
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

**Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

For the quarterly period ended December 31, 2005

Commission File Number: 1-12997

MAXIMUS, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

**11419 Sunset Hills Road
Reston, Virginia**
(Address of principal executive offices)

54-1000588
(I.R.S. Employer
Identification No.)

20190
(Zip Code)

(703) 251-8500
(Registrant's telephone number, including area code)

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

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

As of January 31, 2006, there were 21,481,067 shares of the registrant's common stock (no par value) outstanding.

MAXIMUS, Inc.

**Quarterly Report on Form 10-Q
For the Quarter Ended December 31, 2005**

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

MAXIMUS, Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS (Dollars in thousands)

	September 30, 2005 (Note 1)	December 31, 2005 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 59,073	\$ 36,707
Marketable securities	119,290	135,665
Restricted cash	2,193	2,201
Accounts receivable – billed, net of reserves of \$6,013 and \$8,036	124,477	123,580
Accounts receivable – unbilled	43,774	47,194
Deferred income taxes	—	2,367
Prepaid expenses and other current assets	7,270	7,462
Total current assets	356,077	355,176
Property and equipment, at cost	64,730	68,322
Less accumulated depreciation and amortization	(33,574)	(35,717)
Property and equipment, net	31,156	32,605
Capitalized software	40,770	42,650
Less accumulated amortization	(16,817)	(18,250)
Capitalized software, net	23,953	24,400
Deferred contract costs, net	22,162	29,234
Goodwill	86,832	86,832
Intangible assets, net	7,756	7,247
Other assets, net	6,626	6,685
Total assets	\$ 534,562	\$ 542,179
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 38,151	\$ 40,700
Accrued compensation and benefits	26,828	21,371
Deferred revenue	32,898	38,315
Income taxes payable	4,695	4,633
Deferred income taxes	277	—
Current portion of capital lease obligations	1,502	1,517
Other accrued liabilities	3,386	2,306
Total current liabilities	107,737	108,842
Capital lease obligations, less current portion	3,606	3,221
Deferred income taxes	17,225	19,739
Other liabilities	40	—
Total liabilities	128,608	131,802
Shareholders' equity:		
Common stock, no par value; 60,000,000 shares authorized; 21,451,302 and 21,388,592 shares issued and outstanding at September 30, 2005 and December 31, 2005, at stated amount, respectively	150,883	149,345
Accumulated other comprehensive loss	(522)	(1,321)
Retained earnings	255,593	262,353
Total shareholders' equity	405,954	410,377
Total liabilities and shareholders' equity	\$ 534,562	\$ 542,179

See notes to unaudited condensed consolidated financial statements.

MAXIMUS, Inc.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (In thousands, except per share data) (Unaudited)

Three Months
Ended December 31,

	2004	2005
Revenue	\$ 152,495	\$ 162,726
Cost of revenue	108,090	117,980
Gross profit	44,405	44,746
Selling, general and administrative expenses	29,450	31,564
Legal expense	99	500
Income from operations	14,856	12,682
Interest and other income, net	100	2,038
Income before income taxes	14,956	14,720
Provision for income taxes	5,907	5,814
Net income	\$ 9,049	\$ 8,906
Earnings per share:		
Basic	\$ 0.43	\$ 0.42
Diluted	\$ 0.42	\$ 0.41
Dividends per share	\$ —	\$ 0.10
Weighted average shares outstanding:		
Basic	21,307	21,432
Diluted	21,551	21,908

See notes to unaudited condensed consolidated financial statements.

MAXIMUS, Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(Unaudited)

	Three Months Ended December 31,	
	2004	2005
Cash flows from operating activities:		
Net income	\$ 9,049	\$ 8,906
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,739	2,202
Amortization	1,753	1,942
Deferred income taxes	496	(130)
Tax benefit due to option exercises and restricted stock units vesting	224	—
Non-cash equity based compensation	316	1,333
Change in assets and liabilities, net of effects from acquisitions:		
Accounts receivable - billed	(7,368)	897
Accounts receivable - unbilled	344	(3,421)
Prepaid expenses and other current assets	2,208	(192)
Deferred contract costs	608	(7,073)
Other assets	495	(707)
Accounts payable	(1,298)	2,548
Accrued compensation and benefits	(1,651)	(5,457)
Deferred revenue	218	5,417
Income taxes payable	3,054	(62)
Other liabilities	(102)	(1,127)
Net cash provided by operating activities	10,085	5,076
Cash flows from investing activities:		
Acquisition of businesses, net of cash acquired	(257)	—
Purchases of property and equipment	(1,817)	(3,651)
Capitalized software costs	(2,888)	(1,880)
Increase in marketable securities	—	(16,525)
Other	328	—
Net cash used in investing activities	(4,634)	(22,056)
Cash flows from financing activities:		
Employee stock transactions	1,937	1,532
Repurchases of common stock	(4,280)	(4,315)
Payments on capital lease obligations	(405)	(370)
Tax benefit due to option exercises and restricted stock units vesting	—	(87)
Cash dividends paid	—	(2,146)
Net cash used in financing activities	(2,748)	(5,386)
Net increase (decrease) in cash and cash equivalents	2,703	(22,366)
Cash and cash equivalents, beginning of period	91,854	59,073
Cash and cash equivalents, end of period	\$ 94,557	\$ 36,707

See notes to unaudited condensed consolidated financial statements.

MAXIMUS, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
For the Three Months Ended December 31, 2005 and 2004

In these Notes to Unaudited Condensed Consolidated Financial Statements, the terms the "Company", "MAXIMUS", "we", or "our" refer to MAXIMUS, Inc. and its subsidiaries.

1. Organization and Basis of Presentation

General

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the three months ended December 31, 2005 are not necessarily indicative of the results that may be expected for the full fiscal year. The balance sheet at September 30, 2005 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In addition to the Company's wholly owned subsidiaries, the financial statements as of and for the three months ended December 31, 2005 include a majority (55%) owned international subsidiary.

These financial statements should be read in conjunction with the audited financial statements at September 30, 2005 and 2004 and for each of the three years in the period ended September 30, 2005, included in the Company's Annual Report on Form 10-K for the year ended September 30, 2005 (File No. 1-12997) filed with the Securities and Exchange Commission on December 12, 2005.

Legal Expense

Legal expense consists of costs regarding significant legal settlements and non-routine legal matters, including future legal cost estimated to be incurred in connection with those matters. Legal expenses incurred in the ordinary course of business are included in selling, general and administrative expense.

Stock-Based Compensation

The Company's Board of Directors established stock option plans during 1997 pursuant to which the Company may grant non-qualified stock options to officers, employees and directors of the Company. Such plans also provide for stock awards and direct purchases of the Company's common stock. At December 31, 2005, the Board of Directors had reserved 6.6 million shares of common stock for issuance under the Company's stock option plans. At December 31, 2005, approximately 0.8 million shares remained available for grants under the Company's stock option plans.

Stock options are granted at exercise prices equal to the fair market value of the Company's common stock at the date of grant. Stock options generally vest ratably over a period of four years and, beginning in fiscal 2005, expire six years after date of grant. Options issued prior to fiscal 2005 expire ten years after date of grant.

The Company also issues Restricted Stock Units (RSUs) to certain executive officers and employees under its 1997 Equity Incentive Plan ("Plan"). Generally, these RSUs vest ratably over six years with full vesting upon the sixth anniversary of the date of grant, provided, however, that the vesting will accelerate if the Company meets certain earnings targets determined by the Board of Directors. The fair value of the RSUs, based on the Company's stock price at the grant date, is amortized to expense over the vesting period. Compensation expense recognized related to RSUs was approximately \$0.3 million and \$0.4 million for the three months ended December 31, 2004 and 2005, respectively.

Prior to October 1, 2005, the Company accounted for its stock-based compensation plans using the intrinsic value method in accordance with the provisions of Accounting Principle Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, as permitted by Statement of Financial Accounting Standards (SFAS) No. 123, *Accounting for Stock-Based Compensation*. Effective October 1, 2005, the Company adopted the provisions of SFAS No. 123(R), *Share-Based Payment*, using the modified-prospective-transition method.

Under the modified-prospective-transition method, compensation cost recognized in the three months ended December 31, 2005 included (i) compensation cost for all share-based payments granted prior to but not yet vested as of October 1, 2005, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (ii) compensation cost for all share-based payments granted subsequent to October 1, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R). Results for prior periods have not been restated.

As a result of adopting SFAS No. 123(R) on October 1, 2005, the Company's income before income taxes and net income for the three months ended December 31, 2005 were approximately \$0.9 million and \$0.5 million, respectively, lower than if the Company had continued to account for share-based compensation under APB Opinion No. 25. Basic and diluted earnings per share for the three months ended December 31, 2005 would have been \$0.44 and \$0.43, respectively, if the Company had not adopted SFAS No. 123(R), compared to reported basic and diluted earnings per share of \$0.42 and \$0.41, respectively.

