

EPICOR SOFTWARE CORP  
Form 10-Q  
May 11, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-20740

**EPICOR SOFTWARE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-0277592**  
(IRS Employer  
Identification No.)

**18200 Von Karman Avenue**

**Suite 1000**

**Irvine, California 92612**

(Address of principal executive offices, zip code)

**Registrant's telephone number, including area code: (949) 585-4000**

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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

As of May 1, 2009, there were 60,939,985 shares of common stock outstanding.

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**Table of Contents****Part I****FINANCIAL INFORMATION****Item 1 - Financial Statements:****EPICOR SOFTWARE CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS***(in thousands)**(Unaudited)*

	<b>March 31, 2009</b>	<b>December 31, 2008</b> <i>As Adjusted (Note 1)</i>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 83,192	\$ 89,764
Accounts receivable, net of allowance for doubtful accounts	79,093	90,624
Deferred income taxes	9,047	8,627
Inventory, net	4,094	5,068
Prepaid expenses and other current assets	12,845	11,064
Total current assets	188,271	205,147
Property and equipment, net	30,571	31,987
Deferred income taxes	42,891	42,858
Intangible assets, net	104,860	113,556
Goodwill	364,272	363,589
Other assets	13,128	14,061
Total assets	\$ 743,993	\$ 771,198
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 14,269	\$ 13,913
Accrued compensation and benefits	14,508	21,035
Other accrued expenses	18,941	24,142
Current portion of long-term debt	11,437	10,169
Current portion of accrued restructuring costs	3,177	4,073
Current portion of deferred revenue	89,207	92,361
Total current liabilities	151,539	165,693
Long-term debt, less current portion	257,453	265,257
Accrued restructuring costs	4,944	5,412
Deferred revenue	253	319
Deferred income taxes and other income taxes	35,623	37,621
Other long-term liabilities	1,295	941

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Total long-term liabilities	299,568	309,550
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Common stock	63	61
Additional paid-in capital	416,073	414,149
Less: treasury stock at cost	(19,041)	(18,458)
Accumulated other comprehensive loss	(6,878)	(4,094)
Accumulated deficit	(97,331)	(95,703)
Total stockholders' equity	292,886	295,955
Total liabilities and stockholders' equity	\$ 743,993	\$ 771,198

See accompanying notes to unaudited condensed consolidated financial statements.

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**EPICOR SOFTWARE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

**AND COMPREHENSIVE LOSS**

*(in thousands, except per share amounts)*

*(Unaudited)*

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
		<i>As Adjusted</i>
		<i>(Note 1)</i>
<b>Revenues:</b>		
License	\$ 13,177	\$ 18,504
Consulting	31,452	31,402
Maintenance	46,866	46,156
Hardware and other	7,198	6,162
<b>Total revenues</b>	<b>98,693</b>	<b>102,224</b>
<b>Cost of revenues</b>	<b>46,184</b>	<b>53,545</b>
Amortization of intangible assets	8,405	7,066
<b>Total cost of revenues</b>	<b>54,589</b>	<b>60,611</b>
<b>Gross profit</b>	<b>44,104</b>	<b>41,613</b>
<b>Operating expenses:</b>		
Sales and marketing	18,090	21,378
Software development	12,406	13,026
General and administrative	14,191	11,952
In-process research and development		200
Restructuring charges	1,411	4,083
<b>Total operating expenses</b>	<b>46,098</b>	<b>50,639</b>
<b>Loss from operations</b>	<b>(1,994)</b>	<b>(9,026)</b>
Interest expense	(5,992)	(4,571)
Interest and other income (expense), net	(167)	847
<b>Loss before income taxes</b>	<b>(8,153)</b>	<b>(12,750)</b>
Income tax benefit	(6,525)	(4,725)
<b>Net loss</b>	<b>\$ (1,628)</b>	<b>\$ (8,025)</b>
<b>Comprehensive loss:</b>		
Net loss	\$ (1,628)	\$ (8,025)
Unrealized foreign currency translation gain (loss)	(2,662)	1,118

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Net unrealized loss on derivative financials instruments, net of tax	(109)	
Net unrealized loss on defined benefit pension plan liability, net of tax	(13)	
<b>Comprehensive loss</b>	<b>\$ (4,412)</b>	<b>\$ (6,907)</b>
Net loss per share:		
Basic	\$ (0.03)	\$ (0.14)
Diluted	\$ (0.03)	\$ (0.14)
Weighted average common shares outstanding:		
Basic	58,985	57,898
Diluted	58,985	57,898

See accompanying notes to unaudited condensed consolidated financial statements.

**Table of Contents****EPICOR SOFTWARE CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS***(in thousands)**(Unaudited)*

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
	<i>As Adjusted</i>	
	<i>(Note 1)</i>	
<b>Operating activities</b>		
Net loss	\$ (1,628)	\$ (8,025)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	10,489	8,939
Stock-based compensation expense	2,418	2,488
Provision for doubtful accounts	1,116	(357)
Provision for excess and obsolete inventory	104	122
Amortization of debt issuance fees	1,340	296
Amortization of long-term debt discount	1,923	1,790
Restructuring charges	1,411	4,083
Excess tax benefits from share-based payment arrangements	(6)	(617)
In-process research and development charge		200
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Accounts receivable	9,437	15,153
Inventory	871	(2,730)
Prepaid expenses and other current assets	(2,436)	2,245
Other assets	(461)	810
Income taxes	(6,230)	(7,736)
Accounts payable	539	(556)
Accrued expenses	(9,571)	(15,119)
Accrued restructuring costs	(2,560)	(2,601)
Deferred revenue	(2,542)	1,750
Other long-term liabilities	141	(50)
Net cash provided by operating activities	4,355	85
<b>Investing activities</b>		
Purchases of property and equipment	(781)	(1,419)
Cash paid for acquisitions, net of cash acquired	30	(284,128)
Cash designated for acquisition		161,000
Net cash used in investing activities	(751)	(124,547)
<b>Financing activities</b>		
Proceeds from long-term debt		160,000
Principal payments on long-term debt	(8,502)	(1,538)
Debt issuance fees		(4,949)
Proceeds from exercise of stock options	9	1,009
Proceeds from employee stock purchase plan	244	326



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Excess tax benefits from share-based payment arrangements	6	617
Purchase of treasury stock	(582)	(3,144)
Net cash provided by (used in) financing activities	(8,825)	152,321
Effect of exchange rate changes on cash	(1,351)	446
Net increase in cash and cash equivalents	(6,572)	28,305
Cash and cash equivalents at beginning of period	89,764	75,158
Cash and cash equivalents at end of period	\$ 83,192	\$ 103,463

See accompanying notes to unaudited condensed consolidated financial statements.

**Table of Contents****EPICOR SOFTWARE CORPORATION****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****MARCH 31, 2009****Note 1. Basis of Presentation**

The accompanying Unaudited Condensed Consolidated Financial Statements included herein have been prepared by Epicor Software Corporation (the Company) in conformity with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial information for reporting on Form 10-Q. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

In the opinion of management, the Unaudited Condensed Consolidated Financial Statements contain all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Company's financial position, results of operations and cash flows.

The results of operations for the three months ended March 31, 2009 are not necessarily indicative of the results of operations that may be reported for any other interim period or for the entire year ending December 31, 2009. The Condensed Consolidated Balance Sheet at December 31, 2008 has been derived from the audited financial statements at that date (as adjusted for the effects of retrospective adoption of FSP APB 14-1 as discussed below), but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements, as permitted by SEC rules and regulations for interim reporting.

Inventory is comprised solely of finished goods. Accounts receivable is net of allowance for doubtful accounts at March 31, 2009 and December 31, 2008 of \$8,340,000 and \$7,686,000, respectively.

***Change in Accounting Principle***

Effective January 1, 2009, the Company changed its method of accounting for its convertible debt (Note 8) due to adopting Financial Accounting Standards Board (FASB) Staff Position (FSP) APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) (FSP APB 14-1). As required by U.S. generally accepted accounting principles (GAAP), the change has been reflected in the financial statements through retrospective application of the change in accounting principle.

The accounting change impacted the carrying amount of our convertible debt (debt discount), required the Company to record additional interest expense related to the amortization of the debt discount and resulted in reclassification of debt issuance costs, deferred tax liabilities and additional paid in capital, as discussed in more detail in Note 8.

The effect of adoption on the Company's Condensed Consolidated Balance Sheets is as follows (*in thousands*):

<b>Increase/(Decrease):</b>	<b>March 31, 2009</b>	<b>December 31, 2008</b>
Other assets	\$ (1,253)	\$ (1,357)
Deferred income taxes and other income taxes	18,117	18,820
Long-term debt, less current portion	(48,125)	(50,048)
Additional paid-in capital	36,545	36,545
Accumulated deficit	7,791	6,674

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The effect of adoption on the Company's Condensed Consolidated Statements of Operations and Comprehensive Loss is as follows (*in thousands, except per share amounts*):

	March 31, 2009	March 31, 2008
Interest expense	\$ 1,820	\$ 1,673
Income tax benefit	703	639
Net loss	1,117	1,034
Net loss per share (basic and diluted)	\$ 0.02	\$ 0.02

Adoption had no impact on cash flows from operations, investing or financing.

**Note 2. Basic and Diluted Net Loss Per Share**

Net loss per share is calculated in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share. Under the provisions of SFAS No. 128, basic net loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period, excluding shares of unvested restricted stock. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potential common shares outstanding during the period if their effect is dilutive.

The following table computes basic and diluted net loss per share (*in thousands, except per share amounts*):

	Three Months Ended March 31,	
	2009	2008
Net loss applicable to common stockholders	\$ (1,628)	\$ (8,025)
Basic:		
Weighted average common shares outstanding	62,103	60,138
Weighted average common shares of unvested restricted stock	(3,118)	(2,240)
Shares used in the computation of basic and diluted net loss per share	58,985	57,898
Net loss per share applicable to common stockholders - basic and diluted	\$ (0.03)	\$ (0.14)

Due to net losses for all periods presented, the assumed exercise of stock options, employee stock purchase plan shares and unvested restricted stock had an anti-dilutive effect and therefore were excluded from the computation of diluted loss per share. On May 8, 2007, the Company closed an offering of \$230 million aggregate principal amount of convertible senior notes (Note 8). The notes are only dilutive when the common stock price exceeds the conversion price of approximately \$18.10 per share, and no shares have been included in the calculation of diluted net income per share as the conversion value did not exceed the principal amount of the notes.

**Note 3. Acquisition**

Acquisitions have been accounted for under the purchase method of accounting, in accordance with SFAS No. 141, Business Combinations. Any acquisition made after January 1, 2009 will be accounted for in accordance with SFAS No. 141, Business Combinations (revised 2007) (SFAS 141-R). Management is responsible for determining the fair value of the assets acquired and liabilities assumed. The fair value of the assets acquired and liabilities assumed represent management's estimate of fair value. The Company conducts an active mergers and acquisitions program. Acquisition candidates are determined to be viable if they meet the Company's stringent criteria which includes, but is not limited to, product and technology fit, culture, geography, revenue synergies and financial contribution. Because the software industry is consolidating, the purchase environment is competitive. Valuations are determined through a combination of earnings per share accretion models which assume certain cost synergies, internal rate of return calculations, discounted cash flow models, outside valuations and appraisals and market conditions. The results of the acquisitions are included in the accompanying Consolidated Statements of Operations from the respective acquisition dates forward.



**Table of Contents***NSB Retail Systems PLC*

On February 7, 2008, the Company completed its acquisition of NSB Retail Systems PLC (NSB). NSB designs, develops, markets and supports store and merchandising solutions to retailers of apparel, footwear and specialty merchandise. The acquisition of NSB provides an expanded portfolio of products and services for large and mid-sized specialty retailers and department stores, as well as a fully hosted, managed service offering designed for smaller retailers who are interested in rapid implementation via an on-demand versus on-premise offering.

Pursuant to the terms of the acquisition agreement, shareholders of NSB received £0.38 in cash for each NSB ordinary share. The value of the fully diluted share capital of NSB was approximately \$311,845,000, not including transaction costs, based on the exchange rates in effect at the time the U.S. dollars were converted to pounds sterling for purposes of the transaction. The consideration payable under the agreement was funded by the Company with approximately \$161,000,000 in existing cash balances, with the balance of the consideration being funded by drawing from funds available pursuant to the 2007 credit facility (Note 8).

The total purchase price for NSB is shown below (*in thousands*):

Cash	\$ 311,845
Transaction costs	6,449
<b>Total purchase price</b>	<b>\$ 318,294</b>

The acquisition of NSB is accounted for as a purchase business combination as defined in SFAS No. 141, Business Combinations. Under the purchase method of accounting, the purchase price was allocated to NSB's tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of February 7, 2008, with any excess being ascribed to goodwill. Management is primarily responsible for determining the fair values of these assets. The fair value of the assets acquired and liabilities assumed represent management's estimate of fair values. The Company adjusted goodwill by \$14,233,000 since the original allocation on February 7, 2008, primarily related to finalizing the fair value of land and buildings which resulted in an increase in property and equipment of \$4,105,000, and a reduction to deferred taxes of \$16,593,000. See Note 4 for a discussion of goodwill and intangibles acquired.

The following table summarizes the allocation of the purchase price (*in thousands*):

Fair value of tangible assets acquired:	
Cash and cash equivalents	\$ 33,181
Accounts receivable	18,274
Inventory	1,196
Property and equipment	16,038
Prepaid and other assets	4,720
Deferred tax assets	2,047
<b>Total tangible assets acquired</b>	<b>75,456</b>
Acquired technology	58,700
Acquired in-process research and development	200
Customer base	39,300
Trade name	3,500
Goodwill	198,240
Accounts payable and accrued expenses	(24,221)
Deferred revenue	(17,328)
Other long-term liabilities	(2,264)
Deferred tax liabilities	(13,289)
<b>Net assets acquired</b>	<b>\$ 318,294</b>

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In connection with the acquisition, the Company formulated a restructuring plan for the NSB operations. As a result, the Company recorded a liability of \$4,524,000 for the costs related to involuntary employee terminations. This liability was included in the allocation of the purchase price in accordance with SFAS No. 141, Business

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Combinations and EITF Issue No. 95-3 Recognition of Liabilities in Connection with a Purchase Business Combination. Execution of the restructuring plan was completed as of December 31, 2008. NSB had previously recognized restructuring charges related to certain of its leased facilities and prior to employee severance. Included in assumed accounts payable and accrued expenses is \$7,734,000 of prior restructuring obligations.

Included in the Company's operating results for the three months ended March 31, 2008 is a charge of \$200,000 for the acquired in-process research and development projects related to the NSB acquisition. The in-process research and development projects arose from new products that were under development at the date of the acquisition and were expected to eventually lead to new products but had not yet established technological feasibility and for which no future alternative use was identified. The valuation of the in-process research and development projects was based upon the discounted expected future cash flows of the products over the products' expected life, reflecting the estimated stage of completion of the projects and the estimate of the costs to complete the projects.

Goodwill is amortizable for tax purposes when determining foreign earnings subject to tax in the U.S. A portion of the goodwill is amortizable for tax in the foreign jurisdiction.

*Pro Forma Information*

Actual results of operations of NSB are included in the consolidated financial statements from the acquisition date of February 7, 2008. The unaudited pro forma statement of operations data of the Company set forth below gives effect to the acquisition by Epicor of NSB using the purchase method as if it occurred on January 1, 2008, and includes amortization of identified intangibles, interest expense on debt incurred to finance the acquisitions, elimination of amortization related to NSB intangibles not assumed in the acquisition, and the in-process research and development charge. This pro forma information is presented for illustrative purposes only and is not necessarily indicative of the combined financial results of operations for future periods or the financial results of operations that actually would have been realized had the acquisition occurred at that time (*in thousands, except per share data*).

	<i>(Unaudited)</i>	
	<b>Three Months Ended</b>	
	<b>March 31, 2008</b>	
Total revenues	\$	107,940
Net loss	\$	(12,618)
Net loss per share:		
Basic	\$	(0.22)
Diluted	\$	(0.22)

**Note 4. Goodwill and Intangible Assets**

In acquisitions accounted for using the purchase method, goodwill is recorded for the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and identified intangible assets acquired. SFAS No. 142, Goodwill and Other Intangible Assets, requires an annual review of goodwill and indefinite-lived intangibles for possible impairment. In accordance with SFAS No. 142, the Company performed its annual impairment review of its recorded goodwill in 2008, and determined that no impairment of goodwill existed because the estimated fair value of each reporting unit exceeded its carrying amount. The following table represents the balance and changes in goodwill by reporting unit as of and for the three months ended March 31, 2009 (*in thousands*):

	<b>License</b>	<b>Consulting</b>	<b>Maintenance</b>	<b>Total</b>
Balance as of December 31, 2008	\$ 138,936	\$ 68,835	\$ 155,818	\$ 363,589
NSB acquisition	701	246	624	1,571
Adjustment of tax liability	(114)	(76)	(191)	(381)
Foreign currency translation	(143)	(139)	(225)	(507)
Balance as of March 31, 2009	\$ 139,380	\$ 68,866	\$ 156,026	\$ 364,272





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The average amortization period for intangible assets are as follows:

	Average Amortization Periods
Acquired technology	5 years
Customer base	7 years
Trademark	5 years
Covenants not to compete	1-2 years

The following represents the change in intangible assets recorded during 2009, which includes additional change due to foreign currency translation (*in thousands*):

	Foreign Currency Translation
Acquired technology	\$ (50)
Customer base	(630)
Trademark	(7)
Covenant not to compete	(50)
<b>Total</b>	<b>\$ (737)</b>

Intangible assets are amortized over the estimated economic life of the assets. As of March 31, 2009, the Company has not identified any indicators of impairment associated with intangible assets.

