

OPEN SOLUTIONS INC  
Form 10-Q  
May 10, 2005

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

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**FORM 10-Q**

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

**For the quarterly period ended March 31, 2005**

**OR**

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

**For the transition period of \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 000-02333**

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**Open Solutions Inc.**

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

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

**22-3173050**  
*(I.R.S. Employer  
Identification No.)*

**455 Winding Brook Drive, Glastonbury, CT**  
*(Address of principal executive offices)*

**06033**  
*(Zip Code)*

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**(860) 652-3155**  
*(Registrant's telephone number, including area code)*

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

As of May 6, 2005, 19,511,712 shares of common stock, \$0.01 par value per share, were outstanding.

**OPEN SOLUTIONS INC.  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE FISCAL QUARTER ENDED MARCH 31, 2005**

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EX-32.2 SECTION 906 CERTIFICATION OF CFO

**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1: Financial Statements****OPEN SOLUTIONS INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(unaudited)**

	<b>March 31, 2005</b>	<b>December 31, 2004</b>
	<b>(In thousands, except share and per share data)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 111,667	\$ 49,447
Investments in marketable securities	68,124	12,736
Accounts receivable, net	24,778	19,975
Prepaid expenses and other current assets	6,565	5,989
Deferred tax assets	12,036	12,356
 Total current assets	 223,170	 100,503
Fixed assets, net	14,851	14,410
Other intangible assets, net	38,881	37,379
Goodwill	85,881	66,548
Deferred tax assets	4,560	4,560
Other assets	6,735	2,074
 Total assets	 \$ 374,078	 \$ 225,474
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 3,394	\$ 2,521
Accrued expenses	13,852	15,338
Deferred revenue, current portion	24,363	21,586
Long-term debt from customers, current portion	608	1,239
Capital lease obligations, current portion	513	735
 Total current liabilities	 42,730	 41,419

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Convertible notes payable	144,061	
Long-term debt from customers, less current portion	1,006	1,736
Capital lease obligations, less current portion	190	223
Deferred revenue, less current portion	2,757	2,706
Other long-term liabilities	1,467	1,077
Total liabilities	192,211	47,161

Commitments and contingencies (Note 5)

Stockholders' Equity;

Preferred stock, \$0.01 par value; 5,000,000 shares authorized; no shares issued and outstanding at March 31, 2005 and December 31, 2004

Common stock, \$0.01 par value; 95,000,000 shares authorized; 19,500,668 and 19,379,701 shares issued and outstanding at March 31, 2005 and December 31, 2004, respectively

	195	194
Additional paid-in capital	200,409	199,272
Deferred compensation	(72)	
Accumulated other comprehensive income	241	718

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	<b>March 31, 2005</b>	<b>December 31, 2004</b>
	<b>(In thousands, except share and per share data)</b>	
Accumulated deficit	(18,906)	(21,871)
Total stockholders' equity	181,867	178,313
Total liabilities and stockholders' equity	\$ 374,078	\$ 225,474

The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****OPEN SOLUTIONS INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
	<b>(In thousands, except share and per share data)</b>	
Revenues:		
Software license	\$ 7,905	\$ 6,441
Service, maintenance and hardware	29,821	14,509
Total revenues	37,726	20,950
Cost of revenues:		
Software license	1,190	1,320
Service, maintenance and hardware	15,202	7,735
Total cost of revenues	16,392	9,055
Gross profit	21,334	11,895
Operating expenses:		
Sales and marketing	4,805	2,899
Product development	4,025	1,962
General and administrative	7,593	4,109
Total operating expenses	16,423	8,970
Income from operations	4,911	2,925
Interest income and other	870	264
Interest expense	(857)	(16)
Income before income taxes	4,924	3,173
Income tax provision	1,959	171



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Net income	\$	2,965	\$	3,002
Net income per common share:				
Basic	\$	0.15	\$	0.18
Diluted		0.14		0.16
Weighted average common shares used to compute net income per common share:				
Basic		19,451,858		16,916,768
Diluted		23,848,229		19,022,717

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**OPEN SOLUTIONS INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
	<b>(In thousands)</b>	
<b>Cash flows from operating activities</b>		
Net income	\$ 2,965	\$ 3,002
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,568	1,137
Stock-based compensation expense	98	100
Deferred tax provision	1,211	
Provision for doubtful accounts	131	58
Changes in operating assets and liabilities, excluding effects from acquisitions:		
Accounts receivable	(3,170)	(1,142)
Prepaid expenses and other current assets	84	(536)
Other assets	91	
Accounts payable and accrued expenses	(990)	(1,888)
Deferred revenue	2,189	4,795
 Net cash provided by operating activities	 5,177	 5,526
 <b>Cash flows from investing activities</b>		
Purchases of fixed assets	(1,527)	(1,433)
Purchases of marketable securities	(62,872)	(26,571)
Sales of marketable securities	7,500	70,100
Business acquisitions, net of cash received	(24,344)	(6,620)
 Net cash (used in) provided by investing activities	 (81,243)	 35,476
 <b>Cash flows from financing activities</b>		
Proceeds from exercise of stock options	524	830
Repayment of capital lease obligation	(245)	(105)
Repayment of long-term debt from customers	(1,323)	
Proceeds from convertible notes payable	144,061	
Payment of debt issuance costs	(4,704)	
 Net cash provided by financing activities	 138,313	 725

Effect of exchange rate on cash and cash equivalents	(27)	
Net increase (decrease) in cash and cash equivalents	62,220	41,727
Cash and cash equivalents, beginning of period	49,447	14,853
Cash and cash equivalents, end of period	\$ 111,667	\$ 56,580
<b>Supplemental disclosures</b>		
Cash paid for interest	\$ 82	\$ 16
Cash paid for income taxes	266	75

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**OPEN SOLUTIONS INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. The Company**

Open Solutions Inc. (the Company) is a provider of software and services that allow financial institutions to compete and service their customers more effectively. The Company develops, markets, licenses and supports an enterprise-wide suite of software and services that performs a financial institution's data processing and information management functions. The Company's software can be operated either by the financial institution itself, on an outsourced basis in one of the Company's outsourcing centers or through an outsourcing center hosted by one of the Company's resellers. In connection with our acquisition of Datawest Solutions Inc. in October 2004, we also provide payment processing services to customers in Canada.

**2. Summary of Significant Accounting Policies**

***Basis of Presentation and Principles of Consolidation***

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These accounting principles were applied on a basis consistent with those of the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 filed with the Securities and Exchange Commission (SEC). The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004. In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments (consisting only of normal, recurring adjustments) necessary for a fair presentation. The operating results for the three month period ended March 31, 2005 may not be indicative of the results expected for any succeeding quarter or for the entire fiscal year ending December 31, 2005.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant accounts, transactions and profits between the consolidated companies have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain reclassifications to the prior period information, including the classification of auction rate securities from cash and cash equivalents to investments in marketable securities, have been made to conform with the current period classifications.

***Segment Reporting***

The Company views its operations and manages its business as one segment, the development and marketing of computer software and related services. Factors used to identify the Company's single operating segment include the organizational structure of the Company and the financial information available for evaluation by the chief operating

decision-maker in making decisions about how to allocate resources and assess performance. The Company operates primarily in two geographical areas, the United States of America and Canada. The Company provides the following disclosures of revenues from products and services:

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
Software license	\$ 7,905,000	\$ 6,441,000
Installation, training and professional services	5,753,000	4,137,000
Maintenance and support	9,235,000	5,838,000
Data center and payment processing services	13,355,000	3,070,000
Hardware and other	1,478,000	1,464,000
Service, maintenance and hardware	29,821,000	14,509,000
Total revenues	\$ 37,726,000	\$ 20,950,000

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Revenues and tangible long-lived assets by significant geographic region are as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
Revenues:		
United States	\$ 29,686,000	\$ 20,950,000
Canada	8,040,000	
	\$ 37,726,000	\$ 20,950,000
	<b>As of</b>	
	<b>March 31, 2005</b>	<b>December 31, 2004</b>
Tangible long-lived assets:		
United States	\$ 10,348,000	\$ 9,664,000
Canada	4,503,000	4,746,000
	\$ 14,851,000	\$ 14,410,000

***Net Income Per Share***

Basic earnings per share ( EPS ), which excludes dilution, is computed by dividing income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted EPS includes in-the-money stock options and warrants using the treasury stock method and also includes the assumed conversion of the convertible debt using the if-converted method. Under the if-converted method, the after-tax interest expense is added to the numerator and the weighted average shares issuable upon conversion of the debt instrument are added to the denominator. During a loss period, the assumed exercise of in-the-money stock options and warrants and the conversion of convertible preferred stock has an anti-dilutive effect, and therefore, these instruments would be excluded from the computation of dilutive EPS.

