

ONLINE RESOURCES CORP
Form 10-K
March 14, 2012
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission File Number 0-26123

ONLINE RESOURCES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

**4795 Meadow Wood Lane
Chantilly, Virginia**

(Address of principal executive offices)

52-1623052

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

20151

(Zip code)

(703) 653-3100

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class

Common Stock, \$0.0001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Act). Yes No

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to \$3.26 as of the last business day of the registrant's most recently completed second fiscal quarter was \$104 million.

As of March 8, 2012, the registrant had 32,318,324 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K: Certain information required in Part III of this Annual Report on Form 10-K is incorporated from the Registrant's Proxy Statement for the 2012 Annual Meeting of Stockholders.

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ONLINE RESOURCES CORPORATION

ANNUAL REPORT ON FORM 10-K

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Forward-looking statements convey current expectations or forecasts of future events for Online Resources Corporation and its consolidated subsidiaries. All statements contained in this report, other than statements of historical fact, including statements regarding our future financial performance and financial position, business strategy and plans, and our objectives for future operations, are forward-looking. In some cases, you can identify forward-looking statements by terminology such as may, will, could, should, expect, anticipate, intend, plan, believe, estimate, forecast, probability, or other comparable terminology. These statements are only predictions. Actual events or results may differ materially from any forward-looking statement. In evaluating these statements, you should specifically consider various factors, including the risks outlined under Risk Factors in Item 1A of Part I of this Annual Report on Form 10-K.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statements we may make. Neither we nor any other person assumes responsibility for the accuracy and completeness of the forward looking statements. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

This Annual Report on Form 10-K also contains statistical data and estimates, including those relating to market size and growth rates of the markets in which we participate, that we obtained from industry publications and generated with internal analysis and estimates. These publications include forward-looking statements made by the authors of such reports. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions. Actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Although we believe these sources are reliable, we have not independently verified the foregoing information and cannot assure you of its accuracy or completeness.

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PART I

Item 1. Business Overview

As used in the discussion below, the words we, us, our, the Company or Online Resources refer to Online Resources Corporation (and its subsidiaries), except where the context otherwise requires.

Business Overview

Online Resources develops and supplies our proprietary Digital Payment Framework to power ePayments choices between millions of consumers and financial institutions, creditors and billers. We service two primary business lines: bill payment and transaction processing, and online banking and account presentation. The Company's digital bill payment services directly link financial interactions between banks and billers, while our outsourced, web- and phone-based financial technology services enable clients to fulfill payment, banking and other financial services to their millions of end users. The Online Resources Digital Payment Framework is built upon a foundation of security and innovation, and features a wide range of configurable services enabling our clients to take advantage of industry-leading agility, flexibility and breadth of solution.

Online Resources provides outsourced, web- and phone-based financial technology services to financial institution, biller, card issuer and creditor clients to fulfill payment, banking and other financial services to their millions of consumer end users. Our products and services enable our clients to provide their consumer end users with the ability to perform various self-service functions including electronic bill payments and funds transfers, which utilize our unique, real-time debit architecture, Automated Clearing House (ACH) and other payment methods, as well as gain online access to their accounts, transaction histories and other information.

Online Resources delivers products and services to two primary audiences in the banking and biller markets:

For **banks, credit unions, and other depository financial institutions**, we provide digital bill payment and online banking services. Our bill payment services provide clients a cost-effective solution to process transactions for their consumer end users. Our online banking solutions include an integrated suite of web-based account presentation and payment services, as well as supporting call center, consumer marketing, and professional services. These solutions give clients an enhanced experience for their users, the marketing processes to drive Internet channel adoption, and innovative products and services that help them maintain their competitive position. The bill payment services offered to our banking clients use our proprietary payments gateway, which leverages real-time electronic funds transfer, also known as EFT, infrastructure and technology. By debiting end users' accounts in real-time, we are able to improve the speed, cost and certainty of payments, while eliminating the risk that bills will be paid against insufficient funds.

For **billers, card issuers, and credit providers**, we provide web- and phone-based payment, account presentation, and web collections services, along with supporting professional services. Our Digital Payment Framework enables a full suite of consumer payment options, including acceptance of payments

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made by credit card, signature debit card, Automated Clearing House (ACH), and PIN-less debit, through multiple channels including online, interactive voice response, or IVR, and call center customer service representatives. These options also include flexible payment scheduling, convenience payments, bill presentment, and other advanced payment and collection services.

Online Resources products and services enable all clients to provide their consumer end users with the ability to perform various self-service functions including electronic bill payments and funds transfers, which utilize our unique, real-time debit architecture, ACH and other payment methods, as well as gain online access to their accounts, transaction histories, and other information.

We currently derive approximately 75% of our revenues from payments and 25% from Internet banking, account presentation, and other services. These other services include customer care and consumer marketing services to support consumers and assist our clients in delivering a favorable user experience. It also includes professional services, including Internet banking software solutions that enable various customization and deployment options.

We believe our domain expertise fulfills a significant need among both smaller financial services providers, who lack the internal resources to build and operate web-based financial services, and larger providers and billers, who outsource niche solutions in order to use their internal resources elsewhere. We also believe that, because our business requires significant infrastructure along with a high degree of agility and flexibility, real-time solutions, and the ability to integrate financial information and highly reliable transaction processing, we provide valuable service offerings in defensible market segments.

We are headquartered in Chantilly, Virginia. We also maintain operations facilities in Princeton, New Jersey; Parsippany, New Jersey; Woodland Hills, California; Columbus, Ohio; Pleasanton, California; and Bangalore, India; with an additional data center facility in Newark, New Jersey. We are a Delaware corporation, and were incorporated in 1989.

Our Industry

The Internet represents an important channel for payments and account presentation services to consumers and businesses, driven in part by the 24 hours a day, seven days a week access to financial services that it makes available. By offering web- and phone-based services, financial services providers and billers become more competitive within their markets, retaining existing end users, attracting new ones, and expanding end user relationships.

Consumer demand for the services we enable for our financial institution and biller clients continues to grow. Javelin Strategy & Research, a technology research and advisory firm, predicts that 55 million households will pay bills online in 2014, up from 46 million at the end of 2011. Also, Javelin Strategy & Research supported this growth proposition for the bank and credit union market when it estimated that the number of U.S. households banking online will grow from 75 million in 2011 to 83 million in 2014.

The largest U.S. financial services providers typically develop and maintain their own hosted solution for the delivery of web-based financial services and outsource only niche services. By contrast, the majority of small to mid-sized providers, including the approximately 16,000 banks and credit unions in the U.S. with assets of less than \$20 billion, outsource their web-based financial services to a technology services provider. These smaller providers need to provide an increasing level of web-based services, but frequently lack the capital, expertise or information technology resources to develop and maintain these services in-house.

Many of the factors driving the outsourcing of web-based financial services in the depository financial institution market are also driving the outsourcing of similar services in the credit card issuer and processor market. For example, credit card issuers are reducing operating costs while increasing cardholder loyalty as a greater number of cardholders use the web to manage their credit card accounts. Forrester Research, a technology research and advisory firm, reported in its May 2011 *Boosting Revenue with Merchant-Funded Offers Report* that 73% of US online adults who own a credit card now manage one or more of their credit card accounts online.

In the biller market, use of the online channel is being driven primarily by the high cost of processing paper bills and checks. According to the 2010 Federal Reserve Payments Study, an estimated 8.6 billion checks were

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written by U.S. consumers to pay bills in 2009, down from an estimated 10.7 billion in 2006. According to the US Postal Service, 48% of consumer bill payments were paid electronically in 2010, compared to 23% in 2004. We believe increased consumer access to the Internet, and the continued cost to both the biller and the consumer of processing paper bills and checks, will continue to drive billers toward use of the web channel to provide and manage their payments.

Our Strategy

Our objective is to become a leading supplier of electronic payments and related services to financial institutions, billers, card issuers, and credit providers by developing advanced technology solutions, leveraging our proprietary payments gateway, and delivering high-quality supporting business process services.

In 2011 we started executing on the 2010 assessment of the business, looking at the needs of the markets we serve and identifying which of those needs are best served by the capabilities we have or can develop. We then identified strengths and weaknesses within our business and used those to develop areas of focus for improving product offerings, increasing client satisfaction and creating operating efficiencies in our business. These areas of focus include:

enhancing our products and processes with self-service tools to enable greater client control of their applications, enhancing ease of use for end users, improving our response times and increasing operating efficiencies;

rationalizing and consolidating our operating platforms to enhance service reliability and reduce operating costs;

creating improved organizations and processes to more effectively manage key functions such as product and technology development and deployment;

rebalancing our resources to add the skill sets needed to drive innovation while optimizing our resource costs; and

improving the awareness of Online Resources and our capabilities as a payments specialist in the marketplace.

We believe that we will continue to enhance this strategy in 2012. By focusing in these areas, continue to pursue our strategy to restart growth in our business and solidify our market position as a premier payments provider. These outcomes include:

Growing Our Client Bases. Our banking clients are primarily regional and community-based depository financial institutions with assets of under \$10 billion, though we also have relationships with larger depository financial institutions who value our ability to deliver their end users payments within our biller network. We have one of the industry's largest networks of billers who use us to provide payments and manage their complex payments mix. We also operate in the credit card market, servicing mid-sized credit card issuers, processors for smaller issuers, and large issuers who use us to service one or more of their niche portfolios.

We have generally been growing our client bases except in banking bill payment only services, where commodity products and market consolidation have made it more difficult for us to compete. We expect that the loss of banking bill payment only clients will continue for several years, though at a declining rate. While we are aggressively working to retain as much of this banking client base as possible through early renewals, price reductions and migrations to higher value added products, our goal is to expand new client sales of our other banking products to offset these losses. We believe that our identified focuses on increasing client control through self-service tools, rebalancing our resources to drive innovation and improving awareness of our capabilities in the marketplace will help us to successfully accomplish this.

Increasing Usage of Our Services. Following market trends, we continue to see increases in the number of consumers and businesses using web- and phone-based applications to initiate electronic payments within our existing client base. We benefit from these additional users and the resulting transaction volume increases as our clients typically pay us either usage or license fees based on their number of end users or volume of transactions. We believe that changes we intend to make to our products that improve ease-of-use for end users will help to

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increase use of our services. Additionally, we will continue to use our consumer marketing programs to assist our clients in growing the adoption and usage rates for our services.

Providing Additional Products and Services to Our Installed Client Base. We are focused on making new products and services available to our clients through internal development, partnerships and alliances. In the past, we have introduced innovative products and services to the marketplace, such as our web-based collections support product that allows credit card issuers to direct past due end users to a website where they can set up payment plans and schedule payments. We believe that by rebalancing our resources to add the skill sets necessary to profitably drive innovation, we can deliver the emerging products and services demanded by our markets.

Leveraging our Unique Payments Infrastructure. We have developed and currently obtain real-time funds for banking payments through a proprietary EFT gateway with over 50 certified links to ATM networks and core processors. We have linked this EFT gateway to the large networks of billers that are a part of our eCommerce business. The result is one of the industry's largest payments networks linking financial institutions and billers. We obtain significant cost benefits from this network as over 80% of our bank electronic transactions are now processed within our network at little or no incremental cost.

Our Services

We provide our bank, credit union, biller and creditor clients with payments, account presentation and other services that they offer to end users branded under their own names. As an outsourcer, we also deliver to our clients the benefit of economies of scale they may not be able to achieve alone and specific technical expertise in managing the Internet delivery of financial services and capabilities. We believe our services provide our clients with a cost-effective means to retain and expand their end-user base, deliver and manage their services more efficiently, and strengthen their end-user relationships, while competing successfully against offerings from other financial services providers and businesses.

Our primary service offerings are:

Bill Payment and Transaction Processing Services. For our financial institution clients, our web-based bill payment services may be bundled with our account presentation services or purchased as a stand-alone service integrated with a third-party account presentation solution. We believe our payments services for these clients are unique in the industry because they leverage the banking industry's ATM infrastructure and technology through our real-time EFT gateway, which consists of over 50 certified links to ATM networks and core processors. Through this proprietary technology, our clients take advantage of proven systems, security, clearing, settlement, regulations and procedures. End users of our web-based payment service benefit from a secure, reliable, direct link to their accounts. This enables them to schedule transactions using our web user interface, including same-day, expedited payments. They can also obtain complete application and payment inquiry support through our customer care center. Additionally, clients offering our web-based payment services can enable their end users to register for our personal financial management service, *Money HQ*SM, and other services that we can offer through our web interfaces.

Our remittance service provides an add-on payment service for financial institutions of all sizes that run their own in-house online banking system, or for other providers of web-based banking solutions that lack a bill payment infrastructure. This service enhances client systems by adding the extra functionality of bill payment processing, backed by complete funds settlement, payment research, inquiry resolution, and merchant services. End users provide bill payment instructions through their existing online banking interface. That information is transmitted to us, and we process and remit the bill payments to the designated merchants or other payees and settle the transactions with our financial institution clients.

For our biller clients, we provide a full suite of payment options that can be made available to consumers, including acceptance of payments made by credit card, signature debit card, ACH and PIN-less debit through multiple channels including online, interactive voice response, or IVR, and call center customer service

representatives. These options also include flexible payment scheduling, convenience payments, bill presentment

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and other advanced payment and collection products. We also provide our web-based collections support product that allows our biller clients to direct past due end users to a specialized website where they can review account balances, set up payment plans, and make payments.

For our credit card clients, we offer the ability to schedule either one-time or recurring payments to the provider through our account presentation software. We do not process these payments as our clients have this capability themselves but we have the ability to do so if requested. These clients may also use our web-based collections support product.

Online Banking and Account Presentation Services. We currently offer account presentation services to financial institutions and card issuers. These services provide a comprehensive set of online capabilities that allow end users to:

view transaction histories and account balances;

review and retrieve current and past statements;

transfer funds and balances;

initiate or schedule either one-time or recurring payments;

access and maintain account information; and

perform many self-service administrative functions.

In addition, we offer our financial institution clients a number of complementary services. We can provide these clients business banking services for their small business end users. Our *Money HQ*SM service allows consumer end users to obtain account information from multiple financial institutions, view bills, transfer money between accounts at multiple financial institutions, make person-to-person payments, and receive alerts without leaving their financial institution's web site. We also offer mobile access, check images, check reorder, Quicken interface, statement presentment, and other functionality that enhances our solution. End-user privacy is also protected by our multi-factor security solutions.

Customer Care and Consumer Marketing Services. These services consist of the customer care services we maintain for our financial institution and biller clients, and the marketing programs we run on their behalf. Our customer care centers, located in Chantilly, Virginia and Columbus, Ohio, respond to end users' questions relating to enrollment, transactions or technical support. End users can contact our consumer service representatives by phone, fax or e-mail 24 hours a day, seven days a week.

We view each interaction with an end user or potential end user as an opportunity to sell additional products that we offer. Through our marketing service offerings, our financial institution and biller clients can create a sales channel for, and increase adoption of, the web-based services we provide. We combine data, technology and multiple consumer contacts to acquire, retain and sell multiple services to the end users of our financial institution and biller clients. We also guide consumers through the online banking and payments lifecycle, which ultimately results in more profits for our clients. The success of our process is evident in our rate of selling payments services to account presentation customers at a higher rate than the industry average. We believe this service is unique and differentiates us in the industry.

Professional Services. Our professional services include highly-customized software applications, such as Internet banking and lending applications for our financial institution clients, which enable them to acquire more consumers via the web channel and to enhance customer relationships. Our professional services also include implementation services, which convert existing data and integrate our platforms with the client's legacy host system or third party core processor, and ongoing maintenance of client specific applications or interfaces. Additionally, we offer professional services intended to tailor our services to meet the clients' specific needs, including customization of applications, training of client personnel, and information reporting and analysis.

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Third-Party Services. Though the majority of our technology is proprietary, included as part of our web-based financial services platforms are a limited number of service capabilities and content that are provided or controlled outside of our platform by third parties. These include:

fully integrated bill payment and account retrieval through Intuit's Quicken[®];

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account opening provided by Andera, Inc.;

check ordering available through Harland Financial Solutions, Deluxe, Clarke American, or Liberty;

inter-institution funds transfer and account aggregation provided by CashEdge (a Fiserv Inc. Company);

check imaging provided by AFS and its service bureaus, Bisys, Fiserv, FSI/ Vsoft, Empire Corporate, Intercept, Fidelity, Corporate One, Eascorp, MICR Resource Management (MRM), Synergy, Transdata and Mid-Atlantic; and

electronic statement through BIT Statement, COWWW, BDI e-statement, Datamail, Digital Mailer, InfoImage, Reed Data, XDI and Bankware.

Our bank and credit union clients select one of two primary service configurations: full service, consisting of our integrated suite of account presentation, bill payment, customer care, end user marketing, and other support services; or stand-alone bill payment services. Our biller and credit provider clients use our payment transaction processing services, as well as a host of other services, including web-based collections. Our card issuer and creditor clients use our account presentation services and/or collections payments services.

Our clients typically enter into long-term, recurring revenue contracts for our services. Most of our services generate revenues from recurring monthly fees charged to the clients. These fees are typically fixed amounts for applications access or hosting, variable amounts based on the number of end users or volume of transactions on our system, or a combination of both. Clients also separately engage our professional services capabilities for enhancement and maintenance of their applications.

In the banking market, our clients generally derive increased revenue, cost savings, account retention, increased payment speed, and other benefits by offering our services to their end users. Therefore, most of our clients offer our services free of charge to their end users. Billers offer many of our payment services to their end users for free in order to increase speed of payments and facilitate collections, though they will often charge convenience fees to their end users for certain payment services. In the credit card market, account presentation and payment services are also typically offered to end users free of charge, though usage based convenience fees may apply to certain payments services.

Our Operations and Infrastructure

We connect to our clients, their core processors, their end users, and other financial services providers through our integrated communications, systems, processing and support capabilities. For our banking payment services, we use our proprietary process to ensure real-time funds availability and process payments through a real-time EFT gateway. This gateway consists of over 50 certified links to ATM networks and core processors, which in turn have real-time links to a majority of the nation's consumer checking accounts. In addition, we incorporate ACH and other payment methods in our services.

We have linked our real-time EFT gateway to the large networks of billers that exist within our biller business. The result is one of the industry's largest payments network linking financial institutions and billers. As billers move toward enabling real-time credits and we further integrate vertically, this network will enable faster payment delivery and posting for end users, convenience fee revenue for banks and billers, and lower processing costs for us. Today, over 80% of bank electronic transactions are processed with our network at little or no incremental cost.

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The following chart depicts our network:

We believe our payments infrastructure is difficult to replicate and creates a barrier to entry for potential payment services competitors. These key links were established throughout our history and enable us to access end user accounts to draw funds and pay bills as requested. This gateway infrastructure has improved the cost, speed and quality of our bill payment services for the banking and credit union community, and we believe differentiates us from others in the marketplace.

For our account presentation services, we employ both real-time and batch communications and processing to ensure reliable delivery of current financial information to end users.

We typically interface to our clients and, in the case of banks and credit unions, their core processors, through the use of high-speed telecommunication circuits to facilitate both real time access and batch download of account and transaction detail. This approach allows us to deliver responsive, high performing, scalable, and reliable services ensuring capture and transmission of the most current information and providing enhanced functionality through real-time use of our communications gateways.

For the processing of payments initiated through many of our bank and credit union clients, we operate a unique, real-time EFT gateway, with over 50 certified links to ATM networks and core processors. This gateway allows us to use online debits to retrieve funds in real-time, perform settlement authentication, and obtain limited supplemental financial information. By using an online payment network to link into a client's primary database for end user accounts, we take advantage of established EFT gateway infrastructure. This includes all telecommunications and software links, security, settlements and other critical operating rules and processes. Our payments gateway has allowed us to reduce the cost, while improving the speed and quality of the bill payment services we provide to these bank and credit union clients.

Where the payment services we provide do not include accessing the end users' accounts to retrieve funds, we use the Automated Clearing House, or ACH, network to obtain funds for payment. We initiate an ACH debit either directly against the account of the end user or against the account of a financial institution that has consolidated the funds for all payments requested by its end user customers. For our biller clients, we also process credit card transactions as source of funds for payments.

We use the Mastercard RPPS network, the ACH network, and other delivery channels to credit funds to our biller clients and other merchants and payment recipients. We maintain comprehensive, proprietary biller and merchant warehouses for validation of remittance information, ensuring industry-leading accuracy in delivering payments. Our diverse biller and merchant base allows us to achieve extremely high levels of electronic payments, enhanced by tight technical integration with our biller clients.

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Our Technology

Our systems and technology utilize both real-time and batch communications capabilities to create reliability, scalability, functionality and cost efficiency. All of our systems are largely based on a multi-tiered architecture consisting of:

front-end servers proprietary and commercial communications software and hardware providing Internet and private communications access to our platform for end users;

middleware proprietary and commercial software and hardware used to integrate end user and financial data and to process financial transactions;

support systems proprietary and commercial systems supporting our end user service and other support services;

enabling technology software enabling clients and their end users to easily access our platform; and

interoperable Service Oriented Architecture, or SOA software design permitting consistent, tight integration of product functionality across various product lines.

Our systems architecture is designed to provide end user access for banking and bill payment, primarily in application service provider, or ASP, mode. We provide a fully managed service hosted in our technology centers, utilizing single instances of our applications software to provide cost effective and fully outsourced operations to multiple clients. We also offer single instance software for certain of our applications that can be hosted in our technology centers or installed in a client's facilities, allowing increased customization and operational control.

As a part of the strategic assessment of our business we conducted in the second half of 2010, we have identified areas where we can improve the reliability, efficiency and usability of our systems and technology through technology upgrades, systems consolidation, alternative data center and equipment strategies and rebalancing of technology-related resources. These initiatives will continue throughout 2012:

consolidate multiple architectures where it makes sense;

leverage open source components and commodity equipment;

expose self-service configuration capabilities to clients, eliminating costly but low value tasks; and

leverage off-shore resources to gain additional skill sets, drive down headcount costs and better enable 24-hour productivity and production.

We have established the processes, procedures, controls and staff necessary to provide our clients secure, reliable services. Our services and related products are designed to provide security and system integrity, based on Internet and other communications standards, EFT network transaction processing procedures, and banking industry standards for control and data processing. Prevailing security standards for Internet-based transactions are incorporated into our Internet services, including but not limited to, Secure Socket Layer 128K encryption, using public-private key algorithms developed by RSA Security, along with firewall technology for secure transactions. In the case of payment and transaction processing, we meet security transaction processing and other operating standards for each EFT network or core processor through which we route transactions. Furthermore, management receives feedback on the sufficiency of security and controls built into our information technology, payment processing, and end user support processes from independent reviews such as semi-annual network penetration tests, an annual Statements on Standards for Attestation Engagements No. 16 Service Organization Control (SOC) reporting framework (SOC 1, 2, 3),

periodic FFIEC examinations, and internal audits.

Our Sales and Marketing

We seek to retain and expand our financial services provider and biller client base, and to help our clients drive end user adoption rates for our web-based services. Our client services function consists of client business executives who support and cross-sell our services to existing clients, a sales team focusing on new prospects, and a marketing department supporting organizational growth as well as sales efforts.

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Our client business executives support our existing clients in maximizing the benefit of their web-based channel. They do this by assisting clients in the deployment and use of our services, applying our extensive relationship management capabilities, and supporting the clients' own marketing programs. The client business executive team is also the first contact point for cross-selling new and enhanced services to our clients. Additionally, this team handles contract renewals and supports our clients in resolving operating issues.

Our sales team focuses on new client targeting and acquisition, either through direct contact with prospects or through our network of reseller relationships. Our target prospects are financial services providers and billers who are either looking to replace their current web services provider, have no existing capability, or are looking for outsourced capability for a niche product line.

Our marketing department concentrates on two primary audiences: the banking and biller markets. The team supports our sales efforts through marketing campaigns targeted at financial services provider and biller prospects. It also supports client business executives through marketing campaigns and events targeted at existing financial services provider and biller clients. Our consumer marketing team focuses on attracting and retaining end users. It uses our proprietary integrated consumer management process, which combines consumer marketing expertise, cutting-edge technology using embedded software, and our multiple consumer contact points.

Proprietary Rights

On February 9, 1999, the U.S. Patent and Trademark Office (USPTO) awarded the Company U.S. Patent number 5,870,724. This patent (which expires in 2016) provides for the targeting of advertising or messaging to home banking (and home banking delivery service) users by way of their individual bill payment and other financial information, while preserving their consumer privacy, and is used by the Company (among other things) to cross-sell certain Company, client and partner products and services in an online banking environment.

On April 6, 2010, the USPTO awarded the Company U.S. Patent number 7,693,790. This patent (including continuation application no. 10/849,369 granted in 2010) covers billing service provider bill-payment transactions including payments using credit cards, debit cards and PIN-less debit via live agent, IVR and web-based payment systems. This patent expires in 2014.

On July 11, 2006, we were awarded U.S. Patent number 7,076,458, which addresses a broader scope of Internet banking applications that use ATM network-compatible messaging, and which expires April 10, 2012. As a result of the approaching expiration of this patent, we will no longer have the ability to prevent current or potential competitors from mimicking our methods for using the ATM networks to make real-time debits and credits, increasing the speed of Internet bill payment services thereby reducing a particular competitive advantage of the Company. However, we believe that the strict requirements of certifying to the ATM networks, time required to do so, and the know-how needed to execute these non-standard transactions effectively, all would, however, still provide significant barriers to competitors trying to duplicate our network connections and methodologies.

In addition to our patents, the Company currently holds (directly and through its Princeton eCom subsidiary) and maintains several registered U.S. trademarks that are useful in its banking and bill payment services businesses.

A significant portion of our systems, software and processes are proprietary to the Company. Accordingly, as a matter of policy, all of our employees execute confidentiality and non-disclosure agreements as a condition of their employment.

Competition

A number of companies can offer some of the services provided by us and compete directly with us to provide online financial services, however we believe they do not match our level of integration expertise, experience or breadth of capability for our target markets. In addition, in many cases these companies are focused on different services, with online financial technology being a secondary or tertiary offering. We may both compete with, and provide services for, other companies that also serve our targeted client bases. For

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example, we compete with S1 Corp., and Fiserv Inc. in certain aspects of our business, but they are also our channel partners for the distribution of certain of our bill payment services.

In the banking market, we compete with specialized providers of web-based software and services, and diversified financial technology providers, such as banking core processors, who bundle web capabilities with their other offerings. Specialized web-based providers include Intuit Inc., S1 Corp., FundsXpress (a First Data Corp. company), Corillian (a Fiserv company), Jwaala LLC and Q2 Software, who sell banking account presentation capabilities and partner with others (including ourselves) for bill payment and other services. Specialized web-based bill payment providers include CheckFree (a Fiserv company), Fidelity National Information Services Inc. (FIS), and iPay (a Jack Henry & Associates, Inc. company). Specialized web-based bill presentment and personal financial management providers include firms such as Yodlee, Inc., which integrate their aggregation technology and direct links to billers with a third-party payment partner.

Other competition in the small and mid-sized banking market includes diversified financial technology providers, particularly banking core processors such as Fiserv, FIS, Jack Henry & Associates, Harland Financial Solutions and Open Solutions. These core processors typically have one or more account presentation platforms with varying levels of capability. Some core processors, including Fiserv, Jack Henry, and FIS, also have captive bill payment capabilities. Other diversified financial technology providers, such as CashEdge (a Fiserv company) and Intuit, compete with aspects of our business using their presentment and funds transfer products and services.

In the biller market, we compete with web and telephone-based providers including biller and remittance service providers, credit card account presentation providers, and self-service collection software and services. Competition in the biller market includes JP Morgan Chase (through its Paymentech affiliate), First Data, CheckFree (a Fiserv company), FIS, BNY Mellon, BillingTree, DST Output, and other diversified remittance and lockbox providers such as banks. We also compete with expedited payments providers, who provide billers and their customers with same-day payments, sometimes charging the consumer a convenience fee. These competitors include Fiserv's BillMatrix and Western Union's Speedpay, as well as the captive expedited payment capabilities of our more diversified competitors. There are also several providers that compete with us in the bill presentment arena. These include Oracle Corp.'s eDocs, which does not have an outsourced payment processing capability and Kubra, whose solution combines bill printing and payment.

Other competition in the biller market comes from providers of account presentation and payment to credit card issuers. These include specialized providers such as Corillian (a Fiserv company), and diversified credit card processors such as TSYS and First Data, who have captive web-based capabilities. We also compete with internal information technology groups of our large prospective clients, and with debit, bill payment and remittance providers for credit card payments. While the primary targeted market for our web-based collection service is card issuers, we also target other credit providers and collection agencies. Competition with our web-based collection service includes such providers as Apollo and Debt Resolve, and the internal information technology groups of our large prospective clients.

Additionally, there are Internet financial services providers supporting brokerage firms, credit card issuers, insurance and other financial services companies. There are also Internet financial portals, such as Intuit's Quicken.com and Microsoft's MSN, who offer bill payment and aggregate consumer financial information from multiple financial institutions. Suppliers to these remote financial services providers potentially compete with us. Many of our current and potential competitors have longer operating histories, greater name recognition, larger installed end-user bases and significantly greater financial, technical and marketing resources. Further, some of our more specialized competitors, such as CheckFree (a Fiserv company), have been part of continued industry consolidation where diversified financial technology providers have begun to position themselves as end-to-end providers and may increasingly direct their marketing initiatives toward our targeted client base.

Government Regulation

General

We are not licensed by the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the Federal Deposit Insurance Corporation, the National Credit

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Union Administration or other federal or state agencies that regulate or supervise depository institutions or other providers of financial services. However, many of our current and prospective clients providing retail financial services, such as commercial banks, credit unions, brokerage firms, credit card issuers, consumer finance companies, other loan originators and insurers, operate in markets that are subject to extensive and complex federal and state regulations and oversight. Under the authority of the Bank Service Company Act, the Gramm-Leach-Bliley Act of 1999 and other federal laws that apply to retail financial service providers, federal depository institution regulators have taken the position that we are subject to examination resulting from the services we provide to the institutions they regulate. In order not to compromise our clients standing with the regulatory authorities, we have agreed to periodic examinations by these regulators, who have broad supervisory authority to remedy any shortcomings identified in any such examination.

Although we are not directly subject to regulation as a retail financial service provider, our services and related products may be subject to certain state and federal regulations and, in any event, must be designed to work within the extensive and evolving regulatory constraints in which our clients operate. These constraints include federal and state truth-in-lending disclosure rules, state usury laws, the Equal Credit Opportunity Act, the Electronic Funds Transfer Act, the Fair Credit Reporting Act, the Bank Secrecy Act, the Community Reinvestment Act, the Financial Services Modernization Act, the Bank Service Company Act, the Electronic Signatures in Global and National Commerce Act, regulations promulgated by the United States Treasury's Office of Foreign Assets Control (OFAC), privacy and information security regulations, laws against unfair or deceptive practices, the USA Patriot Act of 2001, and other state and local laws and regulations. Given the wide range of services we provide and clients we serve, the application of such regulations to our services is often determined on a case-by-case basis.

