

GLOBECOMM SYSTEMS INC  
Form 10-Q  
November 09, 2005  
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, 2005

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: 000-22839

Globecomm Systems Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

11-3225567  
(I.R.S. Employer  
Identification No.)

45 Oser Avenue,  
Hauppauge, NY  
(Address of principal executive offices)

11788  
(Zip Code)

Registrant's telephone number, including area code: (631) 231-9800

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 Rule 12b-2 of the Act).  
Yes No

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

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As of November 3, 2005, there were 15,013,161 shares of the Registrant's common stock, \$0.001 par value, outstanding.

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GLOBECOMM SYSTEMS INC.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

GLOBECOMM SYSTEMS INC.  
CONSOLIDATED BALANCE SHEETS

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(In thousands, except share data)

	September 30, 2005 (Unaudited)	June 30, 2005
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 24,790	\$ 25,609
Accounts receivable, net	21,278	22,700
Inventories	15,814	12,886
Prepaid expenses and other current assets	753	858
Deferred income taxes	38	38
Total current assets	62,673	62,091
Fixed assets, net	15,929	16,050
Goodwill	7,204	7,204
Other assets	1,034	1,033
Total assets	\$ 86,840	\$ 86,378
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 16,964	\$ 15,550
Deferred revenues	3,127	5,563
Accrued payroll and related fringe benefits	1,561	1,671
Other accrued expenses	1,885	2,471
Deferred liabilities	316	316
Total current liabilities	23,853	25,571
Deferred liabilities, less current portion	591	670
Commitments and contingencies		
Stockholders' equity:		
Series A Junior Participating, shares authorized, issued and outstanding: none at September 30, 2005 and June 30, 2005	—	—
Common stock, \$.001 par value, 50,000,000 shares authorized, shares issued: 15,423,694 at September 30, 2005 and 15,103,587 at June 30, 2005	15	15
Additional paid-in capital	134,458	133,003
Accumulated deficit	(69,571)	(70,384)
Accumulated other comprehensive income	275	284
Treasury stock, at cost, 465,351 shares at September 30, 2005 and June 30, 2005	(2,781)	(2,781)
Total stockholders' equity	62,396	60,137
Total liabilities and stockholders' equity	\$ 86,840	\$ 86,378

See accompanying notes.

GLOBECOMM SYSTEMS INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share data)  
(Unaudited)

	Three Months Ended	
	September 30, 2005	September 30, 2004
Revenues from ground segment systems, networks and enterprise solutions	\$ 23,019	\$ 21,586
Revenues from data communications services	6,557	3,873
Total revenues	29,576	25,459
Costs and operating expenses:		
Costs from ground segment systems, networks and enterprise solutions	19,525	18,062
Costs from data communications services	5,568	3,194
Selling and marketing	1,514	1,169
Research and development	109	298
General and administrative	2,256	628
Total costs and operating expenses	28,972	23,351
Income from operations	604	2,108
Interest income	229	73
Income before income taxes	833	2,181
Provision for income taxes	20	—
Net income	\$ 813	\$ 2,181
Basic net income per common share	\$ 0.06	\$ 0.15
Diluted net income per common share	\$ 0.05	\$ 0.15
Weighted-average shares used in the calculation of basic net income per common share	14,719	14,180
Weighted-average shares used in the calculation of diluted net income per common share	15,336	14,705

See accompanying notes.

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GLOBECOMM SYSTEMS INC.  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2005  
(In thousands)  
(Unaudited)

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	Common Shares	Common Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Shares	Treasury Amount	Total Stockholders' Equity
Balance at June 30, 2005	15,104	\$ 15	\$ 133,003	\$ (70,384)	\$ 284	465	\$ (2,781)	\$ 60,137
Proceeds from exercise of stock options	240		1,015					1,015
Proceeds from exercise of warrants	80		440					440
Comprehensive income:								
Net income				813				813
Loss from foreign currency translation					(9)			(9)
Total comprehensive income								804
Balance at September 30, 2005	15,424	\$ 15	\$ 134,458	\$ (69,571)	\$ 275	465	\$ (2,781)	\$ 62,396

See accompanying notes.

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GLOBECOMM SYSTEMS INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)  
(Unaudited)

	Three Months Ended	
	September 30, 2005	September 30, 2004
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 813	\$ 2,181
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	767	744
Provision (benefit) for doubtful accounts	118	(1,371)
Changes in deferred liabilities	(79)	(79)
Stock compensation expense	—	5
Changes in operating assets and liabilities:		
Accounts receivable	1,294	(4,678)
Inventories	(2,928)	(3,683)

Prepaid expenses and other current assets	105	705
Other assets	(1)	(10)
Accounts payable	1,429	4,071
Deferred revenue	(2,435)	819
Accrued payroll and related fringe benefits	(110)	(186)
Other accrued expenses	(585)	(26)
Net cash used in operating activities	(1,612)	(1,508)
<b>INVESTING ACTIVITIES:</b>		
Purchases of fixed assets	(649)	(627)
Restricted cash	—	(9,985)
Net cash used in investing activities	(649)	(10,612)
<b>FINANCING ACTIVITIES:</b>		
Proceeds from exercise of stock options	1,015	149
Proceeds from exercise of warrants	440	962
Net cash provided by financing activities	1,455	1,111
Effect of foreign currency translation on cash	(13)	(1)
Net decrease in cash and cash equivalents	(819)	(11,010)
Cash and cash equivalents at beginning of period	25,609	28,252
Cash and cash equivalents at end of period	\$ 24,790	\$ 17,242

See accompanying notes.

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GLOBECOMM SYSTEMS INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2005  
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all material adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results for such periods have been included. The consolidated balance sheet at June 30, 2005 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The results of operations for the three months ended September 30, 2005, are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2006, or for any future period.

The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2005 and the accompanying notes thereto contained in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on September 13, 2005.

## Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Globecomm Network Services Corporation ("GNSC"), and Globecomm Systems Europe Limited (collectively, the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

## Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

## Revenue Recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin No. 104 ("SAB 104"), Revenue Recognition, for its production-type contracts that are sold separately as standard satellite ground segment systems when persuasive evidence of an arrangement exists, the selling price is fixed or determinable, collectibility is reasonably assured, delivery has occurred and the contractual performance specifications have been met. The Company's standard satellite ground segment systems produced in connection with these contracts are typically short-term (less than twelve months in term) and manufactured using a standard modular production process. Such systems require less engineering, drafting and design efforts than the Company's long-term complex production-type projects. Revenue is recognized on the Company's standard satellite ground segment systems upon shipment and acceptance of factory performance testing which is when title transfers to the customer. The amount of revenues recorded on each standard production-type contract is reduced by the customer's contractual holdback amount, which typically requires 10% to 30% of the contract value to be retained by the customer until installation and final acceptance is complete. The customer generally becomes obligated to pay 70% to 90% of the contract value upon shipment and acceptance of factory performance testing. Installation is not deemed to be essential to the functionality of the system since

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installation does not require significant changes to the features or capabilities of the system, does not require complex software integration and interfacing and the Company has not experienced any difficulties installing such equipment. In addition, the customer or other third party vendors can install the system. The estimated relative fair value of the installation services is determined by management, which is typically less than the customer's contractual holdback percentage. If the holdback is less than the fair value of installation, the Company will defer recognition of revenues, determined on a contract-by-contract basis equal to the fair value of the installation services. Payments received in advance by customers are deferred until shipment and are presented as deferred revenues in the accompanying consolidated balance sheets.