The following table summarizes the components of intangible assets (*in thousands*):

	As of March 31, 2009			As of December 31, 2008		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Acquired technology	\$ 137,340	\$ 81,221	\$ 56,119	\$ 137,390	\$ 75,788	\$ 61,602
Customer base	73,770	28,965	44,805	74,400	26,995	47,405
Trademark	13,789	9,853	3,936	13,796	9,247	4,549
Covenant not to compete	2,097	2,097		2,147	2,147	
<b>Total</b>	<b>\$ 226,996</b>	<b>\$ 122,136</b>	<b>\$ 104,860</b>	<b>\$ 227,733</b>	<b>\$ 114,177</b>	<b>\$ 113,556</b>

Amortization expense of the Company's intangible assets is included in cost of revenues for the three months ended March 31, 2009 and 2008 and was \$8,405,000 and \$7,066,000, respectively. Estimated amortization expense for the remainder of 2009, 2010, 2011, 2012, 2013 and thereafter is approximately \$22,230,000, \$27,465,000, \$21,239,000, \$19,633,000, \$7,000,000 and \$7,293,000, respectively.

**Note 5. Restructuring Charges**

For the three months ended March 31, 2009, the Company recorded restructuring charges of \$1,411,000. These charges primarily relate to management severance. During the three months ended March 31, 2009, the Company made \$2,588,000 in cash and share-based payments against reserves associated with its restructuring activities. The liability was further reduced by \$189,000 of foreign currency translation and other adjustments.



**Table of Contents****Note 6. Stock-Based Compensation**

The following table sets forth the total stock-based compensation expense resulting from stock options and restricted stock awards included in the Company's Condensed Consolidated Statements of Operations and Comprehensive Loss (*in thousands*):

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
Cost of consulting revenues	\$ 204	\$ 251
Cost of maintenance revenues	109	111
Sales and marketing	606	875
Software development	177	201
General and administrative	1,322	1,050
 Total stock-based compensation expense	 \$ 2,418	 \$ 2,488

Net cash proceeds from the exercise of stock options were \$9,000 and \$1,009,000 for the three months ended March 31, 2009 and 2008, respectively. In accordance with SFAS 123-R, the Company presents excess tax benefits from stock-based compensation awards, if any, as financing cash flows rather than operating cash flows. For the three months ended March 31, 2009 and 2008, net cash provided by operating activities decreased by, and financing activities increased by, \$6,000 and \$617,000, respectively, related to excess tax benefits from exercise of stock-based awards. The tax benefit recognized in the statement of operations related to stock-based compensation for the three months ended March 31, 2009 and 2008 was \$796,000 and \$756,000, respectively. No share-based compensation was capitalized for the three months ended March 31, 2009 and 2008.

During the three months ended March 31, 2009, the Company granted 1,313,000 shares of performance-based restricted stock to employees for annual promotions and new hires for the 2009 and 2010 performance plan years under the terms of the Company's Performance Based Restricted Stock Plan (PBRSP). In December 2008, the Company's Board of Directors approved extending the PBRSP to 2010. All existing participants were granted the same number of shares for the 2010 plan year as they had in the 2009 plan year. The shares are subject to a vesting schedule and were granted pursuant to the terms of the Company's performance-based restricted stock plan. The recipients will vest in the restricted stock, or a portion thereof, in two equal, annual installments depending upon achievement of targets with respect to the Company's annual revenue and adjusted earnings before interest, taxes, depreciation and amortization (EBITDA) for each of two performance years, 2009 and 2010. Restricted stock is held in escrow, and the Company's reacquisition right will not lapse until the shares are fully vested. Upon an employee's termination of service with the Company, shares that have not vested will be forfeited and automatically transferred to and reacquired by the Company. In addition, restricted shares that do not vest as a result of the Company's non-achievement with respect to annual revenue and adjusted EBITDA performance conditions for either performance year will be forfeited and automatically transferred to and reacquired by the Company.

The performance conditions for each year are independent of the performance conditions for the preceding years. Therefore, although compensation expense for all years will be measured based on the grant date fair value of the shares, the related compensation expense will be recognized separately in each year related only to the shares potentially earned in each year, assuming that it is considered to be probable that the shares will be earned each year. In addition, the compensation expense for each year is estimated and a pro rata amount is accrued on a quarterly basis. Quarterly compensation expense may include a cumulative adjustment resulting from changes in the estimated number of shares expected to be earned during that plan year.

On February 13, 2009, the Company's reacquisition right lapsed on 313,348 shares related to the performance-based restricted stock plan for the 2008 performance year. These shares are included in restricted stock at December 31, 2008. The lapse occurred following the Company's determination of its achievement of 2008 performance year performance conditions. The compensation expense related to these shares was included in the Consolidated Statements of Operations for the year ended December 31, 2008.

In addition to the above, the Company granted in February of 2009, 195,588 shares of fully vested stock to certain employees for services rendered during 2008. Compensation expense of \$570,000 and \$120,000 related to these shares was included in stock-based compensation and restructuring expense, respectively, in the Consolidated Statements of Operations for the year ended December 31, 2008.

The Company withholds, at the employee's election, a portion of the vested shares as consideration for the Company's payment of applicable employee income taxes. As of March 31, 2009, these repurchased shares are held in treasury and are available for future reissuance. In

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conjunction with the periodic vesting of the restricted stock and the annual vesting of performance based restricted stock, during the three months ended March 31, 2009, the Company acquired 166,000 shares of common stock at a value of \$582,000.

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At March 31, 2009, there was approximately \$4,873,000 of total unrecognized compensation expense related to performance based restricted stock. This cost is expected to be recognized over a weighted-average period of approximately two years. At March 31, 2009, there was approximately \$4,314,000 of total unrecognized compensation expense related to other restricted stock grants. This cost is expected to be recognized over a weighted-average period of approximately one year. The compensation cost related to the performance-based restricted stock depends on the estimated number of shares that will vest, based on the probable outcome of the performance conditions. Therefore, the recognized compensation could vary significantly, depending on the outcome of those conditions. The Company is required at each reporting date to assess whether achievement of any performance condition is probable. Based on the Company's current assessment, the Company has recorded stock compensation expense related to performance-based restricted stock of \$753,000 for three months ended March 31, 2009.

At March 31, 2009, there was approximately \$28,000 of total unrecognized compensation expense related to unvested stock options. This cost is expected to be recognized over a weighted-average period of approximately three years.

The fair value of restricted stock that vested during the three months ended March 31, 2009 and 2008 was \$1,541,000 and \$9,085,000, respectively.

Stock options are granted with an exercise price equal to the fair market value on the date of grant, generally vest over four years and expire ten years from the date of grant. The weighted-average grant date fair value of options granted in fiscal 2009 was \$1.96 per option. The Company estimates the fair value of each option grant on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model was developed for use in estimating the value of traded options that have no vesting restrictions and are fully transferable, while the options issued by the Company are subject to both vesting and restrictions on transfer. In addition, option-pricing models require input of highly subjective assumptions including expected stock price volatility. The Company uses historical volatility data for expected volatility and estimates the expected life of its stock options based on the historical life of the Company's options. As there were no options granted for the three months ended March 31, 2008, no data is provided for stock option plans with respect to the weighted average assumptions used to value the option grants and the stock purchase plan rights. The grant date fair value of options granted during the three months ended March 31, 2009 was estimated using the following weighted average assumptions:

	<b>Three Months Ended March 31, 2009</b>
Expected life (years)	4.0
Risk-free interest rate	1.3%
Volatility	75.5%
Dividend rate	0.0%

There were 6,000 options exercised during the three months ended March 31, 2009. As of March 31, 2009, there were 1,555,000 options exercisable with a weighted average remaining contractual term, weighted average exercise price and aggregate intrinsic value of 4.3 years, \$7.85 and \$1,298,000, respectively. As of March 31, 2009, there were 1,573,000 options outstanding with a weighted average remaining contractual term, weighted average exercise price and aggregate intrinsic value of 4.4 years, \$7.82 and \$1,302,000, respectively. The Company issues new shares to satisfy stock option exercises and stock purchases under the Company's share-based plans. The aggregate intrinsic value above represents the total pretax intrinsic value (the difference between the Company's closing stock price on the last trading day of the quarter and the exercise price) multiplied by the number of shares that would have been received by the option holders had all option holders exercised their options on March 31, 2009. This amount changes based on the fair market value of the Company's stock.

**Note 7. Revenue Recognition**

The Company recognizes revenue in accordance with accounting principles generally accepted in the United States of America, principally:

Statement of Position (SOP) No. 97-2, Software Revenue Recognition, issued by the American Institute of Certified Public Accountants (AICPA) and interpretations;

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AICPA SOP No. 98-9, Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions;

Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition in Financial Statements, issued by the United States Securities and Exchange Commission as amended by SAB No. 104;

Financial Accounting Standards Board (FASB) Emerging Issues Task Force (EITF) Issue No. 00-21 Revenue Arrangements with Multiple Deliverables; and

AICPA SOP No. 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts.

The Company enters into contractual arrangements with end-users of its products to sell software licenses, maintenance services and consulting services, either separately or various combinations thereof. For each arrangement, revenues are recognized when persuasive evidence of an arrangement exists, the fees to be paid by the customer are fixed or determinable, collection of the fees is probable, delivery of the product has occurred, vendor-specific objective evidence (VSOE) of the fair value of any undelivered elements exists and no other significant obligations on the part of the Company remain.

For multiple-element software arrangements, the Company accounts for the software license component using the residual method. The residual method generally requires recognition of software license revenue in a multiple-element arrangement once all software products have been delivered and accepted by the customer and the only undelivered elements are maintenance services and/or consulting services. The fair value of the maintenance services is determined based on VSOE of fair value and is deferred and recorded ratably over the maintenance service period. Fair value for any related consulting services is determined by VSOE of fair value and generally recognized as the services are performed. After any required fair value allocations to the undelivered maintenance and/or consulting services elements, the residual contractual consideration is allocated to the license associated with the software products sold as part of the transaction. The Company's maintenance services VSOE of fair value is determined by reference to the price the Company's customers are required to pay for the services when sold-separately (i.e. the maintenance service fees paid by the Company's customers upon renewal). VSOE of fair value for consulting services is determined by reference to the price the Company's customers are required to pay for such services when sold separately, or when sold independent of any of the Company's other product or service offerings.

In certain instances, the Company enters into arrangements that include two or more non-software products or services such as hardware and related services. Such arrangements are divided into separate units of accounting provided that the delivered item has stand-alone value and there is objective and reliable evidence of the fair value of the undelivered items. The total arrangement fee is allocated to the undelivered elements based on their fair values and to the initial delivered elements using the residual method. Revenue is recognized separately, and in accordance with the Company's revenue recognition policy, for each element.

*License Revenues:* Amounts allocated to software license revenues sold directly by the Company are recognized at the time of shipment of the software when fair value for all undelivered elements exists and all the other revenue recognition criteria discussed above have been met.

Revenues on sales made to the Company's resellers are recognized upon shipment of the Company's software to the reseller when the reseller has an identified end-user and all other revenue recognition criteria noted above are met. Under limited arrangements with certain distributors, all the revenue recognition criteria have been met upon delivery of the product to the distributor and, accordingly, revenues are recognized at that time. The Company does not offer a right of return on its products.

*Consulting Service Revenues:* Consulting service revenues are comprised of consulting and implementation services and, to a limited extent, training. Consulting services are generally sold on a time-and-materials basis and can include services ranging from software installation to data conversion and building non-complex interfaces to allow the software to operate in integrated environments. Consulting engagements can last anywhere from one day to several months and are based strictly on the customer's requirements and complexities and are independent of the functionality of the Company's software. The Company's software, as delivered, can generally be used by the customer for the customer's purpose upon installation. Further, implementation and integration services provided are generally not essential to the functionality of the software, as delivered, and do not result in any material changes to the underlying software code. Services are generally separable from the other elements under the same arrangement since the performance of the services are not essential to the functionality of the other elements of the

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transaction, the services are described in the contract such that the total price of the arrangement would be expected to vary as the result of the inclusion or exclusion of the services, and VSOE of fair value exists for the services based on sold separately data. If, in the services element of the arrangement the Company performs significant production, modification or customization of its software, the Company applies the provisions of SOP No. 81-1, otherwise SOP No. 97-2 applies. For services performed on a time-and-material basis, revenue is recognized when the services are performed and billed. On occasion, the Company enters into fixed fee arrangements or arrangements in which customer payments are tied to achievement of specific milestones. In fixed fee arrangements, revenue is recognized as services are performed as measured by hours incurred to date, as compared to total estimated hours to be incurred to complete the work. In milestone achievement arrangements, the Company recognizes revenue as the respective milestones are achieved.

The Company has recorded unbilled consulting revenues totaling \$2,497,000 and \$1,933,000 at March 31, 2009 and December 31, 2008, respectively. These unbilled revenues represent consulting services performed during the last few business days of the quarter but not billed until the following month. The Company cuts-off consulting billing prior to the end of each month. Unbilled consulting revenue is recorded in accounts receivable in the accompanying Consolidated Balance Sheets.

*Maintenance Service Revenues:* Maintenance service revenues consist primarily of fees for providing unspecified software upgrades on a when-and-if-available basis and technical support over a specified term, which is typically twelve months. Maintenance revenues are typically paid in advance and are recognized on a straight-line basis over the term of the contract.

*Hardware Revenues:* In some cases, the Company resells third party hardware systems and related peripherals as part of an end-to-end solution requested by its customers. Hardware revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collection is considered probable. The Company considers delivery to occur when the product is shipped and title and risk of loss have passed to the customer.

*Software License Indemnification:* The Company's standard software license agreements contain an infringement indemnity clause under which the Company agrees to defend, indemnify and hold harmless our customers and business partners against liability and damages arising from third party claims that the Company's products violate or infringe the intellectual property rights of others. These clauses constitute a form of guarantee that is subject to the disclosure requirements, but not the initial recognition or measurement provisions, of FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*. The Company has never lost a third party infringement claim, and, to date, the Company's costs to defend such claims and/or lawsuits have been insignificant. Although it is possible that in the future third parties may claim that the Company's current or future software solutions infringe upon their intellectual property, a maximum obligation arising out of these types of agreements is not explicitly stated and, therefore, the overall maximum amount of these obligations cannot be reasonably estimated.

Sales taxes collected from customers are recorded on a net basis.

**Note 8. Credit Facility and Convertible Senior Notes**

For the quarter ended March 31, 2009, the Company made mandatory principal payments of \$2,500,000 and voluntary principal payments of \$6,000,000 against the term loan from discretionary funds.

At March 31, 2009, the Company had \$86.5 million outstanding under the term loan, with principal payments due in 2009, 2010, 2011, 2012 and 2013 of \$7,500,000, \$15,000,000, \$20,000,000, \$37,500,000 and \$6,500,000, respectively, and no outstanding borrowing under the revolving facility under the 2007 Credit Facility. As a result, the Company had unused borrowing capacity of \$100 million through the revolving facility available under the 2007 credit facility. At March 31, 2009, the Company was in compliance with all covenants included in the terms of the 2007 credit facility, and the weighted average interest rate applicable to the 2007 credit facility was 4.29%.

The term loan portion of the 2007 credit facility is subject to interest rate swap agreements to convert a portion of the Company's interest rate variability to a fixed rate basis as required under the 2007 credit facility (Note 9).

**Table of Contents****Convertible Senior Notes**

On May 8, 2007, the Company closed an offering of \$230 million aggregate principal amount of 2.375% convertible senior notes due in 2027. The notes are unsecured and pay interest semiannually at a rate of 2.375% per annum until May 15, 2027. The notes are convertible into cash or, at the Company's option, cash and shares of the Company's common stock, at an initial conversion rate of 55.2608 shares of common stock per \$1,000 principal amount of notes, which is equivalent to an initial conversion price of approximately \$18.10 per share. Pursuant to the terms of the notes, the principal amount of the notes may be settled in cash and only the amount of conversion value, as defined, in excess of the principal amount of the notes may be settled in cash or shares. The initial conversion price represents a 30% premium over the last reported sale price of the Company's common stock prior to the offering that began on May 2, 2007, which was \$13.92 per share.

Effective January 1, 2009, the Company adopted FSP APB 14-1, and retroactively applied this change to all periods presented herein. This standard requires the Company to change the previous accounting method for its \$230 million convertible senior notes. Accordingly, the Company recorded a \$61,752,000 debt discount as additional paid in capital, as of the notes' issuance date of May 15, 2007. At March 31, 2009, the debt discount was \$48,126,000. The Company has \$230,000,000 in principal due under the convertible debt, for a net carrying amount of \$181,874,000.

The Company is amortizing the debt discount through the date at which the Company can begin to redeem the notes, which is May 15, 2014. The effective interest rate on the liability component was 7.35%, which was based on market conditions at the time the debt was entered into. The Company recognized interest expense of \$3,289,000 and \$3,156,000 related to the convertible debt for the three months ended March 31, 2009 and 2008, respectively, of which \$1,366,000 is contractual.

The Company reclassified \$2,155,000 of previously capitalized debt issuance fees attributable to the equity portion of the convertible debt as additional paid in capital. The Company also recorded deferred tax liability of \$23,049,000 as additional paid in capital related to the debt discount and reclassified debt issuance fees.