In the future, federal, state and/or foreign agencies may attempt to regulate our activities. For example, Congress could enact legislation to regulate providers of electronic commerce services as retail financial services providers or under another regulatory framework. The Federal Reserve Board may adopt new rules and regulations for electronic funds transfers that could lead to increased operating costs and could also reduce the convenience and functionality of our services, possibly resulting in reduced market acceptance. Because of the growth in the electronic commerce market, Congress has held hearings on whether to regulate providers of services and transactions in the electronic commerce market, and federal or state authorities could enact laws, rules or regulations affecting our business operations. We also may be subject to federal or state money transmitter or other business licensing laws, certain foreign business licensing or permitting requirements, encryption and security export laws and regulations, and state and foreign sales and use tax laws. If enacted or deemed applicable to us, such laws, rules or regulations could be imposed on our activities or our business thereby rendering our business or operations more costly, burdensome, less efficient or impossible, any of which could have a material adverse effect on our business, financial condition and operating results.

Furthermore, some consumer groups have expressed concern regarding the privacy, security and interchange pricing of financial electronic commerce services. It is possible that one or more states or the federal government may adopt laws or regulations applicable to the delivery of financial electronic commerce services in order to address these or other privacy concerns, whether or not as part of a larger regulatory framework. We cannot predict the impact that any such regulations could have on our business.

We currently offer services over the Internet. It is possible that further laws and regulations may be enacted with respect to the Internet, covering issues such as user privacy, pricing, content, characteristics and quality of services and products rendering our business or operations more costly, burdensome, less efficient or impossible, any of which could have a material adverse effect on our business, financial condition and operating results.

Dodd-Frank Wall Street Reform & Consumer Protection Act

The U.S. Congress passed and the President signed the Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) in July 2010, which included the so-called Durbin Amendment. Further there are approximately 200 proposals and rules being written and implemented by the various federal agencies under the Dodd-Frank Act. One of the main provisions of the Durbin Amendment, in particular, called for the Federal Reserve to ensure that interchange charged to merchants for accepting debit cards as a payment mechanism is reasonable.

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The Durbin Amendment currently affects Online Resources products where we absorb the cost of interchange. There are short-term impacts which are favorable to us, and longer-term impacts will be uncovered as the market adjusts and reacts to the new legislation. We expect the new bank fees to have some impact on consumer preference of payment method. Some shift from debit card usage to credit and ACH will probably be seen, slowly over time. We believe the effect on consumer usage is undetermined at this time, as banks are likely to continue experimentation with regard to fees and incentives to consumers.

Financial Information about Segments

We currently operate in two industry segments – Banking and eCommerce. See Note 3 to our consolidated financial statements included in this Annual Report on Form 10-K for financial information about our reportable segments.

Employees

As of January 1, 2012, we had approximately 550 employees. None of our employees are represented by a collective bargaining arrangement. We believe our relationship with our employees is good.

Additional Available Information

For more information about us, visit our web site at www.orcc.com. Our electronic filings with the U.S. Securities and Exchange Commission or SEC (including our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to these reports) are available free of charge through our web site as soon as reasonably practicable after we electronically file them with the SEC.

Item 1A. Risk Factors

You should carefully consider all of the information set forth in this Annual Report on Form 10-K, including the following risk factors before investing in our common stock. These are not the only risks that we may face. Additional risks not currently known to the Company or that the Company presently deems immaterial may also impair its business operations. If any of the events referred to below occur, our business, financial condition, liquidity and results of operations could suffer. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business

We cannot be sure that we will achieve profitability in future periods.

We have experienced unprofitable quarters and full fiscal years, and cannot be certain that we can be profitable in future periods. Unprofitable quarters and full fiscal years may be due to the accrual of dividends and other amounts that become payable in the future on our outstanding shares of Series A-1 Redeemable Convertible Preferred Stock (Series A-1 Preferred Stock), the loss of one or more large clients, results of litigation, or other factors. Although we believe we have achieved certain efficiencies and economies of scale in our operations, if growth in our revenues does not significantly outpace the increase in our operating and non-operating expenses, we may not be profitable in future periods. In addition, recent economic, regulatory and market conditions have adversely impacted the financial services industry, particularly banks and credit unions that are customers of the Company.

Our clients are concentrated in a small number of industries, including the financial services industry, and changes within those industries could reduce demand for our products and services.

A large portion of our revenues are derived from financial service providers, primarily banks, credit unions and credit card issuers. Recently, financial service providers have been adversely affected by illiquidity, capital and regulatory constraints, new and enhanced laws and regulations, greater regulatory scrutiny, credit tightening, increased losses in loan and investment portfolios, industry consolidation, and other trends in the financial markets in which they operate. Unfavorable conditions adversely impacting those types of businesses could have a material adverse effect on our business, financial condition and results of operations. Depository financial institutions have experienced, and may continue to experience, fluctuations in profitability which, in the current market environment, may be extreme. Additionally, the entrance of non-traditional competitors and the current environment of low interest rates have narrowed the profit margins of depository financial institutions, increasing challenges to improve their operating efficiencies. As a result, the business and profitability of some financial

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institutions has slowed, and may continue to slow, their capital and operating expenditures, including spending on web-based products and solutions, which can negatively impact sales of our online payments, account presentation, marketing and support services to new and existing clients. Decreases in, or reallocation of, capital and operating expenditures by our current and potential clients, unfavorable economic conditions and new or persisting competitive pressures could adversely affect our business, financial condition and results of operations.

In addition, our biller clients are concentrated in the health care, utilities, consumer lending and insurance industries. Unfavorable economic, regulatory and other conditions adversely impacting one or more of these industries could have a material adverse effect on our business, financial condition and results of operations.

The failure to retain existing end-users or changes in their continued use of our services will materially and adversely affect our operating results.

We generally charge our client fees based on the number of their end-users who have enrolled with our clients for the services we provide on the basis of the number of transactions those end-users generate. Because our fee structure is designed to establish recurring revenues through monthly usage by end-users of our clients, our recurring revenues are dependent on the acceptance of our services by end-users and their continued use of account presentation, payments and other financial services we provide. There is no guarantee that the number of end-users using our services will continue to increase or that we will not suffer a loss in end-users who use our services. There also is no guarantee that our clients will not suffer a loss of customers who are actual or potential end-users of our services. Failure to retain the existing end-users and the change in spending patterns and budgetary resources of our clients and their end-users will materially and adversely affect our business operating results and financial condition.

Any failure of our clients to effectively market our services could have a material adverse effect on our business.

To market our services to our clients' end-users, we require the consent, and often the assistance, of our clients. Because our clients offer our services under their name, we must depend on those clients to get their end-users to use our services. Although we offer extensive marketing programs to our clients, our clients may decide not to participate in our programs or our clients may not effectively market our services to their end-users. Any failure of our clients to allow us to effectively market our services to their end-users could have a material adverse effect on our business, financial condition and results of operations.

Demand for low-cost or free online financial services and competition may place significant pressure on our pricing structure and revenues and may have an adverse effect on our financial condition.

Although we charge our client institutions for the services we provide, our clients offer many of the services they obtain from us, including account presentation and bill payments, to their end-users at low cost or for free. Clients and prospects may therefore reject our services in favor of those offered by other companies if those companies offer more competitive prices. Thus, market competition places significant pressure on our pricing structure and revenues and may have a material adverse effect on our business financial condition and results of operations.

If we are unable to expand or adapt our services to support our clients' and their end-users' needs, our business may be materially adversely affected.

We may not be able to expand, enhance or adapt our services and related products to meet the demands of our clients and their end-users quickly or at a reasonable cost. We have experienced, and expect to continue to experience, significant user and transaction growth. This growth has placed, and will continue to place, significant demands on our personnel, management and other resources. We need to continue to make significant investments in our infrastructure with the objective of assuring that our systems are technologically current, secure, robust and scalable, as well as expand and adapt our infrastructure, services and related products to accommodate additional clients and their end-users, increased transaction volumes and changing end-user requirements. This will require substantial financial, operational and management resources. If we are unable to achieve this objective and expand and adapt our infrastructure and processes to support the variety and number of

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transactions and end-users that ultimately use our services, our business may be materially adversely affected. Further, the cost and management resources necessary to achieve this objective could have a material adverse effect on our business, financial condition and results of operations.

If we lose one or more material clients, our business financial condition and results of operations may be adversely impacted.

Loss of any material client or clients could negatively impact our ability to increase our revenues and maintain or achieve profitability in the future. Additionally, the departure of a large client could impact our ability to attract and retain other clients. Currently, no one client or reseller partner accounts for more than 4% of our revenues.

Consolidation of the financial services industry could negatively impact our business financial condition and results of operations.

The continuing consolidation of the financial services industry could result in an increasingly smaller market for our bank-related services. Consolidation frequently results in a change in the systems of, and services offered by, the combined entity. If any of our financial service provider clients is acquired, this could result in the termination of our services and related products if the acquirer has its own in-house system or outsources to our competitors. This would also result in the loss of revenues from actual or potential retail end-users of the acquired financial services provider. Any such events involving our significant clients or on a large number of our clients could have a material adverse effect on our business, financial condition and results of operations.

Our failure to compete effectively in our markets would have a material adverse effect on our business.

We may not be able to compete with current and potential competitors, many of whom have longer operating histories, greater name recognition, larger, more established end-user bases and significantly greater financial, technical and marketing resources. Further, some of our competitors provide, or have the ability to provide, the same range of services we offer and some offer a broader range of services. Some of our competitors, such as core banking processors, have broad distribution channels that bundle competing products directly to financial services providers. Also, competitors may compete directly with us by adopting a similar business model or through the acquisition of companies, such as resellers, who provide complementary products or services.

A significant number of companies offer portions of the services we provide and compete directly with us. For example, some companies compete with our web-based account presentation capabilities. Some software providers also offer some of the services we provide on an outsourced basis. These companies may use bill payers who integrate with their account presentation services. Also, certain services, such as Intuit's Quicken.com and Yahoo! Finance, may be available to retail end-users independent of financial services providers.

Many of our competitors may be able to afford more extensive marketing campaigns and more aggressive pricing policies in order to attract financial services providers. Our failure to compete effectively in our markets would have a material adverse effect on our business.

Our quarterly financial results are subject to fluctuations, which could have a material adverse effect on the price of our stock.

Our quarterly revenues, expenses and operating results may vary from quarter to quarter in the future based upon a number of factors, many of which are not within our control. Although our revenue model is based largely on recurring revenues, the actual amount of revenue in any period is derived from actual end-user counts and the volume of transactions conducted by those end-users in that period. The number of our total end-users and the number of total transactions they conduct are affected by many factors, many of which are beyond our control, including the number of new user registrations, end-user turnover, loss of clients, and general consumer trends. Our financial condition and results of operations for a particular period may be adversely affected if the revenues based on the number of end-users or transactions forecasted for that period are less than expected. Consequently,

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our operating results may fall below market analysts' expectations in some future quarters, which could have a material adverse effect on the market price of our stock.

Goodwill recorded on our balance sheet may become impaired, which could have a material adverse effect on our financial condition and results of operations.

As a result of acquisitions we have undertaken, we have recorded a significant amount of goodwill. We evaluate at least annually the potential impairment of goodwill that was recorded at each acquisition date. Testing for impairment of goodwill involves the identification of reporting units and the estimation of fair values. The estimation of fair values involves a high degree of judgment and subjectivity in the assumptions used. Circumstances could change which would give rise to an impairment of the value of that recorded goodwill. Examples of these circumstances could be continued deterioration of market conditions or a reduction in our share price, a change in discount rates or a change in our expectations of future results. Any impairment would be charged as an expense to the statement of operations which could have a material adverse effect on our operating results.

Our limited ability to protect our proprietary technology and other rights may adversely affect our ability to compete.

We rely, and have relied, on a combination of patent, copyright, trademark and trade secret laws, as well as third-party nondisclosure agreements and other contractual provisions and technical measures to protect our intellectual property rights. There can be no assurance that these protections will be adequate to prevent our competitors from copying or reverse-engineering our products, or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology. To protect our trade secrets and other proprietary information, we require employees, consultants, advisors and collaborators to enter into confidentiality agreements. We cannot assure that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. Although we hold registered United States patents and trademarks covering certain aspects of our technology and our business, we cannot be sure of the level of protection that these patents and trademarks will provide. Moreover, patent litigation has notably increased generally, as well as in the online payments industry in particular, in recent years. We have, and may continue to need to, resort to litigation to enforce or defend our intellectual property rights, to protect our trade secrets or know-how, or to determine their scope, validity or enforceability. Enforcing or defending our proprietary technology or intellectual property rights is expensive, can cause diversion of our resources, and may not prove successful.

Our failure to properly develop, market or sell new products could adversely affect our business, financial condition and results of operations.

The expansion of our business is dependent, in part, on our developing, marketing and selling new financial products to our clients and their end-users. If any new products we develop prove defective or if we fail to properly market these products to our clients or sell these products to their customers, or the products otherwise fail to achieve acceptance in our market, the growth we envision for our company may not be achieved and our financial condition and results of operations may be adversely affected.

If we are found to infringe the proprietary rights of others, we could be required to redesign our products, pay royalties, and/or enter into license agreements with third parties.

There can be no assurance that one or more third parties will not assert that our technology violates its intellectual property rights. As the number of products offered by our competitors increases and the functionality of these products further overlap, our provision of web-based financial services technology may become increasingly subject to infringement claims. Moreover, patent litigation has increased generally, as well as in the online payments industry in particular, in recent years.

Any such claims, whether with or without merit, could:

be expensive and time consuming to defend;

cause us to cease making, licensing or using products that incorporate the challenged intellectual property;

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require us to redesign our products, if feasible;

divert management's attention and resources; and

require us to pay royalties or enter into licensing agreements in order to obtain the rights to use necessary technologies in our business. In addition to the direct impact of any such claims on our business, results of operations and financial condition, potential negative reactions to any such claims could adversely impact our revenue and our relations with customers, suppliers, investors and others.

System failures could hurt our business and we could be liable for some types of failures the extent or amount of which cannot be predicted.

Like other system operators, our operations are dependent on our ability to protect our system from interruption caused by damage from flood, fire, earthquake, tornado or other natural disasters, power loss, telecommunications failure, unauthorized entry or other events beyond our control. We maintain our own and outsourced offsite disaster recovery facilities for our primary data centers. In the event of major disasters, both our primary and backup locations could be equally impacted. We do not currently have sufficient backup and disaster recovery facilities to provide full services if our primary facilities are not functioning. In addition, some of our systems are not fully redundant, and our disaster recovery plans and systems do not account for all possible scenarios. Further, our disaster recovery systems currently include certain back-up systems that are not compliant with the Payment Card Industry Data Security Standards. As a result, if we were to operate on those systems, we could be obligated to bring them into such compliance. Beginning in 2011, we have undertaken steps to enhance our disaster recovery capabilities, including adding co-locations and redundant systems for our primary service delivery systems. At this time, we have not completed all of the steps that we believe are necessary to fully implement our disaster recovery plans and systems. No assurance can be given that we will complete these plans on time or within budget, that an event will not occur prior to completion of our plans resulting in an interruption in service, or that once completed such plans and systems will operate as intended or cover all types of contingencies. We could also experience potentially significant system interruptions due to the failure of our systems to function as intended or the failure of the systems we rely upon to deliver our services, such as: ATM networks, the Internet, the systems of financial institution clients and service providers, processors that integrate with our systems and other networks and systems of third parties. Loss of all or part of our systems or the systems of third parties with which our systems interface for a period of time could have a material adverse effect on our business, financial condition and results of operations. We may be liable to our clients for breach of contract for interruptions in service. Due to the numerous variables surrounding system disruptions, we cannot predict the extent or amount of any potential liability.

Security breaches could have a material adverse effect on our business.

Like other system operators, our computer systems may be vulnerable to computer viruses, hackers, and other disruptive problems caused by unauthorized access to, or improper use of, our systems by third parties or employees. We store and transmit confidential financial information about our clients and end-users, including credit card data, in the ordinary course of providing our services. Computer attacks or disruptions may jeopardize the security of information stored in and transmitted through our computer systems or those of our clients and their end-users. Actual or perceived concerns that our systems may be vulnerable to such attacks or disruptions may deter financial services providers and consumers from using our services. In addition, any loss of cardholder data by us or our clients could result in significant fines and sanctions against us by the card networks or governmental bodies, which could have a material adverse effect upon our business, financial condition and results of operations. A significant breach or failure to maintain adequate security systems could also result in our being prohibited from processing transactions for card networks.

In this event, we may be subject to liability, including claims for unauthorized purchases with misappropriated bankcard information, impersonation or other similar fraud claims. We could also be subject to liability for claims relating to misuse of personal information, such as unauthorized marketing purposes. Further, these claims could result in protracted and costly litigation and we could be subject to substantial penalties or sanctions from the card networks or governmental authorities, or both. Losses or liabilities that we incur as a result of any of the foregoing could have a material adverse effect on our business.

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Additionally, a majority of states have adopted, and the remaining states may be adopting, laws and regulations requiring that in-state account holders of a financial services provider be notified if their personal confidential information is compromised. If the specific account holders whose information has been compromised cannot be identified, all in-state account holders of the provider must be promptly notified. If any such notice is required of us, confidence in our systems' integrity would be undermined and both financial services providers and consumers may be reluctant to use our services.

Data networks are also increasingly vulnerable to attacks, unauthorized access and disruptions. For example, in a number of public networks, hackers have bypassed firewalls and misappropriated confidential information. It is possible that, despite existing safeguards, an employee, third party or hacker could divert end-user funds while these funds are in our control, exposing us to a risk of loss or litigation and possible liability. In dealing with numerous end-users, it is possible that some level of fraud or error will occur, which may result in erroneous external payments.

We are subject to compliance with the rules and regulations under the Payment Card Industry (PCI) Data Security Standard, or PCI DSS, and failure to comply with the applicable standards may subject us to substantial fines and penalties and contractual liability.

A substantial portion of our revenues during the period covered by this report were derived from transactions subject to the rules and regulations of the leading card associations, VISA and MasterCard, pursuant to the rules of such associations as well as contracts with certain of our clients. For example, we must remain fully compliant with the PCI Data Security Standard, a security standard with which companies that collect, store or transmit certain data regarding credit, credit card holders and credit card transactions are required to comply. We must be certified by a third party auditor in order to maintain our status as a PCI DSS compliant service provider on an annual basis.

The card associations' and payment networks' rules and regulations are always subject to change, and the card associations or payment networks may modify their rules and regulations from time to time. Our inability to anticipate changes in rules, regulations or the interpretation or application thereof may result in substantial disruption to our business. Further, our failure to comply fully with PCI DSS may violate payment card association operating rules, federal and state laws and regulations, and the terms of our contracts with customers, payment processors and merchant banks. Such failure to comply fully may also subject us to fines, penalties, damages, and civil liability, and may result in the loss of our ability to accept credit card payments or prohibit us from processing transactions through MasterCard, VISA and other card and payment networks. While we have implemented network security measures designed to meet or exceed the PCI DSS requirements, we cannot assure you that we will maintain PCI DSS compliance or that such compliance will prevent illegal or improper use of our payment systems or the theft, loss, or misuse of data pertaining to credit and debit cards, credit and debit card holders and credit and debit card transactions. Our loss of PCI certification could make our business solutions less attractive to our customers or give rise to fines and penalties or loss of our ability to process payments through the card association networks, any of which in turn would have a material adverse effect on our business, financial condition and results of operations.

The potential obsolescence of our technology or the offering of new, more efficient means of conducting account presentation and payments services could negatively impact our business.

The industry for web-based account presentation and payments services is subject to rapid change. Our success will depend substantially upon our ability to enhance our existing products and to develop and introduce, on a timely and cost-effective basis, new products and features that meet changing client and end-user requirements and incorporate technological advancements. If we are unable to develop new products and enhanced functionalities or technologies for our existing products to adapt to these changes or, if we cannot offset a decline in revenues of existing products by sales of new products, our business would suffer resulting in a material adverse effect on our financial condition and results of operations. Further, we will incur significant cost in connection with our efforts to develop new products and enhance and maintain our existing products, including costs in upgrading existing information technology systems and equipment.

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We rely on internally developed software and systems as well as third-party products, any of which may contain errors and bugs.

Our products may contain undetected errors, defects or bugs. Although we have not suffered significant harm from any errors or defects to date, we may discover significant errors or defects in the future that we may or may not be able to correct. Our products involve integration with products and systems developed by third parties. Complex software programs of third parties may contain undetected errors or bugs when they are first introduced or as new versions are released. While we maintain quality assurance and audit processes as part of our software development life cycle, there can be no assurance that we will identify and remedy all errors in our existing or future products or third-party products upon which our products are dependent, with the possible result of delays in or loss of market acceptance of our products, diversion of our resources, injury to our reputation and increased expenses and/or payment of damages.

The failure to attract or retain our officers and skilled employees could have a material adverse effect on our business.

If we fail to attract, assimilate or retain highly qualified managerial and technical personnel, our business could be materially adversely affected. Our performance is substantially dependent on the performance of our executive officers and key employees who must be knowledgeable and experienced in both financial services and technology. We are also dependent on our ability to retain and motivate high quality personnel, especially management and highly skilled technical teams. The loss of the services of any executive officers or key employees could have a material adverse effect on our business. Our future success also depends on the continuing ability to identify, hire, train and retain other highly qualified managerial and technical personnel. If our managerial and key personnel fail to effectively manage our business, our results of operations and reputation could be harmed.

In June 2010, our board of directors appointed Joseph L. Cowan as President and Chief Executive Officer and as a member of the Board of Directors. The transition to Mr. Cowan's leadership of the Company continues to lead to changes in our corporate strategy and execution. These changes may negatively impact our ability to meet key corporate and financial objectives, which could adversely affect our business, results of operations and financial condition.

Our recent changes of chief executive officer may be viewed negatively and have an adverse impact on our business.

In addition to the appointment of Joseph L. Cowan as president and chief executive officer, John C. Dorman, who served as interim chief executive officer prior to Mr. Cowan's appointment, now serves as chairman of the Board of Directors. Until investors, employees, customers, suppliers, and others grow more familiar with Mr. Cowan's and Mr. Dorman's leadership, they could react negatively to their appointments. Matthew P. Lawlor, who had served as chief executive officer and chairman for the preceding twenty years, retired as chief executive officer on December 14, 2009 and resigned as a director and chairman on January 20, 2010. Our relationship with Mr. Lawlor is currently adversarial and we are currently seeking an appeal of the judgment awarded to Mr. Lawlor in his lawsuit against the Company related to the financial arrangements associated with his retirement. Mr. Lawlor could also potentially attempt to influence the Company's affairs or general goodwill in its markets. The potential negative reactions related to the changes in our chief executive officer and chairman positions, and the litigation with Mr. Lawlor, could adversely impact our revenue, capital needs, ability to retain employees, relations with customers, suppliers, investors and others, and our business in general.

If we are unable to gain a reversal of the judgment obtained against us by our former chairman and chief executive officer, our financial conditions may be adversely affected and we may be required to seek additional financing to satisfy our need for available funds.

In April 2011 Matthew P. Lawlor, our former chairman and chief executive officer, obtained a civil jury verdict against the Company on several of the claims contained in his employment-related lawsuit against the Company.

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Mr. Lawlor was awarded \$5,265,619 in damages plus pre-judgment interest and attorneys' fees. As a result of this verdict, we recorded an aggregate reserve of \$8.0 million. After post-trial motions and proceedings, on November 8, 2011 the court issued a judgment awarding Mr. Lawlor \$5,265,619 in damages plus pre-judgment statutory interest and \$2,131,035 in attorneys' fees plus applicable interest. On November 28, 2011 the Company suspended Mr. Lawlor's execution of the judgment, pending appeal, by posting security with the court in the form of an irrevocable standby letter of credit in an amount not exceeding \$8,446,143. As such, we have secured and are currently pursuing the right to seek an appeal of this judgment to the Supreme Court of Virginia. If we are unable to obtain a grant to appeal the judgment, or to have the judgment reversed on appeal, the judgment may become payable at a time when we have insufficient working capital or available funds. In that case, we may be required to seek additional funds that may not be available on commercially reasonable terms or at all. Further, even if we do have sufficient funds to pay amounts, if any, required to be paid as a result of the judgment, the use of the funds to pay the judgment will reduce the amount of funds available for our ongoing operations. Under such circumstances, our financial condition could be adversely affected.

We could be sued for contract or product liability claims and lawsuits may disrupt our business, divert management's attention or have a material adverse effect on our business, financial condition and results of operations.

Our clients use our products and services to provide web-based account presentation, bill payment, and other financial services to their end-users. Failures in a client's system could result in an increase in service and warranty costs or a claim for substantial damages against us. There can be no assurance that the limitations of liability set forth in our contracts would be enforceable or would otherwise protect us from liability for damages. We maintain general liability insurance coverage, including coverage for errors and omissions in excess of the applicable deductible amount. There can be no assurance that this coverage will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition and results of operations. Furthermore, litigation, regardless of its outcome, could result in substantial cost to us and divert management's attention from our operations. Any contract liability claim or litigation against us could, therefore, have a material adverse effect on our business, financial condition and results of operations. In addition, because many of our projects are business-critical projects for financial services providers, a failure or inability to meet a client's expectations could seriously damage our reputation and affect our ability to retain existing clients and attract new business.

Failure to comply with financial network operating rules could reduce the value of our services to our clients and make those services more costly to provide.

Our services require interaction with most financial networks (including VISA, MasterCard and Discovery, among others). Each of these networks has its own evolving set of operating rules governing various aspects of the business we do with them, including transaction eligibility, data formatting, record keeping and processing and pricing methodology. Some of these networks also limit our access to certain of their operating rules, making the task of compliance often more difficult. Additionally, we can be held accountable for compliance by our clients if they access these networks through us.

Our operating agreements with these networks give them the right to perform periodic examinations of our compliance with their operating rules. They have the sole authority to interpret these rules and can require us to stop or change anything we do that they consider non-compliant. Failure to comply with a network's operating rules, or a disagreement with a network's examiners regarding our compliance, could result in financial penalties, the inability to access the network or the loss of certain clients or lines of business using services relying on such network, each of which could adversely affect our revenue and profits. If we have to modify our services to maintain compliance, or if we cannot access a network, our services reliant on such network could become less valuable to our clients, we could be prohibited from providing such services or our operations could become more costly, each of which could adversely affect our revenues and profits.

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Certain payment funding methods expose us to the credit and/or operating risk of our clients.

When we process an automated clearing house or automated teller machine network payment transaction for a client, we initiate a transaction to withdraw funds from the designated source account and deposit them into our off-balance sheet settlement account, which is a trust account maintained for the benefit of our clients. We then initiate a simultaneous transaction to transfer funds from our settlement account to the intended destination account. These back to back transactions are designed to settle at the same time, usually overnight, such that we receive the funds from the source at the same time as we send the funds to their destination. It is possible, however, that the source account may not have sufficient funds for the transaction, the institution controlling the account may commit an operational error causing insufficient funds to be sent or the account may be subject to legal or other constraints that prevent the withdrawal of the funds. The vast majority of these occurrences are resolved quickly through normal processes. However, if they are not resolved and we are then unable to reverse the transaction that sent funds to the intended destination, a shortfall in our settlement account will be created. We have legal and contractual recourse against our clients for the amount of the shortfall, but timing of recovery may be delayed by litigation or other legal processes. Additionally, the amount of recovery may be diminished if our clients' creditworthiness is not then sufficient to cover the shortfall. If we are unable to recover the funds through any of these methods, we may have to fund the shortfall in our settlement account from our corporate funds.

Government regulation applicable to our business may interfere with the operation of our business and impose costly compliance burdens, any of which could negatively impact our business, financial condition and results of operations.

The financial services industry is subject to extensive, complex and changing federal and state regulation. In addition, our clients are heavily concentrated in the financial services, utility and healthcare industries, and therefore operate under high levels of governmental supervision. Our clients must ensure that our services and related products work within the extensive and evolving regulatory requirements applicable to them.

We are not licensed by the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the Federal Deposit Insurance Corporation, the National Credit Union Administration, the Consumer Financial Protection Bureau or other federal or state agencies that regulate or supervise depository institutions or other providers of financial services. Under the authority of the Bank Service Company Act, the Gramm Leach Bliley Act of 1999, and other federal laws that apply to depository financial institutions, federal depository institution regulators have taken the position that we are subject to examination resulting from the services we provide to the institutions they regulate. In order not to compromise our clients' standing with the regulatory authorities, we have agreed to periodic examinations by these regulators, who have broad supervisory authority to remedy any shortcomings identified in any such examination. We have incurred, and will continue to incur, substantial costs in connection with compliance with such laws and regulations.

Federal, state or foreign authorities could also adopt laws, rules or regulations relating to the industries we serve that affect our business, such as requiring us or our clients to comply with additional data, record keeping and processing and other requirements. It is possible that laws and regulations may be enacted or modified with respect to the Internet, covering issues such as end-user privacy, pricing, content, characteristics, taxation and quality of services and products. If enacted or deemed applicable to us, these laws, rules or regulations could be imposed on our activities or our business, thereby rendering our business or operations more costly, burdensome, less efficient or impossible and requiring us to modify our current or future products or services.

Changes in, or enhanced regulatory oversight under, the laws, regulations, credit card association rules or other industry standards applicable to our business may interfere with the operation of our business and impose costly compliance burdens, any of which could negatively impact our business, financial condition and results of operations.

There may be changes in the laws, regulations, card network rules or other industry standards that affect our operating environment in substantial and unpredictable ways. Additionally, we have seen enhanced regulatory

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oversight by governmental agencies that oversee our clients and, to some extent, our industry. Changes to statutes, regulations or industry standards, including interpretation and implementation of statutes, regulations or standards, could increase the cost of doing business or affect the competitive balance. Failure to comply with laws, rules and regulations or standards to which we are subject in the U.S. as well as internationally, including the card network rules and rules with respect to privacy and information security, may result in the suspension or revocation of a license or registration, the limitation, suspension or termination of service, and the imposition of fines, sanctions or other penalties, which could have a material adverse effect on our business, financial condition and results of operations.

We and the rest of the financial services industry continue to experience increased legislative and regulatory scrutiny, including the enactment of additional legislative and regulatory initiatives such as the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Reform Act). This legislation provides for significant financial regulatory reform. The Reform Act, among other things, provides for the regulation and oversight by the Federal Reserve Board of debit interchange fees that are typically paid by acquirers and charged or received by a payment card network for the purpose of compensating an issuer for its involvement in an electronic debit transaction. The Reform Act also created a new Consumer Financial Protection Bureau which will assume responsibility for most federal consumer protection laws in the area of financial services, including consumer credit. In addition, the Reform Act created a Financial Stability Oversight Council that has the authority to determine whether nonbank financial service companies, such as the Company, should be supervised by the Federal Reserve Board because they are systemically important to the U.S. financial system. Any such designation would result in increased regulatory burdens on our business. These regulations and increased oversight may adversely affect our business or operations or the business and operations of our clients.

The creation of the Consumer Financial Protection Bureau may have a material adverse effect on our business, financial condition and results of operations.

The Reform Act created a new independent Consumer Financial Protection Bureau, with responsibility for most federal consumer protection laws in the area of financial services and new authority with respect to consumer protection issues, including those pertaining to us to some extent. The bureau's future actions may make payment card transactions less attractive to card issuers, consumers and merchants by further regulating disclosures, payment card practices, fees, routing and other matters with respect to credit, debit, and prepaid. Some elements of the Reform Act are vague or lack definition and create the potential for networks to pursue different strategies subject to their interpretation of the regulation. Our interpretation may result in our pursuit of strategies less effective than those of our competitors. Overall, these regulations and developments arising from the Reform Act could have a material adverse affect on our business, financial condition and results of operations.

