TRANSACT TECHNOLOGIES INC
Form 10-Q
November 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2006

OR

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

For the transition period from: _____________ to: _____________

Commission file number: 0-21121

TRANSACT TECHNOLOGIES INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE	06-1456680
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7 LASER LANE, WALLINGFORD, CT 06492
(Address of principal executive offices)
(Zip Code)

(203) 859-6800
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report.)

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 [X] No [ ]

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

Large accelerated filer [ ] Accelerated filer [X] 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 [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS	OUTSTANDING AS OF OCTOBER 28, 2006
COMMON STOCK, $.01 PAR VALUE	9,775,477

TRANSACT TECHNOLOGIES INCORPORATED

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ITEM 1. FINANCIAL STATEMENTS

TRANSACT TECHNOLOGIES INCORPORATED

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

(In thousands)	SEPTEMBER 30, 2006	December 31, 2005
ASSETS:		
Current assets:		
Cash and cash equivalents	$ 4,629	$ 4,579
Receivables, net	10,534	8,359
Inventories	7,430	6,036
Refundable income taxes	178	295
Deferred tax assets	2,614	2,735
Other current assets	455	258
Total current assets	25,840	22,262
Fixed assets, net	5,922	4,510
Goodwill	1,469	1,469
Deferred tax assets	702	557
Intangible and other assets, net of accumulated amortization of $102 and $41, respectively	529	534
	8,622	7,070
Total assets	$34,462	$29,332
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	$ 3,268	$ 2,859
Accrued liabilities	4,337	3,198
Accrued restructuring expenses	420	420
Deferred revenue	456	410
Total current liabilities	8,481	6,887
Accrued restructuring expenses, net of current portion	281	587
Deferred revenue, net of current portion	562	270
Other liabilities	327	331
	1,170	1,188
Total liabilities	9,651	8,075
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Common stock	104	102
Additional paid-in capital	18,866	19,334
Retained earnings	10,422	7,489
Unamortized restricted stock compensation	--	(1,837)

Accumulated other comprehensive income	138	36
Treasury stock, 597,300 and 505,000 shares at cost	(4,719)	(3,867)
Total shareholders' equity	24,811	21,257
Total liabilities and shareholders' equity	$34,462	$29,332

See notes to condensed consolidated financial statements.

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TRANSACT TECHNOLOGIES INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
(In thousands, except per share data)	2006	2005	2006	2005
Net sales	$15,276	$14,210	$48,615	$38,592
Cost of sales	9,838	9,634	31,744	26,085
Gross profit	5,438	4,576	16,871	12,507
Operating expenses:				
Engineering, design and product development	621	637	2,151	2,107
Selling and marketing	1,593	1,627	4,884	4,523
General and administrative	1,671	1,624	5,271	4,578
	3,885	3,888	12,306	11,208
Operating income	1,553	688	4,565	1,299
Other income (expense):				
Interest, net	25	19	62	59
Other, net	(55)	7	(137)	22
	(30)	26	(75)	81
Income before income taxes	1,523	714	4,490	1,380
Income taxes	504	40	1,557	276
Net income	$ 1,019	$ 674	$ 2,933	$ 1,104
Net income per common share:				
Basic	$ 0.11	$ 0.07	$ 0.31	$ 0.11
Diluted	$ 0.10	$ 0.07	$ 0.30	$ 0.11
Shares used in per-share calculation				
Basic	9,623	9,817	9,588	9,932
Diluted	9,898	10,078	9,898	10,268

See notes to condensed consolidated financial statements.

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TRANSACT TECHNOLOGIES INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30,	
(In thousands)	2006	2005
Cash flows from operating activities:		
Net income	$ 2,933	$ 1,104
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Share-based compensation expense	422	326
Deferred income taxes	(24)	(111)
Incremental tax benefits from stock options exercised	(275)	--
Depreciation and amortization	1,190	1,165
Changes in operating assets and liabilities:		
Receivables	(2,175)	(456)
Inventories	(1,394)	477
Refundable income taxes	117	--
Other current assets	(197)	195
Other assets	(76)	2
Accounts payable	409	(245)
Accrued liabilities and other liabilities	1,748	(830)
Accrued restructuring expenses	(306)	(333)
Net cash provided by operating activities	2,372	$ 1,294
Cash flows from investing activities:		
Purchases of fixed assets	(2,521)	(2,042)
Purchases of intangible assets	--	(510)
Net cash used in investing activities	(2,521)	(2,552)
Cash flows from financing activities:		
Proceeds from stock option exercises	674	332
Purchases of common stock for treasury	(852)	(3,135)
Incremental tax benefits from stock options exercised	275	--
Payment of expenses related to preferred stock conversion and registration of common stock	--	(3)
Net cash provided by (used in) financing activities	97	(2,806)
Effect of exchange rate changes	102	(66)
Increase (decrease) in cash and cash equivalents	50	(4,130)

Cash and cash equivalents at beginning of period	4,579	8,628
Cash and cash equivalents at end of period	$ 4,629	$ 4,498

See notes to condensed consolidated financial statements.

TRANSACT TECHNOLOGIES INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. DESCRIPTION OF BUSINESS

TransAct Technologies Incorporated ("TransAct"), which has its headquarters in Wallingford, CT and its primary operating facility in Ithaca, NY, operates in one industry segment, market-specific printers for transaction-based industries. These industries include gaming, lottery, banking and hospitality. Our printers are designed based on market specific requirements and are sold under the Ithaca(R) and Epic product brands. We distribute our products through OEMs, value-added resellers, selected distributors, and directly to end-users. Our product distribution spans across the Americas, Europe, the Middle East, Africa, the Caribbean Islands and the South Pacific. We also generate revenue from the after-market side of the business, providing printer service, supplies and spare parts.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. These accounting principles were applied on a basis consistent with those of the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) necessary to state fairly our financial position as of September 30, 2006, the results of our operations for the three and nine months ended September 30, 2006 and 2005, and our cash flows for the nine months ended September 30, 2006 and 2005. The December 31, 2005 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. These interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2005 included in our Annual Report on Form 10-K.

The financial position and results of operations of our foreign subsidiary are measured using the local currency as the functional currency. Assets and liabilities of such subsidiary have been translated at end of period exchange rates, and related revenues and expenses have been translated at weighted average exchange rates with the resulting translation gain or loss recorded in accumulated other comprehensive income. Transaction gains and losses are included in other income.

The results of operations for the three and nine months ended September 30, 2006 are not necessarily indicative of the results to be expected for the full year.

TRANSACT TECHNOLOGIES INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

3. SHARE-BASED PAYMENTS

In December 2004, the Financial Accounting Standards Board ("FASB") revised Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("FAS 123R"), which establishes accounting for share-based awards exchanged for employee services and requires companies to expense the estimated fair value of these awards over the requisite employee service period. We adopted the accounting provisions of FAS 123R beginning in the first quarter of 2006. Prior to January 1, 2006, we accounted for share-based compensation to employees in accordance with Accounting Principles Board Opinion No. 25, ("APB 25") "Accounting for Stock Issued to Employees," and related interpretations. We also followed the disclosure requirements of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("FAS 123"), as amended by Statement of Financial Accounting Standards 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("FAS 148").

Under FAS 123R, share-based compensation expense is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite service period. We have no awards with market or performance conditions. We adopted the provisions of FAS 123R on January 1, 2006, using a modified prospective application ("MPA"), which provides for certain changes to the method for valuing share-based compensation. Under the MPA, prior periods are not revised for comparative purposes. The valuation provisions of FAS 123R apply to new awards and to modifications or cancellations of awards that are outstanding on the effective date.

In November 2005, the FASB issued FASB Staff Position No. FAS 123(R)-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." We have elected to adopt the alternative transition method provided in this FASB Staff Position for calculating the tax effects of share-based compensation pursuant to FAS 123R. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital pool related to the tax effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of FAS 123R.

We use the Black-Scholes option-pricing model to calculate the fair value of share based awards. The key assumptions for this valuation method include the expected term of the option, stock price volatility, risk-free interest rate, dividend yield and exercise price. Many of these assumptions are judgmental and highly sensitive in the determination of compensation expense. In addition, we estimate forfeitures when recognizing compensation expense, and we will adjust our estimate of forfeitures over the requisite service period based on the extent to which actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative true-up adjustment in the period of change and will also impact the amount of compensation expense to be recognized in future periods.

