UNISYS CORP
Form 10-Q
November 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2007

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

For the transition period from _________ to _________.

Commission file number 1-8729

UNISYS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	38-0387840
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Unisys Way Blue Bell, Pennsylvania	19424
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (215) 986-4011

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer [X] Accelerated Filer [ ] Non-Accelerated Filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [ ] NO [X]

Number of shares of Common Stock outstanding as of September 30, 2007: 351,525,102.

Part I - FINANCIAL INFORMATION
Item 1. Financial Statements.

UNISYS CORPORATION
CONSOLIDATED BALANCE SHEETS
(Millions)

	September 30, 2007 (Unaudited)	December 31, 2006
Assets		
Current assets		
Cash and cash equivalents	$ 448.5	$ 719.3
Accounts and notes receivable, net	1,093.0	1,164.6
Inventories:		
Parts and finished equipment	99.9	95.0
Work in process and materials	96.0	81.2
Deferred income taxes	30.0	30.0
Prepaid expenses and other current assets	155.1	148.4
Total	1,922.5	2,238.5
Properties	1,320.1	1,233.4
Less-Accumulated depreciation and amortization	982.7	892.1
Properties, net	337.4	341.3
Outsourcing assets, net	426.1	401.1
Marketable software, net	282.7	304.3
Prepaid postretirement assets	338.2	250.1
Deferred income taxes	182.4	191.3
Goodwill	199.3	193.9
Other long-term assets	124.9	117.4
Total	$3,813.5	$4,037.9
Liabilities and stockholders' equity		
Current liabilities		
Notes payable	$ -	$ 1.2
Current maturities of long-term debt	200.3	.5
Accounts payable	420.9	460.9
Other accrued liabilities	1,286.2	1,469.1
Total	1,907.4	1,931.7
Long-term debt	849.4	1,049.1
Long-term postretirement liabilities	629.7	667.7
Other long-term liabilities	414.0	453.6
Stockholders' equity (deficit)		
Common stock, shares issued: 2007, 353.7; 2006, 347.5	3.5	3.5
Accumulated deficit	(2,479.7)	(2,386.8)
Other capital	3,999.7	3,945.1
Accumulated other comprehensive loss	(1,510.5)	(1,626.0)

Stockholders' equity (deficit)	13.0	(64.2)
Total	$3,813.5	$4,037.9

See notes to consolidated financial statements.

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UNISYS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(Millions, except per share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Revenue				
Services	$1,217.6	$1,217.6	$3,579.1	$3,618.5
Technology	175.5	192.5	537.7	586.7
	1,393.1	1,410.1	4,116.8	4,205.2
Costs and expenses				
Cost of revenue:				
Services	994.5	1,058.9	2,980.6	3,271.7
Technology	89.5	92.5	270.3	310.0
	1,084.0	1,151.4	3,250.9	3,581.7
Selling, general and administrative	225.8	256.1	717.8	834.2
Research and development	39.7	45.5	131.6	184.7
	1,349.5	1,453.0	4,100.3	4,600.6
Operating profit (loss)	43.6	(42.9)	16.5	(395.4)
Interest expense	18.5	19.0	56.1	57.9
Other income (expense), net	(19.3)	.4	(2.5)	153.1
Income (loss) before income taxes	5.8	(61.5)	(42.1)	(300.2)
Provision (benefit) for income taxes	36.8	16.0	50.8	(.2)
Net loss	$ (31.0)	$ (77.5)	$ (92.9)	$ (300.0)
Loss per share				
Basic	$ (.09)	$ (.23)	$ (.27)	$ (.87)
Diluted	$ (.09)	$ (.23)	$ (.27)	$ (.87)

See notes to consolidated financial statements.

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UNISYS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Millions)

	Nine Months Ended September 30	
	2007	2006
Cash flows from operating activities		
Net loss	$ (92.9)	$(300.0)
Add (deduct) items to reconcile net loss to net cash used for operating activities:		
Equity loss	-	4.3
Employee stock compensation	8.6	4.8
Company stock issued for U.S. 401(k) plan	34.3	13.4
Depreciation and amortization of properties	83.9	88.1
Depreciation and amortization of outsourcing assets	102.4	100.5
Amortization of marketable software	90.1	98.7
Gain on sale of assets	(23.4)	(153.2)
Decrease (increase) in deferred income taxes, net	8.9	(44.0)
Decrease in receivables, net	111.7	8.0
(Increase) decrease in inventories	(15.6)	5.2
(Decrease) increase in accounts payable and other accrued liabilities	(286.8)	69.8
Decrease in other liabilities	(68.8)	(64.8)
(Increase) decrease in other assets	(28.7)	21.2
Other	2.1	9.3
Net cash used for operating activities	(74.2)	(138.7)
Cash flows from investing activities		
Proceeds from investments	5,785.7	5,617.8
Purchases of investments	(5,793.4)	(5,620.7)
Investment in marketable software	(73.0)	(81.2)
Capital additions of properties	(56.4)	(48.2)
Capital additions of outsourcing assets	(108.4)	(68.9)
Purchases of businesses	(2.0)	-
Proceeds from sale of assets	28.0	380.6
Net cash (used for) provided by investing activities	(219.5)	179.4
Cash flows from financing activities		
Net reduction in short-term borrowings	(1.1)	(17.3)
Proceeds from exercise of stock options	12.3	.9
Dividends paid to minority shareholders	(5.8)	-
Payments of long-term debt	-	(57.9)
Cost of credit agreement	-	(4.6)
Net cash provided by (used for) financing activities	5.4	(78.9)
Effect of exchange rate changes on cash and cash equivalents	17.5	7.7
(Decrease) increase in cash and cash equivalents	(270.8)	(30.5)
Cash and cash equivalents, beginning of period	719.3	642.5

Cash and cash equivalents, end of period	$ 448.5	$ 612.0

See notes to consolidated financial statements.

Unisys Corporation
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

In the opinion of management, the financial information furnished herein reflects all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods specified. These adjustments consist only of normal recurring accruals except as disclosed herein. Because of seasonal and other factors, results for interim periods are not necessarily indicative of the results to be expected for the full year.

a. The following table shows how the loss per share was computed for the three and nine months ended September 30, 2007 and 2006 (dollars in millions, shares in thousands):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Basic Loss Per Share:				
Net loss	$ (31.0)	$ (77.5)	$ (92.9)	$ (300.0)
Weighted average shares	350,765	344,182	348,715	343,351
Basic loss per share	$ (.09)	$ (.23)	$ (.27)	$ (.87)
Diluted Loss Per Share:				
Net loss	$ (31.0)	$ (77.5)	$ (92.9)	$ (300.0)
Weighted average shares	350,765	344,182	348,715	343,351
Plus incremental shares from assumed conversions of employee stock plans	-	-	-	-
Adjusted weighted average shares	350,765	344,182	348,715	343,351
Diluted loss per share	$ (.09)	$ (.23)	$ (.27)	$ (.87)

At September 30, 2007, no shares related to employee stock plans were included in the computation of diluted earnings per share since inclusion of these shares would be antidilutive because of the net loss incurred in the three and nine months ended September 30, 2007.

b. In October 2005, the company announced a cost-reduction plan to right size the company's cost structure. During 2006, the company committed to a reduction of 5,665 employees. This resulted in pretax charges in 2006 of $330.1 million, principally related to severance costs, and was comprised of (a) a charge of $72.4 million for 2,250 employees in the U.S. and (b) a charge of $257.7 million for 3,415 employees outside the U.S.

During the three months ended September 30, 2007, the company did not record additional cost reduction charges.

During the three months ended September 30, 2006, the company committed to a reduction of approximately 100 employees outside the U.S. that resulted in a pretax charge in the third quarter of 2006 of $36.4 million, principally related to severance costs. The pretax charge was recorded in the following statement of income classifications: cost of revenue-services, $28.1 million and selling, general and administrative expenses, $8.3 million.

During the nine months ended September 30, 2007, the company consolidated facility space and committed to an additional reduction of 1,517 employees. This resulted in a pretax charge of $66.0 million. The charge related to work force reductions of $52.5 million is broken down as follows: (a) 876 employees in the U.S. for a charge of $23.6 million and (b) 641 employees outside the U.S. for a charge of $28.9 million. The facility charge of $13.5 million principally relates to leased property that the company ceased using as of June 30, 2007. The pretax charge was recorded in the following statement of income classifications: cost of revenue-services, $31.8 million; cost of revenue-technology, $.5 million; selling, general and administrative expenses, $18.6 million; research and development expenses, $15.9 million; and other income (expense), net, $.8 million.

