EPLUS INC
Form 10-Q
February 08, 2013

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

FORM 10-Q

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

For the quarterly period ended December 31, 2012

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: 1-34167

ePlus inc.

(Exact name of registrant as specified in its charter)

Delaware	54-1817218
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

13595 Dulles Technology Drive, Herndon, VA 20171-3413
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (703) 984-8400

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 o

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

The number of shares of common stock outstanding as of January 31, 2013 was 8,150,883.

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ePlus inc. AND SUBSIDIARIES

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CAUTIONARY LANGUAGE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain statements that are, or may be deemed to be, “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, and are made in reliance upon the protections provided by such acts for forward-looking statements. Such statements are not based on historical fact, but are based upon numerous assumptions about future conditions that may not occur. Forward-looking statements are generally identifiable by use of forward-looking words such as “may,” “should,” “intend,” “estimate,” “will,” “potential,” “could,” “believe,” “expect,” “ant “project,” and similar expressions. Readers are cautioned not to place undue reliance on any forward-looking statements made by us or on our behalf. Forward-looking statements are made based upon information that is currently available or management’s current expectations and beliefs concerning future developments and their potential effects upon us, speak only as of the date hereof, and are subject to certain risks and uncertainties. We do not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur, or of which we hereafter become aware. Actual events, transactions and results may materially differ from the anticipated events, transactions or results described in such statements. Our ability to consummate such transactions and achieve such events or results is subject to certain risks and uncertainties. Such risks and uncertainties include, but are not limited to, the matters set forth below:

- we offer a comprehensive set of solutions—the bundling of our direct information technology (IT) hardware sales, third party software assurance and maintenance, professional services and financing with our proprietary software, and may encounter some of the challenges, risks, difficulties and uncertainties frequently faced by similar companies, such as:
  - managing a diverse product set of solutions in highly competitive markets;
  - increasing the total number of customers utilizing bundled solutions by up-selling within our customer base and gaining new customers;
  - adapting to meet changes in markets and competitive developments;
  - maintaining and increasing advanced professional services by retaining highly skilled personnel and vendor certifications;
  - integrating with external IT systems, including those of our customers and vendors; and
  - continuing to enhance our proprietary software and update our technology infrastructure to remain competitive in the marketplace.
- our ability to hire and retain sufficient qualified personnel;
- a decrease in the capital spending budgets of our customers or purchases from us;
- our ability to protect our intellectual property;
- the creditworthiness of our customers and our ability to reserve adequately for credit losses;
- the possibility of goodwill impairment charges in the future;
- uncertainty and volatility in the global economy and financial markets;
- changes in the IT industry;
- our ability to raise capital, maintain or increase as needed our lines of credit with vendors or floor planning facility, or obtain non-recourse financing for our transactions;
- our ability to realize our investment in leased equipment;
- significant adverse changes in, reductions in, or losses of relationships with major customers or vendors;
- our ability to successfully integrate acquired businesses;
- our ability to maintain effective disclosure controls and procedures and internal control over financial reporting;
- changes in taxes and other regulatory legislation that could require us to change our policies or structure;
- reduction of manufacturer incentive programs; and
- significant changes in accounting guidance related to the financial reporting of leases; which could impact the demand for our leasing services.

We cannot be certain that our business strategy will be successful or that we will successfully address these and other challenges, risks and uncertainties. For a further list and description of various risks, relevant factors and uncertainties that could cause future results or events to differ materially from those expressed or implied in our forward-looking statements, see the Item 1A, “Risk Factors” and Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections contained elsewhere in this report, as well as other reports that we file with the Securities and Exchange Commission (“SEC”).

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

ePlus inc. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	As of December 31, 2012	As of March 31, 2012
	(in thousands)	
Cash and cash equivalents	$42,153	$ 33,778
Short-term Investments	1,228	7,396
Accounts receivable—net	221,917	174,599
Notes receivable—net	21,763	24,337
Inventories—net	23,866	23,514
Investment in leases and leased equipment—net	101,316	115,974
Property and equipment—net	2,244	2,086
Deferred costs	41,600	9,391
Other assets	14,999	14,169
Goodwill	28,787	28,444
TOTAL ASSETS	$499,873	$ 433,688
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Accounts payable—equipment	$8,850	$ 17,268
Accounts payable—trade	53,522	26,719
Accounts payable—floor plan	81,748	85,911
Salaries and commissions payable	10,639	9,500
Deferred revenue	51,342	15,935
Accrued expenses and other liabilities	22,247	24,887
Recourse notes payable	1,542	1,727
Non-recourse notes payable	34,648	26,328
Deferred tax liability	5,781	5,786
Total Liabilities	270,319	214,061
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY		
Preferred stock, $.01 par value; 2,000,000 shares authorized; none issued or outstanding	-	-
Common stock, $.01 par value; 25,000,000 shares authorized; 12,900,881 issued and 8,151,201 outstanding at December 31, 2012 and 12,692,224 issued and 7,999,895 outstanding at March 31, 2012	129	127
Additional paid-in capital	98,595	93,545
Treasury stock, at cost, 4,749,680 and 4,692,329 shares, respectively	(67,306)	(65,416)

Retained earnings	197,656	190,906
Accumulated other comprehensive income—foreign currency translation adjustment	480	465
Total Stockholders' Equity	229,554	219,627
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$499,873	$ 433,688

See Notes to Unaudited Condensed Consolidated Financial Statements.

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ePlus inc. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011 As Restated (1)	2012	2011 As Restated (1)
	(amounts in thousands, except shares and per share data)			
Sales of product and services	$228,053	$212,314	$712,513	$575,128
Financing revenue	12,510	9,028	27,823	23,767
Fee and other income	1,462	2,686	6,464	7,687
TOTAL REVENUES	242,025	224,028	746,800	606,582
COSTS AND EXPENSES				
Cost of sales, product and services	188,103	173,603	587,693	472,706
Direct lease costs	2,934	2,245	7,638	6,419
	191,037	175,848	595,331	479,125
Professional and other fees	2,498	2,938	8,318	7,718
Salaries and benefits	27,535	25,596	80,808	72,692
General and administrative expenses	4,909	4,878	14,975	13,418
Interest and financing costs	517	334	1,368	1,064
	35,459	33,746	105,469	94,892
TOTAL COSTS AND EXPENSES	226,496	209,594	700,800	574,017
EARNINGS BEFORE PROVISION FOR INCOME TAXES	15,529	14,434	46,000	32,565
PROVISION FOR INCOME TAXES	6,496	5,691	18,872	13,055
NET EARNINGS	$9,033	$8,743	$27,128	$19,510
NET EARNINGS PER COMMON SHARE—BASIC	$1.11	$1.08	$3.42	$2.33
NET EARNINGS PER COMMON SHARE—DILUTED	$1.11	$1.07	$3.38	$2.31
WEIGHTED AVERAGE SHARES OUTSTANDING—BASIC	7,843,153	7,818,666	7,778,174	8,092,404
WEIGHTED AVERAGE SHARES OUTSTANDING—DILUTED	7,843,153	7,898,041	7,867,982	8,184,382

(1) See Note 2, "Restatement of Consolidated Financial Statements"

See Notes to Unaudited Condensed Consolidated Financial Statements.

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ePlus inc. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended December 31,		Nine months ended December 31,	
	2012	2011	2012	2011
	(amounts in thousands)			
NET EARNINGS	$9,033	$8,743	$27,128	$19,510
OTHER COMPREHENSIVE INCOME, NET OF TAX:				
Foreign currency translation adjustments	(26)	65	15	(117)
Other comprehensive (loss) income	(26)	65	15	(117)
TOTAL COMPREHENSIVE INCOME	$9,007	$8,808	$27,143	$19,393

See Notes to Unaudited Condensed Consolidated Financial Statements.

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ePlus inc. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine months ended December 31,	
	2012	2011
	(in thousands)	
Cash Flows From Operating Activities:		
Net earnings	$ 27,128	$ 19,510
Adjustments to reconcile net earnings to net cash (used in) provided by operating activities:		
Depreciation and amortization	8,706	7,319
Reserves for credit losses and sales returns	(374)	873
Provision for inventory allowances and inventory returns	277	(373)
Share-based compensation expense	2,495	1,736
Excess tax benefit from exercise of stock options	(1,390)	(965)
Deferred taxes	(5)	471
Payments from lessees directly to lenders—operating leases	(3,799)	(2,978)
Gain on disposal of property, equipment and operating lease equipment	(843)	(1,292)
Gain on sale of notes receivable	(1,002)	(2,536)
Excess increase in cash value of life insurance	(137)	(94)
Other	(7)	256
Changes in:		
Accounts receivable—net	(47,060)	(50,134)
Notes receivable	(502)	(1,130)
Inventories—net	(629)	(6,460)
Investment in direct financing and sale-type leases—net	11,163	(12,736)
Deferred costs and other assets	(34,043)	17,939
Accounts payable—equipment	(8,294)	(3,003)
Accounts payable—trade	26,744	15,780
Salaries and commissions payable, deferred revenue and accrued expenses and other liabilities	35,356	(6,686)
Net cash provided by (used in) operating activities	$ 13,784	$ (24,503)
Cash Flows From Investing Activities:		
Purchases of short-term investments	$ (1,233)	$ -
Maturities of short-term investments	7,401	-
Proceeds from sale of property, equipment and operating lease equipment	1,629	1,940
Purchases of property, equipment and operating lease equipment	(12,559)	(6,980)
Issuance of notes receivable	(32,917)	(39,676)
Repayments of notes receivable	13,977	14,422
Proceeds from sale or transfer of notes receivable	22,829	28,596
Premiums paid on life insurance	(60)	(93)
Cash used in acquisition, net of cash acquired	-	(3,514)
Net cash used in investing activities	$ (933)	$ (5,305)

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - continued

	Nine months ended December 31,	
	2012	2011
	(in thousands)	
Cash Flows From Financing Activities:		
Borrowings of non-recourse and recourse notes payable	$20,234	6,460
Repayments of non-recourse and recourse notes payable	(641)	(468)
Repurchase of common stock	(1,890)	(18,579)
Dividends paid	(20,100)	-
Proceeds from issuance of capital stock through option exercise	1,167	586
Payments of contingent consideration	(473)	-
Excess tax benefit from share based compensation	1,390	965
Net borrowings on floor plan facility	(4,164)	19,144
Net cash (used in) provided by financing activities	(4,477)	8,108
Effect of exchange rate changes on cash	1	(1)
Net Increase (Decrease) in Cash and Cash Equivalents	8,375	(21,701)
Cash and Cash Equivalents, Beginning of Period	33,778	75,756
Cash and Cash Equivalents, End of Period	$42,153	$ 54,055
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$15	$ 11
Cash paid for income taxes	$19,000	$ 7,544
Schedule of Non-Cash Investing and Financing Activities:		
Purchase of property and equipment included in accounts payable	$153	$ 264
Purchase of operating lease equipment included in accounts payable	$175	$ -
Sales of operating lease equipment included in accounts receivable	$50	$ -
Principal payments from lessees directly to lenders	$11,374	$ 12,164
Vesting of share-based compensation	$4,621	$ 1,887
Contingent consideration	$-	$ 1,500
Dividends declared included in accrued expenses and other liabilities	$278	$ -

See Notes to Unaudited Condensed Consolidated Financial Statements.

