FAIR ISAAC CORP
Form 10-Q
August 06, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2007

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
[NO FEE REQUIRED]

For the transition period from___ to ___

Commission File Number 0-16439

Fair Isaac Corporation

(Exact name of registrant as specified in its charter)

Delaware	**94-1499887**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
901 Marquette Avenue, Suite 3200 **Minneapolis, Minnesota**	**55402-3232**
(Address of principal executive offices)	*(Zip Code)*

Registrant s telephone number, including area code:
612-758-5200

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 þ No o

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

Large Accelerated Filer þ Accelerated Filer o Non-Accelerated Filer o

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

The number of shares of common stock outstanding on July 31, 2007 was 55,420,997 (excluding 33,435,786 shares held by the Company as treasury stock).

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Certification of CEO
Certification of CFO
Section 1350 Certification of CEO
Section 1350 Certification of CFO

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PART I FINANCIAL INFORMATION

Item 1. ***Financial Statements***

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value data)
(Unaudited)

	June 30, 2007	September 30, 2006
Assets		
Current assets:		
Cash and cash equivalents	$ 90,242	$ 75,154
Marketable securities available for sale, current portion	151,328	152,141
Accounts receivable, net	179,443	165,806
Prepaid expenses and other current assets	22,162	17,998
Deferred income taxes		2,211
Total current assets	443,175	413,310
Marketable securities available for sale, less current portion	16,514	38,318
Other investments	12,374	2,161
Property and equipment, net	53,510	56,611
Goodwill	696,476	695,162
Intangible assets, net	67,115	90,900
Deferred income taxes	18,017	20,010
Other assets	3,082	4,733
	$ 1,310,263	$ 1,321,205
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 17,017	$ 12,162
Senior convertible notes	400,000	400,000
Revolving line of credit	70,000	
Accrued compensation and employee benefits	40,745	34,936
Other accrued liabilities	38,212	41,647
Deferred revenue	40,885	48,284
Total current liabilities	606,859	537,029
Other liabilities	13,403	14,148
Total liabilities	620,262	551,177
Stockholders equity:		
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)		
	553	594

Common stock ($0.01 par value; 200,000 shares authorized, 88,857 shares issued and 55,340 and 59,369 shares outstanding at June 30, 2007 and September 30, 2006, respectively)		
Paid-in-capital	1,089,365	1,073,886
Treasury stock, at cost (33,517 and 29,488 shares at June 30, 2007 and September 30, 2006, respectively)	(1,129,758)	(952,979)
Retained earnings	717,883	644,836
Accumulated other comprehensive income	11,958	3,691
Total stockholders equity	690,001	770,028
	$ 1,310,263	$ 1,321,205

See accompanying notes to condensed consolidated financial statements.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Quarter Ended June 30,		Nine Months Ended June 30,	
	2007	2006	2007	2006
Revenues	$ 205,782	$ 207,129	$ 615,009	$ 618,076
Operating expenses:				
Cost of revenues (1)	73,731	71,497	218,472	211,686
Research and development	17,275	21,370	52,775	65,794
Selling, general and administrative (1)	72,476	66,338	209,139	193,878
Amortization of intangible assets (1)	6,036	6,302	18,778	18,825
Restructuring and acquisition-related		5,290		6,800
Gain on sale of product line assets			(1,541)	
Total operating expenses	169,518	170,797	497,623	496,983
Operating income	36,264	36,332	117,386	121,093
Interest income	3,382	4,317	10,287	11,333
Interest expense	(3,240)	(2,155)	(9,146)	(6,433)
Other income, net	42	551	80	153
Income before income taxes	36,448	39,045	118,607	126,146
Provision for income taxes	12,680	13,042	42,176	44,713
Net income	$ 23,768	$ 26,003	$ 76,431	$ 81,433
Earnings per share:				
Basic	$ 0.43	$ 0.41	$ 1.34	$ 1.27
Diluted	$ 0.42	$ 0.40	$ 1.31	$ 1.23
Shares used in computing earnings per share:				
Basic	55,776	63,664	56,928	64,303
Diluted	56,896	64,973	58,518	66,003

(1) Cost of revenues and selling, general

and administrative expenses exclude the amortization of intangible assets. See Note 2 to the accompanying condensed consolidated financial statements.

See accompanying notes to condensed consolidated financial statements.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY AND COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Common Stock Shares	Common Stock Par Value	Paid-In-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders Equity	Comprehensive Income
Balance at September 30, 2006	**59,369**	**$ 594**	**$ 1,073,886**	**$ (952,979)**	**$ 644,836**	**$ 3,691**	**$ 770,028**	
Share-based compensation			28,232				28,232	
Exercise of stock options	2,895	28	(27,909)	96,174			68,293	
Tax benefit from exercised stock options			15,589				15,589	
Forfeitures of restricted stock	(17)		541	(541)				
Repurchases of common stock	(7,205)	(72)		(282,335)			(282,407)	
Issuance of ESPP shares from treasury	278	3	(328)	9,277			8,952	
Issuance of restricted stock to employees from treasury	20		(646)	646				
Dividends paid					(3,384)		(3,384)	
Net income					76,431		76,431	$ 76,431
Unrealized gains on investments						119	119	119
Cumulative translation adjustments						8,148	8,148	8,148
Balance at June 30, 2007	**55,340**	**$ 553**	**$ 1,089,365**	**$ (1,129,758)**	**$ 717,883**	**$ 11,958**	**$ 690,001**	**$ 84,698**

See accompanying notes to condensed consolidated financial statements.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended June 30, 2007	Nine Months Ended June 30, 2006
Cash flows from operating activities:		
Net income	$ 76,431	$ 81,433
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39,219	36,529
Share-based compensation	28,232	30,024
Deferred income taxes	4,081	(2,724)
Tax benefit from exercised stock options	15,589	9,260
Excess tax benefits from share-based payment arrangements	(12,174)	(6,097)
Net amortization (accretion) of premium (discount) on marketable securities	(999)	76
Provision for doubtful accounts	4,002	1,329
Gain on sale of product line assets	(1,541)	
Changes in operating assets and liabilities, net of disposition effects:		
Receivables	(17,663)	(4,869)
Prepaid expenses and other assets	47	1,461
Accounts payable	4,653	4,480
Accrued compensation and employee benefits	5,542	(598)
Other liabilities	(10,607)	9,355
Deferred revenue	(5,591)	(5,748)
Net cash provided by operating activities	129,221	153,911
Cash flows from investing activities:		
Purchases of property and equipment	(17,315)	(24,321)
Cash proceeds from sale of product line assets	13,904	
Collections of note receivable from sale of product line		500
Purchases of marketable securities	(171,666)	(134,933)
Proceeds from sales of marketable securities	14,250	26,240
Proceeds from maturities of marketable securities	182,163	95,128
Investment in cost-method investees	(10,213)	
Net cash provided by (used in) investing activities	11,123	(37,386)
Cash flows from financing activities:		
Proceeds from revolving line of credit	70,000	
Debt issuance costs	(408)	
Proceeds from issuances of common stock under employee stock option and purchase plans	77,245	56,221
Dividends paid	(3,384)	(3,876)
Repurchases of common stock	(282,407)	(124,107)

Excess tax benefits from share-based payment arrangements	12,174	6,097
Net cash used in financing activities	(126,780)	(65,665)
Effect of exchange rate changes on cash	1,524	224
Increase in cash and cash equivalents	15,088	51,084
Cash and cash equivalents, beginning of period	75,154	82,880
Cash and cash equivalents, end of period	$ 90,242	$ 133,964
Supplemental disclosures of cash flow information:		
Cash paid for income taxes, net	$ 29,266	$ 22,164
Cash paid for interest	$ 4,677	$ 3,000

See accompanying notes to condensed consolidated financial statements.

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FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business

Fair Isaac Corporation

Incorporated under the laws of the State of Delaware, Fair Isaac Corporation is a provider of analytic, software and data management products and services that enable businesses to automate and improve decisions. Fair Isaac Corporation provides a range of analytical solutions, credit scoring and credit account management products and services to banks, credit reporting agencies, credit card processing agencies, insurers, retailers, telecommunications providers, healthcare organizations and government agencies.

In these condensed consolidated financial statements, Fair Isaac Corporation is referred to as we, us, our, and Fair Isaac.

Principles of Consolidation and Basis of Presentation

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q and the standards of accounting measurement set forth in Accounting Principles Board (APB) Opinion No. 28 and any amendments thereto adopted by the Financial Accounting Standards Board (FASB). Consequently, we have not necessarily included in this Form 10-Q all information and footnotes required for audited financial statements. In our opinion, the accompanying unaudited interim condensed consolidated financial statements in this Form 10-Q reflect all adjustments (consisting only of normal recurring adjustments, except as otherwise indicated) necessary for a fair presentation of our financial position and results of operations. These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with our audited consolidated financial statements and notes thereto presented in our Annual Report on Form 10-K for the year ended September 30, 2006. The interim financial information contained in this report is not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year.

The condensed consolidated financial statements include the accounts of Fair Isaac and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include, but are not limited to, assessing the following: the recoverability of accounts receivable, goodwill and other intangible assets, software development costs and deferred tax assets; estimated losses associated with contingencies and litigation; the ability to estimate hours in connection with fixed-fee service contracts, the ability to estimate transactional-based revenues for which actual transaction volumes have not yet been received, the determination of whether fees are fixed or determinable and collection is probable or reasonably assured; and the development of assumptions for use in the Black-Scholes model that estimates the fair value of our share-based awards and assessing forfeiture rates of share-based awards.

2. Amortization of Intangible Assets

Amortization expense associated with our intangible assets, which has been reflected as a separate operating expense caption within the accompanying condensed consolidated statements of income, consisted of the following:

	Quarter Ended June 30,		Nine Months Ended June 30,	
	2007	**2006**	**2007**	**2006**
	(In thousands)			
Cost of revenues	$ 3,580	$ 3,741	$ 11,129	$ 11,169
Selling, general and administrative expenses	2,456	2,561	7,649	7,656

$ 6,036	$ 6,302	$ 18,778	$ 18,825

FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Cost of revenues reflects our amortization of completed technology, and selling, general and administrative expenses reflects our amortization of other intangible assets. Intangible assets were $67.1 million and $90.9 million, net of accumulated amortization of $100.0 million and $84.5 million, as of June 30, 2007 and September 30, 2006, respectively.