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The cost reduction actions taken in the first nine months of 2007 when combined with the 2006 actions bring the total pretax charge to $396.1 million, comprised of $382.6 million for 7,182 work force reductions and $13.5 million for idle lease cost. The combined employee reduction actions are expected to be substantially completed by the end of 2007. Given the company's recent headcount reductions and its continued move to an increasingly mobile services delivery workforce, the company is currently looking at potential cost saving opportunities and may take additional actions in the fourth quarter to further consolidate facility space.

For the nine months ended September 30, 2006, a pretax charge of $323.5 million was recorded in the following statement of income classifications: cost of revenue-services, $212.9 million; cost of revenue-technology, $2.0 million; selling, general and administrative expenses, $82.0 million; research and development expenses, $29.4 million; and other income (expense), net, $2.8 million.

A further breakdown of the individual components of these costs follows (in millions of dollars):

			Work Force Reductions		
	Headcount	Total	U.S.	Int'l.	Idle Lease Cost
Balance at December 31, 2006	757	$142.6	$ 26.1	$116.5	
Additional provisions	1,517	66.0	23.6	28.9	$ 13.5
Minority interest		.8		.8	
Utilized	(1,220)	(117.2)	(33.2)	(82.7)	(1.3)
Changes in estimates and revisions	(126)	(17.4)	6.3	(23.0)	(.7)
Translation adjustments		3.6		3.3	.3
Balance at Sept. 30, 2007	928	$ 78.4	$22.8	$ 43.8	$ 11.8

Expected future utilization:					
2007 remaining three months	410	$22.2	$ 8.0	$ 13.4	$ .8
Beyond 2007	518	56.2	14.8	30.4	11.0

c. In March 2006, the company adopted changes to its U.S. defined benefit pension plans effective December 31, 2006. The changes affected most U.S. employees including senior management and included ending the accrual of future benefits in the company's defined benefit pension plans for employees effective December 31, 2006. No new entrants to the plans are allowed after that date. The changes do not affect the vested accrued pension benefits of current and former employees, including retirees. In addition, effective January 1, 2007, the company increased its matching contribution for its U.S. defined contribution plan to 100 percent of the first 6 percent of eligible pay contributed by plan participants. As a result of the amendment to stop accruals for future benefits in its U.S. defined benefit pension plans, the company recorded a pretax curtailment gain of $45.0 million in the first quarter of 2006.

Net periodic pension expense (income) for the three and nine months ended September 30, 2007 and 2006 is presented below (in millions of dollars):

	Three Months Ended September 30, 2007			Three Months Ended September 30, 2006		
	Total	U.S. Plans	Int'l. Plans	Total	U.S. Plans	Int'l. Plans
Service cost	$ 11.4	$ .1	$ 11.3	$ 26.0	$ 13.9	$ 12.1
Interest cost	101.0	69.5	31.5	91.7	63.0	28.7
Expected return on plan assets	(134.5)	(97.4)	(37.1)	(114.2)	(83.1)	(31.1)
Amortization of prior service (benefit) cost	.1	-	.1	(.4)	(.5)	.1
Recognized net actuarial loss	33.4	24.3	9.1	40.3	27.5	12.8
Net periodic pension expense (income)	$ 11.4	$ (3.5)	$ 14.9	$ 43.4	$ 20.8	$ 22.6

	Nine Months Ended September 30, 2007			Nine Months Ended September 30, 2006		
	Total	U.S. Plans	Int'l. Plans	Total	U.S. Plans	Int'l. Plans
Service cost	$ 33.2	$ .2	$33.0	$ 83.2	$ 47.5	$ 35.7
Interest cost	301.1	208.5	92.6	298.5	215.3	83.2
Expected return on plan assets	(401.0)	(292.3)	(108.7)	(374.8)	(284.1)	(90.7)
Amortization of prior service (benefit) cost	.4	-	.4	(.9)	(1.5)	.6
Recognized net actuarial loss	99.7	73.0	26.7	130.8	93.9	36.9
Curtailment gain				(45.0)	(45.0)	

Net periodic pension expense (income)	$ 33.4	$ (10.6)	$44.0	$ 91.8	$26.1	$65.7

The company currently expects to make cash contributions of approximately $75 million to its worldwide defined benefit pension plans in 2007 compared with $78.0 million in 2006. For the nine months ended September 30, 2007 and 2006, $52.6 million and $53.3 million, respectively, of cash contributions have been made. In accordance with regulations governing contributions to U.S. defined benefit pension plans, the company is not required to fund its U.S. qualified defined benefit pension plan in 2007.

Net periodic postretirement benefit expense for the three and nine months ended September 30, 2007 and 2006 is presented below (in millions of dollars):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Interest cost	$3.1	$3.2	$ 9.2	$ 9.6
Expected return on assets	(.1)	(.2)	(.4)	(.3)
Amortization of prior service benefit	-	(.5)	-	(1.5)
Recognized net actuarial loss	1.2	1.4	3.8	4.0
Net periodic postretirement benefit expense	$4.2	$3.9	$12.6	$11.8

The company expects to make cash contributions of approximately $30 million to its postretirement benefit plan in 2007 compared with $26.9 million in 2006. For the nine months ended September 30, 2007 and 2006, $27.3 million and $19.1 million, respectively, of cash contributions have been made.

d. In March 2006, the company sold all of the shares it owned in Nihon Unisys, Ltd. (NUL), a publicly traded Japanese company. The company received gross proceeds of $378.1 million and recognized a pretax gain of $149.9 million in the first quarter of 2006. NUL will remain the exclusive distributor of the company's hardware and software in Japan.

In February 2007, the company sold its media business for gross proceeds of $28.0 million and recognized a pretax gain of $23.4 million.

e. Under the company's stockholder approved stock-based plans, stock options, stock appreciation rights, restricted stock and restricted stock units may be granted to officers, directors and other key employees. As of September 30, 2007, the company has granted non-qualified stock options and restricted stock units under these plans. At September 30, 2007, 3.9 million shares of unissued common stock of the company were available for granting under these plans.

For the nine months ended September 30, 2007, 54,000 stock options were granted. The company currently expects that any future grants of stock option awards will be principally to newly hired individuals.

The fair value of stock option awards was estimated using the Black-Scholes option pricing model with the following assumptions and weighted-average fair values:

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	Nine Months Ended September 30,	
	2007	2006
Weighted-average fair value of grant	$2.88	$2.46
Risk-free interest rate	4.63%	4.35%
Expected volatility	35.31%	45.88%
Expected life of options in years	3.67	3.67
Expected dividend yield	-	-

For periods after January 1, 2006, the company has granted an annual restricted stock unit award to officers, directors and other key employees in lieu of an annual stock option grant. The restricted stock unit awards granted in March 2006 contained both time-based units (25% of the grant) and performance-based units (75% of the grant). The time-based units vest in three equal annual installments beginning with the first anniversary of the grant, and the performance-based units vest in three equal annual installments, beginning with the first anniversary of the grant, based upon the achievement of pretax profit and revenue growth rate goals in 2006 (the first installment), 2006-2007 (the second installment), and 2006-2008 (the third installment). The restricted stock unit awards granted in March 2007 consist of only performance-based units which vest at the end of three years, based upon the achievement of pretax profit and revenue growth rate goals for the three-year period from 2007-2009. Each performance-based unit will vest into zero to 1.5 shares depending on the degree to which the performance goals are met. Compensation expense resulting from these awards is recognized as expense ratably for each installment from the date of grant until the date the restrictions lapse and is based on the fair market value at the date of grant and the probability of achievement of the specific performance-related goals. The company records share-based expense in selling, general and administrative expense.

During the nine months ended September 30, 2007 and 2006, the company recorded $8.6 million and $4.8 million of share-based compensation expense, respectively, which is comprised of $8.4 million and $4.4 million of restricted stock unit expense and $.2 million and $.4 million of stock option expense, respectively.

A summary of stock option activity for the nine months ended September 30, 2007 follows (shares in thousands):

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value ($ in millions)
Outstanding at December 31, 2006	43,190	$16.44		
Granted	54	8.87		
Exercised	(1,712)	7.21		
Forfeited and expired	(3,455)	15.18		
Outstanding at Sept. 30, 2007	38,077	16.95	3.27	$2.0
Vested and				

expected to vest at Sept. 30, 2007	38,077	16.95	3.27	2.0
Exercisable at Sept. 30, 2007	37,614	17.08	3.27	1.8

The aggregate intrinsic value in the above table reflects the total pretax intrinsic value (the difference between the company's closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock options) that would have been received by the option holders had all option holders exercised their options on September 30, 2007. The intrinsic value of the company's stock options changes based on the closing price of the company's stock. The total intrinsic value of options exercised for the nine months ended September 30, 2007 was $2.9 million; the amount for the nine months ended September 30, 2006 was immaterial. As of September 30, 2007, $1.1 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.7 years.

