

AGILYSYS INC
Form 10-Q
November 04, 2009

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

(Mark One)

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

For the quarterly period ended September 30, 2009

or

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

For the transition period from _____ to _____.

Commission file number 0-5734

AGILYSYS, INC.

(Exact name of registrant as specified in its charter)

Ohio

34-0907152

(State or other jurisdiction of incorporation or organization)

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

28925 Fountain Parkway, Solon, Ohio

44139

(Address of principal executive offices)

(ZIP Code)

(440) 519-8700

(Registrant's telephone number, including area code)

N/A

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

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

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

Yes No

The number of Common Shares of the registrant outstanding as of October 30, 2009 was 23,031,119.

AGILYSYS, INC.
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AGILYSYS, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (Unaudited)

(In thousands, except share and per share data)	Three months ended September 30		Six months ended September 30	
	2009	2008	2009	2008
Net sales:				
Products	\$ 126,925	\$ 128,313	\$ 231,818	\$ 265,892
Services	29,070	43,125	54,367	85,297
Total net sales	155,995	171,438	286,185	351,189
Cost of goods sold:				
Products	99,623	99,449	185,503	212,890
Services	12,499	21,881	24,958	41,169
Total cost of goods sold	112,122	121,330	210,461	254,059
Gross margin	43,873	50,108	75,724	97,130
Operating expenses:				
Selling, general, and administrative expenses	39,618	52,032	84,144	107,834
Asset impairment charges		112,020		145,643
Restructuring charges	54	510	68	23,573
Operating income (loss)	4,201	(114,454)	(8,488)	(179,920)
Other expenses (income):				
Other expenses (income), net	81	(242)	(390)	(480)
Interest income	(9)	(215)	(42)	(462)
Interest expense	253	197	460	452
Income (loss) before income taxes	3,876	(114,194)	(8,516)	(179,430)
Income tax expense (benefit)	988	(8,917)	1,003	(14,080)
Income (loss) from continuing operations	2,888	(105,277)	(9,519)	(165,350)
Loss from discontinued operations, net of taxes	(52)	(1,312)	(41)	(1,274)
Net income (loss)	\$ 2,836	\$ (106,589)	\$ (9,560)	\$ (166,624)
Income (loss) per share basic:				
Income (loss) from continuing operations	\$ 0.13	\$ (4.66)	\$ (0.42)	\$ (7.33)
Loss from discontinued operations		(0.06)		(0.05)
Net income (loss)	\$ 0.13	\$ (4.72)	\$ (0.42)	\$ (7.38)
Income (loss) per share diluted:				
Income (loss) from continuing operations	\$ 0.12	\$ (4.66)	\$ (0.42)	\$ (7.33)

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Loss from discontinued operations		(0.06)		(0.05)
Net income (loss)	\$	0.12	\$ (4.72)	\$ (0.42) \$ (7.38)
Weighted average shares outstanding:				
Basic		22,625,654	22,601,549	22,626,491 22,569,206
Diluted		22,879,030	22,601,549	22,626,491 22,569,206
Cash dividends per share	\$	0.03	\$ 0.03	\$ 0.06 \$ 0.06

See accompanying notes to condensed consolidated financial statements.

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AGILYSYS, INC.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Amounts at September 30, 2009 are unaudited)

	September 30, 2009	March 31, 2009
(In thousands, except share and per share data)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 48,197	\$ 36,244
Accounts receivable, net of allowances of \$1,916 and \$3,005, respectively	125,166	151,944
Inventories, net	22,036	27,216
Deferred income taxes current, net	6,845	6,836
Prepaid expenses and other current assets	5,337	4,564
Income taxes receivable	3,874	3,871
Assets of discontinued operations current	285	1,075
Total current assets	211,740	231,750
Goodwill	50,563	50,382
Intangible assets, net	29,877	35,699
Deferred income taxes non-current, net	511	511
Other non-current assets	18,467	29,008
Assets of discontinued operations non-current		56
Property and equipment:		
Furniture and equipment	41,287	39,610
Software	43,331	38,124
Leasehold improvements	8,908	8,380
Project expenditures not yet in use	7,385	8,562
Accumulated depreciation and amortization	100,911	94,676
	71,440	67,646
Property and equipment, net	29,471	27,030
Total assets	\$ 340,629	\$ 374,436
 LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 92,832	\$ 28,042
Floor plan financing		74,159
Deferred revenue	20,435	18,709
Accrued liabilities	20,665	37,807
Long-term debt current	195	238
Liabilities of discontinued operations current	575	1,176
Total current liabilities	134,702	160,131
Other non-current liabilities	21,827	21,588
Commitments and contingencies (see Note 10)		

Shareholders' equity

Common shares, without par value, at \$0.30 stated value; 80,000,000 shares authorized; 31,606,831 shares issued at September 30, 2009; and 23,031,119 and 22,626,440 shares outstanding at September 30, 2009 and March 31, 2009, respectively	9,370	9,366
Capital in excess of stated value	(9,934)	(11,036)
Retained earnings	189,027	199,947
Treasury stock (8,575,712 at September 30, 2009 and 8,896,778 at March 31, 2009)	(2,670)	(2,670)
Accumulated other comprehensive loss	(1,693)	(2,890)
Total shareholders' equity	184,100	192,717
Total liabilities and shareholders' equity	\$340,629	\$374,436

See accompanying notes to condensed consolidated financial statements.

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AGILYSYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Six months ended September 30	
	2009	2008
Operating activities		
Net loss	\$ (9,560)	\$(166,624)
Add: Loss from discontinued operations	41	1,274
Loss from continuing operations	(9,519)	(165,350)
Adjustments to reconcile loss from continuing operations to net cash provided by (used for) operating activities (net of effects from business acquisitions):		
Impairment of goodwill and intangible assets		166,223
Gain on partial redemption of investment in The Reserve Fund's Primary Fund	(70)	
Gain on redemption of cost basis investment		(51)
Loss on sale of securities	91	
Depreciation	1,891	1,927
Amortization	7,827	12,145
Deferred income taxes	(9)	(18,372)
Stock based compensation	1,073	2,152
Changes in working capital:		
Accounts receivable	26,778	32,699
Inventories	5,180	2,001
Accounts payable	65,150	(76,327)
Accrued and other liabilities	(15,309)	(40,816)
Income taxes payable	(798)	946
Other changes, net	(866)	(3,252)
Other non-cash adjustments, net	(2,357)	(2,487)
Total adjustments	88,581	76,788
Net cash provided by (used for) operating activities	79,062	(88,562)
Investing activities		
Proceeds from (claim on) The Reserve Fund's Primary Fund	2,337	(7,657)
Proceeds from redemption of cost basis investment		7,172
Proceeds from borrowings against company-owned life insurance policies	12,500	
Change in cash surrender value of company owned life insurance policies	(107)	(103)
Acquisition of business, net of cash acquired		(2,381)
Purchase of property and equipment	(5,923)	(2,603)
Net cash provided by (used for) investing activities	8,807	(5,572)
Financing activities		
Floor plan financing agreement, net	(74,159)	75,551
Proceeds from borrowings under credit facility	5,000	
Principal payments under credit facility	(5,000)	

