

CORILLIAN CORP  
Form 10-Q  
May 10, 2007

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 March 31, 2007

**OR**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number 0-29291**

**Corillian Corporation**

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

**Oregon**

*(State or other Jurisdiction of  
Incorporation or Organization)*

**91-1795219**

*(I.R.S. Employer  
Identification Number)*

**3400 NW John Olsen Place Hillsboro, Oregon**

*(Address of principal executive offices)*

**97124**

*(Zip Code)*

**(503) 629-3300**

*(Telephone number)*

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 the filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

As of April 30, 2007, 45,322,470 shares of Common Stock were issued and outstanding.

**Table of Contents**

**CORILLIAN CORPORATION  
FORM 10-Q  
TABLE OF CONTENTS**

**Part I Financial Information**

Item 1. Financial Statements:

Condensed Consolidated Balance Sheets as of March 31, 2007 and December 31, 2006 (unaudited)

Condensed Consolidated Statements of Operations for the three months ended March 31, 2007 and 2006 (unaudited)

Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2007 and 2006 (unaudited)

Notes to Condensed Consolidated Financial Statements (unaudited)

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Item 4. Controls and Procedures

**Part II Other Information**

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

Item 6. Exhibits

Signatures

EXHIBIT 31.1

EXHIBIT 31.2

EXHIBIT 32.1

EXHIBIT 99.1

**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****CORILLIAN CORPORATION**

Condensed Consolidated Balance Sheets  
(unaudited, in thousands)

|   | <b>March 31,<br/>2007</b> | <b>December<br/>31,<br/>2006 (1)</b> |
|---|---------------------------|--------------------------------------|
| <b>Assets</b>                               |                           |                                      |
| Current assets:                             |                           |                                      |
| Cash and cash equivalents                   | \$ 20,773                 | \$ 17,166                            |
| Short-term investments                      | 8,100                     | 8,050                                |
| Accounts receivable, net                    | 9,418                     | 12,659                               |
| Revenue in excess of billings               | 3,503                     | 3,474                                |
| Other current assets                        | 2,862                     | 3,263                                |
| Total current assets                        | 44,656                    | 44,612                               |
| Property and equipment, net                 | 4,229                     | 4,085                                |
| Goodwill                                    | 26,899                    | 26,899                               |
| Intangibles, net                            | 1,935                     | 2,283                                |
| Other assets                                | 2,549                     | 2,717                                |
| Total assets                                | \$ 80,268                 | \$ 80,596                            |
| <b>Liabilities and Shareholders' Equity</b> |                           |                                      |
| Current liabilities:                        |                           |                                      |
| Accounts payable and accrued liabilities    | \$ 5,621                  | \$ 4,990                             |
| Current portion of deferred revenue         | 13,966                    | 14,950                               |
| Other current liabilities                   | 1,356                     | 1,879                                |
| Total current liabilities                   | 20,943                    | 21,819                               |
| Deferred revenue, less current portion      | 1,716                     | 1,299                                |
| Other long-term liabilities                 | 600                       | 717                                  |
| Total liabilities                           | 23,259                    | 23,835                               |
| Shareholders' equity:                       |                           |                                      |
| Common stock                                | 154,911                   | 153,517                              |
| Accumulated other comprehensive income      | 46                        | 46                                   |
| Accumulated deficit                         | (97,948)                  | (96,802)                             |
| Total shareholders' equity                  | 57,009                    | 56,761                               |
| Total liabilities and shareholders' equity  | \$ 80,268                 | \$ 80,596                            |

(1) Derived from  
Corillian's

audited  
Consolidated  
Financial  
Statements as of  
December 31,  
2006.

See accompanying Notes to Condensed Consolidated Financial Statements.

3

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**Table of Contents**

**CORILLIAN CORPORATION**  
Condensed Consolidated Statements of Operations  
(unaudited, in thousands, except per share data)

|   | <b>Three Months Ended</b> |             |
|---|---------------------------|-------------|
|   | <b>March 31,</b>          |             |
|   | <b>2007</b>               | <b>2006</b> |
| Revenues  | \$ 16,469                 | \$ 14,273   |
| Cost of revenues                                    | 8,704                     | 6,967       |
| Gross profit  | 7,765                     | 7,306       |
| Operating expenses:                                 |                           |             |
| Sales and marketing                                 | 2,193                     | 2,313       |
| Research and development                            | 3,727                     | 3,570       |
| General and administrative                          | 3,327                     | 2,642       |
| Total operating expenses                            | 9,247                     | 8,525       |
| Loss from operations                                | (1,482)                   | (1,219)     |
| Other income, net                                   | 336                       | 268         |
| Net loss before income taxes                        | (1,146)                   | (951)       |
| Income taxes  |                           | 20          |
| Net loss  | \$ (1,146)                | \$ (971)    |
| Basic net loss per share                            | \$ (0.03)                 | \$ (0.02)   |
| Diluted net loss per share                          | \$ (0.03)                 | \$ (0.02)   |
| Shares used in computing basic net loss per share   | 45,221                    | 44,801      |
| Shares used in computing diluted net loss per share | 45,221                    | 44,801      |

See accompanying Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**CORILLIAN CORPORATION**  
Condensed Consolidated Statements of Cash Flows  
(unaudited, in thousands)

|   | <b>Three Months Ended March</b> |             |
|---|---------------------------------|-------------|
|   | <b>31,</b>                      |             |
|   | <b>2007</b>                     | <b>2006</b> |
| Cash flows from operating activities:   |                                 |             |
| Net loss  | \$ (1,146)                      | \$ (971)    |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: |                                 |             |
| Depreciation  | 519                             | 429         |
| Stock-based compensation expense  | 885                             | 563         |
| Amortization of intangible assets   | 348                             | 423         |
| Loss on sale of assets  |                                 | 4           |
| Excess tax benefits from stock-based compensation   | (5)                             | (3)         |
| Changes in operating assets and liabilities:  |                                 |             |
| Accounts receivable, net  | 3,241                           | 6,177       |
| Revenue in excess of billings   | (29)                            | (1,557)     |
| Other current and long-term assets  | 571                             | (202)       |
| Accounts payable and accrued liabilities  | 636                             | (1,776)     |
| Deferred revenue, current and long-term   | (567)                           | (3,247)     |
| Other current and long-term liabilities   | (640)                           | (734)       |
| Net cash provided by (used in) operating activities                                       | 3,813                           | (894)       |
| Cash flows from investing activities:   |                                 |             |
| Purchase of property and equipment  | (663)                           | (386)       |
| Purchases of available-for-sale investments   | (2,150)                         |             |
| Proceeds from the sales of available-for-sale investments                                 | 2,100                           | 850         |
| Net cash (used in) provided by investing activities                                       | (713)                           | 464         |
| Cash flows from financing activities:   |                                 |             |
| Proceeds from the issuance of common stock  | 502                             | 361         |
| Principal payments on capital lease obligations   |                                 | (3)         |
| Excess tax benefits from stock-based compensation   | 5                               | 3           |
| Net cash provided by financing activities   | 507                             | 361         |
| Increase (decrease) in cash and cash equivalents  | 3,607                           | (69)        |
| Cash and cash equivalents at beginning of period  | 17,166                          | 16,722      |
| Cash and cash equivalents at end of period  | \$ 20,773                       | \$ 16,653   |
| Cash paid during the period for:  |                                 |             |
| Interest  | \$ 3                            | \$ 2        |
| Taxes   | 94                              | 41          |
| Supplemental disclosures of non-cash investing and financing activities:                  |                                 |             |

