SS&C TECHNOLOGIES INC
Form 424B3
August 04, 2006

Table of Contents

Filed Pursuant to Rule 424(b)(3)
File Number: 333-135139

PROSPECTUS

SS&C Technologies, Inc.
Offer to Exchange
$205,000,000 principal amount of its 11 3/4% Senior Subordinated Notes due 2013, which have been registered under the Securities Act, for any and all of its outstanding 11 3/4% Senior Subordinated Notes due 2013

We are offering to exchange all of our outstanding 11 3/4% senior subordinated notes due 2013, which we refer to as the old notes, for new 11 3/4% senior subordinated notes due 2013, in an exchange transaction that is being registered hereby. We refer to these new notes as the exchange notes, and together with the old notes, the notes. The terms of the exchange notes are identical to the terms of the old notes except that the transaction in which you may elect to receive the exchange notes has been registered under the Securities Act of 1933 and, therefore, the exchange notes are freely transferable. We will pay interest on the notes on June 1 and December 1 of each year. The first interest payment was made on June 1, 2006. The notes will mature on December 1, 2013.

Before December 1, 2009, we may redeem some or all of the notes, subject to payment of a make-whole premium. On or after December 1, 2009, we may redeem some or all of the notes at the redemption prices set forth under Description of the Exchange Notes Optional Redemption. In addition, at any time prior to December 1, 2008, we may also redeem up to 35% of the original principal amount of the notes using the net cash proceeds of certain equity offerings as described in Description of the Exchange Notes Optional Redemption. If we experience specific kinds of changes of control, we must offer to purchase the notes at 101% of their aggregate principal amount, plus accrued interest.

The principal features of the exchange offer are as follows:

- The exchange offer expires at 5:00 p.m., New York City time, on September 6, 2006, unless extended.
- All old notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer will be exchanged for exchange notes.
- You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.
- The exchange of old notes for exchange notes pursuant to the exchange offer should not be a taxable event for United States federal income tax purposes.
- We will not receive any proceeds from the exchange offer.
- We do not intend to apply for listing of the exchange notes on any securities exchange or automated quotation system.

Broker-dealers receiving exchange notes in exchange for old notes acquired for their own account through market-making or other trading activities must deliver a prospectus in any resale of the exchange notes.

See Risk Factors beginning on page 17 to read about factors you should consider in connection with the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 4, 2006

Each broker-dealer that receives the exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal delivered with this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days following the effective date of the registration statement, of which this prospectus is a part, or such longer period if extended, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus as if we had authorized it. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

TABLE OF CONTENTS

	Page
PROSPECTUS SUMMARY	1
RISK FACTORS	17
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	27
USE OF PROCEEDS	28
CAPITALIZATION	29
SELECTED HISTORICAL FINANCIAL DATA	30
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION	32
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	36
BUSINESS	56
MANAGEMENT	74
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	81
CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS	82
THE TRANSACTIONS	84
THE EXCHANGE OFFER	84
DESCRIPTION OF SENIOR CREDIT FACILITIES	94
DESCRIPTION OF THE EXCHANGE NOTES	97
BOOK-ENTRY; DELIVERY AND FORM	141
MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES	143
PLAN OF DISTRIBUTION	148
VALIDITY OF SECURITIES	148
EXPERTS	148
WHERE YOU CAN FIND MORE INFORMATION	149
INDEX TO FINANCIAL STATEMENTS	F-1

Table of Contents

PROSPECTUS SUMMARY

This summary highlights important information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. This prospectus includes specific terms of the exchange offer, as well as information regarding our business and detailed financial data. Please review this prospectus in its entirety, including the information set forth under the heading Risk Factors, the financial statements and related notes and other financial data included herein, before making an investment decision. Unless otherwise noted, the terms SS&C, we, us, our and our company refer to SS&C Technologies, Inc. and its subsidiaries, and FMC refers to Financial Models Company Inc., which we acquired on April 19, 2005.

SS&C Technologies, Inc.

We are a leading provider of a broad range of highly specialized proprietary software and software-enabled outsourcing solutions for the financial services industry. Our software facilitates and automates mission-critical processing for information management, analysis, trading, accounting, reporting and compliance. Since 1986, our products and services have helped our customers solve complex information processing requirements and improve the effectiveness and productivity of their investment professionals. We generate revenues by licensing our proprietary software to users (coupled with renewable maintenance contracts), leveraging our software to provide outsourcing solutions, and providing professional services to implement and otherwise support our products. Our business model is characterized by significant contractually recurring revenue, high operating margins and significant cash flow.

We provide over 50 products and services to more than 4,000 clients globally in seven vertical markets in the financial services industry:

- insurance entities and pension funds
- institutional asset managers
- hedge funds and family offices
- multinational banks, retail banks and credit unions
- commercial lenders
- real estate property managers
- municipal finance groups

We believe that we are a leading provider of financial management software in the sectors within the highly fragmented market for financial services software in which we compete. Our customers include many of the largest and most well-recognized firms in the financial services industry, which together manage over $7 trillion in assets worldwide. Our revenue is highly diversified, with no single client accounting for more than 5.4% of our revenues for fiscal 2005. We have continued to migrate our business to a contractually recurring revenue model, which helps us minimize the fluctuations in revenues and cash flows typically associated with non-recurring software license revenues and enhances our ability to estimate our future results of operations. We have experienced average revenue retention rates in each of the last three years of greater than 90% on our maintenance and outsourcing service contracts for our core enterprise software products, which generate a substantial majority of our contractually recurring revenue. We believe that the high-value added nature of our products and services have enabled us to maintain our high revenue retention rates.

We were founded in 1986 by William C. Stone, who has served as our Chairman and Chief Executive Officer since our inception. We have grown our business by increasing sales of products and services to existing customers, attracting new clients to increase our installed customer base, and utilizing internal product development and complementary acquisitions to capitalize on evolving market opportunities. We

believe we offer one of the broadest selections of products and services in the industry and offer multiple delivery options, allowing us to offer comprehensive end-to-end solutions to our customers.

Products and Services Overview

Our products and services allow professionals in the financial services industry to efficiently and rapidly analyze and manage information, increase productivity, reduce costs and devote more time to critical business decisions. We provide highly flexible, scaleable and cost-effective solutions that enable our clients to meet growing and evolving regulatory requirements, track complex securities, better employ sophisticated investment strategies and scale efficiently with growing assets under management. Our portfolio of over 50 products and services enables our customers to integrate their front-end functions (trading and modeling), with their middle-office functions (portfolio management and reporting) and their back-office functions (processing, clearing and accounting).

Our delivery methods include software licenses with related maintenance agreements, software-enabled outsourcing alternatives (Business Process Outsourcing (BPO) and Application Service Provider (ASP)) and blended solutions. All of our outsourcing solutions are built around and leverage our own proprietary software.

Software License and Related Maintenance Agreements. We license our software to clients through either perpetual or term licenses, both of which include annually renewable maintenance contracts. Maintenance contracts on our core enterprise software products, which typically incorporate annual pricing increases, provide us with a stable and recurring revenue base due to average revenue retention rates of over 90% in each of the last three years. We typically generate additional revenues as our existing clients expand usage of our products.

Software-Enabled Outsourcing. We provide a broad range of software-enabled outsourcing solutions for our clients, ranging from ASP services to full BPO services. By utilizing our proprietary software and avoiding the use of third-party products to provide our outsourcing solutions, we are able to greatly reduce potential operating risks, efficiently tailor our products and services to meet specific customer needs, significantly improve overall service levels and generate high overall operating margins and cash flow. Our outsourcing solutions are generally provided under two- to five-year non-cancelable contracts with required monthly payments. Pricing on our outsourcing services varies depending upon the complexity of the services being provided, the number of users, assets under management and transaction volume. Importantly, our outsourcing solutions allow us to leverage our proprietary software and existing infrastructure, thereby increasing our aggregate profits and cash flows.

Application Service Provider. We provide our clients with the ability to utilize our software and processing services remotely using web-based application services.

Business Process Outsourcing. We provide services under multiyear contracts that allow our customers to outsource back-office and support services and benefit from our proprietary software, specialized in-house accounting and technology resources, and our state-of-the-art processing and operations facilities.

We also offer a range of professional services and product support to our clients. Professional services consist of consulting and implementation services provided by our in-house consulting teams. These teams include certified public accountants, chartered financial analysts, mathematicians and information technology (IT) professionals with experience in each of the seven vertical markets that we serve. In addition, we provide ongoing customer support and training through telephone support, online seminars, industry-specific articles *(ebriefings)* and classroom and online instruction.

Our Strengths

We believe that attractive industry dynamics coupled with our competitive advantages will enable us to continue to expand over the coming years.

Highly Diversified and Stable Customer Base. By providing mission-critical, well-established software products and services, we have developed a large installed customer base within the diverse end markets in the financial services industry that we serve. Our client base of over 4,000 includes some of the largest and most well recognized firms in the financial services industry. We believe that our high-quality products and superior services have led to long-term customer relationships, some of which date from our earliest days of operations in 1987. During fiscal 2005, our top 10 customers represented approximately 23% of our revenue, with no single customer accounting for more than 5.4%. We have experienced average revenue retention rates of over 90% on our maintenance and outsourcing contracts for our core enterprise software products in each of the last three years.

High Margin, Scaleable Business Model that Generates Significant Free Cash Flow. We have consistently improved operating margins since 2001 by increasing sales across our existing cost structure and driving higher levels of contractually recurring revenue. The combination of our strong profitability, moderate capital expenditures and minimal working capital requirements allows us to generate high levels of free cash flow. We believe we currently have adequate resources and infrastructure to support our business plans and, as a result, anticipate that our business model will continue to lend itself to generating high operating margins and significant free cash flow.

Substantial Contractually Recurring Revenue. We continue to focus on growing contractually recurring revenue streams from our software-enabled outsourcing solutions and maintenance services because they provide greater predictability in the operation of our business and enable us to build valued long-term relationships with our clients. The shift to a more recurring revenue based business model has reduced volatility in our revenue and earnings, and increased management s ability to estimate future results.

Ownership of Outsourcing Software Promotes Higher Margins and Product Improvement. We use our own proprietary software products and infrastructure to provide our software-enabled outsourcing services, resulting in high overall operating margins and multiyear contractually recurring revenue. In addition, our daily usage of these products in the execution of our BPO business allows us to quickly identify and deploy product improvements and respond to client feedback, enhancing the competitiveness of both our license and outsourcing offerings. This continuous feedback process provides us with a significant advantage over many of our competitors, specifically those software competitors that do not provide outsourcing services and therefore do not have the same level of hands-on experience with their products, as well as outsourcing competitors that utilize third-party technology and are therefore dependent on third-party software providers for key service support and product development.

Attractive Industry Dynamics. We believe that we will benefit from favorable dynamics in the financial services industry, including the growth of worldwide IT spending on software, professional services and outsourcing. Other favorable growth factors include: increasing assets under management and transaction volumes; constantly evolving regulatory requirements; the increasing number, and greater complexity, of asset classes; and the challenge to enable real-time business decision making amid increased amounts and complexity of information. We believe that these trends, coupled with our ability to leverage our extensive industry expertise to rapidly react to our customers needs and incremental penetration opportunities within the financial services industry, will further drive our organic growth.

Extensive Industry Expertise. Our team of approximately 692 development and service professionals has significant expertise across the seven vertical markets that we serve and a deep working knowledge of our clients businesses. By leveraging this expertise and knowledge, we have developed, and continue to improve, our software products and services to enable our clients to overcome the complexities inherent in their businesses.

Successful, Disciplined Acquisition History. We have a proven ability to acquire and integrate complementary businesses. Our experienced senior management team leads a rigorous evaluation of our acquisition candidates to ensure that they satisfy our product or service needs and will successfully integrate with our business while meeting our targeted financial goals. As a result, each of our acquisitions has contributed a marketable product or service that has added to our revenues. In addition, our

Table of Contents

acquisitions have enabled us to expand our product and service offerings to our existing customers and given us the opportunity to market our existing products into new markets or client bases. We also have generally been able to improve the operational performance and profitability of the acquired businesses. In addition, we believe that our acquisitions have been a low risk extension of our research and development effort that has enabled us to purchase proven products without the uncertainty of in-house development. On April 19, 2005, we purchased all of the outstanding stock of FMC for $159.0 million in cash. FMC is a leading provider of comprehensive investment management systems that complement our product and service offerings to meet the front-, middle-and back-office needs of the investment management industry. This acquisition is our largest to date and provides us with significant opportunities to grow revenues while eliminating duplicative costs.

Experienced Management Team with an Average of Over 15 Years of Experience. Our management team has an established track record of operational excellence. On average, our senior management team has more than 15 years of experience with us or other companies in the software and financial services industries.

Business Strategy

Our goal is to be the leading provider of superior technology solutions to the financial services industry. To achieve our goal, we intend to:

Grow Our Software-Enabled Outsourcing and Other Contractually Recurring Revenues. We plan to further increase our contractually recurring revenue streams from our software-enabled outsourcing solutions and maintenance services because they provide us with greater predictability in the operation of our business and enable us to build valued relationships with our clients. We believe that our software-enabled outsourcing solutions provide an attractive alternative to clients that do not wish to install, run and maintain complicated financial software.

Increase Revenues from Our Existing Clients. Revenues from our existing clients generally grow along with the volume of assets that they manage. While we expect to continue to benefit from this trend, we intend to continue to use our deep understanding of the financial services industry to identify other opportunities to increase our revenues from our existing clients. Many of our current customers use our products for a relatively small portion of their total funds and investment vehicles under management, providing us with excellent opportunities for growth as we attempt to gain a larger share of their business. We have been successful in, and expect to continue to focus our marketing efforts on, providing additional modules or features to the products and services our existing clients already use, as well as cross-selling our other products and services to them.

Enhance Our Product and Service Offerings to Address the Specialized Needs of Our Clients. We have accumulated substantial financial expertise since our founding in 1986 through close working relationships with our clients, resulting in a deep knowledge base that enables us to respond to their most complex financial, accounting, actuarial, tax and regulatory needs. We intend to leverage our expertise by continuing to offer products and services that address the highly specialized needs of the financial services industry. Our internal product development team works closely with marketing and support personnel to ensure that product evolution reflects developments in the marketplace and trends in client requirements. In addition, we intend to continue to develop our products in a cost-effective manner by leveraging common components across product families. We believe that we enjoy a competitive advantage because we can address the investment and financial management needs of high-end clients by providing industry-tested products and services that meet global market demands and enable our clients to automate and integrate their front-, middle- and back-office functions for improved productivity, reduced manual intervention and bottom-line savings.

Maintain Our Commitment to the Highest Level of Client Service. We intend to continue to differentiate ourselves from our competition through our commitment to the highest level of client service. Our clients include large, sophisticated institutions with complex systems and requirements,

and we understand the importance of providing them with both the experience of our senior management and the technical expertise of our sales, professional services and support staffs. Our commitment begins with our senior management team, which actively participates in creating and building client relationships. For each solution deployment, we analyze our client s needs and assemble a team of appropriate industry vertical and technical experts who can quickly and efficiently deliver tailored solutions to the client. We provide our larger clients with a full-time dedicated client support team whose primary responsibility is to resolve questions and provide solutions to address ongoing needs. We expect to build even greater client loyalty and generate high-quality references for future clients by leveraging the individual attention and industry expertise provided by our senior management and staff.

Capitalize on Acquisition Opportunities. We believe that the market for financial services software and services is highly fragmented and rapidly evolving, with many new product introductions and industry participants. To supplement our internal development efforts and capitalize on growth opportunities, we intend to continue to employ a disciplined and highly focused acquisition strategy. We will seek to opportunistically acquire, at attractive valuations, businesses, products and technologies in our existing or complementary vertical markets.

The Transactions

On July 28, 2005, Sunshine Merger Corporation, a wholly owned subsidiary of Sunshine Acquisition II, Inc., a Delaware corporation organized in 2005 exclusively for the purpose of effecting the Acquisition (as defined below), and Sunshine Acquisition Corporation, which we refer to as Holdings, a Delaware corporation owned by investment funds affiliated with The Carlyle Group, entered into an Agreement and Plan of Merger with SS&C Technologies, Inc., which was subsequently amended on August 25, 2005. Pursuant to the Merger Agreement, on November 23, 2005, SS&C became a wholly owned subsidiary of Holdings, and our outstanding common stock converted into the right to receive $37.25 per share in cash. We refer to the acquisition of SS&C on November 23, 2005 as the Acquisition.

The following transactions occurred in connection with the Acquisition:

- The Carlyle Group, which we refer to as Carlyle, capitalized Holdings with an aggregate equity contribution of $381.0 million;

- William C. Stone, our Chairman and Chief Executive Officer, contributed $165.0 million in equity to Holdings as more fully described in Certain Relationships and Related Party Transactions and certain other management and employee option holders contributed approximately $9.0 million of additional equity in the form of rollover options;

- we entered into senior secured credit facilities, which we refer to as our senior credit facilities, consisting of:
  - a $75.0 million revolving credit facility, of which $10.0 million was drawn on the closing date of the Transactions (as defined below) and the equivalent of up to $10.0 million may be drawn in Canadian dollars either by us or one of our Canadian subsidiaries; and

  - a $275.0 million term loan B facility, which was fully drawn on the closing date and of which the equivalent of $75.0 million ($17 million of which is denominated in U.S. dollars and $58 million of which is denominated in Canadian dollars) was drawn in Canadian dollars by one of our Canadian subsidiaries;
- we issued and sold $205.0 million in aggregate principal amount of the old notes;

- all outstanding options to purchase shares of our common stock became fully vested and immediately exercisable, and each outstanding option (other than options held by (1) non-employee directors, (2) certain individuals identified in a schedule to the Merger Agreement and (3) individuals who held options that were exercisable for fewer than 100 shares of our common

5

stock) were, subject to certain conditions, assumed by Holdings and converted into an option to acquire common stock of Holdings; and

all in-the-money warrants to purchase shares of our common stock were cancelled in exchange for a certain amount of cash.

We refer to the Acquisition, the equity contributions to Holdings, the offering of the old notes and the other transactions described above as the Transactions. See The Transactions.

Ownership and Corporate Structure

The chart below summarizes our current corporate structure:

(1) Certain members of our management and employee option holders contributed approximately $9.0 million of equity in the form of rollover options.

(2) Holdings and our wholly owned U.S. subsidiaries are guaranteeing our senior credit facilities, with certain exceptions as set forth in the credit agreement governing our senior credit facilities. The old notes are guaranteed on a senior subordinated basis by our existing and future U.S. subsidiaries that are obligors under any of our indebtedness, including our senior credit facilities, or any indebtedness of our subsidiary guarantors.

(3) Upon the closing of the Transactions, we entered into our senior credit facilities consisting of (a) a $75.0 million revolving credit facility, of which $10.0 million was drawn on November 23, 2005, and (b) a $275.0 million term loan B facility, which was fully drawn on the closing date and of which the equivalent of $75.0 million ($17 million of which is denominated in U.S. dollars and $58 million of which is denominated in Canadian dollars) was drawn by one of our Canadian subsidiaries.

