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HENRY JACK & ASSOCIATES INC

Form 10-Q

November 08, 2006

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 September 30, 2006

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 number 0-14112

JACK HENRY & ASSOCIATES, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

43-1128385

-----  
(State or Other Jurisdiction  
of Incorporation)

-----  
I.R.S. Employer  
Identification No.)

663 Highway 60, P.O. Box 807, Monett, MO 65708

-----  
Address of Principle Executive Offices  
(Zip Code)

417-235-6652

-----  
(Registrant's telephone number, including area code)

N/A

-----  
(Former name, former address and former fiscal year, if changed since last  
report)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act  
of 1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to  
such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as  
defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

Indicate by check mark whether the registrant is a shell company (as defined  
in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

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## APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of October 30, 2006, Registrant has 90,695,747 shares of common stock outstanding (\$0.01 par value)

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JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In Thousands, Except Share and Per Share Data)  
(Unaudited)

September 30,      June 30,

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	2006	2006
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 49,842	\$ 74,139
Investments, at amortized cost	1,723	2,181
Receivables	118,768	180,295
Prepaid expenses and other	24,237	24,402
Prepaid cost of product	19,915	22,228
Deferred income taxes	3,310	3,165
	-----	-----
Total current assets	217,795	306,410
PROPERTY AND EQUIPMENT, net	250,685	251,632
OTHER ASSETS:		
Prepaid cost of product	15,837	15,191
Computer software, net of amortization	47,353	43,840
Other non-current assets	9,351	9,285
Customer relationships, net of amortization	61,562	63,162
Trade names	4,009	4,009
Goodwill	214,512	212,538
	-----	-----
Total other assets	352,624	348,025
Total assets	\$ 821,104	\$ 906,067
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 5,351	\$ 14,525
Accrued expenses	24,518	29,012
Accrued income taxes	9,185	3,312
Note payable and current maturities of capital lease	222	50,241
Deferred revenues	136,467	166,402
	-----	-----
Total current liabilities	175,743	263,492
LONG TERM LIABILITIES:		
Deferred revenues	19,427	19,317
Deferred income taxes	49,570	47,430
Other long-term liabilities, net of current maturities	598	616
	-----	-----
Total long term liabilities	69,595	67,363
Total liabilities	245,338	330,855
STOCKHOLDERS' EQUITY		
Preferred stock - \$1 par value; 500,000 shares authorized, none issued	-	-
Common stock - \$0.01 par value: 250,000,000 shares authorized; Shares issued at 09/30/06 were 94,234,158 Shares issued at 06/30/06 were 93,955,663	942	939
Additional paid-in capital	228,178	224,195
Retained earnings	418,250	401,849
Less treasury stock at cost 3,755,011 shares at 09/30/06, 2,766,062 shares at 06/30/06	(71,604)	(51,771)
	-----	-----
Total stockholders' equity	575,766	575,212

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Total liabilities and stockholders' equity	\$ 821,104	\$ 906,067
	=====	=====

See notes to condensed consolidated financial statements

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(In Thousands, Except Per Share Data)  
(Unaudited)

	Three Months Ended September 30,	
	2006	2005
	-----	-----
REVENUE		
License	\$ 15,539	\$ 16,908
Support and service	115,577	99,401
Hardware	19,499	20,674
	-----	-----
Total	150,615	136,983
COST OF SALES		
Cost of license	556	851
Cost of support and service	73,050	64,237
Cost of hardware	13,702	15,340
	-----	-----
Total	87,308	80,428
GROSS PROFIT	63,307	56,555
OPERATING EXPENSES		
Selling and marketing	11,966	11,440
Research and development	8,516	6,749
General and administrative	9,906	7,805
	-----	-----
Total	30,388	25,994
OPERATING INCOME	32,919	30,561
INTEREST INCOME (EXPENSE)		
Interest income	1,556	443
Interest expense	(216)	(175)
	-----	-----
Total	1,340	268
INCOME BEFORE INCOME TAXES	34,259	30,829
PROVISION FOR INCOME TAXES	12,847	11,407
	-----	-----
NET INCOME	\$ 21,412	\$ 19,422
	=====	=====
Diluted net income per share	\$ 0.23	\$ 0.21
	=====	=====
Diluted weighted average shares outstanding	92,893	93,998
	=====	=====
Basic net income per share	\$ 0.24	\$ 0.21

