

STREAMLINE HEALTH SOLUTIONS INC.

Form 10-Q

December 15, 2008

Table of Contents

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 October 31, 2008**

**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: 0-28132  
STREAMLINE HEALTH SOLUTIONS, INC.  
(Exact name of registrant as specified in its charter)**

Delaware  
(State or other jurisdiction of  
incorporation or organization)

31-1455414  
(I.R.S. Employer  
Identification No.)

10200 Alliance Road, Suite 200  
Cincinnati, Ohio 45242-4716  
(Address of principal executive offices) (Zip Code)  
(513) 794-7100

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is 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 ☒

Number of shares of Registrant's Common Stock (\$.01 par value per share) issued and outstanding, as of December 1, 2008: 9,304,782.

TABLE OF CONTENTS

|                                                                                                                      | Page |
|----------------------------------------------------------------------------------------------------------------------|------|
| <u>Part I. FINANCIAL INFORMATION</u>                                                                                 |      |
| <u>Item 1. Condensed Consolidated Financial Statements</u>                                                           | 3    |
| <u>Condensed Consolidated Balance Sheets at October 31, 2008 and January 31, 2008</u>                                | 3    |
| <u>Condensed Consolidated Statements of Operations for the three and nine months ended October 31, 2008 and 2007</u> | 5    |
| <u>Condensed Consolidated Statements of Cash Flows for the nine months ended October 31, 2008 and 2007</u>           | 6    |
| <u>Notes to Condensed Consolidated Financial Statements</u>                                                          | 7    |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                 | 10   |
| <u>Item 3 Quantitative and Qualitative Disclosure About Market Risk</u>                                              | 21   |
| <u>Item 4. Controls and Procedures</u>                                                                               | 21   |
| <u>Part II. OTHER INFORMATION</u>                                                                                    |      |
| <u>Item 1. Legal Proceedings</u>                                                                                     | 22   |
| <u>Item 1A Risk Factors</u>                                                                                          | 22   |
| <u>Item 3. Defaults upon Senior Securities</u>                                                                       | 22   |
| <u>Item 5 Other Matters</u>                                                                                          | 22   |
| <u>Item 6. Exhibits</u>                                                                                              | 23   |
| <u>Signatures</u>                                                                                                    | 24   |
| <u>EX-11</u>                                                                                                         |      |
| <u>EX-31.1</u>                                                                                                       |      |
| <u>EX-31.2</u>                                                                                                       |      |
| <u>EX-32.1</u>                                                                                                       |      |
| <u>EX-32.2</u>                                                                                                       |      |

**Table of Contents**

## PART I. FINANCIAL INFORMATION

## Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

STREAMLINE HEALTH SOLUTIONS, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
Assets

|                                                                                                                      | (Unaudited)<br>October 31,<br>2008 | (Audited)<br>January 31,<br>2008 |
|----------------------------------------------------------------------------------------------------------------------|------------------------------------|----------------------------------|
| Current assets:                                                                                                      |                                    |                                  |
| Cash                                                                                                                 | \$ 1,340,394                       | \$ 2,189,010                     |
| Accounts receivable, net of allowance for doubtful accounts of \$100,000, respectively                               | 2,993,000                          | 2,832,852                        |
| Contract receivables                                                                                                 | 852,138                            | 1,833,842                        |
| Prepaid hardware and third party software for future delivery                                                        | 861,635                            | 484,247                          |
| Prepaid other, including prepaid customer maintenance contracts                                                      | 864,676                            | 501,803                          |
| Deferred tax asset                                                                                                   | 185,000                            | 185,000                          |
| Total current assets                                                                                                 | 7,096,843                          | 8,026,754                        |
| Property and equipment:                                                                                              |                                    |                                  |
| Computer equipment                                                                                                   | 2,643,847                          | 2,235,104                        |
| Computer software                                                                                                    | 1,268,827                          | 1,086,691                        |
| Office furniture, fixtures and equipment                                                                             | 737,344                            | 731,346                          |
| Leasehold improvements                                                                                               | 574,257                            | 574,257                          |
|                                                                                                                      | 5,224,275                          | 4,627,398                        |
| Accumulated depreciation and amortization                                                                            | (3,676,019)                        | (3,153,675)                      |
|                                                                                                                      | 1,548,256                          | 1,473,723                        |
| Contract receivables                                                                                                 | 321,500                            |                                  |
| Capitalized software development costs, net of accumulated amortization of \$8,201,235 and \$6,643,235, respectively | 5,948,694                          | 4,878,694                        |
| Other, including deferred taxes of \$1,690,000, respectively                                                         | 1,724,661                          | 1,720,114                        |
|                                                                                                                      | \$ 16,639,954                      | \$ 16,099,285                    |

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

STREAMLINE HEALTH SOLUTIONS, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 Liabilities and Stockholders' Equity

|                                                                                                                            | (Unaudited)<br>October 31,<br>2008 | (Audited)<br>January 31,<br>2008 |
|----------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------------------------------|
| Current liabilities:                                                                                                       |                                    |                                  |
| Bank line of credit                                                                                                        | \$ 2,000,000                       | \$                               |
| Accounts payable                                                                                                           | 1,522,094                          | 1,518,682                        |
| Accrued compensation                                                                                                       | 414,210                            | 536,599                          |
| Accrued other expenses                                                                                                     | 524,531                            | 521,210                          |
| Deferred revenues                                                                                                          | 4,955,593                          | 5,183,333                        |
| Total current liabilities                                                                                                  | 9,416,428                          | 7,759,824                        |
| Non-current lease incentives                                                                                               | 73,262                             | 146,525                          |
| Stockholders' equity:                                                                                                      |                                    |                                  |
| Convertible redeemable preferred stock, \$.01 par value per share 5,000,000 shares authorized                              |                                    |                                  |
| Common stock, \$.01 par value per share, 25,000,000 shares authorized, 9,304,782 and 9,260,320 shares issued, respectively | 93,048                             | 92,603                           |
| Capital in excess of par value                                                                                             | 35,728,142                         | 35,542,222                       |
| Accumulated (deficit)                                                                                                      | (28,670,926)                       | (27,441,889)                     |
| Total stockholders' equity                                                                                                 | 7,150,264                          | 8,192,936                        |
|                                                                                                                            | \$ 16,639,954                      | \$ 16,099,285                    |