**Note 9. Interest Rate Swap**

On April 18, 2008, March 11, 2009 and March 12, 2009, the Company entered into interest rate swap agreements to convert a portion of the Company's interest rate variability to a fixed rate basis as required under the 2007 credit facility. The interest rate swaps are cash flow hedges and qualify for hedge accounting treatment pursuant to SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended. The critical terms of the instruments include currency, notional amount, formula for computing net settlements, benchmark rate, interest period and interest payment dates, as well as other terms. The Company confirms effectiveness each reporting period. If the instruments are not effective, the changes in fair value would be included in the Company's Condensed Consolidated Statements of Operations.

As of March 31, 2009, the interest swaps are effective and changes in the fair value of the interest rate swaps are reflected in the carrying value of the interest rate swap on the Company's Condensed Consolidated Balance Sheets. The differential to be paid or received on the interest rate swap agreements is accrued and recognized as an adjustment to interest expense as interest rates change. Following is a summary of the interest rate swaps (rates are inclusive of the applicable interest rate margin of 2.25% under the 2007 credit agreement):

Contract Date	Notional Amount	Interest Period Covered	Rate
04/18/08	\$ 20 million	06/30/08 3/31/09	5.420%
04/18/08	\$ 15 million	06/30/08 9/30/09	5.445%
04/18/08	\$ 15 million	06/30/08 9/30/09	5.400%
03/11/09	\$ 20 million	03/31/09 03/31/11	3.940%
03/12/09	\$ 15 million	09/30/09 03/31/11	4.140%
03/12/09	\$ 5 million	09/30/09 09/30/10	4.300%

At March 31, 2009 the effective interest rate for the notional amounts covered by the swap agreements as of such date was 4.83% (inclusive of 2.25% interest rate margin under the 2007 credit agreement).



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As of March 31, 2009, the interest rate swap resulted in a net liability of \$709,000, which was included in accrued expenses and other long-term liabilities. The change in market value during fiscal 2009 was recorded as an unrecognized loss in the accumulated other comprehensive loss section of stockholders' equity in the Company's Condensed Consolidated Balance Sheets as the swaps were effective at March 31, 2009.

The Company does not hold or issue interest rate swap agreements for trading purposes. In the event that a counter-party fails to meet the terms of the interest rate swap agreement, the Company's exposure is limited to the interest rate differential. The Company manages the credit risk of counterparties by dealing only with institutions that the Company considers financially sound. The Company considers the risk of non-performance to be remote.

On January 1, 2008, the Company adopted SFAS No. 157, Fair Value Measurements, for financial assets and liabilities. SFAS 157 establishes a three-tier hierarchy for fair value measurements, which prioritizes the inputs used in measuring fair value as follows:

Level 1 - observable inputs such as quoted prices for identical instruments in active markets.

Level 2 - inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.

Level 3 - unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

The Company's interest rate swap is required to be measured at fair value on a recurring basis. The fair value of the interest rate swap is determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized the interest rate swap as Level 2. The following table presents the Company's financial liabilities as of March 31, 2009 measured at fair value on a recurring basis (*in thousands*):

	Fair value measurements using		
	Level 1	Level 2	Level 3
Interest rate swap liability	\$	\$ 709	\$

**Note 10. Provision for Income Taxes**

The Company adopted FASB Interpretation (FIN) 48, Accounting for Uncertainty in Income Taxes (FIN 48) on January 1, 2007. At March 31, 2009 and December 31, 2008, the Company had \$18,142,000 and \$19,629,000, respectively, of gross unrecognized tax benefits, of which \$8,539,000 and \$8,267,000, respectively, would reduce the effective tax rate if recognized. The change in gross unrecognized tax benefits during the first quarter of 2009 is primarily the result of lapse in statutes in foreign jurisdictions, changes in the Company's estimate of expected settlement of certain unrecognized tax benefits in foreign jurisdictions, and foreign exchange gains and losses. The tax benefit for the first quarter of 2009 includes a \$1,524,000 benefit related to prior periods for the reduction of reserves for uncertain tax positions. The Company determined the adjustment is not material to previously reported financial statements or the expected full year 2009 financial statements and, therefore, recorded the correction in the first quarter of 2009. The Company's continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of March 31, 2009, the Company has approximately \$766,000 of accrued interest and penalties related to uncertain tax positions.

The tax years 1997 to 2008 remain open to examination by Federal and state taxing jurisdictions and the tax years 2002 to 2008 remain open to examination by foreign jurisdictions. The Company is currently under examination in various foreign locations. The Company anticipates effectively settling the uncertain tax positions relating to certain foreign jurisdictions in the next twelve months. The Company does not believe the amount settled will materially differ from the unrecognized tax benefit as of March 31, 2009.

The Company believes it has adequately provided for income tax issues not yet resolved with federal, state and foreign tax authorities. Although not probable, the most adverse resolution of these issues could result in additional charges to earnings in future periods.

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The provision for income taxes consists of provisions for federal, state and foreign income taxes. The Company operates in an international environment with significant operations in various locations outside the U.S. Accordingly, the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates.

The Company recorded an income tax benefit of \$6,525,000 and \$4,725,000 for the three months ended March 31, 2009 and 2008 respectively. The effective income tax rates were 80.0% and 37.1% for the three months ended

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March 31, 2009 and 2008, respectively. The 2009 effective tax rate differs from the statutory U.S. federal income tax rate of 35% due to earnings in foreign jurisdictions taxed at different rates, state taxes, permanent differences between GAAP pre-tax income and taxable income, and releases of reserves for uncertain tax positions primarily related to statute closures and expected audit settlements in foreign jurisdictions. The 2008 effective tax rate differs from the statutory U.S. federal income tax rate of 35% due to earnings in foreign jurisdictions taxed at different rates, state taxes, permanent differences between GAAP pre-tax income and taxable income.

The Company has provided a valuation allowance on certain foreign deferred tax assets and intends to maintain a valuation allowance until sufficient positive evidence exists to support its reversal. In general, any realization of these deferred tax assets will reduce the Company's effective rate in future periods. Future releases of the valuation allowance related to the Scala and NSB acquisitions will be accounted for as a reduction in income tax expense pursuant to SFAS No. 141 (revised 2007), Business Combinations, or SFAS No. 141(R). Effective January 1, 2009, SFAS 141(R) provides that any reduction to the valuation allowance established in purchase accounting is to be accounted for as a reduction in income tax expense.

In accordance with FIN 18, Accounting for Income Taxes in Interim Periods, (FIN 18) the Company makes its best estimate of the tax rate expected to be applicable for the full fiscal year. The rate so determined is used to provide for income taxes in an interim period. Absent a material or discrete adjustment to deferred taxes, the deferred tax accounts are adjusted at year end.

The Company regularly reviews the deferred tax assets for recoverability and the need for a valuation allowance. The Company analyzes both negative and positive evidence, and the strength of such evidence. This analysis includes assessment by jurisdiction of forecasted and historic financial performance and taxable income, performance compared to profit and revenue targets, strength or weakness of revenue generating functions, expense forecasts, and other factors. The valuation allowance will continue to be evaluated over future quarters.

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires the formulation of estimates and assumptions that affect the reported amount of tax-related assets and liabilities and income tax provisions. The Company assesses the recoverability of the deferred tax assets on an ongoing basis, analyzing all available positive and negative evidence to determine whether, based on such evidence, it is more likely than not that some portion or all of the Company's net deferred assets will be realized in future periods. This assessment requires significant judgment. In addition, the Company has made estimates involving current and deferred income taxes, tax attributes relating to the interpretation of various tax laws and historical bases of tax attributes associated with certain tangible and intangible assets. Failure to achieve the Company's operating income targets may change its assessment regarding the recoverability of the net deferred tax assets and such change could result in a valuation allowance being recorded against some or all of the deferred tax assets. Any increase in a valuation allowance would result in additional income tax expense, lower stockholders' equity and could have a significant impact on the Company's earnings in future periods.

U.S. income taxes were not provided for on undistributed earnings from certain non-U.S. subsidiaries. Those earnings are considered to be permanently reinvested in accordance with Accounting Principles Board (APB) Opinion 23.

**Note 11. Segment Information**

In accordance with SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, the Company has prepared operating segment information to report components that are evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company's reportable operating segments include software licenses, consulting, maintenance and hardware and other. Currently, the Company does not separately allocate amortization of intangible assets or operating expenses to these segments, nor does it allocate specific assets to these segments. Therefore, the segment information reported includes only revenues, cost of segment revenues and segment gross profit. Excluded from the table below is amortization of intangible assets for the three months ended March 31, 2009 and 2008 of \$8,405,000 and \$7,066,000, respectively.

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Operating segment data for the three months ended March 31, 2009 and 2008 is as follows (*in thousands*):

	Licenses	Consulting	Maintenance	Hardware and Other	Total
<b>Three months ended March 31, 2009:</b>					
Revenues	\$ 13,177	\$ 31,452	\$ 46,866	\$ 7,198	\$ 98,693
Cost of revenues	2,429	26,414	10,966	6,375	46,184
Gross profit	\$ 10,748	\$ 5,038	\$ 35,900	\$ 823	\$ 52,509
<b>Three months ended March 31, 2008:</b>					
Revenues	\$ 18,504	\$ 31,402	\$ 46,156	\$ 6,162	\$ 102,224
Cost of revenues	3,578	31,957	11,590	6,420	53,545
Gross profit	\$ 14,926	\$ (555)	\$ 34,566	\$ (258)	\$ 48,679

**Note 12. Commitments and Contingencies***Litigation*

The Company is subject to other legal proceedings and claims in the normal course of business. The Company is currently defending these proceedings and claims, and anticipates that it will be able to resolve these matters in a manner that will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

*Guarantees*

The Company from time to time enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily relate to: (i) divestiture and acquisition agreements, under which the Company may provide customary indemnifications to either (a) purchasers of the Company's businesses or assets; or (b) entities from whom the Company is acquiring assets or businesses; (ii) certain real estate leases, under which the Company may be required to indemnify property owners for environmental and other liabilities and other claims arising from the Company's use of the applicable premises; (iii) certain agreements with the Company's officers, directors and employees, under which the Company may be required to indemnify such persons for liabilities arising out of their relationship with the Company; and (iv) Company license and consulting agreements with its customers, under which the Company may be required to indemnify such customers for intellectual property infringement claims and other claims arising from the Company's provision of services to such customers.

**Note 13. Employee Benefits**

As part of the NSB acquisition (Note 3), the Company assumed a liability for a defined benefit pension plan that provides pension benefits for certain NSB employees upon retirement. The plan was closed to new entrants prior to the acquisition, and the plan participants are no longer employed by the Company.

The net periodic benefit cost of the Company's defined benefit pension plan included the following components (*in thousands*):

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Interest cost on projected benefit obligation	\$ 75	\$ 68
Expected return on plan assets	(51)	(48)

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Net periodic benefit cost	\$	24	\$	20
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During the three months ended March 31, 2009 and 2008, contributions of approximately \$54,000 and \$50,000, respectively, were made to the Company's defined benefit pension plan. The Company expects to contribute approximately \$159,000 for the remainder of the year to its defined benefit pension plan.

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**Note 14. New Accounting Pronouncements**

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The Company does not expect the adoption of SFAS 162 to have a material effect on its consolidated results of operations and financial condition.

In May 2008, the FASB issued FASB Staff Position (FSP) No. APB 14-1 *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)* (FSP APB 14-1). FSP APB 14-1 requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. FSP APB 14-1 is effective for fiscal years beginning after December 15, 2008 on a retroactive basis, and was adopted by the Company on January 1, 2009. The results of the adoptions of FSP APB 14-1 have been disclosed in Note 1 and Note 8.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS No. 142-3, *Determination of the Useful Life of Intangible Assets*. This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement 142, *Goodwill and Other Intangible Assets*. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under Statement 142 and the period of expected cash flows used to measure the fair value of the asset under FASB Statement 141 (Revised 2007), *Business Combinations*, and other U.S. generally accepted accounting principles (GAAP). This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The adoption of this standard did not have a material effect on its consolidated results of operations and financial condition.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment of FASB Statement No. 133 (SFAS 161). The Statement requires companies to provide enhanced disclosures regarding derivative instruments and hedging activities. It requires companies to better convey the purpose of derivative use in terms of the risks that such company is intending to manage. Disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows are required. This Statement retains the same scope as SFAS 133 and is effective for fiscal years and interim periods beginning after November 15, 2008, or January 1, 2009 for the Company. The adoption of this standard did not have a material effect on its consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 141, *Business Combinations* (revised 2007) (SFAS 141-R), which provides greater consistency in the accounting and financial reporting of business combinations. It requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. SFAS 141-R is effective for acquisitions in fiscal years beginning after December 15, 2008, or January 1, 2009 for the Company. Effective January 1, 2009, SFAS 141-R provides that any reduction to the valuation allowance established in purchase accounting is to be accounted for as a reduction in income tax expense.

In December 2007, the FASB issued SFAS 160, *Noncontrolling Interests in Consolidated Financial Statements* (SFAS 160). This Statement amends Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 is effective for fiscal years beginning after December 15, 2008, or January 1, 2009 for the Company. The adoption of this standard did not have any effect on its consolidated results of operations and financial condition.

On February 15, 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115* (SFAS 159). Under this standard, the Company

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may elect to report financial instruments and certain other items at fair value on an investment-by-investment basis with changes in value reported in earnings. This election is irrevocable. SFAS 159 provides an opportunity to mitigate volatility in reported earnings that is caused by measuring hedged assets and liabilities that were previously required to use a different accounting method than the related hedging contracts when the complex provisions of SFAS 133, Accounting for Derivative Instruments and Hedging Activities, hedge accounting are not met. SFAS 159 is effective for years beginning after November 15, 2007. Early adoption within 120 days of the beginning of the Company's 2007 fiscal year is permissible, provided the Company has not yet issued interim financial statements for 2007 and has adopted SFAS 157, Fair Value Measurements (SFAS 157). Adoption of this standard did not have a material effect on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS 157), which clarifies the definition of fair value whenever another standard requires or permits assets or liabilities to be measured at fair value. Specifically, the standard clarifies that fair value should be based on the assumptions market participants would use when pricing the asset or liability, and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. SFAS 157 does not expand the use of fair value to any new circumstances, and must be applied on a prospective basis except in certain cases. The standard also requires expanded financial statement disclosures about fair value measurements, including disclosure of the methods used and the effect on earnings.

In February 2008, FSP FAS No. 157-2, Effective Date of FASB Statement No. 157 (FSP 157-2) was issued. FSP 157-2 defers the effective date of SFAS 157 to fiscal years beginning after December 15, 2008, and interim periods within those fiscal years, for all nonfinancial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Examples of items within the scope of FSP 157-2 are nonfinancial assets and nonfinancial liabilities initially measured at fair value in a business combination (but not measured at fair value in subsequent periods), and long-lived assets, such as property, plant and equipment and intangible assets measured at fair value for an impairment assessment under SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The partial adoption of SFAS 157 on January 1, 2008 with respect to financial assets and financial liabilities recognized or disclosed at fair value in the financial statements on a recurring basis did not have a material effect on consolidated results of operations and financial condition. The adoption of this standard did not have a material effect on its consolidated results of operations and financial condition.

**Table of Contents****Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations:****Forward Looking Statements - Safe Harbor**

Certain statements in this Quarterly Report on Form 10-Q are forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, that involve risks and uncertainties. Any statements contained herein (including without limitation statements to the effect that the Company or Management estimates, expects, anticipates, plans, believes, projects, continues, should, may, or will or statements concerning potential or opportunity or variability or comparable terminology or the negative thereof) that are not statements of historical fact should be construed as forward-looking statements including statements about (i) the Company's future financial results, (ii) the impact of new accounting pronouncements, (iii) the Company's product development plans, (iv) the Company's capital spending, (v) the Company's future cash flow from operations, (vi) sufficient sources of financing to continue operations for next twelve months and to satisfy contractual obligations and commercial commitments, (vii) the effect of current legal proceedings, (viii) payment of obligations related to the Company's restructurings, (ix) the future use of forward or other hedging contracts, (x) the future impact of recent acquisitions on the Company, (xi) future investments in product development, (xii) schedule of amortization of intangible assets, (xiii) future impact of valuation allowance review and (xiv) future expense levels. Actual results could differ materially and adversely from those anticipated in such forward looking statements as a result of certain factors, including the factors listed at pages 36 to 45. Because these factors may affect the Company's operating results, past performance should not be considered an indicator of future performance and investors should not use historical results to anticipate results or trends in future periods. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements. Investors should carefully review the risk factors described below and in other documents the Company files from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K.

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto.

***Overview***

Epicor Software Corporation (Epicor or the Company) designs, develops, markets and supports enterprise application software solutions and services primarily for use by mid-sized companies and the divisions and subsidiaries of Global 1000 enterprises, which generally consist of companies with annual revenues between \$25 million and \$1 billion, and emerging enterprises, which generally consist of rapidly growing businesses with annual revenues under \$25 million. Epicor's solutions are designed to help companies focus on their customers, suppliers, partners, and employees through enterprise-wide management of resources and information. This collaborative focus distinguishes the Company from conventional enterprise resource planning (ERP) vendors, whose primary focus is improving internal business processes and efficiencies. The Company believes that by automating and integrating information and critical business processes across their entire value chain, enterprises can improve not just their bottom line, but also their top line, allowing them to compete more effectively in today's increasingly global economy.

