	(12,476)	(19.1)%
Enterprise Solutions	39,319	10.9%	2,412	6.0%	17,869	6.0%	(19,038)	(48.4)%
Revenues (excluding Off-Network Database Query Fees)	292,241	80.9%	31,408	78.5%	234,927	79.4%	(25,906)	(8.9)%
Off-Network Database Query Fees	69,117	19.1%	8,588	21.5%	61,117	20.6%	588	0.9%
Total revenues	$ 361,358	100.0%	$ 39,996	100.0%	$ 296,044	100.0%	$ (25,318)	(7.0)%
Costs and expenses:								
Cost of operations	169,025	46.8%	20,655	51.6%	130,364	44.0%	(18,006)	(10.7)%
Sales and marketing	24,348	6.7%	2,614	6.5%	22,706	7.7%	972	4.0%
General and administrative	41,245	11.4%	3,001	7.5%	42,630	14.4%	4,386	10.6%
Provision for (recovery of) uncollectible accounts	2,207	0.6%	1,340	3.4%	(693)	(0.2)%	(1,560)	(70.7)%
Depreciations and amortization	15,203	4.2%	1,464	3.7%	33,285	11.2%	19,546	128.6%
Restructuring		0.0%		0.0%	2,845	1.0%	2,845	100.0%
	252,028	69.7%	29,074	72.7%	231,137	78.1%	8,183	3.2%
Operating income	109,330	30.3%	10,922	27.3%	64,907	21.9%	(33,501)	(30.6)%
Other income (expense), net:								
Interest income	3,903	1.1%	432	1.1%	965	0.4%	(2,506)	(64.2)%
Interest expense		0.0%		0.0%	(54,105)	(18.3)%	(54,105)	100.0%
Other, net	(80)	(0.0)%	(19)	(0.0)%	(275)	(0.1)%	(214)	267.5%
	3,823	1.1%	413	1.0%	(53.415)	(18.0)%	(56,825)	(1486.4)%
Income from continuing operations before provision for income taxes	113,153	31.3%	11,335	28.3%	11,492	3.9%	(90,326)	(79.8)%
Provision for income taxes	43,895	12.1%	4,418	11.0%	9,320	3.2%	(30,157)	(68.7)%
Income from continuing operations	69,258	19.2%	6,917	17.3%	2,172	0.7%	(60,169)	(86.9)%
Loss from discontinued operations		0.0%		0.0%	(1,541)	(0.5)%	(1,541)	100.0%

Net income	69,258	19.2%	6,917	17.3%	631	0.2%	(61,710)	(89.1)%
Preferred dividends		0.0%		0.0%	(33,340)	(11.2)%	(33,340)	100.0%
Net income (loss) attributable to common stockholders	$ 69,258	19.2%	$ 6,917	17.3%	$ (32,709)	(11.0)%	$ (95,050)	(137.2)%

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Revenues

Total revenues were $336.0 million for 2002, which is the total of the revenues for the period from January 1, 2002 to February 13, 2002 and the period from February 14, 2002 to December 31, 2002, as compared to revenues of $361.4 million for 2001. Excluding Off-Network Database Query fees, total revenues declined $25.9 million in 2002. The primary drivers of this decrease were reductions in revenues from Verizon Wireless of $19.1 million, revenues from Cingular Wireless clearinghouse services of $8.0 million, call processing revenues from customers other than Verizon Wireless of $10.1 million and prepaid wireless revenues from customers other than Verizon Wireless of $8.2 million. The reduction in revenues from Cingular Wireless was due to contractual arrangements made by Cingular Wireless parent upon the sale of its international clearinghouse business, whereby Cingular Wireless was required to move its clearinghouse business to the buyer. These revenue declines were partially offset by strong volume growth in Technology Interoperability Services and the addition of several new Network Services customers.

Technology Interoperability Services revenues were $78.7 million for combined 2002 as compared to $82.3 million for 2001. The primary drivers of this $3.6 million decrease were the decreases of Verizon revenues by $7.2 million and Cingular Wireless revenues by $8.0 million. The Verizon revenues decline resulted primarily from Verizon consolidating certain internal billing systems, which reduced their requirements for our services. Cingular Wireless moved its clearinghouse business to the buyer as part of a multi-year agreement. This decrease was also attributable to a decline in per-transaction fees pursuant to our volume-based pricing strategy and a competitive pricing environment. The reduction was partially offset by strong organic growth in our wireless clearinghouse services.

Network Services revenues were $113.8 million for combined 2002 as compared to revenues of $105.4 million for 2001. The increase of $8.4 million was due to organic volume growth in our network transport services and intelligent network database services and the addition of several new customers. This growth in revenue was partially offset by a decline in per-transaction fees pursuant to our volume-based pricing strategy and a competitive pricing environment.

Call Processing Services revenues decreased $12.5 million to $52.8 million for combined 2002 as compared to revenues of $65.2 million for 2001. Verizon Wireless revenue declined $2.3 million in 2002. The remaining decline was attributable to technology developments that have resulted in traditional call processing functionality being incorporated into more cost-effective SS7 network solutions. This has resulted in customers increasingly moving from our call processing solution to our SS7 network, a competitor s SS7 network, in-house SS7 networks and/or direct connections with roaming partners. We expect this decline to continue.

Enterprise Solutions Services revenues were $20.3 million for combined 2002 as compared to revenues of $39.3 million for 2001. The decrease was $19.0 million during this period. Of this amount, $4.4 million was related to Verizon Wireless consolidating its prepaid service with other Verizon affiliates and $8.8 million was due to Verizon Wireless retaining the customer contracts related to the OnStar revenue stream at the time of our acquisition from Verizon. In addition, a non-recurring hardware sale of approximately $6.5 million occurred in 2001.

Number Portability Services revenues were $0.9 million for combined 2002 and related services rendered for carrier preparation for the 2003 introduction of wireless number portability.

Off-Network Database Queries revenues were $69.7 million for combined 2002 as compared to revenues of $69.1 million for 2001. The increase of $0.6 million was driven by higher database transactions. We pass these charges on to our customers, with little or no margin, based upon the charges we receive from the third-party intelligent network database providers.

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Expenses

Cost of operations was $20.7 million in the period from January 1, 2002 to February 13, 2002 and $130.4 million in the period from February 14, 2002 to December 31, 2002. Combined cost of operations was $151.1 million for the year ended December 31, 2002. Cost of operations was $169.0 million for the year ended December 31, 2001. The decrease of $17.9 million for combined 2002 as compared to 2001 was primarily due to reduced pricing for data processing services and the workforce reductions that occurred in April and August of 2002. The reduced pricing for data processing services is primarily related to our separation from Verizon as we renegotiated our contract with Verizon for data processing services. Our cost savings from this process were approximately $12.0 million in 2002. Cost of operations as a percentage of revenues were 51.6% in the period from January 1, 2002 to February 13, 2002, and 44.0% in the period from February 14, 2002 to December 31, 2002 for a combined total of 44.9% in the twelve-month period ended December 31, 2002, as compared to 46.8% in the year ended December 31, 2001. The percentage decline in 2002 was primarily due to reduced pricing for data processing services upon our separation from Verizon.

Sales and marketing expenses were $2.6 million in the period from January 1, 2002 to February 13, 2002 and $22.7 million in the period from February 14, 2002 to December 31, 2002. Combined sales and marketing expenses were $25.3 million for the year ended December 31, 2002. Sales and marketing expenses were $24.3 million for the year ended December 31, 2001. The increase of $1.0 million for combined 2002 as compared to 2001 is primarily due to the inclusion of historical Brience results which were $3.3 million in 2002, offset by lower headcount and employee-related expenses within the sales organization resulting from the reductions in workforce. Sales and marketing expenses as a percentage of revenues were 6.5% in the period from January 1, 2002 to February 13, 2002 and 7.7% in the period from February 14, 2002 to December 31, 2002 for a combined total of 7.5% in the period from January 1, 2002 to December 31, 2002, as compared to 6.7% in the period from January 1, 2001 to December 31, 2001.