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	=====	=====
Basic weighted average shares outstanding	91,056	91,562
	=====	=====

See notes to condensed consolidated financial statements

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (In Thousands)  
 (Unaudited)

	Three Months Ended September 30,	
	----- 2006	----- 2005
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	\$ 21,412	\$ 19,422
Adjustments to reconcile net income from operations to cash from operating activities:		
Depreciation	9,063	8,064
Amortization	2,855	2,589
Deferred income taxes	1,995	1,560
Expense for stock-based compensation	148	149
Other, net	1	(7)
Changes in operating assets and liabilities, net of acquisitions:		
Receivables	61,527	121,014
Prepaid expenses, prepaid cost of product, and other	1,718	130
Accounts payable	(9,174)	(10,164)
Accrued expenses	(4,494)	(4,422)
Income taxes	6,239	3,198
Deferred revenues	(29,825)	(33,626)
Net cash from operating activities	61,465	107,907
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment for acquisitions, net	(1,974)	-
Capital expenditures	(8,117)	(8,047)
Computer software developed	(4,768)	(3,969)
Proceeds from investments	2,110	1,000
Purchase of investments	(1,638)	(992)
Other, net	34	34
Net cash from investing activities	(14,353)	(11,974)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Note payable, net	(50,037)	(45,000)
Purchase of treasury stock	(19,833)	(6,334)
Dividends paid	(5,010)	(4,121)
Excess tax benefits from stock-based compensation	419	-
Proceeds from issuance of common stock upon exercise of stock options	2,886	3,287
Proceeds from sale of common stock, net	166	185

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Net cash from financing activities	(71,409)	(51,983)
	-----	-----
NET CHANGE IN CASH AND CASH EQUIVALENTS	\$ (24,297)	\$ 43,950
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	\$ 74,139	\$ 11,608
	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 49,842	\$ 55,558
	=====	=====

Net cash paid for income taxes was \$4,194 and \$6,649 for the three months ended September 30, 2006 and 2005, respectively. The Company paid interest of \$671 and \$175 for the three months ended September 30, 2006 and 2005, respectively.

See notes to condensed consolidated financial statements

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(In Thousands, Except Share and Per Share Amounts)  
(Unaudited)

### NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### DESCRIPTION OF THE COMPANY

Jack Henry & Associates, Inc. and Subsidiaries ("JHA" or the "Company") is a leading provider of integrated computer systems that has developed and acquired a number of banking and credit union software systems. The Company's revenues are predominately earned by marketing those systems to financial institutions nationwide together with computer equipment (hardware) and by providing the conversion and software implementation services for financial institutions to utilize a JHA software system. JHA also provides continuing support and services to customers using in-house or outsourced systems.

#### CONSOLIDATION

The consolidated financial statements include the accounts of JHA and all of its subsidiaries, which are wholly-owned, and all significant intercompany accounts and transactions have been eliminated.

#### STOCK-BASED COMPENSATION

Our net income for the quarters ended September 30, 2006 and 2005 includes \$148 and \$149 of stock-based compensation costs, respectively.

The Restricted Stock Plan was adopted by the Company on November 1, 2005, for its employees. Up to 3,000,000 shares of common stock are available for issuance under the plan. Upon issuance, shares of restricted stock are subject to forfeiture and to restrictions which limit the sale or transfer of the shares during the restriction period. As of September 30, 2006, no restricted stock has been issued.

#### COMPREHENSIVE INCOME

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Comprehensive income for the three-month periods ended September 30, 2006 and 2005 equals the Company's net income.

### COMMON STOCK

The Board of Directors has authorized the Company to repurchase shares of its common stock. Under this authorization, the Company may finance its share repurchases with available cash reserves or short-term borrowings on its existing credit facility. The share repurchase program does not include specific price targets or timetables and may be suspended at any time. At June 30, 2006, there were 2,766,062 shares in treasury stock and the Company had the remaining authority to repurchase up to 2,224,554 shares. On August 25, 2006, the Company's Board of Directors approved an additional 5.0 million share increase to the stock repurchase authorization. During the first quarter of fiscal 2007, the Company repurchased 988,949 treasury shares for \$19,833. The total cost of treasury shares at September 30, 2006 is \$71,604. At September 30, 2006, there were 3,755,011 shares remaining in treasury stock and the Company had the authority to repurchase up to 6,235,605 shares.

