

NEWTEK BUSINESS SERVICES INC
Form 10-Q
August 14, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2006

OR

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

Commission File Number: 001-16123

NEWTEK BUSINESS SERVICES, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation or
organization)

11-3504638
(I.R.S. Employer Identification No.)

462 Seventh Avenue, 14th floor, New York, NY
(Address of principal executive offices)

10018
(Zip Code)

Registrant's telephone number, including area code: (212) 356-9500

Indicate by checkmark whether the registrant has (1) filed all documents and reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 ninety days.

Yes No

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 12, 2006, there were 34,743,072 of the Company's Common Shares issued and outstanding.

CONTENTS

PART I - FINANCIAL INFORMATION	PAGE
Item 1. Financial Statements (Unaudited)	3
Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2006 and 2005	3
Condensed Consolidated Balance Sheets as of June 30, 2006 and December 31, 2005	4
Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2006 and 2005	5
Notes to Unaudited Condensed Consolidated Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	18
Item 3. Quantitative and Qualitative Disclosures about Market Risk	27
Item 4. Controls and Procedures	28
PART II - OTHER INFORMATION	
Item 2. Unregistered Sales of Equity Securities	29
Item 4. Submission of Matters to a Vote of Security Holders	29
Item 5. Other Information	29
Item 6. Exhibits	29
Signatures	30
Exhibits	

Item 1. Financial Statements (Unaudited)

NEWTEK BUSINESS SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2006 AND 2005
(In Thousands, except for Per Share Data)

	Three Months ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Revenue:				
Electronic payment processing	\$ 10,694	\$ 7,509	\$ 20,126	\$ 13,520
Web hosting	3,310	2,662	6,474	4,911
Interest income	1,923	1,256	3,336	2,329
Income from tax credits	2,022	10,336	3,280	11,398
Premium income	763	2,156	1,377	2,518
Servicing fee income	487	487	986	937
Insurance commissions	188	497	432	718
Other income	596	1,323	2,134	3,206
Total revenue	19,983	26,226	38,145	39,537
Expenses:				
Electronic payment processing costs	7,555	5,470	14,462	9,951
Interest	4,597	3,880	8,944	7,578
Consulting, payroll and benefits	4,196	4,214	8,335	8,312
Professional fees	1,900	1,801	4,020	3,539
Depreciation and amortization	1,597	1,184	3,012	2,273
Insurance	887	743	1,789	1,463
Provision for loan losses	235	450	354	1,101
Other	2,455	1,594	4,938	3,554
Total expenses	23,422	19,336	45,854	37,771
Income (loss) before minority interest and benefit (provision) for income taxes	(3,439)	6,890	(7,709)	1,766
Minority interest	85	112	259	372
Income (Loss) before benefit for income taxes	(3,354)	7,002	(7,450)	2,138
Benefit (provision) for income taxes	1,067	(2,539)	2,435	(1,050)
Net income (loss)	\$ (2,287)	\$ 4,463	\$ (5,015)	\$ 1,088
Weighted average common shares outstanding:				
Basic	34,696	33,962	34,765	33,927
Diluted	34,696	34,044	34,765	34,075
Net income (loss) per share :				
Basic	\$ (0.07)	\$ 0.13	\$ (0.14)	\$ 0.03
Diluted	\$ (0.07)	\$ 0.13	\$ (0.14)	\$ 0.03

See accompanying notes to these unaudited condensed consolidated financial statements

3

NEWTEK BUSINESS SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
JUNE 30, 2006 AND DECEMBER 31, 2005
(In Thousands, except for Per Share Data)