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A summary of restricted stock unit activity for the nine months ended September 30, 2007 follows (shares in thousands):

	Restricted Stock Units	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2006	1,963	$6.66
Granted	3,336	8.34
Vested	(359)	6.89
Forfeited and expired	(654)	7.36
Outstanding at Sept. 30, 2007	4,286	7.84

The fair value of restricted stock units is determined based on the average of the high and low trading price of the company's common shares on the date of grant. The weighted-average grant-date fair value of restricted stock units granted during the nine months ended September 30, 2007 and 2006 was $8.34 and $6.55, respectively. As of September 30, 2007, there was $25.8 million of total unrecognized compensation cost related to outstanding restricted stock units granted under the company's plans. That cost is expected to be recognized over a weighted-average period of 2.1 years. The total fair value of restricted share units vested during the nine months ended September 30, 2007 and 2006 was $3.0 million and $.8 million, respectively.

Common stock issued upon exercise of stock options or upon lapse of restrictions on restricted stock units is newly issued shares. Cash received from the exercise of stock options for the nine months ended September 30, 2007 and 2006 was $12.3 million and $.9 million, respectively. The company is currently not recognizing any tax benefits from the exercise of stock options or upon issuance of stock upon lapse of restrictions on restricted stock units in light of its tax position. Tax benefits resulting from tax deductions in excess of the compensation costs recognized are

classified as financing cash flows.

f. The company has two business segments: Services and Technology. Revenue classifications by segment are as follows: Services - systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology - enterprise-class servers and specialized technologies.

The accounting policies of each business segment are the same as those followed by the company as a whole. Intersegment sales and transfers are priced as if the sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profits on such shipments of company hardware and software to customers. The Services segment also includes the sale of hardware and software products sourced from third parties that are sold to customers through the company's Services channels. In the company's consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment's sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services engagements. The amount of such profit included in operating income of the Technology segment for the three and nine months ended September 30, 2007 and 2006 was $14.4 million and $9.7 million, and $16.2 million and $13.0 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance on operating income exclusive of restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments based principally on revenue, employees, square footage or usage. Therefore, the segment comparisons below exclude the cost reduction items mentioned above.

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A summary of the company's operations by business segment for the three and nine month periods ended September 30, 2007 and 2006 is presented below (in millions of dollars):

	Total	Corporate	Services	Technology
Three Months Ended September 30, 2007				
Customer revenue	$1,393.1		$1,217.6	$ 175.5
Intersegment		$ (61.2)	3.4	57.8
Total revenue	$1,393.1	$ (61.2)	$1,221.0	$ 233.3
Operating income (loss)	$ 43.6	$ (9.5)	$ 43.6	$ 9.5
Three Months Ended September 30, 2006				
Customer revenue	$1,410.1		$1,217.6	$ 192.5

Intersegment		$ (76.5)	3.6	72.9
Total revenue	$1,410.1	$ (76.5)	$1,221.2	$ 265.4
Operating income (loss)	$ (42.9)	$ (42.0)	$ (15.6)	$ 14.7
Nine Months Ended September 30, 2007				
Customer revenue	$4,116.8		$3,579.1	$ 537.7
Intersegment		$(148.7)	10.9	137.8
Total revenue	$4,116.8	$(148.7)	$3,590.0	$ 675.5
Operating income (loss)	$ 16.5	$ (62.5)	$ 62.8	$ 16.2
Nine Months Ended September 30, 2006				
Customer revenue	$4,205.2		$3,618.5	$ 586.7
Intersegment		$(172.3)	10.8	161.5
Total revenue	$4,205.2	$(172.3)	$3,629.3	$ 748.2
Operating loss	$ (395.4)	$(330.7)	$ (37.7)	$ (27.0)

Presented below is a reconciliation of total business segment operating income (loss) to consolidated income (loss) before income taxes (in millions of dollars):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Total segment operating income (loss)	$ 53.1	$ (.9)	$ 79.0	$ (64.7)
Interest expense	(18.5)	(19.0)	(56.1)	(57.9)
Other income (expense), net	(19.3)	.4	(2.5)	153.1
Cost reduction charges	-	(36.4)	(66.0)	(323.5)
Corporate and eliminations	(9.5)	(5.6)	3.5	(7.2)
Total income (loss) before income taxes	$ 5.8	$ (61.5)	$ (42.1)	$(300.2)

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Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Three Months Ended September 30	Nine Months Ended September 30

	2007	2006	2007	2006
Services				
Systems integration and consulting	$ 379.2	$ 377.6	$1,092.6	$1,162.9
Outsourcing	523.9	491.0	1,497.7	1,417.4
Infrastructure services	208.6	237.0	667.4	691.5
Core maintenance	105.9	112.0	321.4	346.7
	1,217.6	1,217.6	3,579.1	3,618.5
Technology				
Enterprise-class servers	133.9	146.2	411.8	459.9
Specialized technologies	41.6	46.3	125.9	126.8
	175.5	192.5	537.7	586.7
Total	$1,393.1	$1,410.1	$4,116.8	$4,205.2

g. Comprehensive income (loss) for the three and nine months ended September 30, 2007 and 2006 includes the following components (in millions of dollars):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Net loss	$(31.0)	$ (77.5)	$ (92.9)	$ (300.0)
Other comprehensive income (loss)				
Cash flow hedges				
Income (loss)	.4	(.1)	-	(.3)
Reclassification adj.	(.4)	.5	-	.5
Foreign currency translation adjustments	6.4	6.0	35.8	(6.2)
Postretirement adjustments	24.3	-	79.7	1,446.0
Total other comprehensive income (loss)	30.7	6.4	115.5	1,440.0
Comprehensive income (loss)	$ (.3)	$ (71.1)	$ 22.6	$1,140.0

Accumulated other comprehensive income (loss) as of December 31, 2006 and September 30, 2007 is as follows (in millions of dollars):

	Total	Translation Adjustments	Cash Flow Hedges	Postretirement Plans
Balance at December 31, 2006	$(1,626.0)	$(633.1)	$ -	$ (992.9)
Change during period	115.5	35.8	-	79.7
Balance at September 30, 2007	$(1,510.5)	$(597.3)	$ -	$ (913.2)

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h. For equipment manufactured by the company, the company warrants that it will substantially conform to relevant published specifications for 12 months after shipment to the customer. The company will repair or replace, at its option and expense, items of equipment that do not meet this warranty. For company software, the company warrants that it will conform substantially to then-current published functional specifications for 90 days from customer's receipt. The company will provide a workaround or correction for material errors in its software that prevents its use in a production environment.

The company estimates the costs that may be incurred under its warranties and records a liability in the amount of such costs at the time revenue is recognized. Factors that affect the company's warranty liability include the number of units sold, historical and anticipated rates of warranty claims and cost per claim. The company quarterly assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary. Presented below is a reconciliation of the aggregate product warranty liability (in millions of dollars):

	Three Months Ended September 30		Nine Months Ended September 30	
	2007	2006	2007	2006
Balance at beginning of period	$ 8.6	$ 8.9	$ 8.2	$ 8.0
Accruals for warranties issued during the period	1.4	2.1	3.9	7.1
Settlements made during the period	(1.8)	(2.3)	(5.6)	(7.1)
Changes in liability for pre-existing warranties during the period, including expirations	(.1)	(.1)	1.6	.6
Balance at September 30	$ 8.1	$ 8.6	$ 8.1	$ 8.6

i. Net cash refunds received during the nine months ended September 30, 2007 for income taxes was $4.0 million compared with net cash paid for income taxes during the nine months ended September 30, 2006 of $60.4 million.

Cash paid during the nine months ended September 30, 2007 and 2006 for interest was $52.6 million and $60.4 million, respectively.

During the nine months ended September 30, 2007, the company financed $22.7 million of internal use software licenses.

j. Effective January 1, 2007, the company adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109" (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and

measurement of a tax position taken or expected to be taken in a tax return. Adoption of FIN 48 did not have a material impact on the company's consolidated results of operations and financial position. See note (l).

Effective January 1, 2007, the company adopted EITF 06-2, "Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43." EITF 06-2 applies to compensated absences that require a minimum service period but have no increase in the benefit even with additional years of service and requires the benefit to be recognized as a liability over the service period. Adoption of EITF 06-2 did not have a material impact on the company's consolidated results of operations and financial position.