(4) Upon the closing of the Acquisition, Sunshine Merger Corporation and Sunshine Acquisition II, Inc. were each merged with and into SS&C Technologies, Inc., and SS&C Technologies, Inc., as the surviving entity in both mergers, assumed all of Sunshine Acquisition II, Inc. s obligations with respect to the old notes.

Table of Contents

Sources and Uses

The following table contains the sources and uses of the funds for the Transactions:

Sources		Uses	
	(Dollars in millions)		
Senior credit facilities:			
Revolving credit facility(1)	$ 10.0	Purchase price(4)	$ 942.4
Term loan B facility(2)	275.0	Repayment of existing debt and legal fees(5)	75.2
11 3/4% senior subordinated notes due 2013	205.0	Cost of Transactions(6)	33.4
Cash on hand	6.0		
Equity contribution(3)	555.0		
Total sources	$ 1,051.0	**Total uses**	$ 1,051.0

(1) $75.0 million is available for borrowing under our revolving credit facility, of which $10.0 million was drawn on November 23, 2005. The equivalent of up to $10.0 million of our revolving credit facility may be drawn in Canadian dollars either by us or one of our Canadian subsidiaries.

(2) The equivalent of $75.0 million was drawn on November 23, 2005 in Canadian dollars by one of our Canadian subsidiaries.

(3) Represents $165.0 million of equity contributed by William C. Stone, our Chairman and Chief Executive Officer, $381.0 million of equity contributions from Carlyle and $9.0 million of additional equity from certain other management and employee option holders.

(4) The holders of outstanding shares on November 23, 2005 of our common stock received $37.25 in cash per share in connection with the Acquisition. The purchase price was based on 23,621,660 shares of our common stock outstanding on November 16, 2005, plus the net option and in-the-money warrant value on that date of $62,475,238, based upon options and in-the-money warrants to purchase 2,191,610 shares of our common stock with a weighted-average exercise price of $8.74 per share.

(5) Consists of the repayment of $75.0 million of indebtedness under our prior credit facility as of the closing of the Transactions.

(6) Consists of fees and expenses associated with the Transactions, including placement and other financing fees (including discounts payable to the initial purchasers in connection with the offering of the old notes), fees paid to Carlyle and other transaction costs and advisory and professional fees.

The Sponsor

The Carlyle Group is a global private equity firm with $39 billion under management. Carlyle invests in buyouts, venture & growth capital, real estate and leveraged finance in Asia, Europe and North America, focusing on aerospace & defense, automotive & transportation, consumer & retail, energy & power, healthcare, industrial, technology & business services and telecommunications & media. Since 1987, the firm has invested $18.1 billion of equity in 463 transactions for a total purchase price of $73.2 billion. The Carlyle Group employs more than 650 people in 14 countries. In the aggregate, Carlyle portfolio companies have more than $46 billion in revenue and employ more than 184,000 people around the world.

Market and Industry Data

This prospectus includes estimates of market share and industry data and forecasts that we obtained from industry publications and surveys and internal company surveys. Industry publications and surveys

generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of the information. We believe that information obtained from these sources was accurate at the time of publication and is accurate as of the date of this prospectus, however, we have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding our market share or industry data and forecasts presented herein, our estimates of this information involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors in this prospectus.

AdvisorWare, DBC, Heatmaps, HedgeWare, PortPro, SKYLINE, TradeThru and Xacct are registered trademarks; Altair, AnalyticsExpress, Antares, CAMRA, CAMRA D Class, Debt & Derivatives, Finesse, Lightning, LMS, Mabel, PTS, SamTrak, The BANC Mall and Total Return are trademarks; and SS&C Direct is a service mark of SS&C Technologies, Inc. or one of its subsidiaries. All other trademarks or trade names referred to in this prospectus are the property of their respective owners.

Table of Contents

The Offering of the Old Notes

On November 23, 2005, we completed an offering of $205.0 million in aggregate principal amount of 11^{3}/4% senior subordinated notes due 2013, which was exempt from registration under the Securities Act of 1933, or the Securities Act.

Old Notes	We sold the old notes to Wachovia Capital Markets, LLC, J.P. Morgan Securities Inc. and Banc of America Securities LLC, the initial purchasers, on November 23, 2005. The initial purchasers subsequently resold the old notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act.
Registration Rights Agreement	In connection with the sale of the old notes, we and the subsidiary guarantors, which we refer to as the guarantors, entered into a registration rights agreement with the initial purchasers. Under the terms of that agreement, we agree to: (1) use our commercially reasonable efforts to file a registration statement for the exchange offer and the exchange notes and have such registration statement be declared effective under the Securities Act on or before the 270th day after the issue date of the old notes; (2) use our commercially reasonable efforts to keep the exchange offer open for at least 20 business days (or longer if required by applicable law) after the date that notice of the exchange offer is mailed or otherwise transmitted to holders; (3) use our commercially reasonable efforts to consummate the exchange offer on or prior to the 300th day following the issue date of the old notes; and (4) file a shelf registration statement for the resale of the old notes, under specified circumstances, and use our commercially reasonable efforts to cause such shelf registration statement to be declared effective by the Securities and Exchange Commission. If we do not comply with any of obligations under (1), (3) and (4) above on time, each of which is referred to as a registration default, we will pay additional interest on the notes. You will not have any remedy other than additional interest on the notes for any registration default. If there is a registration default, the annual interest rate on the notes will increase by 0.25%. The annual interest rate on the notes will increase by 0.25% for any subsequent 90-day period during which the registration default continues, up to a maximum additional interest rate of 1.00% per year. If we correct the registration default, additional interest shall cease to accrue. If we must pay additional interest on the notes, we will pay such interest to you in cash on the same date that we make other interest payments on the notes.

Table of Contents

The Exchange Offer

Exchange Offer	$1,000 principal amount of exchange notes will be issued in exchange for each $1,000 principal amount of old notes validly tendered.
Resale	Based upon interpretations by the staff of the Securities and Exchange Commission set forth in no-action letters issued to unrelated third parties, we believe that the exchange notes may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act of 1933, unless you: are an affiliate of SS&C Technologies, Inc. or any guarantor within the meaning of Rule 405 under the Securities Act; acquired the exchange notes other than in the ordinary course of your business; have an arrangement or understanding with any person to engage in the distribution of the exchange notes; or are engaging in or intend to engage in a distribution of the exchange notes. If you are a broker-dealer and receive exchange notes for your own account in exchange for old notes that you acquired as a result of market-making activities or other trading activities, you must acknowledge that you will deliver this prospectus in connection with any resale of the exchange notes. See Plan of Distribution. Any holder of old notes who: is an affiliate of SS&C Technologies, Inc. or any guarantor; does not acquire exchanges notes in the ordinary course of its business; or tenders its old notes in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co. Incorporated* (available June 5, 1991) and *Exxon Capital Holdings Corp.* (available May 13, 1988), as interpreted in the SEC s letter to Shearman & Sterling, publicly available July 2, 1993, or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on September 6, 2006, which we refer to as the expiration date, unless we, in our sole discretion, extend it.
Conditions to the Exchange Offer	The exchange offer is subject to certain conditions, some of which may be waived by us. See The Exchange Offer Conditions to the Exchange Offer.

Table of Contents

Procedure for Tendering Old Notes	If you wish to accept the exchange offer, you must complete, sign and date the letter of transmittal, or a copy of the letter of transmittal, in accordance with the instructions contained in this prospectus and in the letter of transmittal, and mail or otherwise deliver the letter of transmittal, or the copy, together with the old notes and any other required documentation, to the exchange agent at the address set forth in this prospectus and in the letter of transmittal. If you hold old notes through The Depositary Trust Company, which we refer to as DTC, and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC by which you will agree to be bound by the letter of transmittal. By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things: you are not an affiliate of SS&C Technologies, Inc. or any guarantor within the meaning of Rule 405 under the Securities Act; you are acquiring the exchange notes in the ordinary course of your business; you do not have an arrangement or understanding with any person to engage in the distribution of the exchange notes; you are not engaging in or intend to engage in a distribution of the exchange notes; and if you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities or other trading activities, that you will comply with the applicable provisions of the Securities Act (including, but not limited to, the prospectus delivery requirements thereunder). We will accept for exchange any and all old notes that are properly tendered in the exchange offer prior to the expiration date. The exchange notes issued in the exchange offer will be delivered promptly following the expiration date. See The Exchange Offer Procedures For Tendering.
Special Procedures for Beneficial Owners	If you are the beneficial owner of old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and wish to tender in the exchange offer, you should contact the person in whose name your notes are registered and instruct the registered holder to tender the old notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your old notes, either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to

	the expiration date. See The Exchange Offer Procedures for Tendering.
Guaranteed Delivery Procedures	If you wish to tender your old notes and your old notes are not immediately available or you cannot deliver your old notes, the letter of transmittal or any other required documents, or you cannot comply with the procedures under DTC s Automated Tender Offer Program for transfer of book-entry interests, prior to the expiration date, you must tender your old notes according to the guaranteed delivery procedures set forth in this prospectus under The Exchange Offer Guaranteed Delivery Procedures.
Withdrawal Rights	The tender of the old notes pursuant to the exchange offer may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date.
Acceptance of Old Notes and Delivery of Exchange Notes	Subject to customary conditions, we will accept old notes which are properly tendered in the exchange offer and not withdrawn prior to the expiration date. The exchange notes will be delivered promptly following the expiration date.
Effect of Not Tendering	Any old notes that are not tendered or that are tendered but not accepted will remain subject to the restrictions on transfer. Since the old notes have not been registered under the federal securities laws, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration. Upon completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the old notes under the federal securities laws.
Interest on the Exchange Notes and the Old Notes	The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the notes. Interest on the old notes accepted for exchange will cease to accrue upon the issuance of the exchange notes.
Material United States Federal Income Tax Consequences	The exchange of old notes for exchange notes by tendering holders should not be a taxable exchange for federal income tax purposes. See Material United States Federal Income Tax Consequences.
Exchange Agent	Wells Fargo Bank, National Association, the trustee under the indenture, is serving as exchange agent in connection with the exchange offer.
Use of Proceeds	We will not receive any proceeds from the issuance of exchange notes pursuant to the exchange offer.

Table of Contents

Summary of Terms of Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Exchange Notes section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes. The exchange notes will have terms identical in all material respects to the old notes, except that the exchange notes will not contain terms with respect to transfer restrictions, registration rights and additional interest for failure to observe certain obligations in the registration rights agreement.

Issuer	SS&C Technologies, Inc.
Notes Offered	$205,000,000 aggregate principal amount of 11 3/4% Senior Subordinated Notes due 2013.
Maturity Date	December 1, 2013
Interest Rate	The notes will bear interest at a rate of 11 3/4% per annum.
Guarantees	The notes are fully and unconditionally guaranteed on a senior subordinated basis by our existing and future U.S. subsidiaries that are obligors under any of our indebtedness, including our senior credit facilities, or any indebtedness of our subsidiary guarantors.
Interest Payment Dates	We will pay interest on the notes on June 1 and December 1. Interest will accrue from the issue date of the notes.
Ranking	The notes will be our unsecured senior subordinated obligations and will rank junior in right of payment to our existing and future senior debt. The notes will rank equally with all future senior subordinated debt and senior to all future junior subordinated indebtedness. As of March 31, 2006, we had approximately $483.2 million of senior debt outstanding and $71.6 million of available borrowing capacity under our revolving credit facility. The indenture governing the notes allow us to incur additional debt, including senior secured debt.
Option Redemption	We may redeem some or all of the notes at any time on or after December 1, 2009, at redemption prices set forth in this prospectus. In addition, we may redeem some or all of the notes at any time prior to December 1, 2009, at a make-whole redemption price equal to 100% of the principal amount of the notes redeemed plus the applicable premium and accrued and unpaid interest, if any, to the date of redemption. See Description of the Exchange Notes Optional Redemption. In addition, at any time prior to December 1, 2008, we may redeem up to 35% of the notes from the proceeds of certain sales of our equity securities at 111.75% of the principal amount, plus accrued and unpaid interest, if any, to the date of redemption. We may make that redemption only if, after the redemption, at least 65% of the aggregate principal amount of the notes remains outstanding and the redemption occurs within 90 days of the closing of the equity offering. See Description of the Exchange Notes Optional Redemption.

Change of Control	Upon the occurrence of a change of control (as described under Description of the Exchange Notes Repurchase at the Option of Holders Change of Control), we must offer to repurchase the notes at 101% of the principal amount of the notes, plus accrued and unpaid interest and liquidated damages, if any, to the date of repurchase.
Basic Covenants of the Indenture	The indenture governing the notes contains certain covenants limiting our ability and the ability of our restricted subsidiaries to, under certain circumstances: incur additional debt; prepay subordinated indebtedness; pay dividends or make other distributions on, redeem or repurchase, capital stock; make investments or other restricted payments; enter into transactions with affiliates; engage in sale and leaseback transactions; issue stock of restricted subsidiaries; sell all, or substantially all, of our assets; create liens on assets to secure debt; or effect a consolidation or merger. These covenants are subject to important exceptions and qualifications. See Description of the Exchange Notes Certain Covenants.
No Public Market	The exchange notes will be freely transferable but will be new securities for which there will not initially be a market. Accordingly, we cannot assure you whether a market for the exchange notes will develop or as to the liquidity of any market. The initial purchasers in the private offering of the old notes have advised us that they currently intend to make a market in the exchange notes. The initial purchasers are not obligated, however, to make a market in the exchange notes, and any such market-making may be discontinued by the initial purchasers in their discretion at any time without notice.

Risk Factors

Investment in the exchange notes involves risks. You should carefully consider the information under the section entitled Risk Factors and all other information included in this prospectus before investing in the exchange notes.

Additional Information

SS&C Technologies, Inc. was organized as a Connecticut corporation in March 1986 and reincorporated as a Delaware corporation in April 1996. Our principal executive offices are located at 80 Lamberton Road, Windsor, Connecticut 06095. The telephone number of our principal executive offices is (860) 298-4500. Our Internet address is *http://www.ssctech.com*. The contents of our website are not part of this prospectus.

Table of Contents

Summary Historical Consolidated and Pro Forma Condensed Combined Financial Data

Set forth below are summary historical consolidated financial data and summary unaudited pro forma condensed combined financial data of our business, at the dates and for the periods indicated. The summary historical consolidated financial data as of March 31, 2006 and for the three months ended March 31, 2006 and 2005 have been derived from our unaudited historical consolidated financial statements included elsewhere in this prospectus. The summary historical consolidated financial data as of December 31, 2005 and 2004 and for the periods from November 23, 2005 through December 31, 2005, from January 1, 2005 through November 22, 2005 and for the fiscal years ended December 31, 2004 and 2003 have been derived from our historical consolidated financial statements included elsewhere in this prospectus, which have been audited by PricewaterhouseCoopers LLP. The summary historical consolidated financial data as of December 31, 2003 have been derived from audited historical consolidated financial statements not included in this prospectus.

Although SS&C Technologies, Inc. continued as the same legal entity after the Acquisition, the accompanying consolidated financial data are presented for two periods: Predecessor and Successor, which relate to the period preceding the Acquisition and the period succeeding the Acquisition, respectively.

The summary unaudited pro forma condensed combined financial data for the year ended December 31, 2005 have been prepared to give effect to the Transactions and the acquisition of FMC as if they had occurred on January 1, 2005. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma condensed combined financial data do not purport to represent what our results actually would have been if the Transactions and the acquisition of FMC had occurred at any date, and such data do not purport to project the results of operations for any future period.

The summary historical consolidated and unaudited pro forma condensed combined financial data should be read in conjunction with Unaudited Pro Forma Condensed Combined Financial Information, Selected Historical Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes appearing elsewhere in this prospectus.

	Successor	Predecessor	Pro Forma	Successor	Predecessor		
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Year Ended December 31, 2005	Period from November 23, 2005 through December 31, 2005	Period from January 1, 2005 through November 22, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
	(Dollars in thousands)						
Statement of operations data:							
Revenues:							
Software licenses	$ 5,198	$ 4,495	$ 24,836	$ 3,587	$ 20,147	$ 17,250	$ 14,233
Maintenance	13,042	9,843	51,012	3,701	44,064	36,433	31,318
Professional services	5,178	2,621	16,484	2,520	12,565	11,320	6,757
Outsourcing	24,947	10,457	86,811	7,857	67,193	30,885	13,223
	48,365	27,416	179,143	17,665	143,969	95,888	65,531

Total revenues							
Cost of revenues	23,296	9,808	85,483	7,627	59,004	33,770	20,426
Gross profit	25,069	17,608	93,660	10,038	84,965	62,118	45,105
Operating expenses:							
Selling, marketing, general and administrative	7,766	4,962	32,704	2,504	25,078	18,748	15,547
Research and development	5,876	3,483	24,458	2,071	19,199	13,957	11,180
Merger costs					36,912		
Total operating expenses	13,642	8,445	57,162	4,575	81,189	32,705	26,727

Table of Contents

	Successor	Predecessor	Pro Forma	Successor		Predecessor	
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Year Ended December 31, 2005	Period from November 23, 2005 through December 31, 2005	Period from January 1, 2005 through November 22, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
	(Dollars in thousands)						
Operating income	11,427	9,163	36,498	5,463	3,776	29,413	18,378
Interest (expense) income, net	(11,509)	572	(47,603)	(4,890)	(1,061)		
Other (expense) income, net	(61)	50	1,194	258	655	99	47
Loss (income) before income taxes	(143)	9,785	(9,911)	831	3,370	31,040	19,337
Provision (benefit) for income taxes	83	3,816	(1,640)		2,658	12,030	7,541
Net (loss) income	$ (226)	$ 5,969	$ (8,271)	$ 831	$ 712	$ 19,010	$ 11,796
Other financial data:							
Ratio of Earnings to Fixed Charges(1)		32.6x		1.2x	1.8x	30.3x	19.5x
Balance sheet data (at period end):							
Cash, cash equivalents and marketable securities	$ 13,188			$ 15,584		$ 130,835	$ 52,381
Total assets	1,182,131			1,176,371		185,663	82,585
Total debt (including current portion of long-term debt)	483,238			488,581			
	557,413			557,133		156,094	61,588

Total stockholders equity

(1) Earnings for the three months ended March 31, 2006 were inadequate to cover fixed charges by approximately $143,000.

Table of Contents

RISK FACTORS

You should carefully consider the risks described as well as the other information contained in this prospectus before making a decision to participate in the exchange offer. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition or results of operations. Any of the following risks could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment.

Risks Relating to Our Indebtedness

Our substantial indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under the notes.

We have incurred a significant amount of indebtedness. As of March 31, 2006, we had total indebtedness of $483.2 million and additional available borrowings of $71.6 million under our revolving credit facility. $205.0 million of our total indebtedness consisted of our notes, $3.4 million consisted of secured indebtedness under our revolving credit facility and $274.8 million consisted of secured indebtedness under our term loan B facility.