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ePlus inc. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands, except shares data)

	Common Stock		Additional Paid-In	Treasury	Retained	Accumulated Other Comprehensive	
	Shares	Par Value	Capital	Stock	Earnings	Income	Total
Balance, April 1, 2012	7,999,895	$127	$93,545	$(65,416)	$190,906	$ 465	$219,627
Issuance of shares for option exercises	105,000	1	1,166	-	-	-	1,167
Excess tax benefit of share based compensation	-	-	1,390	-	-	-	1,390
Effect of share-based compensation	103,657	1	2,494	-	-	-	2,495
Purchase of treasury stock	(57,351)	-	-	(1,890)	-	-	(1,890)
Dividends declared	-	-	-	-	(20,378)	-	(20,378)
Net earnings	-	-	-	-	27,128	-	27,128
Foreign currency translation adjustment (net of tax of $1)	-	-	-	-	-	15	15
Balance, December 31, 2012	8,151,201	$129	$98,595	$(67,306)	$197,656	$ 480	$229,554

See Notes to Unaudited Condensed Consolidated Financial Statements.

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ePlus inc. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION — Our company was founded in 1990 and is a Delaware corporation. ePlus inc. is sometimes referred to in this Quarterly Report on Form 10-Q as "we," "our," "us," "ourselves," or "ePlus." The unaudited condensed consolidated financial statements include the accounts of ePlus inc. and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

INTERIM FINANCIAL STATEMENTS — The condensed consolidated financial statements for the three and nine months ended December 31, 2012 and 2011 are unaudited, but include all adjustments consisting of normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of our financial position, results of operations, changes in equity and cash flows for such periods. Operating results for the three and nine months ended December 31, 2012 and 2011 are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year ending March 31, 2013 or any other future period. These unaudited condensed consolidated financial statements do not include all disclosures required by the accounting principles generally accepted in the United States ("U.S. GAAP") for annual financial statements. Our audited consolidated financial statements are contained in our annual report on Form 10-K for the year ended March 31, 2012 ("2012 Annual Report"), which should be read in conjunction with these interim financial statements.

SUBSEQUENT EVENTS — Management has evaluated subsequent events after the balance sheet date through the date our financial statements are issued.

RECLASSIFICATIONS — We have reclassified prior period amounts for deferred costs from other assets and deferred revenues from accrued expenses and other liabilities to conform to current period presentation.

USE OF ESTIMATES — The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Significant items subject to such estimates and assumptions include revenue recognition, residual values, vendor consideration, lease classification, goodwill and intangibles, reserves for credit losses, and the recognition and measurement of income tax assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

REVENUE RECOGNITION–The majority of our revenues are derived from the following sources: sales of third party products, software, software assurance, maintenance and services; sales of our services and software; and financing revenues. For all these revenue sources, we determine whether we are the principal or agent in accordance with Codification Topic, Revenue Recognition, Subtopic Principal Agent Considerations. Our revenue recognition policies vary based on these revenue sources.

For the sale of third party software assurance, maintenance and services we concluded that we are acting as an agent and recognize revenue for these transactions on a net basis at the date of sale, which is presented within sales of products and services in our unaudited condensed consolidated statements of operations. Gross billings for all products and services for the three months ended December 31, 2012 and December 31, 2011 were $277.8 million and $260.9 million, respectively. Gross billings for all products and services for the nine months ended December 31, 2012 and December 31, 2011 were $875.3 million and $715.5 million, respectively.

DEFERRED COSTS AND DEFERRED REVENUES – Deferred costs includes internal and third party costs associated with deferred revenue arrangements. Deferred revenues relate to services performed by us for our customers, as well as third party licenses with software assurance, which we defer the entire arrangement over the term of the software assurance. At December 31, 2012, total deferred costs and deferred revenue were $41.6 million and $51.3 million, respectively, compared to $9.4 million and $15.9 million, respectively, at March 31, 2012. The increase is due to a number of advanced integration projects that were in process and deferred as of December 31, 2012 as they were not scheduled to be completed until after December 31, 2012.

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CONCENTRATIONS OF RISK—Financial instruments that potentially subject us to concentrations of credit risk include cash and cash equivalents, short-term investments, accounts receivable, notes receivable and investments in direct financing and sales-type leases. Cash and cash equivalents and short-term investments are maintained principally with financial institutions in the United States, which have high credit ratings. Risk on accounts receivable, notes receivable and investments in direct financing and sales-type leases is reduced by the large number of diverse industries comprising our customer base and through the ongoing evaluation of collectability of our portfolio. Our credit risk is further mitigated through the underlying collateral and whether the asset is funded with non-recourse notes payable.

A substantial portion of our sales of product and services are from sales of Cisco and Hewlett Packard products, which represented approximately 42.7% and 12.6%, and 48.7% and 10.9%, respectively, of our sales of product and services for the three and nine months ended December 31, 2012, as compared to 40.4% and 11.8%, and 42.6% and 14.5%, respectively, of our sales of product and services for the three and nine months ended December 31, 2011. Any changes in our vendors' ability to provide products could have a material adverse effect on our business, results of operations and financial condition.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS — In June 2011, the Financial Accounting Standard Board ("FASB") issued Accounting Standards Update ("ASU") 2011-12, Comprehensive Income ("ASU 2011-12"), which amended existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. ASU 2011-12 requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We adopted this amendment on April 1, 2012 and are presenting our components of net income and other comprehensive income in two separate but consecutive financial statements.

2. RESTATEMENT OF FINANCIAL STATEMENTS

During the preparation of our financial statements for the fiscal year ended March 31, 2012, we reassessed the presentation of sales of third party software assurance, maintenance and services and, after giving further consideration with respect to gross vs. net reporting, concluded that these transactions should be presented on a net basis in accordance with Codification Topic, Revenue Recognition, Subtopic Principal Agent Considerations. We determined that we should have been considered an agent in the transaction because a third party is responsible for the day to day provision of services under the contract. This change in the determination of that status results in different accounting treatment of the revenue resulting from the sale of such third party software assurance, maintenance and services, requiring the revenue to be reported net of the associated cost of the underlying contract with the third party service provider.

Under net sales recognition, the cost paid to the third party service provider is recorded as a reduction to sales of products and services, resulting in net sales being equal to the gross profit on the transaction. The change in our accounting policy and the restatement affects our revenues and offsetting costs and expenses for the identified periods but does not affect our previously reported earnings before provision for income tax, net earnings, and net earnings per common share or unaudited condensed consolidated statement of cash flows.

The effects of this restatement are summarized in the table below (in thousands):

	Three Months Ended December 30, 2011			Nine Months Ended December 31, 2011		
	As reported	Adjustments	As restated	As reported	Adjustments	As restated

Sales of product and services	$260,891	$ (48,577)	$212,314	$715,545	$ (140,417)	$575,128
Total revenues	$272,605	$ (48,577)	$224,028	$746,999	$ (140,417)	$606,582
Cost of sales, product and services	$222,180	$ (48,577)	$173,603	$613,123	$ (140,417)	$472,706
Total costs and expenses	$258,171	$ (48,577)	$209,594	$714,434	$ (140,417)	$574,017
Net earnings	$8,743	$ -	$8,743	$19,510	$ -	$19,510

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3. INVESTMENT IN LEASES AND LEASED EQUIPMENT—NET

Investment in leases and leased equipment—net consists of the following (in thousands):

	December 31, 2012	March 31, 2012
Investment in direct financing and sales-type leases—net	$ 76,439	$ 95,460
Investment in operating lease equipment—net	24,877	20,514
	$ 101,316	$ 115,974

INVESTMENT IN DIRECT FINANCING AND SALES-TYPE LEASES—NET

Our investment in direct financing and sales-type leases—net consists of the following (in thousands):

	December 31, 2012	March 31, 2012
Minimum lease payments	$ 77,382	$ 99,747
Estimated unguaranteed residual value (1)	7,424	6,917
Initial direct costs, net of amortization (2)	602	797
Less: Unearned lease income	(7,964)	(10,665)
Less: Reserve for credit losses (3)	(1,005)	(1,336)
Investment in direct financing and sales-type leases—net	$ 76,439	$ 95,460

(1) Includes estimated unguaranteed residual values of $3,411 thousand and $1,700 thousand as of December 31, 2012 and March 31, 2012, respectively, for direct financing leases which have been sold and accounted for as sales under Codification Topic, Transfers and Servicing.
(2) Initial direct costs are shown net of amortization of $569 thousand and $512 thousand as of December 31, 2012 and March 31, 2012, respectively.
(3) For details on reserve for credit losses, refer to Note 5, “Reserves for Credit Losses.”

Our net investment in direct financing and sales-type leases for certain lease agreements serves as collateral for non-recourse equipment notes. See Note 7, “Notes Payable and Credit Facility.”

We enter into agreements to sell the financing receivable associated with certain notes receivables and investments in direct financing leases, which are accounted for as a sale under Codification Topic, Transfer and Servicing. We recognized a net gain for these sales of $2.7 million and $2.2 million in financing revenues in the unaudited condensed consolidated statement of operations for the three months ended December 31, 2012 and 2011, respectively, and $4.4 million and $3.2 million for the nine months ended December 31, 2012 and 2011, respectively. Total proceeds from these sales of financing receivables were $48.1 million and $25.8 million for the three months ended December 31, 2012 and 2011, respectively. Total proceeds from these sales were $91.5 million and $50.5 million for the nine months ended December 31, 2012 and 2011, respectively.

INVESTMENT IN OPERATING LEASE EQUIPMENT—NET

Investment in operating lease equipment—net primarily represents leases that do not qualify as direct financing leases. The components of the investment in operating lease equipment—net are as follows (in thousands):

December 31, 2012	March 31, 2012

Cost of equipment under operating leases	$	46,793	$	44,487
Less: Accumulated depreciation and amortization		(21,916)		(23,973)
Investment in operating lease equipment—net (1)	$	24,877	$	20,514

(1) Includes estimated unguaranteed residual values of $7,859 thousand and $7,802 thousand as of December 31, 2012 and March 31, 2012, respectively, for operating leases.

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4. GOODWILL

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets we have acquired in business combinations. We review goodwill annually in the third quarter of our fiscal year, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained, significant decline in our share price and market capitalization, a decline in our expected future cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition, the testing for recoverability of a significant asset group within a reporting unit, and reductions in growth rates, among others.

Goodwill should be tested for impairment at the reporting unit level, which can be either an operating segment, as defined by Codification Topic Segment Reporting, or one level below an operating segment. We have two operating segments – the financing business segment and the technology sales business segment. We have four reporting units; Financing, Technology, Software Procurement and Software Document Management. The following table summarizes the amount of goodwill allocated to our reporting units:

	Financing Business Segment	Technology Sales Business Segment			
Reporting Units:	Financing	Technology	Software Procurement	Software Document Management	Total
Balance April 1, 2012					
Goodwill	$ 4,029	$ 27,355	$ 4,644	$ 1,089	$ 37,117
Accumulated impairment losses	(4,029)	-	(4,644)	-	(8,673)
	-	27,355	-	1,089	28,444
Purchase accounting adjustments	-	343	-	-	343
Balance December 31, 2012					
Goodwill	4,029	27,698	4,644	1,089	37,460
Accumulated impairment losses	(4,029)	-	(4,644)	-	(8,673)
Goodwill - net balance December 31, 2012	$ -	$ 27,698	$ -	$ 1,089	$ 28,787

During the third quarter of fiscal 2013, we performed our annual impairment test of goodwill and concluded that the fair value of our Technology and Software Document Management reporting units were in excess of their respective book values. As part of our annual assessment, we elected to bypass the qualitative assessment and estimated the fair values of our reporting units using the market approach and the income approach. The market approach measures the value of an entity through an analysis of recent sales or by comparison to comparable companies. The income approach measures the value of reporting units by discounting expected future cash flows.