Effective January 1, 2007, the company adopted EITF 06-5, "Accounting for Purchases of Life Insurance - Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4." EITF 06-5 requires that a policyholder should consider any additional amounts included in the contractual terms of the policy in determining the amount that could be realized under the insurance contract on a policy-by-policy basis. Adoption of EITF 06-5 did not have a material impact on the company's consolidated results of operations and financial position.

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement applies under other accounting pronouncements that require or permit fair value measurements. Accordingly, SFAS No. 157 does not require any new fair value measurements. The provisions of SFAS No. 157 are to be applied prospectively and are effective for financial statements issued for fiscal years beginning after November 15, 2007. The company is currently evaluating what effect, if any, adoption of SFAS No. 157 will have on the company's consolidated results of operations and financial position.

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In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reportable in earnings. The provisions of SFAS No. 159 shall be effective as of the beginning of each reporting entity's first fiscal year that begins after November 15, 2007. The company is currently assessing the impact of SFAS No. 159 on its consolidated results of operations and financial position.

EITF 06-4, "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements," was issued in September 2006 and is effective for fiscal years beginning after December 15, 2007. EITF 06-4 requires that, for split-dollar life insurance arrangements that provide a benefit to an employee that extends to postretirement periods, an employer should recognize a liability for future benefits in accordance with SFAS No. 106. EITF 06-4 requires that recognition of the effects of adoption should be either by (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. The company is reviewing EITF 06-4 and does not currently expect that its

adoption will have a material impact on the company's consolidated results of operations and financial position.

k. In 2002, the company and the Transportation Security Administration (TSA) entered into a competitively awarded contract providing for the establishment of secure information technology environments in airports. The Defense Contract Audit Agency (DCAA), at the request of TSA, reviewed contract performance and raised some government contracting issues. The company continues to work to address certain contracts administration issues raised by the DCAA. In addition, the Civil Division of the Department of Justice, working with the Inspector General's Office of the Department of Homeland Security, is reviewing issues raised by the DCAA relating to labor categorization and overtime on the TSA contract. The company understands that the Civil Division's review continues at a preliminary stage. The company is working cooperatively with the Civil Division. The company does not know whether the Civil Division will pursue the matter, or, if pursued, what effect this might have on the company.

l. Effective January 1, 2007, the company adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109" (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Adoption of FIN 48 did not have a material impact on the company's consolidated results of operations and financial position.

The company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. The company recently concluded a U.S. federal income tax audit of the years 2000-2003 with no material impact. Several U.S. state and foreign income tax audits are in process. There are currently no income tax audits in process in either Brazil or the United Kingdom, which are the most significant jurisdictions outside the U.S. For Brazil, the audit period through 2000 is closed and for the United Kingdom, the audit period through 2004 is closed. All of the various ongoing income tax audits throughout the world are not expected to have a material impact on the company's financial position.

The company recognizes penalties and interest accrued related to income tax liabilities in the provision (benefit) for income taxes in its consolidated statements of income. The company had an accrual of $7.7 million for the payment of penalties and interest at September 30, 2007 and $10.3 million at December 31, 2006.

As of December 31, 2006, the company had $38.3 million of a liability for unrecognized tax benefits. In March 2007, the company settled an income tax audit in the Netherlands and as a result, recorded a tax benefit of $39.4 million and received a refund, including interest, of approximately $57 million during the second quarter of 2007.

After the settlement discussed above, the company had $14.4 million of a liability for unrecognized tax benefits as of September 30, 2007, all of which, if recognized, would affect the company's effective tax rate. The company does not currently expect that the total amount of unrecognized tax benefits at September 30, 2007 will significantly increase or decrease within the next 12 months.

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

Overview

In October 2005, Unisys announced a comprehensive, multi-year program to fundamentally reposition the company in the marketplace and enhance its profitability. The program included: 1) focusing the company's resources on higher-growth market segments such as outsourcing, enterprise security, open source, Microsoft solutions, and real-time infrastructure while continuing to invest in its proprietary ClearPath enterprise servers; 2) focusing sales and marketing efforts on large client accounts and selected geographies; 3) significantly reducing the company's cost structure in line with its more focused business model; and 4) divesting non-core areas of the business and using the proceeds to fund its restructuring efforts.

In the third quarter of 2007, the company continued to make progress against this repositioning program. As a result of its cost-reduction efforts and other actions, the company's operating profit margins improved significantly in the quarter from year-ago levels. The company saw this progress particularly in its services business, which represented 87% of its revenue in the quarter.

The company achieved this progress despite two issues that continue to impact its operating profitability: 1) higher temporary contract labor costs, which have been needed to help maintain service delivery levels during the transitional period as it implements headcount reductions; and 2) lower volume in its systems integration and consulting business due to disruptions in this business related to repositioning actions. The company is focused on addressing these issues while continuing to implement the repositioning program.

For the nine months ended September 30, 2007, the company reported a net loss of $92.9 million, or $.27 per share, compared with a net loss of $300.0 million, or $.87 per share, for the nine months ended September 30, 2006. The current nine-month period includes pretax charges relating to cost reduction actions of $66.0 million compared with $323.5 million in the prior nine-month period.

During the first nine months of 2007, the company:

* recorded cost reduction charges of $66.0 million for 1,517 personnel reductions and idle facility costs (see note (b));

* continued its program to divest non-core assets by selling its media business for cash proceeds of approximately $28 million (see note (d)); and

* settled a Netherlands income tax audit and as a result recorded a tax benefit of approximately $39 million and received a cash refund, including interest, of approximately $57 million (see note (l)).

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Results of operations

Company results

For the three months ended September 30, 2007, the company reported a net loss of $31.0 million, or $.09 per share, compared with a net loss of $77.5 million, or $.23 per share, for the three months ended September 30, 2006. The current period includes no pretax charges relating to cost reduction actions compared

with $36.4 million of charges in the prior-year period.

Revenue for the quarter ended September 30, 2007 was $1.39 billion compared with $1.41 billion for the third quarter of 2006, a decrease of 1% from the prior year. Technology revenue declined 9% while Services revenue was flat when compared with the prior year. Foreign currency fluctuations had a 3-percentage-point positive impact on revenue in the current period compared with the year-ago period. U.S. revenue declined 5% in the quarter compared with the year-ago period, principally driven by weakness in infrastructure services. Revenue in international markets increased 2% due to increases in Latin America, Canada and Pacific/Asia, offset in part by a decrease in Europe. On a constant currency basis, international revenue declined 4% in the three months ended September 30, 2007 compared with the three months ended September 30, 2006.

During the three months ended September 30, 2007, the company did not record additional cost reduction charges.

During the three months ended September 30, 2006, the company committed to a reduction of approximately 100 employees outside the U.S. that resulted in a pretax charge in the third quarter of 2006 of $36.4 million, principally related to severance costs. The pretax charge was recorded in the following statement of income classifications: cost of revenue-services, $28.1 million and selling, general and administrative expenses, $8.3 million.

The cost reduction actions taken in the first nine months of 2007 when combined with the 2006 actions bring the total pretax charge to $396.1 million, comprised of $382.6 million for 7,182 work force reductions and $13.5 million for idle lease cost. The combined employee reduction actions are expected to be substantially completed by the end of 2007. Net of investments in offshore resources and outsourcing of certain internal, non-client facing functions, the company anticipates that these combined actions will yield, on a run-rate basis, annualized cost savings in excess of $365 million by the first half of 2008. Given the company's recent headcount reductions and its continued move to an increasingly mobile services delivery workforce, the company is currently looking at potential cost saving opportunities and may take additional actions in the fourth quarter to further consolidate facility space.

In March 2006, the company adopted changes to its U.S. defined benefit pension plans effective December 31, 2006. The changes affected most U.S. employees including senior management and included ending the accrual of future benefits in the company's defined benefit pension plans for employees effective December 31, 2006. No new entrants to the plans are allowed after that date. The changes do not affect the vested accrued pension benefits of current and former employees, including retirees. In addition, effective January 1, 2007, the company increased its matching contribution for its U.S. defined contribution plan to 100 percent of the first 6 percent of eligible pay contributed by plan participants. As a result of the amendment to stop accruals for future benefits in its U.S. defined benefit pension plans, the company recorded a pretax curtailment gain of $45.0 million in the first quarter of 2006.

Pension expense for the three months ended September 30, 2007 was $11.4 million compared with $43.4 million for the three months ended September 30, 2006. The company records pension income or expense, as well as other employee-related costs such as payroll taxes and medical insurance costs, in operating income in the following income statement categories: cost of sales; selling, general and administrative expenses; and research and development expenses. The amount allocated to each category is based on where the salaries of active employees are charged.

