

TUCOWS INC /PA/  
Form 10-Q/A  
August 17, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 10-Q/A**

(Amendment No. 1)

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

**For the quarterly period ended June 30, 2006**

**OR**

**o 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 **1-32600**

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**TUCOWS INC.**

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(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**23-2707366**  
(I.R.S. Employer  
Identification No.)

**96 Mowat Avenue,  
Toronto, Ontario M6K 3M1, Canada**

(Address of Principal Executive Offices) (Zip Code)

**(416) 535-0123**

(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act:

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 August 8, 2006, there were 75,697,220 outstanding shares of common stock, no par value, of the registrant.

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**EXPLANATORY NOTE**

This Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 ( Amendment No. 1 ) filed by Tucows Inc. (the Company ) is being filed to: (a) correct an inadvertent mistake in Note 3(b) to the Company Financial Statements, whereby the net revenue for the six months ended June 30, 2005 included in the supplemental pro-forma information illustrating the effects of the acquisition of Mailbank.com, Inc. on the historical operating results of the Company was incorrectly stated as \$31,063 instead of \$25,353; (b) correct an inadvertent mistake in the headings to, and eliminate an inadvertent duplicate number contained in, the table summarizing stockholders' equity transactions in Note 7 to the Company Financial Statements and (c) include a new Note 10 to the Company Financial Statements and an update to the Other Income discussion in the Management's Discussion and Analysis of Financial Condition and Results of Operation for the Three and Six Months Ended June 30, 2006 as Compared to the Three and Six Months Ended June 30, 2005, each relating to the Company's right to receive approximately \$1.8 million in contingent consideration from the sale by a third-party of certain patents that were previously owned by the Company. Each of the Company's Chief Executive Officer and Chief Financial Officer has executed new certifications in connection with the filing of Amendment No. 1 and copies of these new certifications have been filed as exhibits to this Amendment No. 1.

TUCOWS INC.

Form 10-Q Quarterly Report

INDEX

**PART I**  
**FINANCIAL INFORMATION**

<u>Item 1</u>	<u>Financial Statements</u>  <u>Consolidated Balance Sheets as of June 30, 2006 (unaudited) and December 31, 2005</u> <u>Consolidated Statements of Operations (unaudited) for the three and six months</u> <u>ended June 30, 2006 and 2005</u> <u>Consolidated Statements of Cash Flows (unaudited) for the three and six months</u> <u>ended June 30, 2006 and 2005</u>  <u>Notes to Consolidated Financial Statements</u>
<u>Item 2</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of</u> <u>Operations</u>
<u>Item 3</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
<u>Item 4</u>	<u>Controls and Procedures</u>

**PART II**  
**OTHER INFORMATION**

<u>Item 1</u>	<u>Legal Proceedings</u>
<u>Item 6</u>	<u>Exhibits</u>
<u>Signatures</u>	

**PART I.**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements****Tucows Inc.****Consolidated Balance Sheets****(Dollar amounts in U.S. dollars)**

	<b>June 30 2006 (unaudited)</b>	<b>December 31, 2005</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 6,539,713	\$ 17,348,088
Short-term investments		1,771,569
Restricted cash	422,458	60,000
Interest receivable	5,027	39,574
Accounts receivable, net of allowance for doubtful accounts of \$86,250 as of June 30, 2006 and \$51,250 as of December 31, 2005	3,658,609	1,439,329
Prepaid expenses and deposits	2,830,814	1,999,820
Prepaid domain name registry and other Internet services fees, current portion	21,142,361	18,175,988
Cash held in escrow	584,382	
Deferred tax asset, current portion	1,000,000	1,000,000
Total current assets	36,183,364	41,834,368
Prepaid domain name registry and other Internet services fees, long-term portion	8,907,236	7,701,939
Deferred acquisition costs		46,034
Property and equipment	5,654,796	1,542,671
Deferred tax asset, long-term portion	2,000,000	2,000,000
Intangible assets	18,848,118	1,006,080
Goodwill (note 3)	5,694,046	1,951,067
Investment	353,737	353,737
Cash held in escrow (note 3(a))	1,781,342	621,412
Total assets	\$ 79,422,639	\$ 57,057,308
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 5,405,505	\$ 1,655,195
Accrued liabilities	3,009,736	1,417,035
Customer deposits	2,844,894	2,276,637
Deferred revenue, current portion	30,608,344	26,790,166
Accreditation fees payable, current portion	505,539	651,811
Note payable (note 3)	2,122,930	
Total current liabilities	44,496,948	32,790,844

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Deferred revenue, long-term portion	12,621,678	11,079,537
Accreditation fees payable, long-term portion	132,222	94,785
Note payable (note 3)	6,000,000	
<b>Stockholders' equity</b>		
Preferred stock - no par value, 1,250,000 shares authorized; none issued and outstanding		
Common stock - no par value, 250,000,000 shares authorized; 75,667,220 shares issued and outstanding as of June 30, 2006 and 71,945,303 shares issued and outstanding as of December 31, 2005		
	15,265,182	12,403,422
Additional paid-in capital	50,210,366	50,061,866
Deficit	(49,303,757)	(49,373,146)
Total stockholders' equity	16,171,791	13,092,142
Total liabilities and stockholders' equity	\$ 79,422,639	\$ 57,057,308

See accompanying notes to unaudited consolidated financial statements

## Turows Inc.

## Consolidated Statements of Operations

(Dollar amounts in U.S. dollars)

(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Net revenues	\$ 15,678,856	\$ 12,002,138	\$ 30,965,976	\$ 23,803,844
Cost of revenues:				
Cost of revenues	10,066,262	7,586,612	19,994,116	14,807,817
Depreciation of property and equipment	669,256	124,143	1,194,175	206,080
Amortization of intangible assets	38,538		77,078	
Total cost of revenues	10,774,056	7,710,755	21,265,369	15,013,897
Gross profit	4,904,800	4,291,383	9,700,607	8,789,947
Operating expenses:				
Sales and marketing (*)	1,572,290	1,166,058	3,031,446	2,518,511
Technical operations and development (*)	2,090,723	1,356,058	4,411,439	2,678,843
General and administrative (*)	948,464	1,146,725	2,567,517	2,537,487
Depreciation of property and equipment	45,041	152,726	82,091	312,663
Amortization of intangible assets	112,591	59,040	205,884	118,080
Total operating expenses	4,769,109	3,880,607	10,298,377	8,165,584
Income (loss) from operations	135,691	410,776	(597,770)	624,363
Other income:				
Interest income, net	102,662	96,856	205,553	174,104
Other income			473,606	
Total other income	102,662	96,856	679,159	174,104
Income before provision for income taxes	238,353	507,632	81,389	798,467
Provision for (recovery of) income taxes	12,000		12,000	(151,975)
Net income for the period	\$ 226,353	\$ 507,632	\$ 69,389	\$ 950,442
Basic earnings per common share	\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.01
Shares used in computing basic earnings per common share	72,527,662	65,991,867	72,255,539	67,376,440
Diluted earnings per common share	\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.01
Shares used in computing diluted earnings per common share	74,704,791	68,744,679	74,540,626	71,763,526

(\*) Stock-based compensation has been included in operating expenses as follows:

Cost of revenues	\$ 3,200	\$ 5,500	\$	\$
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Sales and marketing	\$	18,900	\$	\$	36,000	\$
Technical operations and development	\$	27,500	\$	\$	51,000	\$
General and administrative	\$	29,500	\$	\$	56,000	\$

See accompanying notes to unaudited consolidated financial statements



## Tu cows Inc.

## Consolidated Statements of Cash Flows

(Dollar amounts in U.S. dollars)

(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Cash provided by (used in):				
Operating activities:				
Net income for the period	\$ 226,353	\$ 507,632	\$ 69,389	\$ 950,442
Items not involving cash:				
Depreciation of property and equipment	714,297	276,870	1,276,266	518,743
Amortization of intangible assets	151,129	59,040	282,962	118,080
Unrealized change in the fair value of forward contracts	(378,846)		(195,902)	107,628
Stock-based compensation	78,300		148,500	
Change in non-cash operating working capital:				
Interest receivable	(3,047)		34,547	
Accounts receivable	(335,071)	(8,380)	(2,162,713)	(159,977)
Prepaid expenses and deposits	(24,292)	83,467	(20,879)	410,803
Prepaid domain name registry and other Internet services fees	(1,858,622)	(835,394)	(4,171,670)	(2,837,609)
Accounts payable	2,577,875	(103,675)	3,070,542	(60,713)
Accrued liabilities	(259,966)	335,452	1,067,114	(675,339)
Customer deposits	420,423	(30,742)	568,257	(108,869)
Deferred revenue	2,151,830	888,976	5,196,350	3,394,465
Accreditation fees payable	(240,100)	301,495	(108,836)	472,352
Cash provided by operating activities	3,220,263	1,474,741	5,053,927	2,130,006
Financing activities:				
Proceeds received on exercise of stock options	27,401	5,416	55,410	186,439
Cash (used in) provided by financing activities	27,401	5,416	55,410	186,439
Investing activities:				
Additions to property and equipment	(2,405,146)	(625,169)	(3,291,425)	(826,077)
Decrease (increase) in investment in short-term investments	72,000	(7,771,453)	1,771,569	(7,771,453)
Decrease (increase) in restricted cash - being margin security against forward exchange contracts	190,042		(362,458)	460,398
Acquisition of Mailbank.com Inc., net of cash acquired	(5,830,902)		(5,830,902)	
Acquisition of Hosted Messaging Assets, net of cash acquired	163,969		(6,419,485)	
Decrease (increase) in cash held in escrow	(18,507)	396,604	(1,785,011)	392,888
Cash used in investing activities	(7,828,544)	(8,000,018)	(15,917,712)	(7,744,244)
Decrease in cash and cash equivalents	(4,580,880)	(6,519,861)	(10,808,375)	(5,427,799)
Cash and cash equivalents, beginning of period	11,120,593	15,007,050	17,348,088	13,914,988
Cash and cash equivalents, end of period	\$ 6,539,713	\$ 8,487,189	6,539,713	8,487,189

Supplemental cash flow information:

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Interest paid	\$		\$		\$		\$	300
Supplementary disclosure of non-cash investing and financing activities:								
Common stock issued on the acquisition of Mailbank.com Inc.	\$	2,877,070	\$		\$	2,877,070	\$	
Promissory notes issued on the acquisition of Mailbank.com Inc.	\$	8,122,930	\$		\$	8,122,930	\$	

See accompanying notes to unaudited consolidated financial statements

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. BUSINESS AND BASIS OF PRESENTATION:**

Tucows Inc., a Pennsylvania corporation (referred to throughout this report as the Company, Tucows, we, us or through similar expressions), provides Internet services and downloadable software through a global network of service providers, including web hosting companies and other providers of services over the Internet. Tucows' services include domain registration services, digital certificates, billing, provisioning and customer care software solutions, email and anti-spam services, blogware and website building tools.