Under the market approach, we used the guideline public company method and similar transactions method. Under the guideline public company method, we analyzed companies that were in the same industry, performed the same or similar services, had similar operations, and are considered competitors. Multiples that related to some level of earnings or revenue were considered most appropriate for the industry in which we operate. The multiples selected were based on our analysis of the guideline companies' profitability ratios and return to investors. We compared our reporting units' size and ranking against the guideline companies, taking into consideration risk, profitability and

growth along with guideline medians and averages. We then selected pricing multiples, adjusted appropriately for size and risk, to apply to our reporting units' financial data.

Multiples were weighted based on the consistency and comparability of the guideline companies along with the respective reporting units, including margins, profitability and leverage. For each of the reporting units, we used the following multiples: enterprise value ("EV") to trailing twelve months ("TTM") revenue, EV to TTM earnings before interest and taxes ("EBIT"), and EV to forward twelve months revenue. Under the similar transactions method, we examined the recently completed transactions of sales of stock of private or public companies, which are in the same industry or similar lines of business to compute the enterprise value to trailing twelve months revenue multiple. This multiple, adjusted for differences in size, was used to estimate the fair value.

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Under the income approach, we used the discounted future cash flow method to estimate the fair value of each of the reporting units by discounting the expected future cash flows to their present value using the weighted average cost of capital, which reflects the overall level of inherent risk involved in our reporting units and the rate of return an outside investor would expect to earn. To estimate cash flows beyond the final year of our model, we used a terminal value approach. Under this approach, we used the estimated earnings before interest, taxes, depreciation and amortization in the final year of our model, adjusted to estimate a normalized cash flow, applied a perpetuity growth assumption and discounted by a perpetuity discount factor to determine the terminal value. We incorporated the present value of the resulting terminal value into our estimate of fair value.

The estimated fair value of our reporting units is dependent on several significant assumptions underlying our forecasted cash flows and weighted average cost of capital. The forecasted cash flows were based on management's best estimates after considering economic and market conditions over the projection period, including business plans, growth rates in sales, costs, estimates of future expected changes in operating margins and cash expenditures. Any adverse change including but not limited to a significant decline in our expected future cash flows; a significant adverse change in legal factors or in the business climate; unanticipated competition; or slower growth rates may impact our ability to meet our forecasted cash flow estimates.

The fair value of our Technology and Software Document Management reporting units substantially exceeded their respective carrying values as of October 1, 2012, and our conclusions regarding the recoverability of goodwill would not have been impacted by a 10% change in the fair values.

5. RESERVES FOR CREDIT LOSSES

Activity in our reserves for credit losses for the nine months ended December 31, 2012 and 2011 were as follows (in thousands):

	Accounts Receivable	Notes Receivable	Lease-Related Receivables	Total
Balance April 1, 2012	$ 1,307	$ 2,963	$ 1,336	$ 5,606
Provision for bad debts, net of recoveries	(118)	189	(328)	(257)
Write-offs and other	(97)	-	(3)	(100)
Balance December 31, 2012	$ 1,092	$ 3,152	$ 1,005	$ 5,249

	Accounts Receivable	Notes Receivable	Lease-Related Assets	Total
Balance April 1, 2011	$ 944	$ 94	$ 1,733	$ 2,771
Provision for bad debts, net of recoveries	387	152	(109)	430
Write-offs and other	(262)	-	(2)	(264)
Balance December 31, 2011	$ 1,069	$ 246	$ 1,622	$ 2,937

Our reserves for credit losses and minimum payments associated with our notes receivables and lease related receivables disaggregated on the basis of our impairment method were as follows (in thousands):

	December 31, 2012		March 31, 2012	
	Notes Receivable	Lease-Related Receivables	Notes Receivable	Lease-Related Receivables
Reserves for credit losses:				
Ending balance: collectively evaluated for impairment	$ 325	$ 919	$ 298	$ 1,314
Ending balance: individually evaluated for impairment	2,827	86	2,665	22

Ending balance	$3,152	$ 1,005	$2,963	$ 1,336
Minimum payments:				
Ending balance: collectively evaluated for impairment	$21,631	$ 77,133	$22,944	$ 99,545
Ending balance: individually evaluated for impairment	3,284	249	4,356	202
Ending balance	$24,915	$ 77,382	$27,300	$ 99,747

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During fiscal year 2012, we began selling and financing various products and services to a large law firm, which filed for bankruptcy in May 2012. As of December 31, 2012, we had $3.4 million of notes and lease-related receivables from this customer and total reserves for credit losses of $2.8 million, which represented our estimated probable loss.

As of March 31, 2012, we had $4.2 million of notes receivables from this customer and total reserves for credit losses of $2.6 million. In addition to the notes receivable, there were accounts receivable for this customer of $0.9 million and a reserve for credit losses of $0.3 million as of March 31, 2012. Accordingly, the total receivables associated with this customer as of March 31, 2012 were $5.1 million and our estimated probable loss was $2.9 million. As of March 31, 2012, the notes and lease receivables associated with this customer were placed on non-accrual status.

As of December 31, 2012, the age of the recorded minimum lease payments and net credit exposure associated with our investment in direct financing and sales-type leases that are past due, disaggregated based on our internally assigned credit quality ratings ("CQR"), were as follows (in thousands):

	31-60 Days Pas Due	61-90 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Unbilled Minimum Lease Payments	Total Minimum Lease Payments	Unearned Income	Non-Recours Notes Payable	Net Credit Exposure
December 31, 2012										
High CQR	$ 223	$ 125	$ 173	$ 521	$ 305	$ 40,725	$ 41,551	$ (2,525)	$ (8,326)	$ 30,700
Average CQR	138	3	37	178	93	35,311	35,582	(3,323)	(19,275)	12,984
Low CQR	-	-	44	44	17	188	249	(12)	-	237
Total	361	128	254	743	415	76,224	77,382	(5,860)	(27,601)	43,921
March 31, 2012										
High CQR	$ 1,767	$ 5	$ 72	$ 1,844	$ 977	$ 58,214	$ 61,035	$ (4,541)	$ (3,480)	$ 53,014
Average CQR	85	7	12	104	53	38,337	38,494	(4,445)	(15,109)	18,940
Low CQR	-	-	-	-	-	218	218	(16)	-	202
Total	$ 1,852	$ 12	$ 84	$ 1,948	$ 1,030	$ 96,769	$ 99,747	$ (9,002)	$ (18,589)	$ 72,156

As of December 31, 2012, the age of the recorded notes receivable balance disaggregated based on our internally assigned CQR were as follows (in thousands):

	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Unbilled Notes Receivable	Total
December 31, 2012							
High CQR	$-	$-	$ 213	$213	$ 1,820	$ 14,888	$ 16,921

Average CQR	141	283	-	424	490	3,796	4,710
Low CQR	-	21	780	801	46	2,437	3,284
Total	$141	$304	$ 993	$1,438	$2,356	$21,121	$24,915
March 31, 2012							
High CQR	$-	$-	$ -	$-	$2,661	$18,140	$20,801
Average CQR	-	-	-	-	29	2,113	2,142
Low CQR	-	-	86	86	387	3,884	4,357
Total	$-	$-	$ 86	$86	$3,077	$24,137	$27,300

We estimate losses on our net credit exposure to be between 0% - 5% for customers with highest CQR, as these customers are investment grade or the equivalent of investment grade. We estimate losses on our net credit exposure to be between 2% - 25% for customers with average CQR, and between 50% - 100% for customers with low CQR, which includes customers in bankruptcy.

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6. OTHER ASSETS AND ACCRUED EXPENSES AND OTHER LIABILITIES

Our other assets and accrued expenses and other liabilities consist of the following (in thousands):

	December 31, 2012	March 31, 2012
Unbilled accounts receivable	$ 3,224	$ 4,304
Capitalized software and other intangible assets	4,391	5,075
Prepaid assets	2,889	2,215
Other	4,495	2,575
Other assets	$ 14,999	$ 14,169

	December 31, 2012	March 31, 2012
Accrued expenses	$ 10,535	$ 15,386
Other	11,712	9,501
Accrued expenses and other liabilities	$ 22,247	$ 24,887

Other assets include cash surrender value of life insurance policies, escrow deposits and off-lease equipment. Other liabilities include accrued taxes, deferred compensation, lease rental payments due to third parties, and contingent consideration related to an acquisition.

7. NOTES PAYABLE AND CREDIT FACILITY

Non-recourse and recourse obligations consist of the following (in thousands):

	December 31, 2012	March 31, 2012
Recourse note payable at 4.84% expires on March 2, 2017	$ 1,542	$ 1,727
Non-recourse equipment notes secured by related investments in leases with interest rates ranging from 2.00% to 10.0% at December 31, 2012 and March 31, 2012	$ 34,648	$ 26,328

Principal and interest payments on the non-recourse notes payable are generally due monthly in amounts that are approximately equal to the total payments due from the customer under the leases or notes receivable that collateralize the notes payable. The weighted average interest rate for our non-recourse notes payable was 4.83% and 5.15%, as of December 31, 2012 and March 31, 2012, respectively. Under recourse financing, in the event of a default by a customer, the lender has recourse against the customer, the assets serving as collateral, and us. Under non-recourse financing, in the event of a default by a customer, the lender generally only has recourse against the customer, and the

assets serving as collateral, but not against us.

Our technology sales business segment, through our subsidiary ePlus Technology, inc., finances its operations with funds generated from operations, and with a credit facility with GE Commercial Distribution Finance Corporation ("GECDF"). This facility provides short-term capital for our technology sales business segment. There are two components of the GECDF credit facility: (1) a floor plan component and (2) an accounts receivable component. Under the floor plan component, we had outstanding balances of $81.7 million and $85.9 million as of December 31, 2012 and March 31, 2012, respectively. Under the accounts receivable component, we had no outstanding balances as of December 31, 2012 and March 31, 2012. As of December 31, 2012, the facility agreement had an aggregate limit of the two components of $175 million, and the accounts receivable component had a sub-limit of $30 million, which bears interest assessed at a rate of the One Month LIBOR plus two and one half percent. The credit facility with GECDF was amended and restated in July 2012 which increased the credit limit from $125 million to $175 million and modified the covenants, interest rate and other requirements within the facility.