The following table reconciles net income and the weighted average shares outstanding used to calculate basic and diluted income per share:

	<b>Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
Net income used for basic calculation	\$ 2,965	\$ 3,002
Interest expense from convertible debt, net of tax effect	464	
Net income used for diluted calculation	\$ 3,429	\$ 3,002

Basic net income per share	weighted average common shares outstanding	19,451,858	16,916,768
Dilutive effect of stock options and warrants		1,197,217	2,105,949
Dilutive effect of convertible debt		3,199,154	
Diluted net income per share	weighted average common shares outstanding	23,848,229	19,022,717

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Weighted average common shares of 578,779 and 3,427 were excluded from the computation of diluted EPS for the three month periods ended March 31, 2005 and 2004, as they would have been anti-dilutive.

***Comprehensive Income***

The following table summarizes the Company's comprehensive income:

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
Net income	\$ 2,965,000	\$ 3,002,000
Unrealized gain on marketable securities	16,000	35,000
Translation adjustment	(493,000)	
 Total comprehensive income	 \$ 2,488,000	 \$ 3,037,000

***Concentration of Credit Risk***

Financial instruments that potentially expose the Company to concentrations of credit risk are limited to accounts receivable. One individual customer accounted for 10.3% and 10.0% of total revenues for each of the three month periods ended March 31, 2005 and 2004, respectively.

At March 31, 2005 and December 31, 2004, no customer accounted for 10% or more of the total accounts receivable balance. The Company maintains allowances for potential credit risks and otherwise controls this risk through monitoring procedures.

***Stock Compensation***

The Company records stock-based compensation for awards issued to employees and directors (collectively, employees) using the intrinsic value method and stock-based compensation issued to non-employees using the fair value method. Stock-based compensation expense is recognized over the vesting period to the extent that the fair market value of the underlying stock on the date of grant exceeds the exercise price of the employee stock option.

The following table illustrates the effect on net income if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation (SFAS No. 123), to stock compensation:

	<b>March 31,</b>	
	<b>2005</b>	<b>2004</b>
Net income, as reported	\$ 2,965,000	\$ 3,002,000
Add: Stock compensation expense, net of tax effect, included in reported net income	62,000	100,000
Subtract: Total stock compensation expense determined under fair value method, net of tax effect	(1,288,000)	(944,000)



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Pro forma net income	\$ 1,739,000	\$ 2,158,000
Reported net income per share		
Basic	\$ 0.15	\$ 0.18
Diluted	0.14	0.16
Pro forma net income per share		
Basic	\$ 0.09	\$ 0.13
Diluted	0.09	0.11

The weighted average SFAS No. 123 fair value at grant date was \$7.78 and \$13.24 for options granted in the three month periods ended March 31, 2005 and 2004, respectively. The above pro forma results are not necessarily indicative of future pro forma results.

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The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions used for options granted during the applicable period:

	<b>2005</b>	<b>2004</b>
Risk free interest rate	3.86%	3.15%
Expected dividend yield	None	None
Expected life of option	4 years	5 years
Expected volatility	50.25%	73.00%

The fair value method requires the input of highly subjective assumptions, including expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

***Recently Issued Accounting Pronouncements***

In December 2004, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 123R, Share-Based Payment: an amendment of FASB Statements No. 123 and 95 ( SFAS 123R ), which requires companies to recognize in their statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. SFAS 123R is effective for annual periods beginning after June 15, 2005. Accordingly, the Company will adopt SFAS 123R in its first quarter of 2006. SFAS 123R requires all share-based payments to employees, including stock options and stock issued under certain employee stock purchase plans, to be recognized in the financial statements at their fair value. SFAS 123R will require the estimation of future forfeitures of stock based compensation, while the current pro forma disclosure includes only those options that have been forfeited during the current period. Therefore, the Company believes that the pro forma expense currently disclosed in Note 2 to the Consolidated Financial Statements represents an estimate of the amounts that would have been recorded under the provisions of SFAS 123R. The Company has not yet determined which fair value method and transitional provision to follow. The Company is currently evaluating its stock-based compensation plans to determine if changes should be made to minimize compensation charges resulting from the adoption of SFAS 123R.

**3. Acquisition**

On March 10, 2005, the Company acquired the U.S.-based services to credit unions business of CGI-AMS Inc. ( CGI-AMS ) for cash consideration of \$24,000,000. In connection with the acquisition, the Company incurred approximately \$344,000 of acquisition-related costs. This acquisition increased the Company's core data processing client base among credit unions and increased the recurring revenue component of revenues. This acquisition was recorded under the purchase method of accounting with the total consideration allocated to the assets acquired and liabilities assumed based on estimates of fair value. The fair value of purchased technology was determined based on management's best estimate of future cash flows expected to be generated by such technology. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. The operating results of this acquisition have been included in the Company's consolidated financial statements from the date of acquisition. The purchased technology related to this acquisition is being amortized over its useful life of five years. The other intangible assets, comprised of customer relationships are being amortized over its useful life of sixteen years. Purchase accounting for this acquisition is preliminary, including the identification and valuation of tangible and intangible assets, and is expected to be finalized during 2005.

The preliminary allocation of purchase price is summarized below:

Tangible assets acquired	\$ 3,053,000
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Purchased technology	350,000
Goodwill	19,561,000
Other intangible assets	2,300,000
Liabilities assumed	(920,000)
Purchase price	\$ 24,344,000

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The financial information in the table below summarizes the combined results of operations of the Company and CGI-AMS on a pro forma basis, as though the companies had been combined as of the beginning of the period being presented below. This pro forma financial information is presented for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved had the acquisition actually taken place as of the beginning of the period being presented below.

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
Pro forma revenues	\$ 40,940	\$ 39,225
Pro forma net income	2,986	3,009
Pro forma net income per share basic	\$ 0.15	\$ 0.18
Pro forma net income per share diluted	0.14	0.16

**4. Convertible Notes Payable**

In February 2005, the Company sold senior subordinated convertible notes due 2035 (the Notes) with an aggregate principal amount at maturity of \$270 million to qualified institutional buyers pursuant to the exemptions from the registration requirements of the Securities Act of 1933 as amended (the Act), afforded by Section 4(2) of the Act and Rule 144A under the Act. The issue price of the Notes was \$533.56 per \$1,000 principal amount at maturity of Notes, which resulted in aggregate gross proceeds to the Company of approximately \$144.1 million. The Notes are general unsecured obligations of the Company and are junior to any of the Company's existing and future senior indebtedness.

The Notes are convertible into shares of the Company's common stock at an initial conversion rate of 18.3875 shares of common stock per \$1,000 principal amount at maturity of Notes, which is equal to an initial conversion price, based on the issue price, of approximately \$29.02 (subject to adjustment), only under the following circumstances: (1) if, in any immediately preceding calendar quarter, the closing price of the Company's common stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of such preceding calendar quarter was more than 130% of the accreted conversion price per share of common stock on the last day of such preceding calendar quarter (which was \$37.72 at March 31, 2005), (2) if the Notes are called for redemption, (3) if specified corporate transactions or distributions to holders of the Company's common stock occur, (4) if a change of control occurs or (5) during the 10 trading days prior to, but not on, the maturity date of the Notes. In lieu of delivering shares of common stock upon conversion of the Notes, the Company may elect to deliver cash or a combination of cash and shares of common stock. The Notes will bear cash interest at a rate of 2.75% per year on the issue price, payable semiannually in arrears on February 2 and August 2 of each year beginning August 2, 2005 until February 2, 2012. After that date, original issue discount will accrue on the Notes at a rate of 2.75% per year on a semi-annual bond equivalent basis. On the maturity date, a holder will receive \$1,000 in cash per \$1,000 principal amount at maturity of Notes. The Company has the right to redeem for cash all or a portion of the Notes at any time on or after February 2, 2012 at a price equal to the sum of the issue price and the accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any. Holders of the Notes will have the right to require the Company to repurchase some or all of the Notes in cash on February 2, 2012 for \$533.56, on February 2, 2015 for \$579.12, on February 2, 2020 for \$663.86, on February 2, 2025 for \$761.00 and on February 2, 2030 for \$872.35, in each case, per \$1,000 principal amount at maturity of Notes, and upon certain events constituting a change of control, subject to specified exceptions, at a price equal to the sum of the issue price and accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any. On April 29, 2005, the Company filed a resale registration statement on Form S-3 relating to the resale of the Notes and any shares of the Company's common stock issuable upon conversion of the Notes. The SEC has not yet declared the registration statement effective. Liquidated damages may accrue at a rate of up to 0.5% of the issue price of the Notes through February 2, 2007 if the registration

statement has not become effective by August 1, 2005 or, after becoming effective, ceases to be effective or fails to be usable for more than seven business days without being cured.

The costs of \$4,704,000 related to the issuance of the notes have been recorded as deferred financing costs within other assets in the accompanying financial statements. The deferred financing costs will be amortized to interest expense using the effective interest method through February 2012, or, if the notes become convertible, the remaining deferred costs will be amortized immediately on such date.

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**5. Commitments and Contingencies**

*Legal Proceedings*

The Company is from time to time a party to legal proceedings which arise in the normal course of business. The Company is not currently involved in any material litigation, the outcome of which would, in management's judgment based on information currently available, have a material adverse effect on the Company's results of operations or financial condition, nor is management aware of any such litigation.