Our substantial indebtedness could have important consequences. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to the notes;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund acquisitions, working capital, capital expenditures, research and development efforts and other general corporate purposes;
- increase our vulnerability to and limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- expose us to the risk of increased interest rates as borrowings under our senior credit facilities are subject to variable rates of interest;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit our ability to borrow additional funds.

In addition, the indenture governing the notes and the agreement governing our senior credit facilities contain financial and other restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debts.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our senior credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness, including our senior credit facilities and the notes, on commercially reasonable terms or at all. If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and

alliances. We cannot assure you that any such actions, if necessary, could be effected on commercially reasonable terms or at all.

Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial financial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future because the terms of the indenture governing the notes and our senior credit facilities do not fully prohibit us or our subsidiaries from doing so. Subject to covenant compliance and certain conditions, as of March 31, 2006, our senior credit facilities permit additional borrowing, including borrowing up to $71.6 million under our revolving credit facility. If new debt is added to our and our subsidiaries current debt levels, the related risks that we and they now face could intensify.

Your rights to receive payments on the notes are junior to the borrowings under our senior credit facilities and all future secured or senior indebtedness. Further, the guarantees of the notes are junior to the guarantors secured and senior indebtedness and all future secured or senior indebtedness.

The notes and the guarantees are subordinated obligations to substantially all of our existing and future debt, in particular our senior credit facilities, other than trade payables and any such debt that expressly provides that it ranks equally with, or is subordinated to, the notes or the guarantees. Any guarantee is subordinated in right of payment to all senior indebtedness of the relevant guarantor, including guarantees of our senior credit facilities. The notes and guarantees are also effectively subordinated to all of our and the guarantors secured debt to the extent of the assets securing such indebtedness. As of March 31, 2006, the notes were subordinated to $278.2 million of senior indebtedness and $71.6 million was available for borrowing as additional senior indebtedness under our revolving credit facility. We are permitted to borrow substantial additional indebtedness, including senior indebtedness, in the future under the terms of the indenture governing the notes.

In a bankruptcy, liquidation, reorganization or dissolution relating to us or the guarantors, our or the guarantors assets will be available to pay the notes and the guarantees only after all payments have been made on our or the guarantors senior indebtedness. After all payments have been made on such senior indebtedness, holders of the notes will participate with trade creditors and all other holders of senior subordinated indebtedness in the assets remaining. However, because the indenture governing the notes requires that amounts otherwise payable to holders of the notes in a bankruptcy or similar proceeding be paid to holders of senior indebtedness instead, holders of the notes may receive less, ratably, than holders of trade payables in any such proceeding. As a result, we cannot assure you that in any such event sufficient assets would remain to make any payments on the notes. In addition, all payments on the notes and the guarantees will be blocked in the event of a payment default on senior debt and may be blocked for up to 179 consecutive days in the event of certain non-payment defaults on senior debt. See Description of Senior Credit Facilities.

Restrictive covenants in the indenture governing the notes and the agreement governing our senior credit facilities may restrict our ability to pursue our business strategies.

The indenture governing the notes and the agreement governing our senior credit facilities limit our ability, among other things, to:

- incur additional indebtedness;
- sell assets, including capital stock of restricted subsidiaries;
- agree to payment restrictions affecting our restricted subsidiaries;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into transactions with our affiliates;
- incur liens; and

designate any of our subsidiaries as unrestricted subsidiaries.

Table of Contents

In addition, our senior credit facilities include other and more restrictive covenants and, subject to certain exceptions, prohibit us from prepaying our other indebtedness while indebtedness under our senior credit facilities is outstanding. The agreement governing our senior credit facilities also requires us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control.

The restrictions contained in the indenture governing the notes and the agreement governing our senior credit facilities could limit our ability to plan for or react to market conditions, meet capital needs or make acquisitions or otherwise restrict our activities or business plans.

A breach of any of these restrictive covenants or our inability to comply with the required financial ratios could result in a default under the agreement governing our senior credit facilities. If a default occurs, the lenders under our senior credit facilities may elect to:

- declare all borrowings outstanding, together with accrued interest and other fees, to be immediately due and payable; or

- prevent us from making payments on the notes,

either of which would result in an event of default under the notes. The lenders also have the right in these circumstances to terminate any commitments they have to provide further borrowings. If we are unable to repay outstanding borrowings when due, the lenders under our senior credit facilities also have the right to proceed against the collateral, including our available cash, granted to them to secure the indebtedness. If the indebtedness under our senior credit facilities and the notes were to be accelerated, we cannot assure you that our assets would be sufficient to repay in full that indebtedness and our other indebtedness. See Description of Senior Credit Facilities.

Federal and state statutes allow courts, under specific circumstances, to void guarantees and require note holders to return payments received from guarantors.

Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee, received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee and:

- was insolvent or rendered insolvent by reason of such incurrence; or

- was engaged in a business or transaction for which the guarantor s remaining assets constituted unreasonably small capital; or

- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In addition, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets; or

- if the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they become due.

Table of Contents

Certain subsidiaries are not included as subsidiary guarantors.

The notes are, or will be, guaranteed on a senior subordinated basis by our existing and future U.S. subsidiaries that are obligors under any of our indebtedness, including our senior credit facilities, or any indebtedness of our subsidiary guarantors. Our non-guarantor subsidiaries generated approximately 28% of our 2005 revenues, and as of December 31, 2005, our non-guarantor subsidiaries held approximately 26% and 30% of our total assets and tangible assets, respectively. In addition, we have the ability to designate certain of our subsidiaries as unrestricted subsidiaries pursuant to the terms of the indenture, and any subsidiary so designated will not be a subsidiary guarantor of the notes.

Our non-guarantor subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the notes, or to make any funds available therefore, whether by dividends, loans, distributions or other payments. Any right that we or the subsidiary guarantors have to receive any assets of any of the non-guarantor subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of notes to realize proceeds from the sale of any of those subsidiaries assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors and holders of debt of that subsidiary.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indenture governing the notes.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of the principal amount thereof plus accrued and unpaid interest and liquidated damages, if any, to the date of repurchase. However, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of notes or that restrictions in our senior credit facilities will not allow such repurchases. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a Change of Control under the indenture governing the notes. See Description of the Exchange Notes Repurchase at the Option of Holders Change of Control.

Your ability to transfer the exchange notes may be limited by the absence of an active trading market, and we cannot assure you that an active trading market for the exchange notes will develop.

There is no established trading market for the exchange notes. Although the initial purchasers have informed us that they currently intend to make a market in the exchange notes, they have no obligation to do so and may discontinue making a market at any time without notice. Therefore, we cannot guarantee that an active market for the exchange notes will develop or, if developed, that it will continue.

We do not intend to apply for listing of the exchange notes on any securities exchange or for quotation on any automated quotation system. The liquidity of any market for the exchange notes will depend upon the number of holders of the exchange notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the exchange notes and other factors. A liquid trading market may not develop for the notes. If a market develops, the notes could trade at prices that may be lower than the initial offering price of the notes.

The market price for the notes may be volatile.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes offered hereby. The market for the exchange notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of your exchange notes.

Table of Contents

If you do not properly tender your old notes, your ability to transfer your old notes will be adversely affected.

We will only issue exchange notes in exchange for old notes that are timely received by the exchange agent, together with all required documents, including a properly completed and signed letter of transmittal. Therefore, you should allow sufficient time to ensure timely delivery of the old notes and you should carefully follow the instructions on how to tender your old notes. Neither we nor the exchange agent are required to tell you of any defects or irregularities with respect to your tender of the old notes. If you do not tender your old notes or if we do not accept your old notes because you did not tender your old notes properly, then, after we consummate the exchange offer, you may continue to hold old notes that are subject to the existing transfer restrictions. In addition, if you tender your old notes for the purpose of participating in a distribution of the exchange notes, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes. If you are a broker-dealer that receives exchange notes for your own account in exchange for old notes that you acquired as a result of market-making activities or any other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale of such exchange notes in accordance with applicable regulations. After the exchange offer is consummated, if you continue to hold any old notes, you may have difficulty selling them because there will be fewer old notes outstanding. In addition, if a large amount of old notes are not tendered or are tendered improperly, the limited amount of exchange notes that would be issued and outstanding after we consummate the exchange offer could lower the market price of such exchange notes.

Risks Relating to Our Business

Our business is greatly affected by changes in the state of the general economy and the financial markets, and a slowdown or downturn in the general economy or the financial markets could adversely affect our results of operations.

Our clients include a range of organizations in the financial services industry whose success is intrinsically linked to the health of the economy generally and of the financial markets specifically. As a result, we believe that fluctuations, disruptions, instability or downturns in the general economy and the financial markets could disproportionately affect demand for our products and services. For example, such fluctuations, disruptions, instability or downturns may cause our clients to do the following:

- cancel or reduce planned expenditures for our products and services;
- seek to lower their costs by renegotiating their contracts with us;
- move their IT solutions in-house;
- switch to lower-priced solutions provided by our competitors; or
- exit the industry.

If such conditions occur and persist, our business and financial results, including our liquidity and our ability to fulfill our obligations to the holders of the notes and our other lenders, could be materially adversely affected.

Further or accelerated consolidations in the financial services industry could adversely affect our business, financial condition and results of operations.

If financial services firms continue to consolidate, as they have over the past decade, there could be a material adverse effect on our business and financial results. For example, if a client merges with a firm using its own solution or another vendor s solution, it could decide to consolidate its processing on a non-SS&C system. The resulting decline in demand for our products and services could have a material adverse effect on our business, financial condition and results of operations.

Table of Contents

We expect that our operating results, including our profit margins and profitability, may fluctuate over time.

Historically, our revenues, profit margins and other operating results have fluctuated significantly from period to period and over time. Such fluctuations are due to a number of factors, including:

- the timing, size and nature of our license and service transactions;
- the timing of the introduction and the market acceptance of new products, product enhancements or services by us or our competitors;
- the amount and timing of our operating costs and other expenses;
- the financial health of our clients;
- changes in the volume of assets under our clients management;
- cancellations of maintenance and/or outsourcing arrangements by our clients;
- changes in local, national and international regulatory requirements;
- changes in our personnel;
- implementation of our licensing contracts and outsourcing arrangements;
- changes in economic and financial market conditions; and
- changes in the mix of the types of products and services we provide.

If we are unable to retain and attract clients, our revenues and net income would remain stagnant or decline.

If we are unable to keep existing clients satisfied, sell additional products and services to existing clients or attract new clients, then our revenues and net income would remain stagnant or decline. A variety of factors could affect our ability to successfully retain and attract clients, including:

- the level of demand for our products and services;
- the level of client spending for information technology;
- the level of competition from internal client solutions and from other vendors;
- the quality of our client service;
- our ability to update our products and services and develop new products and services needed by clients;
- our ability to understand the organization and processes of our clients; and
- our ability to integrate and manage acquired businesses.

We face significant competition with respect to our products and services, which may result in price reductions, reduced gross margins or loss of market share.

The market for financial services software and services is competitive, rapidly evolving and highly sensitive to new product and service introductions and marketing efforts by industry participants. The market is also highly fragmented and served by numerous firms that target only local markets or specific client types. We also face competition from information systems developed and serviced internally by the IT departments of financial services firms.

Some of our current and potential competitors have significantly greater financial, technical and marketing resources, generate higher revenues and have greater name recognition. Our current or potential competitors may develop products comparable or superior to those developed by us, or adapt more quickly to new technologies, evolving industry trends or changing client or regulatory requirements. It is also

possible that alliances among competitors may emerge and rapidly acquire significant market share. Increased competition may result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect our business, financial condition and results of operations.

We may not achieve the anticipated benefits from our acquisitions and may face difficulties in integrating our acquisitions, which could adversely affect our revenues, subject us to unknown liabilities, increase costs and place a significant strain on our management.

We have made and may in the future make acquisitions of companies, products or technologies that we believe could complement or expand our business, augment our market coverage, enhance our technical capabilities or otherwise offer growth opportunities. Failure to achieve the anticipated benefits of an acquisition could harm our business, results of operations and cash flows. Acquisitions could subject us to contingent or unknown liabilities, and we may have to incur debt or severance liabilities or write off investments, infrastructure costs or other assets.

Our success is also dependent on our ability to complete the integration of the operations of acquired businesses in an efficient and effective manner. Successful integration in the rapidly changing financial services software and services industry may be more difficult to accomplish than in other industries. We may not realize the benefits we anticipate from the FMC acquisition or from other acquisitions, such as lower costs or increased revenues. We may also realize such benefits more slowly than anticipated, due to our inability to:

- combine operations, facilities and differing firm cultures;
- retain the clients or employees of acquired entities;
- generate market demand for new products and services;
- coordinate geographically dispersed operations and successfully adapt to the complexities of international operations;
- integrate the technical teams of these companies with our engineering organization;
- incorporate acquired technologies and products into our current and future product lines; and
- integrate the products and services of these companies with our business, where we do not have distribution, marketing or support experience for these products and services.

Integration may not be smooth or successful. The inability of management to successfully integrate the operations of acquired companies could have a material adverse effect on our business, financial condition and results of operations. Such acquisitions may also place a significant strain on our management, administrative, operational, financial and other resources. To manage growth effectively, we must continue to improve our management and operational controls, enhance our reporting systems and procedures, integrate new personnel and manage expanded operations. If we are unable to manage our growth and the related expansion in our operations from recent and future acquisitions, our business may be harmed through a decreased ability to monitor and control effectively our operations and a decrease in the quality of work and innovation of our employees.

If we are unable to protect our proprietary technology, our success and our ability to compete will be subject to various risks, such as third-party infringement claims, unauthorized use of our technology, disclosure of our proprietary information or inability to license technology from third parties.

Our success and ability to compete depends in part upon our ability to protect our proprietary technology. We rely on a combination of trade secret, patent, copyright and trademark law, nondisclosure agreements and technical measures to protect our proprietary technology. We have registered trademarks for many of our products and will continue to evaluate the registration of additional trademarks as appropriate. We generally enter into confidentiality and/or license agreements with our employees, distributors, clients and potential clients. We seek to protect our software, documentation and other written

materials under trade secret and copyright laws, which afford only limited protection. These efforts may be insufficient to prevent third parties from asserting intellectual property rights in our technology. Furthermore, it may be possible for unauthorized third parties to copy portions of our products or to reverse engineer or otherwise obtain and use our proprietary information, and third parties may assert ownership rights in our proprietary technology.

Existing patent and copyright laws afford only limited protection. Others may develop substantially equivalent or superseding proprietary technology, or competitors may offer equivalent products in competition with our products, thereby substantially reducing the value of our proprietary rights. We cannot be sure that our proprietary technology does not include open-source software, free-ware, share-ware or other publicly available technology. There are many patents in the investment management field. As a result, we are subject to the risk that others will claim that the important technology we have developed, acquired or incorporated into our products will infringe the rights, including the patent rights, such persons may hold. Third parties also could claim that our software incorporates publicly available software and that, as a result, we must publicly disclose our source code. Because we rely on confidentiality for protection, such an event could result in a material loss of intellectual property rights. We cannot be sure that we will develop proprietary products or technologies that are patentable, that any patent, if issued, would provide us with any competitive advantages or would not be challenged by third parties, or that the patents of others will not adversely affect our ability to do business. Expensive and time-consuming litigation may be necessary to protect our proprietary rights.

We have acquired and may acquire important technology rights through our acquisitions and have often incorporated and may incorporate features of this technology across many products and services. As a result, we are subject to the above risks and the additional risk that the seller of the technology rights may not have appropriately protected the intellectual property rights we acquired. Indemnification and other rights under applicable acquisition documents are limited in term and scope and therefore provide us with only limited protection.

In addition, we currently use certain third-party software in providing our products and services, such as industry standard databases and report writers. If we lost our licenses to use such software or if such licenses were found to infringe upon the rights of others, we would need to seek alternative means of obtaining the licensed software to continue to provide our products or services. Our inability to replace such software, or to replace such software in a timely manner, could have a negative impact on our operations and financial results.

We could become subject to litigation regarding intellectual property rights, which could seriously harm our business and require us to incur significant costs, which, in turn, could reduce or eliminate profits.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. While we are not currently a party to any litigation asserting that we have violated third-party intellectual property rights, we may be a party to litigation in the future to enforce our intellectual property rights or as a result of an allegation that we infringe others intellectual property, including patents, trademarks and copyrights. Any parties asserting that our products or services infringe upon their proprietary rights would force us to defend ourselves and possibly our clients against the alleged infringement. Third parties could claim that our software incorporates publicly available software and that, as a result, we must publicly disclose our source code. These claims and any resulting lawsuit, if successful, could subject us to significant liability for damages and invalidation of our proprietary rights. These lawsuits, regardless of their success, could be time-consuming and expensive to resolve, adversely affect our revenues, profitability and prospects and divert management time and attention away from our operations. We may be required to re-engineer our products or services or obtain a license of third-party technologies on unfavorable terms.

Table of Contents

Our failure to continue to derive substantial revenues from the licensing of, or outsourcing solutions related to, our CAMRA, TradeThru, Pacer, AdvisorWare and Total Return software, and the provision of maintenance and professional services in support of such licensed software, could adversely affect our ability to sustain or grow our revenues and harm our business, financial condition and results of operations.

Our CAMRA, TradeThru, Pacer, AdvisorWare and Total Return products accounted for approximately 55% of our revenue for the year ended December 31, 2005. We expect that the revenues from these software products and services will continue to account for a significant portion of our total revenues for the foreseeable future. As a result, factors adversely affecting the pricing of or demand for such products and services, such as competition or technological change, could have a material adverse effect on our ability to sustain or grow our revenues and harm our business, financial condition and results of operations.

We may be unable to adapt to rapidly changing technology and evolving industry standards, and our inability to introduce new products and services could adversely affect our business, financial condition and results of operations.

Rapidly changing technology, evolving industry standards and new product and service introductions characterize the market for our products and services. Our future success will depend in part upon our ability to enhance our existing products and services and to develop and introduce new products and services to keep pace with such changes and developments and to meet changing client needs. The process of developing our software products is extremely complex and is expected to become increasingly complex and expensive in the future due to the introduction of new platforms, operating systems and technologies. Our ability to keep up with technology and business changes is subject to a number of risks, including that:

- we may find it difficult or costly to update our services and software and to develop new products and services quickly enough to meet our clients needs;

- we may find it difficult or costly to make some features of our software work effectively and securely over the Internet or with new or changed operating systems;

- we may find it difficult or costly to update our software and services to keep pace with business, evolving industry standards, regulatory and other developments in the industries where our clients operate; and

- we may be exposed to liability for security breaches that allow unauthorized persons to gain access to confidential information stored on our computers or transmitted over our network.

Our failure to enhance our existing products and services and to develop and introduce new products and services to promptly address the needs of the financial markets could adversely affect our business, financial condition and results of operations.