Total gross profit margin was 22.2% in the three months ended September 30, 2007 compared with 18.3% in the three months ended September 30, 2006. Included in

the gross profit margin in 2006 were cost reduction charges of $28.1 million. The increase in gross profit margin excluding the 2006 charges principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $22.3 million ($8.8 million for the three months ended September 30, 2007 compared with $31.1 million in the year-ago period).

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Selling, general and administrative expenses were $225.8 million for the three months ended September 30, 2007 (16.2% of revenue) compared with $256.1 million (18.2% of revenue) in the year-ago period. During the current quarter, as a result of unfavorable administrative tax rulings, the company recorded a charge of approximately $6 million principally related to a sales and use tax matter. In addition, as a result of a favorable arbitration ruling, the company reversed approximately $6.5 million of outstanding bad debt reserves related to a former systems integration contract. Included in selling, general and administrative expense in the year-ago quarter were cost reduction charges of $8.3 million. The decrease in selling, general and administrative expense excluding these items principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $6.3 million ($2.9 million for the three months ended September 30, 2007 compared with $9.2 million in the year-ago period).

Research and development (R&D) expenses in the third quarter of 2007 were $39.7 million compared with $45.5 million in the third quarter of 2006. The company continues to invest in proprietary operating systems and in key programs within its industry practices. The reduction in R&D in 2007 compared with 2006 principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $3.3 million ($.2 million of income for the three months ended September 30, 2007 compared with $3.1 million of expense in the year-ago period).

For the third quarter of 2007, the company reported a pretax operating income of $43.6 million compared with a pretax operating loss of $42.9 million in the third quarter of 2006. The third quarter of 2006 included a $36.4 million charge related to cost reduction actions. Contributing to the increase in operating profit was a decline in pension expense of $32.0 million ($11.4 million for the three months ended September 30, 2007 compared with $43.4 million in the year-ago period), as well as the benefits derived from the cost reduction actions.

Interest expense for the three months ended September 30, 2007 was $18.5 million compared with $19.0 million for the three months ended September 30, 2006.

Other income (expense), net, which can vary from period to period, was expense of $19.3 million in the third quarter of 2007, compared with income of $.4 million in 2006. The difference in 2007 from 2006 was principally due to expense of $10.7 million in the current quarter to settle an escheat audit and foreign exchange losses in the current period of $6.1 million compared with $.2 million gain in the prior-year period. In addition, there was an expense of $6.2 million in the current quarter compared with expense of $2.3 million in the last year's third quarter related to minority shareholders' portion of income of iPSL, a 51% owned subsidiary which is fully consolidated by the company. The change was due to increased profit from iPSL resulting from the renegotiated contract in January 2006 and benefits derived from cost reduction actions.

Income (loss) before income taxes for the three months ended September 30, 2007 was income of $5.8 million compared with a loss of $61.5 million in 2006. The provision for income taxes was $36.8 million in the current quarter compared with a provision of $16.0 million in the year-ago period. Due to the establishment of a full valuation allowance for all of the company's U.S.

deferred tax assets and certain international subsidiaries in the third quarter of 2005, the company no longer has a meaningful effective tax rate. The company will record a tax provision or benefit for those international subsidiaries that do not have a full valuation allowance against their deferred tax assets. Any profit or loss recorded for the company's U.S. operations will have no provision or benefit associated with it. As a result, the company's provision or benefit for taxes will vary significantly quarter to quarter depending on the geographic distribution of income. In the current quarter, income increased in certain international jurisdictions due in large part to profit improvement caused by the company's cost reduction actions. In addition, the provision for income taxes in the current period includes $8.9 million due to a reduction in the UK income tax rate. The rate reduction from 30% to 28% was enacted in the third quarter effective April 1, 2008. The provision of $8.9 million was caused by a write down of the UK deferred tax assets to the 28% rate.

For the nine months ended September 30, 2007, the company reported a net loss of $92.9 million, or $.27 per share, compared with a net loss of $300.0 million, or $.87 per share, for the nine months ended September 30, 2006. The current nine-month period includes pretax charges relating to cost reduction actions of $66.0 million compared with $323.5 million in the prior nine-month period.

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Total revenue for the nine months ended September 30, 2007 and 2006 was $4.12 billion and $4.21 billion, respectively. Foreign currency translations had a 3-percentage-point positive impact on revenue in the current nine months when compared with the year-ago period. In the current nine-month period, Services revenue decreased 1% and Technology revenue decreased 8%.

U.S. revenue declined 5% in the current nine-month period compared with the year-ago period and revenue in international markets was up slightly. On a constant currency basis, international revenue decreased 6% in the nine months ended September 30, 2007.

Pension expense for the nine months ended September 30, 2007 was $33.4 million compared with $91.8 million of pension expense for the nine months ended September 30, 2006. The decrease in pension expense in 2007 from 2006 was principally due to the change in the U.S. defined benefit pension plans, discussed above.

Total gross profit margin was 21.0% in the nine months ended September 30, 2007 compared with 14.8% in the year-ago period. Included in the gross profit margin in 2007 and 2006 were cost reduction charges of $32.3 million and $214.9 million, respectively. The increase in gross profit margin excluding these charges principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $42.9 million ($25.1 million for the nine months ended September 30, 2007 compared with $68.0 million in the year-ago period).

For the nine months ended September 30, 2007, selling, general and administrative expenses were $717.8 million (17.4% of revenue) compared with $834.2 million (19.8% of revenue) for the nine months ended September 30, 2006. Included in selling, general and administrative expense in 2007 and 2006 were cost reduction charges of $18.6 million and $82.0 million, respectively. The decrease in selling, general and administrative expense excluding these charges principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $10.4 million ($9.1 million for the nine months ended September 30, 2007 compared with $19.5 million in the year-ago period).

R&D expense for the nine months ended September 30, 2007 was $131.6 million

compared with $184.7 million a year ago. Included in R&D expense in 2007 and 2006 were cost reduction charges of $15.9 million and $29.4 million, respectively. The reduction in R&D in 2007 compared with 2006 excluding these charges principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $5.0 million ($.7 million of income for the nine months ended September 30, 2007 compared with $4.3 million of expense in the year-ago period).

For the nine months ended September 30, 2007, the company reported an operating profit of $16.5 million compared with an operating loss of $395.4 million for the nine months ended September 30, 2006. Included in operating profit was charges of $66.8 million and $323.5 million in 2007 and 2006, respectively, related to the cost reduction actions. Contributing to the increase in operating profit was a decline in pension expense of $58.4 million ($33.4 million for the nine months ended September 30, 2007 compared with $91.8 million in the year-ago period), as well as the benefits derived from the cost reduction actions.

Interest expense for the nine months ended September 30, 2007 was $56.1 million compared with $57.9 million for the nine months ended September 30, 2006.

Other income (expense), net was an expense of $2.5 million in the current nine-month period compared with income of $153.1 million in the year-ago period. Other income (expense) in 2007 principally reflects a gain of $23.4 million on the sale of the company's media business as well as an expense of $10.7 million to settle an escheat audit. The 2006 period principally reflects a gain of $149.9 million from the sale of all of the company's shares in NUL (see note (d)).

Income (loss) before income taxes was a loss of $42.1 million in the nine months ended September 30, 2007 compared with a loss of $300.2 million last year. The provision for income taxes was $50.8 million in the current period compared with a benefit of $.2 million in the year-ago period. The tax provision in the current period includes $39.4 million related to the Netherlands income tax audit settlement (see note (l)) and $8.9 million related to the U.K income tax rate change (discussed above).

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In 2002, the company and the Transportation Security Administration (TSA) entered into a competitively awarded contract providing for the establishment of secure information technology environments in airports. The Defense Contract Audit Agency (DCAA), at the request of TSA, reviewed contract performance and raised some government contracting issues. The company continues to work to address certain contracts administration issues raised by the DCAA. In addition, the Civil Division of the Department of Justice, working with the Inspector General's Office of the Department of Homeland Security, is reviewing issues raised by the DCAA relating to labor categorization and overtime on the TSA contract. The company understands that the Civil Division's review continues at a preliminary stage. The company is working cooperatively with the Civil Division. The company does not know whether the Civil Division will pursue the matter, or, if pursued, what effect this might have on the company.