Under the assumptions indicated below, the weighted-average fair value of stock option grants for the nine months ended September 30, 2006 was $5.91. The table below indicates the key assumptions used in the option valuation calculations for options granted in the nine months ended September 30, 2006 and a discussion of our methodology for developing each of the assumptions used in the valuation model:

	Nine months ended September 30, 2006
Expected option term	5.2 years
Expected volatility	78.4%
Risk-free interest rate	4.5%
Dividend yield	0%

3. SHARE-BASED PAYMENTS (CONTINUED)

No assumptions have been disclosed for the three months ended September 30, 2006, or the three and nine months ended September 30, 2005, as no stock option grants were made during these periods.

Expected Option Term - This is the weighted average period of time over which the options granted are expected to remain outstanding giving consideration to our historical exercise patterns. Options granted have a maximum term of ten years. An increase in the expected term will increase compensation expense.

Expected Volatility - The stock volatility for each grant is measured using the weighted average of historical daily price changes of our common stock over the most recent period equal to the expected option term of the grant. An increase in the expected volatility factor will increase compensation expense.

Risk-Free Interest Rate - This is the U.S. Treasury rate in effect at the time of grant having a term approximately equal to the expected term of the option. An increase in the risk-free interest rate will increase compensation expense.

Dividend Yield - We have not made any dividend payments on our common stock, and we have no plans to pay dividends in the foreseeable future. An increase in the dividend yield will decrease compensation expense.

Prior to adopting the provisions of FAS 123R, we recorded estimated compensation expense for employee stock options based upon their intrinsic value on the date of grant pursuant to APB 25 and provided the required pro forma disclosures of FAS 123. Because we established the exercise price based on the fair market value of our common stock at the date of grant, the stock options had no intrinsic value upon grant, and therefore no expense was recorded prior to adopting FAS 123R. We recorded compensation expense for restricted stock at the fair value of the stock at the date of grant, recognized over the service period. Each accounting period, we reported the potential dilutive impact of stock options in our diluted earnings per common share using the treasury-stock method. Out-of-the-money stock options (i.e., the average stock price during the period was below the strike price of the stock option) were not included in diluted earnings per common share as their effect was anti-dilutive.

TRANSACT TECHNOLOGIES INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

3. SHARE-BASED PAYMENTS (CONTINUED)

For purposes of pro forma disclosures under FAS 123 for the three and nine months ended September 30, 2005, the estimated fair value of the share-based awards was assumed to be amortized to expense over the stock option's vesting periods. The pro forma effects of recognizing estimated compensation expense under the fair value method on net income and net income per common share were as follows:

(In thousands, except per share data)	Three months ended September 30, 2005	Nine months ended September 30, 2005
Net income available to common shareholders:		
Net income available to common shareholders, as reported	$ 674	$1,104
Add: Stock-based compensation expense included in reported net income, net of tax	84	206
Deduct: Stock-based compensation expense determined under fair value based method for all awards, net of tax	(167)	(556)
Pro forma net income available to common shareholders	$ 591	$ 754
Net income per common share:		
Basic:		
As reported	$0.07	$ 0.11
Pro forma	$0.06	$ 0.08
Diluted:		
As reported	$0.07	$ 0.11
Pro forma	$0.06	$ 0.07

The pro forma effects of estimated share-based compensation expense on net income and earnings per common share for the three and nine months ended September 30, 2005 were estimated at the date of grant using the Black-Scholes option-pricing model.

On November 2, 2005, the Compensation Committee of the Board of Directors approved the acceleration of the vesting of all outstanding unvested stock options granted to directors, officers and employees of the Company under our applicable stock incentive plans. As a result of the acceleration, options to acquire approximately 109,500 shares of our common stock, which otherwise would have vested from time to time over the next four years, became immediately exercisable. All other terms and conditions applicable to the outstanding stock option grants remain in effect. The option plans under which accelerated grants were issued are our 1996 Stock Plan, 1996 Directors' Stock Plan and the 2001 Employee Stock Plan.

The Compensation Committee's decision to accelerate the vesting of affected stock options was primarily based upon our required adoption of FAS 123R effective January 1, 2006. Due to the acceleration of vesting of unvested options prior to the adoption of FAS123R, we will only record compensation expense related to stock options granted in 2006 and beyond. We recorded approximately $26,000 of compensation expense in the fourth quarter of 2005 related to the acceleration of vesting.

TRANSACT TECHNOLOGIES INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

3. SHARE-BASED PAYMENTS (CONTINUED)

Upon adoption of FAS 123R, we recognized compensation expense associated with awards granted after January 1, 2006, and the unvested portion of previously granted awards that remain outstanding as of January 1, 2006, in our condensed consolidated statement of income for the first, second and third quarters of 2006. During the three and nine months ended September 30, 2006, we recognized compensation expense of $26,000 and $80,000, respectively, for stock options and $85,000 and $341,000, respectively, for restricted stock, which was recorded in our condensed consolidated statement of income. The income tax benefits from share-based payments recorded in the income statement totaled $39,000 and $149,000 for the three and nine months ended September 30, 2006. No expense related to stock options was recorded in the three and nine months ended September 30, 2005. The following table illustrates the impact of the adoption of FAS 123R on reported amounts:

	Three months ended September 30, 2006		Nine months ended September 30, 2006	
	As Reported	Impact of FAS 123R Adoption	As Reported	Impact of FAS 123R Adoption
Operating income	$1,553	$ 26	$4,565	$ 80
Income before income taxes	$1,523	$ 26	$4,490	$ 80

Net income	$1,019	$ 17	$2,933	$ 52
Earnings per share:				
Basic	$ 0.11	$0.00	$ 0.31	$0.01
Diluted	$ 0.10	$0.00	$ 0.30	$0.01

For the three and nine months ended September 30, 2006, the adoption of FAS 123R resulted in tax benefits from stock options exercised in the period being classified as financing activities in the 2006 statement of cash flows. Shares that are issued upon exercise of employee stock options are newly issued shares and not issued from treasury stock. Upon the adoption of FAS 123R, we also reclassified the unamortized restricted stock compensation account of $1,837,000 against additional paid-in capital. This adjustment was applied using MPA and, accordingly, has not been reflected in the 2005 financial statements.

STOCK INCENTIVE PLANS. We currently have four primary stock incentive plans: the 1996 Stock Plan, which provides for the grant of awards to officers and other key employees of the Company; the 1996 Directors' Stock Plan, which provides for non-discretionary awards to non-employee directors; the 2001 Employee Stock Plan, which provides for the grant of awards to key employees of the Company and other non-employees who may provide services to the Company; and the 2005 Equity Incentive Plan, which provides for awards to executives, key employees, directors and consultants. The plans generally provide for awards in the form of: (i) incentive stock options, (ii) non-qualified stock options, (iii) restricted stock, (iv) restricted stock units, (v) stock appreciation rights or (vi) limited stock appreciation rights. However, the 2001 Employee Stock Plan does not provide for incentive stock option awards. Options granted under these plans have exercise prices equal to 100% of the fair market value of the common stock at the date of grant. Options granted have a ten-year term and generally vest over a three- to five-year period, unless automatically accelerated for certain defined events. Effective upon the approval of the 2005 Equity Incentive Plan on May 25, 2005, no new awards will be made under the 1996 Stock Plan, the 1996 Directors' Stock Plan or the 2001 Employee Stock Plan. At September 30, 2006, approximately 462,000 shares of common stock remained available for issuance under the 2005 Equity Incentive Plan.