General and administrative expenses were $3.0 million in the period from January 1, 2002 to February 13, 2002 and $42.6 million in the period from February 14, 2002 to December 31, 2002. Combined general and administrative expenses were $45.6 million for the year ended December 31, 2002. General and administrative expenses were $41.2 million for the year ended December 31, 2001. The increase of $4.4 million for combined 2002 as compared to 2001 is primarily due to the inclusion of historical Brience results, which were $9.2 million in 2002, offset by lower development expenses as well as the reductions in workforce, which occurred in April and August of 2002. General and administrative expenses as a percentage of revenues were 7.5% in the period from January 1, 2002 to February 13, 2002 and 14.4% in the period from February 14, 2002 to December 31, 2002 for a combined total of 13.6% in the period from January 1, 2002 to December 31, 2002, as compared to 11.4% in the period from January 1, 2001 to December 31, 2001. This percentage increase is primarily due to Brience s general and administrative expenses which were higher than its revenues.

Provision for (recovery of) uncollectible accounts was $1.3 million in the period from January 1, 2002 to February 13, 2002 and ($0.7) million in the period from February 14, 2002 to December 31, 2002. Combined provision for (recovery of) uncollectible accounts was $0.6 million for the year ended December 31, 2002. Provision for (recovery of) uncollectible accounts was $2.2 million for the year ended December 31, 2001. The decrease of $1.6 million for combined 2002 as compared to 2001 is primarily due to lowered allowances related to our Competitive Local Exchange Carrier customers. Provision for (recovery of) uncollectible accounts as a percentage of revenues were 3.4% in the period from January 1, 2002 to February 13, 2002 and (0.2%) in the period from February 14, 2002 to December 31, 2002 for a combined total of 0.2% in the period from January 1, 2002 to December 31, 2002, as compared to 0.6% in the period from January 1, 2001 to December 31, 2001.

Depreciation and amortization expenses were $1.5 million in the period from January 1, 2002 to February 13, 2002 and $33.3 million in the period from February 14, 2002 to December 31, 2002. Combined depreciation and amortization expenses were $34.8 million for the year ended December 31, 2002. Depreciation and amortization expenses were $15.2 million for the year ended December 31, 2001. The increase of $19.6 million for combined 2002 as compared to 2001 is primarily due to higher depreciation and amortization expenses related to intangible

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assets recorded in purchase accounting associated with our 2002 acquisition from Verizon. Included in our depreciation and amortization expenses for the year ended December 31, 2002 is approximately $20.0 million in amortization related to our acquisition from Verizon. Depreciation and amortization expenses as a percentage of revenues were 3.7% in the period from January 1, 2002 to February 13, 2002 and 11.2% in the period from February 14, 2002 to December 31, 2002 for a combined total of 10.3% in the period from January 1, 2002 to December 31, 2002, as compared to 4.2% in the period from January 1, 2001 to December 31, 2001.

Restructuring. On August 29, 2002, we completed a restructuring resulting in the termination of 73 employees, or approximately 10% of the workforce at that time. As a result, we accrued $2.8 million in severance related costs in August 2002. Restructuring expense as a percentage of revenues was 1.0% in the period from February 14, 2002 to December 31, 2002 for a combined total restructuring expense of 0.8% of revenues in the period from January 1, 2002 to December 31, 2002.

Interest income was $0.4 million in the period from January 1, 2002 to February 13, 2002 and $1.0 million in the period from February 14, 2002 to December 31, 2002. Combined interest income was $1.4 million for the year ended December 31, 2002. Interest income was $3.9 million for the year ended December 31, 2001. The decrease of $2.5 million for combined 2002 as compared to 2001 is primarily due to the extinguishment of the note receivable from Verizon in February 2002. Interest income as a percentage of revenues was 1.1% in the period from January 1, 2002 to February 13, 2002 and 0.4% in the period from February 14, 2002 to December 31, 2002, for a combined total interest income of 0.4% of revenues in the period from January 1, 2002 to December 31, 2002, down from 1.1% of revenues in the period from January 1, 2001 to December 31, 2001.

Interest expense. There was no interest expense in the period from January 1, 2002 to February 13, 2002. Interest expense was $54.1 million in the period from February 14, 2002 to December 31, 2002. There was no interest expense in the year ended December 31, 2001. The increase of $54.1 million for combined 2002 as compared to 2001 is due to the issuance of debt in connection with the acquisition of Syniverse. Interest expense as a percentage of revenues was 18.3% in the period from February 14, 2002 to December 31, 2002 for a combined total interest expense of 16.1% of revenues in the period from January 1, 2002 to December 31, 2002.

Provision for income taxes was $4.4 million in the period from January 1, 2002 to February 13, 2002 and $9.3 million in the period from February 14, 2002 to December 31, 2002. Combined provision for income taxes was $13.7 million for the year ended December 31, 2002. Provision for income taxes was $43.9 million for the year ended December 31, 2001. The decrease of $30.2 million for combined 2002 as compared to 2001 is primarily due to our lower net income due to higher net interest expense associated with the debt incurred in 2002 and higher depreciation and amortization expense in connection with our acquisition. Provision for income taxes as a percentage of revenues was 11.0% in the period from January 1, 2002 to February 13, 2002 and 3.2% in the period from February 14, 2002 to December 31, 2002, for a combined total of 4.1% in the period from January 1, 2002 to December 31, 2002, as compared to 12.1% in the period from January 1, 2001 to December 31, 2001.

Preferred dividends were $33.3 million in the period from February 14, 2002 to December 31, 2002. The undeclared and unpaid dividends relate to 15% preferred yield on the Syniverse Holdings, Inc. s class A cumulative redeemable convertible preferred stock issued on February 14, 2002. These dividends, which compound quarterly, earned a yield of 15% for the first year which ends on February 14, 2003 and earn 10% thereafter. The amounts are recorded as a part of the class A redeemable preferred stock balance.

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Selected Quarterly Results of Operations

The following table sets forth selected unaudited statement of income data for the seven quarters ended September 30, 2004, both in dollar amounts and as a percentage of total revenues. This data should be read in conjunction with the audited financial statements for the year ended December 31, 2003 and the nine months ended September 30, 2004 and related notes included elsewhere in this prospectus. Generally, there is a seasonal increase in wireless roaming telephone usage and corresponding revenues in the high-travel months of the second and third fiscal quarters.

	Quarter Ended						
	March 31, 2003	June 30, 2003	September 30, 2003	December 31, 2003	March 31, 2004	June 30, 2004	September 30, 2004
	(dollars in thousands)						
Revenues:							
Technology Interoperability Services	$ 14,544	$ 17,073	$ 18,628	$ 16,290	$ 15,279	$ 18,309	$ 20,919
Network Services	27,380	26,973	26,888	30,605	29,811	34,857	33,086
Number Portability Services	274	461	465	4,269	11,132	11,772	11,560
Call Processing Services	10,178	11,147	11,311	10,128	9,312	8,242	8,278
Enterprise Solutions	3,898	3,683	3,795	3,889	3,724	3,696	3,508
Revenues excluding Off-Network Database Query Fees.	56,274	59,337	61,087	65,181	69,258	76,876	77,351
Off-Network Database Query Fees	8,038	8,139	8,361	4,991	7,412	8,065	5,129
Total revenues	64,312	67,476	69,448	70,172	76,670	84,941	82,480
Total costs and expenses	52,024	50,593	50,683	108,617	59,589	60,267	67,668
Operating income	12,288	16,883	18,765	(38,445)	17,081	24,674	14,812
Other income (expense), net	(16,926)	(13,777)	(13,277)	(13,380)	(13,766)	(11,966)	(13,518)
Income (loss) before provision for income taxes	(4,638)	3,106	5,488	(51,825)	3,315	12,708	1,294
Provision for income taxes	(1,459)	1,819	2,374	7,323	2,104	2,088	2,316
Net income (loss)	(3,179)	1,287	3,114	(59,148)	1,211	10,620	(1.022)
Preferred dividends	(8,521)	(7,059)	(7,235)	(7,416)	(7,601)	(7,791)	(7,986)
Net income (loss) attributable to common stockholders	$ (11,700)	$ (5,772)	$ (4,121)	$ (66,564)	$ (6,390)	$ 2,829	$ (9,008)