	June 30, 2006	December 31, 2005
	(Unaudited)	(Note 1)
<u>ASSETS</u>		
Cash and cash equivalents	\$ 27,438	\$ 23,940
Restricted cash	15,541	20,067
Certificates of deposit	—	4,000
U.S. Treasury notes	4,797	4,449
Marketable securities	—	10,350
Credits in lieu of cash	102,572	109,475
SBA loans receivable (net of reserve for loan losses of \$2,301 and \$2,304, respectively)	30,397	32,028
Accounts receivable (net of allowance of \$142 and \$50, respectively)	2,005	2,109
SBA loans held for sale	3,246	1,155
Accrued interest receivable	524	416
Investments in qualified businesses - cost method investments	439	150
Investments in qualified businesses - held to maturity debt investments	3,253	3,596
Structured insurance product	3,410	3,377
Prepaid insurance	15,459	16,946
Prepaid expenses and other assets (net of accumulated amortization of deferred financing costs of \$1,203 and \$805, respectively)	7,617	7,036
Servicing assets (net of accumulated amortization of \$1,374 and \$952, respectively)	3,203	3,197
Fixed assets (net of accumulated depreciation and amortization of \$3,323 and \$2,302, respectively)	5,874	6,587
Intangible assets (net of accumulated amortization of \$4,655 and \$3,457, respectively)	8,130	6,697
Goodwill	9,625	9,438
Total assets	\$ 243,530	\$ 265,013
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Liabilities:		
Accounts payable and accrued expenses	\$ 7,980	\$ 10,313
Notes payable - certified investors	3,975	3,947
Notes payable - insurance	7,312	9,250
Notes payable - other	2,703	9,880
Bank notes payable	22,009	21,287
Deferred revenue	1,685	1,459
Notes payable in credits in lieu of cash	88,522	92,048
Deferred tax liability	21,691	24,271
Total liabilities	155,877	172,455
Minority interest	4,729	5,033

Commitments and contingencies

Shareholders' equity:

Preferred stock (par value \$0.02 per share; authorized 1,000 shares, no shares issued and outstanding)	—	—
Common stock (par value \$0.02 per share; authorized 54,000 shares, issued and outstanding 34,728 and 34,809 not including 583 shares held in escrow)	696	696
Additional paid-in capital	53,665	53,737
Unearned compensation	—	(492)
Retained earnings	28,563	33,584
Total shareholders' equity	82,924	87,525
Total liabilities and shareholders' equity	\$ 243,530	\$ 265,013

See accompanying notes to these unaudited condensed consolidated financial statements

NEWTEK BUSINESS SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE SIX MONTHS ENDED JUNE 30, 2006 AND 2005
(In Thousands)

	2006	2005
Cash flows from operating activities:		
Net income (loss)	\$ (5,015)	\$ 1,088
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of deferred loan origination fees, net	(105)	(152)
Capitalization of servicing assets	(428)	(1,036)
Income from tax credits	(3,280)	(11,397)
Deferred income taxes	(2,435)	913
Depreciation and amortization	3,012	2,273
Provision for loan losses	354	1,101
Accretion of interest income	(7)	(88)
Accretion of interest expense	6,663	6,067
Equity in earnings of investee	(98)	(749)
Stock-based compensation	311	870
Minority interest	(259)	(372)
Changes in assets and liabilities, net of the effect of business acquisitions:		
SBA loans originated for sale	(16,417)	(24,300)
Proceeds from sale of SBA loans held for sale	14,326	22,939
Gain on sale of loans held for investment	(189)	(250)
Premium on repurchase of portfolio	44	—
Gain on sale of land and building	(308)	—
Loss on disposal of fixed assets	25	—
Prepaid insurance	1,487	(1,660)
Prepaid expenses, accounts receivable and other assets	(532)	(7,329)
Change in restricted cash	2,714	—
Accounts payable, accrued expenses and deferred revenue	(2,258)	(1,744)
Net cash used in operating activities	(2,395)	(13,826)
Cash flows from investing activities:		
Investments in qualified businesses	(6,250)	(2,591)
Return of investments in qualified businesses	6,304	1,501
Purchase of fixed assets	(1,392)	(1,439)
Purchase of customer merchant accounts	(2,531)	(877)
SBA loans originated for investment	(5,019)	(7,893)
Cash paid for repurchase of SBA loans	(1,214)	—
Proceeds from sale of SBA loans held for investment	4,173	6,313
Payments received on SBA loans	3,373	3,116
Proceeds from sale of land and building	1,300	—
Distribution from investee	—	820
Change in restricted cash	1,812	(3,105)
Proceeds from sale of marketable securities and certificates of deposit	14,001	—
Other investments	(4)	(34)
Net cash provided by (used in) investing activities	14,553	(4,189)

