

TECHTEAM GLOBAL INC

Form 10-Q

August 10, 2009

Table of Contents

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

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended June 30, 2009**

**Commission File Number: 0-16284**

**TECHTEAM GLOBAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**38-2774613**

(State or other jurisdiction of incorporation)

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

**27335 West 11 Mile Road, Southfield, MI 48033**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(248) 357-2866**

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 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)

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 shares of the registrant's common stock outstanding at August 1, 2009 was 11,128,191.

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**TECHTEAM GLOBAL, INC.**  
**FORM 10-Q**  
**TABLE OF CONTENTS**

	<b>Page Number</b>
<b><u>PART I FINANCIAL INFORMATION</u></b>	
<u>Item 1 Financial Statements</u>	3
<u>Condensed Consolidated Statements of Operations Three and Six Months Ended June 30, 2009 and 2008</u>	3
<u>Condensed Consolidated Balance Sheets As of June 30, 2009 and December 31, 2008</u>	4
<u>Condensed Consolidated Statements of Cash Flows Six Months Ended June 30, 2009 and 2008</u>	5
<u>Notes to Condensed Consolidated Financial Statements</u>	6
<u>Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
<u>Item 3 Quantitative and Qualitative Disclosures About Market Risk</u>	28
<u>Item 4 Controls and Procedures</u>	28
<b><u>PART II OTHER INFORMATION</u></b>	
<u>Item 1 Legal Proceedings</u>	28
<u>Item 1A Risk Factors</u>	28
<u>Item 2 Unregistered Sales of Equity Securities and Use of Proceeds</u>	29
<u>Item 4 Submission of Matters to a Vote of Security Holders</u>	29
<u>Item 5 Other Information</u>	29
<u>Item 6 Exhibits</u>	30
<b><u>SIGNATURES</u></b>	31
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32.1</u>	
<u>EX-32.2</u>	

Table of Contents

**PART 1 FINANCIAL INFORMATION**  
**ITEM 1 FINANCIAL STATEMENTS**  
**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**  
(In thousands, except per share data)

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Revenue</b>				
Commercial				
IT Outsourcing Services	\$ 26,560	\$ 30,435	\$ 54,278	\$ 60,703
IT Consulting and Systems Integration	3,165	8,070	7,069	14,944
Other Services	3,975	7,165	8,240	13,951
Total Commercial	33,700	45,670	69,587	89,598
Government Technology Services	20,627	22,206	40,845	44,242
<b>Total revenue</b>	<b>54,327</b>	<b>67,876</b>	<b>110,432</b>	<b>133,840</b>
<b>Cost of revenue</b>				
Commercial				
IT Outsourcing Services	20,765	24,768	42,065	48,711
IT Consulting and Systems Integration	2,660	6,226	5,629	11,714
Other Services	2,990	5,488	6,148	10,722
Total Commercial	26,415	36,482	53,842	71,147
Government Technology Services	14,566	15,806	29,316	32,328
<b>Total cost of revenue</b>	<b>40,981</b>	<b>52,288</b>	<b>83,158</b>	<b>103,475</b>
<b>Gross profit</b>				
Commercial	7,285	9,188	15,745	18,451
Government Technology Services	6,061	6,400	11,529	11,914
<b>Total gross profit</b>	<b>13,346</b>	<b>15,588</b>	<b>27,274</b>	<b>30,365</b>
Selling, general and administrative expense	11,450	12,564	22,042	24,302
Restructuring charge (credit)	(699)	3,884	(699)	3,884
<b>Operating income (loss)</b>	<b>2,595</b>	<b>(860)</b>	<b>5,931</b>	<b>2,179</b>
Net interest expense	(294)	(422)	(604)	(866)
Foreign currency transaction gain (loss)	(413)	19	(648)	231
<b>Income (loss) before income taxes</b>	<b>1,888</b>	<b>(1,263)</b>	<b>4,679</b>	<b>1,544</b>
Income tax provision	598	575	1,739	1,691
<b>Net income (loss)</b>	<b>\$ 1,290</b>	<b>\$ (1,838)</b>	<b>\$ 2,940</b>	<b>\$ (147)</b>
<b>Basic earnings per common share</b>	<b>\$ 0.12</b>	<b>\$ (0.17)</b>	<b>\$ 0.28</b>	<b>\$ (0.01)</b>

<b>Diluted earnings per common share</b>	\$ 0.12	\$ (0.17)	\$ 0.28	\$ (0.01)
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**Weighted average number of common shares and  
common share equivalents outstanding**

Basic	10,610	10,505	10,599	10,486
Diluted	10,642	10,505	10,624	10,486

See accompanying notes.