Stock-based compensation cost is recognized in selling, general and administrative expense and, under the fair value provisions of SFAS No. 123(R), was \$0.9 million for the three months ended December 31, 2005. The total income tax benefit recognized in the income statement for share-based compensation arrangements was \$0.4 million for the three months ended December 31, 2005.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value provisions of SFAS No. 123 to stock-based compensation for the periods prior to adoption of SFAS No. 123(R).

(in thousands, except per share data)	Three Months Ended December 31, 2004
Net income, as reported	\$ 9,049

Add: Stock-based compensation expense included in reported net income, net of taxes		191
Deduct: Stock-based compensation expense determined under fair value based method for all awards, net of taxes		(1,035)
Net income, as adjusted	\$	<u>8,205</u>
Earnings per share:		
Basic – as reported	\$	0.43
Basic – as adjusted	\$	0.39
Diluted – as reported	\$	0.42
Diluted – as adjusted	\$	0.38

The Company utilizes the Black-Scholes option pricing method to establish the fair value of all option grants. During the three months ended December 31, 2005, we granted 101,332 stock options with a weighted average exercise price of \$34.89 and a weighted average fair value of \$12.75. The following assumptions were used for options granted this quarter:

Dividend yield	1.20%
Risk-free interest rate	4.39%
Expected volatility	38.8%
Expected life of option term (in years)	5.0

The dividend yield is based on historical experiences and expected future changes. The risk-free interest rate is derived from the U.S. Treasury yields in effect at the time of grant. Expected volatilities are based on historical volatility of our common stock. The expected life of the option is derived from historical data pertaining to option exercises and employee terminations.

A summary of the Company's stock option activity for the three months ended December 31, 2005 is as follows:

	Options	Weighted-Average Exercise Price
Outstanding at September 30, 2005	2,297,361	\$ 28.65
Granted	101,332	34.89
Exercised	(40,154)	36.75
Forfeited or expired	(139,692)	31.16
Outstanding at December 31, 2005	<u>2,218,847</u>	<u>28.72</u>
Exercisable at December 31, 2005	1,439,432	26.24

The intrinsic value of exercisable stock options at December 31, 2005 was approximately \$15.2 million with a weighted average remaining life of 5.7 years. The total intrinsic value of stock options exercised during the three months ended December 31, 2005 was approximately \$0.2 million. The weighted average grant date fair value of stock options granted during the three months ended December 31, 2005 was \$12.75. The total fair value of stock options which vested during the three months ended December 31, 2005 was approximately \$0.6 million.

A summary of the Company's RSU activity for the three months ended December 31, 2005 is as follows:

	Shares	Fair Market Value
Non-vested shares outstanding at September 30, 2005	228,243	\$ 32.69
Granted	5,000	35.01
Vested	—	—
Forfeited or expired	(9,681)	32.09
Non-vested shares outstanding at December 31, 2005	<u>223,562</u>	<u>32.75</u>

As of December 31, 2005, the total remaining unrecognized compensation cost related to unvested stock options and RSUs was \$6.9 million and \$6.5 million, respectively.

The Company also offers an employee stock purchase plan (ESPP) that allows eligible employees to purchase shares of the Company's common stock each quarter at 95% of the market value on the last day of the quarter. The ESPP is not considered compensatory under the provisions of SFAS No. 123(R) and therefore no portion of the costs related to ESPP offerings are included in the Company's stock-based compensation expense.

Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the consolidated statement of cash flows. SFAS No. 123(R) requires the cash flows resulting from the tax benefits generated from tax deductions in excess of the compensation costs recognized for those options (excess tax benefits) to be classified as financing cash flows.

2. Comprehensive Income

Comprehensive income includes net income, plus changes in the net unrealized gain (loss) on investments, net of taxes, and changes in cumulative foreign currency translation adjustments. The components of comprehensive income for the three months ended December 31, 2004 and 2005 are as follows:

(in thousands)	Three months Ended December 31,	
	2004	2005
Net income	\$ 9,049	\$ 8,906
Foreign currency translation adjustments	60	(649)
Unrealized investment gains (loss)	236	(7)
Reclassification adjustment for gains realized in net income, net of tax effect of \$93	—	(143)
Comprehensive income	<u>\$ 9,345</u>	<u>\$ 8,107</u>

3. Deferred Contract Costs

Deferred contract costs consist of contractually recoverable direct set-up costs relating to long-term service contracts in progress. These costs include system development and facility build-out costs totaling \$29.0 million and \$38.4 million at September 30, 2005 and December 31, 2005, respectively, of which \$7.6 million consist of leased equipment. Deferred contract costs are expensed ratably as services are provided under the contracts. Accumulated amortization of deferred contract costs was \$6.8 million and \$9.2 million, at September 30, 2005 and December 31, 2005, respectively.

4. Goodwill and Intangible Assets

The changes in the carrying amount of goodwill, by each of the Company's business segments, for the three months ended December 31, 2005 are as follows (in thousands):

	<u>Consulting</u>	<u>Systems</u>	<u>Operations</u>	<u>Total</u>
Balance as of September 30, 2005	\$ 6,825	\$ 45,196	\$ 34,811	\$ 86,832
Goodwill activity during period	—	—	—	—
Balance as of December 31, 2005	<u>\$ 6,825</u>	<u>\$ 45,196</u>	<u>\$ 34,811</u>	<u>\$ 86,832</u>

The following table sets forth the components of intangible assets (in thousands):

	<u>As of September 30, 2005</u>			<u>As of December 31, 2005</u>		
	<u>Cost</u>	<u>Accumulated amortization</u>	<u>Intangible assets, net</u>	<u>Cost</u>	<u>Accumulated amortization</u>	<u>Intangible assets, net</u>
Non-competition agreements	\$ 3,475	\$ 3,141	\$ 334	\$ 3,475	\$ 3,178	\$ 297
Technology-based intangibles	4,870	1,644	3,226	4,870	1,866	3,004
Customer contracts and relationships	7,475	3,279	4,196	7,475	3,529	3,946
Total	<u>\$ 15,820</u>	<u>\$ 8,064</u>	<u>\$ 7,756</u>	<u>\$ 15,820</u>	<u>\$ 8,573</u>	<u>\$ 7,247</u>

Intangible assets from acquisitions are amortized over five to ten years. The weighted-average amortization period for intangible assets is approximately seven years. Intangible amortization expense was \$0.5 million for each of the three months ended December 31, 2004 and 2005, respectively. The estimated amortization expense for the years ending September 30, 2006, 2007, 2008, 2009 and 2010 is \$2.0 million, \$2.0 million, \$1.6 million, \$1.1 million, and \$0.4 million, respectively.

5. Commitments and Contingencies

Litigation

The Company is involved in various legal proceedings, including contract and employment claims, in the ordinary course of its business. Management does not expect the ultimate outcome of these legal proceedings to have either individually or in the aggregate a material adverse effect on the Company's financial condition or its results of operations.

(a) In the third quarter of fiscal 2004, the Company learned that two former employees, who were principals in a small business MAXIMUS acquired in 2000, had signed fraudulent guarantees on behalf of MAXIMUS for computer equipment leases. The equipment was leased from Solarcom LLC which, in turn, assigned certain of the payments under the leases to various financial institutions including Fleet Business Credit LLC ("Fleet"). The Company did not have knowledge of the leases or guarantees, and much of the equipment appears to have been used in businesses unrelated to MAXIMUS. When the leases went into default, Solarcom demanded payment of the remaining amounts due under the leases from MAXIMUS based on the guarantees.

Solarcom filed suit against MAXIMUS to enforce the guarantees on August 17, 2004 in state court in Gwinnett County, Georgia. On August 24, 2004, Fleet sued MAXIMUS and Solarcom in the federal District Court for the Northern District of Georgia. The Solarcom and Fleet actions were consolidated in the federal District Court for the Northern District of Georgia on September 29, 2004. No date has been set yet for a trial in the Georgia action. The plaintiffs in the Georgia matter have asserted damages of approximately \$17.0 million against MAXIMUS, which includes the remaining lease payments, late fees and interest.

As previously disclosed, MAXIMUS settled a related lawsuit in Pennsylvania filed by De Lage Landen Financial Services, Inc. which was another assignee of the lease payments. In connection with that settlement, MAXIMUS recorded a charge of \$7.0 million for the fiscal year ended September 30, 2005. That amount included the settlement amount paid to De Lage Landen and the associated legal expenses for fiscal year 2005, as well as a liability for estimated probable future legal defense costs of the ongoing Georgia lawsuit.

Apart from the anticipated legal defense costs, we are unable to quantify the probability or magnitude of any other expenditure we may incur in connection with this matter at this time. Because the guarantees were fraudulently signed, and because the leasing company did not perform appropriate due diligence, the Company continues to believe that it is not liable under the guarantees and will continue to vigorously contest the Georgia matter. Accordingly, no provision for settlement or unfavorable outcome of the Georgia lawsuit has been made at this time.

