Enterprise Informatics Inc
Form 10-K
January 15, 2008

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

FORM 10-K

(Mark One)

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

For the fiscal year ended September 30, 2007

OR

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

Commission file number 0-15935

ENTERPRISE INFORMATICS INC.
(Exact name of registrant as specified in its charter)

California	95-3634089
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
10052 Mesa Ridge Court, Suite 100 San Diego, CA (Address of principal executive offices)	92121 (Zip Code)

(858) 625-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12 (g) of the Act:
Common Stock
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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 o Accelerated filer o Non-accelerated filer x

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

The aggregate market value of the voting and non-voting common equity on March 31,2007, (the last business day of the Registrant's most recently completed second fiscal quarter) held by non-affiliates* of the Registrant, based upon the last price reported on the OTC Bulletin Board on such date was $2,600,115

The number of shares outstanding of the Registrant's Common Stock at the close of business on January 14, 2008 was 37,862,332.

* Without acknowledging that any individual director of Registrant is an affiliate, all directors have been included as affiliates with respect to shares owned by them.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's proxy statement relating to its 2008 Annual Shareholders Meeting are incorporated by reference into – Part III hereof.

PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or anticipated results, including those set forth under the heading "Risk Factors" and elsewhere in, or incorporated by reference into, this report. Other risks and uncertainties include such factors, among others, as market acceptance and market demand for the Company's (as defined below) technologies and services, pricing, the changing regulatory environment, the effect of the Company's accounting policies, potential seasonality, industry trends, adequacy of the Company's financial resources to execute its business plan, the Company's ability to attract, retain and motivate key technical, marketing and management personnel, possible disruption in commercial activities occasioned by terrorist activity and armed conflict, and other risk factors detailed in the Company's other SEC filings.

In some cases, you can identify forward looking statements by terms such as "may," "intend," "might," "will," "should," "coul "would," "expect," " believe, " " anticipate, " "estimate," "predict," "potential," or the negative of these terms, and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. The forward-looking statements in this report are based upon management's current expectations and belief, which management believes are reasonable. These statements represent our estimates and assumptions only as of the date of this Annual Report on Form 10-K, and we undertake no obligation to publicly release the result of any revisions to any forward-looking statement, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. You are cautioned not to place undue reliance on any forward-looking statements.

In this report, unless the context indicates otherwise, the terms "Company," "we," "us," and "our" refer to Enterprise Informatics Inc., a California corporation, and its subsidiaries.

ITEM 1. BUSINESS

General

Enterprise Informatics Inc., formerly Spescom Software Inc. and formerly Altris Software, Inc., (the "Company") was founded and incorporated as a California corporation in 1981 and is headquartered in San Diego, California with an international sales and support subsidiary in London, United Kingdom. Our principal executive office is located at 10052 Mesa Ridge Court, Suite 100, San Diego, California, 92121. Our telephone number at that address is (858) 625-3000. Our website address is www.enterpriseinformatics.com. Our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 can be accessed, free of charge, at our website as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission.

The Company develops, markets and supports eB™, its integrated suite of collaborative document, configuration and records management software solutions. The eB suite enables organizations in a broad range of industries to create, capture, store, manage, share and distribute critical business information regarding their customers, products, assets and processes in an efficient manner. The eB suite also enables them to maintain complete, up-to-date information about the configuration of their products, assets and infrastructures so that they can achieve operational excellence and compliance with regulatory requirements. eB provides the capabilities of an Enterprise Content Management (ECM)/Electronic Document Management (EDM) System, but extends these capabilities by also managing the "things' that the content/documents relate to such as products, assets, functions, processes, requirements, projects, organizations, locations, work orders, etc. As a result, eB can be used to manage the lifecycle of physical items (e.g., products, equipment or assets), and the requirements (e.g., functional, safety, performance, environmental, etc.) that govern them. It enables intelligent relationships to be defined between these items thereby creating an interdependency model. As a result, the effects of any change on requirements, documents and items can be determined and change can be managed to effectively ensure information integrity. In particular, eB enables organizations with extensive and complex physical infrastructures to efficiently identify, classify, structure, link, and manage documents, physical items, and requirements throughout their lifecycles and ensure that conformance between these is maintained by means of an automated change process.

eB's integration of document, configuration and records management functionality onto a single platform is a major differentiator and significant competitive advantage that allows the Company to address the information management needs of an enterprise in a more holistic manner than solutions provided by other vendors. In addition, eB provides interoperability and scalability across and beyond an enterprise, deployment over the web, and quick, cost-effective "out-of-the-box" implementation. Finally, the product's full functionality is available via a set of application programming interfaces ("API's") that enable the rapid definition and deployment of customer specific solutions and integration with other business applications, including enterprise resource planning ("ERP"), maintenance management, and project management products.

History

In the 1980's, the Company and a handful of other pioneering companies set out to provide a better alternative for managing documents electronically. In the mid 1990's the Company acquired two of those other companies, Optigraphics Corp., and Trimco Ltd. that were recognized for their product excellence and vision. As a combined entity, the Company became a leading developer of enterprise document management solutions. In 2000, the Company acquired the rights to certain configuration management technology and skills from Spescom Ltd., which at the same time acquired a controlling interest in the Company. Due to this unique combination of document and configuration management technologies and skills, the Company began doing business as Spescom Software Inc. on October 1, 2001.

As of September 30, 2007 Spescom Ltd. by virtue of its ownership of common stock and Series F Preferred Stock controlled 59% of the outstanding voting shares of the Company.

A timeline summary of equity transactions between the Company and Spescom Ltd. and between the Company and ERP2 Holdings, LLC, which purchased the interests of Spescom Ltd. in the Company in October 2007, follows:

1999
The Company sold 3,428,571 shares of its common stock to Spescom Ltd. for $2,300,000 in cash. In addition, the Company sold a 60% interest in ASL, its United Kingdom subsidiary, for an additional $1,000,000. At the end of 1999, Spescom Ltd. purchased the Company's subordinated debt and Series E Preferred Stock held by a third party. Under the terms of the debt and preferred stock, Spescom Ltd. had the right to convert the debt and preferred stock into common stock at $1.90 per share which equated to 3,226,841 shares of common stock.

2000

In April 2000, the Company sold 5,284,714 shares of its common stock to Spescom Ltd. for $3,700,000. Also, the Company agreed to convert its subordinated debt and Series E Preferred Stock held by Spescom Ltd. into 9,528,096 shares of common stock—an effective conversion rate of $.70 per share. The Company also transferred its remaining interest in ASL to Spescom Ltd. for no consideration. In September 2000, the Company changed its year end from December 31 to September 30 to coincide with Spescom Ltd.'s year end.

2001

In October 2000, Spescom Ltd. contributed certain assets and liabilities of its United Kingdom subsidiary (formerly ASL) to the Company for 550,000 shares of common stock of the Company.

2002

In 2002, Spescom Ltd. loaned working capital to the Company under promissory notes secured by all of the assets of the Company.

2003

In September 2003, the Company agreed to convert $5,292,000 of the $5,791,000 owed to Spescom Ltd. into shares of the Company's Series F Preferred Stock. As of the date of its issuance the Series F Preferred Stock was convertible into the Company's common stock based upon a conversion rate of $.45 per share (subject to certain adjustments set forth in the related Certificate of Determination for the Series F Preferred Stock), which equated to 11,757,778 shares of common stock.

2004

In November 2003, the Company issued a note payable to Spescom UK with a principal balance of $600,000 which was repaid in full during fiscal 2004.

2005

In November 2004, the Company completed a financing arrangement whereby the Company issued 2,200 shares of Series G Convertible Preferred Stock along with 2,750,000 common stock warrants for gross proceeds of $2,200,000. During fiscal 2005, 750 shares of this preferred stock was converted into 2,428,000 shares of common stock.

2006

In fiscal 2006, the Company completed two preferred stock financings, the net aggregate result of which was the Company's issuance of 2,450 shares of Series I Convertible Preferred Stock along with 1,851,852 common stock warrants, its receipt of cash consideration of $1,000,000 and its cancellation of the remaining 1,450 shares of Series G Convertible Preferred Stock. As a result of these financing activities and certain anti-dilution provisions under the terms of the Company's Series F Convertible Preferred Stock held by Spescom Ltd. resulted in the Series F conversion rate was adjusted from $0.45 per share to $0.39 per share.

2007

On October 10, 2007, pursuant to a Securities Purchase Agreement , dated as of September 30, 2007, between Spescom Ltd, and its wholly owned subsidiary Spescom Ltd. UK (collectively, "Spescom"), on the one hand, and ERP2 Holdings, LLC ("ERP2"), on the other hand, Spescom sold to ERP2, for aggregate consideration of $2,500,000, all shares of the capital stock of the Company held by Spescom, two demand notes payable by the Company to Spescom, and certain contract rights and other interests held by Spescom in connection with its ownership of such shares and notes (the "Transaction"). The shares of capital stock sold to ERP2 consist of 15,650,471 shares of the Company's common stock and 5,291 shares of the Company's Series F Convertible Preferred Stock.

2008

On January 14, 2008, the Company entered into a term sheet with ERP2 that provides, among other things, for the concurrent consummation (the "ERP2 Closing") of the following transactions: (i) the extension of the maturity date of the demand notes acquired by ERP2 from Spescom Ltd. to the date that is two years from the date of the ERP2 Closing, (ii) the agreement of ERP2 not to call such demand notes following an event of default, prior to September 30, 2008; (iii) the issuance of additional notes to ERP2 in the aggregate principal amount of $1,500,000 with a maturity date two years from the date of the ERP2 Closing. Disbursement of $300,000 of such aggregate principal amount is subject to delivery at the ERP2 Closing of definitive transaction documents pursuant to the term sheet. Disbursement of the remaining $1,200,000 of such amount is subject to completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock and the

deregistration of the Company's common stock under the Securities Exchange Act of 1934.

Upon execution of the term sheet, the Company's issued to ERP2 a warrant exercisable for 17,175,971 shares of Common Stock, which warrant has a per share exercise price of $0.08 and a 10-year term. The term sheet provides that, upon the above-referenced $1,200,000 disbursement, the Company will issue to ERP2 warrants for the purchase of the number of shares of common stock equal to the greater of (i) 26,735,508 shares of common stock and (ii) 20% of the fully diluted outstanding common stock as of the issuance date. Such warrants will have a per share exercise price of $0.08 and a 10-year term.

Upon execution of the term sheet, the Company declared a dividend payable to ERP2 in the amount of 20,827,268 shares of Common Stock, in satisfaction of the entire amount of accrued and unpaid dividends (together with interest) on the shares of the Company's Series F Convertible Preferred Stock held by ERP2.

Industry Background

In today's marketplace, organizations are increasingly looking for better ways to help manage their business information and processes. Most companies are overwhelmed by the amount and variety of information generated by their suppliers, customers, employees and partners and by the rate at which change occurs in their operations. As a result, organizations are seeking computer-based information management solutions that enable them to improve productivity, reduce costs, react quickly to changes in their marketplace, improve customer service or comply with stringent regulatory and quality certification requirements.

Enterprise information can be broadly divided into two categories:

i) Structured information stored in a database regarding, for example, customers, suppliers, products and transactions. This data is readily manipulated by a computer application to achieve a specified business objective, for example, general accounting, manufacturing planning, inventory control, purchasing, asset management, personnel management. Most enterprise software applications including for example, Enterprise Resource Planning ("ERP"), Customer Relationship Management ("CRM"), Supply Chain Management ("SCM"), and Product Lifecycle Management ("PLM"), solely use this category of information.

ii) Unstructured information generated by software for personal computers and workstations, such as word processing documents, spreadsheets and computer-aided design ("CAD") drawings, as well as other types of information which may or may not be in electronic format, such as manufacturing procedures, maintenance records, training and technical manuals, facility layouts, blueprints, product and parts drawings, specifications, schematics, invoices, checks and other business records, presentation graphics, photos, audio and video clips and facsimile documents. The majority of corporate information is in an unstructured format and is growing at an exponential rate straining an enterprise's ability to efficiently access, process and communicate that information.

Whatever the format and wherever the location, unstructured data represents information that is essential to a company's business and forms a key part of its intellectual capital. In today's competitive marketplace, companies need the ability to leverage their intellectual capital; however, limitations on a company's ability to access, process and communicate this information has restrained the productivity of businesses at both the individual and team levels. Without an effective means of obtaining business information, employees are often forced to re-create information from scratch, duplicating effort and increasing the potential for error. In addition, professionals often spend a significant amount of their time locating information rather than engaging in higher value activities. Additional complexity results where information must be accessed and revised by collaborative teams dispersed throughout and beyond an enterprise that may operate different desktop software and computers. The lack of effective tools for communicating and sharing information and for automating the business logic makes this process even more time-consuming, inefficient and error-prone.

3

A further factor that is increasingly impacting business is that of information integrity. Due to the dynamic business environment, enterprises are being stretched to the limit to manage change effectively. The result of rapid change is a reduction in enterprise information integrity and an inevitable decrease in operational efficiency, safety, customer service, regulatory compliance and profitability. Independent research by the Institute of Configuration Management (ICM) based in Phoenix, Arizona has determined that a reduction of only 8% in information integrity results in a 50% reduction in operational effectiveness.

In recent years, enterprises have become keenly aware of the need to secure and protect their corporate information as its loss could threaten the ongoing operations of the business. The need to not only provide secured access to information but also implement effective disaster recovery plans is of utmost importance. Stringent regulatory requirements as a result of the Enron and other financial fiascos have also forced enterprise to re-examine and improve their information and records management policies and systems.

To address some of the above issues, Electronic Document Management Systems (EDMS) were developed in the late 1990's to enable enterprises to effectively and efficiently manage, share and distribute critical business information contained in documents. An EDMS solution is often viewed by organizations as part of their information systems' re-engineering, and as a result there are several significant issues they typically consider when evaluating an EDMS solution. Such issues include scalability of the system, the ability to integrate with existing structural databases and applications, deployment over the web, the price of the system, the ability to view multiple document formats, the level and cost of integration services required, the impact of the system on network bandwidth, integration with existing business processes, the ability to control document security, the ability to operate on existing computing infrastructure and with existing applications, the system architecture and the ability to handle large and complex data types and to customize the product to the client's particular needs. In addition, organizations also consider user related issues such as the ability to search, retrieve, view, and edit data in a controlled manner and associate unstructured and structured data to company assets.

More recently EDMSs have evolved to Enterprise Content Management (ECM) systems that not only capture, manage and deliver document content but manage all types of content within an enterprise including email, web content, digital assets (video, voice, pictures) and forms.

A further category of software used to manage information about an enterprise's products and/or assets includes Product Data Management (PDM), Product Lifecycle Management (PLM) and Enterprise Asset Management (EAM) applications. These applications typically enable all the component parts comprising a product or an asset/plant and all associated information to be identified, structured and managed throughout their lifecycles. PDM and PLM applications are mainly used to manage information regarding discrete products especially during the design and manufacturing phases. EAM applications typically are used to maintain a complex asset/plant throughout its operational life cycle.

While all of the above categories of products create, organize, and track data, they do little to ensure the integrity or relevance of the information they manage. A new category of products called Enterprise Information Management (EIM) is emerging that add this level knowledge. The Company sees itself as being an early entrant in this category.

The Company's Strategic Positioning

The Company has leveraged its historic domain knowledge and developed technology built on the modern Microsoft .NET framework that encompasses many of the features of an ECM and PLM system. These features have been uniquely combined and enhanced with the ability to relate all relevant and interdependent information together providing an EIM solution ideal for maintaining the information integrity necessary for compliance needs across many industries and business needs. The unique combination of features developed to work in the pervasive Microsoft infrastructure enable the Company to deliver superior solutions at a better value compared to the competition.

While the Company's product offerings are applicable and deployed in many markets, the Company has focused on and been successful in the regulated energy sector and local governments.

Competition

The market for the Company's products is intensely competitive, subject to rapid change and significantly affected by new product introductions and other market activities of industry participants. The Company currently encounters competition from a number of public and private companies, including Electronic Document Management Systems/Enterprise Content vendors such as EMC (Documentum product), IBM (FileNet products), OpenText, and Sword; Enterprise Asset Management vendors such as Indus, Computer Aided Design Vendors (CAD) / Product Lifecycle Management (PLM) vendor such as PTC, Siemens (UGS product), Matrix, Autotrol and Intergraph. Many of these direct competitors have significantly greater financial, technical, marketing and other resources than the Company. The Company also expects that direct competition will increase as a result of recent consolidation in the software industry.

The Company also faces indirect competition from systems integrators and value added resellers ("VARs"). The Company relies on a number of systems consulting and systems integration firms for implementation and other customer support services, as well as for recommendation of its products to potential purchasers.

The Company believes that the principal competitive factors affecting its market include system features such as scalability of the system, the ability to integrate and compliment existing applications such as other EDMS, EAM and PDM, the ability to provide integrated document, configuration and records management capability, the price of the system, the level and cost of integration required, the impact of the system on network bandwidth, integration with existing business processes, the ability to operate on existing computing infrastructure and with existing applications, the system architecture and the ability to handle large and complex data types and to customize products to the client's needs. In addition, organizations also consider features such as the ability to search, retrieve, view, annotate and edit data in a controlled manner.

The Company's Solution

The Company's solutions are for regulated organizations with vast quantities of interdependent documents that need to be managed and controlled through their lifecycle. Customers are generally focused on meeting regulatory compliance requirements and reducing business risk while optimizing process efficiency to lower the cost of operations and compliance. The Company's product "eB" is n Enterprise Information Management solution that vastly improves the integrity, visibility and access to all relevant information at the time it is needed. The eB product is unlike document and records management solutions that collect and archive documents for search and retrieval and lack document control capabilities such as IBM/FileNET or EMC/Documentum. The solution ensures the integrity of the controlled information, and uniquely connects information objects with relevant assets, people, processes, projects and functions to create a framework for rapid access to accurate information in context.

Technology

The company has been an early adopter of the critically acclaimed Microsoft .NET Framework as the development platform for all products. The core product architecture embodies several best practice concepts such as Service Oriented Architecture (SOA), XML data structures, and modular n-tier components that make it scalable in terms of quantity of data, number of users, and volume of transactions.

With strong partnership ties with Microsoft (Gold Certified Partner, Managed Partner), the Company has access to valuable insight and guidance in the use of Microsoft technology and products.

The Company's Products

The Company's flagship product eB is a fully integrated Enterprise Information Management suite that includes collaborative document, configuration and records management software. The eB product enables the efficient capture, management and distribution of all types of information across an enterprise.

The functionality of eB consists of a core platform that contains functionality usually provided by multiple applications in a single fully integrated environment. This includes:

- Document/content management
- Imaging
- Workflow
- Item management
- Requirements management
- Change management
- Records management

This core functionality is exposed via a comprehensive set of application program interfaces available as a toolkit to enable rapid application development and easy integration with other software products.

eB provides a collaborative environment for managing both unstructured and structured enterprise information. In addition, it not only provides a hub to connect other applications to each, but also identifies and controls key information with the goal of ensuring its integrity.

eB enables documents/content, as well as physical items (products, equipment or assets) and requirements (e.g., functional, safety, environmental) to be identified, classified, structured, linked and managed throughout their life-cycles. It is designed to ensure that conformance between these is maintained by means of an automated change process.

It provides the capabilities of a document management suite but goes beyond this by also providing the capability to manage items and link documents to items and requirements. It then applies industry standard configuration management rules to control the effects of change on both documents and items in order to achieve information integrity.

The records management functions of eB support the enterprise to achieve compliance with legal, regulatory, corporate, audit and quality requirements regarding declaration, archiving and disposition of enterprise records.

Multiple ways of accessing eB are provided from standard out-of-the-box interfaces as well as integrations with other business applications. Full access is also provided over the Internet using standard web browsers enabling global collaboration and access to information anytime, anywhere to authorized users. Any one or all of the components of eB can be deployed, depending on a customer's specific requirements.

In December 2006, the Company announced the ability of eB to manage the integrity of documents stored in a Microsoft Office 2007 Server (SharePoint), making it even easier to deploy eB solutions within an enterprise.

This integrated solution provides enterprises with many benefits, including:

1. A single system for all document, data, records and process orientated functions across an enterprise that simplifies maintenance for administrators and IT staff.

2. A single point of entry for users, which reduces the cost of training and eliminates the need for users to know or care where documents and other information resides.

3. A broad range of functionality that addresses the needs of many different users throughout an organization, thereby maximizing the investment.

4. Rapid deployment using standard “out-of-the-box” interfaces and applications resulting in a fast return on investment.

5. A single point of contact and support for the technology, which results in potentially fewer problems with software upgrades, than might otherwise be encountered in systems that use products from multiple vendors.

6. Reduced integration effort compared to implementing “best-of-breed” systems using technologies from multiple vendors — an approach that requires learning multiple programming interfaces in an attempt to integrate unrelated products.

7. Rapid application development and simplified integration with other critical systems such as ERP applications using the powerful eB Software Development Kit.

In June 2007, the Company announced it had received Microsoft Vista Logo Certification for its flagship product eB. It has been participating in the Early Adopter program for certification for the new Microsoft Windows 2008 Server product. These certifications not only validate the design and robustness of Enterprise Informatics software products, but provide significant marketing opportunities with Microsoft as Microsoft launches its offerings.

Strategy

Business Model

The Company is building its business strategies around three core strengths:

- Expertise and a large customer base in the Nuclear industry
- A large customer base in applications within local governments — mainly where some form of regulatory compliance is required.
- The inherently broad application set the eB product can handle when combined with the Microsoft SharePoint product.

To capitalize on these strengths, the Company has instituted the strategic initiatives listed below. We believe that these initiatives will enhance the Company’s ability to achieve a defensible, leading market position within its growing market niche.

Strategic Initiatives

- Continue to Develop and Position eB as a Critical but Complementary Enterprise Platform. Rather than position and market eB as a stand-alone, mutually exclusive enterprise suite, the Company will continue to promote eB as an essential, high value, high functionality niche platform that complements, rather than supplants, existing/legacy solutions. By positioning eB in this less threatening manner, the Company not only minimizes repetitive and costly “head-to-head” evaluations with competitors having significantly greater resources, but also enables the conversion of its “competitors” into “partners”.

- Continue Investment in the Company’s Direct Sales Force. The Company currently employs a dual sales model comprised of both a direct sales force and select partners and re-sellers. Vertical markets targeted by the Company’s direct sales force are those: (1) in which the Company has market domain expertise, and (2) that have a limited number of end-user customers that can be effectively penetrated and profitably served by its relatively small sales force. The direct sales force will focus on core market verticals where we can leverage our vertical expertise.

- Form product strategic partnering agreements to be able to provide more enhanced solutions. The Company will continue its efforts to develop integrations/interconnections with already established software market leaders.

- Enter New Markets Through Increased Investment in and Expansion of Strategic Partnerships. To expand into new markets, the Company seeks to increase its key strategic relationships with dominant players in market verticals, system integrators and channel partners having significantly greater resources and immediate access to customers. Because of the Company’s positioning of eB as a complementary rather than replacement or standalone solution, the Company is well positioned to create win-win relationships with its direct/indirect competitors. Ultimately, the end-users benefit with higher value solutions that truly address their critical information requirements. Properly implemented, we believe this strategy affords the Company new, relatively immediate, incremental, high margin revenues with substantially reduced investment. However, for this strategy to be successful, the Company must allocate resources for the additional demands placed on the Company. In particular, the Company must invest in: (1) product development to assure eB integrates easily with those of the expanding partner network, and (2) sales, marketing and customer support resources to train, coordinate, and support a growing partnership network and base of end-users.