NEWTEK BUSINESS SERVICES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE SIX MONTHS ENDED JUNE 30, 2006 AND 2005 (CONTINUED)

	2006	2005
Cash flows from financing activities:		
Proceeds from issuance of notes payable to certified investors	—	22,824
Cash paid for Coverage A (Syndication of Notes)	—	(6,008)
Repayment of mandatorily redeemable preferred stock	—	(1,500)
Repayments of note payable - other	(7,476)	(520)
Principal repayments of note payable-insurance	(1,938)	(1,692)
Proceeds from note payable - other	299	8,015
Change in restricted cash relating to NSBF financing	—	212
Net proceeds on SBA bank notes payable	722	1,793
Net proceeds from issuance of common stock and other	(267)	713
Net cash (used in) provided by financing activities	(8,660)	23,837
Net increase in cash and cash equivalents	3,498	5,822
Cash and cash equivalents - beginning of period	23,940	29,540
Cash and cash equivalents - end of period	\$ 27,438	\$ 35,362

Supplemental disclosure of cash flow activities:

Reduction of credits in lieu of cash and notes payable in credits in lieu of cash balances due to delivery of tax credits to Certified Investors	\$ 9,993	\$ 9,349
Issuance of notes in partial payment for insurance		\$ 3,000
CrystalTech Web Hosting, Inc. final purchase price allocations to goodwill		
Additions to customer accounts	\$	2,082
Additions to intangibles		560
Additions to furniture and fixtures		375
Deductions to goodwill		(3,258)
Net additions to assets and liabilities		241
Net effect on purchase price	\$	---

See accompanying notes to these unaudited condensed consolidated financial statements

NEWTEK BUSINESS SERVICES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES:*Basis of presentation and description of business*

The unaudited condensed consolidated financial statements of Newtek Business Services, Inc. and Subsidiaries (the “Company” or “Newtek”) included herein have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America and include all wholly and majority owned subsidiaries, and several portfolio companies in which the certified capital companies (“Capco” or “Capcos”) own non-controlling minority interest or those of which Newtek is considered to be the primary beneficiary. All inter-company balances and transactions have been eliminated in consolidation. The minority interests are held by members of limited liability companies, which are non-tax paying entities. Accordingly, the minority interest is calculated before income taxes.

The accompanying notes to condensed consolidated financial statements should be read in conjunction with Newtek’s 2005 Annual Report on Form 10-K. These financial statements have been prepared in accordance with instructions to Form 10-Q and Article 10 of Regulations S-X and, therefore, omit or condense certain footnotes and other information normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States. The results of operations for an interim period may not give true indication of the results for the entire year.

Currently, the Company is absorbing losses attributable to certain of its minority interest holders. Once these entities return to profitability, the losses will be restored to the Company prior to allocation of profits to the minority holders.

Newtek is engaged in the business of providing financial products and business services to small- and medium-sized businesses through ownership and/or operation of specific primary lines of business as well as organizing Capcos and investing funds made available under the Capco programs in small businesses.

The unaudited condensed consolidated financial statements of Newtek reflect, in the opinion of management, all adjustments necessary to present fairly the financial position of Newtek at June 30, 2006 and its results of operations and cash flows for the three months and six months ended June 30, 2006. All adjustments are of a normal recurring nature.