The Company has also reported the matter to law enforcement authorities, and has filed claims against the former employees. Those claims have been referred to arbitration for resolution. Although there can be no assurance of a favorable outcome, the Company does not believe that the claims in Georgia will have a material adverse effect on its financial condition or results of operations.

(b) In October 2004, MAXIMUS received a subpoena from the Criminal Division of the U.S. Department of Justice acting through the U.S. Attorney's Office for the District of Columbia. The subpoena requested records pertaining to the Company's work for the District of Columbia, primarily relating to the preparation and submission of federal Medicaid reimbursement claims on behalf of the District. The U.S. Attorney's Office is investigating issues pertaining to MAXIMUS' compliance with the federal laws governing Medicaid claims. We are fully cooperating with the U.S. Attorney's Office in producing documents in response to the subpoena and making employees available for interviews, and we have initiated an internal review of this matter through independent outside legal counsel. Based on the anticipated legal costs of the internal review, we have recorded a charge of \$0.5 million in connection with this matter for the quarter ended December 31, 2005. We are unable to quantify the probability or magnitude of any other expenditure we may incur in connection with this matter at this time.

(c) In June 2005, MAXIMUS received a subpoena pursuant to the Illinois Whistleblower Reward and Protection Act from the Office of the Attorney General of Illinois in connection with a purported whistleblower investigation of potential false claims. The subpoena requested records pertaining to the Company's work for agencies of the Executive Branch of Illinois State Government. Discussions with the Attorney General's office have indicated that MAXIMUS was one of nine contractors that received

such subpoenas and that the investigation is primarily focused at this time on the procurement and contracting activities of the Illinois Department of Central Management Services. Although there can be no assurance of a favorable outcome and we are unable to quantify the probability or magnitude of any expenditures we may incur in connection with this matter, the Company does not believe that this matter will have a material adverse effect on its financial condition or results of operations, and the Company has not accrued for any loss related to this matter.

Credit Facilities and Performance Bonds

In June 2003, in connection with a long-term contract, the Company issued a standby letter of credit in an initial amount of up to \$20.0 million, which amount was reduced to \$10.0 million on April 1, 2005. The letter of credit, which expires on March 31, 2009, may be called by the customer in the event the Company defaults under the terms of the contract. The letter of credit contains financial covenants that establish minimum levels of tangible net worth and earnings before interest, tax, depreciation and amortization (EBITDA) and require the maintenance of certain cash balances. The Company was in compliance with all covenants at December 31, 2005. Additionally, at December 31, 2005, the Company had performance bond commitments totaling approximately \$110.2 million.

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Lease Obligations

On July 15, 2003, the Company entered into a capital lease financing arrangement with a financial institution, whereby the Company acquired assets pursuant to an equipment lease agreement. Rental payments for assets leased are payable over a 60-month period at an interest rate of 4.05% commencing in January 2004. On March 29, 2004, the Company entered into a supplemental capital lease financing arrangement with the same financial institution whereby the Company acquired additional assets pursuant to an equipment lease agreement. Rental payments for assets leased under the supplemental arrangement are payable over a 57-month period at an interest rate of 3.61% commencing in April 2004. Capital lease obligations of \$5.1 million and \$4.7 million were outstanding related to these lease arrangements for new equipment at September 30, 2005 and December 31, 2005, respectively.

6. Earnings Per Share

The following table sets forth the components of basic and diluted earnings per share (in thousands):

	Three Months Ended December 31,	
	2004	2005
Numerator:		
Net income	\$ 9,049	\$ 8,906
Denominator:		
Basic weighted average shares outstanding	21,307	21,432
Effect of dilutive securities:		
Employee stock options and unvested restricted stock awards	244	476
Denominator for diluted earnings per share	21,551	21,908

7. Stock Repurchase Program

Under resolutions adopted in May 2000, July 2002, and March 2003, the Board of Directors has authorized the repurchase, at management's discretion, of up to an aggregate of \$90.0 million of the Company's common stock. In addition, in June 2002, the Board of Directors authorized the use of option exercise proceeds for the repurchase of the Company's common stock. During the three months ended December 31, 2005, the Company repurchased 118,400 shares. At December 31, 2005, \$26.4 million remained authorized for future stock repurchases under the program.

8. Segment Information

Effective October 1, 2005, we implemented certain internal organizational changes to better manage our business. The amounts for the three months ended December 31, 2004 in the table below reflect the change in the composition of our reportable segments as if we had operated under the new organizational structure during those periods. The following table provides certain financial information for each of the Company's business segments (in thousands):

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	Three Months Ended December 31,	
	2004	2005
Revenue:		
Consulting	\$ 24,064	23,635
Systems	32,838	36,290
Operations	95,593	102,801
Total	\$ 152,495	\$ 162,726
Income from Operations:		
Consulting	\$ 2,290	\$ 2,536
Systems	4,926	3,887
Operations	7,135	6,068
Consolidating adjustments	604	691
Legal expense	(99)	(500)
Total	\$ 14,856	\$ 12,682

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The following discussion and analysis of financial condition and results of operations is provided to enhance the understanding of, and should be read in conjunction with, our Consolidated Financial Statements and related Notes included both herein and in our Annual Report on Form 10-K for the year ended September 30, 2005 filed with the Securities and Exchange Commission on December 12, 2005.

Forward Looking Statements

From time to time, we may make forward-looking statements that are not historical facts, including statements about our confidence and strategies and our expectations about revenue, results of operations, profitability, current and future contracts, market opportunities, market demand or acceptance of our products and services. Any statements contained in this Quarterly Report on Form 10-Q that are not statements of historical fact may be forward-looking statements. The words “could,” “estimate,” “future,” “intend,” “may,” “opportunity,” “potential,” “project,” “will,” “believes,” “anticipates,” “plans,” “expect” and similar expressions are intended to identify forward-looking statements. These statements may involve risks and uncertainties that could cause our actual results to differ materially from those indicated by such forward-looking statements. These risks are detailed in Exhibit 99.1 to this Quarterly Report on Form 10-Q and incorporated herein by reference.

Business Overview

We are a leading provider of consulting, systems solutions and operations program management primarily to government. Since our inception, we have been at the forefront of innovation in meeting our mission of “Helping Government Serve the People®.” We use our expertise, experience and advanced information technology to make government operations more efficient while improving the quality of services provided to program beneficiaries. We operate primarily in the United States, and we have had contracts with government agencies in all 50 states, Canada, Australia, Israel, and the United Kingdom. We have been profitable every year since we were founded in 1975. For the fiscal year ended September 30, 2005, we had revenue of \$647.5 million and net income of \$36.1 million. For the three months ended December 31, 2005, we had revenue of \$162.7 million and net income of \$8.9 million.

Results of Operations

Consolidated

The following table sets forth, for the periods indicated, selected statements of income data:

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(dollars in thousands, except per share data)	Three months ended December 31,	
	2004	2005
Revenue	\$ 152,495	\$ 162,726
Gross profit	\$ 44,405	\$ 44,746
Legal expense	\$ 99	\$ 500
Operating income	\$ 14,856	\$ 12,682
Operating margin percentage	9.7%	7.8%
Selling, general and administrative expense	\$ 29,450	\$ 31,564
Selling, general and administrative expense as a percentage of revenue	19.3%	19.4%
Net income	\$ 9,049	\$ 8,906
Earnings per share:		
Basic	\$ 0.43	\$ 0.42
Diluted	\$ 0.42	\$ 0.41

Our consolidated revenue increased 6.7% for the three months ended December 31, 2005 compared to the same period in fiscal 2005. As discussed in more detail below, the increase in revenue was attributable primarily to results from our Operations Segment.

Our operating margin was 7.8% for the three months ended December 31, 2005, compared to 9.7% for the same period in fiscal 2005. This overall lower margin was primarily attributable to (1) the previously expected loss on the British Columbia Health Operations contract, which enrolls British Columbia citizens into health insurance programs and was launched on April 1, 2005, (2) the impact of \$0.5 million in legal expenses as a result of the Company’s initiation of an internal review related to the U.S. Department of Justice subpoena requesting records pertaining to work in the District of Columbia in the area of Medicaid reimbursement claims, and (3) the impact of recognizing the fair value of stock options as expense, as discussed in more detail below.

Selling, general and administrative expense (SG&A) consists of costs related to general management, marketing and administration. These costs include salaries, benefits, bid and proposal efforts, travel, recruiting, continuing education, employee training, non-chargeable labor costs, facilities costs, printing, reproduction, communications, equipment depreciation, intangible amortization, and legal expenses incurred in the ordinary course of business. SG&A increased for the three months ended December 31, 2005 compared to the same period in fiscal 2005. However, our SG&A as a percentage of revenue remained flat at approximately 19.4% for the three months ended December 31, 2005 compared to 19.3% for the same period in fiscal 2005.