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	Percentage of Total Revenues for the Quarter Ended						
	March 31, 2003	June 30, 2003	September 30, 2003	December 31, 2003	March 31, 2004	June 30, 2004	September 30, 2004
Revenues:							
Technology Interoperability Services	22.6%	25.3%	26.8%	23.2%	19.9%	21.5%	25.4%
Network Services	42.6%	40.0%	38.7%	43.6%	38.9%	41.0%	40.1%
Number Portability Services	0.4%	0.7%	0.7%	6.1%	14.5%	13.9%	14.0%
Call Processing Services	15.8%	16.5%	16.3%	14.4%	12.1%	9.7%	10.0%
Enterprise Solutions	6.1%	5.5%	5.5%	5.5%	4.9%	4.4%	4.3%
Revenues excluding Off-Network Database Query Fees.	87.5%	87.9%	88.0%	92.9%	90.3%	90.5%	93.8%
Off-Network Database Query Fees	12.5%	12.1%	12.0%	7.1%	9.7%	9.5%	6.2%
Total revenues	100%	100%	100%	100%	100%	100%	100%
Total costs and expenses	80.9%	75.0%	73.0%	154.8%	77.7%	71.0%	82.0%
Operating income	19.1%	25.0%	27.0%	(54.8)%	22.3%	29.0%	18.0%
Other income (expense), net	(26.3)%	(20.4)%	(19.1)%	(19.1)%	(18.0)%	(14.0)%	(16.4)%
Income (loss) before provision for income taxes	(7.2)%	4.6%	7.9%	(73.9)%	4.3%	15.0%	1.6%
Provision for income taxes	(2.3)%	2.7%	3.4%	10.4%	2.7%	2.5%	2.8%
Net income (loss)	(4.9)%	1.9%	4.5%	(84.3)%	1.6%	12.5%	(1.2)%
Preferred dividends	(13.2)%	(10.5)%	(10.4)%	(10.6)%	(9.9)%	(9.2)%	(9.7)%
Net income (loss) attributable to common stockholders	(18.2)%	(8.6)%	(5.9)%	(94.9)%	(8.3)%	3.3%	(10.9)%

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Liquidity and Capital Resources

Cash Flow Information

During the nine months ended September 30, 2004, our operations generated $54.3 million of cash as compared to $35.1 million for the comparable period in 2003. The increase was primarily attributable to higher net income in the nine months ended September 30, 2004. Cash and cash equivalents were $13.0 million at September 30, 2004 as compared to $8.3 million at December 31, 2003. This increase was due primarily to higher net income and lower debt service requirements. Our working capital increased $45.3 million, to $43.8 million at September 30, 2004 from a negative $1.5 million at December 31, 2003. This increase in working capital was primarily due to the increase in our accounts receivable driven by the implementation of our Number Portability Services solution and a decrease in our current liabilities due to lower current maturities as a result of the third amendment of our existing senior credit facility. Capital expenditures for property and equipment, including capitalized software costs, increased to $17.4 million for the nine months ended September 30, 2004 from $12.1 million for the nine months ended September 30, 2003.

During the year ended December 31, 2003, our operations generated $48.4 million of cash compared to $60.9 million for the comparable period in 2002. The decrease was primarily attributable to increased interest payments made in the year ended December 31, 2003. Cash and cash equivalents were $8.3 million at December 31, 2003 as compared to $42.2 million at December 31, 2002. This decrease was due primarily to the payment of our $37.3 million excess cash sweep required under our existing senior credit facility in March 2003. A similar excess cash sweep payment of $3.0 million was required in March 2004. Our working capital decreased $8.7 million, to negative $1.5 million at December 31, 2003 from $7.2 million at December 31, 2002. This decrease in working capital was primarily due to the increase in scheduled debt service required by our existing senior credit facility in 2004. Capital expenditures for property and equipment, including capitalized software costs, increased to $18.3 million for the year ended December 31, 2003 from $12.9 million for the year ended December 31, 2002. Dividends paid to Verizon, excluding non-cash distributions, were $11.3 million in 2002.

During the combined year ended December 31, 2002, our operations generated $60.9 million of cash compared to $131.3 million for the comparable period in 2001. The decrease was primarily attributable to income tax payments made during the period from January 1, 2002 to February 13, 2002, the payment of closing costs related to our acquisition from Verizon, the inclusion of historical Brience results and interest payments and debt service payments made during the period from February 14, 2002 to December 31, 2002. Cash and cash equivalents were $42.2 million at December 31, 2002 as compared to $0.3 million at December 31, 2001, since we participated in a cash sweep program with Verizon prior to our acquisition from Verizon. Our working capital decreased $99.5 million, to $7.2 million at December 31, 2002 from $106.7 million at December 31, 2001, primarily due to the elimination of the note receivable from Verizon at the acquisition date, payment of the current portion of term note B and higher transition-related expense accruals. Capital expenditures for property and equipment, including capitalized software costs, increased to $12.9 million for the combined year ended December 31, 2002 from $10.4 million for the year ended December 31, 2001. Dividends paid to Verizon, excluding non-cash distributions, were $11.3 million in 2002 and $33.8 million in 2001.

For fiscal 2003, we spent approximately $18.3 million for capital expenditures, primarily for investment in Wireless Local Number Portability and our SS7 network expansion. For the nine months ended September 30, 2004, we spent approximately $17.4 million for capital expenditures, primarily for investment in our SS7 network. For 2004 as a whole, we expect to spend approximately $23.0 million for capital expenditures, primarily for our SS7 network expansion and infrastructure to support our products. We expect capital expenditures in 2005 to be within the range of the last two years, prior to the incurrence of the one-time capital expenses discussed in the following paragraph.

We have negotiated a lease for approximately 198,000 square feet of new office space for our headquarters in Tampa, Florida. This lease has not been executed but we currently expect that it will be executed in the near future with an expected lease commencement date in November 2005. If we enter into this lease, we expect to

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incur one-time incremental operating expenses associated with the move of between $8 and $10 million and one-time capital costs associated with facility buildout of between $8 and $10 million. We expect to incur these one-time moving-related costs and expenses, which include duplicative lease payments during the transition period and facility buildout costs, during 2005 and 2006.

Our acquisition from Verizon was financed through borrowings of $298.7 million under our existing senior credit facility, the sale of $245 million in aggregate principal amount of our 12 3/4% senior subordinated notes due 2009 in a private placement and the sale by Syniverse Holdings, LLC of preferred and common units for approximately $255.3 million in cash.

Debt and Credit Facilities

Existing Senior Credit Facility

In February 2002, we entered into our existing senior credit facility, which provides for aggregate borrowings of up to $328.3 million. The facility is comprised of a revolving credit facility of up to $35.0 million in revolving credit loans and letters of credit with the funds available for general corporate purposes including working capital, capital expenditures, acquisitions and a term loan B facility of $293.3 million in term loans. The revolving line of credit and the term note each bear interest at variable rates based on, at our option, LIBOR or the greater of the Prime Rate and the weighted average of the rates on overnight federal funds transactions plus 0.5%.

In May 2002, we repaid $5.4 million of the outstanding revolving credit facility. Draws and repayments are made against the revolving credit facility as needed.

On September 25, 2003, we amended our existing senior credit facility to: (i) increase the maximum consolidated leverage and consolidated senior debt ratios; (ii) reduce the minimum consolidated interest coverage ratios beginning with the third and fourth fiscal quarters of 2003 and the four fiscal quarters of 2004, 2005 and beyond; and (iii) reduce the minimum consolidated fixed charge coverage ratio. In addition, the amendment increased the permitted level of capital expenditures for fiscal years 2004 and 2005 and clarified that the operations of Brience for periods prior to its acquisition would not be included in the covenant calculation.

On March 11, 2004, we further amended our existing senior credit facility to: (i) provide for the incurrence under our existing senior credit facility of new additional tranche B term loans, which refinanced, in full, all remaining outstanding tranche B term loans and (ii) reduce the percentage of excess cash flow which must be applied to prepay the loans to 75%. The applicable margin with respect to additional tranche B term loans was reduced to 2.5% for base rate loans and 3.5% for eurodollar loans.

On September 30, 2004, we further amended our existing senior credit facility to: (i) provide for the incurrence of new tranche B term loans, which refinanced, in full, all remaining outstanding tranche B term loans; (ii) increase the amount available under our existing senior credit facility by $44.5 million with borrowings of $44.5 million to fund a portion of the acquisition of the wireless clearinghouse business of IOS North America; (iii) amend various financial and other covenants; and (iv) extend the quarterly installment payment obligations of the tranche B term loans from a period ending December 31, 2006 to a period ending September 30, 2010. The applicable margin with respect to new tranche B term loans has been reduced to 2.0% for base rate loans and 3.0% for eurodollar loans.

As of September 30, 2004, we had an aggregate face amount of $240.7 million of outstanding indebtedness under our existing senior credit facility representing the term note B facility, which bears interest at a variable rate based on (4.8% weighted average interest rate at September 30, 2004) and has a final maturity of September 30, 2010. As of September 30, 2004, there was $35.0 million available under the revolving credit facility, which has a final maturity of December 31, 2006.