The following is a summary of each Capco jurisdiction of certification and date of certification:

Capco	State/Jurisdiction of Certification	Date of Certification
WA	New York	May 1998
WP	Florida	December 1998
WI	Wisconsin	October 1999
WLA *	Louisiana	October 1999
WA II	New York	April 2000
WNY III	New York	December 2000
WC	Colorado	December 2001
WAP	Alabama	November 2003
WDC	District of Columbia	November 2004
WNY IV	New York	December 2004
WTX I	Texas	June 2005

WNY V

New York

November 2005

* Includes three additional Capco funds: WLAI, WLAII, WLAIIV

7

In general, the Capcos issue debt and equity instruments (“Certified Capital”) to insurance company investors (“Certified Investors”). The Capcos then make targeted investments (“Investments in Qualified Businesses”, as defined under the respective state statutes, or, “Qualified Businesses”) with the Certified Capital raised, which in many cases may be majority-owned or primarily controlled by the Capcos after the investments are consummated. Some Capco programs limit the ownership or control which a Capco may acquire in a Qualified Business, Louisiana and the more recent New York programs for example. Participation in each Capco program legally entitles the Capco to receive (or earn) tax credits from the state upon satisfying quantified, defined investment percentage thresholds and time requirements. In order for the Capcos to maintain their state-issued certifications, the Capcos must make Investments in Qualified Businesses in accordance with these requirements. These state requirements are mirrored in the limitations agreed to by each Capco in its written agreements with its Certified Investors and limit the activities of the Capcos to conducting the business of a Capco. These legal contractual arrangements with the Certified Investors obligate the Capco to refrain from unauthorized activities, to use the proceeds from the notes only for Capco-authorized (i.e., “qualified”) investments and to limit fees for professional services related to making, buying or selling investments.

The Capco can satisfy the interest obligations on the debt instruments issued to Certified Investors, at the Capco’s discretion, by delivering tax credits in lieu of paying cash. The Capcos legally have the right to deliver the tax credits to the Certified Investors. The Certified Investors legally have the right to receive and use the tax credits and would, in turn, use these tax credits to reduce their respective state tax liabilities in an amount usually equal to 100% (WLA, WLPPII, and WLPPIII -110%) of their certified capital. The tax credits can be utilized over a four to ten-year period at an annual percentage rate established by each Capco legislation, and in some instances are transferable and can be carried forward.

Restricted Cash

Under the terms of the Line of Credit Agreement between Newtek Small Business Finance, Inc. (“NSBF”) , a wholly-owned subsidiary of the Company, and General Electric Capital Corporation (“GE”), all payments received from NSBF’s borrowers are transferred into a restricted bank account. NSBF uses these funds to pay required principal and interest to GE, amounts due to third party participants and certain other required payments. As of June 30, 2006 and December 31, 2005, NSBF restricted cash was \$1,324,000 and \$4,038,000, respectively.

The cash held by the Capcos is restricted for use in managing and operating the Capcos, making Investments in Qualified Businesses and for the payment of income taxes. Total restricted cash held by the Capcos as of June 30, 2006 and December 31, 2005 was \$14,092,000 and \$15,904,000, respectively.

Under the terms of the processing agreement between Universal Processing Services of WI, LLC (d/b/a Newtek Merchant Solutions of WI, “NMS-WI”), and its primary processing bank, NMS-WI maintains a cash account as a reserve against chargeback losses. As processing fees are received by the processing bank, a certain percentage is allocated to the cash reserve account. Total restricted cash held at the processing bank at June 30, 2006 and December 31, 2005 totaled \$125,000, respectively.

Stock - Based Compensation

Prior to January 1, 2006, the Company applied the disclosure-only provisions of SFAS 123,” Accounting for Stock-Based Compensation” (“SFAS 123”). In accordance with the provisions of SFAS 123, the Company applied APB 25, “Accounting for Stock Issued to Employees” (“APB 25”) and related interpretations in accounting for stock-based compensation plans and, accordingly, did not recognize compensation expense for stock options because we issued options at exercise prices equal to the market value at date of grant.