3. Restructuring and Acquisition-Related Expenses

The following table summarizes our restructuring and acquisition-related accruals associated with acquisitions and certain Fair Isaac facility closures. The current portion and non-current portion is recorded in other accrued current liabilities and other long-term liabilities within the accompanying condensed consolidated balance sheets. These balances are expected to be paid by fiscal 2012.

	Accrual at September 30, 2006	Cash Payments	Accrual at June 30, 2007
		(In thousands)	
Facilities charges	$ 15,094	$ (5,062)	$ 10,032
Employee separation	90	(90)	
	15,184	$ (5,152)	10,032
Less: current portion	(6,161)		(2,630)
Non-current	$ 9,023		$ 7,402

4. Sale of Product Line Assets

In March 2007, we sold the assets and products associated with our mortgage banking solutions product line for $15.8 million in cash. This amount includes $1.5 million in escrow balance to cover various indemnification and unidentified liabilities and a $0.4 million receivable for a post-closing working capital adjustment. The primary assets sold include accounts receivable, certain identifiable intangible assets and goodwill. We recognized a $1.5 million pre-tax gain, but a $0.4 million after-tax loss on the sale due to goodwill associated with the mortgage banking solutions product line that was not deductible for income tax purposes. We acquired the mortgage banking solutions through our May 2004 acquisition of London Bridge Software Holdings plc. The assets sold include software and e-commerce services used in the origination processing, underwriting, pricing, product definition, closing, secondary marketing, servicing, and default management of mortgage and construction loans, and BridgeLinkTM e-Services for the mortgage industry. Revenues attributable to the mortgage banking solutions product line for the quarter ended June 30, 2006 were $4.4 million, and revenues for the nine months ended June 30, 2007 and 2006 were $7.7 million and $15.0 million, respectively.

5. Share-Based Payment

We maintain the 1992 Long-term Incentive Plan (the 1992 Plan) under which we may grant stock options, stock appreciation rights, restricted stock, restricted stock units and common stock to officers, key employees and non-employee directors. Under the 1992 Plan, a number of shares equal to 4% of the number of shares of Fair Isaac common stock outstanding on the last day of the preceding fiscal year is added to the shares available under this plan each fiscal year, provided that the number of shares for grants of incentive stock options for the remaining term of this plan shall not exceed 5,062,500 shares. The 1992 Plan will terminate in February 2012. In November 2003, our Board of Directors approved the adoption of the 2003 Employment Inducement Award Plan (the 2003 Plan). The 2003 Plan reserves 2,250,000 shares of common stock solely for the granting of inducement stock options and other awards, as defined, that meet the employment inducement award exception to the New York Stock Exchange s listing standards requiring shareholder approval of equity-based inducement incentive plans. Except for the employment inducement award criteria, awards under the 2003 Plan will be generally consistent with those made under our 1992 Plan. The 2003 Plan shall remain in effect until terminated by the Board of Directors. We also maintain individual stock option plans for certain of our executive officers and the chairman of the board. Stock option awards granted since October 1, 2005 typically have a maximum term of seven years and vest ratably over four years. Stock option awards granted prior to October 1, 2005, typically had a maximum term of ten years and vest ratably over four years.

Under our 1999 Employee Stock Purchase Plan, we are authorized to issue up to 5,062,500 shares of common stock to eligible employees. Employees may have up to 10% of their base salary withheld through payroll deductions to purchase Fair Isaac common stock during semi-annual offering periods. The purchase price of the stock is the lower of 85% of (i) the fair market value of the common stock on the enrollment date (the first day of the offering period), or (ii) the fair market value on the exercise date (the last day of each offering period). Offering period means approximately six-month periods commencing (a) on the first trading day on or

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FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

after January 1 and terminating on the last trading day in the following June, and (b) on the first trading day on or after July 1 and terminating on the last trading day in the following December.

We estimate the fair value of options granted using the Black-Scholes option valuation model. We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate, consistent with Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment* and Securities and Exchange Commission Staff Accounting Bulletin No. 107 (SAB 107). Our decision to use implied volatility was based upon the availability of actively traded options on our common stock and our assessment that implied volatility is more representative of future stock price trends than historical volatility. We estimate expected term consistent with the simplified method identified in SAB 107 for share-based awards. We elected to use the simplified method as we changed the contractual life for share-based awards from ten to seven years starting in fiscal 2006. The simplified method calculates the expected term as the average of the vesting and contractual terms of the award. Previously, we estimated expected term based on historical exercise patterns. The dividend yield assumption is based on historical dividend payouts. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. For options granted, we amortize the fair value on a straight-line basis over the vesting period of the options.

The fair value of restricted stock units is based on the fair market value of our common stock on the date of grant. We use historical data to estimate pre-vesting forfeitures and record share-based compensation expense only for those awards that are expected to vest. Share-based compensation expense for restricted stock units is recognized on a straight-line basis over the vesting period. Upon vesting, restricted stock units will convert into an equivalent number of shares of common stock.

6. Earnings Per Share

The following reconciles the numerators and denominators of basic and diluted earnings per share (EPS):

	Quarter Ended June 30,		Nine Months Ended June 30,	
	2007	2006	2007	2006
	(In thousands, except per share data)			
Numerator for basic earnings per share net income	$ 23,768	$ 26,003	$ 76,431	$ 81,433
Interest expense on senior convertible notes, net of tax	1	1	3	3
Numerator for diluted earnings per share	$ 23,769	$ 26,004	$ 76,434	$ 81,436
Denominator shares:				
Basic weighted-average shares	55,776	63,664	56,928	64,303
Effect of dilutive securities	1,120	1,309	1,590	1,700
Diluted weighted-average shares	56,896	64,973	58,518	66,003
Earnings per share:				

Basic	$ 0.43	$ 0.41	$ 1.34	$ 1.27
Diluted	$ 0.42	$ 0.40	$ 1.31	$ 1.23

The computation of diluted EPS for the quarters ended June 30, 2007 and 2006, excludes options to purchase approximately 4,068,000 and 3,868,000 shares of common stock, respectively, and for the nine months ended June 30, 2007 and 2006, excludes options to purchase approximately 3,577,000 and 2,349,000 shares of common stock, respectively, because the options exercise prices exceeded the average market price of our common stock in these periods and their inclusion would be antidilutive.

7. Segment Information

We are organized into the following four reportable segments, to align with the internal management of our worldwide business operations based on product and service offerings:

Strategy Machine Solutions. These are pre-configured Enterprise Decision Management (EDM) applications designed for a specific type of business problem or process, such as marketing, account origination, customer management, fraud and medical bill review. This segment also includes our myFICO® solutions for consumers.

FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Scoring Solutions. Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to lenders directly.

Professional Services. Through our professional services, we tailor our EDM products to our clients environments, and we design more effective decisioning environments for our clients. This segment includes revenues from custom engagements, business solution and technical consulting services, systems integration services, and data management services.

Analytic Software Tools. This segment is composed of software tools that clients can use to create their own custom EDM applications.

Our Chief Executive Officer evaluates segment financial performance based on segment revenues and operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, consulting, travel, depreciation and amortization. Indirect costs are allocated to the segments generally based on relative segment revenues, fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate share-based compensation expense, restructuring and acquisition-related expense and certain other income and expense measures to our segments. These income and expense items are not allocated because they are not considered in evaluating the segment s operating performance. Our Chief Executive Officer does not evaluate the financial performance of each segment based on its respective assets or capital expenditures; rather, depreciation and amortization amounts are allocated to the segments from their internal cost centers as described above.

The following tables summarize segment information for the quarters and nine months ended June 30, 2007 and 2006:

	Quarter Ended June 30, 2007				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 113,200	$ 47,229	$ 35,252	$ 10,101	$ 205,782
Operating expenses	(96,916)	(16,865)	(35,712)	(11,873)	(161,366)
Segment operating income (loss)	$ 16,284	$ 30,364	$ (460)	$ (1,772)	44,416
Unallocated share-based compensation expense					(8,152)
Operating income					36,264
Unallocated interest income					3,382
Unallocated interest expense					(3,240)
Unallocated other income, net					42
Income before income taxes					$ 36,448
Depreciation and amortization	$ 7,861	$ 2,228	$ 1,628	$ 635	$ 12,352

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FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	Quarter Ended June 30, 2006				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 114,820	$ 43,745	$ 36,714	$ 11,850	$ 207,129
Operating expenses	(93,330)	(16,533)	(34,272)	(10,988)	(155,123)
Segment operating income	$ 21,490	$ 27,212	$ 2,442	$ 862	52,006
Unallocated share-based compensation expense					(10,384)
Unallocated restructuring and acquisition-related expense					(5,290)
Operating income					36,332
Unallocated interest income					4,317
Unallocated interest expense					(2,155)
Unallocated other income, net					551
Income before income taxes					$ 39,045
Depreciation and amortization	$ 7,707	$ 2,011	$ 1,779	$ 795	$ 12,292

	Nine Months Ended June 30, 2007				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 335,585	$ 134,482	$ 111,198	$ 33,744	$ 615,009
Operating expenses	(281,294)	(48,102)	(106,628)	(34,908)	(470,932)
Segment operating income (loss)	$ 54,291	$ 86,380	$ 4,570	$ (1,164)	144,077
Unallocated share-based compensation expense					(28,232)
Unallocated gain on sale of product line assets					1,541
Operating income					117,386
Unallocated interest income					10,287
Unallocated interest expense					(9,146)
Unallocated other income, net					80

Income before income taxes					$ 118,607
Depreciation and amortization	$ 24,723	$ 6,679	$ 5,505	$ 2,312	$ 39,219

	Nine Months Ended June 30, 2006				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 345,658	$ 131,669	$ 108,236	$ 32,513	$ 618,076
Operating expenses	(281,001)	(48,419)	(98,551)	(32,188)	(460,159)
Segment operating income	$ 64,657	$ 83,250	$ 9,685	$ 325	157,917
Unallocated share-based compensation expense					(30,024)
Unallocated restructuring and acquisition- related expense					(6,800)
Operating income					121,093
Unallocated interest income					11,333
Unallocated interest expense					(6,433)
Unallocated other income, net					153
Income before income taxes					$ 126,146
Depreciation and amortization	$ 23,706	$ 5,805	$ 4,805	$ 2,213	$ 36,529

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FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

8. Income Taxes

Our effective tax rate was 34.8% and 33.4% during the quarters ended June 30, 2007 and 2006, respectively, and 35.6% and 35.4% during the nine months ended June 30, 2007 and 2006, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the respective full fiscal year.

