

QUADRAMED CORP  
Form 10-Q  
November 13, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

**Quarterly Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934  
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2007**

Or

**Transition Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**Commission File Number: 001-32283**

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**QUADRAMED CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**DELAWARE**  
(State or Other Jurisdiction of

Incorporation or Organization)

**12110 SUNSET HILLS ROAD, SUITE 600, RESTON, VIRGINIA**  
(Address of Principal Executive Offices)

**(703) 709-2300**

**52-1992861**  
(IRS Employer

Identification No.)

**20190**  
(Zip Code)

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(Registrant's Telephone Number, Including Area Code)

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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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

As of November 9, 2007, there were 44,587,550 shares of the Registrant's common stock outstanding, par value \$0.01.

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**REPORT ON FORM 10-Q**  
**FOR THE QUARTER ENDED SEPTEMBER 30, 2007**  
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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****QUADRAMED CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS**

(in thousands, except per share amounts)

(unaudited)

	September 30, 2007	December 31, 2006
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 10,729	\$ 32,596
Short-term investments	13,222	10,703
Accounts receivable, net of allowance for doubtful accounts of \$1,636 and \$2,612, respectively	21,195	20,358
Unbilled receivables	6,428	4,253
Deferred contract expenses	7,227	5,438
Prepaid expenses and other current assets, net of allowance on other receivable of \$910 and \$833, respectively	6,279	5,410
<b>Total current assets</b>	<b>65,080</b>	<b>78,758</b>
Restricted cash	2,379	2,341
Long-term investments	1,242	1,244
Property and equipment, net of accumulated depreciation and amortization of \$22,402, and \$21,131, respectively	3,439	2,557
Goodwill	40,496	25,983
Intangible assets	12,547	2,132
Other non-current assets	3,179	3,183
<b>Total assets</b>	<b>\$ 128,362</b>	<b>\$ 116,198</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 5,500	\$ 3,493
Accrued payroll and related expenses	8,812	8,720
Accrued exit cost of facility closing	1,338	1,547
Dividends payable	1,375	3,775
Deferred revenue	51,864	46,347
Other accrued liabilities	3,266	4,119
<b>Total current liabilities</b>	<b>72,155</b>	<b>68,001</b>
Accrued exit cost of facility closing, net of current	1,099	2,066
Deferred income taxes	1,267	1,042
Other long-term liabilities	2,801	2,618
<b>Total liabilities</b>	<b>77,322</b>	<b>73,727</b>

**Commitments and Contingencies**

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<b>Stockholders equity</b>		
Preferred stock, \$0.01 par, 5,000 shares authorized, 4,000 shares issued and outstanding, respectively	96,144	93,290
Common stock, \$0.01 par, 150,000 shares authorized; 44,841 and 43,678 shares issued and 44,384 and 43,221 outstanding, respectively	449	437
Shares held in treasury	(5)	(5)
Additional paid-in-capital	308,520	304,504
Accumulated other comprehensive loss	(31)	(49)
Accumulated deficit	(354,037)	(355,706)
<b>Total stockholders equity</b>	51,040	42,471
<b>Total liabilities and stockholders equity</b>	\$ 128,362	\$ 116,198

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**QUADRAMED CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share amounts)

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
<b>Revenue</b>				
Services	\$ 4,348	\$ 4,107	\$ 12,887	\$ 9,845
Maintenance	14,115	14,802	42,274	42,605
Installation and other	3,081	2,894	8,323	9,050
Services and other revenue	21,544	21,803	63,484	61,500
Licenses	10,940	10,883	29,129	31,268
Hardware	424	346	3,863	1,220
<b>Total revenue</b>	32,908	33,032	96,476	93,988
<b>Cost of revenue</b>				
Cost of services and other revenue	9,722	6,307	25,434	19,977
Royalties and other	4,237	3,034	11,273	8,789
Amortization of acquired technology and capitalized software		748	825	2,699
Cost of license revenue	4,237	3,782	12,098	11,488
Cost of hardware revenue	146	347	3,533	1,093
<b>Total cost of revenue</b>	14,105	10,436	41,065	32,558
<b>Gross margin</b>	18,803	22,596	55,411	61,430
<b>Operating expense</b>				
General and administration	4,464	4,325	12,916	15,143
Software development	8,144	7,814	23,218	24,815
Sales and marketing	4,536	3,798	12,345	11,037
Amortization of intangible assets and depreciation	707	1,035	2,505	3,239
<b>Total operating expenses</b>	17,851	16,972	50,984	54,234
<b>Income from operations</b>	952	5,624	4,427	7,196
<b>Other income (expense)</b>				
Interest expense, includes non-cash charges of \$20, \$85 and \$104, \$306, respectively	(24)	(85)	(107)	(311)
Interest income	699	501	1,916	1,266
Other income	17	40	503	94
<b>Other income</b>	692	456	2,312	1,049

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<b>Income from operations before income taxes</b>	\$ 1,644	\$ 6,080	\$ 6,739	\$ 8,245
Provision for income taxes	(142)	(101)	(413)	(262)
<b>Net income</b>	\$ 1,502	\$ 5,979	\$ 6,326	\$ 7,983
Preferred stock dividends, premium and accretion	(2,024)	(1,522)	(4,657)	(4,519)
<b>Net (loss) income attributable to common shareholders</b>	\$ (522)	\$ 4,457	\$ 1,669	\$ 3,464
<b>(Loss) income per share</b>				
Basic	\$ (0.01)	\$ 0.11	\$ 0.04	\$ 0.08
Diluted	\$ (0.01)	\$ 0.08	\$ 0.04	\$ 0.08
<b>Weighted average shares outstanding</b>				
Basic	43,846	42,156	43,881	41,788
Diluted	43,846	78,093	47,320	45,674

The accompanying notes are an integral part of these condensed consolidated financial statements

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**QUADRAMED CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF**  
**CHANGES IN STOCKHOLDERS' EQUITY**

(in thousands)

(unaudited)

	Preferred Stock		Common Shares		Treasury Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31, 2006	4,000	\$ 93,290	43,678	\$ 437	(457)	\$ (5)	\$ 304,504	\$ (49)	\$ (355,706)	\$ 42,471
Issuance of common stock			1,122	12			2,060			2,072
Preferred stock dividends									(1,803)	(1,803)
Issuance of common stock under ESPP program			41				122			122
Accretion of preferred stock		2,854							(2,854)	
Amortization of deferred compensation							288			288
Stock-based compensation							1,546			1,546
Net unrealized gain on available-for-sale securities								23		23
Foreign currency translation								(5)		(5)
Net income									6,326	6,326
<b>Balance, September 30, 2007</b>	<b>4,000</b>	<b>\$ 96,144</b>	<b>44,841</b>	<b>\$ 449</b>	<b>(457)</b>	<b>\$ (5)</b>	<b>\$ 308,520</b>	<b>\$ (31)</b>	<b>\$ (354,037)</b>	<b>\$ 51,040</b>

The accompanying notes are an integral part of these condensed consolidated financial statements



**Table of Contents****QUADRAMED CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
<b>Cash flows from operating activities</b>				
Net income	\$ 1,502	\$ 5,979	\$ 6,326	\$ 7,983
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	707	1,782	3,331	5,936
Deferred compensation amortization	95	96	287	290
Dividend discount amortization	2	69	50	251
Provision for bad debts			181	820
Stock-based compensation	807	228	1,546	697
Gain on sales of investments	(14)		(43)	
Interest expense on note payable	18	18	54	57
Interest income on investments	(25)		(75)	
Other				(21)
Changes in assets and liabilities:				
Accounts receivable	1,423	2,453	2,873	5,935
Prepaid expenses and other	41	1,910	4,912	2,196
Accounts payable and accrued liabilities	3,563	(644)	(1,013)	(5,234)
Deferred revenue	(4,013)	(8,858)	(539)	(6,472)
Cash provided by operating activities	4,106	3,033	17,890	12,438
<b>Cash flows from investing activities</b>				
Decrease (increase) in restricted cash	56	82	(38)	105
Purchases of available-for-sale securities	(13,279)	(6,030)	(46,799)	(6,707)
Proceeds from sale of assets and available-for-sale securities	23,624	1,951	44,323	2,609
Purchases of property and equipment	(934)	(231)	(1,474)	(731)
Cash paid in the acquisition of the Computerized Patient Record business	(33,674)		(33,674)	
Other	(26)	(30)	(36)	5
Cash used in investing activities	(24,233)	(4,258)	(37,698)	(4,719)
<b>Cash flows from financing activities</b>				
Payment of preferred stock dividends	(1,375)	(1,625)	(4,253)	(4,875)
Proceeds from issuance of common stock and other	759	181	2,194	599
Cash used in financing activities	(616)	(1,444)	(2,059)	(4,276)
Net (decrease) increase in cash and cash equivalents	(20,743)	(2,669)	(21,867)	3,443
<b>Cash and cash equivalents</b> , beginning of period	31,472	39,154	32,596	33,042
<b>Cash and cash equivalents</b> , end of period	\$ 10,729	\$ 36,485	\$ 10,729	\$ 36,485
<b>Supplemental disclosure of cash flow information</b>				
Cash paid for taxes	\$ 32	\$ 13	\$ 514	\$ 26

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Non-cash transfer of liabilities for implementation of SAB 108 to accumulated deficit	\$	\$	\$	\$ 1,915
Dividends declared	\$ 1,803	\$	\$	\$

The accompanying notes are an integral part of these condensed consolidated financial statements

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2007**

**(unaudited)**

**1. THE COMPANY**

The business mission of QuadraMed Corporation, incorporated in the state of Delaware, along with our subsidiaries ( QuadraMed or the Company ), provides products that advance the success of healthcare organizations through IT solutions that leverage quality care into positive financial outcomes. QuadraMed offers health information management ( HIM ) processes and systems combined with patient accounting systems through our Care-Based Revenue Cycle solutions. Our products and services are sold to healthcare organizations of varying size, from small single entity hospitals to large multi-facility care delivery organizations, acute care hospitals, specialty hospitals, Veterans Health Administration facilities and associated/affiliated businesses such as outpatient clinics, long-term care facilities, and rehabilitation hospitals. Our products are sold as standalone, bundled or fully integrated software packages. In September 2007, we acquired the assets and related business of Misys Computerized Patient Record ( CPR Business ).

QuadraMed's driving principles include: maintaining long-term client relationships, building a culture of customer care, focusing on innovation as the key to success, and striving to always deliver value. QuadraMed offers innovative, user-friendly software applications designed and developed by the healthcare professionals and software specialists we employ.

In the healthcare market, clinical information and quality measurements are becoming drivers of revenue management. Access management, financial decision support, HIM processes and systems combined with patient accounting systems are driving revenue management improvements and the movement to new quality-based reimbursement models. As evolving reimbursement scenarios will challenge hospitals to leverage quality of care into appropriate payment, we believe that clients committing to QuadraMed's Care-Based Revenue Cycle solutions will realize improved financial performance. QuadraMed's goal is to assist our clients in attaining significant improvement in financial success by leveraging quality of care into positive financial outcomes through performance-based IT solutions. We seek to accomplish this goal by delivering healthcare information technology products and services that support the healthcare organizations' efforts to improve the quality of the care they provide and the efficiency with which it is delivered.

Using QuadraMed's solutions that are designed to optimize the patient experience and leverage quality of care into payment, our clients seek to receive the proper reimbursement, in the shortest time, at the lowest administrative cost. Our products are designed to eliminate paper, improve processes, streamline efficiencies and decrease error through the efficient management of patient clinical and financial records, resulting in better patient safety. We do business directly and through our subsidiaries, all of which are wholly owned and operated under common management.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Financial Statement Presentation**

These condensed consolidated financial statements are unaudited and have been prepared in conformity with generally accepted accounting principles in the United States ( GAAP ) and pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ) regarding interim financial reporting. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States for complete financial statements. We suggest that you read these interim financial statements in conjunction with the consolidated financial statements, and the notes thereto, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006, filed on March 16, 2007. In the opinion of

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

management, the condensed consolidated financial statements for the periods presented herein include all normal and recurring adjustments that are necessary for a fair presentation of the results for these interim periods. The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the results for the entire year ending December 31, 2007.

**Principles of Consolidation**

These condensed consolidated financial statements, which include the accounts of QuadraMed and all significant business divisions and wholly owned subsidiaries, have been prepared in conformity with (i) GAAP and (ii) the rules and regulations of the SEC. All significant intercompany accounts and transactions between QuadraMed and its subsidiaries are eliminated in consolidation.

**Use of Estimates in Preparation of Financial Statements**

QuadraMed makes estimates, assumptions and judgments that affect the reported amounts of assets and liabilities, contingent assets and liabilities, revenues and expenses. Significant estimates and assumptions have been made regarding revenue recognition, the allowance for doubtful accounts, contingencies, litigation, intangibles resulting from our purchase business combinations and other amounts. QuadraMed bases its estimates and assumptions on historical experience and on various other assumptions which management believes to be reasonable under the circumstances. Uncertainties inherent in these estimates include, among other things, significant estimates within percentage-of-completion accounting. In addition, QuadraMed annually reviews its estimates related to the valuations of intangibles including acquired technology, goodwill, customer lists, trademarks and other intangibles and capitalized software. Actual results may differ materially from these estimates and assumptions.

**Reclassifications**

QuadraMed has grown through multiple acquisitions based on a product-centric organizational structure. Acquired entities such as Tempus Software, Inc. and Détente Systems Pty Limited had been operated as standalone business units, rather than centralized business functions. Historically, our organizational structure contained several departments and remote locations which performed multiple levels of tasks in a cross-functional environment in order to manage and support specific product lines within the Company. In connection with our corporate vision, mission statement and executive management philosophy, during 2006 and early 2007 we implemented a new organizational structure designed to capitalize on our internal resources and strengths. The new structure supports centralized operations, standardized processes and optimizes functional-based expertise. As a result, certain reclassifications have been made to prior year revenue and expenses classifications to conform to the current year presentation. Such reclassifications include the reclassification of certain revenue components to more appropriately identify individual elements such as services, installation and hardware within our revenue mix, along with any associated cost elements, as well as reclassifications of certain employee related expenses to better align functions performed with financial classifications.

**Revenue Recognition**

QuadraMed's revenue is principally generated from three sources: (i) licensing arrangements, (ii) services and (iii) hardware.

The Company's license revenue consists of fees for licenses of the proprietary and third-party software. Cost of license revenue primarily includes the costs of third-party software, royalties and amortization of

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

acquired technology and capitalized software. The Company's services revenue consists of maintenance, software installation, customer training and consulting services related to our license revenue, fees for providing management services, specialized staffing, and analytical services. Cost of services consists primarily of salaries, benefits and allocated costs related to providing such services. Hardware revenue includes third-party hardware used by our customers in connection with software purchased. Cost of hardware revenue consists of third-party equipment and installation.

QuadraMed licenses its products through its direct sales force. The Company's license agreements for such products do not provide for a right of return, and historically, product returns have not been significant.

QuadraMed recognizes revenue on its software products in accordance with AICPA Statement of Position (SOP) 97-2, *Software Revenue Recognition*, as amended; SOP 81-1, *Accounting for Performance of Construction-Type and Certain Production-Type Contracts*; and SEC Staff Accounting Bulletin (SAB) 104, *Revenue Recognition*.

QuadraMed recognizes revenue when all of the following criteria are met: there is persuasive evidence of an arrangement; the product has been delivered; we no longer have significant obligations with regard to implementation; the fee is fixed and determinable; and collectibility is probable. Delivery is considered to have occurred when title and risk of loss have been transferred to the customer, which generally occurs when media containing the licensed programs is provided to a common carrier. The Company considers all arrangements with payment terms extending beyond 180 days to be neither fixed nor determinable. Revenue for arrangements with extended payment terms is recognized when the payments become due, provided all other recognition criteria are satisfied. The Company typically defers revenue and recognizes revenue on a cash basis for renewals of term license and support if the Company's initial assessment is modified by facts and circumstances and collection is no longer deemed probable. Revenue may also be deferred and recognized on a cash basis if there is a contractual dispute and payments are delayed. Revenue is recognized when the collection becomes reasonably assured and/or the contract dispute is resolved.

QuadraMed allocates revenue to each element in a multiple-element arrangement based on the element's respective fair value, with the fair value determined by the price charged when that element is sold separately. Specifically, QuadraMed determines the fair value of the maintenance portion of the arrangement based on the price if sold separately and measured by the renewal rate offered to the customer. The professional services portion of the arrangement is based on hourly rates which QuadraMed charges for these services when sold separately from software. If evidence of fair value of all undelivered elements exists but evidence does not exist for one or more delivered elements, then revenue is recognized using the residual method. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. The proportion of revenue recognized upon delivery varies from quarter-to-quarter depending upon the mix of licensing arrangements, perpetual or term-based, and the determination of vendor-specific objective evidence (VSOE) of fair value for undelivered elements. Many of our licensing arrangements include fixed implementation fees and do not allow us to recognize license revenue until these services have been performed. We recognize revenue only after establishing that we have VSOE for all undelivered elements.