The accompanying unaudited interim consolidated balance sheet, and the related statements of operations and cash flows reflect all adjustments, consisting of normal recurring adjustments, that are, in the opinion of management, necessary for a fair presentation of the financial position of Tucows and its subsidiaries as at June 30, 2006 and the results of operations and cash flows for the interim periods ended June 30, 2006 and 2005.

The accompanying interim consolidated financial statements have been prepared by Tucows without audit, in accordance with the rules and regulations of the Securities and Exchange Commission (the SEC) and do not include all information and notes normally provided in annual financial statements. Except as outlined in note 2, these interim financial statements follow the same accounting policies and methods of application used in the annual financial statements and should be read in conjunction with the audited financial statements and notes thereto of Tucows for the year ended December 31, 2005 included in Tucows 2005 Annual Report on Form 10-K filed with the SEC on March 17, 2006.

Tucows considers investments in highly liquid instruments purchased with an original maturity of 90 days or less to be cash equivalents. Tucows maintains its cash balances in highly rated financial institutions. At times, such cash balances exceed the Federal Deposit Insurance Corporation limit.

Tucows' short-term investments are invested in United States Treasury Bonds, Certificates of Deposit and Commercial Papers. These short-term investments are reported at amortized cost, while any accrued interest on these investments is included in interest income within Tucows Consolidated Statements of Operations, and in Accounts Receivable, on Tucows' Consolidated Balance Sheets.

Certain comparatives have been reclassified to conform with the current period's presentation.

**2. NEW ACCOUNTING POLICIES:**

The following new accounting policy was adopted by Tucows in the six months ended June 30, 2006:

Share-based payment:

On January 1, 2006, Tucows adopted the fair value-based method for measurement and cost recognition of employee share-based compensation arrangements under the provisions of Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment ( SFAS 123R ), using the modified prospective application transitional approach. Previously, Tucows had elected to account for employee share-based compensation using the intrinsic value method based upon Accounting Principles Board Opinion No. 25,

Accounting for Stock Issued to Employees ( APB 25 ) and related interpretations. The intrinsic value method generally did not result in any compensation cost being recorded for employee stock options since the exercise price was equal to the market price of the underlying shares on the date of grant.

Under the modified prospective transitional approach, share-based compensation is recognized for awards granted, modified, repurchased or cancelled subsequent to the date of adoption of SFAS 123R. In addition, share-based compensation is recognized, subsequent to the date of adoption of SFAS 123R, for the remaining portion of unvested outstanding awards granted prior to the date of adoption. Prior periods have not been adjusted and Tucows continues to provide pro forma disclosure as if it had accounted for employee share-based payments in all periods prior to the adoption of SFAS 123R in accordance with the fair value provisions of SFAS No. 123, Accounting for Stock-based Compensation , which is presented below.

Tucows measures share-based compensation costs on the grant date, based on the calculated fair value of the award. Tucows has elected to treat awards with graded vesting as a single award when estimating fair value. Compensation cost is recognized on a straight-line basis over the employee requisite service period, which in Tucows' circumstances is the stated vesting period of the award, provided that total compensation cost recognized at least equals the pro rata value of the award that has vested. Compensation cost is initially based on the estimated number of options for which the requisite service is expected to be rendered. This estimate is adjusted to the vesting date once actual forfeitures are known.

Had Tucows adopted the fair value-based method for accounting for share-based compensation in all prior periods presented, the pro-forma impact on net income and net income per share would be as follows:

	Three months ended June 30, 2005	Six months ended June 30, 2005
	(unaudited)	
Net income, as reported	\$ 507,632	\$ 950,442
Deduct total stock-based employee compensation expense determined under fair-value-based method for all rewards, net of tax	(128,696)	(211,983)
Net income, pro forma	\$ 378,936	\$ 738,459
Earnings per common share, as reported	\$ 0.01	\$ 0.01
Earnings per common share, pro forma	\$ 0.01	\$ 0.01

Refer to Note 8 Share-Based Payments in these condensed consolidated financial statements for details of stock options and share-based compensation cost recorded during the three and six months ended June 30, 2006.

### 3. ACQUISITIONS

#### a. Acquisition of the Hosted Messaging Assets from Critical Path Inc. :

On January 3, 2006, Tucows.com Co, one of Tucows wholly owned subsidiaries, completed the purchase of the Hosted Messaging Assets from Critical Path, Inc. for a purchase price of \$6.25 million in cash. An additional \$1.75 million of consideration is being held in escrow, and is payable by Tucows, contingent on certain future customer orders being renewed through October 2006. This additional contingent consideration will be recorded when the amount becomes fixed and determinable and will be reflected as additional goodwill at that time.

The total aggregate consideration paid at January 3, 2006 amounting to \$6,629,488 is composed of:

\$6,250,000 paid in cash,

\$379,488 of transaction costs.

The allocation of the fair value of the net assets acquired based on the consideration paid, is as follows:

Prepaid expenses and deposits	\$ 570,704
Property and equipment	2,040,000

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Intangible assets		1,225,000
Goodwill		2,849,412
Total assets acquired		6,685,116
Accruals		55,628
Total liabilities		55,628
Purchase price	\$	6,629,488

During the three months ended June 30, 2006 goodwill was reduced by an amount of \$163,969 to give effect to a pre-acquisition contingency that was settled during the period.

Intangible assets relate to acquired technology and customer relationships, and are being amortized over their respective useful lives of 2 and 5 years.

The following supplemental pro-forma information is presented to illustrate the effects of the acquisition on the historical operating results for the three and six months ended June 30, 2005, as if the acquisition had occurred at January 1, 2005. Pro-forma information for the periods ended June 30, 2006 has not been presented as the acquisition was made as of January 3, 2006.

	<b>Three months ended June 30, 2005 (in thousands)</b>	<b>Six months ended June 30, 2005 (in thousands)</b>
Net revenues	\$ 14,268	\$ 30,067
Net loss for the period	\$ (1,824.00)	(4,825.00)
Basic loss per common share	\$ (0.03)	(0.07)

**b. Acquisition of Mailbank.com Inc. :**

On June 19, 2006, Tucows (Delaware) Inc., one of Tucows wholly owned subsidiaries, acquired Mailbank.com Inc. (doing business as NetIdentity) via merger. The total aggregate consideration amounting to \$17,285,305 is composed of:

\$6,085,305 paid in cash,

\$2,803,070 being the fair value of 3,596,337 shares of Tucows common stock still to be issued,

\$8,122,930 payable in promissory notes payable, and

\$200,000 of estimated transaction costs.

The promissory notes payable are both due to the former shareholders of Mailbank.com Inc.

The first unsecured promissory note is in the amount of \$6,000,000 and bears simple interest at the rate of 7% per annum. The interest on the promissory note is payable quarterly in arrears, beginning October 1, 2006. The principal, together with any unpaid interest is payable on June 19, 2008. Tucows may prepay this promissory note in full or in part without any premium or penalty. This promissory note is shown as a non-current liability. The accrued interest payable as of June 30, 2006 amounting to \$5,758 is included with accrued liabilities.

The second unsecured promissory note is in the amount of \$2,122,930 and bears simple interest at the rate of 9% per annum. The principal and accrued interest on the promissory note is payable on December 19, 2006. Tucows may prepay this promissory note in full or in part without any premium or penalty. This promissory note is shown as a current liability, while accrued interest payable as of June 30, 2006 amounting to \$12,658 is included with accrued liabilities.

The preliminary allocation of the fair value of the net assets acquired based on the consideration paid, is as follows:

Cash and cash equivalents	\$ 454,403
Accounts receivable	56,566
Prepaid expenses and deposits	43,508

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Property and equipment	56,966	
Intangible assets	16,900,000	
Goodwill	849,588	
Total assets acquired		18,361,031
Accounts payable	679,768	
Accrued liabilities	469,958	
Total liabilities		1,149,726
Purchase price	\$	17,211,305

In terms of the merger agreement, the preliminary allocation of the purchase price is subject to revision to give effect to certain working capital adjustments that may become resolved during subsequent periods, once the audit of Mailbank.com Inc. is finalized

The valuation of the intangible assets is based on a preliminary report from an independent valuator.