Our effective tax rate for the three months ended June 30, 2007, was positively impacted by improved operating results in certain foreign jurisdictions.

Our effective tax rate for the nine months ended June 30, 2007, was favorably impacted by a benefit of $1.8 million related to a favorable settlement of a state tax examination. Our effective tax rate for the nine months ended June 30, 2007 was also favorably impacted by the recognition of $0.5 million of U.S. federal research tax credits related to fiscal 2006. We were unable to recognize these credits during the last nine months of fiscal 2006 as legislation providing for this credit had expired. In fiscal 2007, legislation was enacted that provided for retroactive extension of this credit. Our effective tax rate, however, was adversely impacted by the sale of our mortgage banking solutions product line, due to $3.3 million of goodwill associated with the product line that was not deductible for income tax purposes. As a result, the sale increased our effective tax rate by 1.2% for the nine months ended June 30, 2007.

9. Other Investments

In May 2007, we made a $10 million investment in convertible preferred stock in a private company. The company is developing a range of products focused on revenue cycle activities for hospitals and healthcare providers. Our minority interest will be accounted for using the cost-method.

10. Convertible Notes

In August 2003, we issued $400.0 million of Senior Notes that mature on August 15, 2023. The Senior Notes become convertible into shares of Fair Isaac common stock, subject to the conditions described below, at an initial conversion price of $43.9525 per share, subject to adjustments for certain events. The initial conversion price is equivalent to a conversion rate of approximately 22.7518 shares of Fair Isaac common stock per $1,000 principal amount of the Senior Notes. Holders may surrender their Senior Notes for conversion, if any of the following conditions is satisfied: (i) prior to August 15, 2021, during any fiscal quarter, if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last day of the immediately preceding fiscal quarter is more than 120% of the conversion price per share of our common stock on the corresponding trading day; (ii) at any time after the closing sale price of our common stock on any date after August 15, 2021 is more than 120% of the then current conversion price; (iii) during the five consecutive business day period following any 10 consecutive trading day period in which the average trading price of a Senior Note was less than 98% of the average sale price of our common stock during such 10 trading day period multiplied by the applicable conversion rate; provided, however, if, on the day before the conversion date, the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, then holders converting their notes may receive, in lieu of our common stock based on the applicable conversion rate, at our option, cash or common stock with a value equal to 100% of the principal amount of the notes on the conversion date; (iv) if we have called the Senior Notes for redemption; or (v) if we make certain distributions to holders of our common stock or we enter into specified corporate transactions. The conversion price of the Senior Notes will be adjusted upon the occurrence of certain dilutive events as described in the indenture, which include but are not limited to: (i) dividends, distributions, subdivisions, or combinations of our common stock; (ii) issuance of rights or warrants for the purchase of our common stock under certain circumstances; (iii) the distribution to all or substantially all holders of our common stock of shares of our capital stock, evidences of indebtedness, or other non-cash assets, or rights or warrants; (iv) the cash dividend or distribution to all or substantially all holders of our common stock in excess of certain levels; and (v) certain tender offer activities by us or any of our subsidiaries.

The Senior Notes are senior unsecured obligations of Fair Isaac and rank equal in right of payment with all of our unsecured and unsubordinated indebtedness. The Senior Notes are effectively subordinated to all of our existing and future secured indebtedness and existing and future indebtedness and other liabilities of our subsidiaries. The Senior Notes bear regular interest at an annual rate of 1.5%, payable on August 15 and February 15 of each year until August 15, 2008. Beginning August 15, 2008, regular interest will accrue at the rate of 1.5%, and be due and payable upon the earlier to occur of redemption, repurchase, or final maturity. In addition, the Senior Notes bear contingent interest during any six-month period from August 15 to February 14 and from February 15 to August 14, commencing with the six-month period beginning August 15, 2008, if the average trading price of the Senior Notes for the five trading day period immediately preceding the first day of the applicable six-month period equals 120% or more of the sum of the

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principal amount of, plus accrued and unpaid regular interest on, the Senior Notes. The amount of contingent interest payable on the Senior Notes in respect to any six-month period will equal 0.25% per annum of the average trading price of the Senior Notes for the five trading day period immediately preceding such six-month period.

We may redeem for cash all or part of the Senior Notes on and after August 15, 2008, at a price equal to 100% of the principal amount of the Senior Notes, plus accrued and unpaid interest. Holders may require us to repurchase for cash all or part of the $400 million of Senior Notes on August 15, 2007, August 15, 2008, August 15, 2013 and August 15, 2018, or upon a change in control, at a price equal to 100% of the principal amount of the Senior Notes being repurchased, plus accrued and unpaid interest.

On March 31, 2005, we completed an exchange offer for the Senior Notes, whereby holders of approximately 99.9% of the total principal amount of our Senior Notes exchanged their existing securities for new 1.5% Senior Convertible Notes, Series B (New Notes). The terms of the New Notes are similar to the terms of the Senior Notes described above, except that: (i) upon conversion, we will pay holders cash in an amount equal to the lesser of the principal amount of such notes and the conversion value of such notes, and to the extent such conversion value exceeds the principal amount of the notes, the remainder of the conversion obligation in cash or common shares or combination thereof; (ii) in the event of a change of control, we may be required in certain circumstances to pay a make-whole premium on the New Notes converted in connection with the change of control and (iii) if the conversion condition in the first clause (iii) in the third paragraph preceding this paragraph is triggered and the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, the holders converting New Notes shall receive cash with a value equal to 100% of the principal amount of New Notes on the conversion date.

11. Credit Agreement

In October 2006, we entered into a five-year $300 million unsecured revolving credit facility with a syndicate of banks. Proceeds from the credit facility can be used for capital requirements and general business purposes and may be used for the refinancing of existing debt, acquisitions and repurchases of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 0.30% to 0.55% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants, including maintenance of consolidated leverage and fixed charge coverage ratios. The credit facility contains other covenants typical of unsecured facilities. We are in compliance with these covenants. As of June 30, 2007, we had $70.0 million of borrowings outstanding under the credit facility at an average interest rate of 5.675%.

On July 23, 2007, we entered into an amended and restated credit agreement. Information related to this new credit agreement is set forth in Note 14, Subsequent Event.

12. Contingencies

We are in disputes with certain customers regarding amounts owed in connection with the sale of certain of our products and services. We also have had claims asserted by former employees relating to compensation and other employment matters. We are also involved in various other claims and legal actions arising in the ordinary course of business. We believe that none of these aforementioned claims or actions will result in a material adverse impact to our consolidated results of operations, liquidity or financial condition. However, the amount or range of any potential liabilities associated with these claims and actions, if any, cannot be determined with certainty. Set forth below are additional details concerning certain ongoing litigation.

Customer Claims

We are a party to two separate lawsuits involving two different customers who have asserted that our performance under professional services contracts with such customers has caused them to incur damages. One lawsuit is pending as a counterclaim to a collection lawsuit that we commenced in the United States District Court for the Southern

District of Texas. This customer has claimed damages in excess of $10 million. We believe the claim is without merit, and we continue to contest the case vigorously. We also believe that the resolution of this case will not result in a material adverse impact to our consolidated financial condition.

The other claim was brought in the United States District Court for the Central District of California. However, we recently reached an agreement in principle to settle this matter. The parties are now working on a settlement agreement and release of all claims. The Court has dismissed the case but retained its jurisdiction for 30 days while the parties negotiate a settlement agreement. The resolution of this case on the terms of the settlement in principle will not result in a material adverse impact to our consolidated financial statements.

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Putative Consumer Class Action Lawsuits

We are a defendant in a lawsuit captioned as *Robbie Hillis v. Equifax Consumer Services, Inc. and Fair Isaac, Inc.*, which is pending in the U.S. District Court for the Northern District of Georgia. The plaintiff claimed that the defendants jointly sold the Score Power® credit score product in violation of certain procedural requirements under the Credit Repair Organizations Act (CROA), and in violation of the antifraud provisions of that statute. The plaintiff also claimed that the defendants are credit repair organizations under CROA. The plaintiff sought certification of a class on behalf of all individuals who purchased products containing Score Power from the defendants in the five year period prior to the filing of the Complaint on November 14, 2004. Plaintiff claimed damages of an unspecified amount, and further claimed that Equifax and Fair Isaac were unjustly enriched such that all payments should be refunded. On February 5, 2007, the plaintiff, Equifax and Fair Isaac entered into a Settlement Agreement to resolve this lawsuit and the Christy Slack lawsuit (described below). This matter and the Christy Slack matter, below, were consolidated in the Northern District of Georgia, and the Settlement Agreement was preliminarily approved by the Court on February 8, 2007. On June 4, 2007, the Court held a hearing to determine the final approval of the settlement. Under the terms of the settlement, Fair Isaac will pay legal fees, will provide three months of its ScoreWatch product for free to participating class members, and will make certain changes to its myfico.com website. Fair Isaac has delivered notices to class members. On June 13, 2007, the Court granted final approval of the settlement and directed that final judgment be entered. However, an appeal objecting to the settlement was filed on July 11, 2007 by Meredith Whittington and Taren Hill, two members of the class.

We are a defendant in a lawsuit captioned as *Christy Slack v. Fair Isaac Corporation and myFICO Consumer Services, Inc.*, which is pending in the United States District Court for the Northern District of California. As in the Hillis matter, the plaintiff claimed that the defendants violated certain procedural requirements of CROA, and violated the antifraud provisions of CROA, with respect to the sale of credit score products on our myfico.com website. The plaintiff also claimed that the defendants violated the California Credit Services Act (the CSA) and were unjustly enriched. The plaintiff sought certification of a class on behalf of all individuals who purchased credit score products from us on the myfico.com website in the five year period prior to the filing of the Complaint on January 18, 2005. This matter was covered by the settlement agreement in the Robbie Hillis lawsuit, as described above. The appeal in Hillis also affects this case.