Some of the licenses are term or time-based licenses. QuadraMed recognizes revenue from these contracts ratably over the term of the arrangement. Post-contract Customer Support (PCS) for all of the license term is bundled together with the term license and is included in license revenue on our consolidated financial statements.

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

Contract accounting is applied where services include significant software modification, installation or customization. In such instances, the services and license fee is accounted for in accordance with SOP 81-1, whereby the revenue is recognized, generally using the percentage-of-completion method measured on labor input hours. QuadraMed uses the completed-contract method of revenue recognition rather than the percentage-of-completion method for contracts with short implementation service periods (typically less than 3-9 months) and in circumstances in which the Company's financial position and results of operations would not vary materially from those resulting from the use of the percentage-of-completion method. If increases in projected costs-to-complete are sufficient to create a loss contract, the entire estimated loss is charged to operations in the period the loss first becomes known. The complexity of the estimation process and judgment related to the assumptions, risks and uncertainties inherent with the application of the percentage-of-completion method of accounting can affect the amounts of revenue and related expenses reported in its consolidated financial statements. The Company classifies revenues from these arrangements as license, installation, hardware, and services revenue based on the estimated fair value of each element using the residual method, and revenues are reflected in respective revenue categories in our consolidated financial statements.

Service revenues from software maintenance and support are recognized ratably over the maintenance term, which in most cases is one year. Service revenues from training, consulting and other service elements are typically recognized as the services are performed.

Hardware revenue is generated primarily from transactions in which customers purchased bundled solutions that included the Company's software and third-party hardware. If the bundled solution includes services that provide significant modification, installation or customization, contract accounting is applied in accordance with SOP 81-1, whereby the revenue is recognized, generally using the percentage-of-completion method measured on labor input hours. Otherwise, hardware revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collection is reasonably assured.

Deferred revenue includes amounts billed to or received from customers for which revenue has not been recognized. This generally results from deferred maintenance, software installation, consulting and training services not yet rendered; license revenue is deferred until all revenue requirements have been met or as services are performed. Additionally, there are term-based licenses for which revenues are recognized over the term of the contract, which is generally one year. Unbilled receivables are established when revenue is deemed to be recognized based on QuadraMed's revenue recognition policy, however the Company does not have the right to bill the customer per the contract terms.

**Cash and Cash Equivalents**

Cash and cash equivalents is comprised principally of money market instruments and demand deposits with financial institutions. These instruments carry insignificant interest rate risk.

**Investments**

QuadraMed considers its holdings of short-term and long-term securities, consisting primarily of fixed income securities, to be available-for-sale securities. The difference between cost or amortized cost (cost adjusted for amortization of premiums and accretion of discounts that are recognized as adjustments to interest income) and fair value, representing unrealized holdings gains or losses, net of the related tax effect, if any, is recorded, until realized, as a separate component of stockholders' equity. Gains and losses on the sale of debt securities are determined on a specific identification basis. Realized gains and losses are included in other income (expense) in the accompanying Consolidated Statements of Operations.

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable consist primarily of amounts due to QuadraMed from its normal business activities. QuadraMed provides an allowance for doubtful accounts to reflect the expected non-collection of accounts receivable based on past collection history and specific identified risks.

**Concentration of Credit Risk**

Accounts receivable subject QuadraMed to its highest potential concentration of credit risk. QuadraMed reserves for credit losses and does not require collateral on its trade accounts receivable. In addition, QuadraMed maintains cash and investment balances in accounts at various domestic banks and brokerage firms. QuadraMed is insured by the Federal Deposit Insurance Corporation for up to \$100,000 at each bank. Balances maintained at the brokerage firms are not insured.

**Property and Equipment**

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives, which are generally three years for computer equipment and purchased software and five years for office furnishings and equipment. Leasehold improvements are amortized over the shorter of the term of the lease or the useful life (generally 10 years). Maintenance and repair costs are expensed as incurred. QuadraMed reviews property and equipment for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

**Goodwill and Intangible Assets**

We record as goodwill the excess of purchase price over the fair value of the identifiable net assets acquired in accordance with Statements of Financial Accounting Standards ( SFAS ) No. 141, Business Combinations. The determination of fair value of the identifiable net assets acquired was determined based upon a third party valuation and evaluation of other information.

SFAS No. 142, Goodwill and Other Intangible Assets, prescribes a two-step process for impairment testing of goodwill and intangibles with indefinite lives, which is performed annually, as well as when an event triggering impairment may have occurred. The first step tests for impairment, while the second step, if necessary, measures the impairment. We elected to perform its annual analysis during the first quarter of each fiscal year and no indicators of impairment have been identified.

Intangible assets subject to amortization include trademarks, customer marketing and technology related assets. Such intangible assets are amortized based on the estimated economic benefit over their estimated useful lives, which are generally two to ten years.

**Impairment of Long-Lived Assets**

We review long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be fully recoverable. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the difference between the fair value and the carrying value of the asset. We had no such impairments for the nine months ended September 30, 2007 and 2006.

**Accounting for and Disclosure of Guarantees and Indemnifications**

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QuadraMed's software license agreements generally include a performance guarantee that QuadraMed's software products will substantially operate as described in the applicable program documentation for a period of 90 days after delivery. QuadraMed also generally warrants that services performed will be provided in a manner



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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

consistent with reasonably applicable industry standards. To date, QuadraMed has not incurred any material costs associated with these warranties. QuadraMed's software license agreements typically provide for indemnification of customers for claims for infringement of intellectual property. To date, no such claims have been filed against the Company.

**Stock-Based Compensation**

In December 2004, the FASB issued SFAS No. 123(R), *Share-Based Payment*, which is a revision of SFAS No. 123. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their grant-date fair values, using prescribed options-pricing models. We have adopted SFAS No. 123(R) for our fiscal year beginning January 1, 2006. See Note 12 Stock-based Compensation.

**Net Income (Loss) Per Share**

Basic income (loss) per share is determined using the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is determined using the weighted average number of common shares and common equivalent shares outstanding during the period. Common equivalent shares consist of shares issuable upon the exercise of stock options and warrants (using the treasury stock method) and conversion of preferred stock (using the as-converted method). Common equivalent shares are excluded from the diluted computation if their effect is anti-dilutive.

**3. RECENT ACCOUNTING PRONOUNCEMENTS**

In September 2006, EITF 06-4, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements*, ( EITF 06-4 ) was issued and is effective for fiscal years beginning after December 15, 2007. EITF 06-4 requires that, for split-dollar life insurance arrangements that provide a benefit to an employee that extends to postretirement periods, an employer should recognize a liability for future benefits in accordance with SFAS No. 106. EITF 06-4 requires that recognition of the effects of adoption should be either by (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. We do not expect the adoption to have a material impact on our results of operations or on our financial position.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. The provisions of SFAS No. 157 are effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently analyzing the impact, if any, of SFAS No. 157 on our results of operations or our financial position.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Asset and Financial Liability: Including an amendment to FASB Statement No. 115* ( SFAS No. 159 ). The standard permits all entities to elect to measure certain financial instruments and other items at fair value with changes in fair value reported in earnings. SFAS No. 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The adoption of SFAS No. 159 is not expected to have a material impact on our results of operations or our financial position.

**Table of Contents****QUADRAMED CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2007****(unaudited)****4. ACQUISITION OF THE MISYS COMPUTERIZED PATIENT RECORD BUSINESS**

On September 23, 2007, the Company, through QuadCopper, LLC, a Delaware limited liability company and indirect, wholly-owned subsidiary of the Company, completed its acquisition of substantially all of the Computerized Patient Record ( CPR ) assets and related business (the CPR Business ) from Misys Hospital Systems, Inc. ( MHS ), a division of Misys plc, pursuant to the previously announced asset purchase agreement (the Agreement ), dated July 22, 2007, by and among MHS, Misys plc, QuadCopper LLC, and the Company. Pursuant to the terms of the Agreement, the Company paid \$33 million in cash for the CPR Business. As a result of the acquisition, QuadraMed believes that it is in a better position to compete for clinical information systems business in large hospitals and multi-facility engagements and further believes that it provides the opportunity to compete as a single-source supplier of clinical, administrative and financial applications.

The total purchase price, including related acquisition costs of approximately \$0.7 million, was approximately \$33.7 million. The cash used by the Company to acquire the CPR Business came from the Company's available cash and the conversion of short term investments to cash. No gains or losses were recorded as the investments were not sold prior to their maturity dates.

The results of the CPR Business operations have been included in the consolidated financial statements since the date of acquisition.

The following table summarizes the preliminary estimated fair values of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

CPR Business assets and liabilities	\$ 6,761
Identifiable intangible assets	
Trade Names (2 years - straight line amortization)	300
Technology (10 years - sum of years digits amortization)	5,400
Customer Relationships (10 years - sum of years digits amortization)	6,700
Total identifiable intangible assets	12,400
Goodwill	14,513
Net Asset Acquired	\$ 33,674

We expect that the purchase price allocation will be finalized by December 31, 2007.

The purchase price includes \$14.5 million in goodwill, which will be amortized over 15 years for income tax purposes.

The following table summarizes unaudited pro forma financial information assuming that the CPR Business acquisition had occurred on January 1, 2006. This unaudited pro forma financial information was prepared by adding the operations of the CPR Business, as operated by Misys, to QuadraMed's actual operating results for the same periods, with adjustments for elements excluded by the Agreement. These pro forma operating results do

**Table of Contents****QUADRAMED CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2007****(unaudited)**

not represent what we believe would have occurred if the transaction had taken place on the dates presented and should not be taken as representative of our future consolidated results of operations or financial position:

	<b>Pro forma</b>		<b>Pro forma</b>	
	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Unaudited - in thousands)</b>		<b>(Unaudited - in thousands)</b>	
Revenue	\$ 38,677	\$ 39,923	\$ 116,887	\$ 115,327
Net income attributable to common shareholders	\$ (2,661)	\$ 2,196	\$ (4,056)	\$ (4,273)
Basic earnings per share	\$ (0.06)	\$ 0.05	\$ (0.09)	\$ (0.10)
Diluted earnings per share	\$ (0.06)	\$ 0.05	\$ (0.09)	\$ (0.10)

**5. EXIT COST OF FACILITY CLOSINGS****Financial Services Division**

Due to increasing operating losses in our Financial Services Division ( FSD ), and the lack of a qualified buyer for the business, we announced the shutdown of this division on December 15, 2004. The shutdown of this division was completed on February 14, 2005. The lease associated with this facility does not terminate until May 2008. Our annual cost under the lease is approximately \$0.2 million for the remainder of 2007 and \$0.3 million in 2008. At the time of the facility closing, we estimated the facility closing costs based upon then current and available market information related to potential sublease rental income, sublease commission costs and the length of time expected to secure a sublease. We have continued to evaluate those assumptions on an annual basis and have adjusted our accrued liability in accordance with SFAS No. 146. During 2006, the Company secured a sub-tenant for 100% of the space.

**Headquarters Relocation**

During the fourth quarter of 2004, we vacated and closed our San Rafael, California facility as a result of the relocation of our headquarters to Reston, Virginia. The San Rafael lease payments total approximately \$2.1 million for the remainder of 2007 through 2009, including the Company's share of common costs. The Company estimated its liability under its operating lease agreement, such estimate being reduced by the estimated sublease rental income. The present value of the estimated liability was recorded as an accrued exit cost of facility closing. The lease for this facility terminates in December 2009. We actively marketed and subleased 33% of the vacant San Rafael, California facility in 2006. We continue to actively market for sublease the remaining space.

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The following table sets forth a summary of the exit cost charges and accrued exit costs for both the San Marcos, California and San Rafael, California facilities as of September 30, 2007 and 2006 (in thousands):

	<b>September 30, 2007</b>	<b>December 31, 2006</b>
<i>Exit Costs for the San Rafael Facility:</i>		
Accrued exit cost of facility closing, beginning of period	\$ 3,078	\$ 4,217
Principal reductions	(854)	(741)
Accrued exit cost of facility closing, end of period	\$ 2,224	\$ 3,476
<i>Exit Cost for the San Marcos Facility:</i>		
Accrued exit cost of facility closing, beginning of period	\$ 534	\$ 1,275
Principal reductions	(321)	(1,138)
Accrued exit cost of facility closing, end of period	\$ 213	\$ 137
<b>Total Exit Cost Charges and Accrued Exit Costs</b>	<b>\$ 2,437</b>	<b>\$ 3,613</b>
<i>Summary:</i>		
<b>Accrued Exit Cost Liability</b>		
Short-term	\$ 1,338	\$ 1,547
Long-term	1,099	2,066
<b>Total</b>	<b>\$ 2,437</b>	<b>\$ 3,613</b>

**6. EMPLOYMENT MATTERS**

The Company and its legal counsel have recently completed a Company initiated review of job descriptions and employee wage/hour classifications. As a result, the Company has changed the wage/hour classifications for certain employees to ensure compliance with applicable law and will pay past overtime to the affected employees at the end of November. In connection therewith, the Company has recorded \$1.5 million of additional compensation expense in the three and nine month periods ended September 30, 2007.

During the first quarter of fiscal year 2006, the Company announced a corporate reorganization and a reduction in our workforce of 37 positions. The Company recorded a charge for severance and related costs of approximately \$0.3 million, associated with terminated employees, in the Company's results of operations for the quarter ended March 31, 2006.

**7. GOODWILL AND OTHER INTANGIBLE ASSETS**

Changes in the carrying amount of Goodwill are as follows (in thousands):

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Balance, as of December 31, 2006	\$ 25,983
Additions: Goodwill related to the CPR Acquisition	14,513
Balance, as of September 31, 2007	\$ 40,496

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Other intangible assets consisted of the following (in thousands):

	As of September 30, 2007			As of December 31, 2006		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets						
Customer relationships	\$ 18,749	\$ (11,919)	\$ 6,830	\$ 12,049	\$ (10,919)	\$ 1,130
Trade Names	2,190	(1,890)	300	1,890	(1,810)	80
Technology	21,947	(16,530)	5,417	16,547	(15,625)	922
<b>Total amortizable intangible assets</b>	<b>\$ 42,886</b>	<b>\$ (30,339)</b>	<b>\$ 12,547</b>	<b>\$ 30,486</b>	<b>\$ (28,354)</b>	<b>\$ 2,132</b>

Intangible assets are amortized over a period of two to ten years, which the Company estimated to reflect their useful lives.

Amortization of acquired technology, a component of other intangible assets, for the three months ended September 30, 2007 and 2006 was zero and \$0.7 million, respectively. For the nine months ended September 30, 2007 and 2006, amortization of acquired technology was \$0.8 million and \$2.2 million, respectively, and is included in cost of license revenue for the respective periods. For the three months ended September 30, 2007 and 2006, amortization expense, other than acquired technology was \$0.3 million and \$0.5 million, respectively which was included in amortization of intangible assets and depreciation on the consolidated statements of operations. For the nine months ended September 30, 2007 and 2006, amortization expense, other than acquired technology, was \$1.1 million and \$1.7 million, respectively.

We estimate that we will have the following amortization expense for the future periods indicated below (in thousands):

For the remaining three months ended December 31, 2007	\$ 780
For the years ended December 31,	
2008	2,380
2009	2,102
2010	1,750
2011	1,510
2012	1,270
Thereafter	2,755
	<b>\$ 12,547</b>

**8. LINE OF CREDIT**

On December 5, 2006, QuadraMed entered into a working capital line of credit agreement with our principal bank, under which we may borrow up to \$2.0 million. This credit facility is secured by 90-Day Certificates of Deposits. Borrowings under the line of credit bear interest at varying rates based on an independent index which is defined as the rate charged by the Lender on the underlying Certificates of Deposit plus 1.5 basis points. As of September 30, 2007 the current interest rate is 6.45% per annum. The line of credit has a stated maturity of December 1, 2007.

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There have been no borrowings, and there is no balance outstanding associated with this line of credit as of September 30, 2007 or as of December 31, 2006.

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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

**(unaudited)**

**9. SERIES A PREFERRED STOCK**

On June 17, 2004, QuadraMed issued 4.0 million shares of Series A Cumulative Mandatory Convertible Preferred Stock (the Series A Preferred Stock) in a private, unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933. The Series A Preferred Stock was sold for \$25 per share, and QuadraMed used the \$96.1 million of net proceeds of the offering to repurchase all of our Senior Secured Notes due 2008 (the 2008 Notes) and our 5.25% Convertible Subordinated 2005 Notes (the 2005 Notes), together with accrued interest and related redemption premiums; the remainder was used for general corporate purposes.