**6. Subsequent Events**

On April 6, 2005, the Company acquired substantially all of the outstanding operating assets and assumed certain liabilities of S.O.S. Computer Systems, Inc., a provider of core processing solutions for credit unions, for cash consideration of approximately \$11,400,000.

On April 26, 2005, the Company's Board of Directors authorized the repurchase of up to \$10 million of the Company's common stock on or before May 2, 2006.

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

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with, and are derived from, our consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from management's expectations. Important factors that could cause these differences include those described in Factors That May Affect Future Results and elsewhere in this Quarterly Report on Form 10-Q.*

*We use the terms Open Solutions, we, us and our to refer to the business of Open Solutions Inc. and our subsidiaries. All references to years, unless otherwise noted, refer to our fiscal years, which end on December 31.*

#### **Overview**

We are a provider of software and services that allow financial institutions to compete and service their customers more effectively. We develop, market, license and support an enterprise-wide suite of software and services that perform a financial institution's data processing and information management functions, including account, transaction, lending, operations, back office, client information and reporting. Our complementary products and services supplement our core software to provide our clients with fully-integrated business intelligence, customer relationship management, or CRM, check imaging, Internet banking and cash management, general ledger and profitability, loan origination, interactive voice solutions and check and item processing functions. Our software can be operated either by the financial institution itself, on an outsourced basis in one of our outsourcing centers or through an outsourcing center hosted by one of our resellers. Substantially all of our historical revenue has been generated through the licensing of our core software and our complementary products and the provision of related services and maintenance to small and mid-size commercial banks and thrifts and credit unions of all sizes. With the acquisition of the Payment Solutions Group of Datawest Solutions Inc. in October 2004, we have added products targeted at institutions beyond the traditional definition of a financial institution, but which nonetheless participate in the processing of retail financial transactions in North America and internationally. These include independent sales organizations, large merchants and non-bank transaction processors.

We derive revenues from two primary sources:

sales of licenses for our core software and complementary products, and

fees from installation, training, maintenance and support services, as well as fees generated from our outsourcing and payment processing centers and the outsourcing centers hosted by our resellers.

Our revenues have grown from approximately \$14.1 million in 1999 to approximately \$107.2 million in 2004. Our revenues for the three months ended March 31, 2005 were \$37.7 million. This growth has resulted from strategic acquisitions and internal expansion, through which we have developed and acquired new products and services and have expanded the number of clients using one or more of our products to approximately 3,614 as of March 31, 2005.

Software license revenue includes fees received from the licensing of application software. We license our proprietary software products under standard agreements which typically provide our clients with a perpetual non-exclusive, non-transferable right to use the software for a single financial institution upon payment of a license fee. We also license certain third party software to end users.

We generate service and maintenance fees by converting clients to our core software suite, installing our software, assisting our clients in operating the applications, modifying and updating the software and providing outsourcing and payment processing services. Our software license agreements typically provide for five years of support and

maintenance. We perform outsourcing services through our six outsourcing centers, our payment processing center and our check and item processing centers. Revenues from outsourcing center services, payment processing services and the check and item processing centers are derived from monthly and transaction based usage fees, typically under three to five-year service contracts with our clients.

We derive other revenues from hardware sales and client reimbursement of out-of-pocket and telecommunication costs. We have entered into agreements with several hardware manufacturers under which we sell computer hardware and related services, primarily to our check imaging clients. Client reimbursements represent direct costs paid to third parties primarily for data communication, postage and travel.



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We expect that our revenues from installation, training, maintenance, support services, our outsourcing centers and the outsourcing centers hosted by our resellers will continue to expand as our base of clients expands. Our maintenance and outsourcing revenues are the largest of these revenue components, and we expect that these revenues, due to their recurring nature, will continue to be a significant portion of our total revenue as our client base grows.

## **Application of Critical Accounting Policies**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, which require that management make numerous estimates and assumptions. Actual results could differ from those estimates and assumptions, impacting our reported results of operations and financial position. The application of our critical accounting policies is described in our Annual Report on Form 10-K for the year ended December 31, 2004 filed with the Securities and Exchange Commission. These critical accounting policies include:

*Revenue Recognition*

*Allowance for Doubtful Accounts*

*Stock Compensation*

*Software Development Costs*

*Accounting for Purchase Business Combinations*

*Long-Lived Assets, Intangible Assets and Goodwill*

There were no material changes to the application of our critical accounting policies for the three months ended March 31, 2005.

## **Acquisitions**

Since August 2001, we have expanded our product offerings and client base through the acquisition of eleven businesses. The operating results of each business acquired have been included in our financial statements from the respective dates of acquisition.

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

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
<b>As a Percentage of Revenues:</b>		
Revenues:		
Software license	21.0%	30.7%
Service, maintenance and hardware	79.0	69.3
Total revenues	100.0	100.0
Cost of revenues:		
Software license	3.2	6.3
Service, maintenance and hardware	40.3	36.9
Total cost of revenues	43.5	43.2
Operating expenses:		
Sales and marketing	12.7	13.8
Product development	10.7	9.4
General and administrative	20.1	19.6
Total operating expenses	43.5	42.8
Income from operations	13.0	14.0
Interest income, net	0.0	1.1
Income before income taxes	13.1	15.1
Income tax provision	5.2	0.8
Net income	7.9	14.3

**Table of Contents*****Three Months Ended March 31, 2005 Compared to Three Months Ended March 31, 2004***

*Revenues.* We generate revenues from licensing the rights to use our software products and certain third-party software products to clients. We also generate revenues from installation, training, maintenance and support services provided to clients, from outsourcing center services and from hardware sales related to our check imaging and telephony businesses. Revenues increased 80.1 % from \$21.0 million for the three months ended March 31, 2004 to \$37.7 million for the three months ended March 31, 2005. This increase was attributable to a \$1.5 million increase in licensing revenue from our core and complementary products, \$1.2 million of which is from the businesses acquired subsequent to March 31, 2004, which were Eastpoint Technologies, LLC, re:Member Data Services, Inc., Omega Systems of North America LLC, Datawest Solutions Inc. and CGI-AMS Inc, adjusted for the partial period effect of the Maxxar Corporation acquisition. The remaining increase is attributable to sales to new clients, and sales of additional products to existing clients. The increase in revenues was also attributable to an increase of \$1.7 million in our implementation and other professional services, \$1.2 million of which is related from the acquired businesses. We also realized an increase of \$3.4 million in our maintenance revenue, \$2.2 million of which is from the acquired businesses, and an increase of \$10.3 million in our outsourcing revenues, \$10.1 million of which is from the acquired businesses.

*Cost of Revenues.* Cost of revenues includes third party license fees and the direct expenses associated with providing our services such as systems operations, customer support, installations, professional services and other related expenses. Cost of revenues increased 81.0% from \$9.1 million for the three months ended March 31, 2004 to \$16.4 million for the three months ended March 31, 2005. The increase was due primarily to a \$1.5 million increase in costs associated with implementation and other professional services, \$1.0 million of which is from the acquired businesses, a \$1.1 million increase in costs associated with maintenance, \$770,000 of which is from the acquired businesses, and a \$5.2 million increase in costs associated with the growth of our outsourcing business, \$5.0 million of which is from the acquired businesses. Cost of revenues represented 43.2% of revenues for the three months ended March 31, 2004 as opposed to 43.5% of revenues for the three months ended March 31, 2005. Cost of revenues increased on an absolute basis primarily as a result of acquisitions completed since March 31, 2004, but also from costs of professional services, including implementation, maintenance, outsourcing and other costs associated with our revenue growth.

*Operating Expenses*

*Sales and Marketing.* Sales and marketing expenses include salaries and commissions paid to sales and marketing personnel and other costs incurred in marketing our products and services. Sales and marketing expenses increased 65.8% from \$2.9 million for the three months ended March 31, 2004 to \$4.8 million for the three months ended March 31, 2005. This increase was due primarily to increases in commissions from higher revenues and the addition of ten sales and marketing employees as a result of the acquired businesses. Sales and marketing expenses represented 13.8% of revenues for the three months ended March 31, 2004 as opposed to 12.7% of revenues for the three months ended March 31, 2005. Sales and marketing expenses as a percentage of revenues decreased primarily because our expenses are not growing proportionally with our revenues. For certain acquisitions, we acquired a wide client base, but did not continue to market the acquired company's product, resulting in lower sales and marketing expenses compared to revenues. In the event that we acquire product lines or businesses in the future, we would anticipate that, based on the nature and magnitude of those acquisitions, our sales and marketing expenses would increase more significantly as a result of those acquisitions.

*Product Development.* Product development expenses include salaries of personnel in our product development department, consulting fees and other related expenses. Product development expenses increased 105.1% from \$2.0 million for the three months ended March 31, 2004 to \$4.0 million for the three months ended March 31, 2005. This increase was due primarily to a \$1.2 million increase in product development expenses from the acquired

businesses. Product development expenses represented 9.4% of revenues for the three months ended March 31, 2004 as opposed to 10.7% of revenues for the three months ended March 31, 2005. Product development expenses as a percentage of revenues increased primarily because due to our investment in the internationalization of our products, particularly in Canada, as well as other enhancements to our major product lines.