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

STREAMLINE HEALTH SOLUTIONS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
Three and Nine Months Ended October 31,  
(Unaudited)

|                                                         | Three Months |           | Nine Months    |                |
|---------------------------------------------------------|--------------|-----------|----------------|----------------|
|                                                         | 2008         | 2007      | 2008           | 2007           |
| Revenues:                                               |              |           |                |                |
| Systems sales                                           | \$ 1,343,112 | \$ 40,753 | \$ 2,938,131   | \$ 905,092     |
| Services, maintenance and support                       | 2,518,583    | 3,031,478 | 7,565,489      | 7,356,497      |
| Application-hosting services                            | 517,277      | 871,843   | 2,315,703      | 2,665,100      |
| Total revenues                                          | 4,378,972    | 3,944,074 | 12,819,323     | 10,926,689     |
| Operating expenses:                                     |              |           |                |                |
| Cost of systems sales                                   | 950,340      | 443,167   | 2,622,485      | 1,806,789      |
| Cost of services, maintenance and support               | 1,053,661    | 1,101,417 | 3,252,252      | 3,088,605      |
| Cost of application-hosting services                    | 286,471      | 263,216   | 883,710        | 818,375        |
| Selling, general and administrative                     | 1,698,829    | 1,509,344 | 5,181,322      | 4,331,015      |
| Product research and development                        | 364,002      | 610,554   | 2,094,371      | 2,366,455      |
| Total operating expenses                                | 4,353,303    | 3,927,698 | 14,034,140     | 12,411,239     |
| Operating income (loss)                                 | 25,669       | 16,376    | (1,214,817)    | (1,484,550)    |
| Other income (expense):                                 |              |           |                |                |
| Interest income                                         | 64           | 327       | 7,823          | 17,559         |
| Interest expense                                        | (7,658)      | (4,472)   | (8,543)        | (23,848)       |
| Loss on disposal of property and equipment              |              |           |                | (11,546)       |
| Earnings (Loss) before taxes                            | 18,075       | 12,231    | (1,215,537)    | (1,502,385)    |
| Income taxes                                            | (3,500)      | (9,000)   | (13,500)       | (9,000)        |
| Net earnings (loss)                                     | \$ 14,575    | \$ 3,231  | \$ (1,229,037) | \$ (1,511,385) |
| Basic net (loss) per common share                       | \$ 0.00      | \$ 0.00   | \$ (0.13)      | \$ (0.16)      |
| Diluted net (loss) per common share                     | \$ 0.00      | \$ 0.00   | \$ (0.13)      | \$ (0.16)      |
| Number of shares used in per common share computations: |              |           |                |                |
| Basic                                                   | 9,302,956    | 9,245,320 | 9,279,677      | 9,227,526      |
| Diluted                                                 | 9,342,130    | 9,361,189 | 9,279,677      | 9,227,526      |

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

STREAMLINE HEALTH SOLUTIONS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
Nine Months Ended October 31,  
(Unaudited)

|                                                                                   | 2008           | 2007           |
|-----------------------------------------------------------------------------------|----------------|----------------|
| Operating activities:                                                             |                |                |
| Net (loss)                                                                        | \$ (1,229,037) | \$ (1,511,385) |
| Adjustments to reconcile net (loss) to net cash provided by operating activities: |                |                |
| Depreciation and amortization                                                     | 2,080,345      | 1,648,445      |
| Share-based compensation expense                                                  | 118,922        | 83,553         |
| Loss on disposal of property and equipment                                        |                | 11,546         |
| Changes in assets and liabilities:                                                |                |                |
| Accounts and contract receivables                                                 | 500,056        | 1,066,380      |
| Other current assets                                                              | (740,261)      | (420,258)      |
| Accounts payable and accrued expenses                                             | (115,657)      | (21,404)       |
| Deferred revenues                                                                 | (227,740)      | (210,048)      |
| Net cash provided by operating activities                                         | 386,628        | 646,829        |
| Investing activities:                                                             |                |                |
| Purchases of property and equipment                                               | (596,877)      | (596,205)      |
| Proceeds from disposal of property and equipment                                  |                | 138,775        |
| Capitalization of software development costs                                      | (2,628,000)    | (1,767,994)    |
| Other investing activities                                                        | (77,810)       | (49,134)       |
| Net cash (used for) investing activities                                          | (3,302,687)    | (2,274,558)    |
| Financing activities:                                                             |                |                |
| Net change in bank line of credit                                                 | 2,000,000      | (1,000,000)    |
| Payment of capitalized leases                                                     |                | (147,051)      |
| Proceeds received from exercise of stock options and employee stock purchases     | 67,443         | 86,831         |
| Net cash provided by (used for) financing activities                              | 2,067,443      | (1,060,220)    |
| (Decrease) in cash                                                                | (848,616)      | (2,687,949)    |
| Cash at beginning of period                                                       | 2,189,010      | 3,316,614      |
| Cash at end of period                                                             | \$ 1,340,394   | \$ 628,665     |
| Supplemental cash flow disclosures:                                               |                |                |
| Interest paid                                                                     | \$ 3,958       | \$ 25,459      |
| Income taxes paid                                                                 | \$ 8,740       | \$ 9,202       |

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

STREAMLINE HEALTH SOLUTIONS, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

**Note 1 BASIS OF PRESENTATION**

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared by Streamline Health Solutions, Inc. ( Streamline Health or the Company ) without audit, in accordance with accounting principles generally accepted in the United States for interim financial information, pursuant to the rules and regulations applicable to quarterly reports on Form 10-Q of the U. S. Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the Condensed Consolidated Financial Statements have been included. These Condensed Consolidated Financial Statements should be read in conjunction with the financial statements and notes thereto included in the most recent Streamline Health Solutions, Inc. Annual Report on Form 10-K, Commission File Number 0-28132. Operating results for the three and nine months ended October 31, 2008, are not necessarily indicative of the results that may be expected for the fiscal year ending January 31, 2009.

**Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the Company s significant accounting policies is presented beginning on page 43 of its fiscal year 2007 Annual Report on Form 10-K. Users of financial information for interim periods are encouraged to refer to the footnotes contained in the Annual Report when reviewing interim financial results. There has been no material change in the accounting policies followed by the Company during fiscal year 2008.

**Note 3 CHANGES IN BALANCE SHEET ACCOUNT BALANCES**

The decrease in cash during the first nine months results primarily from investing activities - primarily expenditures relating to capitalized software development and acquisitions of equipment offset by borrowings under line of credit. The decrease in contracts receivable is the result of reaching billing milestones on customer contracts which were previously recognized as revenue but were not yet eligible for invoicing.

The increase in prepaid hardware and third party software for future delivery results from the purchase of items for a recently signed contract that have not been delivered.

The increase in prepaid other, including prepaid customer maintenance contracts is the result of new prepaid maintenance contracts that are amortized over their service period along with

**Table of Contents**

increases in prepaid commissions on new application-hosting services contracts which are amortized over their contract periods.

The increase in property and equipment is primarily the result of the acquisition of additional equipment to accommodate additional employees, upgrading of the data centers for internal operations and application hosting services.

The increase in long term contract receivables results from a new customer contract with a billing point that is long-term in nature.