- Outsource Non-Core Operations. The Company plans to continue its program of outsourcing non-core service functions. Services presently outsourced include on-site implementation and integration using partners in selected regions and markets. The Company plans to expand these functions to include other regions and markets. Through careful partner and supplier selection and program coordination, monitoring and implementation, the Company is better positioned to:

i) Allocate its resources to its critical, core functions,

ii) Focus on the delivery of higher margin services and products such as system design services and solution products, and

iii) Leverage these partners market position, thus providing increase sales opportunity and customer penetration.

- Increase Company’s Market Presence. The Company plans to increase the awareness and credibility of the Company and the eB suite within its vertical markets, with its partners, and within the investment and technology analyst communities. To heighten the profile of the Company in its customer markets, the Company will be modernizing its corporate image to showcase its state-of-the-art technology and focus on regulatory compliance issues.

- Grow revenues by:

i) Leveraging senior business development executives with extensive market contacts within each of the Company's targeted vertical markets in the US and UK/Europe. In addition, the Company plans to allocate additional resources to support these key persons with adequate staffs and budgets to leverage their effect in the market.

ii) Leveraging existing user groups to increase the number of licensed seats and/or number of software modules. This is intended to not only increase software sales but also enhance the recurring revenue stream the Company realizes from annual software maintenance contracts. In addition, the Company will target conversion of legacy software seats into eB.

iii) Applying resources to expand horizontally or vertically to new user groups, departments or subsidiaries within existing markets.

iv) Leverage partnerships into new markets.

Customers

The Company is primarily active in markets characterized by customers that have extensive assets and infrastructures that need to be managed throughout their life cycles. The target markets specifically include:

- Utilities (power, water and gas)
- Transportation (air, rail and sea)
- Public Sector/Local Government

Enterprises within these markets are highly regulated and operate extensive and complex assets and infrastructures that form the foundation for the products and services they provide to their customers and for generating revenues. For example, rail transportation companies operate a complex rail network including tracks, signaling, electrification, etc. and utilities or public sector enterprises operate power, water or gas distribution networks.

The following are examples of customers who are using the Company's products:

Utilities. Within the utilities industry, countless documents relating to plant management, facility maintenance and support, transmittal processing and tracking and statutory compliance must be current and readily available at all times. Furthermore, with pending deregulation, utilities are under increasing pressure to minimize their costs. The Company has installed information management solutions at utilities around the world and today provides the core Configuration Management product of numerous utilities and has dominated certain applications functions.

Transportation. In the rail transportation segment, countless documents relating to scheduling, structures, track and signaling must be current and readily available at all times. For example, one of the world's oldest and largest public transportation systems had more than 3,000,000 maintenance and safety documents stored on aperture cards and microfiche, and manual handling processes were straining efficient operation. The Company's information management solution now enables users quick access to all documents on-line, including the documents described above as well as accounts payable and invoice records, internal letters and memoranda and other business records, with additional search, optical character recognition ("OCR") and e-mail functionality. Today, the system can be accessed and operated by over 1,500 individual users who can retrieve critical business information whenever necessary on a near-instantaneous basis, thereby enabling this public transportation system to better ensure regulatory compliance.

Public Sector / Local Government. Local authorities constantly face the challenges of complying with safety, environmental and fiscal regulations. Many of these organizations have used eB to control their documents and data needed to support these business processes in a highly efficient manner. As an example, a major US metropolitan utilities district has adopted eB as its standard throughout the city and county, and has made extensive use of the interfaces with its Permit Tracking and Geographical Information Systems (GIS). Geo-spatial data is of utmost importance to the safety and security programs currently being developed by all metropolitan authorities. It allows them to accurately identify buildings, powerplants and other structures of high risk, and integrate all available data (e.g. building and evacuation plans, fire surveys, threat assessments) into police, fire and rapid response systems. eB's ability to store this information and make it available in context to geographical location, forms a critical components of a solution for safety and security in local government.

A small number of customers has typically accounted for a large percentage of the Company's annual revenues. In fiscal 2007 Aveva Solutions Limited and Network Rail accounted for 25% and 12%, respectively. In fiscal 2006 Constellation Energy Group accounted for 13% of revenues. In fiscal 2005 Network Rail accounted for 16% of revenues. The Company's reliance on relatively few customers could have a material adverse effect on the results of its operations on a quarterly basis. For this reason, alternatives "to market avenues" are being pursued with strategic partners. It is a defined objective of the Company to substantially grow our partnering relationships in markets where we are not directly active.

Sales and Marketing

Direct sales

The Company focuses its direct sales force on select vertical markets with compelling business needs for the Company's information management solutions. The Company has established a strong market presence in those chosen verticals both domestically and internationally. The Company's strategy is to continue its direct sales and marketing to increase its market penetration in these verticals. Sales cycles for the Company's products generally last from six to twelve months.

Indirect distribution channels

Although the Company has historically generated the majority of its revenues from its direct sales force, the Company has also established a network of third-party VARs, system integrators and OEMs who build and sell systems (with components or complete systems provided by the Company) that address specific customer needs within various vertical markets, including those targeted directly by the Company. Sales through indirect channels amounted to $485,000 or 5%, $796,000 or 11%, and $507,000 or 9% of total sales for fiscal years 2007, 2006 and 2005, respectively.

The Company's strategy is to further grow and develop its VAR, systems integrator and OEM channels which are primarily targeted at the industries and geographic regions not covered by its direct sales force in order to reach the broadest customer base. The VARs and systems integrators are an integral part of the Company's distribution strategy as they are responsible for identifying potential end-users, selling the Company's products to end-users as part of a complete hardware and software solution, customizing and integrating the Company's products at the end-user's site and supporting the end-user following the sale.

Customers, VARs, systems integrators and OEMs may not continue to purchase the Company's products. The failure by the Company to maintain its existing relationships, or to establish new relationships in the future, could have a material adverse effect on the Company's business, results of operations and financial condition.

Services and Support

The Company believes that a high level of services and support are critical to its performance. As a result, the Company maintains a telephone hotline service to provide technical assistance and software support directly to its end-users on an as-needed basis. The Company also provides technical support, maintenance, training and consulting to its VARs, systems integrators and OEMs, which in turn provide technical support services directly to end-users. These services are designed to increase end-user satisfaction, provide feedback to the Company as to end-users' demands and requirements and generate recurring revenue. The Company provides much of its maintenance activities through its eSupport website which enables customers and partners to obtain support on a self-service basis. The Company plans to continue to expand its support programs as the depth and breadth of the products offered by the Company increase.

VARs, Systems Integrators and OEM support

The Company employs pre-sales, technical support personnel that work directly with VARs, systems integrators and OEMs to provide responses to technical sales inquiries. The Company also offers educational and training programs, as well as customized consulting services to its VARs, systems integrators and OEMs. Fees for training and consulting services are generally charged on a per diem basis. The Company also provides product information bulletins on an ongoing basis, including bulletins posted through its Internet web site and through periodic informational updates about the products installed. These bulletins generally answer commonly asked questions and provide information about new product features.

Technical Support and Software Maintenance

The Company, in conjunction with its VARs and systems integrators, offers end-users a software maintenance program that includes software updates provided by the Company to end-users and technical support provided by the VARs and systems integrators.

Telephone consultation is provided by the Company to VARs and systems integrators in response to end-user questions that VARs and systems integrators are unable to answer. VARs and systems integrators typically charge end-users a fee for maintenance and support of the entire EDMS and imaging system, including software and hardware. In turn, the Company charges VARs and systems integrators an annual fee based upon a percentage of the original purchase price of the licensed software.

The Company generally includes a 90-day limited warranty with software licenses. During the warranty period, end-users are entitled to corrections for documented program errors. The services provided during the warranty period may be extended by the end-user entering into the Company's software maintenance program.

Product Development

The Company's product development efforts are focused on providing customers with the most technologically advanced solutions for their document, configuration and records management needs. The Company believes that the marketplace is rapidly moving towards demanding that all corporate information, structured and unstructured, simple and complex, be managed in a consistent and controlled manner. Customers are requiring integrated solutions that address critical information management issues in a holistic manner, that can be implemented quickly and provide a rapid ROI. This trend demands that greater functionality is provided "out-of-the-box" thereby reducing the need for multiple products from different vendors and the associated integration and support costs. It also demands that products work across technology platforms, across the web, business processes and geographic locations to provide real-time information management with integrated document/content, records and configuration management capabilities.

The Company intends to continue to extend its position as a technology leader in developing and marketing EIM solutions that include integrated document, configuration and records management solutions. The Company intends to

do this by continuing to enhance the features and functionality of its eB product suite using industry best practices, customer input and feedback and current technologies, including tools to allow users to tailor the look and feel of the product, administrative tools to enable systems operators to easily setup and make changes to the system and add tighter integration with other third party enterprise products. Through this enhanced functionality and integration the Company's products can provide even faster deployment and greater management control of enterprise information. The Company also plans to introduce new products and product extensions which are complementary to its existing suite of products and which address both existing and emerging market needs.

During 2006, the Company developed a new feature set that enable it to bring EIM features to an existing Microsoft SharePoint installation. This technology will continue to be enhanced and refined during 2007. In June 2007, the Company announced it had received Microsoft Vista Logo Certification for its flagship product eB. It has been participating in the Early Adopter program for certification for the new Microsoft Windows 2008 Server product. These certifications not only validate the design and robustness of Enterprise Informatics software products, but provide significant marketing opportunities with Microsoft as Microsoft launches its offerings. In addition, the Company is participating in the Early Adopter program for certification on Microsoft's new Vista operating system.

Backlog and Current Contracts

The Company's contract backlog consists of the aggregate anticipated revenues remaining to be earned at a given time from the uncompleted portions of its existing contracts. It does not include revenues that may be earned if customers exercise options to make additional purchases. At September 30, 2007, the Company's contract backlog was $3,530,000 as compared to $4,244,000 at September 30, 2006. The Company expects a majority of the September 30, 2007 backlog to be substantially completed in fiscal 2008. The amount of contract backlog is not necessarily indicative of future contract revenues because short-term contracts, modifications to or terminations of present contracts and production delays can provide additional revenues or reduce anticipated revenues. The Company's backlog is typically subject to large variations from time to time when new contracts are awarded. Consequently, it is difficult to make meaningful comparisons of backlog.

The Company's contracts with its customers generally contain provisions permitting termination at any time at the convenience of the customer (or the U.S. Government if the Company is awarded a subcontract under a prime contract with the U.S. Government), upon payment of costs incurred plus a reasonable profit on the goods and services provided prior to termination. To the extent the Company deals directly or through prime contractors with the U.S. Government or other governmental sources, it is subject to the business risk of changes in governmental appropriations. In order to reduce the risks inherent in competing for business with the U.S. Government, the Company has directed its government contracts marketing efforts toward teaming with large corporations, who typically have existing government contracts, can alleviate the cash flow burdens often imposed by government contracts and have more extensive experience in and resources for administering government contracts. The Company does not have any contractual arrangements regarding such joint marketing efforts. In the past, such efforts have been pursued when deemed appropriate by the Company and such corporations in response to opportunities for jointly providing systems or services to potential government agency customers.

Patents and Technology

The Company's success is dependent in part upon proprietary technology. The Company owns certain U.S. and foreign patents covering certain aspects of its document management systems technology, including two patents that enable large format drawings to be rapidly downloaded and viewed over low speed communication links. The Company also owns a patent on technology to allow edit users to make changes to documents without having to specify whether they are working on raster or vector data and a patent for a reviser capability that allows users to modify and store drawing changes in raster and vector format for subsequent review of the original document and each sequential revision.

Employees

As of September 30, 2007, the Company had 37 full-time employees, of whom 10 were engaged in product development, 14 in customer support, implementation and application engineering activities, 6 in sales and marketing and 7 in administration. The Company also utilizes consultants for specific projects. None of the Company's employees is represented by a labor union. The Company has not experienced work stoppages and believes its relationship with its employees is good. Competition for qualified personnel in the industry in which the Company competes is intense and the Company expects that such competition will continue for the foreseeable future. The Company has an incentive stock option plan which is used for granting options to employees as a means of attracting

and keeping key individuals. The Company believes that its future success will depend, in large measure, on its ability to continue to attract, hire and retain qualified employees and consultants.

ITEM 1A. RISK FACTORS

Because of the following factors, as well as other variables affecting our operating results and financial condition, past performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

The Company has a history of significant losses. If we do not sustain profitability, our financial condition and stock price could suffer.

Although the Company reported net income of $998,000 for fiscal year 2007, the Company has a history of losses and may incur losses in the foreseeable future. We incurred net losses of $2,376,000 and $6,049,000 for fiscal years 2006 and 2005, respectively. As of September 30, 2007, our accumulated deficit was $91,051,000. If revenues do not reach the levels the Company anticipates, or if operating expenses exceed the Company's expectations, the Company may not be able to achieve or sustain profitability in the near future or at all. If the Company is unable to achieve and sustain profitability at satisfactory levels, its financial condition and stock price could be materially adversely affected.

The Company will be controlled by ERP2 Holdings, LLC as long as they are entitled to a majority of the votes eligible to be cast in the election of directors.

As of January 13, 2008, ERP2 Holdings, LLC ("ERP2"), by virtue of its ownership of common stock and Series F Preferred Stock, was entitled to 32,554,099, or 59%, of the total number of votes eligible to be cast in the election of directors. Furthermore, on January 14, 2008, the board of directors of the Company declared a dividend payable to ERP2 in the amount of 20,827,268 shares of common stock in satisfaction of the entire amount of accrued and unpaid dividends (together with interest) on the shares of the Company's Series F Convertible Preferred Stock held by ERP2. Upon payment of such dividend, ERP2 will be entitled to 50,044,406 or 69% of the total number of votes eligible to be cast in the election of directors. ERP2 therefore currently has the ability to elect a majority of the Company's board of directors and to remove the entire board of directors, with or without cause, without calling a special meeting. Moreover, even if the percentage of the voting power of the voting securities of the Company held by ERP2 were to drop below 50%, it is likely that ERP2 would have sufficient votes to retain control of the Company. As a result, ERP2 will likely continue to control all matters affecting the Company, including but not limited to:

- the composition of the Company's board of directors and, through it, any determination with respect to the Company's business direction and policies, including the appointment and removal of officers;
- the allocation of business opportunities that may be suitable for the Company and ERP2 ;
- any determinations with respect to mergers or other business combinations or extraordinary transactions;
- the Company's acquisition or disposition of assets; and
- the Company's financing.
- ERP2 is not prohibited from selling a controlling interest in us to a third party.

Upon a liquidation of the Company, sale of all or substantially all of the Company's assets, or merger of the Company, the Company's preferred shareholders would be entitled to receive substantial payments prior to any distribution to the common shareholders.

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Upon a liquidation of the Company, the holders of Series F Convertible Preferred Stock would be entitled to receive, prior to any distribution to the holders of common stock, an aggregate amount equal to $5,291,000 plus accrued but unpaid dividends per share and interest on all such dividends. Upon a liquidation of the Company, sale of all or substantially all of the Company's assets, or merger of the Company, prior to any distribution or payment of merger consideration to the holders of common stock, the holders of Series I Convertible Preferred Stock would be entitled to receive an aggregate amount equal to the higher of (i) $2,450,000 and (ii) the amount such holders would be entitled to receive had such holders' shares of Series I Preferred Stock been converted into shares of common stock immediately prior to the liquidation, sale of assets or merger in accordance with the terms of the Series I Preferred Stock.

The Company's indebtedness to ERP2 Holdings, LLC is secured by all the Company's assets, and the Company may become insolvent if repayment of such debt is due prior to the Company's ability to obtain funds to repay such debt or if the Company fails to restructure such debt.

At December 31, 2007, the Company owed, including accrued but unpaid interest, an aggregate amount of $693,000 to ERP2 Holdings, LLC ("ERP2") under two demand notes. Interest accrues on such debt at an annual interest rate of 10%, and such debt is secured by a security interest in favor of ERP2 on all of the Company's assets.

On January 14, 2008, the Company entered into a term sheet with ERP2 that provides, among other things, for the concurrent consummation (the "ERP2 Closing") of the following transactions: (i) the extension of the maturity date of the existing demand notes to the date that is two years from the date of the ERP2 Closing; (ii) the agreement of ERP2 not to call such demand notes, as extended, following an event of default, prior to September 30, 2008; and (iii) the issuance of additional notes to ERP2 in the aggregate principal amount of $1,500,000 with a maturity date two years from the date of the ERP2 Closing. Interest will accrue on the Company's debt under the notes so extended or issued at an annual rate of 10%, and such debt will be secured by a security interest in favor of ERP2 on all of the Company's assets. Disbursement of $300,000 of such aggregate principal amount is subject to delivery at the ERP2 Closing of definitive transaction documents pursuant to the term sheet. Disbursement of the remaining $1,200,000 of such amount is subject to completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock and the deregistration of the Company's common stock under the Securities Exchange Act of 1934. If the Company fails to complete such actions by April 30, 2008, such failure will constitute an event of default under the extended demand notes and under the additional notes contemplated by the term sheet.

If the Company is unable to generate sufficient cash flow from its operations, secure funds from the capital markets or lenders or restructure its debt to ERP2 prior to the time that the debt under the demand notes, as extended, and the additional notes contemplated by the term sheet become due, the Company will become insolvent.

Financing to fund the Company's future capital requirements may not be available on favorable terms or at all.

The Company and ERP2 have entered into a term sheet that contemplates the extension by ERP2 to the Company of a $1,500,000 loan, the disbursement of which, as discussed above, is subject to certain conditions. The Company, however, may need financing in the future in addition to any funding received from ERP2 pursuant to such term sheet, and such financing may not be available on favorable terms or at all from any source.

The Company believes its capital requirements will vary greatly from quarter to quarter, depending on, among other things, capital expenditures, fluctuations in its operating results, financing activities, and investments and third party products and receivables management. The Company's future liquidity will depend on financing from ERP2 and its ability to generate new system sales of its eB product suite in the near term, which cannot be assured. Failure to generate sufficient system sales to meet the Company's cash flow needs can be expected to have a material adverse effect on the Company's business, results of operations, and financial condition. Management believes that the Company's current cash and receivables, as well as additional cash that may be generated from operations and received

from ERP2 pursuant to the above-referenced term sheet, will be sufficient to meet its short-term needs for working capital. However, the Company may not be able to obtain sufficient orders to enable the Company to achieve a sustained break-even level of cash flow, which would be necessary to continue operations in the absence of further financing. Future equity financings would be dilutive to the existing holders of the Company's common stock. Future debt financings could involve restrictive covenants. Moreover, the Company may not be able to attract equity or debt financing at all.

The Company is party to a term sheet with ERP2 Holdings, LLC that contemplates the consummation of a 1000-to-1 reverse split of the Company's common stock; in the event the reverse split is consummated, (i) certain shareholders will receive a cash payment in exchange for some or all of their common shares; (ii) the trading liquidity of the common shares could be adversely effected; (iii) the total market capitalization of the common sharesafter the reverse stock split may be lower than the total market capitalization before the reverse stock split; (iv) the market price of the common shares may become subject to greater declines on a percentage basis; and (v) some shareholders may consequently own "odd lots" requiring higher transaction costs to sell.

The Company is party to a term sheet with ERP2 Holdings, LLC ("ERP2"), which provides, among other things, for the extension to the Company by ERP2 of a $1,500,000 loan, of which $1,200,000 is subject to disbursement only upon completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock (as well as the subsequent deregistration of the Company's common stock under the Securities Exchange Act of 1934). In the event the Company fails to complete such actions prior to April 30, 2008, an event of default will exist with respect to the loan. ERP2, following payment to ERP2 of a dividend on the shares of the Company's Series F Convertible Preferred Stock held by ERP2 that the Company declared on January 14, 2008, will possess sufficient voting power to ensure the requisite shareholder approval of such reverse stock split.

In the event the reverse split contemplated by the term sheet is consummated, each shareholder will be entitled to receive that number of post-split common shares calculated by dividing their pre-split common share holdings by 1,000 and rounding down to the nearest whole number. If the total number of pre-split common shares that a shareholder holds is not evenly divisible by 1,000, the shareholder will receive cash equal to the fraction of a post-split common share that the shareholder otherwise would have been entitled to receive, multiplied by a value determined by the Company's board of directors to represent the approximate market value of 1,000 common shares prior to consummation of the split.

Consummation of the reverse stock split would reduce the number of issued and outstanding shares of the Company's common stock by a factor of one-thousand. Such reduction could lead to reduced trading volume of and a smaller number of market makers for the common shares, thereby adversely affecting the trading liquidity of the common shares.

In the event the reverse stock split is consummated, there can be no assurancesthat the market price of the Company's common sharesafter the reverse stock split will increase in proportion to the reduction in the number of common shares issued and outstanding before the reverse stock split. For example, based on the closing price on the OTC Bulletin Board of the Company's common shares on January 9, 2008 of $0.07per share, if the reverse stock splitis consummated, there can be no assurancesthat the post-split market price of the Company's common shares would be at least $70.00per share. Accordingly, the total market capitalization of the Company's common shares after the proposed reverse stock split may be lower than the total market capitalization before the proposed reverse stock split. Furthermore, if the reverse stock split is consummated and the market price of the Company's common shares subsequently declines, the percentage decline may be greater than would occur in the absence of the reverse split.

In the event the reverse stock split is consummated, some shareholders may consequently own less than 100 shares of the Company's common stock.A purchase or sale of less than 100 shares (an "odd lot" transaction) may result in incrementally higher tradingcosts through certain brokers. Therefore, those shareholders who own less than 100 common shares following the reverse stock split may be required to pay higher transaction costs if they

shoulddetermine to sell their shares.

The Company is party to a term sheet with ERP2 Holdings, LLC that contemplates the deregistration of the Company's common stock under the Securities Exchange Act of 1934; in the event the deregistration is consummated, (i) the Company will no longer make public filings under the Securities Exchange Act of 1934 and (ii) the Company's common stock will no longer be eligible for trading on the OTC Bulletin Board, and there may cease to be any public market for the Company's common stock.

The Company is party to a term sheet with ERP2 Holdings, LLC ("ERP2"), which provides, among other things, for the extension to the Company by ERP2 of a $1,500,000 loan, of which $1,200,000 will be subject to disbursement only upon completion of all actions required to be completed by the Company in order to effectuate the deregistration of the Company's common stock under the Securities Exchange Act of 1934 (the "Exchange Act") (as well as a 1000-to-1 reverse split of the Company's common stock, contemplated to occur prior to such deregistration). In the event the Company fails to complete such actions prior to April 30, 2008, an event of default will exist with respect to the loan.

In the event the deregistration contemplated by the term sheet is consummated, the Company will no longer be subject to public reporting requirements under the Exchange Act, including any requirements to file annual reports on Form 10-K, quarterly reports on Form 10-Q, or current reports on Form 8-K. Consequently, following any such deregistration, there will not be made available to the public current financial or other information concerning the Company, except such information, if any, as the Company may choose to voluntarily disclose or be required to disclose pursuant to applicable legal requirements.

Although the Company anticipates that, immediately following any such deregistration, its common stock will be quoted in the Pink Sheets, there can be no assurances that such quotation of the Company's common stock will occur or continue for any period of time. Rule 15c2-11 under Exchange Act requires brokers to obtain certain information and assess its reliability before publishing quotations for securities that are not registered under the Exchange Act. As indicated above, following deregistration, the Company will be under no obligation to make public filings under the Exchange Act, and any information that the Company makes available to the public may not include all of the information that a broker would need to have available in order to publish quotations of the Company's common stock under Rule 15c2-11. Accordingly, quotations for the Company's common stock in the Pink Sheets may cease to be published if brokers determine that the available information about the Company is no longer current. In that case, there would be no public market for the Company's common stock, and stockholders may be unable to sell shares of the Company's common stock.

The Company is dependent on sales to a relatively small number of new customers each quarter, so any failure to close a sale to any customer could have a material adverse effect on its quarterly operating results.