Braun Consulting, Inc.

Braun (which we acquired in November 2004) was a defendant in a lawsuit filed on November 26, 2001, in the United States District Court for the Southern District of New York (Case No. 01 CV 10629) that alleges violations of federal securities laws in connection with Braun s initial public offering in August 1999. This lawsuit is among approximately 300 coordinated putative class actions against certain issuers, their officers and directors, and underwriters with respect to such issuers initial public offerings. As successor-in-interest to Braun, we have entered into a Stipulation and Agreement of Settlement, pursuant to a Memorandum of Understanding, along with most of the other defendant issuers in this coordinated litigation, whereby such issuers and their officers and directors would be dismissed with prejudice, subject to the satisfaction of certain conditions, including, among others, approval of the Court. Under the terms of this Agreement, we would not pay any amount of the settlement.

However, since December 2006, certain procedural matters concerning the class status have been decided in the district and appellate courts of the Second Circuit, with the courts ultimately determining that no class status exists for the plaintiffs. Since there is no class status, there can be no agreement, thus the District Court entered an order formally denying the motion for final approval of the settlement agreement. We cannot predict whether the issuers and their insurers will be able to renegotiate a settlement that would comply with the appellate court s ruling. Plaintiffs plan to replead their complaints and move for class certification again.

We intend to continue to defend vigorously against these claims. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of the litigation.

13. New Accounting Pronouncements Not Yet Adopted

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes,* which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on the derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. The accounting provisions of FIN 48 will be effective for the Company beginning October 1, 2007. We are in the process of determining what effect, if any, the adoption of FIN 48 will have on our consolidated financial statements.

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In September 2006, the FASB issued SFAS No. 157, *Fair Value Measures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS No. 157 will have on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets & Financial Liabilities Including an Amendment of SFAS No. 115* (SFAS 159). SFAS 159 permits companies to choose to measure certain financial instruments and other items at fair value. The standard requires that unrealized gains and losses are reported in earnings for items measured using the fair value option. SFAS 159 will become effective for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS 159 will have on our consolidated financial statements.

14. Subsequent Event

Credit Agreement

On July 23, 2007, we entered into an amended and restated credit agreement. The amended and restated credit agreement increased our five-year unsecured revolving credit facility provided by the prior credit agreement from $300 million to $600 million. Proceeds from the credit facility will be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the Company s common stock.

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

FORWARD LOOKING STATEMENTS

Statements contained in this Report that are not statements of historical fact should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act). In addition, certain statements in our future filings with the Securities and Exchange Commission (SEC), in press releases, and in oral and written statements made by us or with our approval that are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other statements concerning future financial performance; (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services; (iii) statements of assumptions underlying such statements; (iv) statements regarding business relationships with vendors, customers or collaborators; and (v) statements regarding products, their characteristics, performance, sales potential or effect in the hands of customers. Words such as believes, anticipates, expects, intends, targeted, sh potential, goals, strategy, and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those described in Item 1A of Part II, Risk Factors, below. The performance of our business and our securities may be adversely affected by these factors and by other factors common to other businesses and investments, or to the general economy. Forward-looking statements are qualified by some or all of these risk factors. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Such forward-looking statements speak only as of the date on which statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events or circumstances. Readers should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the SEC, including our reports on Forms 10-Q and 8-K to be filed by the Company in fiscal 2007.

RESULTS OF OPERATIONS

Overview

We are a leader in Enterprise Decision Management (EDM) solutions that enable businesses to automate and improve their decisions across the enterprise. Our predictive analytics and decision management systems power hundreds of billions of customer decisions each year. We help companies acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses and enter new markets more profitably. Most leading banks and credit card issuers rely on our solutions, as do many insurers, retailers, telecommunications providers, healthcare organizations, pharmaceutical and government agencies. We also serve consumers through online services that enable people to purchase and understand their FICO® scores, the standard measure of credit risk in the United States, empowering them to manage their financial health.

Most of our revenues are derived from the sale of products and services within the consumer credit, financial services and insurance industries, and during the quarter ended June 30, 2007, 77% of our revenues were derived from within these industries. A significant portion of our remaining revenues is derived from the telecommunications, healthcare and retail industries, as well as the government sector. Our clients utilize our products and services to facilitate a variety of business processes, including customer marketing and acquisition, account origination, credit and underwriting risk management, fraud loss prevention and control, and client account and policyholder management. A significant portion of our revenues is derived from transactional or unit-based software license fees, annual license fees under long-term software license arrangements, transactional fees derived under scoring, network service or internal hosted software arrangements, and annual software maintenance fees. The recurrence of these revenues is, to a significant degree, dependent upon our clients continued usage of our products and services in their business activities. The more significant activities underlying the use of our products in these areas include: credit and debit card usage or active account levels; lending acquisition, origination and customer management activity; workers compensation and automobile medical injury insurance claims; and wireless and wireline calls and subscriber levels. Approximately 76% and 74% of our revenues during the quarters ended June 30, 2007 and 2006, respectively, and 76% and 75% of our revenues for the nine months ended June 30, 2007 and 2006, respectively, were derived from arrangements with transactional or unit-based pricing. We also derive revenues from other sources which generally do not recur and include, but are not limited to, perpetual or time-based licenses with upfront payment terms, non-recurring professional service arrangements and gain-share arrangements where revenue is derived based on percentages of client revenue growth or cost reductions attributable to our products.

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Within a number of our sectors there has been a sizable amount of industry consolidation. In addition, many of our sectors are experiencing increased levels of competition. As a result of these factors, we believe that future revenues in particular sectors may decline. However, due to the long-term customer arrangements we have with many of our customers, the near term impact of these declines may be more limited in certain sectors.

One measure used by management as an indicator of our business performance is the volume of bookings achieved. We define a booking as estimated future contractual revenues, including agreements with perpetual, multi-year and annual terms. Bookings values may include: (i) estimates of variable fee components such as hours to be incurred under new professional services arrangements and customer account or transaction activity for agreements with transactional-based fee arrangements, (ii) additional or expanded business from renewals of contracts, and (iii) to a lesser extent, previous customers that have attrited and been re-sold only as a result of a significant sales effort. During the quarter ended June 30, 2007, we achieved bookings of $89.8 million, including four with bookings values of $3.0 million or more. In comparison, bookings in the quarter ended June 30, 2006 were $94.5 million, including eight deals with bookings values of $3.0 million or more.

Management regards the volume of bookings achieved, among other factors, as an important indicator of future revenues, but they are not comparable to, nor should they be substituted for, an analysis of our revenues, and they are subject to a number of risks and uncertainties, including those described in Item 1A of Part II, Risk Factors, concerning timing and contingencies affecting product delivery and performance. Although many of our contracts have fixed non-cancelable terms, some of our contracts are terminable by the client on short notice or without notice. Accordingly, we do not believe it is appropriate to characterize all of our bookings as backlog that will generate future revenue.

Our revenues derived from clients outside the United States continue to grow, and may in the future grow more rapidly than our revenues from domestic clients. International revenues totaled $63.4 million and $62.2 million during the quarters ended June 30, 2007 and 2006, respectively, representing 31% and 30% of total consolidated revenues in each of these periods. International revenues totaled $180.1 million and $170.5 million during the nine months ended June 30, 2007 and 2006, respectively, representing 29% and 28% of total consolidated revenues in each of these periods. In addition to clients acquired via our acquisitions, we believe that our international growth is a product of successful relationships with third parties that assist in international sales efforts and our own increased sales focus internationally, and we expect that the percentage of our revenues derived from international clients will increase in the future.

In March 2007, we sold the assets and products associated with our mortgage banking solutions product line for $15.8 million in cash. We recognized a $1.5 million pre-tax gain, but a $0.4 million after-tax loss on the sale due to goodwill associated with the product line that was not deductible for income tax purposes. For the nine months ended June 30, 2007 and 2006, we recorded revenues from the mortgage banking solutions product line of $7.7 million and $15.0 million, respectively. The earnings contribution from this mortgage banking solutions product line was not significant to our fiscal 2007 or fiscal 2006 results of operations.

Our reportable segments are: Strategy Machine Solutions, Scoring Solutions, Professional Services and Analytic Software Tools. Although we sell solutions and services into a large number of end user product and industry markets, our reportable business segments reflect the primary method in which management organizes and evaluates internal financial information to make operating decisions and assess performance. Comparative segment revenues, operating income, and related financial information for the quarters and nine months ended June 30, 2007 and 2006, are set forth in Note 7 to the accompanying condensed consolidated financial statements.

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Revenues

The following tables set forth certain summary information on a segment basis related to our revenues for the fiscal periods indicated.

Segment	Quarter Ended June 30, 2007	Quarter Ended June 30, 2006	Percentage of Revenues 2007	Percentage of Revenues 2006	Period-to-Period Change (In thousands)	Period-to-Period Percentage Change
	(In thousands)					
Strategy Machine Solutions	$ 113,200	$ 114,820	55%	55%	$ (1,620)	(1)%
Scoring Solutions	47,229	43,745	23%	21%	3,484	8%
Professional Services	35,252	36,714	17%	18%	(1,462)	(4)%
Analytic Software Tools	10,101	11,850	5%	6%	(1,749)	(15)%
Total revenues	$ 205,782	$ 207,129	100%	100%	(1,347)	(1)%

	Nine Months Ended June 30, 2007	Nine Months Ended June 30, 2006	Percentage of Revenues 2007	Percentage of Revenues 2006	Period-to-Period Change (In thousands)	Period-to-Period Percentage Change
	(In thousands)					
Strategy Machine Solutions	$ 335,585	$ 345,658	55%	56%	$ (10,073)	(3)%
Scoring Solutions	134,482	131,669	22%	21%	2,813	2%
Professional Services	111,198	108,236	18%	18%	2,962	3%
Analytic Software Tools	33,744	32,513	5%	5%	1,231	4%
Total revenues	$ 615,009	$ 618,076	100%	100%	(3,067)	

Quarter Ended June 30, 2007 Compared to Quarter Ended June 30, 2006 Revenues

Strategy Machine Solutions segment revenues decreased $1.6 million due to the sale of our *mortgage banking solutions* product line, which contributed $3.9 million of segment revenues in the prior year period. In addition, segment revenues declined due to a $3.2 million decrease in revenues from our *customer management solutions,* a $2.8 million decrease in revenues from our *originations solutions,* and a $0.7 million net decrease in revenues from our other strategy machine solutions. The revenue decline was partially offset by a $4.8 million increase in revenues from our *collections and recovery solutions*, a $2.1 million increase in our *consumer solutions*, and a $2.1 million increase in our *fraud solutions.*

The decrease in *customer management solutions* revenues was the result of a decline in license sales and a decline in transactional-based revenues due to the loss of a customer. The decrease in *originations solutions* revenues was the result of a decline in transactional-based revenues due to a customer usage and unfavorable pricing on a renewed customer contract that occurred earlier in the fiscal year. The increase in *collections and recovery solutions* revenues was primarily the result of two significant license sales and volumes associated with transactional-based agreements. The increase in *consumer solutions* revenues was attributable to increases in revenues derived from myfico.com and our strategic alliance partners. The increase in *fraud solutions* revenues was attributable primarily to a new license sale and increased volumes associated with transactional-based agreements. However, we have experienced a delay in a product upgrade, which impacted current period bookings and may impact *fraud solutions* revenues in future periods.