Our existing senior credit facility contains various restrictive covenants. It prohibits us from prepaying other indebtedness, including our 12 $^{3}/4$% senior subordinated notes, and it requires us to maintain specified financial

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ratios, such as a minimum ratio of pro forma EBITDA to interest expense, a minimum fixed charge coverage ratio, a maximum ratio of senior debt to pro forma EBITDA and a maximum ratio of total debt to pro forma EBITDA and satisfy other financial condition tests including limitations on capital expenditures. In addition, our existing senior credit facility prohibits us from declaring or paying any dividends and prohibits us from making any payments with respect to our 12 $^{3}/4$% senior subordinated notes if we fail to perform our obligations under, or fail to meet the conditions of, our existing senior credit facility or if payment creates a default under our existing senior credit facility. We believe we are in compliance with all of the covenants contained in our existing senior credit facility as of September 30, 2004.

In connection with this offering, we intend to refinance our existing senior credit facility with a new $290.0 million senior credit facility, which we anticipate will contain more favorable terms with respect to, among other things, interest rates and covenants.

Existing Senior Subordinated Notes

As of September 30, 2004, we had approximately $245 million in aggregate principal amount of our 12 $^{3}/4$% senior subordinated notes outstanding, which bear interest at a rate of 12 $^{3}/4$% per annum and have a final maturity on February 1, 2009. The indenture governing our senior subordinated notes, among other things: (i) restricts our ability and the ability of our subsidiaries to incur additional indebtedness, issue shares of preferred stock, incur liens, pay dividends or make certain other restricted payments and enter into certain transactions with affiliates; (ii) prohibits certain restrictions on the ability of certain of our subsidiaries to pay dividends or make certain payments to us, and (iii) places restrictions on our ability and the ability of our subsidiaries to merge or consolidate with any other person or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets. The indenture related to these notes and our existing senior credit facility also contain various covenants which limit our discretion in the operation of our businesses. As of September 30, 2004, we believe we are in compliance with all of the covenants contained in the indenture governing our senior subordinated notes.

As a part of this offering, we intend to tender for approximately $85.8 million in aggregate principal amount of our senior subordinated notes. Our semi-annual interest payments after our proposed tender will be approximately $10.2 million every six months, or a total of $88.0 million over the remaining term of our senior subordinated notes.

New Senior Credit Facility

In connection with this offering, we anticipate entering into a new $290.0 million senior credit facility, consisting of a $240.0 million term loan and a $50.0 million revolving credit facility. Affiliates of certain of the underwriters may participate as lenders under our new senior credit facility. We intend to use borrowings under the term loan, together with proceeds of the offering contemplated hereby, to repay all of our existing borrowings under our existing senior credit facility and to effect a tender offer for a portion of our 12 $^{3}/4$% senior subordinated notes.

The final terms of our new senior credit facility are still being discussed with our principal lenders, but based on such discussions, we currently believe that the terms of our new senior credit facility will be as described herein. The actual terms of our new senior credit facility may ultimately be changed once the final terms are agreed with our lenders. Borrowings under our new senior credit facility are expected to bear interest at a floating rate, which can be either a base rate, or at our option, a LIBOR rate, plus an applicable margin of 2.0%. Our new senior credit facility is expected to contain various financial covenants, including a maximum ratio of total indebtedness to EBITDA and a minimum ratio of EBITDA to interest expense. Our new senior credit facility is expected to also contain covenants restricting certain corporate actions, including asset dispositions, acquisitions, dividends, changes of control, incurring indebtedness, making loans and investments and transactions with affiliates. Our new senior credit facility is expected to be collateralized by substantially all of our assets and will contain customary events of default.

Following the completion of this offering, we believe that cash flow from operating activities together with available borrowings under our new senior credit facility will be sufficient to fund our currently anticipated

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working capital, planned capital spending and debt service requirements for at least the next twelve months. We do not need the proceeds of this offering to continue operations for the next twelve months. We regularly review acquisitions and additional strategic opportunities, which may require additional debt or equity financing. We currently do not have any pending agreements or understandings with respect to any acquisitions or strategic opportunities.

Certain Charges Related to this Offering

Based on December 31, 2004 balances, we anticipate incurring a pre-tax charge of approximately $23.7 million on the early extinguishment of debt with the proceeds of this offering. This relates to the non-cash write-off of $5.9 million of unamortized deferred financing costs, and $5.5 million of unamortized debt discount relating to the existing senior credit facility and the tendered portion of the senior subordinated notes, as well as an estimated $12.3 million cash charge related to the prepayment premium on the tendered portion of the senior subordinated notes.

Effect of Inflation

Inflation generally affects us by increasing our cost of labor, equipment and new materials. We do not believe that inflation has had any material effect on our results of operations during the nine months ended September 30, 2004 and 2003.

Non-GAAP Financial Measures

EBITDA

We determine EBITDA by adding net interest expense, income taxes, depreciation and amortization to net income (loss). Reconciliations of both net income (loss) and cash flows from operations to EBITDA are presented in the financial tables contained herein.

We rely on EBITDA as a primary measure to review and assess the operating performance of our company and our management team in connection with our executive compensation and bonus plans. We also use EBITDA to compare our current operating results with corresponding periods and with the operating results of other companies in our industry. We believe that it is useful to investors to provide disclosures of our operating results on the same basis as that used by our management. We also believe that it can assist investors in comparing our performance to that of other companies on a consistent basis without regard to depreciation, amortization, interest or taxes, which do not directly affect our operating performance. In addition, we also utilize EBITDA as an assessment of our liquidity and our ability to meet our debt service obligations and satisfy our debt covenants, which are partially based on EBITDA. EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for net income, cash flows from operating activities and other consolidated income or cash flows statement data prepared in accordance with accounting principles generally accepted in the United States. Some of these limitations are:

EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and EBITDA does not reflect any cash requirements for such replacements;

EBITDA does not reflect income taxes or the cash requirements for any tax payments; and

Other companies in our industry may calculate EBITDA differently than we do, thereby limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered a measure of discretionary cash available to us to invest in the growth of our business or as a measure of performance in compliance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA only supplementally. See our consolidated statements of operations and our consolidated statements of cash flows included in our financial statements included elsewhere in this prospectus.

Critical Accounting Policies and Estimates

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses. We consider an accounting estimate to be critical if it requires assumptions to be made that were uncertain at the time the estimate was made and changes in the estimate or different estimates that could have been selected could have a material impact on our consolidated results of operations or financial condition. We have identified the following critical accounting policies that affect the more significant estimates and judgments.

Revenue Recognition

We derive revenues from six categories: Technology Interoperability Services, Network Services, Number Portability Services, Call Processing Services, Enterprise Solutions and Off-Network Database Queries. The revenue recognition policy for each of these areas is described under Revenues above:

Due to our billing cycles, which for some of our products lag as much as 60 days after services are rendered, we estimate the amounts of unbilled revenue each reporting period. Our estimates are based on recent volume and pricing trends adjusted for material changes in contracted service, because actual information is not available immediately. Based on a retrospective review of our actual billings compared to our estimates, our estimates have been reasonable. Historically, our estimates have approximated our actual subsequently billed revenue. Unanticipated changes in volume and pricing trends or material changes in contracted service could adversely affect our estimates of unbilled revenue. This estimate is critical to our financial statements because it impacts revenue and amounts recorded as accounts receivable on our balance sheet. As of September 30, 2004, our estimated unbilled revenues were $10.2 million. A 10% change in our estimate would result in either an increase or decrease in revenues and accounts receivable of approximately $1.0 million.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to pay their invoices to us in full. We regularly review the adequacy of our accounts receivable allowance after considering the size of the accounts receivable balance, each customer s expected ability to pay and our collection history with each customer. A portion of this analysis is dependent on our ability to gather reliable information about our customers specific circumstances. As part or our analysis, we review significant invoices that are past due to determine if an allowance is necessary based on the risk category using the factors described above. Based on the circumstances, we place each customer into a risk category and assign reserve percentages between 5% and 100%. Our estimates of allowances for doubtful accounts have tracked well with our actual experience of customers who are unable to pay their invoices in full. However, uncollectible accounts that are not identified or properly assessed in our review could have a significant impact on our bad debt provision. In addition, if our customers financial condition or the economy in general deteriorates, we may need to increase these allowances for doubtful accounts. Our allowance for doubtful accounts has approximated our bad debt experience. Excluding all risk categories that are reserved at 100%, a 10% change in each one of our risk categories would cause our allowance for doubtful accounts as of September 30, 2004 and our bad debt expense for the nine months then ended to change by $0.06 million. Because we perform our analysis and establish reserves on a customer-by-customer basis, we generally do not record a general reserve. However, if we were to apply a general reserve of 1% to our unreserved accounts receivable balance, it would increase our allowance for doubtful accounts as of September 30, 2004 and our bad debt expense for the nine months then ended by approximately $0.7 million.