Mark Cuban, who on June 19, 2006 was an 8.5% shareholder of the Company, was also a significant shareholder of Mailbank, with holdings of approximately 22.8%. Rawleigh H. Ralls, IV, who on June 19, 2006 was a 1% shareholder of the



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Company, held approximately 35.4% of Mailbank.com Inc. Both Mr. Cuban and Mr. Ralls were signatories to the Merger Agreement and separately voted to approve the adoption of the Merger Agreement, the Merger and related transactions.

The following supplemental pro-forma information is presented to illustrate the effects of the acquisition on the historical operating results for the three and six months ended June 30, 2006 and June 30, 2005, as if the acquisition had occurred at January 1, 2006 and January 1, 2005, respectively.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
	(unaudited)		(unaudited)	
	(in thousands except earnings per share)			
Net revenue	\$ 16,576	\$ 12,916	\$ 32,690	\$ 25,353
Net income (loss) for the period	(362)	728	(751)	917
Basic earnings (loss) per common share	\$ 0.00	\$ 0.01	\$ (0.01)	\$ 0.01

**4. BASIC AND DILUTED EARNINGS PER COMMON SHARE:**

The Company's basic earnings per common share have been calculated by dividing net income by the weighted average number of common shares outstanding.

The diluted earnings per common share have been calculated using the weighted average number of common shares outstanding and potentially dilutive common shares outstanding during the periods. These potentially dilutive common shares outstanding are excluded from the computation of diluted earnings per common share if their effect is anti-dilutive.

**5. SUPPLEMENTAL INFORMATION:**

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
	(unaudited)		(unaudited)	
Revenue from :				
Domain name and ancillary services	\$ 14,604,168	\$ 11,280,867	\$ 29,047,280	\$ 22,101,198
Advertising and other revenue	1,074,688	721,271	1,918,696	1,702,646
	\$ 15,678,856	\$ 12,002,138	\$ 30,965,976	\$ 23,803,844

**6. COMMITMENTS AND CONTINGENCIES:**

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A summary of our contractual obligations and commercial commitments as of June 30, 2006 is presented in the table below. Purchase obligations include amounts committed under legally enforceable contracts or purchase orders.

	Total	< 1 year	1 - 3 years	3 - 5 years	> 5 years
Contractual Lease Obligations	\$ 1,925,000	\$ 388,000	\$ 662,000	\$ 694,000	\$ 181,000
Purchase Obligations	763,000	761,000	2,000		
Notes payable	8,122,930	2,122,930	6,000,000		
<b>Total</b>	<b>\$ 10,047,930</b>	<b>\$ 2,510,930</b>	<b>\$ 6,662,000</b>	<b>\$ 694,000</b>	<b>\$ 181,000</b>

As of June 30, 2006, we had outstanding foreign currency forward contracts with a notional value of \$8.5 million, whereby \$250,000 is converted into Canadian dollars on July 11, 2006, and \$750,000 is converted into Canadian dollars on a semi-monthly basis from July 26, 2006 to December 2006 at foreign exchange rates varying from U.S.\$1:Cdn\$1.147 to U.S.\$1:Cdn\$1.1522. During the three and six months ended June 30, 2006 the Company recorded a gain on fair valuing its foreign exchange forward contracts of \$379,000 and \$196,000 respectively.

**7. STOCKHOLDERS' EQUITY:**

The following table summarizes stockholders' equity transactions for the three and six months ended June 30, 2006:

	Common stock		Additional paid in capital	Deficit	Total stockholders' equity (deficiency)
	Number	Amount			
Balances, December 31, 2005	71,945,303	\$ 12,403,422	\$ 50,061,866	\$ (49,373,146)	\$ 13,092,142
Exercise of stock options	65,301	28,009			28,009
Acquisition of Boardtown Corporation	3,569	3,281			3,281
Stock-based compensation			70,200		70,200
Net loss for the period				(156,964)	(156,964)
Balances, March 31, 2006	72,014,173	12,434,712	50,132,066	(49,530,110)	13,036,668
Exercise of stock options	56,710	27,400			27,400
Acquisition of Mailbank.com Inc.	3,596,337	2,803,070			
Stock-based compensation			78,300		78,300
Net income for the period				226,353	226,353
Balance June 30, 2006	75,667,220	\$ 15,265,182	\$ 50,210,366	\$ (49,303,757)	\$ 16,171,791

**8. SHARE-BASED PAYMENTS**

## Summary of Outstanding Stock Options

As of June 30, 2006, options to purchase an aggregate of 6,498,261 shares of common stock are outstanding under the Company's 1996 Stock Option Plan. No further shares of common stock may be issued under this option plan. Stock options that have been issued under the 1996 Stock Option Plan generally vest over four years and expire ten years from the date of the grant. The exercise price of options granted is equivalent to the fair market value of the stock on the day prior to date of grant.

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A summary of option activity under the Company's stock option plans for the three and six months ended June 30, 2006 is as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (\$'000s)
Outstanding at March 31, 2006	6,592,217	\$ 0.52		
Exercised	(56,710)	0.48		
Forfeited or expired	(37,246)	0.79		
Outstanding at June 30, 2006	6,498,261	\$ 0.52	4.76	\$ 2,836
Exercisable at June 30, 2006	5,481,424	\$ 0.50	4.11	\$ 2,512
Outstanding at December 31, 2005	6,497,387	\$ 0.51		
Granted	233,000	0.94		
Exercised	(122,011)	0.45		
Forfeited or expired	(110,115)	0.63		
Outstanding at June 30, 2006	6,498,261	\$ 0.52	4.76	\$ 2,836
Exercisable at June 30, 2006	5,481,424	\$ 0.50	4.11	\$ 2,512

The Company estimates the fair value of stock options using the Black-Scholes option pricing model, consistent with the provisions of SFAS 123R and SEC Staff Accounting Bulletin No. 107. The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, while the options issued by the Company are subject to both vesting and restrictions on transfer. In addition, option-pricing models require input of subjective assumptions including the estimated life of the option and the expected volatility of the underlying stock over the estimated life of the option. The Company uses historical volatility as a basis for projecting the expected volatility of the underlying stock and estimates the expected life of its stock options based upon historical data.

The Company believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair value of the Company's stock option grants. Estimates of fair value are not intended, however, to predict actual future events or the value ultimately realized by employees who receive equity awards.

For the six months ended June 30, 2006, the weighted-average fair value of options granted, as of the grant date, was \$0.83, using the following weighted average assumptions: expected volatility of 121%; risk-free interest rate of 4.5%; expected dividend yield of 0%; and expected life of 6 years. 233,000 options were granted during the six months ended June 30, 2006.

No options were granted during the three months ended June 30, 2006.

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For the six months ended June 30, 2005, the weighted-average fair value of options granted, as of the grant date, during the periods was \$.69, using the following weighted-average assumptions: expected volatility of 122%; risk-free interest rate of 3.7%, expected dividend yield of 0%; and expected life of 4 years. 196,375 options were granted during the six months ended June 30, 2005.

For the three months ended June 30, 2005, the weighted-average fair value of options granted, as of the grant date, during the periods was \$.67, using the following weighted-average assumptions: expected volatility of 118%; risk-free interest rate of 3.7%, expected dividend yield of 0%; and expected life of 4 years. 115,000 options were granted during the three months ended June 30, 2005.

In each of the above periods, no cash was used by the Company to settle equity instruments granted under share-based compensation arrangements.

The fair value of awards granted prior to January 1, 2006 is not adjusted to be consistent with the provision of SFAS 123R from the amounts disclosed previously, on a pro forma basis, in the notes to the audited consolidated financial statements in the Company's Forms 10-K or in the notes to the unaudited condensed consolidated financial statements in the Company's Forms 10-Q. Had the fair value of awards granted prior to January 1, 2006 been adjusted for forfeitures, the stock based compensation expense, on a pro forma basis, would have been lower by \$3,900 for the three months ended June 30, 2005 and by \$9,600 for the six months ended June 30, 2005. As of June 30, 2006, the total compensation cost related to unvested stock awards not yet recognized in the statement of operations was \$540,000, before adjusting for estimated forfeiture, which will be recognized over a weighted average period of approximately 2.5 years.

Share-based compensation expense included in the statement of operations for the six months ended June 30, 2006 was \$148,500, while share-based compensation expense included in the statement of operations for the three months ended June 30, 2006 was \$78,300. The Company has not capitalized any share-based compensation expense as part of the cost of an asset. The impact of adoption of SFAS 123R, for the six month period ended June 30, 2006, was a decrease in net income of \$148,500, and for the three months ended June 30, 2006, a decrease in net income of \$78,300. These amounts did not change basic and diluted income per share.

#### **9. RECENT ACCOUNTING PRONOUNCEMENTS:**

In June 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109 ( FIN48 ). This Interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. This Interpretation prescribes that a company should use a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold should be measured in order to determine the tax benefit to be recognized in the financial statements. FIN 48 is effective in fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact of FIN 48 on its consolidated results of operations and financial condition.

#### **10. SUBSEQUENT EVENT:**

In 2002, the Company sold to an unrelated third party ( the Purchaser ), various patents which were acquired by the Company in the merger with Infonautics in 2001. In connection with the sale of these patents, the Company retained the right to additional contingent consideration relating to any cash flow received by the Purchaser relating to the commercialization of these patents. On August 15, 2006, the Company was informed by the Purchaser that it has sold certain of these patents to an unrelated third party. As a result, the Company expects to recognize, within other revenue, any gains which become fixed and determinable in the third quarter ending September 30, 2006, which are expected to be approximately \$1.8 million. The Company does not expect to receive any additional contingent consideration from this arrangement in the future.

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

#### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

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Some of the statements under Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Form 10-Q constitute forward-looking statements.