The Series A Preferred Stock holders do not have any relative, participating, optional or other voting rights and powers, except that (i) if four quarterly dividend payments are in arrears, such holders are entitled to elect two substitute directors to the Board of Directors at any annual or special meeting, and (ii) in certain circumstances, such holders are entitled to vote on the authorization or creation of securities ranking on par with or above the Series A Preferred Stock, certain amendments to the Certificate of Incorporation or the Certificate of Designation for the Series A Preferred Stock and the incurrence of new senior indebtedness in an aggregate principal amount exceeding \$8.0 million. Prior to the authorization or creation of, or increase in the authorized amount of, any shares of any class or series (or any security convertible into shares of any class or series) ranking senior to or on par with the Series A Preferred Stock in the distribution of assets upon any liquidation, dissolution or winding up of QuadraMed or in the payment of dividends, QuadraMed must have the affirmative vote of a majority of any outstanding shares of the Series A Preferred Stock (along with any shares of every other series or class of common stock ranking on par with the Series A Preferred Stock having like voting rights). In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, before any payment or distribution of the Company's assets is made or set apart for the holders of common stock or any other class or series of shares of the Company's capital stock ranking junior to the Series A Preferred Stock as to the payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up, the holders of the Series A Preferred Stock shall be entitled to receive a liquidation preference of \$25 per share plus an amount equal to all dividends (whether or not earned or declared) accumulated, accrued and unpaid to the date of final distribution. However, for purposes of the foregoing provision, (1) a consolidation or merger of the Company with one or more entities, (2) a statutory share exchange or (3) a sale or transfer of all or substantially all of the Company's assets shall not be deemed to be a liquidation, dissolution or winding up of the Company.

The Series A Preferred Stock is entitled to quarterly dividends of \$0.34 (5.5% per annum) and is convertible into shares of common stock of the Company at a conversion price of \$3.10, equivalent to a conversion rate of 8.0645 shares of common stock for each share of Series A Preferred Stock. The initial conversion price of \$3.40 (conversion rate of 7.3529 shares of common stock for each share of Series A Preferred Stock) decreased to \$3.10 as of August 1, 2005, pursuant to the terms of the Certificate of Designation relating to the Series A Preferred Stock, as the volume weighted average of the daily market price per share during a period of 30 consecutive trading days equaled \$2.75 or less during the one year period beginning on the first anniversary of the issue date. Additionally, as provided in the Certificate of Designation, because the Company had not as of June 15, 2005 completed the registration of the Series A Preferred Stock with the SEC, the dividend rate for such stock increased to \$0.40625 per quarter (\$1.625 per annum) on June 16, 2005, and such rate applied through December 1, 2006, the date the registration statement for the four million Series A Preferred Stock shares, and the 32.3 million shares of common stock into which the Series A Preferred Stock may be converted, was declared effective. The Company has the right to demand conversion on or after May 31, 2007, in the event the volume weighted average of the daily market price per share during a period of 20 consecutive trading days equals or exceeds \$5.10.



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Upon the conversion of shares of the Series A Preferred Stock to shares of common stock on or before June 1, 2007, the Series A Preferred Stock holders had an option to convert and receive, when declared by the Board of Directors, dividends equal to the total previously unpaid dividends payable from the effective date of conversion through June 1, 2007 at a rate of \$1.375 per annum, or 5.5% per annum, discounted to present value at a rate of 5.5% per annum, payable in cash or common shares or any combination thereof at the option of the Company. No shares were converted on or before the option date of June 1, 2007.

As a result of the aforementioned discounted dividend feature, at the date of issuance of the Series A Preferred Stock, the Company recorded dividends payable of \$15.2 million, which represents the present value of the three-year dividends. The present value adjustment of \$1.3 million is being amortized over three years as interest expense using the effective interest rate method. For the three months ended September 30, 2007 and 2006, interest expense totaled \$2,000 and 67,000, respectively, and totaled \$50,000 and \$0.3 million for the nine months ended September 30, 2007 and 2006, respectively. As a result of the conclusion of the three year mandatory dividend period, the Company declared non-mandatory dividends of \$1.8 million as of September 30, 2007.

The carrying value of the Series A Preferred Stock was also reduced by \$15.2 million, which represents the imputed discount on the Series A Preferred Stock and which has been accreted over three years using the effective interest rate method. Accretion on the preferred stock discount which was charged to accumulated deficit was \$0.2 million and \$1.3 million for the three month period ended September 30, 2007 and 2006, respectively, and was \$2.9 million and \$3.8 million for the nine months ended September 30, 2007 and 2006, respectively. If any Series A Preferred Stock shares had been converted prior to the end of the three-year period, the related accretion would have been accelerated. The Company determined that there was no beneficial conversion feature attributable to the Series A Preferred Stock.

The following table summarizes the Series A Preferred Stock activities (in thousands):

	<b>As of September 30, 2007</b>
Total issued	\$ 100,000
Less: Issuance cost	(3,856)
Less: Unaccreted discount	
Original present value of discount	(15,174)
2007 preferred stock accretion	2,854
2006 preferred stock accretion	5,059
2005 preferred stock accretion	4,796
2004 preferred stock accretion	2,465
<b>Carrying value of preferred stock at September 30, 2007</b>	<b>\$ 96,144</b>

**10. RESTRICTED STOCK GRANTS**

During the three and nine months ended September 30, 2007 and 2006, there was no common stock issued as a result of restricted stock grants. These grants are periodically made to certain senior executives for no monetary consideration. The majority of the Company's restricted shares fully vest over three to four years. QuadraMed has recorded the fair value of the restricted shares on the date they were granted as deferred compensation within the Stockholders' Equity section of the Condensed Consolidated Balance Sheets. This amount is amortized over the period in which the restrictions lapse. Compensation expense associated with the grants of restricted stock totaled \$0.1 million for both of the three months ended September 30, 2007 and 2006 and \$0.3 million for each of the nine month periods ended September 30, 2007 and 2006.



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As of September 30, 2007, 580,000 restricted shares remained subject to forfeiture.

**11. NET INCOME (LOSS) PER SHARE AND COMPREHENSIVE INCOME (LOSS)**

Basic income (loss) per share is determined using the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is determined using the weighted average number of common shares and common equivalent shares outstanding during the period. Common equivalent shares consist of shares issuable upon the exercise of stock options and warrants (using the treasury stock method) and conversion of the preferred stock (using the as-converted method). Common equivalent shares are excluded from the diluted computation if their effect is anti-dilutive.

For the three months ended September 30, 2007, common stock equivalent options and warrants to purchase 7.1 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive. These shares could dilute earnings per share in the future. For the nine months ended September 30, 2007, common stock equivalent options to purchase 3.0 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive. These shares could dilute earnings per share in the future. For the three months ended September 30, 2006, common stock equivalent options to purchase 6.5 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive. For the nine months ended September 30, 2006, common stock equivalent options to purchase 6.5 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive.

For the three and nine months ended September 30, 2007, preferred shares convertible to 32.2 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive. For the nine months ended September 30, 2006, preferred shares convertible to 32.2 million shares of common stock have been excluded from the computation of diluted earnings per share as their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted income per common share (in thousands):

	<b>Three months ended September 30, 2007      2006 (in thousands, except per share data)</b>		<b>Nine months ended September 30, 2007      2006 (in thousands, except per share data)</b>	
Net (loss) income attributable to common shareholders - basic	\$ (522)	\$ 4,457	\$ 1,669	\$ 3,464
Preferred stock dividends, premiums and accretion		1,522		
Net (loss) income attributable to common shareholders - diluted	\$ (522)	\$ 5,979	\$ 1,669	\$ 3,464
Weighted average common shares outstanding - basic	43,846	42,156	43,881	41,788
Dilutive effect of preferred stock		32,258		
Dilutive effect of warrants		2,753	2,063	2,984
Dilutive effect of common stock equivalents		926	1,376	902
Weighted average common shares outstanding - diluted	43,846	78,093	47,320	45,674

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Income per common share:				
Basic	\$ (0.01)	\$ 0.11	\$ 0.04	\$ 0.08
Diluted	(0.01)	0.08	0.04	0.08

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## QUADRAMED CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2007

(unaudited)

The components of QuadraMed's comprehensive income include the unrealized gain (loss) on available-for-sale securities and foreign currency translation adjustment. The following table sets forth the computation of comprehensive income (in thousands):

	Three months ended		Nine months ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
Net (loss) income attributable to common shareholders	\$ (522)	\$ 4,457	\$ 1,669	\$ 3,464
Unrealized gain (loss)	28	19	23	(24)
Foreign currency translation adjustment	70	(16)	(5)	(41)
Comprehensive (loss) income	\$ (424)	\$ 4,460	\$ 1,687	\$ 3,399

**12. STOCK-BASED COMPENSATION**

In December 2004, the FASB issued SFAS No. 123(R), *Share-Based Payment*, which is a revision of SFAS No. 123. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their grant-date fair values, using prescribed option-pricing models. The fair value is expensed over the requisite service period of the individual grantees, which generally equals the vesting period. Since the adoption of SFAS No. 123(R) on January 1, 2006, pro forma disclosure is no longer an alternative.

Effective January 1, 2006, the Company adopted SFAS No. 123(R)'s fair value method of accounting for share-based payments, using the modified prospective transition method. Accordingly, periods prior to adoption have not been restated and are not directly comparable to periods after adoption. However, had we adopted SFAS No. 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123. Under the modified prospective method, compensation cost recognized in both of the three month periods ended September 30, 2007 and 2006 includes (a) compensation cost for all share-based payments granted prior to, but not yet vested as of the adoption date of SFAS No. 123(R), based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, less estimated forfeitures, and (b) compensation costs for all share-based payments granted and vested subsequent to December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R).

SFAS No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under previous literature. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. Stock-based compensation expense for the three months ended September 30, 2007 and 2006 totaled \$0.8 million and \$0.2 million, respectively, and \$1.5 million and \$0.7 million for the nine month periods ended September 30, 2007 and 2006, respectively and is allocated to the various expense categories to be aligned with the other employee related costs. There was no income tax benefit or excess tax benefit related to stock-based compensation during the three and nine months ended September 30, 2007 and 2006. There were no capitalized stock-based compensation costs for the three and nine months ended September 30, 2007 and 2006.

**Stock Incentive Plans**

The Company has issued stock options and restricted stock under its 1996 Stock Incentive Plan (the 1996 Plan), the 1999 Supplemental Stock Option Plan (the 1999 Plan), and the 2004 Stock Compensation Plan (the



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**QUADRAMED CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**September 30, 2007**

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2004 Plan ), all of which were approved by stockholders. The 2004 Plan superseded the 1996 Plan, as amended, and the 1999 Plan, as amended, although stock options and restricted stock under the 1996 and 1999 Plans outstanding as of that date remain subject to the terms of those plans. Significant grants were made outside these plans pursuant to contracts with executives as an inducement to employment. Total non-plan stock options outstanding at September 30, 2007 were 1,325,000.

**1996 Stock Incentive Plan**

Under the 1996 Plan, the Board of Directors may grant incentive and nonqualified stock options to employees, directors, and consultants. The 1996 Plan is divided into the following five separate equity programs: (i) the discretionary option grant program under which eligible persons may, at the discretion of the plan administrator, be granted options to purchase shares of common stock; (ii) the salary investment option grant program under which eligible employees may elect to have a portion of their base salary invested each year in special option grants; (iii) the stock issuance program under which eligible persons may, at the discretion of the plan administrator, be issued shares of common stock directly, either through the immediate purchase of such shares or as a bonus for services rendered to QuadraMed; (iv) the automatic option grant program under which eligible non-employee board members shall automatically receive option grants at periodic intervals to purchase shares of common stock; and (v) the director fee option program under which non-employee board members may elect to have all or any portion of their annual retainer fee otherwise payable in cash applied to a special option grant.

The exercise price per share for an incentive stock option cannot be less than the fair market value on the date of grant. The exercise price per share for a nonqualified stock option cannot be less than 85% of the fair market value on the date of grant. Option grants under the 1996 Plan generally expire 10 years from the date of grant and generally vest over a four-year period. Options granted under the 1996 Plan are exercisable subject to the vesting schedule. QuadraMed's stockholders had authorized a total of 8,651,097 shares of common stock for grant under the 1996 Plan, of which 2,901,677 were outstanding at September 30, 2007. There were no shares available for grant under this plan at September 30, 2007.

**1999 Supplemental Stock Option Plan**

In 1999, QuadraMed's Board of Directors approved the 1999 Plan. The 1999 Plan permits non-statutory option grants to be made to employees, independent consultants, and advisors who are not QuadraMed officers, directors, or Section 16 insiders. The 1999 Plan is administered by the Board of Directors or its Compensation Committee and was scheduled to terminate in March 2009. The exercise price of all options granted under the 1999 Plan may not be less than 100% of fair market value on the date of the grant. Options vest on a schedule determined by the Board of Directors or the Compensation Committee with a maximum option term of 10 years. QuadraMed's stockholders had authorized a total of 3,519,258 shares of common stock for grant under the 1999 Plan, of which 965,929 were outstanding at September 30, 2007. There were no shares available for grant under this plan at September 30, 2007.

**2004 Stock Compensation Plan**

On April 1, 2004, QuadraMed's Board of Directors approved the 2004 Plan. QuadraMed's stockholders ratified the adoption of the 2004 Plan on May 6, 2004 at QuadraMed's 2004 Annual Meeting of Stockholders. The 2004 Plan replaces the 1996 Plan and 1999 Plan with respect to the unissued shares of common stock that

**Table of Contents****QUADRAMED CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2007****(unaudited)**

were remaining in the 1996 Plan and the 1999 Plan on the date the 2004 Plan was ratified. Awards previously granted under the 1996 Plan and 1999 Plan remain subject to the terms of those plans. QuadraMed's stockholders initially authorized 1,536,369 shares of common stock for grant under the 2004 Plan and increased the number of shares available to the 2004 Plan by 3,000,000 shares at the 2007 Annual Meeting of Stockholders on June 7, 2007. As a result, QuadraMed's stockholders authorized a total of 4,536,369 shares of common stock, for grant under the 2004 Plan, of which, 3,181,250 were outstanding at September 30, 2007. There were 1,295,768 shares available for grant under this plan at September 30, 2007.

The 2004 Plan permits the grant of non-statutory options, incentive stock options, stock appreciation rights, restricted stock and restricted stock units to employees, prospective employees, directors, and advisors, consultants, and other individuals who provide services to QuadraMed. The exercise price of all options and stock appreciation rights granted under the 2004 Plan may not be less than 100% of fair market value on the date of the grant. The 2004 Plan also features (i) a Non-Employee Director Option Grant Program, whereby non-employee members of the Board automatically receive grants of options with an exercise price of the fair market value per share of common stock as of the date the options are granted as of the date of our annual meetings of stockholders or upon their initial election or appointment to the Board and (ii) a Director Fee Option Grant Program, whereby non-employee Board members may elect to have all or any portion of their annual cash retainer fee applied to special stock option grants with a below-market exercise price. The 2004 Plan is administered by the Compensation Committee and terminates in May 2014.

**Employee Stock Purchase Plan**

QuadraMed's 2002 Employee Stock Purchase Plan (the 2002 Purchase Plan) was adopted by the Board of Directors in January 2002. A total of 703,450 shares of common stock are reserved for issuance under the 2002 Purchase Plan, pursuant to which eligible employees are able to contribute up to 10% of their compensation for the purchase of QuadraMed common stock at a purchase price of 85% of the lower of the fair market value of the shares on the first or last day of the six-month purchase period. Stock-based compensation expense relating to shares purchased on behalf of plan participants for the nine months ended September 30, 2007 and 2006 totaled \$117,864 and \$32,000, respectively.

**Stock Options:**

Stock options generally vest over four years, 25% after the first year and the balance in monthly increments over the next three years, from date of grant and terminate ten years from date of grant. The exercise price of the options granted equaled or exceeded the market value of the common stock at the date of the grant. A summary of the stock option activity under all plans is as follows (in thousands except per share data):

	Number of Shares	Weighted Average Exercised Price	Intrinsic Value
Options outstanding, January 1, 2007	7,833	\$ 3.61	
Granted	2,413	3.09	
Exercised	(1,076)	1.92	
Cancelled	(729)	8.64	
Options outstanding, September 30, 2007	8,441	\$ 3.33	\$ 3,642
Options exercisable, September 30, 2007	5,066	\$ 3.56	\$ 2,765





**Table of Contents****QUADRAMED CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2007****(unaudited)**

Stock-based compensation expense relating to stock options for the three months ended September 30, 2007 and 2006 totaled \$0.8 million and \$0.2 million, respectively, and \$1.5 million and \$0.7 million for the nine months ended September 30, 2007 and 2006, respectively.