Undetected software design defects, errors or failures may result in loss of or delay in market acceptance of our products or in liabilities that could adversely affect our revenues, financial condition and results of operations.

Our software products are highly complex and sophisticated and could contain design defects or software errors that are difficult to detect and correct. Errors or bugs may result in loss of or delay in market acceptance of our software products or loss of client data or require design modifications. We cannot assure you that, despite testing by us and our clients, errors will not be found in new products, which errors could result in a delay in or an inability to achieve market acceptance or in litigation and other claims for damages against us and thus could have a material adverse effect upon our revenues, financial condition and results of operations.

If we cannot attract, train and retain qualified managerial, technical and sales personnel, we may not be able to provide adequate technical expertise and customer service to our clients or maintain focus on our business strategy.

We believe that our success is due in part to our experienced management team. We depend in large part upon the continued contribution of our senior management and, in particular, William C. Stone, our Chief Executive Officer and Chairman of the Board of Directors. Losing the services of one or more members of our senior management could adversely affect our business and results of operations. Mr. Stone has been instrumental in developing our business strategy and forging our business relationships since he founded the company in 1986. We maintain no key man life insurance policies for Mr. Stone or any other senior officers or managers.

Our success is also dependent upon our ability to attract, train and retain highly skilled technical and sales personnel. Loss of the services of these employees could materially affect our operations. Competition for qualified technical personnel in the software industry is intense, and we have, at times, found it difficult to attract and retain skilled personnel for our operations.

Locating candidates with the appropriate qualifications, particularly in the desired geographic location and with the necessary subject matter expertise, is difficult. Our failure to attract and retain a sufficient number of highly skilled employees could adversely affect our business, financial condition and results of operations.

Challenges in maintaining and expanding our international operations can result in increased costs, delayed sales efforts and uncertainty with respect to our intellectual property rights and results of operations.

For the years ended December 31, 2005, 2004 and 2003, international revenues accounted for 37%, 22% and 17%, respectively, of our total revenues. We sell certain of our products, such as Altair, Mabel and Pacer, primarily outside the United States. Our international business may be subject to a variety of risks, including:

- difficulties in obtaining U.S. export licenses;
- potentially longer payment cycles;
- increased costs associated with maintaining international marketing efforts;
- foreign currency fluctuations;
- the introduction of non-tariff barriers and higher duty rates;
- foreign regulatory compliance; and
- difficulties in enforcement of third-party contractual obligations and intellectual property rights.

Such factors could have a material adverse effect on our business, financial condition or results of operations.

Catastrophic events may adversely affect our ability to provide, our clients ability to use, and the demand for, our products and services, which may disrupt our business and cause a decline in revenues.

A war, terrorist attack, natural disaster or other catastrophe may adversely affect our business. A catastrophic event could have a direct negative impact on us or an indirect impact on us by, for example, affecting our clients, the financial markets or the overall economy and reducing our ability to provide, our clients ability to use, and the demand for, our products and services. The potential for a direct impact is due primarily to our significant investment in infrastructure. Although we maintain redundant facilities and have contingency plans in place to protect against both man-made and natural threats, it is impossible to fully anticipate and protect against all potential catastrophes. A computer virus, security breach, criminal act, military action, power or communication failure, flood, severe storm or the like could lead to service

interruptions and data losses for clients, disruptions to our operations, or damage to important facilities. In addition, such an event may cause clients to cancel their agreements with us for our products or services. Any of these could have a material adverse effect on our business, revenues and financial condition.

Our application service provider systems may be subject to disruptions that could adversely affect our reputation and our business.

Our ASP systems maintain and process confidential data on behalf of our customers, some of which is critical to their business operations. For example, our trading systems maintain account and trading information for our customers and their clients. There is no guarantee that the systems and procedures that we maintain to protect against unauthorized access to such information are adequate to protect against all security breaches. If our ASP systems are disrupted or fail for any reason, or if our systems or facilities are infiltrated or damaged by unauthorized persons, our customers could experience data loss, financial loss, harm or reputation and significant business interruption. If that happens, we may be exposed to unexpected liability, our customers may leave, our reputation may be tarnished, and there could be a material adverse effect on our business and financial results.

We are controlled by The Carlyle Group, whose interests may not be aligned with yours.

The Carlyle Group and its affiliates own a substantial majority of the fully diluted equity of Holdings, and, therefore, have the power to control our affairs and policies. Carlyle and its affiliates also control, to a large degree, the election of directors, the appointment of management, the entering into mergers, sales of substantially all of our assets and other extraordinary transactions. The directors so elected will have authority, subject to the terms of our debt, to issue additional stock, implement stock repurchase programs, declare dividends and make other decisions. The interests of Carlyle and its affiliates could conflict with your interests. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of Carlyle, as equity holders, might conflict with your interests as a note holder. Carlyle and its affiliates may also have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a note holder. Additionally, Carlyle and its affiliates are in the business of making investments in companies, and may from time to time in the future acquire interests in businesses that directly or indirectly compete with certain portions of our business or are suppliers or customers of ours.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms believes, estimates, anticipates, expects, intends, may, will or should or, in each case, their negative or other variatio comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth and strategies and the industry in which we operate.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

The following listing represents some, but not necessarily all, of the factors that may cause actual results to differ from those anticipated or predicted:

- the effect of a slowdown or downturn in the general economy or the financial markets;
- the effect of any further or accelerated consolidations in the financial services industry;
- our ability to retain and attract clients and key personnel;
- the integration of acquired businesses;
- our ability to continue to derive substantial revenues from the licensing of, or outsourcing solutions related to, certain of our licensed software, and the provision of maintenance and professional services in support of such licensed software;
- our ability to adapt to rapidly changing technology and evolving industry standards, and our ability to introduce new products and services;
- challenges in maintaining and expanding our international operations;
- the effects of war, terrorism and other catastrophic events;
- the risk of increased interest rates due to the variable rates of interest on certain of our indebtedness; and
- other risks and uncertainties, including those listed under the caption Risk Factors.

You should also carefully read the factors described in the Risk Factors section of this prospectus to better understand the risks and uncertainties inherent in our business and underlying any forward-looking statements.

Any forward-looking statements that we make in this prospectus speak only as of the date of such statement, and we undertake no obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

USE OF PROCEEDS

We will not receive any proceeds from the issuance of the exchange notes in the exchange offer. This exchange offer is intended to satisfy our obligations under the registration rights agreement, dated as of November 23, 2005, by and among us, the guarantors party thereto, and the initial purchasers of the old notes. In return for issuance of the exchange notes, we will receive in exchange old notes in like principal amount. We will retire or cancel all of the old notes tendered in the exchange offer.

On November 23, 2005, we issued and sold the old notes. We used the proceeds from the offering of the old notes, together with borrowings under the senior credit facilities and equity contributions from Carlyle, William Stone and our management, to finance the Acquisition and to repay indebtedness under our old credit facility and to pay related fees and expenses. See Management s Discussion and Analysis of Financial Condition and Results of Operation Liquidity and Capital Resources and The Transactions.

Table of Contents

CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2006:

		As of March 31, 2006
		(In thousands)
Cash and cash equivalents	$	13,188
Senior credit facilities:		
Revolving credit facility(1)	$	3,423
Term loan B facility		274,807
11 3/4% senior subordinated notes due 2013		205,000
Other debt		8
Total debt		483,238
Total stockholder s equity		557,413
Total capitalization	$	1,040,651

(1) At March 31, 2006, $71.6 million was available for additional borrowing under our revolving credit facility.

Table of Contents

SELECTED HISTORICAL FINANCIAL DATA

The following table sets forth selected historical consolidated financial data of SS&C Technologies, Inc. as of the dates and for the periods indicated. The selected historical consolidated financial data as of March 31, 2006 and for the three months ended March 31, 2006 and 2005 have been derived from our unaudited historical consolidated financial statements included elsewhere in this prospectus. The selected historical consolidated financial data as of December 31, 2005 and 2004 and for the periods from November 23, 2005 through December 31, 2005, from January 1, 2005 through November 22, 2005 and for the fiscal years ended December 31, 2004 and 2003 have been derived from our historical consolidated financial statements included elsewhere in this prospectus, which have been audited by PricewaterhouseCoopers LLP. The selected historical consolidated financial data as of December 31, 2003, 2002 and 2001 and for the fiscal years ended December 31, 2002 and 2001 have been derived from audited historical consolidated financial statements not included in this prospectus.

The results of operations for any period are not necessarily indicative of the results to be expected for any future period. The selected historical consolidated financial data set forth below should be read in conjunction with, and are qualified by reference to, Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes thereto appearing elsewhere in this prospectus.

	Successor	Predecessor	Successor	Predecessor				
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Period from November 23, 2005 through December 31, 2005	Period from January 1, 2005 through November 22, 2005	Year Ended December 31, 2004	2003	2002	2001
	(Dollars in thousands)							
Statement of operations data:								
Revenues:								
Software licenses	$ 5,198	$ 4,495	$ 3,587	$ 20,147	$ 17,250	$ 14,233	$ 15,631	$ 15,291
Maintenance	13,042	9,843	3,701	44,064	36,433	31,318	27,850	26,737
Professional services	5,178	2,621	2,520	12,565	11,320	6,757	6,326	8,002
Outsourcing	24,947	10,457	7,857	67,193	30,885	13,223	12,627	6,339
Total revenues	48,365	27,416	17,665	143,969	95,888	65,531	62,434	56,369
Cost of revenues:								
Software licenses	2,261	595	856	2,963	2,258	1,788	1,316	717
Maintenance	4,799	2,148	1,499	10,393	8,462	6,248	5,640	6,812
Professional services	2,982	1,654	861	7,849	6,606	4,387	5,412	6,857
Outsourcing	13,254	5,411	4,411	37,799	16,444	8,003	8,621	5,865
Total cost of revenues	23,296	9,808	7,627	59,004	33,770	20,426	20,989	20,251
Gross profit	25,069	17,608	10,038	84,965	62,118	45,105	41,445	36,118

Operating expenses:								
Selling and marketing	3,708	2,443	1,364	13,134	10,734	8,393	9,078	11,355
Research and development	5,876	3,483	2,071	19,199	13,957	11,180	11,760	11,291
General and administrative	4,058	2,519	1,140	11,944	8,014	7,154	7,721	10,037
Restructuring								840
Write-off of purchased in-process research and development							1,744	
Merger costs				36,912				
Total operating expenses	13,642	8,445	4,575	81,189	32,705	26,727	30,303	33,523

30

Table of Contents

	Successor	Predecessor	Successor	Predecessor				
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Period from November 23, 2005 through December 31, 2005	Period from January 1, 2005 through November 22, 2005	Year Ended December 31, 2004	2003	2002	2001
	(Dollars in thousands)							
Operating income	11,427	9,163	5,463	3,776	29,413	18,378	11,142	2,595
Interest income (expense), net	(11,509)	572	(4,890)	(1,061)	1,528	912	1,431	2,690
Other income (expense), net	(61)	50	258	655	99	47	(273)	1,202
(Loss) income before income taxes	(143)	9,785	831	3,370	31,040	19,337	12,300	6,487
Provision for income taxes	83	3,816		2,658	12,030	7,541	4,995	2,465
Net (loss) income	$ (226)	$ 5,969	$ 831	$ 712	$ 19,010	$ 11,796	$ 7,305	$ 4,022
Statement of cash flows data:								
Net cash provided by (used in):								
Operating activities	$ 15,436	$ 12,816	$ 4,915	$ 32,116	$ 28,524	$ 23,711	$ 15,495	$ 7,780
Investment activities	(12,578)	(11,704)	(877,261)	(110,495)	(89,220)	(15,321)	(2,738)	1,604
Financing activities	(5,263)	(6,900)	868,655	69,161	74,074	(12,081)	(23,290)	(1,493)
Other financial data:								
Ratio of earnings to fixed charges(1)		32.6x	1.2x	1.8x	30.3x	19.5x	14.6x	7.2x
Balance sheet data (at period								

end):

Cash, cash equivalents and marketable securities	$ 13,188	$ 15,584	$ 130,835	$ 52,381	$ 41,719	$ 59,502
Goodwill and other intangible assets, net	1,111,468	1,103,224	28,429	8,398	8,064	2,024
Total assets	1,182,131	1,176,371	185,663	82,585	75,480	88,779
Total debt (including current portion of long-term debt)	483,238	488,581				5
Total stockholders equity	557,413	557,133	156,094	61,588	57,270	72,948

(1) Earnings for the three months ended March 31, 2006 were inadequate to cover fixed charges by approximately $143,000.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

Overview

The following unaudited pro forma condensed combined statement of operations for the year ended December 31, 2005 has been developed by applying pro forma adjustments to the audited historical statements of operations of SS&C appearing elsewhere in this prospectus. The unaudited pro forma condensed combined statement of operations gives effect to the Transactions and the acquisition of FMC as if they had occurred on January 1, 2005. Only FMC is included in the pro forma adjustment since it was the only significant acquisition during 2005. Assumptions underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with this unaudited pro forma condensed combined financial statement.

The unaudited pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable under the circumstances. The unaudited pro forma condensed combined financial information does not purport to represent what our results of operations would have been had the Transactions and the FMC acquisition actually occurred on the date indicated and they do not purport to project our results of operations for any future period. All pro forma adjustments and their underlying assumptions are described more fully in the notes to our unaudited pro forma condensed combined statement of operations.

The Transactions were accounted for using purchase accounting. The total purchase price was allocated to our net tangible and identifiable intangible assets based on their estimated values as of November 23, 2005. The excess of the purchase price over the net tangible and identifiable intangible assets was recorded as goodwill. The allocation of the purchase price for property and equipment, intangible assets and deferred income taxes was based upon preliminary valuation data and the estimates and assumptions are subject to change. The primary areas of the purchase price allocation that are not yet finalized relate to restructuring and exit activities, transaction costs, income-based taxes and residual goodwill. A description of the Transactions and the acquisition of FMC are fully described in the notes to the consolidated financial statements of SS&C Technologies, Inc. for the period ended December 31, 2005 which appear elsewhere in this prospectus.

The unaudited pro forma condensed combined statement of operations reflects adjustments for amortization expense associated with certain identifiable intangible assets, interest expense and amortization of deferred financing fees for debt issued, depreciation expense for the increase of fixed assets to fair value and a reduction in revenue for the deferred revenue purchase accounting adjustments. The tax effects of the aforementioned adjustments at a statutory tax rate of 39.0% have also been reflected.

You should read the unaudited pro forma condensed combined statement of operations and the related notes thereto in conjunction with the information contained in The Transactions, Capitalization, Selected Historical Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes thereto appearing elsewhere in this prospectus.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2005

	Predecessor Historical SS&C	Successor Historical SS&C	Historical FMC(A)	Pro Forma Adjustments	Pro Forma SS&C
	(Dollars in thousands)				
Revenues:					
Software licenses	$ 20,147	$ 3,587	$ 1,102	$	$ 24,836
Maintenance	44,064	3,701	3,247		51,012
Professional services	12,565	2,520	1,399		16,484
Outsourcing	67,193	7,857	11,761		86,811
Total revenues	143,969	17,665	17,509		179,143
Cost of revenues	59,004	7,627	7,828	11,024(B)	85,483
Gross profit	84,965	10,038	9,681	(11,024)	93,660
Operating expenses:					
Selling, marketing, general and administrative	25,078	2,504	12,337	(7,215)(C)	32,704
Research and development	19,199	2,071	4,298	(1,110)(D)	24,458
Merger costs related to the sale of SS&C	36,912		8,317	(45,229)(E)	
Total operating expenses	81,189	4,575	24,952	(53,554)	57,162
Operating income (loss)	3,776	5,463	(15,271)	42,530	36,498
Interest expense, net	(1,061)	(4,890)		(41,652)(F)	(47,603)
Other income, net	655	258	281		1,194
Income (loss) before income taxes	3,370	831	(14,990)	878	(9,911)
Provision (benefit) for income taxes	2,658		(4,640)	342(G)	(1,640)
Net income (loss)	$ 712	$ 831	$ (10,350)	$ 536	$ (8,271)

See accompanying notes

33

Table of Contents

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS (dollars in thousands)

(A) Reflects the historical results of operations of FMC for the period January 1, 2005 to April 19, 2005 (the date of acquisition). The financial statements of FMC are translated from Canadian dollars to U.S. dollars using the average exchange rate for the period.

On April 19, 2005, SS&C Technologies, Inc. purchased substantially all the outstanding stock of FMC for the purchase price of approximately $159.0 million plus an estimated $13.7 million in costs of effecting the transaction.

(B) Reflects adjustments for (1) increased intangible asset amortization associated with acquired identifiable intangible assets in connection with the Transactions, (2) the elimination of amortization previously recorded by us for intangible assets and (3) the elimination of compensation and benefit expenses related to net headcount reductions completed in May 2005 as a result of our acquisition of FMC, as follows:

Cost of revenues adjustments:		
Additional amortization for adjustments to intangible assets	$	12,357
Terminated employees at FMC		(1,333)
Subtotal	$	11,024

(C) Reflects adjustments for (1) increased intangible asset amortization associated with acquired identified intangible assets in connection with the Transactions, (2) the elimination of amortization previously recorded by us for intangible assets, (3) the elimination of compensation and benefit expenses related to net headcount reductions completed in May 2005 as a result of our acquisition of FMC, (4) the elimination of stock-based compensation expense recorded by FMC as a result of stock options whose vesting accelerated in connection with our acquisition of FMC and the elimination of stock-based compensation expense recorded by FMC under Canadian GAAP to conform to our accounting policy, (5) the elimination of our NASDAQ registration fees and directors compensation and (6) the annual management fee charged by Carlyle, as follows:

Selling, marketing, general and administrative adjustments:		
Additional amortization for adjustments to intangible assets	$	1,130
Terminated employees at FMC		(869)
Stock-based compensation expense		(8,288)
Public company expense adjustments		(105)
Management fees		917
Subtotal	$	(7,215)

(D) Reflects adjustments for (1) increased intangible asset amortization associated with acquired identified intangible assets in connection with the Transactions, (2) the elimination of amortization previously recorded by us for intangible assets, (3) the reclassification to income tax provision of research and development tax credits recorded by FMC, to comply with U.S. GAAP and (4) the elimination of compensation and benefit expenses related to net headcount reductions completed in May 2005 as a result of our acquisition of FMC, as follows:

Research and development adjustments:		
Additional amortization for adjustments to intangible assets	$	(49)

Reclassification of FMC research and development tax credits		105
Terminated employees at FMC		(1,166)
Subtotal	$	(1,110)

(E) Reflects the elimination of one-time corporate expenses relating to the Transactions and our acquisition of FMC.