These statements involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. While we believe that we have a reasonable basis for each forward-looking statement contained in this Form 10-Q, we caution you that these statements are based on a combination of facts and factors currently known by us and projections of the future, about which we cannot be certain or even relatively certain. Many factors affect our ability to achieve our objectives and to successfully develop and commercialize our services including:

Our ability to continue to generate sufficient working capital to meet our operating requirements;

Our ability to maintain a good working relationship with our vendors and customers;

The ability of vendors to continue to supply our needs;

Actions by our competitors;

Our ability to achieve gross profit margins at which we can be profitable;

Our ability to attract and retain qualified personnel in our business;

Our ability to effectively manage our business;

Our ability to obtain and maintain approvals from regulatory authorities on regulatory issues; and

Pending or new litigation.

In addition, you should refer to the Risk Factors section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and the Risk Factors section of this Form 10-Q for a discussion of other factors that may cause





our actual results to differ materially from those implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Form 10-Q will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, if at all.

You should read this Form 10-Q completely. In some cases, you can identify forward-looking statements by the following words: may, will, should, expect, intend, plan, anticipate, believe, estimate, predict, potential, continue or the negative of these terms or other terminology. All forward-looking statements included in this Form 10-Q are based on information available to us as of the date of this Form 10-Q, and we assume no obligation to update these cautionary statements or any forward-looking statements. These statements are not guarantees of future performance.

We qualify all the forward-looking statements contained in this Form 10-Q by the foregoing cautionary statements.

## **OVERVIEW**

We provide Internet services and downloadable software through a global distribution network of more than 6,000 customers, or Service Providers, in more than 100 countries. We are an accredited registrar with the Internet Corporation for Assigned Names and Numbers, or ICANN, and we generate revenue primarily through the provision of domain registration and other Internet services to Service Providers who offer such services to their own customers in a process known as wholesale distribution

Our distribution network of Service Providers is comprised primarily of web hosting companies, Internet Service Providers, or ISPs, and providers of other services over the Internet. These Service Providers typically provide their customers, the end-users of the Internet, with a critical component to enable their use of the Internet. End-users typically consist of individuals and businesses ranging from small businesses to large corporations.

### **Net Revenues**

We generate net revenues primarily through the provision of domain registration and other Internet services. Additional revenue is generated from advertising and other services.

### **Domain registration and other Internet services**

We generate revenues from the provision of Internet services on both a wholesale and retail basis. To date, the majority of net revenues have been derived from the sale of services provided as an accredited domain registrar. As of June 30, 2006, we offered registration services for the generic top-level domains, or gTLDs .com, .net, .org, .info, .name, .biz and .mobi and for the country code top-level domains, or ccTLDs .at, .be, .ca, .cc, .ch, .cn, .de, .eu, .fr, .it, .nl, .tv, .uk, and .us.

We receive revenues for each domain registration or other Internet service processed through our system by Service Providers.

With respect to the sale of domain registrations, we earn registration fees in connection with each new, renewed and transferred-in registration and from providing provisioning services to Service Providers and registrars on a monthly basis. Domain registrations are generally purchased for terms of one to ten years. Payments for the full term of all services, or billed revenue, are received at the time of activation of service and where appropriate are recorded as deferred revenue and are recognized as earned ratably over the term of provision of service. This accounting treatment reasonably approximates a recognition pattern that corresponds with the provision of the services during the quarters and the year.

Other Internet services currently consist of the sale of expiring domain names and digital certificates, billing, provisioning and customer care software solutions, email and anti-spam services, blogware and website building tools which are used by our Service Providers to create bundles of Internet services for their end-users. We earn fees when a service is activated. Other Internet services are generally purchased for terms of one month to three years. Payments for domain registrations and other Internet services are for the full term of all services at the time of activation of service and where appropriate are recorded as deferred revenue and are recognized as earned ratably over the term of provision of service. This accounting treatment reasonably approximates a recognition pattern that corresponds with the provision of the services during the quarters and the year.

On a retail basis, we offer Internet services directly to end-users through our Domain Direct division. These services include domain registration and other Internet services such as email, personalized email through our portfolio of surname-based domain names, blogware, hosting and website creation. Depending on the service offered, Domain Direct receives standard fees for its services that are published on its website. In addition, Domain Direct offers referral commissions based

on a percentage of net registration revenues to participants in its affiliate program.

### **Advertising and other revenue**

We also generate advertising and other revenue through our online libraries of shareware, freeware and online services presented at our website, [www.tucows.com](http://www.tucows.com), as well as from traffic and search sessions originating on our portfolio of domain names.

Our software libraries advertising revenue is generated from third-party advertisers and from software developers who rely on us as a primary source of distribution. Software developers use our Author Resource Center, or ARC, to submit their products for inclusion in our software libraries and to purchase promotional placement of their software in the library categories, as well as purchase other promotional services on a cost-per-click through or flat rate basis. Software developers are able to promote their software through advertising services including keyword search placements, banners, promotional placements, expedited reviews and premium data services. Revenue is also generated from companies who contract with us to provide them with co-branded content.

We offer pay-per-click advertising on the pages of certain domains within our domain name portfolio. When a user types one of these domain names into the command line of the browser (direct navigation), they are presented with dynamically generated links which are pay-per-click advertising. Every time a user clicks on one of the links listed on a web page, it generates revenue for us through our partnership with third-parties who provide syndicated pay-per-click results.

Advertising and other revenue is recognized ratably over the period in which it is presented.

### **Critical Accounting Policies**

The following is a discussion of our critical accounting policies and methods. Critical accounting policies are defined as those that are both important to the portrayal of our financial condition and results of operations and are reflective of significant judgments and uncertainties made by management that may result in materially different results under different assumptions and conditions. Notes 1, 2 and 9 to the unaudited consolidated financial statements for the three and six months ended June 30, 2006 include further information on the significant accounting policies and methods used in the preparation of our consolidated financial statements.

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate the application of these estimates, including those related to the recoverability of investments, useful lives of intangible assets, valuation of goodwill, product development costs, revenue recognition and deferred revenue and accounting for income taxes. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual amounts could differ significantly from these estimates.

**Revenue recognition policy**



We earn revenues from:

Domain registration fees on both a wholesale and retail basis and other Internet services; and

Advertising and other revenue.

With respect to the sale of domain registrations, we earn registration fees in connection with each new, renewed and transferred-in registration and from providing provisioning services to Service Providers and registrars on a monthly basis. We also enter into revenue arrangements in which a Service Provider may purchase a combination of services (multiple element arrangements). When fair value exists for all elements, we allocate revenue to each element based on the relative fair value of each of the elements. Fair value is established by the price charged when that element is sold separately. For arrangements where fair value exists only for the undelivered elements, we defer the full value of the undelivered elements and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as revenue, assuming all other criteria for revenue recognition have been met. Payments for the full term of all services, or billed revenue, are received at the time of activation of service and where appropriate are recorded as deferred revenue and are recognized as earned ratably over the term of provision of service. This accounting treatment reasonably approximates a recognition pattern that corresponds with the provision of the services during the quarters and the year.

We also generate advertising and other revenue through our online libraries of shareware, freeware and online services presented at our website, [www.tucows.com](http://www.tucows.com) as well as from traffic and search sessions originating on our portfolio of domain

names. Advertising and other revenue is recognized ratably over the period in which it is presented. To the extent that the minimum number of impressions we guarantee to customers is not met, we defer recognition of the corresponding revenues until the guaranteed impressions are achieved.

Changes to contractual relationships in the future could impact the amounts and timing of revenue recognition.

In those cases where payment is not received at the time of sale, additional conditions for recognition of revenue apply. The conditions are (i) that the collection of sales proceeds is reasonably assured and (ii) that we have no further performance obligations. We record expected refunds, rebates and credit card charge-backs as a reduction of revenues at the time of the sale based on historical experiences and current expectations. Should these expectations not be met, adjustments will be required in future periods.

We establish reserves for possible uncollectible accounts receivable and other contingent liabilities which may arise in the normal course of business. Historically, credit losses have been within our expectations and the reserves we have established have been appropriate. However, we have, on occasion, experienced issues which have led to accounts receivable not being fully collected. Should these issues occur more frequently, additional reserves may be required.

**Product development costs**





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We account for the costs of computer software developed or obtained for internal use in accordance with the *American Institute of Certified Public Accountants Statement of Position 98-1: Accounting for the Cost of Computer Software Developed or Obtained for Internal Use*, as more fully described in Note 2 to our audited consolidated financial statements for the year ended December 31, 2005. Our policy on capitalizing internally developed software costs determines the timing of its recognition of certain development costs. In addition, this policy determines whether the cost is classified as development expense or depreciation of property and equipment. Management reassesses these judgments on an ongoing basis. Changes in management's assessment could impact the recognition of development costs in our accounts.

### **Valuation of intangible assets, goodwill and long-lived assets**

Our business acquisitions typically result in goodwill and other intangible assets, which affect the amount of future period amortization expense and possible impairment expense that we may incur. The determination of the value of such intangible assets requires management to make estimates and assumptions that affect our consolidated financial statements. In addition to annual evaluation of the carrying value of goodwill, we review our identifiable intangibles, long-lived assets and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that we consider important that could trigger an impairment review include the following:

a significant underperformance relative to expected historical or projected future operating results;

a significant change in the manner of our use of the acquired asset or the strategy for our overall business; or

a significant negative industry or economic trend.