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Principal payment under long-term obligations	(206)	(47)
Issuance of common shares	33	
Debt financing costs	(1,520)	
Dividends paid	(1,360)	(1,358)
Net cash (used for) provided by financing activities	(77,212)	74,146
Effect of exchange rate changes on cash	1,092	(101)
Cash flows provided by (used for) continuing operations	11,749	(20,089)
Cash flows of discontinued operations:		
Operating cash flows	204	(29)
Investing cash flows		35
Net increase (decrease) in cash	11,953	(20,083)
Cash at beginning of the period	36,244	69,935
Cash at end of the period	\$ 48,197	\$ 49,852

See accompanying notes to condensed consolidated financial statements.

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AGILYSYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(Table amounts in thousands, except per share data)

1. Nature of Operations and Financial Statement Presentation

Nature of Operations

Agilysys, Inc. and its subsidiaries (the company) provide innovative information technology solutions to corporate and public-sector customers with special expertise in select vertical markets, including retail, hospitality, and technology solutions. The company operates extensively in North America and has sales offices in the United Kingdom and Asia.

The company operates in three reportable business segments: Hospitality Solutions Group (HSG), Retail Solutions Group (RSG), and Technology Solutions Group (TSG). The company's business segments are described in Note 14 to Condensed Consolidated Financial Statements. The significant accounting policies applied in preparing the company's unaudited condensed consolidated financial statements are summarized below.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements include the company's accounts. The company's investments in subsidiaries are reported using the consolidation method. All inter-company accounts have been eliminated. Investments in affiliated companies (sold in November 2008) were accounted for by the cost method, as appropriate under U.S. generally accepted accounting principles (GAAP) because the company did not have significant influence over the entity. The company's fiscal year ends on March 31. References to a particular year refer to the fiscal year ending in March of that year. For example, fiscal 2010 refers to the fiscal year ending March 31, 2010.

The unaudited interim financial statements of the company are prepared in accordance with GAAP for interim financial information, the instructions to the Quarterly Report on Form 10-Q (Quarterly Report) under the Securities Exchange Act of 1934, as amended (the Exchange Act), and Rule 10-01 of Regulation S-X under the Exchange Act. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements.

The Condensed Consolidated Balance Sheets as of September 30, 2009, as well as the Condensed Consolidated Statements of Operations for the three- and six-month periods ended September 30, 2009 and 2008, and the Condensed Consolidated Statements of Cash Flows for the six-month periods ended September 30, 2009 and 2008 have been prepared by the company without audit. However, these financial statements have been prepared on the same basis as those in the audited annual financial statements. In the opinion of management, all adjustments necessary to fairly present the results of operations, financial position, and cash flows have been made. Such adjustments were of a normal recurring nature. Further, the company has evaluated and disclosed all material events occurring subsequent to the date of the Condensed Consolidated Financial Statements and through November 4, 2009, the filing date of this Quarterly Report.

These unaudited interim financial statements of the company should be read together with the consolidated financial statements and related notes included in the company's Annual Report on Form 10-K for the year ended March 31, 2009, filed with the Securities and Exchange Commission (SEC) on June 9, 2009.

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The company experiences a disproportionately large percentage of quarterly sales in the last month of its fiscal quarters. In addition, the company experiences a seasonal increase in sales during its fiscal third quarter ending December 31st. Accordingly, the results of operations for the three and six months ended September 30, 2009, are not necessarily indicative of the operating results for the full fiscal year or any future period.

Use of Estimates

The company makes certain estimates and assumptions when preparing financial statements according to GAAP that affect the reported amounts of assets and liabilities at the financial statement dates and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions involve judgments with respect to many factors that are difficult to predict and are beyond the company's control. Actual results could be materially different from these estimates. The company revises the estimates and assumptions as new information becomes available.

Reclassifications

Certain prior period fiscal 2009 product and services revenues were reclassified (no impact on total revenues) and certain prior period fiscal 2009 product and services costs of sales were reclassified (no impact on total costs of sales) in order to conform to current period reporting presentations. Certain prior period amortization costs were reclassified from selling, general, and administrative expenses to costs of sales (no impact on operating income (loss)) in order to conform to current period reporting presentations. Also, certain prior period fiscal 2009 receivable balances were reclassified (no impact on total current assets) and certain prior period fiscal 2009 payable balances were reclassified (no impact on total current liabilities) in order to conform to current period reporting presentations.

2. Summary of Significant Accounting Policies

A detailed description of the company's significant accounting policies can be found in the audited financial statements for the fiscal year ended March 31, 2009, included in the company's Annual Report on Form 10-K. Except as described below, there have been no material changes in the company's significant accounting policies and estimates from those disclosed therein.

Benefit Plans

Effective September 11, 2009, the company suspended employer matching contributions to The Retirement Plan of Agilysys, Inc., which is the company's 401(k) plan, and the Agilysys, Inc. Benefits Equalization Plan (BEP), as part of cost reduction initiatives implemented during the second quarter of fiscal 2010. The company intends to resume making matching contributions to these defined contribution retirement plans some time in the future.

Recently Adopted Accounting Standards

On April 1, 2009, the company adopted authoritative guidance issued by the Financial Accounting Standards Board (FASB) on business combinations. The guidance modifies the accounting for business combinations by requiring that acquired assets, assumed liabilities, and contingent consideration arrangements be recorded at fair value on the date of acquisition. Pre-acquisition contingencies will generally be accounted for at fair value using purchase accounting. The guidance also requires that transaction costs be expensed as incurred, acquired research and development costs be capitalized as an indefinite-lived intangible asset, and that the requirements for exit and disposal activities be met at the acquisition date in order to accrue for a restructuring plan in purchase accounting. The adoption of this guidance did not have an impact on the company's financial position, results of operations, or cash flows.

On April 1, 2009, the company adopted authoritative guidance issued by the FASB that changes the accounting and reporting for noncontrolling interests. The guidance modifies the reporting for noncontrolling interests in the balance sheet and minority interest income (loss) in the income statement. This guidance also requires that increases and decreases in the noncontrolling ownership interest amount be accounted for as equity transactions. The adoption of this guidance did not have an impact on the company's financial position, results of operations, or cash flows.