(F) Reflects interest income (expense) adjustments for (1) increased interest expense attributable to the $275 million term loan at an assumed annual interest rate equal to average three-month LIBOR during the period of 3.4% plus 2.75% per annum, (2) increased interest expense attributable to the $10 million revolving credit facility at an assumed annual interest rate equal to average three-month LIBOR during the period of 3.4% plus 2.75% per annum, (3) increased interest expense attributable to the notes at a rate of 11.75% per annum, (4) the amortization of debt issuance costs related to the Transactions, (5) the reduction of historical interest expense to reflect the repayment of our prior credit facility and the elimination of related loan origination fees and (6) a decrease in interest income related to the use of $84,000 in cash, using a 2.0% interest rate, and an increase in interest expense related to the borrowing of $75,000, using an average borrowing rate of 3.7% for LIBOR rate loans to fund the acquisition of FMC, as follows:

Interest expense, net adjustments:		
Incremental interest expense related to financing	$	(40,269)
Effect on interest income (expense) related to use of cash and borrowings for the acquisition of FMC		(1,383)
Subtotal	$	(41,652)

A 0.125% change in interest rates would change cash interest expense for the year ended December 31, 2005 by $355,000. SS&C Technologies, Inc. has three interest rate swap agreements in place that would mitigate the impact of this change.

(G) Reflects the tax effect of the pro forma adjustments, calculated at the statutory rate of 39%.

Table of Contents

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading provider of a broad range of highly specialized proprietary software and software-enabled outsourcing solutions for the financial services industry. Substantially all of our revenue is derived from our proprietary software, which facilitates and automates mission-critical processing for information management, analysis, trading, accounting, reporting and compliance.

We focus on increasing the portion of our revenues derived from our software-enabled outsourcing solutions and maintenance services because these provide us with contractually recurring revenue streams. We have taken a number of steps to increase recurring revenues, such as automating our outsourcing delivery methods, providing our employees with sales incentives and acquiring businesses that offer software-enabled outsourcing services or that have a large base of maintenance clients. We believe that increasing the portion of our total revenues that are contractually recurring gives us the ability to better plan and manage our business and helps us to reduce the fluctuations in revenues and cash flows typically associated with software license revenues. Our outsourcing revenues increased from $13.2 million, or 20% of total revenues, in 2003 to $75.0 million, or 46% of total revenues, in 2005. Our maintenance revenues increased from $31.3 million in 2003 to $47.8 million in 2005. We expect our maintenance and outsourcing revenues to continue to increase as a percentage of our total revenues.

While increasing our contractually recurring revenues, we also focus on increasing our profitability and operating cash flow. We believe that our success in managing operating expenses results from a disciplined approach to cost controls, our focus on operational efficiencies, identification of synergies related to acquisitions and more cost-effective marketing programs.

Strategic Acquisitions

In recent periods, we have consummated a number of strategic acquisitions through which we have generated revenue growth, expanded our customer base and added strategic assets to our business. The overall impact of these acquisitions on the operation of our business has been to increase our market presence both in the United States and abroad, expand the breadth of our proprietary software and software-enabled outsourcing service offerings and increase the number of customers to whom we provide our services. Our most significant strategic acquisitions in 2004, 2005 and the three months ended March 31, 2006 include:

Our March 3, 2006, purchase of all the outstanding stock of Cogent Management Inc., a provider of hedge fund management services primarily to U.S.-based hedge funds. We purchased Cogent for $12.25 million in cash, using $6.25 million of cash on hand and borrowing $6.0 million under the revolving portion of our credit facility.

Our October 31, 2005 purchase of Open Information Systems, Inc., or OIS, a provider of Internet-based solutions that address the functions that banks provide to the securities industry, such as issuing and paying agent, custody, security lending and collateral management. We purchased all of the outstanding capital stock of OIS for $24.0 million, using a combination of $16.0 million of cash on hand and $8.0 million of additional borrowings under our credit facility.

Our April 19, 2005 purchase of FMC, a leading provider of comprehensive investment management systems that complement our product and service offerings to meet the front-, middle- and back- office needs of the investment management industry. This acquisition is our largest to date and provides us with significant opportunities to grow revenues while eliminating duplicative costs. We purchased substantially all of the outstanding stock of FMC for $159.0 million in cash.

Our February 28, 2005 purchase of EisnerFast LLC, which provides fund accounting and administration services to on- and off-shore hedge and private equity funds, funds of funds, and

investment advisors. We purchased all of the membership interests in EisnerFast for $25.3 million in cash. EisnerFast was recently renamed SS&C Fund Administration Services LLC.

Our April 12, 2004 purchase of OMR Systems Corporation and OMR Systems International, Ltd., which we refer to collectively as OMR, which provides treasury processing software and outsourcing solutions to banks in Europe and the U.S. and offers comprehensive hedge fund administration. We purchased all of the outstanding capital stock of OMR for $19.7 million.

The Acquisition

SS&C Technologies, Inc. was acquired on November 23, 2005 through a merger transaction with Sunshine Acquisition Corporation, a Delaware corporation formed by investment funds associated with The Carlyle Group. The Acquisition was accomplished through the merger of Sunshine Merger Corporation into SS&C Technologies, Inc., with SS&C Technologies, Inc. being the surviving company and a wholly owned subsidiary of Sunshine Acquisition Corporation.

Although SS&C Technologies, Inc. continued as the same legal entity after the Acquisition, the accompanying consolidated statements of operations, cash flows and stockholders equity are presented for two periods: Predecessor and Successor, which relate to the period preceding the Acquisition and the period succeeding the Acquisition, respectively. The Company refers to the operations of SS&C Technologies, Inc. and subsidiaries for both the Predecessor and Successor periods. We have prepared our discussion of the annual results of operations by comparing the mathematical combination of the Successor and Predecessor periods in the year ended December 31, 2005 to the years ended December 31, 2004 and 2003. Although this presentation does not comply with generally accepted accounting principles (GAAP), we believe that it provides a meaningful method of comparison. The combined operating results have not been prepared as pro forma results under applicable regulations and may not reflect the actual results we would have achieved absent the Acquisition and may not be predictive of future results of operations.

Effect of the Acquisition

As a result of the Acquisition, our assets and liabilities, including customer relationships, completed technology and trade names, were adjusted to their fair market values as of the closing date. These adjusted valuations will cause an increase in our cost of revenue and operating expenses due to an increase in expense related to amortization of intangible assets.

The value at which we carry our intangible assets and goodwill increased significantly. As set forth in greater detail in the table below, as a result of the application of purchase accounting, our intangible assets with definite lives were revalued from an aggregate of $80.7 million prior to the consummation of the Acquisition to $272.1 million after the consummation of the Acquisition, and were assigned new amortization periods.

The valuation assigned to our intangible assets at the date of the Acquisition is as follows:

	Carrying Value (In millions)	Weighted Average Amortization Period
Customer relationships	$ 197.1	11.5 years
Completed technology	$ 55.7	8.5 years
Trade names	$ 17.2	13.9 years
Exchange relationships	$ 1.4	10 years
Other	$ 0.7	3 years

In addition, goodwill was also revalued from $175.5 million prior to the consummation of the Acquisition to $815.6 million after the consummation of the Acquisition and is subject to annual impairment testing.

Additionally, as discussed below in Liquidity and Capital Resources, we incurred significant indebtedness in connection with the consummation of the Acquisition, and our total indebtedness and related interest expenses are significantly higher than prior to the Acquisition.

Critical Accounting Estimates and Assumptions

Our significant accounting policies are summarized in note 2 to our audited consolidated financial statements. A number of our accounting policies require the application of significant judgment by our management, and such judgments are reflected in the amounts reported in our consolidated financial statements. In applying these policies, our management uses its judgment to determine the appropriate assumptions to be used in the determination of estimates. Those estimates are based on our historical experience, terms of existing contracts, management s observation of trends in the industry, information provided by our clients and information available from other outside sources, as appropriate. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, doubtful accounts receivable, goodwill and other intangible assets and other contingent liabilities. Actual results may differ significantly from the estimates contained in our consolidated financial statements. We believe that the following are our critical accounting policies.

Revenue Recognition

Our revenues consist primarily of software license revenues, maintenance revenues, and professional and outsourcing services revenues.

We apply the provisions of Statement of Position No. 97-2, Software Revenue Recognition (SOP 97-2) to all software transactions. We recognize revenues from the sale of software licenses when persuasive evidence of an arrangement exists, the product has been delivered, the fee is fixed or determinable and collection of the resulting receivable is reasonably assured. Our products generally do not require significant modification or customization of software. Installation of the products is generally routine and is not essential to the functionality of the product.

We use a signed license agreement as evidence of an arrangement for the majority of our transactions. Delivery occurs when the product is delivered to a common carrier F.O.B. shipping point. Although our arrangements generally do not have acceptance provisions, if such provisions are included in the arrangement, then delivery occurs at acceptance. At the time of the transaction, we assess whether the fee is fixed or determinable based on the payment terms. Collection is assessed based on several factors, including past transaction history with the client and the creditworthiness of the client. The arrangements for software licenses are generally sold with maintenance and professional services. We allocate revenue to the delivered components, normally the license component, using the residual value method based on objective evidence of the fair value of the undelivered elements. The total contract value is attributed first to the maintenance and support arrangement based on the fair value, which is derived from renewal rates. Fair value of the professional services is based upon stand-alone sales of those services. Professional services are generally billed at an hourly rate plus out-of-pocket expenses. Professional services revenues are recognized as the services are performed. Maintenance revenues are recognized ratably over the term of the contract.

Outsourcing services revenues, which are based on a monthly fee or transaction-based, are recognized as the services are performed.

We occasionally enter into software license agreements requiring significant customization or fixed-fee professional service arrangements. We account for these arrangements in accordance with the percentage-of-completion method based on the ratio of hours incurred to expected total hours; accordingly we must estimate the costs to complete the arrangement utilizing an estimate of man-hours remaining. Due to uncertainties inherent in the estimation process, it is at least reasonably possible that completion costs may be revised. Such revisions are recognized in the period in which the revisions are determined. Due to the complexity of some software license agreements, we routinely apply judgments to the application of software recognition accounting principles to specific agreements and transactions. Different

judgments or different contract structures could have led to different accounting conclusions, which could have a material effect on our reported quarterly results of operations.

Allowance for Doubtful Accounts

The preparation of financial statements requires our management to make estimates relating to the collectability of our accounts receivable. Management establishes the allowance for doubtful accounts based on historical bad debt experience. In addition, management analyzes client accounts, client concentrations, client creditworthiness, current economic trends and changes in our clients payment terms when evaluating the adequacy of the allowance for doubtful accounts. Such estimates require significant judgment on the part of our management. Therefore, changes in the assumptions underlying our estimates or changes in the financial condition of our clients could result in a different required allowance, which could have a material effect on our reported results of operations.

Long-lived Assets, Intangible Assets and Goodwill

Under Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, we must test goodwill and indefinite-lived intangible assets annually for impairment (and in interim periods if certain events occur indicating that the carrying value of goodwill or indefinite-lived intangible assets may be impaired) using reporting units identified for the purpose of assessing potential future impairments of goodwill.

We assess the impairment of identifiable intangibles, long-lived assets and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important which could trigger an impairment review include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and
- significant negative industry or economic trends.

When we determine that the carrying value of intangibles, long-lived assets and goodwill may not be recoverable based upon the existence of one or more of the above indicators of potential impairment, we assess whether an impairment has occurred based on whether net book value of the assets exceeds related projected undiscounted cash flows from these assets, considering a number of factors including past operating results, budgets, economic projections, market trends and product development cycles. Differing estimates and assumptions as to any of the factors described above could result in a materially different impairment charge and thus materially different results of operations.

Acquisition Accounting

In connection with our acquisitions, we must allocate the purchase price to the assets we acquire, such as net tangible assets, completed technology, in-process research and development (IPR&D), client contracts, other identifiable intangible assets and goodwill. We apply significant judgments and estimates in determining the fair market value of the assets acquired and their useful lives. For example, we have determined the fair value of existing client contracts based on the discounted estimated net future cash flows from such client contracts existing at the date of acquisition and the fair value of the completed technology based on the discounted estimated future cash flows from the product sales of such completed technology. While actual results during the years ended December 31, 2005, 2004 and 2003 were consistent with our estimated cash flows and we did not incur any impairment charges in 2005, 2004 or 2003, different estimates and assumptions in valuing acquired assets could yield materially different results.

Table of Contents

Income Taxes

The carrying value of our deferred tax assets assumes that we will be able to generate sufficient future taxable income in certain tax jurisdictions, based on estimates and assumptions. If these estimates and related assumptions change in the future, we may be required to record additional valuation allowances against our deferred tax assets resulting in additional income tax expense in our consolidated statement of operations. On a quarterly basis, we evaluate whether deferred tax assets are realizable and assess whether there is a need for additional valuation allowances. Such estimates require significant judgment on the part of our management. In addition, we evaluate the need to provide additional tax provisions for adjustments proposed by taxing authorities.

Marketable Securities

We classify our entire investment portfolio, consisting of corporate equities and debt securities issued by federal government agencies, state and local governments of the United States and corporations, as available for sale securities.

Carrying amounts approximate fair value, as estimated based on market prices, and any unrealized gain or loss is recognized in stockholders equity. We periodically review our marketable securities portfolio for potential other-than-temporary impairment and recoverability. In making this judgment, we evaluate, among other factors, the duration and extent to which the fair value of the investment is less than its cost and the financial health of, and the business outlook for, the investee, including factors in the industry and financing cash flows. Incorrect assessments could adversely affect our working capital.

Results of Operations for the Three Months Ended March 31, 2006 and 2005

The comparison below is presented because we believe it enables a meaningful comparison of our results. The Predecessor period results do not reflect changes in basis for the Acquisition.

The following table sets forth revenues (in thousands) and changes in revenues for the periods indicated:

	Successor	Predecessor	
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Percentage Change
Revenues:			
Software licenses	$ 5,198	$ 4,495	16%
Maintenance	13,042	9,843	33%
Professional services	5,178	2,621	98%
Outsourcing	24,947	10,457	139%
Total revenues	$ 48,365	$ 27,416	76%

The following table sets forth the percentage of our revenues represented by each of the following sources of revenues for the periods indicated:

	Successor	Predecessor
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005
Revenues:		
Software licenses	11%	16%
Maintenance	27%	36%
Professional services	11%	10%
Outsourcing	51%	38%
Total revenues	100%	100%

Revenues

We derive our revenues from software licenses, related maintenance and professional services and outsourcing services. Revenues were $48.4 million and $27.4 million for the three months ended March 31, 2006 and 2005, respectively. The $21.0 million, or 76%, revenue increase came from both organic growth and acquisitions. Organic growth accounted for $1.0 million of the increase and came from increased demand of $1.1 million for SS&C Fund Services and SS&C Direct outsourcing services, $0.3 million for AdvisorWare products and services and $0.2 million for each for Debt & Derivatives, LMS and Total Return products and services, offset by reduced sales of $0.7 million for CAMRA products and services and $0.3 million for Real-Time products services. Sales of products and services that we acquired in our acquisitions of EisnerFast, FMC, Financial Interactive, Inc., or FI, MarginMan, OIS and Cogent contributed $21.4 million of the increase. Additionally, revenues decreased $1.4 million as a result of adjusting deferred revenue to fair value in connection with the Acquisition.

Software Licenses

Software license revenues were $5.2 million and $4.5 million for the three months ended March 31, 2006 and 2005, respectively. The increase of $0.7 million, or 16%, was due to our acquisitions of FMC, FI and MarginMan, which added $2.4 million in the aggregate, offset by decreases of $0.8 million in sales of our CAMRA product and decreases of $0.2 million each in sales of our LMS and Real-Time products. Additionally, license revenues decreased $0.7 million as a result of adjusting deferred revenue to fair value in connection with the Acquisition. Software license revenues will vary depending on the timing, size and nature of our license transactions. For example, the average size of our software license transactions and the number of large transactions may fluctuate on a period-to-period basis. Additionally, software license revenues will vary among the various products that we offer, due to differences such as the timing of new releases and variances in economic conditions affecting opportunities in the vertical markets served by such products.

Maintenance

Maintenance revenues were $13.0 million and $9.8 million for the three months ended March 31, 2006 and 2005, respectively. The increase of $3.2 million, or 33%, was due to our acquisitions of FMC, OIS, MarginMan and FI, which added $3.9 million, and organic revenue growth of $0.6 million. Additionally, maintenance revenues decreased $1.3 million as a result of adjusting deferred revenue to fair value in connection with the Acquisition. Organic maintenance revenue growth was across most product lines, with CAMRA maintenance and Debt & Derivatives maintenance accounting for 36% and 26%, respectively, of the increase. The increase was mainly due to favorable

client maintenance renewals and annual maintenance fee increases. We typically provide maintenance services under one-year renewable contracts that provide for an annual increase in fees, generally tied to the percentage change in the

Table of Contents

consumer price index. Future maintenance revenue growth is dependent on our ability to retain existing clients, add new license clients, and increase average maintenance fees.

Professional Services

Professional services revenues were $5.2 million and $2.6 million for the three months ended March 31, 2006 and 2005, respectively. The increase in professional services revenues was primarily due to our acquisitions of FMC, FI and OIS, which added $2.3 million, and organic revenue growth of $0.1 million, including increases of $0.3 million for LMS product services and $0.2 million each for Altair and AdvisorWare product services, offset by reductions of $0.3 million for TradeThru product services and $0.1 million each for CAMRA and SS&C Wealth Management product services. Additionally, professional services increased $0.2 million related to the deferred revenue fair value adjustment in connection with the Acquisition. Our overall software license revenue levels and market demand for professional services will continue to have an effect on our professional services revenues.

Outsourcing

Outsourcing revenues were $24.9 million and $10.5 million for the three months ended March 31, 2006 and 2005, respectively. The increase in outsourcing revenues of $14.4 million, or 139%, was attributable to both organic growth and acquisitions. Our acquisitions of FMC, Cogent and FI added $11.4 million in the aggregate and outsourcing revenues increased an additional $1.5 million reflecting a full three months of activity for EisnerFast, which was acquired in February 2005. Organic revenue growth came from increased demand and the addition of new clients for our SS&C Fund Services and SS&C Direct outsourcing services, which contributed $0.9 million and $0.2 million of the increase, respectively. Additionally, outsourcing revenues increased $0.4 million related to the deferred revenue fair value adjustment in connection with the Acquisition. Future outsourcing revenue growth is dependent on our ability to retain existing clients, add new clients and increase average outsourcing fees.

Cost of Revenues

The total cost of revenues was $23.3 million and $9.8 million for the three months ended March 31, 2006 and 2005, respectively. The gross margin decreased to 52% for the three months ended March 31, 2006 from 64% for the comparable period in 2005. The decrease in gross margin was primarily attributable to additional amortization of $1.6 million related to intangible assets associated with the acquisitions of EisnerFast, FMC, FI, MarginMan, OIS and Cogent, and incremental amortization of $3.0 million related to the re-valuation of intangible assets, including those related to the aforementioned acquisitions, in connection with the Acquisition. The total cost of revenues increase was mainly due to $9.9 million in costs associated with the acquisitions of EisnerFast, FMC, FI, MarginMan, OIS and Cogent, additional amortization expense of $3.0 million related to the Acquisition and increased personnel and other expenses of $0.8 million, primarily to support the increase in outsourcing revenues, offset by a decrease in rent expense of $0.2 million related to the valuation of rental obligations in connection with the Acquisition.