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The credit facility has full recourse to ePlus Technology, inc. and is secured by a blanket lien against all its assets, such as receivables and inventory. Availability under the facility may be limited by the asset value of equipment we purchase or accounts receivable, and may be further limited by certain covenants and terms and conditions of the facility. These covenants include but are not limited to a minimum excess availability of the facility and minimum earnings before interest, taxes, depreciation and amortization ("EBITDA") of ePlus Technology, inc. We were in compliance with these covenants as of December 31, 2012. In addition, the facility restricts the ability of ePlus Technology, inc. to transfer funds to its affiliates in the form of dividends, loans or advances with certain exceptions for dividends to ePlus inc. The facility also requires that financial statements of ePlus Technology, inc. be provided within 45 days of each quarter and 90 days of each fiscal year end and also includes that other operational reports be provided on a regular basis. Either party may terminate with 90 days' advance notice. We are not, and do not believe that we are reasonably likely to be, in breach of the GECDF credit facility. In addition, we do not believe that the covenants of the GECDF credit facility materially limit our ability to undertake financing. In this regard, the covenants apply only to our subsidiary, ePlus Technology, inc. This credit facility is secured by the assets of only ePlus Technology, inc. and the guaranty as described below.

The facility provided by GECDF requires a guaranty of $10.5 million by ePlus inc. The guaranty requires ePlus inc. to deliver its annual audited financial statements by certain dates. We have delivered the annual audited financial statements for the year ended March 31, 2012, as required. The loss of the GECDF credit facility could have a material adverse effect on our future results as we currently rely on this facility and its components for daily working capital and liquidity for our technology sales business segment and as an operational function of our accounts payable process.

We have an agreement with 1st Commonwealth Bank of Virginia to provide us with a $0.5 million credit facility, which matured October 26, 2012. This credit facility was renewed for two years effective October 27, 2012. The credit facility is available for use by us and our affiliates and the lender has full recourse to us. Borrowings under this facility bear interest at the Wall Street Journal U.S. Prime rate plus 1%. The primary purpose of the facility is to provide letters of credit for landlords, taxing authorities and bids. As of December 31, 2012 and as of March 31, 2012, we had no outstanding balance on this credit facility.

8. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

On May 19, 2009, we filed a complaint in the United States District Court for the Eastern District of Virginia (the "trial court") against four defendants, alleging that they used or sold products, methods, processes, services and/or systems that infringe on certain of our patents. During July and August 2009, we entered into settlement and license agreements with three of the defendants. We obtained a jury verdict against the remaining defendant, Lawson Software, Inc. ("Lawson") on January 27, 2011. The jury unanimously found that Lawson infringed certain ePlus patents relating to electronic procurement systems, and additionally found that all ePlus patent claims tried in court were not invalid.

On May 23, 2011, the trial court issued a permanent injunction, ordering Lawson and its successors to: immediately stop selling and servicing products relating to its electronic procurement systems that infringe our patents; cease providing any ongoing or future maintenance, training or installation of its infringing products; and refrain from publishing any literature or information that encourages the use or sale of its infringing products. Lawson appealed the trial court's judgment, and we appealed the trial court's evidentiary ruling which precluded us from seeking monetary damages. On November 21, 2012 the United States Court of Appeals for the Federal Circuit (the "Appeals Court") reversed in part, vacated in part, affirmed in part, and remanded. The Appeals Court upheld the trial court's ruling precluding us from seeking monetary damages. The Appeals Court also upheld a finding of infringement, as well as

the injunction, and remanded the case to the trial court for consideration of what changes, if any, are required to the terms of the injunction. ePlus is seeking damages with respect to contempt of the injunction for the period dating back to May of 2011 when the injunction was issued. That petition for contempt is currently pending before the trial court and we expect a hearing sometime in early April 2013. However, court calendars are inherently unpredictable, and we cannot predict when the trial court will issue a ruling.

While we believe that we have a basis for our claims, these types of cases are complex in nature, are likely to have significant expenses associated with them, and we cannot predict whether we will be successful in our claim for a contempt finding or damages, whether any award ultimately received will exceed the costs incurred to pursue this matter, or how long it will take to bring this matter to resolution.

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Other Matters

We may become party to various legal proceedings arising in the normal course of business, including preference payment claims asserted in customer bankruptcy proceedings, claims of alleged infringement of patents, trademarks, copyrights and other intellectual property rights, claims of alleged non-compliance with contract provisions, employment related claims, claims by competitors, vendors or customers, and claims related to alleged violations of laws and regulations. We accrue for costs associated with these contingencies when a loss is probable and the amount is reasonably estimable. Accrued loss contingencies are included in the accrued expenses and other liabilities in our unaudited condensed consolidated balance sheets. Refer to Note 5, "Reserves for Credit Losses," for additional information regarding reserves associated with our accounts, notes and lease-related receivables.

9. EARNINGS PER SHARE

During the preparation of this Form 10-Q for the three months ended December 31, 2012, we reviewed our restricted stock awards (“RSAs”) agreements and identified that certain RSAs issued contain non-forfeitable rights to dividends. As a result, those RSAs are considered participating securities which requires us to use the two-class method to compute basic and diluted earnings per shares. Accordingly, we have corrected our reported earnings per share for the corresponding periods. The weighted average shares outstanding for the three and nine months ended December 31, 2011 used to calculate diluted earnings per common share decreased by 72 thousand and 108 thousand, respectively. Basic and diluted earnings per share for the three months ended December 31, 2011 decreased by $0.04 and $0.03, respectively. Basic and diluted earnings per share for the nine months ended December 31, 2011 decreased by $0.08 and $0.04, respectively.

Basic earnings per share is calculated by dividing net earnings attributable to common shareholders by the basic weighted average number of shares of common stock outstanding during each period. Diluted earnings per share reflects the potential dilution of securities that could participate in our earnings, including incremental shares issuable upon the assumed exercise of “in-the-money” stock options and other common stock equivalents during each period.

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The following table provides a reconciliation of the numerators and denominators used to calculate basic and diluted net earnings per common share as disclosed in our unaudited condensed consolidated statements of operations for the three and nine months ended December 31, 2012 and December 31, 2011 (in thousands, except per share data).

	Three months ended December 31,		Nine months ended December 31,	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Basic and diluted shares outstanding				
Weighted average shares outstanding — basic	7,843	7,819	7,778	8,092
Effect of dilutive shares	-	79	90	92
Weighted average shares outstanding — diluted	7,843	7,898	7,868	8,184
Calculation of earnings per share - basic				
Net earnings	$9,033	$8,743	$27,128	$19,510
Net earnings attributable to participating securities	342	295	507	630
Net earnings attributable to common shareholders	$8,691	$8,448	$26,621	$18,880
Earnings per share - basic	$1.11	$1.08	$3.42	$2.33
Calculation of earnings per share - diluted				
Net earnings attributable to common shareholders	$8,691	$8,448	$26,621	$18,880
Add: undistributed earnings attributable to participating securities	-	2	1	7
Net earnings attributable to common shareholders	$8,691	$8,450	$26,622	$18,887
Earnings per share - diluted	$1.11	$1.07	$3.38	$2.31

During the quarter, we paid a special cash dividend of $20.1 million, which exceeded our net earnings for the quarter. Under the two-class method for calculating earnings per share, the excess of the dividend over net earnings results in diluted earnings per share being anti-dilutive. Therefore, our diluted earnings per share is equal to basic earnings per share.

All unexercised stock options were included in the computations of diluted earnings per share for the three and nine months ended December 31, 2012 and 2011.

10. STOCKHOLDERS' EQUITY

On August 13, 2012, our Board authorized a new share repurchase plan which authorized share repurchases up to 500,000 shares commencing on September 16, 2012, through September 15, 2013. The purchases may be made from time to time in the open market, or in privately negotiated transactions, subject to availability. Any repurchased shares will have the status of treasury shares and may be used, when needed, for general corporate purposes.

During the nine months ended December 31, 2012, we repurchased 19,423 shares of our outstanding common stock at an average cost of $29.46 per share for a total purchase price of $572 thousand. Since the inception of our initial repurchase program on September 20, 2001 to December 31, 2012, we have repurchased 4.7 million shares of our outstanding common stock at an average cost of $13.94 per share for a total purchase price of $65.3 million.

On December 4, 2012, our Board of Directors declared a special cash dividend on our common stock of $2.50 per share, which was paid to shareholders of record as of the close of business on December 17, 2012. The dividend was paid on December 26, 2012.

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11. SHARE-BASED COMPENSATION

Share-Based Plans

We have share-based awards outstanding under the following plans: (1) Amendment and Restatement of the 1998 Stock Incentive Plan (2003) (the "Amended LTIP (2003)"), (2) the 2008 Non-Employee Director Long-Term Incentive Plan ("2008 Director LTIP"), and (3) the 2008 Employee Long-Term Incentive Plan ("2008 Employee LTIP"). On September 13, 2012, our shareholders approved the 2012 Employee Long-Term Incentive Plan ("2012 Employee LTIP"), which has no awards outstanding as of December 31, 2012. Currently, awards are only issued under the 2008 Director LTIP and the 2008 Employee LTIP. All the share-based plans require the use of the previous trading day's closing price when the grant date falls on a date the stock was not traded.

For a summary of descriptions and vesting periods of the Amended LTIP (2003), the 2008 Director LTIP and the 2008 Employee LTIP discussed above, please refer to our 2012 Annual Report.

2012 Employee LTIP

Under the 2012 Employee LTIP, 750,000 shares were authorized for grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, or other share-based awards to ePlus employees. The 2012 Employee LTIP is administered by the Compensation Committee. Shares issuable under the 2012 Employee LTIP may consist of authorized but unissued shares or shares held in our treasury. Shares under the 2012 Employee LTIP will not be used to compensate our outside directors, who may be compensated under the separate 2008 Director LTIP, as discussed above. Under the 2012 Employee LTIP, the Compensation Committee will determine the terms and conditions of the awards.

Stock Option Activity

During the three and nine months ended December 31, 2012 and 2011, there were no stock options granted. A summary of stock option activity during the nine months ended December 31, 2012 is as follows:

	Number of Shares	Exercise Price Range	Weighted Average Exercise Price	Weighted Average Contractual Life Remaining (in years)	Aggregate Intrinsic Value
Outstanding, April 1, 2012	145,000	$7.14 - $15.25	$ 11.91		
Options exercised (1)	(105,000)	$7.14 - $15.25	$ 11.12		
Outstanding, December 31, 2012	40,000	$10.75 - $15.25	$ 13.99	1.7	$ 1,094,000
Vested at December 31, 2012	40,000		$ 13.99	1.7	$ 1,094,000
Exercisable at December 31, 2012	40,000		$ 13.99	1.7	$ 1,094,000

(1) The total intrinsic value of stock options exercised during the nine months ended December 31, 2012 was $2.9 million.

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Additional information regarding stock options outstanding as of December 31, 2012 is as follows:

Options Outstanding and Exercisable			
Exercise Prices	Options Outstanding	Weighted Average Exercise Price per Share	Weighted Average Contractual Life Remaining (in years)
$12.73	20,000	$ 12.73	2.7
$15.25	20,000	$ 15.25	0.7
$12.73 - $15.25	40,000	$ 13.99	1.7

We issue shares from our authorized but unissued common stock to satisfy stock option exercises. At December 31, 2012, all of our stock options are vested.