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Allowance for Credit Memos

We maintain a general reserve based on our historical credit memo activity. In addition, we establish credit memo reserves resulting from specific customer matters. This allowance is recorded as a direct reduction of accounts receivable and revenues. Since our allowances for credit memos are derived in large part from specific customer matters, our estimates have tracked well with our actual credit memo experience. If our billing errors or discrepancies are not resolved satisfactorily or our customers disputes over billing are not resolved satisfactorily, increases to the allowance would be required. Recently, we have resolved some of these customer matters more favorably than originally estimated but we can not provide any assurance this will continue. As of September 30, 2004, our allowance for credit memos totaled $11.0 million. If our allowance for credit memos, including identified specific customer matters, changed by 10%, our allowance for credit memos and revenues would change by approximately $1.1 million.

Impairment Losses on Long-Lived Assets

We review our long-lived assets, including property and equipment and intangibles with definite lives for impairment when events or changes in circumstances indicate the carrying value of such assets may not be recoverable. We also evaluate the useful life of our assets each reporting period, and if deemed to be shorter than originally estimated, would result in an increase in our annual depreciation and/or amortization expense. Other than the decision to abandon our trademark, we have not had reason to adjust our estimated lives on these assets.

The impairment review consists of a comparison of the carrying value of the assets with the assets expected future undiscounted cash flows without interest costs. An impairment loss is recognized if the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is deemed to not be recoverable if it exceeds the sum of its undiscounted cash flows. Estimates of expected future cash flows are management s best estimate based on reasonable and supportable assumptions and projections. If actual market conditions are less favorable than those projected by management, asset impairment charges may be required. Management continues to evaluate overall industry and company-specific circumstances and conditions to identify indicators of impairment. During the third quarter of 2004, indicators of impairment based on anticipated declines in call processing and the discontinuation of a carrier s use of our access billing services resulted in the company recording an $9.0 million impairment charge for certain capitalized software, which thereafter had a carrying value of $7.4 million. As aforementioned, the impairment recorded was based on the discounted expected future cash flows for which these assets will provide future economic benefit. A 5% decrease in our expected future cash flows with respect to these particular service offerings as well as a two-percentage-point reduction in the discount rate used would have resulted in an approximate $0.7 million increase in the impairment loss recorded.

Impairment Losses on Goodwill and Trademark

We evaluate goodwill and our nonamortizable intangible assets, such as trademarks, for impairment at least annually, or more frequently if indicators of impairment arise, in accordance with the provisions of Statement of Financial Accounting Standards No. 142 (SFAS 142), *Goodwill and Other Intangible Assets*. Our evaluation consisted of measuring the trademark by using a discounted cash flow model and comparing the fair value to the carrying value. An impairment loss would be recognized to the extent that the carrying amount exceeds the asset s fair value. Our evaluation of goodwill is measured by a two-step impairment test. The first step compares the fair value of our reporting unit, using a discounted cash flow model, with its carrying amount, including goodwill. If the carrying amount of our reporting unit exceeds its fair value, we then compare the implied fair value of the reporting unit s goodwill with the carrying amount of that goodwill. An impairment loss would be recognized to the extent that the carrying amount of the reporting unit s goodwill exceeds the implied fair value of that goodwill. Estimates of expected future cash flows represent management s best estimate based on reasonable and supportable assumptions and projections. If actual market conditions are less favorable than those projected by management, an impairment loss may be required to be recognized. In the fourth quarter of 2003, after consulting with and hiring a brand identity firm to develop a new name, we recognized an impairment loss

of $51.0 million and defined the life of the trademark, which we determined would end during the first quarter of 2004, when the new name was expected to be introduced. The remaining carrying value of the trademark intangible determined by discounted cash flow analysis was $0.7 million, which was fully amortized by the end of the first quarter of 2004, when we announced the re-naming and re-branding of our company name. Based on our most recent evaluation of goodwill, a 5% decrease in the expected future annual cash flows as well as a two-percentage-point increase in the discount rate used would not have resulted in an impairment loss. Management will continue to evaluate overall industry and company-specific circumstances and conditions as necessary.

Restructuring

We have made estimates of the costs to be incurred as a part of our initial restructuring plan in February 2002 arising from our acquisition. These amounts were accrued as a part of our purchase accounting adjustments. We have also made estimates of the costs to be incurred as a part of our August 2002, February 2003, July 2003, December 2003, April 2004 and September 2004 restructurings. We will review these estimates until fully paid. If our original estimates of the costs of any particular restructuring costs change, we will need to adjust our reserve amounts which could change our operating income results. Historically, we have had few changes in estimates for these accruals, since we generally know the specifics at the time we adopt a restructuring plan. At September 30, 2004, our only restructuring accrual remaining related to the IOS North America acquisition and totaled $1.9 million. Given the low number of positions, the nature of the severance benefits and the period when the terminations and relocations are expected to occur, we feel that our estimate is less susceptible to risks that would require a material change in our accrual.

Loss Contingencies

We are involved in asserted and unasserted claims, which arise in the ordinary course of our business. We routinely evaluate whether a loss is probable, and if so, whether it can be estimated. Estimates are based on similar case law matters, consultation with subject matter experts and information obtained through negotiations with counter-parties. As such, accurately depicting the outcome of pending litigation requires considerable judgment and is subject to material differences on final settlement. Accruals for probable losses are recorded in accrued expenses, or as a part of our allowance for credit memos if the dispute relates to a customer matter. If our assessment of the probability is inaccurate, we may need to record additional accruals or reduce recorded accruals later. In addition, we may need to adjust our estimates of the probable loss amounts as further information is obtained or we consider settlements. Historically, we have had few changes in estimates for these accruals. The most significant claim against us is the SBC Communications, Inc., d/b/a SBC Ameritech, SBC Southwestern Bell and SBC Pacific Bell (collectively, SBC) claim in the amount of $7.2 million, which alleges that we overcharged SBC for services we provided to it. We deny these claims, believe that they are unfounded and intend to vigorously defend ourselves. We have accrued our estimate of loss, but there could be differences, which we are unable to estimate presently. In addition, protracted litigation would also cause us to incur legal fees, which we are unable to estimate presently.

Purchase Accounting

We have made estimates of the fair values of the assets acquired as of February 14, 2002, the Softwright acquisition in December 2003 and the acquisition of IOS North America in September 2004, based primarily on appraisals from third parties and also based on certain internally generated information. If the subsequent actual and updated projections of the underlying business activity change as compared to the underlying assumptions and projections used to develop these fair values, then we could experience impairment losses, as described above. In addition, we have estimated the economic lives of certain of these assets and these lives were used to calculate depreciation and amortization expense. If our estimates of the economic lives change, then additional depreciation or amortization expense could be incurred on an annual basis. We have not made any changes in these areas. If the estimates of the economic lives on the definite-lived intangible assets acquired as of February 14, 2002 were reduced by one year, our annual amortization expense would increase by approximately $1.5 million.

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Income Taxes

We review our deferred tax assets on a regular basis to evaluate their recoverability based on projections of the turnaround timing of our deferred tax liabilities, projections of future taxable income, and tax planning strategies that we might employ to utilize such assets, including net operating loss carryforwards. Unless it is more likely than not that we will recover such assets through the above means, we establish a valuation allowance. The effective tax rate differs from the statutory tax rate due primarily to changes in the valuation allowance. Brience had incurred net operating losses since inception and hence was unable to recognize the benefit of these losses in its financial statements tax provision.