### INTERIM FINANCIAL STATEMENTS

The accompanying condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America applicable to interim condensed consolidated financial statements, and do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete consolidated financial statements. The condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes, which are included in its Annual Report on Form 10-K ("Form 10-K") for the year ended June 30, 2006. The accounting policies followed by the Company are set forth in Note 1 to the Company's consolidated financial statements included in its Form 10-K for the fiscal year ended June 30, 2006.

In the opinion of management of the Company, the accompanying condensed consolidated financial statements reflect all adjustments necessary (consisting solely of normal recurring adjustments) to present fairly the results of operations, financial position and cash flows for each interim period shown.

The results of operations for the period ended September 30, 2006 are not necessarily indicative of the results to be expected for the entire year.

### NOTE 2. ADDITIONAL INTERIM FOOTNOTE INFORMATION

The following additional information is provided to update the notes to the Company's annual consolidated financial statements for the developments during the three months ended September 30, 2006.

### DEBT

The Company renewed a bank credit line on March 22, 2006 which provides for funding of up to \$8,000 and bears interest at the prime rate (8.25% at September 30, 2006). The credit line expires March 22, 2007 and is secured

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by \$1,000 of investments. At September 30, 2006, no amount was outstanding.

The Company obtained a bank credit line on April 28, 2006 which provides for funding of up to \$5,000 and bears interest at the prime rate less 1% (7.25% at June 30, 2006). The credit line matures on April 30, 2008. At June 30, 2006, no amount was outstanding.

An unsecured revolving bank credit facility allows borrowing of up to \$150,000 which may be increased by the Company at any time prior to April 20, 2008 to \$225,000. The unsecured revolving bank credit facility bears interest at a rate equal to (a) LIBOR or (b) an alternate base rate (the greater of (a) the Federal Funds Rate plus 1/2% or (b) the Prime Rate), plus an applicable percentage in each case determined by the Company's leverage ratio. The unsecured revolving credit line terminates April 19, 2010. At June 30, 2006, the revolving bank credit facility balance was \$50,000. At September 30, 2006, no amount was outstanding.

During fiscal year 2006, a capital lease obligation of \$737 was incurred when the Company entered into a lease for the use of certain computer equipment. At June 30, 2006, \$662 was outstanding, of which \$241 is included in current maturities. At September 30, 2006, \$611 was outstanding, of which \$222 is included in current maturities.

### COMMITMENTS AND CONTINGENCIES

On August 31, 2006, the Board of Directors approved bonus plans for its executive officers and general managers for the current fiscal year. Under the plan, bonuses will be paid following the end of the current fiscal year if earnings per share growth targets are achieved by the Company.

### NOTE 3. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections - a replacement of APB Opinion No. 20 and FASB Statement No.3" ("SFAS 154"). SFAS 154 changes the requirements for the accounting for, and reporting of, a change in accounting principle. SFAS 154 requires that a voluntary change in accounting principle be applied retrospectively with all prior period financial statements presented using the accounting principle. SFAS 154 is effective for accounting changes and corrections of errors in fiscal years beginning after December 15, 2005. The Company adopted SFAS 154 effective July 1, 2006. As there were no accounting changes or errors for the period ended September 30, 2006, the adoption had no impact on the Company's results of operations or financial condition.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides related guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. FIN 48 is effective for the Company beginning July 1, 2007. The Company is currently evaluating the impact of this Interpretation.