3

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Table of Contents**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(Unaudited)	
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 18,364	\$ 16,881
Accounts receivable (less allowance of \$1,638 at June 30, 2009 and \$986 at December 31, 2008)	45,014	59,705
Prepaid expenses and other current assets	5,034	4,315
<b>Total current assets</b>	68,412	80,901
<b>Property, equipment and software, net</b>	7,596	8,327
<b>Goodwill and other intangible assets, net</b>	75,918	77,361
<b>Other assets</b>	668	774
<b>Total assets</b>	\$ 152,594	\$ 167,363

**LIABILITIES AND SHAREHOLDERS EQUITY**

<b>Current liabilities</b>		
Current portion of long-term debt	\$ 7,899	\$ 7,987
Accounts payable	7,007	6,340
Accrued payroll and related taxes	12,567	12,477
Accrued expenses	5,715	9,054
Other current liabilities	2,446	2,616
<b>Total current liabilities</b>	35,634	38,474
<b>Long-term liabilities</b>		
Long-term debt, less current portion	10,682	27,202
Deferred income taxes	1,751	1,966
Other long-term liabilities	635	988
<b>Total long-term liabilities</b>	13,068	30,156

**Shareholders equity**

Preferred stock, 5,000,000 shares authorized, no shares issued

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Common stock, \$0.01 par value, 45,000,000 shares authorized, 11,128,256 and 10,884,998 shares issued and outstanding at June 30, 2009 and December 31, 2008, respectively

	111	109
Additional paid-in capital	78,836	77,939
Retained earnings	24,300	21,359
Accumulated other comprehensive income (loss)	645	(674)
<b>Total shareholders' equity</b>	<b>103,892</b>	<b>98,733</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 152,594</b>	<b>\$ 167,363</b>

See accompanying notes.

Table of Contents**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

(In thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Operating activities</b>		
Net income (loss)	\$ 2,940	\$ (147)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	3,384	3,765
Non-cash expense related to stock options and issuance of common stock and restricted common stock	913	1,118
Other	755	(23)
Changes in current assets and liabilities	10,517	(3,254)
Changes in long-term assets and liabilities	(266)	(422)
Net cash provided by operating activities	18,243	1,037
<b>Investing activities</b>		
Purchase of property, equipment and software	(1,141)	(1,438)
Cash paid for acquisitions, net of cash acquired	(250)	(5,457)
Net cash used in investing activities	(1,391)	(6,895)
<b>Financing activities</b>		
Proceeds from issuance of long-term debt		5,000
Proceeds (expenditures) from issuance of common stock	(13)	129
Tax expense from stock options		(5)
Payments on long-term debt	(16,606)	(2,602)
Net cash provided by (used in) financing activities	(16,619)	2,522
<b>Effect of exchange rate changes on cash and cash equivalents</b>	1,250	19
<b>Increase (decrease) in cash and cash equivalents</b>	1,483	(3,317)
<b>Cash and cash equivalents at beginning of period</b>	16,881	19,431
<b>Cash and cash equivalents at end of period</b>	\$ 18,364	\$ 16,114

See accompanying notes.



Table of Contents**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****Note 1 Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared by TechTeam Global, Inc. ( TechTeam or the Company ) in accordance with United States generally accepted accounting principles for interim financial information and 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 United States generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included, and such adjustments are of a normal recurring nature. Operating results for the three and six months ended June 30, 2009, are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Certain reclassifications have been made to the 2008 financial statements in order to conform to the 2009 financial statement presentation. See Note 9, Segment Reporting, for a discussion of reclassifications associated with the Company's presentation of reportable operating segments.