A small number of customers has typically accounted, and will continue in the future to account, for a large percentage of the Company's annual revenues. Aveva Solutions Limited and Network Rail accounted for 25% and 12%, respectively, of revenue for fiscal 2007. Constellation Energy Group accounted for 13% of revenue for fiscal 2006. Network Rail accounted 16% of the Company's revenues in fiscal 2005. Because of the Company's reliance on sales to relatively few customers, the loss of any sale could have a material adverse effect on the results of its operations on any given quarter. Additionally, a significant portion of the Company's revenues has historically been, and is expected in the future to be, derived from the sale of systems to new customers. The Company generally incurs significant marketing and sales expense prior to entering into a contract with a new customer that generates revenues. The length of time it takes to establish a new customer relationship typically ranges from 6 to 12 months. As such, the Company may incur significant expenses associated with its sales efforts directed to prospective customers in any particular period before any associated revenues stream begins. If the Company is not successful at obtaining significant new customers or if a small number of customers cancel or delay their orders for its products, then its business and its prospects could be harmed which may cause the price of the Company's common stock to decline.

In fiscal 2007 the Company granted a source code license in the eB product suite, as it existed in March 2007, to Aveva Solutions Limited and could face competition from the offering by that company or one of its sublicensees of

products with substantially the same functionality as the eB product suite.

On October 2, 2006, the Company entered into a $2 million licensing contract with an engineering IT solutions and services company, Aveva Solutions Limited ("AVEVA"), by which the Company granted to AVEVA a non-exclusive perpetual license to use and sublicense (subject to certain restrictions described below) the technology underlying the Company's eB product suite, including the source code of the eB product suite. However, prior to March 31, 2008, AVEVA may not (1) sublicense the source code of the eB product suite or any derivative of it (except to third party contractors under limited circumstances) or (2) sublicense the eB product suite or any derivative of it when such technology is not included with other products (except to existing customers of AVEVA's parent company, Aveva Group plc, and certain of its affiliates). Nevertheless, subject to the foregoing restrictions, AVEVA or a party to whom AVEVA grants a sublicense could offer products using the Company's source code and providing substantially the same functionality as the eB product suite, which could have a material adverse impact on the Company's business, results of operations, and financial condition. The source code license, however, was based on the state of the eB product in March 2007 and since that time the Company has developed new features and functions into the product for which AVEVA has no technology rights.

Conversion of the Company's preferred stock would result in significant dilution to existing shareholders.

In a private placement completed in March 2006, the Company issued, in addition to certain warrants, shares of new Series I Convertible Preferred Stock, which upon conversion into common stock would result in substantial dilution to common shareholders. The number of shares of the Company's common stock into which the shares of Series I Preferred Stock may be converted varies based on a volume-weighted measure of the market price of the common stock. The range is from 11,666,667 common shares, if the market price measure were to be at least $0.25 at the time of all conversions, up to 33,793,104 common shares, if the market price measure were to be no greater than $0.08 at the time of all conversions.

On September 30, 2003, the Company issued 5,291 shares of Series F Preferred Stock with a stated value of $1,000 per share in consideration of the cancellation of $5,291,000 of certain debt. The Series F Preferred Stock is convertible into the Company's common stock at a stated conversion price of $0.45 per share, subject to certain anti-dilution provisions. As a result of these anti-dilution provisions and the issuance of the Series I Convertible Preferred Stock, the conversion price has been adjusted to $0.39 per share. Upon conversion of the Series F Preferred Stock at the $0.39 per share conversion price, 13,566,667 shares of the Company's common stock is issuable based on the stated value of the Series F Preferred Stock. In addition, upon such conversion, shares of the Company's common stock are issuable based on any unpaid accrued dividends and interest thereon related to the Series F Preferred Stock as of such date. As of the date of payment to ERP2 of the dividend declared by the Company on January 14, 2008, there will be no such unpaid accrued dividends and interest. Conversion of the Series F Preferred Stock may occur at the option of the holder until September 30, 2008. On that date, any outstanding Series F Preferred Stock not previously converted will be converted automatically. Conversion of the Series F Preferred Stock will result in substantial dilution to common shareholders.

Future sales of common stock by the Company's shareholders, including investors in future offerings and ERP2 Holdings, LLC, could adversely affect the Company's stock price.

ERP2 Holdings, LLC ("ERP2"), as of January 15, 2008 (i) holds 48,388,207 shares of the Company's common stock on a fully diluted basis and (ii) is entitled to payment of a dividend in the amount of 20,827,268 additional shares of common stock, in satisfaction of the entire amount of accrued and unpaid dividends (together with interest) on the shares of the Company's Series F Convertible Preferred Stock held by ERP2. In addition, as detailed below, ERP2 is anticipated to become entitled to receive warrants with a per share exercise price of $0.08 for the purchase of the number of shares of common stock equal to the greater of (A) 26,735,508 shares of common stock and (B) 20% of the fully diluted outstanding common stock as of the date of issuance of such warrants. If ERP2, from time to time in the future, sells the shares of common stock that it holds or may acquire, the Company's stock price may be adversely

affected.

In connection with the Series I Convertible Preferred Stock private placement completed in March 2006, the Company filed a registration statement for the common stock of the Company issuable upon conversion of such preferred stock. The registration statement was declared effective by the Securities and Exchange Commission on July 10, 2006. Any sales of these shares of common stock or shares of the Company's common stock issued in any future offering could cause a decline in the price of the Company's stock.

The exercise of outstanding options and warrants and warrants that are anticipated to be issued to ERP2 Holding, LLC, would result in dilution of the Company's stock.

As of January 15, 2008, the Company had outstanding stock options to purchase approximately 5,755,250 shares of common stock and warrants to purchase approximately 19,877,823 shares of common stock including a warrant to purchase 17,175,971 shares of common stock at a per share exercise price of $0.08 issued to ERP2 Holdings, LLC ("ERP2"). If such options and warrants are exercised for all or a substantial number of the shares of common stock issuable thereunder, shareholders could suffer significant dilution.

The Company is party to a term sheet with ERP2, which provides, among other things, for the extension to the Company by ERP2 of a $1,500,000 loan in two tranches: (a) $300,000 upon delivery of definitive transaction documents pursuant to the term sheet and (b) $1,200,000 upon completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock and the deregistration of common stock under the Securities Exchange Act of 1934. The term sheet provides that, upon disbursement of such $1,200,000 tranche, the Company will issue to ERP2 warrants with a per share exercise price of $0.08 for the purchase of the number of shares of common stock equal to the greater of (i) 26,735,508 shares of common stock and (ii) 20% of the fully diluted outstanding common stock as of the date of such issuance. In the event such warrants are issued and subsequently exercised for all or a substantial number of the shares of common stock issuable thereunder, shareholders could suffer significant dilution.

The issuance of shares of common stock to ERP2 Holdings, LLC in payment of the dividend that has been declared on the Series F Convertible Preferred Stock will result in dilution of the Company's stock.

On January 14, 2008, the Company declared a dividend payable to ERP2 Holdings, LLC ("ERP2") in the amount of 20,827,268 shares of common stock, in satisfaction of the entire amount of accrued and unpaid dividends (together with interest) on the shares of the Company's Series F Convertible Preferred Stock held by ERP2. Such dividend was issued in satisfaction of a condition to the execution by ERP2 of a term sheet for a financing transaction that the Company and ERP2 entered into on January 14, 2008.

The Company's operating results are difficult to predict and fluctuate substantially from quarter to quarter and year to year, which may increase the difficulty of financial planning and forecasting and may result in declines in the Company's stock price.

The Company's future operating results may vary from the Company's past operating results, are difficult to predict and may vary from year to year due to a number of factors. Many of these factors are beyond the Company's control. These factors include:

- the potential delay in recognizing revenue from license transactions due to revenue recognition rules which the Company must follow;
- the tendency to realize a substantial amount of revenue in the last weeks, or even days, of each quarter due to the tendency of some of the Company's customers to wait until quarter or year end in the hope of obtaining more favorable terms;
- customer decisions to delay implementation of the Company's products;
- the size and complexity of the Company's license transactions;
- any seasonality of technology purchases;
- demand for the Company's products, which can fluctuate significantly;

- the timing of new product introductions and product enhancements by both the Company and its competitors;
- changes in the Company's pricing policy;
- the publication of opinions concerning us, the Company's products or technology by industry analysts;
- changes in foreign currency exchange rates; and
- domestic and international economic and political conditions.

One or more of these factors may cause the Company's operating expenses to be disproportionately high or the Company's gross revenues to be disproportionately low during any given period, which could cause the Company's net revenue and operating results to fluctuate significantly. The Company's operating results have fluctuated significantly in the past. You should not rely on the Company's annual operating results to predict its future results because of the significant fluctuations to which the Company's results are subject.

As a result of these and other factors, operating results for any fiscal year are subject to significant variation, and the Company believes that period-to-period comparisons of its results of operations are not necessarily meaningful in terms of their relation to future performance. You should not rely upon these comparisons as indications of future performance. It is likely that the Company's future quarterly and annual operating results from time to time will not meet the expectations of public market analysts or investors, which could cause a drop in the price of its common stock.

The Company's market is subject to rapid technological change and if the Company fails to continually enhance its products and services in a timely manner, its revenue and business would be harmed.

The Company must continue to enhance and improve the performance, functionality and reliability of its products and services in a timely manner. The software industry is characterized by rapid technological change, changes in user requirements and preferences, frequent new product and services introductions embodying new technologies, and the emergence of new industry standards and practices that could render the Company's products and services obsolete. The Company has experienced product development delays in the past, and may experience delays in the future. The Company's failure to continually enhance its products and services in a timely manner would adversely impact its business and prospects. In the past, the Company has also discovered that some of its customers desire additional performance and functionality not currently offered by its products. The Company's success will depend, in part, on its ability to internally develop and license leading technologies to enhance its existing products and services, to develop new products and services that address the increasingly sophisticated and varied needs of its customers, and to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. The Company's product development efforts with respect to its eB product suite are expected to continue to require substantial investments by the Company, and the Company may not have sufficient resources to make the necessary investments. If the Company is unable to adapt its products and services to changing market conditions, customer requirements or emerging industry standards, it may not be able to maintain or increase its revenue and expand its business.

The Company's lack of product diversification means that any decline in price or demand for its products and services would seriously harm its business.

The eB product suite and related services have accounted for substantially all of the Company's revenue and this situation is expected to continue for the foreseeable future. Consequently, a decline in the price of, or demand for, the eB product suite or related services, or their failure to achieve broad market acceptance, would seriously harm the Company's business.

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Significant unauthorized use of the Company's products would result in material loss of potential revenues and the Company's pursuit of protection for its intellectual property rights could result in substantial costs to it.

The Company's software is licensed to customers under license agreements containing provisions prohibiting the unauthorized use, copying and transfer of the licensed program. Policing unauthorized use of the Company's products is difficult and, while the Company is unable to determine the extent to which piracy of its software products exists, any significant piracy of its products could materially and adversely affect the Company's business, results of operations and financial condition. In addition, the laws of some foreign countries do not protect the Company's proprietary rights to as great an extent as do the laws of the United States and the Company's means of protecting its proprietary rights may not be adequate.

The Company relies on third party software products incorporated in its products. Any loss of use to such third party software could result in delays in the Company's product shipments.

The Company relies on certain software that it licenses from third parties, including software that is integrated with internally developed software and used in the Company's products to perform key functions. There can be no assurances that the developers of such software will remain in business, that they will continue to support their products, that their products will otherwise continue to be available to the Company on commercially reasonable terms or that their products are free from bugs or defects. The loss of or inability to maintain any of these software licenses could result in delays or reductions in product shipments until equivalent software can be developed, identified, licensed and integrated, which could adversely affect the Company's business, operating results and financial condition.

If third parties claim that the Company infringes on their patents, trademarks, or other intellectual property rights, it may result in costly litigation or require the Company to make royalty payments.

The Company is not aware that any of its software products infringe the proprietary rights of third parties. There can be no assurance, however, that third parties will not claim infringement by the Company with respect to its current or future products. The Company expects that software product developers will increasingly be subject to infringement claims. Any such claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays, consume significant management time or require the Company to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company or at all, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may face product liability claims from its customers.

The Company's license agreements with its customers usually contain provisions designed to limit its exposure to potential product liability claims. It is possible, however, that the limitation of liability provisions contained in the Company's license agreements may not be effective under the laws of some jurisdictions. A successful product liability claim brought against the Company could result in payment by the Company of substantial damages, which would harm its business, operating results and financial condition and cause the price of its common stock to fall.

If the Company loses key personnel, or is unable to attract and retain additional key personnel, the Company may not be able to successfully grow and manage its business.

The Company believes that its future success will depend upon its ability to attract and retain its key technical and management personnel. These employees are not subject to employment contracts. The Company may not be successful in retaining its key employees in the future or in attracting and assimilating replacement or additional key personnel. Any failure in retaining and attracting management personnel may impair its ability to rapidly grow and manage its business.

The Company faces intense competition from several competitors and may be unable to compete successfully.

The market for the Company's products is intensely competitive, subject to rapid change and significantly affected by new product introductions and other market activities of industry participants. The Company currently encounters competition from a number of public and private companies, including Electronic Document Management System/Enterprise Content Management vendors such as EMC (Documentum product), IBM (FileNet products) , OpenText, and Sword; Enterprise Asset Management vendors such as Indus, Computer Aided Design Vendors (CAD) / Product Lifecycle Management (PLM) vendor such as PTC, Siemens (UGS product), Matrix, Autotrol and Intergraph. Many of these direct competitors have significantly greater financial, technical, marketing and other resources than the Company. The Company also expects that direct competition will increase as a result of recent consolidation in the software industry.

The Company also faces indirect competition from systems integrators and VARs. The Company relies on a number of systems consulting and systems integration firms for implementation and other customer support services, as well as for recommendation of its products to potential purchasers. Although the Company seeks to maintain close relationships with these service providers, many of these third parties have similar, and often more established, relationships with the Company's principal competitors. If the Company were unable to develop and retain effective, long-term relationships with these third parties, the Company's competitive position would be materially and adversely affected. Further, these third parties may market software products in competition with the Company in the future and may otherwise reduce or discontinue their relationship with, or support of, the Company and its products.

In addition, database vendors, such as Oracle, IBM and Microsoft are potential competitors in the future if they acquire competitive technology or otherwise expand their current product offerings. Like the Company's current competitors, these companies have longer operating histories, significantly greater financial, technical, marketing and other resources and name recognition and a larger installed base of customers than the Company. Several of these companies, including Oracle, Microsoft, IBM and others, have well-established relationships with the Company's current and potential customers and strategic partners, as well as extensive resources and knowledge of the enterprise software industry that may enable them to offer a single-vendor solution more easily than the Company can. In addition, the Company's competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements, or to devote greater resources to the development, promotion and sale of their products than the Company can. If the Company cannot respond to its competitors adequately and in a timely manner, then it may be required to reduce prices for its products and could suffer reduced gross margins and loss of market share, any of which could harm its business, prospects, financial condition and operating results, causing the price of its common stock to decline. In addition, the Company's past financial losses and customer uncertainty regarding the Company's financial condition are likely to have a material adverse effect on the Company's ability to sell its products in the future against competitors.

The Company's common stock is deemed to be "penny stock," which may make it more difficult for investors to sell their shares due to suitability requirements.

The Company's common stock is deemed to be "penny stock" as that term is defined in Rule 3a51-1 promulgated under the Securities Exchange Act of 1934. Consequently, broker/dealers dealing in the Company's common stock are subject to certain requirements. Such requirements may reduce the potential market for the Company's common stock by reducing the number of potential investors. This may make it more difficult for investors in the Company's common stock to sell shares to third parties or to otherwise dispose of them. This could cause the Company's stock price to decline. Penny stock is stock:

- With a price of less than $5.00 per share;
- That is not traded on a "recognized" national exchange;

- Whose prices are not quoted on the NASDAQ automated quotation system (NASDAQ listed stock must still have a price of not less than $5.00 per share); or

- In issuers with net tangible assets less than or equal to $2.0 million (if the issuer has been in continuous operation for at least three years) or $5.0 million (if in continuous operation for less than three years), or with average revenues of less than $6.0 million for the last three years.

Broker/dealers dealing in penny stocks are required to provide potential investors with a document disclosing the risks of penny stock. Moreover, broker/dealers are required to determine whether an investment in a penny stock is a suitable investment for a prospective investor.

The Company's common stock trades sporadically; the market price of the Company's common stock may be volatile.

The Company's common stock currently trades sporadically on the OTC Bulletin Board. The market for the Company's common stock may continue to be an inactive market, and the market price of the Company's common stock may experience significant volatility. The Company's quarterly results, failure to meet analysts' expectations, announcements by the Company or its competitors regarding acquisitions or dispositions, loss of existing customers, new industry standards or technology, changes in general conditions in the economy, and general market conditions could cause the market price of the common stock to fluctuate substantially. In addition, the stock market has experienced significant price and volume fluctuations that have particularly affected the trading prices of equity securities of many technology companies. These price and volume fluctuations often have been unrelated to the operating performance of the affected companies.

The Company is subject to significant foreign currency fluctuations which may have a material adverse effect on the Company's business and financial results.

Changes in foreign currency rates, the condition of local economies, and the general volatility of software markets may result in a higher or lower proportion of foreign revenues in the future. Although the Company's operating and pricing strategies take into account changes in exchange rates over time, future fluctuations in the value of foreign currencies may have a material adverse effect on the Company's business, operating results and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company's headquarters are located in San Diego, California. The Company leased 12,192 square feet of a 40,000 square foot building in San Diego through June 14, 2007. The original lease, which commenced September 1, 2003 and was to terminate on August 31, 2009, carried a monthly rent starting at $18,898 in year one, increasing 3% each year to $21,908 in year six. On June 14, 2007, the Company signed a lease addendum with our landlord to reduce the amount of office space in our principal offices from 12,192 square feet to 6,996 square feet. The amended lease commenced on July 1, 2007 and terminates on June 30, 2012 and carries a monthly rent starting at $13,642, increasing approximately 3.5% each year to $15,640 in year five.

The Company leases 3,024 square feet of a 6,137 square foot building in Surrey, United Kingdom. The lease, which commenced on February 10, 2006 and terminates on February 10, 2011, includes an early termination option effective beginning February 9, 2009, provided six months notice is given. The monthly rent, which began on August 10, 2006, is $6,663 over the lease term.

See Note 9 of the Notes to the Consolidated Financial Statements for further information regarding the Company's lease commitments.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved from time to time in litigation arising in the normal course of business. The Company believes that any liability with respect to such routine litigation, individually or in the aggregate, is not likely to be material to the Company's consolidated financial position or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company trades on the OTC Bulletin Board under the symbol "EPRS.OB" The following table shows, for the calendar quarters indicated, the high and low bid prices of the Common Stock. These high and low bid prices from over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

	High	Low
Year Ended September 30, 2007		
First Quarter	$ 0.15	$ 0.05
Second Quarter	0.09	0.06
Third Quarter	0.25	0.05
Fourth Quarter	0.19	0.06
Year Ended September 30, 2006		
First Quarter	$ 0.25	$ 0.09
Second Quarter	0.25	0.11
Third Quarter	0.14	0.08
Fourth Quarter	0.12	0.06

On January 11, 2008, there were approximately 800 holders of record of the Company's Common Stock and the last sale price of the Common Stock as reported on the OTC Bulletin Board on September 30, 2007 was $0.11 per share.

The Company has never paid a dividend on its Common Stock, and the current policy of its Board of Directors is to retain all earnings to provide funds for the operation and expansion of the Company's business. Consequently, the Company does not anticipate that it will pay cash dividends on its Common Stock in the foreseeable future.

Equity Compensation Plan Information

The following table gives information about the Company's common stock that may be issued upon the exercise of options under all of the Company's equity compensation plans as of September 30, 2007. The table includes the 1996 Stock Incentive Plan and the 2007 Stock Incentive Plan.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c)	
Equity compensation plans approved by security holders	5,768,000	$0.24		—
Equity compensation plans not approved by security holders	1,300,000(1)(2)	$0.33		—
Total	7,068,000	$0.25		—

(1) A warrant underlying 1,000,000 of these option shares was granted in 2004 to a public relations firm. The exercise price under the warrant is $0.40 per share. The warrant expired unexercised on November 3, 2007.

(2) A warrant underlying 300,000 of these option shares was granted on March 31, 2006 to a public relations firm. The exercise price under the warrant is $0.10 per share. The warrant expires on the third anniversary of its date of issuance.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected consolidated financial data of the Company. The financial data for each of the years ended September 30, 2007, 2006, 2005, 2004 and 2003 have been derived from the audited Consolidated Financial Statements.

The data set forth below should be read in conjunction with the Consolidated Financial Statements and Notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations".

	Years ended September 30,				
	2007	2006	2005	2004	2003
	(In thousands except per share data)				
Consolidated Statement of Operations Data					
Revenues					
Licenses	$ 3,107	$ 1,775	$ 737	$ 3,897	$ 2,053
Services and other	5,867	5,231	5,088	5,105	5,309
Total revenues	8,974	7,006	5,825	9,002	7,362
Cost of revenues					
Licenses	169	324	206	260	690
Services and other	2,477	2,370	2,232	2,249	2,334
Total cost of revenues	2,646	2,694	2,438	2,509	3,024
Gross profit	6,328	4,312	3,387	6,493	4,338
Operating expenses:					
Research and development	1,152	1,058	852	1,393	1,494
Marketing and sales	1,936	2,410	3,799	2,949	2,452
General and administrative	1,719	1,622	1,994	1,965	1,410
	4,807	5,090	6,645	6,307	5,356
Income (loss) from operations	1,521	(778)	(3,258)	186	(1,018)
Nonrecurring loss on conversion of debt to preferred stock	—	—	—	—	(1,499)
Interest and other income	2	4	1	13	4
Interest and other expense	(261)	(248)	(291)	(151)	(491)
Net income (loss)	1,262	(1,022)	(3,548)	48	(3,004)
Deemed preferred dividend	—	(1,000)	(2,200)	—	—
Cumulative preferred dividends	(264)	(354)	(301)	(271)	—
Net income (loss) available to common shareholders	$ 998	$ (2,376)	$ (6,049)	$ (223)	$ (3,004)
Basic net income (loss) per share	$ 0.03	$ (0.06)	$ (0.17)	$ (0.01)	$ (0.10)
Diluted net income (loss) per share	$ 0.02	$ (0.06)	$ (0.17)	$ (0.01)	$ (0.10)

Shares used in computing basic and diluted net loss per common share					
Basic	37,324	36,875	34,941	34,016	31,100
Diluted	49,841	36,876	34,941	34,016	31,100

	Years Ended September 30,				
	2007	2006	2005	2004	2003
			(In thousands)		
Consolidated Balance Sheet Data					
Working deficit	$ (4,852)	$ (7,782)	$ (4,659)	$ (2,693)	$ (3,880)
Total assets	2,062	1,723	1,645	1,430	1,230
Long-term obligations	55	680	976	601	566
Shareholders' (deficit) equity	(4,348)	(7,878)	(4,960)	(3,136)	(4,141)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company develops, markets and supports eB, its integrated suite of collaborative document, configuration and records management software solutions. The eB suite enables organizations in a broad range of industries to create, capture, store, manage, share and distribute critical business information regarding their customers, products, assets and processes in an efficient manner. The eB suite also enables them to maintain complete, up-to-date information about the configuration of their products, assets and infrastructures so that they can achieve operational excellence and compliance with regulatory requirements. eB provides the capabilities of an Enterprise Content Management (ECM)/Electronic Document Management (EDM) System, and extends these capabilities by also managing the "things' that the content/documents relate to such as products, assets , functions, processes, requirements, projects, organizations, locations, work orders, etc. As a result, eB can be used to manage the lifecycle of physical items (e.g. products, equipment or assets), and the requirements (e.g. functional, safety, performance, environmental, etc.) that govern them. It enables intelligent relationships to be defined between these items thereby creating an interdependency model. As a result, the effects of any change on requirements, documents and items can be determined and change can be managed to effectively ensure information integrity. In particular, eB enables organizations with extensive and complex physical infrastructures to efficiently identify, classify, structure, link, and manage documents, physical items, and requirements throughout their lifecycles and ensure that conformance between these is maintained by means of an automated change process.