The Company may be deemed to be engaged in the business of being a money transmitter under certain state money transmitter laws that would require the Company to obtain money transmitter licenses in such states and may result in the imposition of fines, penalties, restrictions or certain changes in the manner in which we conduct certain aspects of our business.

Our business is subject to various laws and regulations in the U.S. and certain other countries where we operate or offer our services to our clients, including those governing money transmission, electronic funds transfers, money laundering, counter-terrorist financing, sanctions, banking and lending. The legal and regulatory requirements that apply to the manner in which we offer our bill payment services, in particular, have evolved in recent years and vary in the markets where we offer such services. Many states require that companies engaged in money transmitter business, as defined by such individual states, be licensed to conduct that business in such states. We continue to closely review the various requirements of the individual states and how their licensing laws may or may not relate to our business and the particular manner in which we provide our services to our clients. Based on this review and our interpretation of these various requirements, it is possible we may determine that it is necessary to obtain money transmitter licenses in all or some of the states in which we offer our services to our clients or to change the way we operate certain aspects of our business to ensure compliance with applicable state laws. Further, it is possible that one or more states would take the position that we are required to obtain a money transmitter license to conduct certain aspects of our business in such state(s), which

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would result in substantial costs and commitment of resources relating to obtaining the requisite license(s) and undertaking ongoing state reporting and other compliance requirements. Any such additional regulatory costs, burdens and accompanying changes to our operations which may make certain of our services less attractive to our clients could materially and adversely affect our business and our financial condition and results of operations.

If we cannot maintain a satisfactory rating from the federal depository institution regulators, we may lose existing clients and have difficulty attracting new clients.

The examination reports of the federal agencies that examine us are distributed and made available to our depository clients. A less than satisfactory rating from any regulatory agency increases the obligation of our clients to monitor our capabilities and performance as a part of their own compliance process. It could also cause our clients and prospective clients to lose confidence in our ability to adequately provide services, thereby possibly causing them to seek alternate providers, which would have a corresponding detrimental impact on our revenues and profits.

We are exposed to costs and risks associated with complying with corporate governance and disclosure standards.

We are spending an increased amount of management time and external resources to comply with changing laws, regulations and standards relating to corporate governance and public disclosure, including but not limited to, the Sarbanes-Oxley Act of 2002 (as amended), other SEC regulations and Nasdaq Global Select Market rules. In particular, Section 404 of the Sarbanes-Oxley Act of 2002 requires management's annual review and evaluation of our internal control systems, and attestations of the effectiveness of these systems by our independent registered public accounting firm. We document and test our internal control systems and procedures and consider improvements that may be necessary in order for us to comply with the requirements of Section 404. This process requires us to hire outside advisory services and results in significant expenses for us. In addition, the evaluation and attestation processes required by Section 404 are conducted annually. In the event that our chief executive officer, chief financial officer or independent registered public accounting firm determines that our controls over financial reporting or disclosure are not effective as defined under Section 404 in the future, investor perceptions of our Company may be adversely affected and could cause a decline in the market price of our stock.

Risks Related to Our Capital and Debt Structure

If we are unable to obtain additional financing or renegotiate terms of our Series A-1 Preferred Stock, it could have a material adverse effect on our business.

The Company's current cash balance and projected cash flows are not sufficient to repay both the \$20.3 million in 2007 Notes due in 2013 and to redeem the Series A-1 Preferred Stock on the redemption date as described and discussed below. If we are unable to obtain additional financing, or to restructure or renegotiate the terms of the Series A-1 Preferred Stock, there can be no assurance that we will be able to make payments in accordance with our obligations thereunder.

We have a substantial number of shares of common and convertible preferred stock outstanding, including shares of Series A-1 Preferred Stock and shares of common stock that may be issued upon exercise of grants under our equity compensation plans that, if sold, could affect the trading price of our common stock.

We have issued shares of our common and Series A-1 Preferred Stock in connection with certain acquisitions and may issue additional shares of our common stock in connection with future acquisitions or financings. We issued the shares of Series A-1 Preferred Stock to a single investor as a part of the financing for our acquisition of Princeton eCom Corporation in 2006. As of December 31, 2011, the Series A-1 Preferred Stock was convertible into up to 5,102,986 million shares of common stock. We also have over 3.1 million shares of common stock that may be issued upon the exercise of stock options and or vesting of restricted stock. Further, as described above, we may issue additional shares of common stock, or instruments convertible into

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additional shares of common stock, to the holder of the outstanding shares of Series A-1 Preferred Stock. In that event, the holder of such shares may elect to sell all or part of the shares. We cannot predict the effect, if any, that future sales of shares of common stock or the availability of shares of common stock for future sale will have on the market price of our common stock. Sales of substantial amounts of common stock (including shares issued upon the exercise of equity compensation grants), or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock.

We have a significant amount of debt and redeemable preferred stock which will have to be repaid and may adversely affect our financial performance.

Our debt balance at December 31, 2011 was approximately \$20.3 million. The Company's Series A-1 Preferred Stock is carried at its fair value at inception adjusted for accretion of unpaid dividends and interest accruing thereon, the 115% redemption price, the original fair value of the bifurcated embedded derivative, and the amortized portion of its original issuance costs, which approximates its redemption value. At December 31, 2011 its carrying value was \$120.1 million. The principal and interest we pay on the debt and the amounts we accrete to the Series A-1 Preferred Stock reduce our earnings and our cash flows. The reduction of our earnings associated with this debt and redeemable Series A-1 Preferred Stock could have an adverse impact on the trading price of our shares of common stock.

Our plans to operate and grow may be limited if we are unable to obtain sufficient financing.

We may desire to expand our business through future strategic acquisitions and exploiting new markets when we identify desirable opportunities. We may need additional equity and debt financing for these purposes, but may not be able to obtain such financing on acceptable terms, or at all. Our existing debt financing limits our capacity to borrow additional funds and carries interest expense that burdens our cost structure. Additionally, the holders of our preferred stock must approve the issuance of any debt or equity financing except for equity issued in a public offering. In the event we increase our borrowings to fund a redemption of all or part of the Series A-1 Preferred Stock as discussed above, such borrowings will further limit our ability to obtain debt or equity financings for future acquisitions. Failure to obtain additional financing could weaken our operations or prevent us from achieving our business objectives. Further, equity financings, as well as debt financing with convertible features or accompanying warrants, can be dilutive to our stockholders. Negative covenants associated with debt or equity financings may also restrict the manner in which we would otherwise desire to operate our business.

The holder of our outstanding Series A-1 Preferred Stock has a redemption right that may have a material adverse impact on our business, financial condition and the operations of our business.

The holder of the Series A-1 Preferred Stock has a right to request that the Company redeem all, or any part, of the Series A-1 Preferred Stock at any time on or after July 3, 2013, which is the seventh anniversary of the issue date of the Series A-1 Preferred Stock, at a redemption value of 115% of the face value of the stock, plus accrued dividends and an escalation accrual. Due to the fact that the escalation accrual is variable based on the iMoneyNet First Tier Institutional Average, the actual redemption price on or after July 3, 2013 cannot be determined with certainty at this time. However, the Company estimates that the redemption price for all of the issued and outstanding shares of Series A-1 Preferred Stock at July 3, 2013 will be approximately \$129.2 million.

The Series A-1 Preferred Stock provides that, in the event the holder of the shares elects to cause the Company to redeem the shares (which may be redeemed in full or in part), the shares so elected for redemption shall be redeemed by the Company by payment of the redemption price in cash in full, from the funds legally available therefor. Upon the election of this right of redemption with respect to all or any substantial portion of the shares, we anticipate that we will not have the necessary funds legally available to fully redeem the shares of Series A-1 Preferred Stock and we may not have the ability to raise funds for this purpose on favorable terms or at all. In the event we determine that we cannot redeem all of the outstanding shares so elected for redemption, the holder of the Series A-1 Preferred Stock could seek to challenge such determination by bringing legal action against the Company. In the event that on the redemption date, the Company does not redeem all of the shares of Series A-1 Preferred Stock called for redemption, thereafter, the Company's obligation to redeem the portion of

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the Series A-1 Preferred Stock elected to be redeemed would remain outstanding until redeemed. The Company's Board would reassess the Company's ability to redeem all or part of any remaining shares of Series A-1 Preferred Stock called for redemption on a periodic basis and would redeem as many of the shares as the Company has funds legally available for such redemption until all shares called for redemption have been redeemed.

If the holder of the Series A-1 Preferred Stock exercises its right to redemption on or after July 3, 2013, such exercise and the resulting obligations of the Company with respect to the exercise could have a material adverse impact on our stock price, business, financial condition and results of operations. Further, unless we are able to renegotiate the terms of the Series A-1 Preferred Stock or otherwise raise the funds for redemption in advance of the redemption date, we may experience a material adverse impact on our stock price, business, financial condition and results of operations in advance of the redemption date due to market concerns relating to our ability to operate our business in the face of our potential redemption obligations.

If the Company is able to negotiate a restructuring of our outstanding Series A-1 Preferred Stock in advance of the redemption date, the restructuring may result in additional indebtedness and/or dilution to our stockholders, any of which could have a material adverse impact on the Company, its stock price and its financial condition.

The Company has undertaken the following actions in anticipation of the possibility that the holder of the outstanding Series A-1 Preferred Stock will exercise its redemption rights on or after July 3, 2013: (1) engaged a financial advisor to advise the Company on the amount and manner by which we might raise funds under existing market conditions in order to redeem or restructure all or part of the Series A-1 Preferred Stock, including advice with respect to our capacity for additional borrowings to be used for such purposes; (2) begun the process of seeking financial proposals from possible financing sources; (3) consulted with legal counsel to gain an understanding of the Company's legal options in relation to the possible redemption; and (4) recently begun discussions with the holder of the Series A-1 Preferred Stock with respect to possible alternative approaches to its delivering a redemption notice to the Company in July 2013. Although we are in the early stages of this process, it is possible that the Company will negotiate a restructuring of the Series A-1 Preferred Stock that would include (A) the Company raising additional debt financing and using all or part of the proceeds to redeem all or part of the outstanding Series A-1 Preferred Stock, (B) the issuance of debt securities, including convertible debt or debt attached to warrants to acquire equity securities, in exchange for all or part of the Series A-1 Preferred Stock, (C) the issuance of shares of common stock in exchange for a portion of the Series A-1 Preferred Stock, (D) the issuance of other capital stock or securities convertible into capital stock to raise capital for the redemption or restructuring of the Series A-1 Preferred Stock, or (F) any combination of all or part of the foregoing. Given the foregoing, we can give no assurances that a restructuring of our obligations under our Series A-1 Preferred Stock will be achieved at all or on favorable terms to the Company or our stockholders.

As noted above, it is possible that we will incur additional indebtedness to fund the redemption or restructuring of all or part of the Series A-1 Preferred Stock. In the event we increase our borrowings, we may not be able to meet the repayment obligations if we do not achieve the operating results anticipated at the time we incur such borrowings. Further, negative covenants associated with debt or equity financings may also restrict the manner in which we would otherwise desire to operate our business. The principal and interest we pay on such debt would reduce our earnings and cash flows. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. The reduction of our earnings associated with any such debt, as well as the dilutive effect of the issuance of any such equity securities or instruments convertible into equity securities, could have an adverse impact on the trading price of our outstanding shares of common stock.

The holder of our outstanding Series A-1 Preferred Stock has liquidation and other rights that are senior to the rights of the holders of our common stock.

Our board of directors has the authority to designate and issue preferred stock that may have dividend, liquidation and other rights that are senior to those of our common stock. As described above, our Board

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previously designated and the Company issued 75,000 shares of Series A-1 Preferred Stock for an aggregate original issue price of \$75,000,000. Holders of our shares of Series A-1 Preferred Stock are entitled to a liquidation preference, before amounts are distributed on our shares of common stock, of 115% of the original issue price of these shares (\$86,250,000) plus 8% per annum of the original issue price with an interest factor thereon tied to the iMoneyNet First Tier Institutional Average. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common stock in the event of a sale or dissolution of the Company. In addition, holders of our Series A-1 Preferred Stock have the right to elect (and have elected) one director to our board of directors.

The holder of our outstanding Series A-1 Preferred Stock also has voting rights that may restrict our ability to take corporate actions.

The Company we cannot issue any security or evidence of indebtedness, other than in connection with an underwritten public offering, without the consent of the holders of a majority of the outstanding shares of Series A-1 Preferred Stock. We also cannot amend our certificate of incorporation nor have our Board designate any future series of preferred stock if any such amendment or designation adversely impacts the Series A-1 Preferred Stock. Our inability to obtain these required consents may have an adverse impact in our ability to issue securities in the future in order to advance our business.

Future offerings of debt, which would be senior to our common stock upon liquidation, and/or preferred equity securities which may be senior to our common stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of our common stock.

In the future, we may attempt to increase our capital resources by making additional offerings of debt or preferred equity securities, including medium-term notes, trust preferred securities, senior or subordinated notes and preferred stock. Upon liquidation, including deemed liquidations resulting from an acquisition of our company, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. Holders of our common stock are not entitled to preemptive rights or other protections against dilution. Our Series A-1 Preferred Stock has a preference on liquidating distributions that could limit our ability to pay a dividend or make another distribution to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings.

If we are unable to comply with the covenants in our credit agreement, a default under the terms of that agreement could arise thereby potentially resulting in an acceleration of the repayment of borrowed funds.

Our existing credit agreement requires us to comply with certain covenants, including prescribed financial requirements. Our ability to meet these requirements may be affected by events beyond our control, including, without limitation, sales levels, contract terminations and market pricing pressures. No assurance can be provided that our financial performance will enable us to remain in compliance with these financial requirements. If we are unable to comply with the terms of our credit agreement, a default could arise under this agreement. In the event of a default, our lenders could terminate their commitment to lend or accelerate any loans and declare all amounts borrowed due and payable. In this event, there can be no assurance that we would be able to make the necessary payment to the lenders or that we would be able to find alternative financing on terms acceptable to us.

Our stock price is volatile.

The market price of our common stock has been subject to significant fluctuations and may continue to be volatile in response to, among other things:

actual or anticipated variations in quarterly operating results;

announcements of technological innovations;

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new products or services offered by us or our competitors;

changes in financial estimates or ratings by securities analysts;

conditions or trends in the Internet and online commerce industries;

changes in the economic performance and/or market valuations of other Internet, online service industries;

announcements by us of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

recent and potential proxy fights;

additions or departures of key personnel;

future equity or debt offerings, restructurings, redemptions or acquisitions or our announcements of these transactions; and

other events or factors, many of which are beyond our control, including without limitation the events and factors discussed in the Risk Factors set forth in Item 1A of Part I of this Annual Report on Form 10-K.

The stock market in general, and the Nasdaq Global Select Market specifically, have experienced extreme price and volume fluctuations and volatility that have particularly affected the market prices of many technology companies. Such fluctuations and volatility have often been unrelated or disproportionate to the operating performance of such companies. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against a company. Litigation, if and when pursued by or against the Company, whether or not successful, could result in substantial costs and a diversion of management's attention and resources, which would have a material adverse effect on our business.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

We are headquartered in Chantilly, Virginia where we lease approximately 100,000 square feet of office space. The lease expires September 30, 2014. We also lease office space in Princeton, New Jersey, Parsippany, New Jersey, Woodland Hills, California, Pleasanton, California and Columbus, Ohio. Our Banking segment operates from our Chantilly, Virginia, Princeton, New Jersey, Woodland Hills, California and Pleasanton, California offices; our eCommerce segments operate from our Chantilly, Virginia, Princeton, New Jersey, Parsippany, New Jersey and Columbus, Ohio offices. We believe that all of our facilities are in good condition and are suitable and adequate to meet our operations. We also expect to be able to renew our leases on terms commercially acceptable to us at each of our leased locations. Additionally, we believe that suitable additional or alternative space may be available in the future on commercially reasonable terms as needed.

Item 3. *Legal Proceedings*

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In the civil action lawsuit styled, *Lawlor v. Online Resources Corp.*, Case No. 2010 -5601, Fairfax County Circuit Court (Nov. 8, 2011), *appeal filed*, No. 1202208 (Va. Feb. 3, 2012), Matthew P. Lawlor, our former chairman and chief executive officer, obtained a jury verdict in April 2011 on several of the claims contained in his employment-related lawsuit against the Company. Mr. Lawlor was awarded \$5,265,619 in damages plus pre-judgment interest and attorneys' fees. As a result of this verdict against the Company, we recorded an aggregate reserve of \$8.0 million. After post-trial motions and proceedings, on November 8, 2011 the court awarded Mr. Lawlor final judgment of \$5,265,619 in damages plus pre-judgment interest and \$2,131,035 in attorney's fees plus applicable interest. On November 28, 2011 the Company suspended execution of the judgment, pending appeal, by posting security with the court in the form of an irrevocable standby letter of credit in an amount not exceeding \$8,446,143. We filed our petition for appeal with the Supreme Court of Virginia on February 3, 2012,

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asking the Supreme Court to reverse the judgment against the Company on the counts on which it lost at trial, in whole or in part. Our petition is pending with the Court. While the Company will continue to vigorously pursue its bid to appeal the judgment and believes that it has meritorious grounds for appeal, there can be no assurance that the Company will prevail.

Online Resources is currently the defendant in a civil action lawsuit styled *Kent D. Stuckey v. Online Resources Corporation*, Case No. 2:08-CV-1188, which is pending in U.S. District Court for the Southern District of Ohio, Eastern Division. This lawsuit was filed on December 19, 2008 by Mr. Stuckey, the former Chief Executive Officer and Chairman of Internet Transaction Solutions, Inc. (ITS), alleging certain claims in connection with the Company's acquisition of ITS in August 2007. The plaintiff brought this suit in a representative capacity on behalf of all former ITS stockholders, alleging among other things that (i) the Company breached its agreement to register, under the Securities Act of 1933, as amended, the Company shares that were issued to the former ITS shareholders as partial consideration for the Company's acquisition of ITS, (ii) the Company committed fraud in connection with the acquisition of ITS and its failure to register the Company shares issued in the acquisition, (iii) the Company failed to timely process stock transfer requests, and (iv) the Company breached certain price protection provisions in the acquisition agreement. In the complaint filed by the plaintiff, plaintiff seeks damages in the excess of \$15 million, relief for the full purchase price of the Company shares issued in the acquisition (alleged to be approximately \$24.7 million), the release to the former stockholders of ITS of approximately \$700,000 currently held in escrow, punitive and exemplary damages, pre- and post-judgment interest, and reimbursement for costs incurred in the litigation. The Company has vigorously disputed the claims and calculation of damages asserted by the plaintiff in the case. On February 13, 2012, the court issued an Opinion and Order denying the Company's motion for summary judgment seeking dismissal of the plaintiff's remaining claims in the case. On February 15, 2012, the court issued an order setting a bench trial date of May 21, 2012. While the Company will continue to vigorously dispute the plaintiff's claims in pretrial proceedings and at trial, and believes that it has meritorious defenses to the plaintiff's claims, there can be no assurance that the Company will prevail.

On June, 30, 2011 Online Resources filed a civil complaint for declaratory judgment against Autoscribe Corporation and Pollin Patent Licensing, LLC in federal district court (*Online Resources Corp. v. Autoscribe Corp., Pollin Patent Licensing, LLC, U.S. Dist. Court for District of MD, Southern/Greenbelt Div., Case No. 8:11-cv-01801-JFM*). The Company's complaint seeks declarations of non-infringement and invalidity with respect to two U.S. patents asserted by the defendants. On July 26, 2011 the defendants filed an answer to the Company's complaint which asserts certain patent infringement claims and unspecified damages against the Company, and the case is currently in the discovery phase. While the Company will continue to vigorously pursue the matters in dispute with the defendants in this case, there can be no assurance that the Company will prevail.

From time to time, we are named as a defendant in other legal actions that we consider ordinary, routine litigation that is incidental to our business. It is possible, however, that subsequent events in any litigation may cause us to reconsider our assessments and determinations, including the need to establish or (if applicable) increase loss provisions, unless we believe that we have obtained adequate insurance coverage, rights to indemnification, or where appropriate, have previously established adequate reserves.

Item 4. Mine Safety Disclosures

Not applicable.

Table of Contents**PART II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock began trading on the NASDAQ National Market on June 4, 1999 and now trades on the NASDAQ Global Select Market under the symbol "ORCC". The following table sets forth the range of high and low closing sales prices of our common stock for the periods indicated, as reported by NASDAQ:

Fiscal Quarter Ended	2011		2010	
	High	Low	High	Low
First Quarter	\$ 6.72	\$ 3.78	\$ 5.45	\$ 3.58
Second Quarter	3.82	3.26	5.10	3.84
Third Quarter	3.56	2.55	4.88	3.63
Fourth Quarter	2.65	2.42	5.35	4.16

The market price of our common stock is highly volatile and fluctuates in response to a wide variety of factors. For additional information, see Item 1A., *Risk Factors - Our Stock Price is Volatile* included in this Annual Report on Form 10-K.

On March 8, 2012, we had approximately 113 holders of record of common stock. This does not reflect persons or entities that hold their stock in nominee or "street" name through various brokerage firms.

We have not paid any cash dividends on our common stock and currently intend to retain any future earnings for use in our business. Accordingly, we do not anticipate declaring or paying any cash dividends on our common stock in the foreseeable future. In addition, subject to certain exceptions, the terms of our credit facility may limit our ability to pay dividends.

For information regarding securities authorized for issuance under our equity compensation plans, see Note 13, *Equity Compensation Plans*, in the Notes to the Consolidated Financial Statements contained in Part II, Item 8, of this Annual Report on Form 10-K.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity compensation plans approved by security holders	2,330,874	\$ 2.61	253,631
Equity compensation plans not approved by security holders	739,855	\$ 5.47	

Item 6. Selected Consolidated Financial Data

The selected consolidated financial data set forth below with respect to Online Resources' Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009 and with respect to Online Resources' Consolidated Balance Sheets at December 31, 2011 and 2010 are derived from the audited Consolidated Financial Statements of Online Resources Corporation, which are included in Item 8, *Consolidated Financial Statements and Supplementary Data* in this Annual Report on Form 10-K. Consolidated Statements of Operations data for the fiscal years ended December 31, 2008 and 2007 and Consolidated Balance Sheet data at December 31, 2009, 2008 and 2007 are derived from Consolidated Financial Statements of Online Resources not included herein.

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The selected consolidated financial data set forth below is qualified in its entirety by, and should be read in conjunction with, the Consolidated Financial Statements, the related Notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2011	2010	2009	2008	2007
	(In thousands, except per share amounts)				
Statement of Operations Data:					
Revenues:					
Service fees	\$ 131,706	\$ 130,823	\$ 134,651	\$ 138,278	\$ 121,364
Professional services and other	22,977	18,690	17,212	13,364	13,768
Total revenues	154,683	149,513	151,863	151,642	135,132
Cost of revenues	83,766	78,953	77,260	77,353	64,083
Gross profit	70,917	70,560	74,603	74,289	71,049
General and administrative	34,997	32,146	31,140	33,445	28,933
Reserve for potential legal liability	7,900				
Sales and marketing	20,147	19,532	20,747	24,207	23,446
Systems and development	10,488	9,901	9,394	9,906	9,196
Total expenses	73,532	61,579	61,281	67,558	61,575
(Loss) income from operations	(2,615)	8,981	13,322	6,731	9,474
Other expense	(983)	(193)	(4,057)	(3,637)	(11,231)
(Loss) income before income tax (benefit) provision	(3,598)	8,788	9,265	3,094	(1,757)
Income tax (benefit) provision (1)	(2,026)	3,412	4,135	1,175	(12,703)
Net (loss) income	(1,572)	5,376	5,130	1,919	10,946
Preferred stock accretion	9,912	9,560	9,208	8,873	8,302
Net (loss) income available to common stockholders	\$ (11,484)	\$ (4,184)	\$ (4,078)	\$ (6,954)	\$ 2,644
Net (loss) income available to common stockholders per share:					
Basic	\$ (0.36)	\$ (0.14)	\$ (0.14)	\$ (0.24)	\$ 0.10
Diluted	\$ (0.36)	\$ (0.14)	\$ (0.14)	\$ (0.24)	\$ 0.09
Shares used in calculation of net (loss) income to common stockholders per share:					
Basic	31,897	30,954	29,947	29,111	27,153
Diluted	31,897	30,954	29,947	29,111	29,150
Balance Sheet Data:					
Cash, cash equivalents and investments	\$ 31,290	\$ 29,127	\$ 22,907	\$ 23,978	\$ 22,362
Working capital	16,847	14,346	31,067	24,243	17,625
Total assets	304,372	310,585	308,490	323,677	340,717
Notes payable, less current portion	7,500	9,563	40,500	59,500	75,438
Other long-term liabilities	4,979	6,956	6,888	6,377	6,508
Total liabilities	52,458	60,642	68,205	94,149	120,005
Redeemable convertible preferred stock	120,095	110,182	100,623	91,415	82,542
Stockholders' equity	131,819	139,761	139,662	138,113	138,170

(1) Includes a \$13.7 million release of valuation allowance in 2007 related to federal net operating losses.

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**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
CAUTIONARY NOTE**

The following discussion should be read in conjunction with Selected Consolidated Financial Data and our consolidated financial statements and the related notes and other financial information, included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of factors including, but not limited to, those under *Risk Factors* and Forward-Looking Statements. All forward-looking statements in this document are based on information available to us as of the date hereof, and we assume no obligation to update any such forward-looking statements.

OVERVIEW

We provide outsourced, web and phone-based financial technology services to financial institution, biller, card issuer and creditor clients and their millions of consumer end-users. We currently derive approximately 75% of our revenues from payments and 25% from other services including account presentation relationship management, professional services, and custom software solutions. End-users may access and view their accounts online and perform various web-based self-service functions. They may also make electronic bill payments and funds transfers, utilizing our unique, real-time debit architecture, ACH and other payment methods. Our value-added relationship management services reinforce a favorable user experience and drive a profitable and competitive Internet channel for our clients. Further, we have professional services, including software solutions, which enable various deployment options, a broad range of customization and other value-added services.

We currently operate in two business segments Banking and eCommerce. The operating results of these business segments exclude general corporate overhead expenses. Within each business segment, we face differing opportunities, challenges and risks. In our Banking segment we have the opportunity to deploy the new and enhanced products we have developed to expand and deepen the relationships we have with our existing clients. Our differentiated account presentation and payments products, as well as our ability to deliver a full suite of remote delivery financial services, provide the opportunity for us to increase market share particularly among mid-sized financial institutions. In the bank market, a very large percentage of financial institutions now offer internet banking and bill payment to their customers. We therefore face competition in our efforts to obtain new clients from other established providers of these services. The end-user base within these clients is not highly penetrated, however, thus we can benefit from continuing adoption increases by our clients and end users.

In our eCommerce segment, there are still a significant number of potential clients who do not offer services such as those we are in a position to provide to their customer base. Further, the competition to provide these services is more fragmented than it is in the banking market. These factors provide us with the opportunity to expand our client base. We also offer an innovative debt collection product that is attractive to a number of large and mid-sized potential clients. For a portion of our eCommerce business, our revenue is tied to the value of the payment being made which exposes us to the impact of economic factors on these payments. We also continuously monitor the potential risks that we face due to the interfaces we have with, and our reliance on, various payments networks.

Across our markets, we are exposed to interest rate risk as we earn interest income from the bill payment funds in transit that we hold on behalf of our clients and end-users. We also closely monitor covenant and other compliance requirements under our debt and preferred stock agreements, as well as other potential risks associated with our capital structure.

We have experienced, and expect to continue to experience, significant user and transaction growth in our eCommerce segment. This growth has placed, and will continue to place, significant demands on our personnel,

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management and other resources. We will need to continue to expand and adapt our infrastructure, services and related products to accommodate additional clients and their end-users, increased transaction volumes and changing end-user requirements.

Registered end-users using account presentation, bill payment or both, and the payment transactions executed by those end-users are the major drivers of our revenues. For the year ended December 31, 2011, the number of users of our account presentation services increased 4%, and the number of users of our payment services decreased 3%, for an overall 1% decrease in users, as compared to the year ended December 31, 2010.

The following table summarizes users and payment services transactions:

	Period Ended December 31,		Increase/ (Decrease)	
	2011	2010	Change	%
Account presentation users (000s):				
Banking segment	1,480	1,484	(4)	(0)%
eCommerce segment	2,663	2,499	164	7%
Enterprise	4,143	3,983	160	4%
Payment services users (000s):				
Banking segment	4,813	4,748	65	1%
eCommerce segment	7,820	8,209	(389)	(5)%
Enterprise	12,633	12,957	(324)	(3)%
Total users (000s):				
Banking segment	5,847	5,856	(9)	(0)%
eCommerce segment	10,483	10,708	(225)	(2)%
Enterprise	16,330	16,564	(234)	(1)%
Payment services transactions (000s):				
Banking segment	148,413	148,258	155	0%
eCommerce segment	88,069	71,343	16,726	23%
Enterprise	236,482	219,601	16,881	8%

We have long-term service contracts with most of our clients. The majority of our revenues are recurring, though these contracts also provide for implementation, set-up and other non-recurring fees. Account presentation services revenues are based on either a monthly license fee, allowing our clients to register an unlimited number of customers, or a monthly fee for each registered customer. Payment services revenues are either based on a monthly fee for each customer enrolled, a fee per executed transaction, or a combination of both. Our clients pay nearly all of our fees and then determine if or how they want to pass these costs on to their users. They typically provide account presentation services to users free of charge, as they derive significant potential benefits including account retention, delivery and paper cost savings, account consolidation and cross-selling of other products.

As a network-based service and software provider, we have made substantial up-front investments in infrastructure, particularly for our proprietary systems. We invested approximately \$7.3 million, \$12.7 million, and \$9.3 million for the years ended December 31, 2011, 2010, and 2009, respectively. These investments were made to create new products, enhance the functionality of existing products and improve our infrastructure. Product enhancements allow us to remain competitive, retain existing clients and attract new clients. New products allow us to increase revenue and attract new clients. Infrastructure investments allow us to leverage ongoing advances in technology to improve our operating efficiency and capture cost savings.

While we continue to incur ongoing development and maintenance costs, we believe the infrastructure we have built provides us with significant operating leverage. We continue to automate processes and develop applications that allow us to make only small increases in labor and other operating costs relative to increases in

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customers and transactions. We believe our financial and operating performance will be based primarily on our ability to leverage additional end-users and transactions over this relatively fixed cost base. We do not incur material research and development costs.

Critical Accounting Policies and Estimates

The policies discussed below are considered by management to be critical to an understanding of our consolidated financial statements because their application places the most significant demands on management's judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain. Specific risks for these critical accounting policies are described in the following paragraphs. For all of these policies, management cautions that future events rarely develop exactly as forecasted, and the best estimates routinely require adjustment.