**Note 2 Comprehensive Income (Loss)**

Comprehensive income (loss) is defined as net income (loss) and all non-ownership changes in shareholders' equity. For the Company, comprehensive income (loss) for the periods presented consists of net income (loss), the foreign currency translation adjustment and net unrealized gain (loss) on derivative instruments. A summary of comprehensive income (loss) for the periods presented is as follows:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands)			
<b>Comprehensive Income (Loss)</b>				
Net income (loss)	\$ 1,290	\$ (1,838)	\$ 2,940	\$ (147)
Other comprehensive income (loss)				
Foreign currency translation adjustment	2,207	4	984	1,204
Unrealized gain (loss) on derivative instruments	189	446	335	(14)
Comprehensive income (loss)	\$ 3,686	\$ (1,388)	\$ 4,259	\$ 1,043

**Note 3 Earnings Per Share**

Earnings per share for common stock is computed using the weighted average number of common shares and common share equivalents outstanding. Common share equivalents consist of stock options, unvested restricted stock issued to employees and shares held in escrow in connection with the Company's acquisition of RL Phillips, Inc. During the three and six months ended June 30, 2009, 2,201,000 and 2,203,000 stock options, respectively, were excluded from the computation of diluted earnings per common share because the exercise prices of the options were higher than the average market price of the Company's common stock for the respective period. No stock options were included in the computation of diluted earnings per share for the three and six months ended June 30, 2008, due to the net loss for those periods.

Table of Contents

**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(continued)

**Note 4 Restructuring**

During 2008, the Company announced corporate-wide organizational realignment and restructuring actions to improve operating efficiency, achieve greater global consistency and drive improved financial performance.

The following table summarizes the accrued charges related to the restructuring:

	<b>Accrued Restructuring Charges at December 31, 2008</b>	<b>Adjustments to Accrued Restructuring Charges</b>	<b>Cash Payments</b>	<b>Accrued Restructuring Charges at June 30, 2009</b>
			(In thousands)	
Workforce reductions	\$ 359	\$ (43)	\$ (282)	\$ 34
Other	1,387	(656)	(361)	370
Total	\$ 1,746	\$ (699)	\$ (643)	\$ 404

The following table summarizes the restructuring charges by operating segment:

	<b>Accrued Restructuring Charges at December 31, 2008</b>	<b>Adjustments to Accrued Restructuring Charges</b>	<b>Cash Payments</b>	<b>Accrued Restructuring Charges at June 30, 2009</b>
			(In thousands)	
Restructuring charges				
Commercial				
IT Outsourcing Services	\$ 40	\$ (26)	\$ (11)	\$ 3
IT Consulting and Systems Integration	50		(50)	
Other Services	80		(64)	16
Total Commercial	170	(26)	(125)	19
Government Technology Services	367		(87)	280
Selling, general and administrative expense	1,209	(673)	(431)	105
Total restructuring charges	\$ 1,746	\$ (699)	\$ (643)	\$ 404

Due to the inherent uncertainty involved in estimating restructuring expenses, actual amounts paid for such activities may differ from amounts initially estimated. Accordingly, previously recorded reserves of \$699,000 were reversed for the six months ended June 30, 2009. Such reversals are recorded consistent with SEC Staff Accounting Bulletin 100,

Restructuring and Impairment Charges, and primarily result from the Company favorably amending a lease for

facilities in Europe to eliminate its obligation to pay for leased space that was vacated and expensed in 2008.

**Note 5 Property, Equipment and Software**

Long-lived assets are evaluated for impairment when events occur or circumstances indicate that the remaining estimated useful lives may warrant revision or that the remaining balances may not be recoverable. When this occurs, an estimate of undiscounted cash flows is used to determine if the remaining balances are recoverable. The Company has attempted to implement certain software over the last two years that was not fully implemented due to problems with the functionality of the software. The Company determined that the software purchased does not provide the functionality promised and required. The vendor has agreed to replace the software with another product that will provide the necessary functionality without additional cost to the Company. Based upon this evaluation, the Company does not believe this asset is impaired.