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*General and Administrative.* General and administrative expenses consist of salaries for executive, administrative and financial personnel, consulting expenses and facilities costs such as office leases, insurance and depreciation. General and administrative expenses increased 84.7% from \$4.1 million for the three months ended March 31, 2004 to \$7.6 million for the three months ended March 31, 2005. The increase was due primarily to \$2.8 million of expense from the acquired businesses, professional fees and certain costs related to the requirements of being a public company, particularly the cost of compliance with the Sarbanes-Oxley Act of 2002, as well as increases in depreciation expense from the deployment of new internal software systems. General and administrative expenses represented 19.6% of revenues for the three months ended March 31, 2004 as opposed to 20.1% of revenues for the three months ended March 31, 2005. General and administrative expenses as a percentage of revenues increased primarily as a result of investments in our infrastructure and the amortization of certain acquired intangibles. In the event that we acquire product lines or businesses in the future, we would anticipate that, based on the nature and magnitude of those acquisitions, our general and administrative expenses would increase more significantly as a result of those acquisitions.

*Interest Income, net.* Interest income, net, decreased from \$248,000 for the three months ended March 31, 2004 to \$13,000 for the three months ended March 31, 2005. This decrease was due primarily to increased interest expense from the convertible notes payable offset by increases in interest income from the investment of proceeds from the convertible notes payable issuance.

*Income Tax Provision.* Income tax provision increased from \$171,000 for the three months ended March 31, 2004 to \$1,959,000 for the three months ended March 31, 2005. We reversed the valuation allowance on our deferred tax assets as of December 31, 2004 and beginning in the first quarter of 2005, we began recording a tax provision against our income at our effective tax rate of approximately 40%. Prior to December 31, 2004, we recorded a tax provision primarily related to state and alternative minimum taxes only. Going forward, we will continue to provide a tax provision at our effective rate.

**Liquidity and Capital Resources**

At March 31, 2005 and December 31, 2004, we had cash and cash equivalents totaling \$111.7 million and \$49.4 million, respectively.

The following table sets forth the elements of our cash flow statement for the following periods:

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2005</b>	<b>2004</b>
	<b>(in thousands)</b>	
Net cash provided by operating activities	\$ 5,177	\$ 5,526
Net cash used in investing activities	(81,243)	(11,124)
Net cash provided by financing activities	138,313	725

***Cash from Operating Activities***

Cash provided by operations in the three months ended March 31, 2005, was attributable to net income of \$3.0 million, depreciation and amortization of \$2.6 million, deferred tax provision of \$1.2 million and a decrease in working capital of \$1.8 million, primarily due to an increase in accounts receivable and decreases in accounts payable and accrued liabilities partially offset by an increase in deferred revenue. Cash provided by operations in the three months ended March 31, 2004 was attributable to net income of \$3.0 million, depreciation and amortization and other

non-cash items of \$1.3 million and an increase in working capital of \$1.2 million, primarily due to an increase in deferred revenue.

***Cash from Investing Activities***

Cash from investing activities consists primarily of purchases of fixed assets, investments in marketable securities and business acquisitions. Total capital expenditures for the three months ended March 31, 2005 and 2004 were \$1.5 million and \$1.4 million, respectively, and were primarily related to the purchase of computer equipment, computer software, software development services, furniture and fixtures and leasehold improvements. We currently have no significant capital spending or purchase commitments, but expect to continue to engage in capital spending in the ordinary course of business.

In the three months ended March 31, 2005, we purchased \$62.9 million and sold \$7.5 million in marketable securities. In the three months ended March 31, 2004, we purchased \$26.6 million in marketable securities.

Additionally, net cash used in investing activities for the three months ended March 31, 2005 included \$24.3 used for the acquisition of CGI-AMS Inc., net of cash received. Net cash used in investing activities for the three months ended March 31, 2004 included \$6.6 million used for the acquisition of Maxxar Corporation, net of cash received.

**Table of Contents*****Cash from Financing Activities***

During the three months ended March 31, 2005, we received \$524,000 of proceeds from the exercise of stock options.

In February 2005, we sold senior subordinated convertible notes due 2035 (the Notes) with an aggregate principal amount at maturity of \$270 million to qualified institutional buyers pursuant to the exemptions from the registration requirements of the Securities Act of 1933, as amended (the Act), afforded by Section 4(2) of the Act and Rule 144A under the Act. The issue price of the Notes was \$533.56 per \$1,000 principal amount at maturity of Notes, which resulted in aggregate gross proceeds to us of approximately \$144.1 million. The Notes are general unsecured obligations and are junior to any of our existing and future senior indebtedness.

The Notes are convertible into shares of our common stock at an initial conversion rate of 18.3875 shares of common stock per \$1,000 principal amount at maturity of Notes, which is equal to an initial conversion price, based on the issue price, of approximately \$29.02 (subject to adjustment), only under the following circumstances: (1) if, in any immediately preceding calendar quarter, the closing price of our common stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of such preceding calendar quarter was more than 130% of the accreted conversion price per share of common stock on the last day of such preceding calendar quarter (which was \$37.72 at March 31, 2005), (2) if the Notes are called for redemption, (3) if specified corporate transactions or distributions to holders of our common stock occur, (4) if a change of control occurs or (5) during the 10 trading days prior to, but not on, the maturity date of the Notes. In lieu of delivering shares of common stock upon conversion of the Notes, we may elect to deliver cash or a combination of cash and shares of common stock. The Notes will bear cash interest at a rate of 2.75% per year on the issue price, payable semiannually in arrears on February 2 and August 2 of each year beginning August 2, 2005 until February 2, 2012. After that date, original issue discount will accrue on the Notes at a rate of 2.75% per year on a semi-annual bond equivalent basis. On the maturity date, a holder will receive \$1,000 in cash per \$1,000 principal amount at maturity of Notes. We have the right to redeem for cash all or a portion of the Notes at any time on or after February 2, 2012 at a price equal to the sum of the issue price and the accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any. Holders of the Notes will have the right to require us to repurchase some or all of the Notes in cash on February 2, 2012 for \$533.56, on February 2, 2015 for \$579.12, on February 2, 2020 for \$663.86, on February 2, 2025 for \$761.00 and on February 2, 2030 for \$872.35, in each case, per \$1,000 principal amount at maturity of Notes, and upon certain events constituting a change of control, subject to specified exceptions, at a price equal to the sum of the issue price and accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any.

We currently anticipate that our current cash balance and cash flow from operations will be sufficient to meet our presently anticipated capital needs for the next twelve months, but may be insufficient to provide funds necessary for any future acquisitions we may make during that time. To the extent we require additional funds, whether for acquisitions or otherwise, we may seek additional equity or debt financing. Such financing may not be available to us on terms that are acceptable to us, if at all, and any equity financing may be dilutive to our stockholders. To the extent we obtain additional debt financing, our debt service obligations will increase and the relevant debt instruments may, among other things, impose additional restrictions on our operations, require us to comply with additional financial covenants or require us to pledge assets to secure our borrowings.

As defined in Section 382 of the Internal Revenue Code, certain ownership changes limit the annual utilization of federal net operating losses and tax credit carry forwards. We experienced such an ownership change in 1995. The follow-on offering in May 2004 has resulted in a second ownership change. This limitation of the utilization of federal net operating losses imposed by Section 382 is applied annually and is equal to a published long term exempt rate multiplied by the aggregate fair value of the company immediately prior to the ownership change. This resulting limitation may also be increased by imputed tax deductions of certain intangibles resulting from built-in gains, as

defined. We do not believe that the Section 382 limitation with respect to the 1995 ownership change nor the change that resulted from the follow-on offering will result in the loss of any net operating losses or tax credit carry forwards prior to their expiration. As a result of future issuance of, sales of, and other transactions involving our common stock, we may experience an ownership change in the future, which could cause such federal net operating losses and tax credit carryforwards to be subject to limitation under Section 382.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are typically established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.



**Table of Contents****Contractual Obligations as of March 31, 2005**

<b>Contractual Obligations</b>	<b>Total</b>	<b>Payments Due by Period</b>			<b>More than 5 years</b>
		<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	
Convertible Notes Payable	\$ 144,061	\$	\$	\$	\$ 144,061
Long-Term Debt to Customers	1,614	608	1,006		
Capital Lease Obligations	703	513	163	27	
Operating Leases	30,911	4,365	9,370	7,511	9,665
<b>Total Contractual Obligations</b>	<b>\$ 177,289</b>	<b>5,486</b>	<b>10,539</b>	<b>7,538</b>	<b>\$ 153,726</b>

**Recently Issued Accounting Pronouncements**

In December 2004, the FASB issued SFAS 123R, which requires companies to recognize in their statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. SFAS 123R is effective for annual periods beginning after June 15, 2005. Accordingly, we will adopt SFAS 123R in the first quarter of 2006. SFAS 123R requires all share-based payments to employees, including stock options and stock issued under certain employee stock purchase plans, to be recognized in the financial statements at their fair value. SFAS 123R will require the estimation of future forfeitures of stock based compensation, while the current pro forma disclosure includes only those options that have been forfeited during the current period. Therefore, we believe that the pro forma expense currently disclosed in Note 2 to the Consolidated Financial Statements represents an estimate of the amounts that would have been recorded under the provisions of SFAS 123R. We have not yet determined which fair value method and transitional provision to follow. We are currently evaluating our stock based compensation plans to determine if changes should be made to minimize compensation charges resulting from the adoption of SFAS 123R.