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On April 1, 2009, the company adopted authoritative guidance issued by the FASB which clarifies the earnings per share calculations and disclosures for certain unvested share-based payment awards. This guidance requires that unvested share-based payment awards with a right to receive nonforfeitable dividends are participating securities and thus, should be considered a separate class shares when computing earnings per share. The adoption of this guidance did not have an impact on the company's financial position, results of operations, or cash flows.

On June 30, 2009, the company adopted authoritative guidance issued by the FASB on subsequent events. This guidance provides general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued. The guidance clarifies: 1) the period after the balance sheet date during which management should evaluate the events or transactions that may occur for potential recognition or disclosure in the financial statements; 2) the circumstances under which an entity should recognize events or transactions that occurred after the balance sheet date in its financial statements; and 3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of this guidance did not have a significant impact on the company's financial position, results of operations, or cash flows.

On June 30, 2009, the company adopted authoritative guidance issued by the FASB on interim disclosures about the fair value of financial instruments. The guidance requires an entity to provide disclosures about the fair value of financial instruments for interim reporting periods, as well as in annual financial statements. The company has included the required disclosures in Note 15 to Condensed Consolidated Financial Statements. The adoption of this guidance did not have an impact on the company's financial position, results of operations, or cash flows.

On September 30, 2009, the company adopted authoritative guidance issued by the FASB on the measurement of liabilities at fair value. The guidance requires that, when a quoted price in an active market for the identical liability is not available, the fair value of a liability be measured using one or more of the listed valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. In addition, the guidance clarifies that when estimating the fair value of a liability, entities are not required to include a separate input or an adjustment to other inputs for the existence of a restriction that prevents the transfer of the liability. The adoption of this guidance did not have an impact on the company's financial position, results of operations, or cash flows.

On September 30, 2009, the company adopted authoritative guidance issued by the FASB that establishes the FASB Accounting Standards CodificationTM as the single source of authoritative U.S. GAAP accounting principles to be applied by nongovernmental entities in the preparation of financial statements. The company has modified its disclosures in this Quarterly Report to comply with the requirements of this guidance. The adoption of this guidance did not have a significant impact on the company's financial position, results of operations, cash flows, or related disclosures.

Recently Issued Accounting Standards

In October 2009, the FASB issued authoritative guidance on revenue arrangements with multiple deliverable elements, which is effective for the company on April 1, 2011 for new revenue arrangements or material modifications to existing arrangements. The guidance amends the criteria for separating consideration in arrangements with multiple deliverable elements. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable based on: 1) vendor-specific objective evidence; 2) third-party evidence; or 3) estimates. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of an arrangement to all deliverables using the relative selling price method. In addition, this guidance significantly expands the required disclosures related to revenue arrangements with multiple deliverable elements. Entities may elect to adopt the guidance through either prospective application for revenue arrangements entered into, or materially modified, after the effective date, or through retrospective application to all revenue arrangements for all periods presented. Early adoption is permitted. The company is currently evaluating the impact that this guidance will have on its financial position, results of operations, and cash flows.

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In October 2009, the FASB issued authoritative guidance on revenue arrangements that include software elements, which is effective for the company on April 1, 2011. The guidance changes revenue recognition for tangible products containing software elements and non-software elements as follows: 1) the tangible product element is always excluded from the software revenue recognition guidance even when sold together with the software element; 2) the software element of the tangible product element is also excluded from the software revenue guidance when the software and non-software elements function together to deliver the product's essential functionality; and 3) undelivered elements in a revenue arrangement related to the non-software element are also excluded from the software revenue recognition guidance. Entities must select the same transition method and same period for the adoption of both this guidance and the guidance on revenue arrangements with multiple deliverable elements. The company is currently evaluating the impact that this guidance will have on its financial position, results of operations, and cash flows.

Management continually evaluates the potential impact, if any, on its financial position, results of operations and cash flows, of all recent accounting pronouncements, and, if significant, makes the appropriate disclosures required by such new accounting pronouncements.

3. Recent Acquisitions

The company allocates the cost of its acquisitions to the assets acquired and liabilities assumed based on their estimated fair values. The excess of the cost over the fair value of the identified net assets acquired is recorded as goodwill.

Triangle Hospitality Solutions Limited

On April 9, 2008, the company acquired all of the shares of Triangle Hospitality Solutions Limited (Triangle), the UK-based reseller and specialist for the company's InfoGenesis products and services for \$2.7 million, comprised of \$2.4 million in cash and \$0.3 million of assumed liabilities. Accordingly, the results of operations for Triangle have been included in these Condensed Consolidated Financial Statements from that date forward. Triangle enhanced the company's international presence and growth strategy in the UK, as well as solidified the company's leading position in the hospitality and stadium and arena markets without increasing InfoGenesis's ultimate customer base. Triangle also added to the company's hospitality solutions suite with the ability to offer customers the Triangle mPOS solution, which is a handheld point-of-sale solution that seamlessly integrates with InfoGenesis products. Based on management's preliminary allocations of the acquisition cost to the net assets acquired (accounts receivable, inventory, and accounts payable), approximately \$3.1 million was originally assigned to goodwill. In the first quarter of fiscal 2010, management completed the allocation of acquisition costs to the net assets acquired, which resulted in an increase to goodwill of \$0.1 million, net of currency translation adjustments. At September 30, 2009, the goodwill attributed to the Triangle acquisition was \$3.1 million. Goodwill resulting from the Triangle acquisition will be deductible for income tax purposes.

4. Discontinued Operations*China and Hong Kong Operations*

In July 2008, the company made the decision to discontinue its TSG operations in China and Hong Kong. As a result, the company classified TSG's China and Hong Kong operations as held-for-sale and discontinued operations, and began exploring divestiture opportunities for these operations. Agilysys acquired TSG's China and Hong Kong operations in December 2005. During January 2009, the company sold the stock related to TSG's China operations and certain assets of TSG's Hong Kong operations, receiving proceeds of \$1.4 million, which resulted in a pre-tax loss on the sale of discontinued operations of \$0.8 million. The remaining unsold assets and liabilities related to TSG's Hong Kong operations, which primarily consist of amounts associated with service and maintenance agreements, are expected to be settled in the next 12 months. The assets and liabilities of these operations are classified as

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discontinued operations on the company's Condensed Consolidated Balance Sheets, and the operations are reported as discontinued operations on the company's Condensed Consolidated Statements of Operations for the periods presented.