We develop, market and support eB, our integrated suite of collaborative document, configuration and records management software solutions. Our revenues in the fiscal year ended September 30, 2007 increased by 28% from the prior fiscal year primarily due to the sale of a perpetual license to Aveva Solutions Limited for $2.0 million.

Our revenues are derived from licenses of our software to our customers, services that we provide under maintenance support contracts and our non-maintenance services, consisting primarily of design studies, system implementation and training. Of our total revenues in fiscal 2007, license revenues accounted for 35%, maintenance services revenues accounted for 35% and non-maintenance services represented 30%.

Many of our customers are located outside the United States, with foreign-originated revenues accounting for 58% and 35% of fiscal 2007 and 2006 revenues, respectively. Revenue in fiscal 2007 reflected a foreign currency gain of $238,000 due to the declining value of the dollar during the year.

While revenues increased, our cost of revenues decreased by 2% in fiscal 2007 compared to fiscal 2006 primarily because of lower cost of sales for licenses. Our gross profit increased from 62% to 71% of revenues in fiscal 2007 due to the increase in high margin software sales. Operating expenses decreased by 6% primarily as a result of decreased marketing and sales personnel related costs during fiscal 2007.

At September 30, 2007, our principal sources of liquidity consisted of $553,000 of cash and cash equivalents, compared to $95,000 at September 30, 2006. The improvement in liquidity was primarily due to the $2.0 million perpetual license sale.

This Management's Discussion and Analysis of Financial Condition and Results of Operation summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flow during the three-year period ended September 30, 2007, each year therein being referred to as fiscal 2007, fiscal 2006 and fiscal 2005. Unless otherwise indicated, references to any year in this discussion refer to the applicable fiscal year ended September 30. This discussion and analysis should be read with the consolidated financial statements and financial statement footnotes included in this Annual Report on Form 10-K.

This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements due to many factors, including but not limited to those set forth under the headings “Risk Factors” and “Special Note Regarding Forward-Looking Statements.”

Critical Accounting Policies

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. As such, management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The significant accounting policies which are most critical to aid in fully understanding and evaluating reported financial results include the following:

Revenue Recognition

The Company’s revenues are derived from sales of its document and configuration management systems that are primarily composed of software and services, including maintenance, training and consulting services, and third party software and hardware. The Company recognizes revenue in accordance with Statement of Position (“SOP”) 97-2 “Software Revenue Recognition,” SOP 98-9, “Modification of SOP 97-2, Software Revenue Recognition with Respect to Certain Transactions”, Staff Accounting Bulletin (“SAB”) No. 101, updated by SAB’s 103 and 104 “Update of Codification of Staff Accounting Bulletins,” and Emerging Issues Task Force No. 00-21 (“EITF 00-21”) “Accounting for Revenue Arrangements with Multiple Deliverables.” Revenue through the Company’s Value Added Resellers (“VARS”) are net of any VAR discount in accordance with EITF 99-19 “Reporting Revenue Gross as a Principal versus Net as an Agent.”

Software license and third party product revenues are recognized upon shipment of the product if no significant vendor obligations remain and collection is probable. In cases where a significant vendor obligation exists, revenue recognition is delayed until such obligation has been satisfied. For new software products where a historical record has not yet been demonstrated that acceptance is perfunctory, the Company defers recognition of revenue until acceptance has occurred. If an undelivered element of the arrangement exists under the license arrangement, a portion of revenue is deferred based on vendor-specific objective evidence (VSOE) of the fair value of the undelivered element until delivery occurs. If VSOE does not exist for all undelivered elements, all revenue is deferred until sufficient evidence exists or all elements have been delivered. Annual maintenance revenues, which consist of ongoing support and product updates, are recognized on a straight-line basis over the term of the contract. Payments received in advance of performance of the related service for maintenance contracts are recorded as deferred revenue. Revenues from training and consulting services are recognized when the services are performed and adequate evidence of providing such services is available. Contract revenues for long-term contracts or programs requiring specialized systems are recognized using the percentage-of-completion method of accounting, primarily based on contract labor hours incurred to date compared with total estimated labor hours at completion. Provisions for anticipated contract losses are recognized at the time they become known.

Contracts are billed based on the terms of the contract. There are no retentions in billed contract receivables. Unbilled contract receivables relate to revenues earned but not billed at the end of the period.

The Company considers many factors when applying accounting principles generally accepted in the United States of America related to revenue recognition. These factors include, but are not limited to:

- The actual contractual terms, such as payment terms, delivery dates, and pricing of the various product and service elements of a contract
- Availability of products to be delivered
- Time period over which services are to be performed
- Creditworthiness of the customer
- The complexity of customizations to the Company's software required by service contracts
- The sales channel through which the sale is made (direct, VAR, distributor, etc.)
- Discounts given for each element of a contract
- Any commitments made as to installation or implementation of "go live" dates.

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards, as well as whether or not each factor complies with such standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse effect on the Company's future operating results.

Software Development Costs and Purchased Software

Software development costs and purchased software are capitalized when technological feasibility and marketability of the related product have been established. Software development costs incurred solely in connection with a specific contract are charged to cost of revenues. Capitalized software costs are amortized on a product-by-product basis, beginning when the product is available for general release to customers. In fiscal 2007 the Company capitalized no internal software development costs, while in fiscal 2006, the Company capitalized $35,000 of internal software developments costs. The capitalized software costs relate primary to the eB version 14 product release completed in November 2005 and is the core base product of the Company going forward. Annual amortization expense is calculated using the greater of the ratio of each product's current gross revenues to the total of current and expected gross revenues or the straight-line method over the estimated useful life of three to five years.

Allowance for Doubtful Accounts

The Company sells its products directly to end-users, generally requiring a significant up-front payment and remaining terms appropriate for the creditworthiness of the customer. The Company also sells its products to VARs and other software distributors generally under terms appropriate for the creditworthiness of the VAR or distributor. The Company retains no continuing obligations on sales to VARs. Management believes that no significant concentrations of credit risk existed at September 30, 2007. Receivables from customers are generally unsecured. The Company continuously monitors its customer account balances and actively pursues collections on past due balances. The Company maintains an allowance for doubtful accounts which is comprised of a general reserve based on historical collections performance plus a specific reserve for certain known customer collections issues. If actual bad debts are greater than the reserves calculated based on historical trends and known customer issues, the Company may be required to book additional bad debt expense which could have a material adverse effect on our business, results of operations and financial condition for the periods in which such additional expense occurs.

Share-Based Payments

In December 2004, the Financial Accounting Standards Board (FASB) revised Statement of Financial Accounting Standards No. 123 (FAS 123R), "Share-Based Payment," which establishes accounting for share-based awards exchanged for employee services and requires companies to expense the estimated fair value of these awards over the

requisite employee service period. On April 14, 2005, the U.S. Securities and Exchange Commission adopted a new rule amending the effective dates for FAS 123R. In accordance with the new rule, the accounting provisions of FAS 123R were effective for the Company beginning in the quarter ended December 31, 2005.

Under FAS 123R, share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite service period. The Company has no awards with market or performance conditions. The Company adopted the provisions of FAS 123R on October 1, 2005, the first day of the Company's fiscal year 2006, using a modified prospective application, which provides for certain changes to the method for valuing share-based compensation. Under the modified prospective application, prior periods are not revised for comparative purposes. The valuation provisions of FAS 123R apply to new awards and to awards that are outstanding on the effective date and subsequently modified or cancelled. Estimated compensation expense for awards outstanding at the effective date will be recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under FASB Statement No. 123, "Accounting for Stock-Based Compensation" (FAS 123).

On November 10, 2005, the FASB issued FASB Staff Position No. FAS 123(R)-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." The Company has elected to adopt the alternative transition method provided in this FASB Staff Position for calculating the tax effects of share-based compensation pursuant to FAS 123R. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital pool (APIC pool) related to the tax effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of FAS 123R.

Results of Operations

The following table sets forth the percentage relationship to total revenues of items included in the Company's Consolidated Statements of Operations for the years ended September 30, 2007, 2006 and 2005.

	Years ended September 30,		
	2007	2006	2005
Revenues			
Licenses	35%	25%	13%
Services and other	65%	75%	87%
Total revenues	100%	100%	100%
Cost of revenues			
Licenses	1%	4%	4%
Services and other	28%	34%	38%
	29%	38%	42%
Gross profit	71%	62%	58%
Operating expenses:			
Research and development	13%	15%	15%
Marketing and sales	22%	35%	65%
General and administrative	19%	23%	34%
	54%	73%	114%
Income (loss) from operations	17%	(11) %	(56) %
Interest and other income	—	—	—
Interest expense	(3) %	(4) %	(5) %
Net income (loss)	14%	(15) %	(61) %
Deemed preferred dividend	—	(14) %	(38) %
Cumulative preferred dividends	(3) %	(5) %	(5) %
Net income (loss) available to common shareholders	11%	(34) %	(104) %

Revenues

Licenses Revenues
(in thousands)

	2007	Change	2006	Change	2005
License revenues	$ 3,107	75%	$ 1,775	141%	$ 737
Percentage of total revenues	35%		25%		13%

License revenues increased by $1.3 million, or 75%, to $3.1 million in fiscal 2007 from $1.8 million in fiscal 2006. The increase is due primarily to new customer Aveva Solutions Limited purchasing a perpetual license for $2,000,000, offset by lower license sales to other new and existing customers.

License revenues increased by $1.0 million, or 141% to $1.8 million in fiscal 2006 from $737,000 in fiscal 2005. The increase was due to (1) new customers ordering software systems such as Florida Power and Light for $269,000 and Defense Threat Reduction Agency (a part of the United States Defense Department) for $140,000 and (2) current

customers expanding their systems such as Constellation Energy Group who placed sales for $282,000 and JEA for $275,000

The Company was successful in capitalizing on its pipeline of sales opportunities in 2007. While the Company's pipeline of sales

opportunities continues to be strong for 2008, the Company's license revenues can fluctuate from quarter to quarter, based on the timing of customers orders due to the long sales cycle and changes in customers' internal plans for the rollout of software licenses. The length of time it takes to establish new customer relationships typically ranges from 6 to 12 months and as such the timing of sales can fluctuate significantly.

A small number of customers has typically accounted for a large percentage of the Company's total annual revenues. Aveva Solutions Limited accounted for 25% and Network Rail accounted for 12% of fiscal 2007 revenue. Constellation Energy Group accounted for 13% of 2006 revenue, while Network Rail accounted for 16% of fiscal 2005 revenue. The Company's reliance on relatively few customers could have a material adverse effect on the results of its operations on a quarterly basis. In fiscal 2007 revenue through resellers totaled $485,000 or 5% of total revenue, versus $796,000 or 11% in fiscal 2006 and $507,000 or 9% in fiscal 2005.

Services and Other Revenues
(in thousands)

	2007	Change	2006	Change	2005
Services and other revenues	$ 5,867	12%	$ 5,231	3%	$ 5,088
Percentage of total revenues	65%		75%		87%

Services and other revenues are comprised of maintenance and non-maintenance services. Non-maintenance services typically relate to design studies, implementation of systems and training which vary with the level of license revenues while maintenance revenue is primarily dependent on customers renewing their annual maintenance support contracts.

Services and other revenues increased $636,000 or 12% from $5.2 million in fiscal 2006 to $5.9 million in fiscal 2007. Non-maintenance services increased $502,000 while maintenance revenue increased $134,000 in fiscal 2007. Non-maintenance services increased as customers continued to utilize the Company's resources to assist in implementing their systems in new business areas within their organization and upgrading from older legacy systems to the current versions of eB. Maintenance increases were due primarily to a full year of maintenance revenue for software purchased late in fiscal 2006 including a new customer, Defense Threat Reduction Agency, and expansions from two existing customers, JEA and Trinity Industries.

Service and other revenues had a slight increase of $143,000 or 3% from fiscal 2005 to fiscal 2006. Non-maintenance services increased $134,000 while maintenance revenue increased $9,000. Non-maintenance services increased slightly as customers continued to utilize the Company's resources to assist in implementing their systems in new business areas within their company and upgrading from older legacy systems to the current versions of eB.

We anticipate that service and other revenue will fluctuate primarily due to fluctuations in sales to new customers, which require more services that typically include a business process study, integration with other business systems and training. In addition, we expect that service and other revenues will continue to fluctuate from quarter to quarter based on the timing of customer orders.

Cost of Revenues

Cost of Licenses Revenues
(in thousands)

	2007	Change	2006	Change	2005
Cost of License Revenues	$ 169	(48) %	$ 324	57%	$ 206
Percentage of total revenues	1%		4%		4%

Cost of licenses revenues consists of costs associated with reselling third-party products and amortization of internal software development costs.

Cost of license revenue decreased $155,000 or 48% in fiscal 2007 compared to fiscal 2006 primarily due to fewer third party software orders. The gross profit percentage of license revenue increased to 95% in fiscal 2007 from 82% in fiscal 2006 due primarily to the large perpetual license sale to one customer, Aveva Solutions Limited, during fiscal 2007.

Cost of license revenues increased $118,000 or 57% in fiscal 2006 compared to fiscal 2005 primarily due to amortization of software development costs, which totaled $87,000, associated with the Version 14 eB upgrade project completed in November 2005 and an increase in third party software costs of $31,000 for one customer. However, the gross profit percentage of license revenue increased to 82% in fiscal 2006 from 72% in fiscal 2005 primarily due to the substantial increase in the sales of the Company's proprietary software during fiscal 2006

while the related costs were limited to the amortization of the Company's capitalized software development costs.

We expect the cost of license revenues to fluctuate based on customer requirements for third-party software products since these costs have the largest impact on cost of license revenues. We expect the gross profit percentage from license revenues to improve as sales of the Company's proprietary software become a greater portion of total license revenues in future years.

Cost of Services and Other Revenues
(in thousands)

	2007	Change	2006	Change	2005
Cost of services and other revenues	$ 2,477	5%	$ 2,370	6%	$ 2,232
Percentage of total revenues	28%		34%		38%

Cost of services and other revenues consists primarily of personnel-related costs in providing consulting services, training to customers and support. It also includes costs associated with reselling third-party hardware and maintenance, which includes telephone support costs.

Cost of services and other revenues increased by $107,000 or 5% in fiscal 2007 compared to fiscal year 2006 due to higher personnel related costs primarily related to bonuses. The gross profit percentage on services and other revenues increased to 58% in fiscal 2007 from 55% in fiscal 2006 primarily due to the increased services and other revenues to both new and existing customers resulting in a higher utilization of service engineers applied to service contracts.

Cost of services and other revenues increased by $138,000 or 6% primarily due to third party scanning services provided to one customer during fiscal 2006. The gross profit percentage on services and other revenue decreased slightly to 55% in fiscal 2006 from 56% in fiscal 2005.

We expect the cost of services and other revenues to fluctuate in absolute dollar amounts and as a percentage of total revenues as the related service revenue fluctuates.

Operating Expenses

Research and Development
(in thousands)

	2007	Change	2006	Change	2005
Research and development expenses	$ 1,152	9%	$ 1,058	24%	$ 852
Percentage of total revenue	13%		15%		15%

Research and development expenses consist of salaries and benefits for software developers as well as an allocation of corporate expenses, calculated on the basis of headcount, such as corporate insurance, facilities, telephone and other.

In fiscal 2007, research and development expenses increased $94,000, or 9% compared to fiscal 2006 primarily due to higher consulting fees of $53,000 in connection with services to integrate our eB product with the Microsoft Office SharePoint server environment. In addition, in fiscal 2006 there was a total of $35,000 of labor cost capitalized related to an updated version of our eB version 14 software product, while there was no labor costs capitalized in fiscal 2007.

In fiscal 2006, research and development expenses increased $206,000, or 24% compared to fiscal 2005. In fiscal 2005 capitalization costs relating to the Version 14 eB software upgrade totaled $514,000, while only $35,000 was capitalized in fiscal 2006 since the project was completed in November 2005, resulting in research and development costs of $479,000 being expensed. Excluding the effect from the capitalized software, research and development costs decreased $273,000 from fiscal 2005 to fiscal 2006 as a result of lower personnel related costs due to a reduction in personnel in September 2005.

We believe that continued investment in research and development is a critical factor in maintaining our competitive position and we expect research and development costs to increase in absolute dollar amounts but remain relatively unchanged as a percentage of total revenue.

Marketing and Sales
(in thousands)

	2007	Change	2006	Change	2005
Marketing and sales expenses	$ 1,936	(20) %	$ 2,410	(37) %	$ 3,799
Percentage of total revenue	22%		35%		65%

Marketing and sales expenses consist of salaries, cost of benefits, sales commissions and other expenses related to the direct sales force, as well as allocation of overall corporate expenses, calculated on the basis of headcount, related to items such as corporate insurance, facilities, telephone and other.

In fiscal 2007, marketing and sales expenses decreased $474,000, or 20% compared to fiscal 2006 due to lower personnel related costs of $591,000 with the consolidation of certain functions within the department. These lower costs were offset by higher professional fees of $100,000 related to the closing of the Aveva Solutions Limited license sale and tradeshow costs of $17,000 for marketing support associated with the Company’s name change and goal to improve our communications and positioning in the marketplace.

In fiscal 2006, marketing and sales expenses decreased $1,389,000 or 37% when compared to fiscal 2005. This decrease is primarily due to a reduction in personnel in September 2005 resulting in $756,000 lower personnel related costs and reduced costs of $589,000 for advertising, consulting, and tradeshows.

We expect marketing and sales expense to increase in absolute dollar.

General and Administrative
(in thousands)

	2007	Change	2006	Change	2005
General and administrative expenses	$ 1,719	6%	$ 1,622	(19) %	$ 1,994
Percentage of total revenue	19%		23%		34%

General and administrative expenses consist primarily of personnel cost for finance, information technology, human resources and general management, as well as outside professional services and an allocation of overall corporate expenses, calculated on the basis of headcount, such as corporate insurance, facilities, telephone and other.

In fiscal 2007, general and administrative expenses increased by $97,000, or 6% when compared to fiscal 2006. This increase was due to higher legal and professional fees of $180,000 related to the Company's public filings and the license sale to Aveva Solutions Limited, offset by lower personnel related expenses primarily related to FAS 123R expenses.

In fiscal 2006, general and administrative expenses decreased by $372,000 or 19% when compared to fiscal 2005. A significant portion of the decrease was attributable to restructuring costs of $239,000 incurred in 2005 that was partially offset by a $77,000 reduction in the Company's allowance for uncollectible accounts. The balance of the decrease was due to a reduction in legal and professional fees of $333,000 that was offset by the increase of compensation expense of $123,000 related to the adoption of FAS 123R.

We expect that general and administrative expenses will increase slightly in absolute dollars in comparison to the prior year but decrease as a percentage of total revenue in fiscal 2008.

Interest & Other Income
(in thousands)

	2007	Change	2006	Change	2005
Interest & other income	$ 2	(50) %	$ 4	300%	$ 1
Percentage of total revenue	-%		-%		-%

Interest and other income consists primarily of interest earned on our cash and cash equivalents, gains on revaluation of derivatives or foreign translation adjustments, and gains on the sale of assets. In fiscal 2007, interest and other income decreased to $2,000 from $4,000 primarily due to a decrease in the foreign translation exchange and offset by an increase in interest earnings.

In fiscal 2006, interest and other income increased to $4,000 from $1,000, a net increase of $3,000, primarily from a foreign translation exchange difference.

Interest & Other Expense
(in thousands)

	2007	Change	2006	Change	2005
Interest & other expense	$ 261	5%	$ 248	(15) %	$ 291
Percentage of total revenue	(3) %		(4) %		(5) %

Interest and other expense increased $13,000 from fiscal 2006 to 2007. This increase was primarily due to loss on sales of assets of $5,000, interest expense of $4,000, and loss on foreign translation of $4,000.

Interest and other expense decreased $43,000 from fiscal 2005 to 2006. Other expense in fiscal 2005 included an expense of $146,000 relating to extending the expiration date of certain warrants. The expense was determined based on the value calculated using the Black-Scholes method. Excluding the expense associated with extending the life of the warrants, interest expense increased $103,000 from fiscal 2005 to 2006 primarily due to interest on the higher balance of dividends and notes payable to Spescom Ltd. and Spescom Ltd. UK.

Deemed Preferred Dividends
(in thousands)

	2007	Change	2006	Change	2005
Deemed preferred dividends	$ -	(100) %	$ 1,000	(55) %	$ 2,200
Percentage of total revenue	-%		(14) %		(38) %

In October 2005 the Company completed a financing arrangement whereby the Company issued 1,950 shares of our Series H Preferred Stock along with 925,926 common stock warrants for gross proceeds of $500,000 and the exchange and cancellation of 1,450 shares of Series G Convertible Preferred Stock. In accordance with EITF 00-27 “Application of issue No 98-5 to Certain Convertible Instruments,” the Company calculated using the Black–Scholes method the intrinsic value of the convertible instruments issued and determined that there was a deemed preferred dividend equal to the gross proceeds received of $500,000.

In March 2006 the Company completed a further round of financing whereby the Company issued 2,450 shares of Series I Preferred Stock along with 925,926 common stock warrants for gross proceeds of $500,000 and the exchange and cancellation of 1,950 shares of Series H Convertible Preferred Stock. In accordance with EITF 00-27 “Application of issue No 98-5 to Certain Convertible Instruments,” the Company calculated using the Black–Scholes method the intrinsic value of the convertible instruments issued and determined that there was a deemed preferred dividend equal to the gross proceeds received of $500,000.

In fiscal 2005 the Company also had a deemed dividend in connection with a financing arrangement whereby the Company issued 2,200 shares of Series G Convertible Preferred Stock along with 2,750,000 common stock warrants for gross proceeds of $2,200,000. The Company calculated using the Black–Scholes method the intrinsic value of the convertible instruments issued and determined that there was a deemed preferred dividend equal to the gross proceeds received of $2,200,000.

Cumulative Preferred Dividends
(in thousands)

	2007	Change	2006	Change	2005
Cumulative preferred dividends	$ 264	(25) %	$ 354	18%	$ 301
Percentage of total revenue	(3) %		(5) %		(5) %

The outstanding Series F Convertible Preferred Stock was entitled to receive dividends of 5% of the stated value of $1,000 per share per annum, payable on a quarterly basis in cash or common stock (valued on the basis of the average per share market value on the 30 trading days immediately prior to the date on which such dividend is declared by the Board of Directors). Cumulative preferred dividends earned in fiscal 2007 and fiscal 2006 were $264,000 and $265,000, respectively. Unpaid dividends accrue interest at the rate of 8% per annum. As of September 30, 2007, unpaid dividends and accrued interest amounted to $1,058,000 and$175,000, respectively. As of September 30, 2006, unpaid dividends and accrued interest amounted to $794,000 and $93,000, respectively.

The outstanding Series I Convertible Preferred Stock was entitled to receive dividends of 6.75% of the stated value of $1,000 per share per annum, payable on a monthly basis in cash or common stock accrued through the July 10, 2006 effective date of the registration statement filed by the Company that included the common stock issuable under the Series I Convertible Preferred Stock ("Series I Preferred Stock"). Cumulative preferred dividends earned for fiscal 2006 were $55,000 and no cumulative preferred dividends were earned for fiscal 2007. Unpaid dividends did not accrue interest. As of September 30, 2007, unpaid dividends amounted to $55,000. On October 22, 2007 a total of 358,809 shares of the Company's common stock were issued based on a $0.15 fair market price in payment of the Series I Convertible Preferred Stock dividends owed.