The weighted average remaining contractual term and the aggregate intrinsic value for options outstanding at September 30, 2007 were 6.5 years and \$3.6 million, respectively. The weighted average remaining contractual term and the aggregate intrinsic value for options exercisable at September 30, 2007 were 4.6 years and \$2.8 million, respectively. As of September 30, 2007, unrecognized compensation expense related to stock options totaled approximately \$5.4 million, which will be recognized over a weighted average period of 1.6 years.

The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model with the following assumptions:

	Nine months ended September 30,	
	2007	2006
Expected dividend yield		
Expected stock price volatility	85.97%	85.97%
Risk-free interest rate	4.20%	4.84%
Expected life of options	5.30 years	5.73 years

The dividend yield of zero is based on the fact that the Company has never paid cash dividends on its common stock, and has no present intention of doing so. The risk-free interest rate is based on U.S. treasury yield curve in effect at the time of the grant for a term equivalent to the expected life of the option. The expected life and expected volatility are based on historical experience. The Company uses an estimated forfeiture rate of 25.63% for calculating stock-based compensation expense related to stock options and this rate is based on historical experience.

Based on the above assumptions, the weighted average estimated fair value of options granted during the three months ended September 30, 2007 and 2006 was \$2.31 and \$1.88, and \$2.46 and \$1.84 for the nine months ended September 30, 2007 and 2006, respectively.

**Restricted Share Awards:**

The Company issues its common stock as restricted share awards at no exercise price as provided for under QuadraMed's stock compensation plans and other contractual commitments. The grants are generally made to certain senior executives for no monetary consideration. The majority of the restrictions lapse over three to four years. The Company records the fair value of the restricted shares on the date they are granted as deferred compensation within the Stockholders' Equity section of the condensed consolidated balance sheets. Deferred compensation has been combined with additional paid-in-capital as a result of the adoption of SFAS No. 123(R). This amount is amortized as compensation expense over the period in which the restrictions lapse.

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## QUADRAMED CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2007

(unaudited)

A summary of our restricted stock awards as of September 30, 2007 is as follows (in thousands except per share data):

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted stock awards, as of January 1, 2007	615	\$ 1.77
Granted		
Exercised Restrictions released	(35)	1.77
Cancelled Forfeited		
Restricted stock awards, as of September 30, 2007	580	\$ 1.77

Stock-based compensation expense relating to restricted share grants for each of the three month periods ended September 30, 2007 and 2006 totaled \$0.1 million and was \$0.3 million for each of the nine month periods ended September 30, 2007 and 2006. As of September 30, 2007, 580,000 restricted shares remained subject to forfeiture.

**13. MAJOR CUSTOMERS**

For the three and nine months ended September 30, 2007, sales to Veterans Health Administration facilities accounted for approximately 22% and 19%, respectively, of our total revenues and sales to The County of Los Angeles accounted for approximately 10% and 12%, respectively, of our total revenues. For the three and nine months ended September 30, 2006, sales to Veterans Health Administration facilities accounted for approximately 12% and 13%, respectively, of our total revenues. No other single customer accounted for 10% or more of our total revenues.

The Company is currently negotiating a renewal of its term license with the Veterans Health Administration for its fiscal year, which will end September 30, 2008. The Company is also currently permitting the Veterans Health Administration to continue its operation of the software while negotiations are being conducted, although the prior term expired on September 30, 2007.

**14. INCOME TAXES**

The Company has adopted *FIN 48, Accounting for Uncertainty in Income Taxes*, as of January 1, 2007. This standard modifies the previous guidance provided by *FAS 5, Accounting for Contingencies* and *FAS 109, Accounting for Income Taxes* for uncertainties related to the Company's global income tax liabilities. The Company has analyzed its income tax posture using the criteria required by FIN 48 and concluded that there is no cumulative effect allocable to equity as a result of adopting this standard. The Company has derecognized approximately \$8.1 million in deferred tax assets related to its general business credits and net operating loss carry forwards that were previously offset by a full valuation allowance as a result of adopting FIN 48, which has no net balance sheet impact and has not been charged to equity in the transition.

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## QUADRAMED CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2007

(unaudited)

A condensed roll forward of the Company's unrecognized tax benefits is presented as follows (in thousands):

	Balance 12/31/06	Non-Equity Transition Adjustment	Adjusted Balance 1/1/07	Changes Through 9/30/07	Balance 9/30/07
Unrecognized tax benefits affecting tax rate upon recognition	\$	\$	\$	\$	\$
Unrecognized tax benefits not affecting tax rate or are offset by valuation allowances		(8,100)	(8,100)		(8,100)
Interest					
Penalties					
<b>Total unrecognized tax benefits</b>	<b>\$</b>	<b>\$ (8,100)</b>	<b>\$ (8,100)</b>	<b>\$</b>	<b>\$ (8,100)</b>

There is no material change to the amount of unrecognized tax benefits reported at September 30, 2007. The Company is maintaining its historical method of accruing interest (net of related tax benefits) and penalties associated with unrecognized income tax benefits as a component of its income tax expense.

As of January 1, 2007 open tax years in major jurisdictions date back to 1993 due to the taxing authorities' ability to adjust operating loss carry forwards. No changes in settled tax years have occurred through September 30, 2007. The Company does not anticipate a material change to its total amount of unrecognized tax benefits within the next 12 months.

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### ***Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*** **Cautionary Statement on Risks Associated With Forward-Looking Statements**

The following discussion should be read in conjunction with our Condensed Consolidated Financial Statements and related notes. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. The words believe, expect, target, goal, project, anticipate, predict, intend, plan, estimate, could, and similar expressions and their negatives are intended to identify such statements. Forward-looking statements are not guarantees of future performance, anticipated trends or growth in businesses, or other characterizations of future events or circumstances and are to be interpreted only as of the date on which they are made. We undertake no obligation to update or revise any forward-looking statement. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described below and elsewhere in this Quarterly Report on Form 10-Q, and in other documents we file with the SEC from time to time.

#### **Acquisition**

On September 23, 2007, the Company completed its acquisition of substantially all of the Computerized Patient Record (CPR) assets and related business (the CPR Business) from Misys Hospital Systems, Inc. (MHS), a division of Misys plc, for \$33.0 million in cash plus related acquisition costs of approximately \$0.7 million, subject to certain adjustments, plus the assumption of specified obligations, specifically customer-related deferred revenues and certain lease liabilities pursuant to the definitive agreement, dated July 22, 2007, by and among MHS, Misys plc, QuadCopper, LLC and the Company. The full purchase price was financed with liquidity from available cash and investments. A copy of the asset purchase agreement was filed as an exhibit to QuadraMed's Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on July 26, 2007. Audited Misys CPR historical financial statements for the Misys fiscal years ended May 31, 2007, 2006 and 2005, and the unaudited Misys CPR historical financial information as of and for the six months ended May 31, 2007 and for the twelve months ended November 30, 2006 were filed as exhibits to QuadraMed's Current Report on Form 8-K/A, filed with the SEC on November 9, 2007. Due to the timing of the acquisition, this event did not have a significant impact on the condensed consolidated statement of operations and cash flow for the three and nine month periods ended September 30, 2007 and the condensed consolidated statement of changes in stockholders' equity for the nine months ended September 30, 2007.

**Table of Contents****Results of Operations (unaudited)**

The following table sets forth selected data for the indicated periods. Percentages are expressed as a percentage of total revenues, except for cost of revenue, which is expressed as a percentage of the related revenue classification (in thousands).

	Three months ended September 30,			
	2007		2006	
<b>Revenue</b>				
Services	\$ 4,348	13%	\$ 4,107	12%
Maintenance	14,115	43%	14,802	45%
Installation and other	3,081	10%	2,894	9%
Services and other	21,544	66%	21,803	66%
Licenses	10,940	33%	10,883	33%
Hardware	424	1%	346	1%
<b>Total revenue</b>	<b>32,908</b>	<b>100%</b>	<b>33,032</b>	<b>100%</b>
<b>Cost of revenue</b>				
Cost of services and other	9,722	45%	6,307	29%
Royalties and other	4,237	39%	3,034	28%
Amortization of acquired technology and capitalized software		0%	748	7%
Cost of licenses	4,237	39%	3,782	35%
Cost of hardware	146	34%	347	100%
<b>Total cost of revenue</b>	<b>14,105</b>	<b>43%</b>	<b>10,436</b>	<b>32%</b>
<b>Gross margin</b>	<b>18,803</b>	<b>57%</b>	<b>22,596</b>	<b>68%</b>
<b>Operating expenses</b>				
General and administration	4,464	14%	4,325	13%
Software development	8,144	25%	7,814	24%
Sales and marketing	4,536	14%	3,798	11%
Amortization of intangible assets and depreciation	707	2%	1,035	3%
<b>Total operating expenses</b>	<b>17,851</b>	<b>55%</b>	<b>16,972</b>	<b>51%</b>
<b>Income from operations</b>	<b>\$ 952</b>		<b>\$ 5,624</b>	

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	Nine months ended			
	September 30,			
	2007		2006	
<b>Revenue</b>				
Services	\$ 12,887	13%	\$ 9,845	10%
Maintenance	42,274	44%	42,605	45%
Installation and other	8,323	9%	9,050	10%
Services and other	63,484	66%	61,500	65%
Licenses	29,129	30%	31,268	34%
Hardware	3,863	4%	1,220	1%
<b>Total revenue</b>	<b>96,476</b>	<b>100%</b>	<b>93,988</b>	<b>100%</b>
<b>Cost of revenue</b>				
Cost of services and other	25,434	40%	19,977	32%
Royalties and other	11,273	39%	8,789	28%
Amortization of acquired technology and capitalized software	825	3%	2,699	9%
Cost of licenses	12,098	42%	11,488	37%
Cost of hardware	3,533	91%	1,093	90%
<b>Total cost of revenue</b>	<b>41,065</b>	<b>43%</b>	<b>32,558</b>	<b>35%</b>
<b>Gross margin</b>	<b>55,411</b>	<b>57%</b>	<b>61,430</b>	<b>65%</b>
<b>Operating expenses</b>				
General and administration	12,916	13%	15,143	16%
Software development	23,218	24%	24,815	26%
Sales and marketing	12,345	13%	11,037	12%
Amortization of intangible assets and depreciation	2,505	3%	3,239	3%
<b>Total operating expenses</b>	<b>50,984</b>	<b>53%</b>	<b>54,234</b>	<b>57%</b>
<b>Income from operations</b>	<b>\$ 4,427</b>		<b>\$ 7,196</b>	

**Revenue**

Revenue is recognized during the respective periods from various sources, including but not limited to amounts initially recorded as deferred revenue and for which the Company has now completed its contractual commitments; service revenue relating to installation, consulting and training; maintenance contracts that renew periodically, typically on an annual basis; and revenues recognized on a cash-basis.

*Total revenue.* Total revenue for the three months ended September 30, 2007 was \$32.9 million compared to \$33.0 million for the three months ended September 30, 2006. The net decrease of \$0.1 million was comprised of a \$0.2 million increase in services revenue, a \$0.2 million increase in installation and other revenue, a \$0.1 million increase in license revenue and a \$0.1 million increase in hardware revenue, all of which were offset by a \$0.7 million decrease in maintenance revenue. The period to period decrease in maintenance revenue is principally attributable to revenue that was recognized in the 2006 period when cash was collected from certain customers, where revenue had been deferred due to disputes or delayed payments. Once collection was assured, revenue was recognized for the deferred amounts. Approximately \$2.5 million of such cash basis revenue was recognized in the 2006 quarter.

Total revenues for the nine months ended September 30, 2007 were \$96.5 million, an increase of \$2.5 million or 3% from \$94.0 million for the nine months ended September 30, 2006. The increase of \$2.5 million was comprised of \$3.0 million increase in services revenue, and a \$2.6 million increase in hardware revenue related to a large sale to a single customer, partially offset by a \$2.1 million decrease in license revenue, a \$0.7 million decrease in installation and other revenue and a \$0.3 million decrease in maintenance revenue.





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*Services and other revenue.* Services and other revenue consist of professional services, such as implementation and installation services, training, maintenance (which consists of technical support and product enhancements), reimbursable expenses and other services revenue. Professional services are typically provided over a period of three to nine months for the Health Information Management Suite and two to three years for Patient Care and Revenue Management products. These services are provided subsequent to the signing of a software license agreement and are integral to the delivery of our software license revenues. Our maintenance revenue depends on both licenses of our software products and renewals of maintenance agreements by our existing customer base.

Services revenue for the three months ended September 30, 2007 was \$4.3 million or 13% of total revenue, compared to \$4.1 million or 12% of total revenue for the three months ended September 30, 2006. The net increase of \$0.2 million was the result of a \$0.3 million increase for the Smart Identity Management products, which was mainly due to clean up services provided to a significant customer during the three months ended September 30, 2007, a \$0.3 million increase in the government solution products related to workflow analysis project completion and a \$0.1 million increase in the Health Information Management Suite. These increases were partially offset by a \$0.5 million decrease in services from the Patient Care and Revenue Management products which was primarily due to a decreased number and size of active service contracts completed during the three months September 30, 2007.

Services revenue for the nine months ended September 30, 2007 of \$12.9 million increased from \$9.8 million at September 30, 2006. An increase of \$1.8 million for the Smart Identity Management products was the result of the net increase of \$3.0 million which is comprised of increased clean up services provided to two significant customers during the nine months ended September 30, 2007. An increase of \$0.6 million in the Patient Care and Revenue Management products was primarily due to services revenue recognized in the second quarter of 2007 related to a sale of a hardware configuration to a single customer. An additional \$0.7 million was attributable to the government solutions workflow analysis project completion. Services revenue in the Health Information Management Suite also increased by approximately \$0.2 million due to increased number and size of active contracts completed in the nine months ended September 30, 2007. These increases were partially offset by a \$0.3 million decrease for the Acuity Plus products mainly due to the provision of services to a single significant customer during the nine months ended September 30, 2006.

Maintenance revenue for the three months ended September 30, 2007 of \$14.1 million decreased from \$14.8 million when compared to maintenance revenue for the three months ended September 30, 2006. Maintenance revenue, as a percentage of total revenue, was 43% and 45% for the three months ended September 30, 2007 and 2006, respectively. The decrease of \$0.7 million in maintenance revenue is principally due to maintenance revenue that was recognized during the three months ended September 30, 2006 when cash was collected from certain customers, where revenue had been deferred due to disputes or delayed payments. Approximately \$1.0 million of such cash basis revenue was recognized in the 2006 quarter.

Maintenance revenue for the nine months ended September 30, 2007 was \$42.3 million or 44% of total revenue. For the nine months ended September 30, 2006, maintenance revenue was \$42.6 million or 45% of total revenue. The decrease of \$0.3 million in maintenance revenue is principally due to revenue that was recognized during the nine months ended September 30, 2006 when cash was collected from certain customers, where revenue had been deferred due to disputes or delayed payments. Once collection was assured, revenue was recognized for the deferred amounts. Approximately \$1.6 million of such cash basis revenue was recognized in the 2006 quarter. These decreases were offset by new maintenance contracts related to the completion of software installations, particularly for Pharmacy and Scheduling products during 2006 which triggered post customer support services in 2007.

Installation and other services revenue increased to \$3.1 million or 10% of total revenue during the three months ended September 30, 2007 from \$2.9 million or 9% of total revenue during the three months ended September 30, 2006. The net increase of \$0.2 million was the result of a \$0.8 million increase in installation

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revenue related to government solution products attributable to revenue recognized in conjunction with the roll-out of a new government solutions software term license. This increase was partially offset by a \$0.2 million decrease for the Electronic Data Management products, a \$0.2 million decrease for the Smart Identity Management products and a \$0.2 million decrease for our Health Information Management Suite, all of which were principally caused by a decreased number and size of active contracts completed in the three months ended September 30, 2007.

Installation and other revenue for the nine months ended September 30, 2007 was \$8.3 million compared to \$9.1 million for the nine months ended September 30, 2006. The net decrease of \$0.7 million was the result of a \$0.6 million decrease for the Patient Care and Revenue Management products, a \$0.6 million decrease for the Health Information Management Suite, a \$0.4 million decrease for the Smart Identity Management products, a \$0.4 million decrease for the Electronic Document Management products, a \$0.2 million decrease for the Pharmacy products and a \$0.1 million decrease for the Scheduling products. These decreases were partially offset by a \$1.6 million increase in installation revenue related to our government solution products. Installation and other services revenue for the Patient Care and Revenue Management products decreased due to decreased hours worked on contracts that were being recognized on the percentage of completion ( POC ) method in the nine months ended September 30, 2007 as well as revenue that was recognized in the nine months ended September 30, 2006 when cash was collected from certain customers where revenue had been deferred due to disputes or delayed payments. Once collection was assured, revenue was recognized for the deferred amounts. The decreases in the Health Information Management Suite, Smart Identity Management products, Electronic Document Management products, Pharmacy products and Scheduling products were principally related to a decreased number and size of active contracts completed in the nine months ended September 30, 2007. The increase in the installation and other services revenue for government solution products was due to revenue recognized on installation and training services in conjunction with the roll-out of a new government solution license. Installation revenue related to the Health Information Management Suite term licenses is recognized ratably over the license term. Installation and other revenue for Health Information Management Suite perpetual licenses, Patient Access and government solution products are typically recognized upon completion of implementation. The installation and other revenue for many of our other products, including Patient Care and Revenue Management, is recognized on a contract basis of accounting.