Components of Results of Discontinued Operations

For the three and six months ended September 30, 2009 and 2008 the income from discontinued operations was comprised of the following:

	Three months ended September 30		Six months ended September 30	
	2009	2008	2009	2008
Discontinued operations:				
Resolution of contingencies	\$	\$(1,471)	\$	\$(1,485)
(Loss) income from operations of IED			9	(11)
Loss from operations of TSG's China and Hong Kong businesses	(52)	(443)	(50)	(387)
	(52)	(1,914)	(41)	(1,883)
Income tax benefit		(602)		(609)
Loss from discontinued operations	\$ (52)	\$(1,312)	\$ (41)	\$(1,274)

5. Comprehensive Income (Loss)

Comprehensive income (loss) is the total of net income (loss) as currently reported under GAAP plus other comprehensive income (loss). Other comprehensive income (loss) considers the effects of additional transactions and economic events that are not required to be recorded in determining net income, but rather are reported as a separate component of shareholders' equity. Changes in the components of accumulated other comprehensive income (loss) for the six months ended September 30, 2009 and 2008 are as follows:

	Foreign currency translation adjustment	Unrealized (loss) income on securities	Unamortized net actuarial losses and prior service costs	Accumulated other comprehensive loss	Comprehensive income (loss)
Balance at April 1, 2009	\$ (1,984)	\$ (91)	\$ (815)	\$ (2,890)	
Change during the three months ended June 30, 2009	731			731	731
Balance at June 30, 2009	\$ (1,253)	\$ (91)	\$ (815)	\$ (2,159)	
Net loss for the three months ended June 30, 2009					(12,396)
Change during the three months ended September 30, 2009	362	104		466	466
Balance at September 30, 2009	\$ (891)	\$ 13	\$ (815)	\$ (1,693)	2,836

Net income for the three months
ended September 30, 2009

Total comprehensive loss for the
six months ended September 30,
2009

\$ (8,363)

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	Foreign currency translation adjustment	Unrealized loss on securities	Unamortized net actuarial losses and prior service costs	Accumulated other comprehensive loss	Comprehensive income/(loss)
Balance at April 1, 2008	\$ (243)	\$ (74)	\$ (2,220)	\$ (2,537)	
Change during the three months ended June 30, 2008	97	(1)		96	96
Balance at June 30, 2008	\$ (146)	\$ (75)	\$ (2,220)	\$ (2,441)	
Net loss for the three months ended June 30, 2008					(60,036)
Change during the three months ended September 30, 2008	(300)			(300)	(300)
Balance at September 30, 2008	\$ (446)	\$ (75)	\$ (2,220)	\$ (2,741)	
Net loss for the three months ended September 30, 2008					(106,589)
Total comprehensive loss for the six months ended September 30, 2008					\$ (166,829)

6. Restructuring Charges

The following summarizes the company's restructuring plans announced in fiscal year 2009. The company recognizes restructuring charges when a plan that materially changes the scope of the company's business or the manner in which that business is conducted is adopted and communicated to the impacted parties, and the expenses have been incurred or are reasonably estimable. In addition, the company assesses the property and equipment associated with the related facilities for impairment. The remaining useful lives of property and equipment associated with the related operations are re-evaluated based on the respective restructuring plan, resulting in the acceleration of depreciation and amortization of certain assets. Additional information regarding the company's respective restructuring plans is included in the company's Annual Report on Form 10-K for the year ended March 31, 2009.

First Quarter Fiscal 2009 Professional Services Restructuring

During the first and second quarters of fiscal 2009, the company performed a detailed review of the business to identify opportunities to improve operating efficiencies and reduce costs. As part of this cost reduction effort, management reorganized the professional services go-to-market strategy by consolidating its management and delivery groups, resulting in a workforce reduction that was mainly comprised of service personnel. A total of \$23.6 million in restructuring charges were recorded during fiscal 2009 (\$23.1 million and \$0.5 million in the first and second quarters, respectively) for these actions. The costs related to one-time termination benefits associated with the workforce reduction (\$2.5 million and \$0.5 million in the first and second quarters of fiscal 2009, respectively), and \$20.6 million in goodwill and intangible asset impairment charges in the first quarter of fiscal 2009, related to the company's fiscal 2005 acquisition of The CTS Corporations (CTS). Payment of these one-time termination benefits was substantially complete in fiscal 2009. These restructuring charges related to TSG.

Third Quarter Fiscal 2009 Management Restructuring

During the third quarter of fiscal 2009, the company announced restructuring actions designed to realign its cost and management structure. A total of \$13.6 million in restructuring charges were recorded during fiscal 2009 related to these actions, comprised mainly of one-time termination benefits associated with the management changes, a non-cash charge for a curtailment loss of \$4.5 million under the company's Supplemental Executive Retirement Plan (SERP), and costs incurred to relocate the company's corporate headquarters. These restructuring charges related to the Corporate and Other segment.

Table of Contents*Fourth Quarter Fiscal 2009 Management Restructuring*

During the fourth quarter of fiscal 2009, the company announced additional steps to realign its cost and management structure, resulting in further workforce reductions. A total of \$3.7 million in restructuring charges were recorded for these actions during the fourth quarter of fiscal 2009, comprised mainly of one-time termination benefits for the management changes and a non-cash charge for a curtailment loss of \$1.2 million under the company's SERP. These restructuring charges were related to the Corporate and Other segment.

A total of \$40.8 million in restructuring charges related to the above-mentioned actions were recorded during the year ending March 31, 2009, including the \$23.6 million recorded in the first half of fiscal 2009. During the first half of fiscal 2010, the company incurred insignificant additional restructuring charges primarily associated with ongoing lease obligations related to the fiscal 2009 restructuring actions.

Following is a reconciliation of the beginning and ending balances of the restructuring liability:

	Severance and other employment costs	Facilities	Other expenses	Total
Balance at April 1, 2009	\$ 8,846	\$ 1,042	\$ 39	\$ 9,927
Adjustments	(50)	38		(12)
Accretion of lease obligations		26		26
Payments	(2,461)	(116)	(39)	(2,616)
Balance at June 30, 2009	6,335	990		7,325
Adjustments	(7)		36	29
Accretion of lease obligations		25		25
Payments	(1,306)	(79)	(36)	(1,421)
Balance at September 30, 2009	\$ 5,022	\$ 936	\$	\$ 5,958

These liabilities are recorded within *Accrued liabilities* and *Other non-current liabilities* in the accompanying Condensed Consolidated Balance Sheets. Of the remaining \$6.0 million liability at September 30, 2009, \$4.5 million of severance and other employment costs are expected to be paid during fiscal 2010, \$0.3 million is expected to be paid during fiscal 2011, and \$0.3 million is expected to be paid during fiscal 2012. Approximately \$0.1 million is expected to be paid during fiscal 2010 for ongoing facility obligations. Facility obligations are expected to continue through fiscal 2014.