Cost of Software Licenses

Cost of software license revenues consists primarily of amortization expense of completed technology, royalties, third-party software, and the costs of product media, packaging and documentation. The cost of software licenses was $2.3 million and $0.6 million for the three months ended March 31, 2006 and March 31, 2005, respectively. Cost of software license revenues as a percentage of such revenues increased to 43% for the three months ended March 31, 2006 from 13% for the three months ended March 31, 2005. The increase in cost of software license revenues was primarily due to amortization of completed technology associated with our acquisitions of FMC, FI, MarginMan and OIS, which added $0.6 million in costs, and increased amortization related to the re-valuation of completed technology in connection with the Acquisition, which added $1.1 million in costs.

Table of Contents

Cost of Maintenance

Cost of maintenance revenues consists primarily of technical client support, costs associated with the distribution of products and regulatory updates and amortization of intangible assets. The cost of maintenance revenues was $4.8 million and $2.1 million for the three months ended March 31, 2006 and March 31, 2005, respectively. The cost of maintenance revenues as a percentage of these revenues was 37% and 22% for the three months ended March 31, 2006 and March 31, 2005, respectively. The increase in costs of $2.7 million was due to our acquisitions of FMC, FI, MarginMan and OIS, which added $1.0 million in costs, and additional amortization expense of $1.9 million related to the re-valuation of intangible assets in connection with the Acquisition, offset by a decrease in personnel and other expenses of $0.2 million.

Cost of Professional Services

Cost of professional services revenues consists primarily of the cost related to personnel utilized to provide implementation, conversion and training services to our software licensees, as well as system integration, custom programming and actuarial consulting services. The cost of professional services revenues was $3.0 million and $1.7 million for the three months ended March 31, 2006 and 2005, respectively. The increase was due to our acquisitions of FMC, FI, MarginMan and OIS, which added $1.4 million in costs, offset by a decrease in personnel, travel and other expenses of $0.1 million. The cost of professional services revenues as a percentage of such revenues decreased to 58% for the three months ended March 31, 2006 from 63% for the three months ended March 31, 2005.

Cost of Outsourcing

Cost of outsourcing revenues consists primarily of the cost related to personnel utilized in servicing our outsourcing clients and amortization of intangible assets. The cost of outsourcing revenues was $13.3 million and $5.4 million for the three months ended March 31, 2006 and 2005, respectively. The increase in cost of outsourcing revenues of $7.9 million, or 145%, was mainly due to the acquisitions of EisnerFast, FMC, FI and Cogent, which contributed $6.8 million in additional costs and increased personnel and other expenses of $1.1 million to support the growth in organic revenue. The cost of outsourcing revenues as a percentage of such revenues increased to 53% for the three months ended March 31, 2006 from 52% for the three months ended March 31, 2005.

Operating Expenses

Total operating expenses were $13.6 million and $8.4 million for the three months ended March 31, 2006 and March 31, 2005, respectively, representing 28% and 31% of total revenues in those periods, respectively. Included in 2006 expenses are additional operating costs of $4.9 million associated with our acquisitions of FMC, FI, MarginMan, OIS and EisnerFast, additional amortization expense of $0.3 million related to the valuation of intangible assets in connection with the Acquisition and fees of $0.3 million related to post-Transactions management services. These increases were offset by a decrease of $0.2 million in personnel-related expenses and a decrease of $0.1 million in rent expense related to the valuation of rental obligations in connection with the Acquisition. We ve continued to contain expenses through 2005 and into 2006 but expect an increase in our operating expenses due to increased sales of our products and services.

Selling and Marketing

Selling and marketing expenses consist primarily of the personnel costs associated with the selling and marketing of our products, including salaries, commissions and travel and entertainment. Such expenses also include amortization of intangible assets, the cost of branch sales offices, trade shows and marketing and promotional materials. Selling and marketing expenses were $3.7 million and $2.4 million for the three months ended March 31, 2006 and 2005, respectively, representing 8% and 9%, respectively, of total revenues in those years. The increase in selling and marketing expenses of $1.3 million was due to the

acquisitions of EisnerFast, FMC, FI, MarginMan and OIS, which added $1.3 million in costs, and additional amortization expense of $0.3 million related to the valuation of intangible assets in connection with the Acquisition, offset by a decrease in personnel-related expenses of $0.3 million.

Research and Development

Research and development expenses consist primarily of personnel costs attributable to the enhancement of existing products and the development of new software products. Research and development expenses were $5.9 million and $3.5 million for the three months ended March 31, 2006 and 2005, respectively, representing 12% and 13% of total revenues in those periods, respectively. The increase in research and development expenses of $2.4 million was due to the acquisitions of EisnerFast, FMC, FI, MarginMan and OIS, which added $2.4 million in costs.

General and Administrative

General and administrative expenses consist primarily of personnel costs related to management, accounting and finance, information management, human resources and administration and associated overhead costs, as well as fees for professional services. General and administrative expenses were $4.1 million and $2.5 million for the three months ended March 31, 2006 and 2005, respectively, representing 8% and 9% of total revenues in those periods, respectively. Our acquisitions of EisnerFast, FMC, FI, MarginMan and OIS added costs of $1.2 million, personnel-related expenses increased $0.1 million and there were additional fees of $0.3 million related to post-Acquisition management services provided by Carlyle.

Interest Income (Expense), Net

Net interest expense for the three months ended March 31, 2006 was $11.5 million and primarily related to interest expense on debt outstanding under the Company s senior credit facility and 11 3/4% senior subordinated notes due 2013. Net interest income was $0.6 million for the three months ended March 31, 2005 and related to the Company s cash and investments in marketable securities.

Other Income (Expense), Net

Other income, net consists primarily of other non-operational income and expenses. There were no significant Other Income (Expense) items for either three-month period.

Results of Operations for the Years Ended December 31, 2005, 2004 and 2003

The following table sets forth, for the periods indicated, certain amounts (in thousands) included in our Consolidated Statements of Operations and the percentage change for those periods indicated:

	Successor	Predecessor	Combined(1)	Predecessor			
	Period from November 23, 2005 through December 31, 2005	Period from January 1, 2005 through November 22, 2005	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003	Percent Change in 2005	Percent Change in 2004
Revenues:							
Software licenses	$ 3,587	$ 20,147	$ 23,734	$ 17,250	$ 14,233	37.6%	21.2%
Maintenance	3,701	44,064	47,765	36,433	31,318	31.1	16.3
Professional services	2,520	12,565	15,085	11,320	6,757	33.3	67.5
Outsourcing	7,857	67,193	75,050	30,885	13,223	143.0	133.6
Total revenues	$ 17,665	$ 143,969	$ 161,634	$ 95,888	$ 65,531	68.6	46.3
Costs and expenses:							
Cost of revenues	$ 7,627	$ 59,004	$ 66,631	$ 33,770	$ 20,426	97.3%	65.3%
Selling and marketing	1,364	13,134	14,498	10,734	8,393	35.1	27.9
Research and development	2,071	19,199	21,270	13,957	11,180	52.4	24.8
General and administrative	1,140	11,944	13,084	8,014	7,154	63.3	12.0
Merger costs		36,912	36,912				
Total costs and expenses	$ 12,202	$ 140,193	$ 152,395	$ 66,475	$ 47,153	129.3	40.9
Operating income	$ 5,463	$ 3,776	$ 9,239	$ 29,413	$ 18,378	(68.6)	60.0

(1) Our combined results for the year ended December 31, 2005 represent the addition of the Predecessor period from January 1, 2005 through November 22, 2005 and the Successor period from November 23, 2005 through December 31, 2005. This combination does not comply with GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a more meaningful comparison of our results than a comparison of 2004 results against either Predecessor or Successor results for 2005.

Year Ended

	December 31,		
	2005	2004	2003
Revenues:			
Software licenses	14.7%	18.0%	21.7%
Maintenance	29.6	38.0	47.8
Professional services	9.3	11.8	10.3
Outsourcing	46.4	32.2	20.2

Revenues

We derive our revenues from software licenses, related maintenance and professional services and software-enabled outsourcing services. As a general matter, our software license and professional services revenues tend to fluctuate based on the number of new licensing clients, while fluctuations in our outsourcing revenues are attributable to the number of new outsourcing clients as well as the number of

outsourced transactions provided to our existing clients. Maintenance revenues vary primarily on the rate by which we add or lose maintenance clients over time and, to a lesser extent, the annual increases in maintenance fees, which are generally tied to the consumer price index.

Revenues were $161.6 million, $95.9 million and $65.5 million in 2005, 2004 and 2003, respectively. Revenue growth in 2005 of $65.7 million, or 69%, was primarily a result of our acquisitions of FMC, EisnerFast, FI, MarginMan and OIS, which added an aggregate of $53.5 million. Revenues for businesses and products that we have owned for at least 12 months, or organic revenues, increased $6.6 million, or 6.9%, from 2004. Organic growth came from increased demand for our AdvisorWare, SS&C Direct and Xacct outsourcing services of $2.7 million, $1.2 million and $0.5 million, respectively, and increases in sales of our LMS, CAMRA and Municipal Finance products and services of $1.3 million, $1.1 million and $0.4 million, respectively. These increases were offset by a decrease of $0.6 million in sales of our Total Return product. TradeThru and Xacct revenues increased an additional $6.4 million, reflecting a full 12 months of activity for the OMR products acquired in April 2004. Revenues for 2005 also include a reduction of $0.7 million related to the valuation of deferred revenue acquired in the Acquisition. The increase in revenues from 2003 to 2004 of $30.4 million, or 46%, was primarily a result of our acquisitions of OMR, Investment Advisory Network, LLC, or IAN, and the fund services business, which added an aggregate of $22.4 million in revenues. Organic revenues increased $8.0 million, or 12%, from 2003 and came from increased demand for our SS&C Direct outsourcing services, CAMRA products and services, Total Return product, Lightning product and services and Skyline product and services totaling $8.1 million. This was offset by decreased sales of other products and services totaling $0.1 million.

Software Licenses

Software license revenues were $23.7 million, $17.3 million and $14.2 million in 2005, 2004 and 2003, respectively. The increase in software license revenues from 2004 to 2005 of $6.4 million, or 38%, was due to our recent acquisitions, which contributed $4.3 million in the aggregate, increased sales of our LMS product of $1.0 million and increases in sales of our Real-Time, AdvisorWare and CAMRA products of $0.4 million each, offset by a decrease in sales of our Total Return product of $0.6 million. The remaining increase of $1.0 million in license revenues was spread among various other products. The increase in software license revenues from 2003 to 2004 of $3.0 million, or 21%, was primarily due to increases in sales of our CAMRA, Total Return and Skyline products of $1.8 million, $1.1 million and $0.6 million, respectively, offset by decreases in sales of our LMS and AdvisorWare products of $0.7 million and $0.8 million, respectively. The remaining increase of $0.5 million in license revenues was spread among various other products. Software license revenues will vary depending on the timing, size and nature of our license transactions. For example, the average size of our software license transactions and the number of large transactions may fluctuate on a period-to-period basis. Additionally, software license revenues will vary among the various products that we offer, due to differences such as the timing of new releases and variances in economic conditions affecting opportunities in the vertical markets served by such products.

Maintenance

Maintenance revenues were $47.8 million, $36.4 million and $31.3 million in 2005, 2004 and 2003, respectively. The increase in maintenance revenues from 2004 to 2005 of $11.4 million, or 31%, was primarily attributable to our recent acquisitions, which added $9.3 million in the aggregate, and additional TradeThru maintenance revenue of $1.5 million, reflecting a full 12 months of activity for the OMR product acquired in April 2004. Additionally, CAMRA and TradeThru maintenance revenues increased $0.8 million and $0.5 million, respectively, and the remaining increase of $0.3 million was spread among numerous products. Maintenance revenues for 2005 also include a reduction of $1.0 million related to the valuation of deferred revenue acquired in the Acquisition. The increase in maintenance revenues from 2003 to 2004 of $5.1 million, or 16%, was primarily attributable to our acquisition of OMR, which added $4.1 million in revenues, and an increase of $0.4 million in CAMRA maintenance revenues, as well as annual maintenance fee increases for most of our other products. We typically provide maintenance services under one-year renewable contracts that provide for an annual increase in fees, generally tied to

the percentage changes in the consumer price index. Future maintenance revenue growth is dependent on our ability to retain existing clients, add new license clients and increase average maintenance fees.

Professional Services

Professional services revenues were $15.1 million, $11.3 million and $6.8 million in 2005, 2004 and 2003, respectively. The increase in professional services revenues from 2004 to 2005 of $3.8 million, or 33%, was primarily attributable to our recent acquisitions, which added an aggregate of $5.0 million in revenues. Organic revenues decreased by $1.4 million, including decreases of $0.6 million each in sales of our Real-Time and TradeThru services. The decrease in both the Real-Time and TradeThru services was primarily the result of two large implementation projects in 2004 which were completed during the first quarter of 2005. Professional services revenues for 2005 also include an increase of $0.2 million related to the valuation of deferred revenue acquired in the Acquisition. The increase in professional services revenues from 2003 to 2004 of $4.6 million, or 68%, was primarily attributable to our acquisitions of OMR and IAN, which added an aggregate of $5.0 million in revenues. Organic revenues decreased by $0.4 million. Increases of $0.4 million for Lightning and $0.1 million for CAMRA were offset by decreases of $0.7 million for LMS and $0.3 million for AdvisorWare. The increase in Lightning services was the result of a large implementation project that was near completion at year end. We had a large LMS project in 2003, for which there was no comparable project in 2004. Our overall software license revenue levels and market demand for professional services will continue to have an effect on our professional services revenues.

Outsourcing

Outsourcing revenues were $75.1 million, $30.9 million and $13.2 million in 2005, 2004 and 2003, respectively. The increase in outsourcing revenues from 2004 to 2005 of $44.2 million, or 143%, was primarily attributable to our recent acquisitions, which added an aggregate of $34.9 million in revenues, and additional TradeThru and Xacct revenues totaling $5.2 million, of which $1.4 million reflects growth in sales of these products and $3.8 million reflects a full 12 months of activity for these OMR products acquired in April 2004 versus less than nine months during the 2004 period. Additionally, SS&C Fund Services and SS&C Direct revenues increased $4.3 million, partially offset by a decrease of $0.4 million, primarily as a result of a lost client, in SS&C Wealth Management services. Outsourcing revenues for 2005 also include an increase of $0.2 million related to the valuation of deferred revenue acquired in the Acquisition. The increase in outsourcing revenues from 2003 to 2004 of $17.7 million, or 134%, was primarily attributable to our acquisitions of OMR, IAN and the fund services business, which added an aggregate of $13.3 million in revenues and increased demand for our SS&C Direct outsourcing services of $4.2 million. Future outsourcing revenue growth is dependent on our ability to retain existing clients, add new outsourcing clients and increase average outsourcing fees.

Cost of Revenues

The total cost of revenues was $66.6 million, $33.8 million and $20.4 million in 2005, 2004 and 2003, respectively. The gross margin decreased from 69% in 2003 to 65% in 2004, and decreased to 59% in 2005. The increase in cost of revenues in 2005 was primarily attributable to our recent acquisitions, which added an aggregate of $25.6 million in costs and $3.2 million of costs for OMR, reflecting a full 12 months of activity for this April 2004 acquisition. Additionally, personnel costs and other expenses increased $4.0 million to support our increased revenues. The increase in cost of revenues from 2003 to 2004 was primarily attributable to our 2004 acquisitions, which added an aggregate of $12.0 million in costs and increased personnel expenses of $1.4 million to support the increased organic revenues. The decrease in gross margin from 2003 to 2004 was primarily attributable to our acquisition of OMR, which had been operating at overall gross margins lower than our historical gross margins.

Table of Contents

Cost of Software License Revenues

Cost of software license revenues consists primarily of amortization expense of completed technology, royalties, third-party software, the costs of product media, packaging and documentation. The cost of software license revenues was $3.8 million, $2.3 million and $1.8 million in 2005, 2004 and 2003, respectively. The cost of software license revenues as a percentage of these revenues was 16%, 13% and 13% in 2005, 2004 and 2003, respectively. The increase in cost from 2004 to 2005 was primarily attributable to amortization of completed technology associated with our recent acquisitions, which added $0.8 million in costs, and $0.2 million of costs for OMR, reflecting a full 12 months of amortization for the completed technology acquired in April 2004. Additionally, costs increased $0.5 million reflecting the revaluation of intangibles acquired in the Acquisition. The increase in cost from 2003 to 2004 was attributable to amortization of completed technology associated with our acquisition of OMR in April 2004.

Cost of Maintenance Revenues

Cost of maintenance revenues consists primarily of technical client support and costs associated with the distribution of product and regulatory updates. The cost of maintenance revenues was $11.9 million, $8.5 million and $6.2 million in 2005, 2004 and 2003, respectively. The increase in costs from 2004 to 2005 was primarily due to $2.7 million in additional costs associated with our recent acquisitions and additional costs of $0.7 million related to OMR, reflecting a full 12 months of activity. Additionally, reductions in personnel and other expenses of $0.7 million were fully offset by an increase in amortization expense related to the revaluation of intangibles assets acquired in the Acquisition. The increase in costs from 2003 to 2004 was primarily due to $2.1 million in additional costs associated with our 2004 acquisitions and increased personnel costs of $0.2 million. Costs, as a percentage of revenues, relating to these management services are expected to continue at approximately these levels for the near term. The cost of maintenance revenues as a percentage of these revenues was 25%, 23% and 20% in 2005, 2004 and 2003, respectively.

Cost of Professional Services Revenues

Cost of professional services revenues consists primarily of the cost related to personnel utilized to provide implementation, conversion and training services to our software licensees, as well as system integration, custom programming and actuarial consulting services. The cost of professional services revenue was $8.7 million, $6.6 million and $4.4 million in 2005, 2004 and 2003, respectively. The cost of professional services as a percentage of these revenues was 58%, 58% and 65% in 2005, 2004 and 2003, respectively. The increase in costs from 2004 to 2005 was attributable to our recent acquisitions, which added $2.1 million in the aggregate, and increased costs of $0.5 million related to OMR, reflecting a full 12 months of activity, partially offset by a reduction of $0.5 million in personnel and other expenses. The increase in costs from 2003 to 2004 was attributable to our recent acquisitions, which added $2.2 million in the aggregate. The improvement in gross margin in 2004 was due to our acquisitions of OMR and IAN, which are generating higher gross margins on professional services than our historical gross margins.