When we determine that the carrying value of intangibles, long-lived assets or goodwill may not be recoverable based upon the existence of one or more of the above indicators of impairment, we measure any impairment based on a projected discounted cash flow model using a discount rate determined by management to be commensurate with the risk inherent in our current business model. Management will base its estimates in preparing the discounted cash flows on historical experience and on various other assumptions, including current market trends and developments, ongoing customer developments and general economic factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions.

#### **Accounting for income taxes**



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We account for income taxes under the asset and liability method in accordance with Statement of Financial Accounting Standards No. 109. Under the asset and liability method, we recognize deferred tax assets or liabilities for the anticipated future tax effects of temporary differences between the financial statement basis and the tax basis of our assets and liabilities. We record a valuation allowance to reduce the net deferred tax assets when it is more likely than not that the benefit from the deferred tax assets will not be realized. In assessing the need for a valuation allowance, historical and future levels of income, expectations and risks associated with estimates of future taxable income and ongoing tax planning strategies are considered. In the event that it is determined that the deferred tax assets to be realized in the future would be in excess of the net recorded amount, an adjustment to the deferred tax asset valuation allowance would be recorded. This adjustment would increase income in the period such determination was made. Likewise, should it be determined that all or part of a recorded net

deferred tax asset would not be realized in the future, an adjustment to increase the deferred tax asset valuation allowance would be charged to income in the period such determination would be made.

On a periodic basis, we evaluate the probability that our deferred tax asset balance will be recovered to assess its realizability. To the extent we believe it is more likely than not that some portion of our deferred tax assets will not be realized, we will increase the valuation allowance against the deferred tax assets. Realization of our deferred tax assets is dependent primarily upon future taxable income. Our judgments regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. These changes, if any, may require possible material adjustments to these deferred tax assets, resulting in a reduction in net income or an increase in net loss in the period when such determinations are made.

**Accounting for stock based employee compensation**



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In accordance with SFAS 123(R), we measure compensation cost for stock awards at fair value and recognize compensation over the vesting period. The estimation of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We consider many factors when estimating expected forfeitures, including types of awards and historical experience. Actual results, and future changes in estimates, may differ substantially from our current estimates.

### RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2006 AS COMPARED TO THE THREE AND SIX MONTHS ENDED JUNE 30, 2005

#### NET REVENUES

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Net revenues	\$ 15,678,856	\$ 12,002,138	\$ 30,965,976	\$ 23,803,844
Increase over prior period	\$ 3,676,718		\$ 7,162,132	
Increase - percentage	31%		30%	

Total net revenues for the three months ended June 30, 2006 increased to \$15.7 million from \$12.0 million for the three months ended June 30, 2005.

Total net revenues for the six months ended June 30, 2006 increased to \$31.0 million from \$23.8 million for the six months ended June 30, 2005.

During the three and six months ended June 30, 2006, no customer accounted for more than 10% of billed revenue, and two customers accounted for 25% of accounts receivable at June 30, 2006. Significant management judgment is required at the time of recording of revenue to assess whether the collection of the resulting receivables is reasonably assured. On an ongoing basis we assess the ability of our customers to make required payments. Based on this assessment, we expect the carrying amount of our outstanding receivables, net of allowance for doubtful accounts, to be fully collected.

*Domain name and other Internet services*





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Net revenues from domain name and other Internet services for the three months ended June 30, 2006 increased by \$3.3 million, or 29.5%, to \$14.6 million from \$11.3 million for the three months ended June 30, 2005, primarily as a result of increased volumes from new and existing customers and the additional revenue we earned during the three months ended June 30, 2006 from the Hosted Messaging Assets we acquired from Critical Path in January 2006.

Net revenues from domain name and other Internet services for the six months ended June 30, 2006 increased by \$6.9 million, or 31.4%, to \$29.0 million from \$22.1 million for the six months ended June 30, 2005, primarily as a result of increased volumes from new and existing customers and the additional revenue we earned during the six months ended June 30, 2006 from the Hosted Messaging Assets we acquired from Critical Path in January 2006.

During the three months ended June 30, 2006, the number of domain names that we processed increased by 300,000 to 1.3 million new, renewed and transferred-in domain name registrations, compared to the three months ended June 30, 2005. During the six months ended June 30, 2006, the number of domain names that we processed increased by 520,000 to 2.5 million new, renewed and transferred-in domain name registrations, compared to the six months ended June 30, 2005. These increases were due primarily to the fact that we continued to compete aggressively to attract new clients and retain existing customers in order to protect our current market share and improve our competitive position. These actions have resulted in

our average selling price declining, which has partially offset the impact of the increased transaction volume on our revenue and profitability. We may face continued pricing pressure in order to remain competitive, which would adversely impact our revenues and profitability.

The renewal rate for domain name registrations increased to 74% for the three months ended June 30, 2006 compared to 70% for the three months ended June 30, 2005.

During the three months ended June 30, 2006, revenue from domain names, including Domain Direct, comprised 73.3% of total revenue, compared to 86.2% for the three months ended June 30, 2005. During the six months ended June 30, 2006, revenue from domain names, including Domain Direct, comprised 74.6% of total revenue, compared to 85.3% for the six months ended June 30, 2005. This percentage decrease primarily resulted from the recognition of revenues from the newly acquired Hosted Messaging Assets. This resulted in revenue from other Internet services increasing to 19.8% of total revenue for the three months ended June 30, 2006, compared to 7.8% for the three months ended June 30, 2005. Revenue from other Internet services increased to 19.2% of total revenue for the six months ended June 30, 2006, compared to 7.5% for the six months ended June 30, 2005.

While we anticipate that the number of new, renewed and transferred-in domain name registrations will incrementally increase, the volatility in the market could affect the growth of domain names under our management. As at June 30, 2006, the total number of domain names under our management increased by 800,000 to 5.4 million, compared to the total number of domain names under our management as at June 30, 2005. As of June 30, 2006 we provided provisioning services to five registrars on a monthly basis, who use our technical systems to process domain registrations with their accreditation. As of June 30, 2006, we managed 1.5 million domain names, compared to 729,000 for six registrars at June 30, 2005, on their behalf.

Deferred revenue from domain name registrations and other Internet services at June 30, 2006 increased to \$43.2 million from \$36.6 million at June 30, 2005.

*Advertising and other revenue*



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Advertising and other revenue for the three months ended June 30, 2006 increased by \$353,000, or 49.0%, to \$1.1 million from \$721,000 for the three months ended June 30, 2005, and increased by \$216,000, or 12.7%, to \$1.9 million from \$1.7 million for the six months ended June 30, 2005. This increase resulted primarily as a result of our delivery of third party advertisements on parked pages amounting to \$174,000 for the three months ended June 30, 2006, and \$227,000 for the six months ended June 30, 2006.

During the three months ended June 30, 2006, revenue from advertising and other revenue comprised 6.9% of total revenue, compared to 6.0% for the three months ended June 30, 2005. During the six months ended June 30, 2006, revenue from advertising and other revenue comprised 6.2% of total revenue, compared to 7.2% for the six months ended June 30, 2005. This percentage decrease was primarily the result of the significant redesign of our software download website that we undertook during the second quarter of 2005 and the increase in our other Internet services revenue during the three and six months ended June 30, 2006.

**COST OF REVENUES**

Cost of revenues includes the costs associated with providing domain registration and other Internet services, advertising and other revenue and network costs.

Cost of revenues for domain registrations represents the amortization of registry fees on a basis consistent with the recognition of revenues from our customers, namely ratably over the term of provision of the service. Registry fees, the primary component of cost of revenues, are paid in full when the domain is registered, and are recorded as prepaid domain registry fees. Costs of revenues for other Internet services consist of fees paid to third-party service providers and are recognized ratably over the periods in which the services are provided. We have minimal direct cost of revenues associated with our advertising and other revenues. Therefore, the gross profit margin on advertising revenue is approximately 100% and, accordingly, any increase or decrease in advertising and other revenue represents an increase or a reduction of our gross profit of the same amount. Network costs include personnel and related expenses, depreciation and amortization, communication costs, equipment maintenance, stock based compensation and employee and related costs directly associated with the management and maintenance of our network. Communication costs include bandwidth, co-location and provisioning costs we incur to support the supply of all our services.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Cost of revenues	\$ 10,774,056	\$ 7,710,755	\$ 21,265,369	\$ 15,013,897
Increase over prior period	\$ 3,063,301		\$ 6,251,472	
Increase - percentage	40%		42%	
Percentage of net revenues	69%	64%	69%	63%

Cost of revenues for the three months ended June 30, 2006 increased to \$10.8 million from \$7.7 million for the three months ended June 30, 2005, primarily as a result of \$1.8 million of additional network costs incurred during the three months ended June 30, 2006, which includes \$173,000 of transitional costs incurred in connection with our acquisition of the Hosted Messaging Assets of Critical Path, relating to operational knowledge transfer from Critical Path employees who were not part of the acquisition. In addition, depreciation and amortization included in network costs for the three months ended June 30, 2006 increased by \$584,000 when compared to the three months ended June 30, 2005. Higher costs attributable to higher volumes of domain registrations and other Internet services incurred during the three months ended June 30, 2006 comprise the remaining \$1.3 million of this increase.

Cost of revenues for the six months ended June 30, 2006 increased to \$21.2 million from \$15.0 million for the six months ended June 30, 2005, primarily as a result of \$3.3 million of additional network costs incurred during the six months ended June 30, 2006, which includes \$513,000 of transitional costs incurred in connection with our acquisition of the Hosted Messaging Assets of Critical Path, relating to operational knowledge transfer from Critical Path employees who were not part of the acquisition. In addition, depreciation and amortization included in network costs for the six months ended June 30, 2006 increased by \$1.1 million when compared to the six months ended June 30, 2005. Higher costs attributable to higher volumes of domain registrations and other Internet services incurred during the six months ended June 30, 2006 comprise the remaining \$3.0 million of this increase.