The financial market crisis has continued to disrupt credit and equity markets worldwide and has led to continued weakening in the global economic environment. The effect of the continued weakening of the global economy and the fallout from the financial market crisis is expected to continue to challenge Epicor's ability to sell software licenses and may negatively impact demand for our consulting services. The adverse economic environment has also increased the difficulty of forecasting revenues, as a decrease in license revenue may lead to a decrease in consulting revenue in the same or subsequent quarters. Lower license revenue may also decrease maintenance revenue since maintenance fees for new product licenses are directly related to software license sales. In response to this difficult economic environment, Epicor took steps in November 2008 to reduce its headcount and lower expenses. The Company continues to monitor the economic situation, the business environment and the Company's outlook.

Total revenues for the three months ended March 31, 2009, decreased 3.5% to \$98.7 million, compared to \$102.2 million for the three months ended March 31, 2008. Net license revenue decreased by 28.8% to \$13.2 million for the three months ended March 31, 2009, when compared to net license revenue of \$18.5 million for the three months ended March 31, 2008. Consulting revenue was \$31.5 million for the three months ended March 31, 2009, flat when compared to consulting revenue of \$31.4 million for the three months ended March 31, 2008. Maintenance revenue for the three months ended March 31, 2009 was \$46.8 million, an increase of 1.5% compared to



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maintenance revenue of \$46.1 million for the three months ended March 31, 2008. Hardware and other revenue for the three months ended March 31, 2009 was \$7.2 million, an increase of 16.8% compared to hardware and other revenue of \$6.2 million for the three months ended March 31, 2009. See discussion in Results of Operations for more detailed information.

Overall gross margin was 44.7% for the three months ended March 31, 2009, compared to 40.7% during the same period in 2008, up primarily due to decreased cost of sales, including a decrease in cost of consulting during the period.

Cash flows from operations were \$4.4 million during the three months ended March 31, 2009, compared to 2008 cash flows from operations of \$0.1 million. Cash flows increased despite the net loss for the three months ended March 31, 2009, compared to 2008. This is due to an increase in amortization, an increase in provision for doubtful accounts in the current year and an increase in debt fee amortization.

## **Critical Accounting Policies**

The consolidated financial statements are prepared in conformity with United States of America generally accepted accounting principles (GAAP). As such, management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The significant accounting policies which are most critical to aid in fully understanding and evaluating reported financial results include the following:

### *Revenue Recognition*

The Company enters into contractual arrangements with end-users that may include licensing of the Company's software products, product support and maintenance services, consulting services, resale of third-party hardware or various combinations thereof, including the sale of such products or services separately. The Company's accounting policies regarding the recognition of revenue for these contractual arrangements is fully described in Note 7 of Notes to Consolidated Financial Statements.

The Company considers many factors when applying accounting principles generally accepted in the United States of America related to revenue recognition. These factors include, but are not limited to:

The actual contractual terms, such as payment terms, delivery dates and pricing of the various product and service elements of a contract;

Availability of products to be delivered;

Time period over which services are to be performed;

Creditworthiness of the customer;

The complexity of customizations and integrations to the Company's software required by service contracts;

The sales channel through which the sale is made (direct, VAR, distributor, etc.);

Discounts given for each element of a contract;

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Any commitments made as to installation or implementation go live dates and

Whether vendor specific objective evidence of the fair value of undelivered elements exists.

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards, as well as whether or not each factor complies with such standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse affect on the Company's future revenues and operating results.

### *Allowance for Doubtful Accounts*

The Company's accounts receivable go through a collection process that is based on the age of the invoice and requires attempted contacts with customers at specified intervals and assistance from other personnel within the Company who have a relationship with the customer. The Company writes off accounts to its allowance when the Company has determined that collection is not likely. The Company believes no significant concentrations of credit risk existed at March 31, 2009. Receivables from customers are generally unsecured.

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The Company maintains an allowance for doubtful accounts based on historical collections performance and specific collection issues. If actual bad debts differ from the reserves calculated, the Company records an adjustment to bad debt expense in the period in which the difference occurs. Such adjustment could result in additional charges to the Company's results of operations.

### *Intangible Assets*

The Company's intangible assets were recorded as a result of the Company's acquisitions and represent acquired technology, customer base and trademarks. These intangible assets are amortized over the estimated economic life of the asset. The Company periodically evaluates the recoverability of the intangible assets and considers any events or changes in circumstances that would indicate that the carrying amount of an asset may not be recoverable. Any material changes in circumstances, such as large decreases in revenue or the discontinuation of a particular product line, could require future write-downs in the Company's intangibles assets and could have a material adverse impact on the Company's operating results for the periods in which such write-downs occur.

### *Goodwill*

The Company's goodwill was recorded as a result of the Company's acquisitions. In accordance with SFAS No. 141, Business Combinations, the Company has recorded these acquisitions using the purchase method of accounting. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, the Company annually performs an impairment review of its recorded goodwill, and in 2008 determined that no impairment of goodwill existed because the estimated fair value of each reporting unit exceeded its carrying amount. The Company tests its recorded goodwill for impairment on an annual basis, or more often if indicators of potential impairment exist, by determining if the carrying value of each reporting unit exceeds its estimated fair value. Factors that could trigger an interim impairment test include, but are not limited to, underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the Company's overall business, significant negative industry or economic trends and a sustained period where market capitalization, plus an appropriate control premium, is less than stockholder equity. Future impairment reviews may require write-downs in the Company's goodwill and could have a material adverse impact on the Company's operating results for the periods in which such write-downs occur.

### *Stock-Based Compensation*

The Company accounts for stock-based compensation in accordance with SFAS No. 123 (revised 2004), Share-Based Payment (SFAS 123-R). The Company adopted the provisions of SFAS 123-R in the first quarter of 2006. Under the fair value recognition provisions of this statement, stock-based compensation expense is measured at the grant date based on the value of the award and is expensed ratably over the vesting period. Determining the fair value of stock options at the grant date requires judgment, including estimating expected dividends, volatility, terms and estimating the amount of share-based awards that are expected to be forfeited. If actual forfeiture rates differ significantly from the estimate, stock-based compensation expense and the Company's results of operations could be materially impacted. Beginning in 2006, the Company changed its previous practice of predominantly granting stock options to employees, and began granting primarily restricted stock as an alternative. Compensation expense for restricted stock is based on the fair market value of the restricted stock on its grant date, and is expensed ratably over the vesting period.

### *Income Taxes*

Income taxes are determined under guidelines prescribed by SFAS No. 109, Accounting for Income Taxes (SFAS 109). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

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The Company regularly reviews the deferred tax assets for recoverability and has established a valuation allowance when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. The Company assesses the recoverability of the deferred tax assets and the need for a valuation allowance on an ongoing basis. In making this assessment, the Company is required to consider all available positive and negative evidence to determine whether, based on such evidence, it is more likely than not that some portion, or all, of the net deferred assets will be realized in future periods.

During the year ended December 31, 2007, the Company determined, primarily based on operating income during recent years and anticipated operating income and cash flows for future periods, that it is more likely than not that certain foreign deferred tax assets will be realized in the future and accordingly, it was appropriate to release the valuation allowance recorded against those deferred tax assets. As a result, the Company released certain valuation allowances related to the United Kingdom, the Netherlands, Germany, Canada, Singapore, Hong Kong, and other foreign jurisdictions resulting in a non-cash income tax benefit to net income, as well as a credit to goodwill as some of the deferred tax assets existed at the date of Scala's acquisition. The Company intends to maintain a valuation allowance for the remaining foreign deferred tax assets until sufficient positive evidence exists to support its reversal. The remaining valuation allowance will continue to be evaluated over future quarters.

Future releases of the valuation allowance related to the Scala and NSB acquisitions will be accounted for as a reduction in income tax expense pursuant to SFAS No. 141 (revised 2007), Business Combinations, or SFAS No. 141(R). Effective January 1, 2009, SFAS 141(R) provides that any reduction to the valuation allowance established in purchase accounting is to be accounted for as a reduction in income tax expense.

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Effective January 1, 2007, the Company adopted Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109, Accounting for Income Taxes. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement.

Although the Company believes it has adequately reserved for its uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. The Company adjusts these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest.

During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions may not be fully sustained upon review by tax authorities. The Company believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

U.S. income taxes were not provided for on unremitted earnings from certain non-U.S. subsidiaries. Those unremitted earnings are considered to be indefinitely reinvested in accordance with Accounting Principles Board (APB) Opinion 23.

**New Accounting Pronouncements**

For new accounting pronouncements see Note 14 in Notes to Unaudited Condensed Consolidated Financial Statements.

**Table of Contents****Acquisition***NSB Retail Systems PLC*

On February 7, 2008, the Company completed its acquisition of NSB Retail Systems PLC (NSB). NSB designs, develops, markets and supports store and merchandising solutions to retailers of apparel, footwear and specialty merchandise. The acquisition of NSB provides an expanded portfolio of products and services for large and mid-sized specialty retailers and department stores, as well as a fully hosted, managed service offering designed for smaller retailers who are interested in rapid implementation via an on-demand versus on-premise offering.

Pursuant to the terms of the acquisition agreement, shareholders of NSB received £0.38 in cash for each NSB ordinary share. The value of the fully diluted share capital of NSB was approximately \$311.8 million, not including transaction costs, based on the exchange rates in effect at the time the U.S. dollars were converted to pounds sterling for purposes of the transaction. The consideration payable under the agreement was funded by the Company with approximately \$161.0 million in existing cash balances, with the balance of the consideration being funded by drawing from funds available pursuant to the 2007 credit facility (Note 8 in Notes to Consolidated Financial Statements).

The total purchase price for NSB is shown below (*in thousands*):

Cash	\$ 311,845
Transaction costs	6,449
<b>Total purchase price</b>	<b>\$ 318,294</b>

The acquisition of NSB is accounted for as a purchase business combination as defined in SFAS No. 141, Business Combinations. Under the purchase method of accounting, the purchase price was allocated to NSB's tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of February 7, 2008, with any excess being ascribed to goodwill. Management is primarily responsible for determining the fair values of these assets. The fair value of the assets acquired and liabilities assumed represent management's estimate of fair values. The Company adjusted goodwill by \$14.2 million since the original allocation on February 7, 2008, primarily related to finalizing the fair value of land and buildings which resulted in an increase in property and equipment of \$4.1 million, and a reduction to deferred taxes of \$16.6 million. See Note 4 in Notes to the Consolidated Financial Statements for a discussion of goodwill and intangibles acquired.

The following table summarizes the allocation of the purchase price (*in thousands*):

Fair value of tangible assets acquired:	
Cash and cash equivalents	\$ 33,181
Accounts receivable	18,274
Inventory	1,196
Property and equipment	16,038
Prepaid and other assets	4,720
Deferred tax assets	2,047
<b>Total tangible assets acquired</b>	<b>75,456</b>
Acquired technology	58,700
Acquired in-process research and development	200
Customer base	39,300
Trade name	3,500
Goodwill	198,240
Accounts payable and accrued expenses	(24,221)
Deferred revenue	(17,328)
Other long-term liabilities	(2,264)
Deferred tax liabilities	(13,289)

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Net assets acquired

\$ 318,294

In connection with the acquisition, the Company formulated a restructuring plan for the NSB operations. As a result, the Company recorded a liability of \$4.5 million for the costs related to involuntary employee terminations. This liability was included in the allocation of the purchase price in accordance with SFAS No. 141, Business Combinations and EITF Issue No. 95-3 Recognition of Liabilities in Connection with a Purchase Business Combination. Execution of the restructuring plan was completed as of December 31, 2008.

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Included in the Company's operating results for the three months ended March 31, 2008 is a charge of \$0.2 million for the acquired in-process research and development projects related to the NSB acquisition. The in-process research and development projects arose from new products that were under development at the date of the acquisition and were expected to eventually lead to new products but had not yet established technological feasibility and for which no future alternative use was identified. The valuation of the in-process research and development projects was based upon the discounted expected future cash flows of the products over the products' expected life, reflecting the estimated stage of completion of the projects and the estimate of the costs to complete the projects.

**Restructuring Charges**

Through the first three months of 2009, the Company recorded restructuring charges of \$1.4 million, consisting primarily of severance costs related to management severance.

**Table of Contents****Results of Operations**

The following table summarizes certain aspects of the Company's results of operations for the three months ended March 31, 2009, compared to the three months ended March 31, 2008 (in millions, except percentages):

	<b>Three Months Ended March 31,</b>			
	<b>2009</b>	<b>2008</b>	<b>Change \$</b>	<b>Change %</b>
<b>Revenues</b>				
License	\$ 13.2	\$ 18.5	\$ (5.3)	(28.8)%
Consulting	31.5	31.4	0.1	0.2%
Maintenance	46.8	46.1	0.7	1.5%
Hardware and other	7.2	6.2	1.0	16.8%
<b>Total revenues</b>	<b>98.7</b>	<b>102.2</b>	<b>(3.5)</b>	<b>(3.5)%</b>
<b>Gross profit %</b>				
License	81.6%	80.7%		
Consulting	16.0%	(1.8)%		
Maintenance	76.6%	74.9%		
Hardware and other	11.4%	(4.2)%		
Amortization of intangible assets	\$ 8.4	\$ 7.1	\$ 1.3	18.9%
% of total revenues	8.5%	6.9%		
Gross profit	\$ 44.1	\$ 41.6	\$ 2.5	6.0%
% of revenues	44.7%	40.7%		
Sales and marketing	\$ 18.1	\$ 21.4	\$ (3.3)	(15.4)%
% of revenues	18.3%	20.9%		
Software development	\$ 12.4	\$ 13.0	\$ (0.6)	(4.8)%
% of revenues	12.6%	12.7%		
General and administrative	\$ 14.2	\$ 12.0	\$ 2.2	18.7%
% of revenues	14.4%	11.7%		
In-process research and development	\$	\$ 0.2	\$ (0.2)	100.0%
% of revenues	0.0%	0.2%		
Restructuring charge	\$ 1.4	\$ 4.1	\$ (2.7)	(65.4)%
% of revenues	1.4%	4.0%		
Interest expense	\$ 6.0	\$ 4.6	\$ 1.4	31.1%
% of revenues	6.1%	4.5%		
Interest and other income (expense), net	\$ (0.2)	\$ 0.8	\$ (1.0)	(119.7)%
% of revenues	(0.2)%	0.8%		
Income tax benefit	\$ (6.5)	\$ (4.7)	\$ (1.8)	38.1%
Effective tax rate	80.0%	(37.1)%		
Net income	\$ (1.6)	\$ (8.0)	\$ 6.4	(79.7)%
% of revenues	(1.6)%	(7.9)%		



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**Table of Contents***Revenue*

The decrease in license revenues for the three months ended March 31, 2009, compared to the same period in 2008, is due primarily to the downturn of the overall economic environment and lengthening sales cycles. Due to the volatility surrounding the financial markets, the uncertainty regarding the state of the economy and tightening of the credit market, some customers were reluctant to sign new deals, and many retailers are implementing projects on a staged basis where they purchase and roll out smaller parts of their total solution. In addition, the Company's license revenues were negatively impacted due to the strengthening of the United States dollar relative to other major currencies. License revenues for the three months ended March 31, 2009, included two sales greater than \$0.5 million, of which one was greater than \$1.0 million. License revenues for the three months ended March 31, 2008, included three deals greater than \$0.5 million, none of which were greater than \$1.0 million.

Consulting revenues for the three months ended March 31, 2009, compared to the same period in 2008, were flat. Consulting revenue is derived from license sales, and as such has been negatively impacted by the lower license revenues in the past couple quarters. Consulting revenues were negatively impacted in the first quarter of 2008 by a strategic consulting deal with a large customer that required the Company to allocate significant consulting resources to this project with no additional associated revenues. In addition, the Company's consulting revenues were negatively impacted due to the strengthening of the United States dollar relative to other major currencies, offset by the acquisition of NSB, which contributed consulting revenues during the entire quarter of 2009.

The increase in maintenance revenues for the three months ended March 31, 2009, compared to the same period in 2008, is due primarily to the acquisition of NSB, which contributed maintenance revenues during the entire quarter of 2009, as well as continued high renewal rates in the Company's customer base, continuing new license sales and related maintenance contracts sold with new licenses and continued focus on re-signing customers whose maintenance agreements had previously lapsed, but who have now renewed their maintenance agreements. The increase is offset by the strengthening of the United States dollar relative to other major currencies, which negatively impacted maintenance revenues.

Hardware and other revenues consist primarily of the resale of third-party hardware. The increase in hardware and other revenue for the three months ended March 31, 2009, as compared to the same period in 2008, is due to the acquisition of NSB, which contributed hardware revenues during the entire quarter of 2009, and the timing of customer hardware orders, which vary based on the customers' hardware roll-out schedules, resulting in a high degree of variability in the Company's hardware revenues.

International revenues were \$30.5 million and \$35.7 million for the three months ended March 31, 2009 and 2008, representing 30.9% and 34.9%, respectively, of total revenues. The decrease in international revenues as a percentage of total revenues was primarily due to the full quarter inclusion of NSB whose customers are primarily in the United States. The decrease in international revenues for the three months ended March 31, 2009 compared to the same period in 2008 in absolute dollars is due to the general global economic downturn as well as the strengthening of the United States dollar relative to other major currencies. Foreign currency exchange rate fluctuations resulted in foreign currency-based revenues during the three months ended March 31, 2009 being reported \$6.9 million, or 6.5% of total revenue, lower than these revenues would have been if they had been translated at 2008 foreign currency exchange rates.

*Cost of Revenues and Gross Profit*

Cost of license revenues consists primarily of software royalties paid for third-party software incorporated into the Company's products, referral fees paid to Value Added Resellers (VARs), costs associated with product packaging and documentation and software duplication. For the three months ended March 31, 2009, compared to the same period in 2008, gross profit of license revenue increased as costs decreased due primarily to a lower mix of third party software sales.