*Licenses.* License revenue consists of fees and licenses for our owned, proprietary software, as well as third-party owned software that is bundled into our suite of products. License revenue of \$10.9 million for the three months ended September 30, 2007 remained flat when compared to license revenue for the three months ended September 20, 2006 of \$10.9 million. License revenue as a percentage of total revenue was 33% for both of the three month periods ended September 30, 2007 and 2006. Although the license revenue in total remained flat, license revenue related to our government solution products increased \$2.3 million which was related to the roll-out of a new government solution software term license. This increase was offset by decreases of approximately \$1.0 million in the Health Information Management Suite revenue, \$0.6 million in the Electronic Document Management product revenue, \$0.3 million in the Decision Support product revenue, \$0.2 million in the Acuity and Staffing product revenue and \$0.2 million in the Smart Identity Management product revenue: these decreases in the license revenue were principally driven by installations and were as a result of a decreased number and size of active projects being completed in the three months ended September 30, 2007 compared to the same period in the prior year. The decrease was also due in part to the recognition of cash basis revenue in the 2006 period, mainly for the Health Information Management Suite and Decision Support products when cash was collected from certain customers where revenue had been deferred due to disputes or delayed payments. Once collection was assured, revenue was recognized for the deferred amounts. Approximately \$ 1.4 million of such cash basis revenue was recognized in the 2006 quarter.

License revenue for the nine months ended September 30, 2007 was \$29.1 million compared to \$31.3 million for the nine months ended September 30, 2006. The net decrease of \$2.1 million was the result of a \$2.5 million decrease for the Health Information Management Suite, a \$1.0 million decrease for the Electronic Document Management products, a \$0.8 million decrease for the Scheduling products, a \$0.7 million decrease

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for the Pharmacy products, a \$0.3 million decrease for the Smart Identity Management products, a \$0.3 million decrease for the Decision Support products, a \$0.3 million decrease for the Patient Care and Revenue Management products and a \$0.1 million decrease for the Acuity and Staffing products. These decreases were partially offset by a \$3.9 million increase for the government solution products. The decrease in the Health Information Management Suite revenue was mainly due to revenue that was recognized in the 2006 period when cash was collected from certain customers where revenue had been deferred due to disputes or delayed payments. Once collection was assured, revenue was recognized for the deferred amounts. Approximately \$1.9 million of such cash basis revenue was recognized in the 2006 period. In addition, there was a decreased number and size of active contracts in the nine months ended September 30, 2007. This also attributed to the decreased revenue for the Electronic Document Management, Scheduling, Pharmacy, Smart Identity Management, Decision Support, Patient Care and Revenue Management and Acuity and Staffing products. The increase in the license revenue for government solution products was due to the roll-out of a new government solution software term license.

*Hardware.* Hardware revenue consists of the sale of third-party hardware purchased specifically for use by our customers in running our software applications. Hardware revenue for the three months ended September 30, 2007 of \$0.4 million decreased slightly when compared to the hardware revenue for the three months ended September 30, 2006 of \$0.3 million.

Hardware revenue for the nine months ended September 30, 2007 of \$3.9 million increased significantly compared to the hardware revenue for the nine months ended September 30, 2006 of \$1.2 million. As a percentage of total revenue, hardware revenue was 4% and 1% for the nine months ended September 30, 2007 and 2006, respectively. The \$2.6 million increase in the nine month period ended September 30, 2007 compared to the corresponding period in 2006 is primarily related to hardware revenue recognized in the second quarter of 2007 related to a sale of a large hardware configuration to a single customer.

**Deferred Revenue**

The following table presents a deferred revenue roll-forward analysis for the respective periods (in thousands):

	<b>For the Three Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
Deferred revenue, beginning balance	\$ 49,821	\$ 55,868
Add: revenue deferred	34,150	23,452
Less: deferred revenue recognized	(32,107)	(32,311)
Deferred revenue, ending balance	\$ 51,864	\$ 47,009

  

	<b>For the Nine Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
Deferred revenue, beginning balance	\$ 46,347	\$ 52,169
Add: revenue deferred	100,633	87,194
Less: deferred revenue recognized	(95,116)	(92,354)
Deferred revenue, ending balance	\$ 51,864	\$ 47,009

Deferred revenue includes amounts billed to or received from customers for which revenue has not been recognized. Fluctuation within the deferred revenue balance is dependent upon the timing associated with reaching billing milestones and revenue recognition criteria. Deferred revenue is typically increased when the Company invoices a customer based on the terms of the contracts and is decreased when revenue is recognized based on percentage of completion, the attainment of a milestone, or the passage of time in the case of a contract recognized ratably.

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The majority of the Company's revenue flows through the deferred revenue accounts due to favorable payment terms such as execution payments and achievement of billing milestones prior to meeting all revenue recognition requirements.

The deferred revenue balance of \$51.9 million as of September 30, 2007 consists of approximately \$9.0 million in deferred license revenue, approximately \$22.8 million in deferred maintenance revenue, and approximately \$20.1 million in deferred services and other revenue. The \$51.9 million in the deferred revenue balance as of September 30, 2007 includes approximately \$5.0 million for Veterans Health Administration contracts compared to \$6.3 million and \$5.5 million included in the deferred revenue balances as of June 30, 2007 and December 31, 2006, respectively.

The deferred revenue balance increased approximately \$2.1 million to \$51.9 million at September 30, 2007 when compared to \$49.8 million at June 30, 2007. The deferred revenue balance as of June 30, 2007 consisted of \$11.7 million in deferred license revenue, \$23.2 million in deferred maintenance revenue, and \$14.9 million in deferred services and other revenue. The increase in the deferred revenue balance compared to June 30, 2007 was the result of the addition of \$6.0 million in deferred revenue balances in connection with the acquisition of the CPR business, offset by decreased deferred balances for non-CPR maintenance revenue and decreased deferred balances related to Veterans Health Administration contracts.

The deferred revenue balance increased approximately \$5.6 million to \$51.9 million at September 30, 2007 when compared to \$46.3 million at December 31, 2006. The deferred revenue balance as of December 31, 2006 consisted of \$15.6 million in deferred license revenue, \$18.8 million in deferred maintenance revenue, and \$11.9 million in deferred services and other revenue. The \$3.7 million related to the hardware sale to a single customer was also included in deferred revenue as of December 31, 2006. The increase in the deferred revenue balance compared to December 31, 2006 was principally due to the addition of \$6.0 million in deferred revenue balances in connection with the acquisition of the CPR business and a larger number of contracts the Company was able to invoice in accordance with billing milestones, in advance of revenue recognition during the nine month period ended September 30, 2007. These increases were offset by the revenue recognized in the second quarter of 2007 related to the large hardware sale; in addition, deferred revenue balances related to Veterans Health Administration contracts decreased during 2007.

## **Cost of Revenue**

*Cost of services and other.* Cost of services and other consists of salaries and related expenses associated with services performed for customer support, installation, maintenance and consulting services. Cost of services and other for the three months ended September 30, 2007 was \$9.7 million, compared to \$6.3 million in the corresponding period in 2006. As a percentage of services and other revenue, cost of services and other was 45% and 29% for the three months ended September 30, 2007 and 2006, respectively. The net \$3.4 million increase was primarily due to additional compensation payable as a result of changed wage/hour classifications for certain employees, an increase in salary and related expenses due to overall higher headcount and increased temporary services utilized in connection with our Smart Identity Management products.

Cost of services and other for the nine months ended September 30, 2007 of \$25.4 million was \$5.5 million higher than the \$20.0 million in the corresponding period of 2006. As a percentage of services and other revenue, cost of services and other was 40% and 32% for the nine months ended September 30, 2007 and 2006, respectively. The \$5.5 million increase was primarily due to additional compensation payable as a result of changed wage/hour classifications for certain employees, an increase in third party software support costs, an increase in salary and related expenses due to overall higher headcount, an increase in travel costs and increased temporary services utilized in connection with our Smart Identity Management products.

*Cost of licenses.* Cost of licenses consists primarily of the cost of third-party software, royalties and amortization of capitalized software and acquired technology. A significant percentage of our total cost of

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revenue is attributable to the cost of third-party software royalties and licenses relating to software embedded within our software applications. Generally, third-party royalty fees fluctuate based on revenue, or the number of customers or licensed users, and therefore may fluctuate on a quarter-to-quarter basis. Cost of licenses for the three month period ended September 30, 2007 was \$4.2 million as compared to \$3.8 million for the same period in 2006. As a percentage of license revenue, cost of licenses was 39% and 35% for the three months ended September 30, 2007 and 2006, respectively. The \$0.5 million increase in cost of license for the 2007 quarter is primarily due to the large hardware sale to a single customer and higher royalty expense of \$1.2 million due to the mix of license revenue where we experienced a higher cost of license for government solution products, these increases were partially offset by a \$0.7 million decrease in amortization of acquired technologies which was comprised of \$0.4 million from the Détente acquisition, \$0.1 million from the PDS acquisition and a \$0.2 million decrease in amortization of capitalized software costs.

Cost of licenses for the nine months ended September 30, 2007 was \$12.1 million, compared to \$11.5 million for the nine months ended September 30, 2006. As a percentage of license revenue, cost of licenses was 42% and 37% for the nine months ended September 30, 2007 and 2006, respectively. The net increase of \$0.6 million for the 2007 period was primarily due to the large hardware sale to a single customer and increases in royalties and third party costs; these increases were partially offset by decreases in amortization of acquired technologies of \$1.9 million which was comprised of \$0.9 million related to the Detente acquisition, \$0.2 million related to the PDS acquisition, \$0.3 million related to the Tempus acquisition and a \$0.5 million decrease in amortization of capitalized software costs. Our royalty and other expenses were higher in 2007 due to the mix of license revenue which includes a higher percentage of government solution products that result in lower margins.

*Cost of hardware.* Cost of hardware consists of third-party hardware and installation costs, primarily related to Patient Care and Revenue Management contracts. Cost of hardware for the three months ended September 30, 2007 was \$0.1 million, compared to \$0.3 million for the three months ended September 30, 2006. As a percentage of hardware revenue, cost of hardware was 34% and 100% for the three months ended September 30, 2007 and 2006, respectively.

Cost of hardware for the nine months ended September 30, 2007 was \$3.5 million, compared to \$1.1 million for the nine months ended September 30, 2006. Cost of hardware increased in 2007 as a result of the previously mentioned large hardware sale to a single customer. As a percentage of hardware revenue, cost of hardware was 91% and 90% for the nine months ended September 30, 2007 and 2006, respectively.

**Gross Margin**

Overall, gross margin decreased from 68% for the three month period ended September 30, 2006 to 57% for the three month period ended September 30, 2007. Gross margin on services and other revenue decreased from 71% for the three month period ended September 30, 2006 to 55% for the three month period ended September 30, 2007 due primarily to services provided to a single customer in connection with a large hardware sale, increased cost of internal service headcount and additional staffing for our MPI projects. Gross margin on license revenue decreased from 65% for the three months ended September 30, 2006 to 61% for the three month period ended September 30, 2007. This decrease in margin was primarily driven by increased third party costs for our government solutions products, offset in part by lower acquired technology and capitalized software amortization. The gross margin on hardware revenue increased from zero to 66% for the three month period ended September 30, 2006 and 2007, respectively. Hardware margin improved primarily due to the ability to recognize revenue for previously delivered hardware elements.

For the nine month periods, overall gross margin declined from 65% for the period ended September 30, 2006 to 57% for the period ended September 30, 2007. Gross margin on services and other revenue declined from 68% for the nine month period ended September 30, 2006 to 60% for the nine month period ended September 30, 2006. Gross margin on license revenue declined from 63% for the nine months ended September 30, 2006 to 58% for the nine months ended September 30, 2007. This decrease in margin is primarily

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driven by increased third party costs for our government solutions products, offset in part by lower acquired technology and capitalized software amortization. The gross margin on hardware revenue decreased from 10% for the nine month period ended September 30, 2006 to 9% for the nine month period ended September 30, 2007.

### **Operating Expenses**

*General and administration.* General and administration expense consists of compensation and benefit costs for executive, finance, legal, information technology, and administrative personnel. General and administration expense was \$4.5 million for the three month period ended September 30, 2007 as compared to \$4.3 million for the same period in 2006. As a percentage of total revenue, general and administration expense was 14% and 13% for the three month period ended September 30, 2007 and 2006, respectively.

For the nine months ended September 30, 2007, general and administrative expense decreased to \$12.9 million compared to \$15.1 million during the same period in 2006. As a percentage of total revenue, general and administrative was 13% and 16%, respectively for the periods. The overall \$2.2 million decrease is primarily due to the absence of the \$1.0 million legal settlement with Medcath in the first quarter of 2006, together with \$0.6 million lower bad debt expense, \$0.5 million lower legal fees in the 2007 period.

*Software development.* Software development expense includes costs associated with the development of new products for which technological feasibility has not been achieved, enhancements of existing products, maintenance and quality assurance activities, and is primarily comprised of compensation and benefits costs. Software development costs during the three months ended September 30, 2007 were \$8.1 million compared to \$7.8 million during the three months ended September 30, 2006. As a percentage of total revenue, software development costs were 25% and 24% for the three month period ended September 30, 2007 and 2006, respectively. The net increase of \$0.3 million was primarily due to a \$0.1 million increase in contract and temporary services and the allocation of overhead costs among departments.

Software development costs for the nine months ended September 30, 2007 were \$23.2 million compared to \$24.8 million during the same period in 2006, representing a decrease of \$1.6 million. As a percentage of total revenue, software development costs were 24% and 26% for the nine months ended September 30, 2007 and 2006, respectively. The \$1.6 million decrease was primarily due to a decrease of \$1.3 million in salary and related costs and the overall reduction in overhead costs allocated among departments.

*Sales and marketing.* Sales and marketing expense includes costs associated with our sales and marketing personnel and consists primarily of compensation and benefits, commissions, bonuses, promotional and advertising expenses. Sales and marketing expense increased \$0.7 million for the three months ended September 30, 2007 to \$4.5 million, from \$3.8 million for the three months ended September 30, 2006. As a percentage of total revenue, sales and marketing expenses were 14% and 11% for the three month period ended September 30, 2007 and 2006, respectively. The net increase was primarily due to a \$0.4 million increase in salary and related costs, a \$0.2 million increase in contract and temporary services, a \$0.1 million increase in professional fees, and a \$0.1 million increase in dues and subscriptions.

Sales and marketing expense increased by \$1.3 million for the nine months ended September 30, 2007 to \$12.3 million, from \$11.0 million in the same period last year. As a percentage of total revenue, sales and marketing expenses were 13% and 12% for the nine months ended September 30, 2007 and 2006, respectively. The \$1.3 million increase was primarily due to an increase of \$0.6 million for salary and personnel related costs, a \$0.3 million increase in advertising, marketing and promotional expenses, a \$0.2 million increase in professional fees, \$0.1 million in shareholder relations costs, and a \$0.1 million in dues and subscriptions.

*Amortization of intangible assets and depreciation.* Amortization of intangible assets and depreciation expense decreased to \$0.7 million for the three months ended September 30, 2007 from \$1.0 million during the three months ended September 30, 2006. The net decrease was principally the result of the expiration of the amortization periods associated with intangibles from the PDS and Détente acquisitions.

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Amortization of intangible assets and depreciation expense decreased to \$2.5 million for the nine months ended September 30, 2007 from \$3.2 million during the nine months ended September 30, 2006. The net decrease of \$0.7 million was principally the result of the expiration of amortization periods associated with the PDS, Détente and Tempus acquisitions.

### **Other Income**

*Other income.* Other income was \$0.7 million during the three months ended September 30, 2007 compared to net other income of \$0.5 million in the corresponding quarter in 2006. The increase was primarily due to the interest income earned on our investment portfolios, offset by interest expense as the result of non-cash charges for both of the three month periods ended September 30, 2007 and 2006. Both the principal amounts invested and the rates of return on the investments were higher in the 2007 period.

Other income for the nine months ended September 30, 2007 and 2006 was \$2.3 million and \$1.0 million, respectively. The \$1.3 million increase was primarily due to increased interest income earned on our investment portfolios for which both the principal amounts invested and the rates of returns on the investments were higher in the 2007 period and the \$0.5 million gain on the liquidation of our investment in VantageMed Corporation for which QuadraMed recorded other-than-temporary impairment charges from 1997 to 1999 resulting in a fair value of this investment of zero in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. The majority of interest expense for both of the nine month periods ended September 30, 2007 and 2006 was the result of non-cash charges.