The Company recognizes revenue using the percentage-of-completion method of accounting upon the achievement of certain contractual milestones in accordance with Statement of Position 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts, for its non-standard, complex production-type contracts for the production of satellite ground segment systems and equipment that are generally integrated into the customer's satellite ground segment network. The equipment and systems produced in connection with these contracts are typically long-term (in excess of twelve months in term) and require significant customer-specific engineering, drafting and design effort in order to effectively integrate all of the customizable earth station equipment into the

customer's ground segment network. These contracts generally have larger contract values, greater economic risks and substantive specific contractual performance requirements due to the engineering and design complexity of such systems and related equipment. Progress payments received in advance by customers are netted against the inventory balances in the accompanying consolidated balance sheets.

Contract costs generally include purchased material, direct labor, overhead and other direct costs. Anticipated contracted losses are recognized, as they become known.

Revenues from data communications services are derived primarily from Internet-based services. Service revenues from Internet access are recognized ratably over the period in which services are provided. Payments received in advance of providing Internet access services are deferred until the period such services are provided and are presented as deferred revenues in the accompanying consolidated balance sheets.

#### Costs from Ground Segment Systems, Networks and Enterprise Solutions

Costs from ground segment systems, networks and enterprise solutions consist primarily of the costs of purchased materials (including shipping and handling costs), direct labor and related overhead expenses, project-related travel and living costs and subcontractor salaries.

#### Costs from Data Communications Services

Costs from data communications services relating to Internet-based services consist primarily of satellite space segment charges, Internet connectivity fees, voice termination costs and network operations expenses. Satellite space segment charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of services to and from the satellites leased from operators. Network operations expenses consist primarily of costs associated with the operation of the Network Operation Center, on a twenty-four hour a day, seven-day a week basis, including personnel and related costs and depreciation.

#### Research and Development

Research and development expenditures are expensed as incurred.

#### Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (revised 2004), Share-Based Payment, which is a revision of SFAS 123 ("SFAS 123R"). SFAS 123R

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eliminates the ability to account for share-based compensation under the intrinsic value method permitted by APB 25. This requires the Company to adopt the fair value model for recognizing compensation expense for employee stock options, and would have the effect of reducing the Company's reported net income and net income per share.

On July 1, 2005, the Company adopted SFAS 123R using a modified prospective application, as permitted under SFAS 123R. Accordingly, prior period amounts have not been restated. Under this application, the Company is required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Before the adoption of SFAS 123R, the



Company applied APB 25 to account for its stock-based awards. Under APB 25, the Company was not required to recognize compensation expense for the cost of stock options.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options under the Black-Scholes option valuation model.

The following table details the effect on net income and earnings per share had stock-based compensation expense for the stock options been recorded in the three months ended September 30, 2004 based on the fair-value method under SFAS 123. The reported and pro forma net income and earnings per share for the three months ended September 30, 2005 in the table below are the same since stock-based compensation expense is calculated under the provisions of SFAS 123R. There was no stock based compensation expense for the three months ended September 30, 2005.

	Three Months Ended	
	September 30, 2005	September 30, 2004
	(Unaudited)	
	(In thousands, except per share data)	
Reported net income	\$ 813	\$ 2,181
Stock compensation expense included in reported net income	—	5
Stock compensation expense determined under fair value method	—	(428)
Pro-forma net income	\$ 813	\$ 1,758
Reported basic net income per common share	\$ 0.06	\$ 0.15
Reported diluted net income per common share	\$ 0.05	\$ 0.15
Pro-forma basic net income per common share	\$ 0.06	\$ 0.12
Pro-forma diluted net income per common share	\$ 0.05	\$ 0.12

#### Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price of businesses over the fair value of the identifiable net assets acquired. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, goodwill and other indefinite life intangible assets are no longer amortized, but instead tested for impairment at least annually. The impairment test for goodwill uses a two-step approach, which is performed at the reporting unit level. Step one compares the fair value of the reporting unit (calculated using a discounted cash flow method) to its carrying value. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. Step two compares

the carrying value of the reporting unit's goodwill to its implied fair value (i.e., fair value of the reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the carrying value of goodwill exceeds its implied fair value, the excess is required to be recorded as an impairment. There have been no events during the three months ended September 30, 2005 that would result in any goodwill impairment.

#### Comprehensive Income

Comprehensive income for the three months ended September 30, 2005 of approximately \$804,000 includes a foreign currency translation loss of approximately \$9,000. Comprehensive income for the three months ended September 30, 2004 of approximately \$2,160,000 includes a foreign currency translation loss of approximately \$21,000.

#### Income Taxes

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of the net deferred tax assets is dependent upon the generation of future taxable income prior to the expiration of any net operating loss carryforwards. For the three months ended September 30, 2005 and the year ended June 30, 2005, due to the uncertainty regarding the Company's ability to utilize its net operating losses in the future, the Company provided a valuation allowance against its previously recorded deferred tax assets except for approximately \$38,000, representing state investment tax credit carryforwards that will be utilized to offset state capital taxes on the Company's combined state tax return.

#### Product Warranties

The Company offers warranties on its contracts, the specific terms and conditions of which vary depending upon the contract and work performed. Generally, a basic limited warranty, including parts and labor, is provided to customers for one year. The Company can recoup certain of these costs through product warranties it holds with its original equipment manufacturers, which typically are one year in term. Historically, warranty expense has been minimal, however, management periodically assesses the need for any additional warranty reserve.

#### Reclassifications

Certain prior period amounts have been reclassified to conform with the current year presentation.

#### 2. Basic and Diluted Net Income Per Common Share

The Company computes net income per share in accordance with the provisions of SFAS No. 128, Earnings Per Share. Basic net income per common share is computed by dividing the net income for the period by the weighted-average number of common shares outstanding for the period. For diluted earnings per share the weighted average shares include the incremental common shares issuable upon the exercise of stock options and warrants (using the treasury stock method). The incremental common shares for stock options and warrants are excluded from the calculation of diluted net income per share, if their effect is anti-dilutive. Diluted net income per share for the three months ended September 30, 2005 and 2004, excludes the effect of approximately 2,395,000, and 2,512,000 stock options and warrants in the calculation of the incremental common shares, respectively, as their effect would have been anti-dilutive.