Effective January 1, 2006, the Company adopted SFAS 123 (revised 2004), "Share-Based Payment" ("SFAS 123R"), which revises SFAS 123 and supersedes APB 25. SFAS 123R requires all share-based payments to employees to be recognized in the financial statements based on their fair values using an option-pricing model at the date of grant. The Company has elected to use the modified prospective method for adoption, which requires compensation expense to be recorded for all unvested stock options and restricted shares beginning in the first quarter of adoption, based on the fair value at the original grant date. Prior year financial statements have not been restated.

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

The Newtek Business Services, Inc. 2000 Stock Incentive and Deferred Compensation Plan, as amended in 2006 (the "2000 Plan"), currently provides for the issuance of awards of restricted shares or options for up to a maximum of 4,250,000 common shares. All restricted shares or options have been issued at the fair market value on the date of grant. Options issued generally have a maximum term that ranges from 2 to 10 years and vesting provisions that range from 0 to 3 years.

The Newtek Business Services, Inc. 2003 Stock Incentive Plan (the "2003 Plan") currently provides for the issuance of awards of restricted shares or options for up to a maximum of 1,000,000 common shares. All restricted shares or options have been issued at the fair market value on the date of grant. Options issued generally have a maximum term that ranges from 2 to 10 years and vesting provisions that range from 0 to 3 years.

A summary of stock option activity under the 2000 and 2003 Plans as of June 30, 2006 and changes during the period then ended is presented below:

Stock Options	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Term (in years)	Aggregate Intrinsic Value (in Thousands)
Outstanding December 31, 2005	2,067	\$ 3.23		
Granted	—	—		
Exercised	—	—		
Cancelled	(319)	3.50		
Outstanding June 30, 2006	1,748	\$ 3.18	5.17	\$ 0
Exercisable June 30, 2006	1,698	\$ 3.22	5.25	\$ 0

There were no options granted during the six months ended June 30, 2006. The weighted average fair market value of options granted during the six months ended June 30 2005, estimated as of the grant date using the Black Scholes Model, was \$1.23. There were no options exercised during the six months ended June 30, 2006 and 2005.

A summary of the status of Newtek's non-vested restricted shares as of June 30, 2006 and changes during the period then ended is presented below:

Non-vested Restricted Shares	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2005	179	\$ 4.22
Granted	72	\$ 1.89
Exercised and vested	(73)	\$ 2.42
Forfeited	(4)	\$ 4.78
Non-vested at June 30, 2006	174	\$ 3.99

As of June 30, 2006, there was \$298,000 of total unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the 2000 and 2003 Plans. That cost is expected to be recognized ratably through the year ending December 31, 2009. The total fair market value of restricted shares vested during the six months ended June 30, 2006 and 2005 was \$176,000 and \$284,000, respectively. The Company recognized an income tax benefit of \$55,000 and \$114,000 in connection with these vested shares.

The adoption of SFAS 123R during the first half of 2006 did not have a material impact, as all options were fully vested by December 31, 2005, except for one option grant which yielded \$19,000 of share-based compensation expense for the six months ended June 30, 2006. The Company recognized an income tax benefit of \$7,600 in connection with these options.

Under the accounting treatment used through December 31, 2005, the net income for the three and six months ended June 30, 2005 does not include any compensation charges related to options granted to employees. The following table illustrates the proforma effect on Net Loss and Loss per share assuming the Company had applied the fair value recognition provisions of SFAS 123 instead of the intrinsic value method under APB 25 to stock - based employee compensation for the three and six months ended June 30, 2005:

9

	Three Months Ended June 30, 2005 (in thousands)	Six Months Ended June 30, 2005 (in thousands)
As reported		
Net income	\$ 4,463	\$ 1,081
Add: Total stock-based employee compensation expense recognized, net of related tax effects	229	466
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(470)	(543)
Pro forma net income	\$ 4,222	\$ 1,011
Net income per share		
Basic - as reported	\$ 0.13	\$ 0.03
Basic - pro forma	\$ 0.12	\$ 0.03
Diluted - as reported	\$ 0.13	\$ 0.03
Diluted - pro forma	\$ 0.12	\$ 0.03

The fair value of each option granted was estimated using the Black-Scholes Model in 2005 with the following assumptions: expected volatility of 42-48%, risk-free interest rate of 1.98%, respectively, expected dividends of \$0 and expected terms of 2-6 years.