As a result of a review undertaken at December 31, 2003 and each quarter since then and based on the positive and negative evidence described in Financial Accounting Standards Board Statement No. 109, *Accounting for Income Taxes* (SFAS 109), we concluded that it was appropriate to establish a full valuation allowance for our net deferred tax assets excluding deferred tax liabilities related to goodwill. Deferred tax liabilities arising from goodwill were excluded from our consideration of the valuation allowance because goodwill is not amortized for book purposes. As a result, the timing of the turnaround of these deferred tax liabilities is not predictable in a manner that would allow us to offset the deferred tax assets. We have significant NOLs totaling approximately $77.0 million, many of which we succeeded to as a result of our merger with Brience. All of our NOLs, and those NOLs in particular, remain subject to examination and adjustment by the Internal Revenue Service. In addition, our ability to utilize the NOLs is limited to our ability to generate taxable income, various limitations of the separate return limitation year (SRLY) rules and may also be further limited by other business actions which we might take in the future, such as those which could trigger an ownership change. Since December 31, 2003 and continuing through September 30, 2004, we have had substantial negative evidence which under SFAS 109 requires a full valuation allowance. If our profitability improves, we could conclude that the valuation allowance should be reduced and this would favorably impact our effective tax rate. The valuation allowance as of September 30, 2004 was $60.1 million. In the future, our evaluation of the need for the valuation allowance will be significantly influenced by our ability to achieve profitability and our ability to predict and achieve future projections of taxable income.

Stock-Based Compensation

We use the fair value of our company and of our common stock in determining whether we are required to recognize compensation expense as a result of any of our stock option grants.

We have historically determined the fair value of our company and the underlying value of the shares of our common stock based on internally-generated valuations which we prepared contemporaneously with our stock option grants in the first and third quarters of 2004. We used the income approach using the discounted cash flow methodology and we believe that our methodologies were comparable to those that a third party would use. Our board of directors established the exercise price of all options issued under our stock option plans significantly above the fair value that the board of directors determined for the underlying common stock using the discounted cash flow methodology. For these reasons, we have not obtained contemporaneous externally-prepared valuations by a third-party valuation specialist.

We selected underwriters for our initial public offering in October 2004 and have not granted any stock options subsequent to that date. In January 2005, we received offering price range indications from the underwriters that were derived using multiple valuation approaches, including the trailing twelve months (TTM) EBITDA comparable company approach. Based upon our discussions with the underwriters, we believe that the TTM EBITDA comparable company approach is a more appropriate methodology for valuing our company and our common stock now that we are in the process of offering our common stock to the public. This market approach methodology is preferable to the income approach because it relies on and uses data generated by actual public company performance and the resulting trading prices and is also less susceptible to the uncertainties of future projections. As a result, we have retrospectively reassessed the values of our common stock at the various option grant dates during the twelve months ended September 30, 2004 utilizing the TTM EBITDA comparable company approach.

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To retrospectively determine the value of our common stock, we calculated the TTM EBITDA multiples of the companies that we and our underwriters determined to be our publicly traded comparables. The comparable companies are Alliance Data Systems, Automatic Data Processing, Bisys Group, Certegy, First Data, Global Payments, iPayment, Paychex, TNS and Total Systems Services. We calculated the TTM EBITDA multiples of each comparable company using data from these companies SEC filings and other publicly available sources. For each period, we used our comparable companies median TTM EBITDA multiple and applied a marketability discount to determine the value of our common stock. Inherent in this methodology is the positive impact that any increase in the comparable companies median TTM EBITDA multiple has on the value of our common stock. Increases in our common stock value as a result of any such changes in comparable company multiples is independent of our financial performance. The marketability discount, or discount for lack of marketability, reflects our prospects for completing a public offering of our common stock, the risk or volatility of our enterprise and our concentration of ownership. We decreased this discount each quarter throughout 2004 as our financial performance improved throughout the year and the prospects for an initial public offering for our company improved.

The following summarizes our grants of stock options during the twelve months ended September 30, 2004. Because the exercise price of all options granted during the period exceeded the estimated fair value of the underlying common stock, none of these grants resulted in the recognition of compensation expense.

	Exercise Price Per Share of Common Stock	Reassessed Weighted-Average Fair Value Per Share of Common Stock Using TTM EBITDA Multiple	Number of Shares Subject to Options
Fourth quarter 2003	$ 12.43	$ 2.02	5,789
First quarter 2004	$ 12.43	$ 4.41	83,535
Second quarter 2004	N/A	N/A	N/A
Third quarter 2004	$ 12.43	$ 12.01	73,270
Total for twelve months ended September 30, 2004			162,594

Significant Factors, Assumptions and Methodologies Used in Determining Fair Value of Our Common Stock

For the year ended December 31, 2003, our revenues and EBITDA were $268.3 million and $104.5 million, respectively, excluding the pre-acquisition results of Brience, restructuring charges and impairment losses on intangible assets. This represented a 19% annual decline in revenues and a 16% annual decline in EBITDA from the year ended December 31, 2002. Our company s declining performance was the result of a number of factors, including declines in revenues from several key customers including Verizon Wireless, competitive pricing pressures and the continued decline in revenues from our Call Processing Services. Furthermore, WLNP had only recently been implemented in November 2003 and consumer adoption rates for this service were still uncertain. At the end of 2003, the wireless telecommunications industry also continued to suffer from financial difficulties, which curtailed demand for our new service offerings, increased pricing pressure on us and reduced our customers growth expectations. In addition, at the end of 2003, there was weak public market demand for wireless telecommunications services companies.

During the first nine months of 2004, giving pro forma effect to the IOS North America acquisition, our revenues and EBITDA increased to $263.1 million and $105.2 million, respectively, excluding the pre-acquisition results of Brience, restructuring charges and impairment losses on intangible assets, or a 33% and 32% increase over the same period of 2003. The reasons for our improved financial performance include strong technology interoperability and network services transaction volume growth, an improving pricing environment

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for our services, the rapid growth of WLNP services and the successful acquisition of IOS North America from EDS. Furthermore, the improved financial position and market environment for our customers and the signing of several new international customers supported an improved outlook for our business.

During the fourth quarter of 2004, our financial performance continued to significantly improve. Based on our preliminary operating results, we currently expect to report that our revenues and EBITDA increased during the quarter based on the successful completion of the IOS acquisition, strong clearinghouse transaction processing volume growth and increases in network services messaging volumes. In addition, we also signed domestic and international Wi-Fi services contracts, including a contract with a major U.S. carrier. During the quarter, we also achieved a significant international expansion milestone by successfully signing our first major European clearinghouse contract. By the end of 2004, public markets for wireless telecommunications services companies also rebounded.

Recent Accounting Pronouncements

On December 16, 2004, the FASB issued Statement No. 123(R) (SFAS 123(R)), *Share Based Payment*. This change in accounting replaces existing requirements. The statement covers a wide range of equity-based compensation arrangements and will require all companies to measure compensation cost for all share-based payment (including employee stock options) at fair value. SFAS 123(R) will have no impact on our fiscal year 2004 financial statements; however, it will affect our financial statements beginning in fiscal year 2005. Under SFAS 123(R), all forms of share-based payments to employees, including employee stock options, will be treated the same as other forms of compensation by recognizing the related cost in the statement of operations. The expense of the award payments will generally be measured at fair value at the grant date. We have not quantified the effect of this SFAS 123(R) on our financial statements.

Contractual Obligations and Commitments

As of September 30, 2004, our contractual obligations consist only of our debt and operating leases. We do not have a pension plan or other long-term employee benefit plan. In addition, the terms of our class A cumulative redeemable convertible preferred stock require a 10% annual dividend, however there is no fixed payment date, and none of these dividends have been declared. As of September 30, 2004, our unpaid preferred stock dividends total $86.9 million and are excluded from the table below because there is no fixed payment date since there is no scheduled redemption and the dividends have not been declared. Our contracts with certain of our technology service providers, which range in length from 12 months to 60 months, have no minimum payment requirements.

Contractual Obligations	**Total**	**Less Than 1 Year**	**2 to 3 Years**	**4 to 5 Years**	**More Than 5 Years**
	(dollars in thousands)				
Long-term debt obligations including interest (1)	$ 685,575	$ 45,504	$ 90,511	$ 314,009	$ 235,551
Operating lease obligations	15,802	6,163	8,087	1,552	
Purchase obligations (2)	3,000	500	1,000	1,000	500
Total	$ 704,377	$ 52,167	$ 99,598	$ 316,561	$ 236,051

(1) The interest rate on term note B is at LIBOR plus 3.0%, with LIBOR assumed to be 1.8%.
(2) Amounts due under a professional services agreement with GTCR which will terminate in connection with this offering.