### **Income Taxes**

*Income taxes.* Provision for income taxes for both of the three month periods ended September 30, 2007 and 2006 was \$0.1 million and the provision was \$0.4 million and \$0.3 million for the nine month periods ended September 30, 2007 and 2006, respectively. The net increase for both periods was primarily the result of the accrual of deferred income tax expense related to the amortization of goodwill for tax purposes and alternative minimum tax estimates made in 2007 required as a result of reported income in both 2007 and 2006.

### **Liquidity and Capital Resources**

#### **Balance Sheet**

As of September 30, 2007, we had \$25.2 million in cash and investments, compared to \$44.5 million as of December 31, 2006. The decrease in cash and investments was primarily attributable to the acquisition of the CPR Business, for \$33.0 million in cash. However this was offset in part by a variety of cash inflows including our nine month operating results, the collections of our annual maintenance invoices, down payments received with contract executions, and earnings on our investments. As of September 30, 2007, our working capital was (\$7.1) million compared to \$10.8 million as of December 31, 2006. Our negative working capital of (\$7.1) million was comprised of \$21.2 million in customer receivables and \$6.3 million in prepaids and \$7.2 million in deferred contract expenses, and \$24.0 million of cash and short-term investments, offset by \$51.9 million of deferred revenue, \$18.9 million in payables, accruals and other current liabilities, and \$1.4 million of preferred dividends payable. We have the option to pay the accrued dividends, as discussed in Note 9 - Series A Preferred Stock in our notes to the condensed consolidated financial statements included herein, in cash or common stock. We do not have any bank borrowing outstanding at September 30, 2007 nor did we have any at December 31, 2006. We believe that we have sufficient liquidity to meet our short-term cash requirements, including the aforementioned acquisition.

Accounts receivable increased by \$0.8 million to \$21.2 million as of September 30, 2007 from \$20.4 million as of December 31, 2006, on a net basis. The net increase of \$0.8 million is mainly due to the addition of \$6.0 million of receivable balances in connection with the acquisition of the CPR business, offset by strong cash

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collections during 2007. For the three months ended September 30, 2007, no bad debt expense was recorded and the allowance for doubtful accounts decreased \$1.0 million to \$1.6 million from \$2.6 million as of December 31, 2006. QuadraMed maintains an allowance for doubtful accounts to reflect the expected non-collection of accounts receivable based on past collection history and specific risks identified within the portfolio. If the financial condition of a QuadraMed customer were to deteriorate resulting in an impairment of their ability to make payments, or if payments from customers are significantly delayed, additional allowance might be required. Approximately \$0.3 million of accounts receivable were written off during the current quarter. Our reported days sales outstanding (DSO) was a combined 50 at September 30, 2007 for both the acquired CPR customers and the QuadraMed core customers together, compared to 60 at December 31, 2006 for the QuadraMed core customers alone. Disaggregating the September 30, 2007 accounts receivable, our DSO is 44 for QuadraMed customers and 79 for the acquired CPR customers, each as measured on a stand alone basis.

Unbilled receivables increased by \$2.2 million to \$6.4 million as of September 30, 2007 from \$4.3 million as of December 31, 2006. This increase was mainly attributable to the addition of \$1.9 million of unbilled balances in connection with the acquisition of the CPR business.

Prepaid expenses and other current assets increased by approximately \$0.9 million from \$5.4 million at December 31, 2006 to \$6.3 million at September 30, 2007, primarily due to an increase of \$0.5 million in short-term deposits, a increase of \$0.5 million in prepaid rent, and a \$0.3 million increase in prepaid maintenance contracts for internal IT software, offset by a \$0.3 million decrease in prepaid insurance and a \$0.5 million decrease in prepaid government royalties.

Deferred contract expenses increased by \$1.8 million from \$5.4 million at December 31, 2006 to \$7.2 million at September 30, 2007 primarily due to additions in connection with the acquisition of the CPR business.

Property and Equipment increased by \$0.9 million from \$2.6 million at December 31, 2006 to \$3.4 million at September 30, 2007, primarily attributable to the fixed assets purchased in connection with the acquisition of the CPR business.

Goodwill increased by \$14.5 million from \$26.0 million at December 31, 2006 to \$40.5 million at September 30, 2007, due to goodwill recorded as a result of the acquisition of the CPR business.

Other intangible assets increased by \$10.4 million from \$2.1 million at December 31, 2006 to \$12.5 million at September 30, 2007 due to intangibles categorized as trade names, technology and customer relationships which were recorded as a result of the acquisition of the CPR business in the amounts of \$0.3 million, \$5.4 million and \$6.7 million, respectively. These additions were offset by amortization during 2007.

Accounts payable and accrued expenses increased by \$2.0 million to \$5.5 million at September 30, 2007 from \$3.5 million at December 31, 2006. This increase was principally due the timing of invoice payments resulting in higher balances on hand at the end of the 2007 period as well as the addition of a \$0.5 million liability for deferred contract expenses and a \$0.4 million liability for commissions in connection with the acquisition of the CPR business.

Dividends payable decreased by \$2.4 million from \$3.8 million at December 31, 2006 to \$1.4 million at September 30, 2007 reflecting the amortization of the remaining balance of the three year dividends that were originally recorded at the time the Company issued its Series A Preferred Stock in 2004. The September 30, 2007 balance represents additional dividends that were declared as of the balance sheet date, but not paid until October 15, 2007.

Other accrued liabilities decreased by \$0.9 million from \$4.1 million at December 31, 2006 to \$3.3 million at September 30, 2007 primarily due to a \$0.8 million decrease in accrued royalties and a \$0.5 million decrease in accrued commissions, offset by a \$0.4 million increase in accrued legal fees.



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The deferred revenue balance increased approximately \$5.5 million to \$51.9 million at September 30, 2007 when compared to \$46.3 million at December 31, 2006. The deferred revenue balance of \$51.9 million as of September 30, 2007 consists of approximately \$9.0 million in deferred license revenue, approximately \$22.8 million in deferred maintenance revenue, and approximately \$20.1 million in deferred services and other revenue. The deferred revenue balance as of December 31, 2006 consisted of \$15.6 million in deferred license revenue, \$18.8 million in deferred maintenance revenue, and \$11.9 million in deferred services and other revenue. The \$3.7 million related to the hardware sale to a single customer was also included in deferred revenue as of December 31, 2006. The increase in the deferred revenue balance compared to December 31, 2006 was principally due to the addition of \$6.0 million in deferred revenue balances in connection with the acquisition of the CPR business and a larger number of contracts the Company was able to invoice in accordance with billing milestones, in advance of revenue recognition during the nine month period ended September 30, 2007. These increases were offset by the revenue recognized in the second quarter of 2007 related to the large hardware sale. In addition, deferred revenue balances related to Veterans Health Administration contracts decreased during 2007.

**Cash Flows**

The Company's condensed consolidated statement of cash flows is summarized below (in thousands):

	<b>For the Three Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
Cash provided by operating activities	\$ 4,106	\$ 3,033
Cash used in investing activities	(24,233)	(4,258)
Cash used in financing activities	(616)	(1,444)
Net decrease in cash and cash equivalents	\$ (20,743)	\$ (2,669)

	<b>For the Nine Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
Cash provided by operating activities	\$ 17,890	\$ 12,438
Cash used in investing activities	(37,698)	(4,719)
Cash used in financing activities	(2,059)	(4,276)
Net (decrease) increase in cash and cash equivalents	\$ (21,867)	\$ 3,443

During the three months ended September 30, 2007, \$4.1 million was provided by operating activities, as compared to the same period in 2006, when \$3.0 million was provided by operating activities. Net income of \$1.5 million was increased by non-cash charges totaling \$1.6 million, including depreciation and amortization of \$.8 million, and \$0.8 million of stock-based compensation expense. A \$1.4 million decrease in accounts receivable and an increase in accounts payable and other accrued liabilities of \$3.6 million resulted in additional cash provided by operating activities of \$5.0 million. These sources of cash were offset by a decrease in deferred revenue of \$4.0 million, all resulting in the net increase in cash from operating activities of \$4.1 million for the quarter. During the three months ended September 30, 2006, the \$3.0 million of cash flow provided by operating activities, resulted primarily from a net income of \$6.0 million, increased by \$2.2 million of non-cash charges including \$1.9 million of depreciation and amortization, and \$0.2 million of stock-based compensation expense. A decrease in accounts receivable of \$2.5 million and a decrease in prepaids and other of \$1.9 million representing source of cash were offset by a decrease in accounts payable and other liabilities of \$0.7 million and a decrease in deferred revenue of \$8.9 million, all resulting in the net increase in cash from operating activities of \$3.0 million for the quarter.

During the nine months ended September 30, 2007, \$17.9 million was provided by operating activities, as compared to the same period in 2006, where \$12.4 million was provided by operating activities. Net income of \$6.3 million was increased by non-cash charges totaling \$5.3 million, including depreciation and amortization of

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\$3.7 million, \$0.2 million for bad debt, and \$1.5 million of stock-based compensation expense and other. A decrease in accounts receivable of \$2.9 million, and a decrease in prepaid expenses of \$4.9 million offset by decreases of \$0.5 million in deferred revenue and \$1.0 million in accounts payable and other liabilities resulted in additional cash provided by operating activities of \$6.2 million. During the nine months ended September 30, 2006, the \$12.4 million of cash flow provided by operating activities resulted primarily from net income of \$8.0 million, increased by \$8.0 million of non-cash charges including \$6.5 million of depreciation and amortization, \$0.8 million of bad debt expense and \$0.7 million of stock-based compensation expense; decreases of \$5.9 million in accounts receivable and \$2.2 million in prepaid expenses; all offset by decreases of \$5.2 million in accounts payable and \$6.5 million in deferred revenue.

Cash flows from investing activities used \$24.2 million during the three months ended September 30, 2007. This resulted primarily from the net sales of available-for-sale securities of \$10.4 million, capital expenditures of \$0.9 million, and the cash purchase of the CPR Business for \$33.7 million. For the three months ended September 30, 2006, investing activities used \$4.3 million, primarily due to the net purchase of available-for-sale securities of \$4.1 million and \$0.2 million in capital expenditures.

Cash flows from investing activities used \$37.7 million during the nine months ended September 30, 2007. This resulted primarily from the net purchase of available-for-sale securities of \$2.5 million, capital expenditures of \$1.5 million, and the cash purchase of the CPR Business for \$33.7 million. For the nine months ended September 30, 2006, investing activities used \$4.7 million, primarily due to the net purchase of available-for-sale securities of \$4.1 million and \$0.7 million in capital expenditures.

Financing activities used cash of \$0.6 million for the three months ended September 30, 2007, primarily due to the payment of \$1.4 million for dividends on the Series A Preferred Stock, offset by \$0.8 million in proceeds from the issuance of common stock under our employee stock option and stock purchase plans. For the three months ended September 30, 2006, financing activities used cash of \$1.4 million primarily due to the payment of \$1.6 million for dividends on the Series A Preferred Stock, offset by \$0.2 million provided from the issuance of common stock under our employee stock option and stock purchase plans.

Financing activities used cash of \$2.1 million for the nine months ended September 30, 2007 primarily due to the payment of \$4.3 million for dividends on the Series A Preferred Stock, offset by \$2.2 million in proceeds from the issuance of common stock under our employee stock option and stock purchase plans. For the nine months ended September 30, 2006, financing activities used cash of \$4.3 million primarily due to the payment of \$4.9 million for dividends on the Series A Preferred Stock, offset by \$0.6 million provided from the issuance of common stock under our employee stock option and stock purchase plans.

**Table of Contents****Commitments**

The following table summarizes financial data for our contractual obligations and other commercial commitments, including interest obligations, as of September 30, 2007 (in thousands):

	Total	Payments Due by Period			
		Less than 1 year	1-3 years	4-5 years	After 5 years
<b>Contractual Obligations</b>					
Declared dividends (1)	\$ 1,375	\$ 1,375	\$	\$	\$
Operating leases (2)	13,822	4,440	9,382		
Capital leases	495	240	255		
<b>Total contractual obligations</b>	<b>\$ 15,692</b>	<b>\$ 6,055</b>	<b>\$ 9,637</b>	<b>\$</b>	<b>\$</b>
<b>Other Commercial Commitments</b>					
Standby letters of credit (3)	\$ 2,444	\$ 2,078	\$	\$ 366	\$
<b>Total commercial commitments</b>	<b>\$ 2,444</b>	<b>\$ 2,078</b>	<b>\$</b>	<b>\$ 366</b>	<b>\$</b>

- (1) The Board of Directors declared a quarterly dividend of \$1.4 million on September 12, 2007 to be paid on October 15, 2007.
- (2) In 2006, the Company subleased 33% of the San Rafael, California facility and 100% of the San Marcos, California facility. In the schedule above, the sublease income has been deducted from the future minimum rentals required under each master lease.
- (3) The less than 1 year amount of \$2.0 million includes a \$1.0 million letter of credit in favor of the State of New Jersey under its contract and a \$1.0 million letter of credit in favor of another customer under its contract. The remainder represents letters of credits for leased facilities.

We believe that we will have sufficient liquidity and capital resources to fund our obligations through the next twelve months. We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, specifically the timing associated with revenue recognition, our accounts receivable collections and other payments. In addition, cash used in investing activities may fluctuate due to our software development efforts, any acquisition or disposition we may undertake, and costs associated with our investments in fixed assets and information technology. For additional discussion, see *Part II, Item 1A. Risk Factors*.

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

In addition to the market risks discussed herein, refer to our discussion of business risks in *Part II, Item 1A. Risk Factors*.

**Interest Rate Risk**

Our exposure to market risk for changes in interest rates primarily relates to our investment portfolio. It is our intent to ensure the safety and preservation of our invested principal funds by limiting default risk, market risk, and reinvestment risk. We invest in high-quality issuers, including money market funds, corporate debt securities, and debt securities issued by the U. S. government and U.S. governmental agencies. We do not invest in derivative financial or foreign investments.

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The table below presents fair values of principal amounts and weighted average interest rates for our investment portfolio as of September 30, 2007 (in thousands, except average interest rates):

	<b>Aggregate Fair Value</b>	
<i>Cash and cash equivalents:</i>		
Cash (1)	\$ 10,060	
Money Market funds	669	
<b>Total cash and cash equivalents</b>	<b>\$ 10,729</b>	
<i>Short-term investments:</i>		
Certificates of Deposit	\$ 2,099	
Corporate debt securities	7,152	
Debt issued by the US government	3,971	
<b>Total short-term investments</b>	<b>\$ 13,222</b>	
<i>Long-term investments:</i>		
Debt securities issued by the US government	\$ 1,242	
<b>Total long-term investments</b>	<b>\$ 1,242</b>	
	<b>Aggregate Fair Value</b>	<b>Weighted Average Interest Rate</b>
<i>Summary:</i>		
Cash	\$ 10,060	4.91%
Money Markets	669	5.17%
Certificates of Deposit	2,099	4.95%
Corporate debt securities	7,152	5.30%
Debt issued by US government	5,213	4.86%
	<b>\$ 25,193</b>	<b>5.02%</b>

- (1) Excluded from the fair value of the principal amounts of cash is \$2.4 million, which is restricted cash that is held in escrow for rental properties, and meeting customer performance expectations.

**Performance of Equity Markets**

The performance of the equity markets can have an effect on our operations as certain of our variable life insurance policies have premiums invested in equity securities.

**Foreign Currency Risk**

Our primary market risk exposure relates to changes in foreign currency exchange rates and potentially adverse effects of differing tax structures. Changes in foreign exchange rates did not materially impact our results of operations. For the three months ended September 30, 2007, less than 2% of total revenue was denominated in currencies other than the U. S. dollar and less than 2% of our total direct and operating costs were incurred in currencies other than the U. S. dollar.

*Item 4. Controls and Procedures*

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

We have established disclosure controls and procedures to ensure that material information relating to the Company is made known to the officers who certify the financial statements and to other members of senior

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management and the Audit Committee of the Board of Directors. As of September 30, 2007, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer (the CEO) and the Chief Financial Officer (the CFO), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e), and 15d-15(e) under the Securities Exchange Act of 1934). An evaluation was conducted to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. The Company's CEO and CFO have concluded that the Company's disclosure controls and procedures were effective as of the date of such evaluation.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2007, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

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

The Company believes there have been no material changes to risk factors previously disclosed in our Form 10-K for the fiscal year ended December 31, 2006 filed with the Securities and Exchange Commission ( SEC ) on March 16, 2007. You should carefully consider the following factors and other information set forth in this report, including our financial statements and the related notes. The risks set forth below are in addition to risks that apply to most businesses. Our business and future performance may be affected by the following:

**We Have Incurred Losses from Continuing Operations for the Four Years Prior to 2006. Our Losses Have Adversely Affected Our Ability to Compete.**

While we had income from operations of \$11.9 million for the year ended December 31, 2006 and \$6.3 million for the nine months ended September 30, 2007, we incurred losses from continuing operations of \$1.5 million, \$34.8 million, \$19.0 million and \$19.9 million for the years ended December 31, 2005, 2004, 2003 and 2002, respectively.