3. SHARE-BASED PAYMENTS (CONTINUED)

The 1996 Stock Plan, 1996 Directors' Stock Plan, 2001 Employee Stock Plan and 2005 Equity Incentive Plan option activity is summarized below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)

Options outstanding at December 31, 2005:	741,501	$ 6.10		
Granted	115,000	$ 8.83		
Exercised	(132,607)	$ 5.08		
Canceled	(13,000)	$10.62		
Options outstanding at September 30, 2006	710,894	$ 6.65	5.85	$2,560
Options exercisable at September 30, 2006	605,894	$ 6.27	5.25	$2,507

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Outstanding at September 30, 2006	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Exercisable at September 30, 2006	Weighted-Ave Exercise Pr
$ 2.00 - $ 5.00	426,719	$ 3.70	5.29	426,719	$ 3.70
5.01 - 7.50	116,175	$ 6.53	4.59	116,175	$ 6.53
7.51 - 10.00	118,750	$ 8.74	8.41	13,750	$ 8.09
10.01 - 25.00	13,500	$16.50	7.32	13,500	$16.50
25.01 - 35.00	35,750	$31.66	7.66	35,750	$31.66
	710,894	$ 6.65	5.85	605,894	$ 6.27

As of September 30, 2006, unrecognized compensation cost related to stock options totaled $540,000, which is expected to be recognized over a weighted average period of 4.3 years.

The total intrinsic value of stock options exercised was $116,000 and $808,000, during the three and nine months ended September 30, 2006. No stock options vested during the three and nine months ended September 30, 2006.

Cash received from stock option exercises for the three and nine months ended September 30, 2006 was $165,000 and $674,000, respectively.

3. SHARE-BASED PAYMENTS (CONTINUED)

RESTRICTED STOCK: Under the 1996 Stock Plan, 2001 Employee Stock Plan and

2005 Equity Incentive Plan, we have granted shares of restricted common stock, for no consideration, to our officers, directors and certain key employees. Restricted stock activity for the 1996 Stock Plan, 2001 Employee Stock Plan and 2005 Equity Incentive Plan is summarized below:

	Restricted Stock	Weighted Average Grant Date Fair Value
Nonvested shares at December 31, 2005	187,550	$12.23
Granted	15,000	13.78
Vested	(36,684)	12.78
Canceled	(11,500)	12.70
Nonvested shares at September 30, 2006	154,366	$12.22

As of September 30, 2006, unrecognized compensation cost related to restricted stock totaled $1,557,000, which is expected to be recognized over a weighted average period of 3.3 years. The total fair value of restricted stock that vested during the three and nine months ended September 30, 2006 was $0 and $338,000, respectively.

4. INVENTORIES

The components of inventories are:

(In thousands)	September 30, 2006	December 31, 2005
Raw materials and purchased component parts	$6,976	$5,788
Finished goods	454	248
	$7,430	$6,036

5. ACCRUED PRODUCT WARRANTY LIABILITY

The following table summarizes the activity recorded in the accrued product warranty liability during the three and nine months ended September 30, 2006 and 2005.

	Three months ended September 30,		Nine months ended September 30,	
(In thousands)	2006	2005	2006	2005
Balance, beginning of period	$ 602	$ 664	$ 644	$ 597
Additions related to warranties issued	84	115	396	473
Warranty costs incurred	(144)	(137)	(498)	(428)

Balance, end of period	$ 542	$ 642	$ 542	$ 642

The current portion of the accrued product warranty liability is included in accrued liabilities and the long term portion is included in other liabilities in the accompanying balance sheets.

6. ACCRUED BUSINESS CONSOLIDATION AND RESTRUCTURING

In February 2001, we undertook a plan to consolidate all manufacturing and engineering into our existing Ithaca, NY facility and to close our Wallingford, CT manufacturing facility (the "Consolidation"). As of December 31, 2001, substantially all Wallingford product lines were successfully transferred to Ithaca, NY. We continue to apply the consensus set forth in EITF 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (Including Certain Costs Incurred in a Restructuring)" in recognizing the accrued restructuring expenses relating to the Consolidation. The remaining accrued restructuring balance relates to lease and other occupancy costs related to unused space at our Wallingford facility through March 31, 2008.

The following table summarizes the activity recorded in accrued restructuring expenses during the three and nine months ended September 30, 2006 and 2005.

	Three months ended September 30,		Nine months ended September 30,	
(In thousands)	2006	2005	2006	2005
Accrual balance, beginning of period	$800	$1,231	$1,007	$1,454
Cash payments	(99)	(110)	(306)	(333)
Accrual balance, end of period	$701	$1,121	$ 701	$1,121

7. EARNINGS PER SHARE

Basic and diluted earnings per share are calculated in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share."

The following table sets forth the reconciliation of basic weighted average shares outstanding and diluted weighted average shares outstanding:

	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Nine months ended September 30, 2005
Net income	$1,019	$ 674	$2,933	$ 1,104
Shares:				
Basic: Weighted average common shares outstanding	9,623	9,817	9,588	9,932
Add: Dilutive effect of outstanding options and restricted stock as determined by the treasury stock method	275	261	310	336
Diluted: Weighted average common and common equivalent shares outstanding	9,898	10,078	9,898	10,268
Net income per common share:				
Basic	$ 0.11	$ 0.07	$ 0.31	$ 0.11
Diluted	$ 0.10	$ 0.07	$ 0.30	$ 0.11

7. EARNINGS PER SHARE (CONTINUED)

Unvested restricted stock is excluded from the calculation of weighted average common shares for basic EPS. For diluted EPS, weighted average common shares include the impact of restricted stock under the treasury stock method.

For the three and nine months ended September 30, 2006, potentially dilutive shares that were excluded from the net income per share calculation, consisting of out-of-the-money stock options, amounted to 101,750 and 49,250 shares, respectively. For the three and nine months ended September 30, 2005, potentially dilutive shares that were excluded from the net income per share calculation, consisting of out-of-the-money stock options, amounted to 55,250 and 52,250 shares, respectively.

8. COMPREHENSIVE INCOME

The following table summarizes the Company's comprehensive income:

(In thousands)	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Nine months ended September 30, 2005

Net income	$1,019	$674	$2,933	$1,104
Foreign currency translation adjustment	44	(23)	102	(66)
Total comprehensive income	$1,063	$651	$3,035	$1,038

9. STOCKHOLDER'S EQUITY

Changes in stockholders' equity for the nine months ended September 30, 2006 were as follows (in thousands):

Balance at December 31, 2005	$21,257
Net income	2,933
Issuance of shares from exercise of stock options	674
Purchases of treasury stock	(852)
Share-based compensation	422
Tax benefits from employee stock transactions	275
Foreign currency translation adjustment	102
Balance at September 30, 2006	$24,811

10. STOCK REPURCHASE PROGRAM

In March 2005, our Board of Directors approved a stock repurchase program (the "Stock Repurchase Program"). Under the program, we are authorized to repurchase up to $10 million of our outstanding shares of common stock from time to time on the open market over a three year period ending on March 25, 2008, depending on market conditions, share price and other factors. During the three months ended September 30, 2006, we repurchased a total of 17,500 shares of common stock for approximately $154,000 at an average price of $8.81 per share. During the nine months ended September 30, 2006, we repurchased a total of 92,300 shares of common stock for approximately $852,000 at an average price of $9.23 per share. As of September 30, 2006, we have repurchased a total of 597,300 shares of common stock for approximately $4,719,000 at an average price of $7.90 per share since the inception of the Stock Repurchase Program.

11. COMMITMENTS AND CONTINGENCIES

In April 2005, we announced a complaint against FutureLogic, Inc. ("FutureLogic") in Connecticut, which charges FutureLogic with disseminating false and misleading statements. We assert claims of defamation and certain other charges. In May 2005, FutureLogic filed a complaint against us in California, asserting false advertising, defamation, trade libel and certain other charges. We moved to dismiss

FutureLogic's action in California, on the grounds that any claims raised in that action should have been brought as part of the case filed by us in Connecticut. In the alternative, we moved to stay the California action pending the resolution of jurisdictional motions in the Connecticut court. In January 2006, the California court filed an order granting our motion to stay the California proceeding pending the resolution of jurisdictional motions in the Connecticut case. Under the California court's order, should the Connecticut court find that it has jurisdiction over FutureLogic, FutureLogic's case will be transferred to the Connecticut court for consolidation with the action pending in that forum. In September 2006, the District of Connecticut dismissed our case because of a lack of jurisdiction. The decision was not on the merits of our claims, but on the jurisdiction of the court in which the suit was brought. The California District Court has been notified of this development. The action is currently in the pre-trial motion stage and, as of September 30, 2006, we are currently unable to estimate any potential liability or range of loss associated with this litigation. Accordingly, no amounts have been accrued in the financial statements related to this matter.

12. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2006, the FASB issued FASB Interpretation 48, "Accounting for Income Tax Uncertainties" ("FIN 48"). FIN 48 defines the threshold for recognizing the benefits of tax return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority. The recently issued literature also provides guidance on the derecognition, measurement and classification of income tax uncertainties, along with any related interest and penalties. FIN 48 also includes guidance concerning accounting for income tax uncertainties in interim periods and increases the level of disclosures associated with any recorded income tax uncertainties. FIN 48 is effective for fiscal years beginning after December 15, 2006. The differences between the amounts recognized in the statements of financial position prior to the adoption of FIN 48 and the amounts reported after adoption will be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. Because the guidance was recently issued, we have not yet determined the impact of adopting the provisions of FIN 48 on our financial position, results of operations and liquidity.

TRANSACT TECHNOLOGIES INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

12. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (CONTINUED)

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin ("SAB") No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Current Year Misstatements". SAB No. 108 requires analysis of misstatements using both an income statement (rollover) approach and balance sheet (iron curtain) approach in assessing materiality and provides for a one-time cumulative effect transition adjustment. SAB No. 108 is effective for our fiscal year 2006 annual financial statements. Because the guidance was recently issued, management has not yet determined the impact, if any, of adopting the provisions of SAB No. 108 on the Company's financial position and results of operations;

the impact is not expected to be material.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("FASB 157") which is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. This statement defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. Because the guidance was recently issued, management has not yet determined the impact, if any, of adopting the provisions of FASB 157 on the Company's financial position and results of operations.

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

FORWARD LOOKING STATEMENTS

Certain statements included in this report, including without limitation statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations, which are not historical facts are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally can be identified by the use of forward-looking terminology, such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "project" or "continue" or the negative thereof or other similar words. All forward-looking statements involve risks and uncertainties, including, but not limited to, customer acceptance and market share gains, both domestically and internationally, in the face of substantial competition from competitors that have broader lines of products and greater financial resources; the introduction of new products into the marketplace by competitors; successful product development; dependence on significant customers; dependence on significant vendors; the ability to recruit and retain quality employees as we grow; dependence on third parties for sales outside the United States including Australia, New Zealand, Europe, Latin America and Asia; economic and political conditions in the United States, Australia, New Zealand, Europe, Latin America and Asia; marketplace acceptance of new products; availability of third-party components at reasonable prices; the absence of price wars or other significant pricing pressures affecting our products in the United States and abroad; risks associated with potential future acquisitions; and the outcome of lawsuits between TransAct and FutureLogic, Inc. Actual results may differ materially from those discussed in, or implied by, the forward-looking statements. The forward-looking statements speak only as of the date of this report and we assume no duty to update them to reflect new, changing or unanticipated events or circumstances.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. The presentation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and disclosure of contingent assets and liabilities. Our estimates include those related to revenue recognition, inventory obsolescence, the valuation of deferred tax assets and liabilities, depreciable lives of equipment, warranty obligations, contingent liabilities and restructuring accruals. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances.

For a complete description of our accounting policies, see Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, "Critical Accounting Policies and Estimates," included in our Form 10-K for the year ended December 31, 2005. We have reviewed those policies and determined that, in addition to the policies noted below, they remain our critical accounting policies for the nine months ended September 30, 2006.

SHARE-BASED PAYMENTS - As of January 1, 2006, we account for employee stock-based compensation costs in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("FAS 123R"). We utilize the Black-Scholes option pricing model to estimate the fair value of employee stock based compensation at the date of grant, which requires the input of highly subjective assumptions, including expected volatility and expected term. Further, as required under FAS 123R, we now estimate forfeitures for options granted which are not expected to vest. Changes in these inputs and assumptions can materially affect the measure of estimated fair value of our share-based compensation. We adopted the provisions of FAS 123R on January 1, 2006, using a modified prospective application, which provides for certain changes to the method for valuing share-based compensation. Under the modified prospective application ("MPA"), prior periods are not revised for comparative purposes. The valuation provisions of FAS 123R apply to new awards and to awards that are outstanding on the effective date and subsequently modified or cancelled.

On November 2, 2005, the Compensation Committee of the Board of Directors approved accelerating the vesting of all outstanding unvested stock options granted to directors, officers and employees of the Company under our applicable stock incentive plans. As a result of the acceleration, options to acquire approximately 109,500 shares of our common stock, which otherwise would have vested from time to time over the next four years, became immediately exercisable. All other terms and conditions applicable to the outstanding stock option grants remain in effect. The option plans under which accelerated grants were issued are our 1996 Stock Plan, 1996 Directors' Stock Plan and the 2001 Employee Stock Plan.

The Compensation Committee's decision to accelerate the vesting of affected stock options was primarily based upon our required adoption of FAS 123R effective January 1, 2006. Due to the acceleration of vesting of unvested options prior to the adoption of FAS123R, we will only record compensation expense related to stock options granted in 2006 and beyond. We recorded approximately $26,000 of compensation expense in the fourth quarter of 2005 related to the acceleration of vesting.

Upon adoption of FAS 123R, we recognized compensation expense associated with awards granted after January 1, 2006, and the unvested portion of previously granted awards that remain outstanding as of January 1, 2006, in our condensed consolidated statement of income for the first, second and third quarters of 2006. During the three and nine months ended September 30, 2006, we recognized compensation expense of $26,000 and $80,000, respectively, for stock options and $85,000 and $341,000, respectively, for restricted stock, which was recorded in our condensed consolidated statement of income. The income tax benefits from share-based payments recorded in the income statement totaled $39,000 and

$149,000 for the three and nine months ended September 30, 2006. No expense related to stock options was recorded in the three and nine months ended September 30, 2005. For the three and nine months ended September 30, 2006, the adoption of FAS 123R resulted in tax benefits from stock options exercised in the period being classified as financing activities in the 2006 statement of cash flows. Shares that are issued upon exercise of employee stock options are newly issued shares and not issued from treasury stock. Upon the adoption of FAS 123R, we also reclassified the unamortized restricted stock compensation account of $1,837,000 against additional paid-in capital. This adjustment is applied using MPA and, accordingly, has not been reflected in the 2005 financial statements.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2005

NET SALES. Net sales, which include printer sales and sales of spare parts, consumables and repair services, by market for the three months ended September 30, 2006 and 2005 were as follows:

(In thousands)	Three months ended September 30, 2006		Three months ended September 30, 2005		Change $	Change %
Point of sale and banking	$ 3,606	23.6%	$ 5,544	39.0%	$(1,938)	(35.0%)
Gaming and lottery	8,495	55.6%	5,833	41.0%	2,662	45.6%
TransAct Services Group	3,175	20.8%	2,833	20.0%	342	12.1%
	$15,276	100.0%	$14,210	100.0%	$ 1,066	7.5%
International*	$ 3,790	24.8%	$ 4,220	29.7%	$ (430)	(10.2%)

* International sales do not include sales of printers made to domestic distributors or other customers who in turn ship those printers to international destinations.

Net sales for the third quarter of 2006 increased $1,066,000, or 8%, from the same period last year due primarily to higher printer shipments into our gaming and lottery market (an increase of approximately $2,662,000, or 46%), offset by lower printer shipments into our point of sale ("POS") and banking market (a decrease of approximately $1,938,000, or 35%). Sales by the TransAct Services Group ("TSG") also contributed to the net increase in sales for the third quarter of 2006 (an increase of $342,000, or 12%). Overall, international sales decreased by $430,000, or 10%, due to lower international shipments of both our POS and gaming printers.

POINT OF SALE AND BANKING:

Revenue from the POS and banking market includes sales of inkjet, thermal and impact printers used primarily by retailers in the hospitality, restaurant (including fine dining, casual dining and fast food) and specialty retail industries to print receipts for consumers, validate checks, or print on other inserted media. Revenue from this market also includes sales of printers used by banks, credit unions and other financial institutions to print and/or validate receipts at bank teller stations. Sales of our POS and banking printers worldwide decreased approximately $1,938,000, or 35%.