Scoring Solutions segment revenues increased $3.5 million primarily due an increase in revenues derived from risk scoring services at the credit reporting agencies, resulting from increased sales of scores for prescreening activities, and to a lesser extent an increase in revenues derived from our FICO expansion score product.

During the quarters ended June 30, 2007 and 2006, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 20% and 18%, respectively, of our total revenues, including revenues from these customers that are recorded in our other segments.

Professional Services segment revenues decreased $1.5 million due to a decline in implementation and consulting services for our fraud and collection and recovery products and a decline in revenues from industry consulting services. The decrease was partially offset by an increase in consulting and implementation services associated with our customer management and EDM products.

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Analytic Software Tools segment revenues decreased $1.7 million primarily due to a decrease in sales of Blaze Advisor and Model Builder licenses. The decrease reflects the timing of license sales, which includes large individual contracts. The decline was partially offset by an increase in maintenance revenues, which was due to growth in our installed base of Blaze Advisor software applications.

Nine Months Ended June 30, 2007 Compared to Nine Months Ended June 30, 2006 Revenues

Strategy Machine Solutions segment revenues decreased $10.1 million due partially to the sale of our *mortgage banking solutions* product line, which resulted in a $6.5 million decline in segment revenues. In addition, segment revenues declined due to a $4.2 million decrease in revenues from our *originations solutions,* a $3.7 million decrease in revenues from our *insurance and healthcare solutions* and a $3.2 million decrease in revenues from our *customer management solutions*. The revenue decrease was partially offset by a $7.2 million increase in revenues from our *collection and recovery solutions* and a $0.3 million increase in revenues from our other strategy machine solutions.

The decrease in *originations solutions* revenues was the result of a decline in transactional-based revenues, unfavorable pricing on a renewed customer contract and a reduction in sales of software licenses. The decrease in *insurance and healthcare solutions* revenues was attributable primarily to a decline in bill review volumes associated with our existing customer base and loss of customer accounts. The decrease in *customer management solutions* revenues was the result of a decline in transactional-based revenues due to the loss of a customer. The increase in *collections and recovery solutions* revenues was attributable primarily to several large license sales and increased volumes associated with transactional-based agreements.

Scoring Solutions segment revenues increased $2.8 million primarily due to an increase in revenues derived from risk scoring services at the credit reporting agencies, resulting from increased sales of scores for prescreening activities, and to a lesser extent an increase in revenues derived from our FICO expansion score product. The increase was partially offset by a decline in revenues derived from prescreening services that we provided directly to users in financial services. This decrease was due to a difficult comparison to strong revenues for these services that we recorded in the first quarter last year.

During the nine months ended June 30, 2007 and 2006, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 18% of our total revenues, including revenues from these customers that are recorded in our other segments.

Professional Services segment revenues increased $3.0 million from consulting and implementation services for customer management products, for services to develop predictive models for a large customer and implementation services for Blaze Advisor. The increase was partially offset by a decline in implementation services for our collection and recovery products and fraud products and a decline in industry consulting services.

Analytic Software Tools segment revenues increased $1.2 million primarily due to an increase in sales of Blaze Advisor licenses and increased maintenance revenue. The increase reflects the timing of Blaze Advisor sales, which includes large individual contracts. The increase in maintenance revenues was due to growth in our installed base of Blaze Advisor software applications.

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Operating Expenses and Other Income (Expense)

The following table sets forth certain summary information related to our statements of income for the fiscal periods indicated.

	Quarter Ended June 30, 2007	Quarter Ended June 30, 2006	Percentage of Revenues 2007	Percentage of Revenues 2006	Period-to-Period Change (In thousands)	Period-to-Period Percentage Change
	(In thousands)					
Revenues	$ 205,782	$ 207,129	100%	100%	$ (1,347)	(1)%
Operating expenses:						
Cost of revenues	73,731	71,497	36%	35%	2,234	3%
Research and development	17,275	21,370	8%	10%	(4,095)	(19)%
Selling, general and administrative	72,476	66,338	35%	32%	6,138	9%
Amortization of intangible assets	6,036	6,302	3%	3%	(266)	(4)%
Restructuring and acquisition-related		5,290		2%	(5,290)	(100)%
Total operating expenses	169,518	170,797	82%	82%	(1,279)	(1)%
Operating income	36,264	36,332	18%	18%	(68)	
Interest income	3,382	4,317	2%	2%	(935)	(22)%
Interest expense	(3,240)	(2,155)	(2)%	(1)%	(1,085)	(50)%
Other income, net	42	551			(509)	(92)%
Income before income taxes	36,448	39,045	18%	19%	(2,597)	(7)%
Provision for income taxes	12,680	13,042	6%	6%	(362)	(3)%
Net income	$ 23,768	$ 26,003	12%	13%	(2,235)	(9)%
Number of employees at quarter end	2,760	2,840			(80)	(3)%

	Nine Months Ended June 30, 2007	Nine Months Ended June 30, 2006	Percentage of Revenues 2007	Percentage of Revenues 2006	Period-to-Period Change (In thousands)	Period-to-Period Percentage Change
	(In thousands)					

Revenues	$ 615,009	$ 618,076	100%	100%	$ (3,067)	
Operating expenses:						
Cost of revenues	218,472	211,686	35%	34%	6,786	3%
Research and development	52,775	65,794	9%	11%	(13,019)	(20)%
Selling, general and administrative	209,139	193,878	34%	31%	15,261	8%
Amortization of intangible assets	18,778	18,825	3%	3%	(47)	
Restructuring and acquisition-related		6,800		1%	(6,800)	(100)%
Gain on sale of product line assets	(1,541)				(1,541)	
Total operating expenses	497,623	496,983	81%	80%	640	
Operating income	117,386	121,093	19%	20%	(3,707)	(3)%
Interest income	10,287	11,333	1%	1%	(1,046)	(9)%
Interest expense	(9,146)	(6,433)	(1)%	(1)%	(2,713)	(42)%
Other income, net	80	153			(73)	(48)%
Income before income taxes	118,607	126,146	19%	20%	(7,539)	(6)%
Provision for income taxes	42,176	44,713	7%	7%	(2,537)	(6)%
Net income	$ 76,431	$ 81,433	12%	13%	(5,002)	(6)%

Cost of Revenues

Cost of revenues consists primarily of employee salaries and benefits for personnel directly involved in creating, installing and supporting revenue products; travel and related overhead costs; costs of computer service bureaus; internal network hosting costs; amounts payable to credit reporting agencies for scores; software costs; and expenses related to our consumer score services through myfico.com.

The quarter over quarter increase of $2.2 million in cost of revenues resulted from a $1.4 million increase in third-party software and data costs and a $1.2 million increase in personnel and other labor-related costs. The increase was partially offset by a $0.4 million decline in other costs. The increase in third-party software and data costs was due to an increase in *consumer solutions* costs, which resulted from higher revenues. The increase in personnel and other labor-related costs was attributable primarily to an increase in benefit costs.

The year-to-date period over period increase of $6.8 million in cost of revenues resulted from a $5.8 million increase in personnel and other labor-related costs and a $1.9 million increase in facilities and infrastructure costs. The increase was partially offset by a $0.9 million decline in other costs. The increase in personnel and other labor-related costs was attributable primarily to an increase in salary and related benefit costs. The increase in facilities and infrastructure costs was attributable to an increase in allocated costs associated with an increase in professional services activities.

We expect that cost of revenues as a percentage of revenues in fiscal 2007 will be consistent with or slightly higher than that incurred during fiscal 2006.

Research and Development

Research and development expenses include the personnel and related overhead costs incurred in development of new products and services, including primarily the research of mathematical and statistical models and the development of new versions of Strategy Machine Solutions and Analytic Software Tools.

The quarter over quarter decrease of $4.1 million in research and development expenditures was attributable primarily to a $3.1 million decrease in personnel and related costs and a $0.9 million decrease in facilities and infrastructure costs. The decrease in personnel and related costs was the result of lower salary and benefit costs due to the shift of employees to non-U.S. locations and staff reductions, which occurred in the prior year period. The decrease in facilities and infrastructure costs was attributable to the shift of employees to lower cost non-U.S. locations and a decline in allocated costs due to the staff reduction.

The year-to-date period over period decrease of $13.0 million in research and development expenditures was attributable primarily to a $10.4 million decrease in personnel and related costs, a $2.3 million decrease in facilities and infrastructure costs and a $0.3 million decline in other costs. The decrease in research and development expenditures for the year-to date period was attributable to the same factors that affected the quarter over quarter comparison.

We expect that research and development expenditures as a percentage of revenues in fiscal 2007 will be slightly lower than that incurred during fiscal 2006.

Selling, General and Administrative

Selling, general and administrative expenses consist principally of employee salaries and benefits, travel, overhead, advertising and other promotional expenses, corporate facilities expenses, legal expenses, business development expenses, and the cost of operating computer systems.