Restricted Stock Activity

For the nine months ended December 31, 2012, we granted 8,234 restricted shares under the 2008 Director LTIP, and 96,590 restricted shares under the 2008 Employee LTIP. A summary of the non-vested restricted shares is as follows:

	Number of Shares	Weighted Average Grant-date Fair Value
Nonvested April 1, 2012	276,130	$ 20.75
Granted	104,824	$ 32.67
Vested	(131,606)	$ 19.81
Forfeited	(1,167)	$ 20.17
Nonvested December 31, 2012	248,181	$ 26.29

Upon each vesting period of the restricted stock awards, employees are subject to minimum tax withholding obligations. The 2008 Director LTIP and 2008 Employee LTIP allow us, at the participant's election, to withhold a sufficient number of shares due to the participant to satisfy their minimum tax withholding obligations. During the nine months ended December 31, 2012, we withheld 37,928 shares of common stock at a value of $1.3 million, which was included in treasury stock.

Compensation Expense

We recognize compensation cost for awards of restricted stock with graded vesting on a straight line basis over the requisite service period and estimate the forfeiture rate to be zero, based on historical experience. There are no additional conditions for vesting other than service conditions. During the three months ended December 31, 2012 and 2011, we recognized $917 thousand and $656 thousand, respectively, of total share-based compensation expense. During the nine months ended December 31, 2012 and 2011, we recognized $2.5 million and $1.7 million, respectively, of total share-based compensation expense. Unrecognized compensation expense related to non-vested restricted stock was $5.0 million, which will be fully recognized over the next 30 months.

We also provide our employees with a contributory 401(k) profit sharing plan. Employer contribution percentages are determined by us and are discretionary each year. The employer contributions vest pro-ratably over a four-year service period by the employees, after which, all employer contributions will be fully vested. For the three months ended December 31, 2012 and 2011, our contribution expense for the plan was approximately $221 thousand and $200 thousand, respectively. For the nine months ended December 31, 2012 and 2011, our contribution expense for the plan was approximately $686 thousand and $617 thousand, respectively.

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12. INCOME TAXES

We recognize interest and penalties for uncertain tax positions. As of December 31, 2012, our gross liability related to uncertain tax positions was $316 thousand. At December 31, 2012 if the unrecognized tax benefits of $316 thousand were to be recognized, including the effect of interest, penalties and federal tax benefit, the impact would be $432 thousand. We also recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense. We recorded interest expense of $4 thousand and $13 thousand for the three and nine months ended December 31, 2012, and $4 thousand and $14 thousand for the same periods last year. We did not recognize any additional penalties. We had $193 thousand and $176 thousand accrued for the payment of interest at December 31, 2012 and 2011, respectively.

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

We account for the fair values of our assets and liabilities in accordance with Codification Topic Fair Value Measurement and Disclosure. Accordingly, we established a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value. The fair value of our contingent consideration liability is calculated using the discounted cash flow approach based on significant unobservable inputs, which is considered a level 3 measurement.

The following table summarizes the fair value hierarchy of our contingent liability (in thousands):

		Fair Value Measurement Using			
	December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Liabilities:					
Contingent consideration	$ 896	$-	$ -	$ 896	$-

		Fair Value Measurement Using			
	March 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Liabilities:					
Contingent consideration	$ 1,292	$ -	$ -	$ 1,292	$ -

For the nine months ended December 31, 2012, the adjustment to the fair value of the contingent consideration was an increase of $77 thousand, which was presented within general and administrative expenses in our unaudited condensed consolidated statements of operations.

14. SEGMENT REPORTING

We manage our business segments on the basis of the products and services offered. Our reportable segments consist of our technology sales business segment and our financing business segment. The technology sales business segment sells information technology equipment and software and related services to corporate and governmental customers on a nationwide basis. The technology sales business segment also provides Internet-based business-to-business supply chain management solutions for information technology and other operating resources. The financing business segment offers lease-financing solutions to corporations and governmental entities nationwide. We evaluate segment performance on the basis of total revenue, segment earnings and earnings before provision for income taxes.

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Both segments utilize our proprietary software and services within the organization. Our reportable segment information is as follows (in thousands):

	Three months ended December 31, 2012			Three months ended December 31, 2011		
	Technology Sales Business Segment	Financing Business Segment	Total	Technology Sales Business Segment	Financing Business Segment	Total
Sales of product and services	$228,053	$-	$228,053	$212,314	$-	$212,314
Financing revenues	-	12,510	12,510	-	9,028	9,028
Fee and other income	1,360	102	1,462	1,755	931	2,686
Total revenues	229,413	12,612	242,025	214,069	9,959	224,028
Cost of sales, product & services	188,103	-	188,103	173,603	-	173,603
Direct lease costs	-	2,934	2,934	-	2,245	2,245
Professional and other fees	2,041	457	2,498	2,546	392	2,938
Salaries and benefits	24,330	3,205	27,535	22,923	2,673	25,596
General and administrative expenses	4,733	176	4,909	4,594	284	4,878
Interest and financing costs	19	498	517	19	315	334
Total costs and expenses	219,226	7,270	226,496	203,685	5,909	209,594
Earnings before provision for income taxes	$10,187	$5,342	$15,529	$10,384	$4,050	$14,434
Assets	$319,252	$180,621	$499,873	$242,131	$172,286	$414,417

	Nine months ended December 31, 2012			Nine months ended December 31, 2011		
	Technology Sales Business Segment	Financing Business Segment	Total	Technology Sales Business Segment	Financing Business Segment	Total
Sales of product and services	$712,513	$-	$712,513	$575,128	$-	$575,128
Financing revenues	-	27,823	27,823	-	23,767	23,767
Fee and other income	4,953	1,511	6,464	5,792	1,895	7,687
Total revenues	717,466	29,334	746,800	580,920	25,662	606,582
Cost of sales, product & services	587,693	-	587,693	472,706	-	472,706
Direct lease costs	-	7,638	7,638	-	6,419	6,419
Professional and other fees	6,804	1,514	8,318	6,607	1,111	7,718
Salaries and benefits	72,826	7,982	80,808	65,303	7,389	72,692
General and administrative expenses	14,183	792	14,975	12,629	789	13,418
Interest and financing costs	70	1,298	1,368	57	1,007	1,064
Total costs and expenses	681,576	19,224	700,800	557,302	16,715	574,017

Earnings before provision for income taxes	$35,890	$10,110	$46,000	$23,618	$8,947	$32,565
Assets	$319,252	$180,621	$499,873	$242,131	$172,286	$414,417

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

This discussion is intended to further the reader's understanding of our consolidated financial condition and results of operations. It should be read in conjunction with the financial statements included in this quarterly report on Form 10-Q and our annual report on Form 10-K for the year ended March 31, 2012 (the "2012 Annual Report"). These historical financial statements may not be indicative of our future performance. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risks described in Part I, Item 1A, "Risk Factors," in our 2012 Annual Report, except as updated in our subsequently filed Forms 10-Q.

Our financial results as of and for the three and nine months ended December 31, 2011 have been revised. All information and disclosures contained in this management's discussion and analysis of financial condition and results of operations have been revised to reflect the restatement described in Note 2, "Restatement of Financial Statements."

Summary of Restatement

During the preparation of our financial statements for the fiscal year ended March 31, 2012, we reassessed the presentation of sales of third party software assurance, maintenance and services and, after giving further consideration with respect to gross versus net reporting, we concluded that these transactions should be presented on a net basis in accordance with Codification Topic, Revenue Recognition, Subtopic Principal Agent Considerations. We determined that we should have been considered an agent in the transaction because a third party is responsible for the day to day provision of services under the contract. This change in the determination of that status results in different accounting treatment of the revenue resulting from the sale of such third party software assurance, maintenance and services, requiring the revenue to be reported net of the associated cost of the underlying contract with the third party service provider.

Under net sales recognition, the cost paid to the third party service provider is recorded as a reduction to sales of products and services, resulting in net sales being equal to the gross profit on the transaction. This change in our accounting policy and the restatement affects our revenues and offsetting costs and expenses for the identified periods but does not affect our previously reported earnings before provision for income tax, net earnings, and net earnings per common share or unaudited condensed consolidated statement of cash flows. For more information regarding the restatement, see note 2, "Restatement of Financial Statements" to the unaudited condensed consolidated financial statements included elsewhere in this report.

EXECUTIVE OVERVIEW

Business Description

ePlus and its consolidated subsidiaries provide leading IT products and services, flexible leasing solutions, and enterprise supply management software to enable our customers to optimize their IT infrastructure and supply chain processes. Our revenues are composed of sales of product and services, sales of leased equipment, financing revenues and fee and other income. Our operations are conducted through two business segments: our technology sales business segment and our financing business segment.

Financial Summary

In recent years, the United States experienced substantial uncertainty in the economic environment, including financial market disruption. In addition, the debt crisis in certain countries in the European Union has contributed to continuing economic weakness and uncertainty in the United States. A reoccurrence of the economic downturn could

cause our current and potential customers to once again delay or reduce technology purchases and result in longer sales cycles, slower adoption of new technologies and increased price competition. Credit risk associated with our customers and vendors may also be adversely impacted. In addition, although we do not anticipate the need for additional capital in the near term due to our current financial position, a reoccurrence of the economic downturn may adversely affect our access to additional capital.

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However, in calendar year 2011, IT spending in most categories increased, driven by the general economic recovery, the deferral of IT spending by many customers in prior years, customer interest in cloud computing, the positive return on investment that can be gained by virtualization technologies, and the reduction of manufacturer shipment delays in the supply chain. In 2012, IT spending in the United States increased by 4.0% as compared to 2011, according to industry analysts. Some analysts have lowered their forecast for overall IT spending for calendar year 2013 to less than 3.0% on average, with higher variability depending on industry. We believe that customers are continuing to focus on cost savings initiatives by utilizing technologies such as virtualization and cloud computing, and we continue to provide these and other advanced technology solutions to meet these needs.

During the three months ended December 31, 2012, total revenue increased 8.0% to $242.0 million and total costs and expenses increased 8.1% to $226.5 million, as compared to the same period last fiscal year. During the nine months ended December 31, 2012, total revenue increased 23.1% to $746.8 million and total costs and expenses increased 22.1% to $700.8 million. During the month of December, we entered into several advanced integration arrangements for third party products that were deferred as they were not scheduled to be completed until after December 31, 2012. Accordingly, our deferred revenues increased by $34.6 million from December 31, 2011 to $51.3 million as of December 31, 2012. In addition, we had open orders of $73.3 million as of December 31, 2012, compared to $56.0 million as of December 31, 2011. Open orders represent orders received from our customers that have not been billed. These orders are normal course of business transactions, which we expect to be processed within our customary time frame. To help manage our rapid growth, continue our sales revenue expansion and to expand our geographical footprint and solutions offering, we increased hiring in our technology sales business segment. Over the past 12 months, we added 113 personnel in several existing and new locations, and acquired two companies. We expanded from 756 employees as of December 31, 2011 to 869 employees as of December 31, 2012.

Gross margin for product and services was 17.5% and 18.2% during the three months ended December 31, 2012 and 2011, respectively and was 17.5% and 17.8% during the nine months ended December 31, 2012 and 2011, respectively. The decreases in our gross margin were primarily due to the amount of vendor incentives earned during the periods as well as the product mix of sales to our customers. Our gross margin on sales of products and services was 18.0% for the three months ended September 30, 2012 and decreased sequentially due to a lower proportion of sales related to third party software assurance, maintenance and services, which are presented on a net basis. Gross margins on sales of product and services are subject to variability due to changes in the amount of vendor incentives earned, the pricing and product mix of sales to our customers and the amount of third party software assurance, maintenance and services sold, which are presented on a net basis.