Prior to the exchange on March 10, 2006 of all the outstanding Series H Convertible Preferred Stock ("Series H Preferred Stock") for Series I Preferred Stock, the Series H Preferred Stock was entitled to receive dividends of 6.75% of the stated value of $1,000 per share per annum, payable monthly in arrears on the last day of each month based on the number of shares of Series H Preferred Stock outstanding as of the first day of each such month. For fiscal year 2006 dividends on the Series H Preferred Stock totaled $44,000 and there was no Series H Preferred Stock outstanding for the same periods in the prior year. A total of 325,966 shares of common stock were issued on March 31, 2006 based on a $0.13 per share fair market price in payment of Series H Preferred Stock dividends due as of March 10, 2006, when the Series H Preferred Stock was exchanged for Series I Preferred Stock.

The outstanding Series G Convertible Preferred Stock (the "Series G Preferred Stock") was entitled to receive dividends of 5% of the stated value of $1,000 per share per annum, payable monthly in arrears on the last day of each month based on the number of shares of Series G Preferred Stock outstanding as of the first day of each such month until the common shares under the Series G Preferred Stock was registered. Prior to the registration statement being declared effective in March 2005 by the Securities & Exchange Commission, the Company issued 82,050 shares of common stock with a value of $37,000 as a dividend on the Series G Preferred Stock. In connection with the Series G Preferred Stock financing in November 2004, the Company recorded a beneficial conversion of $2,200,000 as a preferred deemed dividend, as discussed above.

Liquidity and Capital Resources

At September 30, 2007, our principal sources of liquidity consisted of $553,000 of cash and cash equivalents compared to $95,000 at September 30, 2006. During fiscal 2007, we received payment of $2,000,000 relating to a large license and development fee sale in October 2006. Our liquidity could be negatively impacted by a decrease in demand for our products, which are subject to rapid technological changes, reductions in capital expenditures by our customers and intense competition, among other factors.

In past years, the Company has received loans from Spescom Ltd. to meet its obligations. The outstanding balance of its demand notes owed to Spescom Ltd. as of September 30, 2007 was $676,000 as compared to $680,000 at September 30, 2006. On October 10, 2007 the notes along with all of the Company's common stock and Series F Preferred Stock held by Spescom Ltd. were sold to ERP2 Holdings, LLC ("ERP2").

On January 14, 2008, the Company entered into a term sheet with ERP2 that provides, among other things, for the concurrent consummation (the "ERP2 Closing") of the following transactions: (i) the extension of the maturity date of the existing demand notes to the date that is two years from the date of the ERP2 Closing; (ii) the agreement of ERP2 not to call such demand notes following an event of default, prior to September 30, 2008; and (iii) the issuance of additional notes to ERP2 in the aggregate principal amount of $1,500,000 with a maturity date two years from the date of the ERP2 Closing Date. Disbursement of $300,000 of such aggregate principal amount is subject to delivery at the ERP2 Closing of definitive transaction documents pursuant to the term sheet. Disbursement of the remaining $1,200,000 of such amount is subject to completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock and the deregistration of the Company's common stock under the Securities Exchange Act of 1934. Any failure of the Company to consummate such actions by April 30, 2008 will constitute an event of default under the extended demand notes and under the additional notes contemplated by the term sheet. Additional information regarding the term sheet entered into between the Company and ERP2 is provided under Note 13 ("Subsequent Events") to the Company's consolidated financial statements.

At September 30, 2006, the Company had a payable to Spescom Ltd. of $534,000. This amount including interest was paid in full as of January 2007 with funds received from the large license and development fee sale in October 2006.

Cash provided from operating activities was $567,000 for fiscal 2007 due to the income the Company generated in the fiscal year. Net income was adjusted for non-cash activities of $575,000 comprised primarily of $179,000 in depreciation and amortization, $114,000 for FAS 123R period charge for employee stock options, $227,000 in unpaid interest on notes payable to Spescom Ltd., and $55,000 in common stock options issued to a consultant for services. On an operating basis the Company also had a $231,000 decrease in deferred revenue due primarily to one customer's prepayment in 2005 of maintenance for three years.

Cash used in operating activities was $773,000 for fiscal 2006. The $773,000 use of cash in operating activities was due to the loss the Company incurred in fiscal 2006. The operating loss was adjusted for non-cash activities of $656,000 comprised primarily of $167,000 in depreciation and amortization, $196,000 for FAS 123R period charge for employee stock options, and $253,000 in unpaid interest on notes payable to Spescom Ltd., and on an operating basis the Company also had a $346,000 decrease in deferred revenue due to one customer's prepayment in 2005 of maintenance for three years.

Cash used in investing activities was $83,000 for fiscal 2007. In fiscal 2007 the Company purchased $152,000 of property and equipment, of which $69,000 was financed through a new capital lease, in connection with the renovation of it corporate headquarters in San Diego, California.

Cash used in investing activities was $78,000 for fiscal 2006. In fiscal 2006 the Company capitalized $35,000 in software development costs associated with its release of its eB product with a new architecture. In fiscal 2006 the Company purchased $43,000 of property and equipment in connection with the move into a new office facility in the United Kingdom.

In fiscal 2007 cash used by financing activities was $33,000 primarily relating to payments of capital lease obligations. In fiscal 2006 cash provided by financing totaled $676,000 the result of $716,000 through two private placements less $40,000 in payments of capital lease obligations. The private placements were in connection with the issuance of the Series H and I Convertible Preferred Stock.

The Company believes its capital requirements will continue to vary greatly from quarter to quarter, depending on, among other things, capital expenditures, fluctuations in its operating results, financing activities, and investments and third party products and receivables management. The Company's future liquidity will depend on financing from ERP2 and its ability to generate new system sales of its eB product suite in the near term, which cannot be assured. Management believes that the Company's current cash and receivables and cash that may be generated from operations and received from ERP2 pursuant to the above-referenced term sheet, will be sufficient to meet its

short-term needs for working capital for at least the next year. However, the Company may not be able to obtain sufficient orders to enable the Company to continue on a cash flow break-even level, which would be necessary to continue operations in the absence of further financing. Future equity financings, if available to the Company, would be dilutive to the existing holders of the Company's common stock. Future debt financings, if available to the Company, would likely involve restrictive covenants.

Net Operating Loss Tax Carryforwards

As of September 30, 2007, the Company had a net operating loss carryforward ("NOL") for federal income tax purposes of $31,442,000, which expires over the years 2008 through 2025. The Company also had a NOL carryforward for state income tax purposes of $4,833,000, which expires over the years 2008 through 2013. In addition, the Company generated but has not used research and investment tax credits for federal income tax purposes of approximately $274,000, which will substantially expire in the years 2008 through 2012. Under the Internal Revenue Code of 1986, as amended (the "Code"), the Company generally would be entitled to reduce its future Federal income tax liabilities by carrying unused NOL forward for a period of 20 years to offset future taxable income earned, and by carrying unused tax credits forward for a period of 20 years to offset future income taxes. As a result of the Spescom Ltd's sales of its equity interests in the Company to ERP2 Holdings, LLC on October 10, 2007 an ownership change occurred. The Company's ability to utilize the consolidated NOL in future years will be limited pursuant to Code Section 382. The annual limitation is estimated to be approximately $550,000.

Off-Balance Sheet Arrangements

At September 30, 2007 and 2006, the Company did not have any relationships with unconsolidated entities or financial partnerships, including entities often referred to as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Therefore, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if the Company were engaged in such relationships.

Foreign Currency

The Company's geographic markets are primarily in the United States and Europe, with some sales in other parts of the world. In fiscal 2007, revenues recorded in the United States were 42% of total revenue and revenues from Europe and other locations were 58% of total revenue. In fiscal 2006, revenues recorded in the United States were 65% of total revenue and revenues from Europe and other locations were 35% of total revenue. For fiscal 2005, revenues recorded in the United States were 54% of total revenues, and revenues from Europe and other locations were 46% of total revenues.

Revenues from our United Kingdom subsidiary can fluctuate from quarter to quarter based on the timing of customer orders. Revenue in fiscal 2007 and fiscal 2006 were improved by foreign currency gains of $238,000 and $10,000, respectively, in each case due to a weakened dollar value compared to the pound sterling. Changes in foreign currency rates, the condition of local economies, and the general volatility of software markets may result in a higher or lower proportion of foreign revenues in the future. Although the Company's operating and pricing strategies take into account changes in exchange rates over time, future fluctuations in the value of foreign currencies may have a material adverse effect on the Company's business, operating results and financial condition.

Inflation

The Company believes that inflation has not had a material effect on its operations to date. Although the Company enters into fixed-price contracts, management does not believe that inflation will have an adverse material impact on its operations for the foreseeable future, as the Company takes into account expected inflation in its contract proposals and is generally able to project its costs based on forecasted contract requirements.

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Contractual Obligations and Commercial Commitments

The following summarizes our contractual obligations and other commitments at September 30, 2007, and the effect such obligations could have on our liquidity and cash flow in future periods:

	Amount of Commitment Expiring by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	Over 5 Years
Notes and Accounts Payable to Spescom Ltd.	$ 676,000	$ 676,000	—	—	—
Lease commitments – Operating Leases	1,132,000	253,000	$ 521,000	$ 358,000	—
Lease commitments – Capital Leases	110,000	40,000	37,000	33,000	—
Total	$ 1,918,000	$ 969,000	$ 558,000	$ 391,000	—

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

The Company's exposure to market rate risk for changes in interest rates relates primarily to the Company's investment portfolio. The Company does not use derivative financial instruments in its investment portfolio. The Company places its investment with high quality issuers and follows internally developed guidelines to limit the amount of credit exposure to any one issuer. Additionally, in an attempt to limit interest rate risk, the Company follows guidelines to limit the average and longest single maturity dates. The Company is adverse to principal loss and ensures the safety and preservation of its invested funds by limiting default, market and reinvestment risk. As of September 30, 2007, 2006 and 2005 the Company did not have any investments in money market accounts.

Foreign Exchange Risk

Our revenue originating outside the United States was 58%, 35% and 46% for fiscal 2007, 2006 and 2005, respectively. International sales are made mostly from our foreign sales subsidiary in the United Kingdom. The functional currency of the Company's United Kingdom subsidiary is the pound sterling. Our subsidiary incurs and settles most of its expenses in its local currency.

The assets and liabilities of our subsidiary are translated into U.S. dollars at exchange rates in effect at the balance sheet date. Income and expense items are translated at the daily current exchange rates. Gains and losses from translation are included in stockholders' equity.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Enterprise Informatics Inc.
San Diego, California

We have audited the consolidated balance sheets of Enterprise Informatics Inc. (the "Company") as of September 30, 2007 and 2006, and the related consolidated statements of operations, comprehensive income, shareholders' deficit, and cash flows for each of the three years in the period ended September 30, 2007. Our audits also included the financial statement schedule of Enterprise Informatics Inc. listed in Item 15(a). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provided a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Enterprise Informatics Inc. as of September 30, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2007, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

SINGER LEWAK GREENBAUM & GOLDSTEIN LLP

Los Angeles, California
January 15, 2008

ENTERPRISE INFORMATICS INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2007	2006
ASSETS		
Current assets:		
Cash and cash equivalents	$ 553,000	$ 95,000
Receivables, net	746,000	854,000
Other current assets	204,000	190,000
Total current assets	1,503,000	1,139,000
Property and equipment, net	211,000	131,000
Computer software, net	321,000	425,000
Other assets	27,000	28,000
Total assets	$ 2,062,000	$ 1,723,000
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 338,000	$ 792,000
Note and accrued interest payable to Spescom Ltd.	—	550,000
Preferred stock dividend payable to Spescom Ltd.	1,233,000	887,000
Accrued liabilities	1,465,000	1,446,000
Lease obligations– current portion	32,000	44,000
Deferred revenue	2,611,000	2,752,000
Series I redeemable preferred stock, par value $0.01 per share, 2,450 shares authorized; 2,450		
shares issued and outstanding in 2006	—	2,450,000
Total current liabilities	5,679,000	8,921,000
Notes and accrued interest payable to Spescom Ltd.	676,000	664,000
Lease obligations	55,000	16,000
Total liabilities	6,410,000	9,601,000
Shareholders' deficit:		
Convertible preferred stock, 243,239 remaining shares authorized		
Series F - par value $1.00 per share; 5,291 shares authorized, issued and		
outstanding in 2007 and 2006	6,790,000	6,790,000
Series I - par value $0.01 per share; 2,450 shares authorized;		
2,450 shares issued and outstanding in 2007	2,450,000	—
Common stock, no par value, 100,000,000 shares authorized; 37,503,523 and 37,144,494		
shares issued and outstanding in 2007 and 2006	76,495,000	76,581,000
Common stock warrants	1,505,000	1,505,000
Accumulated other comprehensive loss	(537,000)	(441,000)
Accumulated deficit	(91,051,000)	(92,313,000)
Total shareholders' deficit	(4,348,000)	(7,878,000)
Total liabilities and shareholders' deficit	$ 2,062,000	$ 1,723,000

The accompanying notes are an integral part of these consolidated financial statements.

ENTERPRISE INFORMATICS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years ended September 30,		
	2007	2006	2005
Revenues:			
Licenses	$ 3,107,000	$ 1,775,000	$ 737,000
Services and other	5,867,000	5,231,000	5,088,000
Total revenues	8,974,000	7,006,000	5,825,000
Cost of revenues:			
Licenses	169,000	324,000	206,000
Services and other	2,477,000	2,370,000	2,232,000
Total cost of revenues	2,646,000	2,694,000	2,438,000
Gross profit	6,328,000	4,312,000	3,387,000
Operating expenses:			
Research and development	1,152,000	1,058,000	852,000
Marketing and sales	1,936,000	2,410,000	3,799,000
General and administrative	1,719,000	1,622,000	1,994,000
	4,807,000	5,090,000	6,645,000
Income (loss) from operations	1,521,000	(778,000)	(3,258,000)
Interest and other income	2,000	4,000	1,000
Interest and other expense	(261,000)	(248,000)	(291,000)
Net income (loss)	1,262,000	(1,022,000)	(3,548,000)
Deemed preferred dividend	—	(1,000,000)	(2,200,000)
Net income (loss) available after deemed preferred dividend	1,262,000	(2,022,000)	(5,748,000)
Cumulative preferred dividends	(264,000)	(354,000)	(301,000)
Net income (loss) available to common shareholders	$ 998,000	$ (2,376,000)	$ (6,049,000)
Earnings per share:			
Basic	$ 0.03	$ (0.06)	$ (0.17)
Diluted	$ 0.02	$ (0.06)	$ (0.17)
Weighted average shares outstanding:			
Basic	37,324,000	36,876,000	34,941,000
Diluted	49,841,000	36,876,000	34,941,000
Statement of Comprehensive Loss			
Net income (loss)	$ 1,262,000	$ (1,022,000)	$ (3,548,000)
Other Comprehensive income (loss):			
Foreign currency translation adjustment	(96,000)	(88,000)	34,000
Comprehensive income (loss)	$ 1,166,000	$ (1,110,000)	$ (3,514,000)

The accompanying notes are an integral part of these consolidated financial statements.

ENTERPRISE INFORMATICS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
Years Ended September 30, 2007, 2006 and 2005
(In thousands except preferred share data)

	Preferred Stock		Common Stock		Stock	Accumulated Other Comprehensive	Accumulated	Comprehensive Income
	Share	Amount	Share	Amount	Warrants	Income	Deficit	Total	(Loss)
Balance at September 30, 2004	5,291	6,790	34,143	74,726	278	(387)	(84,543)	(3,136)	
Exercise of stock options	—	—	74	10	—	—	—	10	
Issuance of Series G Preferred Stock & Warrants(see Note 6)	2,200	2,200	—	552	1,197	—	(2,200)	1,749	
Preferred Stock dividend Series F	—	—	—	(264)	—	—	—	(264)	
Preferred Stock dividend Series G	—	—	82	—	—	—	—	—	
Warrants issued for services	—	—	—	—	30	—	—	30	
Expiration of warrants	—	—	—	133	(133)	—	—	—	
Conversion of Series G Preferred Stock into Commn Stock	(750)	(750)	2,428	750	—	—	—	—	
Warrants exercised	—	—	91	31	(13)	—	—	18	
Extension of expiration date of warrants (see Note 7)	—	—	—	—	147	—	—	147	
Foreign currency translation adjustment	—	—	—	—	—	34	—	34	$ 34
Net loss	—	—	—	—	—	—	(3,548)	(3,548)	(3,548)
Total comprehensive loss	—	—	—	—	—	—	—	—	$ (3,514)
Balance at September 30, 2005	6,741	$ 8,240	36,818	$ 75,938	$ 1,506	$ (353)	$ (90,291)	$ (4,960)	
Exhange Series G Preferred Stock for Series H Preferred Stock (See Note 6)	(1,450)	(1,450)	—	—	—	—	—	(1,450)	
Issuance of Series H Preferred Stock (see Note 6)	1,950	1,950	326	303	133	—	(500)	1,886	
Exchange Series H Preferred Stock									

for Series I Preferred Stock	(1,950)	(1,950)	—	—	—	—	—	(1,950)	
Issuance of Series I Preferred Stock (see Note 6)	2,450	2,450	—	175	—	—	(500)	2,125	
Reclass of Series I Preferred Stock to current liabilities (see Note 6)	(2,450)	(2,450)	—	—	105	—	—	(2,345)	
Preferred Stock dividend Series F	—	—	—	(264)	—	—	—	(264)	
Preferred Stock dividend Series I	—	—	—	(46)	—	—	—	(46)	
Warrants issued for services	—	—	—	—	40	—	—	40	
Expiration of warrants	—	—	—	279	(279)	—	—	—	
FAS 123 period charge for employee stock options	—	—	—	196	—	—	—	196	
Foreign currency translation adjustment	—	—	—	—	—	(88)	—	(88)	$ (88)
Net loss	—	—	—	—	—	—	(1,022)	(1,022)	(1,022)
Total comprehensive loss	—	—	—	—	—	—	—	—	$ (1,110)
Balance at September 30, 2006	5,291	$ 6,790	37,144	$ 76,581	$ 1,505	$ (441)	$ (92,313)	$ (7,878)	
Preferred Stock dividend Series F	—	—	—	(264)	—	—	—	(264)	
Options issued for services	—	—	—	—	55	—	—	55	
Cashless exercise	—	—	289	55	(55)	—	—	0	
Exercise of stock options	—	—	70	9	—	—	—	9	
FAS 123 period charge for employee stock options	—	—	—	114	—	—	—	114	
Reclass of Series I Preferred Stock to Equity (see Note 6)	2,450	2,450	—	—	—	—	—	2,450	
Foreign currency translation	—	—	—	—	—	(96)	—	(96)	$ (96)
Net loss	—	—	—	—	—	—	1,262	1,262	1,262
Total comprehensive loss	—	—	—	—	—	—	—	—	$ 1,166
Balance at September 30, 2007	7,741	$ 9,240	37,503	$ 76,495	$ 1,505	$ (537)	$ (91,051)	$ (4,348)	

The accompanying notes are an integral part of these consolidated financial statements.

ENTERPRISE INFORMATICS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended September 30,		
	2007	2006	2005
Cash flows from operating activities:			
Net income (loss)	$ 1,262,000	$ (1,022,000)	$ (3,548,000)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	173,000	167,000	84,000
Loss on disposal of assets	6,000	—	—
Unpaid interest on notes payable	227,000	253,000	135,000
Deferral of professional service charge from Spescom Ltd.	—	—	302,000
Share-based compensation	114,000	196,000	—
Impairment of capitalized software	—	—	36,000
Extension of expiration date on warrants	—	—	147,000
Compensation for options issued to consultants	55,000	40,000	30,000
Changes in assets and liabilities:			
Receivables, net	122,000	(222,000)	333,000
Other current assets	(6,000)	(115,000)	228,000
Accounts payable	(476,000)	416,000	(68,000)
Payable to Spescom Ltd.	(578,000)	(7,000)	20,000
Accrued liabilities	(101,000)	(133,000)	156,000
Deferred revenue	(231,000)	(346,000)	1,119,000
Net cash provided (used) in operating activities	567,000	(773,000)	(1,026,000)
Cash flows from investing activities:			
Purchases of property and equipment	(83,000)	(43,000)	(14,000)
Capitalization of software development costs	—	(35,000)	(514,000)
Purchases of software	-	—	(39,000)
Net cash used in investing activities	(83,000)	(78,000)	(567,000)
Cash flows from financing activities:			
Proceeds from exercise of stock options	9,000	—	10,000
Proceeds from exercise of warrants	—	—	18,000
Net proceeds from private placement of preferred stock	—	716,000	1,750,000
Payments on capital lease obligations	(42,000)	(40,000)	(31,000)
Net cash (used) provided by financing activities	(33,000)	676,000	1,747,000
Effect of exchange rate changes on cash	7,000	(15,000)	22,000
Net increase (decrease) in cash and cash equivalents	458,000	(190,000)	176,000
Cash and cash equivalents at beginning of period	95,000	285,000	109,000
Cash and cash equivalents at end of period	$ 553,000	$ 95,000	$ 285,000

*See Note 1 for supplemental cash flow information.

The accompanying notes are an integral part of these consolidated financial statements.

ENTERPRISE INFORMATICS INC.
Notes to Consolidated Financial Statements – September 30, 2007, 2006 and 2005

Note 1—The Company and Summary of Significant Accounting Policies

The Company

The Company develops markets and supports a suite of integrated document, configuration and records management software products. These products were developed to enable customers in a broad range of industries, including utilities, transportation and state and local governments among others to effectively and efficiently manage, share and distribute critical business information, expertise and other intellectual capital. The Company is headquartered in San Diego, California with an international sales and support subsidiary in London, UK.

Principles of Consolidation

The consolidated financial statements are prepared using accounting principles generally accepted in the United States of America and include the accounts of the Company and its wholly-owned United Kingdom subsidiary, Enterprise Informatics Ltd. All significant intercompany balances and transactions have been eliminated.

Foreign Currency

The functional currency of the Company's United Kingdom subsidiary is the pound sterling. Assets and liabilities are translated into U.S. dollars at end-of-period exchange rates. Revenues and expenses are translated at average exchange rates in effect for the period. Net currency exchange gains or losses resulting from such translations are excluded from net income and are accumulated in a separate component of shareholders' deficit as accumulated other comprehensive income(loss). Gains and losses resulting from foreign currency transactions, which are not significant, are included in the consolidated statements of operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates made by management include revenue recognition estimates, the viability of recognizing deferred income tax assets, capitalized software costs and the valuation of equity instruments, and the allowance for doubtful accounts.

Revenue Recognition

The Company's revenues are derived from sales of its document and configuration management systems that are primarily composed of software and services, including maintenance, training and consulting services, and third party software and hardware. The Company recognizes revenue in accordance with Statement of Position ("SOP") 97-2 "Software Revenue Recognition," SOP 98-9, "Modification of SOP 97-2, Software Revenue Recognition with Respect to Certain Transactions", Staff Accounting Bulletin ("SAB") No. 101, updated by SAB's 103 and 104 "Update of Codification of Staff Accounting Bulletins," and Emerging Issues Task Force No. 00-21 ("EITF 00-21") "Accounting for Revenue Arrangements with Multiple Deliverables." Revenue through the Company's Value Added Resellers ("VARS") are net of any VAR discount in accordance with EITF 99-19 "Reporting Revenue Gross as a Principal versus Net as an Agent."