Cost of Outsourcing Revenues

Cost of outsourcing revenues consists primarily of the cost related to personnel utilized in servicing our outsourcing clients. The cost of outsourcing revenues was $42.2 million, $16.4 million and $8.0 million in 2005, 2004 and 2003, respectively. The cost of outsourcing revenues as a percentage of these revenues was 56%, 53% and 61% in 2005, 2004 and 2003, respectively. The increase in costs from 2004 to 2005 was primarily due to $20.0 million of costs associated with our recent acquisitions and increased costs of $1.8 million related to OMR, reflecting a full 12 months of activity. Additionally, personnel and other expenses increased $3.8 million to support growth in organic revenues, and amortization expense increased $0.2 million due to the revaluation of intangible assets acquired in the transaction. The increase in costs from 2003 to 2004 was largely due to $7.3 million of costs associated with our recent acquisitions and increased personnel costs of $1.1 million to support growth in organic revenues.

Table of Contents

Operating Expenses

Our total operating expenses were $94.7 million, $32.7 million and $26.7 million in 2005, 2004 and 2003, respectively, and represent 59%, 34% and 41%, respectively, of total revenues in those years. The increase in total operating expenses from 2004 to 2005 was primarily due to transaction costs of $45.8 million related to the sale of SS&C, the recent acquisitions, which added $14.1 million in expenses and an increase of $1.1 million reflecting a full 12 months of activity for OMR. Additionally, bad debt expense increased $1.3 million, mainly due to the benefit recorded in 2004, partially offset by a decrease in personnel and other costs of $0.3 million. The increase in total operating expenses from 2003 to 2004 was primarily due to costs of $5.0 million associated with the 2004 acquisitions, increased personnel-related costs of $1.6 million and increased professional fees of $0.4 million related to our implementation of the Sarbanes-Oxley Act of 2002, offset by a decrease of $1.1 million in bad debt expense, which was due to the collection of a significant, aged receivable that had been fully reserved.

Selling and Marketing

Selling and marketing expenses consist primarily of the personnel costs associated with the selling and marketing of our products, including salaries, commissions and travel and entertainment. Such expenses also include amortization of intangible assets, the cost of branch sales offices, trade shows and marketing and promotional materials. Selling and marketing expenses were $14.5 million, $10.7 million and $8.4 million in 2005, 2004 and 2003, respectively, representing 9%, 11% and 13%, respectively, of total revenues in those years. The increase in costs from 2004 to 2005 was due to the recent acquisitions, which added $4.2 million in costs, and an increase of $0.2 million, reflecting a full 12 months of activity for OMR. Additionally, a reduction in personnel and other costs of $0.7 million was partially offset by increased amortization of $0.1 million related to the revaluation of intangible assets acquired in the Acquisition. The increase in costs from 2003 to 2004 was due to the 2004 acquisitions which added $1.6 million in costs, and increased personnel costs of $0.6 million related to the hiring of senior level international sales personnel.

Research and Development

Research and development expenses consist primarily of personnel costs attributable to the enhancement of existing products and the development of new software products. Research and development expenses were $21.3 million, $14.0 million and $11.2 million in 2005, 2004 and 2003, respectively, representing 13%, 15% and 17%, respectively, of total revenues in those years. The increase in costs from 2004 to 2005 was primarily attributable to the recent acquisitions, which added $6.7 million in costs, and increased expenses of $0.7 million, reflecting a full 12 months of activity for OMR, partially offset by a reduction in personnel costs of $0.1 million. The increase in costs from 2003 to 2004 was primarily attributable to the 2004 acquisitions, which added $2.7 million in costs, and increased personnel costs of $0.5 million, offset by reduced facilities costs of $0.2 million and reduced amortization expense of $0.2 million.

General and Administrative

General and administrative expenses consist primarily of personnel costs related to management, accounting and finance, information management, human resources and administration and associated overhead costs, as well as fees for professional services. General and administrative expenses were $13.1 million, $8.0 million and $7.2 million in 2005, 2004 and 2003, respectively, representing 8%, 8% and 11%, respectively, of total revenues in those years. The increase in costs from 2004 to 2005 was primarily attributable to our recent acquisitions, which added $3.2 million in costs, and increased expenses of $0.2 million, reflecting a full 12 months of activity for OMR. Additionally, bad debt expense increased $1.3 million, primarily due to a benefit recorded in 2004, and personnel costs increased $0.4 million. The increase in costs from 2003 to 2004 was primarily attributable to our 2004 acquisitions, which added $0.7 million in costs, increased personnel costs of $0.6 million, additional costs of $0.4 million related to our implementation of the Sarbanes-Oxley Act of 2002 and an increase in other operating expenses of

$0.2 million, offset by a decrease of $1.1 million in bad debt expense, which was due to the collection of a significant, aged receivable that had been fully reserved.

Merger Costs Related to the Sale of SS&C

In November 2005, Sunshine Acquisition Corporation, a corporation affiliated with Carlyle, completed the acquisition of SS&C Technologies, Inc. In connection with the Acquisition, we incurred $36.9 million in costs, including $31.7 million of compensation expense related to our settlement of outstanding stock options.

Interest Income, Interest Expense and Other Income, Net

We had interest expense of $7.0 million and interest income of $1.1 million in 2005. In 2004, we had no interest expense and interest income of $1.5 million. The interest expense in 2005 was due to the issuance of $205.0 million in old notes and $285.0 million of borrowings in November 2005 in connection with the Acquisition. Additionally, we used $84.0 million of cash on hand and incurred $75.0 million of debt to effect our acquisition of FMC in April 2005. The increase in interest income from 2003 to 2004 was primarily due to a higher average cash and investments balance, which more than doubled as a result of the public stock offering completed in June 2004. Included in other income, net in 2005 were net gains of $0.6 million resulting from the sale of marketable securities and net foreign currency translation gains of $0.2 million. Included in other income, net in 2004 was $0.1 million related to a favorable legal settlement. Included in other income, net in 2003 were net gains of $0.3 million resulting from the sale of equity investments, offset by $0.2 million in expenses related to the settlement of outstanding tax-related issues.

Provision for Income Taxes

We had effective tax rates of approximately 63%, 39% and 39% in 2005, 2004 and 2003, respectively. The higher tax rate in 2005 was primarily due to merger costs related to the sale of SS&C, which were not deductible for tax purposes. We had $96.5 million of deferred tax liabilities and $10.9 million of deferred tax assets at December 31, 2005. In future years, we expect to have sufficient levels of profitability to realize the deferred tax assets at December 31, 2005.

Liquidity and Capital Resources

Our principal cash requirements are to finance the costs of our operations pending the billing and collection of client receivables, to invest in research and development, to acquire complementary businesses or assets and to fund payments with respect to our indebtedness. We expect our cash on hand, cash flows from operations and availability under the revolving credit portion of our senior credit facilities to provide sufficient liquidity to fund our current obligations, including projected working capital requirements, capital spending and debt service for at least the next twelve months.

Our cash and cash equivalents at March 31, 2006 were $13.2 million, which is a decrease of $2.4 million from $15.6 million at December 31, 2005. Our cash, cash equivalents and marketable securities at December 31, 2005 decreased $115.2 million from $130.8 million at December 31, 2004. The decreases were primarily due to cash paid for acquisitions and repayment of debt, partially offset by net borrowings under our credit facilities during 2005 and by the collection of annual maintenance fees and collection of taxes receivable during the first quarter of 2006. A larger amount of annual maintenance fees are typically collected during the first quarter compared to other quarters during the year.

Net cash provided by operating activities was $15.4 million for the three months ended March 31, 2006. Net cash provided by operating activities was primarily due to a net loss of $0.2 million adjusted for non-cash items of $5.5 million, a decrease of $6.0 million in income taxes receivable and increases of $11.3 million and $1.1 million in deferred maintenance and other revenues and accounts payable, respectively. These items were partially offset by a decrease of $3.1 million in accrued expenses and an increase of $5.2 million in accounts receivable.

Net cash provided by operating activities was $37.0 million in 2005, an increase of $8.5 million from $28.5 million in 2004. Net cash provided by operating activities during 2005 was primarily due to net income of $1.5 million adjusted for non-cash items of $14.2 million, including a $3.2 million tax benefit related to stock option exercises, and an increase of $39.1 million in accrued expenses, primarily representing expenses related to the Acquisition that were expensed in the period. These items were partially offset by increases of $7.6 million, $2.1 million and $5.8 million in taxes receivable, prepaid expenses and accounts receivable, respectively.

Net cash used in investing activities was $12.6 million for the three months ended March 31, 2006. Net cash used by investing activities was due to the $11.9 million net cash paid for the acquisition of Cogent and the $1.1 million in capital expenditures. These items were partially offset by a $0.4 million reimbursement received from the escrow account established in connection with our acquisition of FI.

Net cash used in investing activities was $987.8 million in 2005, including $877.0 million in connection with the Acquisition and $207.9 million for six acquisitions. These items were partially offset by net sales of marketable securities of $101.9 million.

Net cash used in financing activities was $5.3 million for the three months ended March 31, 2006. Net cash used in financing activities was due to the $11.3 million repayment of debt, including $0.3 million of debt assumed in our acquisition of Cogent, offset by $6.0 million in new borrowings to partially finance the acquisition of Cogent.

Net cash provided by financing activities was $937.8 million in 2005, primarily related to Acquisition-related financing of $490.0 million and $381.0 million of equity contributions. Additionally, we borrowed $83.0 million under our credit facility, which was repaid in connection with the Acquisition, offset by total debt payments of $10.4 million. The exercise of stock options provided $2.5 million, offset by $3.7 million for the payment of our semi-annual cash dividends and $5.6 million used to repurchase shares of our common stock.

As a result of the Acquisition, we are highly leveraged and our debt service requirements are significant. At March 31, 2006, our total indebtedness was $483.2 million and we had $71.6 million available for borrowing under our revolving credit facility.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2005 that require us to make future cash payments (in thousands):

	Payments Due by Period				
Contractual Obligations	**Total**	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**More Than 5 Years**
Short-term and long-term debt	$ 488,581	$ 2,771	$ 5,517	$ 5,517	$ 474,776
Interest payments(1)	325,720	46,952	87,158	86,382	105,228
Operating lease obligations(2)	32,483	7,543	10,872	6,788	7,280
Purchase obligations(3)	4,276	1,517	1,382	614	763
Total contractual obligations	$ 851,060	$ 58,783	$ 104,929	$ 99,301	$ 588,047

(1) Reflects interest payments on our term loan facility at an assumed interest rate of three-month LIBOR of 4.53% plus 2.5%, interest payments on our revolving credit facility at an assumed interest rate of one-month LIBOR of 4.39% plus 2.75% and required interest payment payments on our notes of 11.75%.

(2) We are obligated under noncancelable operating leases for office space and office equipment. The lease for the corporate facility in Windsor, Connecticut expires in 2008 and we have the right to extend the lease for an

additional term of five years. We sublease office space under noncancelable

leases. We received rental income under these leases of $352,000, $456,000 and $500,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

(3) Purchase obligations include the minimum amounts committed under contracts for goods and services.

In addition, from time to time, we are subject to certain legal proceedings and claims that arise in the normal course of our business. In the opinion of management, we are not a party to any litigation that we believe could have a material effect on us or our business.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

The Transactions

On November 23, 2005, in connection with the Transactions, we (1) entered into a new $350 million credit facility, consisting of a $200 million term loan facility with SS&C Technologies, Inc. as the borrower, a $75 million-equivalent term loan facility with a Canadian subsidiary as the borrower ($17 million of which is denominated in US dollars and $58 million of which is denominated in Canadian dollars) and a $75 million revolving credit facility and (2) issued $205 million aggregate principal amount of senior subordinated notes.

Senior Credit Facilities

Our borrowings under our senior credit facilities bear interest at either a floating base rate or a Eurocurrency rate plus, in each case, an applicable margin. In addition, we pay a commitment fee in respect of unused revolving commitments at a rate that will be adjusted based on our leverage ratio. Beginning on March 31, 2006, we are obligated to make quarterly principal payments on the term loan of $2.8 million per year. Subject to certain exceptions, thresholds and other limitations, we are required to prepay outstanding loans under our senior credit facilities with the net proceeds of certain asset dispositions, near-term tax refunds and certain debt issuances and 50% of our excess cash flow (as defined in the agreements governing our senior credit facilities), which percentage will be reduced based on our reaching certain leverage ratio thresholds.

The obligations under our senior credit facilities are guaranteed by all of our existing and future wholly owned U.S. subsidiaries and by Holdings, with certain exceptions as set forth in our credit agreement. The obligations of the Canadian borrower are guaranteed by us, each of our U.S. and Canadian subsidiaries and Holdings, with certain exceptions as set forth in our credit agreement. Our obligations under our senior credit facilities are secured by a perfected first priority security interest in all of our capital stock and all of the capital stock or other equity interests held by us, Holdings and each of our existing and future U.S. subsidiary guarantors (subject to certain limitations for equity interests of foreign subsidiaries and other exceptions as set forth in our credit agreement) and all of our and Holdings tangible and intangible assets and the tangible and intangible assets of each of our existing and future U.S. subsidiary guarantors, with certain exceptions as set forth in our credit agreement. The Canadian borrower s borrowings under our senior credit facilities and all guarantees thereof are secured by a perfected first priority security interest in all of our capital stock and all of the capital stock or other equity interests held by us, Holdings and each of our existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in our credit agreement, and all of our and Holdings tangible and intangible assets and the tangible and intangible assets of each of our existing and future U.S. and Canadian subsidiary guarantors, with certain exceptions as set forth in our credit agreement.

The senior credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, our (and most of our subsidiaries) ability to incur additional indebtedness, pay dividends and distributions on capital stock, create liens on assets, enter into sale and lease-back

transactions, repay subordinated indebtedness, make capital expenditures, engage in certain transactions with affiliates, dispose of assets and engage in mergers or acquisitions. In addition, under the senior credit facilities, we are required to satisfy and maintain a maximum total leverage ratio and a minimum interest coverage ratio. We were in compliance with all covenants at March 31, 2006. See Description of Senior Credit Facilities.

11 3/4% Senior Subordinated Notes due 2013

Our 11 3/4% senior subordinated notes due 2013 are unsecured senior subordinated obligations that are subordinated in right of payment to all existing and future senior debt, including the senior credit facilities. The notes will be *pari passu* in right of payment to all future senior subordinated debt.

The notes are redeemable in whole or in part, at our option, at any time at varying redemption prices that generally include premiums, which are defined in the indenture. In addition, upon a change of control, we are required to make an offer to redeem all of the notes at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest.

The indenture governing the notes contains a number of covenants that restrict, subject to certain exceptions, our ability and the ability of our restricted subsidiaries to incur additional indebtedness, pay dividends, make certain investments, create liens, dispose of certain assets and engage in mergers or acquisitions. See Description of the Exchange Notes.

Covenant Compliance

Under the senior credit facilities, we are required to satisfy and maintain specified financial ratios and other financial condition tests. As of March 31, 2006, we were in compliance with the financial and non-financial covenants. Our continued ability to meet these financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet these ratios and tests. A breach of any of these covenants could result in a default under the senior credit facilities. Upon the occurrence of any event of default under the senior credit facilities, the lenders could elect to declare all amounts outstanding under the senior credit facilities to be immediately due and payable and terminate all commitments to extend further credit.

Consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) is a non-GAAP measure used to determine our compliance with certain covenants contained in the indenture governing the senior subordinated notes and in our senior credit facilities. Consolidated EBITDA is defined as EBITDA further adjusted to exclude unusual items and other adjustments permitted in calculating covenant compliance under the indenture and our senior credit facilities. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting Consolidated EBITDA is appropriate to provide additional information to investors to demonstrate compliance with our financing covenants.

The breach of covenants in our senior credit facilities that are tied to ratios based on Consolidated EBITDA could result in a default under that agreement, in which case the lenders could elect to declare all amounts borrowed due and payable. Any such acceleration would also result in a default under our indenture. Additionally, under our debt agreements, our ability to engage in activities such as incurring additional indebtedness, making investments and paying dividends is also tied to ratios based on Consolidated EBITDA.

Consolidated EBITDA does not represent net income (loss) or cash flow from operations as those terms are defined by GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. While Consolidated EBITDA and similar measures are frequently used as measures of operations and the ability to meet debt service requirements, these terms are not necessarily comparable to other similarly titled captions of other companies due to the potential inconsistencies in the method of calculation. Consolidated EBITDA does not reflect the impact of earnings or charges resulting from matters that we may consider not to be indicative of our ongoing operations. In particular, the definition of Consolidated EBITDA in the senior credit facilities allows us to add back certain non-cash, extraordinary,

Table of Contents

unusual or non-recurring charges that are deducted in calculating net income (loss). However, these are expenses that may recur, vary greatly and are difficult to predict. Further, our debt instruments require that Consolidated EBITDA be calculated for the most recent four fiscal quarters. As a result, the measure can be disproportionately affected by a particularly strong or weak quarter. Further, it may not be comparable to the measure for any subsequent four-quarter period or any complete fiscal year.

The following is a reconciliation of net income, which is a GAAP measure of our operating results, to Consolidated EBITDA as defined in our senior credit facilities.

	Successor	Predecessor	Combined	Successor	Predecessor	
	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	Year Ended December 31, 2005	Period from November 23, 2005 through December 31, 2005	Period from January 1 through November 22, 2005	Year Ended December 31, 2004
	(In thousands)					
Net income	$ (226)	$ 5,969	$ 1,543	$ 831	$ 712	$ 19,010
Interest expense (income), net	11,509	(572)	5,951	4,890	1,061	(1,528)
Income taxes	83	3,816	2,658		2,658	12,030
Depreciation and amortization	6,569	1,373	11,876	2,301	9,575	4,592
EBITDA	17,935	10,586	22,028	8,022	14,006	34,104
Purchase accounting adjustments(1)	1,141		616	616		
Merger costs			36,912		36,912	
Unusual or non-recurring charges(2)	65	(49)	(979)	(242)	(737)	(81)
Acquired EBITDA and cost savings(3)	632	8,802	14,893	85	14,808	26,495
Other(4)	250		107	107		
Consolidated EBITDA, as defined	$ 20,023	$ 19,339	$ 73,577	$ 8,588	$ 64,989	$ 60,518

(1) Purchase accounting adjustments include the adjustment of deferred revenue and lease obligations to fair value at the date of the Transactions.

(2) Unusual or non-recurring charges include foreign currency gains and losses, gains and losses on the sales of marketable securities and proceeds from legal settlements.

(3) Acquired EBITDA reflects the EBITDA impact of businesses that were acquired during the period as if the acquisition occurred at the beginning of the period and cost savings to be realized from such acquisitions.

(4) Other comprises management fees paid to The Carlyle Group.

Our covenants requiring a maximum total leverage ratio and a minimum interest coverage ratio did not become effective until April 2006. Our covenant restricting capital expenditures for the period November 23, 2005 through December 31, 2005 limited expenditures to $3 million. Actual capital expenditures for the period were $0.3 million.

Quantitative and Qualitative Disclosures About Market Risk

We do not use derivative financial instruments for trading or speculative purposes. We have invested our available cash in short-term, highly liquid financial instruments, having initial maturities of three months or less. When necessary we have borrowed to fund acquisitions.