Net earnings for the three months ended December 31, 2012 compared to the three months ended December 31, 2011 increased 3.3% to $9.0 million. Net earnings for the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011, increased 39.1% to $27.1 million.

Cash and cash equivalents increased $8.4 million to $42.2 million at December 31, 2012, compared to March 31, 2012. On December 26, 2012, we paid a special cash dividend of $2.50 per share of common stock to shareholders of record as of the close of business on December 17, 2012. Our accounts receivable balance increased by $47.3 million, or 29.1%, from March 31, 2012 due to several advanced integration projects that were billed and deferred as of quarter-end as they were not scheduled to be completed until after December 31, 2012.

Business Segment Overview

Technology Sales Business Segment

The technology sales business segment sells IT equipment and software and related services primarily to corporate customers, state and local governments, and higher education institutions on a nationwide basis, with geographic

concentrations relating to our physical locations. The technology sales business segment also provides Internet-based business-to-business supply chain management solutions for information technology products. Our technology sales business segment derives revenue from the sales of new equipment, software, maintenance, and service engagements. These revenues are reflected in our unaudited condensed consolidated statements of operations under sales of product and services and fee and other income. Customers who purchase IT equipment and services from us may have customer master agreements, or CMAs, with us, which stipulate the terms and conditions of our relationship. Some CMAs contain pricing arrangements, and most contain mutual termination for convenience clauses. Our other customers place orders using purchase orders without a CMA in place or with other documentation customary for the business. Often, our work with governments is based on public bids and our written bid responses. A substantial portion of our sales of product and services are from sales of Cisco and Hewlett Packard products, which represented approximately 48.7% and 10.9%, respectively, of sales of product and services for the nine months ended December 31, 2012, as compared to 42.6% and 14.5%, respectively, of sales of product and services for the nine months ended December 31, 2011.

Included in the sales of product and services are revenues derived from performing advanced professional services that may be bundled with sales of equipment which are integral to the successful delivery of such equipment. Our service engagements are generally governed by statements of work, and are primarily fixed price (with allowance for changes); however, some service agreements are based on time and materials.

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We endeavor to minimize the cost of sales in our technology sales business segment through vendor consideration programs provided by manufacturers and other incentives provided by distributors. The programs we qualify for are generally set by our reseller authorization level with the manufacturer. The authorization level we achieve and maintain governs the types of products we can resell as well as such items as pricing received, funds provided for the marketing of these products and other special promotions. These authorization levels are achieved by us through sales volume, certifications held by sales executives or engineers and/or contractual commitments by us. The authorization levels are costly to maintain and these programs continually change and, therefore, there is no guarantee of future reductions of costs provided by these vendor consideration programs. We currently maintain the following authorization levels with our primary manufacturers:

Manufacturer	Manufacturer Authorization Level
Apple	Apple Authorized Corporate Reseller
Cisco Systems	Cisco Gold DVAR (National)
	Advanced Wireless LAN
	Advanced Unified Communications
	Advanced Data Center Storage Networking
	Advanced Routing and Switching
	Advanced Security
	ATP Video Surveillance
	ATP Cisco Telepresence Video Master Partner
	ATP Rich Media Communications
	Master Security Specialization
	Master UC Specialization
	Master Managed Services Partner
Citrix Systems, Inc.	Citrix Gold (National)
EMC	Velocity Premier Level
Hewlett Packard	HP Preferred Elite Partner (National)
IBM	Premier IBM Business Partner (National)
Lenovo	Lenovo Premium (National)
Microsoft	Microsoft Gold (National)
NetApp	NetApp STAR Partner
Oracle Gold Partner	Sun SPA Executive Partner (National)
	Sun National Strategic Data Center Authorized
VMware	National Premier Partner

We also generate revenue in our technology sales business segment through hosting arrangements and sales of our Internet-based business-to-business supply chain management software, agent fees received from various manufacturers, support fees, warranty reimbursements, and interest income. Our revenues also include earnings from certain transactions that are infrequent, and there is no guarantee that future transactions of the same nature, size or profitability will occur. Our ability to consummate such transactions, and the timing thereof, may depend largely upon factors outside the direct control of management. The earnings from these types of transactions in a particular period may not be indicative of the earnings that can be expected in future periods. These revenues are reflected on our unaudited condensed consolidated statements of operations under fee and other income.

Financing Business Segment

The financing business segment offers financing solutions to domestic governmental entities and corporations nationwide and in certain other countries. The financing business unit derives revenue from leasing primarily IT and

medical equipment and the disposition of that equipment at the end of the lease. These revenues are reflected under financing revenues on our unaudited condensed consolidated statements of operations. The finance business also derives revenues from the financing of third party software licenses, software assurance, maintenance and other services through notes receivable. These revenues are included in financing revenues on our unaudited condensed consolidated statements of operations.

Financing revenues consist of amortization of unearned income on notes receivables, direct financing and sales-type leases, rentals due under operating leases, net gains or losses on the sales of financing receivables, and sales of equipment at the end of a lease, as well as other post-term financing revenue. The types of revenue and costs recognized by us are determined by each lease's individual classification. Each lease is classified as either a direct financing lease, sales-type lease, or operating lease, as appropriate.

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- For direct financing and sales-type leases, we record the net investment in leases, which consists of the sum of the minimum lease payments, initial direct costs (direct financing leases only), and unguaranteed residual value (gross investment) less the unearned income. The unearned income is amortized over the life of the lease using the interest method. Under sales-type leases, the difference between the present value of minimum lease payments and the cost of the leased property plus initial direct costs (net margins) is recorded as profit at the inception of the lease.
- For operating leases, rental amounts are accrued on a straight-line basis over the lease term and are recognized as financing revenue.

We account for the transfer of financing receivables that meet the definition of financial assets and certain criteria outlined in Transfers and Servicing in the Codification, including surrender of control, as sales for financial reporting purposes. The net gain on the transfer of these financial assets is recognized in financing revenues in our unaudited condensed consolidated statements of operations.

Our financing business segment sells the equipment underlying a lease to the lessee or a third party other than the lessee. These sales occur at the end of the lease term or during the original lease term and revenues from the sales of such equipment are recognized at the date of sale. The net gain or loss on these transactions is presented within financing revenue in our unaudited condensed consolidated statement of operations.

We also recognize revenue from events that occur after the initial sale of a financial asset and remarketing fees from our “off lease” equipment. These revenues are reflected in our unaudited condensed consolidated statements of operations under fee and other income.

Fluctuations in Revenues

Our results of operations are susceptible to fluctuations for a number of reasons, including, without limitation, customer demand for our products and services, supplier costs, changes in vendor incentive programs, interest rate fluctuations, general economic conditions, and differences between estimated residual values and actual amounts realized related to the equipment we lease. Operating results could also fluctuate as a result of a sale prior to the expiration of the lease term to the lessee or to a third party or from other post-term events.

We expect to continue to expand by opening new sales locations and hiring additional staff for specific targeted market areas in the near future whenever we can find both experienced personnel and desirable geographic areas. These investments may reduce our results from operations in the short term.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

In June 2011, the FASB issued ASU 2011-12, “Comprehensive Income” (ASU 2011-12), which amended existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. ASU 2011-12 requires retrospective application, and it is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We adopted this amendment on April 1, 2012 and are presenting our components of net income and other comprehensive income in two separate but consecutive financial statements.

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CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to use judgment in the application of accounting policies, including making estimates and assumptions. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, or different assumptions were made, it is possible that alternative accounting policies would have been applied, resulting in a change in financial results. On an ongoing basis, we reevaluate our estimates, including those related to revenue recognition, residual values, vendor consideration, lease classification, goodwill and intangibles, reserves for credit losses and income taxes specifically relating to uncertain tax positions. We base estimates on historical experience and on various other assumptions that we believe 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. For all such estimates, we caution that future events rarely develop exactly as forecasted, and therefore, these estimates may require adjustment.

We consider the following accounting policies important in understanding the potential impact of our judgments and estimates on our operating results and financial condition. For additional information on these and other accounting policies, see Note 1, “Organization and Summary of Significant Accounting Policies” to the unaudited condensed consolidated financial statements included elsewhere in this report.

REVENUE RECOGNITION. The majority of our revenues are derived from the following sources: sales of third party products, software, software assurance, maintenance and services; sales of our services and software, and financing revenues. For all these revenue sources, we determine whether we are the principal or agent in accordance with Codification Topic, Revenue Recognition, Subtopic Principal Agent Considerations. Our revenue recognition policies vary based upon these revenue sources.

Generally, sales of technology products and third party software are recognized when the title and risk of loss are passed to the customer, there is persuasive evidence of an arrangement for sale, delivery has occurred and/or services have been rendered, the sales price is fixed or determinable and collectability is reasonably assured. Using these tests, the vast majority of our product sales are recognized upon delivery due to our sales terms with our customers and with our vendors. For proper cutoff, we estimate the product delivered to our customers at the end of each quarter based upon an analysis of current quarter and historical delivery dates.

We sell software assurance, maintenance and service contracts where the services are performed by a third party. Software assurance is a maintenance product that allows customers to upgrade at no additional cost to the latest technology if new applications are introduced during the period that the software assurance is in effect. As we enter into contracts with third party service providers, we evaluate whether we are acting as a principal or agent in the transaction. Since we are not responsible for the day to day provision of services in these arrangements, we concluded that we are acting as an agent and recognize revenue on a net basis at the date of sale.

We also sell services that are performed by us in conjunction with product sales. We allocate the total arrangement consideration to the deliverables based on an estimated selling price of our products and services. We determine the estimated selling price using cost plus a reasonable margin for each deliverable, which was based on our established policies and procedures for providing customers with quotes, as well as historical gross margins for our products and services. Revenue from the sales of products is generally recognized upon delivery to the customers and revenue for the services performed by us is generally recognized when the services are complete, which normally occurs within 90 days after the products are delivered to the customer.

Financing revenues include income earned from investments in leases, leased equipment, third party software and services. We classify our investments in leases and leased equipment as either direct financing lease, sales-type lease, or operating lease, as appropriate. Revenue on direct financing and sales-type leases is deferred at the inception of the

leases and is recognized over the term of the lease using the interest method. Revenue on operating leases is recorded on a straight line basis over the lease term. We classify third party software and services that we finance for our customers as notes receivable and recognize interest income over the term of the arrangement using the effective interest method.

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RESIDUAL VALUES. Residual values represent our estimated value of the equipment at the end of the initial lease term. Our estimated residual values will vary, both in amount and as a percentage of the original equipment cost, and depend upon several factors, including the equipment type, manufacturer's discount, market conditions, lease term, equipment supply and demand, and new product announcements by manufacturers.

We evaluate residual values on a quarterly basis and record any required impairments of residual value, in the period in which the impairment is determined. No upward adjustment to residual values is made subsequent to lease inception.