**Table of Contents**

**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(continued)

**Note 6 Acquisitions**

***Onvaio LLC***

On May 30, 2008, TechTeam Global, Inc. completed the acquisition of Onvaio LLC ( Onvaio ), a California limited liability company. Onvaio is a provider of technical support outsourcing services for clients globally through its wholly-owned subsidiary, Onvaio Asia Services, Inc., based in Manila, Philippines. The initial purchase price totaled \$4,787,000 and included acquisition costs of \$400,000. In addition to the initial purchase price paid at closing, an additional \$1,500,000 was placed into an escrow account and is payable in increments of \$125,000 on the last day of each fiscal quarter provided that Onvaio is still providing services to its largest customer in substantially the same form and content as it provided at closing. As of June 30, 2009, \$500,000 had been released from escrow and paid to the selling shareholders. This additional amount is being recorded as goodwill as it is earned.

***NewVectors LLC***

In connection with the Company's acquisition of NewVectors LLC ( NewVectors ) on May 31, 2007, \$4,000,000 of the total purchase price was placed into escrow for a period of one year after closing to reimburse the Company for any claims for indemnity or breach of representation and warranties. On May 31, 2008, the amount held in escrow was released in its entirety.

***SQM Sverige AB***

In connection with the Company's acquisition of SQM Sverige AB ( SQM ) on February 9, 2007, the selling shareholders had the potential to receive SEK 4,200,000 (equal to \$600,000 at the acquisition date), subject to SQM's achievement of a defined revenue target for the 2007 calendar year. The selling shareholders received SEK 4,200,000 (equal to \$660,000 on the date of payment) in February 2008 as a result of achieving the revenue target. The additional consideration was recorded as goodwill when it was earned.

***Disposition of TechTeam A.N.E. NV/SA***

On October 31, 2008, the Company completed the sale of TechTeam A.N.E NV/SA ( ANE ), the results of which were included in continuing operations through the date of the sale. This disposition was completed as the Company determined that this business unit was not core to the Company's long-term growth strategy. This business, included in the IT Consulting and Systems Integration segment, had net sales of \$7.2 million and a net operating loss of \$76,000 for 2008 through the date of the sale. Total gross proceeds from the sale were 1.1 million euro (\$1.4 million at the disposition date); the Company recognized a net gain of \$155,000, which is included in other income in the Consolidated Statement of Income, related to the sale of the business for the year ended December 31, 2008.

***Pro Forma Results of Operations***

The pro forma results of operations for the acquisitions of Onvaio and the disposition of ANE are not materially different than reported results and are not presented.

Table of Contents

**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(continued)

**Note 7 Stock-Based Compensation**

The Company measures and recognizes compensation expense for all stock-based payment awards based on the estimated fair value of the award. Compensation expense is recognized over the period during which the recipient is required to provide service in exchange for the award. Stock-based compensation expense recognized in each period is based on the value of the portion of the share-based award that is ultimately expected to vest during the period. The Company's outstanding stock-based awards consist of stock options and restricted stock.

***Stock Options***

The Company recorded compensation expense totaling \$278,000 and \$304,000 related to outstanding options during the three months ended June 30, 2009 and 2008, respectively, and compensation expense totaling \$592,000 and \$547,000 during the six months ended June 30, 2009 and 2008, respectively. At June 30, 2009 and 2008, there was approximately \$2,738,000 and \$3,200,000, respectively, of unrecognized compensation expense related to stock options. Unrecognized compensation expense at June 30, 2009, is expected to be recognized over a weighted-average period of approximately two years.

The Company records compensation expense for stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes valuation model. The Company uses historical data among other factors to estimate the expected price volatility, the expected option term and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the date of grant for the expected term of the option.

The following assumptions were used to estimate the fair value of options granted for the six months ended June 30, 2009 and 2008:

	<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
Expected dividend yield	0.0%	0.0%
Weighted average volatility	61%	37%
Risk free interest rate	1.4%	1.8% 3.4%
Expected term (in years)	3.0	3.1

***Restricted Common Stock***

Compensation expense related to restricted stock under all plans is recorded on a straight-line basis over the vesting period. The Company recorded compensation expense of approximately \$18,000 and \$98,000 related to outstanding shares of restricted stock under all plans for the three months ended June 30, 2009 and 2008, respectively, and compensation expense of approximately \$242,000 and \$475,000 for the six months ended June 30, 2009 and 2008, respectively. Compensation expense for the six months ended June 30, 2008, includes \$254,000 of expense related to the accelerated vesting of all non-vested restricted stock awards granted to the Company's former President and Chief Executive Officer, William C. Brown, in accordance with Mr. Brown's amended Employment and Noncompetition Agreement.