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The following reflects our contractual obligations as of September 30, 2004 on a pro forma basis after giving effect to the new senior credit facility, this offering, and the application of the net proceeds therefrom and the termination of the GTCR professional services agreement:

Contractual Obligations	Total	Less Than 1 Year	2 to 3 Years	4 to 5 Years	More Than 5 Years
	(dollars in thousands)				
Long-term debt obligations including interest:					
New senior credit facility(1)	$ 315,412	$ 12,532	$ 25,955	$ 25,524	$ 251,401
Senior subordinated notes	247,236	20,304	40,609	186,323	
Operating lease obligations	15,802	6,163	8,087	1,552	
	$ 578,450	$ 38,999	$ 74,651	$ 213,399	$ 251,401

(1) The assumed interest rate on the term loan portion is at LIBOR plus 2.0%, with LIBOR assumed to be 1.8%.

Off-Balance Sheet Arrangements

We have also used off-balance sheet financing in recent years primarily in the form of operating leases for facility space and some equipment leasing and we expect to continue these practices. We do not use any other type of joint venture or special purpose entities that would create off-balance sheet financing. We believe that our decision to lease our office space is similar to that used by many other companies of our size.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Market Risk

We are exposed to changes in interest rates on our existing senior credit facility and expect to be similarly exposed on our new senior credit facility. Our existing senior credit facility is variable rate debt. Interest rate changes therefore generally do not affect the market value of such debt but do impact the amount of our interest payments and, therefore, our future earnings and cash flows, assuming other factors are held constant. As of December 31, 2003 and September 30, 2004, we had variable rate debt of approximately $216.3 million ($208.3 million net of discount) and $240.7 million ($235.6 million net of discount) respectively. Holding other variables constant, including levels of indebtedness, a one percentage point increase in interest rates on our variable debt would have had an estimated impact on pre-tax earnings and cash flows for the next year of approximately $2.4 million. Under the terms of the existing senior credit facility at least 45% of our funded debt must bear interest that is effectively fixed. As a result, we may from time to time be required to enter into interest rate protection agreements establishing a fixed maximum interest rate with respect to a portion of our total indebtedness.

In March 2003, we entered into an interest rate protection agreement that effectively caps the LIBOR exposure of $100 million of our existing senior credit facility at 3.0% for a period of two years. As a result of this interest rate protection agreement, approximately 72% of funded debt now bears interest that is effectively fixed as to rate.

Foreign Currency Market Risk

We are exposed to foreign currency risk in certain circumstances. Certain of our international clients currently pay us in Euros and pounds sterling. Foreign currency fluctuations had an immaterial impact on our 2003 and our September 30, 2004 financial positions and results of operations. However, this could change in future periods. At this time, we have not entered into any arrangements to hedge our risks from foreign currency.

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OUR HISTORY

We have been a leading provider of mission-critical technology services to wireless carriers worldwide for over 17 years. We were founded in 1987 as GTE Telecommunication Services Inc., a unit of GTE, to address the industry-wide need for inter-carrier wireless roaming telephone service. As the wireless industry has grown, we have continuously enhanced and extended our service offerings to meet the evolving technology service requirements of the telecommunications industry.

In early 2000, GTE combined our business with its Intelligent Network Services business, a leading SS7 network and intelligent network database provider. This combination further enhanced our services suite to include national SS7 signaling and intelligent network database management capabilities. In June 2000, GTE and Bell Atlantic merged to form Verizon Communications. As a result of this transaction, we became an indirect, wholly owned subsidiary of Verizon Communications.

In February 2002, we were acquired by certain members of our senior management team and an investor group led by GTCR. Following the acquisition, we became an independent corporate entity separate from Verizon. Syniverse Technologies, Inc., our principal operating subsidiary and a wholly owned subsidiary of Syniverse Holdings, Inc., is the borrower under our existing senior credit facility and the issuer of the 12 $^{3}/4$% senior subordinated notes. Syniverse Holdings, Inc. is in turn a wholly owned subsidiary of Syniverse Holdings, LLC, which is the ultimate parent of the consolidated group of Syniverse entities. In connection with this offering, Syniverse Holdings, LLC will distribute all of the shares of Class A cumulative redeemable convertible preferred stock and common stock of Syniverse Holdings, Inc. that it owns to its members and will subsequently dissolve. Following this dissolution and distribution, Syniverse Holdings, Inc. will become the ultimate parent of the consolidated group of Syniverse entities. See Certain Relationships and Related Party Transactions Dissolution Agreement.

Since our acquisition from Verizon, our management team has implemented a number of significant changes in our business to improve our performance and market position. These changes include:

Effectively managed separation from Verizon. After the acquisition, management moved quickly to establish the company as a fully independent entity separate from Verizon with an entrepreneurial and market-driven culture. Management conducted a strategic evaluation of our product portfolio and business lines, which resulted in the decision to discontinue certain service lines where our market position or product offerings were not competitive. In addition, management developed or augmented administrative capabilities that were previously performed by Verizon and initiated a series of cost-reduction initiatives.

Established a global, customer-centric sales organization. Following the acquisition, management refocused and restructured the sales organization to be more customer-centric. Management established domestic and international sales offices in key markets to improve customer service levels and generate new sales opportunities. These offices were staffed with local sales professionals with extensive in-region industry experience. In February 2003, we opened our European headquarters in The Netherlands, which has greatly increased exposure for our products and services in Europe and has resulted in agreements to extend the reach of our network services to include international signaling. Most recently, we secured our first roaming clearinghouse contract with a major European wireless carrier, SFR. In July 2004, we opened our Asia Pacific headquarters in Hong Kong to strengthen and extend our existing relationships with wireless carriers throughout the Asia Pacific region.

Upgraded and expanded our network to improve service levels and redundancy. At the time of acquisition, our network lacked geographic breadth, carrier-grade redundancy and service reliability. To respond to this problem, the management team began a phased network improvement program which included network redesign, hardware upgrades and geographic expansion. The upgrade has resulted in a highly reliable and redundant network that provides high levels of service to telecommunication

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carriers. To date, we have invested approximately $22.7 million to complete the network upgrade program.

Refocused development efforts on near-term technology service opportunities. Following the acquisition, management refocused business development and research efforts on emerging technology service opportunities with near-term market acceptance and revenue potential. These efforts have resulted in the commercial introduction of 16 new products. Our ability to identify and develop a leading wireless local number portability solution to meet the federal WLNP mandate is one example of this refocused strategy.

Pursued opportunistic acquisitions. We have made several strategic acquisitions since February 2002. In July 2003, we merged with Brience, Inc., a developer of information access and integration software products to large enterprises. In December 2003, we acquired Softwright Holdings Limited, a United Kingdom-based provider of mobile number portability solutions. In September 2004, we acquired the IOS North America division of EDS. IOS North America provides wireless clearinghouse services in North America.

Today, we offer a comprehensive suite of technology interoperability services, network services, number portability services, call processing services and enterprise solutions to telecommunications service providers worldwide. Many carriers depend on our integrated suite of services to solve their most complex technology-driven operational challenges and to facilitate the rapid deployment of next generation wireless services.

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BUSINESS

Overview

We are a leading provider of mission-critical technology services to wireless telecommunications companies worldwide. Our solutions simplify technology complexities by integrating disparate carriers systems and networks in order to provide seamless global voice and data communications to wireless subscribers. Many carriers depend on our integrated suite of services to solve their most complex technology challenges and to facilitate the rapid deployment of next-generation wireless services. We provide our services to over 300 telecommunication carriers in approximately 40 countries, including the ten largest U.S. wireless carriers and six of the ten largest international wireless carriers. We deliver most of our services to wireless carriers through a transaction-based recurring revenue model. Our total revenues for the nine months ended September 30, 2003 were $201.2 million and grew to $244.1 million for the nine months ended September 30, 2004, an increase of 21.3%. Our net income was $10.8 million and $1.2 million and our net loss applicable to common stockholders was $12.6 million and $21.6 million for the same periods, respectively.

Wireless industry growth has been characterized by a steady pace of wireless technology innovation, development and deployment. This proliferation of wireless technologies, communication protocols and advanced services has created significant technology incompatibilities and operational challenges for wireless carriers. The complexity in deploying and integrating these new technologies has made it increasingly difficult for technology carriers to communicate with each other and to provide seamless national and international wireless voice and data services to their subscribers.