Software license and third party product revenues are recognized upon shipment of the product if no significant vendor obligations remain and collection is probable. In cases where a significant vendor obligation exists, revenue recognition is delayed until such obligation has been satisfied. For new software products where a historical record has not yet been demonstrated that acceptance is perfunctory, the Company defers recognition of revenue until acceptance has occurred. If an undelivered element of the arrangement exists under the license arrangement, a portion of revenue is deferred based on vendor-specific objective evidence (VSOE) of the fair value of the undelivered element until delivery occurs. If VSOE does not exist for all undelivered elements, all revenue is deferred until sufficient evidence exists or all elements have been delivered. Annual maintenance revenues, which consist of ongoing support and product updates, are recognized on a straight-line basis over the term of the contract. Payments received in advance of performance of the related service for maintenance contracts are recorded as deferred revenue. Revenues from training and consulting services are recognized when the services are performed and adequate evidence of providing such services is available. Contract revenues for long-term contracts or programs requiring specialized systems are recognized using the percentage-of-completion method of accounting, primarily based on contract labor hours incurred to date compared with total estimated labor hours at completion. Provisions for anticipated contract losses are recognized at the time they become known.

Contracts are billed based on the terms of the contract. There are no retentions in billed contract receivables. Unbilled contract receivables relate to revenues earned but not billed at the end of the period.

The Company considers many factors when applying U.S. generally accepted accounting principles related to revenue recognition. These factors include, but are not limited to:

- The actual contractual terms, such as payment terms, delivery dates, and pricing of the various product and service elements of a contract
- Availability of products to be delivered
- Time period over which services are to be performed
- Creditworthiness of the customer
- The complexity of customizations to the Company’s software required by service contracts
- The sales channel through which the sale is made (direct, VAR, distributor, etc.)
- Discounts given for each element of a contract
- Any commitments made as to installation or implementation of “go live” dates

Each of the relevant factors is analyzed to determine its impact, individually and collectively with other factors, on the revenue to be recognized for any particular contract with a customer. Management is required to make judgments regarding the significance of each factor in applying the revenue recognition standards, as well as whether or not each factor complies with such standards. Any misjudgment or error by management in its evaluation of the factors and the application of the standards, especially with respect to complex or new types of transactions, could have a material adverse effect on the Company's future operating results.

Fair Value of Financial Instruments

Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures About Fair Value of Financial Instruments", requires management to disclose the estimated fair value of certain assets and liabilities defined by SFAS No. 107 as cash or a contractual obligation that both conveys to one entity a right to receive cash or other financial instruments from another entity, and imposes on the other entity the obligation to deliver cash or other financial instruments to the first entity. At September 30, 2007 and 2006, management believes that the carrying amounts of cash and cash equivalents, short-term investments, accounts receivable and accounts payable, and accrued expenses approximate fair value because of the short maturity of these financial instruments. The Company believes that the carrying value of its loans, leases and lines of credit approximate their fair values based on current market rates of interest.

Concentration of Credit Risk

The Company provides products and services to customers in a variety of industries worldwide, including local governments, petrochemicals, utilities, manufacturing and transportation. Concentration of credit risk with respect to trade receivables is limited due to the geographic and industry dispersion of the Company's customer base. The Company has not experienced significant credit losses on its customer accounts.

A small number of customers has typically accounted for a large percentage of the Company's annual revenues. Aveva Solutions Limited and Network Rail accounted for 25% and 12% of revenue for fiscal 2007. Constellation Energy Group accounted for 13% of revenues for fiscal 2006, while Network Rail accounted for 16% of revenues for fiscal 2005.

Property, Equipment and Purchased Software

Property and equipment is recorded at cost and depreciated using the straight-line method over useful lives of two to seven years. Purchased software is recorded at cost and amortized using the straight-line method over the useful lives of one to five years. Leasehold improvements are amortized on a straight-line basis over the shorter of their useful life or the term of the related lease.

Accumulated depreciation and amortization of property, equipment and purchased software was $584,000 and $1,400,000 at September 30, 2007 and 2006, respectively. In fiscal 2007 the Company reduced its office space and disposed of obsolete and virtually fully amortized property and equipment totaling $905,000 with a related accumulated depreciation of $899,000. Depreciation expense was $70,000, $79,000 and $83,000 for the years ended September 30, 2007, 2006 and 2005, respectively. Expenditures for ordinary repairs and maintenance are expensed as incurred while major additions and improvements are capitalized.

Software Development Costs

Software development costs are capitalized when technological feasibility and marketability of the related product have been established. Software development costs incurred solely in connection with a specific contract are charged to cost of revenues. Capitalized software costs are amortized on a product-by-product basis, beginning when the product is available for general release to customers. In fiscal 2007 the Company did not capitalize internal software

development costs. In fiscal 2006 the Company capitalized $35,000 of internal software development costs, while the Company capitalized $514,000 of internal software developments costs in fiscal 2005. Annual amortization expense is calculated using the greater of the ratio of each product's current gross revenues to the total of current and expected gross revenues or the straight-line method over the estimated useful life of three to four years. Accumulated amortization of capitalized software costs was $192,000 and $88,000 at September 30, 2007 and 2006, respectively. The related amortization expense was $104,000 and $87,000 for the years ended September 30, 2007 and 2006, respectively. The Company has determined that none of its capitalized development costs has been impaired as of September 30, 2007 in accordance with SFAS No. 86 "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed."

Long-lived Assets

The Company assesses potential impairments to its long-lived assets when there is evidence that events or changes in circumstances have made recovery of the asset's carrying value unlikely. An impairment loss would be recognized when the sum of the expected future net cash flows is less than the carrying amount of the asset. The Company concluded in fiscal 2007 and 2006 that there were no events or changes in circumstances that would indicate that the carrying amounts of long-lived assets were impaired.

Share-Based Payments

In April 2007, the Company adopted its 2007 Stock Incentive Plan (the "2007 Plan"). The 2007 Plan is administered by either the Board of Directors or a committee designated by the Board to oversee the plan. The total number of authorized shares under the 2007 Plan is 7,500,000. As of September 30, 2007, options to purchase 5,768,000 shares were outstanding, of which 1,692.250 were issued under the 2007 Plan and 4,075,750 were issued under the 1996 Stock Incentive Plan discussed below.

The option vesting period under the 2007 Plan is determined by the Board of Directors or a Stock Option Committee and usually provides that 25% of the options granted can be exercised immediately from the date of grant, and thereafter, those options vest and become exercisable in additional cumulative annual installments of 25% commencing on the first anniversary of the date of grant. Options granted are generally due to expire upon the sooner of ten years from date of grant, the date of termination of services for cause by the Company, twelve months after termination of services due to death or disability, 90 days after termination of services due to retirement in accordance with the Company's retirement policy, or three months after termination of services other than for cause by the Company or due to death, disability or retirement. The option exercise price is equal to the fair market value of the common stock on the date of grant. Options granted to employees under the 2007 Plan may be either incentive stock options or nonqualified options. Options granted to non-employee directors under the 2007 Plan may only be nonqualifies options.

In April 1996, the Company adopted its 1996 Stock Incentive Plan (the "1996 Plan"). The 1996 Plan is administered by either the Board of Directors or a committee designated by the Board to oversee the plan. The total number of authorized shares under the 1996 Plan was 7,425,000. As of September 30, 2006, options to purchase 4,455,000 shares were outstanding. The 1996 Plan expired as of March 31, 2006 and therefore no further grants are available from this Plan. The Company adopted a new sock incentive plan in fiscal 2007.

The option vesting period under the 1996 Plan was determined by the Board of Directors or a Stock Option Committee and usually provided that 25% of the options granted were exercisable 90 days from the date of grant, and thereafter, those options vest and become exercisable in additional cumulative annual installments of 25% commencing on the first anniversary of the date of grant. Options granted are generally due to expire upon the sooner of ten years from date of grant, thirty days after termination of services other than by reason of convenience of the Company, three months after disability, or one year after the date of the option holder's death. The option exercise price is equal to the fair market value of the common stock on the date of grant. Options granted to employees under

the 1996 Plan were either incentive stock options or nonqualified options. Only nonqualified options were granted to non-employee directors.

In December 2004, the Financial Accounting Standards Board (FASB) revised Statement of Financial Accounting Standards No. 123 (FAS 123R), "Share-Based Payment," which establishes accounting for share-based awards exchanged for employee services and requires companies to expense the estimated fair value of these awards over the requisite employee service period. On April 14, 2005, the U.S. Securities and Exchange Commission adopted a new rule amending the effective dates for FAS 123R. In accordance with the new rule, the accounting provisions of FAS 123R were effective for the Company beginning in the quarter ended December 31, 2005.

Under FAS 123R, share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite service period. The Company has no awards with market or performance conditions. The Company adopted the provisions of FAS 123R on October 1, 2005, the first day of the Company's fiscal year 2006, using a modified prospective application, which provides for certain changes to the method for valuing share-based compensation. Under the modified prospective application, prior periods are not revised for comparative purposes. The valuation provisions of FAS 123R apply to new awards and to awards that are outstanding on the effective date and subsequently modified or cancelled. Estimated compensation expense for awards outstanding at the effective date will be recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under FASB Statement No. 123, "Accounting for Stock-Based Compensation" (FAS 123).

On November 10, 2005, the FASB issued FASB Staff Position No. FAS 123(R)-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." The Company has elected to adopt the alternative transition method provided in this FASB Staff Position for calculating the tax effects of share-based compensation pursuant to FAS 123R. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital pool (APIC pool) related to the tax effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of FAS 123R.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants:

	Years ended September 30,	
	2007	2006
Dividend Yield	0%	0%
Expected Volatility	222%	391%
Risk free interest rate	4.5%	4.7%
Expected lives	10	10

The weighted-average estimated fair value of employee stock options granted during fiscal 2007 and fiscal 2006 using the Black-Scholes model were as follows:

	Years ended September 30,	
	2007	2006
Research and development	$ 7,000	$ 10,000
Marketing and sales	36,000	63,000
General and administrative	71,000	123,000
Share-based compensation	$ 114,000	$ 196,000
Basic and diluted net income (loss) per share attributable to common shareholders		
Basic	$ 0.03	$ (0.06)

Diluted	$ 0.02	$ (0.06)

A summary of option activity under the Plan as of September 30, 2007, and changes during the fiscal year then ended is presented below:

Options	Shares (000)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding Options at September 30, 2006	4,455	$ 0.28		
Granted	1,696	$ 0.14		
Exercised	(70)	$ 0.13		
Forfeited or expired	(313)	$ 0.41		
Outstanding at September 30, 2007	5,768	$ 0.24	7.1	$ -
Exercisable at September 30, 2007	3,942	$ 0.28	5.8	$ -

The weighted-average grant-date fair values of options granted during the fiscal years ended September 30, 2007 and 2006 were $0.14 and $0.12, respectively, per share.

Stock-Based Compensation under FAS 123 for Periods Prior to Fiscal 2006

The Company measures compensation expense for its stock-based employee compensation plans using the intrinsic value method and provides pro forma disclosures of net loss and basic and diluted net loss per share as if the fair value-based method had been applied in measuring compensation expense. The Company applies SFAS No.123, Accounting for Stock-Based Compensation and Accounting Principles Board Opinion No. 25 and related Interpretations in accounting for its employee stock-based compensation plan.

No compensation cost was recognized for employee stock option grants during 2005 based upon the intrinsic value method, which were fixed in nature, as the options were granted at exercise prices equal to fair market value on the date of grant. Had compensation cost for the Company's employee stock-based compensation plan been determined based on the fair value at the grant dates the disclosure requirements of SFAS 148, which amends the disclosure requirements of FAS 123, would have been as follows:

	Year ended September 30, 2005
Net income (loss) used in computing net income (loss) per share	
As reported	$ (6,049,000)
Add: Total stock based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(190,000)
Pro forma	$ (6,239,000)
Basic and diluted net loss per share	
As reported	$ (0.17)
Pro forma	$ (0.18)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants:

	Year ended September 30, 2005
Dividend yield	0%
Expected volatility	154%
Risk free interest rate	4%
Expected lives (years)	10

Income Taxes

Current income tax expense is the amount of income taxes expected to be payable for the current year. A deferred income tax asset or liability is established for the expected future consequences resulting from the differences in the financial reporting and tax bases of assets and liabilities. Deferred income tax expense (benefit) is the change during the year in the deferred income tax asset or liability. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be "more likely than not" realized in the future based on the Company's current and expected operating results.

Net Loss per Common Share

Basic net income (loss) per common share is computed as net loss divided by the weighted average number of common shares outstanding during the year. Diluted net loss per common share is computed as net loss divided by the weighted average number of common shares and potential common shares, using the treasury stock method, outstanding during the year and assumes conversion into common stock at the beginning of each period of all outstanding shares of convertible preferred stock, stock options, warrants and other potential common stock. Computations of diluted net loss per share do not give effect to individual potential common stock for any period in which their inclusion would be anti-dilutive.

Statements of Cash Flows

The following table provides supplemental cash flow information:

	Years ended September 30,		
	2007	2006	2005
Supplemental cash flow information:			
Interest paid	$ 95,000	$ 12,000	$ 12,000
Non-cash financing and investing activities:			
Deemed preferred dividend on private placement	$ -	$ 1,000,000	$ 2,200,000
Expiration of warrants	$ -	$ 279,000	$ 133,000
Accrued preferred stock dividends	$ 264,000	$ 310,000	$ 265,000
Acquisition of equipment under capital lease	$ 69,000	$ -	$ 68,000
Preferred stock coversion to common stock	$ -	$ 44,000	$ -
Beneficial conversion of Series H	$ -	$ 762,000	$ -

Note 2—Summary of Significant Accounting Policies

Recent Accounting Pronouncements

In July 2006, the FASB issued FIN 48, “Accounting for Uncertainty in Income Taxes” which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. The accounting provisions of FIN 48 will be effective for us beginning October 1, 2007. We are in the process of determining the effect, if any, the adoption of FIN 48 will have on our financial statements.

In September 2006, the FASB issued FAS 157, “Fair Value Measurements.” FAS 157 defines fair value, established a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosures about fair value measurements. FAS 157 was effective for financial statements issued for fiscal years beginning after November 15, 2007. The
Company has not determined the impact, if any, the adoption of FAS 157 will have on its financial position and results of operations.

In September 2006, the FASB issued FAS 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans-an Amendment of FASB Statements No. 87, 88, 106 and 132(R).” FAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize the changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. FAS 158 was effective for us as of the end of the fiscal year ending after December 15, 2006. We do not expect the adoption of FAS 158 to significantly affect our financial condition or results of operations.

In September 2006, the SEC released SAB 108 to address diversity in practice regarding consideration of the effects of prior year errors when quantifying misstatements in current year financial statements. The SEC staff concluded that registrants should quantify financial statement errors using both a balance sheet approach and an income statement approach and evaluate whether either approach results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material. SAB 108 states that if correcting an error in the current year materially affects the current year’s income statement, the prior period financial statements must be restated. SAB 108 is effective for fiscal years ending after November 15, 2006. We do not expect the adoption of SAB 108 to significantly affect our financial condition or results of operations.

In October 2006, the FASB issued FAS 123R-5, “Amendment of FASB Staff Position FAS 123R-1,” to address whether a modification of an instrument in connection with an equity restructuring should be considered a modification for purposes of applying FAS 123R-1, “Classification and Measurement of Freestanding Financial Instruments Originally Issued in Exchange for Employee Services under FASB Statement No. FAS 123R.” The provisions in FAS 123R-5 are effective for us in the quarter beginning January 1, 2007. We do not expect the adoption of FAS 123R-5 to significantly affect our financial condition or results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 expands the use of fair value accounting but does not affect existing standards which require assets or liabilities to be carried at fair value. Under SFAS 159, a company may elect to use fair value to measure accounts and loans receivable, available-for-sale and held-to-maturity securities, equity method investments, accounts payable, guarantees and issued debt. Other eligible items include firm commitments for financial instruments that otherwise would not be recognized at inception and non-cash warranty obligations where a warrantor is permitted to pay a third party to provide the warranty goods or services. If the use of fair value is elected, any upfront costs and fees related to the item must be recognized in earnings and cannot be deferred, e.g., debt issue costs. The fair value election is irrevocable and generally made on an instrument-by-instrument basis, even if a company has similar instruments that it elects not to measure based on fair value. At the adoption date, unrealized gains and losses on existing items for which fair value has been elected are reported as a cumulative adjustment to beginning retained earnings. Subsequent to the adoption of SFAS 159, changes in fair value are recognized in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company has not determined the impact, if any, the adoption of SFAS 159 will have on its financial position and results of operations.

Note 3 – Spescom Ltd. Transactions and Related Parties

As of September 30, 2007 and 2006 there were 5,291 shares of Series F Convertible Preferred Stock with a stated value of $1,000 per share held by Spescom Ltd., the then majority shareholder of the Company. The Series F Convertible Preferred Stock was originally convertible into common stock, at a stated conversion price of $0.45 per share subject to certain anti-dilution provisions. As a result of these anti-dilution provisions and the issuance of the Series I Convertible Preferred Stock in March 2006, the conversion price has been adjusted to $0.39 per share. The conversion is at the option of the holder of the Series F Convertible Preferred Stock through September 30, 2008. The outstanding Series F Convertible Preferred Stock is entitled to receive dividends of 5% of the stated value of $1,000 per share per annum, payable on a quarterly basis in cash or common stock (valued on the basis of the average per

share market value on the 30 trading days immediately prior to the date on which such dividend is declared by the Board of Directors). Unpaid dividends accrue interest at the rate of 8% per annum. As of September 30, 2007, unpaid dividends and accrued interest amounted to $1,058,000 and $175,000, respectively. As of September 30, 2006, unpaid dividends and accrued interest amounted to $794,000 and $93,000, respectively. The Series F Convertible Preferred Stock is convertible at the currently effective conversion price based on the stated value of the Series F Convertible Preferred Stock and the amount of unpaid accrued dividends interest thereon. Subsequent to yearend, Spescom Ltd. sold all of its interests in the Company to ERP2 Holdings, LLC. See Note 13-Subsequent Events.

Related party liabilities consist of the following:

	Years ended September 30,	
	2007	2006
Notes and accrued interest payable on demand - Spescom UK	$ -	$ 16,000
Payable to Spescom UK	-	197,000
Payable to Spescom Ltd.	-	337,000
Payable to Spescom Ltd.	$ -	$ 550,000
Notes and accrued interest payable on demand - Spescom UK	$ 676,000	$ 664,000
Notes and accrued interest payable to Spescom Ltd.	$ 676,000	$ 664,000

As of September 30, 2007, the Company had two existing demand notes payable to Spescom Ltd. UK, a wholly owned subsidiary of Spescom Ltd., for the original principal amounts of $400,000 and $500,000, each bearing interest at the rate of 10% per annum. As of September 30, 2007 and 2006, the balance owed on the notes including interest was $676,000 and $680,000, respectively. Interest expense on the notes was $73,000 and $65,000 for the years ended September 30, 2007 and 2006, respectively. These notes were collateralized by a security interest in favor of both Spescom Ltd. and Spescom Ltd. UK in respect of all the Company’s assets. In November 2005 the Company’s wholly owned subsidiary, Enterprise Informatics Ltd. agreed to guarantee certain loan obligations of Spescom Ltd. which totaled $1.2 million as of September 30, 2007. The proceeds of these loans had been used by Spescom Ltd. in prior years to provide working capital to the Company. The guarantee was secured by the assets of Enterprise Informatics Ltd., which totaled $563,000 as of September 30, 2007. Upon Spescom Ltd.’s sale in October 2007 of its interest in the Company to ERP2 Holdings, LLC ("ERP2"), which included the sale of the two notes, Enterprise Informatics Ltd. is no longer obligated under the guarantee. In addition, on January 14, 2008, the Company and ERP2 entered into a term sheet that provides, among other things, for (i) the extension of the maturity date of the notes acquired by ERP2 from Spescom Ltd. to the date that is two years from the date of issuance of certain additional notes pursuant to the term sheet , and (ii) the agreement of ERP2 not to call such notes following an event of default, prior to September 30, 2008.

Under a royalty arrangement beginning in fiscal 2004, Spescom Ltd. resold the Company’s software and maintenance services in South Africa. In February 2006 the royalty arrangement with Spescom Ltd. was terminated and the company entered into a new reseller arrangement with a third party company, DocQnet International, for the South African market. As part of the termination the Company assumed responsibility for the remaining maintenance obligations owed by Spescom Ltd. to their customers. The deferred maintenance obligation assumed totaled $99,000 and was deducted from the payable balance owed by the Company to Spescom Ltd. There were no royalty revenues recognized under the royalty agreement with Spescom Ltd. for the year ended September 30, 2007, while the royalty revenue recognized for the years ended September 30, 2006 and 2005 were $117,000 and $81,000, respectively. In September 2005, Spescom Ltd. performed certain marketing and business development projects for the Company along with assisting in raising working capital. As of September 30, 2006, the outstanding balance owed to Spescom Ltd. for these services and accrued interest amounted to $302,000 and $35,000, respectively. In January 2007, the outstanding balance, including accrued interest, was paid in full.

Prior to February 10, 2006, Spescom Ltd. UK provided certain administrative and accounting functions for the Company's United Kingdom subsidiary. The Company was billed a monthly fee by Spescom Ltd. UK for reimbursement of certain costs in the United Kingdom including the office facilities, all accounting and human resources services, and certain corporate marketing activities. After February 10, 2006, Spescom Ltd. no longer provided these administrative or accounting functions and the Company's United Kingdom subsidiary relocated to another facility. For the year ended September 30, 2007 there were no administrative fees or rent fees charged by Spescom Ltd. UK. For the years ended September 30, 2006 and 2005 the administrative fees totaled $226,000 and $605,000, respectively. The office rent included in the administrative fee totaled $132,000 and $354,000, respectively, for the years ended September 30, 2006 and 2005. At September 30, 2006, the Company had a payable to Spescom Ltd. UK of $213,000, which was paid in full in fiscal year 2007. In 1999, as part of an agreement to sell a 60% interest in its United Kingdom subsidiary to Spescom Ltd., the lease for the United Kingdom office facility was to be assigned to Spescom Ltd. UK; however, the landlord did not grant its consent to the assignment and as such Spescom Ltd.UK has paid the lease for the entire office directly to the landlord. The lease expired on March 14, 2006. The landlord has claimed that the Company owes certain dilapidation payments under the lease. The Company has disputed such claims and believes there will be no material effect once resolved.

Since February 10, 2006 the Company has provided certain accounting and administrative functions at fair value for Spescom Ltd. UK. The Company has received compensation of $34,000 and $20,000 for the year ended September 30, 2007 and 2006, respectively, for the accounting and administrative services rendered.

Note 4 – Balance Sheet Information

	September 30,	
	2007	2006
Receivables, net:		
Receivables	$ 754,000	$ 767,000
Unbilled receivables	—	96,000
	754,000	863,000
Less: allowance for doubtful accounts	(8,000)	(9,000)
	$ 746,000	$ 854,000
Property and equipment, net:		
Computer equipment	$ 265,000	$ 1,035,000
Purchase software	297,000	252,000
Equipment under capital leases	178,000	148,000
Furniture & fixtures	21,000	73,000
Leasehold improvements	33,000	23,000
	794,000	1,531,000
Less accumulated depreciation & amortization	(584,000)	(1,400,000)
	$ 210,000	$ 131,000
Accrued liabilities		
Accrued vacation	$ 343,000	$ 331,000
Employee compensation and related expenses	215,000	326,000
Accrued dividends	56,000	46,000
Customer deposits	391,000	327,000
Accrued audit and tax fees	153,000	121,000
VAT and sales tax payable	52,000	29,000
Accrued deferred rent	80,000	106,000
Other	175,000	160,000
	$ 1,465,000	$ 1,446,000

Note 5 – Reconciliation of Net Loss and Shares Used in Per Share Computations:

Basic earnings per share are computed on the basis of the weighted average number of common shares outstanding. Diluted earnings per share is computed on the basis of the weighted average number of common shares outstanding plus the effect of outstanding stock options, stock awards and shared performance stock awards using the "treasury stock" method. The components of basic and diluted earnings per share were as follows:

	Years ended September 30,		
	2007	2006	2005
Net income (loss) available for common shareholders	$ 998,000	$ (2,376,000)	$ (6,049,000)
Common stock and common stock equivalents			
Basis	37,324,000	36,876,000	34,941,000
Diluted	49,841,000	36,876,000	34,941,000

For the years September 30, 2007, 2006 and 2005, shares totaling 5,768,000, 4,883,000 and 1,541,000, respectively, attributable to outstanding stock options, were excluded in the calculation of diluted earnings per share.