GOODWILL AND INTANGIBLE ASSETS. Goodwill represents the premium paid over the fair value of net tangible and intangible assets we have acquired in business combinations. We review our goodwill for impairment annually, or more frequently if indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained, significant decline in our share price and market capitalization, a decline in our expected future cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition, and/or slower growth rates, among others.

We first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Qualitative factors we consider include, but are not limited to, macroeconomic conditions, industry and market conditions, company specific events, changes in circumstances, after tax cash flows and market capitalization. As part of our annual assessment, we elected to bypass the qualitative assessment and estimated the fair values of our reporting units using the market approach and the income approach. We perform the two step process to assess our goodwill for impairment. First, we compare the fair value of each of our reporting units with its carrying value. We estimate the fair value of the reporting unit using various valuation methodologies, including discounted expected future cash flows. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired, and no further testing is necessary. If the net book value of a reporting unit exceeds its fair value, we perform a second test to measure the amount of impairment loss, if any. To measure the amount of any impairment loss, we determine the fair value of goodwill in the same manner as if our reporting unit were being acquired in a business combination. Specifically, we allocate the fair value of the reporting unit to all of the assets and liabilities of that unit, including any unrecognized intangible assets, in a hypothetical calculation that would yield the estimated fair value of goodwill. If the estimated fair value of goodwill is less than the goodwill recorded on our balance sheet, we record an impairment charge for the difference.

VENDOR CONSIDERATION. We receive payments and credits from vendors, including consideration pursuant to volume sales incentive programs, volume purchase incentive programs and shared marketing expense programs. Many of these programs extend over one or more quarters’ sales activities and are primarily formula-based. Different programs have different vendor/program specific goals to achieve. These programs can be very complex to calculate and we estimate the amount of vendor consideration earned when it is probable and reasonably estimable using the best information available, including historical data.

Vendor consideration received pursuant to volume sales incentive programs is recognized as a reduction to cost of sales, product and services on our unaudited condensed consolidated statements of operations. Vendor consideration received pursuant to volume purchase incentive programs is allocated to inventories based on the applicable incentives from each vendor and is recorded in cost of sales, product and services, as the inventory is sold. Vendor consideration received pursuant to shared marketing expense programs is recorded as a reduction of the related selling and administrative expenses in the period the program takes place only if the consideration represents a reimbursement of specific, incremental, identifiable costs. Consideration that exceeds the specific, incremental, identifiable costs is classified as a reduction of cost of sales, product and services on our unaudited condensed consolidated statements of operations.

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RESERVES FOR CREDIT LOSSES. We maintain our reserves for credit losses at a level believed by management to be adequate to absorb potential losses inherent in the respective balances. We assign an internal credit quality rating to all new customers and update these ratings regularly, but no less than annually. Management's determination of the adequacy of the reserve for credit losses for our accounts and notes receivable is based on the age of the receivable balance, the customer's credit quality rating, an evaluation of historical credit losses, current economic conditions, and other relevant factors.

Management's determination of the adequacy of the reserve for credit losses for minimum lease payments associated with investments in direct financing and sales-type leases may be based on the following factors: an internally assigned credit quality rating, historical credit loss experience, current economic conditions, volume, growth, the composition of the lease portfolio, the fair value of the underlying collateral, and the funding status (i.e. not funded, funded on a recourse or partial recourse basis, or funded on non-recourse basis).

The reserve for credit losses for the nine months ended December 31, 2012 and year ended March 31, 2012 included a specific reserve of $2.8 million due to a customer, which filed for bankruptcy.

RESERVES FOR SALES RETURNS. Sales are reported net of returns and allowances, which are maintained at a level believed by management to be adequate to absorb potential sales returns from product and services. Management's determination of the adequacy of the reserve is based on an evaluation of historical sales returns and other relevant factors. These determinations require considerable judgment in assessing the ultimate potential for sales returns and include consideration of the type and volume of product sold.

INCOME TAXES. We make certain estimates and judgments in determining income tax expense for financial statement reporting purposes. These estimates and judgments occur in the calculation of certain tax assets and liabilities, which principally arise from differences in the timing of recognition of revenue and expense for tax and financial statement reporting purposes. We also must analyze income tax reserves, as well as determine the likelihood of recoverability of deferred tax assets, and adjust any valuation allowances accordingly.

Considerations with respect to the recoverability of deferred tax assets include the period of expiration of the tax asset, planned use of the tax asset, and historical and projected taxable income as well as tax liabilities for the tax jurisdiction to which the tax asset relates. Valuation allowances are evaluated periodically and will be subject to change in each future reporting period as a result of changes in one or more of these factors. The calculation of our tax liabilities also involves considering uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain income tax positions based on our estimate of whether, and the extent to which, additional taxes will be required.

BUSINESS COMBINATIONS. We account for business combinations using the acquisition method, which requires that the total purchase price of each of the acquired entities be allocated to the assets acquired and liabilities assumed based on their fair values at the acquisition date. The purchase price of the acquired entities may include an estimate of the fair value of contingent consideration. The allocation process requires an analysis of intangible assets, customer relationships, trade names, acquired contractual rights and assumed contractual commitments and legal contingencies to identify and record all assets acquired and liabilities assumed at their fair value.

Any excess of the purchase price over the fair value of assets acquired and liabilities assumed is recorded as goodwill. To the extent the purchase price is less than the fair value of assets acquired and liabilities assumed we recognize a gain in our unaudited condensed statements of operations. The results of operations for an acquired company are included in our financial statements from the date of acquisition.

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RESULTS OF OPERATIONS

The Three and Nine months Ended December 31, 2012 Compared to the Three and Nine months Ended December 31, 2011

Technology Sales Business Segment

The results of operations for our technology sales business segment for the three and nine months ended December 31, 2012 and 2011 were as follows (in thousands):

	Three months ended December 31,				Nine months ended December 31,			
	2012	2011	Change		2012	2011	Change	
Sales of product and services	$228,053	$212,314	$15,739	7.4 %	$712,513	$575,128	$137,385	23.9 %
Fee and other income	1,360	1,755	(395)	(22.5 %)	4,953	5,792	(839)	(14.5 %)
Total revenues	229,413	214,069	15,344	7.2 %	717,466	580,920	136,546	23.5 %
Cost of sales, products and services	188,103	173,603	14,500	8.4 %	587,693	472,706	114,987	24.3 %
Professional and other fees	2,041	2,546	(505)	(19.8 %)	6,804	6,607	197	3.0 %
Salaries and benefits	24,330	22,923	1,407	6.1 %	72,826	65,303	7,523	11.5 %
General and administrative	4,733	4,594	139	3.0 %	14,183	12,629	1,554	12.3 %
Interest and financing costs	19	19	-	0.0 %	70	57	13	22.8 %
Total costs and expenses	219,226	203,685	15,541	7.6 %	681,576	557,302	124,274	22.3 %
Earnings before provision for income taxes	$10,187	$10,384	$(197)	(1.9 %)	$35,890	$23,618	$12,272	52.0 %

Total revenues. Total revenues during the three months ended December 31, 2012 were $229.4 million compared to $214.1 million during the three months ended December 31, 2011, an increase of 7.2%, which is due to increases in demand for our products and services, particularly from Fortune 100 companies. Total revenues increased 23.5% during the nine months ended December 31, 2012 and totaled $717.5 million compared to $580.9 million for the nine months ended December 31, 2011. We experienced year over year increases in the sales of products and services for all the quarters ended from December 31, 2011 through December 31, 2012 due to expansion into new geographical regions and acquisitions in fiscal year 2012. Sales of product and services decreased on a sequential basis due to several advanced integration arrangements for third party products that were deferred as they were not scheduled to be completed until after December 31, 2012. Accordingly, our deferred revenues increased by $34.6 million from December 31, 2011 to $51.3 million as of December 31, 2012. In addition, we had open orders of $73.3 million as of December 31, 2012, compared to $56.0 million as of December 31, 2011. Open orders represent orders received from our customers that have not been billed. These orders are normal course of business transactions, which we expect to be processed within our customary time frame.

The sequential and year over year changes in products and services is summarized below.

	Sequential	Year over Year
December 31, 2011	9.7%	16.4%
March 31, 2012	-1.2%	26.3%
June 30, 2012	11.7%	38.4%
September 30, 2012	6.8%	29.3%
December 31, 2012	-8.8%	7.4%

Total costs and expenses. Total costs and expenses for the three months ended December 31, 2012 increased $15.5 million or 7.6%, to $219.2 million due to increases in cost of sales of products and services, salaries and benefits and general and administrative expenses. Total costs and expenses for the nine months ended December 31, 2012 increased $124.3 million or 22.3%, to $681.6 million. The increase in cost of sales, products and services was consistent with the increase in sales revenues of products and services.

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Our gross margin for product and services was 17.5% and 18.2% during the three months ended December 31, 2012 and 2011, respectively, and was 17.5% and 17.8% during the nine months ended December 31, 2012 and 2011, respectively. The decreases in our gross margins were primarily due to the amount of vendor incentives earned during the periods as well as the product mix of sales to our customers. Our gross margin on sales of products and services declined sequentially from 18.0% for the three months ended September 30, 2012. This decrease is due to a lower proportion of sales related to third party software assurance, maintenance and services, whose revenue are presented net of costs. Gross margins on sales of product and services are affected by the mix and volume of products sold and services, changes in incentives provided to us by manufacturers and the volume of sales of third party software assurance, maintenance and services. The change in the amount of vendor incentives earned during the three months ended December 31, 2012 resulted in a 0.2% decrease in gross margins from the prior year. The change in the amount of vendor incentives earned during the nine months ended December 31, 2012 resulted in a 0.1% decrease in gross margins from the prior year. There are ongoing changes to the incentives programs offered to us by our vendors. Accordingly, if we are unable to maintain the level of manufacturer incentives we are currently receiving, gross margins may decrease.

Professional and other fees decreased $0.5 million, or 19.8%, to $2.0 million for the three months ended December 31, 2012, compared to $2.5 million during the three months ended December 31, 2011. This decrease is primarily due to a decrease in fees related to the patent infringement litigation, which decreased $0.8 million from December 31, 2011. For the nine months ended December 31, 2012, professional and other fees increased $0.2 million, or 3.0%, to $6.8 million, compared to $6.6 million during the nine months ended December 31, 2011. The increase is primarily due to fees related to the restatement of our financial statements as well as additional legal and other fees, partially offset by $1.6 million decrease in fees related to the patent infringement litigation.

For the three months ended December 31, 2012, salaries and benefits expense increased $1.4 million, or 6.1%, to $24.3 million, compared to $22.9 million during the three months ended December 31, 2011. This increase was driven by increases in the number of employees and commission expenses. Salaries and benefits expense increased $7.5 million, or 11.5%, to $72.8 million for the nine months ended December 31, 2012, compared to $65.3 million during the nine months ended December 31, 2011. Our technology sales business segment had 810 employees as of December 31, 2012, an increase of 112 from 698 at December 31, 2011. A total of 63 employees were added as a result of the two acquisitions we completed over the last twelve months. Most of the increase in personnel relates to sales, marketing and engineering personnel. We continue to invest in sales and support personnel through hiring and strategic acquisitions in order to expand our geographical presence in the continental U.S. as well as extend our advanced technology solutions offerings. In addition, commission expense increased for the nine months ended December 31, 2012 due to the increase in the gross profit from sales of products and services.