## 3. Inventories

Inventories consist of the following:

	September 30, 2005 (Unaudited)	June 30, 2005
	(In thousands)	
Raw materials and component parts	\$ 113	\$ 111
Work-in-progress	17,426	15,485
	17,539	15,596
Less progress payments	1,725	2,710
	\$ 15,814	\$ 12,886

## 4. Segment Information

The Company operates through two business segments. Its ground segment systems, networks and enterprise solutions segment, through Globecomm Systems Inc. and Globecomm Systems Europe Limited, is engaged in the design, assembly and installation of ground segment systems and networks. Its data communications services segment, through GNCS, provides satellite communication services capabilities.

The Company's reportable segments are business units that offer different products and services. The reportable segments are each managed separately because they provide distinct products and services.

The following is the Company's business segment information for the three months ended September 30, 2005 and 2004 and as of September 30, 2005 and June 30, 2005:

	Three Months Ended	
	September 30, 2005	September 30, 2004
	(Unaudited)	
	(In thousands)	
Revenues:		
Ground segment systems, networks and enterprise solutions	\$ 23,483	\$ 21,706
Data communications services	6,904	4,754
Intercompany eliminations	(811)	(1,001)
Total revenues	\$ 29,576	\$ 25,459
Income from operations:		
Ground segment systems, networks and enterprise solutions	\$ 403	\$ 2,221
Data communications services	111	(117)
Interest income	229	73
Intercompany eliminations	90	4
Income before income taxes	\$ 833	\$ 2,181
Depreciation and amortization:		
Ground segment systems, networks and enterprise solutions	\$ 292	\$ 303
Data communications services	493	445
Intercompany eliminations	(18)	(4)

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Total depreciation and amortization	\$	767	\$	744
Expenditures for long-lived assets:				
Ground segment systems, networks and enterprise solutions	\$	172	\$	33
Data communications services		477		594
Total expenditures for long-lived assets	\$	649	\$	627

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	September 30, 2005 (Unaudited)	June 30, 2005
	(In thousands)	
Assets:		
Ground segment systems, networks and enterprise solutions	\$ 140,249	\$ 139,117
Data communications services	14,434	13,712
Intercompany eliminations	(67,843)	(66,451)
Total assets	\$ 86,840	\$ 86,378

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

You should read the following discussion of our financial condition and results of operations with the consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains, in addition to historical information, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, based on our current expectations, assumptions, estimates and projections. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as, among others, uncertain demand for our services and products due to economic and industry-specific conditions, the risks associated with operating in international markets and our dependence on a limited number of contracts for a high percentage of our revenues. These risks and others are more fully described in the "Risk Factors" section of this Quarterly Report and in our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. We undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

Overview

Our business is global and subject to technological and business trends in the telecommunications marketplace. It is also affected by geopolitical developments involving areas of the world in which our customers are located, particularly in developing countries and areas of the world involved in armed conflicts.

Our business had been adversely affected by the global economic slowdown from 2000–2004 and, in particular, the significant challenges facing the telecommunications industry worldwide. We continue to see improvement in the segments we serve, in particular within the U.S. Government and government related entities marketplace. However, some of the adverse consequences of the downturn continue to impact our business based upon the inability of some of our customers and prospects to raise capital to fund projects, particularly, in developing countries.

We currently have two significant contracts with the Ministry of Communication of the Islamic Transitional State of Afghanistan, and derived 13% of our revenues in the three months ended September 30, 2005 from this customer.

Also, we conduct a substantial proportion of our business in developing countries. Hostilities in Afghanistan, or in connection with any armed conflict affecting areas where our customers are located, may impact our performance on these contracts, and consequently our results of operations.

Revenues related to contracts for ground segment systems, networks and enterprise solutions and data communications services have been fixed-price contracts in a majority of cases. Profitability of such contracts is subject to inherent uncertainties as to the cost of performance. In addition to possible errors or omissions in making initial estimates, cost overruns may be incurred as a result of unforeseen obstacles, including both physical conditions and unexpected problems encountered in engineering design and testing. Since our business is frequently concentrated in a limited number of large contracts, a significant cost overrun on any contract could have a material adverse effect on our business, financial condition and results of operations.

Contract costs generally include purchased material, direct labor, overhead and other direct costs. Anticipated contract losses are recognized in the period identified. Costs from ground segment

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systems, networks and enterprise solutions consist primarily of the costs of purchased materials (including shipping and handling costs), direct labor and related overhead expenses, project-related travel and living costs and subcontractor salaries. Costs from data communications services consist primarily of satellite space segment charges, Internet connectivity fees and network operations expenses. Satellite space segment charges consist of the costs associated with obtaining satellite bandwidth (the measure of capacity) used in the transmission of services to and from the satellites leased from operators. Network operations expenses consist primarily of costs associated with the operation of the network operations center on a twenty-four hour a day, seven day a week basis, including personnel and related costs and depreciation. Selling and marketing expenses consist primarily of salaries, travel and living costs for sales and marketing personnel. Research and development expenses consist primarily of salaries and related overhead expenses. General and administrative expenses consist of expenses associated with our management, finance, contract and administrative functions.

#### Critical Accounting Policies

Certain of our accounting policies require judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, the terms of existing contracts, our observance of trends in the industry, information provided by our customers, and information available from other outside sources, as appropriate. Actual results may differ from these judgments under different assumptions or conditions. Our accounting policies that require management to apply significant judgment include:

#### Revenue Recognition

We recognize revenue in accordance with Staff Accounting Bulletin No. 104 ("SAB 104"), Revenue Recognition, for our production-type contracts that are sold separately as standard satellite ground segment systems when persuasive evidence of an arrangement exists, the selling price is fixed or determinable, collectibility is reasonably assured, delivery has occurred and the contractual performance specifications have been met. Our standard satellite ground segment systems produced in connection with these contracts are typically short-term (less than twelve months in term) and manufactured using a standard modular production process. Such systems require less engineering, drafting and design efforts than our long-term complex production-type projects. Revenue is recognized on our standard

satellite ground segment systems upon shipment and acceptance of factory performance testing which is when title transfers to the customer. The amount of revenues recorded on each standard production-type contract is reduced by the customer's contractual holdback amount, which typically requires 10% to 30% of the contract value to be retained by the customer until installation and final acceptance is complete. The customer generally becomes obligated to pay 70% to 90% of the contract value upon shipment and acceptance of factory performance testing. Installation is not deemed to be essential to the functionality of the system since installation does not require significant changes to the features or capabilities of the equipment, does not require complex software integration and interfacing and we have not experienced any difficulties installing such equipment. In addition, the customer or other third party vendors can install the equipment. The estimated relative fair value of the installation services is determined by management, which is typically less than the customer's contractual holdback percentage. If the holdback is less than the fair value of installation, we will defer recognition of revenues, determined on a contract-by-contract basis equal to the fair value of the installation services. Payments received in advance by customers are deferred until shipment and are presented as deferred revenues.