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|  |    |   |    |    |
|--|----|---|----|----|
| Deferred costs related to employee stock-based compensation            | \$ | 2 | \$ | 11 |
| See accompanying notes to Condensed Consolidated Financial Statements. |    |   |    |    |
| 5  |    |   |    |    |

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**Table of Contents**

**CORILLIAN CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**(1) Basis of Presentation and Significant Accounting Policies**

The accompanying unaudited Condensed Consolidated Financial Statements of Corillian Corporation (the Company ) and subsidiaries have been prepared pursuant to Securities and Exchange Commission rules and regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2006, filed with the Securities and Exchange Commission on March 16, 2007.

The Condensed Consolidated Financial Statements include all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the results for interim periods. The results of operations for the three months ended March 31, 2007 are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the Company's Condensed Consolidated Financial Statements and accompanying notes. Actual results could differ materially from those estimates.

*Recent Accounting Pronouncements*

In September 2006, the FASB issued FASB Statement No. 157, *Fair Value Measurements* ( FAS 157 ). FAS 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and expands on required disclosures about fair value measurement. FAS 157 is effective for the Company on January 1, 2008 and will be applied prospectively. The Company is currently evaluating what impact, if any, this statement will have on its financial statements.

**(2) Concentration of Business and Credit Risk**

Results of operations are substantially derived from United States operations and substantially all assets reside in the United States. A majority of the Company's revenues are generated from banks and other financial institutions. Accordingly, the Company's near-term and long-term prospects depend on its ability to attract the technology expenditures of these companies. The market for Internet-based financial services is intensely competitive and rapidly changing. Additionally, the sale and implementation of the Company's products and services are often subject to delays because of the Company's customers' internal budgets and procedures for approving large capital expenditures and deploying new technologies within their networks. The Company's financial condition, results of operations and liquidity could be materially affected if adverse conditions in the industry developed, such as a reduction in technology expenditures or a delay in the sales or implementation timeline. An inability of the Company to generate demand for its product, whether as a result of competition, technological change, economic, or other factors, could have a material adverse result on the Company's financial condition, results of operations or liquidity. During the three months ended March 31, 2007, one customer accounted for 11% of consolidated revenues. During the three months ended March 31, 2006, one customer accounted for 13% of consolidated revenues.

The Company is exposed to concentration of credit risk principally from accounts receivable and revenue in excess of billing. As of March 31, 2007, two customers each individually accounted for more than 10% of consolidated accounts receivable and together accounted for approximately 29% of the Company's consolidated accounts receivable in total. As of December 31, 2006, three customers each individually accounted for more than 10% of consolidated accounts receivable and together accounted for approximately 40% of the Company's consolidated accounts receivable in total.

As of March 31, 2007, one customer individually accounted for 10% of the Company's consolidated revenue in excess of billing balance. As of December 31, 2006, two customers each individually accounted for more than 10% of the Company's consolidated revenue in excess of billing balance and together represented 25% of the total balance.



**Table of Contents**

The Company is also subject to concentrations of credit risk from its cash, cash equivalents and short-term investments. The Company limits its exposure to credit risk associated with cash, cash equivalents and short-term investments by placing its cash, cash equivalents and short-term investments with major financial institutions and by investing in investment-grade securities.

**(3) Net Loss per Share**

The following table presents the calculation of basic and diluted net loss per share (in thousands, except per-share amounts):

|  | <b>Three Months Ended</b> |                           |
|--|---------------------------|---------------------------|
|  | <b>March<br/>31, 2007</b> | <b>March 31,<br/>2006</b> |
| Net loss                                   | \$ (1,146)                | \$ (971)                  |
| Weighted-average shares basic              | 45,221                    | 44,801                    |
| Effect of dilutive potential common shares |                           |                           |
| Weighted-average shares diluted            | 45,221                    | 44,801                    |
| Net loss per share basic                   | \$ (0.03)                 | \$ (0.02)                 |
| Net loss per share diluted                 | \$ (0.03)                 | \$ (0.02)                 |

Options to purchase employee stock options, including estimated options to purchase shares under the Employee Stock Purchase Plan (the ESPP), of approximately 6.3 million and 6.6 million shares for the three months ended March 31, 2007 and 2006, respectively, were outstanding, but were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive.

**(4) Employee Stock Benefit Plans*****2000 Employee Stock Purchase Plan***

In March 2000, the Board of Directors approved the ESPP that became effective upon completion of the Company's initial public offering on April 12, 2000. For the three months ended March 31, 2007 and 2006, the Company issued 130,423 and 111,811 shares, respectively, under the ESPP. As of March 31, 2007, 2.4 million shares were authorized for grant and 302,216 shares were available for issuance under the ESPP. The ESPP includes an evergreen formula pursuant to which the number of shares authorized for grant will be increased annually by the lesser of (1) 333,333 shares, (2) an amount equal to two percent of the average number of shares of common stock outstanding on a fully diluted basis as of the end of the Company's immediately preceding year, and (3) a lesser amount determined by the Board of Directors. In January 2007, an additional 333,333 shares of common stock became available for issuance under the ESPP pursuant to the evergreen formula.

**Table of Contents**

Offering periods commence on February 1 and August 1 each year and have a 24-month duration. Each offering period consists of four consecutive purchase periods of six month durations. Participants purchase common stock on the last day of each purchase period. The purchase price is the lesser of 85% of the fair market value of the common stock on the first day of an offering period or 85% of the fair market value of the common stock on the purchase date. If the fair market value of the Company's common stock on any purchase date of an offering period is less than the fair market value of the Company's common stock on the first day of the offering period, then every participant shall automatically (a) be withdrawn from the offering period at the close of the purchase date after the acquisition of the shares of the Company's common stock for the purchase period and (b) be enrolled in the offering period commencing on the first business date subsequent to the purchase period.