In September 2003, the Company issued an option to purchase 2,500,000 shares of common stock to an investment consulting firm involved in a private placement and the Company issued 5,291 shares of Series F Preferred Stock to Spescom Ltd. and Spescom

UK with a stated value of $1,000 per share which were originally convertible into the Company's common stock at a stated conversion price of $0.45 per share, subject to certain adjustments to prevent dilution, representing, as of the date of issuance, a total of 11,757,778 shares of common stock. Also in September 2003, the Company issued warrants to investors who participated in the private placement to purchase 1,008,335 shares of the Company's common stock. In November 2004 the Company issued 2,200 shares of Series G Preferred Stock along with certain warrants to purchase 2,197,000 shares of common stock. The stock options, warrants and convertible preferred stock were excluded from calculations of per share amounts, because their effect would be antidilutive for all periods.

Note 6 — Redeemable and Convertible Preferred Stock

March 2006 Private Placement

On March 10, 2006, the Company completed a private placement issuing 2,450 shares of Series I Convertible Preferred Stock ("Series I Preferred Stock") and warrants, expiring March 10, 2009, to purchase 925,926 shares of common stock at $0.27 per share in exchange for cash $500,000 and 1,950 shares of the Company's Series H Convertible Preferred Stock, which have been cancelled. Expenses relating to the transaction totaled $98,000 primarily relating to legal and accounting fees. In accordance with EITF 00-27 "Application of Issue No. 98-5 to Certain Convertible Instruments," the Company calculated, using the Black—Scholes method, the intrinsic value of the convertible instruments issued and determined that there was a deemed preferred dividend equal to the gross proceeds received of $500,000. Pursuant to the terms of the financing, the Company filed a registration statement on April 7, 2006 for the common shares issuable under the Series I Preferred Stock and related warrants, which became effective on July 10, 2006.

Each share of Series I Preferred Stock is convertible into a number of shares of common stock determined by dividing $1,000 by the conversion price per share in effect at the time of conversion, provided that a holder of Series I Preferred Stock may at any given time convert only that number of shares of Series I Preferred Stock such that , upon conversion, the aggregate beneficial ownership of the Company's common stock of such holder and all persons affiliated with such holder is not more than 9.99% of the Company's common stock then outstanding. The conversion price per share is equal to 85% of the market price (the volume-weighted average price of the Company's common stock during the five immediately preceding trading days, subject to adjustment), provided that in no event shall the conversion price exceed a ceiling price of $0.21 per share, or be less than a floor price of $0.0725 per share.

The Certificate of Determination for the Series I Preferred Stock provides that, if the Company has not entered into a binding agreement to consummate a consolidation, merger, reclassification of the stock of the Company (subject to certain exceptions), or disposition of all or substantially all of the assets of the Company on or before April 30, 2006, the holders of Series I Preferred Stock may, by the vote not later than December 31, 2006 of at least two-thirds of the then-outstanding shares of Series I Preferred Stock, elect to have all of the outstanding shares of Series I Preferred Stock redeemed by the Company. In that event, the Company would be obligated to redeem the Series I Preferred Stock at an amount equal to $1,000 per share plus all declared but unpaid dividends. The Certificate of Determination further provides that, if such election were made and the Company were to lack sufficient funds available to redeem the Series I Preferred Stock in accordance with applicable law, the holders of Series I Preferred Stock as a class would be entitled to elect the smallest number of directors of the Company constituting a majority of the authorized number of directors. As of April 30, 2006 the Company had not entered into a binding agreement to consummate a consolidation, merger, reclassification of the stock of the Company or disposition of all or substantially all of the assets of the Company. However, the holders of the Series I Preferred Stock as of December 31, 2006 and as of the date of this filing have not notified the Company of any election to redeem the Series I Preferred Stock. Under FAS 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" and EITF D-98 "Classification and Measurement of Redeemable Securities" and since a binding agreement was not entered into by April 30, 2006, the Company had classified the fair value of the Series I Preferred Stock to liabilities as the Company might have been obligated to repay all the proceeds received. Since the holders of Series I Preferred Stock have not notified the Company of a vote to redeem the Series I Preferred Stock, the Series I Preferred Stock is no longer considered redeemable and has been reclassified as equity.

Each holder of Series I Preferred Stock is entitled to a liquidation preference equal to the greater of (i) $1,000 per share plus declared but unpaid dividends per share and (ii) the amount such holder would be entitled to receive had such holder's shares been converted into shares of common stock immediately prior to the distribution in accordance with the terms of the Series I Preferred Stock. Commencing on the issuance date of the Series I Preferred Stock, the Series I Preferred Stock is entitled to receive dividends of 6.75% of the stated value of $1,000 per share per annum, only payable until the registration statement for the common stock underlying the Series I Preferred Stock is declared

effective by the Securities and Exchange Commission. That registration statement was declared effective by the Securities and Exchange Commission on July 10, 2006.

October 2005 Private Placement

On October 25, 2005, the Company completed a private placement issuing 1,950 shares of Series H Convertible Preferred Stock ("Series H Preferred Stock") and warrants for the purchase of 925,926 common shares in exchange for cash of $500,000 and 1,450 shares of previously issued Series G Convertible Preferred Stock. (See Series G Convertible Preferred Stock below.) The common stock warrants have an exercise price of $0.27 per share and expire October 25, 2008. In connection with this transaction, the 1,450 shares of Series G Convertible Preferred Stock then outstanding were cancelled by the Company. Expenses relating to the transaction totaled $64,000 primarily relating to legal and accounting fees. In accordance with EITF 00-27 "Application of Issue No 98-5 to Certain Convertible Instruments," the Company calculated, using the Black—Scholes method, the intrinsic value of the convertible instruments issued and determined that there was a deemed preferred dividend equal to the gross proceeds received of $500,000. In March 2006 the Company completed a private placement exchanging all of the Series H Preferred Stock for Series I Convertible Preferred Stock. See March 2006 Private Placement below.

The shares of Series H Preferred Stock issued were convertible into common stock at the conversion rate in effect at the time of conversion. The conversion price per share of the Series H Preferred Stock was equal to 85% of the market price (the volume weighted average price of the Company's common stock during the 5 immediately preceding trading days), provided that in no event shall the conversion price exceed a ceiling price of $0.40 per share, or be less than a floor price which varies with the aggregate gross revenues of the Company during the last four fiscal quarters for which revenues have been reported by the Company prior to such time, but which will not be lower than $0.0725 per share and not higher than $0.16 per share. The Series H Preferred Stock accrued dividends at 6.75% of the stated value of $1,000 per share per annum. On March 31, 2006 the Company issued 325,966 shares of common stock in payment of declared Series H Preferred Stock dividends of $44,000 based on a fair market value of $0.13 per share.

The terms of the October 2005 financing also provided for a second closing to have occurred no later than January 20, 2006, under which the Company would issue an additional 500 shares of Series H Preferred Stock and additional warrants for the purchase of 925,926 common shares in exchange for cash of $500,000. The obligations of the purchasers to consummate the second closing were subject to certain conditions, including that the closing price of the Company's common stock would be $0.16 or greater for 20 consecutive trading days. This stock price condition was not satisfied and the second closing was not completed.

Series G Convertible Preferred Stock

On November 5, 2004, the Company completed a financing arrangement whereby the Company issued 2,200 shares of our Series G Convertible Preferred Stock ("Series G Preferred Stock") along with 2,750,000 common stock warrants for gross proceeds of $2,200,000. The Series G Preferred Stock is convertible into common stock at a price equal to 85% of the volume weighted average price of the Company's common stock during the five trading days immediately preceding the conversion date; however, the conversion price can be no higher than $0.40 per share and no lower than $0.30 per share. The 2,750,000 warrants have an exercise price of $0.44 per share and expire November 5, 2007. The Company incurred $450,000 in expenses related to the transaction and issued 825,000 common stock warrants to an investment consulting firm. The 825,000 warrants were comprised of 550,000 warrants with an exercise price of $0.40 per share which expire November 5, 2009 and 275,000 warrants which have an exercise price of $0.44 which expire on November 5, 2007. In connection with the financing, the Company recorded a beneficial conversion of $2,200,000 on the Series G Preferred Stock as a deemed dividend for the year ended September 30, 2005. The Company recorded the value of the Series G Preferred Stock equal to the gross proceeds of $2,200,000 while the fair value of the warrants was determined to be $1,197,000 computed using a Black-Scholes model. In connection with the beneficial conversion the Company recorded a net increase of $552,000 in common stock after transaction costs.

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The Series G Preferred Stock is entitled to a liquidation preference equal to $1,000 per share, plus declared but unpaid dividends per share. Commencing on the issuance date of the Series G Preferred Stock the Series G Preferred Stock was entitled to receive dividends of 5% of the stated value of $1,000 per share per annum, only payable until the registration statement for the common stock underlying the Series G Preferred Stock was declared effective by the Securities and Exchange Commission ("SEC"). On March 22, 2005 the SEC declared the registration statement effective. Thus the Series G Preferred Stock is no longer entitled to dividends. During the year ended September 30, 2005, the Company issued 82,050 shares of common stock with a value of $37,000 as a dividend on the Series G Preferred Stock. The $37,000 was recorded as a cumulative preferred dividend for the year ended September 30, 2005.

In 2005, 750 shares of the Series G Preferred Stock with a value of $750,000 were converted into 2,428,000 shares of common stock. In November 2005 the remaining 1,450 shares of Series G Preferred Stock were exchanged for Series H Convertible Preferred Stock as part of a private placement.

Series F Convertible 5% Preferred Stock

On September 30, 2003, the Company issued 5,291 shares of Series F Convertible Preferred Stock (the "Series F Preferred Stock") with a stated value of $1,000 per share in consideration of the cancellation of $5,291,000 of its debt owed to Spescom Ltd. and its subsidiary (See Note 3). The Series F Preferred Stock is convertible into the Company's common stock at a stated conversion price of $0.45 per share, subject to certain anti-dilution provisions. As a result of such anti-dilution provisions and the issuance of the Series I Convertible Preferred Stock, the conversion price has been adjusted to $0.39 per share. Upon conversion of the Series F Preferred Stock at the $0.39 per share conversion price, 13,566,667 shares of the Company's common stock is issuable based on the stated value of the Series F Preferred Stock. In addition, upon such conversion, 3,160,912 shares of the Company's common stock is issuable as of September 30, 2007 based on the $1,233,000 of unpaid accrued dividends and interest thereon related to the Series F Preferred Stock as of such date. Upon payment to ERP2 of the dividend declared by the Company on January 14, 2008 (as further described under "Execution of Term Sheet with ERP2 Holdings, LLC, and Associated Issuance of Common Stock Warrant and Declaration of Series F Convertible Preferred Stock Dividend Payable in Common Stock" under "Note 13—Subsequent Events" below), however, all accrued dividends and interest on the Series F Convertible Preferred Stock as of the date of such payment will be satisfied. Conversion of the Series F Preferred Stock may occur at the option of the holder until September 30, 2008. On that date, any outstanding Series F Preferred Stock not previously converted will be converted automatically.

The Series F Preferred Stock is entitled to a liquidation preference equal to $1,000 per share, plus accrued but unpaid dividends per share and interest on all accrued but unpaid dividends. The Series F Preferred Stock is also entitled to receive dividends of 5% of the stated value of $1,000 per share per annum, payable on a quarterly basis in cash or common stock (valued on the basis of the average per share market value on the 30 trading days immediately prior to the date on which such dividend is declared by the Board of Directors). Unpaid dividends accrue interest at the rate of 8% per annum. As of September 30, 2007 and 2006, unpaid dividends were $1,058,000 and $794,000, respectively, and related accrued interest amounted to $175,000 and $93,000, respectively. As part of the transaction, Spescom Ltd. and its U.K. subsidiary received certain demand and piggyback registration rights with respect to the common stock underlying the Series F Preferred Stock. The holder of each share of preferred stock is entitled to the number of votes equal to the number of shares of common stock which the Series F Preferred Stock is entitled to upon conversion on all matters submitted to the vote of the holders of common stock, and shall vote as a class with the holders of common stock. In a change of control, merger or sale, the Series F Preferred Stock holders would preserve their conversion rights and would be entitled to the same number and amount of shares immediately prior to such transaction. The Series F Preferred Stock was purchased by ERP2 Holdings, LLC on October 10, 2007 (see Note 12 – Subsequent Events).

Note 7—Shareholders' Deficit

Exercise of Options to Investment Advisor

On May 9, 2007, the Company settled a dispute arising from claim by its former investment advisor, Cappello Capital Corp. ("Cappello"), asserting that a commission was owed in connection with the license agreement the Company signed with Aveva Solutions Limited in October 2006. Effective May 9, 2007, the Company agreed to pay Cappello $50,000 and issued to that firm an option to purchase 500,000 shares of the Company's common stock at an exercise price of $0.10 per share. On May 23, 2007, Cappello exercised the option in full on a cashless basis and the Company issued to Cappello 289,029 shares of the Company's common stock.

Issuance of Options to Investor Relations Firm

During November 2005, the Company entered into a six-month engagement with an investment relations firm to develop and implement a marketing program to promote financial market and investor awareness for the Company. Under the engagement agreement, the investor relations firm was entitled to receive, every month the agreement is effective, a warrant, expiring three years from the date of issuance, to purchase 50,000 shares of the Company's common stock at an exercise price of $0.10 per share for a total of 300,000 shares over the six-month contract. In addition, the investment relations firm was entitled under the agreement to a one time performance warrant to purchase 500,000 shares of the Company's common stock at $0.25 per share, which would vest if, during the term of the agreement, the volume weighted-average price of the Company's common stock were to exceed $0.50 for five consecutive days. On March 31, 2006, the Company issued to the investor relations firm a warrant, expiring on the third anniversary of its date of issuance, for the purchase of 300,000 shares of the Company's common stock at an exercise price of $0.10 per share. The investor relations firm agreed to accept that warrant for 300,000 shares in lieu of all of the warrants issuable to the investor relations firm as monthly compensation during the six-month term of the agreement and in lieu of the performance warrant. Under EITF 96-19 the fair value of the warrant to purchase 300,000 shares of common stock was determined to be $39,000 and has been expensed ratably over the six month term of the engagement agreement.

Warrants

In September 2003, warrants were issued to investors to purchase 1,008,335 shares of the Company's common stock at an exercise price of $0.20 per share in conjunction with a private placement of accredited investors. During 2005 warrants to purchase 90,833 shares of common stock were exercised. The warrants were originally issued with an expiration date of August 31, 2005. All warrants were recorded based on their fair value at date of issuance determined using a Black-Scholes model. In August 2005, the Company extended the life of the warrants one year to August 31, 2006 and increased the exercise price of warrants from $0.20 to $0.30 per share. As a result of extending the life of the warrants and in accordance with FIN 44, the Company remeasured the value of the warrants and recorded an expense of $147,000 in the 4th quarter of fiscal 2005 and the warrants expired unexercised on August 31, 2006.

Warrants for services

On November 4, 2004, the Company issued to a public relations firm warrants to purchase 1,000,000 shares of its common stock at $0.40 per share, expiring November 3, 2007. The warrants vest and become exercisable as follows: (i) 500,000 warrants vest on the date that the average of the last sale price of the Company's stock on the OTC Bulletin Board for the ten trading days immediately preceding such date (the "Market Price") exceeds $0.60 per share, (ii) 250,000 warrants vest on the date that the Market Price exceeds $0.70 per share, and (iii) the remaining 250,000 warrants vest on the date that the Market Price exceeds $0.80 per share. The fair value of the warrants, which was determined to be $30,000, was recognized ratably over the six months of the service agreement.

Common Stock Options

In April 2007, the Company adopted its 2007 Stock Incentive Plan (the “2007 Plan”). The 2007 Plan is administered by either the Board of Directors or a committee designated by the Board to oversee the plan. The total number of authorized shares under the 2007 Plan is 7,500,000. As of September 30, 2007, options to purchase 5,768,000 shares were outstanding, of which 1,692,250 were issued under the 2007 Plan and 4,075,750 were issued under the 1996 Stock Incentive Plan discussed below.

The option vesting period under the 2007 Plan is determined by the Board of Directors or a Stock Option Committee and usually provides that 25% of the options granted can be exercised immediately from the date of grant, and thereafter, those options vest and become exercisable in additional cumulative annual installments of 25% commencing on the first anniversary of the date of grant. Options granted are generally due to expire upon the sooner of ten years from date of grant, the date of termination of services for cause by the Company, twelve months after termination of services due to death or disability, 90 days after termination of services due to retirement in accordance with the Company's retirement policy, or three months after termination of services other than for cause by the Company or due to death, disability or retirement. The option exercise price is equal to the fair market value of the common stock on the date of grant. Options granted to employees under the 2007 Plan may be either incentive stock options or nonqualified options. Options granted to non-employee directors under the 2007 Plan may only be nonqualified options.

In April 1996, the Company adopted its 1996 Stock Incentive Plan (the "1996 Plan"). The 1996 Plan was administered by either the Board of Directors or a committee designated by the Board to oversee the plan. On January 30, 2004 at the stockholder's meeting a motion was approved to increase the authorized shares by 3,000,000 from 2,425,000 for the maximum number of shares of Common Stock to be issued were 5,425,000, under the 1996 Plan. As of September 30, 2006, options to purchase 4,454,750 shares were outstanding and there were not shares available for grant as the 1996 Plan expired on March 31, 2006.

The option vesting period under the plan was determined by the Board of Directors or a Stock Option Committee and usually provided that 25% of the options granted were exercisable 90 days from the date of grant, and thereafter, those options vest and become exercisable in additional cumulative annual installments of 25% commencing on the first anniversary of the date of grant. Options granted are generally due to expire upon the sooner of ten years from date of grant, thirty days after termination of services other than by reason of convenience of the Company, three months after disability, or one year after the date of the option holder's death. The option exercise price is equal to the fair market value of the common stock on the date of grant. Options granted to employees under the 1996 Plan were either incentive stock options or nonqualified options. Only nonqualified options were granted to nonemployee directors.

The following table summarizes information about employee stock options outstanding:

	Years ended September 30,					
	2007		2006		2005	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of year	4,454,750	$ 0.28	4,856,000	$ 0.30	5,090,750	$ 0.31
Options granted	1,696,000	$ 0.14	2,194,000	0.12	150,000	0.23
Options exercised	(70,000)	$ 0.13	—	—	(74,000)	0.14
Options forfeited	(312,750)	$ 0.41	(2,595,250)	0.19	(310,750)	0.42
Outstanding at end of year	5,768,000	$ 0.24	4,454,750	$ 0.28	4,856,000	$ 0.30
Options exercisable at end of year	3,941,750		3,410,000		3,758,000	
Weighted average fair value of options during the year	$ 0.28		$ 0.32		$ 0.30	

The following table summarizes information about employee stock options outstanding at September 30, 2007:

	Options Outstanding			Options Exercisable	
Range of Exercise prices	Number outstanding at September 30, 2007	Weighted average remaining contractual life	Weighted Average exercise price	Number exercisable at September 30, 2007	Weighted average exercise price
$ 0.110 to $0.110	80,000	8.24 years	$ 0.11	40,000	$ 0.11
$ 0.130 to $0.130	1,037,500	8.49 years	$ 0.13	519,500	$ 0.13
$ 0.140 to $0.140	1,937,250	9.21 years	$ 0.14	669,000	$ 0.14
$ 0.180 to $0.180	250,000	5.54 years	$ 0.18	250,000	$ 0.18
$ 0.210 to $0.210	1,210,000	5.87 years	$ 0.21	1,210,000	$ 0.21
$ 0.250 to $0.350	585,500	5.27 years	$ 0.33	585,500	$ 0.33
$ 0.370 to $1.063	585,750	2.84 years	$ 0.59	585,750	$ 0.59
$ 1.125 to $1.125	47,000	3.18 years	$ 1.13	47,000	$ 1.13
$ 1.313 to $1.313	30,000	2.99 years	$ 1.31	30,000	$ 1.31
$ 1.875 to $1.875	5,000	2.65 years	$ 1.88	5,000	$ 1.88
$ 0.110 to $1.875	5,768,000	7.07 years	$ 0.24	3,941,750	$ 0.28

Note 8 - Income Taxes:

Deferred tax assets and liabilities are comprised of the following:

	September 30, 2007	2006
Deferred tax assets:		
Net operating loss carryforwards	$ 11,118,000	$ 11,727,000
Research and development costs	393,000	404,000
Depreciation and amortization	177,000	61,000
Deferred revenue	811,000	794,000
Accruals	189,000	137,000
Interest to Spescom Ltd.	161,000	-
Credits	-	274,000
Other	16,000	1,000
Total deferred tax assets	12,865,000	13,398,000
Less valuation allowance	(12,865,000)	(13,398,000)
Net deferred tax assets	$ —	$ —

The Company has recorded a valuation allowance amounting to the entire net deferred tax asset balance due to its lack of a history of earnings, possible limitations on the use of carryforwards, and the expiration of certain of the net operating loss carryforwards ("NOL") which gives rise to uncertainty as to whether the net deferred tax asset is realizable. The valuation allowance decreased by $533,000 during the year ended September 30, 2007. Internal Revenue Code Section 382 and similar California rules place a limitation on the amount of taxable income that can be offset by carryforwards after a change in control (generally greater than a 50% change in ownership).

As a result of these provisions, utilization of the NOL may be limited. There were no significant differences from the Company's total provision for income taxes as compared to applying the statutory foreign and U.S. federal income tax rates for the years ended September 30, 2007, 2006 and 2005.

The Company has NOL carryforwards of $31,442,000 and $4,833,000 for federal and state tax purposes, respectively, which expire over the years 2008 through 2025. Effective September 11, 2002, pursuant to California revenue and tax code section 24416.3, no net operating loss deduction would be allowed for any taxable year beginning on or after January 1, 2002, and before January 1, 2004. For any suspended losses, the carryover period would be extended by one year for losses incurred in tax year beginning on or after January 1, 2002, and before January 1, 2003; and by two years for losses incurred in taxable years beginning before January 1, 2002

On October 10, 2007 Spescom Ltd. sold all of its equity interest in the Company resulting in an ownership change. Consequently, future utilization of the NOL carryforwards is estimated to be limited on an annual basis to approximately $550,000. See Note 13-Subsequent Events.

Note 9—Segment and Geographic Information

The Company has one business segment, which consists of the development and sale of a suite of integrated document, configuration and records management software product.