(In thousands)	Three months ended September 30, 2006		Three months ended September 30, 2005		Change $	Change %
Domestic	$3,449	95.6%	$5,173	93.3%	$(1,724)	(33.3%)
International	157	4.4%	371	6.7%	(214)	(57.7%)
	$3,606	100.0%	$5,544	100.0%	$(1,938)	(35.0%)

Domestic POS and banking printer revenue decreased to $3,449,000, representing a $1,724,000, or 33%, decrease from the third quarter of 2005, due primarily to lower sales of (1) our Bankjet(R) line of inkjet printers due to shipments to a top-tier financial services company in the third quarter 2005 that did not repeat in the third quarter of 2006 and (2) our legacy line of POS impact printers as these printers are being replaced by our newer thermal and inkjet printers. Our sales into the POS and banking market over the last several years have been impacted by a shift in technology in the market from impact printing technology to thermal and inkjet printing technology. This change in technology has resulted in declining sales of our impact printers that were at higher average selling prices and increasing sales of our thermal and inkjet printers that were at lower average selling prices. And, although our unit sales volume has remained relatively consistent in 2006 as compared to 2005, our total sales have declined due to lower average selling prices of thermal and inkjet printers as compared to impact printers. These decreases were partly offset by increased printer shipments of our line of thermal printers including our new thermal printer launched exclusively for POS distributors. Although we are currently pursuing several banking opportunities, due to the project-oriented nature of these sales, we cannot predict if and when future sales may occur.

International POS and banking printer shipments decreased by approximately $214,000, or 58%, to $157,000, due primarily to lower sales to our international POS distributors in Latin America.

GAMING AND LOTTERY:

Revenue from the gaming and lottery market includes sales of printers used in slot machines, video lottery terminals ("VLTs") and other gaming machines that print tickets instead of issuing coins ("ticket-in, ticket-out" or "TITO") at casinos, racetracks ("racinos") and other gaming venues worldwide. Revenue from this market also includes sales of lottery printers to GTECH, the world's largest provider of lottery terminals, for various lottery applications. Sales of our gaming and lottery products increased by $2,662,000, or 46%, from the third quarter of 2005, primarily due to higher domestic gaming printer sales, partially offset by a decrease in international sales of our slot machine and other gaming printers.

(In thousands)	Three months ended September 30, 2006	Three months ended September 30, 2005	Change $	Change %

Domestic	$5,727	67.4%	$2,720	46.6%	$3,007	110.6%
International	2,768	32.6%	3,113	53.4%	(345)	(11.1%)
	$8,495	100.0%	$5,833	100.0%	$2,662	45.6%

Domestic sales of our gaming and lottery printers increased by $3,007,000, or 111%, due largely to an increase of approximately $2,845,000 in sales of our thermal casino printers driven primarily by increased market share as we realize benefits from our sales relationship with JCM American Corporation. Lottery printer sales to GTECH (excluding any international sales), which include thermal on-line lottery printers, increased by approximately $162,000, or 12%, in the third quarter of 2006 compared to the third quarter of 2005. However, our quarterly sales for the third quarter of 2006 to GTECH decreased $2,361,000 from the second quarter of 2006. Our quarterly sales are directly dependent on the timing and number of new and upgraded lottery terminal installations GTECH performs, and as a result, may fluctuate significantly between quarters. Our sales to GTECH are not indicative of GTECH's overall business or revenue.

International gaming and lottery printer sales decreased $345,000, or 11%, to $2,768,000 in the third quarter of 2006. Such sales represented 33% and 53% of total sales into our gaming and lottery market during the third quarter of 2006 and 2005, respectively. This decrease was due primarily to decreased sales of our gaming printers in (1) Canada and (2) Europe, primarily due to government issues that have suspended new installations of casino printers in Russia. These decreases were offset by continued growth in gaming printer sales in Asia and Australia as these international markets continue to expand ticket printing in slot machines and other gaming machines.

TRANSACT SERVICES GROUP:

Revenue from the TransAct Services Group ("TSG") includes sales of consumable products (inkjet cartridges, ribbons and paper), replacement parts, maintenance and repair services, refurbished printers, and shipping and handling charges. Sales from TSG increased by approximately $342,000, or 12%.

(In thousands)	Three months ended September 30, 2006		Three months ended September 30, 2005		Change $	Change %
Domestic	$2,310	72.8%	$2,097	74.0%	$213	10.2%
International	865	27.2%	736	26.0%	129	17.5%
	$3,175	100.0%	$2,833	100.0%	$342	12.1%

Domestic revenue from TSG increased by approximately $213,000, to $2,310,000 largely due to higher maintenance contract revenue and increased sales of consumable products, including higher sales of inkjet cartridges as we began to benefit from the new agreement we signed in August 2006 to supply inkjet cartridges to a leading national office supply chain. These increases were somewhat offset by a decline in the sale of replacement parts for certain legacy impact printers, as the installed base of these legacy printers in the market declines. Internationally, TSG revenue increased by approximately $129,000 to $865,000 largely due to an increase in services revenue and increased sales of consumable products.

GROSS PROFIT. Gross profit is measured as revenue less cost of goods sold. Cost of goods sold includes primarily the cost of all raw materials and component parts, direct labor, and the associated manufacturing overhead expenses. Gross profit increased $862,000, or 19%, and gross margin increased to 35.6% from 32.2% due primarily to a higher volume of sales and a more favorable sales mix in the third quarter of 2006 compared to the third quarter of 2005, as well as lower product costs resulting from increased sourcing of components for our printers in Asia. We expect gross margin for the fourth quarter of 2006 to be consistent with the gross margin reported for the third quarter of 2006.

ENGINEERING AND PRODUCT DEVELOPMENT. Engineering, design and product development expenses primarily include salary and payroll related expenses for our engineering staff, depreciation and design expenses (including prototype printer expenses, outside design and testing services, and supplies). Such expenses decreased by $16,000, or 3%, to $621,000, as we incurred lower outside design and development expenses, which were largely offset by higher expenses related to increased engineering staffing and other employee compensation expenses. Engineering and product development expenses decreased as a percentage of net sales to 4.1% from 4.5%, due primarily to higher sales in the third quarter of 2006 compared to the third quarter of 2005. We expect engineering and product development expenses for the fourth quarter of 2006 to be higher than those reported in the third quarter of 2006 due to higher expected outside development expenses.

SELLING AND MARKETING. Selling and marketing expenses primarily include salaries and payroll related expenses for our sales and marketing staff, sales commissions, travel expenses, expenses associated with the lease of sales offices, advertising, trade show expenses and other promotional marketing expenses. Selling and marketing expenses for the third quarter of 2006 decreased by $34,000, or 2%, to $1,593,000, due primarily to lower travel, trade show, advertising and other promotional marketing expenses compared with the third quarter of 2005. These decreases were largely offset by the full-quarter effect of expenses related to the addition of new corporate marketing staff, and new sales staff for our three strategic sales units, including those for our new service centers in Las Vegas, NV and Wallingford, CT, made throughout 2005 and increased expenses related to the redesign of our website that we re-launched in August 2006. Selling and marketing expenses decreased as a percentage of net sales to 10.4% from 11.4%, due primarily to higher sales volume in the third quarter of 2006 compared to the third quarter of 2005. We expect selling and marketing expenses to be higher in the fourth quarter of 2006 compared to the third quarter of 2006, as we expect to incur higher trade show and promotional marketing expenses due to the increased number of trade shows we typically attend in the fourth quarter (including FS/Tec, BAI Retail Delivery Conference & Expo and the Global Gaming Expo), as well as higher compensation-related expenses.

GENERAL AND ADMINISTRATIVE. General and administrative expenses primarily include salaries and payroll related expenses for our executive, accounting, human resource and information technology staff, expenses for our corporate headquarters, professional and legal expenses, and telecommunication expenses. General and administrative expenses increased by $47,000, or 3%, to $1,671,000, due primarily to increased incentive compensation expenses and expenses associated with the Company's Oracle implementation including temporary help, travel and compensation related expenses. These increases were partially offset by lower professional fees. General and administrative expenses decreased as a percentage of net sales to 10.9% from 11.4%, due primarily to higher sales volume in the third quarter of 2006 compared to the third quarter of 2005. We expect general and

administrative expenses to be higher in the fourth quarter of 2006 compared to the third quarter of 2006 due to expected higher professional fees related to the Company's year-end audit and compensation related expenses.