As a result of the execution of the definitive agreement to be acquired by CheckFree Corporation, as discussed in Note 10, the Company suspended the ESPP on February 13, 2007.

***1997, 2000 and 2003 Stock Option Plans******Stock Option Program Description***

Stock option grants are designed to reward employees for their long-term contributions to the Company and provide incentives for them to remain with the Company. The number and frequency of stock option grants are discretionary.

In 1997, the Company's Board of Directors approved and adopted a Stock Option Plan (the 1997 Plan). Options granted pursuant to the 1997 Plan may be either incentive stock options or non-qualified stock options, at the discretion of the Board of Directors. In March 2000, the Board of Directors approved an amendment that capped the 1997 Plan at 3,453,193 shares, which was the number of shares subject to options at that time. Shares under the 1997 Plan generally vest in yearly installments over a period of three or four years following the date of grant. Options under the 1997 Plan generally expire five years from the date of grant, and generally expire three months after termination of employment with the Company.

In March 2000, the Board of Directors approved the 2000 Stock Incentive Compensation Plan (the 2000 Plan). Options granted pursuant to the 2000 Plan may be either incentive stock options or non-qualified stock options, at the discretion of the Board of Directors. Shares under the 2000 Plan generally vest over a period of four years following the date of grant. Options under the 2000 Plan generally expire ten years from the date of grant, and generally expire three months after termination of employment with the Company. The options generally become exercisable for 25% of the option shares one year from the date of grant and then ratably over the following 12 quarters. As of March 31, 2007, 8.8 million shares were authorized for grant and 1.6 million shares remained available for issuance under the 2000 Plan. The 2000 Plan includes an evergreen formula pursuant to which the number of shares authorized for grant will be increased annually by the lesser of (1) 400,000 shares, and (2) an amount equal to one percent of the average outstanding shares of the common stock of the Company as of the end of the immediately preceding year on a fully-diluted basis; plus any shares subject to outstanding awards under the Company's 1997 Plan as of the effective date of the 2000 Plan that cease to be subject to such awards other than by reason of exercise or payment of such awards. In January 2007, an additional 400,000 shares of common stock became available for grant under the 2000 Plan pursuant to the evergreen formula.

In May 2003, the Company's Board of Directors adopted the 2003 Nonqualified Stock Incentive Compensation Plan (the 2003 Plan) and authorized the issuance of 1,000,000 shares of common stock under the 2003 Plan. The 2003 Plan was not approved by the Company's shareholders. The Company may not grant stock options under this plan to any existing directors or officers. Shares under the 2003 Plan generally vest over a period of four years following the date of grant. Options under the 2003 Plan generally expire ten years from the date of grant or three months after termination of employment with the Company. The options will generally become exercisable for 25% of the option shares one year from the date of grant and then ratably over the following 12 quarters. As of March 31, 2007, approximately 279,000 shares remained available for issuance under the 2003 Plan.

***General Option Information***

A summary of option activity under the Company's stock option plans are as follows:

**Table of Contents**

|                                  | <b>Number<br/>Outstanding</b> | <b>Weighted-<br/>Average<br/>Exercise<br/>Price per<br/>Share</b> |
|----------------------------------|-------------------------------|---|
| Outstanding at December 31, 2006 | 6,432,627                     | \$3.95  |
| Granted                          | 16,000                        | 3.60  |
| Exercised                        | (90,665)                      | 2.34  |
| Canceled/forfeited/expired       | (51,366)                      | 4.54  |
| Outstanding at March 31, 2007    | 6,306,596                     | \$3.97  |

The total pretax intrinsic value of options exercised for the three months ended March 31, 2007 and 2006 was approximately \$256,000 and \$142,000, respectively. Net cash proceeds from the exercise of stock options and purchases under the ESPP were approximately \$502,000 and \$361,000 for the three months ended March 31, 2007 and 2006, respectively.

The following table summarizes significant ranges of outstanding and exercisable options under the Company's stock option plans as of March 31, 2007:

| <b>Range of<br/>Exercise Prices</b> | <b>Options Outstanding</b>    |  |   | <b>Options Exercisable</b>               |                               |   |  |
|-------------------------------------|-------------------------------|--|---|--|-------------------------------|---|--|
|                                     | <b>Number<br/>Outstanding</b> | <b>Weighted-<br/>Average<br/>Remaining<br/>Contractual<br/>Life (in<br/>Years)</b> | <b>Weighted-<br/>Average<br/>Exercise<br/>Price<br/>per<br/>Share</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> | <b>Number<br/>Exercisable</b> | <b>Weighted-<br/>Average<br/>Exercise<br/>Price<br/>per<br/>Share</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> |
| \$0.68-\$2.71                       | 910,970                       | 6.07   | \$ 1.05   | \$ 3,589,222                             | 818,322                       | \$ 1.01   | \$ 3,256,922                             |
| \$2.72-\$2.87                       | 912,583                       | 6.91   | 2.85  | 1,952,928                                | 594,710                       | 2.85  | 1,272,679                                |
| \$2.88-\$2.99                       | 523,500                       | 8.65   | 2.91  | 1,088,880                                | 164,875                       | 2.90  | 344,589                                  |
| \$3.00-\$3.00                       | 983,875                       | 6.33   | 3.00  | 1,957,911                                | 857,625                       | 3.00  | 1,706,674                                |
| \$3.01-\$3.43                       | 902,062                       | 8.27   | 3.23  | 1,587,629                                | 320,755                       | 3.21  | 570,944                                  |
| \$3.44-\$4.99                       | 869,814                       | 6.22   | 3.86  | 982,890                                  | 588,409                       | 3.89  | 647,250                                  |
| \$5.00-\$19.50                      | 1,203,792                     | 5.26   | 8.90  |  | 1,203,792                     | 8.90  |  |
| <b>Total</b>                        | <b>6,306,596</b>              | <b>6.63</b>  | <b>\$ 3.97</b>  | <b>\$ 11,159,460</b>                     | <b>4,548,488</b>              | <b>\$ 4.31</b>  | <b>\$ 7,799,058</b>                      |

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value, based on the Company's closing stock price of \$4.99 as of March 31, 2007, which would have been received by the option holders had all option holders exercised their options as of that date. The total number of in-the-money options exercisable as of March 31, 2007 was approximately 3.3 million shares.