We recognize revenue using the percentage-of-completion method of accounting upon the achievement of certain contractual milestones in accordance with Statement of Position 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts, for our non-standard, complex production-type contracts for the production of satellite ground segment systems and equipment that are generally integrated into the customer's satellite ground segment network. The equipment and systems produced in connection with these contracts are typically

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long-term (in excess of twelve months in term) and require significant customer-specific engineering, drafting and design effort in order to effectively integrate all of the customizable earth station equipment into the customer's ground segment network. These contracts generally have larger contract values, greater economic risks and substantive specific contractual performance requirements due to the engineering and design complexity of such systems and related equipment. Progress payments received in advance by customers are netted against the inventories balance.

#### Costs from Ground Segment Systems, Networks and Enterprise Solutions

Costs related to our production-type contracts and our non-standard, complex production-type contracts rely on estimates based on total expected contract costs. We use estimates of the costs applicable to various elements which we believe are reasonable. Since these contract costs depend on estimates, which are assessed continually during the term of these contracts, costs are subject to revisions as the contract progresses to completion. Revision in cost estimates are reflected in the period in which they become known. In the event an estimate indicates that a loss will be incurred at completion, we record the loss in the period identified.

#### Goodwill Impairment

Goodwill represents the excess of the purchase price of businesses over the fair value of the identifiable net assets acquired. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, goodwill and other indefinite life intangible assets are no longer amortized, but instead tested for impairment at least annually. The impairment test for goodwill uses a two-step approach, which is performed at the reporting unit level. Step one compares the fair value of the reporting unit (calculated using a discounted cash flow method) to its carrying value. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. Step two compares the carrying value

of the reporting unit's goodwill to its implied fair value (i.e., fair value of the reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the carrying value of goodwill exceeds its implied fair value, the excess is required to be recorded as an impairment charge. The impairment test is dependent upon estimated future cash flows of the data communication services segment. There have been no events during the three months ended September 30, 2005 that would result in any goodwill impairment.

#### Allowances for Doubtful Accounts

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We assess the customer's ability to pay based on a number of factors, including our past transaction history with the customer and the creditworthiness of the customer. An assessment of the inherent risks in conducting our business with foreign customers is also made since a significant portion of our revenues is international. Management specifically analyzes accounts receivable, historical bad debts, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of our customers were to deteriorate in the future, resulting in an impairment of their ability to make payments, additional allowances may be required.

#### Inventories

Inventories consist primarily of work-in-progress from costs incurred in connection with specific customer contracts, which are stated at the lower of cost or market value. In assessing the realizability of inventories, we are required to make estimates of the total contract costs based on the various elements of the work-in-progress. It is possible that changes to these estimates could cause a reduction in the net realizable value of our inventories.

#### Results of Operations

##### Three Months Ended September 30, 2005 and 2004

Revenues from Ground Segment Systems, Networks and Enterprise Solutions. Revenues increased by \$1.4 million, or 6.6%, to \$23.0 million for the three months ended September 30, 2005

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compared to \$21.6 million for the three months ended September 30, 2004. The increase in revenues was primarily the result of increased infrastructure sales in the U.S. Government and government related entities marketplace, coupled with increased sales due to a general overall improvement in the telecommunications industry segments we serve and the achievement of shipment milestones associated with projects currently in progress offset by a decrease in sales at Globecomm Systems Europe Limited.

Revenues from Data Communication Services. Revenues increased by \$2.7 million, or 69.3%, to \$6.6 million for the three months ended September 30, 2005 compared to \$3.9 million for the three months ended September 30, 2004. The increase was due to the increase in Voice Over Internet Protocol (VoIP) and the video broadcast service offerings.

Costs from Ground Segment Systems, Networks and Enterprise Solutions. Costs from ground segment systems, networks and enterprise solutions increased by \$1.5 million, or 8.1%, to \$19.5 million for the three months ended September 30, 2005 from \$18.1 million for the three months ended September 30, 2004. The increase was attributable to a higher revenue base. Costs as a percentage of related revenues increased to 84.8% for the three months ended September 30, 2005 from 83.7% for the three months ended September 30, 2004. This increase was mainly

attributable to a non-recurring cost recovery of \$0.4 million related to a settlement with a large customer in the three months ended September 30, 2004, while no comparable benefit occurred in this period in 2005.

**Costs from Data Communications Services.** Costs from data communications services increased by \$2.4 million, or 74.3%, to \$5.6 million for the three months ended September 30, 2005 from \$3.2 million for the three months ended September 30, 2004. The increase is a result of additional voice termination costs for the VoIP service and space segment costs required for our video broadcast service.

**Selling and Marketing.** Selling and marketing expenses increased by \$0.3 million, or 29.5%, to \$1.5 million for the three months ended September 30, 2005 from \$1.2 million for the three months ended September 30, 2004. The increase is a result of an increase in consulting fees and salary and salary related expenses related to marketing efforts.

**Research and Development.** Research and development expenses decreased by \$0.2 million, or 63.4%, to \$0.1 million for the three months ended September 30, 2005 compared to \$0.3 million for the three months ended September 30, 2004. The decrease was principally due to costs associated with product research efforts in remote video monitoring systems in the three months ended September 30, 2004, which did not reoccur in the 2005 period.

**General and Administrative.** General and administrative expenses increased by \$1.6 million, or 259.2%, to \$2.3 million for the three months ended September 30, 2005 from \$0.6 million for the three months ended September 30, 2004. The increase in general and administrative expenses was primarily due to a bad debt recovery of \$1.5 million related to a settlement agreement reached with a customer in the three months ended September 30, 2004, which did not reoccur in the 2005 period.

**Interest Income.** Interest income increased by \$0.2 million, or 213.7%, to \$0.2 million for the three months ended September 30, 2005 from \$0.1 million for the three months ended September 30, 2004 as a result of increased interest rates.

#### Liquidity and Capital Resources

At September 30, 2005, we had working capital of \$38.8 million, including cash and cash equivalents of \$24.8 million, net accounts receivable of \$21.2 million, inventories of \$15.8 million, prepaid expenses and other current assets of \$0.8 million, offset by \$17.0 million in accounts payable, \$3.1 million in deferred revenues and \$3.8 million in accrued expenses and other current liabilities.

Net cash used in operating activities during the three months ended September 30, 2005 was \$1.6 million, which primarily related to an increase in inventory of \$2.9 million due to timing of shipments of certain jobs and a reduction in progress payments on long term contracts, a decrease in deferred revenue of \$2.4 million due to timing differences between project billings and revenue recognition

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milestones resulting from specific customer contracts, offset by an increase in accounts payable of \$1.4 million relating to the increase in revenues and the timing of vendor payments, a decrease in accounts receivables due to the timing of billings and collections from customers, net income of \$0.8 million, and a non-cash item representing depreciation and amortization expense of \$0.8 million primarily related to the network operations center and satellite earth station equipment.



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Net cash used in investing activities during the three months ended September 30, 2005 was \$0.6 million, which related to the purchase of \$0.6 million of fixed assets for our network operations center, specifically related to the video broadcast and VoIP platforms.

Net cash provided by financing activities during the three months ended September 30, 2005 was \$1.5 million, which related to \$1.0 million of proceeds from the exercise of stock options and \$0.4 million of proceeds from the exercise of warrants.