Also included in SG&A was approximately \$1.3 million and \$0.3 million of non-cash equity-based compensation expense for each of the three months ended December 31, 2005 and 2004, respectively. Prior to fiscal 2006, this expense related to restricted stock units issued by the Company. Beginning in fiscal 2006, this expense relates to stock options granted and restricted stock units issued. In future periods, the quarterly expense related to these stock options and restricted stock units is estimated to be approximately \$1.3 million, which amount may increase if certain earnings targets are achieved and restricted stock unit vesting is accelerated.

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Our provision for income taxes for each of the three months ended December 31, 2005 and 2004 was 39.5% of income before income taxes.

Net income for the three months ended December 31, 2005 was \$8.9 million, or \$0.41 per diluted share, compared with net income of \$9.0 million, or \$0.42 per diluted share, for the same period in fiscal 2005. The change in net income is attributed primarily to the impact of recognizing the fair value of stock options as expense, certain legal expenses as discussed above, and the segment results as discussed in more detail below.

Consulting Segment

(dollars in thousands)	Three months ended December 31,	
	2004	2005
Revenue	\$ 24,064	\$ 23,635
Gross profit	10,420	10,196
Operating income	2,290	2,536
Operating margin percentage	9.5%	10.7%

The Consulting Segment is comprised of the management and financial services practice area, which includes revenue maximization services, technology support, cost services, child welfare, Unison (airport financial consulting) and educational services (school-based claiming). For the three months ended December 31, 2005, revenue from our Consulting Segment decreased 1.8% compared to the same period in fiscal 2005. This decrease was primarily attributable to lower revenue contribution from the cost services division. Operating margin increased 120 basis points to 10.7% for the three months ended December 31, 2005 compared to 9.5% for the same period in fiscal 2005. This increase was primarily attributable to profit improvement in the revenue services division.

Systems Segment

(dollars in thousands)	Three months ended December 31,	
	2004	2005
Revenue	\$ 32,838	\$ 36,290
Gross profit	14,030	13,870
Operating income	4,926	3,887
Operating margin percentage	15.0%	10.7%

The Systems Segment develops and implements both third party and proprietary software such as justice, asset, student information systems and enterprise resource planning (ERP) solutions and provides system development and integration from the security solutions division. Revenue from our Systems Segment increased 10.5% for the three months ended December 31, 2005 compared to the same period in fiscal 2005. This increase was primarily attributable to new work in ERP, asset solutions and educational systems, over the same period a year ago. Operating margin decreased to 10.7% for the three months ended December 31, 2005 from 15.0% for the same period in fiscal 2005. This decrease was primarily due to lower license revenue in justice solutions and lower profit in security solutions, which benefited from higher income on a contract in the first quarter of 2005.

Operations Segment

(dollars in thousands)	Three months ended December 31,	
	2004	2005
Revenue	\$ 95,593	\$ 102,801
Gross profit	19,955	20,680
Operating income	7,135	6,068
Operating margin percentage	7.5%	5.9%

The Operations Segment includes our health operations, human services operations and federal outsourcing work. Revenue from our Operations Segment increased 7.5% for the three months ended December 31, 2005 compared to the same period in fiscal 2005. This increase was primarily attributable to the British Columbia Health Operations project, which had commenced operations on April 1, 2005. Operating margin decreased to 5.9% for the three months ended December 31, 2005 from 7.5% for the same period in fiscal 2005. This decrease was primarily attributable to the previously anticipated loss on the British Columbia Health Operations contract. The Company expects that the British Columbia contract will not achieve profitability until the later part of fiscal 2006 or possibly not until fiscal 2007.

Other Income, Net

(dollars in thousands)	Three months ended December 31,	
	2004	2005
Interest and other income, net	\$ 100	\$ 2,038
Percentage of revenue	0.0%	1.2%

The overall increase in interest and other income for the three months ended December 31, 2005 compared to the same period in fiscal 2005 was due primarily to higher interest rates earned on our increased invested cash, as well as \$0.6 million of foreign transaction gains and \$0.2 million of realized gains on sales of marketable securities. Additionally, interest and other income for the three months ended December 31, 2004 included the recognition of losses from certain marketable securities.

Liquidity and Capital Resources

	Three months ended December 31,	
	2004	2005
(dollars in thousands)		
Net cash provided by (used in):		
Operating activities	\$ 10,085	\$ 5,076
Investing activities	(4,634)	(22,056)
Financing activities	(2,748)	(5,386)
Net increase in cash and cash equivalents	\$ 2,703	\$ (22,366)

For the three months ended December 31, 2005, cash provided by our operations was \$5.1 million as compared to \$10.1 million for the same period in fiscal 2005.

Cash provided by operating activities for the three months ended December 31, 2005 consisted of net income of \$8.9 million and non-cash items aggregating \$5.3 million, plus cash used by working capital of \$9.1 million. Non-cash items consisted of \$4.1 million of depreciation and amortization, \$(0.1) million from deferred income tax expense and \$1.3 million from non-cash equity based compensation. The net cash used by working capital changes reflected a decrease in accounts

receivable-billed, net, of \$0.9 million, an increase in accounts payable of \$2.5 million and an increase in deferred revenue of \$5.4 million, offset by increases in accounts receivable-unbilled of \$3.4 million, prepaid expenses of \$0.2 million, deferred contract costs of \$7.1 million, and decreases in accrued compensation of \$5.4 million. Other working capital changes using cash were increases in other assets of \$0.7 million and decreases in other liabilities of \$1.1 million.

For the three months ended December 31, 2004, cash provided by our operations was \$10.1 million as compared to \$16.0 million for the same period in fiscal 2004. Cash provided by operating activities for the three months ended December 31, 2004 consisted of net income of \$9.0 million and non-cash items aggregating \$4.5 million, less cash used for working capital of \$3.5 million. Non-cash items consisted of \$3.5 million of depreciation and amortization, \$0.2 million from the income tax benefit of option exercises, \$0.5 million from deferred income tax benefits, and \$0.3 million from non-cash equity based compensation. The net cash used for working capital changes reflected increases in accounts receivable-billed, net, of \$7.4 million, decreases in accounts payable of \$1.3 million, accrued compensation of \$1.6 million and other liabilities of \$0.1 million, offset by decreases in prepaid expenses of \$2.2 million, deferred contract costs of \$0.6 million and an increase in income taxes payable of \$3.1 million. Other working capital changes providing cash were the increase in deferred revenue of \$0.2 million, and decreases in other assets of \$0.5 million and accounts receivable-unbilled of \$0.3 million.

For the three months ended December 31, 2005, cash used in investing activities was \$22.1 million as compared to \$4.6 million for the same period in fiscal 2005. Cash used in investing activities for the three months ended December 31, 2005 consisted of \$16.5 million in purchases of marketable securities, \$1.9 million in expenditures for capitalized software costs, and \$3.7 million in purchases of property and equipment. Cash used in investing activities for the three months ended December 31, 2004 primarily consisted of expenditures for capitalized software costs of \$2.9 million, purchases of property and equipment of \$1.8 million, and business acquisitions of \$0.3 million, offset by a \$0.4 million decrease in other items.

For the three months ended December 31, 2005, cash used in financing activities was \$5.4 million as compared to \$2.7 million for the same period in fiscal 2005. Cash used in financing activities for the three months ended December 31, 2005 consisted of \$4.3 million of common stock repurchases, \$0.4 million of principal payments on capital leases and \$2.1 million of dividends paid, offset by \$1.5 million of sales of stock to employees through our Employee Stock Purchase Plan and Equity Incentive Plan. Cash used in financing activities for the three months ended December 31, 2004 primarily consisted of \$4.3 million of common stock repurchases and \$0.4 million of principal payments on capital leases, offset by \$1.9 million of sales of stock to employees through our Employee Stock Purchase Plan and Equity Incentive Plan.

Under resolutions adopted in May 2000, July 2002, and March 2003, the Board of Directors has authorized the repurchase, at management's discretion, of up to an aggregate of \$90.0 million of our common stock. In addition, in June 2002, the Board of Directors authorized the use of option exercise proceeds for the repurchase of our common stock. During the three months ended December 31, 2005, we repurchased 118,400 shares. At December 31, 2005, \$26.4 million remained available for future stock repurchases under the program.

Our working capital at December 31, 2005 was \$246.3 million. At December 31, 2005, we had cash, cash equivalents, and marketable securities of \$172.4 million and no debt, except for lease obligations. Management believes this liquidity and financial position will allow us to continue our stock repurchase program (depending on the price of the Company's common stock), to pursue selective acquisitions, and to consider the continuation of dividends on a quarterly basis. Restricted cash represents amounts collected on behalf of certain customers and its use is restricted to the purposes specified under our contracts with these customers.