**Valuation and Expense Information under FAS 123(R)**

In connection with the pending acquisition of Corillian by CheckFree (see Note 10), the Company indefinitely suspended the ESPP on February 13, 2007 and cancelled all remaining awards under the plan. For the three months ended March 31, 2007, this modification resulted in additional stock-based compensation expense of approximately \$299,000 related to previously unrecognized compensation cost on the date of modification. The following table summarizes stock-based compensation expense under FAS 123(R) for the three months ended March 31, 2007 and 2006, which was allocated as follows (in thousands):

|  | <b>Three Months Ended</b> |                  |
|--|---------------------------|------------------|
|  | <b>March</b>              | <b>March 31,</b> |
|  | <b>31,</b>                | <b>2006</b>      |
|  | <b>2007</b>               |                  |
| Cost of revenues                       | \$ 255                    | \$ 114           |
| Sales and marketing                    | 142                       | 111              |
| Research and development               | 222                       | 120              |
| General and administrative             | 266                       | 218              |
| <br>                                   |                           |                  |
| Total stock-based compensation expense | \$ 885                    | \$ 563           |

**Table of Contents**

Stock-based compensation expense in the table above does not include any tax benefit associated with stock-based compensation due to the Company's overall tax position and the uncertainty surrounding the realizability of its deferred tax assets. As of March 31, 2007, total compensation cost related to non-vested stock options not yet recognized was \$3.0 million which is expected to be recognized over the next 14 months on a weighted-average basis.

The Company estimated the fair value of employee stock options and employee stock options granted under the ESPP using the Black-Scholes option pricing model. The fair value of employee stock options was estimated using the following weighted-average assumptions and fair values:

|                                       | <b>Three Months Ended<br/>March 31,</b> |             |
|---------------------------------------|---|-------------|
|                                       | <b>2007</b>                             | <b>2006</b> |
| Weighted average fair value of grants | \$2.21                                  | \$2.13      |
| Expected volatility                   | 72%                                     | 76%         |
| Risk-free interest rate               | 4.5%                                    | 4.7%        |
| Expected dividends                    | 0%                                      | 0%          |
| Expected life (in years)              | 4.8                                     | 4.7         |

The fair value of employee stock options granted under the ESPP was estimated using the following assumptions and fair values:

|                                       | <b>Three Months Ended<br/>March 31,</b> |             |
|---------------------------------------|---|-------------|
|                                       | <b>2007</b>                             | <b>2006</b> |
| Weighted average fair value of grants | \$ 1.11                                 | \$ 0.97     |
| Expected volatility                   | 31%-45%                                 | 48%-55%     |
| Risk-free interest rate               | 5.0%-5.2%                               | 4.7%-4.8%   |
| Expected dividends                    | 0%                                      | 0%          |
| Expected life (in years)              | 0.5-2.0                                 | 0.5-2.0     |

As stock-based compensation expense recognized in the Consolidated Statement of Operations for the three months ended March 31, 2007 and 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. FAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

*Accuracy of Fair Value Estimates*

The Company's determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. Option-pricing models were developed for use in estimating the value of traded options that have no vesting or hedging restrictions and are fully transferable. Because the Company's employee stock options have certain characteristics that are significantly different from traded options, and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion, the existing valuation models may not provide an accurate measure of the fair value of the Company's employee stock options. Although the fair value of employee stock options is determined in accordance with FAS 123(R) using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

**(5) Commitments and Contingencies***Long-term debt*

**Table of Contents**

As of March 31, 2007, the Company was in violation of the net income requirements under its line of credit agreement which requires the Company to have net income on a semi-annual basis, determined as of each December 31 and June 30; and net income on a quarterly basis. The Company received a waiver from its lender, dated May 4, 2007, that waived the default rights with respect to the breach for the period ending March 31, 2007. The Company may be in violation in future periods due to these net income requirements if it is unable to amend its existing covenant requirements.

**Environmental liability**

In connection with the acquisition of IntelliData Technologies Corporation ( IntelliData ) in August 2005, the Company assumed an environmental clean-up liability associated with prior tenants' operations at IntelliData's former New Milford, Connecticut property. In January 2000, IntelliData sold the property and the building. In connection with the sale, IntelliData agreed to undertake limited remediation of the property in accordance with applicable state and federal law. The property is not a listed federal or state Superfund site and IntelliData has not been named a potentially responsible party at the property. The remediation plan agreed to with the purchaser allowed IntelliData to use engineering and institutional controls (e.g., deed restrictions) to minimize the extent and costs of the remediation. Moreover, IntelliData obtained environmental insurance, which is now retained by the Company, to pay for remediation costs up to \$6,600,000 in excess of a retained exposure limit of \$600,000. As of March 31, 2007, the \$600,000 deductible had been exhausted. The amounts recorded as estimated undiscounted future liabilities and receivables due from the Company's insurance provider are as follows (in thousands):

|  | <b>March<br/>31,<br/>2007</b> | <b>December<br/>31,<br/>2006</b> |
|--|-------------------------------|----------------------------------|
| Receivable due from insurance provider, current    | \$ 882                        | \$ 852                           |
| Receivable due from insurance provider, long-term  | 167                           | 197                              |
| Total receivables due from insurance provider      | \$ 1,049                      | \$ 1,049                         |
| Estimated undiscounted future liability, current   | \$ 395                        | \$ 441                           |
| Estimated undiscounted future liability, long-term | 194                           | 226                              |
| Total estimated undiscounted future liability      | \$ 589                        | \$ 667                           |



**Table of Contents**

The Company considers the collection of these insurance recoveries to be probable. The Company recorded these amounts in accordance with SOP 96-1, *Environmental Remediation Liabilities*, and as part of purchase accounting in accordance with Statement of Financial Accounting Standards No. 141, *Business Combinations*. Due to the complexity of environmental laws and regulations, the varying costs and effectiveness of alternative clean-up methods and technologies, the uncertainty of insurance coverage, and the unresolved extent of the Company's responsibility, it is difficult to determine the ultimate outcome of these matters, however, any additional liability is not expected to have a material adverse effect on the Company's financial position, results of operations, or liquidity.

The Company has engaged a legal firm and an environmental specialist firm to represent it regarding this matter. The timing of the ultimate resolution of this matter is uncertain.

**(6) Segment Information**

Statement of Financial Accounting Standards No. 131, *Disclosures about Segments of an Enterprise and Related Information*, ( FAS 131 ) establishes standards for reporting information related to operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to shareholders. FAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are defined as components of an enterprise about which separate, discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions about how to allocate resources and assess performance. The Company's chief operating decision maker, as defined under FAS 131, is its chief executive officer. The Company operates in a single segment.