Segment results

The company has two business segments: Services and Technology. Revenue classifications by segment are as follows: Services - systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology - enterprise-class servers and specialized technologies. The accounting policies of each business segment are the same as those followed by the company as a whole. Intersegment sales and transfers are priced as if the

sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profit on such shipments of company hardware and software to customers. The Services segment also includes the sale of hardware and software products sourced from third parties that are sold to customers through the company's Services channels. In the company's consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment's sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services agreements. The amount of such profit included in operating income of the Technology segment for the three and nine months ended September 30, 2007 and 2006 was $14.4 million and $9.7 million, and $16.2 million and $13.0 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance on operating income exclusive of restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments, based principally on revenue, employees, square footage or usage. Therefore, the segment comparisons below exclude the cost reduction items mentioned above.

Information by business segment is presented below (in millions of dollars):

	Total	Eliminations	Services	Technology
Three Months Ended September 30, 2007				
Customer revenue	$1,393.1		$1,217.6	$175.5
Intersegment		$(61.2)	3.4	57.8
Total revenue	$1,393.1	$(61.2)	$1,221.0	$233.3
Gross profit percent	22.2 %		17.7 %	44.6 %
Operating profit percent	3.1 %		3.6 %	4.0 %
Three Months Ended September 30, 2006				
Customer revenue	$1,410.1		$1,217.6	$192.5
Intersegment		$(76.5)	3.6	72.9
Total revenue	$1,410.1	$(76.5)	$1,221.2	$265.4
Gross profit percent	18.3 %		13.9 %	46.3 %
Operating profit (loss) percent	(3.0)%		(1.3)%	5.5 %

Gross profit percent and operating income percent are as a percent of total revenue.

Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Three Months Ended September 30		Percent Increase (Decrease)
	2007	2006	
Services			
Systems integration and consulting	$ 379.2	$ 377.6	-
Outsourcing	523.9	491.0	7 %
Infrastructure services	208.6	237.0	(12)%
Core maintenance	105.9	112.0	(5)%
	1,217.6	1,217.6	-
Technology			
Enterprise-class servers	133.9	146.2	(8)%
Specialized technologies	41.6	46.3	(10)%
	175.5	192.5	(9)%
Total	$1,393.1	$1,410.1	(1)%

In the Services segment, customer revenue was $1.22 billion for the three months ended September 30, 2007 unchanged from the three months ended September 30, 2006. Foreign currency translation had a 4-percentage-point positive impact on Services revenue in current quarter compared with the year-ago period.

Revenue from systems integration and consulting remained flat with an increase of $1.6 million from $377.6 million in the September 2006 quarter to $379.2 million in the September 2007 quarter. Although revenue was flat in the current quarter, the company continues to work through disruptions in this business related to changes made in the repositioning program.

Outsourcing revenue increased by $32.9 million or 7% for the three months ended September 30, 2007 compared with the three months ended September 30, 2006, led by increases in both information technology outsourcing (ITO) and business processing outsourcing (BPO).

Infrastructure services revenue declined by $28.4 million or 12% for the three month period ended September 30, 2007 compared with the three month period ended September 30, 2006 due to weakness in network design and consulting projects, as well as the shift of project-based infrastructure work to managed outsourcing contracts. This trend is expected to continue.

Core maintenance revenue declined by $6.1 million or 5% in the current quarter compared with the prior-year quarter. The company expects the secular decline of core maintenance will continue.

Services gross profit was 17.7% in the third quarter of 2007 compared with 13.9% in the year-ago period. Services operating income (loss) percent was 3.6% in the three months ended September 30, 2007 compared with (1.3)% in the three months ended September 30, 2006. The increase in Services operating profit margin principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $26.7 million ($11.2 million for the three months ended September 30, 2007 compared with $37.9 million in the year-

ago period). During the quarter, the company continued to experience higher temporary contract labor costs, which have been needed to help maintain service delivery levels during the transitional period as it implements headcount reductions; and lower volume in its systems integration and consulting business due to disruptions in this business related to repositioning actions. The company is focused on addressing these issues while continuing to implement the repositioning program.

In the Technology segment, customer revenue was $176 million in the current quarter compared with $193 million in the year-ago period for a decrease of 9%. Foreign currency translation had a positive impact of approximately 1-percentage points on Technology revenue in the current period compared with the prior-year period.

Revenue for the company's enterprise-class servers, which includes the company's ClearPath and ES7000 product families, decreased from $146.2 million for the three months ended September 30, 2006 to $133.9 million for the three months ended September 30, 2007, a decline of $12.3 million or 8%. Included in the three months ended September 30, 2007 were systems upgrades from large financial services customers in Latin America and Pacific/Asia. The revenue decline reflects the continuing secular decline in enterprise servers.

Revenue from specialized technologies, which includes the company's payment systems products, third-party technology products and royalties from the company's agreement with NUL, decreased from $46.3 million for the three months ended September 30, 2006 to $41.6 million for the three months ended September 30, 2007, a decrease of $4.7 million or 10%. The decline was principally due to reduced revenue from the company's former semiconductor test equipment business that was sold in 2006. Revenue from NUL will decline in 2008 due to expiration of the one-time fixed royalty fee of $225 million under an agreement executed in 2005. The company currently is recognizing $18.8 million per quarter under this royalty agreement over the three-year period ending March 31, 2008.

Technology gross profit was 44.6% in the current quarter compared with 46.3% in the year-ago quarter. Technology operating income percent was 4.0% in the three months ended September 30, 2007 compared with 5.5% in the three months ended September 30, 2006. The decline in revenue and operating margins in 2007 compared with 2006 primarily reflects the continuing secular decline in enterprise servers.

Information by business segment is presented below (in millions of dollars):

	Total	Elimi-nations	Services	Technology
Nine Months Ended September 30, 2007				
Customer revenue	$4,116.8		$3,579.1	$537.7
Intersegment		$(148.7)	10.9	137.8
Total revenue	$4,116.8	$(148.7)	$3,590.0	$675.5
Gross profit percent	21.0 %		16.7 %	43.7 %

	Total	Eliminations	Services	Technology
Operating profit percent	0.4 %		1.7 %	2.4 %
Nine Months Ended September 30, 2006				
Customer revenue	$4,205.2		$3,618.5	$586.7
Intersegment		$(172.3)	10.8	161.5
Total revenue	$4,205.2	$(172.3)	$3,629.3	$748.2
Gross profit percent	14.8 %		14.4 %	42.1 %
Operating profit (loss) percent	(9.4)%		(1.0)%	(3.6)%

Gross profit percent and operating income percent are as a percent of total revenue.

Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Nine Months Ended September 30		Percent Increase (Decrease)
	2007	2006	
Services			
Systems integration and consulting	$1,092.6	$1,162.9	(6)%
Outsourcing	1,497.7	1,417.4	6 %
Infrastructure services	667.4	691.5	(3)%
Core maintenance	321.4	346.7	(7)%
	3,579.1	3,618.5	(1)%
Technology			
Enterprise-class servers	411.8	459.9	(10)%
Specialized technologies	125.9	126.8	(1)%
	537.7	586.7	(8)%
Total	$4,116.8	$4,205.2	(2)%

In the Services segment, customer revenue was $3.58 billion for the nine months ended September 30, 2007, down 1% from $3.62 billion for the nine months ended September 30, 2006. Foreign currency translation had a 4-percentage-point positive impact on Services revenue in the current period compared with the year-ago period.

Revenue from systems integration and consulting decreased $70.3 million or 6%

from $1.16 billion in the nine months ended September 30, 2006 to $1.09 billion in the nine months ended September 30, 2007. The company continues to work through disruptions in this business related to changes made in the repositioning program.

Outsourcing revenue increased by $80.3 million or 6% for the nine months ended September 30, 2007 compared with the nine months ended September 30, 2006, led by increases in both information technology outsourcing (ITO) and business processing outsourcing (BPO).

Infrastructure services revenue declined by $24.1 million or 3% for the nine month period ended September 30, 2007 compared with the nine month period ended September 30, 2006 due to weakness in network design and consulting projects, as well as the shift of project-based infrastructure work to managed outsourcing contracts. This trend is expected to continue.

Core maintenance revenue declined by $25.3 million or 7% in the current period compared with the prior-year period. The company expects the secular decline of core maintenance will continue.

Services gross profit was 16.7% in the nine months ended September 30, 2007 compared with 14.4% in the year-ago period. Services operating income (loss) percent was 1.7% in the nine months ended September 30, 2007 compared with (1.0)% in the nine months ended September 30, 2006. The increase in Services operating profit margin principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $50.0 million ($33.0 million for the nine months ended September 30, 2007 compared with $83.0 million in the year-ago period). During the period, the company continued to experience higher temporary contract labor costs, which have been needed to help maintain service delivery levels during the transitional period as it implements headcount reductions; and lower volume in its systems integration and consulting business due to disruptions in this business related to repositioning actions. The company is focused on addressing these issues while continuing to implement the repositioning program.