In September 2006, the SEC issued Staff Accounting Bulletin ("SAB") No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"). SAB 108 provides guidance on how prior year misstatements should be considered when

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quantifying misstatements in current year financial statements for purposes of assessing materiality. SAB 108 requires that a registrant assess the materiality of a current period misstatement by determining how the current period's balance sheet would be affected in correcting a misstatement without considering the year(s) in which the misstatement originated and how the current period's income statement is misstated, including the reversing effect of prior year misstatements. SAB 108 is effective for fiscal years ending after November 15, 2006. The cumulative effect of applying SAB 108 may be recorded by adjusting current year beginning balances of the affected assets and liabilities with a corresponding adjustment to the current year opening balance in retained earnings if certain criteria are met. The Company is currently evaluating the impact of SAB 108 and does not expect that the bulletin will have a material impact on the Company's condensed consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in GAAP and requires enhanced disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for the Company beginning July 1, 2007. The Company is currently evaluating the impact of this pronouncement.

#### NOTE 4. SHARES USED IN COMPUTING NET INCOME PER SHARE

	Three Months Ended September 30,	
	2006	2005
Weighted average number of common shares outstanding - basic	91,056	91,562
Common stock equivalents	1,837	2,436
Weighted average number of common and common equivalent shares outstanding - diluted	92,893	93,998
	=====	=====

Per share information is based on the weighted average number of common shares outstanding for the three month periods ended September 30, 2006 and 2005. Stock options have been included in the calculation of income per share to the extent they are dilutive. Non-dilutive stock options to purchase approximately 1,488 and 1,716 shares for the three-month periods ended September 30, 2006 and 2005, respectively, were not included in the computation of diluted income per common share.

#### NOTE 5. BUSINESS SEGMENT INFORMATION

The Company is a leading provider of integrated computer systems that perform data processing (both in-house and outsourced) for banks and credit unions. The Company's operations are classified into two business segments: bank systems and services and credit union systems and services. The Company evaluates the performance of its segments and allocates resources to them based on various factors, including prospects for growth, return on investment, and return on revenue.

Three Months Ended

Three Months Ended

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	September 30, 2006			September 30, 2005		
	Bank	Credit Union	Total	Bank	Credit Union	Total
<b>REVENUE</b>						
License	\$ 12,598	\$ 2,941	\$ 15,539	\$ 12,317	\$ 4,591	\$ 16,908
Support and service	97,014	18,563	115,577	82,726	16,675	99,401
Hardware	15,098	4,401	19,499	16,377	4,297	20,674
Total	124,710	25,905	150,615	111,420	25,563	136,983
<b>COST OF SALES</b>						
Cost of license	544	12	556	313	538	851
Cost of support and service	59,549	13,501	73,050	51,933	12,304	64,237
Cost of hardware	10,444	3,258	13,702	12,117	3,223	15,340
Total	70,537	16,771	87,308	64,363	16,065	80,428
<b>GROSS PROFIT</b>	<b>\$ 54,173</b>	<b>\$ 9,134</b>	<b>\$ 63,307</b>	<b>\$ 47,057</b>	<b>\$ 9,498</b>	<b>\$ 56,555</b>

	September 30, 2006	June 30, 2006
Property and equipment, net		
Bank systems and services	\$ 216,813	\$ 217,438
Credit Union systems and services	33,872	34,194
Total	\$ 250,685	\$ 251,632
Identified intangible assets, net		
Bank systems and services	\$ 273,846	\$ 271,259
Credit Union systems and services	53,590	52,290
Total	\$ 327,436	\$ 323,549

NOTE 6. SUBSEQUENT EVENTS

On October 31, 2006, the Company's Board of Directors declared a quarterly cash dividend of \$.055 per share of common stock, payable on December 5, 2006, to shareholders of record on November 16, 2006.

On November 1, 2006, the Company acquired all of the capital stock of Margin Maximizer Group, Inc., which does business as US Banking Alliance ("USBA"). USBA is a leading provider of loan and deposit pricing software and related consulting services to banks and credit unions. The purchase price was \$26,785, paid in cash at closing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

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### Background and Overview

We provide integrated computer systems for in-house and outsourced data processing to commercial banks, credit unions and other financial institutions. We have developed and acquired banking and credit union application software systems that we market, together with compatible computer hardware, to these financial institutions. We also perform data conversion and software implementation services regarding our systems and provide continuing customer support services after the systems are implemented. For our customers who prefer not to make an up-front capital investment in software and hardware, we provide our full range of products and services on an outsourced basis through our six data centers and 23 item-processing centers located throughout the United States.