Registry fees, the primary component of cost of revenues, are paid in full when the domain is registered. Registry fees are recorded as prepaid domain registry fees and are recognized ratably over the term of provision of the service. Other Internet service costs and ICANN accreditation transaction fees are generally paid either monthly or quarterly. Services provided over periods longer than one month are recognized ratably over the term of provision of the service.

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During the three months ended June 30, 2006, direct cost of revenues pertaining to domain names, including Domain Direct, comprised 73.0% of total cost of revenues inclusive of network costs, compared to 89.6% for the three months ended June 30, 2005. During the three months ended June 30, 2006, direct cost of revenues pertaining to other Internet services comprised 6.1% of total cost of revenues, compared to 4.6% for the three months ended June 30, 2005.

During the six months ended June 30, 2006, direct cost of revenues pertaining to domain names, including Domain Direct, comprised 74.6% of total cost of revenues, compared to 89.7% for the six months ended June 30, 2005. During the six months ended June 30, 2006, direct cost of revenues pertaining to other Internet services comprised 5.9% of total cost of revenues, compared to 4.6% for the six months ended June 30, 2005.

Prepaid domain registration and other Internet services fees at June 30, 2006 increased by \$5.1 million, to approximately \$30.0 million from \$24.9 million at June 30, 2005.

Cost of revenues includes the costs of network operations. These costs for the three months ended June 30, 2006 increased by \$1.8 million, or 402%, to \$2.3 million from \$449,000 for the three months ended June 30, 2005. Network costs

for the three months ended June 30, 2006 included \$669,000 of depreciation reflecting the additional infrastructure we acquired as part of the asset purchase from Critical Path in January 2006, compared to \$124,000 of depreciation, for the three months ended June 30, 2005. This increase was primarily attributable to the additional data center operational costs we incurred to support our hosted email infrastructure that we acquired as part of our acquisition of the Hosted Messaging Assets of Critical Path and the \$173,000 of transitional costs noted earlier.

We anticipate that cost of revenues will continue to increase in absolute dollars primarily as a result of continued growth in domain registration and other Internet services and as our network activity increases.

## SALES AND MARKETING

Sales and marketing expenses consist primarily of personnel costs. These costs include commissions and related expenses of our sales, product management, public relations, call center, support and marketing personnel. Other sales and marketing expenses include customer acquisition costs, advertising and other promotional costs.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Sales and marketing	\$ 1,572,290	\$ 1,166,058	\$ 3,031,446	\$ 2,518,511
Increase over prior period	\$ 406,232		\$ 512,935	
Increase - percentage	35%		20%	
Percentage of net revenues	10%	10%	10%	11%

Sales and marketing expenses during the three months ended June 30, 2006 increased to \$1.6 million compared to \$1.2 million during the three months ended June 30, 2005.

Sales and marketing expenses during the six months ended June 30, 2006 increased to \$3.0 million compared to \$2.5 million during the six months ended June 30, 2005.

The increase during the three months ended June 30, 2006 was primarily the result of additional people costs of \$358,000, including \$19,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006 and additional staffing requirements incurred mainly to support our expanded Hosted Messaging assets. In addition, in connection with our recent acquisition of our Hosted Messaging Assets, we incurred transitional costs in the amount of \$4,000 relating to knowledge transfer.

The increase during the six months ended June 30, 2006 was primarily the result of additional people costs of \$428,000, including \$36,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006 and additional staffing requirements incurred mainly to support our expanded Hosted Messaging assets. In addition, in connection with our recent acquisition of our Hosted Messaging Assets, we incurred transitional costs in the amount of \$37,000 relating to knowledge transfer.

We believe that sales and marketing expenses will continue to increase, in absolute dollars, as we adjust our marketing programs and sales strategies to meet future opportunities in the marketplace.



**TECHNICAL OPERATIONS AND DEVELOPMENT**

Technical operations and development expenses consist primarily of personnel costs and related expenses required to support the development of new or enhanced service offerings and the maintenance and upgrading of existing infrastructure. This includes expenses incurred in the research, design and development of technology that we use to register domain names and other Internet services and to distribute our digital content services. Editorial costs relating to the rating and review of the software content libraries are included in the costs of product development. In accordance with the American Institute of Certified Public Accountants Statement of Position 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, costs incurred during the application development stage are capitalized and primarily include personnel costs for employees directly related to the development project. All other costs are expensed as incurred.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Technical operations and development	\$ 2,090,723	\$ 1,356,058	\$ 4,411,439	\$ 2,678,843
Increase over prior period	\$ 734,665		\$ 1,732,596	
Increase - percentage	54%		65%	
Percentage of net revenues	13%	11%	14%	11%

Technical operations and development expenses for the three months ended June 30, 2006 increased to \$2.1 million compared to \$1.4 million during the three months ended June 30, 2005.

Technical operations and development expenses for the six months ended June 30, 2006 increased to \$4.4 million compared to \$2.7 million during the six months ended June 30, 2005.

Technical operations and development expenses for the three months ended June 30, 2006 increased primarily as a result of people related costs including contract and outside service costs, which increased by \$390,000, including \$27,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006 and reflects our ongoing commitment to enhance and extend our OpenSRS platform, as well as the additional resources required to integrate and support our Hosted Messaging service. In addition, in connection with our recent asset acquisition, we incurred transitional costs relating to knowledge transfer in the amount of \$289,000 during the three months ended June 30, 2006.

Capitalized personnel costs for employees directly related to the application development stage of development projects decreased by \$45,000 to \$44,000 compared to the three months ended June 30, 2005, which also contributed to the increase in technical operations and development expenses for the three months ended June 30, 2006.

Technical operations and development expenses for the six months ended June 30, 2006 increased primarily as a result of people related costs including contract and outside service costs, which increased by \$888,000, including \$51,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006 and reflects our ongoing commitment to enhance and extend our OpenSRS platform, as well as the additional resources required to integrate and support our Hosted Messaging service. In addition, in connection with our recent asset acquisition, we incurred transitional costs relating to knowledge transfer in the amount of \$679,000 during the six months ended June 30, 2006.

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Capitalized personnel costs for employees directly related to the application development stage of development projects decreased by \$109,000 to \$79,000 compared to the six months ended June 30, 2005, which also contributed to the increase in technical operations and development expenses for the six months ended June 30, 2006.

We expect technical operations and development expenses to increase slightly, in absolute dollars, going forward as our business continues to grow and as we further develop our applications and services.

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses consist primarily of compensation and related costs for managerial and administrative personnel, fees for professional services, public listing expenses, rent and other general corporate expenses.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
General and administrative	\$ 948,464	\$ 1,146,725	\$ 2,567,517	\$ 2,537,487
(Decrease) / Increase over prior period	\$ (198,261)		\$ 30,030	
(Decrease) / Increase - percentage	(17)%		1%	
Percentage of net revenues	6%	10%	8%	11%

General and administrative expenses for the three months ended June 30, 2006 decreased to \$900,000 compared to \$1.1 million during the three months ended June 30, 2005.

General and administrative expenses for the six months ended June 30, 2005 and 2006 remained constant at \$2.5 million.

For the three months ended June 30, 2006 we recorded a foreign exchange gain of approximately \$781,000 for the three months ended June 30, 2006 compared to approximately \$14,000 for the three months ended June 30, 2005, resulting in a decrease in general and administrative expenses of \$766,000.

This decrease in general and administrative expenses was offset as a result of an increases in people related costs including contract and outside service costs, of \$155,000, including \$29,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006, and as a result of additional people costs, including contract and outside services, that were required to meet our increased infrastructure.

During the three months ended June 30, 2006, professional fees increased by an amount of \$163,000, public listing costs increased by an amount of \$86,000 and facility costs increased by \$23,000 when compared to the three months ended June 30, 2005.

General and administrative expenses increased by an additional \$141,000 in the three months ended June 30, 2006 as a result of increased costs incurred for travel, business and state taxes, credit card processing fees and telephone expenses, when compared to the three months ended June 30, 2005.

For the six months ended June 30, 2006 we recorded a foreign exchange gain of approximately \$693,000 for the three months ended June 30, 2006 compared to a loss of approximately \$53,000 for the six months ended June 30, 2005, resulting in a decrease in general and administrative expenses of \$745,000.

This decrease in general and administrative expenses was offset as a result of an increases in people related costs including contract and outside service costs, of \$324,000, including \$56,000 of stock based compensation as a result of our adopting SFAS 123R effective January 1, 2006, and as a result of additional people costs, including contract and outside services, that were required to meet our increased infrastructure.

In addition, in connection with our recent acquisition of the Hosted Messaging Assets of Critical Path, we incurred transition costs included in general and administrative expenses in the amount of \$50,000. These were incurred primarily to facilitate customer billing through our transitional phase.

During the six months ended June 30, 2006, professional fees increased by an amount of \$46,000, public listing costs increased by an amount of \$90,000 and facility costs increased by \$67,000 when compared to the six months ended June 30, 2005.

General and administrative expenses increased by an additional \$198,000 in the six months ended June 30, 2006 as a result of increased costs incurred for travel, business and state taxes, credit card processing fees and telephone expenses, when compared to the three months ended June 30, 2005.

We expect general and administrative expenses to continue to increase, in absolute dollars, as our business continues to grow and the impact of a higher Canadian dollar is recognized.