Under the provisions of certain long-term contracts, we may incur certain reimbursable transition period costs. During the transition period, these expenditures resulted in the use of our cash and in our entering into lease financing arrangements for a portion of the costs. Reimbursement of these costs may occur in the set-up phase or over the contract operating period. Related revenue may also be deferred during the set-up phase. As of December 31, 2005, approximately \$29.2 million in net costs had been incurred and reported as deferred contract costs on our December 31, 2005 consolidated balance sheet. Also under the provisions of a long-term contract, we issued a standby letter of credit in an initial amount of up to \$20.0 million, which amount was reduced to \$10.0 million on April 1, 2005. The letter of credit, which expires on March 31, 2009, may be called by a customer in the event we default under the terms of the contract. The letter of credit contains financial covenants that establish minimum levels of tangible net worth and earnings before interest, tax, depreciation and amortization (EBITDA) and require the maintenance of certain cash balances. We were in compliance with all covenants at December 31, 2005.

In July 2003, we entered into a capital lease financing arrangement with a financial institution whereby we acquired assets pursuant to an equipment lease agreement. Rental payments for assets leased are payable over a 60-month period at an interest rate of 4.05% commencing in January 2004. In March 2004, we entered into a supplemental capital lease financing arrangement with the same financial institution whereby we acquired additional assets pursuant to an equipment lease agreement. Rental payments for assets leased under the supplemental arrangement are payable over a 57-month period at an interest rate of 3.61% commencing in April 2004. At December 31, 2005, capital lease obligations of \$4.7 million were outstanding related to these lease arrangements for new equipment.

At December 31, 2005 and September 30, 2005, we classified accounts receivable of \$6.5 million, net of a \$1.1 million discount, as long-term receivables and reported them within the other assets category on our consolidated balance sheets. These receivables have extended payment terms and collection is expected to exceed one-year.

On January 24, 2006, the Company's Board of Directors declared a quarterly cash dividend of \$0.10 for each share of the Company's common stock outstanding. The dividend is payable on February 28, 2006 to shareholders of record on February 15, 2006.

We believe that we will have sufficient resources to meet our currently anticipated capital expenditures and working capital requirements for at least the next twelve months.

Critical Accounting Policies and Estimates

Our discussion and analysis of financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities and the reported amounts of revenue and expenses. On an ongoing basis, we evaluate our estimates including those related to revenue recognition and cost estimation on certain contracts, the realizability of goodwill, and amounts related to income taxes, certain accrued liabilities and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates.

We believe that we have limited off-balance sheet risk or exposure to liabilities that are not recorded or disclosed in our financial statements. While we have operating lease commitments for office space, those commitments are generally tied to the period of performance under related contracts. Additionally, although on certain contracts we are bound by performance bond commitments and standby letters of credit, we have not had any defaults resulting in draws on performance bonds or letters of credit. Also, we do not speculate in derivative transactions.

We believe the following critical accounting policies affect the significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue Recognition. In fiscal 2005, approximately 78% of our total revenue was derived from state and local government agencies; 7% from federal government agencies; 8% from foreign customers; and 7% from other sources, such as commercial customers. Revenue is generated from contracts with various pricing arrangements, including: (1) fixed-price; (2) performance-based criteria; (3) costs incurred plus a negotiated fee (“cost-plus”); and (4) time and materials. Also, some contracts contain “not-to-exceed” provisions. For fiscal 2005, revenue from fixed-price contracts was approximately 33% of total revenue; revenue from performance-based contracts was approximately 40% of total revenue; revenue from cost-plus contracts was approximately 15% of total revenue; and revenue from time and materials contracts was approximately 12% of total revenue. A majority of the contracts with state and local government agencies have been fixed-price and performance-based, and our contracts with the federal government generally have been cost-plus. Fixed-price and performance-based contracts generally offer higher margins but typically involve more risk than cost-plus or time and materials reimbursement contracts.

We recognize revenue on fixed-priced contracts when earned, as services are provided. For certain fixed-price contracts, primarily systems design, development and implementation, we recognize revenue based on costs incurred using estimates of total expected contract revenue and costs to be incurred. The cumulative impact of any revisions in estimated revenue and costs is recognized in the period in which the facts that give rise to the revision become known. For other fixed-price contracts, revenue is recognized on a straight-line basis unless evidence suggests that revenue is earned or obligations are fulfilled in a different pattern. With fixed-price contracts, we are subject to the risk of potential cost overruns. Provisions for estimated losses on incomplete contracts are provided in full in the period in which such losses become known. We recognize revenue on performance-based contracts as such revenue becomes fixed or determinable, which generally occurs when amounts are billable to customers. For certain contracts, this may result in revenue being recognized in irregular increments. Additionally, costs related to contracts may be incurred in periods prior to recognizing revenue. These costs are generally expensed. However, certain direct and incremental set-up costs may be deferred until services are provided and revenue begins to be recognized, when such costs are recoverable from a contractual arrangement. Set-up costs are costs related to activities that enable us to provide contractual services to a client. These factors may result in irregular revenue and profit margins.

Revenue on cost-plus contracts is recognized based on costs incurred plus an estimate of the negotiated fee earned. Revenue on time and materials contracts is recognized based on hours worked and expenses incurred.

Our most significant expense is cost of revenue, which consists primarily of project-related costs such as employee salaries and benefits, subcontractors, computer equipment and travel expenses. Our management uses its judgment and experience to estimate cost of revenue expected on projects. Our management’s ability to accurately predict personnel requirements, salaries and other costs as well as to effectively manage a project or achieve certain levels of performance can have a significant impact on the gross margins related to our fixed-price, performance-based and time and materials contracts. If actual costs are higher than our management’s estimates, profitability may be adversely affected. Service cost variability has little impact on cost-plus arrangements because allowable costs are reimbursed by the customer.

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We also license software under license agreements. License fee revenue is recognized when a non-cancelable license agreement is in force, the product has been delivered, the license fee is fixed or determinable, and collection is probable. If the fee is not fixed or determinable, revenue is recognized as payments become due from the customer. In addition, when software license contracts contain post-contract customer support as part of a multiple element arrangement, revenue is recognized based upon the vendor-specific objective evidence of the fair value of each element. Maintenance and post-contract customer support revenue are recognized ratably over the term of the related agreements, which in most cases is one year. Revenue from software-related consulting services under time and material contracts and for training is recognized as services are performed. Revenue from other software-related contract services requiring significant modification or customization of software is recognized under the percentage-of-completion method.

Impairment of Goodwill. We adhere to the Financial Accounting Standards Board’s Statements of Financial Accounting Standards No. 141, *Business Combinations* (“FAS 141”), and No. 142, *Goodwill and Other Intangible Assets* (“FAS 142”). Under these rules, goodwill is not amortized but is subject to annual impairment tests in accordance with FAS 141 and FAS 142. Goodwill is tested on an annual basis, or more frequently as impairment indicators arise. Annual impairment tests involve the use of estimates related to the fair market values of our reporting units with which goodwill is associated. Losses, if any, resulting from annual impairment tests will be reflected in operating income in our income statement.

Capitalized Software Development Costs. Capitalized software development costs are capitalized in accordance with FAS No. 86, *Accounting for the Cost of Computer Software to be Sold, Leased, or Otherwise Marketed*. We capitalize both purchased software that is ready for resale and costs incurred internally for software development projects from the time technological feasibility is established. Capitalized software development costs are reported at the lower of unamortized cost or estimated net realizable value. Upon the general release of the software to customers, capitalized software development costs for the products are amortized based on the straight-line method of amortization over the remaining estimated economic life of the product, which ranges from three to five years. The establishment of technological feasibility and the ongoing assessment for recoverability of capitalized development costs require considerable judgment by management including, but not limited to, technological feasibility, anticipated future gross revenues, estimated economic life, and changes in software and hardware technologies. Any changes to these estimates could impact the amount of amortization expense and the amount recognized as capitalized software development costs in the consolidated balance sheet.

Allowance for Doubtful Accounts. We maintain an allowance for doubtful accounts at an amount we estimate to be sufficient to cover the risk of collecting less than full payment on our receivables. On a regular basis we re-evaluate our client receivables, especially receivables that are past due, and reassess our allowance for doubtful accounts based on specific client collection issues. If our clients were to express dissatisfaction with the services we have provided, additional allowances may be required.

Deferred Contract Costs. Deferred contract costs consist of recoverable direct and incremental set-up costs relating to long-term service contracts. These costs include system development and facility build-out costs that are expensed ratably as services are provided under the contracts.

Income Taxes. To record income tax expense, we are required to estimate our income taxes in each of the jurisdictions in which we operate. In addition, income tax expense at interim reporting dates requires us to estimate our expected effective tax rate for the entire year. This process involves estimating our actual current tax liability together with assessing temporary differences that result in deferred tax assets and liabilities and expected future tax rates. Circumstances that could cause our estimates of income tax expense to change include: the impact of information that subsequently becomes available as we prepare our tax returns; revision

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to tax positions taken as a result of further analysis and consultation; changes in the geographic mix of our business; the actual level of pre-tax income; changes in tax rules, regulations and rates; and changes mandated as a result of audits by taxing authorities.