Revenue Recognition Policy. We generate revenues from service fees, professional services and other supporting services as a financial technology services provider in the Banking and eCommerce markets. Service fee revenues are generally comprised of account presentation services, payment services and relationship management services. Many of our contracts contain monthly user fees, transaction fees and new user registration fees for the account presentation services, payment services and relationship management services we offer that are often subject to monthly minimums, all of which are classified as service fees, for account presentation, payment, relationship management and professional services, in our consolidated statements of operations. Additionally, some contracts contain fees for relationship management marketing programs which are also classified as service fees in our consolidated statements of operations. These services are not considered separate deliverables. Fees for relationship management marketing programs, monthly user and transaction fees, including the monthly minimums, are recognized in the month in which the services are provided or, in the case of minimums, in the month to which the minimum applies. We recognize service fee revenue when all of the following criteria are met: a) persuasive evidence of an arrangement exists; b) delivery has occurred or services have been rendered; c) the seller's price to the buyer is fixed or determinable; and d) collectability is reasonably assured. Revenues associated with services that are subject to refund are not recognized until such time as the exposure to potential refund has lapsed.

We collect funds from end-users and aggregate them in clearing accounts, which are not included in our consolidated balance sheets, as we do not have ownership of these funds. For certain transactions, funds may remain in the clearing accounts until a payment check is deposited or other payment transmission is accepted by the receiving merchant. We earn interest on these funds for the period they remain in the clearing accounts. The collection of interest on these clearing accounts is considered in our determination of the fee structure for clients and represents a portion of the payment for our services. This interest totaled \$0.2 million, \$0.3 million and \$0.8 million for the years ended December 31, 2011, 2010 and 2009, respectively, and is classified as payment service revenue in our consolidated statements of operations.

Professional services revenues consist of implementation fees associated with the linking of our financial institution clients to our service platforms through various networks, along with web development and hosting fees, training fees, communication services and sales of software licenses and related support. We provide access to our service platforms to the customer using a hosting model. The implementation and web hosting services are not considered separate deliverables. Revenues from web development, web hosting, training and communications services are recognized over the term of the contract as the services are provided.

When we provide services to customers through the delivery of software, revenues from the sale of software licenses, services and related support are recognized when there is persuasive evidence that an arrangement exists, the fee is fixed or determinable, collectability is probable and the software has been delivered, provided that no significant obligations remain under the contract. We have multiple-element software arrangements that typically include support services, in addition to the delivery of software. For these arrangements, we recognize revenues using estimated selling price. Under this method, the fair value of the undelivered elements, based on estimated selling price, is deferred. The difference between the total arrangement fee and the amount deferred for the undelivered elements is recognized as revenues related to the delivered elements. We determine the fair value of the undelivered elements based on the amounts charged when those elements are sold separately. For sales of software that require significant production, modification or customization, we recognize revenues using the

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percentage-of-completion method. The percentage-of-completion is measured based on the percentage of labor effort incurred to date to estimated total labor effort to complete delivery of the software license. Changes in estimates to complete and revisions in overall profit estimates on these contracts are charged to our consolidated statements of operations in the period in which they are determined. We record any estimated losses on contracts immediately upon determination. Revenues related to support services are recognized on a straight-line basis over the term of the support agreement.

Most contracts can be terminated by our clients within a specific period, typically thirty to sixty days following notice by the client. Our contracts contain termination fees, which generally, at a minimum, cover our remaining incremental costs and deferred costs related to the contract. We have not historically incurred losses on terminated contracts.

Other revenues consist of service fees related to enhanced third-party solutions and termination fees. Service fees for enhanced third-party solutions include fully integrated bill payment and account retrieval services through Intuit's Quicken, check ordering, inter-institution funds transfer, account aggregation and check imaging. Revenues from these service fees are recognized over the term of the contract as the services are provided. Termination fees are recognized upon termination of a contract.

Allowance for Doubtful Accounts. The provision for losses on accounts receivable and allowance for doubtful accounts are recognized based on our estimate, which considers our historical loss experience, including the need to adjust for current conditions, and judgments about the probable effects of relevant observable data and financial health of specific customers. During the year ended December 31, 2011, we reserved a net additional \$180,000 of accounts receivable to reflect a balance of \$412,000 at year end. This represents management's estimate of the probable losses in the accounts receivable balance at December 31, 2011. While the allowance for doubtful accounts and the provision for losses on accounts receivable depend to a large degree on future conditions, management does not forecast significant adverse developments in 2012.

Income Taxes. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and the tax bases of assets and liabilities. Deferred tax assets are also recognized for tax net operating loss carryforwards. These deferred tax assets and liabilities are measured using the enacted tax rates and laws that are expected to be in effect when such amounts are expected to reverse or be utilized. The realization of deferred tax assets is contingent upon the generation of future taxable income during the carryforward period. Valuation allowances are provided to reduce such deferred tax assets to amounts more likely than not to be ultimately realized. The net operating loss carryforwards expire from 2022-2029. Management believes that the Company will generate sufficient taxable income over the next four years to recover the net operating loss carryforwards and it is more likely than not that they will recover net operating losses prior to their expiration.

Cost of Internal Use Software and Computer Software to be Sold. We capitalize the cost of computer software developed or obtained for internal use. Capitalized computer software costs consist primarily of payroll-related and consulting costs incurred during the development stage. We expense costs related to preliminary project assessments, research and development, re-engineering, training and application maintenance as they are incurred. Capitalized software costs are being depreciated on a straight-line basis over an estimated useful life of three to seven years upon being placed in service.

We capitalize the cost of computer software to be sold. Software development costs are capitalized beginning when a product's technological feasibility has been established by completion of a working model of the product and ending when a product is ready for general release to customers. We capitalized approximately \$4.7 million of software development costs and amortized approximately \$5.6 million of capitalized computer software for the year ended December 31, 2011.

Impairment of Goodwill, Intangible Assets and Long-Lived Assets. We evaluate the recoverability of our identifiable intangible assets, goodwill and other long-lived assets. We assess the recoverability of our goodwill at least on an annual basis and when events or circumstances indicate a potential impairment. When assessing the recoverability of our goodwill, we use the income method to determine the fair value of our two reporting units, Banking and eCommerce, based upon our forecasted discounted cash flows. The estimates we use in evaluating goodwill are consistent with the plans and estimates that we use to manage our operations. We use undiscounted

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cash flows to assess the recoverability of our amortizable intangible and other long-lived assets, when events and circumstances indicate a potential impairment. Our reporting units, Banking and eCommerce, have allocated goodwill of approximately \$80.4 million and approximately \$101.1 million, respectively, as of December 31, 2011.

We did not experience any impairment of goodwill or other intangible assets for the years ended December 31, 2011, 2010 or 2009. If market conditions continue to weaken, our revenue and cost forecasts may not be achieved and we may incur charges for goodwill impairment, which could be significant and could have a material negative effect on our results of operations. Our stock price ranged from \$2.42 to \$6.72 during 2011. Were the stock price to decline below this range, it may require us to evaluate whether or not the decline in stock price indicated an impairment requiring reevaluation of the goodwill. We will continue to monitor its financial performance, stock price, and other factors in order to determine if there are any indicators of impairment.

The discounted cash flow approach we use for valuing goodwill involves estimating future cash flows expected to be generated from the related assets, discounted to their present value using a discount rate. Terminal values are also estimated and discounted to their present value.

We forecasted revenue, expenses, and cash flows over a five-year period for each of our reporting units. In projecting future cash flows, we considered factors including our historical growth rates and company-specific information such as forecasted sales and client retention. Based on these considerations, our assumed 2012 revenue growth rates were neutral followed by assumed revenue growth with an anticipated economic recovery in 2013. To arrive at our projected cash flows and resulting growth rates, we evaluated our historical operating results and current management initiatives to assess the reasonableness of our operating margin assumptions. We also calculated a normalized residual year which represents the perpetual cash flows of each reporting unit. The residual year cash flow was multiplied by market factors to estimate arrive at the terminal value of the reporting unit.

We also utilized the market approach to provide a test of reasonableness to the results of the discounted cash flow model. The market approach indicates the fair value of the invested capital of a business based on a company's market capitalization and a comparison of the business to comparable publicly traded companies and transactions in its industry. One indication of the fair value of a business is the quoted market price in active markets for the equity of the business. The quoted market price of equity multiplied by the number of shares outstanding yields the fair value of the equity of a business on a marketable, noncontrolling basis. We then apply a premium for control and add the estimated fair value of interest-bearing debt to indicate the fair value of the invested capital of the business on a marketable, controlling basis.

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the fair value of our reporting units, it is possible a material change could occur. If future results are not consistent with our assumptions and estimates, we may be exposed to impairment charges in the future.

Our reporting units, Banking and eCommerce, have a carrying value of approximately \$97.9 million and approximately \$122.4 million, respectively, as of October 1, 2011. Banking and eCommerce have allocated goodwill of approximately \$80.4 million and approximately \$101.1 million, respectively, as of December 31, 2011. If our future revenue growth does not materialize, either because we fail to achieve sales forecasts or loses existing customers, or if we experience changes in market factors such as discount rate or stock price, the fair value of one or both of our reporting units could be impacted. If the fair value for our Banking reporting unit declines approximately 2% from the October 1, 2011 fair value, or the fair value of our eCommerce reporting unit declines approximately 4% from the October 1, 2011 fair value, it is likely that we would incur goodwill impairment charges.

Theoretical Swap Derivative. We bifurcated the fair market value of the embedded derivative associated with the Series A-1 Preferred Stock issued in conjunction with the Princeton eCom acquisition on July 3, 2006. We determined that the embedded derivative is defined as the right to receive a fixed rate of return on the accrued, but unpaid dividends and the variable negotiated rate, which creates a theoretical swap between the fixed rate of return on the accrued, but unpaid dividends and the variable rate actually accrued on the unpaid dividends. This embedded derivative is marked to market at the end of each reporting period through earnings and an adjustment to other assets. There is no active

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market quote available for the fair value of the embedded derivative. Thus, management measures fair value of the derivative by estimating future cash flows related to the asset using a forecasted iMoney Net First Tier rate based on the one-month LIBOR rate adjusted for the historical spread for the estimated period in which the Series A-1 Preferred Stock will be outstanding.

Management has to make significant estimates about the future cash flows related to the liability, the estimated period which the Series A-1 Preferred Stock will be outstanding and the appropriate discount rates commensurate with the risks involved. The fair value of this derivative fluctuates based on changes to interest rates. An increase to interest rates will decrease the fair value of the derivative. Changes to the fair value of the derivative are recorded in interest expense on the consolidated statement of operations.

Derivative Instruments and Hedging Activities. From time to time, we have entered into derivative instruments to serve as cash flow hedges for our debt instruments. We recognize all of our derivative instruments as either assets or liabilities in the consolidated balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income or loss and reclassified into operations in the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings (for example, in interest expense when the hedged transactions are interest cash flows associated with floating-rate debt). The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in other income/expense in current operations during the period of change. Alternatively, a cash flow hedge is considered perfectly effective and the entire gain or loss on the derivative instrument is reported as a component of other comprehensive income or loss and reclassified into operations in the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Derivatives are reported on the balance sheet in other current and long-term assets or other current and long-term liabilities based upon when the financial instrument is expected to mature. Accordingly, derivatives are included in the changes in other assets and liabilities in the operating activities section of the statement of cash flows. Alternatively, derivatives containing a financing element are reported as a financing activity in the statement of cash flows.

Stock-Based Compensation. Compensation cost for all share-based payments granted are based on the grant-date estimated fair value. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model. The assumptions used in this model are expected dividend yield, expected volatility, risk-free interest rate and expected term. The expected volatility for stock options is based on historical volatility.

Share-based compensation expense recognized in the Consolidated Statements of Operations is based on awards ultimately expected to vest, reduced for estimated forfeitures. The authoritative accounting pronouncement for share-based compensation expense requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Expected forfeitures were estimated based on our historical experience.

For the options based on performance, management must assess the probability of the achievement of the targets. If the targets are not probable of achievement, changes in the recognition of share-based compensation expense may occur. Management assesses the probability based on the Company's actual and projected results of operations.

The underlying assumptions can change from time to time and, as a result, the compensation expense that we record in future periods may differ significantly from what we have recorded in the current period with respect to similar instruments.

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Recently Issued Pronouncements

In September 2011, the FASB issued guidance for the accounting of intangible goodwill and other that will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The guidance is effective for fiscal years beginning after December 15, 2011. We do not expect that the adoption of this update will have a material impact on its consolidated financial statements at this time.

In June 2011, the FASB issued updated guidance for disclosing comprehensive income. The update is intended to increase the prominence of other comprehensive income in the financial statements. The guidance requires us to present components of comprehensive income in either one continuous statement or two separate but consecutive statements and no longer permits the presentation of comprehensive income in the consolidated statement of stockholders' equity. We will adopt this new guidance effective January 1, 2012, as required.

In May 2011, the FASB issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of the "highest and best use" concept to be used only in the measurement of fair value of nonfinancial assets, clarifies that the measurement of the fair value of equity-classified financial instruments should be performed from the perspective of a market participant who holds the instrument as an asset, clarifies that an entity that manages a group of financial assets and liabilities on the basis of its net risk exposure can measure those financial instruments on the basis of its net exposure to those risks, and clarifies when premiums and discounts should be taken into account when measuring fair value. The fair value disclosure requirements also were amended. We do not believe that the adoption of the amended guidance will have a significant effect on its consolidated financial statements. We will adopt this new guidance effective January 1, 2012, as required.

Table of Contents**Results of Operations**

The following table presents the summarized results of operations for our two reportable segments, Banking and eCommerce (dollars in thousands):

	2011		Year Ended December 31, 2010		2009	
	Dollars	%	Dollars	%	Dollars	%
Revenues:						
Banking	\$ 82,346	53%	\$ 90,320	60%	\$ 93,187	61%
eCommerce	72,337	47%	59,193	40%	58,676	39%
Total	\$ 154,683	100%	\$ 149,513	100%	\$ 151,863	100%
Gross profit:						
	Dollars	Margin	Dollars	Margin	Dollars	Margin
Banking	\$ 36,063	44%	\$ 43,963	49%	\$ 47,794	51%
eCommerce	34,854	48%	26,597	45%	26,809	46%
Total	\$ 70,917	46%	\$ 70,560	49%	\$ 74,603	49%
Operating expenses:						
	Dollars	%	Dollars	%	Dollars	%
Banking	\$ 24,398	33%	\$ 24,600	40%	\$ 24,176	39%
eCommerce	21,291	29%	19,070	31%	19,644	32%
Corporate(1)(2)	27,843	38%	17,909	29%	17,461	29%
Total	\$ 73,532	100%	\$ 61,579	100%	\$ 61,281	100%
(Loss) income from operations:						
	Dollars	Margin	Dollars	Margin	Dollars	Margin
Banking	\$ 11,665	14%	\$ 19,363	21%	\$ 23,618	25%
eCommerce	13,563	19%	7,527	13%	7,165	12%
Corporate(1)	(27,843)		(17,909)		(17,461)	
Total	\$ (2,615)	(2)%	\$ 8,981	6%	\$ 13,322	9%

(1) Corporate expenses are primarily comprised of corporate general and administrative expenses that are not considered in the measure of segment profit or loss used to evaluate the segments.

(2) Included in corporate operating expenses for the year ended December 31, 2011 is \$7.9 million related to a reserve for potential legal liability.

Table of Contents**Year Ended December 31, 2011 Compared to the Year Ended December 31, 2010***Revenues*

We generate revenues from account presentation, payment, relationship management and professional services and other revenues. Revenues increased by \$5.2 million, or 3%, to \$154.7 million for the year ended December 31, 2011, from \$149.5 million in 2010.

	Years Ended December 31,		Change	
	2011	2010	Difference	%
Revenues (in thousands):				
Account presentation services	\$ 11,231	\$ 9,408	\$ 1,823	19%
Payment services	113,734	113,007	727	1%
Relationship management services	6,741	8,408	(1,667)	(20)%
Professional services and other	22,977	18,690	4,287	23%
Total revenues	\$ 154,683	\$ 149,513	\$ 5,170	3%
Payment metrics (in thousands):				
Banking payment transactions	148,413	148,258	155	0%
Biller payment transactions	88,069	71,343	16,726	23%

Notes:

Account Presentation Services. Both the Banking and eCommerce segments contribute to account presentation services revenues, which increased 19%, or \$1.8 million, to \$11.2 million for the year ended December 31, 2011. This was related to increased hosting fees of approximately \$1.3 million, increased user fees of \$0.2 million and increased license fees of \$0.3 million.

Payment Services. Both the Banking and eCommerce segments contribute to payment services revenues, which increased to \$113.7 million for the year ended December 31, 2011 from \$113.0 million in the same period of the prior year. This was due to an increase in transaction and license fees of approximately \$6.4 million which was partially offset by decreased user and account maintenance fees of \$5.3 million and reduced float interest revenue by approximately \$0.1 million.

Relationship Management Services. Primarily composed of revenues from the Banking segment, relationship management services revenues decreased 20%, or \$1.7 million, to \$6.7 million for the year ended December 31, 2011. This decrease is due to reduced user and license fees of \$1.1 million, reduced new user set up fees of \$0.4 million, and reduced marketing program fees of \$0.2 million.

Professional Services and Other. Both the Banking and eCommerce segments contribute to professional services and other revenues, which increased by \$4.3 million, or 23%. This increase was related to increased professional service fees of \$2.6 million, increased license fees of \$0.7 million, increased users and transactions for our Money HQ, Quicken, Risk based authentication and mobile banking products of approximately \$0.3 million and increased cancellation fees of approximately \$0.7 million.

Table of Contents**Costs and Expenses**

	Years Ended December 31,		Change	
	2011(1)	2010(1)	Difference(1)	%
Revenues	\$ 154,683	\$ 149,513	\$ 5,170	3%
Costs of revenues	83,766	78,953	4,813	7%
Gross profit	70,917	70,560	357	0%
Gross margin	46%	47%	2%	0%
Operating expenses				
General and administrative	34,997	32,146	2,851	9%
Reserve for potential legal liability	7,900		7,900	100%
Sales and marketing	20,147	19,532	615	3%
Systems and development	10,488	9,901	587	6%
Total operating expenses	73,532	61,579	11,953	19%
(Loss) income from operations	(2,615)	8,981	(11,596)	(129)%
Other (expense) income				
Interest income	97	65	32	49%
Interest and other expense	(1,080)	(258)	822	319%
Total other expense	(983)	(193)	790	409%
(Loss) income before tax (benefit) provision	(3,598)	8,788	(12,386)	(141)%
Income tax (benefit) provision	(2,026)	3,412	(5,438)	(159)%
Net (loss) income	(1,572)	5,376	(6,948)	(129)%
Preferred stock accretion	9,912	9,560	352	4%
Net loss available to common stockholders	\$ (11,484)	\$ (4,184)	\$ (7,300)	(174)%
Net loss available to common stockholders per share:				
Basic	\$ (0.36)	\$ (0.14)	\$ (0.22)	(157)%
Diluted	\$ (0.36)	\$ (0.14)	\$ (0.22)	(157)%
Shares used in calculation of net loss available to common stockholders per share:				
Basic	31,897	30,954	943	3%
Diluted	31,897	30,954	943	3%

Notes:

(1) In thousands except for per share amounts.

Costs of Revenues. Costs of revenues encompass the direct expenses associated with providing our services. These expenses include telecommunications, payment processing, systems operations, customer service, implementation and professional services work. Costs of revenues increased by \$4.8 million to \$83.8 million for the year ended December 31, 2011, from \$79.0 million for the same period in 2010. The increase is due to increased compensation and benefits of \$0.5 million, interchange fees of \$2.6 million, data communication costs of \$0.5 million, partner commissions of \$0.4 million, repair and maintenance costs of \$0.6 million, contract labor of \$0.3 million and consulting

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costs of \$0.4 million offset by a decrease in Money HQ aggregation fees of \$0.4 million and disaster recovery fees of \$0.2 million.

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Gross Profit. Gross profit increased \$0.3 million for the year ended December 31, 2011 to \$70.9 million, and gross margin was 46% and 47% for the year ended December 31, 2011 and 2010, respectively. The increase is due to an increase in revenue of \$5.2 million combined with an increase in cost of revenues of \$4.8 million.

General and Administrative. General and administrative expenses primarily consist of salaries for executive, administrative and financial personnel, consulting expenses and facilities costs such as office leases, insurance and depreciation. General and administrative expenses increased \$2.9 million, or 9% to 35.0 million for the year ended December 31, 2011. The increase was due to increased compensation and benefit expenses of approximately \$1.2 million and increased legal fees of \$2.0 million offset by reduced consulting fees \$0.5 million.

Reserve for Potential Legal Liability. Reserve for potential legal liability increased \$7.9 million, or 100% to \$7.9 million for the year ended December 31, 2011 due to a legal reserve for the judgment in the Lawlor lawsuit.

Sales and Marketing. Sales and marketing expenses include salaries and commissions paid to sales and client services personnel and other costs incurred in selling our services and products. Sales and marketing expenses increased \$0.6 million, or 3%, to \$20.2 million for the year ended December 31, 2011. The primary reason for the increase are increased compensation and benefits expense of approximately \$1.4 million and outside support costs of \$0.2 million offset by a decrease in the amortization of intangible assets of \$1.0 million.

Systems and Development. Systems and development expenses include salaries, consulting fees and all other expenses incurred in supporting the development of new services and products and new technology to enhance existing products. Systems and development expenses increased by \$0.6 million, or 6%, to \$10.5 million for the year ended December 31, 2011. The increase is primarily due to \$1.9 million less capitalized software and deferred implementation costs for the year ended December 31, 2011 as compared to the year ended December 31, 2010 and increases in consulting costs of \$0.3 million, travel costs of \$0.2 million, recruiting costs of \$0.1 million and legal fees of \$0.1 million offset by a decrease in compensation and benefit costs of \$2.1 million.

(Loss) income from Operations. (Loss) income from operations decreased \$11.6 million, or 129%, to a \$2.6 million loss for the year ended December 31, 2011. The decrease was primarily due to increased operating expenses of \$12.0 million offset by an increase in gross profit of \$0.3 million.

Interest Income. Interest income remained constant at \$0.1 million for the year ended December 31, 2011.

Interest and Other Expense. Interest and other expense increased by \$0.8 million for the year ended December 31, 2011 due to the mark-to-market valuation adjustment related to the theoretical swap for the year ended December 31, 2011 was \$0.8 million less than the corresponding increase for the year ended December 31, 2010.

Income Tax (Benefit) Provision. Income tax benefit was \$2.0 million for the year ended December 31, 2011, a decrease of \$5.4 million over the prior year. This decrease is primarily due to the decrease in taxable income in the current year. Our effective tax rate was 56.3% for the year ended December 31, 2011. The difference between our effective tax rate and the federal statutory rate is primarily due to a benefit of approximately \$1.5 million relating to the release of valuation allowance for NJ NOLs due to forecasts of future taxable income, stock based compensation adjustment of approximately \$0.2 million relating to the difference between the expected deduction from stock based compensation which is based upon the fair value of the award at the date of issuance and the actual deduction taken which is based upon the fair value of the award at the time the award is exercised or vests.

Preferred Stock Accretion. The accretion related to the Series A-1 Preferred Stock issued on July 3, 2006 increased as a result of higher interest costs related to the escalation accrual associated with the Series A-1 Preferred Stock.

Net Loss (Income) Available to Common Stockholders. Net loss available to common stockholders increased \$7.3 million to a net loss of \$11.5 million for the year ended December 31, 2011, compared to net loss of \$4.2 million for the year ended December 31, 2010. The increase is due to increased net loss of \$6.9 million and preferred stock accretion of approximately \$0.4 million. Basic and diluted net loss per share increased \$0.22

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to \$0.36 per basic and diluted share for the year ended December 31, 2011 compared to \$0.14 for the year ended December 31, 2010. Basic shares outstanding increased by 3% for the year ended December 31, 2011 as a result of shares issued in connection with the exercise of company-issued stock options and our employees' participation in our employee stock purchase plan.

Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009**Revenues**

We generate revenues from account presentation, payment, relationship management and professional services and other revenues. Revenues decreased by \$2.4 million, or (2)%, to \$149.5 million for the year ended December 31, 2010, from \$151.9 million in 2009.

	Year Ended December 31,		Change	
	2010	2009	Difference	%
Revenues (in thousands):				
Account presentation services	\$ 9,408	\$ 8,198	\$ 1,210	15%
Payment services	113,007	118,291	(5,284)	(4)%
Relationship management services	8,408	8,162	246	3%
Professional services and other	18,690	17,212	1,478	9%
Total revenues	\$ 149,513	\$ 151,863	\$ (2,350)	(2)%
Payment metrics (in thousands):				
Banking payment transactions	148,258	152,656	(4,398)	(3)%
Biller payment transactions	71,343	60,101	11,242	19%

Account Presentation Services. Both the Banking and eCommerce segments contribute to account presentation services revenues, which increased 15%, or \$1.2 million, to \$9.4 million for the year ended December 31, 2010. The increase is due to net new clients of approximately \$1.3 million and increased service to existing clients of approximately \$0.6 million partially offset by reduced card usage fees of approximately \$0.7 million.

Payment Services. Both the Banking and eCommerce segments contribute to payment services revenues, which decreased to \$113.0 million for the year ended December 31, 2010 from \$118.3 million in the same period of the prior year. The decrease was related to declines in interest rates which reduced float interest revenue by approximately \$0.5 million. Additionally, user and account maintenance fees decreased by approximately \$4.9 million for the year ended December 31, 2010. The decrease was offset by an increase in transaction and license fees of approximately \$0.1 million.

Relationship Management Services. Primarily composed of revenues from the Banking segment, relationship management services revenues increased 3%, or \$0.2 million, to \$8.4 million for the year ended December 31, 2010.

Professional Services and Other. Both the Banking and eCommerce segments contribute to professional services and other revenues, which increased by \$1.5 million, or 9%. Revenues from professional services and other fees increased due to increased implementation fees of approximately \$0.2 million, increased license fees of approximately \$0.6 million, increased professional service fees of \$0.8 million, and increased users and transactions of approximately \$0.5 million partially offset by reduced cancellation fees of approximately \$0.6 million.

Table of Contents**Costs and Expenses**

	Years Ended December 31,		Change	
	2010(1)	2009(1)	Difference(1)	%
Revenues	\$ 149,513	\$ 151,863	\$ (2,350)	(2)%
Costs of revenues	78,953	77,260	1,693	2%
Gross profit	70,560	74,603	(4,043)	(5)%
Gross margin	47%	49%	2%	0%
Operating expenses				
General and administrative	32,146	31,140	1,006	3%
Sales and marketing	19,532	20,747	(1,215)	(6)%
Systems and development	9,901	9,394	507	5%
Total operating expenses	61,579	61,281	299	0%
Income from operations	8,981	13,322	(4,342)	(33)%
Other (expense) income				
Interest income	65	117	(52)	(44)%
Interest and other expense	(258)	(4,174)	3,916	94%
Total other expense	(193)	(4,057)	3,864	95%
Income before tax provision	8,788	9,265	(477)	(5)%
Income tax provision	3,412	4,135	(723)	(17)%
Net income	5,376	5,130	246	5%
Preferred stock accretion	9,560	9,208	352	4%
Net loss available to common stockholders	\$ (4,184)	\$ (4,078)	\$ (106)	(3)%
Net loss available to common stockholders per share:				
Basic	\$ (0.14)	\$ (0.14)	\$ 0.00	0%
Diluted	\$ (0.14)	\$ (0.14)	\$ 0.00	0%
Shares used in calculation of net loss available to common stockholders per share:				
Basic	30,954	29,947	1,007	3%
Diluted	30,954	29,947	1,007	3%

Notes:

(1) In thousands except for per share amounts.

Costs of Revenues. Costs of revenues encompass the direct expenses associated with providing our services. These expenses include telecommunications, payment processing, systems operations, customer service, implementation and professional services work. Costs of revenues increased by \$1.7 million to \$79.0 million for the year ended December 31, 2010, from \$77.3 million for the same period in 2009. The increase is due to increased salaries and benefits of approximately \$0.5 million, data communication costs of approximately \$0.4 million, amortization of deferred costs of approximately \$0.4 million, amortization of software costs of approximately \$0.4 million and partner commissions of approximately \$0.2 million offset by a decrease in amortization expense of intangible assets of approximately \$0.3 million.

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Gross Profit. Gross profit decreased \$4.0 million for the year ended December 31, 2010 to \$70.6 million, and gross margin was 47% and 49% for the year ended December 31, 2010 and 2009, respectively. The decrease

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is due to a decrease in revenue of \$2.4 million combined with an increase in cost of revenues of \$1.7 million. As discussed above the margin decreased primarily due to an increase in fixed costs related to labor, data communications, amortization of deferred costs and amortization of software costs partially offset by lower amortization costs related to intangible assets.

General and Administrative. General and administrative expenses primarily consist of salaries for executive, administrative and financial personnel, consulting expenses and facilities costs such as office leases, insurance and depreciation. General and administrative expenses increased \$1.0 million, or 3% to \$32.1 million for the year ended December 31, 2010. The increase was due to increased salary and benefit expenses of approximately \$1.5 million and increased legal and audit fees of \$0.7 million offset by reduced repair and maintenance costs of approximately \$0.9 million and client conference costs of approximately \$0.2 million.

Sales and Marketing. Sales and marketing expenses include salaries and commissions paid to sales and client services personnel and other costs incurred in selling our services and products. Sales and marketing expenses decreased \$1.2 million, or 6%, to \$19.5 million for the year ended December 31, 2010. The primary reason for the decrease are reduced amortization expense of \$1.4 million related to our customer lists and partner commission of approximately \$0.7 offset by increased salary and benefits expense of approximately \$0.7 million and bad debt expense of \$0.1 million.

Systems and Development. Systems and development expenses include salaries, consulting fees and all other expenses incurred in supporting the development of new services and products and new technology to enhance existing products. Systems and development expenses increased by \$0.5 million, or 5%, to \$9.9 million for the year ended December 31, 2010. The increase is primarily due to increased consulting costs of approximately \$0.9 million and salary and benefit costs of approximately \$0.4 million offset by increased capitalizable costs of approximately \$0.8 million.

Income from Operations. Income from operations decreased \$4.3 million, or 33%, to \$9.0 million for the year ended December 31, 2010. The decrease was primarily due to lower revenues of \$2.4 million, increased costs of revenues of \$1.7 million, and increased operating expenses of \$0.3 million in the current period.

Interest Income. Interest income remained constant at \$0.1 million for the year ended December 31, 2010.

Interest and Other Expense. Interest and other expense decreased by \$3.9 million due primarily to a net decrease in interest expense of approximately \$2.7 million as a result of the expiration of the interest rate swap as of December 31, 2009, and an increase in mark-to-market valuation related to the theoretical swap derivative of approximately \$1.2 million.

Income Tax (Benefit) Provision. Income tax expense was \$3.4 million for the year ended December 31, 2010, a decrease of \$0.7 million over the prior year. This decrease is primarily due to the decrease in taxable income in the current year and a decrease in our effective rate. Our effective tax rate was 38.8%. The difference between our effective tax rate and the federal statutory rate is primarily due to a stock based compensation adjustment of approximately \$0.2 million relating to the difference between the expected deduction from stock based compensation which is based upon the fair value of the award at the date of issuance and the actual deduction taken which is based upon the fair value of the award at the time the award is exercised or vests.

Preferred Stock Accretion. The accretion related to the Series A-1 Preferred Stock issued on July 3, 2006 increased as a result of higher interest costs related to the escalation accrual associated with the Series A-1 Preferred Stock.