The weighted average grant-date fair value of restricted stock granted under all plans during the three months ended June 30, 2009 and 2008 was \$5.93 and \$9.77, respectively. The weighted average grant-date fair value of restricted stock granted under all plans during the six months ended June 30, 2009 and 2008 was \$5.00 and \$8.95, respectively. The fair value of restricted stock awards granted under all plans was determined based on the closing trading price of the Company's common stock on the date of grant.

**Table of Contents**

**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(continued)

**Note 7 Stock-Based Compensation** (continued)

At June 30, 2009 and 2008, there was approximately \$2,724,000 and \$2,716,000, respectively, of total unrecognized compensation expense related to non-vested shares of restricted stock. Unrecognized compensation expense at June 30, 2009, is expected to be recognized over a weighted average period of approximately three years.

**Note 8 Income Taxes**

At June 30, 2009 and December 31, 2008, the Company had an unrecognized tax benefit of approximately \$108,000 and \$107,000, respectively. The Company recognizes accrued interest related to unrecognized tax benefits as a component of interest expense and recognizes penalties as a component of selling, general and administrative expense. During the three and six months ended June 30, 2009 and 2008, interest and penalties recognized in the financial statements were not material. The Company had no material accruals for the payment of interest and penalties at June 30, 2009 and December 31, 2008.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2002. The Internal Revenue Service ( IRS ) commenced an examination of the Company's 2004 U.S. federal income tax return in the first quarter of 2007, which was completed in the second quarter of 2008. The following table summarizes tax years that remain subject to examination by major tax jurisdictions:

**Major Jurisdiction****Open Years**

U.S. Federal income taxes

2005 through 2008

U.S. State income taxes

2004 through 2008

Foreign income taxes

2002 through 2008

For the three and six months ended June 30, 2009, the consolidated effective tax rate was 31.7% and 37.2%, respectively. This rate differs from statutory levels in the three months ended June 30, 2009, primarily because the reversal of the restructuring charge was recorded in Belgium where there was no tax expense for the charge due to the availability of tax loss carry forwards which offset taxable income. Excluding the reversal of restructuring charges, the effective tax rate for the three and six months ended June 30, 2009 was 50.3% and 43.7%, respectively. The effective tax rate excluding the reversal of restructuring charges differs from the statutory tax rate of 34.0% primarily due to state income taxes, non-deductible expenses and foreign operating losses for which a tax benefit is not recorded. The effective tax rate for the three and six months ended June 30, 2008, was adversely impacted by providing valuation allowances on current foreign operating losses due to historical operating losses in certain countries. The level of current foreign operating losses increased because a significant portion of the Company's restructuring charges that were incurred in those countries. A tax benefit was recorded for the remaining portion of the restructuring charges that were incurred in other countries, including the United States. Excluding restructuring charges, the effective tax rate for the three and six months ended June 30, 2008, would have been 50.1% and 44.8%, respectively.

Table of Contents

**TECHTEAM GLOBAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(continued)

**Note 9 Segment Reporting**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision-making group is the Executive Leadership Team. The operating segments are managed separately because each operating segment represents a strategic business unit which offers different services.

The accounting policies of the operating segments are the same as those described in Note 1 to the Company's consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2008. The Company evaluates segment performance based on segment gross profit. Assets are not allocated to operating segments, but certain amounts of depreciation and amortization expense are allocated to operating segments.

During 2009, the Company reclassified certain expenses between Cost of revenue and Selling, general and administrative expense which allows the Company to track more appropriately how the services are managed. The 2008 results have been reclassified to conform to the current year presentation.

Financial information for the Company's operating segments is as follows:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands)			
<b>Revenue</b>				
Commercial				
IT Outsourcing Services	\$ 26,560	\$ 30,435	\$ 54,278	\$ 60,703
IT Consulting and Systems Integration	3,165	8,070	7,069	14,944
Other Services	3,975	7,165	8,240	13,951
Total Commercial	33,700	45,670	69,587	89,598
Government Technology Services	20,627	22,206	40,845	44,242
Total revenue	\$ 54,327	\$ 67,876	\$ 110,432	\$ 133,840