General and administrative expenses increased $139 thousand, or 3.0%, and $1.6 million or 12.3% during the three and nine months ended December 31, 2012, respectively, over the same periods for prior year. These increases were primarily due to increases in office locations and sales force as a result of our continued expansion efforts and acquisitions, which resulted in higher telecommunications, rent, utilities, travel and entertainment expense, and other marketing expenses. Amortization expense increased as a result of intangible assets acquired from acquisitions.

Segment earnings before tax. As a result of the foregoing, earnings before provision for income taxes decreased $0.2 million, or 1.9%, and increased $12.3 million, or 52.0% for the three months and nine months ended December 31, 2012, respectively, over prior year periods.

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Financing Business Segment

The results of operations for our financing business segment for the three and nine months ended December 31, 2012 and 2011 were as follows (in thousands):

	Three months ended December 31,				Nine months ended December 31,			
	2012	2011	Change		2012	2011	Change	
Financing revenue	$12,510	$9,028	$3,482	38.6 %	$27,823	$23,767	$4,056	17.1 %
Fee and other income	102	931	(829)	(89.0 %)	1,511	1,895	(384)	(20.3 %)
Total revenues	12,612	9,959	2,653	26.6 %	29,334	25,662	3,672	14.3 %
Direct lease costs	2,934	2,245	689	30.7 %	7,638	6,419	1,219	19.0 %
Professional and other fees	457	392	65	16.6 %	1,514	1,111	403	36.3 %
Salaries and benefits	3,205	2,673	532	19.9 %	7,982	7,389	593	8.0 %
General and administrative	176	284	(108)	(38.0 %)	792	789	3	0.4 %
Interest and financing costs	498	315	183	58.1 %	1,298	1,007	291	28.9 %
Total costs and expenses	7,270	5,909	1,361	23.0 %	19,224	16,715	2,509	15.0 %
Earnings before provision for income taxes	$5,342	$4,050	$1,292	31.9 %	$10,110	$8,947	$1,163	13.0 %

Total revenues. Total revenues increased by $2.7 million, or 26.6%, to $12.6 million for the three months ended December 31, 2012, as compared to the prior year. Financing revenues increased $3.5 million, or 38.6% for the three months ended December 31, 2012, as compared to the prior year primarily due to gains recognized from early terminations of certain lease agreements and buyout of the related equipment. Total revenues increased by $3.7 million, or 14.3%, to $29.3 million for the nine months ended December 31, 2012, as compared to the prior year. Financing revenues increased $4.1 million, or 17.1% for the nine months ended December 31, 2012, as compared to the prior year, predominantly due to the early termination of certain lease schedules and buyout of the related equipment, as well as increases in net gains on sales of financing receivables as we sold more of these investments during the year.

We enter into agreements to sell the financing receivable associated with certain notes receivables and investments in direct financing leases, which are accounted for as a sale under Codification Topic, Transfer and Servicing. Total proceeds from these sales of financing receivables were $48.1 million and $25.8 million for the three months ended December 31, 2012 and 2011, respectively. Total proceeds from these sales were $91.5 million and $50.5 million for the nine months ended December 31, 2012 and 2011, respectively. At December 31, 2012, we had $123.1 million of investment in notes and leases, compared to $125.7 million at December 31, 2011, a decrease of $2.6 million or 2.1%. Fee and other income decreased $829 thousand and $384 thousand for the three and nine months ended December 31, 2012 over prior year due to decreases in remarketing income.

Total costs and expenses. Total costs and expenses increased $1.4 million, or 23.0%. Direct lease costs increased $689 thousand, or 30.7%, to $2.9 million mostly due to increases in depreciation expense for equipment under operating leases and increases in amortization of indirect lease expenses from terminated leases. Salary and benefits expenses increased by $532 thousand, or 19.9% to $3.2 million due to higher commissions as a result of the increase in revenues during the period. General and administrative expenses decreased $108 thousand for the three months ended

December 31, 2012, as compared to the prior year, due to lower reserves for credit losses. Our reserve for credit losses decreased due to a decrease in our investment in notes and leases from March 31, 2012.

During the nine months ended December 31, 2012, total costs and expenses increased $2.5 million, or 15.0%, mostly driven by increases in direct lease costs, professional and other fees, and salaries and benefits. Direct lease costs increased $1.2 million, or 19.0%, to $7.6 million primarily due to increases in depreciation expense for equipment under operating leases and increases in amortization of indirect lease expenses from terminated leases. Professional and other fees increased by $403 thousand, or 36.3%, to $1.5 million due to legal fees and outside services. Salaries and benefits increased by $593 thousand, or 8.0% to $8.0 million, due to higher commissions as a result of the increase in revenues. The number of personnel employed also increased to 59 as of December 31, 2012 from 58 as of December 31, 2011.

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Interest and financing costs increased $183 thousand, or 58.1%, and $291 thousand, or 28.9% during the three months and nine months ended December 31, 2012, as compared to the same periods last year due to the increase in non-recourse and recourse notes payable to $36.2 million at December 31, 2012 as compared to $23.4 million at December 31, 2011.

Segment earnings before tax. As a result of the foregoing, earnings before provision for income taxes increased $1.3 million, or 31.9%, to $5.3 million for the three months ended December 31, 2012 and segment earnings increased $1.2 million, or 13.0%, to $10.1 million for the nine months ended December 31, 2012.

Consolidated

Income taxes. Our provision for income tax expense increased $0.8 million to $6.5 million for the three months ended December 31, 2012, and increased $5.8 million to $18.9 million for the nine months ended December 31, 2012 as compared to the same periods last year. Our effective income tax rates for the three months and nine months ended December 31, 2012 were 41.8% and 41.0%, respectively, as compared to 39.4% and 40.1% for the three months and nine months ended December 31, 2011. The effective income tax rate increased for the three and nine months ended December 31, 2012 due to increases in adjustments related to share-based compensation, combined with the reversal of a liability for uncertain tax positions that was recorded in the prior year.

Net earnings. The foregoing resulted in net earnings of $9.0 million for the three months ended December 31, 2012, an increase of 3.3%, as compared to $8.7 million during the three months ended December 31, 2011. For the nine months ended December 31, 2012, net earnings were $27.1 million, an increase of 39.1%, as compared to $19.5 million during the nine months ended December 31, 2011.

Basic and fully diluted earnings per common share were $1.11 for the three months ended December 31, 2012, as compared to $1.08 and $1.07, for the three months ended December 31, 2011. Basic and fully diluted earnings per common share were $3.42 and $3.38, respectively, for the nine months ended December 31, 2012, as compared to $2.33 and $2.31, for the nine months ended December 31, 2011.

Weighted average common shares outstanding used in the calculation of basic and diluted earnings per common share for the three months ended December 31, 2012 were 7,843,153. Weighted average common shares outstanding used in the calculation of basic and diluted earnings per common share for the three months ended December 31, 2011 were 7,818,666 and 7,898,041, respectively.

Weighted average common shares outstanding used in the calculation of basic and diluted earnings per common share for the nine months ended December 31, 2012 were 7,778,174 and 7,867,982, respectively. Weighted average common shares outstanding used in the calculation of basic and diluted earnings per common share for the nine months ended December 31, 2011 were 8,092,404 and 8,184,382, respectively.

We calculate our earnings per share using the two-class method and corrected our reported earnings per share for the three and nine months ended December 31, 2011 to conform to the current presentation. Basic and diluted earnings per share for the three months ended December 31, 2011 decreased by $0.04 and $0.03, respectively. Basic and diluted earnings per share for the nine months ended December 31, 2011 decreased by $0.08 and $0.04, respectively. The weighted average shares outstanding for the three and nine months ended December 31, 2011 used to calculate diluted earnings per common share decreased by 72 thousand and 108 thousand, respectively. See Note 9, “Earnings per Share” for additional information.

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LIQUIDITY AND CAPITAL RESOURCES

Liquidity Overview

Our primary sources of liquidity have historically been cash and cash equivalents, internally generated funds from operations, and borrowings, both non-recourse and recourse. We have used those funds to meet our capital requirements, which have historically consisted primarily of working capital for operational needs, capital expenditures, purchases of equipment for lease, payments of principal and interest on indebtedness outstanding, acquisitions and the repurchase of shares of our common stock. In December, our Board of Directors declared and paid a special cash dividend of $2.50 per common share.

Our subsidiary ePlus Technology, inc., part of our technology sales business segment, finances its operations with funds generated from operations, and with a credit facility with GECDF, which is described in more detail below. There are two components of this facility: (1) a floor plan component; and (2) an accounts receivable component. After a customer places a purchase order with us and we have completed our credit check, we place an order for the equipment with one of our vendors. Generally, most purchase orders from us to our vendors are first financed under the floor plan component and reflected in "accounts payable—floor plan" in our unaudited condensed consolidated balance sheets. Payments on the floor plan component are due on three specified dates each month, generally 30-60 days from the invoice date. On the due date of the invoices financed by the floor plan component, the invoices are paid by the accounts receivable component of the credit facility. The balance of the accounts receivable component is then reduced by payments from our available cash. The outstanding balance under the accounts receivable component is recorded as recourse notes payable on our unaudited condensed consolidated balance sheets. There was no outstanding balance at December 31, 2012 or March 31, 2012, while the maximum credit limit was $30.0 million for both periods. The borrowings and repayments under the floor plan component are reflected as "net borrowings on floor plan facility" in the cash flows from financing activities section of our unaudited condensed consolidated statements of cash flows.

Most customer payments in our technology sales business segment are remitted to our lockboxes. Once payments are cleared, the monies in the lockbox accounts are automatically transferred to our operating account on a daily basis. On the due dates of the floor plan component, we make cash payments to GECDF. These payments from the accounts receivable component to the floor plan component and repayments from our cash are reflected as "net borrowings on floor plan facility" in the cash flows from financing activities section of our unaudited condensed consolidated statements of cash flows. We engage in this payment structure in order to minimize our interest expense and bank fees in connection with financing the operations of our technology sales business segment.

We believe that cash on hand, and funds generated from operations, together with available credit under our credit facility, will be sufficient to finance our working capital, capital expenditures and other requirements for at least the next twelve calendar months.

Our working capital generally fluctuates as a result of changes in demand for our products and services; however, specific changes in certain elements of working capital may not coincide with changes in other elements of our financial statements. For example, our accounts receivable balance may change by more or less than the change in our revenues, as there are variables impacting accounts receivable that may not impact revenues, such as the amount of third party software assurance, maintenance and services billed, which are presented in revenues on a net basis, or significant changes in our deferred revenues. More specifically, our accounts receivable balance increased by $50.3 million, or 29.3%, from December 31, 2011, despite the 8% increase in our revenues during the quarter. In addition, our deferred revenue increased by $34.6 million from December 31, 2011. The increase in accounts receivable and deferred revenue was due to several advanced integration projects that were billed and deferred as of quarter-end as they were not scheduled to be completed until after December 31, 2012. Our deferred costs and accounts payable – trade also increased from December 31, 2011 as a result of these projects. The changes in these accounts did not

impact our operating cash flows and is not the result of changes in payment terms or slowed collections from our customers.

Our ability to continue to fund our planned growth, both internally and externally, is dependent upon our abil