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**Factors That May Affect Future Results**

The risks and uncertainties described below are not the only risks we face. Additional risks and uncertainties not presently known to us or that are currently deemed immaterial may also impair our business operations. If any of the following risks actually occur, our financial condition and operating results could be materially adversely affected.

**We are dependent on the banking and credit union industry, and changes within that industry could reduce demand for our products and services.**

The large majority of our revenues are derived from financial institutions in the banking and credit union industry, primarily small to mid-size banks and thrifts and credit unions of all sizes, and we expect to continue to derive substantially all of our revenues from these institutions for the foreseeable future. Unfavorable economic conditions adversely impacting the banking and credit union industry could have a material adverse effect on our business, financial condition and results of operations. For example, financial institutions in the banking and credit union industry have experienced, and may continue to experience, cyclical fluctuations in profitability as well as increasing challenges to improve their operating efficiencies. Due to the entrance of non-traditional competitors and the current environment of low interest rates, the profit margins of commercial banks, thrifts and credit unions have narrowed. As a result, some banks have slowed, and may continue to slow, their capital spending, including spending on computer software and hardware, which can negatively impact license sales of our core and complementary products to new and existing clients. Decreases in or reallocation of capital expenditures by our current and potential clients, unfavorable economic conditions and new or persisting competitive pressures could adversely affect our business, financial condition and results of operations.

**Consolidation in the banking and financial services industry could adversely impact our business by eliminating a number of our existing and potential clients.**

There has been and continues to be merger, acquisition and consolidation activity in the banking and financial services industry. Mergers or consolidations of banks and financial institutions in the future could reduce the number of our clients and potential clients. A smaller market for our services could have a material adverse impact on our business and results of operations. In addition, it is possible that the larger banks or financial institutions which result from mergers or consolidations could decide to perform themselves some or all of the services which we currently provide or could provide. If that were to occur, it could have a material adverse impact on our business and results of operations.

**Our success depends on decisions by potential clients to replace their legacy computer systems, and their failure to do so would adversely affect demand for our products and services.**

We primarily derive our revenues from two sources: license fees for software products and fees for a full range of services complementing our products, including outsourcing, installation, training, maintenance and support services. A large portion of these fees are either directly attributable to licenses of our core software system or are generated over time by clients using our core software. Banks and credit unions historically have been slow to adapt to and accept new technologies. Many of these financial institutions have traditionally met their information technology needs through legacy computer systems, in which they have often invested significant resources. As a result, these financial institutions may be inclined to resist replacing their legacy systems with our core software system. Our future financial performance will depend in part on the successful development, introduction and client acceptance of new and enhanced versions of our core software system and our other complementary products. A decline in demand for, or failure to achieve broad market acceptance of, our core software system or any enhanced version as a result of competition, technological change or otherwise, will have a material adverse effect on our business, financial condition and results of operations.

**If we fail to expand our outsourcing business and other sources of recurring revenue, we may be unable to successfully implement our business strategy.**

We can host a financial institution's data processing functions at our outsourcing centers. Our outsourcing centers currently serve clients using our core software and our Internet banking, ATM, cView, cash management, collections, automated clearing house, or ACH, processing, and check and item processing and telephony products. In the future,

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we plan to offer all of our products in our outsourcing centers and continue to market our outsourcing services aggressively.

Our outsourcing services provide a source of recurring revenue which can grow as the number of accounts processed for a client increases. We also seek to generate recurring revenue through our licensing model, which generates additional fees for us as a client's business grows or it adds more software applications, as well as through the provision of maintenance, support and other professional services. Our maintenance revenues are the largest of these revenue components, and we expect that these revenues will continue to be a significant portion of our total revenues as our client base grows due to their recurring nature. To the extent we fail to persuade new or existing clients to purchase our outsourcing services or we are unable to offer some or all of our products to clients on an outsourced basis, we will be unable to implement our strategy and our revenue may be less predictable.

### **We have had several profitable quarters, but we may never achieve continued sustained profitability.**

We were incorporated in May 1992 and did not release our first product until 1995. Accordingly, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies with limited operating histories. Although we were profitable for the year ended December 31, 2004, and the three months ended March 31, 2005, we may not be profitable in future periods, either on a short or long-term basis. As of March 31, 2005, we had an accumulated deficit of approximately \$18.9 million. There can be no assurance that operating losses will not recur in the future, that we will sustain profitability on a quarterly or annual basis or that our actual results will meet our projections, expectations or announced guidance. To the extent that revenues do not grow at anticipated rates, increases in operating expenses precede or are not subsequently followed by commensurate increases in revenues or we are unable to adjust operating expense levels accordingly, our business, financial condition and results of operations will be materially adversely affected.

### **If we fail to adapt our products and services to changes in technology or in the marketplace, we could lose existing clients and be unable to attract new business.**

The markets for our software products and services are characterized by technological change, frequent new product introductions and evolving industry standards. The introduction of products embodying new technologies and the emergence of new industry standards can render our existing products obsolete and unmarketable in short periods of time. We expect new products and services, and enhancements to existing products and services, to continue to be developed and introduced by others, which will compete with, and reduce the demand for, our products and services. Our products' life cycles are difficult to estimate. Our future success will depend, in part, on our ability to enhance our current products and to develop and introduce new products that keep pace with technological developments and emerging industry standards and to address the increasingly sophisticated needs of our clients. There can be no assurance that we will be successful in developing, marketing, licensing and selling new products or product enhancements that meet these changing demands, that we will not experience difficulties that could delay or prevent the successful development, introduction and marketing of these products or that our new products and product enhancements will adequately meet the demands of the marketplace and achieve market acceptance.

### **We encounter a long sales and implementation cycle requiring significant capital commitments by our clients which they may be unwilling or unable to make.**

The implementation of our core software system involves significant capital commitments by our clients. Potential clients generally commit significant resources to an evaluation of available software and require us to expend substantial time, effort and money educating them as to the value of our software. Sales of our core processing software products require an extensive education and marketing effort throughout a client's organization because decisions relating to licensing our core processing software generally involve the evaluation of the software by senior

management and a significant number of client personnel in various functional areas, each having specific and often conflicting requirements.

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We may expend significant funds and management resources during the sales cycle and ultimately fail to close the sale. Our core software product sales cycle generally ranges between six to nine months, and our implementation cycle for our core software generally ranges between six to nine months. Our sales cycle for all of our products and services is subject to significant risks and delays over which we have little or no control, including:

our clients' budgetary constraints,

the timing of our clients' budget cycles and approval processes,

our clients' willingness to replace their core software solution vendor,

the success and continued support of our strategic marketing partners' sales efforts, and

the timing and expiration of our clients' current license agreements or outsourcing agreements for similar services.

If we are unsuccessful in closing sales after expending significant funds and management resources or if we experience delays as discussed above, it could have a material adverse effect on our business, financial condition and results of operations.

**We utilize certain key technologies from third parties, and may be unable to replace those technologies if they become obsolete or incompatible with our products.**

Our proprietary software is designed to work in conjunction with certain third-party software products, including Microsoft and Oracle relational databases. Although we believe that there are alternatives to these products generally available to us, any significant interruption in the supply of such third-party software could have a material adverse effect on our sales unless and until we can replace the functionality provided by these products. In addition, we are dependent upon these third parties' abilities to enhance their current products, to develop new products on a timely and cost-effective basis and to respond to emerging industry standards and other technological changes. There can be no assurance that we would be able to replace the functionality provided by the third-party software currently offered in conjunction with our products in the event that such software becomes obsolete or incompatible with future versions of our products or is otherwise not adequately maintained or updated. The absence of, or any significant delay in, the replacement of that functionality could have a material adverse effect on our business, financial condition and results of operations. Furthermore, delays in the release of new and upgraded versions of third-party software products, particularly the Oracle relational database management system, could have a material adverse effect on our revenues and results of operations. Because of the complexities inherent in developing sophisticated software products and the lengthy testing periods associated with these products, no assurance can be given that our future product introductions will not be delayed.

**We operate in a competitive business environment, and if we are unable to compete effectively, we may face price reductions and decreased demand for our products.**

The market for our products and services is intensely competitive and subject to technological change. Competitors vary in size and in the scope and breadth of the products and services they offer. We encounter competition from a number of sources, all of which offer core software systems to the banking and credit union industry. We expect additional competition from other established and emerging companies as the market for core processing software solutions and complementary products continues to develop and expand.