We have a credit agreement in place which provides for a working capital credit facility of up to \$20.0 million, which expires in November 2006. The line of credit bears interest at the prime rate, and is collateralized by a first security interest on all of our personal property. The credit agreement allows us to borrow and apply letters of credit against the availability under the line of credit. In addition, the credit agreement contains certain financial and other covenants, deposit requirements, monthly reporting provisions and other requirements, as defined in the credit agreement, with which we were in compliance at September 30, 2005. As of September 30, 2005, no borrowings were outstanding under this credit facility, however, there were standby letters of credit of approximately \$12.8 million, which were applied against and reduced the amounts available under this credit facility.

We lease satellite space segment services and other equipment under various operating lease agreements, which expire in various years through 2009. Future minimum lease payments due on these leases through September 30, 2006 are approximately \$8.0 million.

At September 30, 2005 we had contractual obligations and commercial commitments as follows (in thousands):

Payments Due by Period

	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
<b><u>Contractual Obligations</u></b>					
Operating leases	\$ 14,319	\$ 8,048	\$ 5,937	\$ 334	\$ —
Total contractual obligations	\$ 14,319	\$ 8,048	\$ 5,937	\$ 334	\$ —

Amount of Commitment Expiration Per Period

	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
<b><u>Other Commercial Commitments</u></b>					
Standby letters of credit	\$ 12,756	\$ 4,544	\$ 8,212	\$ —	\$ —
Total commercial commitments	\$ 12,756	\$ 4,544	\$ 8,212	\$ —	\$ —

We expect that our cash and working capital requirements for operating activities will increase as we continue to implement our business strategy. Management anticipates additional working capital requirements for work in progress for orders as obtained and that we may experience negative cash flows due to quarter to quarter operating performance.

GNSC has had, and we expect it will continue to have, working capital and additional capital expenditure requirements, which have, and may continue to put increased pressure on our capital resources.

Our future capital requirements will depend upon many factors, including the success of our marketing efforts in the ground segment systems, networks and data communications services

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business, the nature and timing of customer orders and the level of capital requirements related to the expansion of our service offerings. Based on current plans, we believe that our existing capital resources will be sufficient to meet working capital requirements at least through September 30, 2006. However, we cannot assure you that there will be no unforeseen events or circumstances that would consume available resources significantly before that time. For example, future events occurring in response to the hostilities in Iraq and Afghanistan, or in connection with any armed conflict, including, without limitation, future terrorist attacks against the United States or its allies or military or trade or travel disruptions impacting our ability to sell and market our products and services in the United States and internationally may impact our results of operations. In particular, we currently have two significant contracts with the Ministry of Communication of the Islamic Transitional State of Afghanistan. Unexpected events negatively impacting international commerce, including additional conflicts in the Middle East, could defer our ability to close contracts with international customers. Additional funds may not be available when needed and, even if available, additional funds may be raised through financing arrangements and/or the issuance of preferred or common stock or convertible securities on terms and prices significantly more favorable than those of the currently outstanding common stock, which could have the effect of diluting or adversely affecting the holdings or rights of our existing stockholders. If adequate funds are unavailable, we may be required to delay, scale back or eliminate some of our operating activities, including, without limitation, the timing and extent of our marketing programs, capital expenditures and research and development activities and we may be required to reduce headcount. We cannot assure you that additional financing will be available to us on acceptable terms, or at all.

#### Risk Factors

A limited number of customer contracts account for a significant portion of our revenues, and the inability to replace a key customer contract or the failure of the customer to implement its plans would adversely affect our results of operations, business and financial condition.

We rely on a small number of customer contracts for a large portion of our revenue. Specifically, we have agreements with five customers to provide equipment and services, from which we expect to generate a significant portion of our future revenues. We derived 52% of our revenues in the three months ended September 30, 2005 from four customers. Also, we conduct a substantial proportion of our business in developing countries. If any key customer is unable to implement its business plan, the market for these customers' services declines, political or military conditions make performance impossible or if all or any of the customers modifies or terminates its agreement with us, and we are unable to replace these contracts, our results of operations, business and financial condition would be materially harmed.

Risks associated with operating in international markets could restrict our ability to expand globally and harm our business and prospects.

We market and sell our products and services in the United States and internationally. We anticipate that international sales will continue to account for a significant portion of our total revenues for the foreseeable future with a

significant portion of the international revenue coming from developing countries, including countries in areas of conflict like Afghanistan. There are a number of risks inherent in conducting our business internationally, including:

- general political and economic instability in international markets, including the hostilities in Iraq and Afghanistan, could impede our ability to deliver our products and services to customers and harm our results of operations;
- difficulties in collecting accounts receivable could adversely affect our results of operations;
- changes in regulatory requirements could restrict our ability to deliver services to our international customers;
- export restrictions, tariffs, licenses and other trade barriers could prevent us from adequately equipping our network facilities;
- differing technology standards across countries may impede our ability to integrate our products and services across international borders;

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- protectionist laws and business practices favoring local competition may give unequal bargaining leverage to key vendors in countries where competition is scarce, significantly increasing our operating costs;
  - increased expenses associated with marketing services in foreign countries could affect our ability to compete;
  - relying on local subcontractors for installation of our products and services could adversely impact the quality of our products and services;
  - difficulties in staffing and managing foreign operations could affect our ability to compete;
  - complex foreign laws and treaties could affect our ability to compete; and
  - potentially adverse taxes could affect our results of operations.

These and other risks could impede our ability to manage our international operations effectively, limit the future growth of our business, increase our costs and require significant management attention.

If GNSC does not execute its business strategy or if the market for its services fails to develop or develops more slowly than we expect, our results of operations will be harmed.

GNSC's future revenues and results of operations are dependent on its execution of its business strategy and development of the market for its current and future services. Despite the settlement agreements which modified and reduced our satellite bandwidth obligations, we cannot assure you that the transponder space will be efficiently and substantially utilized or that an increase in orders will be realized. GNSC has had, and we expect will continue to have, cash requirements, which have decreased and will continue to decrease our cash resources. If GNSC does not efficiently and substantially utilize its transponder space capacity and increase its level of orders, its cash requirements may increase and our results of operations will be harmed. In addition, significant capital expenditures have been required as we have built our VoIP and video broadcast service offerings. If our VoIP and video broadcast service offerings are not accepted, or if the market fails to grow, we cannot assure you that we will be able to realize an appropriate return on these capital expenditures.

In the event of a catastrophic loss affecting our operations in Hauppauge, New York our results of operations would be harmed.

GNSC revenues and results of operations are dependant on the infrastructure of the Network Operations Center and the International Teleport at our headquarters in Hauppauge, New York. A catastrophic event to this facility or to the

infrastructure of the surrounding area would result in significant delays in restoring a majority of the data communications services capabilities. These capabilities permit us to offer an integrated suite of products and services and the incapacity of our communications infrastructure would negatively impact our ability to sell our ground segment systems and networks. This would result in the loss of revenues and adversely effect our business, results of operations and financial condition.