7. Stock Based Compensation

The company has a shareholder-approved 2006 Stock Incentive Plan (the *2006 Plan*). Under the 2006 Plan, the company may grant stock options, stock appreciation rights, restricted shares, restricted share units, and performance shares for up to 3.2 million common shares. The maximum aggregate number of restricted shares, restricted share units and performance shares that may be granted under the 2006 Plan is 1.6 million. For stock option awards, the exercise price must be set at least equal to the closing market price of the company's stock on the date of grant. The maximum term of option awards is 10 years from the date of grant. Stock option awards vest over a period established by the Compensation Committee of the Board of Directors. Stock appreciation rights may be granted in conjunction with, or independently from, a stock option granted under the 2006 Plan. Stock appreciation rights, granted in connection with a stock option, are exercisable only to the extent that the stock option to which it relates is exercisable and the stock appreciation rights terminate upon the termination or exercise of the related stock option. The maximum term of stock appreciation rights awards is 10 years. Restricted shares, restricted share units and performance shares may be issued at no cost or at a purchase price that may be below their fair market value, but which are subject to

forfeiture and restrictions on their sale or other transfer. Performance share awards may be granted, where the right to receive shares in the future is conditioned

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upon the attainment of specified performance objectives and such other conditions, restrictions and contingencies. The company may distribute authorized but unissued shares or treasury shares to satisfy share option exercises.

As of September 30, 2009, there were no restricted share units awarded from the 2006 Plan.

Stock Options

The following table summarizes the activity for the six months ended September 30, 2009 and 2008 for stock options awarded by the company under the 2006 Plan and prior plans:

	For the six months ended September 30			
	2009		2008	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding at April 1	2,157,165	\$11.63	3,526,910	\$14.24
Granted			253,500	9.88
Exercised	(13,333)	2.51		
Cancelled/expired	(314,831)	14.24	(125,965)	13.91
Forfeited			(37,835)	20.84
Outstanding at September 30	1,829,001	\$11.24	3,616,610	\$13.88
Options exercisable at September 30	1,310,654	\$13.32	2,779,699	\$13.56

Compensation expense recorded within Selling, general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations for stock options was \$0.2 million and \$0.9 million, respectively, for the six months ended September 30, 2009. As of September 30, 2009, total unrecognized stock based compensation expense related to non-vested stock options was \$0.4 million, which is expected to be recognized over a weighted-average period of 12 months. A total of 13,333 stock options were exercised during the six months ended September 30, 2009. The fair market value of each stock option granted is estimated on the grant date using the Black-Scholes-Merton option pricing model. The following assumptions were made in estimating fair value of the stock options granted during the six months ended September 30, 2008:

	Six months ended September 30, 2008
Dividend yield	0.72% - 0.77%
Risk-free interest rate	4.19%
Expected life (years)	6.0 years
Expected volatility	43.05% - 43.39%

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The following table summarizes the status of stock options outstanding at September 30, 2009:

Exercise price range	Options outstanding			Options exercisable	
	Number	Weighted average exercise price	Weighted average remaining contractual life	Number	Weighted average exercise price
\$2.19 \$8.29	516,667	\$ 2.55	9.16	156,665	\$ 2.36
\$8.30 \$9.95	266,000	9.36	6.58	160,325	9.05
\$9.96 \$11.61	30,000	11.17	1.82	30,000	11.17
\$11.62 \$13.26	7,500	12.00	8.84	2,500	12.00
\$13.27 \$14.92	202,000	13.71	4.88	202,000	13.71
\$14.93 \$16.58	663,834	15.65	6.69	663,834	15.65
\$16.59 \$22.21	143,000	22.21	7.64	95,330	22.21
	1,829,001	\$ 11.24	7.18	1,310,654	\$ 13.32

Stock-Settled Stock Appreciation Rights

Stock-Settled Appreciation Rights (SSARs) are rights granted to an employee to receive value equal to the difference in the price of the company's common stock on the date of the grant and on the date of exercise. This value is settled in common shares of the company. The following table summarizes the activity during the six months ended September 30, 2009 for SSARs awarded by the company under the 2006 Plan:

	Six months ended September 30, 2009	
	Number of shares	Weighted average fair value
Outstanding at April 1		\$
Granted	496,150	3.76
Exercised		
Cancelled/expired		
Forfeited	(4,000)	3.84
Outstanding at September 30	492,150	\$3.76
Options exercisable at September 30		\$

The fair market value of each SSAR granted is estimated on the grant date using the Black-Scholes-Merton option pricing model. The following assumptions were made in estimating fair value of the SSARs granted in the six months ended September 30, 2009:

	Six months ended September 30, 2009
Dividend yield	1.32% - 1.57%

Risk-free interest rate	1.81% - 2.09%
Expected life (years)	4.5 years
Expected volatility	78.05% - 79.24%

The dividend yield reflects the company's historical dividend yield on the date of award. The risk-free interest rate is based on the yield of a zero-coupon U.S. Treasury bond whose maturity period equals the option's expected term. The expected term reflects employee-specific future exercise expectations and

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historical exercise patterns, as appropriate. The expected volatility is based on historical volatility of the company's common shares. The company's ownership base has been and may continue to be concentrated in a few shareholders, which has increased and could continue to increase the volatility of the company's share price over time. The fair market values of SSARs granted during the six months ended September 30, 2009, were 464,150 SSARs at \$3.84, 12,000 SSARs at \$2.61, 12,000 SSARs at \$2.64 and 8,000 SSARs at \$2.65.

Compensation expense recorded within Selling, general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations for SSARs was \$0.5 million for the six months ended September 30, 2009. No SSARs were exercised during the six months ended September 30, 2009. As of September 30, 2009, total unrecognized stock based compensation expense related to non-vested SSARs was \$1.0 million, which is expected to be recognized over the vesting period, which is a weighted-average period of 18 months.

The following table summarizes the status of SSARs outstanding at September 30, 2009:

Exercise price range	Number	SSARs outstanding		SSARs exercisable	
		Weighted average exercise price	Weighted average remaining contractual life	Number	Weighted average exercise price
N/A	492,150	\$	6.65		\$

Restricted Shares

Compensation expense related to restricted share awards is recognized over the restriction period based upon the closing market price of the company's common stock on the grant date. Compensation expense recorded within Selling, general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations for restricted share awards was \$0.3 million and \$1.1 million for the six months ended September 30, 2009 and 2008, respectively. As of September 30, 2009, there was \$0.4 million of total unrecognized compensation cost related to restricted share awards, which is expected to be recognized over a weighted-average period of six months. Dividends are awarded on restricted shares, subject to the same forfeiture provisions that apply to the underlying awards. The following table summarizes the activity during the six months ended September 30, 2009 and 2008 for restricted shares awarded by the company under the 2006 Plan:

	Six months ended September 30	
	2009	2008
Outstanding at April 1	12,000	80,900
Granted	87,557	81,600
Vested		(94,100)
Forfeited		
Outstanding at September 30	99,557	68,400

The fair market value of restricted shares is determined based on the closing price of the company's shares on the grant date.