A detailed discussion of the major components of the results of operations for the three months ended September 30, 2006 follows. All amounts are in thousands and discussions compare the current three-month period ended, September 30, 2006, to the prior year three-month period ended September 30, 2005.

### REVENUE

License Revenue	Three Months Ended September 30,		% Change
	2006	2005	
License	\$ 15,539	\$ 16,908	-8%
Percentage of total revenue	10%	12%	

License revenue represents the delivery of application software systems contracted with us by the customer. We license our proprietary software products under standard license agreements that typically provide the customer with a non-exclusive, non-transferable right to use the software on a single computer and for a single financial institution location.

The license revenue decrease in the quarter can be partially attributed to increasing demand by banks and credit unions for item and data processing delivered through our outsourcing offering instead of in-house. Outsourcing does not require software license agreements; therefore, the financial institution's initial capital outlay is dramatically reduced by the choice of this delivery alternative.

Support and Service Revenue	Three Months Ended September 30,		% Change
	2006	2005	
Support and service	\$ 115,577	\$ 99,401	+16%
Percentage of total revenue	77%	73%	

Quarter Over Quarter Change	\$ Change	% Change
In-House Support & Other Services	\$ 6,393	+14%
EFT Support	7,000	+47%
Outsourcing Services	1,656	+7%
Implementation Services	1,127	+9%
	-----	
Total Increase	\$ 16,176	
	=====	

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Support and services fees are generated from implementation services (including conversion, installation, implementation, configuration and training), annual support to assist the customer in operating their systems and to enhance and update the software, outsourced data processing services and ATM and debit card processing (EFT Support) services.

There was strong growth in all of the support and service revenue components for the quarter ended September 30, 2006. In-house support and other services increased primarily from additional software licenses installed during the previous twelve months. EFT support, including ATM and debit card transaction processing services and online bill payment services, experienced the largest percentage of growth. Our daily transaction counts are rapidly growing as we have added customers and as our customers continue to experience consistent organic growth in all three components of EFT support. Outsourcing services for banks and credit unions continue to drive revenue growth with the addition of new bank and credit union customers and our existing customers' growth in asset size and number of accounts. The growth in implementation services revenue is partially due to an increase in the number of license implementations.

Hardware Revenue	Three Months Ended September 30,		% Change
	2006	2005	
Hardware	\$ 19,499	\$ 20,674	-6%
Percentage of total revenue	13%	15%	

The Company has entered into remarketing agreements with several hardware manufacturers under which we sell computer hardware, hardware maintenance and related services to our customers. Revenue related to hardware sales is recognized when the hardware is shipped to our customers.

Hardware revenue decreased mainly due to a lower unit price of systems delivered for the current quarter as compared to the same period last year. Hardware revenue in the prior year's quarter was 15% of total revenue while hardware revenue in the current quarter is 13%. We expect this decrease as a percentage of total revenue to continue as the entire industry is experiencing the impact of rising equipment processing power and decreasing equipment prices. This is also impacted by increased demand for outsourcing services, as significant sales of hardware normally accompany only in-house sales.

### BACKLOG

Our backlog increased 8% at September 30, 2006 to \$222,400 (\$69,700 in-house and \$152,700 outsourcing) from \$205,800 (\$63,400 in-house and \$142,400 outsourcing) at September 30, 2005.

### COST OF SALES AND GROSS PROFIT

Cost of license represents the cost of software from third party vendors through remarketing agreements. These costs are recognized when license revenue is recognized. Cost of support and service represents costs associated with conversion and implementation efforts, ongoing support for our in-house customers, operation of our data and item processing centers providing services for our outsourced customers, ATM and debit card processing services and direct operating costs. These costs are recognized as they are incurred. Cost of hardware consists of the direct and related costs of purchasing the equipment from the manufacturers and delivery to our

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customers. These costs are recognized at the same time as the related hardware revenue is recognized. Ongoing operating costs to provide support to our customers are recognized as they are incurred.

Cost of Sales and Gross Profit	Three Months Ended		% Change
	September 30,		
	2006	2005	
Cost of License	\$ 556	\$ 851	-35%
Percentage of total revenue			