Net Loss (Income) Available to Common Stockholders. Net loss available to common stockholders increased \$0.1 million to a net loss of \$4.2 million for the year ended December 31, 2010, compared to net loss of \$4.1 million for the year ended December 31, 2009. The increase is due to increased net income of approximately \$0.2 million offset by increased preferred stock accretion of approximately \$0.3 million. Basic and diluted net loss per share remained constant at \$0.14 for the year ended December 31, 2010. Basic shares outstanding increased by 3% as a result of shares issued in connection with the exercise of company-issued stock options and our employees' participation in our employee stock purchase plan.

Table of Contents**Liquidity and Capital Resources**

Net cash provided by operating activities was \$25.6 million for the year ended December 31, 2011. This represented a \$4.3 million decrease in cash provided by operating activities compared to prior year. The decrease is primarily due to a decrease in net (loss) income of \$7.1 million, a decrease in deferred tax benefit of \$5.9 million, a decrease in deferred revenue of \$3.2 million, a decrease in depreciation and amortization of \$3.2 million and a decrease in accounts payable of \$0.8 million offset by an increase in reserve for potential legal liability of \$8.0 million, an increase in accounts receivable of \$4.9 million and an increase in deferred implementation costs of \$1.9 million.

Net cash used by investing activities for the year ended December 31, 2011 was \$7.2 million, which was the result of capital expenditures.

Net cash used by financing activities was \$16.3 million for the year ended December 31, 2011, which was primarily the result of principal payments on our 2007 Notes of \$16.5 million and debt issuance costs of \$0.8 million offset by \$1.0 million in net payments received from stock option exercises.

Contractual Obligations

Our material commitments under operating and capital leases and purchase obligations as of December 31, 2011 are as follows (in thousands):

	Total	2012	2013	For the Years Ended			Thereafter
				2014	2015	2016	
Operating leases	\$ 16,139	\$ 4,501	\$ 4,268	\$ 3,581	\$ 1,822	\$ 1,717	\$ 249
Purchase obligations	3,569	913	2,013	643			
Notes payable	20,250	12,750	7,500				
Reserve for potential liability	8,035	8,035					
Total obligations	\$ 47,993	\$ 26,199	\$ 13,781	\$ 4,224	\$ 1,822	\$ 1,717	\$ 249

The estimated interest payments related to the 2007 Notes are \$0.5 million and less than \$0.1 million for 2012 and 2013, respectively. The estimated interest payments for years 2012 through 2013 were calculated based on the one-month LIBOR rate on December 31, 2011 of 0.25%. If the interest rates changed 1%, the impact to estimated interest payments would be \$0.2 million and less than \$0.1 million in 2012 and 2013, respectively.

Given continuing economic uncertainty and interest rate volatility, we could experience unforeseeable impacts on our results of operations, cash flows, ability to meet debt and other contractual requirements, and other items in future periods. While there can be no guarantees as to outcome, we have developed a contingency plan to address the negative effects of these uncertainties, if they occur. Our debt facility matures in February, 2013 and we believe our existing cash and cash equivalents and cash from operations will be sufficient to cover future commitments.

Future capital requirements will depend upon many factors, including our need to finance any future acquisitions, the timing of research and product development efforts and the expansion of our marketing effort.

We expect to continue to expend significant amounts on expansion of facility infrastructure, computer and related equipment, and personnel.

Given continuing economic uncertainty and interest rate volatility, we could experience unforeseeable impacts on our results of operations, cash flows, ability to meet debt and other contractual requirements, and other items in future periods. While there can be no guarantees as to outcome, we have developed a contingency plan to address the negative effects of these uncertainties, if they occur.

We believe that cash on hand, investments and the cash we expect to generate from operations will be sufficient to meet our current anticipated cash requirements for at least the next twelve months. There can be no assurance that additional capital beyond the amounts currently forecasted by us will not be required or that any such required additional capital will be available on reasonable terms, if at all, at such time as required.

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Considerations Pertaining to Redemption Provisions of the Series A-1 Preferred Stock

The holder of our outstanding Series A-1 Preferred Stock has a right to request that the Company redeem all, or any part, of the Series A-1 Preferred Stock at any time on or after July 3, 2013, which is the seventh anniversary of the issue date of the Series A-1 Preferred Stock, at a redemption value of 115% of the face value of the stock plus accrued dividends and escalation accrual. The redemption price is to be paid in cash. Due to the fact that the escalation accrual is variable based on the iMoneyNet First Tier Institutional Average, the actual redemption price on or after July 3, 2013 cannot be determined with certainty at this time. However, the Company estimates that the redemption price for all of the issued and outstanding shares of Series A-1 Preferred Stock at July 3, 2013 will be approximately \$129.2 million.

The Series A-1 Preferred Stock provides that, in the event the holder of the shares elects to cause the Company to redeem the shares, such shares called for redemption shall be redeemed by the Company by payment of the redemption price in cash in full, from the funds legally available therefor. Upon the election of this right of redemption with respect to all or any substantial portion of the Series A-1 Preferred Stock, we anticipate that we will not have the necessary funds legally available to redeem the shares of Series A-1 Preferred Stock and we may not have the ability to raise funds for this purpose on favorable terms or at all. While it cannot now be predicted what the conclusion of that assessment will be, it could range from a determination to pay all of the redemption price or only a portion thereof. In the event we determine that we cannot redeem all of the outstanding shares called for redemption, the holder of the Series A-1 Preferred Stock could seek to challenge such determination by bringing legal action against the Company. In the event that on the redemption date, the Company does not redeem all of the shares of Series A-1 Preferred Stock called for redemption, thereafter, the Company's obligation to redeem the portion of the Series A-1 Preferred Stock elected to be redeemed would remain outstanding until redeemed. The Company's Board would reassess the Company's ability to redeem all or part of any remaining shares of Series A-1 Preferred Stock called for redemption on a periodic basis and would redeem as many of the shares as the Company has funds legally available for such redemption until all shares called for redemption have been redeemed.

If the holder of our Series A-1 Preferred Stock exercises its right to redemption on or after July 3, 2013, such exercise and the resulting obligations of the Company with respect to the exercise could have a material adverse impact on our stock price, business, financial condition and results of operations. The Company has undertaken the following actions, among others, in relation to the possible receipt of a Series A-1 Preferred Stock redemption notice in July 2013:

engaged a financial advisor to provide advice on the amount and manner by which the Company might raise funds under existing market conditions, including advice with respect to the Company's capacity for additional borrowings to be used for such purposes;

begun seeking financial proposals from possible financing sources;

consulted with legal counsel to gain an understanding of the Company's legal options; and

begun discussions with the holder of the Series A-1 Preferred Stock as to possible alternative approaches to the Series A-1 Preferred holder's delivery of a redemption notice to the Company in July 2013.

The Company is in the early stages of this process and it is moving with the process as quickly as practicable, although no assurance can be given that a favorable outcome will be achieved. The Company plans to continue its discussions with the holder of the Series A-1 Preferred Stock, but cannot predict whether or not an agreement can be reached that will best serve the interests of all stakeholders. The Company also plans to continue receiving financial and legal advice of the type described above as it explores possible alternative courses of action with regard to this matter. In the event no agreement is reached with the holder of the Series A-1 Preferred Stock and the Company receives a Series A-1 Preferred Stock redemption notice on or after July 3, 2013, based on the business and legal considerations noted above and the circumstances of the Company at that time, the Company will make a good faith assessment of what funds are legally available to pay the Series A-1 Preferred Stock redemption price with respect to the shares called for redemption. While it cannot now be predicted what the conclusion of that assessment will be, it could range from a determination to pay all of the

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redemption price or only a portion thereof. In the event that on the redemption date, the Company does not redeem all of the shares of Series A-1 Preferred Stock called for redemption, thereafter, the Company's obligation to redeem the portion of the Series A-1 Preferred Stock elected to be redeemed would remain outstanding until redeemed. The Company's Board would reassess the Company's ability to redeem all or part of any remaining shares of Series A-1 Preferred Stock called for redemption on a periodic basis and would redeem as many of the shares as the Company has funds legally available for such redemption until all shares called for redemption have been redeemed.

Commitments and Contingencies

Contingent liabilities are discussed in Note 6 to the consolidated financial statements included in this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

We engage in no activities, obligations or exposures associated with off-balance sheet arrangements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We invest primarily in short-term, investment grade, marketable government, corporate, and mortgage-backed debt securities. Our interest income is most sensitive to changes in the general level of U.S. interest rates and given the short-term nature of our investments, our exposure to interest rate risk is not material. We do not have operations subject to risks of foreign currency fluctuations, nor do we use derivative financial instruments in our investment portfolio.

In 2011, we were exposed to the impact of interest rate changes as they affect our outstanding senior secured notes, or 2007 Notes. The interest rate on our 2007 Notes varies based on LIBOR and, consequently, our interest expense could fluctuate with changes in the LIBOR rate through the maturity date of the 2007 Notes.

We have performed a sensitivity analysis on the weighted average balances of the outstanding 2007 Notes. If the LIBOR rate increased or decreased by one percent as of December 31, 2011, interest expense would have increased or decreased by approximately \$0.2 million for the year ended December 31, 2011.

We earn interest (float interest) in clearing accounts that hold funds collected from end-users until they are disbursed to receiving merchants or financial institutions. The float interest we earn on these clearing accounts is considered in our determination of the fee structure for clients and represents a portion of the payment for our services. As such, the float interest earned is classified as payment services revenue in our consolidated statements of operations. This float interest revenue is exposed to changes in the general level of U.S. interest rates as it relates to the balances of these clearing accounts. The float interest totaled \$0.2 million and \$0.3 million for the years ended December 31, 2011 and 2010, respectively. If there was a change in interest rates of one percent for the year ended December 31, 2011, revenues associated with float interest would have increased by approximately \$1.9 million or decreased by approximately \$0.2 million for the year ended December 31, 2011.

Item 8. Consolidated Financial Statements and Supplementary Data**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Supplementary Data	
Financial Statement Schedule for each of the three years in the period ended December 31, 2011	
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* All other schedules prescribed under Regulation S-X are omitted because they are not applicable or not required.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Online Resources Corporation:

We have audited Online Resources Corporation's (the Company) internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated March 14, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

McLean, Virginia

March 14, 2012

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Online Resources Corporation:

We have audited the accompanying consolidated balance sheets of Online Resources Corporation and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three year period ended December 31, 2011. In connection with our audit of the consolidated financial statements, we have also audited financial statement schedule II. These consolidated financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Online Resources Corporation and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 14, 2012, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

McLean, Virginia

March 14, 2012

Table of Contents**ONLINE RESOURCES CORPORATION****CONSOLIDATED BALANCE SHEETS****(in thousands, except par value amounts)**

	December 31,	
	2011	2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 31,290	\$ 29,127
Accounts receivable (net of allowance of \$412 and \$232, respectively)	17,596	20,410
Deferred implementation costs	3,200	2,970
Deferred tax asset, current portion	2,189	3,893
Prepaid expenses and other current assets:	2,551	2,069
Total current assets	56,826	58,469
Property and equipment, net	20,987	25,145
Deferred tax asset, less current portion	26,713	22,536
Deferred implementation costs, less current portion	1,864	2,436
Goodwill	181,516	181,516
Intangible assets	9,288	14,157
Other assets	7,178	6,326
Total assets	\$ 304,372	\$ 310,585
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 1,251	\$ 2,410
Accrued expenses	11,543	3,019
Accrued compensation	6,023	3,274
Notes payable, senior secured debt, current portion	12,750	27,188
Deferred revenues, current portion	7,902	7,757
Other current liabilities	510	475
Total current liabilities	39,979	44,123
Notes payable, senior secured debt, less current portion	7,500	9,563
Deferred revenues, less current portion	3,434	4,925
Other long-term liabilities	1,545	2,031
Total liabilities	52,458	60,642
Commitments and contingencies		
Redeemable convertible preferred stock:		
Series A-1 convertible preferred stock, \$0.01 par value; 75 shares authorized and issued at December 31, 2011 and 2010 (Redeemable on July 3, 2013 at \$129,236)	120,095	110,182
Stockholders equity:		
Series B junior participating preferred stock, \$0.01 par value; 297.5 shares authorized; none issued		
Common stock, \$0.0001 par value; 70,000 shares authorized; 32,719 issued and 32,260 outstanding at December 31, 2011 and 31,756 issued and 31,329 outstanding at December 31, 2010	3	3
Additional paid-in capital	221,519	217,873
Accumulated deficit	(86,676)	(75,192)
Accumulated other comprehensive income	19	
Treasury stock, 459 shares at December 31, 2011 and 427 shares at December 31, 2010	(3,046)	(2,923)

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Total stockholders' equity	131,819	139,761
Total liabilities and stockholders' equity	\$ 304,372	\$ 310,585

See accompanying notes to consolidated financial statements.

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ONLINE RESOURCES CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

	Year Ended December 31,		
	2011	2010	2009
Revenues:			
Account presentation services	\$ 11,231	\$ 9,408	\$ 8,198
Payment services	113,734	113,007	118,291
Relationship management services	6,741	8,408	8,162
Professional services and other	22,977	18,690	17,212
Total revenues	154,683	149,513	151,863
Costs and expenses:			
Service costs	78,656	74,554	73,032
Implementation and other costs	5,110	4,399	4,228
Costs of revenues	83,766	78,953	77,260
Gross profit	70,917	70,560	74,603
General and administrative	34,997	32,146	31,140
Reserve for potential legal liability	7,900		
Sales and marketing	20,147	19,532	20,747
Systems and development	10,488	9,901	9,394
Total expenses	73,532	61,579	61,281
(Loss) income from operations	(2,615)	8,981	13,322
Other (expense) income:			
Interest income	97	65	117
Interest expense	(988)	(226)	(4,265)
Other (expense) income	(92)	(32)	91
Total other expense	(983)	(193)	(4,057)
(Loss) income before income tax (benefit) provision	(3,598)	8,788	9,265
Income tax (benefit) provision	(2,026)	3,412	4,135
Net (loss) income	(1,572)	5,376	5,130
Preferred stock accretion	9,912	9,560	9,208
Net loss available to common stockholders	\$ (11,484)	\$ (4,184)	\$ (4,078)
Net loss available to common stockholders per share:			
Basic	\$ (0.36)	\$ (0.14)	\$ (0.14)
Diluted	\$ (0.36)	\$ (0.14)	\$ (0.14)
Shares used in calculation of net loss available to common stockholders per share:			
Basic	31,897	30,954	29,947
Diluted	31,897	30,954	29,947

See accompanying notes to consolidated financial statements.

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ONLINE RESOURCES CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
AND COMPREHENSIVE INCOME (LOSS)

(in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
	Shares	Amount					
Balance at January 1, 2009	29,526	\$ 3	\$ 208,079	\$ (66,698)	\$ (2,360)	\$ (911)	\$ 138,113
Comprehensive income:							
Net income				5,130			5,130
Realized loss on hedge activity						1,789	1,789
Unrealized loss on hedging instrument, net of taxes of \$542						(878)	(878)
Comprehensive income							6,041
Preferred stock accretion				(9,208)			(9,208)
Treasury shares purchased	(119)				(506)		(506)
Equity compensation cost			4,149				4,149
Exercise of common stock options	274		820				820
Issuance of common stock	371		200				200
Retirement of shares	38		(205)		205		0
Other	22		53				53
Balance at December 31, 2009	30,112	\$ 3	\$ 213,096	\$ (70,776)	\$ (2,661)	\$	\$ 139,662
Comprehensive income:							
Net income				5,376			5,376
Comprehensive income							5,376
Preferred stock accretion				(9,560)			(9,560)
Treasury shares purchased	(207)				(994)		(994)
Treasury shares issued				(232)	732		500
Equity compensation cost			3,190				3,190
Exercise of common stock options	480		1,455				1,455
Issuance of common stock	944		132				132
Balance at December 31, 2010	31,329	\$ 3	\$ 217,873	\$ (75,192)	\$ (2,923)	\$	\$ 139,761
Comprehensive loss:							
Net loss				(1,572)			(1,572)
Currency translation adjustments						19	19
Comprehensive loss							(1,553)
Preferred stock accretion				(9,912)			(9,912)
Treasury shares purchased	(32)				(123)		(123)
Equity compensation cost			2,525				2,525
Exercise of common stock options	374		1,005				1,005
Issuance of common stock	589		116				116

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Balance at December 31, 2011	32,260	\$	3	\$	221,519	\$	(86,676)	\$	(3,046)	\$	19	\$	131,819
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See accompanying notes to consolidated financial statements.

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ONLINE RESOURCES CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended December 31,		
	2011	2010	2009
Operating activities			
Net (loss) income	\$ (1,572)	\$ 5,376	\$ 5,130
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Deferred tax (benefit) expense	(2,473)	3,538	3,568
Depreciation and amortization	15,899	19,052	20,236
Equity compensation expense	2,494	2,853	4,201
Write off and amortization of debt issuance costs	414	310	285
Loss (gain) on disposal of assets, net	372		(14)
Provision for losses on accounts receivable	244	200	77
(Gain) loss on investments			(91)
Change in fair value of theoretical swap derivative	(546)	(1,336)	(106)
Reserve for potential legal liability	8,035		
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	2,661	(2,193)	(1,792)
Prepaid expenses and other assets	(649)	(368)	60
Deferred implementation costs	349	(1,549)	(594)
Accounts payable	(1,133)	(338)	675
Accrued expenses and other liabilities	2,950	2,498	27
Interest payable	(16)	(7)	20
Deferred revenues	(1,347)	1,852	1,525
Net cash provided by operating activities	25,682	29,888	33,207
Investing activities			
Capital expenditures	(7,221)	(12,741)	(9,260)
Sale of property and equipment			46
Sale of short-term investments			2,100
Net cash used in investing activities	(7,221)	(12,741)	(7,114)
Financing activities			
Net proceeds from issuance of common stock	998	1,093	568
Debt issuance costs	(815)		
Repayment of 2007 Notes	(16,500)	(12,000)	(26,687)
Repayment of capital lease obligations		(20)	(36)
Net cash used in financing activities	(16,317)	(10,927)	(26,155)
Net increase in cash and cash equivalents	2,144	6,220	(62)
Impact of foreign currency	19		
Cash and cash equivalents at beginning of year	29,127	22,907	22,969
Cash and cash equivalents at end of year	\$ 31,290	\$ 29,127	\$ 22,907

See accompanying notes to consolidated financial statements.

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ONLINE RESOURCES CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

SUPPLEMENTAL INFORMATION TO STATEMENT OF CASH FLOWS:

	Year Ended December 31,		
	2011	2010	2009
Cash paid for interest	\$ 910	\$ 1,179	\$ 3,899
Income taxes paid	\$ 446	\$ 728	\$ 839
Net unrealized loss on hedge and investments	\$	\$	\$ (1,420)

See accompanying notes to consolidated financial statements.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

Online Resources Corporation (the Company or Online Resources) develops and supplies our proprietary Digital Payment Framework to power ePayments choices between millions of consumers and financial institutions, creditors and billers. We service two primary business lines: bill payment and transaction processing, and online banking and account presentation. The company's digital bill payment services directly link financial interactions between banks and billers, while our outsourced, web- and phone-based financial technology services enable clients to fulfill payment, banking and other financial services to their millions of end users. The Online Resources Digital Payment Framework is built upon a foundation of security and innovation, and features a wide range of configurable services enabling our clients to take advantage of industry-leading agility, flexibility and breadth of solution.

Online Resources provides outsourced, web- and phone-based financial technology services to financial institution, biller, card issuer and creditor clients to fulfill payment, banking and other financial services to their millions of consumer end users. Our products and services enable our clients to provide their consumer end users with the ability to perform various self-service functions including electronic bill payments and funds transfers, which utilize our unique, real-time debit architecture, ACH and other payment methods, as well as gain online access to their accounts, transaction histories and other information.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include the determination of the fair value of stock awards issued, allowances for accounts receivable, the assessment for impairment of long-lived assets, and income taxes. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant accounts, transactions and profits between the consolidated companies have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

At December 31, 2011 and 2010, the carrying values of the following financial instruments: cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and other liabilities approximate their fair values based on the liquidity of these financial instruments or based on their short-term nature. The carrying values of the Company's notes payable approximate fair value due to the variable interest rate which resets every month based upon interest benchmarks and a premium that varies based upon financial metrics.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk at December 31, 2011 and 2010 consist primarily of cash and cash equivalents. The Company has cash in financial institutions that is insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per institution. At December 31, 2011 and 2010, the Company had cash and cash equivalents and short-term investment accounts in excess of the FDIC insured limits.

A customer that accounts for a significant percentage of sales relative to the Company's total sales could potentially subject the Company to concentrations of credit risk. At December 31, 2011 and 2010, no one client or reseller partner accounted for more than 4% of the Company's revenues.

Revenue Recognition

The Company generates revenues from service fees, professional services, and other supporting services as a financial technology services provider in the Banking and eCommerce markets.

Service fee revenues are generally comprised of account presentation services, payment services and relationship management services. Many of the Company's contracts contain monthly user fees, transaction fees and new user registration fees for the account presentation services, payment services and relationship management services it offers that are often subject to monthly minimums, all of which are classified as service fees in the Company's consolidated statements of operations. Additionally, some contracts contain fees for relationship management marketing programs which are also classified as service fees in the Company's consolidated statements of operations. These services are not considered separate deliverables. Fees for relationship management marketing programs, monthly user and transaction fees, including the monthly minimums, are recognized in the month in which the services are provided or, in the case of minimums, in the month to which the minimum applies. The Company recognizes revenues from service fees in accordance with GAAP, which requires that revenues generally are realized or realizable and earned when all of the following criteria are met: a) persuasive evidence of an arrangement exists; b) delivery has occurred or services have been rendered; c) the seller's price to the buyer is fixed or determinable; and d) collectability is reasonably assured. Revenues associated with services that are subject to refund are not recognized until such time as the exposure to potential refund has lapsed.

The Company collects funds from end-users and aggregates them in clearing accounts, which are not included in its consolidated balance sheets, as the Company does not have ownership of these funds. For certain transactions, funds may remain in the clearing accounts until a payment check is deposited or other payment transmission is accepted by the receiving merchant. The Company earns interest on these funds for the period they remain in the clearing accounts. The collection of interest on these clearing accounts is considered in the Company's determination of its fee structure for clients and represents a portion of the payment for services performed by the Company. The interest totaled \$0.2 million, \$0.3 million and \$0.8 million for the years ended December 31, 2011, 2010 and 2009, respectively, and is classified as payment services revenue in the Company's consolidated statements of operations.

We enter into agreements with certain of our clients to process payment funds on their behalf. When we process an automated clearing house or automated teller machine network payment transaction for a client, we initiate a transaction to withdraw funds from the designated source account and deposit them into our off-balance sheet settlement account, which is a trust account maintained for the benefit of our clients. We then initiate a simultaneous transaction to transfer funds from our settlement account to the intended destination account. These back to back transactions are designed to settle at the same time, usually overnight, such that we receive the funds from the source at the same time as we send the funds to their destination. We maintain these funds in accounts separate from our corporate assets. While we do not take ownership of these funds we are entitled to interest earned on the fund balances. The fund balances have not been included in our balance sheet. The amount of such funds as of December 31, 2011 and 2010 were \$275 million and \$250 million, respectively.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Professional services revenues consist of implementation fees associated with the linking of the Company's financial institution clients to its service platforms through various networks, along with web development and hosting fees, training fees, communication services and sales of software licenses and related support. Revenues are recognized when the Company provides access to its service platforms to the customer using a hosting model. The implementation and web hosting services are not considered separate deliverables. Revenues from web development, web hosting, training and communications services are recognized over the term of the contract as the services are provided.

When the Company provides services to the customer through the delivery of software, revenues from the sale of software licenses, services and related support are recognized when there is persuasive evidence that an arrangement exists, the fee is fixed or determinable, collectability is probable and the software has been delivered, provided that no significant obligations remain under the contract. The Company has multiple-element software arrangements, which in addition to the delivery of software, typically also include support services. For these arrangements, the Company recognizes revenues using estimated selling price. Under this method, the fair value of the undelivered elements, based on estimated selling price, is deferred. The difference between the total arrangement fee and the amount deferred for the undelivered elements is recognized as revenues related to the delivered elements.

The Company determines the fair value of the undelivered elements based on the amounts charged when those elements are sold separately. For sales of software that require significant production, modification or customization, the Company recognizes revenues related to software license fees and related services using the percentage-of-completion method.

The percentage-of-completion is measured based on the percentage of labor effort incurred to date to estimated total labor effort to complete delivery of the software license. Changes in estimates to complete and revisions in overall profit estimates on these contracts are charged to the Company's consolidated statements of operations in the period in which they are determined. The Company records any estimated losses on contracts immediately upon determination. Revenues related to support services are recognized on a straight-line basis over the term of the support agreement.

Other revenues consist of service fees related to enhanced third-party solutions and termination fees. Service fees for enhanced third-party solutions include fully integrated bill payment and account retrieval services through Intuit's Quicken, check ordering, inter-institution funds transfer, account aggregation and check imaging. Revenues from these service fees are recognized over the term of the contract as the services are provided. Termination fees are recognized upon termination of a contract.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and the tax bases of assets and liabilities. Deferred tax assets are also recognized for tax net operating loss and alternative minimum tax credit carryforwards. These deferred tax assets and liabilities are measured using the enacted tax rates and laws that are expected to be in effect when such amounts are expected to reverse or be utilized. The realization of total deferred tax assets is contingent upon the generation of future taxable income. Valuation allowances are provided to reduce such deferred tax assets to amounts more likely than not to be ultimately realized. See Note 7, *Income Taxes*, for further discussion.

Allowance for Doubtful Accounts

The Company performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary, but generally does not require collateral. Management believes that any material risk of loss is significantly reduced due to the Company's broad client base as well the

Table of Contents**ONLINE RESOURCES CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

number of its customers and geographic areas. The Company maintains an allowance for doubtful accounts to provide for probable losses in accounts receivable.

Property and Equipment

Property and equipment, including leasehold improvements, are recorded at cost. Depreciation is calculated using the straight-line method over the assets' estimated useful lives. See the table below for depreciable lives for each asset grouping. Depreciation expense was \$5.4 million, \$5.9 million and \$5.7 million for the years ended December 31, 2011, 2010, and 2009, respectively, and is included as cost of revenues and general and administrative expenses in the consolidated Statements of Operations. See Note 4, *Property and Equipment and Capitalized Software Costs*, for additional information.

Asset Group	Depreciable Life
Central processing systems and terminals	3-5 years
Office furniture and equipment	5 years
Central processing systems and terminals under capital leases	shorter life of 3-7 years or lease term
Office furniture and equipment under capital leases	shorter life of 5 years or lease term
Leasehold improvements	generally remaining lease term(1)

(1) If the leasehold improvements estimated life is shorter than the remaining lease term, the estimated life is used as the depreciable term.

Capitalized Software Costs

The Company capitalizes the cost of computer software developed or obtained for internal use in accordance with GAAP. Capitalized computer software costs consist primarily of payroll-related and consulting costs incurred during the development stage. The Company expenses costs related to preliminary project assessments, development, re-engineering, training and application maintenance as they are incurred.

Capitalized software costs are being depreciated on the straight-line method over a period ranging from three to seven years upon being placed in service.

The Company capitalizes software development costs beginning when a product's technological feasibility has been established by completion of a working model of the product and ending when a product is ready for general release to customers. We capitalized approximately \$4.7 million, \$5.9 million, and \$6.2 million for the years ended December 31, 2011, 2010, and 2009, respectively.

Amortization of capitalized computer software costs was \$5.6 million, \$7.2 million and \$6.8 million for the years ended December 31, 2011, 2010, and 2009, respectively. See Note 4, *Property and Equipment and Capitalized Software Costs*, for additional information.

Goodwill

The Company recorded goodwill and intangible assets for the acquisitions of ITS on August 10, 2007, Princeton eCom Corporation (Princeton) on July 3, 2006, Integrated Data Systems, Inc. (IDS) on June 27, 2005, and Incurrent Solutions, Inc. (Incurrent) on December 22, 2004. Goodwill is not amortized and is tested at the reporting unit level at least annually or whenever events or circumstances indicate that goodwill might be impaired. The fair value of the Company's reporting units are measured under the income method by utilizing discounted cash flows. The estimates the Company uses in evaluating goodwill are consistent with the plans and estimates that the Company uses to manage its operations.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company did not experience any impairment of goodwill or other intangible assets for the years ended December 31, 2011, 2010 or 2009. If market conditions weaken, the Company's revenue and cost forecasts may not be achieved and the Company may incur charges for goodwill impairment, which could be significant and could have a material negative effect on our results of operations. The Company's stock price ranged from \$2.42 to \$6.72 during 2011. Were the stock price to decline below this range, the Company may be required to evaluate whether or not the decline in stock price indicated an impairment requiring reevaluation of the goodwill. The Company will continue to monitor its financial performance, stock price, and other factors in order to determine if there are any indicators of impairment.

The Company's reporting units, Banking and eCommerce, have a carrying value of approximately \$97.9 million and approximately \$122.4 million, respectively, as of October 1, 2011. Banking and eCommerce have allocated goodwill of approximately \$80.4 million and approximately \$101.1 million, respectively, as of December 31, 2011. If the Company's future revenue growth does not materialize, either because it fails to achieve sales forecasts or loses existing customers, or if it experiences changes in market factors such as discount rate or stock price, the fair value of one or both of the Company's reporting units could be impacted. If the fair value for our Banking reporting unit declines approximately 2% from its October 1, 2011 fair value, or the fair value of our eCommerce reporting unit declines approximately 4% from its October 1, 2011 fair value, it is likely that we would incur goodwill impairment charges.

Impairment of Long-Lived Assets and Intangible Assets

The Company periodically evaluates the recoverability of long-lived assets, including deferred implementation costs, property and equipment and intangible assets, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets include customer lists, non-compete agreements, purchased technology, patents and trademarks, which are amortized over their useful lives of five to eleven years based on a schedule that approximates the pattern in which economic benefits of the intangible assets are consumed or otherwise used up. Other intangible assets represent long-lived assets and are assessed for potential impairment whenever significant events or changes occur that might impact recovery of recorded costs. There were no impairments for this particular asset group during the three years ended December 31, 2011.

Theoretical Swap Derivative

The Company bifurcated the fair market value of the embedded derivative associated with the Series A-1 Redeemable Convertible Preferred Stock (Series A-1 Preferred Stock) issued in conjunction with the Princeton eCom acquisition on July 3, 2006. The Company determined that the embedded derivative is defined as the right to receive a fixed rate of return on the accrued, but unpaid dividends and the variable negotiated rate, which creates a theoretical swap between the fixed rate of return on the accrued, but unpaid dividends and the variable rate actually accrued on the unpaid dividends. This embedded derivative is marked to market at the end of each reporting period through earnings and an adjustment to other assets. There is no active market quote available for the fair value of the embedded derivative. Thus, management measures fair value of the derivative by estimating future cash flows related to the asset using a forecasted iMoney Net First Tier rate based on the one-month LIBOR rate adjusted for the historical spread for the estimated period in which the Series A-1 Preferred Stock will be outstanding.

Derivative Instruments

The Company recognizes all of its derivative instruments as either assets or liabilities in the consolidated balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income or loss and reclassified into operations in the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings (for example, in interest expense when the hedged transactions are interest cash flows associated with floating-rate debt). The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in other income/expense in current operations during the period of change.