We also expect that competition will increase as a result of software industry consolidation, including particularly the acquisition of any of our competitors or any of the retail banking system providers by one of the larger service providers to the banking industry. We encounter competition in the United States from a number of sources,

including Fiserv, Inc., Jack Henry & Associates, Inc., Fidelity National Financial Corporation and John H. Harland Company, all of which offer core processing systems or outsourcing alternatives to banks, thrifts and credit unions. Some of our current, and many of our potential, competitors have longer operating histories, greater name recognition, larger client bases and significantly greater financial, engineering, technical, marketing and other resources than we do. As a result, these companies may be able to respond more quickly to new or emerging technologies and changes in client demands or to devote greater resources to the development, promotion and sale of their products than we can.

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In addition, current and potential competitors have established or may establish cooperative relationships among themselves or with third parties to increase the ability of their products to address the needs of our prospective clients. Accordingly, it is possible that new competitors or alliances among competitors may emerge and acquire significant market share. We expect that the banking and credit union software market will continue to attract new competitors and new technologies, possibly involving alternative technologies that are more sophisticated and cost-effective than our technology. There can be no assurance that we will be able to compete successfully against current or future competitors or that competitive pressures faced by us will not materially adversely affect our business, financial condition and results of operations.

### **An impairment of the value of our goodwill, capitalized software costs and other intangible assets could significantly reduce our earnings.**

We periodically review several items on our balance sheet for impairment and record an impairment charge if we determine that the value of our assets has been impaired. As of March 31, 2005, we had approximately \$85.9 million of goodwill and \$38.9 million of other intangible assets. We periodically review these assets for impairment. If we determine that the carrying value of these assets are not recoverable, we would record an impairment charge against our results of operations. Such an impairment charge may be significant, and we are unable to predict the amount, in any, of potential future impairments. In addition, if we engage in additional acquisitions, we may incur additional goodwill and other intangible assets.

### **Our quarterly revenues, operating results and profitability will vary from quarter to quarter, which may result in volatility in our stock price.**

Our quarterly revenues, operating results and profitability have varied in the past and are likely to continue to vary significantly from quarter to quarter. This may lead to volatility in our stock price. These fluctuations are due to several factors relating to the license and sale of our products, including:

the timing, size and nature of our licensing transactions,

lengthy and unpredictable sales cycles,

the timing of introduction and market acceptance of new products or product enhancements by us or our competitors,

the timing of acquisitions by us of businesses and products,

product and price competition,

the relative proportions of revenues derived from license fees and services,

changes in our operating expenses,

software bugs or other product quality problems, and

personnel changes and fluctuations in economic and financial market conditions.

We believe that period-to-period comparisons of our results of operations are not necessarily meaningful. There can be no assurance that future revenues and results of operations will not vary substantially. It is also possible that in future quarters, our results of operations will be below the expectations of public market analysts or investors or our announced guidance. In either case, the price of our common stock could be materially adversely affected.



**We face a lengthy sales cycle for our core software, which may cause fluctuations in our revenues from quarter to quarter.**

We may not be able to increase revenue or decrease expenses to meet expectations for a given quarter. We recognize software license revenues upon delivery and, if required by the underlying agreement, upon client acceptance, if such criteria is other than perfunctory, which does not always occur in the same quarter in which the software license agreement for the system is signed. As a result, we are constrained in our ability to increase our software license revenue in any quarter if there are unexpected delays in delivery or required acceptance of systems for which software licenses were signed in previous quarters. Implementation of our core software system typically occurs over six to nine months. Delays in the delivery, implementation or any required acceptance of our products could materially adversely affect our quarterly results of operations. Revenues from software license sales accounted

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for 21.0% of revenues for the three months ended March 31, 2005, 30.7% of revenues for the year ended December 31, 2004, 33.5% of revenues for the year ended December 31, 2003 and 30.5% of revenues for the year ended December 31, 2002. We expect that revenues from software license sales will continue to provide a significant percentage of our revenues in future periods, and our ability to close license sales, as well as the timing of those sales, may have a material impact on our quarterly results. In addition, increased sales and marketing expenses for any given quarter may negatively impact operating results of that quarter due to lack of recognition of associated revenues until the delivery of the product in a subsequent quarter.

**Our level of fixed expenses may cause us to incur operating losses if we are unsuccessful in maintaining our current revenue levels.**

Our expense levels are based, in significant part, on our expectations as to future revenues and are largely fixed in the short term. As a result, we may be unable to adjust spending in a timely manner to compensate for any unexpected shortfall in revenues. Accordingly, any significant shortfall of revenues in relation to our expectations would have an immediate and materially adverse effect on our business, financial condition and results of operations. In addition, as we expand we would anticipate increasing our operating expenses to expand our installation, product development, sales and marketing and administrative organizations. The time of such expansion and the rate at which new personnel become productive could cause material losses to the extent we do not generate additional revenue.

**We rely on our direct sales force to generate revenue, and may be unable to hire additional sales personnel in a timely manner.**

We rely primarily on our direct sales force to sell licenses of our core software system. We may need to hire additional sales, client care and implementation personnel in the near-term and beyond if we are to achieve revenue growth in the future. Competition for such personnel is intense, and there can be no assurance that we will be able to retain our existing sales, customer service and implementation personnel or will be able to attract, assimilate or retain additional highly qualified personnel in the future. If we are unable to hire or retain qualified sales personnel on a timely basis, our business, financial condition and results of operations could be materially adversely affected.

**We receive a portion of our revenues from relationships with strategic marketing partners, and if we lose one or more of these marketing partners or fail to add new ones it could have a negative impact on our business.**

We expect that revenues generated from the sale of our products and services by our strategic marketing partners will account for a meaningful portion of our revenues for the foreseeable future. In particular, we expect that BISYS, Inc., a national outsourcing center, will account for a meaningful portion of our revenues over time. During the three months ended March 31, 2005, BISYS represented approximately \$3.9 million, or 10.3 %, of our total revenues. During the fiscal year ended December 31, 2004, BISYS represented approximately \$12.5 million, or 11.7%, of our total revenues.

Our strategic marketing partners pay us license fees based on the volume of products and services that they sell. If we lose one or more of our major strategic marketing partners, we may be unable in a timely manner, or at all, to replace them with another entity with comparable client bases and user demographics, which would adversely affect our business, financial condition and results of operations. In addition, we plan to supplement our existing distribution partners with other national and regional outsourcing centers. If we are unable to identify appropriate resellers and enter into arrangements with them for the outsourcing of our products and services to financial institutions, we may not be able to sustain or grow our business.

**If we do not retain our senior management and other key employees, we may not be able to successfully implement our business strategy.**

We have grown significantly in recent years, and our management remains concentrated in a small number of key employees. Our future success depends to a significant extent on our executive officers and key employees, including our sales force and software professionals, particularly project managers, software engineers and other senior technical personnel. The loss of the services of any of these individuals or group of individuals could have a material adverse effect on our business, financial condition and results of operations. Competition for qualified personnel in the software industry is intense and we compete for these personnel with other software companies that have greater financial and other resources than we do. Our future success will depend in large part on our ability to attract, retain and motivate highly qualified personnel, and there can be no assurance that we will be able to do so. Any difficulty in hiring personnel could have a material adverse effect on our business, financial condition and results of operations.

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**We rely on internally developed software and systems as well as third-party products, any of which may contain errors and bugs.**

Our software may contain undetected errors, defects or bugs. Although we have not suffered significant harm from any errors or defects to date, we may discover significant errors or defects in the future that we may or may not be able to correct. Our products involve integration with products and systems developed by third parties. Complex software programs of third parties may contain undetected errors or bugs when they are first introduced or as new versions are released. There can be no assurance that errors will not be found in our existing or future products or third-party products upon which our products are dependent, with the possible result of delays in or loss of market acceptance of our products, diversion of our resources, injury to our reputation and increased service and warranty expenses and/or payment of damages.

**We could be sued for contract or product liability claims and lawsuits may disrupt our business, divert management's attention or have an adverse effect on our financial results.**

Failures in a client's system could result in an increase in service and warranty costs or a claim for substantial damages against us. There can be no assurance that the limitations of liability set forth in our contracts would be enforceable or would otherwise protect us from liability for damages. We maintain general liability insurance coverage, including coverage for errors and omissions in excess of the applicable deductible amount. There can be no assurance that this coverage will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition and results of operations. Furthermore, litigation, regardless of its outcome, could result in substantial cost to us and divert management's attention from our operations. Any contract liability claim or litigation against us could, therefore, have a material adverse effect on our business, financial condition and results of operations. In addition, because many of our projects are business-critical projects for financial institutions, a failure or inability to meet a client's expectations could seriously damage our reputation and affect our ability to attract new business.

**Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under our senior subordinated convertible notes.**

We have a significant amount of indebtedness. Our substantial indebtedness could have important consequences to our stockholders and noteholders. For example, it could:

make it more difficult for us to satisfy our obligations with respect to our notes,

increase our vulnerability to general adverse economic and industry conditions,

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, product development efforts and other general corporate purposes,

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate,

place us at a disadvantage compared to our competitors that have less debt, and

limit our ability to borrow additional funds.