In the Technology segment, customer revenue was $538 million in the current quarter compared with $587 million in the year-ago period for a decrease of 8%. Foreign currency translation had a positive impact of approximately 2-percentage points on Technology revenue in the current period compared with the prior-year period.

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Revenue for the company's enterprise-class servers decreased from $459.9 million for the nine months ended September 30, 2006 to $411.8 million for the nine months ended September 30, 2007, a decline of $48.1 million or 10%. The revenue decline reflects the continuing secular decline in enterprise servers.

Revenue from specialized technologies decreased from $126.8 million for the nine months ended September 30, 2006 to $125.9 million for the nine months ended September 30, 2007, a decrease of $.9 million or 1%.

Technology gross profit was 43.7% in the current period compared with 42.1% in the year-ago period. Technology operating income percent was 2.4% in the nine months ended September 30, 2007 compared with (3.6)% in the nine months ended September 30, 2006. The increase in Technology operating profit margin principally reflects the benefits derived from the cost reduction actions as well as a decline in pension expense of $8.5 million ($.3 million for the nine months ended September 30, 2007 compared with $8.8 million in the year-ago period).

New accounting pronouncements

See note (j) of the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition.

Financial condition

Cash and cash equivalents at September 30, 2007 were $448.5 million compared with $719.3 million at December 31, 2006.

During the nine months ended September 30, 2007, cash used for operations was $74.2 million compared with cash used of $138.7 million for the nine months ended September 30, 2006. The current-year period included a tax refund of approximately $57 million. Cash expenditures in the current period related to the current year and prior-year restructuring actions (which are included in operating activities) were approximately $123.9 million compared with $110.2 million for the prior-year period. Cash expenditures for the current-year and the prior-year restructuring actions are expected to be approximately $24 million for the remainder of 2007, resulting in an expected cash expenditure of approximately $148 million in 2007 compared with $198 million in 2006. At September 30, 2007 and December 31, 2006, receivables of $100 million and $170 million, respectively, were sold under the company's U.S. trade accounts receivable program discussed below.

Cash used for investing activities for the nine months ended September 30, 2007 was $219.5 million compared with $179.4 million of cash provided during the nine months ended September 30, 2006. The principal reason for the decrease was that in 2006, the company received net proceeds of $380.6 million from the sale of the NUL shares and other assets. Net purchases of investments were $7.7 million for the nine months ended September 30, 2007 compared with net purchases of $2.9 million in the prior-year period. Proceeds from investments and purchases of investments represent derivative financial instruments used to manage the company's currency exposure to market risks from changes in foreign currency exchange rates. In addition, in the current period, the investment in marketable software was $73.0 million compared with $81.2 million in the year-ago period, capital additions of properties were $56.4 million in 2007 compared with $48.2 million in 2006 and capital additions of outsourcing assets were $108.4 million in 2007 compared with $68.9 million in 2006. The increase in capital expenditures for outsourcing assets reflects higher expenditures on outsourcing projects as the company began new client projects. During the nine months ended September 30, 2007, the company financed $22.7 million of internal use software licenses.

Cash provided by financing activities during the nine months ended September 30, 2007 was $5.4 million compared with $78.9 million of cash used during the nine months ended September 30, 2006. The prior-year period includes a cash expenditure of $57.9 million to retire at maturity all of the company's remaining 8 1/8% senior notes. The current-year period includes $12.3 million of cash received due to employee exercise of stock options during the nine months ended September 30, 2007 compared with $.9 million in the prior-year period. The current period also includes $5.8 million of cash expenditure for dividends paid to minority shareholders.

At September 30, 2007 and December 31, 2006, total debt was $1.05 billion.

The company has a three-year, secured revolving credit facility which expires in

2009 that provides for loans and letters of credit up to an aggregate of $275 million. Borrowings under the facility bear interest based on short-term rates and the company's credit rating. The credit agreement contains customary representations and warranties, including no material adverse change in the company's business, results of operations or financial condition. It also contains financial covenants requiring the company to maintain certain interest coverage, leverage and asset coverage ratios and a minimum amount of liquidity, which could reduce the amount the company is able to borrow. The credit facility also includes covenants limiting liens, mergers, asset sales, dividends and the incurrence of debt. Events of default include non-payment, failure to perform covenants, materially incorrect representations and warranties, change of control and default under other debt aggregating at least $25 million. If an event of default were to occur under the credit agreement, the lenders would be entitled to declare all amounts borrowed under it immediately due and payable. The occurrence of an event of default under the credit agreement could also cause the acceleration of obligations under certain other agreements and the termination of the company's U.S. trade accounts receivable facility, discussed below. Also, the credit facility may be terminated if the 7 7/8% senior notes due 2008 have not been repaid, refinanced or defeased by payment of amounts due to an escrow agent on or prior to January 1, 2008. The credit facility is secured by the company's assets, except that the collateral does not include accounts receivable that are subject to the receivable facility, U.S. real estate or the stock or indebtedness of the company's U.S. operating subsidiaries. As of September 30, 2007, there were letters of credit of $43.7 million issued under the facility and there were no cash borrowings.

In addition, the company and certain international subsidiaries have access to uncommitted lines of credit from various banks. Other sources of short-term funding are operational cash flows, including customer prepayments, and the company's U.S. trade accounts receivable facility.

At September 30, 2007, the company had an agreement to sell, on an on-going basis, through Unisys Funding Corporation I, a wholly owned subsidiary, interests in up to $300 million of eligible U.S. trade accounts receivable. The receivables are sold at a discount that reflects a margin based on, among other things, the company's then-current S&P and Moody's credit rating. The facility is terminable by the purchasers if the company's corporate rating is below B by S&P or B2 by Moody's and requires the maintenance of certain ratios related to the sold receivables. At September 30, 2007, the company's corporate rating was B+ and B2 by S&P and Moody's, respectively. The facility is renewable annually in November at the purchasers' option until November 2008. At September 30, 2007 and December 31, 2006, the company had sold $100 million and $170 million, respectively, of eligible receivables.

At September 30, 2007, the company has met all covenants and conditions under its various lending and funding agreements. The company expects to continue to meet these covenants and conditions. The company believes that it will have adequate sources and availability of short-term funding to meet its expected cash requirements.

The company may, from time to time, redeem, tender for, or repurchase its securities in the open market or in privately negotiated transactions depending upon availability, market conditions and other factors.

The company has on file with the Securities and Exchange Commission a registration statement covering $650 million of debt or equity securities, which enables the company to be prepared for future market opportunities.

Stockholders' equity increased $77.2 million during the nine months ended September 30, 2007, principally reflecting a decrease of $79.7 million in other comprehensive loss due to amortization of postretirement losses recognized in accumulated other comprehensive income as well as positive currency exchange

rate changes of $35.8 million and an increase of $54.5 million relating to issuance of stock under various share-based plans, offset in part by a net loss of $92.9 million.

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Factors that may affect future results

From time to time, the company provides information containing "forward-looking" statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events and include any statement that does not directly relate to any historical or current fact. Words such as "anticipates," "believes," "expects," "intends," "plans," "projects" and similar expressions may identify such forward-looking statements. All forward-looking statements rely on assumptions and are subject to risks, uncertainties and other factors that could cause the company's actual results to differ materially from expectations. Factors that could affect future results include, but are not limited to, those discussed below. Any forward-looking statement speaks only as of the date on which that statement is made. The company assumes no obligation to update any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made.

Statements in this report regarding the company's cost reduction plan are subject to the risk that the company may not implement the planned headcount reductions, increase its offshore resources, or reduce its use of third-party contract labor as quickly as currently planned. All of these factors could affect the timing of anticipated cost savings. The amount of anticipated cost savings is also subject to currency exchange rate fluctuations with regard to actions taken outside the U.S.

Other factors that could affect future results include the following:

The company's business is affected by changes in general economic and business conditions. The company continues to face a highly competitive business environment. If the level of demand for the company's products and services declines in the future, the company's business could be adversely affected. The company's business could also be affected by acts of war, terrorism or natural disasters. Current world tensions could escalate, and this could have unpredictable consequences on the world economy and on the company's business.

The information services and technology markets in which the company operates include a large number of companies vying for customers and market share both domestically and internationally. The company's competitors include consulting and other professional services firms, systems integrators, outsourcing providers, infrastructure services providers, computer hardware manufacturers and software providers. Some of the company's competitors may develop competing products and services that offer better price-performance or that reach the market in advance of the company's offerings. Some competitors also have or may develop greater financial and other resources than the company, with enhanced ability to compete for market share, in some instances through significant economic incentives to secure contracts. Some also may be better able to compete for skilled professionals. Any of these factors could have an adverse effect on the company's business. Future results will depend on the company's ability to mitigate the effects of aggressive competition on revenues, pricing and margins and on the company's ability to attract and retain talented people.