We may also establish tax reserves when, despite our belief that our tax return positions are fully supportable, we believe that certain positions are subject to challenge and that we may not fully succeed. We adjust these reserves in light of changing facts, such as the progress of a tax audit, new case law, or expiration of a statute of limitations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We believe that our exposure to market risk related to the effect of changes in interest rates, foreign currency exchange rates and equity prices with regard to instruments entered into for trading or for other purposes is not significant.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer concluded that these disclosure controls and procedures were effective and designed to ensure that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods.

(b) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation of our internal control that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is involved in various legal proceedings, including contract and employment claims, in the ordinary course of its business. Management does not expect the ultimate outcome of these legal proceedings to have either individually or in the aggregate a material adverse effect on the Company's financial condition or its results of operations.

(a) In the third quarter of fiscal 2004, the Company learned that two former employees, who were principals in a small business MAXIMUS acquired in 2000, had signed fraudulent guarantees on behalf of MAXIMUS for computer equipment leases. The equipment was leased from Solarcom LLC which, in turn, assigned certain of the payments under the leases to various financial institutions including Fleet Business Credit LLC ("Fleet"). The Company did not have knowledge of the leases or guarantees, and much of the equipment appears to have been used in businesses unrelated to MAXIMUS. When the leases went into default, Solarcom demanded payment of the remaining amounts due under the leases from MAXIMUS based on the guarantees.

Solarcom filed suit against MAXIMUS to enforce the guarantees on August 17, 2004 in state court in Gwinnett County, Georgia. On August 24, 2004, Fleet sued MAXIMUS and Solarcom in the federal District Court for the Northern District of Georgia. The Solarcom and Fleet actions were consolidated in the federal District Court for the Northern District of Georgia on September 29, 2004. No date has been set yet for a trial in the Georgia action. The plaintiffs in the Georgia matter have asserted damages of approximately \$17.0 million against MAXIMUS, which includes the remaining lease payments, late fees and interest.

As previously disclosed, MAXIMUS settled a related lawsuit in Pennsylvania filed by De Lage Landen Financial Services, Inc. which was another assignee of the lease payments. In connection with that settlement, MAXIMUS recorded a charge of \$7.0 million for the fiscal year ended September 30, 2005. That amount included the settlement amount paid to De Lage Landen and the associated legal expenses for fiscal year 2005, as well as a liability for estimated probable future legal defense costs of the ongoing Georgia lawsuit.

Apart from the anticipated legal defense costs, we are unable to quantify the probability or magnitude of any other expenditure we may incur in connection with this matter at this time. Because the guarantees were fraudulently signed, and because the leasing company did not perform appropriate due diligence, the Company continues to believe that it is not liable under the guarantees and will continue to vigorously contest the Georgia matter. Accordingly, no provision for settlement or unfavorable outcome of the Georgia lawsuit has been made at this time.

The Company has also reported the matter to law enforcement authorities, and has filed claims against the former employees. Those claims have been referred to arbitration for resolution. Although there can be no assurance of a favorable outcome, the Company does not believe that the claims in Georgia will have a material adverse effect on its financial condition or results of operations.

(b) In October 2004, MAXIMUS received a subpoena from the Criminal Division of the U.S. Department of Justice acting through the U.S. Attorney's Office for the District of Columbia. The subpoena requested records pertaining to the Company's work for the District of Columbia, primarily relating to the preparation and submission of federal Medicaid reimbursement claims on behalf of the District. The U.S. Attorney's Office is investigating issues pertaining to compliance with the federal laws governing Medicaid claims. We are fully cooperating with the U.S. Attorney's Office in producing documents in response to the subpoena and making employees available for interviews, and we have initiated an internal review of this matter

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through independent outside legal counsel. Based on the anticipated legal costs of the internal review, we have recorded a charge of \$0.5 million in connection with this matter for the quarter ended December 31, 2005. We are unable to quantify the probability or magnitude of any other expenditure we may incur in connection with this matter at this time.

(c) In June 2005, MAXIMUS received a subpoena pursuant to the Illinois Whistleblower Reward and Protection Act from the Office of the Attorney General of Illinois in connection with a purported whistleblower investigation of potential false claims. The subpoena requested records pertaining to the Company's work for agencies of the Executive Branch of Illinois State Government. Discussions with the Attorney General's office have indicated that MAXIMUS was one of nine contractors that received such subpoenas and that the investigation is primarily focused at this time on the procurement and contracting activities of the Illinois Department of Central Management Services. Although there can be no assurance of a favorable outcome and we are unable to quantify the probability or magnitude of any expenditures we may incur in connection with this matter, the Company does not believe that this matter will have a material adverse effect on its financial condition or results of operations, and the

Company has not accrued for any loss related to this matter.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) The following table sets forth the information required regarding repurchases of common stock that we made during the three months ended December 31, 2005:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans (1)</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan (in thousands)</u>
October 1, 2005 – October 31, 2005	15,000	\$ 34.88	15,000	\$ 29,037
Nov. 1, 2005 – Nov. 30, 2005	50,000	\$ 36.56	50,000	\$ 27,363
Dec. 1, 2005 – Dec. 31, 2005	53,400	\$ 36.67	53,400	\$ 26,403
Total	118,400	\$ 36.40	118,400	

(1) Under resolutions adopted and publicly announced on May 12, 2000, July 10, 2002, and April 2, 2003, our Board of Directors has authorized the repurchase, at management's discretion, of up to an aggregate of \$90.0 million of common stock under our 1997 Equity Incentive Plan. In addition, in June 2002, the Board of Directors authorized the use of option exercise proceeds for the repurchase of our common stock.

Item 6. Exhibits.

The Exhibits filed as part of this Quarterly Report on Form 10-Q are listed on the Exhibit Index immediately preceding the Exhibits. The Exhibit Index is incorporated herein by reference.

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SIGNATURES

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

Date: February 8, 2006

MAXIMUS, INC.

By: /s/ Richard A. Montoni
Richard A. Montoni
Chief Financial Officer
(On behalf of the registrant and as Principal
Financial and Accounting Officer)

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Section 906 Principal Executive Officer Certification.
32.2	Section 906 Principal Financial Officer Certification.
99.1	Special Considerations and Risk Factors.

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Lynn P. Davenport, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MAXIMUS, Inc. for the period ended December 31, 2005;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 8, 2006

/s/ Lynn P. Davenport
Lynn P. Davenport
Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard A. Montoni, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MAXIMUS, Inc. for the period ended December 31, 2005;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 8, 2006

/s/ Richard A. Montoni
Richard A. Montoni
Chief Financial Officer

Section 906 CEO Certification

I, Lynn P. Davenport, Chief Executive Officer of MAXIMUS, Inc. ("the Company"), do hereby certify, under the standards set forth in and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ended December 31, 2005 (the "Quarterly Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m or 78o(d)) and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2006

/s/ Lynn P. Davenport

Lynn P. Davenport
Chief Executive Officer

Section 906 CFO Certification

I, Richard A. Montoni, Chief Financial Officer of MAXIMUS, Inc. ("the Company"), do hereby certify, under the standards set forth in and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ended December 31, 2005 (the "Quarterly Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m or 78o(d)) and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2006

/s/ Richard A. Montoni

Richard A. Montoni
Chief Financial Officer

Special Considerations and Risk Factors

From time to time, we may make forward-looking public statements, such as statements concerning our then-expected future revenue or earnings or concerning projected plans, performance or contract procurement, as well as other estimates relating to future operations. Forward-looking statements may be in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in press releases or in informal statements made with the approval of an authorized executive officer. The words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "believe," "could," "intend," "may," "opportunity," "plan," "potential" or similar terms and expressions are intended to identify "forward-looking statements" within the meaning of Section 21E of the Exchange Act and Section 27A of the Securities Act of 1933, as amended, as enacted by the Private Securities Litigation Reform Act of 1995.

We wish to caution you not to place undue reliance on these forward-looking statements that speak only as of the date on which they are made. In addition, we wish to advise you that the factors listed below, as well as other factors we have not currently identified, could affect our financial or other performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods or events in any current statement.

We will not undertake and we specifically decline any obligation to publicly release revisions to these forward-looking statements to reflect either a circumstance after the date of the statements or the occurrence of events that may cause us to re-evaluate our forward-looking statements.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act, we are hereby filing the following cautionary statements identifying important factors that could cause our actual results to differ materially from those projected in forward-looking statements made by us or on our behalf:

If we fail to satisfy our contractual obligations or meet performance standards, our contracts may be terminated and we may incur significant costs or liabilities, including penalties, which could adversely impact our operating results, financial condition and our ability to compete for future contracts.