The increase in capitalized software development costs, net, is the result of certain projects reaching technological feasibility for which development cost began being capitalized relating to the development of the next generation of core software solutions and expanded work flow module development.

The decrease in accrued compensation results from the temporary suspension of the corporate bonus program during the quarter to improve cash flow.

The amount shown for the line of credit represents new borrowings under the line.

The decrease in deferred revenues reflects the normal amortization of prepaid maintenance received in fiscal year 2007 and 2008, net of any additional payments received in 2008.

**Note 4 EQUITY AWARDS**

During the first nine months of the current fiscal year, the Company granted 75,000 options with a weighted average exercise price of \$2.17 per share. During the same period 52,500 options with a weighted average exercise price of \$2.875 per share expired and 7,000 options, with an exercise price of \$1.50, were exercised under all plans.

The Company adopted the standards of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, in fiscal year 2006, using the modified-prospective-transition method which requires expensing the fair value of the equity awards. The expense relating to the fair value of equity awards included in the three months and nine months ended October 31, 2008 and 2007 amounted to \$38,111 and \$27,982 and \$118,922 and \$83,553, respectively.

The assumptions used to calculate the fair value of equity awards granted are evaluated and revised, as necessary, to reflect current market conditions and prior experience.

**Note 5 INCOME TAXES**

The Company adopted Financial Accounting Standards Board Interpretation 48, *Accounting for Uncertainty in Income Taxes* ( FIN 48 ), at the beginning of fiscal year 2007. FIN 48 requires the Company to evaluate whether the tax positions taken by the Company will more likely than not be sustained upon examination by the appropriate taxing authority. It also provides guidance on how a company should measure the amount of the benefit that that the Company recognizes

**Table of Contents**

in its financial statements. The Company believes that its income tax positions and deductions will be sustained on audit and does not anticipate adjustments that will result in a material change to its financial position. Therefore, no reserves for uncertain tax positions have been recorded pursuant to FIN 48.

The Company and its subsidiary are subject to U.S. Federal income tax as well as income taxes in multiple state and local jurisdictions. The Company has concluded all U.S. Federal tax matters for years through January 31, 2006. All material state and local income tax matters have been concluded for years through January 31, 2003.

The expense reflects various state income taxes in which the company does business notwithstanding the year-to-date loss.

**Note 6 EARNINGS PER SHARE**

The basic (loss) per common share is calculated using the weighted average number of common shares outstanding during the period.

The 2008 diluted net (loss) per common share calculation, excludes the effect of the common stock equivalents (stock options), as the inclusion thereof would be antidilutive. The Company had 424,500 equity award shares outstanding at October 31, 2008 that were not included in the diluted net (loss) per share calculation as the inclusion thereof would be antidilutive.

The 2007 diluted net (loss) per common share calculation, excludes the effect of the common stock equivalents (stock options and warrants), as the inclusion thereof would be antidilutive. The Company had 439,834 equity award shares and 750,000 warrant shares outstanding at October 31, 2007 that were not included in the diluted net (loss) per share calculation as the inclusion thereof would be antidilutive.

**Note 7 CONTRACTUAL OBLIGATIONS**

The following table details the remaining obligations, by fiscal year, as of the end of the quarter. There are no capitalized leases or other commitments. There are no obligations beyond fiscal year 2011.

|                  | Total        | 2008         | 2009       | 2010      | 2011      |
|------------------|--------------|--------------|------------|-----------|-----------|
| Line of Credit   | \$ 2,000,000 | \$ 2,000,000 | \$         | \$        | \$        |
| Operating leases | 615,625      | 119,941      | 444,869    | 26,307    | 24,508    |
| Total            | \$ 2,615,625 | \$ 2,119,941 | \$ 444,869 | \$ 26,307 | \$ 24,508 |

**Note 8 DEBT**

Effective July 30, 2008, Streamline Health, Inc., a wholly owned subsidiary of Streamline Health Solutions, Inc., entered into a new revolving loan agreement with Fifth Third Bank, Cincinnati, OH, in the principal amount of \$2,000,000. The interest rate on amounts borrowed will accrue at a variable rate from the Prime Rate minus 1% to the Prime Rate plus 3%, (or an effective rate of 3.5% [prime minus 1/2 %] at October 31, 2008) based on the trailing twelve months earnings before interest, taxes, depreciation and amortization (EBITDA). The agreement contains other

**Table of Contents**

covenants including: Minimum Tangible Net Worth, Fixed Charge Coverage Ratio and Funded Indebtedness to EBITDA. The loan is guaranteed by the Registrant and is secured by a first lien on all of the assets of the Registrant and its subsidiary. The Company was not in compliance with the Tangible Net Worth covenant at October 31, 2008, but received a waiver from Fifth Third Bank for that violation. The Company is working with Fifth Third to reset the terms of the Tangible Net Worth covenant for future periods. The Company had borrowed \$2,000,000, the maximum amount, on the facility as of October 31, 2008. This facility is scheduled to expire on August 1, 2010.

**Note 9 WARRANTIES AND INDEMNITIES**

Streamline Health provides for the estimated cost of the product warranties at the time revenue is recognized. Should products fail to meet certain performance standards for an initial warranty period, Streamline Health's estimated warranty liability might need to be increased. Streamline Health bases its warranty estimates on the nature of any performance issue, the effort necessary to resolve the issue, customer requirements and any potential concessions, if any, which may be required to be granted to a customer, which result from performance issues. Streamline Health's ASPeN application-hosting services guarantees specific up-time and response time performance standards, which, if not met may result in reduced revenues, as a penalty, for the month in which the standards are not met. Streamline Health's standard agreements with its customers also usually include provisions to indemnify them from and against third party claims, liabilities, damages, and expenses arising out of Streamline Health's operation of its business or any negligent act or omission of Streamline Health. To date, Streamline Health has always maintained the ASPeN performance standards and has not been required to make any material penalty payments to customers or indemnify any customers for any material third party claims. At October 31, 2008 and 2007, Streamline Health had a warranty reserve in the amount of approximately \$171,100 and \$196,000, respectively. Each contract is reviewed quarterly with the appropriate Streamline Health Client Manager to determine the need for a warranty reserve based upon the most currently available information as to the status of the contract, the customer comments, if any, and the status of any open or unresolved issues with the customer.