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The company granted shares to certain of its executives under the 2006 Plan, the vesting of which is contingent upon meeting various company-wide performance goals. The performance shares contingently vest over three years. The fair value of the performance share grant is determined based on the closing market price of the company's common stock on the grant date and assumes that performance goals will be met. If such goals are not met, no compensation cost will be recognized and any compensation cost previously recognized during the vesting period will be reversed. Dividends are awarded on performance shares, subject to the same forfeiture provisions that apply to the underlying awards. However, the company will not include performance shares in the calculation of earnings per share until they are earned.

Net compensation cost recorded within Selling, general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations for performance share awards was \$0.1 million and \$0.2 million for the six months ended September 30, 2009 and 2008, respectively. As of September 30, 2009, there was \$0.1 million of total unrecognized compensation cost related to the May 22, 2007 performance share awards, which is expected to be recognized over the weighted-average vesting period of six months. In the second quarter of fiscal 2010, management determined that, based on the current expected operating results for the remainder of the fiscal year, the performance goals related to the May 22, 2009 grant will probably not be attained. Therefore, the \$0.1 million of compensation cost that was recognized for that award during the first quarter of fiscal 2010 was reversed. If, based on actual operating results, it becomes probable during the third or fourth quarter of fiscal 2010 that the performance goals will be attained, the appropriate amount of compensation cost will be recognized at that time.

The following table summarizes the activity during six months ended September 30, 2009 and 2008 for performance shares awarded by the company under the 2006 Plan:

	Six months ended September 30	
	2009	2008
Outstanding at April 1	30,000	101,334
Granted	306,500	
Vested		
Forfeited		
Outstanding at September 30	336,500	101,334

8. Income Taxes

The effective tax rates from continuing operations for the three and six months ended September 30, 2009 and 2008 were as follows:

	Three months ended		Six months ended September	
	September 30		30	
	2009	2008	2009	2008
Effective income tax rate	25.6%	7.8%	(11.7)%	7.8%

Income tax expense is based on the company's estimate of the effective tax rate expected to be applicable for the respective full year. For the second quarter and first half of the current fiscal year, the effective tax rates for continuing operations were lower than the statutory rate due primarily to the recognition of net operating losses as deferred tax assets, which were offset by changes to the valuation allowance. Other items effecting the rate include state tax expense and an increase to unrecognized tax benefits, which is a discrete item. For the second quarter and first half of the prior fiscal year, the effective tax rates for continuing operations were lower than the statutory rate principally due to goodwill impairment

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recognized in the amount of \$112.0 million and \$162.4 million, including \$16.8 million recorded as restructuring expenses, for the three and six months ended September 30, 2008, respectively, which were discrete items, that largely has no corresponding tax benefit.

The company anticipates the completion of state income tax audits in the next 12 months that could reduce the accrual for unrecognized tax benefits by \$1.6 million. The company is currently under examination by the Internal Revenue Service (IRS) for the tax years ended March 31, 2007 and 2008. The examination for 2007 and 2008 commenced in the fourth quarter of fiscal 2009 and the second quarter of fiscal 2010, respectively. The company was notified in the first quarter of fiscal 2010 by a foreign jurisdiction that it is examining the tax years ended March 31, 2004 and 2005. Due to the ongoing nature of current examinations in multiple jurisdictions, other changes could occur in the amount of gross unrecognized tax benefits during the next 12 months which cannot be estimated at this time.

9. Earnings (Loss) Per Share

The following data show the amounts used in computing earnings (loss) per share and the effect on income and the weighted average number of dilutive potential common shares:

	Three months ended September 30		Six months ended September 30	
	2009	2008	2009	2008
Numerator:				
Income (loss) from continuing operations basic and diluted	\$ 2,888	\$(105,277)	\$ (9,519)	\$(165,350)
Loss from discontinued operations basic and diluted	(52)	(1,312)	(41)	(1,274)
Net income (loss) basic and diluted	\$ 2,836	\$(106,589)	\$ (9,560)	\$(166,624)
Denominator:				
Weighted average shares outstanding basic	22,626	22,602	22,626	22,569
Effect of dilutive securities: share-based compensation awards	253			
Weighted average shares outstanding diluted	22,879	22,602	22,626	22,569
Income (loss) per share basic:				
Income (loss) from continuing operations	\$ 0.13	\$ (4.66)	\$ (0.42)	\$ (7.33)
Loss from discontinued operations		(0.06)		(0.05)
Net income (loss)	\$ 0.13	\$ (4.72)	\$ (0.42)	\$ (7.38)
Income (loss) per share diluted:				
Income (loss) from continuing operations	\$ 0.12	\$ (4.66)	\$ (0.42)	\$ (7.33)
Loss from discontinued operations		(0.06)		(0.05)
Net income (loss)	\$ 0.12	\$ (4.72)	\$ (0.42)	\$ (7.38)

Basic earnings (loss) per share is computed as net income available to common shareholders divided by the weighted average basic shares outstanding. The outstanding shares used to calculate the weighted average basic shares excludes 406,498 of restricted and performance shares and 12,000 of restricted shares, and 68,400 of restricted shares at

September 30, 2009, March 31, 2009, and September 30, 2008, respectively, as these shares were issued but were not vested and, therefore, not considered outstanding for purposes of computing basic earnings per share at the balance sheet dates. Diluted earnings (loss) per share is computed by sequencing each series of potential issuance of common shares from the most dilutive to the least dilutive. Diluted earnings (loss) per share is determined as the lowest earnings or highest loss per incremental share in the sequence of potential common shares. When a loss is reported, the denominator of diluted earnings per share cannot be adjusted for the dilutive impact of share-based compensation awards because doing so will be anti-dilutive. Therefore, for the three months ended September 30, 2008 and the six months ended September 30, 2009 and 2008, basic weighted-average shares outstanding were used in calculating the diluted net loss per share.

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For the three and six months ended September 30, 2009, stock options and SSARs on 1.8 million common shares were not included in computing diluted earnings per share because their effects were anti-dilutive. For the three and six months ended September 30, 2008, stock options on 2.9 million and 3.1 million common shares, respectively, were not included in computing diluted earnings per share because their effects were anti-dilutive.