Our contracts may be terminated for our failure to satisfy our contractual obligations or to meet performance standards and often require us to indemnify customers. In addition, some of our contracts contain substantial liquidated damages provisions and financial penalties related to performance failures. Although we have liability insurance, the policy coverage and limits may not be adequate to provide protection against all potential liabilities. Further, for certain contracts, we have posted significant performance bonds or issued letters of credit to secure our indemnification and other obligations. If a claim is made against a performance bond or letter of credit, we would be required to reimburse the issuer for the amount of the claim. Consequently, as a result of the above matters, we may incur significant costs or liabilities, including penalties, which could adversely impact our operating results, financial condition and our ability to compete for future contracts.

We may be subject to fines, penalties and other sanctions if we fail to comply with federal, state and local laws governing our business.

Our business lines operate within a variety of complex regulatory schemes, including but not limited to

the Federal Acquisition Regulation (FAR), Cost Accounting Standards, the Truth in Negotiations Act, the Fair Debt Collection Practices Act (and analogous state laws), as well as the regulations governing Medicaid and Medicare. If a government audit uncovers improper or illegal activities by us or we otherwise determine that these activities have occurred, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeitures of profits, suspension of payments, fines and suspension or disqualification from doing business with the government. Any adverse determination could adversely impact our ability to bid in response to RFPs in one or more jurisdictions. Further, as a government contractor subject to the types of regulatory schemes described above, we are subject to an increased risk of investigations, criminal prosecution, civil fraud, whistleblower lawsuits and other legal actions and liabilities to which private sector companies are not, the result of which could have a material adverse effect on our operations.

We are subject to review and audit by federal, state and local governments at their sole discretion and, if any improprieties are found, we may be required to refund revenue we have received, or forego anticipated revenue, which could have a material adverse impact on our revenues and our ability to bid in response to RFPs.

As a provider of services to government agencies, we are subject to periodic audits and other reviews by federal, state and local governments of our costs and performance, accounting and general business practices relating to our contracts with those government agencies. As part of that process, the government agency reviews our performance on the contract, our pricing practices, our cost structure and our compliance with applicable laws, regulations and standards. Based on the results of these audits, government agencies may demand refunds or adjust our contract-related costs and fees, including internal costs and expense allocation. Although adjustments arising from government audits and reviews have not had a material adverse effect on our results of operations in the past, there can be no assurance that future audits and reviews would not have such effects.

If we fail to accurately estimate the factors upon which we base our contract pricing, we may generate less profit than expected or incur losses on those contracts.

We derived approximately 33% of our fiscal 2005 revenue from fixed-price contracts and approximately 40% of our fiscal 2005 revenue from performance-based contracts. For fixed-price contracts, we receive our fee based on services provided. Those services might include operating a Medicaid enrollment center pursuant to specified standards, designing and implementing computer systems or applications, or delivering a planning document under a consulting arrangement. For performance-based contracts, we receive our fee on a per-transaction basis. These contracts include, for example, child support enforcement contracts, in which we often receive a fee based on the amount of child support collected. To earn a profit on these contracts, we must accurately estimate costs involved and assess the probability of completing individual transactions within the contracted time period. If our estimates prove to be inaccurate, we may not achieve the level of profit we expected or we may incur a net loss on a contract. Although we believe that we have recorded adequate provisions in our financial statements for losses on our fixed-price and cost-plus contracts, as required under U.S. generally accepted accounting principles, we cannot assure you that our contract loss provisions will be adequate to cover all actual future losses.

Adverse judgments or settlements in legal disputes could harm our financial condition and operating results.

We are subject to a variety of litigation or other claims and suits that arise from time to time in the ordinary course of our business such as contract and employment claims and lawsuits involving compliance with laws governing debt collections and child support enforcement. Adverse judgments or settlements in some or all of these legal disputes may result in significant monetary damages or injunctive relief against us. In addition, the litigation and other claims described in our periodic report are subject to inherent uncertainties

and management's view of these matters may change in the future. Those uncertainties include, but are not limited to, costs of litigation, unpredictable court or jury decisions, and the differing laws and attitudes regarding damage awards among the states.

We may incur significant costs before receiving related contract payments that could result in increasing the use of cash and accounts receivable.

When we are awarded a contract, we may incur significant expenses before we receive contract payments, if any. These expenses may include leasing office space, purchasing office equipment and hiring personnel. In other situations, contract terms provide for billing upon achievement of specified project milestones. As a result, in these

situations, we are required to expend significant sums of money before receiving related contract payments. In addition, payments due to us from government agencies may be delayed due to billing cycles or as a result of failures to approve governmental budgets in a timely manner. These factors could impact us by increasing the use of cash and accounts receivable. Moreover, these impacts could be exacerbated if we fail to either invoice the government agency or collect our fee in a timely manner.

We obtain most of our business through competitive bidding in response to government RFPs. We may not be awarded contracts through this process on the same level in the future as in the past and contracts we are awarded may not be profitable.

Substantially all of our customers are government agencies. To market our services to government customers, we are often required to respond to government RFPs which may result in contract awards on a competitive basis. To do so effectively, we must estimate accurately our cost structure for servicing a proposed contract, the time required to establish operations and likely terms of the proposals submitted by competitors. We must also assemble and submit a large volume of information within a RFP's rigid timetable. Our ability to respond successfully to RFPs will greatly impact our business. There is no assurance that we will continue to obtain contracts in response to government RFPs and our proposals may not result in profitable contracts. In addition, competitors may protest contracts awarded to us through the RFP process which may cause the award to be delayed or overturned or may require the customer to reinitiate the RFP process.

Government entities have in the past and may in the future terminate their contracts with us earlier than we expect, which may result in revenue shortfalls.

Many of our government contracts contain base periods of one or more years, as well as option periods covering more than half of the contract's potential duration. Government agencies do not have to exercise these option periods, and they may elect not to exercise them for budgetary, performance, or any other reason. Our contracts also typically contain provisions permitting a government customer to terminate the contract on short notice, with or without cause. Termination without cause provisions generally allow the government to terminate a contract at any time, and enable us to recover only our costs incurred or committed, and settlement expenses and profit, if any, on the work completed prior to termination. The unexpected termination of significant contracts could result in significant revenue shortfalls. If revenue shortfalls occur and are not offset by corresponding reductions in expenses, our business could be adversely affected. We cannot anticipate if, when or to what extent a customer might terminate its contracts with us.

If we are unable to manage our growth, our profitability will be adversely affected.

Sustaining our growth places significant demands on our management as well as on our administrative, operational and financial resources. For us to continue to manage our growth, we must continue to improve our operational, financial and management information systems and expand, motivate and manage our workforce. If our growth comes at the expense of providing quality service and generating reasonable profits, our ability to

successfully bid for contracts and our profitability will be adversely affected.

We rely on key contracts with state and local governments for a significant portion of our sales. A substantial reduction in those contracts would materially adversely affect our operating results.

In fiscal 2005, approximately 78% of our total revenue was derived from contracts with state and local government agencies. Any significant disruption or deterioration in our relationship with state and local governments and a corresponding reduction in these contracts would significantly reduce our revenues and could substantially harm our business.

Government unions may oppose outsourcing of government programs to outside vendors such as us, which could limit our market opportunities and could impact us adversely. In addition, our unionized workers could disrupt our operations.

Our success depends in part on our ability to win profitable contracts to administer and manage health and human services programs traditionally administered by government employees. Many government employees, however, belong to labor unions with considerable financial resources and lobbying networks. Unions have in the past applied, and are likely to continue to apply, political pressure on legislators and other officials seeking to outsource government programs. Union opposition to these programs may result in fewer opportunities for us to service government agencies and/or longer and more complex procurements.

We do operate outsourcing programs using unionized employees in Canada. The underlying collective bargaining agreements of the Canadian workforce expire March 31, 2006. There can be no assurance that new agreements can be negotiated or, if negotiated, what the revised terms may include. We have experienced opposition from the union which does not favor the outsourcing of government programs. As a result, we have received negative press coverage as the union continues to oppose our program operations. Such press coverage and union opposition may have an adverse affect on the willingness of government agencies to outsource such projects as well as certain contracts that are operated within a unionized environment. Our unionized workers could also declare a strike which could adversely affect our performance and financial results.

We may be precluded from bidding and performing certain work due to other work we currently perform.

Various laws and regulations prohibit companies from performing work for government agencies that might be viewed as an actual or apparent conflict of interest. These laws may limit our ability to pursue and perform certain types of work. For example, some of our Consulting Segment divisions assist government agencies in developing requests for proposals (RFPs) for various government programs. In those situations, the divisions involved in operating such programs would likely be precluded from bidding on those RFPs. Similarly, rules governing the independence of enrollment brokers could prevent us from providing services to other organizations such as health plans.

We may lose executive officers and senior managers on whom we rely to generate business and execute projects successfully.

The ability of our executive officers and our senior managers to generate business and execute projects successfully is important to our success. While we have employment agreements with some of our executive officers, those agreements do not prevent them from terminating their employment with us. The loss of an executive officer or senior manager could impair our ability to secure and manage engagements, which could harm our business, prospects, financial condition and results of operations.