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

In addition to historical information contained herein, this Report on Form 10-Q contains forward-looking statements relating to the Company's plans, strategies, expectations, intentions, etc. and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained herein are no guarantee of future performance and are subject to certain risks and uncertainties that are difficult to predict and actual results could differ materially from those reflected in the forward-looking statements. These risks and uncertainties include, but are not limited to, the timing of contract negotiations and executions and the related timing of the revenue recognition related thereto, the potential cancellation of existing contracts or clients not completing projects included in the backlog, the impact of competitive products and pricing, product demand and market acceptance, new product development, key strategic alliances with vendors that resell Streamline Health

## **Table of Contents**

solutions, the ability of Streamline Health to control costs, availability of products obtained from third-party vendors, the healthcare regulatory environment, healthcare information system budgets, availability of healthcare information systems trained personnel for implementation of new systems, as well as maintenance of legacy systems, fluctuations in operating results and other risk factors that might cause such differences including, those discussed herein, and including, effects of critical accounting policies and judgements, changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other similar entities, but not limited to, discussions in the most recent Form 10-K, Part I, Item 1 Business, Item 1A Risk Factors, Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8 Financial Statements and Supplemental Data. In addition, other written or oral statements that constitute forward-looking statements may be made by or on behalf of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date thereof. The Registrant undertakes no obligation to publicly revise these forward-looking statements, to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in this and other documents Streamline Health Solutions, Inc. files from time to time with the Securities and Exchange Commission, including future Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

Streamline Health's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires Streamline Health to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent liabilities. On an ongoing basis, Streamline Health evaluates its estimates, including those related to product revenues, bad debts, capitalized software development costs, income taxes, warranty obligations, support contracts, contingencies, and litigation. Streamline Health bases its estimates on historical experience and on various other assumptions that Streamline Health believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and revenue and expense recognition. Actual results may differ from these estimates under different assumptions or conditions.

## **RESULTS OF OPERATIONS**

### **GENERAL**

Streamline Health Solutions, Inc. ( Streamline Health® or the Company ) is a healthcare information technology company, which is focused on developing and licensing proprietary software solutions that improve document-centric information flows and complement and enhance existing transaction-centric hospital healthcare information systems. The Company's workflow and document management solutions bridge the gap between current, predominantly paper-based processes and transaction-based healthcare information systems by 1) electronically capturing document-centric information from disparate sources, 2) electronically directing that information through vital business processes, and 3) providing access to the information to authenticated users (such as physicians, nurses, administrative and financial personnel and payers) across the continuum of care. Streamline Health's systems are designed for enterprise wide deployment to seamlessly connect disparate departmental systems, or silos of independent technologies which create Friction Points™, in a common interoperable document management workflow solution.

**Table of Contents**

The Company's workflow-based solutions and services offer solutions to specific healthcare business processes within the Health Information Management (HIM) and revenue cycle, such as: remote coding, abstracting and chart completion, remote physician order processing, pre-admission registration scanning, insurance verification, secondary billing services, explanation of benefits processing, release of information processing and other departmental workflow processes.

The Company's solutions and services also create an integrated document-centric repository of historical health information that is complementary to and can be seamlessly bolted on to existing transaction-centric clinical, financial and management information systems, allowing healthcare providers to aggressively move toward fully Electronic Medical Record (EMR) processes while improving service levels and convenience for all stakeholders. These integrated systems allow providers and administrators to dramatically improve the availability of patient information while decreasing direct costs associated with document retrieval, work-in-process, chart completion, document retention and archiving.

The Company's software solutions can be provided on a subscription basis via remote application-hosting services or licensed and installed locally. Streamline Health provides ASPeN<sup>SM</sup> remote hosting services to, The Health Alliance of Greater Cincinnati, Catholic Healthcare West, T. J. Sampson Community Hospital, Bronx Lebanon Hospital Center, Patty A. Clay Medical Center, and Children's Medical Center of Columbus, OH, among others. In addition, Streamline Health has licensed its workflow and document management solutions, which are installed at leading healthcare providers including Parkview Health, Pro Health Care, Peace Health, Texas Health Resources, Sarasota Memorial Hospital, the Albert Einstein Healthcare Network, Beth Israel Medical Centers, and Memorial Sloan-Kettering Cancer Center, among others.

The Company's applications allow authenticated users, such as physicians, nurses, administrative and financial personnel, and payers, with access to patient healthcare information that exists in disparate systems across the continuum of care and improve operational efficiencies through business process re-engineering and automating labor-intensive and demanding paper environments. Streamline Health's applications and services are complementary to existing clinical and financial systems, and use document management and advanced workflow tools to ensure users can electronically access both structured (transaction-centric) and unstructured (document-centric) patient data and all the various forms of clinical and financial healthcare information from a single permanent and secure repository, including clinician's handwritten notes, laboratory reports, photographs, insurance cards, etc.

The Company's workflow solutions offer value to all of the constituents in the healthcare delivery process by enabling them to simultaneously access and utilize Streamline Health's advanced technological workflow applications to process information, on a real-time basis from virtually any location, including the Physician's desktop, using web-based technology. Streamline Health's solutions integrate its own proprietary document management platform, application workflow modules and image and web-enabling tools that allow for the seamless merger of back office functionality with existing Clinical and Financial Information Systems at the desktop.

The Company offers its own, internally developed, document management infrastructure

**Table of Contents**

(accessANYware™) that is built for high volume transaction processing and is specifically designed for the healthcare industry. In addition to providing access to information not previously available at the desktop, Streamline Health's applications fulfill the administrative and regulatory needs of the Health Information Management, Patient Financial Services and other hospital administrative departments. Furthermore, these systems have been specifically designed to integrate with any Clinical Information System through various means, including our proprietary software integration tool, Stream-ITSM. For example, Streamline Health has integrated its solutions with selected systems from Emergis, Inc. (a Telus company) (Oacis Electronic Medical Record), Siemens Medical Solutions USA Inc. (Siemens), Cerner Corporation, Eclipsys Corporation, Lawson Software, and GE Healthcare (see below) applications, thus enabling customers to use our solutions without the expense of replacing entire software systems to gain the software functionality. By offering electronic access to all the patient information components of the medical record, this integration completes one of the most difficult tasks necessary to provide a true Electronic Medical Record.

Streamline Health's systems deliver on-line enterprise wide access to fully updated patient information, which historically was maintained on a variety of media, including paper, magnetic disk, optical disk, and microfilm. The Company operates primarily in one segment as a provider of health information technology solutions that streamline healthcare information flows within a healthcare facility.

Historically, Streamline Health has derived most of its revenues from recurring application-hosting services, recurring maintenance fees, professional services and system sales involving the licensing, either directly or through remarketing partners, of its Health Information Management Workflow and Revenue Cycle Management Workflow solutions to Integrated Healthcare Delivery Networks (IDNs). In a typical transaction, Streamline Health, or its remarketing partners, enter into a perpetual license or fee-for-service subscription agreement for Streamline Health's software application suite and may license or sell other third-party software and hardware components to the IDN. Additionally, Streamline Health provides professional services, including implementation, training, and product support.