**Geographic Information**

Results of operations are derived from United States operations and all assets reside in the United States. The Company pursues international sales primarily through resellers and selective direct sales efforts. Geographic information for the three months ended March 31, 2007 and 2006 are presented below (in thousands).

|                       | <b>Three Months Ended</b> |                           |
|-----------------------|---------------------------|---------------------------|
|                       | <b>March<br/>31, 2007</b> | <b>March 31,<br/>2006</b> |
| Revenues from:        |                           |                           |
| United States         | \$ 15,534                 | \$ 13,504                 |
| All foreign countries | 935                       | 769                       |
|                       | <b>\$ 16,469</b>          | <b>\$ 14,273</b>          |

**Revenues**

The Company's chief decision-maker monitors the revenue streams of licenses and various services. There are many shared expenses generated by the various revenue streams. Because management believes that any allocation of the expenses to multiple revenue streams would be impractical and arbitrary, management has not historically made such allocations internally. The chief decision-maker does, however, monitor revenue streams at a more detailed level than those depicted in the accompanying financial statements.

Revenues derived from the Company's licenses and services are as follows (in thousands):

|                                   | <b>Three Months Ended</b> |                           |
|-----------------------------------|---------------------------|---------------------------|
|                                   | <b>March<br/>31, 2007</b> | <b>March 31,<br/>2006</b> |
| License and professional services | \$ 10,521                 | \$ 9,336                  |
| Post-contractual support          | 4,540                     | 4,358                     |
| Hosting                           | 1,408                     | 579                       |
|                                   | <b>\$ 16,469</b>          | <b>\$ 14,273</b>          |

*Major Customers*

**Table of Contents**

Revenues from the Company's major customers, accounting for more than 10% of consolidated revenues for the three months ended March 31, 2007 and 2006, are as follows (in thousands):

|            | <b>Three Months Ended</b> |                           |
|------------|---------------------------|---------------------------|
|            | <b>March 31,<br/>2007</b> | <b>March 31,<br/>2006</b> |
| Customer A | \$1,842                   | \$ 1,868                  |

**(7) Impairment Charges**

In 2006, the Company subleased a portion of the office space at its corporate headquarters in Hillsboro, Oregon through the current term of its lease on September 30, 2010. In accordance with Statement No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, and Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the Company recognized an impairment charge of \$113,000 to write-off the remaining book value of long-lived assets in the space the Company abandoned and ceased to use. Additionally, the fair value of the remaining lease payments at the cease-use date for the portion of the area subleased was greater than the estimated sublease rentals to be received. The Company recorded an additional impairment of \$283,000 associated with this rent shortfall.

Total cash outlays associated with these impairments are expected to be approximately \$283,000 and relate solely to the lease shortfall. There is no cash outlays associated with the long-lived assets impairment. The following tables display the current estimates related to these impairment charges (in thousands):

|                           |        |
|---------------------------|--------|
| Beginning accrual         | \$ 283 |
| Payments                  | (71)   |
| Accrual at March 31, 2007 | \$ 212 |

**(8) Related Party Transactions**

In January 2001, the Company extended a \$300,000 short-term loan to Alex P. Hart to assist him in purchasing a house in Portland, Oregon while he was in the process of selling his house in Bellevue, Washington and relocating to Portland to serve as the Company's President. Mr. Hart is currently the Company's Chief Executive Officer. The loan was interest-free through February 2004 and is secured by all assets of Mr. Hart. Beginning in March 2004 the loan began accruing interest at four percent. As of March 31, 2007, Mr. Hart has paid \$292,000 of the principal amount of the note, and \$8,000 of the principal amount remains outstanding. The outstanding principal balance is included in other receivables on the Company's Consolidated Balance Sheet at March 31, 2007.

**(9) Income Taxes**

The Company adopted the provisions of FIN 48 on January 1, 2007 and elected to treat interest and penalties accrued on unrecognized tax benefits as tax expense within its financial statements. Upon adoption, the Company analyzed its tax positions to determine if there were any that were more-likely-than-not to be sustained as of the adoption date. Based on this analysis, the Company determined that no adjustment was required upon adoption of FIN 48.

The Company does not believe it is reasonably possible that the total amount of unrecognized benefits will significantly increase or decrease within the next 12 months.

The Company did not record unrecognized tax benefits as a result of positions taken during the current quarter, and there were no decreases in prior unrecognized tax benefits resulting from settlements with taxing authorities or the lapse of applicable statutes of limitation.

The tax years which remain open to examination in our major taxing jurisdictions were as follows:

| <b>Jurisdiction</b> | <b>Open Tax Years</b> |
|---------------------|-----------------------|
| USA                 | 2003 - 2006           |



**Table of Contents****(10) Pending Acquisition of Corillian**

On February 13, 2007, the Company entered into a definitive agreement to be acquired by CheckFree Corporation ( CheckFree ), a publicly traded company (Nasdaq: CKFR) based in Norcross, Georgia, that provides electronic billing and payment and online transaction services to banks, billers and consumers. Under the terms of the agreement, CheckFree will acquire all of the outstanding shares of the Company at a price of \$5.15 per share, for a total purchase price of approximately \$245 million on a fully diluted basis. Under specified circumstances the Company may be required to pay a termination fee of \$5,500,000 to CheckFree in connection with a termination of the merger agreement. The proposed acquisition was approved by the Company's shareholders on April 30, 2007. Completion of the acquisition remains subject to regulatory review and other customary closing conditions. The Company previously announced that on April 12, 2007, CheckFree submitted an additional responsive document required by the pre-merger notification and report form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ( HSR Act ) to the Federal Trade Commission ( FTC ) and Department of Justice ( DOJ ), relating to the proposed acquisition of the Company by CheckFree. As a result, the HSR Act waiting period recommenced and is now set to expire at 11:59 p.m. on May 14, 2007, unless earlier terminated by federal antitrust authorities, or extended by a request for additional information from such authorities. The Company continues to anticipate the merger will close in the second calendar quarter of 2007, shortly following the expiration or termination of the antitrust waiting period. However, the timing of the closing may be affected by formal or informal requests, if any, for additional information from the FTC or DOJ.