Our markets are highly competitive and we have many established competitors, and we may lose market share as a result.

The markets in which we operate are highly competitive and this competition could harm our ability to sell our products and services on prices and terms favorable to us. Our primary competitors in the satellite ground segment systems and networks market generally fall into two groups: (1) system integrators, like ITT, Data Path, and Global Communication Services, and (2) equipment manufacturers which also provide integrated systems, like Andrew Corporation, Viasat, Alcatel and ND Satcom AG.

In the end-to-end satellite-based enterprise solutions and broadcast services markets, we compete with other satellite communication companies who provide similar services, like Ascent, Globecast, and Convergent Media Systems. In addition, in managed network services we may compete with other communications service providers like Segovia and AT&T, and satellite owners like Panamsat, Loral

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Skyнет, New Skies Satellites N.V. and Intelsat. We anticipate that our competitors may develop or acquire services that provide functionality that is similar to that provided by our services and that those services may be offered at significantly lower prices or bundled with other services. These competitors may have the financial resources to withstand substantial price competition, may be in a better position to endure difficult economic conditions in international markets and may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. Moreover, many of our competitors have more extensive customer bases, broader customer relationships and broader industry alliances than we do that they could use to their advantage in competitive situations.

The markets in which we operate have limited barriers to entry, and we expect that we will face additional competition from existing competitors and new market entrants in the future. Moreover, our current and potential competitors have established or may establish strategic relationships among themselves or with third parties to increase the ability of their products and services to address the needs of our current and prospective customers. The potential strategic relationships of existing and new competitors may rapidly acquire significant market share, which would harm our business and financial condition.

If our products and services are not accepted in developing countries with emerging markets, our revenues will be impaired.

We anticipate that a substantial portion of the growth in the demand for our products and services will come from customers in developing countries due to a lack of basic communications infrastructure in these countries. However, we cannot guarantee an increase in the demand for our products and services in developing countries or that customers in these countries will accept our products and services at all. Our ability to penetrate emerging markets in developing countries is dependent upon various factors including:

- the speed at which communications infrastructure, including terrestrial microwave, coaxial cable and fiber optic communications systems, which compete with satellite-based services, is built;
- the effectiveness of our local resellers and sales representatives in marketing and selling our products and services; and
- the acceptance of our products and services by customers.

If our products and services are not accepted, or the market potential we anticipate does not develop, our revenues will be impaired.

We have had a history of operating losses and negative cash flow. Our negative cash flows may increase as we pursue our business plan and our losses may reoccur, which may strain our capital resources.

Although we have had six consecutive profitable quarters, we have incurred significant net losses since we began operating in August 1994. We incurred net losses of \$1.3 million during the fiscal year ended June 30, 2004, and \$19.6 million during the fiscal year ended June 30, 2003. As of September 30, 2005 our accumulated deficit was \$69.6 million. Our ability to maintain profitability will depend upon our ability to generate significant revenues through new profitable customer contracts and the expansion of our existing products and services, including our data communications services. We cannot assure you that we will be able to obtain new profitable customer contracts or generate significant additional revenues from those contracts or any new products or services that we introduce. In the past, we have incurred significant negative cash flows, which may reoccur if our business plan is not successful. Also, if we are unable to sustain or increase our profits on a quarterly or annual basis in the future or if our business undergoes a period of rapid growth, our operating cash flows may be negatively impacted.

We derive a substantial portion of our revenues from fixed-price projects, under which we assume greater financial risk if we fail to accurately estimate the costs of the projects.

We derive a substantial portion of our revenues from fixed-price projects. We assume greater financial risks on a fixed-price project than on a time-and-expense based project. If we miscalculate

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the resources or time we need for these fixed-price projects, the costs of completing these projects may exceed our original estimates, which would negatively impact our results of operations.

Since sales of satellite communications equipment are dependent on the growth of communications networks, if market demand for these networks declines, our revenue and profitability are likely to decline.

We derive, and expect to continue to derive, a significant amount of revenues from the sale of satellite ground segment systems and networks. If the long-term growth in demand for communications networks does not continue to return from recent depressed levels, the demand for our satellite ground segment systems and networks may decline or grow more slowly than we expect. As a result, we may not be able to grow our business, our revenues may decline from current levels and our results of operations may be harmed. The demand for communications networks and the products used in these networks is affected by various factors, many of which are beyond our control. For example, the uncertain general economic conditions have affected the overall rate of capital spending by many of our customers. Also, many companies have found it difficult to raise capital to finish building their communications networks and, therefore, have placed fewer orders. The economic slowdown resulted in a softening of demand from our customers. We cannot predict the extent to which demand will increase. Further, increased competition among

satellite ground segment systems and networks manufacturers has increased pricing pressures. We continue to see improvement in the segments we serve, in particular within the U.S. Government and government related entities marketplace, but a future reduction in opportunities from U.S. Government and government related agencies will negatively impact our results of operations.

We depend upon certain key personnel and may not be able to retain these employees. If we lose the services of these individuals or cannot hire additional qualified personnel, our business will be harmed.

Our success also depends to a substantial degree on our ability to attract, motivate and retain highly-qualified personnel. There is considerable competition for the services of highly-qualified technical and engineering personnel. We may not be able either to retain our current personnel or hire additional qualified personnel if and when needed.

Our future performance depends on the continued service of our key technical, managerial and marketing personnel; in particular, David Hershberg and Kenneth Miller based upon their individual knowledge of the markets in which we operate. The employment of any of our key personnel could cease at any time.

Satellites upon which we rely may malfunction or be damaged or lost.

In the delivery of our data communications services, we lease space segment from various satellite transponder vendors. The damage or loss of any of the satellites used by us, or the temporary or permanent malfunction of any of the satellites upon which we rely, would likely result in the interruption of our satellite-based communications services. This interruption could have a material adverse effect on our business, results of operations and financial condition.

We depend on our suppliers, some of which are our sole or a limited source of supply, and the loss of these suppliers could materially adversely affect our business, results of operations and financial condition.

We currently obtain most of our critical components and services from single or limited sources and generally do not maintain significant inventories or have long-term or exclusive supply contracts with our vendors. We have from time to time experienced delays in receiving products from vendors due to lack of availability, quality control or manufacturing problems, shortages of materials or components or product design difficulties. We may experience delays in the future and replacement services or products may not be available when needed, or at all, or at commercially reasonable rates or prices. If we were to change some of our vendors, we would have to perform additional testing procedures on the service or product supplied by the new vendors, which would prevent or delay the availability of our products and services. Furthermore, our costs could increase significantly if we need to change vendors. If we do not receive timely deliveries of quality products and services, or if there are significant increases in the prices of these products or services, it could have a material adverse effect on our business, results of operations and financial condition.

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Our network may experience security breaches, which could disrupt our services.