Streamline Health earns its highest margins on proprietary Streamline Health software and application-hosting services and the lowest margins on third-party hardware and software. Sales to customers may include different configurations of Streamline Health software, hardware, third party software, and professional services, resulting in varying margins among contracts. The margins on professional services revenues fluctuate based upon the negotiated terms of the agreement with each customer and Streamline Health's ability to fully utilize its professional services, maintenance, and support services staff.

Beginning in 1998, Streamline Health began offering customers the ability to obtain its workflow solutions on an application-hosting basis as an Application Service Provider (ASP). Streamline Health established a hosting data center and installed Streamline Health's suite of workflow solutions, called ASPeN (Application Service Provider eHealth Network) within the hosting data center. Under this arrangement, customers electronically capture information and securely transmit the data to the hosting data center. The ASPeN services store and manage the data using Streamline Health's suite of applications, and customers can view, print, fax, and

**Table of Contents**

process the information from anywhere using the Streamline Health web-based applications. Streamline Health charges and recognizes revenue for these ASPeN services on a subscription basis as information is captured, stored, retrieved and processed. In 2008, the Company has experienced a shift towards more new ASPeN customer contracts versus its historical pattern of mostly licensed software contracts.

The decisions by a healthcare provider to replace, substantially modify, or upgrade its information systems are strategic decisions and often involve a large capital commitment requiring an extended approval process. Since inception, Streamline Health has experienced extended sales cycles. It is not uncommon for sales cycles to take six to eighteen months from initial contact to the execution of an agreement. As a result, the sales cycles can cause significant variations in quarter-to-quarter operating results. These agreements cover the licensing, implementation and maintenance of the system, which typically takes place in one or more phases. The licensing agreements generally provide for the licensing of Streamline Health's proprietary software and third-party software with a perpetual or term license fee on either an unlimited number of users (site license) or a specific number of users (concurrent users license) that is adjusted upward depending on the number of concurrent users using the software. Site-specific customization, interfaces with existing customer systems and other consulting services are sold on a fixed fee or a time and materials basis. Alternatively, with Streamline Health's ASP services solution, the application-hosting services agreements generally provide for utilizing Streamline Health's software and third-party software on a recurring subscription basis.

ASPeN services was designed to overcome obstacles in the buying decision such as large capital commitment, length of implementation, and the scarcity of time for Healthcare Information Systems personnel to implement new systems. Streamline Health believes that large IDNs and smaller healthcare providers are looking for this type of ASP application because of the ease of implementation and lower entry-level costs. Streamline Health believes its business model is especially well suited for the medium to small acute care facility marketplace as well as the ambulatory marketplace and is actively pursuing remarketing agreements, in addition to those discussed below, with other Healthcare Information Systems and staff outsourcing providers to distribute Streamline Health's workflow solutions. Streamline Health's quarterly operating results have varied in the past and may continue to do so in the future because of various reasons including: demand for Streamline Health's solutions and services, long sales cycles, and extended installation and implementation cycles based on customer's schedules. Sales are often delayed because of customers' budgets and competing capital expenditure needs as well as customers' personnel resource constraints.

Delays in anticipated sales or installations may have a significant impact on Streamline Health's quarterly revenues and operating results, because substantial portions of the operating expenses are fixed and the revenues are more variable.

**UNEVEN PATTERNS OF QUARTERLY OPERATING RESULTS**

The Company's revenues from systems sales have varied, and may continue to vary,

**Table of Contents**

significantly from quarter-to-quarter because of the volume and timing of systems sales and delivery. Professional services revenues also fluctuate from quarter-to-quarter because of the timing of the implementation services, project management and customized programming provided. Revenues from maintenance services do not fluctuate significantly from quarter-to-quarter, but have been increasing, on an annual basis, as the number of customers increase.

The Company's revenues and operating results may also vary significantly from quarter-to-quarter because of a number of other factors, many of which are outside the Company's control. These factors include the relatively high purchase price of a system, unpredictability in the number and timing of systems sales, length of the sales cycle, delays in the implementation process and changes in the customer's financial condition or budget and the sales activities of the remarketing partners. As a result, period-to-period comparisons may not be meaningful with respect to the past operations of the Company nor are they necessarily indicative of the future operations of the Company.

**REVENUES**

Revenues for the three months ended October 31, 2008, were \$4,378,972, compared with \$3,994,074 reported in the comparable quarter of 2007. The increase was primarily a result of increased software licenses and third party software licenses delivered this quarter offset by decreases in professional services and application-hosting services. Revenues for the first nine months ended October 31, 2008, were \$12,819,323, compared with \$10,926,689 reported in the comparable period of 2007. The increase was primarily a result of increased software licenses and professional services relating to the delivery of an enhanced version of our product that required client specific additional functionality in the second quarter and the software license revenues noted above in the third quarter. The increase was further improved by a small increase in services, maintenance, and support revenue offset by the decline in application-hosting services.

Application-hosting services revenues declined by approximately \$355,000 or 40% in the third quarter of fiscal 2008 due to the loss of a large customer, who built its own locally-installed solution after having renewed its hosting agreement after multiple renewals over a five and a half year period. The cost of application-hosting services as a percentage of revenues is therefore expected to increase substantially for the remainder of the 2008 fiscal year due to the loss of this large application hosting client. If the revenues, in excess of approximately \$1,761,000 per year, from this client cannot be replaced, the termination of this agreement will have a material adverse impact on the future results of operations. Although five additional application-hosting services customers have signed new agreements with the Company this year, the amounts of new revenues are not expected to contribute to revenues until late 2008 and early 2009, and, when totally implemented, will generate revenues estimated to be approximately 90% of the revenues attributed to the loss of the large customer. However, one of the new application hosting contracts signed this year was constructed to cover up to 26 total facilities, of which only three implementations are included in the above replacement revenue estimate. We expect to add additional application-hosting customers in the future which will replace the revenue gap from

## **Table of Contents**

the loss of the large customer, and subsequently continue to grow hosting revenues beyond the loss in recurring revenues incurred this year.

### **OPERATING EXPENSES**

#### **Cost of Systems Sales**

The cost of systems sales includes amortization of capitalized software development costs on a straight-line basis, royalties and the cost of third party software and hardware. The cost of system sales for the three months ended October 31, 2008 was \$950,340 compared with \$443,167 in the prior period. The cost of system sales for the nine months ended October 31, 2008 was \$2,622,485 compared with \$1,806,789 in the prior period. The increase in the cost of sales for these periods is primarily the result of the increased system sales of third party software and hardware. Cost of systems sales as a percentage of systems sales may vary from period-to-period depending on the mix of hardware and software of the systems or add-on sales delivered. The cost of systems sales as a percentage of systems sales for the third quarter of fiscal 2008 and 2007 were 71% and 1087%, respectively. The cost of systems sales as a percentage of systems sales for the first nine months of fiscal 2008 and 2007 were 89% and 200%, respectively. The relatively fixed cost of the capitalized software amortization compared to the variable nature of the system sales each quarter can cause these percentages to vary dramatically, especially in those periods where systems sales are low.