10. Commitments and Contingencies

The company is the subject of various threatened or pending legal actions and contingencies in the normal course of conducting its business. The company provides for costs related to these matters when a loss is probable and the amount can be reasonably estimated. The effect of the outcome of certain of these matters on the company's future results of operations and liquidity cannot be predicted because any such effect depends on future results of operations and the amount or timing of the resolution of such matters. While it is not possible to predict with certainty, management believes that the ultimate resolution of such individual or aggregated matters will not have a material adverse effect on the consolidated financial position, results of operations or cash flows of the company.

On July 11, 2006, the company filed a lawsuit in U.S. District Court for the Northern District of Ohio against the former shareholders of CTS, a company that was purchased by Agilysys in May 2005. In the lawsuit, Agilysys alleged that principals of CTS failed to disclose pertinent information during the acquisition, representing a material breach in the representations of the acquisition purchase agreement. On January 30, 2009, a jury ruled in favor of the company, finding the former shareholders of CTS liable for breach of contract, and awarded damages in the amount of \$2.3 million. On October 30, 2009, the company settled this case, CTS' counterclaim, and a related suit brought against the company by CTS' investment banker, DecisionPoint International, for \$3.9 million in satisfaction of the judgment and the company's motion for attorney's fees. Pursuant to the settlement agreement, the company received a payment of \$1.9 million on October 28, 2009 and will receive payments of \$0.3 million on each of November 6, 13, and 20, 2009 with a final payment of \$1.1 million to be received by the company on November 25, 2009. The company will recognize the appropriate amounts in its results of operations in the period received.

As of September 30, 2009, there were no changes to the company's minimum purchase commitments of \$330.0 million per year through fiscal 2010, as disclosed in the company's Annual Report on Form 10-K for the year ended March 31, 2009.

11. Goodwill and Intangible Assets

The company allocates the cost of its acquisitions to the assets acquired and liabilities assumed based on their estimated fair values. The excess of the cost over the fair value of the identified net assets acquired is recorded as goodwill.

Goodwill

The company tests goodwill for impairment at the reporting unit level upon identification of impairment indicators, or at least annually. A reporting unit is the operating segment or one level below the operating segment (depending on whether certain criteria are met). Goodwill has been allocated to the company's reporting units that are anticipated to benefit from the synergies of the business combinations generating the underlying goodwill. As discussed in Note 14 to Condensed Consolidated Financial Statements, the company has three operating segments and five reporting units. The company conducts its annual goodwill impairment test on February 1. At September 30, 2009, the company concluded that an interim goodwill impairment test was not necessary, as the company's market capitalization has improved and its business outlook has not changed significantly since conducting its annual goodwill impairment test.

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During the first quarter of fiscal 2009, indicators of potential impairment caused the company to conduct interim impairment tests. Those indicators included the following: a significant decrease in market capitalization, a decline in recent operating results, and a decline in the company's business outlook primarily due to the macroeconomic environment. The company completed step one of the impairment analysis and concluded that, as of June 30, 2008, the fair value of three of its reporting units was below their respective carrying values, including goodwill. The three reporting units that showed potential impairment were HSG, RSG, and Stack (formerly a reporting unit within TSG). As such, step two of the impairment test was initiated in order to measure the amount of the impairment loss by comparing the implied fair value of each reporting unit's goodwill to its carrying value.

The calculation of the goodwill impairment in the step-two analysis includes hypothetically valuing all of the tangible and intangible assets of the impaired reporting units as if the reporting units had been acquired in a business combination. Due to the extensive work involved in performing these valuations, the step-two analysis had not been completed at the time of the filing of the June 30, 2008 Form 10-Q. Therefore, the company recorded an estimate in the amount of \$33.6 million as a non-cash goodwill impairment charge as of June 30, 2008, excluding the \$16.8 million devaluation of goodwill classified as restructuring charges and discussed in Note 6 to Condensed Consolidated Financial Statements. The estimated impairment charge related to the company's business segments as follows: \$7.4 million to HSG, \$18.4 million to RSG, and \$7.8 million to TSG.

As a result of completing the step-two analysis, the company recorded an additional impairment charge of \$112.0 million in the prior year second quarter. The annual goodwill impairment test was conducted as of February 1, 2009, and goodwill was determined to be further impaired, resulting in an additional \$83.9 million impairment charge in the prior year fourth quarter. In total, goodwill impairment charges recorded in the prior year were \$229.5 million, excluding the amount classified as restructuring, with \$120.1 million, \$24.9 million, and \$84.5 million relating to HSG, RSG, and TSG, respectively.

During the first quarter of fiscal 2010, management completed the allocation of acquisition costs to the net assets acquired in the Triangle purchase, which resulted in an increase to goodwill of \$0.1 million for the quarter, net of currency translation adjustments, as discussed in Note 3 to Condensed Consolidated Financial Statements.

The changes in the carrying amount of goodwill by segment for the six months ended September 30, 2009 are as follows:

	HSG	RSG	TSG	Total
Balance at April 1, 2009	\$ 15,196	\$	\$ 35,186	\$ 50,382
Goodwill adjustment - Triangle	(360)			(360)
Impact of foreign currency translation	381		160	541
Balance at September 30, 2009	\$ 15,217	\$	\$ 35,346	\$ 50,563

Intangible Assets

The following table summarizes the company's intangible assets at September 30, 2009 and March 31, 2009:

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	September 30, 2009			March 31, 2009		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortized intangible assets:						
Customer relationships	\$24,957	\$(19,696)	\$ 5,261	\$24,957	\$(18,341)	\$ 6,616
Supplier relationships	28,280	(22,050)	6,230	28,280	(19,094)	9,186
Non-competition agreements	9,610	(4,757)	4,853	9,610	(3,884)	5,726
Developed technology	10,085	(6,652)	3,433	10,085	(6,014)	4,071
Patented technology	80	(80)		80	(80)	
	73,012	(53,235)	19,777	73,012	(47,413)	25,599
Unamortized intangible assets:						
Trade names	10,100	N/A	10,100	10,100	N/A	10,100
Total intangible assets	\$83,112	\$(53,235)	\$29,877	\$83,112	\$(47,413)	\$35,699

Customer relationships are amortized over estimated useful lives between two and seven years; non-competition agreements are amortized over estimated useful lives between two and eight years; developed technology is amortized over estimated useful lives between three and eight years; supplier relationships are amortized over estimated useful lives between two and ten years.

During the first quarter of fiscal 2009, the company recorded a \$3.8 million impairment charge related to TSG's customer relationship intangible asset that was classified within restructuring charges. The restructuring actions are described further in Note 6 to Condensed Consolidated Financial Statements. In the fourth quarter of fiscal 2009, in connection with the annual goodwill impairment test performed as of February 1, 2009, the company concluded that an impairment of an indefinite-lived intangible asset existed. As a result, the company recorded an impairment charge of \$2.4 million related to the indefinite-lived intangible asset, which related to HSG.