We have built our reputation over the past 17 years by designing comprehensive solutions that address wireless industry technology complexities. Our integrated suite of services includes:

Technology Interoperability Services. We operate the largest wireless clearinghouse in North America that enables the accurate invoicing and settlement of domestic and international wireless roaming telephone calls, wireless data events and Wi-Fi sessions. We also provide SMS routing and translation services between carriers. For the nine months ended September 30, 2004, we generated $54.5 million of revenues in Technology Interoperability Services, which represented 22.3% of our total revenues for that period.

Network Services. Through our SS7 network, we connect disparate wireless carrier networks and enable access to intelligent network database services like caller ID. SS7 is the telecommunications industry s standard network signaling protocol used by substantially all carriers to enable critical telecommunications functions such as line busy signals, toll-free calling services and caller ID. We also provide translation and routing services to support the delivery and establishment of telephone calls. For the nine months ended September 30, 2004, we generated $97.8 million of revenues in Network Services, which represented 40.0% of our total revenues for that period.

Number Portability Services. Our number portability services are used by over 80 wireless carriers, including the five largest domestic carriers, to enable wireless subscribers to switch service providers while keeping the same telephone number. Historically, wireless subscribers had to surrender their telephone number when canceling wireless services with one provider and moving services to another. With the introduction of WLNP, wireless subscribers are now able to keep their telephone number when switching between carriers. For the nine months ended September 30, 2004, we generated $34.5 million of revenues in Number Portability Services, which represented 14.1% of our total revenues for that period.

Call Processing Services. We provide wireless carriers global call handling and fraud management solutions that allow wireless subscribers from one carrier to make and accept telephone calls while roaming on another carrier s network. For the nine months ended September 30, 2004, we generated $25.8 million of revenues in Call Processing Services, which represented 10.6% of our total revenues for that period.

Enterprise Solutions. Our enterprise wireless data management platform allows carriers to offer large corporate customers reporting and analysis tools to manage telecom-related expenses. For the nine

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months ended September 30, 2004, we generated $10.9 million of revenues in Enterprise Solutions, which represented 4.6% of our total revenues for that period.

Most of our revenues are generated from transaction-based processing fees. The remainder of our revenues are generated by recurring, non-transaction fees for network connections and software maintenance. Our revenues are primarily based on the volume of roaming calls, intelligent network database queries, WLNP transactions and data messages transported. Due to the variety of our wireless service offerings, we often generate multiple revenue transactions from a single subscriber call or data session. In addition, we earn fixed monthly fees for network connections, principally to our SS7 network. We also provide our customers with the ability to connect to various third-party intelligent network database providers. These providers charge us a per-transaction fee for access to their databases, which we pass on to our customers with little or no margin. We refer to these fees as Off-Network Database Query Fees. For the nine months ended September 30, 2004, we generated $20.6 million of revenues in Off-Network Database Query Fees, which represented 8.4% of our total revenues for that period.

Industry Summary

The global wireless industry has grown significantly since its inception as wireless services have become increasingly available and affordable. According to Yankee Group estimates, the U.S. wireless industry had revenues totaling $95.0 billion and a subscriber base of over 162 million in 2003, an 11.5% increase in wireless subscribers between 2002 and 2003. In addition, according to Ovum, the international wireless industry had revenues totaling $420 billion and a subscriber base of over 1.2 billion in 2003, a 24.8% increase in wireless subscribers between 2002 and 2003. The domestic wireless penetration rate was 53.9% in 2003, according to CTIA, and the global wireless penetration rate was 22.5% in 2003, according to Gartner, Inc. This expanding subscriber base and corresponding growth in industry revenues has been driven by improved service quality, greater national and international wireless roaming coverage, decreased pricing and the introduction of new messaging, wireless data and content services.

Wireless industry growth has been accompanied by a steady introduction of new and often incompatible wireless technologies. This has resulted in the proliferation of different network architectures, including various mobile switch types (such as those manufactured by Lucent, Nortel, Ericsson and Motorola), diverse signaling standards (such as Code Division Multiple Access (CDMA), Time Division Multiple Access (TDMA), GSM, Integrated Digital Enhanced Network (iDEN) and Wi-Fi), distinct billing record formats (such as Cellular Intercarrier Billing Exchange Record (CIBER), Transferred Account Procedure (TAP) and Remote Authentication Dial-In User Service (RADIUS)) and multiple network protocols (such as X.25, Frame Relay, SS7 and Internet Protocol). This has created significant technological incompatibilities and operational challenges for wireless carriers.

As a result, many wireless carriers utilize third-party technology services providers like us to:

- serve as a trusted intermediary for proprietary data exchange between competitive wireless carriers;
- provide centralized, single point connectivity to the systems and networks of multiple carriers;
- enable communication between new and legacy carrier systems by resolving incompatibilities associated with geographic and carrier variations in communication protocols;
- simplify the operational challenges associated with carrier differences in the timing of new technology deployment;

offer access to a range of intelligent network database services required for enhanced wireless services; and

rapidly develop new solutions to meet emerging wireless industry technology complexities and to support next generation services such as wireless data content, Wi-Fi and VoIP.

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Market Opportunity

We expect the technology complexities and operational challenges faced by wireless carriers to continue to grow as the wireless industry evolves. These complexities and challenges are driven by a variety of wireless industry trends including the growth in the number of wireless telephone subscribers, the volume of wireless roaming telephone calls and the growing volume of SMS messages. In addition, the emergence of next-generation wireless and wireline communication services such as Wi-Fi and VoIP, future government mandated changes and new applications for existing communications services will drive future industry growth.

Technology Interoperability Services

The proliferation of incompatible wireless communication protocols, messaging/data formats and billing standards has made it increasingly difficult for carriers to connect systems and networks and to share the information required to offer seamless global wireless voice and data services to subscribers. Technology service providers solve these interoperability problems by offering wireless roaming clearinghouse services, SMS messaging translation and routing services, and wireless data roaming facilitation and clearinghouse solutions to support emerging Wi-Fi, mobile data and premium content services.

Clearinghouses translate various network, signaling and billing protocols to allow different wireless carriers to offer and be compensated for roaming services. These wireless clearinghouses serve as trusted third parties for the collection, translation and distribution of the information required to monitor and invoice voice services provided by one carrier to numerous other carriers customers. Demand for clearinghouse services is primarily driven by the number of domestic and international wireless roaming telephone calls. U.S. wireless roaming call volumes have grown by 15.0% from 2002 to 2003 to 13.0 billion, according to CTIA. We expect that increased roaming traffic volumes will drive incremental technology interoperability and clearinghouse transaction volumes for the industry.

The growth of SMS messaging and Multimedia Message Services (MMS) is also driving significant operational challenges for wireless carriers. Cross-carrier SMS messaging and MMS messaging requires extensive network connectivity and complex message protocol conversion between wireless carriers. Carrier-grade message translation and routing are critical to wireless carriers who increasingly rely on messaging services to drive incremental revenue growth and to improve customer retention. U.S. SMS message volumes according to IDC have grown from 2.5 billion in 2002 to 9.1 billion in 2003 and we expect this growth to continue. In addition, MMS messaging, which are wireless messages that can include an image, audio or video clip or some combination of each, is a rapidly growing wireless application that represents a natural extension of SMS messaging. IDC predicts U.S. MMS subscribers to grow from 4.8 million in 2003 to 67.1 million in 2008 and MMS-attributable subscriber revenue to grow from $96.7 million in 2003 to $3.4 billion in 2008.

The emergence of Wi-Fi, mobile data and premium content services are also driving carrier demand for clearinghouse services, translation services and roaming facilitation services. This growth has been and will continue to be supported by rapid growth in Wi-Fi hotspots or access points and the deployment of next generation wireless data networks. Currently, the number of Wi-Fi access points is estimated at approximately 22,000 and is expected to grow to 120,000 by 2007 according to Gartner, Inc. We believe the proliferation of Wi-Fi network service providers, increased wireless data roaming and growing demand for premium content will drive the need for wireless data clearinghouse services that simplify network connectivity and the exchange of invoicing data between multiple carriers.

Network Services

SS7 networks are a core element of today s telecommunications infrastructure. SS7 is the telecommunications industry s standard network signaling protocol used by substantially all carriers to enable the setup and delivery of telephone calls and to offer enhanced calling features like caller ID. Outsourced network services provide carriers cost effective, single point connectivity to an SS7 network, other widely used communication networks and critical

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databases. As a result, carriers avoid the cost and complexity of managing individual network connections to multiple carriers, eliminate the expense of licensing and maintaining inte