If we are unable to generate sufficient cash flow or otherwise obtain funds necessary to make required payments, or if we fail to comply with the various requirements of our notes or any indebtedness that we may incur in the future, we would be in default, which would permit the holders of the notes and the holders of such other indebtedness to accelerate the maturity of the notes or such other indebtedness, as the case may be, and could cause defaults under the notes and such other indebtedness. Any default under the notes or any indebtedness that we may incur in the future could have a material adverse effect on our business, operating results, liquidity and financial condition.

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**Government regulation of our business could cause us to incur significant expenses, and failure to comply with applicable regulations could make our business less efficient or impossible.**

The financial services industry is subject to extensive and complex federal and state regulation. Financial institutions, including banks, thrifts and credit unions, operate under high levels of governmental supervision. Our clients must ensure that our products and services work within the extensive and evolving regulatory requirements applicable to them, including those under federal and state truth-in-lending and truth-in-deposit rules, usury laws, the Equal Credit Opportunity Act, the Fair Housing Act, the Electronic Fund Transfer Act, the Fair Credit Reporting Act, the Bank Secrecy Act, the Community Reinvestment Act, the Gramm-Leach-Bliley Act of 1999, the USA Patriot Act and other state and local laws and regulations. The compliance of our products and services with these requirements may depend on a variety of factors, including the product at issue and whether the client is a bank, thrift, credit union or other type of financial institution.

Neither federal depository institution regulators nor other federal or state regulators of financial services require us to obtain any licenses. We are subject to examination by federal depository institution regulators under the Bank Service Company Act and the Examination Parity and Year 2000 Readiness for Financial Institutions Act.

Although we believe we are not subject to direct supervision by federal and state banking agencies relating to other regulations, we have from time to time agreed to examinations of our business and operations by these agencies. These regulators have broad supervisory authority to remedy any shortcomings identified in any such examination.

Federal, state or foreign authorities could also adopt laws, rules or regulations relating to the financial services industry that affect our business, such as requiring us or our clients to comply with data, record keeping and processing and other requirements. It is possible that laws and regulations may be enacted or modified with respect to the Internet, covering issues such as end-user privacy, pricing, content, characteristics, taxation and quality of services and products. Adoption of these laws, rules or regulations could render our business or operations more costly and burdensome or less efficient and could require us to modify our current or future products or services.

**Our limited ability to protect our proprietary technology and other rights may adversely affect our ability to compete.**

We rely on a combination of copyright, trademark and trade secret laws, as well as licensing agreements, third-party nondisclosure agreements and other contractual provisions and technical measures to protect our intellectual property rights. There can be no assurance that these protections will be adequate to prevent our competitors from copying or reverse-engineering our products, or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology. To protect our trade secrets and other proprietary information, we require employees, consultants, advisors and collaborators to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. We do not include in our products any mechanism to prevent unauthorized copying and any such unauthorized copying could have a material adverse effect on our business, financial condition and results of operations. We have no patents, and existing copyright laws afford only limited protection for our intellectual property rights and may not protect such rights in the event competitors independently develop products similar to ours. In addition, the laws of certain countries in which our products are or may be licensed do not protect our products and intellectual property rights to the same extent as the laws of the United States.

**If we are found to infringe the proprietary rights of others, we could be required to redesign our products, pay royalties or enter into license agreements with third parties.**

Although we have never been the subject of a material intellectual property dispute, there can be no assurance that a third party will not assert that our technology violates its intellectual property rights in the future. As the number of software products in our target market increases and the functionality of these products further overlap, we believe that software developers may become increasingly subject to infringement claims. Any claims, whether with or without merit, could:

be expensive and time consuming to defend,

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

require us to redesign our products, if feasible,

divert management's attention and resources, and

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

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There can be no assurance that third parties will not assert infringement claims against us in the future with respect to our current or future products or that any such assertion will not require us to enter into royalty arrangements (if available) or litigation that could be costly to us.

**We have entered into and may continue to enter into or seek to enter into business combinations and acquisitions which may be difficult to integrate, disrupt our business, dilute stockholder value or divert management attention.**

Since August 2001, we have acquired eleven businesses. As part of our business strategy, we may enter into additional business combinations and acquisitions in the future. We have limited experience in making acquisitions. In addition, acquisitions are typically accompanied by a number of risks, including:

- the difficulty of integrating the operations and personnel of the acquired companies,
- the maintenance of acceptable standards, controls, procedures and policies,
- the potential disruption of our ongoing business and distraction of management,
- the impairment of relationships with employees and clients as a result of any integration of new management and other personnel,
- the inability to maintain relationships with clients of the acquired business,
- the difficulty of incorporating acquired technology and rights into our products and services,
- the failure to achieve the expected benefits of the combination or acquisition,
- expenses related to the acquisition,
- potential unknown liabilities associated with acquired businesses,
- unanticipated expenses related to acquired technology and its integration into existing technology, and
- differing regulatory and industry standards, certification requirements and product functional requirements.

If we are not successful in completing acquisitions that we may pursue in the future, we would be required to reevaluate our growth strategy and we may have incurred substantial expenses and devoted significant management time and resources in seeking to complete the acquisitions. In addition, with future acquisitions, we could use substantial portions of our available cash as all or a portion of the purchase price. We could also issue additional securities as consideration for these acquisitions, which could cause our stockholders to suffer significant dilution. Any future acquisitions may not generate additional revenue for us.

**We may not have sufficient funds available to pay amounts due under our senior subordinated convertible notes.**

We will be required to pay cash to holders of our senior subordinated convertible notes:

- upon purchase of the notes by us at the option of holders on February 2 in each of 2012, 2015, 2020, 2025 and 2030, in an amount equal to the issue price and accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any,



upon purchase of the notes by us at the option of holders upon some changes of control, in an amount equal to the issue price and accrued original issue discount plus accrued and unpaid cash interest and liquidated damages, if any,

at maturity of the notes, in an amount equal to the entire outstanding principal amount, and

in the event that we elect to pay cash in lieu of the delivery of shares of common stock upon conversion of the notes, upon conversion, in an amount up to the conversion value of the notes.

We may not have sufficient funds available or may be unable to arrange for additional financing to satisfy these obligations. A failure to pay amounts due under the notes upon repurchase, at maturity or upon conversion in the event we elect to pay cash in lieu of shares of common stock upon conversion, would constitute an event of default under the indenture, which could, in turn, constitute a default under the terms of any other indebtedness.

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**We face risks associated with our Canadian operations that could harm our financial condition and results of operations.**

On October 29, 2004, we completed the acquisition of Datawest Solutions Inc., a provider of banking and payment technology solutions located in Vancouver, British Columbia, Canada. Although historically we have not generated significant revenues from operations outside the United States, we expect that the portion of our revenues generated by our international operations will increase as a result of our acquisition of Datawest. As is the case with most international operations, the success and profitability of such operations are subject to numerous risks and uncertainties that include, in addition to the risks our business as a whole faces, the following:

difficulties and costs of staffing and managing foreign operations,

differing regulatory and industry standards and certification requirements,

the complexities of foreign tax jurisdictions,

currency exchange rate fluctuations, and

import or export licensing requirements.

**To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.**

Our ability to make payments on and to refinance our indebtedness, including our notes, and to fund planned capital expenditures and product development efforts will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay our indebtedness, including the notes, or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness, including the notes, on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness, including the notes, on commercially reasonable terms or at all.

**If we fail to effectively manage our growth, our financial results could be adversely affected.**

We have expanded our operations rapidly in recent years. For example, our aggregate revenues increased from approximately \$14.1 million in 1999 to approximately \$107.2 million in 2004. As of March 31, 2005, we had 861 employees, up from 577 as of December 31, 2003. In addition, we continue to explore ways to extend our target markets, including to larger financial institutions, international clients, and clients in the payroll services, insurance and brokerage industries. Our growth may place a strain on our management systems, information systems and resources. Our ability to successfully offer products and services and implement our business plan requires adequate information systems and resources and oversight from our senior management. We will need to continue to improve our financial and managerial controls, reporting systems and procedures as we continue to grow and expand our business. As we grow, we must also continue to hire, train, supervise and manage new employees. We may not be able to hire, train, supervise and manage sufficient personnel or develop management and operating systems to manage our expansion effectively. If we are unable to manage our growth, our operations and financial results could be adversely affected.

**The requirements of being a public company may strain our resources and distract management.**

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002. These requirements may place a strain on our systems and resources. The Securities Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls for financial reporting. We currently do not have an internal audit group. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, we will need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely fashion.

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**Failure to continue to comply with all of the requirements imposed by Section 404 of the Sarbanes-Oxley Act of 2002 could result in a negative market reaction.**

Section 404 of the Sarbanes-Oxley Act of 2002 requires that we establish and maintain an adequate internal control structure and procedures for financial reporting and assess on an on-going basis the design and operating effectiveness of our internal control structure and procedures for financial reporting. Our independent registered public accounting firm is required to audit both the design and operating effectiveness of our internal control over financial reporting and management's assessment of the design and the effectiveness of its internal control over financial reporting. If we do not continue to comply with all of the requirements of Section 404 or if our internal controls are not designed or operating effectively, it could result in a negative market reaction.