Cost of consulting revenues consists primarily of salaries, benefits, commissions, bonus, other headcount-related expenses and travel for the Company's consulting organization, which provides consulting services to customers in the implementation and integration of the Company's software products, as well as education, training and other consulting and programming services. These costs decreased in absolute dollars during the three months ended March 31, 2009, compared to the same period in 2008, primarily due to headcount reductions related to the Company's restructuring activities in 2008 as well as a continued focus on expense management, offset by the

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acquisition of NSB, whose costs were included for the entire quarter in 2009. Also, the strengthening of the United States dollar relative to other currencies, decreased costs as a large percentage of the consulting staff are outside the United States. Consulting services margins improved for the three months ended March 31, 2009, compared to the same period in 2008, due primarily to the decreased costs in the first quarter of 2009, and the impact in the first quarter of 2008 of a strategic consulting contract with a large customer for whom the Company had to adjust costs estimated and record future estimated losses.

Cost of maintenance revenues consists primarily of salaries, benefits and other headcount-related expenses for the Company's support organization as well as maintenance royalties on third-party software incorporated into the Company's products. For the three months ended March 31, 2009, compared to the same period of 2008, cost of maintenance revenues decreased in absolute dollars due primarily to headcount reductions from the Company's restructuring activities in 2008 as well as the strengthening of the United States dollar relative to other currencies as a large percentage of the Company's support staff are based outside the United States. This decrease is offset by the acquisition of NSB, whose costs were included for the entire quarter in 2009. Maintenance gross profit increased for the three months ended March 31, 2009, compared to the same period in 2008, due to a decrease in maintenance costs.

Cost of hardware and other revenue increased in absolute dollars in the three months ended March 31, 2009 compared to the same period in 2008, due to the timing of customer hardware orders, which vary based on the customers' hardware roll-out schedules and can result in a high degree of variability in our hardware gross profit margins. Gross profit for hardware and other revenues improved in the current quarter as the prior quarter was negatively impacted by significant low margin hardware sales to large customers and a customer settlement.

*Amortization of Intangible Assets*

Amortization of intangible assets consists of amortization of capitalized acquired technology, customer base and trademarks that were recorded as a result of acquisitions. The Company's intangible assets are amortized over the estimated economic lives of the assets. For the three months ended March 31, 2009 and 2008, the Company recorded amortization expense, included in cost of revenues, related to intangible assets of \$8.4 million and \$7.1 million, respectively. The increase in amortization expense for the three months ended March 31, 2009, as compared to the same period in 2008 is due to a full quarter of amortization expense related to intangible assets acquired in the NSB acquisition, offset by intangible assets that became fully amortized during the period. Amortization of acquired technology and trademarks will be complete in 2013 and amortization of the customer base will be complete in 2015. See Note 4 in Notes to Unaudited Condensed Consolidated Financial Statements for expected future amortization expense.

*Sales and Marketing*

Sales and marketing expenses consist primarily of salaries, commissions, travel, advertising and promotional expenses. These costs decreased in absolute dollars and as a percentage of revenue, for the three months ended March 31, 2009, compared to the same period in 2008. The decrease is due to a headcount reduction related to the Company's 2008 restructuring activities, a continued focus on expense management, as well as the strengthening of the United States dollar relative to other currencies.

*Software Development*

Software development costs consist primarily of compensation of development personnel, related overhead incurred to develop new products and upgrade and enhance the Company's current products and fees paid to outside consultants. The majority of these expenses have been incurred by the Company in the United States, Canada, Mexico, Eastern Europe, Malaysia, Australia and Russia, where the Company operates development centers.

Software development expenses decreased in absolute dollars and as a percentage of revenue for the three months ended March 31, 2009, compared to the same period in 2008, due primarily to a reduction in headcount as well as the strengthening of the United States dollar relative to other currencies as a large percentage of the Company's development personnel are based outside the United States, offset by the acquisition of NSB, whose costs were included for the entire quarter in 2009.

**Table of Contents***General and Administrative Expense*

General and administrative expenses consist primarily of costs associated with the Company's executive, financial, legal, human resources and information services functions. General and administrative expenses increased in absolute dollars and as a percentage of total revenues during the three months ended March 31, 2009, compared to the same period in 2008. This increase is primarily attributable to additional provision for doubtful accounts as well as the acquisition of NSB, whose costs were included for the entire quarter in 2009. The increase was partially offset by a decrease due to headcount reductions related to the Company's 2008 restructuring activities as well as the strengthening of the United States dollar relative to other currencies.

*Stock-Based Compensation Expense*

Stock-based compensation expense includes compensation expense from stock options granted and restricted stock issued by the Company. For the three months ended March 31, 2009 and 2008, stock-based compensation expense remained flat at \$2.4 million and \$2.5 million, respectively.

At March 31, 2009, there was approximately \$4.9 million and \$4.3 million of unrecognized compensation cost related to performance-based restricted stock and other restricted stock grants, respectively. These costs are expected to be recognized over weighted-average periods of approximately one year. The compensation cost related to the performance-based restricted stock depends on the estimated number of shares that will vest based on the probable outcome of the performance conditions. Therefore, the recognized compensation could vary significantly, depending on the outcome of those conditions. The Company is required at each reporting date to assess whether achievement of any performance condition is probable. Quarterly compensation expense may include a cumulative adjustment resulting from changes in the estimated number of shares expected to be earned during that plan year. Based on the Company's current estimate, the Company has recorded stock compensation expense related to these grants of \$0.8 million for the three months ended March 31, 2009.

At March 31, 2009, there was approximately \$28,000 of total unrecognized compensation expense related to unvested stock options. This expense is expected to be recognized over a weighted-average period of approximately three years.

The following table sets forth the total stock-based compensation expense resulting from stock options, restricted stock awards and the employee stock purchase plan included in the Company's Condensed Consolidated Statements of Operations (*in thousands*):

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
Cost of consulting revenues	\$ 204	\$ 251
Cost of maintenance revenues	109	111
Sales and marketing	606	875
Software development	177	201
General and administrative	1,322	1,050
 Total stock-based compensation expense	 \$ 2,418	 \$ 2,488

*In-Process Research and Development*

Included in the Company's operating results for the three months ended March 31, 2008 is a charge of \$0.2 million for the acquired in-process research and development expenses related to the NSB acquisition. The in-process research and development expense arose from new products that were under development at the date of the acquisition and were expected to eventually lead to new products but had not yet established technological feasibility and for which no future alternative use was identified. The valuation of the in-process research and development projects was based upon the discounted expected future cash flows of the products over the products' expected life, reflecting the estimated stage of completion of the projects and the estimate of the costs to complete the projects.

**Table of Contents***Restructuring*

For the three months ended March 31, 2009, the Company recorded restructuring charges of \$1.4 million. This charge is primarily related to management severance.

*Interest Expense*

Interest expense increased for the three months ended March 31, 2009, as compared to the same period in 2008 due primarily to the Company writing off of capitalized debt issuance costs related to a reduction in borrowing capacity on the credit facility.

*Interest and Other Income (Expense), Net*

Interest and other income (expense), net, decreased for the three months ended March 31, 2009, as compared to the same period in 2008, due primarily to a decrease in interest earned on the Company's cash balances. The Company had a large cash balance in the prior year due to cash received from the debt offering which occurred in May of 2007. The Company used this cash, as well as cash from a new credit facility to purchase NSB in February of 2008, which resulted in less interest income in the current quarter as compared to the same quarter of the prior year.

*Provision for Income Taxes*

The provision for income taxes consists of provisions for federal, state and foreign income taxes. The Company operates in an international environment with significant operations in various locations outside the U.S. Accordingly; the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates.

The Company recorded an income tax benefit of \$6.5 million and \$4.7 million for the three months ended March 31, 2009 and 2008, respectively. The effective income tax rates were 80.0% and 37.1% for the three months ended March 31, 2009 and 2008, respectively. The 2009 effective tax rate differs from the statutory U.S. federal income tax rate of 35% due to earnings in foreign jurisdictions taxed at different rates, state taxes, permanent differences between GAAP pre-tax income and taxable income, and releases of reserves for uncertain tax positions primarily related to statute closures and expected audit settlements in foreign jurisdictions. The 2008 effective tax rate differs from the statutory U.S. federal income tax rate of 35% due to earnings in foreign jurisdictions taxed at different rates, state taxes, permanent differences between GAAP pre-tax income and taxable income.

**Liquidity and Capital Resources**

The following table summarizes the Company's cash and cash equivalents, working capital, long-term debt and cash flows as of and for the three months ended March 31, 2009 (*in millions*):

	<b>2009</b>
Cash and cash equivalents	\$ 83.2
Working capital	36.7
Net cash provided by operating activities	4.4
Net cash (used in) investing activities	(0.8)
Net cash (used in) financing activities	(8.8)
Long-term debt, less current portion, exclusive of debt discount	305.6

*Overview*

As of March 31, 2009, the Company had cash and cash equivalents of \$83.2 million and \$36.7 million in net working capital (current assets in excess of current liabilities). The Company's primary sources of operating cash are customer payments for license fees, consulting services and maintenance contracts. The Company's primary use of operating cash is for employee costs, third-party software royalties, and facilities. The Company's working capital excluding deferred revenue is \$125.9 million. The Company believes this is a relevant measurement of working capital since deferred revenue is an obligation for services rather than for cash. The cost of providing these services is generally fixed in nature and ranges from 22% to 27% of the related revenues.



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The Company's days sales outstanding (DSO) for the last five quarters are set forth in the following table:

<b>Quarter Ended:</b>	<b>2008</b>
March 31	91
June 30	66
September 30	65
December 31	68
	<b>2009</b>
March 31	72

The increase in DSO's in the first quarter of 2008 was due primarily to the Company's higher accounts receivable balances without related revenues as a result of the NSB acquisition. Although the Company experienced relatively shorter payment cycles during most of 2008, these cycles began to lengthen during the fourth quarter of 2008 and this trend continued during the first quarter of 2009 due primarily to the volatility surrounding the financial markets and uncertainty regarding the state of the economy as well as the tightening of the credit market.

As of March 31, 2009, the Company had \$8.1 million in cash obligations for severance costs, lease terminations and other costs related to the Company's restructurings. These obligations are expected to be paid through 2016 and the Company believes these obligations will be funded from existing cash reserves and cash generated from continuing operations.

Considering current cash reserves, funds from future operations and availability under the Company's credit agreement, management believes that the Company will have sufficient liquidity to continue its operations through at least the next twelve months. However, the Company may require additional sources of liquidity to fund any future acquisitions and its future growth. There can be no assurance that the Company will not seek to raise additional capital through the incurrence of debt or issuance of equity securities in the future.

The Company is dependent upon its ability to generate cash flows from license and other operating revenues, providing services to its customers and on collection of its accounts receivable to maintain current liquidity levels. If the Company is not successful in achieving targeted revenues and expenses or positive cash flows from operations, the Company may be required to take further cost-cutting measures and restructuring actions or seek alternative sources of funding. Availability under the 2007 credit facility may be reduced or otherwise limited as a result of the Company's obligation to comply with certain financial covenants. Alternative sources of funding may not be available on terms favorable to the Company or at all, in which case, the Company's business, financial condition or results of operations may be adversely affected.

***Operating Activities***

The Company's operations provided \$4.4 million in cash during the three months ended March 31, 2009. Cash flows from operating activities were generated even though the Company reported \$1.6 million of net loss. Net loss was reduced by non-cash charges primarily consisting of \$10.5 million of depreciation and amortization, \$2.4 million of stock-based compensation expense, \$1.1 million of provision for doubtful accounts, \$1.3 million of debt issuance fee amortization, \$1.9 million of debt discount amortization and \$1.4 million of restructuring charges. Net working capital changes decreased overall cash provided from operations by \$6.7 million. The working capital changes relate primarily to a decrease in accounts receivable resulting from increased cash received of \$9.4 million offset by \$2.6 million in payments made in connection with the Company's restructuring activities in 2009 as well as a decrease in accounts payable and accrued expenses.

***Investing Activities***

The Company's principal investing activities for the three months ended March 31, 2009 included \$0.8 million for capital expenditures.

***Financing Activities***

Financing activities for the three months ended March 31, 2009 included \$8.5 million in payments on the 2007 credit facility and \$0.6 million in the purchase of treasury stock. The Company repurchases a portion of employee's vested shares to satisfy employee income tax withholding requirements and expects such treasury stock activity to

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recur due to the various vesting schedules of restricted stock. Cash provided by financing activities also included proceeds from the issuance of stock under the employee stock purchase plan and proceeds from the exercise of employee stock options of \$0.2 million.

**2007 Credit Facility**

On December 16, 2007, the Company entered into a syndicated credit facility (the 2007 credit facility) for up to \$250 million in term loan and revolving facilities, consisting of \$100 million term loan and \$150 million in revolving loan facility (after giving effect to an accordion feature). Funds from the 2007 credit facility were allowed to be used to finance the NSB acquisition and to pay certain fees and expenses incurred in connection with NSB acquisition; and following such acquisition, to provide ongoing working capital and to be used for other general corporate purposes. The Company pledged all of its assets as collateral, subject to certain exceptions. The terms of the 2007 credit facility include various covenant compliance requirements. Amounts repaid under the term loans may not be re-borrowed.

At March 31, 2009, the Company had \$86.5 million of term loans outstanding at a weighted average interest rate of 4.29% and no balance outstanding under the revolving facility available under the 2007 credit facility. Interest under the 2007 credit facility is variable. At March 31, 2009, the Company was in compliance with all covenants included in the terms of the 2007 credit facility.

On April 18, 2008, March 11, 2009 and March 12, 2009 the Company entered into interest rate swap agreements to convert a portion of the Company's interest rate variability to a fixed rate basis as required under the 2007 credit facility. The interest rate swaps qualify for hedge accounting treatment pursuant to SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended. The agreements effectively convert the Company's floating-rate debt to fixed-rate debt. This reduces the risk of higher interest costs in periods of rising interest rates and increases our risk of paying higher interest costs in periods of decreasing interest rates.

Following is a summary of the interest rate swaps (rates are inclusive of the applicable interest rate margin of 2.25% under the 2007 credit agreement):

Contract Date	Notional Amount	Interest Period Covered	Rate
04/18/08	\$ 20 million	06/30/08 3/31/09	5.420%
04/18/08	\$ 15 million	06/30/08 9/30/09	5.445%
04/18/08	\$ 15 million	06/30/08 9/30/09	5.400%
03/11/09	\$ 20 million	03/31/09 03/31/11	3.940%
03/12/09	\$ 15 million	09/30/09 03/31/11	4.140%
03/12/09	\$ 5 million	09/30/09 09/30/10	4.300%

At March 31, 2009 the effective interest rate for the notional amounts covered by the swap agreements as of such date was 4.83% (inclusive of 2.25% interest rate margin under the 2007 credit agreement). As of March 31, 2009, the interest rate swap resulted in a net liability of \$709,000 included in accrued expenses and other long-term liabilities.

**Convertible Senior Notes**

On May 8, 2007, the Company closed an offering of \$230 million aggregate principal amount of 2.375% convertible senior notes due in 2027 (the convertible senior notes). The notes are unsecured and pay interest semiannually at a rate of 2.375% per annum until May 15, 2027. The notes are convertible into cash or, at the Company's option, cash and shares of the Company's common stock. Pursuant to the terms of the notes, the principal amount of the notes is settleable in cash and only the amount of conversion value, as defined, in excess of the principal amount of the notes is settleable in cash or shares. The notes do not contain any restrictive financial covenants.

On or after May 15, 2014, the Company may from time to time at its option redeem the notes, in whole or in part, for cash, at a redemption price equal to 100% of the principal amount of the notes we redeem, plus any accrued and unpaid interest to, but excluding, the redemption date. On May 15, 2014, May 15, 2017 and May 15, 2022, holders may require us to purchase all or a portion of their notes at a purchase price equal to 100% of the principal amount of the notes to be purchased, plus any accrued and unpaid interest to, but excluding, the purchase date.

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Effective January 1, 2009, the Company adopted FSP APB 14-1, and retroactively applied this change to all periods presented herein. This standard requires the Company to change the previous accounting method for its \$230 million convertible senior notes. Accordingly, the Company recorded a \$61.8 million debt discount as additional paid in capital, as of the notes' issuance date of May 15, 2007. At March 31, 2009, the debt discount was \$48.1 million. The Company has \$230 million in principal due under the convertible debt, for a net carrying amount of \$181.9 million.

The Company is amortizing the debt discount through the date at which the Company can begin to redeem the notes, which is May 15, 2014. The effective interest rate on the liability component was 7.35%, which was based on market conditions at the time the debt was entered into. The Company recognized interest expense of \$3.3 million and \$3.2 million related to the convertible debt for the three months ended March 31, 2009 and 2008, respectively, of which \$1.4 million is contractual.



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*Foreign Currency Risk*

The Company has several operations in foreign locations around the world. These operations incur revenue and expenses in various foreign currencies. Revenues and expenses denominated in currencies other than the U.S. dollar expose the Company to foreign currency market risk. Unfavorable movements in foreign currency exchange rates between the U.S. dollar and other foreign currencies may have an adverse impact on the Company's operations. These foreign currency market movements could create a foreign currency gain or loss that could be realized or unrealized for the Company. The Company's Board of Directors has approved a foreign currency risk policy that allows the Company to enter into forward contracts and purchase option agreements to hedge foreign currency risks. The Company has an ongoing program to evaluate its foreign currency risk and to minimize these risks whenever possible through leading and lagging accounts payables and accounts receivables, centralized cash management and other forms of natural hedging. The Company also uses forward contracts or purchased options to hedge some of its foreign currency transaction exposure. Gains and losses resulting from these transactions are included in interest and other income (expense), net in the accompanying Condensed Consolidated Statement of Operations. As of March 31, 2009, the Company had no open forward contracts or purchase options.