CheckFree designs, develops and markets services that enable consumers to make electronic payments and collections, automate paper-based recurring financial transactions and conduct secure transactions on the Internet. CheckFree is our primary partner for remittance processing and was a developer with Intuit and Microsoft of the Open Financial Exchange data standard. We have developed a number of Voyager interfaces to CheckFree systems and resell CheckFree Web, a bill payment service provided by CheckFree.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Special Note Regarding Forward-Looking Statements and Risk Factors**

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact made in this Quarterly Report on Form 10-Q are forward-looking including but not limited to, statements regarding the expected timing of our acquisition by CheckFree Corporation; statements regarding industry prospects; future results of operations or position; our expectations and beliefs regarding future revenue growth; the future capabilities and functionality of our products and services; our strategies and intentions regarding acquisitions and their integration; the outcome of any litigation to which we are a party; our accounting and tax policies; our future strategies regarding investments, product offerings, research and development, market share, and strategic relationships and collaboration; our dividend policies; our future capital requirements; and our intentions and expectations regarding credit facilities. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology including intend, could, may, will, should, expect, plan, anticipate, believe, estimate, predict, potential, future, or con these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially from those expressed or implied in such forward-looking statements. In evaluating these statements, you should specifically consider various factors, including the risks described in greater detail in Exhibit 99.1 to this Report, our registration statements and reports filed with the Securities and Exchange Commission, and contained in our press releases from time to time. You are advised to read the more detailed and thorough discussion of the following risks that may affect our business contained in Exhibit 99.1 to this Report.

The announced merger with CheckFree may adversely affect the market price of our common stock and our results of operations.

If the merger does not occur, we will not benefit from the expenses we have incurred in preparation for the merger.

We have a history of losses and may incur losses in future periods if we are not able to, among other things, increase our sales to new and existing customers.

**Table of Contents**

Our quarterly results fluctuate significantly and may fall short of anticipated levels, which may cause the price of our common stock to decline.

A small number of customers account for a substantial portion of our revenues in each period; our results of operations and financial condition could suffer if we lose customers or fail to add additional customers to our customer base.

If we, or our implementation partners, do not effectively implement our solutions, we may not achieve anticipated revenues or gross margins.

If our goodwill or amortizable intangible assets become impaired, we may be required to record a significant charge to earnings.

The lengthy sales cycles of our products may cause revenues and operating results to be unpredictable and to vary significantly from period to period.

Subscription-based licensing of our products and services may have an adverse effect on near-term revenue.

We may not achieve anticipated revenues if we do not successfully introduce new products or develop upgrades or enhancements to our existing products.

Acquisitions may be costly and difficult to integrate, divert management resources or dilute shareholder value.

Our partners may be unable to fulfill their service obligations and cause us to incur penalties or other expenses with our customers.

Our facility and operations may be disabled by a disaster or similar event, which could damage our reputation and require us to incur financial loss.

Competition in the market for internet-based financial services is intense and could reduce our sales and prevent us from achieving profitability.

Consolidation in the financial services industry could reduce the number of our customers and potential customers.

If we lose key personnel, we could experience reduced sales, delayed product development and diversion of management resources.

If we do not develop international operations as expected or fail to address international market risks, we may not achieve anticipated sales growth.

If we become subject to intellectual property infringement claims, these claims could be costly and time consuming to defend, divert management attention or cause product delays.

Network or internet security problems could damage our reputation and business.

New technologies could render our products obsolete.

Defects in our solutions and system errors in our customers' data processing systems after installing our solutions could result in loss of revenues, delay in market acceptance and injury to our reputation.

Our products and services must interact with other vendors' products, which may result in system errors.

If we become subject to product liability litigation, it could be costly and time consuming to defend.



## **Table of Contents**

If we are unable to protect our intellectual property, we may lose a valuable competitive advantage or be forced to incur costly litigation to protect our rights.

Increasing government regulation of the internet and the financial services industry could limit the market for our products and services, impose on our liability for transmission of protected data and increase our expenses.

We do not guarantee future results, levels of activity, performance or achievements. We do not plan to update any of the forward-looking statements after the date of this document to conform them to actual results or to changes in our expectations.

### **Pending Acquisition of Corillian**

On February 13, 2007, we entered into a Merger Agreement pursuant to which CheckFree will acquire all of the outstanding shares of our common stock for \$5.15 per share in cash. Our shareholders approved the merger on April 30, 2007. We expect the acquisition to close in the second quarter of 2007, subject to certain regulatory matters. We previously announced that on April 12, 2007, CheckFree submitted an additional responsive document required by the pre-merger notification and report form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ( HSR Act ) to the Federal Trade Commission ( FTC ) and Department of Justice ( DOJ ), relating to the proposed acquisition of Corillian by CheckFree. As a result, the HSR Act waiting period recommenced and is now set to expire at 11:59 p.m. on May 14, 2007, unless earlier terminated by federal antitrust authorities, or extended by a request for additional information from such authorities. We continue to anticipate the merger will close in the second calendar quarter of 2007, shortly following the expiration or termination of the antitrust waiting period. However, the timing of the closing may be affected by formal or informal requests, if any, for additional information from the FTC or DOJ. If we should terminate the Merger Agreement under specified circumstances, including a termination whereby we would enter into an agreement to be acquired by another company, we would be required to pay CheckFree a termination fee of \$5.5 million.

All forward-looking statements included in this Annual Report on Form 10-Q, including those in the Management s Discussion and Analysis of Financial Condition, Results of Operations and Risk Factors, are based on management s plans for future operations without consideration given to the pending transaction.

### **Overview**

We are a leading provider of solutions that enable banks, credit unions, brokers and other financial service providers to rapidly deploy Internet-based financial services. Our solutions allow consumers to conduct financial transactions, view personal and market financial information, pay bills and access other financial services on the Internet. We provide a set of applications for Internet banking, online fraud prevention, electronic bill presentment and payment, targeted marketing, data aggregation, alerts and online customer relationship management. Our solutions integrate into existing database applications and systems and enable our customers to monitor transactions across all systems in real time. Our solutions are also designed to support multiple lines of business, including consumer banking, small business banking and credit card management, and to scale to support millions of users. Our current customers include J.P. Morgan Chase, Wachovia Bank, The Huntington National Bank, Capital One and SunTrust Bank.

We have historically focused our sales and marketing efforts to target the largest financial service providers. We intend to continue targeting large, industry-leading financial service providers by increasing our sales and marketing efforts. We have also successfully expanded into other markets, including small to mid-size financial institutions, and we intend to continue our efforts towards expanding our penetration of these markets.

As of March 31, 2007, we had a backlog of unfilled orders of \$57.7 million, as compared to a backlog of \$53.2 million as of December 31, 2006. We expect \$42.4 million of our backlog as of March 31, 2007 will be filled over the next 12 months. Backlog represents contractual customer commitments, including fees for licenses, professional services, maintenance, hosting, subscriptions and estimates for usage-based arrangements. Backlog is not necessarily indicative of revenues to be recognized in a specified future period. There are many factors that would impact our filling of backlog, such as our progress in completing projects for our customers and our customers meeting anticipated schedules for customer-dependent deliverables. We provide no assurances that any portion of our backlog will be filled during any fiscal year or at all, or that our backlog will be recognized as revenues in any given

period.