The quarter over quarter increase of $6.1 million in selling, general and administrative expenses was attributable to a $2.2 million increase in personnel and other labor-related costs, a $2.0 million increase associated with higher legal fees and the settlement of a lawsuit, a $1.4 million increase in marketing expenditures, a $0.8 million increase in our provision for doubtful accounts receivable, partially offset by a decline of $0.3 million in other expenses. The increase in personnel and labor-related costs resulted primarily from an increase in sales staff and commissions, partially offset by a decline in third party staffing costs. The increase in marketing costs was driven by programs to promote brand awareness and drive sales growth. The increase in the provision for doubtful accounts resulted from an overall increase in accounts receivable.

The year-to-date period over period increase of $15.3 million in selling, general and administrative expenses was attributable to a $7.9 million increase in personnel and other labor-related costs, a $2.8 million increase associated with higher legal fees and the settlement of a lawsuit, a $2.6 million increase in marketing expenditures, a $2.5 million increase in our provision for doubtful accounts receivable, partially offset by a $0.5 million net decline in other expenses. The increase in selling, general and administrative expenses for the year-to date period was attributable to the same factors that affected the quarter over quarter comparison.

We expect that selling, general and administrative expenses as a percentage of revenues in fiscal 2007 will be slightly higher than that incurred during fiscal 2006.

Amortization of Intangible Assets

Amortization of intangible assets consists of amortization expense related to intangible assets recorded in connection with acquisitions accounted for by the purchase method of accounting. Our definite-lived intangible assets, consisting primarily of completed technology and customer contracts and relationships, are being amortized using the straight-line method or based on forecasted cash flows associated with the assets over periods ranging from two to fifteen years.

We expect that amortization of intangible assets will decrease as certain intangible assets will be come fully amortized in the fourth quarter of 2007.

Restructuring and Acquisition-Related

During the quarter ended June 30, 2006, in connection with a restructuring initiative, we incurred charges totaling $5.3 million. The charges included $5.1 million for severance costs associated with a reduction of 190 employees primarily in product management, delivery and development functions. We also recognized a $0.2 million charge associated with the abandonment of leased office space representing future cash obligations under the lease.

During the nine months ended June 30, 2006, we recorded restructuring and acquisition-related charges totaling $6.8 million. In addition to the restructuring charge of $5.3 million described in the preceding paragraph, we recorded costs of $2.2 million in connection with an abandoned acquisition, consisting of third-party legal, accounting and other professional fees. We also recorded a $0.7 million gain due to the sublease of office space that we had exited in fiscal 2002. The gain resulted from an adjustment to the liability established for the exit of the lease space and a refund received for past rent paid to the landlord.

Additional information regarding these activities is set forth in Note 3 to the condensed consolidated financial statements.

Gain on Sale of Product Line Assets

In March 2007, we completed the sale of the assets and products associated with our mortgage banking solutions product line for $15.8 million in cash. We recognized a $1.5 million pre-tax gain on the sale.

Interest Income

Interest income is derived primarily from the investment of funds in excess of our immediate operating requirements. The quarter over quarter decrease of $0.9 million in interest income was attributable to lower average cash and investment balances, partially offset by higher interest and investment income yields due to market conditions. The decline in average cash and investment balances was primarily due to our repurchase of common stock.

For the nine months ended June 30, 2007 compared with the same period last year, interest income declined by $1.0 million. In addition to the factors described for the quarterly periods, the decline in interest income was partially offset by interest that was associated with the settlement of a state tax examination.

Interest Expense

Interest expense recorded during the quarter and nine months ended June 30, 2007 relates to our $400.0 million of 1.5% Senior Convertible Notes (Senior Notes), including the amortization of debt issuance costs, and interest associated with borrowings under our revolving credit facility. Interest expense recorded during the quarter and nine months ended June 30, 2006 was only related to the Senior Notes. Accordingly, the increase in interest expense in the current periods resulted from interest associated with borrowing under our revolving credit facility.

Other Income, Net

Other income, net consists primarily of realized investment gains/losses, exchange rate gains/losses resulting from re-measurement of foreign-denominated receivable and cash balances held by our U.S. reporting entities into the U.S. dollar functional currency at period-end market rates, net of the impact of offsetting forward exchange contracts, and other non-operating items.

Other income, net was $42,000 for the quarter ended June 30, 2007, compared with $0.6 million for the quarter ended June 30, 2006. The decline in other income was due to gains totaling $0.7 million that were recognized in the prior year period from the disposition of investments. The decline in other income, net was partially offset by a $0.2 million reduction in foreign exchange losses.

Other income, net was $80,000 for the nine months ended June 30, 2007, compared with $0.2 million in for the nine months ended June 30, 2006. The change was driven by current period dividend income of $0.8 million, an increase in foreign exchange losses of $0.2 million, and gains totaling $0.7 million that were recognized in the prior year period from the disposition of investments.

Provision for Income Taxes

Our effective tax rate was 34.8% and 33.4% during the quarters ended June 30, 2007 and 2006, respectively, and 35.6% and 35.4% during the nine months ended June 30, 2007 and 2006, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the respective full fiscal year.

Our effective tax rate for the three months ended June 30, 2007, was positively impacted by improved operating results in certain foreign jurisdictions.

Our effective tax rate for the nine months ended June 30, 2007, was favorably impacted by a benefit of $1.8 million related to a favorable settlement of a state tax examination. Our effective tax rate for the nine months ended June 30, 2007 was also favorably impacted by the recognition of $0.5 million of U.S. federal research tax credits related to fiscal 2006. We were unable to recognize these credits during the last nine months of fiscal 2006 as legislation providing for this credit had expired. In fiscal 2007, legislation was enacted that provided for retroactive extension of this credit. Our effective tax rate, however, was adversely impacted by the sale of our mortgage banking solutions product line, due to $3.3 million of goodwill associated with the product line that was not deductible for income tax purposes. As a result, the sale increased our effective tax rate by 1.2% for the nine months ended June 30, 2007.

Operating Income

The following table sets forth certain summary information on a segment basis related to our operating income for the fiscal periods indicated.

Segment	Quarter Ended June 30, 2007	Quarter Ended June 30, 2006	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)			
Strategy Machine Solutions	$ 16,284	$ 21,490	$ (5,206)	(24)%
Scoring Solutions	30,364	27,212	3,152	12%
Professional Services	(460)	2,442	(2,902)	
Analytic Software Tools	(1,772)	862	(2,634)	
Segment operating income	44,416	52,006	(7,590)	(15)%
Unallocated share-based compensation	(8,152)	(10,384)	2,232	21%
Unallocated restructuring and acquisition-related		(5,290)	5,290	100%
Operating income	$ 36,264	$ 36,332	(68)	

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Segment	Nine Months Ended June 30, 2007	2006	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)			
Strategy Machine Solutions	$ 54,291	$ 64,657	$ (10,366)	(16)%
Scoring Solutions	86,380	83,250	3,130	4%
Professional Services	4,570	9,685	(5,115)	(53)%
Analytic Software Tools	(1,164)	325	(1,489)	
Segment operating income	144,077	157,917	(13,840)	(9)%
Unallocated share-based compensation	(28,232)	(30,024)	1,792	6%
Unallocated restructuring and acquisition-related		(6,800)	6,800	100%
Unallocated gain on sale of product line assets	1,541		1,541	
Operating income	$ 117,386	$ 121,093	(3,707)	(3)%

Operating income was essentially unchanged in the quarter over quarter periods as lower revenues and higher segment operating expenses were offset by the impact of restructuring costs recognized in the prior year period. At the segment level, the decrease in segment operating income was driven by decreases of $5.2 million, $2.9 million and $2.6 million in segment operating income within our Strategy Machine Solutions, Professional Services and Analytic Software Tools segments, respectively. The decline was partially offset by a $3.2 million increase in segment operating income within our Scoring Solutions segment. The decrease in Strategy Machine Solutions segment operating income was attributable to a decline in sales of *originations solutions* and *customer management solutions* products and an increase in operating costs. The increase in operating costs was driven by higher personnel costs, increased third-party data costs and the cost of a legal settlement. The decrease in Professional Services segment operating income was the result of the decrease in sales and higher personnel costs. In our Analytic Software Tools segment, the decrease in segment operating income was driven by a decline in license sales and an increase in personnel costs. The increase in Scoring Solutions segment operating income was attributable primarily to an increase in revenues. We believe that operating income as a percentage of revenues in our Scoring Solutions segment may decline in the future due to lower operating margins on new products.

The year-to-date period over period decrease of $3.7 million in operating income was attributable to a decline in segment revenues and an increase in segment operating expenses. The decrease in operating income was partially offset by the gain recognized on the sale of the mortgage banking solutions product line, lower share-based compensation expense and the impact of restructuring and acquisition-related costs that were recognized in the prior year period. At the segment level, the decrease in segment operating income was driven by decreases of $10.4 million, $5.1 million and $1.5 million in segment operating income within our Strategy Machine Solutions, Professional Services segments and Analytic Software Tools, respectively. The decline was partially offset by a $3.1 million increase in segment operating income within our Scoring Solutions segment. The decrease in Strategy Machine Solutions segment operating income was attributable to a decline in sales of *customer management solutions* and *originations solutions* products. Operating expenses were essentially unchanged from the prior year period. The decrease in Professional Services segment operating income was the result of higher personnel costs to support increased professional services activities, which more than offset the increase in segment revenues. In our Analytic Software Tools segment, the decrease in segment operating results was due to increased personnel costs, partially offset by an increase in sales of licenses of our EDM products. The increase in Scoring Solutions segment operating income was attributable primarily to an increase in revenues.

Capital Resources and Liquidity

Cash Flows from Operating Activities

Our primary method for funding operations and growth has been through cash flows generated from operating activities. Net cash provided by operating activities decreased from $153.9 million during the nine months ended June 30, 2006 to $129.2 million during the nine months ended June 30, 2007. Operating cash flows were negatively impacted by an increase in trade receivables of $17.7 million and timing of cash payments for income taxes. The increase in trade receivables resulted from internal process inefficiencies, slower collections associated with certain international clients and longer payment terms on certain customer contracts. Operating cash flows were also negatively impacted by the decline in earnings during the nine months ended June 30, 2007 and cash paid for restructuring and acquisition-related liabilities.