Amortization expense relating to intangible assets for the six months ended September 30, 2009 and 2008 was \$5.8 million and \$10.5 million, respectively. The estimated amortization expense relating to intangible assets for the remainder of fiscal 2010 and each of the five succeeding fiscal years is as follows:

	Amount
Year ending March 31	
2010 (Remaining six months)	\$ 2,570
2011	4,744
2012	4,512
2013	3,357
2014	2,134
2015	1,747
Total estimated amortization expense	\$19,064

12. Investment in Magirus Sold in November 2008

In November 2008, the company sold its 20% ownership interest in Magirus AG (Magirus), a privately owned European enterprise computer systems distributor headquartered in Stuttgart, Germany, for \$2.3 million. In July 2008, the company also received a dividend from Magirus of \$7.3 million related to Magirus' fiscal 2008 sale of a portion of its distribution business. As a result, the company received total proceeds of \$9.6 million from Magirus during the fiscal year ended March 31, 2009. Prior to March 31, 2008, the company decided to sell its 20% investment in Magirus. Therefore, the company classified its ownership interest in Magirus as an investment held for sale until it was sold.

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On April 1, 2008, the company began to account for its investment in Magirus using the cost method, rather than the equity method of accounting. The company changed to the cost method because management did not have the ability to exercise significant influence over Magirus, which is one of the requirements contained in the FASB authoritative guidance that is necessary in order to account for an investment in common stock under the equity method of accounting.

Because of the company's inability to obtain and include audited financial statements of Magirus for fiscal years ended March 31, 2008 and 2007 as required by Rule 3-09 of Regulation S-X, the SEC has stated that it will not permit effectiveness of any new securities registration statements or post-effective amendments, until such time as the company files audited financial statements that reflect the disposition of Magirus and the company requests, and the SEC grants, relief to the company from the requirements of Rule 3-09 of Regulation S-X. As part of this restriction, the company is not currently permitted to file any new securities registration statements that are intended to automatically go into effect when they are filed, nor can the company make offerings under effective registration statements or under Rules 505 and 506 of Regulation D where any purchasers of securities are not accredited investors under Rule 501(a) of Regulation D. These restrictions do not apply to the following: offerings or sales of securities upon the conversion of outstanding convertible securities or upon the exercise of outstanding warrants or rights; dividend or interest reinvestment plans; employee benefit plans, including stock option plans; transactions involving secondary offerings; or sales of securities under Rule 144.

13. Additional Balance Sheet Information

Additional information related to the company's Consolidated Balance Sheets is as follows:

	September 30, 2009	March 31, 2009
Other non-current assets:		
Company-owned life insurance policies	\$ 15,500	\$ 26,172
Marketable securities	41	37
Investment in The Reserve Fund's Primary Fund		638
Other	2,926	2,161
Total	\$ 18,467	\$ 29,008
Accrued liabilities:		
Salaries, wages, and related benefits	\$ 7,629	\$ 9,575
Employee benefit plan obligations	2,468	12,113
Restructuring liabilities	4,769	7,901
Other taxes payable	3,455	5,016
Income taxes payable		855
Other	2,344	2,347
Total	\$ 20,665	\$ 37,807
Other non-current liabilities:		
Employee benefit plan obligations	\$ 11,446	\$ 11,078
Income taxes payable	7,896	7,168
Restructuring liabilities	1,189	2,026
Long-term debt	225	157
Other	1,071	1,159

Total	\$ 21,827	\$ 21,588
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Other non-current assets in the table above include the cash surrender value of certain company-owned life insurance policies maintained to informally fund the company's employee benefit plan obligations related to the SERP, BEP, and additional service credits obligations. These obligations are included

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within Accrued liabilities and Other non-current liabilities in the table above. The company adjusts the carrying value of these contracts to the cash surrender value (which is considered fair value) at the end of each reporting period. Such periodic adjustments are included in Selling, general and administrative expenses within the accompanying Consolidated Statements of Operations. During the first quarter of fiscal 2010, the company took loans totaling \$12.5 million against the cash surrender value of certain company-owned life insurance policies. The proceeds were used and will be used to satisfy the SERP and additional service credits obligations for two former executives of the company who retired during fiscal 2009. The company has no obligation to repay these loans and does not intend to repay them.

14. Business Segments*Description of Business Segments*

The company has three reportable business segments: Hospitality Solutions Group (HSG), Retail Solutions Group (RSG), and Technology Solutions Group (TSG). The reportable segments are each managed separately and are supported by various practices as well as company-wide functional departments.

HSG is a leading technology provider to the hospitality industry, offering application software and services that streamline management of operations, property and inventory for customers in the gaming, hotel and resort, cruise lines, food management services, and sports and entertainment markets.

RSG is a leader in designing solutions that help retailers become more productive and provide their customers with an enhanced shopping experience. RSG solutions help improve operational efficiency, technology utilization, customer satisfaction and in-store profitability, including customized pricing, inventory and customer relationship management systems. The group also provides implementation plans and supplies the complete package of hardware needed to operate the systems, including servers, receipt printers, point-of-sale terminals and wireless devices for in-store use by the retailer's store associates.

TSG is an aggregation of the company's IBM, HP, and Sun reporting units due to the similarity of their economic and operating characteristics. During the fourth quarter of fiscal 2009, the Stack reporting unit, which was previously a separate reporting unit within TSG, was integrated into the HP reporting unit. TSG is a leading provider of HP, Sun, Oracle, IBM, Hitachi Data Systems, and EMC² enterprise information technology solutions for the complex needs of customers in a variety of industries including education, finance, government, healthcare and telecommunications, among others. The solutions offered include enterprise architecture and high availability, infrastructure optimization, storage and resource management, identity management and business continuity.

Measurement of Segment Operating Results and Segment Assets

The company evaluates performance and allocates resources to its reportable segments based on operating income and adjusted EBITDA, which is defined as operating income (loss) plus depreciation and amortization expense. Certain costs and expenses arising from the company's functional departments are not allocated to the reportable segments for performance evaluation purposes. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies elsewhere in the footnotes to the consolidated financial statements. As a result of acquisitions, and due to the current debt agreement or covenants and prior inventory financing agreement definitions, the company believes that adjusted EBITDA is a meaningful measure to the users of the financial statements and has been a required measurement in the company's current and prior debt agreements to reflect another measure of the company's performance. Adjusted EBITDA differs from GAAP and should not be considered an alternative measure to operating cash flows as required by GAAP. Management has reconciled adjusted EBITDA to operating income (loss) in the following chart.

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Intersegment sales are recorded at pre