*Off-Balance Sheet Arrangements*

Through March 31, 2009, the Company has not entered into any off-balance sheet arrangements or transactions with unconsolidated entities or other persons.

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***Certain Factors That May Affect Future Results***

**We have a significant amount of debt in connection with our convertible senior note offering in 2007 and borrowings under our credit agreement in February 2008.**

As of March 31, 2009, we had approximately \$230 million of outstanding debt related to our convertible note offering. In addition, in February 2008, we borrowed \$160 million under our Credit Agreement dated December 16, 2007, as amended by the First Amendment dated February 11, 2008 and the Notice dated February 11, 2008, of which \$86.5 million is outstanding at March 31, 2009, to finance the acquisition of NSB and to pay certain fees and expenses incurred in connection with the acquisition. Our substantial indebtedness could adversely affect our business, financial condition and results of operations and our ability to meet our payment obligations under our outstanding liabilities.

This level of debt could have significant consequences on our future operations, including:

Making it more difficult for us to meet our payment and other obligations under our outstanding debt;

Resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our credit agreements, which event of default could result in all of our debt becoming immediately due and payable and, in the case of an event of default under our secured debt, such as our senior secured credit facility, could permit the lenders to foreclose on our assets securing that debt. For example, we have failed to meet the financial covenants in our credit agreement twice and have been forced to seek a waiver or amendment by paying a penalty to prevent an event of default. If we are unable to satisfy these financial covenants in the future, amendments or waivers to the credit agreement may not be available on reasonable terms or at all, which may result in an event of default and acceleration of the debt, which we may be unable to pay;

Reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;

Subjecting us to the risk of increased sensitivity to interest rate increases on any indebtedness with variable interest rates;

Limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy and

Placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations and our ability to meet our payment obligations under our outstanding liabilities.

**The future success of our *Epicor* product could materially impact our ability to successfully grow our business.**

*Epicor*, our next generation ERP software product, became generally available during the fourth quarter of 2008. We expect *Epicor* to be the ERP solution of choice for the focused vertical markets we serve and to provide near and long-term opportunities for license growth acceleration into current and new markets we plan to address, as well as generate migration and upgrade license sale opportunities into our installed base of customers worldwide. If we are not able to successfully market and license *Epicor* in the future, it may have an adverse affect on our financial condition and results of operations. In addition, we operate in a highly competitive segment of the software industry and if our competitors develop more successful products or services, our revenue and profitability will most likely decline.

**If the emerging and current technologies and platforms of Microsoft and others upon which the Company builds its products do not gain or retain broad market acceptance, or if we fail to develop and introduce in a timely manner new products and services compatible with such emerging technologies, we may not be able to compete effectively and our ability to generate revenues will suffer.**

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The Company's software products are built and depend upon several underlying and evolving relational database management system ( RDBMS ) platforms such as Microsoft SQL Server, Progress and IBM. To date, the standards and technologies that the Company has chosen to develop its products upon have proven to be popular and have gained broad industry acceptance. However, the market for the Company's software products is subject to

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ongoing rapid technological developments, quickly evolving industry standards and rapid changes in customer requirements, and there may be existing or future technologies and platforms that achieve industry standard status, which are not compatible with our products. Additionally, because the Company's products rely significantly upon popular existing user interfaces to third party business applications, the Company must forecast which user interfaces will be or will remain popular in the future. For example, the Company believes the Internet has and continues to transform the way businesses operate and the software requirements of customers, who are increasingly shifting towards web-based applications and away from server-based applications. Specifically, the Company believes that customers desire business software applications that enable a customer to engage in commerce or service over the Internet. The Company is proceeding on its previously announced determination to continue with development of several of its primary product lines upon the Microsoft .NET technology. If the Company cannot continue to develop such .NET compatible products in time to effectively bring them to market, or if .NET does not become or continue to be a widely accepted industry standard, or if customers adopt competitors' products when they shift to web-based applications, the ability of the Company's products to interface with popular third party applications will be negatively impacted and the Company's competitive position, operating results and revenues could be adversely affected.

**New software technologies could cause us to alter our business model resulting in adverse effects on our operating results.**

Development of new technologies may also cause the Company to change how it licenses or prices its products, which may adversely impact the Company's revenues and operating results. Emerging licensing models include Software as a Service (SaaS), hosting as well as subscription-based licensing, in which the licensee essentially rents software for a defined period of time, as opposed to the current perpetual license model. While the Company does currently offer a hosted model as well as a SaaS model to its NSB retail customers, it has to date chosen not to offer a subscription based model. The Company's future business, operating results and financial condition will depend on its ability to effectively train its sales force to sell an integrated comprehensive set of business software products and recognize and implement emerging industry standards and models, including new pricing and licensing models.

If the Company fails to respond to emerging industry standards, including licensing models and end-user requirements, the Company's competitive position and revenues could be adversely affected.

**A significant portion of our future revenue is dependent upon our existing installed base of customers continuing to license additional products, as well as purchasing consulting services and renewing their annual maintenance and support contracts. If our existing customers fail to renew their maintenance and support agreements or fail to purchase new product enhancements or additional services from the Company at historical levels, the Company's revenues and results of operations could be materially impacted.**

Historically, approximately 50% to 60% of the Company's license revenues, 90% of the Company's maintenance revenues and a substantial portion of the Company's consulting revenues are generated from the Company's installed base of customers. Maintenance and support agreements with these customers are traditionally renewed on an annual basis at the customer's discretion, and there is normally no requirement that a customer so renew or that a customer pay new license or service fees to the Company following the initial purchase. For example, as a result of the recent economic downturn, some customers have not renewed their maintenance and support agreements. As a result, if the Company's existing customers do not renew their maintenance and support agreements or fail to purchase new product enhancements or additional services at historical levels, our revenues and results of operations could be materially impacted.

**We have recorded a large amount of goodwill and other acquired intangible assets which we will be required to write down and record an expense if they become impaired.**

In connection with our acquisitions, we currently, as of March 31, 2009, have goodwill of \$364.3 million and \$104.9 million of amortizing acquired intangible assets on our balance sheet. Although the goodwill is not amortized, we are required to test the goodwill for impairment at least yearly and any time there is an indication an impairment may have occurred. For example, a significant decline in stock price, like the one that occurred for our common stock following December 31, 2008, may require us to test our goodwill for impairment. If we determine that the carrying value of the goodwill or other acquired intangible assets is in excess of its fair value, we will be required to write down a portion or all of the goodwill or other acquired intangible assets, which would adversely impact our results of operations and our ability to satisfy financial covenants in our credit agreement.

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**Our increasingly complex software products may contain errors or defects, which could result in the rejection of our products and damage to our reputation as well as cause lost revenue, delays in collecting accounts receivable, diverted development resources and increased service costs and warranty claims.**

The Company's software products are made up of increasingly complex computer programs. Software products are complex and products offered by the Company often contain undetected errors or failures (commonly referred to as bugs) when first introduced to the market or as new updates or upgrades of such products are released to the market. Despite testing by the Company, and by current and potential customers, prior to general release to the market, the Company's products may still contain material errors after their initial commercial shipment. Such material errors may result in loss of or delay in market acceptance of the Company's products, damage to the Company's reputation and increased service and warranty costs. Ultimately, such errors could lead to a decline in the Company's revenues. The Company has from time to time been notified by some of its customers of errors in its various software products. Although it has not occurred to date, the possibility of the Company being unable to correct such errors in a timely manner could have a material adverse effect on the Company's results of operations and its cash flows. In addition, if material technical problems with the current release of the various database and technology platforms, on which the Company's products operate, including Progress, IBM, Microsoft SQL or Microsoft .NET, occur, such difficulties could also negatively impact sales of these products, which could in turn have a material adverse effect on the Company's results of operations.

**The market for new development tools, application products and consulting and education services continues to emerge, which could negatively affect our client/server and web-based products, and, if the Company fails to respond effectively to evolving requirements of these markets, the Company's business, financial condition, results of operations and cash flows could be materially and adversely affected.**

The Company's development tools, application products and consulting and education services generally help organizations build, customize or deploy solutions that operate in both client/server-computing and web-based environments. The Company believes that the environment for application software is continuing to change from client/server to a Web-based environment to facilitate commerce on the Internet. There can be no assurance that the market for client/server computing will continue to grow, or will not decrease, or that the Company will be able to continue to respond effectively to the evolving requirements of Web-based markets.

**The market for our software products and services is highly competitive. If we are unable to compete effectively with existing or new competitors our business could be negatively impacted.**

The business information systems industry in general and the manufacturing, distribution, retail, CRM and financial computer software industry specifically, in which the Company competes are very competitive and subject to rapid technological change, evolving standards, frequent product enhancements and introductions and changing customer requirements. Many of the Company's current and potential competitors have (i) longer operating histories, (ii) significantly greater financial, technical and marketing resources, (iii) greater name recognition, (iv) larger technical staffs and (v) a larger installed customer base than the Company. In addition, as the Company continues to sell to larger companies outside the mid-market, it faces more competition from large well-established competitors such as SAP and Oracle. A number of companies offer products that are similar to the Company's products and target the same markets. In addition, any of these competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements (such as commerce on the Internet and Web-based application software), and to devote greater resources to the development, promotion and sale of their products than the Company. Furthermore, because there are relatively low barriers to entry in the software industry, the Company expects additional competition from other established and emerging companies. Such competitors may develop products and services that compete with those offered by the Company or may acquire companies, businesses and product lines that compete with the Company. It also is possible that competitors may create alliances and rapidly acquire significant market share, including in new and emerging markets. Accordingly, there can be no assurance that the Company's current or potential competitors will not develop or acquire products or services comparable or superior to those that the Company develops, combine or merge to form significant competitors or adapt more quickly than the Company to new technologies, evolving industry trends and changing customer requirements. Competition could cause price reductions, reduced margins or loss of market share for the Company's products and services, any of which could materially and adversely affect the Company's business, operating results and financial condition. There can be no assurance that the Company will be able to compete successfully against current and future competitors or that the competitive pressures that the Company may face will not materially adversely affect its business, operating results, cash flows and financial condition.

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### **If we were to lose and not be able to replace the services of the members of our senior management team, we may not be able to execute our business strategy.**

Our future success depends in a large part upon the continued service of key members of our senior management team. In particular, our executive officers and other senior members of our management team such as our chief marketing officer and senior vice presidents are critical to the overall management of Epicor as well as the development of our technology, our operations and our strategic direction. All of our executive officers and key employees are at-will employees, and we do not maintain any key-person life insurance policies. The transition of key executives, such as at the CEO level over the last year, as well as the loss of other key members of our executive management team, such as the departure in 2008 of our Chief Operating Officer and Chief Financial Officer could adversely affect our ability to compete effectively and seriously harm our business if the management team is unable to lead the Company during such times of this time of transition or attract qualified replacements in a timely manner.

### **We may not be able to maintain and expand our product offerings or business if we are not able to retain, hire and integrate sufficiently qualified personnel.**

The Company's success depends in large part on the continued service of key management personnel that are not subject to employment agreements, including, but not limited to, several of the key personnel employed as a result of the Company's recent acquisitions. In addition, the Company needs to expand its workforce to continue its growth, and the competition to attract, retain and motivate qualified technical, sales and software development personnel is intense. Additionally, the sudden unexpected loss of such technical personnel, such as developers can have a negative impact on the Company's ability to develop and introduce new products in a timely and effective manner. There is no assurance that the Company will retain its key personnel, including those who came to the Company as part of acquisitions, or attract sufficient numbers of qualified key personnel in the future. The failure to retain or attract such persons could have a material adverse effect on the Company's business, operating results, cash flows and financial condition.

### **Our software products incorporate and rely upon third party software products for certain key functionality and our revenues, as well as our ability to develop and introduce new products, could be adversely affected by our inability to control or replace these third party products and operations.**

The Company's products incorporate and rely upon software products developed by several other third party entities such as Microsoft, IBM and Progress. Specifically, the Company's software products are built and depend upon several underlying and evolving relational database management system platforms including Microsoft SQL Server, Progress OpenEdge and IBM U2, and also are integrated with several other third party provider products for the purpose of providing or enhancing necessary functionality. In the event that these third party products were to become unavailable to the Company or to our customers, either directly from the third party manufacturers or through other resellers of such products, the Company could not readily replace these products with substitute products. As a result, the Company cannot provide assurance that these third parties will:

Remain in business;

Continue to support the Company's product lines;

Maintain viable product lines;

Make their product lines available to the Company on commercially acceptable terms and

Not make their products available to the Company's competitors on more favorable terms.

In the long term (i.e., a year or more), an interruption of supply from these vendors could potentially be overcome through migration to another third party supplier or development within the Company. However, any interruption in the short term could have a significant detrimental effect on the Company's ability to continue to market and sell those of its products relying on these specific third party products and could have a material adverse effect on the Company's business, results of operation, cash flows and financial condition.

**We may pursue strategic acquisitions, investments and relationships and may not be able to successfully manage our operations if we fail to successfully integrate such acquired businesses and technologies, which could adversely affect our operating results.**

As part of its business strategy, the Company may continue to expand its product offerings to include application software products and services that are complementary to its existing software applications, particularly in the areas

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of electronic commerce or commerce over the Internet, or may gain access to established customer bases into which the Company can sell its current products. The Company's acquisitions of Scala Business Solutions in 2004, CRS in 2005 and NSB in 2008 are typical of this ongoing strategy. However, while this strategy has historically and may in the future involve acquisitions, investments in other businesses that offer complementary products, joint development agreements or technology licensing agreements, the specific risks we commonly encounter in these types of transactions include the following:

Difficulty in effectively integrating any acquired technologies or software products into our current products and technologies;

Difficulty in predicting and responding to issues related to product transition such as development, distribution and customer support;

The possible adverse impact of such acquisitions on existing relationships with third party partners and suppliers of technologies and services;

The possibility that customers of the acquired company might not accept new ownership and may transition to different technologies or attempt to renegotiate contract terms or relationships, including maintenance or support agreements;

The possibility that the due diligence process in any such acquisition may not completely identify material issues associated with product quality, product architecture, product development, intellectual property issues, key personnel issues or legal and financial contingencies;

Difficulty in integrating acquired operations, including incorporating internal control structures, due to geographical distance, and language and cultural differences and

Difficulty in retaining employees of the acquired company.

A failure to successfully integrate acquired businesses or technology for any of these reasons could have a material adverse effect on the Company's results of operations.

### **Our future results could be harmed by economic, political, geographic, regulatory and other specific risks associated with our international operations.**

The Company believes that any future growth of the Company will be dependent, in part, upon the Company's ability to maintain and increase revenues in its existing and emerging international markets, including Asia and Latin America. During the three months ended March 31, 2009 and 2008, 30.9% and 34.9%, respectively, of total Company revenues were generated by the Company's international operations. There can be no assurance that the Company will maintain or expand its international sales. If the revenues that the Company generates from foreign activities are inadequate to offset the expense of maintaining foreign offices and activities, the Company's business, financial condition and results of operations could be materially and adversely affected. The international reach of the Company's businesses could also subject the Company and its results of operations to unexpected, uncontrollable and rapidly changing economic and political conditions. Specifically, our international sales and operations are subject to inherent risks, including:

Differing intellectual property and labor laws;



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Lack of experience in a particular geographic market;

Different and changing regulatory requirements in various countries and regions;

Tariffs and other barriers, including import and export requirements and taxes on subsidiary operations;

Fluctuating exchange rates and currency controls;

Difficulties in staffing and managing foreign sales and support operations;

Longer accounts receivable payment cycles;

Potentially adverse tax consequences, including repatriation of earnings;

Development and support of localized and translated products;

Lack of acceptance of localized products or the Company in foreign countries;

Shortage of skilled personnel required for local operations and

Perceived health risks (e.g. swine flu), natural disasters or terrorist risks which impact a geographic region and business operations therein.

Any one of these factors or a combination of them could materially and adversely affect the Company's future international sales and, consequently, the Company's business, operating results, cash flows and financial condition. A portion of the Company's revenues from sales to foreign entities, including foreign governments, has been in the form of foreign currencies. While the Company does enter into hedges and other similar foreign currency contracts

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from time to time, there can be no assurance that such activities will effectively minimize the impact that fluctuations in the value of foreign currencies may have on the Company. Specifically, during the first quarter of 2009, FX losses totaled \$0.3 million. Fluctuations in the value of foreign currencies have in the past and could continue to adversely impact the profitability of the Company's foreign operations.

**We rely, in part, on third parties to sell our products. Disruptions to these channels would adversely affect our ability to generate revenues from the sale of our products.**

The Company distributes products through a direct sales force as well as through an indirect distribution channel, which includes VARs and other distributors and authorized consultants, consisting primarily of professional firms. During the three months ended March 31, 2009 and 2008, 20% and 13%, respectively, of the Company's software license revenues were generated by VARs and distributors. If the Company's VARs or authorized consultants cease distributing or recommending the Company's products or emphasize competing products, the Company's results of operations could be materially and adversely affected. The success of the Company's distributors depends in part upon their ability to attract and maintain qualified sales and consulting personnel. Additionally, the Company's distributors may generally terminate their agreements with the Company upon 30 days notice, while the Scala partners may generally terminate their agreements upon 30 days to several months notice. Almost all partners though may effectively terminate their agreements at any time by ceasing to promote or sell our products. If our VARs or other distributors are unable to maintain such qualified personnel or if several of the Company's VARs or other distributors were to cease doing business or terminate their agreements and the Company is unable to replace them in a timely fashion, such factors could negatively impact the Company's results of operations. Finally, there can be no assurance that having both a direct sales force and a distribution channel for the Company's products will not lead to conflicts between those two sales forces which could adversely impact the Company's ability to close sales transactions or could have a negative impact upon average selling prices, any of which may negatively impact the Company's operating revenues and results of operations.