Cash Flows from Investing Activities

Net cash provided by investing activities totaled $11.1 million during the nine months ended June 30, 2007, compared to net cash used in investing activities of $37.4 million during the nine months ended June 30, 2006. The change in cash flows from investing activities was primarily attributable to $13.9 million in cash received from the sale of our mortgage banking solutions product line in the current nine-month period, a $38.3 million increase in proceeds from sales and maturities of marketable securities, net of purchases, and a $7.0 million decrease in property and equipment purchases. In addition, cash flows from investing activities also reflect a $10.0 million minority investment we made in a company that is developing software applications for healthcare providers.

Cash Flows from Financing Activities

Net cash used in financing activities totaled $126.8 million during the nine months ended June 30, 2007, compared to net cash used in financing activities of $65.7 million during the nine months ended June 30, 2006. The change in cash flows from financing activities was primarily due to a $158.3 million increase in common stock repurchased, a $70.0 million increase in cash proceeds from borrowings under a revolving credit facility, a $21.0 million increase in proceeds from the issuance of common stock under employee stock plans and a $6.1 million increase in excess tax benefits from share-based arrangements. We used cash provided by operations, borrowings under the revolving credit facility and proceeds from stock issued under employee stock plans to fund common stock repurchased during the nine months ended June 30, 2007.

Repurchases of Common Stock

From time to time, we repurchase our common stock in the open market pursuant to programs approved by our Board of Directors. In November 2006, our Board of Directors approved a new common stock repurchase program that replaced a previous program. The new program allows us to purchase shares of our common stock up to an aggregate cost of $500.0 million. Through June 30, 2007, we had repurchased 7,196,800 shares of our common stock under this new program for an aggregate cost of $282.1 million.

Dividends

During the quarter ended June 30, 2007, we paid a quarterly dividend of two cents per common share, which is representative of the eight cents per year dividend we have paid in recent years. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board s business judgment with respect to these and other relevant factors.

1.5% Senior Convertible Notes

In August 2003, we issued $400.0 million of Senior Notes that mature on August 15, 2023. The Senior Notes become convertible into shares of Fair Isaac common stock, subject to the conditions described below, at an initial conversion price of $43.9525 per share, subject to adjustments for certain events. The initial conversion price is equivalent to a conversion rate of approximately 22.7518 shares of Fair Isaac common stock per $1,000 principal amount of the Senior Notes. Holders may surrender their Senior Notes for conversion, if any of the following conditions is satisfied: (i) prior to August 15, 2021, during any fiscal quarter, if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last day of the immediately preceding fiscal quarter is more than 120% of the conversion price per share of our common stock on the corresponding trading day; (ii) at any time after the closing sale price of our common stock on any date after August 15, 2021 is more than 120% of the then current conversion price; (iii) during the five consecutive business day period following any 10 consecutive trading day period in which the average trading price of a Senior Note was less than 98% of the average sale price of our common stock during such 10 trading day period multiplied by the applicable conversion rate; provided, however, if, on the day before the conversion date, the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, then holders converting their notes may receive, in lieu of our common stock based on the applicable conversion rate, at our option, cash or common stock with a value equal to 100% of the principal amount of the notes on the conversion date; (iv) if we have called the Senior Notes for redemption; or (v) if we make certain distributions to holders of our common stock or we enter into specified corporate transactions. The conversion price of the Senior Notes will be adjusted upon the occurrence of certain dilutive events as described in the indenture, which include but are not limited to: (i) dividends, distributions, subdivisions, or combinations of our common stock; (ii) issuance of rights or warrants for the purchase of our common stock under certain circumstances; (iii) the distribution to all or substantially all holders of our common stock of shares of our capital stock, evidences of indebtedness, or other non-cash assets, or rights or warrants; (iv) the cash dividend or distribution to all or substantially all holders of our common stock in excess of certain levels; and (v) certain tender offer activities by us or any of our subsidiaries.

The Senior Notes are senior unsecured obligations of Fair Isaac and rank equal in right of payment with all of our unsecured and unsubordinated indebtedness. The Senior Notes are effectively subordinated to all of our existing and future secured indebtedness and existing and future indebtedness and other liabilities of our subsidiaries. The Senior Notes bear regular interest at an annual rate of 1.5%, payable on August 15 and February 15 of each year until August 15, 2008. Beginning August 15, 2008, regular interest will accrue at the rate of 1.5%, and be due and payable upon the earlier to occur of redemption, repurchase, or final maturity. In addition, the Senior Notes bear contingent interest during any six-month period from August 15 to February 14 and from February 15 to August 14, commencing with the six-month period beginning August 15, 2008, if the average trading price of the Senior Notes for the five trading day period immediately preceding the first day of the applicable six-month period equals 120% or more of the sum of the principal amount of, plus accrued and unpaid regular interest on, the Senior Notes. The amount of contingent interest payable on the Senior Notes in respect to any six-month period will equal 0.25% per annum of the average trading price of the Senior Notes for the five trading day period immediately preceding such six-month period.

We may redeem for cash all or part of the Senior Notes on and after August 15, 2008, at a price equal to 100% of the principal amount of the Senior Notes, plus accrued and unpaid interest. Holders may require us to repurchase for cash all or part of the $400 million of Senior Notes on August 15, 2007, August 15, 2008, August 15, 2013 and August 15, 2018, or upon a change in control, at a price equal to 100% of the principal amount of the Senior Notes being repurchased, plus accrued and unpaid interest.

On March 31, 2005, we completed an exchange offer for the Senior Notes, whereby holders of approximately 99.9% of the total principal amount of our Senior Notes exchanged their existing securities for new 1.5% Senior Convertible Notes, Series B (New Notes). The terms of the New Notes are similar to the terms of the Senior Notes described above, except that: (i) upon conversion, we will pay holders cash in an amount equal to the lesser of the principal amount of such notes and the conversion value of such notes, and to the extent such conversion value exceeds the principal amount of the notes, the remainder of the conversion obligation in cash or common shares or combination thereof; (ii) in the event of a change of control, we may be required in certain circumstances to pay a make-whole premium on the New Notes converted in connection with the change of control and (iii) if the conversion condition in the first clause (iii) in the third paragraph preceding this paragraph is triggered and the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, the holders converting New Notes shall receive cash with a value equal to 100% of the principal amount of New Notes on the conversion date.

Credit Agreement

In October 2006, we entered into a five-year $300 million unsecured revolving credit facility with a syndicate of banks. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 0.30% to 0.55% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants, including maintenance of consolidated leverage and fixed charge coverage ratios. The credit facility contains other covenants typical of unsecured facilities. As of June 30, 2007, we had $70.0 million of borrowings outstanding under the credit facility at an average interest rate of 5.675%.

On July 23, 2007, we entered into an amended and restated credit agreement. The amended and restated credit agreement increased our five-year unsecured revolving credit facility provided by the prior credit agreement from $300 million to $600 million. Proceeds from the credit facility will be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the Company s common stock.

Capital Resources and Liquidity Outlook

As of June 30, 2007, we had $258.1 million in cash, cash equivalents and marketable security investments. We believe that over the next twelve months and for the foreseeable future these balances, as well as borrowings from our revolving credit facility and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements and any repayment of existing debt, including repayment of Senior Notes in the event holders require us to repurchase them. In the normal course of business, we evaluate the merits of acquiring technology or businesses, or establishing strategic relationships with or investing in these businesses. We may elect to use available cash and cash equivalents and marketable security investments to fund such activities in the future. In the event additional needs for cash arise, we may raise additional funds from a combination of sources, including the potential issuance of debt or equity securities. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to take advantage of unanticipated opportunities or respond to competitive pressures could be limited.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to revenue recognition, the allowance for doubtful accounts, goodwill and other intangible assets resulting from business acquisitions, internal-use software, income taxes and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue Recognition

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred at our customer s location, the fee is fixed or determinable and collection is probable. We use the residual method to recognize revenue when an arrangement includes one or more elements to be delivered at a future date and vendor-specific objective evidence (VSOE) of the fair value of all undelivered elements exists. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. The determination of whether fees are fixed or determinable and collection is probable involves the use of assumptions. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and changes to a product s estimated life cycle could materially impact the amount of earned and unearned revenue.

When software licenses are sold together with implementation or consulting services, license fees are recognized upon delivery provided that the above criteria are met, payment of the license fees is not dependent upon the performance of the services, and the services do not provide significant customization or modification of the software products and are not essential to the functionality of the software that was delivered. For arrangements with services that are essential to the functionality of the software, the license and related service revenues are recognized using contract accounting as described below.

If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes due, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectibility is not probable, revenue is deferred until the earlier of when collectibility becomes probable or the receipt of payment. If there is uncertainty as to the customer s acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period or when we can demonstrate we meet the acceptance criteria.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

Revenues recognized from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed, provided persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured. The determination of certain of our credit scoring and data processing revenues requires the use of estimates, principally related to transaction volumes in instances where these volumes are reported to us by our clients on a monthly or quarterly basis in arrears. In these instances, we estimate transaction volumes based on preliminary customer transaction information, if available, or based on average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data was received, and this could have a material impact on our results of operations during the period of time that we changed accounting methods.

Transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized as revenue based on system usage or when fees based on system usage exceed monthly minimum license fees, provided persuasive evidence of an arrangement exists, fees are fixed or determinable and collection is probable. The determination of certain of our transactional or unit-based license fee revenues requires the use of estimates, principally related to transaction usage or active account volumes in instances where this information is reported to us by our clients on a monthly or quarterly basis in arrears. In these instances, we estimate transaction volumes based on preliminary customer transaction information, if available, or based on average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate customer account or transaction volumes in the future, revenue would be deferred until actual customer data was received, and this could have a material impact on our consolidated results of operations.

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. Revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we apply the percentage-of-completion method of contract accounting to determine progress towards completion, which requires the use of estimates. In such instances, management is required to estimate the input measures, generally based on hours incurred to date compared to total estimated hours of the project, with consideration also given to output measures, such as contract milestones, when applicable. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we apply the completed contract method of accounting and defer the associated revenue until the contract is completed. If we are unable to accurately estimate the input measures used for percentage-of-completion accounting, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

Revenue recognized under the percentage-of-completion method in excess of contract billings is recorded as an unbilled receivable. Such amounts are generally billable upon reaching certain performance milestones as defined by individual contracts. Billings collected in advance of performance and recognition of revenue under contracts are recorded as deferred revenue.