Alternatively, if meeting the criteria of accounting pronouncements, a cash flow hedge is considered perfectly effective and the entire gain or loss on the derivative instrument is reported as a component of other comprehensive income or loss and reclassified into operations in the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Derivatives are reported on the balance sheet in other current and long-term assets or other current and long-term liabilities based upon when the financial instrument is expected to mature. Accordingly, derivatives are included in the changes in other assets and liabilities in the operating activities section of the statement of cash flows. Alternatively, derivatives containing a financing element are reported as a financing activity in the statement of cash flows.

Net (Loss) Income Available to Common Stockholders Per Share

Net (loss) income available to common stockholders per share is computed by dividing the net (loss) income available to common stockholders for the period by the weighted average number of common shares outstanding. Shares associated with stock options, restricted stock units, warrants and convertible securities are not included to the extent they are anti-dilutive.

Accumulated Comprehensive Income

Items defined as comprehensive income are to be separately classified in the financial statements and that the accumulated balance of other comprehensive income or loss be reported separately from accumulated deficit and additional paid-in capital in the equity section of the balance sheet. The component of comprehensive income includes the foreign currency translation adjustment.

Stock-Based Compensation

The Company recognized compensation cost in 2011, 2010 and 2009 for all share-based payments based on the grant-date fair value. See Note 13, *Equity Compensation Plans*, for a description of the Company's equity compensation plans and the details of the Company's stock compensation expense.

The Company has applied the with-and-without approach for the ordering recognition of excess tax benefits for share based awards and other benefits.

Foreign Currency Translation

The assets and liabilities of the Company's foreign subsidiary are translated into U.S. dollars at exchange rates in effect as of the end of the period. Equity activities are translated at the spot rate effective at the date of the transaction. Revenue and expense accounts and cash flows of these operations are translated at average exchange rates prevailing during the period the transactions occurred. Translation gains and losses are included as an adjustment to the accumulated other comprehensive income account in stockholders' equity. Transaction gains and losses are included in other income (expenses), net, in the accompanying Consolidated Statements of Operations.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Recently Issued Pronouncements

The following describes changes or updates to the Financial Accounting Standards Board (FASB) Accounting Standards Codification™, the new source GAAP, effective for the Company December 31, 2011. Only those changes or updates that are relevant to the Company's business activities for the periods presented in this report are described below.

In September 2011, the FASB issued guidance for the accounting of intangible goodwill and other that will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The guidance is effective for fiscal years beginning after December 15, 2011. The Company does not expect that the adoption of this update will have a material impact on its consolidated financial statements at this time.

In June 2011, the FASB issued updated guidance for disclosing comprehensive income. The update is intended to increase the prominence of other comprehensive income in the financial statements. The guidance requires that the Company presents components of comprehensive income in either one continuous statement or two separate but consecutive statements and no longer permits the presentation of comprehensive income in the consolidated statement of stockholders' equity. The Company will adopt this new guidance effective January 1, 2012, as required.

In May 2011, the FASB issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of the highest and best use concept to be used only in the measurement of fair value of nonfinancial assets, clarifies that the measurement of the fair value of equity-classified financial instruments should be performed from the perspective of a market participant who holds the instrument as an asset, clarifies that an entity that manages a group of financial assets and liabilities on the basis of its net risk exposure can measure those financial instruments on the basis of its net exposure to those risks, and clarifies when premiums and discounts should be taken into account when measuring fair value. The fair value disclosure requirements also were amended. The Company will adopt this new guidance effective January 1, 2012, as required. The Company does not believe that the adoption of the amended guidance will have a significant effect on its consolidated financial statements.

3. REPORTABLE SEGMENTS

The Company manages its business through two reporting segments: Banking and eCommerce. The Banking segment's market consists primarily of banks, credit unions and other depository financial institutions in the United States. The Banking segment's fully integrated suite of account presentation, bill payment, relationship management and professional services are delivered through the Internet. The eCommerce segment's market consists of billers, card issuers, processors, and other creditors such as payment acquirers and very large online billers. The eCommerce segment's account presentation, payment, relationship management and professional services are distributed to these clients through the Internet.

Factors used to identify the Company's reportable segments include the organizational structure of the Company and the financial information available for evaluation by the chief operating decision-maker in making decisions about how to allocate resources and assess performance. The Company's operating segments have been broken out based on similar economic and other qualitative criteria. The Company operates both reporting segments in one geographical area, the United States. The Company's management assesses the performance of its assets in the aggregate, and accordingly, they are not presented on a segment basis.

Table of Contents**ONLINE RESOURCES CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The results of operations from these reportable segments were as follows for the three years ended December 31, 2011 (in thousands):

	Banking	eCommerce	Corporate(1)	Total
Year ended December 31, 2011:				
Revenues:				
Account presentation services	\$ 5,856	\$ 5,375	\$	\$ 11,231
Payment services	54,238	59,496		113,734
Relationship management services	6,630	111		6,741
Professional services and other	15,622	7,355		22,977
Total revenues	82,346	72,337		154,683
Costs of revenues	46,283	37,483		83,766
Gross profit	36,063	34,854		70,917
Operating expenses	24,398	21,291	27,843(2)	73,532
Income (loss) from operations	\$ 11,665	\$ 13,563	\$ (27,843)	\$ (2,615)
Year ended December 31, 2010:				
Revenues:				
Account presentation services	\$ 5,415	\$ 3,993	\$	\$ 9,408
Payment services	62,040	50,967		113,007
Relationship management services	8,113	295		8,408
Professional services and other	14,752	3,938		18,690
Total revenues	90,320	59,193		149,513
Costs of revenues	46,357	32,596		78,953
Gross profit	43,963	26,597		70,560
Operating expenses	24,600	19,070	17,909	61,579
Income (loss) from operations	\$ 19,363	\$ 7,527	\$ (17,909)	\$ 8,981
Year ended December 31, 2009:				
Revenues:				
Account presentation services	\$ 4,162	\$ 4,036	\$	\$ 8,198
Payment services	68,461	49,830		118,291
Relationship management services	8,156	6		8,162
Professional services and other	12,408	4,804		17,212
Total revenues	93,187	58,676		151,863
Costs of revenues	45,393	31,867		77,260
Gross profit	47,794	26,809		74,603
Operating expenses	24,176	19,644	17,461	61,281
Income (loss) from operations	\$ 23,618	\$ 7,165	\$ (17,461)	\$ 13,322

- (1) Corporate expenses are primarily comprised of corporate general and administrative expenses that are not considered in the measure of segment profit or loss used to evaluate the segments.
- (2) Included in operating expenses for the year ended December 31, 2011 is \$7.9 million related to a reserve for potential legal liability.

Table of Contents**ONLINE RESOURCES CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. PROPERTY AND EQUIPMENT AND CAPITALIZE SOFTWARE COSTS**

Property and equipment and capitalized software costs consist of the following (in thousands):

	December 31,	
	2011	2010
Central processing systems and terminals	\$ 30,365	\$ 30,889
Office furniture and equipment	4,918	4,907
Central processing systems and terminals under capital leases	763	763
Office furniture and equipment under capital leases	127	127
Internal use software	42,007	37,639
Leasehold improvements	7,585	7,552
Total	85,765	81,877
Less accumulated depreciation and amortization	(32,716)	(30,320)
Less accumulated amortization of internal use software	(31,174)	(25,524)
Less accumulated depreciation on assets held under capital leases	(888)	(888)
	\$ 20,987	\$ 25,145

5. GOODWILL AND INTANGIBLE ASSETS

Goodwill consists of the following (in thousands):

	Banking Segment	eCommerce Segment	Total
Balance at December 31, 2009	\$ 80,395	101,121	181,516
Activity			
Balance at December 31, 2010	80,395	101,121	181,516
Activity			
Balance at December 31, 2011	\$ 80,395	\$ 101,121	\$ 181,516

Table of Contents**ONLINE RESOURCES CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Intangible assets consist of the following (in thousands):

	December 31,	
	2011	2010
Gross carrying amount:		
Purchased technology	\$ 11,171	\$ 11,171
Customer lists	40,754	40,754
Patents and Trademarks	135	133
Non-compete agreements	33	33
Total gross carrying amount	52,093	52,091
Accumulated amortization:		
Less accumulated amortization of purchased technology	(10,422)	(8,915)
Less accumulated amortization of customer lists	(32,312)	(28,972)
Less accumulated amortization of patents and trademarks	(38)	(14)
Less accumulated amortization of non-compete	(33)	(33)
Total accumulated amortization	(42,805)	(37,934)
Total intangible assets	\$ 9,288	\$ 14,157

Amortization expense related to intangible assets was \$4.9 million, \$5.9 million and \$7.7 million for the years ended December 31, 2011, 2010 and 2009, respectively.

All intangible assets are amortized over their useful lives of five to eleven years based on a schedule that approximates the pattern in which economic benefits of the intangible assets are consumed or otherwise used up. Amortization expense is expected to approximate \$3.4 million, \$2.1 million, \$1.6 million, \$1.2 million and \$0.8 million for the years ended December 31, 2012, 2013, 2014, 2015 and 2016.

6. COMMITMENTS AND CONTINGENCIES

The Company leases office space under operating leases expiring in 2012, 2013 and 2014. All but one of the leases provide for escalating rent over the respective lease term. Rent expense is recognized on a straight-line basis over the period of the lease. Rent expense under the operating leases for the years ended December 31, 2011, 2010, and 2009, was \$4.6 million, \$4.7 million and \$6.2 million, respectively. As of December 31, 2011 and 2010, the Company does not have any equipment under capital lease.

Future minimum lease payments under leases are as follows (in thousands):

	Operating
2012	\$ 4,501
2013	4,268
2014	3,581
2015	1,822
2016	1,717
Thereafter	249

Total minimum lease payments

\$ 16,139

Table of Contents**ONLINE RESOURCES CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In the civil action lawsuit styled, *Lawlor v. Online Resources Corp.*, Case No. 2010-5601, Fairfax County Circuit Court (Nov. 8, 2011), *appeal filed*, No. 120208 (Va. Feb. 3, 2012), Matthew P. Lawlor, our former chairman and chief executive officer, in April 2011 obtained a jury verdict on several of the claims contained in his employment-related lawsuit against the Company. Mr. Lawlor was awarded \$5,265,619 in damages plus pre-judgment interest and attorneys' fees. As a result of this verdict against the Company, we recorded an aggregate reserve of \$8.0 million. After post-trial motions and proceedings, on November 8, 2011 the court issued a judgment awarding Mr. Lawlor \$5,265,619 in damages plus pre-judgment interest and \$2,131,035 in attorneys' fees plus applicable interest. On November 28, 2011 the Company suspended execution of the judgment, pending appeal, by posting security with the court in the form of an irrevocable standby letter of Credit in an amount not exceeding \$8,446,143. We filed our petition for appeal with the Supreme Court of Virginia on February 3, 2012, asking the Supreme Court to reverse the judgment against the Company on the counts on which it lost at trial, in whole or in part. Our petition is pending with the Court. While the Company will continue to vigorously pursue its bid to appeal the judgment and believes that it has meritorious ground for appeal, there can be no assurance that the Company will prevail. If we are unable to obtain a grant of appeal, or to have the judgment in favor of Mr. Lawlor reversed on appeal, the judgment may become payable at a time when we have insufficient working capital or available funds. In that event, the Company may be required to seek additional funds that may not be available on commercially reasonable terms or at all. Further, even if we do have sufficient funds to pay the amount, if any, required to be paid as a result of the judgment, the use of the funds to pay the judgment will reduce the amount of funds available for our ongoing business operations. Under such circumstances, our financial condition could be materially and adversely affected.

Online Resources is currently the defendant in a civil action lawsuit styled *Kent D. Stuckey v. Online Resources Corporation*, Case No. 2:08-CV-1188, which is pending in U.S. District Court for the Southern District of Ohio, Eastern Division. This lawsuit was filed on December 19, 2008 by Mr. Stuckey, the former Chief Executive Officer and Chairman of Internet Transaction Solutions, Inc. (ITS), alleging certain claims in connection with the Company's acquisition of ITS in August 2007. The plaintiff brought this suit in a representative capacity on behalf of all former ITS stockholders, alleging among other things that (i) the Company breached its agreement to register, under the Securities Act of 1933, as amended, the Company shares that were issued to the former ITS shareholders, as partial consideration for the Company's acquisition of ITS, (ii) the Company committed fraud in connection with the acquisition of ITS and its failure to register the Company shares issued in the acquisition, (iii) the Company failed to timely process stock transfer requests, and (iv) the Company breached certain price protection provisions in the acquisition agreement. In the complaint filed by the plaintiff, plaintiff seeks damages in excess of \$15 million, relief for the full purchase price of the Company shares issued in the acquisition (alleged to be approximately \$24.7 million), the release to the former stockholders of ITS of approximately \$700,000 currently held in escrow, punitive and exemplary damages, pre-and post-judgment interest, and reimbursement for costs incurred in the litigation. The Company has vigorously disputed the claims and calculation of damages asserted by the plaintiff in the case. On February 13, 2012, the court issued an Opinion and Order denying the Company's motion for summary judgment seeking dismissal of the plaintiff's remaining claims in the case. On February 15, 2012, the court issued an order setting a bench trial date of May 21, 2012. While the Company will continue to vigorously dispute the plaintiff's claims in pretrial proceedings and at trial, and believes that it has meritorious defenses to the plaintiff's claims, there can be no assurance that the Company will prevail. Based on the information currently available, the Company believes it is not probable that the Company will incur a material loss with respect to the plaintiff's claims in this litigation, and therefore the Company has not taken a loss reserve in connection with this matter.

On June 30, 2011 Online Resources filed a civil complaint for declaratory judgment against Autoscribe Corporation and Pollin Patent Licensing, LLC in federal district court (*Online Resources Corp. v. Autoscribe Corp., Pollin Patent Licensing, LLC*, U.S. Dist. Court for the District of MD, Southern/Greenbelt Div., Case No. 8:11-cv-01801-JFM). The Company's complaint seeks declarations of non-infringement and invalidity with respect to two U.S. patents asserted by the defendants. On July 26, 2011 the defendants filed an answer to the

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company's complaint which asserts certain patent infringement claims and unspecified damages against the Company, and the case is currently in the discovery phase. While the Company will continue to vigorously pursue the matters in dispute with the defendants in this case, there can be no assurance that the Company will prevail. Based on the information currently available, the Company believes it is not probable that the Company will incur a material loss with respect to the defendants' counter claims filed in the litigation, and therefore the Company has not taken a loss reserve in connection with this matter.

As previously stated, the Company has determined at this time not to record a loss provision for the above-described *Stuckey* and *Autoscribe Corp.* cases. It is reasonably possible, however, that subsequent events in these cases could cause the Company to reconsider its determination and to record a loss provision or to increase any prior loss provision in any pending litigation.

From time to time, we are named as a defendant in other legal actions that we consider ordinary, routine litigation that is incidental to our business. It is possible, however, that subsequent events in any litigation may cause us to reconsider our assessments and determinations, including the need to establish or (if applicable) increase loss provisions, unless we believe that we have obtained adequate insurance coverage, rights to indemnification, or where appropriate, have previously established adequate reserves.

7. INCOME TAXES

The Company incurred a current tax liability for federal income taxes resulting from alternative minimum tax (AMT), of approximately \$0.2 million and \$0.3 million for the years ended December 31, 2011 and 2010, respectively. As a result of the AMT paid, the Company has approximately \$1.7 million in AMT credits that can be used to offset regular income taxes when paid in the future. In addition, the Company incurred a current state tax expense of approximately \$0.2 and \$0.6 million for the years ended December 31, 2011 and 2010, respectively.

At December 31, 2011, the Company has federal net operating loss carryforwards of approximately \$56.0 million that expire at varying dates from 2022 to 2029, excluding approximately \$19.9 million related to the exercise of stock options. The benefit of the stock compensation deductions will be recognized in shareholders equity when the net operating losses are realized and reduce income taxes payable.

The timing and manner in which the Company may utilize the net operating loss carryforwards in subsequent tax years will be limited to the Company's ability to generate future taxable income and, potentially, by the application of the ownership change rules under Section 382 of the Internal Revenue Code. The Company expects to utilize approximately \$11.4 million of federal net operating loss carryforwards for the year ended December 31, 2011. While Section 382 limitations apply to the Company, the limitations alone are not expected to result in the expiration of tax benefits should the company produce taxable income sufficient to utilize the loss carryforwards.

The total valuation allowance as of December 31, 2011 is approximately \$0.4 million. This relates to state NOLs not expected to be utilized prior to expiration and capital losses.

Our estimates of future taxable income represent critical accounting estimates because such estimates are subject to change and a downward adjustment could have a significant impact on future earnings. Furthermore, the Company continues to evaluate its net deferred tax asset valuation allowance in regards to the likelihood of realization of the deferred tax assets. Included in the current portion of deferred tax asset are net operating losses forecasted to be utilized within the next twelve months. Actual amounts utilized could differ from these estimates.

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ONLINE RESOURCES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Significant components of the Company's net deferred tax assets are as follows (in thousands):

	December 31,	
	2011	2010
Deferred tax assets:		
Net operating loss carryforwards	\$ 20,662	\$ 25,477
Deferred wages	1,990	1,943
Deferred revenue (net of deferred cost)	627	1,005
Deferred rent	814	974
Fixed assets	1,304	1,508
Other credits	1,864	1,658
Legal reserve	3,183	
Other deferred tax assets	2,408	1,170
Total deferred tax assets	32,852	33,735
Valuation allowance for deferred tax assets	2(m)	8,663,879
Gross Profit		7,276,068
		8,038,164
		4,301,519
<u>Operating Expenses</u>		
Selling Expenses	2(n)	1,193,971
General & Administrative Expenses	2(o)	710,973
Warranty Expense		2,874,348
Total Operating Expense		244,101
		-
Operating Income/(Loss)		4,312,420
		1,771,818
		3,725,744
		2,529,702
<u>Other Income (Expenses)</u>		
Other Income	15	26,977
Interest Income		100,806
Other Expenses		348
		-
Interest Expense		(1,830)
Total Other Income (Loss) and Expense		(1,812)
		(548,970)
		(256,936)
Earnings before Tax		(523,475)
		(157,941)
		3,202,269
		2,371,760
Income Tax	2(s), 16	-
		-
Net Income		\$ 3,202,269
		\$ 2,371,760

Preferred Dividends Declared	-	-
Net Income Available to Common Stockholders	3,202,269	2,371,760
Basic & Diluted Earnings Per Share	\$ 0.16	\$ 0.12
Weighted Average Shares Outstanding	19,712,446	19,712,446

See Accompanying Notes to the Financial Statements.

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Wuhan General Group (China), Inc.
Consolidated Statements of Stockholders' Equity
For the years ended December 31, 2006, and 2005
(Stated in US Dollars)

	No. of Shares	Common Stock	Additional Paid in Capital	Statutory Reserve	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance, January 1, 2005	19,712,446	1,971	6,033,911	-	248,406	76,678	6,360,966
Net Income					2,371,760		2,371,760
Foreign Currency Translation Adjustment						206,058	206,058
Balance, December 31, 2005	19,712,446	1,971	6,033,911	-	2,620,167	282,736	8,938,784
Balance, January 1, 2006	19,712,446	1,971	6,033,911	-	2,620,167	282,736	8,938,784
Increases to Additional Paid-In Capital from Contribution of Capital Equipment			6,315,691				6,315,691
Net Income					3,202,269		3,202,269
Appropriations of Retained Earnings				622,151	(622,151)		-
Foreign Currency Translation Adjustment						487,384	487,384
Balance, December 31, 2006	19,712,446	1,971	12,349,602	622,151	5,200,284	770,120	18,944,128

See Accompanying Notes to the Financial Statements.

Wuhan General Group (China), Inc.
Consolidated Statements of Cash Flows
For the years ended December 31, 2006, and 2005
(Stated in US Dollars)

	2006	2005
<i>Cash Flow from Operating Activities:</i>		
Cash Received from Customers	\$ 3,395,609	\$ 5,041,752
Cash Paid to Suppliers & Employees	(4,710,988)	(3,696,328)
Interest Received	348	-
Interest Paid	(548,970)	(256,936)
Income Tax Paid	-	-
Miscellaneous Receipts	26,977	100,806
Cash Sourced/(Used) in Operating Activities	(1,837,024)	1,189,294
<i>Cash Flows from Investing Activities:</i>		
Cash Invested in/(Withdrawn from) Restricted Time Deposits	(1,006,024)	1,366,568
Investment in Note	148,213	1,401,877
Payments for Purchases of Plant & Equipment	9,159,393	7,059,106
Payments for Construction of Plant & Equipment	33,743	(245,115)
Payments for Purchases of Land Use Rights	58,853	209,087
Payments for Purchases of Intangible Assets	15,316	280,908
Cash Used/(Sourced) in Investing Activities	8,409,494	10,072,431
<i>Cash Flows from Financing Activities:</i>		
Increases in Additional Paid in Capital from Contribution of Capital Equipment	6,315,691	-
Proceeds from Bank Borrowings	4,844,345	7,386,061
Proceeds from Issuance/(Repayment) of Notes	(1,319,147)	1,298,260
Cash Sourced/(Used) in Financing Activities	9,840,889	8,684,321
Net Increase/(Decrease) in Cash & Cash Equivalents for the Year	(405,629)	(198,816)
Effect of Currency Translation	487,384	6,279
Cash & Cash Equivalents at Beginning of Year	166,488	359,025
Cash & Cash Equivalents at End of Year	\$ 248,243	\$ 166,488

See Accompanying Notes to the Financial Statements.

Wuhan General Group (China), Inc.
Reconciliation of Consolidated Net Income to Cash Flow Sourced/(Used) in Operating Activities
For the years ended December 31, 2006, and 2005
(Stated in US Dollars)

	2006	2005
Net Income	\$ 3,202,269	\$ 2,371,760
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Cash Activities:</i>		
Amortization	76,174	55,191
Depreciation	1,052,442	445,555
Provision for Bad Debt on Note Receivable	36,776	-
Decrease/(Increase) in Accounts Receivable	(8,789,339)	(2,174,707)
Decrease/(Increase) in Other Receivable	(4,447,869)	(3,666,316)
Decrease/(Increase) in Inventory	(1,146,497)	(618,313)
Decrease/(Increase) in Advance to Suppliers	(1,858,767)	2,708,717
Decrease/(Increase) in Related Party Receivable	265,969	(513,543)
Decrease/(Increase) in Prepaid VAT Taxes	(3,889)	-
Increase/(Decrease) in Accounts Payable	6,061,453	1,454,556
Increase/(Decrease) in Taxes Payable	1,030,071	576,311
Increase/(Decrease) in Other Payable	2,670,305	1,140,347
Increase/(Decrease) in Accrued Liabilities	119,878	104,548
Increase/(Decrease) in Customer Advances	(106,001)	(694,812)
Total of all adjustments	(5,039,293)	(1,182,466)
Net Cash Provided by/(Used in) Operating Activities	\$ (1,837,024)	\$ 1,189,294

See Accompanying Notes to the Financial Statements.

Wuhan General Group (China) Inc.
Notes to Financial Statements
For the years ended December 31, 2006, and 2005
(Stated in US Dollars)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES

Wuhan General Group (China), Inc. (the “Company”) is a holding company whose primary business operations are conducted through its operating subsidiaries Wuhan Blower Co., Ltd. (“Wuhan Blower”) and Wuhan Generating Equipment Co., Ltd. (“Wuhan Generating Equipment”). Wuhan Blower is a China-based manufacturer of industrial blowers that are components of steam driven electrical power generation plants. Wuhan Generating Equipment is a China-based manufacturer of industrial steam and water turbines, also principally for use in electrical power generation plants.

The Company was formed under the laws of the State of Colorado on July 19, 1988 as Riverside Capital, Inc. On March 18, 1992, the Company changed its name to United National Film Corporation.

In June 2001, the Company suspended all business activities and became a “shell company.”

In 2006, the Company effectively dissolved or abandoned all subsidiaries, which may or may not have been active in periods prior to June 2001. On October 20, 2006, the Company changed its state of incorporation from Colorado to Nevada by means of a merger with and into a Nevada corporation formed on September 12, 2006 solely for the purpose of effecting the reincorporation.

On February 7, 2007, the Company entered into a share exchange agreement with Fame Good International Limited (“Fame”) and Universe Faith Group (“UFG”). Prior to the share exchange, Fame was the sole stockholder of UFG, which is the parent company of Wuhan Blower and Wuhan Generating Equipment. Pursuant to the share exchange, UFG became a wholly owned subsidiary of the Company and Fame became the Company's controlling stockholder. On March 13, 2007, the Company changed its name from United National Film Corporation to Wuhan General Group (China), Inc.

The share exchange transaction has been accounted for as a recapitalization of UFG where the Company (the legal acquirer) is considered the accounting acquiree and UFG (the legal acquiree) is considered the accounting acquirer. As a result of this transaction, the Company is deemed to be a continuation of the business of UFG.

Accordingly, the accompanying consolidated financial statements are those of the accounting acquirer (UFG). The historical stockholders' equity of the accounting acquirer prior to the share exchange has been retroactively restated as if the share exchange transaction occurred as of the beginning of the first period presented. See also Note 13 - Capitalization.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Method of Accounting

The Company maintains its general ledger and journals with the accrual method of accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by the Company conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements, which are compiled on the accrual basis of accounting.

(b) Consolidation

The interim consolidated financial statements include the accounts of the Company and its subsidiaries, Wuhan Blower and Wuhan Generating Equipment. Inter-company transactions, such as sales, cost of sales, due to/due from balances, investment in subsidiaries, and subsidiaries' capitalization have been eliminated.

(c) Economic and Political Risks

The Company's operations are conducted in the People's Republic of China (the "PRC"). Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environment in the PRC, and by the general state of the PRC economy.

(d) Use of Estimates

In preparing of the financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting years. These accounts and estimates include, but are not limited to, the valuation of accounts receivable, inventories, deferred income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from those estimates.

(e) Cash and Cash Equivalents

The Company considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents. The company maintains bank accounts both in the People's Republic of China and the United States of America.

(f) Accounts Receivable-Trade

Trade receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. An allowance for doubtful accounts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred.

(g) Inventory

Inventory, consisting of raw materials, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor and an appropriate proportion of overhead.

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(h) Property, Plant, and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method with 5% salvage value. Estimated useful lives of the property, plant and equipment are as follows:

Buildings	30 years
Machinery and Equipment	10 years
Furniture and Fixtures	5 years
Motor Vehicles	5 years

(i) Intangible Assets

Intangible assets are stated at cost less accumulated amortization. Amortization is provided over the respective useful lives, using the straight-line method. Estimated useful lives of intangibles are as follows:

Technical License	10 years
Trademark	20 years

(j) Land Use Rights

The Company carries land use rights at cost less accumulated amortization. Land use rights are amortized straight-line over its useful life of 50 years.

(k) Accounting for Impairment of Long-Lived Assets

The Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Live Assets" ("SFAS 144"), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal. Based on its review, the Company believes that, as of December 31, 2006, and 2005, there were no significant impairments of its long-lived assets.

(l) Revenue Recognition

Revenue from the sale of blower products and generating equipment is recognized on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

(m)

Cost of Sales

The Company's cost of sales is comprised of raw materials, factory worker salaries and related benefits, machinery supplies, maintenance supplies, depreciation, utilities, inbound freight, purchasing and receiving costs, inspection and warehousing costs.

(n) *Selling Expenses*

Selling expenses are comprised of outbound freight, salary for the sales force, client entertainment, commissions, depreciation, advertising, and travel and lodging expenses.

(o) *General & Administrative Expenses*

General and administrative costs include outside consulting services, research & development, executive compensation, quality control, and general overhead such as the finance department, administrative staff, and depreciation and amortization expense.

(p) *Advertising*

The Company expensed all advertising costs as incurred.

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Wuhan General Group (China) Inc.
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(q) Research and Development

All research and development costs are expensed as incurred.

(r) Foreign Currency Translation

The Company maintains its financial statements in the functional currency. The functional currency of the Company is the Renminbi (RMB). Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchanges rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income for the respective periods.

For financial reporting purposes, the financial statements of the Company which are prepared using the functional currency have been translated into United States dollars. Assets and liabilities are translated at the exchange rates at the balance sheet dates and revenue and expenses are translated at the average exchange rates and stockholders' equity is translated at historical exchange rates. Any translation adjustments resulting are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of stockholders' equity.

Exchange Rates	2006	2005
Period end RMB : US\$ exchange rate	7.8175	8.0734
Average period RMB : US\$ exchange rate	7.98189	8.20329

RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at the rates used in translation.

(s) Income Taxes

The Company accounts for income tax using an asset and liability approach and allows for recognition of deferred tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

All of the Company's operations are in the PRC, and in accordance with the relevant tax laws and regulations of PRC, the corporation income tax rate is 33%. However, the Company was approved as a highly advanced technology foreign investment enterprise in November 2005 and in accordance with the relevant regulations regarding the favorable tax treatment for high technology companies, the Company is entitled to a two year tax exemption. Following the expiration of this tax exemption, the Company will be required to pay a 7.5% tax rate for the next three years. Beginning November 2010, the Company will be allowed a 15% tax rate as long as the Company is located and registered in the high and advance technology development zone.

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The Company is subject to United States Tax according to Internal Revenue Code Sections 951 and 957. Corporate income tax is imposed on graduated rates based on the ranges shown in the following table:

Taxable Income

<i>Rate</i>	<i>Over</i>	<i>But not over</i>	<i>Of Amount Over</i>
15%	0	50,000	0
25%	50,000	75,000	50,000
34%	75,000	100,000	75,000
39%	100,000	335,000	100,000
34%	335,000	10,000,000	335,000
35%	10,000,000	15,000,000	10,000,000
38%	15,000,000	18,333,333	15,000,000
35%	18,333,333	-	0

Based on the consolidated net income for the three months ended March 31, 2007, the Company shall be taxed at the 15% tax rate.

(t) Statutory Reserve

In accordance with PRC laws, statutory reserve refers to the appropriation from net income, to the account “statutory reserve” to be used for future company development, recovery of losses, and increase of capital, as approved, to expand production or operations. PRC laws prescribe that an enterprise operating at a profit, must appropriate, on an annual basis, an amount equal to 10% of its profit. Such an appropriation is necessary until the reserve reaches a maximum that is equal to 50% of the enterprise’s PRC registered capital.

(u) Other Comprehensive Income

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. The Company’s current component of other comprehensive income is the foreign currency translation adjustment.

(v) Recent Accounting Pronouncements

In May 2005, the FASB issued SFAS 154, “Accounting Changes and Error Corrections” to replace APB Opinion No. 20, “Accounting Changes” and SFAS 3, “Reporting Accounting Changes in Interim Financial Statements” requiring retrospective application to prior periods financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period-specific effects of an accounting change on one or more individual prior periods presented, SFAS 154 requires the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in the

statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, SFAS 154 requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. The effective date for this statement is for accounting changes and corrections of errors made in fiscal year beginning after December 15, 2005.

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Wuhan General Group (China) Inc.
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In February 2006, the FASB issued SFAS 155, "Accounting for Certain Hybrid Financial Instruments" to amend FASB Statements No. 133, "Accounting for Derivative Instruments and Hedging Activities", and No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". This statement permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation and eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This statement is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006.