#### **Cost of Services, Maintenance and Support**

The cost of services, maintenance and support includes compensation and benefits for support and professional services personnel and the cost of third party maintenance contracts. The cost of services, maintenance and support for the three months ended October 31, 2008 was \$1,053,661 compared with \$1,101,417 in the prior period. The cost for the nine months ended October 31, 2008 was \$3,252,252 compared with \$3,088,605 in the prior period. This increase is due to increased support staff and related compensation and third party maintenance contract increases. As a percentage of services, maintenance and support revenues, the cost of such services, maintenance and support was 42% and 36% for the third quarter of fiscal 2008 and 2007, respectively. As a percentage of services, maintenance and support revenues, the cost of such services, maintenance and support was 43% and 42% for the first nine months of fiscal 2008 and 2007, respectively. Maintenance revenues increased slightly during the reporting periods.

#### **Cost of Application-hosting services**

The cost of application-hosting services operations increased approximately 9% during the third quarter when compared to the comparable period in 2007, as the cost of providing these services is relatively fixed, but subject to inflation for the goods and services it requires. The cost of application-hosting services for the three months ended October 31, 2008 was \$286,471 compared with \$263,216 in the prior period. The cost for the nine months ended October 31, 2008 was \$883,710 compared with \$818,375 in the prior period. These increases represent normal compensation increases for the application-hosting support personnel and inflationary increases related to operating a data center. As a percentage of application-hosting revenues,

**Table of Contents**

the cost of application-hosting was 55% and 30% for the third quarter of fiscal 2008 and 2007, respectively. As a percentage of application-hosting revenues, the cost of application-hosting was 38% and 31% for the first nine months of fiscal 2008 and 2007, respectively. These increased percentages are attributable to the recent loss of our large application-hosting customer previously noted above.

**Selling, General and Administrative**

Selling, General and Administrative expenses consist primarily of compensation and related benefits and reimbursable travel and living expenses related to the Company's sales, marketing and administrative personnel; advertising and marketing expenses, including trade shows and similar type sales and marketing expenses; and general corporate expenses, including occupancy costs. During the third quarter and first nine months of fiscal 2008, Selling, General and Administrative expenses increased by 13% and 20%, respectively, over the comparable prior periods primarily because of planned increased salary costs related to normal pay raises and the increased headcount in the sales organization. In order to enhance efficiencies, reduce expenses and improve cash flow, beginning in September, 2008, the Company reorganized its operations across all departments. As a part of this reorganization, a number of sales and marketing positions were eliminated and the various tasks associated with those positions were distributed to other parts of the organization or outsourced as part of this reorganization plan. The financial impact of the sales and marketing reorganization will primarily benefit future quarters due to its late implementation during the quarter.

**Product Research and Development**

Product research and development expenses consist primarily of compensation and related benefits; the use of independent contractors for specific near-term development projects; and an allocated portion of general overhead costs, including occupancy. During the third quarter of fiscal 2008, research and development expenses decreased approximately \$247,000, or 40% when compared with the comparable prior quarter of fiscal 2007 primarily as a result of certain research and development projects reaching technological feasibility resulting in increased capitalized software development costs associated with the new products under development. During the first nine months of fiscal 2008, research and development expenses decreased by approximately \$272,000 or 11% when compared with the comparable prior period for fiscal 2007 primarily as a result of the increase in capitalized software development costs. The Company capitalized, in accordance with Statement of Financial Accounting Standards No. 86, *Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed*, approximately \$1,217,000 and \$768,000 of product research and development costs in the third quarter of fiscal 2008 and 2007 and approximately \$2,628,000 and \$1,768,000 in the first nine months of fiscal 2008 and 2007, respectively. These increases in capitalized development costs are a result of increased employee and outside contractor staffing levels required to bring to market the next generation of accessANYware™ and workflow products. During the three months ended October 31, 2008 management identified certain costs expensed during the second quarter that qualified for capitalization. Such costs approximated \$362,000 and were capitalized in the current quarter. Management performed an analysis considering the quantitative and qualitative factors associated with this adjustment and determined that restatement of the prior quarter was not necessary.

**Table of Contents**

As indicated above, a company-wide reorganization plan was implemented late in the third quarter of 2008. As a part of this reorganization, a number of product research and development positions were eliminated, which was in part, consistent with the overall development plan to scale back development resources in the second half of the year as certain new product architecture development milestones were achieved. The financial impact of the product research and development reorganization will primarily benefit future quarters due to its late implementation during the quarter.

**Operating profit (loss)**

The operating profit for the third quarter of fiscal 2008 was \$25,669 compared with an operating profit of \$16,376 in the third quarter of fiscal 2007. The operating (loss) for the first nine months of fiscal 2008 was (\$1,214,817) compared with an operating (loss) of (\$1,484,550) in the first nine months of fiscal 2007. The improvement in operating income for the three and nine months ended October 31, 2008 is the result of the higher systems sales, primarily software licensing revenues, offset by lower application-hosting revenues and further offset by increased operating expenses as noted above.

Interest income consists primarily of interest on invested cash. The decrease in interest income results from decreased average cash balances.

The increase in interest expense for the three months ended October 31, 2008 is the result of recent borrowings under the Company's line of credit. The decrease in interest expense for the nine month period ending October, 2008 is because the Company had borrowings in fewer months than in the comparable prior period in 2007.

**Net Earnings (loss)**

The net earnings for the third quarter of fiscal 2008 was \$14,575 compared with a net earnings of \$3,231 in the third quarter of fiscal 2007. The net (loss) for the first nine months of fiscal 2008 was (\$1,229,037) compared with a net (loss) of (\$1,511,385) in the first nine months of fiscal 2007. The improvement in earnings (or reduction of loss) for the three and nine months ended October 31, 2008 is primarily the result of the increased systems sales, primarily software licensing revenues offset by reduced application-hosting revenues, and further offset by increased operating expenses as noted above.

Management continues to believe that the healthcare document management and workflow market will continue to grow and expects significant growth coming from Company's hosting services. Management believes it has made, and continues to make, significant investments in the talent and technology necessary to establish the Company as a leader in this marketplace, and continues to believe the Company is well positioned to experience significant revenue growth, particularly for its ASPeN hosting services.

Since commencing operations in 1989, the Company has incurred operating losses. Although the Company achieved profitability in fiscal years 1992, 1993, and 2000 through 2006, the

**Table of Contents**

Company incurred a net (loss) in fiscal years 1994 through 1999 and 2007. In view of the Company's prior operating history, there can be no assurance that the Company will be able to achieve consistent profitability on a quarterly or annual basis or that it will be able to sustain or increase its revenue growth in future periods. Based upon the expenses associated with current and planned staffing levels, profitability is dependent upon increasing revenues.