In certain of our non-software arrangements, we enter into contracts that include the delivery of a combination of two or more of our service offerings. Typically, such multiple element arrangements incorporate the design and development of data management tools or systems and an ongoing obligation to manage, host or otherwise run solutions for our customer. 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 our revenue recognition policy, for each element.

As described above, sometimes our customer arrangements have multiple deliverables, including service elements. Generally, our multiple element arrangements fall within the scope of specific accounting standards that provide guidance regarding the separation of elements in multiple-deliverable arrangements and the allocation of consideration among those elements (e.g., American Institute of Certified Public Accountants Statement of Position (SOP) No. 97-2, *Software Revenue Recognition*, as amended). If not, we apply the separation provisions of Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*. The provisions of EITF Issue No. 00-21 require us to unbundle multiple element arrangements into separate units of accounting when the delivered element(s) has stand-alone value and fair value of the undelivered element(s) exists. When we are able to unbundle the arrangement into separate units of accounting, we apply one of the accounting policies described above to each unit. If we are unable to unbundle the arrangement into separate units of accounting, we apply one of the accounting policies described above to the entire arrangement. Sometimes this results in recognizing the entire arrangement fee when delivery of the last element in a multiple element arrangement occurs. For example, if the last undelivered element is a service, we recognize revenue for the entire arrangement fee as the service is performed, or if no pattern of performance is discernable, we recognize revenue on a straight-line basis over the term of the arrangement.

We record revenue on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

Allowance for Doubtful Accounts

We make estimates regarding the collectibility of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we analyze specific accounts receivable balances, historical bad debts, customer creditworthiness, current economic trends and changes in our customer payment cycles. Material differences may result in the amount and timing of expense for any period if we were to make different judgments or utilize different estimates. If the financial condition of our customers deteriorates resulting in an impairment of their ability to make payments, additional allowances might be required. We have not experienced significant variances in the past between our estimated and actual doubtful accounts and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we did not reasonably estimate the amount of our doubtful accounts in the future, it could have a material impact on our consolidated results of operations.

Business Acquisitions; Valuation of Goodwill and Other Intangible Assets

Our business acquisitions typically result in the recognition of goodwill and other intangible assets, and in certain cases non-recurring charges associated with the write-off of in-process research and development (IPR&D), which affect the amount of current and future period charges and amortization expense. Goodwill represents the excess of the purchase price over the fair value of net assets acquired, including identified intangible assets, in connection with our business combinations accounted for by the purchase method of accounting. We amortize our definite-lived intangible assets using the straight-line method or based on forecasted cash flows associated with the assets over the estimated useful lives, while IPR&D is recorded as a non-recurring charge on the acquisition date. Goodwill is not amortized, but rather is periodically assessed for impairment.

The determination of the value of these components of a business combination, as well as associated asset useful lives, requires management to make various estimates and assumptions. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from product sales and services, maintenance agreements, consulting contracts, customer contracts, and acquired developed technologies and patents or trademarks; expected costs to develop the IPR&D into commercially viable products and estimating cash flows from the projects when completed; the acquired company s brand awareness and market position, as well as assumptions about the period of time the acquired products and services will continue to be used in our product portfolio; and discount rates. Management s estimates of fair value and useful lives are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. Unanticipated events and circumstances may occur and assumptions may change. Estimates using different assumptions could also produce significantly different results.

We continually review the events and circumstances related to our financial performance and economic environment for factors that would provide evidence of the impairment of our intangible assets. When impairment indicators are identified with respect to our previously recorded intangible assets, then we test for impairment using undiscounted cash flows. If such tests indicate impairment, then we measure the impairment as the difference between the carrying value of the asset and the fair value of the asset, which is measured using discounted cash flows. Significant management judgment is required in forecasting of future operating results, which are used in the preparation of the projected discounted cash flows and should different conditions prevail, material write downs of net intangible assets and other long-lived assets could occur. We periodically review the estimated remaining useful lives of our acquired intangible assets. A reduction in our estimate of remaining useful lives, if any, could result in increased amortization expense in future periods.

We test goodwill for impairment at the reporting unit level at least annually during the fourth quarter of each fiscal year and more frequently if impairment indicators are identified. We have determined that our reporting units are the same as our reportable segments. The first step of the goodwill impairment test is a comparison of the fair value of a reporting unit to its carrying value. We estimate the fair values of our reporting units using discounted cash flow valuation models and by comparing our reporting units to guideline publicly-traded companies. These methods require estimates of our future revenues, profits, capital expenditures, working capital, and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We estimate these amounts by evaluating historical trends, current budgets, operating plans, industry data, and other relevant factors. The estimated fair value of each of our reporting units exceeded its respective carrying value in fiscal 2006, indicating the underlying goodwill of each reporting unit was not impaired as of our most recent testing date. Accordingly, we were not required to complete the second step of the goodwill impairment test. The timing and frequency of our goodwill impairment test is based on an ongoing assessment of events and circumstances that would more than likely reduce the fair value of a reporting unit below its carrying value. We will continue to monitor our goodwill balance and conduct formal tests on at least an annual basis or earlier when impairment indicators are present. There are various assumptions and estimates underlying the determination of an impairment loss, and estimates using different, but each reasonable, assumptions could produce significantly different results. Therefore, the timing and recognition of impairment losses by us in the future, if any, may be highly dependent upon our estimates and assumptions. We believe that the assumptions and estimates utilized were appropriate based on the information available to management.

Share-Based Compensation

Prior to October 1, 2005, we accounted for our share-based employee compensation plans under the measurement and recognition provisions of Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, as permitted by Financial Accounting Standards Board (FASB) SFAS No. 123, *Accounting for Stock-Based Compensation*. We generally recorded no employee compensation expense for options granted prior to October 1, 2005 as options granted generally had exercise prices equal to the fair market value of our common stock on the date of grant. We also recorded no compensation expense in connection with our 1999 Employee Stock Purchase Plan as the purchase price of the stock was not less than 85% of the lower of the fair market value of our common stock at the beginning of each offering period or at the end of each offering period. In accordance with SFAS No. 123, we disclosed our net income and earnings per share as if we had applied the fair value-based method in measuring compensation expense for our share-based incentive awards.

Effective October 1, 2005, we adopted the fair value recognition provisions of SFAS No. 123(R), *Share-Based Payment,* using the modified prospective transition method. Under that transition method, compensation expense that we recognize beginning on that date includes expense associated with the fair value of all awards granted on and after October 1, 2005, and expense for the unvested portion of previously granted awards outstanding on October 1, 2005. Results for prior periods have not been restated.

We estimate the fair value of options granted using the Black-Scholes option valuation model. We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate, consistent with SFAS No. 123(R) and Securities and Exchange Commission Staff Accounting Bulletin No. 107 (SAB 107). Our decision to use implied volatility was based upon the availability of actively traded options on our common stock and our assessment that implied volatility is more representative of future stock price trends than historical volatility. We estimate expected term consistent with the simplified method identified in SAB 107 for share-based awards. We elected to use the simplified method as we changed the contractual life for share-based awards from ten to seven years starting in fiscal 2006. The simplified method calculates the expected term as the average of the vesting and contractual terms of the award. Previously, we estimated expected term based on historical exercise patterns. The dividend yield assumption is based on historical dividend payouts. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. For options granted, we amortize the fair value on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods. If factors change we may decide to use different assumptions under the Black-Scholes option valuation model in the future, which could materially affect our net income and earnings per share.

Income Taxes

We use the asset and liability approach to account for income taxes. This methodology recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax base of assets and liabilities and operating loss and tax credit carryforwards. We then record a valuation allowance to reduce deferred tax assets to an amount that more likely than not will be realized. We consider future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, which requires the use of estimates. If we determine during any period that we could realize a larger net deferred tax asset than the recorded amount, we would adjust the deferred tax asset to increase income for the period or reduce goodwill if such deferred tax asset relates to an acquisition. Conversely, if we determine that we would be unable to realize a portion of our recorded deferred tax asset, we would adjust the deferred tax asset to record a charge to income for the period or increase goodwill if such deferred tax asset relates to an acquisition. Although we believe that our estimates are reasonable, there is no assurance that our the valuation allowance will not need to be increased to cover additional deferred tax assets that may not be realizable, and such an increase could have a material adverse impact on our income tax provision and results of operations in the period in which such determination is made. In addition, the calculation of tax liabilities also involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management s expectations could also have a material impact on our income tax provision and results of operations in the period in which such determination is made.

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Contingencies and Litigation

We are subject to various proceedings, lawsuits and claims relating to products and services, technology, labor, shareholder and other matters. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. If the potential loss is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. If the potential loss is considered less than probable or the amount cannot be reasonably estimated, disclosure of the matter is considered. The amount of loss accrual or disclosure, if any, is determined after analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. Due to uncertainties related to these matters, accruals or disclosures are based on the best information available at the time. Significant judgment is required in both the assessment of likelihood and in the determination of a range of potential losses. Revisions in the estimates of the potential liabilities could have a material impact on our consolidated financial position or consolidated results of operations.

New Accounting Pronouncements Not Yet Adopted

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes,* which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on the derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. The accounting provisions of FIN 48 will be effective for the Company beginning October 1, 2007. We are in the process of determining what effect, if any, the adoption of FIN 48 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS No. 157 will have on our consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets & Financial Liabilities Including an Amendment of SFAS No. 115* (SFAS 159). SFAS 159 permits companies to choose to measure certain financial instruments and other items at fair value. The standard requires that unrealized gains and losses are reported in earnings for items measured using the fair value option. SFAS 159 will become effective for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS 159 will have on our consolidated financial statements.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Market Risk Disclosures

We are exposed to market risk related to changes in interest rates, equity market prices, and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

Interest Rate Risk

We maintain an investment portfolio consisting mainly of income securities with an average maturity of three years or less. These available-for-sale securities are subject to interest rate risk and will fall in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by the effect of a sudden change in market interest rates on our securities portfolio. The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at June 30, 2007 and September 30, 2006:

	June 30, 2007			September 30, 2006		
	Cost	Carrying	Average	Cost	Carrying	Average