**DEPRECIATION OF PROPERTY AND EQUIPMENT**

Property and equipment is depreciated on a straight-line basis over the estimated useful life of the assets.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Depreciation of property and equipment	\$ 45,041	\$ 152,726	\$ 82,091	\$ 312,663
Decrease over prior period	\$ (107,685)		\$ (230,572)	
Decrease - percentage	(71)%		(74)%	
Percentage of net revenues	0%	1%	0%	1%

The decrease in depreciation for the three and six months ended June 30, 2006 compared to the three and six months ended June 30, 2005 was primarily due to certain of our older computer software being fully depreciated and not requiring replacement.

**AMORTIZATION OF INTANGIBLE ASSETS**

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Amortization of intangible assets	\$ 112,591	\$ 59,040	\$ 205,884	\$ 118,080
Increase over prior period	\$ 53,551		\$ 87,804	
Increase - percentage	91%		74%	
Percentage of net revenues	1%	0	1%	0%

Amortization of intangible assets consists of amounts arising in connection with the acquisition of Boardtown Corporation in April 2004, from the acquisition of the Hosted Messaging Business of Critical Path Inc. in January 2006, and the acquisition of Mailbank.com Inc. in June 2006.

In connection with the acquisition of Boardtown Corporation, the technology, brand and customer relationships purchased are amortized on a straight-line basis over seven years, while the non-competition agreements entered into with the former owners of Boardtown Corporation are amortized on a straight-line basis over three years.

Technology acquired in connection with the acquisition of the Hosted Messaging Assets of Critical Path Inc. is amortized on a straight-line basis over two years, while the customer relationships are amortized on a straight-line basis over five years.

In connection with the acquisition of Mailbank.com Inc., customer and customer relationships purchased are amortized on a straight-line basis over five years, while in-house software purchased is amortized on a straight-line basis over two years.

**OTHER INCOME**

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Other income (expenses), net	\$ 102,662	\$ 96,856	\$ 679,159	\$ 174,104
Increase over prior period	\$ 5,806		\$ 505,055	
Increase - percentage	6%		290%	
Percentage of net revenues	1%	1%	2%	1%

Other income includes net interest income of \$103,000 for the three months ended June 30, 2006 and \$97,000 for the three months ended June 30, 2005.

Other income includes net interest income of \$206,000 for the six months ended June 30, 2006 and \$174,000 for the six months ended June 30, 2005.

During the three months ended March 31, 2006 we received \$474,000 in connection with settlements related to patents we sold to an unrelated third party ( the Purchaser ) in 2002. These patents were acquired in the merger with Infonautics in 2001. In connection with the sale of these patents, we retained the right to additional contingent consideration relating to any cash flow received by the Purchaser relating to the commercialization of these patents. On August 15, 2006, we were informed by the Purchaser that it had sold certain of these patents to an unrelated third party. As a result, we expect to recognize, within other revenue, any gains which become fixed and determinable in the third quarter ending September 30, 2006, which are expected to be approximately \$1.8 million. We do not expect to receive any additional contingent consideration from this arrangement in the future.

**INCOME TAXES**

In preparing our financial statements, we make estimates of our current tax obligations and temporary differences resulting from differences in reporting items for financial statement and tax purposes. We recognize deferred taxes by the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred taxes are recognized for differences between the financial statement and tax basis of assets and liabilities at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized as income or expense in the period that includes the enactment date. Valuation allowances based on management's judgment are established when appropriate to reduce the carrying value of deferred tax assets to the amounts expected to be realized.

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Provision for (recovery of) income taxes	\$ 12,000	\$	\$ 12,000	\$ (151,975)
Increase over prior period	\$ 12,000		\$ 163,975	
Increase - percentage	N/A%		(108)%	
Percentage of net revenues	0%		0%	
				(1%)

We operate in various tax jurisdictions, and accordingly, our income is subject to varying rates of tax. Losses incurred in one jurisdiction cannot be used to offset income taxes payable in another. No provision for income taxes other than for alternative minimum tax has been recorded for the three and six months ended June 30, 2006 because we had net operating losses to offset against our operating income. Our ability to use income tax loss carryforwards and future income tax deductions is dependant upon our operations in the tax jurisdictions in which such losses or deductions arise.

We are entitled to certain Canadian investment tax credits for qualifying research and development activities performed in Canada. During the three months ended March 31, 2005, we recorded a tax recovery, net of Canadian provincial taxes otherwise payable, in the amount of \$152,000, representing the actual investment tax credit payment received from the Canadian authorities with respect to research and development undertaken in 2001, 2002 and 2003.

**LIQUIDITY AND CAPITAL RESOURCES**

At June 30, 2006, our principal source of liquidity was cash and cash equivalents, including short term investments, of \$6.5 million compared to \$19.1million at December 31, 2005.

Net cash provided by operating activities for the six months ended June 30, 2006 was \$5.1 million, compared to \$2.1 million for the six months ended June 30, 2005. Net cash provided by operating activities for the six months ended June 30, 2006 resulted primarily from net income of \$1.6 million, after adjustment for non-cash and other items including depreciation, amortization, change in the fair value of forward contracts and stock based compensation of \$1.5 million and cash provided by working capital and other activities of \$3.5 million. The increase in working capital and other activities primarily reflect changes in accounts receivable, accounts payable, accrued expenses, deferred revenue and prepaid domain name registry fees. The increases in accounts receivable and accounts payable were largely due to our recent acquisition of the Hosted Messaging Assets from Critical Path. Accounts payable was also impacted by the significant investment we made in our infrastructure during the three months ended June 30, 2006 as more fully described below. We do not expect these levels in accounts receivable and accounts payable

to continue.

Net cash used in investing activities was \$15.9 million for the six months ended June 30, 2006. This resulted primarily from amounts paid for the acquisition of Mailbank.com Inc. on June 19, 2006 for \$5.8 million and the purchase of the Hosted Messaging assets of Critical Path, Inc. for \$6.4 million on January 3, 2006. In addition, in connection with the acquisition of the Hosted Messaging Assets we placed an additional \$1.8 million into escrow to meet our obligation to pay additional cash payments of up to \$1.8 million if certain performance targets are met through October 2006. We also invested \$3.3 million in property and equipment, primarily in Internet services infrastructure. These investments were made primarily for two reasons. First, to position ourselves to take advantage of hosted email opportunities that are materializing earlier than we expected, which investments included accelerating a successful re-architecture of our hosted email environment as well as the purchase of a significant number of additional hosted email licenses from Critical Path. Second, in response to a severe denial of service attack we were subjected to in early May which impacted a variety of the services on our network we decided to both accelerate the timing of, and increase the investment in an improved Managed DNS infrastructure in order to better insulate ourselves against further attacks. As a result of these incremental expenditures we expect that our expenditure for additional plant and equipment to accommodate our growth, maintenance and upgrade cycles during fiscal 2006, will likely result in our expenditure on our Internet services infrastructure being between \$2.25 million to \$2.75 million greater than during fiscal 2005. In addition, as of June 30, 2006 we held \$422,000 in restricted cash as additional margin security against forward exchange contracts that we have entered into. This was offset by cash provided in investing activities of \$1.8 million, being a decrease in our investment in short-term investments.



Net cash provided by financing activities was \$55,000 for the six months ended June 30, 2006, being proceeds received on the exercise of stock options under our employee stock purchase plan during the period.

In connection the acquisition of Mailbank.com in June 2006, we issued two unsecured promissory notes, the first for \$6,000,000, bearing interest at 7% per annum and the second for \$2,122,930, bearing interest at 9% per annum. Interest on the first note is payable quarterly in arrears, beginning October 1, 2006 with the principal payable on June 19, 2008. The principal and interest on the second note is payable on December 19, 2006.

Based on our operations, we believe that our cash flow from operations will be adequate to meet our anticipated requirements for working capital and capital expenditures for at least the next 12 months.

We may choose to raise additional funds or seek other financing arrangements to facilitate more rapid expansion to develop new or enhance existing products or services, to respond to competitive pressures or to acquire or invest in complementary businesses, technologies, services or products.

If additional financing is required, we may not be able to raise it on acceptable terms, or at all, and additional financing may be dilutive to existing investors. We may also evaluate potential acquisitions of other businesses, products and technologies. To complete potential acquisitions, we may issue additional securities or need additional equity or debt financing and any additional financing may be dilutive to existing investors. There are currently no material understandings, commitments or agreements about any acquisition of other businesses.

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

Our services are developed in and are sold primarily from North America. Our sales are primarily made in United States dollars, while a major portion of expenses are incurred in Canadian dollars. Our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Our interest income is sensitive to changes in the general level of Canadian and U.S. interest rates, particularly since the majority of our excess funds are held in money market accounts. Based on the nature of our investments, we have concluded that there is no material interest rate risk exposure at June 30, 2006.

Although we have a functional currency of U.S. dollars, a substantial portion of our fixed expenses are incurred in Canadian dollars. Our policy with respect to foreign currency exposure is to manage financial exposure to certain foreign exchange fluctuations with the objective of neutralizing some of the impact of foreign currency exchange movements. We will continue to regularly assess if we should enter into additional forward exchange contracts to offset the risk associated with the effects of Canadian dollar to U.S. dollar transaction exposures. We do not use forward contracts for trading purposes.

Foreign exchange forward contracts have not been treated as cash flow hedges for accounting purposes as we have not complied with the documentation requirements. Accordingly, we have accounted for the fair value of the derivative instruments within the consolidated balance sheets as a derivative financial asset or liability and the corresponding change in fair value is recorded in the consolidated statement of operations. We have no other freestanding or embedded derivative instruments.