In July 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes—an Interpretation of FASB Statement No. 109", which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognizes in its consolidated financial statements the impact of a tax position if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective for the Company on January 1, 2007, with the cumulative effect of the change in accounting principle, if any, recorded as an adjustment to opening retained earnings.

In September 2006, the FASB issued SFAS 157, "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, where fair value is the relevant measurement attribute. The standard does not require any new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal year beginning after November 15, 2007, and interim periods within those fiscal years.

In September 2006, the SEC issued SAB No. 108, which provides guidance on the process of quantifying financial statement misstatements. In SAB No. 108, the SEC staff establishes an approach that requires quantification of financial statement errors, under both the iron-curtain and the roll-over methods, based on the effects of the error on each of the Company's financial statements and the related financial statement disclosures. SAB No.108 is generally effective for annual financial statements in the first fiscal year ending after November 15, 2006. The transition provisions of SAB No. 108 permits existing public companies to record the cumulative effect in the first year ending after November 15, 2006 by recording correcting adjustments to the carrying values of assets and liabilities as of the beginning of that year with the offsetting adjustment recorded to the opening balance of retained earnings.

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In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of SFAS 115” (SFAS No. 159), which allows for the option to measure financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The objective of SFAS 159 is to provide opportunities to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply hedge accounting provisions. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of SFAS No. 159 on our consolidated financial statements.

The Company does not anticipate that the adoption of the above standards will have a material impact on these consolidated financial statements.

3. RESTRICTED CASH

Restricted Cash represents cash placed with banks to secure banking facilities which are comprised of loans and notes payables in addition to other collateral.

4. ACCOUNTS RECEIVABLE

	2006	2005
Total Accounts Receivable-Trade	\$ 12,807,824	\$ 3,712,272
<i>Less: Allowance for Bad Debt</i>	319,741	13,528
	\$ 12,488,083	\$ 3,698,744
<i>Allowance for Bad Debts</i>		
Beginning Balance	\$ 13,528	\$ 5,314
Allowance Created	306,213	8,214
Charged Against Allowance	-	-
Ending Balance	\$ 319,741	\$ 13,528

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Wuhan General Group (China) Inc.
Notes to Financial Statements
For the years ended December 31, 2006, and 2005
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5. NOTES RECEIVABLE

	2006	2005
Notes Receivable	\$ 1,572,644	\$ 1,424,431
<u>Less:</u> Allowance for Bad Debts	36,777	-
	\$ 1,535,867	\$ 1,424,431

The Company entered into a financing agreement with Hubei Deeloong Group Co., Ltd. (“Hubei”) on 12/31/2004. Under such agreement, the Company provided to Hubei an unsecured loan of \$2,413,564 (RMB 20,000,000) for a two-year term from 1/1/2005 to 12/31/2006 at 0.5115% per month. After servicing the debt for two years, the outstanding balance of the Note at 12/31/2006 amounted to \$1,471,059 (RMB 11,500,000). Because Hubei had yet to repay the loan in its entirety as of the 12/31/2006 per the stipulations of the financing agreement, the Company provided an allowance for bad debt in the amount of \$36,777 to account for the probability of loss of principal and accrued interest. The remaining balance of \$101,585 consists of numerous notes receivable. These notes are unsecured instruments that were created in the normal course business. The Company intends to hold these notes to their maturity.

6. INVENTORY

	2006	2005
Raw Materials	\$ 1,116,066	\$ 644,366
Work in Progress	2,058,889	299,789
Finished Goods	1,369,707	2,454,010
	\$ 4,544,662	\$ 3,398,165

7. RELATED PARTY RECEIVABLE

The receivable due from Mr. Xu Jie, CEO and Chairman, at December 31, 2006 was \$255,836 (RMB 2,000,000). This balance reflected funds lent, interest-free, to former officers and directors of the Company. Mr. Xu Jie has agreed to personally assume the full balance of these non-interest bearing debts. None of the amounts due to the Company categorized as related party receivables are interest bearing, nor do they have specified repayment schedules. Accordingly, there is no interest due.

The related party receivables consisted of the amounts due from the following: -

	Related Party	Currency	2006	2005
(A.)	Xu Jie	RMB	2,000,000	4,212,743

	Equivalent in US\$	\$ 255,836	\$ 521,805
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The following table lists the former officers and directors along with their related outstanding balances, for whom Mr. Xu Jie has assumed the debt of repayment to the Company, at December 31, 2006:

Name	USD	RMB
Zhang Yuqun	30,873	241,351
Yu Debao	3,279	25,634
Li Yong	9,895	77,352
Wang Saishi	76,013	594,233
Chen Daili	44,792	350,159
Luo Shenshen	1,287	10,060
Yan Jiahuan	38,536	301,255
He Maoxiang	51,162	399,956
	\$ 255,837	2,000,000

Wuhan General Group (China) Inc.
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8. PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment stated at cost less depreciation are comprised of the following as of December 31: -

<u>Category of Asset</u>	2006	2005
Buildings	\$ 9,597,812	\$ 9,160,359
Machinery & Equipment	8,353,453	1,168,248
Furniture & Fixtures	259,092	216,493
Auto	652,156	499,811
	18,862,513	11,044,911
<u>Less: Accumulated Depreciation</u>	1,609,936	557,494
	\$ 17,252,577	\$ 10,487,417

The Company's real property consisted of 108,706.90 square meters of land and 44,233.40 square meters of building floor space.

9. LAND USE RIGHTS

<u>Category of Asset</u>	2006	2005
Land Use Rights	\$ 1,856,757	\$ 1,797,904
<u>Less: Accumulated Amortization</u>	107,017	67,667
	\$ 1,749,740	\$ 1,730,237

The Company acquired through Wuhan Hi-Tech Blower Manufacturing Co. Ltd. (WBM) the Land Use Rights for three parcels of land totaling 108,706.90 square meters, for a term of 50 years from March 1, 2004 to March 1, 2054 for a consideration of \$1,856,757 (RMB 14,515,200). The land has been used to construct the Company's real property factory facility.

Wuhan General Group (China) Inc.
Notes to Financial Statements
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10. INTANGIBLE ASSETS

The following categories of assets are stated at cost less amortization.

<u>Category of Asset</u>	2006	2005
Trademarks	\$ 127,918	\$ 123,864
Mitsubishi License	280,571	271,678
CAD License	3,901	1,920
Microsoft License	12,217	11,829
	424,607	409,291
<u>Less: Accumulated Amortization</u>	60,042	23,218
	\$ 364,565	\$ 386,073

The weighted average amortization period for the Company's intangible assets is 13.01 years. The weighted average amortization period for the Trademark is 20 years. The weighted average amortization period for the Mitsubishi, CAD, and Microsoft Technical Licenses is 10 years.

11. BANK LOANS AND NOTES

As of December 31, 2006, and 2005, the Company had banking facilities in the form of loans and notes payable.

Name of Bank	Due Date	Interest Rate per annum	2006	2005
A. Bank of Communication	4/11/2007	6.615%	\$ 4,732,971	\$ 4,582,952
B. Bank of Communication	4/11/2007	6.615%	1,343,140	1,300,567
C. CITIC Industrial Bank	10/12/2007	6.732%	2,430,445	2,353,407
D. CITIC Industrial Bank	9/11/2006	6.138%	-	1,257,215
E. Guangdong Development Bank: Note Payable	On Demand	-	-	61,932
F. Shanghai Pudong Development Bank	10/18/2007	6.026%	2,046,690	-
G. Agricultural Bank of China	10/31/2007	6.732%	1,279,181	-
H. Agricultural Bank of China	10/31/2007	6.732%	1,279,181	-
I. CITIC Industrial Bank : Motor vehicles loan	2/28/2008	6.696%	49,697	92,197
J. Wuhan East Lake Development Zone Zheng Qiao Cun: Note Payable	On Demand	6.000%	383,754	371,591
			\$ 13,545,059	\$ 10,019,861

Wuhan General Group (China) Inc.
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Banking facilities extended by the Bank of Communication, CITIC Industrial Bank, Shanghai Pudong Development Bank and Agricultural Bank of China were secured by the Company's mortgage of real property as collateral in addition to margin deposits as disclosed in Restricted Cash on the Balance Sheet.

Motor vehicle loans extended by CITIC Industrial Bank were secured by the motor vehicles.

Note payable extended by Wuhan East Lake Development Zone Zheng Qiao Cun is unsecured and is payable on demand.

12. CONTRACT PAYABLE

Contract Payable represented accounts payable to Contractors and Suppliers involved in the construction of the new buildings of the factory facilities.

13. CAPITALIZATION

The Company originally had common stock capitalization of \$ 12,349,602 as of December 31, 2006.

On February 7, 2007, the Company entered into a share exchange agreement with Fame Good International Limited ("Fame") and Universe Faith Group ("UFG"), which became the parent of Wuhan Blower Co. Ltd. Pursuant to the share exchange agreement, the Company issued 17,912,446 shares of common stock to Fame in exchange for all of the issued and outstanding capital stock of UFG.

As a result of the share exchange transaction, the Company retroactively restated its capitalization to reflect the effect of the share exchange.

14. COMMITMENTS OF STATUTORY RESERVE

In light of PRC laws, the Company is committed to appropriate 10% of its net income to its statutory reserve up to a maximum of 50% of an enterprise's registered paid in capital. The Company had future unfunded commitments, as determined below:

	2006	2005
Common Stock Capital	\$ 12,351,573	\$ 6,035,882
50% maximum thereof	\$ 6,175,786	\$ 3,017,941
<u>Less:</u> Amounts funded to Statutory Reserve	622,151	-
Unfunded Commitment	\$ 5,553,635	\$ 3,017,941

Wuhan General Group (China) Inc.
Notes to Financial Statements
For the years ended December 31, 2006, and 2005
(Stated in US Dollars)

15. OTHER INCOME

	2006	2005
Tax Refund	\$ 26,977	\$ 72,910
Sundry Income	-	27,896
	\$ 26,977	\$ 100,806

16. INCOME TAXES

All of the Company's operations are in the PRC, and in accordance with the relevant tax laws and regulations of PRC, the corporation income tax rate is 33%; however, the Company was approved as a highly advanced technology foreign investment enterprise in November 2005, and in accordance with the relevant regulations regarding the favorable tax treatment for high technology companies, the Company is entitled to a two year tax exemption. Following the expiration of this tax exemption, the Company will be required to pay 7.5% tax rate for the next three years. Beginning November 2010, the Company will be allowed a 15% tax rate as long as the Company is located and registered in the high and advanced technology development zone. Before expiration of the aforementioned two year tax exemption, the company also applied for a six year tax free holiday under newly enacted PRC tax laws. Management believes it will be imminently granted such a holiday by the relevant Chinese government authorities; therefore, for the years ended December 31, 2006, and 2005 the Company made no provision for income taxes. The Company became subject to U.S. tax laws after December 31, 2006; therefore, as of December 31, 2006 and for the three years then ended, no provision has been made for U.S. income taxes.

17. SUBSEQUENT EVENT - ISSUANCE OF SERIES A CONVERTIBLE PREFERRED STOCK

On February 7, 2007, the Company entered into a Series A Convertible Preferred Stock Purchase Agreement (the "Stock Purchase Agreement") with nine institutional investors pursuant to which the Company issued to the investors an aggregate of 10,287,554 shares of Series A Convertible Preferred Stock (the "Preferred Stock") at \$2.33 per share for gross proceeds of \$23,970,000. The Preferred Stock is convertible into shares of the Company's common stock on a 1-for-1 basis and is entitled to a dividend equal to 5% per annum, payable quarterly.

Pursuant to the Stock Purchase Agreement, the Company issued to the investors, on a pro rata basis, warrants to purchase an aggregate of 6,172,531 shares of common stock at an exercise price of \$2.57 per share (subject to adjustment), expiring five years from the date of issuance. Certain of the investors (those investing at least \$2 million) received additional warrants to purchase an aggregate of 9,358,370 shares at a price of \$2.33 per share for a term of 21 months, as well as warrants to purchase an aggregate of 5,615,021 shares at a price of \$2.57 per share, for a term of 5 years.

The Company plans to use the net proceeds from the sale of preferred stock and warrants to pay for the construction of the turbine manufacturing facility in Wuhan, China and for the purchase of equipment to be used in that facility. Any remaining net proceeds will be used for working capital.

Wuhan General Group (China), Inc.

Unaudited Financial Statements

September 30, 2007 and 2006

(Stated in US Dollars)

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Board of Directors and Stockholders
Wuhan General Group (China), Inc.

Report of Registered Independent Public Accounting Firm

We have reviewed the accompanying interim consolidated Balance Sheets of Wuhan General Group (China), Inc. (the “Company”) as of September 30, 2007 and 2006, and the related statements of income, stockholders’ equity, and cash flows for the three-month and nine-month periods then ended. These interim consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with U.S. generally accepted accounting principles.

/s/ Samuel H. Wong & Co., LLP

South San Francisco, California
October 27, 2007

Samuel H. Wong & Co., LLP
Certified Public Accountants

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Wuhan General Group (China), Inc.
Consolidated Balance Sheets
At September 30, 2007, and December 31, 2006
(Stated in US Dollars)

	Note	September 30, 2007 (unaudited)	December 31, 2006 (audited)
ASSETS			
Cash	2(e)	3,411,690	248,243
Restricted Cash	3	8,808,513	382,530
Notes Receivable	4	987,401	1,535,868
Accounts Receivable	2(f),5	31,412,707	12,488,083
Other Receivable		2,598,356	8,810,699
Inventory	2(g),6	9,254,143	4,544,662
Advances to Suppliers		7,921,193	2,746,325
Advances to Employees	7	291,090	255,836
Prepaid Taxes		47,188	3,889
Real Property Available for Sale		1,097,327	-
Total Current Assets		65,829,608	31,016,135
Property, Plant & Equipment, <i>net</i>	2(h),8	18,927,339	17,252,577
Land Use Rights, <i>net</i>	2(j),10	1,790,580	1,749,740
Construction in Progress	9	9,482,036	35,304
Intangible Assets, <i>net</i>	2(i),11	374,630	364,565
Total Assets		\$ 96,404,193	\$ 50,418,321
LIABILITIES & STOCKHOLDERS' EQUITY			
Liabilities			
Bank Loans & Notes	12	24,828,456	13,545,059
Accounts Payable		7,962,974	8,531,852
Accrued Liabilities	13	2,518,096	354,169
Contract Payable	14	-	1,137,623
Taxes Payable		905,586	1,723,544
Other Payable		2,575,985	4,594,639
Dividend Payable		599,250	-
Customer Deposits		5,053,854	1,587,306
Total Current Liabilities		44,444,202	31,474,192
Total Liabilities		44,444,202	31,474,192

See Accompanying Notes to the Financial Statements and Accountant's Report.

Wuhan General Group (China), Inc.
Consolidated Balance Sheets
At September 30, 2007, and December 31, 2006
(Stated in US Dollars)

	Note	September 30, 2007 (unaudited)	December 31, 2006 (audited)
Stockholders' Equity			
Preferred Stock - \$0.0001 Par Value 50,000,000 Shares Authorized; 10,287,554 Shares of Series A Convertible Preferred Stock Issued & Outstanding at September 30, 2007			
	15	1,029	-
Additional Paid in Capital - Preferred Stock			
		13,466,990	-
Additional Paid in Capital – Warrants			
	15	6,572,334	-
Additional Paid in Capital – Beneficial Conversion Feature			
		10,501,982	-
Common Stock - \$0.0001 Par Value 100,000,000 Shares Authorized; 19,712,446 Shares Issued & Outstanding at September 30, 2007, December 31, 2006.			
	15	1,971	1,971
Additional Paid in Capital			
		12,349,602	12,349,602
Statutory Reserve			
	2(t), 16	622,151	622,151
Retained Earnings			
		6,515,984	5,200,285
Accumulated Other Comprehensive Income			
	2(u)	1,927,948	770,120
Total Stockholders' Equity		51,959,991	18,944,129
Total Liabilities & Stockholders' Equity		\$ 96,404,193	\$ 50,418,321

See Accompanying Notes to the Financial Statements and Accountant's Report.

Wuhan General Group (China), Inc.
Statements of Income
For the three and nine months ended September 30, 2007 and 2006
(Stated in US Dollars)

	Note	3 months ended 9/30/2007	3 months ended 9/30/2006	9 months ended 9/30/2007	9 months ended 9/30/2006
Revenue					
Sales		\$ 30,523,074	\$ 5,160,151	\$ 60,342,774	\$ 11,612,051
Cost of Sales		20,039,259	2,835,764	40,511,207	6,558,646
Gross Profit		10,483,815	2,324,387	19,831,567	5,053,405
Operating Expenses					
Selling Expenses		938,534	208,785	1,633,144	609,182
General & Administrative Expenses		1,480,755	443,001	3,299,901	1,184,768
Warranty Expense	2(v),13	91,059		514,520	-
Total Operating Expense		2,510,348	651,786	5,447,565	1,793,950
Operating Income		7,973,466	1,672,601	14,384,001	3,259,455
Other Income (Expenses)					
Other Income	17	-	7,444	-	31,167
Interest Income		94,798	-	108,923	-
Other Expenses		(1,144,227)	(1,675)	(1,145,270)	(2,189)
Interest Expense		(369,187)	(121,001)	(756,695)	(389,029)
Total Other Income (Loss) & Expense		(1,418,616)	(115,232)	(1,793,042)	(360,051)
Earnings before Tax		6,554,851	1,557,369	12,590,960	2,899,404
Income Tax	2(s), 18	-	-	-	-
Net Income		\$ 6,554,851	\$ 1,557,369	\$ 12,590,960	\$ 2,899,404
Preferred Dividends					
Declared		299,625	-	773,279	-
Constructive Preferred Stock Dividend		-	-	10,501,982	-
Income Available to Common Shareholders		\$ 6,255,226	\$ 1,557,369	\$ 1,315,699	\$ 2,899,404
Earnings Per Share					
Basic		0.32	0.08	0.07	0.15
Diluted		0.14	0.08	0.32	0.15
Weighted Average Shares					
Outstanding					
Basic		19,712,446	19,712,446	19,712,446	19,712,446

Diluted	46,200,613	19,712,446	39,122,641	19,712,446
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See Accompanying Notes to the Financial Statements and Accountant's Report.

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Wuhan General Group (China), Inc.
Statements of Stockholders' Equity
For the nine months ended September 30, 2007 and 2006
(Stated in US Dollars)

	Preferred Stock		Warrants		Beneficial Conversion Feature		Common Stock		Statutory Reserve	Retained Earnings
	Shares Outstanding	Amount	Additional Paid in Capital	Additional Paid in Capital	Additional Paid in Capital	Shares Outstanding	Amount			
Balance, January 1, 2006	-	-	-	-	-	19,712,446	1,971	6,033,911	-	2,620
Increases to Additional Paid-In Capital from Contribution of Capital Equipment								6,315,691		
Net Income										3,202
Appropriations of Retained Earnings									622,151	(622,151)
Foreign Currency Translation Adjustment										
Balance, December 31, 2006	-	-	-	-	-	19,712,446	1,971	12,349,602	622,151	5,200
Balance, January 1, 2007	-	-	-	-	-	19,712,446	1,971	12,349,602	622,151	5,200
Issuance of Common Stock for Cash										
Issuance of Preferred Stock for Cash	10,287,554	1,029								
Increase in Additional Paid in Capital from Issuance of Preferred Stock			13,466,990							
Increase in Additional				6,572,334						

Paid in Capital from Issuance of Warrants											
Increase in Additional Paid in Capital related to the Beneficial Conversion Feature of the Convertible Series A Preferred Stock					10,501,982						
Net Income Preferred Dividends Declared											12,590
Constructive Preferred Stock Dividend											(773)
-Amortization of Beneficial Conversion Feature											(10,500)
Foreign Currency Translation Adjustment											
Balance, September 30, 2007	10,287,554	1,029	13,466,990	6,572,334	10,501,982	19,712,446	1,971	12,349,602	622,151		6,515

See Accompanying Notes to the Financial Statements and Accountant's Report.

Wuhan General Group (China), Inc.
Statements of Stockholders' Equity
For the nine months ended September 30, 2007 and 2006
(Stated in US Dollars)

	9/30/2007	2006	2005	2004	Total
Comprehensive Income					
Net Income	12,590,960	3,202,269	2,371,760	248,406	18,413,395
Other Comprehensive Income					
Foreign Currency Translation Adjustment	1,157,828	487,384	206,058	76,678	1,927,948
Total Comprehensive Income	\$ 13,748,788	\$ 3,689,653	\$ 2,577,818	\$ 325,084	\$ 20,341,343

See Accompanying Notes to the Financial Statements and Accountant's Report.

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Wuhan General Group (China), Inc.
Statements of Cash Flows
For the three months and nine months ended September 30, 2007 and 2006
(Stated in US Dollars)

	3 months ended 9/30/2007	3 months ended 9/30/2006	9 months ended 9/30/2007	9 months ended 9/30/2006
Cash Flow from Operating Activities				
Cash Received from Customers	\$ 29,180,726	2,021,163	\$ 51,098,507	5,024,072
Cash Paid to Suppliers & Employees	(25,225,990)	1,469,643	(57,904,148)	64,493
Interest Received	94,798	-	108,923	-
Interest Paid	(369,187)	(121,001)	(756,695)	(389,029)
Income Tax Paid	-	-	-	-
Miscellaneous Receipts	-	7,444	-	31,167
Cash Sourced/(Used) in Operating Activities	3,680,348	3,377,249	(7,453,412)	4,730,703
Cash Flows from Investing Activities				
Cash Invested in Restricted Time Deposits	794,351	(745,009)	(8,425,983)	(100,078)
Repayment/(Investment) in Notes	(225,257)	(474,397)	546,999	(758,043)
Payments for Purchases & Construction of Plant & Equipment	(3,162,369)	(40,867)	(12,595,728)	(858,636)
Payments for Purchases of Land Use Rights	(27,146)	-	(74,072)	-
Payments for Purchases of Intangible Assets	(33,850)	(9)	(44,581)	(1,871)
Cash Used/(Sourced) in Investing Activities	(2,654,271)	(1,260,282)	(21,690,692)	(1,718,628)
Cash Flows from Financing Activities				
Proceeds from Issuance of Preferred Stock	(726,086)	-	20,040,353	-
Proceeds from/(Repayment of) Bank Borrowings	(324,860)	(1,767,618)	2,866,342	(2,388,287)
Proceeds from Issuance of Notes	1,921,653	80,687	8,417,055	-
Dividends Paid	-	-	(174,029)	-
Cash Sourced/(Used) in Financing Activities	870,707	(1,686,931)	31,149,722	(2,388,287)
Net Increase/(Decrease) in Cash & Cash Equivalents for the Period	108,833	430,036	2,005,617	623,788
Effect of Currency Translation	566,953	10,003	1,157,831	11,291
Cash & Cash Equivalents at Beginning of Period	248,243	361,528	248,243	166,488
Cash & Cash Equivalents at End of Period	\$ 924,029	\$ 801,567	\$ 3,411,691	\$ 801,567

Non-Cash Investing Activity:

Contribution of equipment to capital	-	6,272,028	-	6,272,028
Value of residential property surrendered by Hubei Dilong Industrial Group Co., Ltd.	989,168	-	989,168	-
Constructive Preferred Stock Dividend	-	-	10,501,982	-

See Accompanying Notes to the Financial Statements and Accountant's Report.

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Wuhan General Group (China), Inc.
Reconciliation of Net Income to Cash Flow Sourced/(Used) in Operating Activities
For the three months and nine months ended September 30, 2007 and 2006
(Stated in US Dollars)

	3 months ended 9/30/2007	3 months ended 9/30/2006	9 months Ended 9/30/2007	9 months ended 9/30/2006
Net Income	\$ 6,554,851	\$ 1,557,369	\$ 12,590,960	\$ 2,899,404
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Cash Activities:</i>				
Amortization	26,000	18,010	67,748	53,527
Depreciation	(430,594)	379,043	336,611	748,054
Provision for Bad Debt on Note Receivable	537	-	1,467	-
Decrease/(Increase) in Accounts Receivable	(8,260,400)	(11,538,994)	(18,924,625)	(7,815,346)
Decrease/(Increase) in Other Receivable	6,456,082	(315,430)	6,212,343	(352,153)
Decrease/(Increase) in Inventory	(300,822)	(651,645)	(4,709,482)	(444,465)
Decrease/(Increase) in Advances to Suppliers	(45,259)	(1,566,449)	(5,174,868)	(77,631)
Decrease/(Increase) in Advances to Employees	(28,788)	12,736	(35,254)	12,736
Decrease/(Increase) in Prepaid Local & VAT Taxes	(15,379)	(296,385)	(43,299)	(296,385)
Increase/(Decrease) in Accounts Payable	(3,279,865)	3,947,356	(568,878)	4,383,607
Increase/(Decrease) in Taxes Payable	(356,450)	449,874	(817,959)	801,996
Increase/(Decrease) in Other Payable	1,258,971	2,587,972	(2,018,652)	3,159,480
Increase/(Decrease) in Accrued Liabilities	1,640,030	78,359	2,163,927	78,359
Increase/(Decrease) in Customer Deposits	461,433	8,715,433	3,466,548	1,579,520
Total of all adjustments	(2,874,503)	1,819,880	(20,044,372)	1,831,299
Net Cash Provided by Operating Activities	\$ 3,680,348	\$ 3,377,249	\$ (7,453,412)	\$ 4,730,703

See Accompanying Notes to the Financial Statements and Accountant's Report.

Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES

Wuhan General Group (China), Inc. (the “Company”) is a holding company whose primary business operations are conducted through its operating subsidiaries Wuhan Blower Co., Ltd. (“Wuhan Blower”) and Wuhan Generating Equipment Co., Ltd. (“Wuhan Generating Equipment”). Wuhan Blower is a China-based manufacturer of industrial blowers that principally are components of steam driven electrical power generation plants. Wuhan Generating Equipment is a China-based manufacturer of industrial steam and water turbines, also principally for use in electrical power generation plants.

The Company was formed under the laws of the State of Colorado on July 19, 1988 as Riverside Capital, Inc. On March 18, 1992, the Company changed its name to United National Film Corporation. In June 2001, the Company suspended all business activities and became a “shell company.”

In 2006, the Company effectively dissolved or abandoned all subsidiaries, which may or may not have been active in periods prior to June 2001. On October 20, 2006, the Company changed its state of incorporation from Colorado to Nevada by means of a merger with and into a Nevada corporation formed on September 12, 2006 solely for the purpose of effecting the reincorporation.

On February 7, 2007, the Company entered into a share exchange agreement with Fame Good International Limited (“Fame”) and Universe Faith Group Limited (“UFG”). Prior to the share exchange, Fame was the sole stockholder of UFG, which is the parent company of Wuhan Blower and Wuhan Generating Equipment. Pursuant to the share exchange, UFG became a wholly owned subsidiary of the Company and Fame became the Company’s controlling stockholder. On March 13, 2007, the Company changed its name from United National Film Corporation to Wuhan General Group (China), Inc.

The share exchange transaction has been accounted for as a recapitalization of UFG where the Company (the legal acquirer) is considered the accounting acquiree and UFG (the legal acquiree) is considered the accounting acquirer. As a result of this transaction, the Company is deemed to be a continuation of the business of UFG.

Accordingly, the financial data included in the accompanying consolidated financial statements for all periods prior to February 7, 2007 is that of the accounting acquirer (UFG). The historical stockholders’ equity of the accounting acquirer prior to the share exchange has been retroactively restated as if the share exchange transaction occurred as of the beginning of the first period presented. See also Note 15 – Capitalization.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Method of Accounting

The Company maintains its general ledger and journals with the accrual method of accounting for financial reporting purposes. The financial statements and notes are representations of management. Accounting policies adopted by the Company conform to generally accepted accounting principles in the United States of America and have been consistently applied in the presentation of financial statements, which are compiled on the accrual basis of accounting.

(b) Consolidation

The interim consolidated financial statements include the accounts of the Company and its subsidiaries, UFG, Wuhan Blower, and Wuhan Generating Equipment. Inter-company transactions, such as sales, cost of sales, due to/due from balances, investment in subsidiaries, and subsidiaries' capitalization have been eliminated.

(c) Economic and Political Risks

The Company's operations are conducted in the People's Republic of China (the "PRC"). Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environment in the PRC, and by the general state of the PRC economy.

(d) Use of Estimates

In preparing the financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting years. These estimates and assumptions include, but are not limited to, the valuation of accounts receivable, inventories, deferred income taxes and the estimation of useful lives of property, plant, and equipment. Actual results could differ from these estimates.

(e) Cash and Cash Equivalents

The Company considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents. The company maintains bank accounts in the People's Republic of China, and an escrow account in the United States of America.

(f) Accounts Receivable-Trade

Trade receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. An allowance for doubtful accounts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

(g) *Inventory*

Inventory, consisting of raw materials, work in progress, and finished products, is stated at the lower of cost or market value. Finished products are comprised of direct materials, direct labor and an appropriate proportion of overhead.

(h) *Property, Plant, and Equipment*

Property, plant and equipment are carried at cost less accumulated depreciation. Depreciation is provided over their estimated useful lives, using the straight-line method with 5% salvage value. Estimated useful lives of the property, plant and equipment are as follows:

Buildings	30
	years
Machinery	10
and	
Equipment	years
Furniture and	5
Fixtures	years
Motor	5
Vehicles	years

(i) *Intangible Assets*

Intangible assets are stated at cost less accumulated amortization. Amortization is provided over the respective useful lives, using the straight-line method. Estimated useful lives of intangibles are as follows:

Technical	10
License	years
Trademark	20
	years

(j) *Land Use Rights*

The Company carries land use rights at cost less accumulated amortization. Land use rights are amortized straight-line over its useful life of 50 years.

(k) *Accounting for Impairment of Long-Lived Assets*

The Company adopted Statement of Financial Accounting Standards No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets” (“SFAS 144”), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

Based on its review, the Company believes that, as of September 30, 2007, and 2006, there were no significant impairments of its long-lived assets.

(1)

Revenue Recognition

Revenue from the sale of blower products and generating equipment is recognized at the time of the transfer of risks and rewards of ownership, which generally occurs when the goods are delivered to customers and the title passes. There are no customer acceptance clauses in the Company's standard sales contracts. Typically, installation begins between one to two weeks following delivery of the product. The installation process typically takes four to eight weeks.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

(m) *Cost of Sales*

The Company's cost of sales is comprised of raw materials, factory worker salaries and related benefits, machinery supplies, maintenance supplies, depreciation, utilities, inbound freight, purchasing and receiving costs, inspection and warehousing costs.

(n) *Selling Expenses*

Selling expenses are comprised of outbound freight, salary for the sales force, client entertainment, commissions, depreciation, advertising, and travel and lodging expenses.

(o) *General & Administrative Expenses*

General and administrative costs include outside consulting services, research & development, executive compensation, quality control, and general overhead such as the finance department, administrative staff, and depreciation and amortization expense.

(p) *Advertising*

The Company expenses all advertising costs as incurred. For the nine months ended September 30, 2007, the total advertising expense was \$30,596.

(q) *Research and Development*

The Company expenses all research and development costs as incurred. For the nine months ended September 30, 2007, the total research and development cost was \$103,975.

(r) *Foreign Currency Translation*

The Company maintains its financial statements in the functional currency. The functional currency of the Company is the Renminbi (RMB). Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchanges rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income for the respective periods.