Our historical losses have impaired our ability to market our products and services in competition against companies that are more profitable. If we are unable to sustain profitability, it may impair our ability to compete effectively.

**Failure to Maintain Effective Internal Controls Could Have a Material Adverse Effect on Our Business, Operating Results and Stock Price.**

We have documented and tested our internal control procedures in connection with Section 404 of the Sarbanes-Oxley Act of 2002. Our annual management assessment of the effectiveness of our internal control over financial reporting was included in our Annual Report on Form 10-K, filed with the SEC on March 16, 2007, under *Item 9A. Controls and Procedures*, though the Company was not required to have, nor did we engage our auditors to perform, an audit of our internal control over financial reporting. As reported in that Annual Report, our management believes that our internal control over financial reporting and disclosure controls and procedures were effective as of December 31, 2006. Further, our management believes that our internal control over financial reporting and disclosure controls and procedures are effective as of September 30, 2007.

Reports of our management and our independent auditors pursuant to Section 404 were included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the SEC on March 16, 2006, as amended by Amendment No. 1, filed with the SEC on August 17, 2006; in our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the SEC on March 25, 2005, as amended by Amendment No. 1, filed with the SEC on April 29, 2005, and Amendment No. 2, filed with the SEC on January 4, 2006; and in the Company's Quarterly Reports on Form 10-Q, filed with the SEC on May 10, 2005 (as amended and filed on January 4, 2006), August 9, 2005 and November 9, 2005. In our Annual Report for the fiscal year ended December 31, 2004, our management identified control deficiencies and material weaknesses in internal control over financial reporting and in our disclosure controls and procedures as of December 31, 2004 and as of the end of each quarter in 2005 through September 30, 2005.

During 2005, the Company invested significant time and resources to remediate such material weaknesses, and as such, there were significant changes in our internal control over financial reporting during 2005 that materially affected our internal control over financial reporting in a positive way. These changes were aimed at eliminating internal control deficiencies in both the Company's revenue and closing cycles.

If we fail to maintain the adequacy of our internal control over financial reporting and disclosure controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we

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can conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Moreover, effective internal controls, particularly those related to revenue recognition, are important in helping ensure that we produce reliable financial reports and prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information and the trading price of our stock could drop significantly.

### **Additional Costs for Complying With Recent and Proposed Future Changes in SEC, American Stock Exchange and Accounting Rules Could Adversely Affect Our Profits.**

Recent and proposed future changes in SEC and American Stock Exchange rules, as well as changes in accounting rules, have caused us, and will continue to cause us, to incur additional costs including professional fees and added personnel costs in order to keep informed of the changes and operate in a compliant manner. We incurred, and expect to continue to incur, additional general and administrative expenses in order to maintain compliance with Section 404 of the Sarbanes-Oxley Act of 2002, which requires management to report on, and (in future periods) our independent auditors to attest to, our internal controls. These additional costs may be significant enough to cause our financial position and results of operation to be adversely affected. In addition, compliance with these rules could also result in continued diversion of management's time and attention, which could prove to be disruptive to our normal business operations. Failure to comply with any of the laws and regulations could adversely impact market perception of our Company, which could make it difficult to access the capital markets or otherwise finance our operations in the future.

### **Our Ability to Borrow or Issue Additional Shares of Preferred Stock Is Restricted by the Terms of Our Series A Preferred Stock.**

The Certificate of Designation governing our Series A Preferred Stock provides that so long as at least 600,000 shares of Series A Preferred Stock are outstanding, at least 66 2/3% of the votes entitled to be cast by the holders of the Series A Preferred Stock shall be required to approve the incurrence by QuadraMed of any long-term senior indebtedness of QuadraMed in an aggregate principal amount exceeding \$8.0 million, excluding certain prior existing indebtedness. Furthermore, the Certificate of Designation requires the affirmative vote of a majority of any outstanding shares of the Series A Preferred Stock prior to the authorization or creation of, or increase in the authorized amount of, any shares of any class or series (or any security convertible into shares of any class or series) ranking senior to or on par with the Series A Preferred Stock in the distribution of assets upon any liquidation, dissolution or winding up of QuadraMed or in the payment of dividends. This may hinder or delay our ability to borrow funds or issue preferred stock.

### **Our Quarterly Operating Results Are Subject to Fluctuations, which Could Adversely Affect Our Financial Results and the Market Price of Our Common Stock.**

Our quarterly operating results have varied significantly in the past and may fluctuate in the future as a result of a variety of factors, many of which are outside our control. Accordingly, quarter-to-quarter comparisons of our operating results may not be indicative of our future performance. Some of the factors causing these fluctuations include:

Variability in demand for products and services;

Introduction of product enhancements and new products by us and our competitors;

Timing and significance of announcements concerning present or prospective strategic alliances;

Discontinuation of, or reduction in, the products and services we offer;

Loss of customers due to consolidation in the healthcare industry;



Delays in product delivery requested by our customers;

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Customer budget cycle fluctuation;

Investment in marketing, sales, software development and administrative personnel necessary to support anticipated operations;

Delays in implementation due to product readiness, customer induced delays in training or installation and third-party interface development delays;

Costs incurred for marketing and sales promotional activities;

Software defects and other product quality factors;

General economic conditions and their impact on the healthcare industry;

Cooperation from competitors on interfaces and implementation when a customer chooses a QuadraMed software application to use with various vendors;

Final negotiated sales prices of systems;

The fines and penalties a healthcare provider or system may incur due to fraudulent billing practices;

Federal regulations (*i.e.*, OIG, HIPAA, ICD-10) that can increase demand for new, updated systems; and

Federal regulations that directly affect reimbursements received, and therefore the amount of money available for purchasing information systems.

In addition to the foregoing, a significant percentage of our total cost of revenue is attributable to the cost of third-party software royalties and licenses relating to third-party software embedded within our software applications. The cost of third-party software royalties and licenses, as a percentage of total cost of revenue, was approximately 26%, 21% and 20% for the years ended December 31, 2006, 2005 and 2004. For the nine month period ended September 30, 2007 and 2006, third-party software royalties and licenses, as a percentage of total cost of revenue, was 28% and 26%, respectively. Generally, royalty fees for third-party licenses will fluctuate based on revenue or the number of our customers and therefore will fluctuate on a quarter-to-quarter basis.

**Our Operating Expenses are Relatively Fixed, and We May Not Be Able to Reduce Them to Offset a Potential Future Revenue Decrease.**

Our operating expense levels are relatively fixed. Accordingly, if future revenues are below expectations, we would experience a disproportionate adverse affect on our net income and financial results. In the event of a revenue shortfall, we will likely be unable to, or may elect not to, reduce spending quickly enough to offset any such shortfall. As a result, it is possible that our future revenues or operating results may fall below the expectations of securities analysts and investors. In such a case, the price of our publicly traded securities may be adversely affected.

**We Could Experience a Significant Impact on Our Revenue if Our Customers Do Not Renew Maintenance Contracts.**

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We derive a significant percentage of our revenue, including 43% of our total revenue for the three month period ended September 30, 2007 and 46% of our total revenue for the three month period ended September 30, 2006, from maintenance services. We provide maintenance services under maintenance contracts to many of our customers in connection with our healthcare information technology products. In general, these maintenance contracts renew on an annual basis. If a significant portion of these maintenance contracts were not renewed, our maintenance revenues would decline which could have a material adverse effect on our total revenue for the period(s) in which the maintenance contracts were discontinued.

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### **Future Sales of Our Common Stock in the Public Market, Warrants or Option Exercises and Sales Could Lower Our Stock Price.**

A substantial number of shares of our common stock are issuable upon the exercise of stock options and warrants and upon conversion of our Series A Preferred Stock. We cannot predict the effect, if any, those future sales of such 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 issued or issuable upon the exercise of stock options or warrants or upon the conversion of our Series A Preferred Stock, or the perception that such sales could occur, may adversely affect prevailing market prices for our common stock.

### **If Our Series A Preferred Stock is Converted into Common Stock, these Converting Stockholders Will Have Significant Voting Power, and They Will Have the Ability to Exert Substantial Influence Over Matters Requiring Stockholder Approval.**

Each share of our Series A Preferred Stock is convertible into 8.0645 shares of our common stock, and the Series A Preferred Stockholders may convert at any time. If all of our Series A Preferred Stock is converted into common stock, the shares issued upon this conversion will total approximately 42.1% of our outstanding common stock. In addition, many of our Series A Preferred Stockholders own common stock. Therefore, although these stockholders may not acquire majority control upon conversion of their Series A Preferred Stock, if these distinct stockholders were to act together, they will have the ability to exert substantial influence over all matters requiring approval of our stockholders, including the election and removal of directors, the approval of mergers or other business combinations, and other significant corporate actions. This ability to influence our affairs might not be advantageous to our other stockholders.

### **The Trading Price of Our Common Stock Has Been, and Is Expected to Continue to Be, Volatile.**

The American Stock Exchange and stock markets in general, have historically experienced extreme price and volume fluctuations that have affected companies unrelated to their individual operating performance. The trading price of our common stock has been and is likely to continue to be volatile due to such factors as:

Variations in quarterly results of operations;

Announcements of new products or acquisitions by our competitors;

Government regulatory action;

Resolution of pending or unasserted litigation;

Developments or disputes with respect to proprietary rights; and

General trends in our industry and overall market conditions.

Movements in prices of equity securities in general may also affect the market price of our common stock.

### **Provisions in Our Certificate of Incorporation and Bylaws and Delaware Law Could Delay or Discourage a Takeover and Could Adversely Affect the Price of Our Common Stock.**

Our Board of Directors has the authority to issue an additional one million shares of preferred stock over and above the four million shares already issued, and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by holders of our common stock. If additional preferred stock is issued, the voting and other rights of the holders of our common stock may be subject to, and may be adversely affected by, the rights of the holders of our preferred stock. The issuance of preferred stock may have the effect of delaying or preventing a change of control of the Company that could have been at a premium price to our stockholders. Our Board of Directors has issued four million shares of such preferred stock as Series A Preferred Stock and the holders of the

Series A Preferred Stock have certain voting and board appointment rights.

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Certain provisions of our Certificate of Incorporation and Bylaws could discourage potential takeover attempts and make stockholders' attempts to change management difficult. Our Board of Directors has the authority to impose various procedural and other requirements that could make it more difficult for our stockholders to effect certain corporate actions. In addition, our Certificate of Incorporation provides that directors may be removed only by the affirmative vote of the holders of two-thirds of the shares of our capital stock entitled to vote. Any vacancy on our Board of Directors may be filled only by a vote of the majority of directors then in office. Further, our Certificate of Incorporation provides that the affirmative vote of two-thirds of the shares entitled to vote, voting together as a single class, subject to certain exceptions, is required for certain business combination transactions. These provisions, and certain other provisions of our Certificate of Incorporation, could have the effect of delaying or preventing (i) a tender offer for our common stock or other changes of control of the Company that could be at a premium price or (ii) changes in our management.

In addition, certain provisions of Delaware law could have the effect of delaying or preventing a change of control of the Company. Section 203 of the Delaware General Corporation Law, for example, prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years from the date the person became an interested stockholder unless certain conditions are met.

### **We Do Not Expect to Pay Cash Dividends on Common Stock in the Foreseeable Future.**

We have not declared or paid cash or other dividends on our common stock and do not expect to pay cash dividends for the foreseeable future. Our ability to pay dividends is also restricted by the terms of our Series A Preferred Stock which require us to pay full cumulative dividends on the Series A Preferred Stock before making any dividend payment on our common stock. Further, the Series A Preferred Stock is entitled to quarterly dividends of \$0.34375 (5.5% per annum) per share. We currently intend to retain all future earnings for use in the operation of our business and to fund future growth. Any future cash dividends will depend upon our results of operations, financial conditions, cash requirements, the availability of a surplus and other factors.

### **Our Inability to Protect Our Intellectual Property Could Lead to Unauthorized Use of Our Products, which Could Have an Adverse Effect on Our Business.**

We rely on a combination of trade secret, copyright and trademark laws, nondisclosure, non-compete and other contractual provisions to protect our proprietary rights. In 2001, we filed our first patent application covering our developed technology, the Affinity CPOE software application. This application lapsed, and we have no patents. Measures taken by us to protect our intellectual property may not be adequate, and our competitors could independently develop products and services that are substantially equivalent or superior to our products and services. Any infringement or misappropriation of our proprietary software and databases could put us at a competitive disadvantage in a highly competitive market and could cause us to lose revenues, incur substantial litigation expense and divert management's attention from other operations.

### **We are Dependent Upon Third-Party Software Licenses in Connection with the Sale of Our Software. If These Licenses Are Not Renewed or Are Terminated, We May Not Be Able to Continue to Use the Related Technology on Commercially Reasonable Terms or at All.**

We depend on licenses from a number of third-party vendors for certain technology, including the computer hardware, operating systems, database management systems, programming language and runtime environment upon which we develop and operate our products. We are materially reliant upon licenses with the following third-party vendors: InterSystems Corporation, Document Storage Systems, Inc., Megas Corporation, Unicor Medical, Oracle, Microsoft, Quovadx, the American Medical Association and the American Hospital Association. Most of these licenses expire within three to five years. Such licenses can be renewed only by mutual consent and may be terminated if we breach the license terms and fail to cure the breach within a specified time period. If such licenses are terminated, we may not be able to continue using the technology on commercially reasonable terms or at all. As a result, we may have to discontinue, delay or reduce product shipments until equivalent technology is obtained, which could have a material adverse effect on our business, financial condition and results of operations. However, as all application software companies, including

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QuadraMed and our competitors, are reliant on licensed technology and third-party components, we believe our reliance on such technology and licenses does not place us at a competitive disadvantage.

At present, there is no equivalent technology for the InterSystems Corporation technology which is an integral component of our Patient Care and Revenue Management product line. The Company has entered into several agreements with InterSystems Corporation regarding the licensed technology relating to our Patient Care and Revenue Management product line. However, if InterSystems Corporation ceased to offer this technology and no other vendor provided the technology, we would be required to migrate our Patient Care and Revenue Management products to a new database platform or redesign our products to work with new software tools. This could be very costly and difficult to achieve and could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that we would successfully migrate our Patient Care and Revenue Management products to a new platform.

Most of our third-party licenses are non-exclusive and competitors may obtain the same or similar technology. In addition, if vendors choose to discontinue support of the licensed technology, we may not be able to modify or adapt our products.

### **We Face Product Development Risks Associated with Rapid Technological Changes.**

The healthcare software market is highly fragmented and characterized by ongoing technological developments, evolving industry standards and rapid changes in customer requirements. Our success depends on our ability to timely and effectively:

Offer a broad range of software products;

Enhance existing products and expand product offerings;

Respond promptly to new customer requirements and industry standards;

Remain compatible with popular operating systems and develop products that are compatible with new or otherwise emerging operating systems; and

Develop new interfaces with competing healthcare information system vendors to fully integrate our Health Information Management product suite in order to maximize features and functionality of the new products.

Our performance depends in large part upon our ability to provide the increasing functionality required by our customers through the timely development and successful introduction of new products and enhancements to our existing suite of products. We may not successfully, or in a timely manner, develop, acquire, integrate, introduce or market new products or product enhancements. Product enhancements or new products developed by us also may not meet the requirements of hospitals or other healthcare providers and payers or achieve or sustain market acceptance. Our failure to either estimate accurately the resources and related expenses required for a project, or to complete our contractual obligations in a manner consistent with the project plan upon which a contract was based, could have a material adverse effect on our business, financial condition and results of operations. In addition, our failure to meet a customer's expectations in the performance of our services could damage our reputation and adversely affect our ability to attract new business.

### **If Our Products Fail to Accurately Assess, Process or Collect Healthcare Claims or Administer Managed Care Contracts, We Could Be Subject to Costly Litigation and Be Forced to Make Costly Changes to Our Products.**

Some of our products and services are used in the payment, collection, coding and billing of healthcare claims and the administration of managed care contracts. If our employees or products fail to accurately assess, process or collect these claims, customers could file claims against us. Our insurance coverage may not be adequate to cover such claims. A successful claim that is in excess of, or is not covered by, insurance coverage could adversely affect our business, financial condition and results of operations. Even a claim without merit could result in significant legal defense costs and could consume management time and resources. In addition, claims could increase our premiums such that appropriate insurance could not be found at commercially reasonable rates. Furthermore, if we were found liable, we may have to alter significantly one or more of our products, possibly resulting in additional unanticipated software development expenses.