Inaccurate, misleading or negative media coverage could adversely affect our reputation and our ability to bid for government contracts.

Because of the public nature of many of our business lines, the media frequently focus their attention on our contracts with government agencies. If the media coverage is negative, it could influence government officials to slow the pace of outsourcing government services, which could reduce the number of RFPs. The media also focus their attention on the activities of political consultants engaged by us, and we may be tainted by adverse media coverage about their activities, even when those activities are unrelated to our business. Moreover, inaccurate, misleading or negative media coverage about us could harm our reputation and, accordingly, our ability to bid for and win government contracts.

We may be unable to attract and retain sufficient qualified personnel to sustain our business.

Our delivery of services is labor-intensive. When we are awarded a government contract, we must quickly hire project leaders and case management personnel. The additional staff also creates a concurrent demand for increased administrative personnel. Our success requires that we attract, develop, motivate and retain:

- experienced and innovative executive officers;
- senior managers who have successfully managed or designed government services programs; and
- information technology professionals who have designed or implemented complex information technology projects.

Innovative, experienced and technically proficient individuals are in great demand and are likely to remain a limited resource. There can be no assurance that we will be able to continue to attract and retain desirable executive officers and senior managers. Our inability to hire sufficient personnel on a timely basis or the loss of significant numbers of executive officers and senior managers could adversely affect our business.

If we fail to establish and maintain important relationships with government entities and agencies, our ability to successfully bid for RFPs may be adversely affected.

To facilitate our ability to prepare bids in response to RFPs, we rely in part on establishing and maintaining relationships with officials of various government entities and agencies. These relationships enable us to provide informal input and advice to the government entities and agencies prior to the development of an RFP. We also engage marketing consultants, including lobbyists, to establish and maintain relationships with elected officials and appointed members of government agencies. The effectiveness of these consultants may be reduced or eliminated if a significant political change occurs. In that circumstance, we may be unable to successfully manage our relationships with government entities and agencies and with elected officials and appointees. Any failure to maintain positive relationships with government entities and agencies may adversely affect our ability to bid successfully in response to RFPs.

The federal government may refuse to grant consents and/or waivers necessary to permit private entities, such as us, to perform certain elements of government programs.

Under current law, in order to privatize certain functions of government programs, the federal government must grant a consent and/or waiver to the petitioning state or local agency. If the federal government does not grant a necessary consent or waiver, the state or local agency will be unable to outsource that function to a private entity, such as us. This situation could eliminate a contracting opportunity or reduce the value of an existing contract.

Our business could be adversely affected by future legislative or government budgetary and spending changes.

The market for our services depends largely on federal and state legislative programs and the budgetary capability to support programs, including the continuance of existing programs. These programs can be modified or amended at any time by acts of federal and state governments.

Moreover, part of our growth strategy includes aggressively pursuing new opportunities and continuing to serve existing programs scheduled for re-bid, which are or may be created by federal and state initiatives, principally in the area of health services, human services and child welfare.

State budgets were adversely impacted by a general economic slowdown in fiscal 2003, creating state budget deficits, which trend, although to a lesser extent, continued into fiscal 2004 and 2005. All but one state must operate under a balanced budget. There are a number of alternatives to states in managing a possible budget deficit, including:

- Accessing previously set aside or “rainy day” funds;
- Increasing taxes;
- Elimination or reduction in services;
- Cost containment and savings;
- Pursuit of additional federal assistance; and
- Developing additional sources of revenue, such as the legalization of gaming.

While we believe that the demand for our services remains substantial, and that some service offerings may experience increased demand in the current environment, continued state budget deficits may adversely impact our existing and anticipated business as well as our future financial performance.

Also, changes in federal initiatives or in the level of federal spending due to budgetary or deficit considerations may have a significant impact on our future financial performance. For example, increased or changed spending on defense, security or anti-terrorism threats may impact the level of demand for our services. Many state programs, such as Medicaid, are federally mandated and fully or partially funded by the federal government. Changes, such as program eligibility, benefits, or the level of federal funding may impact the demand for our services. Certain changes may present new opportunities to us and other changes may reduce the level of demand for services provided by us, which could materially adversely impact our future financial performance.

If we do not successfully integrate the businesses that we acquire, our results of operations could be adversely affected.

Business combinations involve a number of factors that affect operations, including:

- diversion of management’s attention;
- loss of key personnel;
- entry into unfamiliar markets;
- assumption of unanticipated legal or financial liabilities;
- becoming significantly leveraged as a result of incurring debt to finance an acquisition;
- unanticipated operating, accounting or management difficulties in connection with the acquired entities;
- impairment of acquired intangible assets, including goodwill; and
- dilution to our earnings per share.

Businesses we acquire may not achieve the revenue and earnings we anticipated. Customer dissatisfaction or performance problems with an acquired firm could materially and adversely affect our reputation as a whole. As a result, we may be unable to profitably manage businesses that we have acquired or that we may acquire or we may fail to integrate them successfully without incurring substantial expenses, delays or other problems that could materially negatively impact our business and results of operations.

Federal government officials may discourage state and local governmental entities from engaging us, which may result in a decline in revenue.

To avoid higher than anticipated demands for federal funds, federal government officials occasionally discourage state and local authorities from engaging private consultants to advise them on obtaining federal funding reimbursements. If state and local officials are dissuaded from engaging us for revenue maximization services, we will not receive contracts for, or revenue from, those services.

We may rely on subcontractors and partners to provide clients with a single-source solution.

From time to time, we may engage subcontractors, teaming partners or other third parties to provide our customers with a single-source solution. While we believe that we perform appropriate due diligence on our subcontractors and teaming partners, we cannot guarantee that those parties will comply with the terms set forth in their agreements. We may have disputes with our subcontractors, teaming partners or other third parties arising from the quality and timeliness the subcontractor's work, customer concerns about the subcontractor or other matters. Subcontractor performance deficiencies could result in a customer terminating our contract for default. We may be exposed to liability, and we and our clients may be adversely affected if a subcontractor or teaming partner failed to meet its contractual obligations.

We face competition from a variety of organizations, many of which have substantially greater financial resources than we do; we may be unable to compete successfully with these organizations.

Our Consulting Segment typically competes for consulting contracts with large consulting firms such as Accenture Ltd., as well as smaller niche players, such as Public Consulting Group.

Our Systems Segment competes for system products sales and system service contracts with a large number of competitors, including Unisys Corporation, SAP America, Inc., Oracle Corporation, BearingPoint, Inc., Accenture Ltd., Deloitte & Touche LLP, Northrop Grumman Corporation, and Electronic Data Systems Corporation.

Our Operations Segment competes for program management contracts with the following:

- government services divisions of large organizations such as Affiliated Computer Services, Inc., Electronic Data Systems Corporation, and International Business Machines Corporation;
- specialized service providers; and
- local non-profit organizations such as the United Way of America, Goodwill Industries and Catholic Charities, USA.

Many of these companies are national and international in scope, are larger than us and have greater financial resources, name recognition and larger technical staffs. Substantial resources could enable certain competitors to initiate severe price cuts or take other measures in an effort to gain market share. In addition, we may be unable to compete for the limited number of large contracts because we may not be able to meet an RFP's requirement to obtain and post a large cash performance bond. Also, in some geographic areas, we face

competition from smaller consulting firms with established reputations and political relationships. There can be no assurance that we will be able to compete successfully against our existing or any new competitors.

A number of factors may cause our cash flows and results of operations to vary from quarter to quarter.

Factors which may cause our cash flows and results of operations to vary from quarter to quarter include:

- the terms and progress of contracts;
- the levels of revenue earned and profitability of fixed-price and performance-based contracts;
- expenses related to certain contracts which may be incurred in periods prior to revenue being recognized;
- the commencement, completion or termination of contracts during any particular quarter;
- the schedules of government agencies for awarding contracts;
- the term of awarded contracts; and
- potential acquisitions.

Changes in the volume of activity and the number of contracts commenced, completed or terminated during any quarter may cause significant variations in our cash flows and results of operations because a large amount of our expenses are fixed.

Our articles of incorporation and bylaws include provisions that may have anti-takeover effects.

Our Articles of Incorporation and bylaws include provisions that may delay, deter or prevent a takeover attempt that shareholders might consider desirable. For example, our Articles of Incorporation provide that our directors are to be divided into three classes and elected to serve staggered three-year terms. This structure could impede or discourage an attempt to obtain control of us by preventing stockholders from replacing the entire board in a single proxy contest, making it more difficult for a third party to take control of us without the consent of our board of directors. Our Articles of Incorporation further provide that our shareholders may not take any action in writing without a meeting. This prohibition could impede or discourage an attempt to obtain control of us by requiring that any corporate actions initiated by shareholders be adopted only at properly called shareholder meetings.