Our network infrastructure may be vulnerable to computer viruses, break-ins, denial of service attacks and similar disruptive problems caused by our customers or other Internet users. Computer viruses, break-ins, denial of service attacks or other problems caused by third parties could lead to interruptions, delays or cessation in service to our customers. There currently is no existing technology that provides absolute security. We may face liability to

customers for such security breaches. Furthermore, these incidents could deter potential customers and adversely affect existing customer relationships.

If the satellite communications industry fails to continue to develop or new technology makes it obsolete, our business and financial condition will be harmed.

Our business is dependent on the continued success and development of satellite communications technology, which competes with terrestrial communications transport technologies like terrestrial microwave, coaxial cable and fiber optic communications systems. Fiber optic communications systems have penetrated areas in which we have traditionally provided services. If the satellite communications industry fails to continue to develop, or if any technological development significantly improves the cost or efficiency of competing terrestrial systems relative to satellite systems, then our business and financial condition would be materially harmed.

We may not be able to keep pace with technological changes, which would make our products and services become non-competitive and obsolete.

The telecommunications industry, including satellite-based communications services, is characterized by rapidly changing technologies, frequent new product and service introductions and evolving industry standards. If we are unable, for technological or other reasons, to develop and introduce new products and services or enhancements to existing products and services in a timely manner or in response to changing market conditions or customer requirements, our products and services would become non-competitive and obsolete, which would harm our business, results of operations and financial condition.

We may be unable to raise additional funds to meet our capital requirements in the future.

We believe that our available cash resources will be sufficient to meet our working capital and capital expenditure requirements through at least September 30, 2006. However, our future liquidity and capital requirements are difficult to predict, as they depend on numerous factors, including the success of our existing product and service offerings, as well as competing technological and market developments. We may need to raise additional funds in order to meet additional working capital requirements and to support additional capital expenditures. Should this need arise, additional funds may not be available when needed and, even if additional funds are available, we may not find the terms favorable or commercially reasonable. If adequate funds are unavailable, we may be required to delay, reduce or eliminate some of our operating activities, including marketing programs, capital expenditures and research and development. If we raise additional funds by issuing equity securities, our existing stockholders will own a smaller percentage of our capital stock and new investors may pay less on average for their securities than, and could have rights superior to, existing stockholders.

Unauthorized use of our intellectual property by third parties may damage our business.

We regard our trademarks, trade secrets and other intellectual property as beneficial to our success. Unauthorized use of our intellectual property by third parties may damage our business. We rely on trademark, trade secret and patent protection and contracts, including confidentiality and license agreements with our employees, customers, strategic collaborators, consultants and others, to protect our intellectual property rights. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without our authorization.

We currently have been granted three patents in the United States, one for remote access to the Internet using satellites, one for satellite communication with automatic frequency control, and one for a monitor and control system for satellite communications networks and the like. We have two other patents pending in the United States, one for implementing facsimile and data communications using

Internet protocols and another for a distributed satellite-based cellular network. We currently have one Patent Cooperation Treaty patent application pending for implementing facsimile and data communications using Internet protocols. We also intend to seek further patents on our technology, if appropriate. We cannot assure you that patents will be issued for any of our pending or future patent applications or that any claims allowed from such applications will be of sufficient scope, or be issued in all countries where our products and services can be sold, to provide meaningful protection or any commercial advantage to us. Also, our competitors may be able to design around our patents. The laws of some foreign countries in which our products and services are or may be developed, manufactured or sold may not protect our products and services or intellectual property rights to the same extent as do the laws of the United States and thus make the possibility of piracy of our technology and products and services more likely.

We have filed applications for trademark registration of Globecomm Systems Inc., Globecomm and GSI in the United States and various other countries, and have been granted registrations for some of these terms in the United States, Europe and Russia. We have various other trademarks and service marks registered or pending for registration in the United States and in other countries and may seek registration of other trademarks and service marks in the future. We cannot assure you that registrations will be granted from any of our pending or future applications, or that any registrations that are granted will prevent others from using similar trademarks in connection with related goods and services.

Defending against intellectual property infringement claims could be time consuming and expensive, and if we are not successful, could cause substantial expenses and disrupt our business.

We cannot be sure that the products, services, technologies and advertising we employ in our business do not or will not infringe valid patents, trademarks, copyrights or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. Prosecuting infringers and defending against intellectual property infringement claims could be time consuming and expensive, and regardless of whether we are or are not successful, could cause substantial expenses and disrupt our business. We may incur substantial expenses in defending against these third party claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability and/or may materially disrupt the conduct of, or necessitate the cessation of, segments of our business.

#### Risks Related to the Securities Markets and Ownership of Our Common Stock

Our stock price is volatile.

From October 1, 2004 through September 30, 2005, our stock price ranged from a low of \$5.08 per share to a high of \$8.44 per share. The market price of our common stock, like that of the securities of many telecommunications and high technology industry companies, could be subject to significant fluctuations and is likely to remain volatile based on many factors, including the following:

- quarterly variations in operating results;
- announcements of new technology, products or services by us or any of our competitors;
- changes in financial estimates or recommendations by securities analysts;
- general market conditions; or
- domestic and international economic factors unrelated to our performance.

Additionally, numerous factors relating to our business may cause fluctuations or declines in our stock price.



The stock markets in general and the markets for telecommunications stocks in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

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Because our common stock is thinly traded, it may be difficult to sell shares of our common stock into the markets without experiencing significant price volatility.

Our common stock is currently traded on the Nasdaq National Market. Because of the relatively small number of shares that are traded, it may be difficult for an investor to find a purchaser for shares of our common stock without experiencing significant price volatility. We cannot guarantee that an active trading market will develop, that our common stock will have a higher trading volume than it has historically had or that it will maintain its current market price. This illiquidity could have a material adverse effect on the market price of our stock.

A third party could be prevented from acquiring shares of our stock at a premium to the market price because of our anti-takeover provisions.

Various provisions with respect to votes in the election of directors, special meetings of stockholders, and advance notice requirements for stockholder proposals and director nominations of our amended and restated certificate of incorporation, by-laws and Section 203 of the General Corporation Law of the State of Delaware could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. In addition, we have a poison pill in place and employment provisions with our senior executives that have change of control provisions that could make an acquisition of us by a third party more difficult.

We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our stock.

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future. The payment of dividends on our common stock will depend on our future earnings, capital requirements, financial condition, future prospects and other factors as the board of directors might deem relevant. If we do not pay dividends our stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

#### Risks Related to Government Approvals

We are subject to many government regulations, and failure to comply with them will harm our business.