OPERATING INCOME. During the third quarter of 2006 we reported operating income of $1,553,000, or 10.2% of net sales, compared to $688,000, or 4.8% of net sales in the third quarter of 2005. The substantial increase in our operating income and operating margin was due largely to the operating leverage we experienced in the third quarter of 2006 resulting from higher sales and gross profit, and a consistent level of operating expenses, compared to that of 2005.

INTEREST. We recorded net interest income of $25,000 in the third quarter of 2006 compared to $19,000 in the third quarter of 2005, as we improved our overall rate of return on our invested cash balance during the third quarter of 2006 as compared to the third quarter of 2005. We do not expect to draw on our revolving borrowings as we expect to continue to generate cash from operations during 2006. As a result, we expect to continue to report net interest income throughout 2006. See "Liquidity and Capital Resources" below for more information.

OTHER INCOME (EXPENSE). We recorded other expense of $55,000 in the third quarter of 2006 due primarily to transaction exchange losses recorded by our UK subsidiary resulting from the weakening of the U.S. dollar against the British pound. We recorded other income of $7,000 in the third quarter of 2005 due primarily to transaction exchange gains recorded resulting from the strengthening of the U.S. dollar against the British pound during this period.

INCOME TAXES. We recorded an income tax provision of $504,000 and $40,000 in the third quarter of 2006 and 2005, respectively, at an effective rate of 33.1% and 5.6%, respectively. The lower effective tax rate for the third quarter of 2005 resulted primarily from the recognition of approximately $138,000 of certain discrete tax benefits combined with a low level of taxable income during the third quarter of 2005 as compared to the third quarter of 2006. In addition, our effective tax rate for the third quarter of 2005 was also impacted, to a lesser extent, by a downward revision of our estimated effective tax rate for 2005 based on the Company's anticipated taxable income. The effective tax rate for the third quarter of 2006 was impacted by the recognition of approximately $38,000 of discrete tax benefits during the quarter. We expect our annual effective tax rate for the full year 2006 to be approximately 35%.

NET INCOME. We reported net income during the third quarter of 2006 of $1,019,000, or $0.10 per diluted share, compared to net income of $674,000, or $0.07 per diluted share, for the third quarter of 2005.

NINE MONTHS ENDED SEPTEMBER 30, 2006 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2005

NET SALES. Net sales by market for the current and prior year's nine month period were as follows:

	Nine months ended	Nine months ended	Change

(In thousands)	September 30, 2006		September 30, 2005		$	%
Point of sale and banking	$12,718	26.2%	$12,653	32.8%	$ 65	0.5%
Gaming and lottery	26,283	54.0%	17,331	44.9%	8,952	51.7%
TransAct Services Group	9,614	19.8%	8,608	22.3%	1,006	11.7%
	$48,615	100.0%	$38,592	100.0%	$10,023	26.0%
International*	$10,667	21.9%	$ 9,244	24.0%	$ 1,423	15.4%

* International sales do not include sales of printers made to domestic distributors or other customers who in turn ship those printers to international destinations.

Net sales for the first nine months of 2006 increased $10,023,000, or 26%, from the prior year's first nine months due to sales increases in all three of our markets: POS and banking (an increase of approximately $65,000, or 1%); gaming and lottery (an increase of approximately $8,952,000, or 52%); and TSG (an increase of $1,006,000, or 12%). Overall, international sales increased by $1,423,000, or 15%, due to higher international shipments of our gaming and lottery printers as well as increased TSG sales internationally, somewhat offset by lower international shipments of our POS and banking printers.

POINT OF SALE AND BANKING:

Sales of our POS and banking printers worldwide increased approximately $65,000, or 1%.

(In thousands)	Nine months ended September 30, 2006		Nine months ended September 30, 2005		Change $	Change %
Domestic	$11,785	92.7%	$11,054	87.4%	$ 731	6.6%
International	933	7.3%	1,599	12.6%	(666)	(41.7%)
	$12,718	100.0%	$12,653	100.0%	$ 65	0.5%

Domestic POS and banking printer sales increased to $11,785,000, representing a $731,000, or 7%, increase from the first nine months of 2005, due primarily to higher sales of (1) our Bankjet(R) line of inkjet printers to existing banking customers and (2) our line of thermal printers including our new thermal printer launched in 2005 exclusively for POS distributors. Although we are currently pursuing additional banking opportunities, due to the project-oriented nature of these sales, we cannot predict if and when future sales may occur. These increases were offset by lower sales of our legacy line of POS impact printers, as expected, as these printers are being replaced by our newer thermal and inkjet printers. Our sales into the POS and banking market over the last several years have been impacted by a shift in technology in the market from impact printing technology to thermal and inkjet printing technology. This change in technology has resulted in declining sales of our impact printers that were at higher average selling prices and increasing sales of our thermal and inkjet printers that were at lower average selling prices. And, although our unit sales volume has remained relatively consistent in 2006 compares to 2005, our total sales has declined due to lower average selling prices of thermal and inkjet printers as compared to impact printers.

International POS and banking printer shipments decreased by approximately $666,000, or 42%, to $933,000, due primarily to lower sales to our international POS distributors in Europe and Latin America.

GAMING AND LOTTERY:

Sales of our gaming and lottery printers increased by $8,952,000, or 52%, from the first nine months of 2005, primarily due to higher sales of lottery printers to GTECH, both domestically and internationally, and an increase in sales of our slot machine and other gaming printers, both domestically and internationally.

(In thousands)	Nine months ended September 30, 2006		Nine months ended September 30, 2005		Change $	Change %
Domestic	$18,935	72.0%	$11,695	67.5%	$7,240	61.9%
International	7,348	28.0%	5,636	32.5%	1,712	30.4%
	$26,283	100.0%	$17,331	100.0%	$8,952	51.7%

Domestic sales of our gaming and lottery printers increased by $7,240,000, or 62%, due largely to a significant increase in both sales of lottery printers to GTECH and thermal casino printers. Lottery printer sales to GTECH (excluding any international sales), which include thermal on-line lottery printers, increased by approximately $4,826,000, or 138%, in the first nine months of 2006 compared to the first nine months of 2005. Our sales to GTECH are directly dependent on the timing and number of new and upgraded lottery terminal installations GTECH performs, and as a result, may fluctuate significantly between quarters. Our sales to GTECH are not indicative of GTECH's overall business or revenue.

Domestic casino printer sales increased by approximately $2,414,000 driven primarily by increased market share as we continue to benefit from our sales relationship with JCM American Corporation.

International gaming and lottery printer sales increased $1,712,000, or 30%, to $7,348,000 in the first nine months of 2006 compared to the first nine months of 2005. Such sales represented 28% and 33% of total sales into our gaming and lottery market during the first nine months of 2006 and 2005, respectively. This increase was led primarily by continued growth in international gaming printer sales, primarily in Australia and Asia, as these international markets continue to expand ticket printing in slot machines and other gaming machines. In addition, we experienced higher gaming printer sales in Canada and higher international lottery printer sales to GTECH.

TRANSACT SERVICES GROUP ("TSG"):

Sales from TSG increased by approximately $1,006,000, or 12%.

(In thousands)	Nine months ended September 30, 2006		Nine months ended September 30, 2005		Change $	Change %
Domestic	$7,228	75.2%	$6,599	76.7%	$ 629	9.5%
International	2,386	24.8%	2,009	23.3%	377	18.8%
	$9,614	100.0%	$8,608	100.0%	$1,006	11.7%

Domestic TSG revenue increased by approximately $629,000, or 10%, to $7,228,000, largely due to higher sales of maintenance and repair services, as well as increased sales of refurbished printers and consumable products. These increases were somewhat offset by a decline in the sale of replacement parts for certain legacy impact printers, as the installed base of these legacy printers in the market declines. Internationally, TSG sales increased by approximately $377,000, or 19%, to $2,386,000, due largely to an increase in maintenance and repair services revenue, as well as increased sales of consumable products.

GROSS PROFIT. Gross profit increased $4,364,000, or 35%, to $16,871,000 and gross margin increased to 34.7% from 32.4%, due primarily to a higher volume of sales and a more favorable sales mix in the first nine months of 2006 compared to the first nine months of 2005, as well as lower product costs resulting from increased sourcing of components for our printers in Asia.