**The design of other core vendors' software or their use of financial incentives may make it more difficult for clients to use our complementary products.**

Currently, some core software vendors design their software so that it is difficult or infeasible to use third-party complementary products, including ours. Some core software vendors use financial incentives to encourage their core software clients to purchase their proprietary complementary products. For example, in the past a core software vendor has charged disproportionately high fees to integrate third-party complementary products such as ours, thereby providing a financial incentive for clients of that vendor's core software to use its complementary products. We have responded to this practice by emphasizing to prospective clients the features and functionality of our products, lowering our price or offering to perform the relevant integration services ourselves. We cannot assure you that these competitors, or other vendors of core software, will not begin or continue to construct technical, or implement financial, obstacles to the purchase of our products. These obstacles could make it more difficult for us to sell our complementary products and could have a material adverse effect on our business and results of operations.

**Operational failures in our outsourcing centers could cause us to lose clients.**

Damage or destruction that interrupts our provision of outsourcing services could damage our relationship with our clients and may cause us to incur substantial additional expense to repair or replace damaged equipment. Although we have installed back-up systems and procedures to prevent or reduce disruption, we cannot assure you that we will not suffer a prolonged interruption of our data processing services. In the event that an interruption of our network extends for more than several hours, we may experience data loss or a reduction in revenues by reason of such interruption. In addition, a significant interruption of service could have a negative impact on our reputation and could lead our present and potential clients to choose service providers other than us.

**Unauthorized disclosure of data, whether through breach of our computer systems or otherwise, could expose us to protracted and costly litigation or cause us to lose clients.**

In our outsourcing centers, we collect and store sensitive data, including names, addresses, social security numbers, checking and savings account numbers and payment history records, such as account closures and returned checks. If a person penetrates our network security or otherwise misappropriates sensitive data, we could be subject to liability or our business could be interrupted. Penetration of the network security of our outsourcing centers could have a negative impact on our reputation and could lead our present and potential clients to choose service providers other than us.

**We may need additional capital in the future, which may not be available to us, and if we raise additional capital, it may dilute your ownership in us.**

We may need to raise additional funds through public or private debt or equity financings in order to meet various objectives, such as:

taking advantage of growth opportunities, including more rapid expansion,

acquiring businesses and products,

making capital improvements to increase our servicing capacity,

developing new services or products, and

responding to competitive pressures.

In addition, we may need additional financing if we decide to undertake new sales and/or marketing initiatives, if we are required to defend or enforce our intellectual property rights, or if sales of our products do not meet our expectations.

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Any debt incurred by us could impair our ability to obtain additional financing for working capital, capital expenditures or further acquisitions. Covenants governing any indebtedness we incur would likely restrict our ability to take specific actions, including our ability to pay dividends or distributions on, or redeem or repurchase, our capital stock, enter into transactions with affiliates, merge, consolidate or sell our assets or make capital expenditure investments. In addition, the use of a substantial portion of the cash generated by our operations to cover debt service obligations and any security interests we grant on our assets could limit our financial and business flexibility.

Any additional capital raised through the sale of equity or convertible debt securities may dilute your ownership percentage in us. Furthermore, any additional debt or equity financing we may need may not be available on terms favorable to us, or at all. If future financing is not available or is not available on acceptable terms, we may not be able to raise additional capital, which could significantly limit our ability to implement our business plan. In addition, we may have to issue securities, including debt securities, that may have rights, preferences and privileges senior to our common stock.

### **The price of our common stock may be volatile.**

In the past three years, technology stocks listed on the Nasdaq National Market have experienced high levels of volatility. The price of our common stock depends on many factors, some of which are beyond our control and may not be related to our operating performance. The factors that could cause fluctuations in the trading price of our common stock include, but are not limited to, the following:

price and volume fluctuations in the overall stock market from time to time,

significant volatility in the market price and trading volume of financial services companies,

actual or anticipated changes in our earnings or fluctuations in our operating results or in the expectations of securities analysts,

general economic conditions and trends,

major catastrophic events,

loss of a significant client or clients,

sales of large blocks of our stock, or

departures of key personnel.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. Due to the potential volatility of our stock price, we may therefore be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources from our business.

### **If a substantial number of shares of our common stock become available for sale and are sold in a short period of time, the market price of our common stock could decline significantly.**

If our stockholders sell substantial amounts of our common stock in the public market, the market price of our common stock could decrease significantly. The perception in the public market that our stockholders might sell shares of common stock could also depress the market price of our common stock.

In addition, as of March 31, 2005, we had options to purchase a total of 3,771,916 shares of our common stock outstanding under our stock incentive plans, of which 1,617,140 were vested. We have filed Form S-8 registration statements to register all of the shares of our common stock issuable under these plans. A decline in the price of shares of our common stock might impede our ability to raise capital through the issuance of additional shares of our common stock or other equity securities, and may cause you to lose part or all of your investment in our shares of common stock.

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**Some provisions in our certificate of incorporation and by-laws may deter third parties from acquiring us.**

Our restated certificate of incorporation and our amended and restated by-laws contain provisions that may make the acquisition of our company more difficult without the approval of our board of directors, including the following:

our board of directors is classified into three classes, each of which serves for a staggered three year term,

only our board of directors, the chairman of our board of directors or our president may call special meetings of our stockholders,

our stockholders may take action only at a meeting of our stockholders and not by written consent,

we have authorized undesignated preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval,

our stockholders have only limited rights to amend our by-laws, and

we require advance notice requirements for stockholder proposals.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take other corporate actions you desire.

**Section 203 of the Delaware General Corporation Law may delay, defer or prevent a change in control that our stockholders might consider to be in their best interest.**

We are subject to Section 203 of the Delaware General Corporation Law which, subject to certain exceptions, prohibits business combinations between a publicly-held Delaware corporation and an interested stockholder, which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation's voting stock for a three-year period following the date that such stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control of our company that our stockholders might consider to be in their best interests.



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

We transact business with clients almost exclusively in the United States and Canadian and receive payment for our services exclusively in United States dollars or Canadian dollars. Therefore, we are exposed to foreign currency exchange risks and fluctuations in foreign currencies which could impact our results of operations and financial condition. A 10% increase or decrease in currency exchange rates would not have a material adverse effect on our financial condition or results of operations.

Our interest expense is generally not sensitive to changes in the general level of interest rates in the United States, particularly because a substantial majority of our indebtedness is at fixed rates. A 10% increase or decrease in interest rates would not have a material adverse effect on our financial condition or results of operations.

We do not hold derivative financial or commodity instruments and all of our cash and cash equivalents are held on deposit with banks and highly liquid marketable securities with maturities of three months or less.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.*

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2005. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2005, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

*Changes in Internal Controls over Financial Reporting*

We began using a new enterprise accounting system in the first quarter of fiscal 2005. The implementation of the new accounting system required us to modify and add certain internal controls and processes. There were no other changes in our internal control over financial reporting during the three months ended March 31, 2005 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are from time to time a party to legal proceedings which arise in the normal course of business. We are not currently involved in any material litigation, the outcome of which would, in management's judgment based on information currently available, have a material adverse effect on our results of operations or financial condition, nor is management aware of any such litigation threatened against us.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On April 26, 2005, our Board of Directors authorized the repurchase of up to \$10 million of our common stock on or before May 2, 2006.

**Item 3. Defaults Upon Senior Securities.**

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None.

**Item 4. Submission of Matters to a Vote of Security Holders.**

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OPEN SOLUTIONS INC.

/s/ Louis Hernandez, Jr.

Louis Hernandez, Jr.  
Chairman of the Board and Chief  
Executive Officer  
(Principal Executive Officer)

/s/ Carl D. Blandino

Carl D. Blandino  
Senior Vice President, Chief Financial  
Officer and  
Treasurer  
(Principal Financial Officer and Principal  
Accounting Officer)

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Registration Rights Agreement, dated as of February 2, 2005, among the Registrant and the initial purchasers named therein (Incorporated by reference to the Registrant's Current Report on Form 8-K dated February 2, 2005).
10.2	Amendment No.1 to Lease between Open Solutions Inc. and Winding Brook Drive LLC, dated as of March 1, 2005 (Incorporated by reference to the Registrant's Current Report on Form 8-K dated April 1, 2005).
31.1	Certification of Louis Hernandez, Jr., Chairman of the Board and Chief Executive Officer, pursuant to Rules 13a-14(a) and 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Carl D. Blandino, Senior Vice President, Chief Financial Officer and Treasurer, pursuant to Rules 13a-14(a) and 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Louis Hernandez, Jr., Chairman of the Board and Chief Executive Officer, pursuant to 18 U.S.C. section 1350.
32.2	Certification of Carl D. Blandino, Senior Vice President, Chief Financial Officer and Treasurer, pursuant to 18 U.S.C. section 1350.