#### Operations and Use of Satellites

We are subject to various federal laws and regulations, which may have negative effects on our business. We operate FCC licensed earth stations in Hauppauge, New York, subject to the Communications Act of 1934, as amended (the "FCC Act"), and the rules and regulations of FCC. Pursuant to the FCC Act and rules, we have obtained and are required to maintain radio transmission licenses from the FCC for both domestic and foreign operations of our earth stations. We have also obtained and are required to maintain authorization issued under Section 214 of the FCC Act to act as a telecommunications carrier, which authorization also extends to GNSS. These licenses should be renewed by the FCC in the normal course as long as we remain in compliance with FCC rules and regulations. However, we

cannot guarantee that the FCC will grant additional licenses when our existing licenses expire, nor are we assured that the FCC will not adopt new or modified technical requirements that will require us to incur expenditures to modify or upgrade our equipment as a condition of retaining our licenses. We are also required to comply with FCC regulations regarding the exposure of humans to radio frequency radiation from our earth stations. These regulations, as well as local land use regulations, restrict our freedom to choose where to locate our earth stations. In addition, prior to a third party acquisition of us, we would need to seek approval from the FCC to transfer the radio transmission licenses we have obtained to the third party upon the consummation of the acquisition. However, we cannot assure you that the FCC will permit the transfer of these licenses. These approvals may make it more difficult for a third party to acquire us.

#### Foreign Regulations

Regulatory schemes in countries in which we may seek to provide our satellite-delivered data communications services may impose impediments on our operations. Some countries in which we

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intend to operate have telecommunications laws and regulations that do not currently contemplate technical advances in telecommunications technology like Internet/intranet transmission by satellite. We cannot assure you that the present regulatory environment in any of those countries will not be changed in a manner, which may have a material adverse impact on our business. Either we or our local partners typically must obtain authorization from each country in which we provide our satellite-delivered data communications services. The regulatory schemes in each country are different, and thus there may be instances of noncompliance of which we are not aware. We cannot assure you that our licenses and approvals are or will remain sufficient in the view of foreign regulatory authorities, or that necessary licenses and approvals will be granted on a timely basis in all jurisdictions in which we wish to offer our products and services or that restrictions applicable thereto will not be unduly burdensome.

#### Regulation of the Internet

Due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted at the local, national or international levels with respect to the Internet, covering issues including user privacy and expression, pricing of products and services, taxation, advertising, intellectual property rights, information security or the convergence of traditional communication services with Internet communications. It is anticipated that a substantial portion of our Internet operations will be carried out in countries that may impose greater regulation of the content of information coming into the country than that which is generally applicable in the United States, including but not limited to privacy regulations in numerous European countries and content restrictions in countries such as the People's Republic of China. To the extent that we provide content as a part of our Internet services, it will be subject to laws regulating content. Moreover, the adoption of laws or regulations may decrease the growth of the Internet, which could in turn decrease the demand for our Internet services or increase our cost of doing business or in some other manner have a material adverse effect on our business, operating results and financial condition. In addition, the applicability of existing laws governing issues including property ownership, copyrights and other intellectual property issues, taxation, libel, court jurisdiction and personal privacy to the Internet is uncertain. The vast majority of these laws were adopted prior to the advent of the Internet and related technologies and, as a result, do not contemplate or address the unique issues of the Internet and related technologies. Changes to these laws intended to address these issues, including some recently proposed changes, could create uncertainty in the marketplace which could reduce demand for our products and services, could increase our cost of doing business as a result of costs of litigation or increased product development costs, or could in some other manner have a material adverse effect on our

business, financial condition and results of operations.

#### Telecommunications Taxation, Support Requirements, and Access Charges

All telecommunications carriers providing domestic services in the United States are required to contribute a portion of their gross revenues for the support of universal telecommunications services. Also, some telecommunications services are subject to special taxation and to contribution requirements to support services to special groups, like persons with disabilities. Our services may be subject to new or increased taxes and contribution requirements that could affect our profitability, particularly if we are not able to pass them through to customers for either competitive or regulatory reasons.

Internet services are currently exempt from charges that long distance telephone companies pay for access to the networks of local telephone companies in the United States. Efforts have been made from time to time, and may be made again in the future, to eliminate this exemption. If these access charges are imposed on telephone lines used to reach Internet service providers and/or if flat rate telephone services for Internet access are eliminated or curtailed, the cost to customers who access our satellite facilities using telephone company-provided facilities could increase to an extent that could discourage the demand for our services. Likewise, the demand for our services in other countries may be affected by the availability and cost of local telephone or other telecommunications facilities to reach our facilities.

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#### Export of Telecommunications Equipment

The sale of our ground segment systems, networks, and communications services outside the United States is subject to compliance with the regulations of the United States Export Administration and, in certain circumstances, with International Traffic in Arms regulations. The absence of comparable restrictions on competitors in other countries may adversely affect our competitive position. In addition, in order to ship our products into and implement our services in some countries, the products must satisfy the technical requirements of that particular country. If we were unable to comply with such requirements with respect to a significant quantity of our products, our sales in those countries could be restricted, which could have a material adverse effect on our business, results of operations and financial condition.

#### Foreign Ownership

We may, in the future, be required to seek FCC approval if foreign ownership of our stock exceeds the specified criteria. Failure to comply with these policies could result in an order to divest the offending foreign ownership, fines, denial of license renewal and/or license revocation proceedings against the licensee by the FCC.

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

We are subject to a variety of risks, including foreign currency exchange rate fluctuations relating to certain purchases from foreign vendors and our wholly-owned subsidiary, Globecomm Systems Europe Limited, which primarily deals in British Pounds Sterling. In the normal course of business, we assess these risks and have established policies and procedures to manage our exposure to fluctuations in foreign currency values.

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in earnings and cash flows associated with foreign currency exchange rates. Accordingly, we may utilize from time to time foreign currency forward contracts to hedge our exposure on firm commitments denominated in foreign currency. At September 30, 2005 we had no outstanding foreign exchange contracts.

Our results of operations and cash flows are subject to fluctuations due to changes in interest rates primarily from our investment of available cash balances in money market funds with portfolios of investment grade corporate and government securities. Under our current positions, we do not use interest rate derivative instruments to manage exposure to interest rate changes.

#### Item 4. Controls and Procedures

##### Quarterly Evaluation of the Company's Disclosure Controls and Internal Controls.

- (a) As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out under the supervision and with the participation of senior management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective (i) for gathering, analyzing and disclosing the information that the Company is required to disclose in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

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- (b) There have been no changes in the Company's internal controls over financial reporting (as defined in Exchange Act Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended) or in other factors during the fiscal quarter ended September 30, 2005 that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

#### Part II — Other Information

##### Item 1. Legal Proceedings

None

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

None

##### Item 3. Defaults Upon Senior Securities

None

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

None

Item 5. Other Information

None

Item 6. Exhibits

Index to Exhibits:

Exhibit No.

- 31.1 Chief Executive Officer Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended (filed herewith).
- 31.2 Chief Financial Officer Certification required by Rules 13a- 14 and 15d- 14 under the Securities Exchange Act of 1934, as amended (filed herewith).
- 32 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

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SIGNATURES

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

Date: November 9, 2005

**GLOBECOMM SYSTEMS INC.**

(Registrant)

/s/ DAVID E. HERSHBERG

David E. Hershberg

Chairman of the Board and

Chief Executive Officer

(Principal Executive Officer)

Date: November 9, 2005

/s/ ANDREW C. MELFI

Andrew C. Melfi

Vice President, Chief Financial

Officer and Treasurer (Principal

Financial and Accounting Officer)

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