**LIQUIDITY AND CAPITAL RESOURCES**

During the last five fiscal years, Streamline Health has funded its operations, working capital needs, and capital expenditures primarily from cash generated by operations and bank loans. Streamline Health's liquidity is dependent upon numerous factors that include: the timing and amount of revenues and collection of contractual amounts from customers, amounts invested in research and development, capital expenditures, and the level of operating expenses, all of which can vary significantly from quarter-to-quarter.

Streamline Health's customers typically have been well-established hospitals or medical facilities or major HIS companies that resell Streamline Health solutions which have good credit histories and payments have been received within normal time frames for the industry. However, some healthcare organizations have experienced significant operating losses as a result of limits on third-party reimbursements from insurance companies and governmental entities. Agreements with customers often involve significant amounts and contract terms typically require customers to make progress payments.

Streamline Health has no significant obligations for capital resources, other than the \$2.0 million line of credit and the noncancelable operating leases of \$615,625 payable over the next three years. Capital expenditures for property and equipment in 2008 are not expected to exceed \$800,000.

During the four prior fiscal years, Streamline Health has made significant investments for capital expenditures, increased its sales and marketing, product research and development and its support and consulting expenses, and made significant debt reductions. This resulted in significant net cash outlays over the last four fiscal years.

Accordingly, to achieve increasing revenues and profitability it was necessary for the Company to significantly increase the sales and marketing and product development expenses over the past three years, including capitalized software in fiscal 2007 and 2008. The Company believes that a significant shift in market demand toward hosted services is occurring as a result of better market adoption, numerous customers with a history of hosting success, and more recently, economic developments that have created scarce capital dollars for most hospital organizations. Our strategic initiatives to reorganize our resources to focus on software as a service via our ASPeN<sup>SM</sup> hosting solution, should produce improved results in 2009 and beyond as recurring hosted revenues are anticipated to grow. However, there can be no assurance Streamline Health will be able to do so. At October 31, 2008, Streamline Health had a cash balance of \$1,340,394.

Streamline Health carefully monitors operating expenses. As a result of the current levels of revenues and operating loss, for the foreseeable future, Streamline Health will need to continually assess its revenue prospects compared to its then current expenditure levels. If it

**Table of Contents**

does not appear likely that revenues will increase, it may be necessary to reduce operating expenses, which the Company undertook late in the third quarter through attrition, bonus suspension and downsizing of the staff, or raise cash through additional borrowings, the sale of assets, or issue additional equity, or a combination thereof. Certain of these actions will require current lender approval. However, there can be no assurance Streamline Health will be successful in any of these efforts. If it is necessary to further reduce operating expenses, this could have an adverse effect on future operating performance.

Streamline Health believes that its present cash position, combined with cash generation currently anticipated from operations, will be sufficient to meet anticipated cash requirements for the short term. The Company may need to incur additional debt, obtain an additional infusion of capital, or a combination of both, depending on the extent of the future expenses and revenues of the Company. However, there can be no assurance Streamline Health will be able to do so.

To date, inflation has not had a material impact on Streamline Health's revenues or expenses.

**SIGNED AGREEMENTS BACKLOG**

Streamline Health, or its remarketing partners, enter into master agreements with customers to specify the scope of the system to be installed and services to be provided, the agreed upon aggregate price and the timetable for implementation. The master agreement typically provides that the Company, or its remarketing partner, will deliver the system in phases pursuant to the customer's purchase orders, thereby allowing the customer flexibility in the timing of its receipt of systems and to make adjustments that may arise based upon changes in technology or changes in customer needs. The master agreement also allows the customer to request additional components as the installation progresses, which additions are then separately negotiated as to price and terms. Historically, customers have ultimately purchased systems and services in addition to those originally contemplated by the master agreement. Although there can be no assurance that customers will continue in the future to expand their systems and purchase additional licenses and services, Streamline Health believes, based on its past experience, that its customers will expand their existing systems.

At October 31, 2008, Streamline Health has master agreements, purchase orders or royalty reports from remarketing partners for systems and related services which have not been delivered, installed and accepted which, if fully performed, will generate future revenues of \$22,843,684 compared with \$17,691,139 and \$15,315,390 at the end of the second and first quarter as follows:

|                                     | October 31,<br>2008 | July 31, 2008       | April 30, 2008      |
|-------------------------------------|---------------------|---------------------|---------------------|
| Streamline Health Software Licenses | \$ 924,678          | \$ 1,980,874        | \$ 1,988,165        |
| Custom Software                     | 322,584             | 348,584             | 335,250             |
| Hardware and Third Party Software   | 765,080             | 1,227,122           | 1,408,891           |
| Professional Services               | 4,964,910           | 5,295,629           | 5,189,164           |
| Application Hosting Services        | 12,895,837          | 4,604,815           | 2,355,997           |
| Recurring Maintenance               | 2,970,595           | 4,234,115           | 4,037,923           |
| <b>TOTAL</b>                        | <b>\$22,843,684</b> | <b>\$17,691,139</b> | <b>\$15,315,390</b> |

**Table of Contents**

This is an increase of 29% over the second quarter backlog and an increase of 49% over first quarter backlog. The single largest contributor to backlog relates to significant growth in our Application Hosting Services backlog. The related products and services are expected to be delivered over the next two to three years.

Streamline Health's master agreements also generally provide for an initial maintenance period and give the customer the right to subscribe for maintenance and support services on a monthly, quarterly, or annual basis. Maintenance and support revenues for fiscal years 2007, 2006 and 2005 were approximately \$6,740,000, \$5,617,000 and \$5,104,000, respectively. Maintenance and support revenues are expected to continue to increase in 2008 as existing commitments are renewed and new customers are added.

The commencement of revenue recognition varies depending on the size and complexity of the system; the implementation schedule requested by the customer and usage by customers of the application-hosting services. Therefore, Streamline Health is unable to predict accurately the revenue it expects to achieve in any particular period. Streamline Health's master agreements generally provide that the customer may terminate its agreement upon a material breach by Streamline Health, or may delay certain aspects of the installation. There can be no assurance that a customer will not cancel all or any portion of a master agreement or delay installations. A termination or installation delay of one or more phases of an agreement, or the failure of Streamline Health to procure additional agreements, could have a material adverse effect on Streamline Health's business, financial condition, and results of operations.

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

For quantitative and qualitative disclosures about market risk, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, of the annual report on Form 10-K for the fiscal year ended January 31, 2008. The Company exposures to market risk have not changed materially since January 31, 2008.