**Critical Accounting Policies and Estimates**

**Table of Contents**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our Consolidated Condensed Financial Statements, which we have prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes that there have been no significant changes during the three months ended March 31, 2007 to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2006.

**Recent Accounting Pronouncements**

See Note 1 to the Condensed Consolidated Financial Statements in Item 1 for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition, which is incorporated herein by reference.

**Results of Operations*****Revenues***

Revenues increased to \$16.5 million for the three months ended March 31, 2007 from \$14.3 million for the three months ended March 31, 2006. The increase of \$2.2 million, or 15%, was primarily due to \$1.2 million of increased license and professional services revenues from more implementation projects, and approximately \$829,000 of increased hosting revenues from several new hosting customers, including one that accounted for \$697,000 of the increase.

During the three months ended March 31, 2007, one customer accounted for 11% of consolidated revenues. During the three months ended March 31, 2006, one customer accounted for 13% of consolidated revenues.

***Cost of Revenues***

Cost of revenues consists primarily of salaries and related expenses for professional service personnel and outsourced professional service providers who are responsible for the implementation and customization of our software and for maintenance, hosting and support personnel who are responsible for post-contractual customer support, as well as amortization expense related to acquisition related intangibles and stock-based compensation.

Cost of revenues increased to \$8.7 million for the three months ended March 31, 2007 from \$7.0 million for the three months ended March 31, 2006. This increase of \$1.7 million, or 24%, was primarily due to an increase in professional services payroll and payroll-related costs, consulting expenses, stock-based compensation expense and amortization of project costs. Payroll and payroll-related expenses increased by \$914,000, which was due to a combination of average headcount increasing by 15 and fewer employee costs being deferred for implementation projects being recognized under the subscription and completed contract basis of accounting. In addition to the increased headcount, consulting expenses increased by \$258,000 from hiring more contractors to assist with an increase in the number of implementation projects. Amortization of deferred project costs increased by \$354,000 due to several projects that were being recognized under the subscription basis of accounting being completed subsequent to the first quarter of 2006. Stock-based compensation increased by \$141,000 due to the additional expense recognized as a result of the cancellation of the Employee Stock Purchase Plan (the ESPP) options on February 13, 2007. See Note 4 to the Condensed Consolidated Financial Statements in Item 1 for a full description of the ESPP award modification.

**Operating Expenses**

**Table of Contents*****Sales and Marketing Expenses***

Sales and marketing expenses consist of salaries, commissions, and related expenses for personnel involved in marketing, sales and support functions, as well as stock-based compensation and costs associated with trade shows and other promotional activities.

Sales and marketing expenses decreased to \$2.2 million for the three months ended March 31, 2007 from \$2.3 million for the three months ended March 31, 2006. This decrease of \$100,000, or 4%, was primarily due to lower payroll and payroll-related expenses as average sales and marketing headcount decreased by 4.

***Research and Development Expenses***

Research and development expenses consist primarily of salaries and related expenses for engineering personnel, stock-based compensation and costs of materials and equipment associated with the design, development and testing of our products.

Research and development expenses increased to \$3.7 million for the three months ended March 31, 2007 from \$3.6 million for the three months ended March 31, 2006. This increase of \$100,000, or 3%, was primarily due to a \$102,000 increase in stock-based compensation. This increase was primarily due to the additional expense recognized as a result of the cancellation of the ESPP options on February 13, 2007. See Note 4 to the Condensed Consolidated Financial Statements in Item 1 for a full description of the ESPP award modification.

***General and Administrative Expenses***

General and administrative expenses consist of salaries and related expenses for executive, finance, human resources, legal, information systems, management and administration personnel, as well as stock-based compensation, professional fees, bad debt expense and other general corporate expenses.

General and administrative expenses increased to \$3.3 million for the three months ended March 31, 2007 from \$2.6 million for the three months ended March 31, 2006. The increase of \$700,000, or 27%, was primarily due to \$658,000 in third party costs incurred for legal fees, proxy-related fees and fees associated with the fairness opinion contained in the special proxy filed on March 20, 2007 for the pending acquisition of Corillian by CheckFree.

***Other Income, Net***

Other income (expense), net, consists primarily of interest earned on cash and cash equivalents and short-term investments, interest expense, our share of losses in equity investments, and other miscellaneous items.

Other income, net, increased to \$336,000 for the three months ended March 31, 2007 from \$268,000 for the three months ended March 31, 2006. Other income increased primarily due to an increase of \$69,000 in interest income due to higher balances in cash, cash equivalents and short-term investments throughout the quarter.

***Income Taxes***

We expect to incur an alternative minimum tax liability for 2007. However, we did not record income tax expense for the three months ended March 31, 2007 due to the treatment of certain discrete items related to costs associated with the pending acquisition of Corillian, as well as stock-based compensation expense related to the suspension of the ESPP. We recorded an income tax charge of \$20,000 for the three months ended March 31, 2006. Alternative minimum taxes paid are available to be carried forward to reduce the excess of regular taxes over alternative minimum taxes in future years. Such alternative minimum tax credit carryforwards are includable in deferred tax assets. We have recorded a full valuation allowance against such credit carryforwards in addition to all other net deferred tax assets, as we believe it is more likely than not that these deferred tax assets will not be realized. We consider future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. In the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to decrease the valuation allowance would increase income in the period such determination was made.

***Stock-Based Compensation Expense***

**Table of Contents**

The following table summarizes stock-based compensation expense related to employee stock options and employee stock purchases under the ESPP in accordance with FAS 123(R) for the three months ended March 31, 2007 and 2006, which was allocated as follows (in thousands):

|  | <b>Three Months Ended</b>     |                           |
|--|-------------------------------|---------------------------|
|  | <b>March<br/>31,<br/>2007</b> | <b>March 31,<br/>2006</b> |
| Cost of revenues                       | \$ 255                        | \$ 114                    |
| Sales and marketing                    | 142                           | 111                       |
| Research and development               | 222                           | 120                       |
| General and administrative             | 266                           | 218                       |
| <br>                                   |                               |                           |
| Total stock-based compensation expense | \$ 885                        | \$ 563                    |

In connection with the pending acquisition of Corillian by CheckFree, the Company indefinitely suspended the ESPP on February 13, 2007 and cancelled all remaining awards under the plan. For the three months ended March 31, 2007, this modification resulted in additional stock-based compensation expense of approximately \$299,000 related to previously unrecognized compensation cost on the date of modification.