The impact of the foreign exchange forward contracts for the three months ended June 30, 2006 was a net gain of approximately \$379,000, which is reflected on the consolidated statements of operations in general and administrative expenses. The impact of the foreign exchange forward contracts for the six months ended June 30, 2006 was a net gain of approximately \$196,000, and for the six months ended June 30, 2005, the impact was a net loss of approximately \$108,000, which is reflected on the consolidated statements of operations in general and administrative expenses.

As of June 30, 2006, we had outstanding foreign currency forward contracts with a notional value of \$8.5 million, whereby \$250,000 is converted into Canadian dollars on July 11, 2006, and \$750,000 is converted into Canadian dollars on a semi-monthly basis from July 26, 2006 to December 2006 at foreign exchange rates varying from U.S.\$1:Cdn\$1.147 to U.S.\$1:Cdn\$1.1522.

We have performed a sensitivity analysis model for foreign exchange exposure over the three months ended June 30, 2006. The analysis used a modeling technique that compares the U.S. dollar equivalent of all expenses incurred in Canadian dollars, at the actual exchange rate, to a hypothetical 10% adverse movement in the foreign currency exchange rates, with all other variables held constant. Foreign currency exchange rates used were based on the market rates in effect during the three months ended June 30, 2006. The sensitivity analysis indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would result in a decrease in net income for the three months ended June 30, 2006 of \$498,000. There can be no assurances that the above projected exchange rate decrease will materialize. Fluctuations of exchange rates are beyond our control. We will continue to monitor and assess the risk associated with these exposures and may at some point in the future take actions to hedge or mitigate these risks. There is no assurance that any strategy will be successful in avoiding losses due to exchange fluctuations, or that the failure to manage currency risks effectively would not have a material effect on our results of operations.

**Item 4. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding disclosure. We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II.**  
**OTHER INFORMATION**

**Item 1. Legal Proceedings**

On April 27, 2006, Tucows was served with a complaint filed against the Company in the United States District Court for the Eastern District of New York in an action captioned Robert Novak, d/b/a/ PetsWarehouse.com v Tucows Inc. and OpenSRS. The complaint alleges that the Company, acting in its administrative capacity as an accredited registrar, improperly transferred the domain name away from the plaintiff. The Company disputes the allegations raised in the complaint and intends to vigorously defend itself.

We are also involved in various investigations, claims and lawsuits arising in the normal conduct of our business, none of which, in our opinion, will harm our business. We cannot assure that we will prevail in any litigation. Regardless of the outcome, any litigation may require us to incur significant litigation expense and may result in significant diversion of our attention.

**Item 1A. Risk factors**

In addition to the other information set forth in this Quarterly Report, you should also carefully consider the risk factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2005 and the updated risk factors from the Annual Report on Form 10-K set forth below, all of which could materially affect our business, financial condition or operating results. The following risk factors relating to our recent acquisition of Mailbank.com Inc. may affect our business, financial condition and operating results and should be considered before making an investment decision regarding our securities. The risks described in our Annual Report on Form 10-K and below are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition or operating results.

**Risks Related to Our Business and Industry**

**We may not be able to realize the intended and anticipated benefits from our acquisition of Mailbank.com Inc., which may impact the value of this acquisition to our business and our ability to meet our financial obligations and targets.**

In June 2006, the company acquired Mailbank.com Inc., a provider of personalized email services and the owner of a large collection of surname domain addresses. We plan to use these assets to offer personalized Internet services through our channel of Service Providers and to generate income from the parked page of each domain address.

Factors that could affect our ability to achieve the intended benefits include:

Our ability to market this new offering to our channel of Service Providers and their consequent interest in selling the personalized email service to their respective end users.

Our ability to acquire additional surname based domain names in order to expand the portfolio to attract the greatest number of potential end users.

If the acquired assets are not integrated into our business as anticipated, we may not be able to achieve our intended benefits or realize the value paid for the assets acquired, which could materially harm our business, financial condition and results of operations.

**We may experience unforeseen liabilities in connection with our domain name portfolio, including our acquisition of the Mailbank.com Inc. domain name portfolio, which could negatively impact our financial results.**

The Mailbank.com merger involved the acquisition of a portfolio of previously owned domain names. In addition, we are currently acquiring and intend to continue to acquire additional previously owned domain names. In some cases, these acquired domain names may have trademark significance that is not apparent to us. As a result, we may face demands by third party trademark owners asserting infringement or dilution of their rights and seeking transfer of the domain names through the Uniform Domain Name Resolution Policy adopted by ICANN or actions under national trademark or anti-competition legislation.

We review each claim or demand on its merits and we intend to transfer any such previously owned domain names acquired by us to parties that have demonstrated a valid prior right. We cannot however guarantee that we will be able to

resolve all such disputes without litigation. The potential violation of third party intellectual property rights may subject us to unforeseen liabilities including injunctions and claims for monetary damages.

**We do not control the means by which end user access our web sites and material changes to current navigation practices or technologies or marketing practices could result in a material adverse effect on our business.**

The success of our parked pages business depends in large part upon the current end user tendency to type desired destinations directly into the web browser. End users employ this practice of direct navigation to access our web sites primarily through the following methods: directly accessing our web sites by typing descriptive keywords or keyword strings into the uniform resource locator (URL) address box of an Internet browser, accessing our web sites by clicking on bookmarked web sites and accessing our web sites through search engines and directories.

Each of these methods requires the use of a third party product or service, such as an Internet browser or search engine or directory. Internet browsers may provide alternatives to the URL address box to locate web sites, and search engines may from time to time change and establish rules regarding the indexing and optimization of web sites. Product developments and market practices for these means of access to our Web sites are not within our control. We may experience a decline in traffic to our web sites if third party browser technologies or search engine methodologies and rules, including those affecting marketing efforts, are changed to our disadvantage.

**If the practice of direct navigation becomes less popular either as a result of evolving technologies or user practices, our ability to generate revenue from the practice of click through advertising may suffer.**

A significant amount of revenue generated from the commercialization of domain names owned by the company is dependent on our agreements with third party providers. The monetization of these domain names is currently largely dependent on the paid listings allocated by these providers to the websites associated with our domain names. This allocation may depend on each provider's advertiser base, internal policies and other factors and determinations that may or may not be controlled by or known to us.

**Regulation could reduce the value of the Internet domain names acquired or negatively impact the Internet domain acquisition process, which could significantly impair the value attributable to our acquisitions of Internet domain names.**

The former Mailbank.com business and our recent practice of acquiring expiring domain names for parked page commercialization involves the registration of thousands of Internet domain names both in the United States and internationally. The acquisition of Internet domain names generally is governed by regulatory bodies. The regulation of Internet domain names in the United States and in foreign countries is subject to change. Regulatory bodies could establish additional requirements for previously-owned Internet domain names or modify the requirements for holding Internet domain names. As a result, we might not be in a position to acquire or maintain names that contribute to our financial results. Because certain Internet domain names are important assets, a failure to acquire or maintain such Internet domain names could adversely affect our financial results and our growth.

#### **Risks Related to the Internet and our Technology**

**Recent acquisitions have required the technical integration of several businesses into our existing operating platform. Our operations are becoming increasingly sophisticated and any failure in our ability to maintain and build upon our network architecture could have a materially negative impact on our ability to retain our customer base.**

Our acquisition of the hosted email and personalized email businesses earlier this year has necessitated the purchase of additional hardware and required significant development on the company's network architecture. As a result of these acquisitions, the company's technical systems must manage significantly more data than they have in the past. Any failure in our ability to adapt our procedures or to manage these sophisticated new systems could have a material impact on our business.

**Item 6. Exhibits**

(a) Exhibits.



Exhibit No.	Description
2.1	<b>Agreement and Plan of Merger, dated as of June 15, 2006, by and among Tu cows (Delaware) Inc., Tu cows (Nevada) Inc., Mailbank.com Inc., Rawleigh H. Ralls IV, as Stockholders Representative, certain stockholders of Mailbank party thereto and, solely with respect to Section 11.4, Tu cows Inc. (Incorporated by reference to Exhibit 2.1 filed with Tu cows report on Form 8-K/A, as filed with the SEC on June 22, 2006).</b>
10.1	<b>Promissory Note, dated June 19, 2006, in the principal aggregate amount of \$6,000,000, issued by Tu cows (Delaware) Inc. in favor of the Stockholders Representative (Incorporated by reference to Exhibit 2.1 filed with Tu cows report on Form 8-K/A, as filed with the SEC on June 22, 2006).</b>
10.2	<b>Promissory Note, dated June 19, 2006, in the principal aggregate amount of \$2,122,930.35, issued by Tu cows (Delaware) Inc. in favor of the Stockholders Representative (Incorporated by reference to Exhibit 2.1 filed with Tu cows report on Form 8-K/A, as filed with the SEC on June 22, 2006).</b>
31.1	Chief Executive Officer s Rule 13a-14(a)/15d-14(a) Certification *
31.2	Chief Financial Officer s Rule 13a-14(a)/15d-14(a) Certification *
32.1	Chief Executive Officer s Section 1350 Certification
32.2	Chief Financial Officer s Section 1350 Certification

\* Filed herewith.

Furnished herewith.

### 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.

Date: August 17, 2006

TUCOWS INC.

By: /s/ Elliot Noss  
Elliot Noss

President and Chief Executive Officer

By: /s/ Michael Cooperman  
Michael Cooperman Chief Financial Officer

(Principal Financial and Accounting Officer)

### EXHIBIT INDEX

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- 31.2 Chief Financial Officer s Rule 13a-14(a)/15d-14(a) Certification \*
- 32.1 Chief Executive Officer s Section 1350 Certification
- 32.2 Chief Financial Officer s Section 1350 Certification

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\* Filed herewith.

Furnished herewith.