**If third parties infringe upon our intellectual property, we may expend significant resources enforcing our rights or suffer competitive injury, which could adversely affect our operating results. In addition, we may be subject to claims that we infringe upon the intellectual property of others.**

The Company considers its proprietary software and the related intellectual property rights in such products to be among its most valuable assets. The Company relies on a combination of copyright, trademark and trade secret laws (domestically and internationally), employee and third party nondisclosure agreements and other industry standard methods for protecting ownership of its proprietary software. However, the Company cannot assure you that in spite of these precautions, an unauthorized third party will not copy or reverse-engineer certain portions of the Company's products or obtain and use information that the Company regards as proprietary. From time to time, the Company has in the past taken legal action against third parties whom the Company believed were infringing upon the Company's intellectual property rights. However, there is no assurance that the mechanisms that the Company uses to protect its intellectual property will be adequate or that the Company's competitors will not independently develop products that are substantially equivalent or superior to the Company's products.

Moreover, the Company from time to time receives claims from third parties that the Company's software products infringe upon the intellectual property rights of others. The Company expects that as the number of software products in the United States and worldwide increases and the functionality of these products further overlaps, the number of these types of claims will increase. This risk is potentially heightened in such diverse international markets as Eastern Europe, Asia and the Middle East. Although it has not yet occurred to date, any such claim, with or without merit, could result in costly litigation and require the Company to enter into royalty or licensing arrangements. The terms of such royalty or license arrangements, if required, may not be favorable to the Company. In addition, in certain cases, the Company provides the source code for some of its application software under licenses to its customers and distributors to enable them to customize the software to meet their particular requirements or translate or localize the products for resale in foreign countries, as the case may be. Although the source code licenses contain confidentiality and nondisclosure provisions, the Company cannot be certain that such customers or distributors will take adequate precautions to protect the Company's source code or other confidential information. Moreover, regardless of contractual arrangements, the laws of some countries in which the Company does business or distributes its products do not offer the same level of protection to intellectual property, as do the laws of the United States.

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### **Fluctuations in foreign currency exchange rates may negatively impact the financial results of the Company.**

The results of operations or financial condition of the Company may be negatively impacted by fluctuations in foreign currency exchange rates. The Company operates throughout the world through international sales subsidiaries, networks of exclusive third party distributors, and non-exclusive dealers. As a result, certain sales and related expenses are denominated in currencies other than the U.S. dollar. The Company's results of operations may fluctuate due to exchange rate fluctuation between the U.S. dollar and other currencies because our financial results are reported on a consolidated basis in U.S. dollars and through the use of foreign currency denominated loans available under the Company's credit facility. In an effort to minimize operation fluctuations due to currency movements, we may attempt to limit foreign exchange exposure through operational strategies (e.g. natural hedges, netting, leading and lagging of accounts payables and account receivables) to offset the effects of exchange rate changes. In addition, the Company may enter into forward currency contracts and purchased options contracts to mitigate unfavorable impacts to our non-operating income.

### **Our quarterly operating results are difficult to predict and subject to substantial fluctuation.**

The Company's quarterly operating results have fluctuated significantly in the past. For example, from the first quarter of 2007 through the first quarter of 2009, quarterly operating results have ranged from a net loss of \$8.0 million to net income of \$13.9 million. The Company's operating results may continue to fluctuate in the future as a result of many specific factors that include:

Continued turmoil in the global economy;

The demand for the Company's products, including reduced demand related to changes in marketing focus for certain products, software market conditions or general economic conditions as they pertain to information technology (IT) spending;

Fluctuations in the length of the Company's sales cycles which may vary depending on the complexity of our products as well as the complexity of the customer's specific software and service needs;

The size and timing of orders for the Company's software products and services, which, because many orders are completed in the final days of each quarter, may be delayed to future quarters;

The number, timing and significance of new software product announcements, both by the Company and its competitors;

Customers' unexpected postponement or termination of expected system upgrades or replacement due to a variety of factors including economic conditions, changes in IT strategies or management changes;

Changes in accounting standards, including software revenue recognition standards;

Currency fluctuations and

Fluctuations in number of customers renewing maintenance.

In addition, the Company has historically realized a significant portion of its software license revenues in the final month of any quarter, with a concentration of such revenues recorded in the final ten business days of that month. Further, the Company generally realizes a significant portion of its annual software license revenues in the final quarter of the fiscal year.

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Due to the above factors, among others, the Company's revenues are difficult to forecast. The Company, however, bases its expense levels, including operating expenses and hiring plans, in significant part, on its expectations of future revenue. As a result, the Company expects its expense levels to be relatively fixed in the short term. The Company's failure to meet revenue expectations could adversely affect operating results. Further, an unanticipated decline in revenue for a particular quarter may disproportionately affect the Company's operating results in that quarter because the majority of the Company's expenses will be fixed in the short term. As a result, the Company believes that period-to-period comparisons of the Company's results of operations are not, and will not, necessarily be meaningful, and you should not rely upon them as an indication of future performance. Due to the foregoing factors, it is likely that, as in past quarters, in some future quarters the Company's operating results will be below the expectations of public market analysts and investors. As in those past quarters, such an event would likely have an adverse effect upon the price of the Company's outstanding securities.

**Our operating cash flows are subject to fluctuation, primarily related to our ability to timely collect accounts receivable and to achieve anticipated revenues and expenses. Negative fluctuations in operating cash flows may require us to seek additional cash sources to fund our working capital requirements. If additional cash sources are not available to the Company, our operations could be adversely affected.**

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From the first quarter of 2007 through the first quarter of 2009, the Company's quarterly operating cash flows have ranged from \$0.1 million provided by operating activities to \$34.8 million provided by operating activities. The Company's cash and cash equivalents have increased from \$70.2 million at December 31, 2006 to \$83.2 million at March 31, 2009. However, the Company has at times experienced decreasing revenues and, prior to the first quarter of 2003, continued operating losses. If, in the future, the Company is not successful in achieving its anticipated revenues and expenses or maintaining a positive cash flow, the Company may not have sufficient resources for planned growth and may be required to take actions to reduce its operating expenses, such as reductions in work force and/or seek additional sources of funding. Historically, the Company has also experienced fluctuations in the proportion of accounts receivable over 90 days old and days sales outstanding. These fluctuations have been due to various issues, including product and service quality, deteriorating financial condition of customers during the recent recession and lack of effectiveness of the Company's collection processes. During the past two years, our days sales outstanding have fluctuated from lows of 65 to highs of 91, due to a variety of factors. Given the recent economic turmoil, if the Company cannot successfully collect a significant portion of its net accounts receivable, the Company may be required to seek alternative financing sources. As of March 31, 2009, the Company had a \$230.0 million obligation to holders of the Company's convertible bonds and \$86.5 million in debt.

### **The market for our stock is volatile and fluctuations in operating results, changes in the Company's guidance on revenues and earnings estimates and other factors could negatively impact our stock's price.**

During the three year period ended March 31, 2009, the closing price of the Company's common stock ranged from a low of \$2.36 to a high of \$15.49. For the three months ended March 31, 2009, the price of the Company's common stock ranged from a low of \$2.36 to a high of \$4.94. As of May 1, 2009, the Company had 60,939,985 shares of Common Stock outstanding. The market prices for securities of technology companies, including the Company's, have historically been quite volatile. Quarter to quarter variations in operating results, changes in the Company's guidance on revenues and earnings estimates, announcements of technological innovations or new products by the Company or its competitors, announcements of major contract awards, announcements of industry acquisitions by us or our competitors, changes in accounting standards or regulatory requirements as promulgated by the FASB, SEC, NASDAQ or other regulatory entities, changes in management and other events or factors may have a significant impact on the market price of the Company's Common Stock. In addition, the securities of many technology companies have experienced extreme price and volume fluctuations, which have often been related more to changes in recommendations or financial estimates by securities analysts than to the companies' actual operating performance. Any of these conditions may adversely affect the market price of the Company's Common Stock.

### **If we are not able to successfully integrate NSB Retail Systems and its operations with those of CRS Retail Technology Group and the Company, our ability to achieve anticipated revenues and related profits, as well as sales for NSB products may be adversely impacted.**

The future success of our acquisition of NSB will depend in large part upon our ability to continue to successfully integrate the NSB retail business with CRS retail business and into the Company. As with most acquisitions, integration issues are complex, time-consuming and expensive and, without proper planning and implementation, could significantly disrupt the business of NSB and thus, the Company. The challenges involved in continuing to integrate NSB with the Company include:

Coordinating sales and marketing efforts to effectively communicate the combined company's capabilities;

Introducing and effectively selling and cross selling the NSB products into international (non-US) markets where they have not traditionally been offered;

Combining product offerings and technology;

Coordinating and combining domestic operations, relationships and facilities;

Coordinating and rationalizing research and development activities to enhance introduction of new products and technologies with reduced cost;

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Coordinating NSB's research and development efforts here in the United States and Canada with the Company's R&D facilities in the U.S. as well as in Moscow, Russia and Monterrey, Mexico;

Continuing to demonstrate to the existing NSB customers that the acquisitions will not result in adverse changes in client service standards or business focus and helping customers conduct business easily with the Company;

Preserving distribution, marketing or other important relationships of the Company and NSB and resolving potential conflicts that may arise;

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Successfully integrating the business cultures of the Company and NSB, maintaining employee morale and retaining key employees and

Consolidating and rationalizing corporate information technology and administrative infrastructures.

The continued integration of the NSB business into the Company's business may not realize all of the anticipated benefits of the acquisition, including synergies, to the extent, or in the time frame, anticipated. The failure to fully integrate the NSB business operations successfully with those of CRS and the Company or to realize all of the anticipated benefits of the acquisition, including synergies, could seriously hinder our plans for product development and business and market expansion.

### **A variety of specific business interruptions could adversely affect our business.**

A number of particular types of business interruptions could greatly interfere with our ability to conduct business. For example, a substantial portion of our facilities, including our corporate headquarters and other critical business operations, are located near major earthquake faults. We do not carry earthquake insurance and do not fund for earthquake-related losses. In addition, our computer systems are susceptible to damage from fire, floods, earthquakes, power loss, telecommunications failures, and similar events. The Company continues to consider and implement its options and develop contingency plans to avoid and/or minimize potential disruptions to its telecommunication services.

### **If open source software expands into enterprise software applications, our software license revenues may decline.**

Open source software includes a broad range of software applications and operating environments produced by companies, development organizations and individual software developers and typically licensed for use, distribution and modification at a nominal cost or often, free of charge. A notable example of open source software is the Linux operating system, which continues to gain in popularity. To the extent that the open source software models expand and non-commercial companies and software developers create and contribute competitive enterprise software applications to the open source community, we may have to adjust our pricing, maintenance and distribution strategies and models, which could adversely affect our revenue and operating margins.

### **Future acquisitions of technologies or companies, which are paid for partially, or entirely through the issuance of stock or stock rights could prove dilutive to existing shareholders.**

Consistent with past experience, the Company expects that the consideration it might pay for any future acquisitions of companies or technologies could include stock, rights to purchase stock, cash or some combination of the foregoing. For example, the Company's acquisition of Scala Business Solutions in 2004 involved the issuance of approximately 4.25 million shares of the Company's Common Stock. If the Company issues stock or rights to purchase stock in connection with future acquisitions, earnings (loss) per share and then-existing holders of the Company's Common Stock may experience dilution.

Because of these and other factors affecting the Company's operating results, past financial performance should not be considered an indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

### **Our preferred share rights plan, blank check preferred stock and Delaware law contain provisions that may inhibit potential acquisition bids, which may harm our stock price or discourage potential acquirers.**

We have in place a preferred share rights plan and our board also has the authority to issue preferred stock and to determine the rights, preferences, privileges and restrictions, including voting rights, of the shares without any further vote or action by our stockholders. If we issue any of these shares of preferred stock in the future, the rights of holders of our common stock may be negatively affected. Although we have no current plans to issue shares of preferred stock, if we issue preferred stock, a change of control of our company could be delayed, deferred or prevented. Furthermore, Section 203 of the Delaware General Corporation Law restricts certain business combinations with any interested stockholder as defined by that statute. In the past, we have been the target of unsolicited takeover bids and an unsolicited tender offer. The preferred share rights plan and these other provisions are designed to encourage potential acquirers to negotiate with our board of directors and give our board an opportunity to consider various alternatives to increase stockholder value. The preferred share rights plan and other provisions are also intended to discourage certain tactics that may be used in proxy contests. However, the operation

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of the preferred share rights plan, the potential issuance of preferred stock or the restrictions in Section 203 of the Delaware General Corporation Law could discourage potential acquisition proposals and could delay or prevent a change in control, which may adversely affect the market price of our stock.



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**Table of Contents****Item 3 - Quantitative and Qualitative Disclosures About Market Risk:***Interest Rate Risk.*

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's cash and cash equivalents and outstanding debt. At March 31, 2009, the Company had \$83.2 million in cash and cash equivalents. Based on the investment interest rate and the balance as of March 31, 2009, a hypothetical 1% decrease in interest rates would decrease interest income by approximately \$0.8 million on an annual basis, as well as decrease the Company's net income and decrease cash flows from operations. The Company places its investments with high credit quality issuers and, by policy, limits the amount of credit exposure to any one issuer. Deposits with its U.S. issuers may exceed the amounts of federal deposit insurance provided on such deposits, and deposits held outside the U.S. are not afforded such protection. The Company has approximately 58% of its cash and cash equivalents outside the U.S. The Company is averse to principal loss and ensures the safety and preservation of its invested funds by limiting default, market and reinvestment risk. The Company mitigates default risk by investing in only the safest and highest credit quality securities and by constantly positioning its portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer or guarantor. The Company has not experienced any losses on deposits of cash or cash equivalents.

The Company cannot predict market fluctuations in interest rates and their impact on its variable rate debt, nor can there be any assurance that fixed rate long-term debt will be available to the Company at favorable rates, if at all. Consequently, future results may differ materially from the estimated adverse changes discussed above. Changes in interest rates do not affect the amount of interest we pay on our fixed rate senior convertible notes, but do affect the fair value of the debt.

Interest under the Company's 2007 credit facility is computed on a floating rate basis. The 2007 credit facility requires the Company to enter into interest rate swap agreements to protect against fluctuations in the floating rate for up to 50% of the outstanding balance of the term loan for a period of time. On April 18, 2008, March 11, 2009 and March 12, 2009 the Company entered into interest rate swap arrangements that convert a portion of its floating rate interest rate exposure under the 2007 credit facility to a fixed rate basis. The interest rate swaps qualify for hedge accounting treatment pursuant to SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended. The changes in the fair value of the interest rate swaps will be reflected in the carrying value of the interest rate swap on the balance sheet. The differential to be paid or received on the interest rate swap agreements is accrued and recognized as an adjustment to interest expense as interest rates change. At March 31, 2009, the interest rates swap arrangements hedged the floating rate interest risk on \$50 million of the \$86.5 million term loan balance then outstanding under the 2007 credit facility. Accordingly, at March 31, 2009, a hypothetical 1% increase in interest rates would increase interest expense by approximately \$0.3 million on an annual basis, as well as decrease the Company's net income and decrease cash flows from operations.

*Foreign Currency Risk.*

The Company did not have any foreign currency forward or option contracts open as of March 31, 2009. International revenues represented 30.9% of the Company's total revenues for the three months ended March 31, 2009, and 21.9% of revenues were denominated in foreign currencies. The Company had an unrealized and realized transactional foreign currency loss for the three months ended March 31, 2009 of \$0.3 million. For the three months ended March 31, 2009, the transactional loss was primarily due to settlement of inter-company balances and changes in value of certain cash and other net assets denominated in currencies other than the functional currencies. Given a hypothetical increase or decrease of 10% in the exchange rate between the US dollar and other major currencies, the unrealized or realized transaction gain or (loss) would increase or decrease by approximately USD \$0.8 million for the three months ended March 31, 2009, and likewise increase or decrease the Company's earnings and cash flows for the respective periods.

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**Item 4 - Controls and Procedures:**

*Evaluation of disclosure controls and procedures*

The Company's management evaluated, with the participation of the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Company's principal executive officer and principal financial officer have concluded, as of the end of the period covered by this Quarterly Report on Form 10-Q, that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) (the Exchange Act) were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in internal controls over financial reporting*

There was no change in the Company's internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****PART II****OTHER INFORMATION****Item 1 - Legal Proceedings:**

On October 17, 2008, a purported class action complaint was filed against Epicor and members of its Board of Directors in Superior Court for Orange County, California, entitled Tola v. Epicor Software at al., Case No. 30-2008-00214327-CU-SL-CXC. On October 30, 2008, plaintiff filed an amended complaint. The amended complaint brought as a purported class action on behalf of a class of Epicor stockholders, alleged that the Board of Directors breached its fiduciary duties by rejecting and failing properly to consider Elliott's proposal to acquire all of Epicor's outstanding shares of Common Stock, by failing properly to consider other strategic alternatives that may be available to the Company, by failing to maximize shareholder value, and by making misleading disclosures and failing to disclose material information in its Schedule 14D-9. The amended complaint also alleged that the Board of Directors has breached its fiduciary duty by implementing measures that act as a barrier to Elliott's proposal or to other possible proposals for acquisition of the Company. The complaint sought declaratory relief and injunctive relief requiring the Board of Directors to act in accordance with its fiduciary duties. The Amended complaint was dismissed without prejudice by the plaintiff on January 24, 2009.