**Liquidity and Capital Resources**

As of March 31, 2007, we had \$28.9 million in cash, cash equivalents and short-term investments, as compared to \$25.2 million as of December 31, 2006. The increase in cash, cash equivalents and short-term investments was primarily due to \$3.8 million in cash provided by operating activities. Working capital increased to \$23.7 million as of March 31, 2007 from \$22.8 million as of December 31, 2006.

For the three months ended March 31, 2007, cash provided by operating activities was \$3.8 million. The timing of cash receipts from accounts receivable resulted in a \$3.2 million increase in cash flow from operations. The remaining increase in cash provided by operating activities was primarily due to an increase of approximately \$600,000 that resulted from a net loss of \$1.1 million, adjusted for \$1.7 million in non-cash items, including depreciation, stock-based compensation and amortization of intangibles. Cash used in investing activities was \$713,000 for the three months ended March 31, 2007, which was primarily due to \$663,000 of cash used to purchase property and equipment. Cash provided in financing activities was \$507,000 for the three months ended March 31, 2007, which was primarily due to \$502,000 of proceeds from the issuance of common stock related to employee stock option exercises and employee stock purchases under the ESPP.

For the three months ended March 31, 2006, cash used in operating activities was \$894,000. Cash flow from operations was negatively impacted by \$1.8 million due to payments of accounts payable and accrued liabilities. The timing of cash receipts from accounts receivable resulted in a \$6.2 million increase in cash flow from operations, and changes in deferred revenue and revenue in excess of billings decreased cash flow from operations by \$4.8 million due to the timing of billings and revenue recognized. These amounts were offset by an increase of approximately \$400,000 that resulted from a net loss of \$971,000, adjusted for \$1.4 million in non-cash items, including depreciation, stock-based compensation and amortization of intangibles. Cash provided by investing activities was \$464,000 for the three months ended March 31, 2006, which was due to \$850,000 in proceeds from the sale of available-for-sale investments, which was offset by \$386,000 of cash used to purchase property and equipment. Cash provided by financing activities was \$361,000 for the three months ended March 31, 2006, which was due to proceeds from the issuance of common stock related to employee stock option exercises and employee stock purchases under the ESPP.

As of March 31, 2007, we were in violation of the net income requirements under our line of credit agreement which requires us to have net income on a semi-annual basis, determined as of each December 31 and June 30; and net income on a quarterly basis. We received a waiver from our lender, dated May 4, 2007, that waived the default rights

with respect to the breach for the period ending March 31, 2007. We may be in violation in future periods due to these net income requirements if we are unable to amend our existing covenant requirements. We do not intend to use this line of credit and we believe that our current cash, cash equivalents, short-term investments and cash provided by operating activities will be sufficient to meet our working capital requirements for at least the next 12 months.

**Table of Contents****ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Foreign Exchange Rate Sensitivity**

We develop products in the United States and market our products and services in the United States, and to a lesser extent in Canada, Europe, Asia and Australia. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Because nearly all of our revenues are currently denominated in United States dollars, a strengthening of the United States dollar could make our products less competitive in foreign markets.

We do not use derivative financial instruments for speculative purposes. We do not engage in exchange rate hedging or hold or issue foreign exchange contracts for trading purposes. We do have foreign-based operations where transactions are denominated in foreign currencies and are subject to market risk with respect to fluctuations in the relative value of currencies. We have limited operations in Europe, Asia and Australia and conduct transactions in various local currencies in these locales. To date, the impact of fluctuations in the relative fair value of other currencies has not been material.

**Interest Rate Sensitivity**

As of March 31, 2007, we had \$28.9 million in cash, cash equivalents and short-term investments compared to \$25.2 million at December 31, 2006. Cash equivalents consist mainly of demand deposit accounts, money market mutual funds and commercial paper with original maturities less than 90 days. Short-term investments consist of taxable government agency bonds with original maturities ranging between 90 and 180 days and taxable municipal bonds, auction rate securities, with original maturities ranging from greater than one year. Government agency bonds are classified as held-to-maturity. All auction rate securities are classified as available-for-sale and reported on the balance sheet at par value, which approximates market value, as these securities are bought and sold every 28 to 35 days. We are not subject to significant interest rate risks on our available-for-sale investments as these investments are bought and sold at par value. Our short-term held-to-maturity investments are subject to interest rate risk and will decrease in value if market interest rates increase. We manage this risk by maintaining an investment portfolio with high credit quality. Changes in the overall level of interest rates affect our interest income that is generated from our short-term investments. If interest rates increase or decrease equally over the next 12 months, by a total of one percent, our interest income would increase or decrease by approximately \$180,000, respectively. We may invest in short-term investments with original maturities greater than 180 days. These investments would be subject to higher levels of interest rate risks.

**ITEM 4. CONTROLS AND PROCEDURES****(a) Evaluation of disclosure controls and procedures.**

The term disclosure controls and procedures (defined in SEC Rule 13a-15(e)) refers to the controls and other procedures of a company that are designed to ensure that the information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods. Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operations of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report (the Evaluation Date). In designing and evaluating our disclosure controls and procedures, management recognized that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Our disclosure controls and procedures are designed to provide reasonable assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our management, with the participation of the Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, such controls and procedures were effective to ensure that information required to be disclosed by an issuer in the reports that we file or submit under the Act is accumulated and communicated to our management,



**Table of Contents**

including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal controls over financial reporting.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with the evaluation required by Rule 13a-15(d) that occurred during the period covered by this quarterly report on Form 10-Q and that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We intend to regularly review and evaluate the design and effectiveness of our disclosure controls and procedures and internal controls over financial reporting on an ongoing basis and to improve these controls and procedures over time and to correct any significant deficiencies that we may discover in the future. While we believe the present design of our disclosure controls and procedures and internal controls over financial reporting are effective, future events affecting our business may cause us to modify these controls and procedures in the future.

**Table of Contents****PART II. OTHER INFORMATION****ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On April 30, 2007, we held a special meeting of shareholders in Portland, Oregon. Holders of 27,349,752 shares were represented at the meeting, either in person or by proxy. At this meeting, the shareholders approved the Merger Agreement related to the acquisition of Corillian by CheckFree. The votes cast in favor of and against approval of the Merger Agreement were as follows: 27,210,253 for; 119,596 against; 19,902 abstained; and 17,961,317 broker non-votes.

**ITEM 6. EXHIBITS****(a) Exhibits**

The exhibits listed on the accompanying index are filed as part of this Form 10-Q:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2               | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1               | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.1               | Risk Factors   |

**Table of Contents**

**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, on May 10, 2007.

CORILLIAN CORPORATION

By: /s/ Paul K. Wilde

Paul K. Wilde  
*Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

23

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**Table of Contents**

**INDEX TO EXHIBITS**

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| 99.1               | Risk Factors   |