**Item 4. Controls and Procedures**

Streamline Health maintains disclosure controls and procedures that are designed to ensure that there is reasonable assurance that the information required to be disclosed in Streamline Health's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to Streamline Health's management, including its Chief Executive Officer and Chief Financial Officer and Interim Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure based on the definition of disclosure controls and procedures in Exchange Act Rules 13a-15(e) and 15d-14(e). In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

## **Table of Contents**

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of Streamline Health's senior management, including the Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of the design and operation of Streamline Health's disclosure controls and procedures to provide reasonable assurance of achieving the desired objectives of the disclosure controls and procedures. Based on that evaluation, Streamline Health's management, including the Chief Executive and Interim Chief Financial Officer, concluded that there is reasonable assurance that Streamline Health's disclosure controls and procedures were effective as of the end of the period covered by this report and there have been no material changes in Streamline Health's internal control or in the other controls during the quarter ended October 31, 2008 that could materially affect, or is reasonably likely to materially affect, internal controls over financial reporting. Streamline Health identified a deficiency during the third quarter, but it was determined with Staff Accounting Bulletin 99 analysis that the deficiency did not result in a material error. We believe the risk of future errors has been mitigated by new control policies put in place.

## **Part II. OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS**

Streamline Health is, from time-to-time, a party to various legal proceedings and claims, which arise, in the ordinary course of business. Streamline Health is not aware of any legal matters that will have a material adverse effect on Streamline Health's consolidated results of operations or consolidated financial position.

#### **Item 1A. Risk Factors**

In addition to the other information set forth in this report and the risk factors set forth below, you should carefully consider the risk factors discussed in Part I, Item 1A, Risk Factors in the annual report on Form 10-K for the fiscal year ended January 31, 2008. The risk factors in the Annual Report have not materially changed since January 31, 2008. The risk factors below and described in the Annual Report on Form 10-K are not the only risks facing the Company. In addition, risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company, its financial condition and/or operating results.

*The preparation of the Company's financial statements requires the use of estimates that may vary from actual results.*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates that affect the financial statements. One of the Company's most critical estimates is the capitalization of software development costs. Due to the inherent nature of these estimates, the Company cannot provide absolute assurance that it will not significantly increase or decrease such estimates upon determination of the actual results. Any required adjustments could have a material adverse effect on the Company and its results of operations, and could result in the restatement of the Company's prior period financial statements.

*Changes in accounting standards could impact the Company's reported earnings and financial condition.*

The accounting standard setters, including the Financial Accounting Standards Board, the U.S. Securities and Exchange Commission and other regulatory bodies, periodically change the financial accounting and reporting standards that govern the preparation of the Company's consolidated financial statements. These changes can be hard to predict and can materially impact how the Company records and reports its financial condition and results of operations. In some cases, the Company could be required to apply a new or revised standard retroactively, which could result in the restatement of the Company's prior period financial statements.

*Failure to improve and maintain the quality of internal controls over financial reporting could materially and adversely affect the Company's ability to provide timely and accurate financial information about the Company.*

In connection with the preparation of the financial statements for the Company's third fiscal quarter ended October 31, 2008, Management identified a deficiency in the internal controls over financial reporting relating to the capitalization of software development costs for the Company's second fiscal quarter ended July 31, 2008. While such deficiency did not rise to the level of a material weakness or significant deficiency, an adjustment of approximately \$362,000 was made in the third quarter to capitalize certain software development expenses that had been expensed in the second quarter. Management cannot be certain that other deficiencies will not arise in the future or be identified or that the

Company will be able to correct and maintain adequate controls over financial processes and reporting in the future. Any failure to maintain adequate controls or to adequately implement required new or improved controls could harm operating results or cause failure to meet reporting obligations in a timely and accurate manner.

Item 3. DEFAULTS UPON SENIOR SECURITIES

The Company was not in compliance with the Tangible Net Worth covenant at October 31, 2008, but received a waiver from Fifth Third Bank for that violation. The Company is working with Fifth Third to reset the terms of the Tangible Net Worth covenant for future periods.

Item 5. OTHER MATTERS

None

**Table of Contents**

Item 6. EXHIBITS

(a) Exhibits

- 3.1 Certificate of Incorporation of Streamline Health Solutions, Inc. (\*)
- 3.2 Bylaws of Streamline Health Solutions, Inc. (\*)
- 4 Revolving Note, and associated documents, dated July 30, 2008, between Streamline Health, Inc. (a wholly owned subsidiary of the Registrant) and the Fifth Third Bank. (\*)
- 11 Computation of Earnings (Loss) Per Common Share
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a -14(a) and Rule 15d 14(a) of the Securities Exchange Act, as Amended
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a -14(a) and Rule 15d 14(a) of the Securities Exchange Act, as Amended
- 32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002

(\*) Incorporated  
herein by  
reference from,  
the Registrant's  
SEC filings.

(See INDEX  
TO EXHIBITS)

**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.

STREAMLINE HEALTH  
SOLUTIONS, INC.

DATE: December 15, 2008

By: /s/ J. Brian Patsy

J. Brian Patsy  
Chief Executive Officer

DATE: December 15, 2008

By: /s/ Donald E. Vick, Jr.

Donald E. Vick, Jr.  
Interim Chief Financial Officer

24

---

**Table of Contents**

INDEX TO EXHIBITS

Exhibit No. Exhibit

- 3.1(a) Certificate of Incorporation of Streamline Health Solutions, Inc. f/k/a/ LanVision Systems, Inc. Previously filed with the Commission and incorporated herein by reference from, the Registrant's (LanVision System, Inc.) Registration Statement on Form S-1, File Number 333-01494, as filed with the Commission on April 15, 1996.
- 3.1(b) Certificate of Incorporation of Streamline Health Solutions, Inc. f/k/a LanVision Systems, Inc., amendment No. 1 Previously filed with the Commission and incorporated herein by reference from the Registrant's Form 10-Q, as filed with the Commission on September 8, 2006.
- 3.2 Bylaws of Streamline Health Solutions, Inc. Previously filed with the Commission and incorporated herein by reference from the Registrant's Form 10-Q, as filed with the Commission on June 5, 2007.
- 4 Revolving Note, and associated documents, dated July 30, 2008, between Streamline Health, Inc. (a wholly owned subsidiary of the Registrant) and the Fifth Third Bank. (Previously filed with the Commission, and incorporated herein by reference from, Exhibit 10.1 & 10.2 of the Registrant's Form 8-K, as filed with the Commission on August 1, 2008.)
- 11 Computation of Earnings (Loss) Per Common Share
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a -14(a) and Rule 15d 14(a) of the Securities Exchange Act, as Amended
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a -14(a) and Rule 15d 14(a) of the Securities Exchange Act, as Amended
- 32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002