ENGINEERING AND PRODUCT DEVELOPMENT. Engineering, design and product development expenses increased by $44,000, or 2%, to $2,151,000, as we incurred higher expenses related to increased engineering staffing and product development expenses related to our new line of off-premise gaming printers, which were largely offset by a decrease in costs associated with International Game Technology's ("IGT") integration and attainment of jurisdictional approvals for our Epic 950(TM) thermal casino printer on all of IGT's slot platforms worldwide (the "IGT Integration"). We incurred approximately $150,000 of IGT Integration costs in the first nine months of 2005 that did not recur in the first nine months of 2006. Engineering and product development expenses decreased as a percentage of net sales to 4.4% from 5.5%, due primarily to higher sales in the first nine months of 2006 compared to the first nine months of 2005.

SELLING AND MARKETING. Selling and marketing expenses increased by $361,000, or 8%, to $4,884,000, as we incurred the full nine-month effect in 2006 of expenses related to the addition of new corporate marketing staff, and new sales staff for our three strategic sales units, including those for our service centers in Las Vegas, NV and Wallingford, CT, made throughout 2005. We also incurred increased expenses related to the redesign of our website that we re-launched in August 2006. These increases were somewhat offset by lower travel, trade show, advertising and other promotional marketing expenses compared with the first nine months of 2005. Selling and marketing expenses decreased as a percentage of net sales to 10.0% from 11.7%, due primarily to higher sales volume in proportion to a higher level of expenses in the first nine months of 2006 compared to the first nine months of 2005.

GENERAL AND ADMINISTRATIVE. General and administrative expenses increased by $693,000, or 15%, to $5,271,000, due primarily to (1) the full nine-month effect in 2006 of compensation related expenses associated with the relocation of our accounting department from Ithaca, NY to Wallingford, CT during 2005, (2) expenses associated with the Company's Oracle implementation including data conversion expenses, temporary help, travel and compensation related expenses, (3) approximately $220,000 of legal and consulting services related to a potential acquisition that was not consummated and (4) increased telecommunications expenses associated with the implementation of our new company-wide phone system. These increases were partially offset by lower travel expenses and a decrease in recruiting costs incurred during the first nine months of 2005 related to the relocation of our accounting department and the increased staffing of the TSG sales unit that did not recur in the first nine months of 2006. General and administrative expenses decreased as a percentage of net sales to 10.8% from 11.9%, due primarily to increased sales in proportion to higher expenses in the first nine months of 2006 as compared to the first nine months of 2005.

OPERATING INCOME. During the first nine months of 2006, we reported operating income of $4,565,000, or 9.4% of net sales, compared to $1,299,000, or 3.4% of net sales in the first nine months of 2005. The substantial increase in our operating income and operating margin was due largely to the operating leverage we experienced in the first nine months of 2006 resulting from higher sales and gross profit, somewhat offset by higher operating expenses, compared to that of 2005.

INTEREST. We recorded net interest income of $62,000 in the first nine months of 2006 compared to net interest income of $59,000 in the first nine months of 2005. We do not expect to draw on our revolving borrowings and we expect to continue to report net interest income for the remainder of 2006. See "Liquidity and Capital Resources" below for more information.

OTHER INCOME (EXPENSE). We recorded other expense of $137,000 in the first nine months of 2006 due primarily to transaction exchange losses recorded by our UK subsidiary resulting from the weakening of the U.S. dollar against the British pound. We recorded other income of $22,000 in the first nine months of 2005 due primarily to transaction exchange gains recorded resulting from the strengthening of the U.S. dollar against the British pound during this period.

INCOME TAXES. We recorded an income tax provision of $1,557,000 and $276,000 in the first nine months of 2006 and 2005, respectively, at an effective rate of 34.7% and 20.0%, respectively. The lower effective tax rate for the first nine months of 2005 resulted primarily from the recognition of approximately $138,000 of certain discrete tax benefits combined with a low level of taxable income during the first nine months of 2005 as compared to the first nine months of 2006. In addition, our effective tax rate for the first nine months of 2005 was also impacted, to a lesser extent, by a downward revision of our estimated effective tax rate for 2005 based on the Company's anticipated taxable income. The effective tax rate for the first nine months of 2006 was impacted by the recognition of approximately $38,000 of discrete tax benefits during the period. We expect our annual effective tax rate for the full year 2006 to be approximately 35%.

NET INCOME. We reported net income during the first nine months of 2006 of $2,933,000, or $0.30 per diluted share, compared to net income of $1,104,000, or $0.11 per diluted share, for the first nine months of 2005.

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOW

Overview: In the first nine months of 2006, our cash flows reflected the results of higher sales volume, increased investment in infrastructure, and our stock repurchase program, compared to the same period in 2005. Even with the repurchase of approximately $852,000 of our common stock and capital expenditures of $2,521,000 during the first nine months of 2006, we still ended the third quarter of 2006 with approximately $4.6 million in cash and cash equivalents. We expect to earn interest income on our available cash balance throughout 2006.

Operating activities: The following significant factors affected our cash provided by operations of $2,372,000 in the first nine months of 2006:

- We reported net income of $2,933,000.

- We recorded depreciation and amortization expense of $1,190,000.

- We recorded share-based compensation expense of $422,000.

- Accounts receivable increased by $2,175,000 due to higher sales and the timing of sales during the quarter.

- Inventory increased by $1,394,000 and accounts payable increased by $409,000 due to increased inventory purchases and inventory levels related to higher sales volume during the quarter and to meet our expected future sales demand.

- Accrued liabilities increased by $1,748,000 due to the following: (1) higher income tax accrual based on the increased level of income before taxes, (2) higher deferred revenue balances related to increased sales of extended service contracts, (3) higher legal and audit services accruals and (4) higher consulting services accruals related to our Oracle software implementation. These increases were partly offset by a decrease in warranty accruals.

- As of September 30, 2006 and December 31, 2005, our restructuring accrual amounted to $701,000 and $1,007,000, respectively. The decrease of $306,000 is related solely to payments made on our Wallingford lease obligation. We expect to pay approximately $420,000 of these expenses per year in 2006 and 2007, and the remainder in 2008. These payments from 2006 through 2008 relate primarily to lease obligation costs for unused space in our Wallingford, CT facility.

Investing activities: Our capital expenditures were approximately $2,521,000 and $2,042,000 in the first nine months of 2006 and 2005, respectively. Expenditures in 2006 included approximately $850,000 for the purchase of hardware, software and outside consulting costs related to our Oracle software implementation, $350,000 for the purchase of hardware and consulting costs related to our new phone system, $200,000 for the purchase of leasehold improvements made on the gaming and lottery headquarters and western region service center in Las Vegas, NV, with the remaining amount primarily for the purchase of new product tooling. We expect capital expenditures for the full year 2006 to be approximately $2,800,000. During the remainder of 2006, we expect to continue to invest in two significant projects: (1) the implementation of our Oracle software and (2) new product tooling and tooling enhancements to our existing products.

Financing activities: We generated approximately $97,000 from financing activities during the first nine months of 2006 as compared to utilizing

$2,806,000 during the first nine months of 2005. This was largely due to proceeds and tax benefits from stock option exercises of approximately $949,000 during the first nine months of 2006 compared to $332,000, during the first nine months of 2005, respectively. These proceeds were largely offset by the repurchase of Company stock of approximately $852,000 for the first nine months of 2006 as compared to $3,135,000 during the first nine months of 2005, respectively.

WORKING CAPITAL

Our working capital increased to $17,359,000 at September 30, 2006 from $15,375,000 at December 31, 2005. The current ratio decreased to 3.0 to 1 at September 30, 2006 from 3.2 to 1 at December 31, 2005. The decrease in the current ratio was largely due to higher accounts payable resulting from higher sales volume and inventory purchases and an increase in income taxes payable resulting from a higher level of income before taxes, somewhat offset by higher accounts receivable and inventory levels. In addition, our working capital and current ratio were impacted by our stock repurchase program, as we continue to use available cash to repurchase shares of our common stock in the open market.

DEFERRED TAXES

As of September 30, 2006, we had a net deferred tax asset of approximately $3,316,000. In order to utilize this deferred tax asset, we will need to generate approximately $8.2 million of taxable income in future years. Based on future projections of taxable income, we have determined that it is more likely than not that the existing net deferred tax asset will be realized.