At March 31, 2006, we had total debt of $483.2 million, including $278.2 million of variable rate debt. At December 31, 2005, we had total debt of $488.6 million, including $283.6 million of variable rate debt. We have entered into three interest rate swap agreements which fixed the interest rates for $200.7 million of our variable rate debt. Two of our swap agreements are denominated in U.S. dollars and have notional values of $100 million and $50 million, effectively fix our interest rates at 7.28% and 7.21%, respectively, and expire in December 2010 and December 2008, respectively. Our third swap agreement is denominated in Canadian dollars and has a notional value equivalent to approximately $50.7 million U.S. dollars. The Canadian swap effectively fixes our interest rate at 6.679% and expires in December 2008. During the period when all three of our swap agreements are effective, a 1% change in interest rates would result in a change in interest of approximately $0.8 million per year. Upon the expiration of the two interest rate swap agreements in December 2008 and the third interest rate swap agreement in December 2010, a 1% change in interest rates would result in a change in interest of approximately $1.8 million and $2.8 million per year, respectively. See note 7 of notes to our consolidated financial statements.

At March 31, 2006 and December 31, 2005, $61.8 million and $80.6 million of our debt, respectively, was denominated in Canadian dollars. We expect that our foreign denominated debt will be serviced through our local operations.

During 2005, approximately 37% of our revenue was from customers located outside the United States. A portion of the revenue from customers located outside the United States is denominated in foreign currencies, the majority being the Canadian dollar. Revenues and expenses of our foreign operations are denominated in their respective local currencies. We continue to monitor our exposure to foreign exchange rates as a result of our foreign currency denominated debt, our acquisitions and changes in our operations.

The foregoing risk management discussion and the effect thereof are forward-looking statements. Actual results in the future may differ materially from these projected results due to actual developments in global financial markets. The analytical methods used by us to assess and minimize risk discussed above should not be considered projections of future events or losses.

BUSINESS

Company Overview

We are a leading provider of a broad range of highly specialized proprietary software and software-enabled outsourcing solutions for the financial services industry. Our software facilitates and automates mission-critical processing for information management, analysis, trading, accounting, reporting and compliance. Since 1986, our products and services have helped our customers solve complex information processing requirements and improve the effectiveness and productivity of their investment professionals. We generate revenues by licensing our proprietary software to users (coupled with renewable maintenance contracts), leveraging our software to provide outsourcing solutions, and providing professional services to implement and otherwise support our products. Our business model is characterized by significant contractually recurring revenue, high operating margins and significant cash flow. For financial information related to our business, including geographic information, please see our consolidated financial statements, including the notes thereto.

We provide over 50 products and services to more than 4,000 clients globally in seven vertical markets in the financial services industry:

- insurance entities and pension funds
- institutional asset managers
- hedge funds and family offices
- multinational banks, retail banks and credit unions
- commercial lenders
- real estate property managers
- municipal finance groups

We believe that we are a leading provider of financial management software in the sectors within the highly fragmented market for financial services software in which we compete. Our customers include many of the largest and most well-recognized firms in the financial services industry, which together manage over $7 trillion in assets worldwide. Our revenue is highly diversified, with no single client accounting for more than 5.4% of our revenue for fiscal 2005. We have continued to migrate our business to a contractually recurring revenue model (79% of our revenue for the year ended December 31, 2005 was contractually recurring in nature), which helps us minimize the fluctuations in revenues and cash flows typically associated with non-recurring software license revenues and enhances our ability to estimate our future results of operations. We have experienced average revenue retention rates in each of the last three years of greater than 90% on our maintenance and outsourcing service contracts for our core enterprise software products, which generate a substantial majority of our contractually recurring revenue. We believe that the high-value added nature of our products and services have enabled us to maintain our high revenue retention rates.

We were founded in 1986 by William C. Stone, who has served as our Chairman and Chief Executive Officer since our inception. We have grown our business by increasing sales of products and services to existing customers, attracting new clients to increase our installed customer base, and utilizing internal product development and complementary acquisitions to capitalize on evolving market opportunities. We believe we offer one of the broadest selections of products and services in the industry and offer multiple delivery options, allowing us to offer comprehensive end-to-end solutions to our customers.

Industry Background

The financial services industry is the largest global investor in IT software and services. IT expenditures on software, professional services and outsourcing by the U.S. financial services industry are growing. Financial services

companies are increasingly relying on third-party vendors for new software

products and services given the resources and expertise required to develop, support and maintain these products and services on a cost-effective basis.

We believe that several factors will continue to drive growth in financial services IT spending, including:

- rapidly changing market conditions;
- increasing transaction volumes with shorter settlement cycles;
- increasing assets under management;
- fierce global competition;
- constantly evolving regulatory requirements with increasing regulatory oversight;
- increasing number, and greater complexity, of asset classes and securities products;
- outsourcing of non-core business functions; and
- consolidation of industry assets at both large insurers and asset managers.

As a result of these factors, many financial services organizations face an increasing gap between the amount and complexity of data that they must analyze and control and their finite internal IT resources. Financial services organizations rely in large part on internal IT departments to supply the systems required to meet their information analysis requirements. Typically, the systems used are a mix of internally developed programs implemented on expensive mainframes and externally developed software applications deployed in a distributed computing environment. These systems require large IT departments, are expensive to implement, support and modify, have limited interoperability and often cannot fully support specialized asset classes or regulatory compliance and reporting. To meet their demands, financial services organizations continue to turn to flexible, cost-effective, rapidly deployable software and software-enabled outsourcing solutions that support informed, real-time business decision-making and regulatory compliance.

Our Strengths

We believe that attractive industry dynamics coupled with our competitive advantages will enable us to continue to expand over the coming years.

Highly Diversified and Stable Customer Base. By providing mission-critical, well-established software products and services, we have developed a large installed customer base within the diverse end markets in the financial services industry that we serve. Our client base of over 4,000 includes some of the largest and most well recognized firms in the financial services industry. We believe that our high-quality products and superior services have led to long-term customer relationships, some of which date from our earliest days of operations in 1987. During fiscal 2005, our top 10 customers represented approximately 23% of our revenue, with no single customer accounting for more than 5.4%. We have experienced average revenue retention rates of over 90% on our maintenance and outsourcing contracts for our core enterprise software products in each of the last three years.

High Margin, Scaleable Business Model that Generates Significant Operating Cash Flow. We have consistently improved operating margins since 2001 by increasing sales across our existing cost structure and driving higher levels of contractually recurring revenue. The combination of our strong profitability, moderate capital expenditures (less than 2% of our revenue for the year ended December 31, 2005) and minimal working capital requirements allows us to generate high levels of operating cash flow. We believe we currently have adequate resources and infrastructure to support our business plans and, as a result, anticipate that our business model will continue to lend itself to generating high operating margins and significant operating cash flow.

Substantial Contractually Recurring Revenue. We continue to focus on growing contractually recurring revenue streams from our software-enabled outsourcing solutions and maintenance services

because they provide greater predictability in the operation of our business and enable us to build valued long-term relationships with our clients. The shift to a more recurring revenue based business model has reduced volatility in our revenue and earnings, and increased management s ability to estimate future results. Contractually recurring revenue represented approximately 79% of total revenue for the year ended December 31, 2005, up from 23% of total revenue in 1997.

Ownership of Outsourcing Software Promotes Higher Margins and Product Improvement. We use our own proprietary software products and infrastructure to provide our software-enabled outsourcing services, resulting in high overall operating margins and multiyear contractually recurring revenue. In addition, our daily usage of these products in the execution of our business process outsourcing (BPO) business allows us to quickly identify and deploy product improvements and respond to client feedback, enhancing the competitiveness of both our license and outsourcing offerings. This continuous feedback process provides us with a significant advantage over many of our competitors, specifically those software competitors that do not provide outsourcing services and therefore do not have the same level of hands-on experience with their products, as well as outsourcing competitors that utilize third-party technology and are therefore dependent on third-party software providers for key service support and product development.

Attractive Industry Dynamics. We believe that we will benefit from favorable dynamics in the financial services industry, including the growth of worldwide IT spending on software, professional services and outsourcing. Other favorable growth factors include: increasing assets under management and transaction volumes; constantly evolving regulatory requirements; the increasing number, and greater complexity, of asset classes; and the challenge to enable real-time business decision-making amid increased amounts and complexity of information. We believe that these trends, coupled with our ability to leverage our extensive industry expertise to rapidly react to our customers needs and incremental penetration opportunities within the financial services industry, will further drive our organic growth.

Extensive Industry Expertise. Our team of approximately 692 development and service professionals has significant expertise across the seven vertical markets that we serve and a deep working knowledge of our clients businesses. By leveraging this expertise and knowledge, we have developed, and continue to improve, our software products and services to enable our clients to overcome the complexities inherent in their businesses.

Successful, Disciplined Acquisition History. We have a proven ability to acquire and integrate complementary businesses. Our experienced senior management team leads a rigorous evaluation of our acquisition candidates to ensure that they satisfy our product or service needs and will successfully integrate with our business while meeting our targeted financial goals. As a result, each of our acquisitions has contributed a marketable product or service that has added to our revenues. In addition, our acquisitions have enabled us to expand our product and service offerings to our existing customers and given us the opportunity to market our existing products into new markets or client bases. We also have generally been able to improve the operational performance and profitability of the acquired businesses. In addition, we believe that our acquisitions have been a low risk extension of our research and development effort that has enabled us to purchase proven products without the uncertainty of in-house development. On April 19, 2005, we purchased all of the outstanding stock of Financial Models Company Inc., or FMC, for $159.0 million in cash. FMC is a leading provider of comprehensive investment management systems that complement our product and service offerings to meet the front-, middle-and back-office needs of the investment management industry. This acquisition is our largest to date and provides us with significant opportunities to grow revenues while eliminating duplicative costs.

Experienced Management Team with an Average of Over 15 Years of Experience. Our management team has an established track record of operational excellence. On average, our senior management team has more than 15 years of experience with us or other companies in the software and financial services industries.

Business Strategy

Our goal is to be the leading provider of superior technology solutions to the financial services industry. To achieve our goal, we intend to:

Grow Our Software-Enabled Outsourcing and Other Contractually Recurring Revenues. We plan to further increase our contractually recurring revenue streams from our software-enabled outsourcing solutions and maintenance services because they provide us with greater predictability in the operation of our business and enable us to build valued relationships with our clients. We believe that our software-enabled outsourcing solutions provide an attractive alternative to clients that do not wish to install, run and maintain complicated financial software.

Increase Revenues from Our Existing Clients. Revenues from our existing clients generally grow along with the volume of assets that they manage. While we expect to continue to benefit from this trend, we intend to continue to use our deep understanding of the financial services industry to identify other opportunities to increase our revenues from our existing clients. Many of our current customers use our products for a relatively small portion of their total funds and investment vehicles under management, providing us with excellent opportunities for growth as we attempt to gain a larger share of their business. We have been successful in, and expect to continue to focus our marketing efforts on, providing additional modules or features to the products and services our existing clients already use, as well as cross-selling our other products and services to them.

Enhance Our Product and Service Offerings to Address the Specialized Needs of Our Clients. We have accumulated substantial financial expertise since our founding in 1986 through close working relationships with our clients, resulting in a deep knowledge base that enables us to respond to their most complex financial, accounting, actuarial, tax and regulatory needs. We intend to leverage our expertise by continuing to offer products and services that address the highly specialized needs of the financial services industry. Our internal product development team works closely with marketing and support personnel to ensure that product evolution reflects developments in the marketplace and trends in client requirements. In addition, we intend to continue to develop our products in a cost-effective manner by leveraging common components across product families. We believe that we enjoy a competitive advantage because we can address the investment and financial management needs of high-end clients by providing industry-tested products and services that meet global market demands and enable our clients to automate and integrate their front-, middle- and back-office functions for improved productivity, reduced manual intervention and bottom-line savings.

Maintain Our Commitment to the Highest Level of Client Service. We intend to continue to differentiate ourselves from our competition through our commitment to the highest level of client service. Our clients include large, sophisticated institutions with complex systems and requirements, and we understand the importance of providing them with both the experience of our senior management and the technical expertise of our sales, professional services and support staffs. Our commitment begins with our senior management team, which actively participates in creating and building client relationships. For each solution deployment, we analyze our client s needs and assemble a team of appropriate industry vertical and technical experts who can quickly and efficiently deliver tailored solutions to the client. We provide our larger clients with a full-time dedicated client support team whose primary responsibility is to resolve questions and provide solutions to address ongoing needs. We expect to build even greater client loyalty and generate high-quality references for future clients by leveraging the individual attention and industry expertise provided by our senior management and staff.

Capitalize on Acquisition Opportunities. We believe that the market for financial services software and services is highly fragmented and rapidly evolving, with many new product introductions and industry participants. To supplement our internal development efforts and capitalize on growth opportunities, we intend to continue to employ a disciplined and highly focused acquisition strategy. We will seek to opportunistically

acquire, at attractive valuations, businesses, products and technologies in our existing or complementary vertical markets.

Our Acquisitions

Since 1995, we have acquired over 20 businesses within our industry. We generally seek to acquire companies that:

- provide complementary products or services in the financial services industry;
- address a highly specialized problem or a market niche in the financial services industry;
- expand our global reach into strategic geographic markets;
- have solutions that lend themselves to being delivered as either a software-enabled BPO service or an application service provider (ASP) solution;
- possess proven technology and an established client base that will provide a source of ongoing revenue and to whom we may be able to sell existing products and services; and
- satisfy our financial metrics, including expected return on investment.

Our senior management receives numerous acquisition proposals and chooses to evaluate several proposals each quarter. We receive referrals from several sources, including clients, investment banks and industry contacts. We believe based on our experience that there are numerous solution providers addressing highly particularized financial services needs or providing specialized services that would meet our acquisition criteria.

Below is a table summarizing our acquisitions.

Date	Acquired Business	Contract Purchase Price	Acquired Products and Services Currently Offered
March 1995	Chalke	$10,000,000	PTS
November 1997	Mabel Systems	$850,000 and 109,224 shares of common stock	Mabel
December 1997	Shepro Braun Systems	1,500,000 shares of common stock	Total Return, Antares
March 1998	Quantra	$2,269,800 and 819,028 shares of common stock	SKYLINE
April 1998	The Savid Group	$821,500	Debt & Derivatives
March 1999	HedgeWare	1,028,524 shares of common stock	AdvisorWare
March 1999	Brookside	41,400 shares of common stock	Consulting services
November 2001	Digital Visions	$1,350,000	PortPro, The BANC Mall, PALMS
January 2002	Real-Time, USA	$4,000,000	Real-Time, Lightning
November 2002	DBC	$4,500,000	Municipal finance products
December 2003	Amicorp Fund Services	$1,800,000	Fund services
January 2004	Investment Advisory Network	$3,000,000	Compass, Portfolio Manager
February 2004	NeoVision Hypersystems	$1,600,000	Heatmaps
April 2004	OMR Systems	$19,671,000	TradeThru, Xacct

February 2005	Achievement Technologies	$470,000	SamTrak
February 2005	EisnerFast LLC	$25,300,000	Fund services
April 2005	Financial Models Company	$159,000,000	FMC suite of products

Table of Contents

Date	Acquired Business	Contract Purchase Price	Acquired Products and Services Currently Offered
June 2005	Financial Interactive, Inc.	358,424 shares of common stock and warrants to purchase 50,000 shares of common stock with an exercise price of $37.69 per share	Fund*Runner*
August 2005	MarginMan	$5,600,000 and the assumption of certain liabilities	MarginMan
October 2005	Open Information Systems, Inc.	$24,000,000 and earn-out payments to be made in 2007 based on revenue for 2006, or, under certain circumstances, 2007	Money Market Manager, Information Manager
March 2006	Cogent Management	$12,250,000	Fund services

Many of our acquisitions have enabled us to expand our product and service offerings into new markets or client bases within the financial services industry. For example, with our acquisitions of Shepro Braun Systems and HedgeWare, we began providing portfolio management and accounting software to the hedge funds and family offices market. We began offering property management products to the real estate property management industry after we acquired Quantra and started selling financial modeling products to the municipal finance groups market after the DBC acquisition. Our acquisition of OMR Systems Corporation and OMR Systems International, Ltd. allows us to offer integrated, global solutions to financial institutions and hedge funds through our TradeThru software and Xacct services. The acquisition of EisnerFast has expanded our software-enabled outsourcing offerings to the hedge fund market. With our acquisition of FMC, we were able to complement and expand our product and service offerings to meet the front-, middle- and back-office needs of the investment management industry. The addition of new products and services also has enabled us to market other products and services to acquired client bases. Some acquisitions have also provided us with new technology, such as the Heatmaps data visualization product developed by NeoVision Hypersystems, Inc.

To date, all of our acquisitions have resulted in a marketable product or service that has added to our revenues. We also have generally been able to improve the operating performance and profitability of the acquired businesses. We seek to reduce the costs of the acquired businesses by consolidating sales and marketing efforts and by eliminating redundant administrative tasks and research and development expenses. In some cases, we have also been able to increase revenue generated by acquired products and services by leveraging our larger sales capabilities and client base.

Products and Services

Our products and services allow professionals in the financial services industry to efficiently and rapidly analyze and manage information, increase productivity, reduce costs and devote more time to critical business decisions. We provide highly flexible, scaleable and cost-effective solutions that enable our clients to meet growing and evolving regulatory requirements, track complex securities, better employ sophisticated investment strategies and scale efficiently with growing assets under management. Our portfolio of over 50 products and services enables our customers to integrate their front-end functions (trading and modeling), with their middle-office functions (portfolio management and reporting) and their back-office functions (processing, clearing and accounting). Our CAMRA, TradeThru and AdvisorWare products accounted for approximately 60% of our revenue for the year ended

December 31, 2004. Our CAMRA, TradeThru, Pacer, AdvisorWare and Total Return products accounted for approximately 55% of our revenue for the year ended December 31, 2005.

We have substantial industry expertise across the seven vertical markets that we serve. Our team of approximately 692 professionals is well positioned to address many of the complex needs of our clients due

in part to constantly evolving regulatory requirements with increasing regulatory oversight and the increasing number, and greater complexity, of asset classes and securities products. Our portfolio of products and services enables our clients to address many of these and other complicated business needs, as well as to simplify their day-to-day operations.

The following chart summarizes our principal products and services, typical users and the vertical markets each product serves:

Products and Services	**Typical Users**	**Vertical Markets Served**
Portfolio Management/Accounting		
AdvisorWare	Portfolio managers	Hedge funds and family offices
Altair	Asset managers	Institutional asset managers
CAMRA	Fund administrators	Insurance companies and
CAMRA D Class	Investment advisors	pension funds
Debt & Derivatives	Accountants	Municipal finance groups
Fund*Runner*	Auditors	Multinational banks, retail banks
Fund*Runner* Web	Alternative investment managers	and credit unions
Lightning	Brokers/dealers	
Pacer		
Pages		
PALMS		
PortPro		
Recon		