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### **Changes in Procurement Practices of Hospitals Have and May Continue to Have a Negative Impact on Our Revenues.**

A substantial portion of our revenues has been and is expected to continue to be derived from sales of software products and services to hospitals. Hospitals are slow to make changes and generally favor their existing vendor when considering an upgrade in their systems. Consolidation in the healthcare industry, particularly in the hospital and managed care markets, could decrease the number of existing or potential purchasers of products and services and could adversely affect our business. In addition, the decision to purchase our products often involves a committee approval. Consequently, it is difficult for us to predict the timing or outcome of the buying decisions of our customers or potential customers. In addition, many healthcare providers are consolidating to create integrated delivery networks with greater regional market power. Others are participating in the regional health information organizations (RHIOs) or health information networks (HINs), some of which may seek to implement a single electronic health information solution for participating organizations. These emerging systems RHIOs, and HINs could have greater bargaining power, which may lead to decreases in prices for our products, and consequently could adversely affect our business, financial condition and results of operations.

### **Changes in the Healthcare Financing and Reimbursement System Could Adversely Affect the Amount of and Manner in which Our Customers Purchase Our Products And Services.**

Changes in current healthcare financing and reimbursement systems (e.g., Medicaid) could result in unplanned product enhancements, delays or cancellations of product orders or shipments, or reduce the need for certain systems. We could also have the endorsement of products by hospital associations or other customers revoked. Any of these occurrences could have a material adverse effect on our business. Alternatively, the federal government recently mandated that all but small healthcare providers submit claims to Medicare in electronic format, which may positively affect sales of our systems and products.

### **Healthcare Regulations and Reform Proposals Could Adversely Affect Demand for Our Products.**

The healthcare industry in the United States is subject to changing political, economic and regulatory influences that may affect the procurement practices and operations of healthcare organizations. The traditional hospital delivery system is evolving as more hospital services are being provided by niche, free standing practices and outpatient providers. The commercial value and appeal of our products may be adversely affected if the current healthcare financing and reimbursement systems were to change. During the past several years, the healthcare industry has been subject to increasing levels of governmental regulation. Proposals to reform the healthcare system have been and are being considered by the United States Congress. These proposals, if enacted, could adversely affect the commercial value and appeal of our products or change the operating environment of our customers in ways that cannot be predicted. Healthcare organizations may react to these proposals by curtailing or deferring investments, including those for our products and services. In addition, the regulations promulgated under the Health Insurance Portability and Accountability Act of 1996 ( HIPAA ) could lead healthcare organizations to curtail or defer investments in non-HIPAA related features in the next several years.

### **Government Regulation of E-Prescribing and Electronic Health Record Technologies Could Increase Administrative Costs and Decrease Product Demand.**

The U.S. Department of Health and Human Services ( DHHS ) has issued final rules protecting certain eligible entities that provide electronic prescribing (e-prescribing) and electronic health record (EHR) items and services to certain eligible recipients. The final rules became effective October 10, 2006. The EHR safe harbor protects, among other things, donations of software or information technology. The rule requires that a recipient pay 15% of the donor's cost for the items and services and also requires that reference to the donor's cost of the items or services be included in the agreement between the parties. The safe harbor will sunset on December 31, 2013. The e-prescribing safe harbor is largely reflective of the Congressional mandate requiring its implementation under MMA. This safe harbor does not include a requirement that the provider bear 15% of costs. The EHR and e-prescribing exceptions to the physician self-referral (Stark) law are very similar to the anti-kickback safe harbors, described above, while nevertheless accounting for the differences in the underlying

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statutes. For example, the EHR exception requires a receiving physician to pay 15% of the cost of the items or services, and the exception will sunset in 2013.

One or more of the above-referenced rules may increase the administrative costs typically associated with the sale of our products to the extent we are required to provide more detailed cost estimates to both parties participating in a proposed donation of technology. Failure on our part to provide accurate cost estimates could lead to contractual or legal exposure. In addition, we may be asked to execute agreements between prospective donors and recipients as a third party. Such requests may require additional review and analysis. In some cases, an agreement may provide either or both parties with the option to terminate the agreement upon either a change in law or experienced counsel's opinion of the law. As these safe harbors and exceptions may be subject to ambiguity, differing interpretation, and potential future sub-regulatory guidance, and given the inherent sensitivities to achieving compliance with safe harbors and exceptions, such termination provisions may have a negative impact on contractual certainty, especially in the context of certain longer-term arrangements, including servicing arrangements.

Customer frustration with the compliance obligations associated with the above-referenced rules, or fear that failure to comply fully with these rules could result in legal exposure, could decrease demand for our products. Alternatively, the protection afforded by these rules for the donation of electronic health information technologies may positively affect sales of our systems and products.

**The Variability and Length of Our Sales Cycle for Our Products May Exacerbate the Unpredictability and Volatility of Our Operating Results.**

We cannot accurately forecast the timing of customer purchases due to the complex procurement decision processes of most healthcare providers and payers. How and when to implement, replace, expand or substantially modify an information system are major decisions for hospitals, and such decisions require these entities to make significant capital expenditures. As a result, we typically experience sales cycles that extend over several quarters. In particular, our Patient Care and Revenue Management software has a higher average selling price and longer sales cycle than many of our other products. As a result, we have only a limited ability to forecast the timing and size of specific sales, making the prediction of quarterly financial performance more difficult.

**We Operate in a Highly Competitive Market.**

Competition for our products and services is intense and is expected to increase. Increased competition could result in reductions in our prices, gross margins and market share and have a material adverse effect on our business, financial condition and results of operations. We compete with other providers of healthcare information software and services, as well as healthcare consulting firms. Some competitors have formed business alliances with other competitors that may affect our ability to work with some potential customers. In addition, if some of our competitors merge, a stronger competitor may emerge. Some principal competitors include:

In the market for healthcare information systems: McKesson Corporation, Inc., Siemens Health Services, a division of Siemens Medical Solutions of Siemens AG, MediTech Corporation, Eclipsys Corporation and Cerner;

In the market for electronic document management products: McKesson Corporation, SoftMed Corporation Inc., FileNet, Streamlined Health, MedPlus and Eclipsys Corporation;

In the market for Smart Identity Management products and services: Initiate Systems, Inc., McKesson Corporation, Siemens Health Services, a division of Siemens Medical Solutions of Siemens AG, and Medibase;

In the market for decision support products: Eclipsys Corporation, Healthcare Microsystems, Inc., a division of Health Management Systems Inc., McKesson Corporation, Siemens Health Services, a

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division of Siemens Medical Solutions of Siemens AG, and MediQual Systems, Inc., a division of Cardinal Health, Inc.; and

In the market for coding, compliance, data, and record management products in the Health Information Management Software Division: 3M Corporation, SoftMed Corporation, Inc., MetaHealth, Eclipsys Corporation and HSS, Inc., an Ingenix Corporation. Prospective customers may evaluate our products' capabilities against the merits of their existing information systems and expertise and decide to stay with their incumbent vendor due to the cost associated with conversion. In addition, existing and prospective customers may be reluctant to buy from us because of the losses we have incurred in past years.

Many of our current and potential competitors have significantly greater financial, technical, product development, marketing and other resources, and market recognition than we have. These competitors may be in a position to devote greater resources to the development, promotion and sale of their products than we can. Our competitors also have, or may develop or acquire, substantial installed customer bases in the healthcare industry. As a result of these factors, our competitors may be able to respond more quickly to new or emerging technologies, changes in customer requirements and changes in the political, economic or regulatory environment in the healthcare industry.

As a result of the current emphasis on patient safety, the selection of a new hospital information system is frequently based on the strength of the vendor's clinical application and many of our competitors have invested considerably more in clinical development than we have.

Major software information systems companies, including those specializing in the healthcare industry, that do not presently offer competing products may enter our markets.

We may not be able to compete successfully against current and future competitors, and such competitive pressures could have a materially adverse effect on our business, financial condition and operating results.

### **We Have Encountered Significant Challenges Integrating Acquired Businesses, and Future Transactions May Adversely Affect Our Business, Operations and Financial Condition.**

Throughout our history, we have made many acquisitions and have encountered significant challenges integrating the acquired businesses into our operations. In recent years, we have made significant progress toward that integration. However, we continue to support different technology platforms. In the future, we plan to make investments in or acquire additional complementary businesses, products, services or technologies. These investments and acquisitions, including our acquisition of the CPR assets and related business of Misys Hospital Systems, Inc., as discussed in the Recent Event section of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, will create new integration challenges. Some of the challenges we have encountered, and may encounter with acquisitions in the future, in integrating acquired businesses include:

Interruption, disruption or delay of our ongoing business;

Distraction of management's attention from other matters;

Additional operational and administrative expenses;

Difficulty managing geographically dispersed operations;

Failure of acquired businesses to achieve expected results, resulting in our failure to realize anticipated benefits;

Write-down or reclassification of acquired assets;

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Failure to retain key acquired personnel and difficulty and expense of training those retained;

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Increases in compensation and stock compensation expenses resulting from newly hired employees;

Assumption of liabilities and potential for disputes with the sellers of acquired businesses;

Customer dissatisfaction or performance problems related to acquired businesses;

Failure to maintain good relations with customers or suppliers;

Exposure to the risks of entering markets in which we have no prior direct experience and to risks associated with market acceptance of acquired products and technologies; and

Platform and technical issues related to integrating systems from various acquired companies.

In the past, all of these factors have had an adverse effect on our business, financial condition and results of operations. We could also face these same challenges in the future.

### **Our Laboratory Solutions are Subject to FDA Regulation. We May Be Required to Make Substantial Changes to Our Products if More of Our Products Become Subject to FDA Regulation, which Could Require a Significant Capital Investment.**

Computer products used or intended for use in the diagnosis, cure, mitigation, treatment or prevention of diseases or other conditions or that affect the structure or function of the body are subject to regulation by the U.S. Food and Drug Administration ( FDA ) under the Federal Food, Drug and Cosmetic Act ( Act ). Our Laboratory solutions are considered Class I medical devices that are regulated under the Act and amendments to the Act (Class I is the least restrictive and regulated of the three classes for medical devices under the Act). While we were required to register, and have registered, our Laboratory solutions with the FDA, they are exempted from the FDA 's more onerous and costly premarket notification procedures.

In the future, the FDA could determine that some of our products, because of their predictive aspects, are clinical decision tools and subject them to regulation, including registration and, perhaps, premarket notification requirements. Compliance with such FDA regulations could be burdensome, time consuming and expensive. Other new laws and regulations affecting healthcare software development also could be enacted in the future. If so, it is possible that our costs and the length of time for product development could increase and that other unforeseeable consequences could arise.

### **Governmental Regulation of the Confidentiality of Patient Health Information Could Result in Our Customers Being Unable to Use Our Products Without Significant Modification, which Could Require Significant Capital Expenditures.**

There is substantial state and federal regulation of the confidentiality of patient health information and the circumstances under which such information may be used by, disclosed to, or processed by us as a consequence of our contacts with various health plans and healthcare providers. This includes state and federal requirements designed to prevent I.D. theft. Although compliance with these laws and regulations is presently the principal responsibility of our customers (e.g., health plans, hospitals, physicians or other healthcare providers), regulations governing patient confidentiality rights are dynamic and rapidly evolving. As such, laws and regulations currently applicable only to certain healthcare entities could be modified so that they could directly apply to us. Additionally, changes to the laws and regulations that would require us to change our systems and our methods may be made in the future, which could require significant expenditure of capital and decrease future business prospects. Also, additional federal and state legislation governing the dissemination of patient health information may be proposed and adopted, which may also significantly affect our business. Finally, certain existing laws and regulations require healthcare entities to contractually pass on their obligations to other entities with which they do business; as such, we are indirectly impacted by various additional laws and regulations.

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HIPAA is a federal law that affects the use, disclosure, transmission and storage of individually identifiable health information referred to as protected health information. As directed by HIPAA, DHHS must promulgate standards or rules for certain electronic health transactions, code sets, data security, unique identification numbers and privacy of protected health information. DHHS has issued some of these rules in final form, while others remain in development. In general, under these rules, we function as a business associate to some of our customers (who are considered to be covered entities under HIPAA). The three rules primarily relevant to us and our customers the Transactions Rule, the Privacy Rule and the Security Rule are discussed below. It is important to note that DHHS could, at any time in the future, modify any existing final rule in a manner that could require us to change our systems or operations.

First, DHHS has published a final HIPAA rule governing transactions and code set standards ( Transactions Rule ). The Transactions Rule had a compliance date of October 16, 2003. To the extent necessary to help our covered entity customers conduct transactions, we believe that our current products and services meet the requirements of the Transactions Rule. Nevertheless, as noted above, DHHS may make further revisions to the Transactions Rule, which could require us to change our products and systems to enable our covered entity customers to meet such obligations.

Second, DHHS has published a final HIPAA privacy rule ( Privacy Rule ) which had a compliance date of April 14, 2003. The Privacy Rule is complex and far reaching. Similar to the Transactions Rule, as noted above, the Privacy Rule directly applies to covered entities. Also, covered entities are, in most instances, required to execute a contract with any business associate that performs certain services on the covered entity s behalf involving the exchange or creation of protected health information. Our hospital and health plan customers are covered entities, and to the extent that we are required by our customers to comply with various contractual safeguards mandated by the Privacy Rule, we believe that we meet the requirements. The Privacy Rule and other similar state healthcare privacy regulations could materially restrict the ability of healthcare providers and health plans to disclose protected health information from patient records using our products and services, or it could require us to make additional capital expenditures to be in compliance. Accordingly, the Privacy Rule and state privacy laws may significantly impact our products use in the healthcare delivery system and, therefore, decrease our revenues, increase working capital requirements and decrease future business prospects.

Third, DHHS has published the final HIPAA security rule ( Security Rule ) with a compliance date of April 20, 2005. The Security Rule applies to the use, disclosure, transmission, storage and destruction of electronic protected health information by covered entities. The Security Rule requires that covered entities must implement administrative, technical and physical security measures to safeguard electronic protected health information. Also, as with the Privacy Rule, under the Security Rule, covered entities are required to enter into contracts with their business associates that include certain mandatory health information safeguards. As such, where we function as a business associate to a customer that is a covered entity, we are required to enter into a business associate contract with that customer. Implementing such measures may require us to expend substantial capital due to required product, service and procedure changes.

We have completed modifications to our business practices and software offerings so that we are able to assist our customers in complying with the Transactions Rule, Privacy Rule and Security Rule. However, DHHS continues to publish change notices to the existing rules and propose new rules. There is no certainty that we will be able to respond to all such rules in a timely manner and our inability to do so could adversely affect our business.

**New Government Regulations and Implementation of New Components of the Health Insurance Portability and Accountability Act of 1996 (HIPAA) Could Require Substantial Modification to our Coding, Compliance and Healthcare Information System Software.**

The Centers for Medicare and Medicaid Services (CMS) has mandated the use of a new Inpatient Prospective Payment System for acute care hospitals. The new Medicare Severity Diagnosis Related Groups or

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MS-DRG will utilize severity of illness adjusted grouping logic to determine reimbursement for hospitals beginning in October of 2007. Additionally CMS has mandated the reporting of an indication that an illness or diagnosis was present at the time the patient was admitted so as to be able to track additional complications that occurred while a patient was receiving inpatient care. These are substantial changes and require modifications to our software products.

Also pending additional enactment legislation is the continuing evolution of HIPAA. Major pending changes include the migration to an updated version (5010) of all electronic transaction sets defined by HIPAA, the implantation of a new transaction (275) to communicate additional information about a healthcare claim by establishing standards for an electronic Claims Attachment and significantly the pending adoption of ICD-10-CM and ICD-10-PCS codes sets, rules and guidelines as a replacement for the current ICD-9CM guidelines. Additionally the implementation of a National Provider Identifier (NPI) that identifies providers of care is well underway. Collectively these and many other mandated regulatory changes, like movement to a Pay for Performance model, will require us to change our systems and our methods which could require a significant expenditure of software development capital and decrease future business prospects for our current product lines.

***Item 6. Exhibits***

The exhibits listed on the accompanying Exhibit Index are filed as part of this Quarterly Report on Form 10-Q.

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**SIGNATURES**

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

QUADRAMED CORPORATION

Date: November 13, 2007

By: */s/ KEITH B. HAGEN*  
**Keith B. Hagen**

**Chief Executive Officer**

Date: November 13, 2007

By: */s/ DAVID L. PIAZZA*  
**David L. Piazza**

**Chief Financial Officer**



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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1*	Asset Purchase Agreement, dated July 22, 2007, by and among Misys Hospital Systems, Inc., Misys plc, QuadCopper, LLC, and QuadraMed Corporation. (Exhibit 2.1 to our Current Report on Form 8-K, as filed with the SEC on July 26, 2007.)
31.1**	Certification of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

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\* Previously filed with the SEC.

\*\* Filed herewith