CREDIT FACILITY AND BORROWINGS

On August 6, 2003, we entered into a $12.5 million credit facility (the "TD Banknorth Credit Facility") with TD Banknorth, N.A. The TD Banknorth Credit Facility provides for an $11.5 million revolving credit line originally expiring on July 31, 2006, and a $1 million equipment loan facility, which expired in July 2005. On July 31, 2006, we amended the TD Banknorth Credit Facility to extend the expiration date of our $11.5 million revolving credit line to November 29, 2006. Borrowings under the revolving credit line bear a floating rate of interest at the prime rate and are secured by a lien on all the assets of the company. The TD Banknorth Credit Facility imposes certain quarterly financial covenants on the Company and restricts the payment of dividends on our common stock and the creation of other liens. We anticipate replacing or renewing our credit facility during the fourth quarter of 2006.

The borrowing base of the revolving credit line under the TD Banknorth Credit Facility is based on the lesser of (a) $11.5 million or (b) 85% of eligible accounts receivable plus (i) the lesser of (1) $5,500,000 and (2) 45% of eligible raw material inventory plus 50% of eligible finished goods inventory, less (ii) a $40,000 credit reserve.

In February 2006, we amended the TD Banknorth Credit Facility to revise a financial covenant effective December 31, 2005.

As of September 30, 2006, we had no balances outstanding on the revolving credit line. Undrawn commitments under the TD Banknorth Credit Facility were $11,500,000 at September 30, 2006. However, our maximum additional available borrowings under the facility were limited to approximately $8,500,000 at September 30, 2006 based on the borrowing base of our collateral. We were in compliance with all financial covenants of the TD Banknorth Credit Facility at September 30, 2006.

STOCK REPURCHASE PROGRAM

In March 2005, our Board of Directors approved a stock repurchase program ("the Stock Repurchase Program"). Under the Stock Repurchase Program, we are authorized to repurchase up to $10 million of our outstanding shares of common stock from time to time in the open market over a three-year period ending March 25, 2008, depending on market conditions, share price and other factors. For the nine months ended September 30, 2006, we repurchased a total of 92,300 shares of common stock for approximately $852,000 at an average price of $9.23 per share. As of September 30, 2006, we have repurchased a total of 597,300 shares of common stock for approximately $4,719,000 at an average price of $7.90 per share since the inception of the Stock Repurchase Program.

SHAREHOLDERS' EQUITY

Shareholders' equity increased by $3,554,000 to $24,811,000 at September 30, 2006 from $21,257,000 at December 31, 2005. The increase was primarily due to the following for the nine months ended September 30, 2006: (1) net income of $2,933,000, (2) proceeds of approximately $674,000 from the issuance of approximately 133,000 shares of common stock from stock option exercises, (3) an increase in additional paid-in capital of approximately $275,000 resulting from tax benefits resulting from the sale of employee stock from stock option

exercises, (4) compensation expense related to stock options and restricted stock of $422,000, and (5) foreign currency translation adjustments of approximately $102,000. These increases were offset by treasury stock purchases of 92,300 shares of common stock for approximately $852,000.

CONTRACTUAL OBLIGATIONS / OFF-BALANCE SHEET ARRANGEMENTS

We have experienced no material changes in our contractual obligations outside the ordinary course of business during the three months ended September 30, 2006. We have no material off-balance sheet arrangements as defined in Regulation S-K 303(a)(4)(ii).

RESOURCE SUFFICIENCY

We believe that our cash on hand and cash flows generated from operations will provide sufficient resources to meet our working capital needs, including costs associated with the Consolidation, to finance our capital expenditures, to fund our Stock Repurchase Program, and meet our liquidity requirements through at least the next 12 months.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this quarterly report, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was conducted under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were adequate and designed to ensure that information required to be disclosed by the Company in this report is recorded, processed, summarized and reported in a timely manner, including that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no significant changes in internal controls or in other factors that could be reasonably likely to materially affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses in internal controls, during the period covered by this report.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a controls system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management overriding of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On April 28, 2005 we announced that we filed a complaint in Connecticut Superior Court against FutureLogic, Inc. ("FutureLogic") of Glendale, California. The complaint charges FutureLogic with disseminating false and misleading statements, which impugn our business reputation with the intent of damaging our business. We assert claims of defamation, tortious interference with contractual relations, tortious interference with business expectancy, and violation of the Connecticut Unfair Trade Practices Act, and seek an award of compensatory and punitive damages, attorneys' fees and costs. FutureLogic removed this action to the United States District Court for the District of Connecticut and, on June 7, 2005, filed a motion to dismiss the claims for lack of jurisdiction. On December 7, 2005, we amended our complaint in the action pending in the District of Connecticut to add claims that FutureLogic's conduct violated the Lanham Act's bar on false and deceptive advertising.

On May 20, 2005, FutureLogic filed a complaint in the United States District Court for the Central District of California against us. The complaint charges us with false advertising, defamation, trade libel, intentional interference with prospective economic advantage, common law unfair competition and statutory unfair competition and seeks an award of compensatory and punitive damages, attorneys' fees and costs. On August 3, 2005, FutureLogic amended its complaint in California to seek a declaratory judgment that Patent No. 6,924,903 issued to us by the United States Patent and Trademark Office ("PTO") on August 2, 2005, for our dual-port printer technology, is invalid, and that FutureLogic is not infringing our patent. We moved to dismiss FutureLogic's action in California, on the grounds that any claims raised in that action should have been brought as part of the case filed by us in the District of Connecticut. In the alternative, we moved to stay the California action pending the resolution of jurisdictional motions in the Connecticut court.

On January 20, 2006, the California District Court filed an order granting our motion to stay the California proceeding pending the resolution of jurisdictional motions in the Connecticut case. Under the California court's order, should the Connecticut court find that it has jurisdiction over FutureLogic, FutureLogic's case will be transferred to the District of Connecticut for consolidation with the action pending in that forum. On September 1, 2006, the District of Connecticut dismissed our case because of a lack of jurisdiction. The decision was not on the merits of our claims, but on the jurisdiction of the court in which the suit was brought. The California District Court has been notified of this development. We intend to vigorously defend TransAct against FutureLogic's claims, which we believe to be without merit. At this stage in the proceedings we are unable to estimate any potential or probable liability.

ITEM 1A. RISK FACTORS

Risk factors that may impact future results include those disclosed in our Form 10-K for the year ended December 31, 2005. No material changes have occurred to the risk factors contained in our Form 10-K for the year ended December 31, 2005 during the nine months ended September 30, 2006.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2C. STOCK REPURCHASE

On March 25, 2005 our Board of Directors approved a stock repurchase program ("the Stock Repurchase Program"). Under the Stock Repurchase Program, management is authorized to repurchase up to $10 million of our outstanding shares of common stock from time to time in the open market over a three year period ending March 25, 2008, depending on market conditions, share price and other factors. For the nine months ended September 30, 2006, we had repurchased a total of 92,300 shares of common stock for approximately $852,000 at an average price of $9.23 per share. As of September 30, 2006, we had repurchased a total of 597,300 shares of common stock for approximately $4,719,000, at an average price of $7.90 per share since the inception of the Stock Repurchase Program.

The following table summarizes repurchases of our common stock in the three months ended September 30, 2006.

	Total Number of	Average Price	Total Number of Shares Purchased as Part of Publicly Announced	Approximate Dollar Value of Shares that May Yet Be Purchased under the

Period	Shares Purchased	Paid per Share	Plans or Programs	Plans or Programs
July 1, 2006 - July 31, 2006	--	$ --	--	$5,435,000
August 1, 2006 - August 31, 2006	7,900	8.96	7,900	$5,364,000
September 1, 2006 - September 30, 2006	9,600	8.68	9,600	$5,281,000
Total	17,500	$8.81	17,500	

ITEM 6. EXHIBITS

a. Exhibits filed herein

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002

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.

TRANSACT TECHNOLOGIES INCORPORATED
(Registrant)

November 9, 2006

/s/ Steven A. DeMartino

Steven A. DeMartino
Executive Vice President, Chief Financial Officer, Treasurer and Secretary
(Principal Financial and Accounting Officer)

EXHIBIT LIST

The following exhibits are filed herewith.

Exhibit	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002