The company operates in a highly volatile industry characterized by rapid technological change, evolving technology standards, short product life cycles and continually changing customer demand patterns. Future success will depend in

part on the company's ability to anticipate and respond to these market trends and to design, develop, introduce, deliver or obtain new and innovative products and services on a timely and cost-effective basis. The company may not be successful in anticipating or responding to changes in technology, industry standards or customer preferences, and the market may not demand or accept its services and product offerings. In addition, products and services developed by competitors may make the company's offerings less competitive.

The company's future results will depend in part on the success of its efforts to control and reduce costs through the development and use of low-cost subsidiaries and low-cost offshore and global sourcing models. Future results will also depend in part on the success of the company's focused investment and sales and marketing strategies. These strategies are based on various assumptions, including assumptions regarding market segment growth, client demand, and the proper skill set of and training for sales and marketing management and personnel, all of which are subject to change.

The company's future results will depend in part on its ability to grow outsourcing and infrastructure services. The company's outsourcing contracts are multiyear engagements under which the company takes over management of a client's technology operations, business processes or networks. In a number of these arrangements, the company hires certain of its clients' employees and may become responsible for the related employee obligations, such as pension and severance commitments. In addition, system development activity on outsourcing contracts may require the company to make significant upfront investments. The company will need to have available sufficient financial resources in order to take on these obligations and make these investments.

Recoverability of outsourcing assets is dependent on various factors, including the timely completion and ultimate cost of the outsourcing solution, and realization of expected profitability of existing outsourcing contracts. These risks could result in an impairment of a portion of the associated assets, which are tested for recoverability quarterly.

As long-term relationships, outsourcing contracts provide a base of recurring revenue. However, outsourcing contracts are highly complex and can involve the design, development, implementation and operation of new solutions and the transitioning of clients from their existing business processes to the new environment. In the early phases of these contracts, gross margins may be lower than in later years when an integrated solution has been implemented, the duplicate costs of transitioning from the old to the new system have been eliminated and the work force and facilities have been rationalized for efficient operations. Future results will depend on the company's ability to effectively and timely complete these implementations, transitions and rationalizations. Future results will also depend on the company's ability to continue to effectively address its challenging outsourcing operations through negotiations or operationally and to fully recover the associated outsourcing assets.

Future results will also depend in part on the company's ability to drive profitable growth in systems integration and consulting. The company's ability to grow profitably in this business will depend on the level of demand for systems integration projects and the portfolio of solutions offered by the company for specific industries. It will also depend on an improvement in the utilization of services delivery personnel. In addition, profit margins in this business are largely a function of the rates the company is able to charge for services and the chargeability of its professionals. If the company is unable to attain sufficient rates and chargeability for its professionals, profit margins will suffer. The rates the company is able to charge for services are affected

by a number of factors, including clients' perception of the company's ability to add value through its services; introduction of new services or products by the company or its competitors; pricing policies of competitors; and general economic conditions. Chargeability is also affected by a number of factors, including the company's ability to transition employees from completed projects to new engagements, and its ability to forecast demand for services and thereby maintain an appropriate head count.

Future results will also depend, in part, on market demand for the company's high-end enterprise servers and maintenance on these servers, both of which continue to experience secular revenue declines. The company continues to apply its resources to develop value-added software capabilities and optimized solutions for these server platforms which provide competitive differentiation. Future results will depend, in part, on customer acceptance of new ClearPath systems and the company's ability to maintain its installed base for ClearPath and to develop next-generation ClearPath products that are purchased by the installed base. In addition, future results will depend, in part, on the company's ability to generate new customers and increase sales of the Intel-based ES7000 line. The company believes there is growth potential in the market for high-end, Intel-based servers running Microsoft and Linux operating system software. However, the company's ability to succeed will depend on its ability to compete effectively against enterprise server competitors with more substantial resources and its ability to achieve market acceptance of the ES7000 technology by clients, systems integrators and independent software vendors. Future results of the technology business will also depend, in part, on the successful implementation of the company's arrangements with NEC.

The company frequently enters into contracts with governmental entities. U.S. government agencies, including the Defense Contract Audit Agency and the Department of Labor, routinely audit government contractors. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. The U.S. government also may review the adequacy of, and a contractor's compliance with, its systems and policies, including the contractor's purchasing, property, estimating, accounting, compensation and management information systems. Any costs found to be overcharged or improperly allocated to a specific contract will be subject to reimbursement to the government. If an audit uncovers improper or illegal activities, the company may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from doing business with the U.S. government. Other risks and uncertainties associated with government contracts include the availability of appropriated funds and contractual provisions that allow governmental entities to terminate agreements at their discretion before the end of their terms. In addition, if the company's performance is unacceptable to the customer under a government contract, the government retains the right to pursue remedies under the affected contract, which remedies could include termination.

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A number of the company's long-term contracts for infrastructure services, outsourcing, help desk and similar services do not provide for minimum transaction volumes. As a result, revenue levels are not guaranteed. In addition, some of these contracts may permit customer termination or may impose other penalties if the company does not meet the performance levels specified in the contracts.

Certain of the company's outsourcing agreements require that the company's prices be benchmarked and provide for a downward adjustment to those prices if the pricing for similar services in the market has changed. As a result, anticipated revenues from these contracts may decline.

Some of the company's systems integration contracts are fixed-price contracts under which the company assumes the risk for delivery of the contracted services and products at an agreed-upon fixed price. At times the company has experienced problems in performing some of these fixed-price contracts on a profitable basis and has provided periodically for adjustments to the estimated cost to complete them. Future results will depend on the company's ability to perform these services contracts profitably.

The success of the company's business is dependent on strong, long-term client relationships and on its reputation for responsiveness and quality. As a result, if a client is not satisfied with the company's services or products, its reputation could be damaged and its business adversely affected. Allegations by private litigants or regulators of improper conduct, as well as negative publicity and press speculation about the company, whatever the outcome and whether or not valid, may harm its reputation. For example, in September 2007, an article in the Washington Post alleged that the FBI is investigating the company in connection with its alleged failure to detect cyber intrusions at the Department of Homeland Security, a client of the company, and its alleged failure to disclose these security breaches once detected. The company disputed the allegations made in the article. In addition to harm to reputation, if the company fails to meet its contractual obligations, it could be subject to legal liability, which could adversely affect its business, operating results and financial condition.

The company has commercial relationships with suppliers, channel partners and other parties that have complementary products, services or skills. The company has announced that alliance partnerships with select IT companies are a key factor in the development and delivery of the company's refocused portfolio. Future results will depend, in part, on the performance and capabilities of these third parties, on the ability of external suppliers to deliver components at reasonable prices and in a timely manner, and on the financial condition of, and the company's relationship with, distributors and other indirect channel partners.

More than half of the company's total revenue derives from international operations. The risks of doing business internationally include foreign currency exchange rate fluctuations, changes in political or economic conditions, trade protection measures, import or export licensing requirements, multiple and possibly overlapping and conflicting tax laws, new tax legislation, and weaker intellectual property protections in some jurisdictions.

The company cannot be sure that its services and products do not infringe on the intellectual property rights of third parties, and it may have infringement claims asserted against it or against its clients. These claims could cost the company money, prevent it from offering some services or products, or damage its reputation.

Item 4. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2007. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under

the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms. Such evaluation did not identify any change in the Company's internal controls over financial reporting that occurred during the quarter ended September 30, 2007 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1A. Risk Factors

See "Factors that may affect future results" in Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of risk factors.

Item 6. Exhibits

(a) Exhibits

See Exhibit Index

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SIGNATURES

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

UNISYS CORPORATION

November 9, 2007

By: /s/ Janet Brutschea Haugen

Janet Brutschea Haugen
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

By: /s/ William M. Reinheimer

William M. Reinheimer
Principal Accounting Officer

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Unisys Corporation (incorporated by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1999)
3.2	Bylaws of Unisys Corporation, as amended through February 8, 2007 (incorporated by reference to Exhibit 3 to the registrant's Current Report on Form 8-K dated February 8, 2007)
12	Statement of Computation of Ratio of Earnings to Fixed Charges
31.1	Certification of Joseph W. McGrath required by Rule 13a-14(a) or Rule 15d-14(a)
31.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(a) or Rule 15d-14(a)
32.1	Certification of Joseph W. McGrath required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350