For financial reporting purposes, the financial statements of the Company, which are prepared using the functional currency, have been translated into United States dollars. Assets and liabilities are translated at the exchange rates at the balance sheet dates and revenue and expenses are translated at the average exchange rates and stockholders' equity is translated at historical exchange rates. Translation adjustments are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of stockholders' equity.

Exchange Rates	September 30, 2007	December 31, 2006	September 30, 2006
Period end RMB : US\$ exchange rate	7.5176	7.8175	7.9168
	7.67576	7.98189	7.97711

Average 9 & 12 month RMB : US\$ exchange
rate

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at the rates used in translation.

(s) *Income Taxes*

The Company accounts for income tax using an asset and liability approach and allows for recognition of deferred tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future realization is uncertain.

All of the Company's operations are in the PRC, and in accordance with the relevant tax laws and regulations of PRC, the corporation income tax rate is 33%. However, the Company was approved as a highly advanced technology foreign investment enterprise in November 2005, and in accordance with the relevant regulations regarding the favorable tax treatment for high technology companies, the Company is entitled to a two year tax exemption. Following the expiration of this tax exemption, the Company will be required to pay a 7.5% tax rate for the next three years. Beginning November 2010, the Company will be allowed a 15% tax rate as long as the Company is located and registered in the high and advanced technology development zone.

The Company's foreign subsidiaries are subject to U.S. income tax liability; however, the tax is deferred until foreign source income is repatriated to the Company.

The Company is subject to United States income tax according to Internal Revenue Code Sections 951 and 957. Corporate income tax is imposed on graduated rates based on the ranges shown in the following table: -

Taxable Income

<i>Rate</i>	<i>Over</i>	<i>But not over</i>	<i>Of Amount Over</i>
15%	0	50,000	0
25%	50,000	75,000	50,000
34%	75,000	100,000	75,000
39%	100,000	335,000	100,000
34%	335,000	10,000,000	335,000
35%	10,000,000	15,000,000	10,000,000
38%	15,000,000	18,333,333	15,000,000
35%	18,333,333	-	0

(t) *Statutory Reserve*

In accordance with PRC laws, statutory reserve refers to the appropriation from net income, to the account "statutory reserve" to be used for future company development, recovery of losses, and increase of capital, as approved, to expand production or operations. PRC laws prescribe that an enterprise operating at a profit, must appropriate, on an annual basis, an amount equal to 10% of its profit. Such an appropriation is necessary until the reserve reaches a maximum that is equal to 50% of the enterprise's PRC registered capital.

Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

(u) *Other Comprehensive Income*

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. The Company's current component of other comprehensive income is the foreign currency translation adjustment.

(v) *Warranty Policy*

The estimation of warranty obligations is determined in the same period that revenue from the sale of the related products is recognized. The warranty obligation is based on historical experience and reflects management's best estimate of expected costs at the time products are sold. Warranty accruals are adjusted for known or anticipated warranty claims as new information becomes available. Future events and circumstances could materially change our estimates and require adjustments to the warranty obligation. New product launches require a greater use of judgment in developing estimates until historical experience becomes available.

(w) *Earnings Per Share*

Basic earnings per share is computed on the basis of the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method for warrants and the as-if method for convertible securities. Dilutive potential common shares include outstanding warrants, and convertible preferred stock.

(x) *Recent Accounting Pronouncements*

In February 2006, the FASB issued SFAS 155, "Accounting for Certain Hybrid Financial Instruments" to amend FASB Statements No. 133, "Accounting for Derivative Instruments and Hedging Activities," and No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". This statement permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation and eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This statement is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006.

In July 2006, the FASB issued FIN 48, Accounting for Uncertainty in Income Taxes—an Interpretation of FASB Statement No. 109, which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognize in its consolidated financial statements the impact of a tax position if that position is more likely than not to be sustained upon an audit, based on the technical merits of the position. The provisions of FIN 48 are effective for the Company on January 1, 2007, with the cumulative effect of the change in accounting principle, if any, recorded as an adjustment to opening retained earnings.

Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

In September 2006, the FASB issued SFAS 157, “Fair Value Measurements”, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, where fair value is the relevant measurement attribute. The standard does not require any new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

In September 2006, the SEC issued SAB No. 108, which provides guidance on the process of quantifying financial statement misstatements. In SAB No. 108, the SEC staff establishes an approach that requires quantification of financial statement errors, under both the iron-curtain and the roll-over methods, based on the effects of the error on each of the Company’s financial statements and the related financial statement disclosures. SAB No.108 is generally effective for annual financial statements in the first fiscal year ending after November 15, 2006. The transition provisions of SAB No. 108 permits existing public companies to record the cumulative effect in the first year ending after November 15, 2006 by recording correcting adjustments to the carrying values of assets and liabilities as of the beginning of that year with the offsetting adjustment recorded to the opening balance of retained earnings.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of SFAS 115” (SFAS No. 159), which allows for the option to measure financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The objective of SFAS 159 is to provide opportunities to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply hedge accounting provisions. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of SFAS No. 159 on our consolidated financial statements.

The Company does not anticipate that the adoption of the above standards will have a material impact on these consolidated financial statements.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

3. RESTRICTED CASH

Restricted Cash represents cash placed with banks to secure banking facilities, which are comprised of loans and notes payables in addition to other collateral.

An escrow account held in the United States is also included as a part of restricted cash. The funds in the escrow account were designated for the payment of fees or expenses in connection with investor or public relations or securities law compliance, including related legal fees.

4. NOTES RECEIVABLE

	September 30, 2007	December 31, 2006
Notes Receivable	\$ 1,025,645	\$ 1,572,644
<i>Less:</i> Allowance for Bad Debts	38,244	36,776
	\$ 987,401	\$ 1,535,868

The Company entered into a financing agreement with Hubei Dilong Industrial Group Co., Ltd. (“Hubei”) on December 31, 2004. Under such agreement, the Company provided to Hubei an unsecured loan of \$2,413,564 (RMB 20,000,000) for a two-year term from January 1, 2005 to December 31, 2006 at 0.5115% per month. After servicing the debt for two years, the Company determined that Hubei was in default because no further debt service had been made by Hubei, and as such the Company accrued provision for bad debts on the outstanding balance of the Note of \$1,485,615 (RMB 11,500,000). Additionally, Hubei surrendered real property to the Company to partially settle its outstanding debt. The property was valued at approximately \$989,167 (RMB 7,542,202); accordingly the outstanding balance of principal was \$526,471 (RMB 3,957,798). The Company also accrued interest receivable of \$138,530 (RMB 1,041,414) to Hubei’s outstanding balance. The Company also had \$159,982 (RMB 1,202,677) of tender deposits carried in the Other Receivables line item on the balance sheet with Hubei. The Company has reclassified that balance from Other Receivables into Hubei outstanding Notes Receivable’s balance. As of September 30 2007, the total outstanding balance for Notes Receivables from Hubei was \$824,983 (RMB 6,201,889). The entire outstanding balance of Notes Receivable had been re-formalized by a new repayment contract entered into by the Company and Hubei on May 24, 2007.

The remaining balance carried in the Notes Receivable account is \$200,662 (RMB 1,508,500). This balance is composed of bank drafts drawn by the Company’s customers against the customer’s margin deposits with their banks. These bank drafts are liquid instruments that can be either (a) endorsed to the Company vendors, or (b) discounted to the Company’s own bank. The Company chooses to carry these instruments as notes receivable instead of cash primarily because of the associated time element of these notes, as they are normally due at a later point in time; therefore, these bank drafts represent slightly different risk and reward characteristics.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

5. ACCOUNTS RECEIVABLE

	September 30, 2007	December 31, 2006
Total Accounts Receivable-Trade	\$ 32,062,803	\$ 12,807,824
<u>Less: Allowance for Bad Debt</u>	650,096	319,741
	\$ 31,412,707	\$ 12,488,083

Allowance for Bad Debts

Beginning Balance	319,741	13,528
Allowance Provided	330,355	306,213
Charged Against Allowance	-	-
Ending Balance	650,096	319,741

6. INVENTORY

	September 30, 2007	December 31, 2006
Raw Materials	\$ 2,089,577	\$ 1,116,066
Work in Progress	3,720,085	2,058,889
Finished Goods	3,444,481	1,369,707
	\$ 9,254,143	\$ 4,544,662

7. ADVANCES TO EMPLOYEES

Advances to Employees of \$291,090, and \$255,836 as of September 30, 2007 and December 31, 2006, respectively, consisted of advances to salespeople for salary, travel, and expenses over extended periods as they work to procure new sales contracts or install and perform on existing contracts. These advances are deducted from future sales commissions earned by these salespeople. In the event that a salesperson leaves the Company prior to earning sales commission sufficient to offset advances paid to the salesperson, the Company immediately expenses any outstanding balance to the income statement. None of the employees who have received these advances is a director or executive officer of the Company.

Wuhan General Group (China) Inc.
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8. PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment, which is stated at cost less depreciation, was composed of the following as of September 30:

<u>Category of Asset</u>	September 30, 2007	December 31, 2006
Buildings	\$ 9,966,010	\$ 9,597,812
Machinery & Equipment	9,961,669	8,353,453
Furniture & Fixtures	269,032	259,092
Auto	677,175	652,156
	20,873,886	18,862,513
<u>Less: Accumulated Depreciation</u>	1,946,547	1,609,936
	\$ 18,927,339	\$ 17,252,577

The Company's real property consisted of approximately 440,000 square feet (44,233.40 square meters) of building floor space.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

9. CONSTRUCTION IN PROGRESS

The Company is in the process of developing a new 1,170,000 square feet turbine manufacturing facility within its factory campus.

Construction in progress represents the direct costs of design, acquisition, construction of buildings, building improvements, and land improvement. These costs are capitalized in the Construction-in-Progress account until substantially all activities necessary to prepare the assets for their intended use are completed. At such point, the Construction-in-Progress account is closed and the capitalized costs are transferred to their appropriate asset classification. No depreciation is provided until it is completed and ready for the intended use.

The following table details the assets that are accounted for in the construction in progress account at September 30, 2007:

<u>Description</u>		
Wall	\$	6,824
Parking Lot		3,991
Showroom		36,315
Office Building		3,010,003
Generating Workshop		3,990,635
Generating Workshop-Materials		1,729,275
Dirt for land filling		3,538
Workshop		585,940
Capitalized Interest		105,470
Miscellaneous		10,045
	\$	9,482,036

10. LAND USE RIGHTS

<u>Category of Asset</u>	<u>September 30,</u> <u>2007</u>	<u>December 31,</u> <u>2006</u>
Land Use Rights	\$ 1,930,829	\$ 1,856,757
<u>Less: Accumulated Amortization</u>	140,249	107,017
	\$ 1,790,580	\$ 1,749,740

The Company acquired through Wuhan Hi-Tech Blower Manufacturing Co. Ltd. (WBM) the Land Use Rights for three parcels of land totaling 1,170,000 square feet for a term of 50 years from March 1, 2004 to March 1, 2054 for \$1,856,757 (RMB 14,515,200). The land has been used for the Company's facilities including the blower manufacturing facilities, turbine manufacturing facility, warehouses, testing facilities, dormitories, and administrative buildings.

Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

11. INTANGIBLE ASSETS

The following categories of assets are stated at cost less amortization.

<u>Category of Asset</u>	September 30, 2007	December 31, 2006
Trademarks	\$ 133,021	\$ 127,918
Mitsubishi License	306,331	280,571
Tianyu CAD License	4,057	3,901
Sunway CAD License	13,075	-
Microsoft License	12,704	12,217
	469,188	424,607
<u>Less: Accumulated Amortization</u>	94,560	60,042
Net	\$ 374,628	\$ 364,565

The weighted average amortization period for the Company's intangible assets in total is 12.93 years.

The weighted average amortization period for the Trademark is 20 years.

The weighted average amortization period for the Mitsubishi, CAD, and Microsoft technical licenses is 10 years.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

12. BANK LOANS AND NOTES

The following table provides the name of the lender, due date, interest rate, and amounts outstanding at September 30, 2007, and December 31, 2006, for the Company's bank loans and notes payable.

Name of Note Holder	Due Date	Interest Rate Per Annum	9/30/2007	12/31/2006
Bank of Communication	On Demand	6.62%	\$ -	\$ 4,732,971
Bank of Communication	On Demand	6.62%	-	1,343,140
Shanghai Pudong Development Bank	10/19/2007	6.03%	2,128,339	2,046,690
Shanghai Pudong Development Bank	5/22/2008	6.57%	1,330,212	-
Shanghai Pudong Development Bank	6/25/2008	6.57%	532,085	-
Citic Industrial Bank	10/12/2007	6.73%	-	2,430,445
Citic Industrial Bank	9/25/2008	7.29%	3,325,529	-
Citic Industrial Bank	9/25/2008	7.29%	16,541	-
Citic Industrial Bank	2/28/2008	6.70%	-	49,697
Agricultural Bank of China	10/31/2007	6.73%	1,330,212	1,279,181
Agricultural Bank of China	10/30/2007	6.73%	1,330,212	1,279,181
Wuhan East Lake Development District Zheng Bridge Committee	On Demand	6.00%	399,064	383,754
Bank of China	On Demand	6.83%	698,361	-
Dalian Chong Si Hydraulic Coupler Complete Sets of Equipment Ltd. (Note Payable)	On Demand	0.00%	133,021	-
Hubei Committees Properties Co., Ltd. (Note Payable)	On Demand	0.00%	6,358,412	-
Wuhan-heavy George Special Steel Co., Ltd. (Note Payable)	On Demand	0.00%	215,926	-
Wuhan Jiabao Supplies Co., Ltd. (Note Payable)	On Demand	0.00%	104,465	-
Wuhan Jiangnan District Zhongnan Supplies Station (Note Payable)	On Demand	0.00%	156,911	-
Citic Industrial Bank Wuhan Zhu Ye Shan Branch	2/17/2008	6.73%	2,660,424	-
Citic Industrial Bank Wuhan Zhu Ye Shan Branch	2/17/2008	6.73%	2,660,424	-
59 Various Other Notes	Various Dates	Various Rates	1,448,320	-
			\$ 24,828,456	\$ 13,545,059

Banking facilities extended by the Bank of Communication, CITIC Industrial Bank, Shanghai Pudong Development Bank and Agricultural Bank of China were secured by the Company's mortgage of real property and margin deposits as disclosed in Restricted Cash on the Balance Sheet.

Motor vehicle loans extended by CITIC Industrial Bank were secured by the motor vehicles.

Note payable extended by Wuhan East Lake Development District Zheng Bridge Committee unsecured and is payable on demand.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

Certain notes payable, as indicated above, do not have a stated rate of interest. These notes are payable on demand to the Company's creditors. The creditors have given extended credit terms secured by pledge of the Company's restricted cash.

13. WARRANTY LIABILITY

Warranty liability is accrued and carried on the balance sheet under Accrued Liabilities. The Company makes its warranty accrual based on individual assessment of each contract because terms and conditions vary. The Company's typical sales contracts provide for a warranty period of 12-18 months following product installation.

The following table summarizes the activity related to the Company's product warranty liability for the nine months ended September 30, 2007 and 2006.

	Nine Months Ended September 30, 2007	Nine Months Ended September 30, 2006
Balance at beginning of period	\$ 249,234	-
<i>Add:</i> Accruals for current & pre-existing warranties issued during period	514,520	-
<i>Less:</i> Settlements made during period	-	-
Balance at end of period	\$ 763,754	\$ -

14. CONTRACT PAYABLE

Contract Payable represents accounts payable to contractors and suppliers in connection with the construction of the Company's new turbine manufacturing facilities.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

15. CAPITALIZATION

The Company originally had common stock capitalization of \$ 12,349,602 as of December 31, 2006.

On February 7, 2007, the Company entered into a share exchange agreement with Fame Good International Limited (“Fame”) and Universe Faith Group Limited (“UFG”), which is the sole stockholder of Wuhan Blower Co. Ltd. Pursuant to the share exchange agreement, the Company issued 17,912,446 shares of common stock to Fame in exchange for all of the issued and outstanding capital stock of UFG.

As a result of the share exchange transaction, the Company retroactively restated its capitalization to reflect the effect of the share exchange.

On February 7, 2007, the Company entered into a Series A Convertible Preferred Stock Purchase Agreement with nine institutional investors pursuant to which the Company issued to the investors an aggregate of 10,287,554 shares of Series A Convertible Preferred Stock at \$2.33 per share for gross proceeds of \$23,970,000. The Preferred Stock is convertible into shares of the Company’s common stock on a one-for-one basis. Holders of Preferred Stock are entitled to a dividend equal to 5% per annum of the amount invested, subject to adjustment. These dividends are payable quarterly. As of September 30, 2007, none of the Preferred Stock had been converted into common stock.

The net proceeds of \$20,040,353 from the sale of Preferred Stock were accounted for as follows: -

	Preferred Stock at \$0.0001 par value 10,287,554 shares issued and	
i.	outstanding	\$ 1,029
ii.	Additional Paid-in Capital attributable to Preferred Stock	13,466,990
iii.	Additional Paid-in Capital attributable to Series A Warrants, Series J Warrants, and Series B Warrants	6,572,334
iv.	Additional Paid-in Capital attributable to Beneficial Conversion Feature	10,501,982
v.	Constructive Preferred Stock Dividend Charged Against Retained Earnings	(10,501,982)
		\$ 20,040,353

As an inducement to purchase the Preferred Stock, the Company, pursuant to the Stock Purchase Agreement, agreed to issue the following warrants:

- Series A Warrants to each of the preferred stock investors to purchase shares of common stock equal to 60% of the number of shares of preferred stock purchased, (i.e., 6,172,531 shares) at an exercise price of \$2.57 per share expiring five years from the closing date.
- Series J Warrants to each of the preferred stock investors who invested at least \$2,000,000 to purchase shares of common stock equal to 100% of the number of shares of preferred stock purchased, (i.e., 9,358,370 shares) at an exercise price of \$2.33 per share for a term of 21 months from the closing date.
- Series B Warrants to each recipient of Series J Warrants to purchase shares of common stock equal to 60% of the number of shares of common stock purchased pursuant to Series J Warrants, (i.e. 5,615,021 shares) at an exercise price of \$2.57 per share for a term of five years from the closing date.

The total of the above Series A, J, and B Warrants amount to 21,145,922 shares of common stock underlying warrants.

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Wuhan General Group (China) Inc.
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In consideration of services provided by 1st BridgeHouse Securities, LLC in connection with the private placement of preferred stock and warrants, the Company issued to 1st BridgeHouse the following placement agent warrants for a term of ten years from the date of issuance:

Series of Warrant	Number of Shares	Exercise Price
Series C	1,028,755	\$ 2.57
Series AA	617,253	2.83
Series BB	561,502	2.83
Series JJ	935,837	2.57
	3,143,347	

The aggregate number of shares of common stock issuable to the preferred stock purchasers and placement agent pursuant to all series of warrants is 24,289,269. As of September 30, 2007, none of these warrants had been exercised.

In conjunction with the possible preferred stock conversion and warrant exercises, the Company has reserved a number of shares of common stock equal to 150% of the number of shares of common stock necessary to effect the conversion of all of the preferred stock and exercise of all the warrants outstanding.

Using a fair value approach, the value of the net proceeds raised in the private placement transaction on February 7, 2007 was ratably allocated to the preferred stock and warrants according to the following methodology. The Company priced the series A, J, and C warrants using a valuation model provided by the placement agent, which took into consideration time value, volatility, market liquidity, and an assumed risk-free rate. The Company then multiplied the per share valuation of the warrants by their total respective underlying shares to arrive at a total valuation for the warrants. The Company multiplied the total number of preferred stock in the offering by the per share sales price of \$2.33 to arrive at total valuation for the preferred stock. Upon determining the total valuation of both securities, the Company interpolated each individual securities pro-rata contribution. In accordance with EITF 00-27, the Company also calculated the value of the beneficial conversion feature of the convertible preferred stock by using the effective conversion method. The beneficial conversion feature was recognized as a constructive preferred dividend and accordingly, it was immediately charged against the Company's retained earnings because the convertible preferred stock was convertible upon issuance.

The preferred stock is convertible into an aggregate of 10,287,554 shares of common stock.

The following table provides the total number of shares of fully diluted common stock.

	Number of Shares
Common Stock Outstanding	19,712,446
Common Stock Issuable upon-:	
- Conversion of Preferred Stock	10,287,554
- Exercise of Warrants	24,289,269
Total Amount of Fully Diluted Common Stock	54,289,269

In the event of a voluntary or involuntary liquidation, holders of preferred stock are entitled to a liquidation preference of \$2.33 per share. This amount is in excess of the stock's par value of \$0.0001. The convertible preferred stock is cumulative, non-participating, and non-redeemable, and as such, there is no related sinking fund. The preferred stock contains a mandatory conversion to common stock within two years of the effective date of the registration statement

related to such preferred stock if the Company's common stock at expiration is above the closing price of \$5.00.

The Company under its financing agreement, as described in Note 19, has required Fame Good, from its own holdings, to deposit into an escrow account 9,000,000 shares of common stock to be transferred to investors in the event that the Company does not achieve earnings per share of \$0.465 based on 30,000,000 shares outstanding for the year ended December 30, 2007, and net income of \$22,000,000 for the year ended December 30, 2008. The Company is also required under its financing agreement to gain listing on the NASDAQ Capital or NASDAQ Global stock market by December 31, 2007. A more detailed description of the threshold that the Company must achieve can be found in Exhibit 10.4 "Securities Escrow Agreement" dated February 7, 2007 at the SEC's website. The Company is not required to issue more shares or net cash settle to counterparty for shares initially delivered upon settlement that are subsequently sold by the counterparty, and the sales proceeds are insufficient to provide the counterparty with full return of the amount due (there are no "top-off" or "make-whole" provisions). The escrowed shares are shown on the balance sheet as shares outstanding; accordingly, they are included in the Company's earnings per share calculation.

The Company under its financing agreement and related registration rights agreement date February 7, 2007 ("closing date") must pay liquidated damages if it fails to meet the following five requirements: (A) file a registration statement within 30 days of the closing of the financing, (B) registration statement is not declared effective within 150 days after closing, (C) company does not file for acceleration after the Company has been notified its statement will no longer be reviewed, (D) the registration statement ceases to be effective and is not subsequently filed with new registration statement that covers those securities, and (E) or the Company's common stock becomes delisted on the OTC or other such exchange, or is no longer quoted. The registration rights agreements does not provide for alternative terms of settlement. The Company has calculated the maximum amount of liquidating damages to be \$1,143,844 if the company fails to meet on of the above stated requirements, based on a calculation using the following assumptions: (1) stated maximum of 15% of the Holder's original investment, (2) gross proceeds of \$23,970,000, (3) 10,000,000 shares that are being applied for registration, and (4) total number of share intended to be registered 31,433,476, all being subject to Rule 415.

The Company has accrued a liability for the liquidated damages of \$1,143,844 which reflects the maximum.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
(Stated in US Dollars)

16. COMMITMENTS OF STATUTORY RESERVE

In compliance with PRC laws, the Company is required to appropriate 10% of its net income to its statutory reserve up to a maximum of 50% of an enterprise's registered paid in capital. The Company had future unfunded commitments, as provided below:

	September 30, 2007	December 31, 2006
Common Stock Capital	\$ 12,351,573	\$ 12,351,573
50% maximum thereof	\$ 6,175,786	\$ 6,175,786
<u>Less: Amounts Appropriated to Statutory Reserve</u>	<u>622,151</u>	<u>622,151</u>
Unfunded Commitment	\$ 5,553,635	\$ 5,553,635

17. OTHER INCOME

	Nine months ended September 30, 2007	Nine months ended September 30, 2006
Tax Refund	\$ -	\$ -
Sundry Income	-	31,167
	\$ -	\$ 31,167

18. INCOME TAXES

All of the Company's operations are in the PRC, and in accordance with the relevant tax laws and regulations of PRC, the corporation income tax rate is 33%; however, the Company was approved as a highly advanced technology foreign investment enterprise in November 2005, and in accordance with the relevant regulations regarding the favorable tax treatment for high technology companies, the Company is entitled to a two year tax exemption. Following the expiration of this tax exemption, the Company will be required to pay 7.5% tax rate for the next three years. Beginning November 2010, the Company will be allowed a 15% tax rate as long as the Company is located and registered in the high and advanced technology development zone. Before expiration of the aforementioned two year tax exemption, the company also applied for a six year tax-free holiday under newly enacted PRC tax laws. Management believes it will be imminently granted such a holiday by the relevant Chinese government authorities; therefore, for the years ended December 31, 2006, 2005, and 2004 the Company made no provision for income taxes. On February 7, 2007, income from the Company's foreign subsidiaries became subject to U.S. income tax law; however, this tax is deferred until foreign source income is repatriated to the Company, which has not yet occurred.

Wuhan General Group (China) Inc.
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19. FINANCING – ISSUANCE OF SERIES A CONVERTIBLE PREFERRED STOCK

On February 7, 2007, the Company entered into a Series A Convertible Preferred Stock Purchase Agreement (the “Stock Purchase Agreement”) with nine institutional investors pursuant to which the Company issued to the investors an aggregate of 10,287,554 shares of Series A Convertible Preferred Stock (the “Preferred Stock”) at \$2.33 per share for gross proceeds of \$23,970,000. The Preferred Stock is convertible into shares of the Company’s common stock on a 1-for-1 basis. Holders of preferred stock are entitled to a dividend equal to 5% per annum of the amount invested, subject to adjustment. These dividends are payable quarterly.

Pursuant to the Stock Purchase Agreement, the Company issued to the investors, on a pro rata basis, warrants to purchase an aggregate of 6,172,531 shares of common stock at an exercise price of \$2.57 per share (subject to adjustment), expiring five years from the date of issuance. Certain of the investors (those investing at least \$2 million) received additional warrants to purchase an aggregate of 9,358,370 shares at a price of \$2.33 per share for a term of 21 months, as well as warrants to purchase an aggregate of 5,615,021 shares at a price of \$2.57 per share, for a term of five years.

A portion of the net proceeds from the sale of preferred stock and warrants was used to pay for part of the construction costs of the turbine manufacturing facility in Wuhan, China and the purchase of equipment to be used in that facility. The remaining net proceeds were used for working capital.

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Wuhan General Group (China) Inc.
Notes to Financial Statements
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20. EARNINGS PER SHARE

Components of basic and diluted earnings per share were as follows:

	3 months ended September 30, 2007	9 months ended September 30, 2007	3 months ended September 30, 2006	9 months ended September 30, 2006
Net Income (A)	\$ 6,554,851	\$ 12,590,960	\$ 1,557,369	\$ 2,899,404
Preferred Dividends (B)	299,625	773,279	-	-
Constructive Preferred Dividends (C)	-	10,501,982	-	-
Income Available to Common Stockholders (D)	\$ 6,255,226	\$ 1,315,699	\$ 1,557,369	\$ 2,899,404
Basic Weighted Average Shares Outstanding (E)	19,712,446	19,712,446	19,712,446	19,712,446
Dilutive Shares:				
- Addition to Common Stock from Conversion of Preferred Stock	10,287,554	8,877,778	-	-
- Addition to Common Stock from Exercise of Warrants	16,200,613	10,532,417	-	-
Diluted Weighted Average Shares Outstanding: (F)	46,200,613	39,122,641	19,712,446	19,712,446
Earnings Per Share				
- Basic (D)/(E)	\$ 0.32	\$ 0.07	\$ 0.08	\$ 0.15
- Diluted (A)/(F)	\$ 0.14	\$ 0.32	\$ 0.08	\$ 0.15
Weighted Average Shares Outstanding				
- Basic	19,712,446	19,712,446	19,712,446	19,712,446
- Diluted	46,200,613	39,122,641	19,712,446	19,712,446

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Wuhan General Group (China) Inc.
Notes to Financial Statements
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21. OPERATING SEGMENTS

The Company individually tracks the performance of its two operating subsidiaries: Wuhan Blower and Wuhan Generating Equipment. Wuhan Blower is primarily engaged in the design, manufacture, installation, and service of blowers. Wuhan Generating Equipment is primarily engaged in the design, manufacture, installation, and service of power generating equipment. Below is a presentation of the Company's Statement of Income and Balance Sheet for its operating subsidiaries at September 30, 2007, and for the nine months then ended. The Company has also provided reconciling adjustments with the Company and its intermediate holding company, UFG.

	Wuhan Blower	Wuhan Generating Equipment	Company, UFG, Adjustments	Total
Sales	30,217,094	30,125,680	-	60,342,774
Cost of Sales	18,678,246	21,832,961	-	40,511,207
Gross Profit	11,538,848	8,292,719	-	19,831,567
Operating Expenses	3,631,391	857,872	959,728	5,448,991
Other Income (Expenses)	(680,629)	(1,221)	(1,111,191)	(1,793,042)
Earnings before Tax	7,226,827	7,433,625	(2,069,493)	12,590,960
Tax	-	-	-	-
Net Income	7,226,827	7,433,625	(2,069,493)	12,590,960

	Wuhan Blower	Wuhan Generating Equipment	Company, UFG, Adjustments	Total
Current Assets	65,200,163	12,473,192	(11,843,746)	65,829,609
Non Current Assets	21,411,087	9,163,497	-	30,574,584
Total Assets	86,611,250	21,636,689	(11,843,746)	96,404,193
Current Liabilities	59,429,942	7,469,875	(23,599,459)	44,444,202
Total Liabilities	59,429,942	7,469,875	(23,599,459)	44,444,202
Net Assets	27,181,308	14,166,815	10,611,868	51,959,991
Total Liabilities & Net Assets	86,611,250	21,636,689	(11,843,748)	96,404,193

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Wuhan General Group (China) Inc.
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(Stated in US Dollars)

22. CONTINGENCY

A former promoter has contacted the Company claiming that it is entitled to receive shares of the company's common stock in connection with services that it purported to render. The Company disputes this assertion and denies that the promoter is entitled to this compensation. Management believes that the Company has valid defenses to the claim of the promoter and plans to defend vigorously these allegations

23. MAJOR DEVELOPMENT IN SALES

In July 2007, the Company entered into a contract with Jiangsu Huangli Paper Industry Co., Ltd. to build a thermal electric power plant with four boiler furnaces and two turbine generator groups in Jiangyin, Jiangsu. The Company expects to receive approximately \$26.37 million to construct this power plant, and this total amount will be paid to the Company in monthly payments over a period of one year. If Jiangsu Huangli fails to make timely payments to the Company, the Company is contractually bound to assume the cost to continue with the construction of the power plant. Although the Company does not currently anticipate this happening, if the Company was required to assume construction costs, the power plant project would become a joint venture between the Company and Jiangsu Huangli. The Company plans to complete the power plant around June 30, 2008.

The Company records revenue for the contract with Huangli under the percentage of completion method. The Company obtains independent certification of completion in order to determine the progress of the contract.

The Company does not plan on using the power plant as part of its own operations. Huangli is located in the Jiangsu Province, and the Company is located in the Hubei Province. The two companies are too far apart in physical distance for the power plant to be able to provide electricity for the manufacture of Wuhan General's products; however, in the event that the power plant becomes a joint venture between Huangli and the Company, the joint venture will sell electricity to Huangli.

Jiangsu Huangli Paper Industry Co., Ltd. is not a related party.

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2,903,213 Shares

of

Common Stock

of

Wuhan General Group (China), Inc.

PROSPECTUS

The date of this prospectus is February 7, 2008.