Revenues for the years ended September 30, 2007, 2006 and 2005, by customer location are as follows:

	2007	2006	2005
United States	$ 3,738,000	$ 4,521,000	$ 2,960,000
Europe, primarily United Kingdom	5,087,000	2,319,000	2,583,000
Other International	149,000	166,000	282,000

$ 8,974,000	$ 7,006,000	$ 5,825,000	

Information by geographic location for the years ended September 30, 2007, 2006 and 2005, are as follows:

	United States	Europe and other	Corporate Research and Development	Consolidated
2007				
Revenues	$ 6,229,000	$ 2,745,000	$ —	$ 8,974,000
Operating income	1,758,000	915,000	(1,152,000)	1,521,000
Identifiable assets	1,499,000	563,000	—	2,062,000
2006				
Revenues	$ 4,687,000	$ 2,319,000	$ —	$ 7,006,000
Operating income (loss)	(17,000)	297,000	(1,058,000)	(778,000)
Identifiable assets	1,440,000	283,000	—	1,723,000
2005				
Revenues	$ 3,162,000	$ 2,663,000	$ —	$ 5,825,000
Operating income (loss)	(1,869,000)	(537,000)	(852,000)	(3,258,000)
Identifiable assets	1,300,000	345,000	—	1,645,000

A majority of the Europe and other revenues and operating income (loss) and all of the identifiable assets are attributable to the Company’s subsidiary in the United Kingdom. The Europe and other segment includes revenues from Aveva Solutions Limited and Network Rail that totaled 25% and 12%, respectively of the Company’s consolidated revenues for the year ended September 30, 2007. Network Rail revenues totaled 8% and 16% of the Company’s consolidated revenues for the years ended September 30, 2006 and 2005, respectively. The United States segment includes revenues from Constellation Energy Group that totaled 7%, 13% and 4% of the Company’s consolidated revenues for the years ended September 30, 2007, 2006 and 2005, respectively. Research and development is performed both in the United States and Europe for the benefit of the entire Company and has not been separately allocated to geographic regions.

Note 10—Long Term Obligations and Commitments

The Company leases equipment and office space under non-cancelable operating and capital leases with terms through September 2012. Annual future minimum payments under capital and operating leases as of September 30, 2007 are as follows:

	Operating Leases	Capital Leases
2008	$ 253,000	$ 40,000
2009	257,000	19,000
2010	264,000	18,000
2011	215,000	18,000
Thereafter	143,000	15,000
Total minimum payments	$ 1,132,000	110,000
Less amount representing interest		(23,000)
Present value of future minimum payments		87,000
Less current portion		(32,000)
Long-term portion		$ 55,000

Rent expense for the Company's principal office for the years ended September 30, 2007, 2006 and 2005 was $216,000, $231,000 and $232,000, respectively. Cost of equipment under capital leases at September 30, 2007 and 2006 was $178,000 and $148,000, respectively, with accumulated depreciation of $80,000 and $79,000, respectively. Payments for equipment under capital leases, including interest for the years ended September 30, 2007 and 2006 were $49,000 and $50,000, respectively.

Note 11—Contingencies

The Company's contingencies included the usual obligations of a software company and may include from time to time in litigation arising in the normal course of business. Management believes that any liability with respect to such matters or routine litigation if any, individually or in the aggregate, is not likely to be material to the Company's consolidated financial position or results of operations.

Note 12—Quarterly Results of Operations (Unaudited)

	Fiscal 2007 Three Months Ended			
	December 31,	March 31,	June 30,	September 30,
Revenues	$ 1,727,000	$ 3,781,000	$ 1,764,000	$ 1,702,000
Gross profit	$ 1,098,000	$ 3,049,000	$ 1,129,000	$ 1,052,000
Net income (loss)	$ (51,000)	$ 1,452,000	$ 12,000	$ (151,000)
Deemed preferred dividends	$ -	$ -	$ -	$ -
Cumulative preferred dividends	$ (66,000)	$ (66,000)	$ (66,000)	$ (66,000)
Net income (loss) available to common shareholders	$ (117,000)	$ 1,386,000	$ (54,000)	$ (217,000)
Basic net income (loss) per common share	$ 0.00	$ 0.04	$ 0.00	$ (0.01)
Shares used in computing basic net income (loss) per common share	37,144,000	37,144,000	37,504,000	37,504,000
Diluted net income (loss) per common share	$ 0.00	$ 0.02	$ 0.00	$ (0.01)

Shares used in computing diluted net income (loss) per common share	37,144,000	87,213,000	37,504,000	37,504,000

	Fiscal 2006 Three Months Ended			
	December 31,	March 31,	June 30,	September 30,
Revenues	$ 1,832,000	$ 2,060,000	$ 1,533,000	$ 1,581,000
Gross profit	$ 1,170,000	$ 1,267,000	$ 913,000	$ 962,000
Net income (loss)	$ (179,000)	$ (102,000)	$ (442,000)	$ (299,000)
Deemed preferred dividends	$ (500,000)	$ (500,000)	$ -	$ -
Cumulative preferred dividends	$ (88,000)	$ (98,000)	$ (97,000)	$ (71,000)
Net income (loss) available to common shareholders	$ (767,000)	$ (700,000)	$ (539,000)	$ (370,000)
Basic net income (loss) per common share	$ (0.02)	$ (0.02)	$ (0.01)	$ (0.01)
Diluted net income (loss) per common share	$ (0.02)	$ (0.02)	$ (0.01)	$ (0.01)
Shares used in computing basic and diluted net income (loss) per common share	36,819,000	36,895,000	36,895,000	36,895,000

Note 13—Subsequent Events

Sales of Spescom Ltd. interests in the Company

On October 10, 2007, pursuant to a Securities Purchase Agreement (the “Agreement”), dated as of September 30, 2007, between Spescom Ltd, and its wholly owned subsidiary Spescom UK (collectively, “Spescom”), on the one hand, and ERP2 Holdings, LLC (“ERP2”), on the other hand, the parties thereto consummated the sale by Spescom to ERP2, for aggregate consideration of $2,500,000, of all shares of the capital stock held by Spescom, two demand notes payable to Spescom, and certain contract rights and other interests held by Spescom in connection with its ownership of such shares and notes (the “Transaction”).

The shares of capital stock sold to ERP2 consist of 15,650,471 shares of the Company's common stock and 5,291 shares of the Company's Series F Preferred Stock. Upon conversion of the Series F Preferred Stock at the $0.34 per share conversion price effect as of January 15, 2008, 15,561,765 shares of the Company's common stock is issuable based on the stated value of the Series F Preferred Stock. In addition, upon such conversion, shares of the Company's common stock are issuable based on any unpaid accrued dividends and interest thereon related to the Series F Preferred Stock as of such date. As of the date of payment to ERP2 of the dividend declared by the Company on January 14, 2008 (as further described under "Execution of Term Sheet with ERP2 Holdings, LLC, and Associated Issuance of Common Stock Warrant and Declaration of Series F Convertible Preferred Stock Dividend Payable in Common Stock" below), there will be no such unpaid accrued dividends and interest.

By virtue of its ownership of the shares of common stock and Series F Convertible Preferred Stock of the Company purchased in the Transaction, ERP2 is entitled, as of January 13, 2008, to 32,554,099, or 59%, of the total number of votes eligible to be cast on all matters submitted to the vote of the holders of the common stock of the Company. Accordingly, ERP2 controls 59% of the voting power of the voting securities of the Company and is entitled to elect a majority of the board of directors of the Company (the "Board").

Each of the demand notes sold to ERP2 in the Transaction bears interest at the rate of 10% per annum and is collateralized by a security interest in respect of all of the Company's assets. As of September 30, 2007, the balance owed on the notes including interest was $676,000.

The contract rights sold to ERP2 in the Transaction include the rights of Spescom Ltd. under the Stock Purchase Agreement, dated as of January 14, 2000, between the Company and Spescom Ltd. By virtue of the sale to ERP2 of such rights of Spescom Ltd., the Company is obligated to include two nominees of ERP2 in management's slate of nominees to be elected to the Board and recommend to its shareholders the election of such nominees for as long as ERP2 or any of its affiliates holds at least 33% of the 16,242,381 shares of the Company's common stock sold to Spescom Ltd. pursuant to such agreement.

Extension of Demand Notes

On October 22, 2007, the Company and ERP2 Holdings, LLC ("ERP2"), entered into a letter agreement by which ERP2 agreed to forbear from seeking repayment of two demand notes payable to it prior to December 21, 2007 and the Company, in exchange, agreed to (i) pay a forbearance fee of $25,000 to ERP2 or its designees not later than October 24, 2007 and (ii) reimburse ERP2 for expenses, including legal fees, incurred by it in connection with a due diligence process to be commenced immediately in an amount up to $25,000.

Execution of Term Sheet with ERP2 Holdings, LLC, and Associated Issuance of Common Stock Warrant and Declaration of Series F Convertible Preferred Stock Dividend Payable in Common Stock

On January 14, 2008, the Company entered into a term sheet (the "Term Sheet") for a financing transaction with ERP2 Holdings, LLC ("ERP2"), and in consideration for ERP2's execution of the Term Sheet, the Company issued to ERP2 a warrant for the purchase of shares of the Company's common stock. In addition, in accordance with the term sheet, the board of directors of the Company declared on such date a dividend, payable to ERP2 in shares of common stock, on the shares of the Company's Series F Convertible Preferred Stock held by ERP2.

The Term Sheet provides, among other things, for the concurrent consummation (the "ERP2 Closing") of the following transactions: (i) the extension of the maturity dates of the Company's existing secured demand notes payable to ERP2 dated March 15, 2002 and April 19, 2002, under which the aggregate amount payable by the Company including interest, as of November 30, 2007 was $687,000 (the "Old Notes"), to the date that is two years from the date of the ERP2 Closing; (ii) the agreement of ERP2 not to call such demand notes following an event of default, prior to September 30, 2008; and (iii) the issuance to the Company of additional secured promissory notes (the "New Notes"), which notes will be in the aggregate principal amount of $1,500,000 and will have a maturity period of two years from

the date of the ERP2 Closing Date. Disbursement of $300,000 of such aggregate principal amount is subject to delivery at the ERP2 Closing of definitive transaction documents pursuant to the term sheet. Disbursement of the remaining $1,200,000 of such amount is subject to completion of all actions required to be completed by the Company in order to effectuate a 1000-to-1 reverse split of the Company's common stock and the deregistration of the Company's common stock under the Securities Exchange Act of 1934 (the "Borrower Actions"). The interest rate for the extended Old Notes and the New Notes will be 10% per annum (provided that, upon an event of default, the interest rate will increase to 13% per annum). The Old Notes and New Notes will be subject to customary events of default, including any failure of the Company to complete the Borrower Actions by April 30, 2008. In addition, the Term Sheet provides for customary affirmative and negative covenants, including a quarterly EBITDA covenant.

Upon execution of the Term Sheet, the Company's issued to ERP2 a warrant exercisable for 17,175,971 shares of Common Stock, which warrant has a per share exercise price of $0.08 and a 10-year term and contains certain "cashless exercise" and anti-dilution provisions. The term sheet provides that, upon the above-referenced $1,200,000 disbursement, the Company will issue to ERP2 warrants for the purchase of the number of shares of common stock equal to the greater of (i) 26,735,508 shares of common stock and (ii) 20% of the fully diluted outstanding common stock as of the issuance date. Such warrants will have a per share exercise price of $0.08 and a 10-year term, and contain customary "cashless exercise" and anti-dilution provisions.

Under the Term Sheet, so long as the New Notes or the Old Notes are outstanding, the Company will procure management consulting, strategic and financial advisory services from ERP2, the aggregate cost of which will not exceed $60,000 in any quarter. The Term Sheet provides for the payment by the Company to ERP2 of all reasonable fees and expenses of ERP2 in connection with the provision of the New Note and the extension of the Old Notes, in addition to a $75,000 closing fee. Such closing fee includes all fees and expenses that the Company is required to reimburse to ERP2 pursuant to the letter agreement between the Company and ERP2 dated October 22, 2007.

Upon execution of the Term Sheet, the Company declared a dividend payable to ERP2 in the amount of 20,827,268 shares of common stock, in satisfaction of the entire amount of accrued and unpaid dividends (together with interest) on the shares of the Company's Series F Convertible Preferred Stock held by ERP2. Upon payment of such dividend, ERP2, by virtue of its ownership of common stock and Series F Convertible Preferred Stock, will be entitled to 50,044,406 or 69% of the total number of votes eligible to be cast on all matters submitted to the vote of the holders common stock.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES.

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2007 pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, we have concluded that as of September 30, 2007, the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. During the fourth quarter of fiscal 2007, there were no changes in the Company's internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information in the Proxy Statement for the 2008 Annual Meeting of Stockholders set forth under the captions "Directors and Executive Officers" is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information in the Proxy Statement for the 2008 Annual Meeting of Stockholders set forth under the captions "Executive Officer Compensation" is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" of the Proxy Statement for the 2008 Annual Meeting of Stockholders is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information set forth under the caption "Certain Relationships and Related Transactions" of the Proxy Statement for the 2008 Annual Meeting of Stockholders is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth under the caption "Principal Accountant Fees and Services" of the Proxy Statement for the 2008 Annual Meeting of Stockholders is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements, Schedules, and Exhibits

(1) Financial Statements:

Consolidated Balance Sheets as of September 30, 2007 and 2006	25
Consolidated Statements of Operations for the years ended September 30, 2007, 2006 and 2005.	26
Consolidated Statement of Changes In Shareholders' Deficit for the year ended September 30, 2007, 2006 and 2005.	27
Consolidated Statements of Cash Flows for the years ended September 30, 2007, 2006 and 2005.	28
Notes to the Consolidated Financial Statements	29

(2) Financial Statement Schedule

Schedule II—Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

(3) Exhibits

3.1 Restated Articles of Incorporation of Enterprise Informatics Inc. (incorporated by reference to Exhibit 3.1 to the Form 10-Q filed on May 15, 2007).

3.2 Registrant's Bylaws, as amended (incorporated by reference from previous filings with the Securities and Exchange Commission).

4.1 Specimen certificate of Common Stock (incorporated by reference from previous filings with the Securities and Exchange Commission).

4.2 Certificate of Determination of Series F Convertible Preferred Stock of Altris Software, Inc., dated September 29, 2003 (incorporated by reference to Exhibit 99.3 to the Form 8-K filed on October 10, 2003).

4.3 Certificate of Determination of Series I Convertible Preferred Stock of Spescom Software Inc., dated March 9, 2006 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed on March 16, 2006).

4.4 Registration Rights Agreement by and among Altris Software, Inc. and certain shareholders, dated August 31, 2003 (incorporated by reference to Exhibit 99.3 to the Form 8-K filed on October 1, 2003).

4.5 Registration Rights Agreement by and among Altris Software, Inc., Spescom Limited, and Spescom Ltd., dated September 30, 2003 (incorporated by reference to Exhibit 99.4 to the Form 8-K filed on October 10, 2003).

4.6 Registration Rights Agreement by and among the Company, Monarch Pointe Fund, Ltd. and Mercator Advisory Group, LLC, dated November 5, 2004 (incorporated by reference to Exhibit 10.2 to the Form 8-K filed on November 12, 2004).

4.7 Registration Rights Agreement by and among the Company, Monarch Pointe Fund, Ltd. and M.A.G. Capital, LLC, dated October 25, 2005 (incorporated by reference to Exhibit 10.2 to the Form 8-K filed on October 31, 2005).

4.8 Registration Rights Agreement by and among the Company, Monarch Pointe Fund, Ltd., Mercator Momentum Fund III, L.P. and M.A.G. Capital, LLC, dated March 10, 2006 (incorporated by reference to Exhibit 10.2 to the Form 8-K filed on March 16, 2006).

4.9 Warrant to Purchase 550,000 shares of Common Stock of Spescom Software Inc. issued to Cappello Capital Corp (incorporated by reference to Exhibit 10.1 to the Form 8-K filed on January 28, 2005).

4.10 Warrant to Purchase Common Stock issued to M.A.G. Capital, LLC, dated October 25, 2005 (incorporated by reference to Exhibit 10.4 to the Form 8-K filed on October 31, 2005).

4.11 Warrant to Purchase Common Stock issued to Monarch Pointe Fund, Ltd., dated October 25, 2005 (incorporated by reference to Exhibit 10.5 to the Form 8-K filed on October 31, 2005).

4.12 Warrant to Purchase Common Stock issued to M.A.G. Capital, LLC, dated March 10, 2006. (incorporated by reference to Exhibit 10.3 to the Form 8-K filed on March 16, 2006).

4.13 Warrant to Purchase Common Stock issued to Monarch Pointe Fund, Ltd., dated March 10, 2006 (incorporated by reference to Exhibit 10.4 to the Form 8-K filed on March 16, 2006).

4.14 Warrant to Purchase Common Stock issued to Mercator Momentum Fund III, L.P., dated March 10, 2006 (incorporated by reference to Exhibit 10.5 to the Form 8-K filed on March 16, 2006).

4.15 Warrant to Purchase Common Stock issued to Liolios Group, Inc., dated March 31, 2006 (incorporated by reference to Exhibit 4.22 to the Form S-1 filed on April 7, 2006).

4.16 Warrant to Purchase Common Stock issued to ERP2 Holdings, LLC, dated January 14, 2008.

10.1 10% promissory note due upon demand in principal amount of $400,000 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on March 15, 2002 (incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002).

10.2 10.0% promissory note due upon demand in principal amount of $500,000 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on April 19, 2002 (incorporated by reference to Exhibit 10.34 to the Form 10-Q filed on August 14, 2002).

10.3 Security Agreement between Altris Software, Inc. and Spescom Limited, a United Kingdom corporation, and Spescom Limited, a South African corporation, dated February 15, 2002 (incorporated by reference to Exhibit 10.30 to the Form 10-Q filed on May 15, 2002).

10.4 Security Agreement dated March 15, 2002 between Altris Software, Inc., a California corporation, and Spescom Limited, a United Kingdom corporation (incorporated by reference to Exhibit 10.32 to the Form 10-Q filed on May 15, 2002).

10.5 Pledge Agreement dated March 15, 2002 by and between Altris Software, Inc., a California corporation, Spescom Limited, a United Kingdom corporation, and Solomon Ward Seidenwurm & Smith, LLP (incorporated by reference to Exhibit 10.33 to the Form 10-Q filed on May 15, 2002).

10.6 Debt Conversion Agreement by and between Altris Software, Inc., Spescom Limited, and Spescom Ltd., dated September 30, 2003 (incorporated by reference to Exhibit 99.2 to the Form 8-K filed on October 10, 2003).

10.7 Stock Purchase Agreement, dated January, 2000, by and between Altris, Inc. and Spescom Limited (incorporated by reference to Annex A to the Schedule 14A filed on March 13, 2000).

10.8 Subscription Agreement by and among the Company, Monarch Pointe Fund, Ltd. and Mercator Advisory Group, LLC, dated November 5, 2004 (incorporated by reference to Exhibit 10.1 to the Form 8-K filed on November 12, 2004).

10.9 Subscription Agreement by and among the Company, Monarch Pointe Fund, Ltd. and M.A.G. Capital, LLC, dated October 25, 2005 (incorporated by reference to Exhibits 10.1 to the Form 8-K filed on October 31, 2005).

10.10 Subscription Agreement by and among the Company, Monarch Pointe Fund, Ltd., Mercator Momentum Fund III, L.P. and M.A.G. Capital, LLC, dated March 10, 2006 (incorporated by reference to Exhibit 10.1 to the Form 8 K filed on March 16, 2006).

10.11 Public Relations Agreement Between Liolios Group, Inc. and the Company dated November 15, 2005 (incorporated by reference to Exhibit 4.17 to the Form 10-K filed on January 4, 2006).

10.12 Letter Amendment to Public Relations Agreement between Liolios Group, Inc. and the Company, dated March 31, 2006 (incorporated by reference to Exhibit 4.21 to the Form S-1 filed on April 7, 2006).

10.13 Source Code License between Spescom Software Inc. and Aveva Solutions Limited, dated October 2, 2006 (incorporated by reference to Exhibit 10.13 to the Form 10-K filed on December 26, 2006).

10.14* Amended and Restated 1996 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-8 filed on April 5, 2004).

10.15* Form of Incentive Stock-Option Agreement, Non-Statutory Stock-Option Agreement and Restricted Stock Option Agreement under Amended and Restated 1996 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Form 10-K filed March 31, 1997).

10.16* 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Form S-8 filed May 1, 2007).

10.17* Form of Notice of Stock Option Grant under 2007 Stock Incentive Plan, including, as exhibits thereto, the associated form of Stock Option Agreement and form of Exercise Notice (incorporated by reference to Exhibit 10.2 to the Form S-8 filed May 1, 2007).

10.18 Lease between Rowlandson Properties Limited and Spescom Software Limited, dated February 10, 2006 (incorporated by reference to Exhibit 10.20 to the Form S-1 filed on April 7, 2006).

10.19 Second Addendum to Lease between Enterprise Informatics Inc. and Mesa Ridge Center, LLC, dated June 14, 2007 (incorporated by reference to Exhibit 10.1 to the Form 10-Q filed August 14, 2007).

10.20* Retention Agreement between the Company and John W. Low, dated April 27, 2006 (incorporated by reference to Exhibit 10.9 to the Form 10-Q filed on May 15, 2006).

10.21* Retention Agreement between the Company and Glenn Cox, dated April 25, 2006 (incorporated by reference to Exhibit 10.10 to the Form 10-Q filed on May 15, 2006).

10.22* Retention Agreement between the Company and Pierre DeWet, dated April 26, 2006 (incorporated by reference to Exhibit 10.11 to the Form 10-Q filed on May 15, 2006).

10.23* Retention Agreement between the Company and Alan Kiraly, dated April 25, 2006 (incorporated by reference to Exhibit 10.12 to the Form 10-Q filed on May 15, 2006).

10.24 Letter agreement between Enterprise Informatics Inc. and ERP2 Holdings, LLC, dated October 22, 2007 (incorporated by reference to Exhibit 10.1 to the Form 8-K filed on October 26, 2007).

10.25 Summary of Terms between Enterprise Informatics Inc. and ERP2 Holdings, LLC, dated January 14, 2008.

21.1 Subsidiaries of the Registrant.

23.1 Consent of Singer Lewak Greenbaum & Goldstein LLP.

31.1 Certification by the Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification by the Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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

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

*Indicates a management contract or compensatory plan or arrangement covering executive officers or directors of the Company.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of San Diego, State of California, on January 15, 2008.

Enterprise Informatics Inc.

By: /s/ Alan Kiraly
Alan Kiraly
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Alan Kiraly Alan Kiraly	Director and Chief Executive Officer (Principal Executive Officer)	January 15, 2008
/s/ John W. Low John W. Low	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	January 15, 2008
/s/ Kyong K. “Steve” Lee Kyong K. “Steve” Lee	Director	January 15, 2008
/s/ D. Ross Hamilton D. Ross Hamilton	Director	January 15, 2008
/s/ Richard Shorten Richard Shorten	Director	January 15, 2008
/s/ Michael Silverman Michael Silverman	Director	January 15, 2008
/s/ Larry D. Unruh Larry D. Unruh	Director	January 15, 2008

SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

ENTERPRISE INFORMATICS INC.

Column A	Column B	Column C Additions		Column D		Column E
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts—Describe	Deductions—Describe		Balance at End of Period
Year ended September 30, 2007 Deducted from asset accounts:						
Allowance for doubtful accounts	$ 9,000	$ (10,000)	(a)	$ 9,000	(b)	$ 8,000
Allowance for deferred tax benefit	$ 13,398,000		$(533,000)	(c)		$ 12,865,000
Year ended September 30, 2006						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 8,000	$ 1,000	(e)			$ 9,000
Allowance for deferred tax benefit	$ 13,543,000		$ 196,000	(c) $ (341,000)	(d)	$ 13,398,000
Year ended September 30, 2005						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 83,000			$ (75,000)	(b)	$ 8,000
Allowance for deferred tax benefit	$ 14,822,000		$ 1,061,000	(c) $ (2,340,000)	(d)	$ 13,543,000

(a) Reduction in allowance for doubtful accounts due to write down of disputed account by one customer.

(b) Addition (reduction) in allowance for doubtful accounts based on history of minimal bad debt.

(c) Valuation allowance against benefit recorded

(d) Expiration of net operating loss carryforwards.

(e) Addition to allowance due to increase in foreign currency exchange rates.