The Company is subject to other legal proceedings and claims in the normal course of business. The Company is currently defending such these proceedings and claims, and, although the outcome of legal proceedings is inherently uncertain presently, the Company anticipates that it will be able to resolve these matters in a manner that will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

**Item 1a - Risk Factors:**

A description of the risk factors associated with our business is included under Certain Factors That May Affect Future Results in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 2 of Part I of this report.

**Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds:***Purchases of Equity Securities by the Issuer and Affiliated Purchasers*

Dates	Total Number of Shares Purchased (a)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may Yet Be Purchased Under the Plans or Programs
January 1, 2009 to January 31, 2009	4,235	\$ 4.06		N/A
February 1, 2009 to February 28, 2009	162,098	\$ 3.49		N/A
March 1, 2009 to March 31, 2009		\$		N/A
<b>Total</b>	<b>166,333</b>	<b>\$ 3.50(1)</b>		

(1) Represents the weighted average price per share purchased during the quarter.

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All shares of the Company's common stock purchased listed in column (a) were purchased through a plan or program not publicly announced and are shares repurchased under the Company's restricted stock programs as consideration for the payment of the required withholding taxes.

**Item 6 - Exhibits**

(a) Index to Exhibits.

The list of exhibits contained in the accompanying Index to Exhibits is herein incorporated by reference.

Items 3 and 5 of Part II are not applicable and have been omitted.

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**SIGNATURE**

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

EPICOR SOFTWARE CORPORATION  
(Registrant)

Date: May 11, 2009

*/s/ Michael Pietrini*  
Michael Pietrini  
Chief Financial Officer, Executive Vice

President Finance and Administration

(Principal Financial Officer)

**Table of Contents****Exhibits Index**

<b>Exhibit No.</b>	<b>Description</b>	<b>Location</b>
1.1	Underwriting Agreement, dated as of May 2, 2007 between the Company, UBS Securities LLC and Lehman Brothers Inc.	(46)
2.1	Agreement and Plan of Reorganization and Merger dated as of June 27, 1997 among the Company, CSI Acquisition Corp., Clientele Software, Inc., Dale E. Yocum, Pamela J. Yocum, William L. Mulert. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K).	(9)
2.2	Agreement and Plan of Reorganization dated as of November 4, 1997 by and among the Company, FS Acquisition Corp., FocusSoft, Inc., John Lococo, Michael Zimmerman and Joseph Brumleve. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K).	(11)
2.3	Agreement and Plan of Reorganization by and among the Company, Zoo Acquisition Corp. and DataWorks Corporation ( Dataworks ), dated as of October 13, 1998, as amended as of October 30, 1998. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K).	(14)
2.4	Merger Protocol by and between the Company and Scala Business Solutions N.V. dated as of November 14, 2003.	(40)
2.5	Stock Purchase Agreement dated as of December 6, 2005 by and among the Company, Cougar Acquisition Corporation, CRS Retail Technology Group, Inc., certain principal stockholders of CRS Retail Technology Group, Inc., and certain other parties.	(43)
3.1	Second Restated Certificate of Incorporation of the Company.	(1)
3.2	Certificate of Amendment to Second Restated Certificate of Incorporation.	(10)
3.3	Certificate of Amendment to Second Restated Certificate of Incorporation.	(22)
3.4	Amended and Restated Bylaws of the Company, as currently in effect.	(34)
3.5	Specimen Certificate of Common Stock.	(2)
3.6	Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock.	(4)
3.7	Certificate of Designation of Preferences of Series C Preferred Stock.	(6)
3.8	Certificate of Designation of Preferences of Series D Preferred Stock.	(17)
4.1	Amended and Restated Preferred Stock Rights Agreement, dated as of October 27, 2004, between the Company and Mellon Investor Services LLC, as Rights Agent.	(54)
4.2	Amendment No. 1 to the Amended and Restated Preferred Rights Stock Agreement, dated as of February 24, 2009, by and between the Company and Mellon Investor Services LLC, as Rights Agent.	(55)
4.3	First Supplemental Indenture between the Company and U.S. Bank National Association as trustee dated May 8, 2007.	(47)
10.1*	Platinum Software Corporation 1990 Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan (the 1990 Plan ).	(2)
10.2*	Form of Incentive Option Agreement pertaining to the 1990 Plan.	(2)
10.3*	Form of Nonqualified Stock Option Agreement pertaining to the 1990 Plan.	(2)
10.4*	Form of Restricted Share Agreement pertaining to the 1990 Plan.	(2)
10.5	Form of Indemnification Agreement for Officers and Directors of the Company.	(2)
10.6*	Platinum Software Corporation Employee Stock Purchase Plan, as amended.	(2)
10.10*	1993 Nonqualified Stock Option Plan.	(3)
10.11*	Form of Nonqualified Stock Option Agreement pertaining to the 1993 Nonqualified Stock Option Plan.	(3)
10.12*	1994 Incentive Stock Option, Non-qualified Stock Option and Restricted Stock Purchase Plan.	(31)

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10.13*	Form of Non-qualified Stock Option Agreement pertaining to the 1994 Plan.	(31)
10.28	Stock Purchase Agreement dated September 22, 1994 between the Company and the Series B Preferred Stock Investors.	(6)
10.29	Registration Rights Agreement dated September 22, 1994 between the Company and the Series B Preferred Stock Investors.	(6)
10.30	Amendment to Stock Purchase Agreement dated May 26, 1995 between the Company and the Series C Preferred Stock Investors.	(6)

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10.31	Amendment to Registration Rights Agreement dated May 26, 1995 between the Company and the Series C Preferred Stock Investors.	(6)
10.33*	Employment Offer Letter with L. George Klaus dated February 7, 1996.	(7)
10.34*	Restricted Stock Purchase Agreement between the Company and L. George Klaus dated as of February 7, 1996.	(7)
10.44*	1996 Nonqualified Stock Option Plan and Form of Nonqualified Option Agreement.	(8)
10.45*	Platinum Software Corporation Clientele Incentive Stock Plan.	(8)
10.47*	1997 Nonqualified Stock Option Plan.	(12)
10.48*	Amended and Restated 1998 Nonqualified Stock Option Plan.	(15)
10.49	Software Distribution License Agreement with FRx Software Corporation, as amended to date.	(15)
10.52*	DataWorks 1995 Equity Incentive Plan, as amended ( Equity Plan ).	(18)
10.54*	DataWorks 1995 Non-Employee Directors Stock Option Plan, as amended.	(18)
10.55	Sublease Agreement dated November 22, 1991 between DataWorks and Titan Corporation ( Sublease ).	(16)
10.56	First Amendment to Sublease dated December 1, 1994.	(16)
10.57	Lease Agreement dated January 16, 1997 between DataWorks and Whiop Real Estate Limited Partnership.	(18)
10.58*	Interactive Group, Inc. ( Interactive ) 1995 Stock Option Plan, as amended (the Interactive Option Plan ).	(19)
10.59*	Form of Incentive Stock Option Plan under the Interactive Option Plan.	(20)
10.61	Lease between James S. Hekiman and William Finard, as Trustees of the Burlington Woods Office Trust No. 11 under a declaration of trust dated September 10, 1980 and Interactive dated September 23, 1991.	(20)
10.62*	1997 Nonstatutory Stock Plan of Interactive.	(21)
10.63	Single Tenant lease between ADI Research Partners, LP and DataWorks, dated as of August 14, 1998.	(23)
10.64	1999 Merger Transition Nonstatutory Stock Option Plan.	(24)
10.65	Trademark License Agreement between the Company and Platinum Technology, Inc. dated as of January 14, 1999.	(29)
10.66	Value Added Reseller Agreement with Ardent Software, dated January 1, 1999.	(29)
10.67*	Amended and Restated 1999 Nonstatutory Stock Option Plan.	(25)
10.68	Bracknell Lease Agreement dated May 19, 1999.	(26)
10.70*	Nonstatutory Stock Option Agreement with Richard L. Roll dated November 16, 1999.	(37)
10.71*	Nonstatutory Stock Option Agreement with Richard L. Roll dated November 16, 1999.	(37)
10.72	Loan and Security Agreement by and among the Company as borrower and Foothill Capital Corporation as lender dated as of July 26, 2000.	(27)
10.73	Amendment to Loan and Security Agreement dated November 20, 2000.	(28)
10.74	Amendment to Loan and Security Agreement dated May 21, 2001.	(30)
10.75*	Amendment to Note Secured by Stock Pledge Agreement dated February 7, 2001 by and between the Company and L. George Klaus.	(32)
10.76*	Amendment to Unsecured Note dated February 7, 2001 by and between the Company and L. George Klaus.	(32)
10.77*	Amended Management Retention Agreement dated as of March 1, 2007 by and between the Company and L. George Klaus.	(38)
10.78	Amendment to Loan and Security Agreement dated June 25, 2002.	(33)
10.79*	2002 Employee Stock Purchase Plan.	(35)
10.80	Series D Preferred Stock Purchase Agreement dated as of February 11, 2003 by and among the Company and certain Purchasers.	(17)



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10.81*	Employment Offer Letter with Michael A. Piraino dated April 30, 2003.	(39)
10.82	Lease Agreement dated October 14, 2003 between the Company and Koll Center Irvine Number Two, L.L.C.	(40)
10.83*	Compromise Agreement with Andreas Kemi effective August 13, 2005.	(13)
10.84*	Final Statement of Account under Employment Agreement with Andreas Kemi dated September 6, 2004.	(13)

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10.85*	Consulting Agreement dated October 18, 2004 between the Company and CHB Management GmbH, a Swiss Corporation.	(13)
10.86	Credit Agreement by and among the Company, the Lenders party thereto, and KeyBank National Association, as Administrative Agent, dated March 29, 2005.	(41)
10.87*	2005 Stock Incentive Plan.	(42)
10.88*	Deferred Compensation Plan.	(42)
10.89	Credit Agreement by and among the Company, the Lenders party thereto, and KeyBank National Association, as Administrative Agent, dated March 30, 2006 (the 2006 Credit Agreement ).	(44)
10.91*	Management Retention Agreement, dated May 26, 2006 between the Company and L. George Klaus.	(45)
10.92*	Form of Notice of Restricted Stock Award and Restricted Stock Purchase Agreement.	(45)
10.93*	Amended Management Retention Agreement, dated March 1, 2007, between the Company and L. George Klaus.	(48)
10.94	First Amendment to the 2006 Credit Agreement, dated as of May 1, 2007, among the Company, the Lenders party thereto, and KeyBank National Association, as Administrative Agent.	(46)
10.95*	2007 Stock Incentive Plan (the 2007 Plan ).	(5)
10.96*	Form of Time-Based Restricted Stock Agreement under the 2007 Plan.	(49)
10.97*	Form of Performance-Based Restricted Stock Agreement under the 2007 Plan.	(49)
10.98	Implementation Agreement between NSB Retail Systems Plc and the Company, dated December 17, 2007.	(50)
10.99	Recommended Proposals for the Cash Acquisition of NSB Retail Systems Plc by the Company, dated December 17, 2007.	(50)
10.100	Credit Agreement dated December 16, 2007 by and among the Company, the Guarantors identified therein, the Lenders identified therein and Bank of America, N.A., as Administrative Agent (the 2007 Credit Agreement ).	(51)
10.101	Security and Pledge Agreement dated December 16, 2007 by and between the Company, the Obligors identified therein and Bank of America, N.A., as Administrative Agent.	(51)
10.102	First Amendment to the 2007 Credit Agreement, dated February 11, 2008, by and among the Company, the Guarantors identified therein, the Lenders identified therein and Bank of America, N.A., as Administrative Agent.	(51)
10.103	Notice of Increase of Aggregate Revolving Commitment, dated February 11, 2008, pursuant to 2007 Credit Agreement.	(51)
10.104*	Management Retention Agreement between the Company and Thomas Kelly, dated February 19, 2008.	(52)
10.105*	Letter Agreement between the Company and Mark Duffell, dated February 19, 2008.	(52)
10.106	Second Amendment dated April 11, 2008, to the 2007 Credit Agreement, by and among the Company, the Guarantors identified therein, the Lenders identified therein and Bank of America, N.A., as Administrative Agent.	(36)
10.107*	Form of Stock Option Agreement under the 2007 Plan.	(5)
10.108	Third Amendment dated December 30, 2008, to the 2007 Credit Agreement, by and among the Company, the Guarantors identified therein, the Lenders identified therein and Bank of America, N.A., as Administrative Agent.	(53)
10.109*	Management Retention Agreement between the Company and L. George Klaus, dated January 19, 2009.	(56)
10.110	Agreement, dated as of February 24, 2009, by and among the Company and Elliott Associates, L.P., and its wholly-owned subsidiaries, Elliott International, L.P. and Elliott International Capital Advisers Inc.	(57)
10.111*	Management Retention Agreement between the Company and Michael Pietrini, dated April 15, 2009.	(58)
10.112	Letter Agreement between the Company and Thomas F. Kelly dated February 24, 2009.	
31.1	Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.2	Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.1	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

\* Management contract or compensatory plan or arrangement.

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- (1) Incorporated by reference to the Company's Registration Statement on Form S-1, Reg. No. 33-57294.
- (2) Incorporated by reference to the Company's Registration Statement on Form S-1, Reg. No. 33-51566.
- (3) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended June 30, 1993.
- (4) Incorporated by reference to the Company's Registration Statement on Form 8-A, dated April 14, 1994.
- (5) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- (6) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended June 30, 1995.
- (7) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.
- (8) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended June 30, 1997.
- (9) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 11, 1997.
- (10) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996.
- (11) Incorporated by reference to the Company's Current Report on Form 8-K filed on November 26, 1997.
- (12) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997.
- (13) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2004.
- (14) Incorporated by reference to the DataWorks Schedule 13D and Schedule 13D/A filed on October 23, 1998 and November 6, 1998, respectively.
- (15) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended June 30, 1998.
- (16) Incorporated by reference to the DataWorks Registration Statement on Form S B-2 (No. 33-97022LA) or amendments thereto.
- (17) Incorporated by reference to the Company's Current Report on Form 8-K dated February 18, 2003.
- (18) Incorporated by reference to the DataWorks Annual Report on Form 10-K for the year ended December 31, 1996.
- (19) Incorporated by reference to the Interactive Group, Inc. Annual Report on Form 10-K for the year ended December 31, 1996.
- (20) Incorporated by reference to the Interactive Group, Inc. Registration Statement on Form S-1, Registration No. 33-90816.
- (21) Incorporated by reference to the Interactive Group, Inc. Registration Statement on Form S-8, Registration No. 333-30259.

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- (22) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
- (23) Incorporated by reference to the Company s Annual Transition Report on Form 10-KT for the period ended December 31, 1998.
- (24) Incorporated by reference to the Company s Registration Statement on Form S-8, Registration No. 333-85105.
- (25) Incorporated by reference to the Company s Registration Statement on Form S-8, Registration No. 333-107738.
- (26) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 1999.
- (27) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
- (28) Incorporated by reference to the Company s Annual Report on Form 10-K for the year ended December 31, 2000.
- (29) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.
- (30) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- (31) Incorporated by reference to the Company s Annual Report on Form 10-K for the year ended June 30, 1994.
- (32) Incorporated by reference to the Company s Annual Report on Form 10-K for the year ended December 31, 2001.
- (33) Incorporated by to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.
- (34) Incorporated by reference to the Company s Current Report on Form 8-K filed on February 2, 2009.
- (35) Incorporated by reference to the Company s Registration Statement on Form S-8, Registration No. 333-97063.
- (36) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.
- (37) Incorporated by reference to the Company s Annual Report on Form 10-K for the year ended December 31, 1999.
- (38) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.
- (39) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.
- (40) Incorporated by reference to the Company s Annual Report on Form 10-K for the year ended December 31, 2003.
- (41) Incorporated by reference to the Company s Current Report on Form 8-K filed on April 4, 2005.

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- (42) Incorporated by reference to the Company s Registration Statement on Form S-8, Registration No. 333-127163.
- (43) Incorporated by reference to the Company s Current Report on Form 8-K filed on December 12, 2005.
- (44) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.
- (45) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2006.
- (46) Incorporated by reference to the Company s Current Report on Form 8-K/A filed on May 8, 2007.
- (47) Incorporated by reference to the Company s Current Report on Form 8-K filed on May 14, 2007.
- (48) Incorporated by reference to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.
- (49) Incorporated by reference to the Company s Registration Statement on Form S-8, Registration No. 333-143820.
- (50) Incorporated by reference to the Company s Current Report on Form 8-K filed on February 13, 2008.
- (51) Incorporated by reference to the Company s Current Report on Form 10-K for the year ended December 31, 2007.
- (52) Incorporated by reference to the Company s Current Report on Form 8-K filed on February 22, 2008.
- (53) Incorporated by reference to the Company s Registration Statement on Form 8-A/A, filed on November 1, 2004.
- (54) Incorporated by reference to the Company s Registration Statement on Form 8-A/A, filed on March 2, 2009.
- (55) Incorporated by reference to the Company s Current Report on Form 8-K filed on January 5, 2009.
- (56) Incorporated by reference to the Company s Current Report on Form 8-K filed on February 6, 2009.
- (57) Incorporated by reference to the Company s Current Report on Form 8-K filed on March 2, 2009.
- (58) Incorporated by reference to the Company s Current Report on Form 8-K filed on April 21, 2009.