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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are complete. The most significant estimates are with respect to valuation of investments in qualified businesses, asset impairment valuation, allowance for loan losses, valuation of servicing asset and tax valuation allowances. Actual results could differ from those estimates.

Fair value of financial instruments

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," ("SFAS 107") requires the disclosure of the estimated fair values of financial instruments. Excluding property and equipment, substantially all of the Company's assets and liabilities are considered financial instruments as defined by SFAS 107. Fair value is defined as the price at which a financial instrument could be liquidated in an orderly manner over a reasonable time period under present market conditions. Fair value estimates are subjective in nature and are dependent on a number of significant assumptions associated with each instrument or group of similar instruments, including estimates of discount rates, risks associated with specific financial instruments, estimates of future cash flows and relevant available market information. Fair value information is supposed to represent estimates of the amounts at which financial instruments could be exchanged in current transactions between willing buyers and sellers engaging in exchange transactions. However, since there are no established trading markets for a significant portion of the Company's financial instruments, the Companies may not be able to settle their financial instruments immediately; as such, the fair values are not necessarily indicative of the amounts that could be realized through immediate settlements. In addition, the majority of the Company's financial instruments, such as loans receivable held for investment and bank notes payable,

are held to maturity and are realized or paid according to the contractual agreements with the customers or counterparties.

SFAS 107 requires that, where available, quoted market prices are used to estimate fair values. However, because of the nature of the Company's financial instruments, in many instances quoted market prices are not available. Accordingly, the Companies have estimated fair values on the basis of other valuation techniques permitted by SFAS 107, such as discounting estimated future cash flows at rates commensurate with the risks involved, or other acceptable methods. Fair values are required to be estimated without regard to any premium or discount that may result from concentrations of ownership of a financial instrument, possible income tax ramifications, or estimated transaction costs. Fair values are also estimated at a specific point in time and are based on interest rates and other assumptions at that date. As the assumptions underlying these estimates change, the fair values of financial instruments will change.

Because SFAS 107 permits many alternative calculation techniques and because numerous assumptions have been used to estimate the Company's fair values, reasonable comparisons of the Company's fair value information with other financial institutions' fair value information cannot necessarily be made.

The methods and assumptions used to estimate fair values are set forth in the following paragraphs for each major grouping of the Companies' financial instruments.

The carrying values of the following balance sheet items approximate their fair values primarily due to their liquidity and short-term or adjustable yield nature:

- Cash and cash equivalents
- Bank notes payable
- Accrued interest receivable and payable

The carrying value of accounts payable and accrued expenses approximate fair value because of the short term maturity of these instruments. The carrying value of Investments in Qualified Businesses, loans receivable, structured insurance product, notes and loans payable, credits in lieu of cash, and notes payable in credits in lieu of cash approximate fair value based on management's estimates.

New Accounting Pronouncements

In March 2006, the FASB issued Statement of Financial Accounting Standard No. 156 "Accounting for Servicing of Financial Assets—an amendment of FASB Statement No. 140 ("SFAS 156") which amends FASB Statement No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," with respect to the accounting for separately recognized servicing assets and servicing liabilities. SFAS 156 requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations, requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable, and permits an entity to choose subsequent measurement methods for each class of separately recognized servicing assets and servicing liabilities. SFAS 156 also requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the balance sheet and additional disclosures for all separately recognized servicing assets and servicing liabilities. The Company is currently evaluating the impact of adoption, which is required to be adopted January 1, 2007.

In June 2006, the FASB issued interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FAS No. 109* ("FIN 48"), which clarifies the accounting for uncertainty in income taxes. Currently, the accounting for uncertainty in income taxes is subject to significant and varied interpretations that have resulted in diverse and inconsistent accounting practices and measurements. Addressing such diversity, FIN 48 prescribes a consistent recognition threshold and measurement attribute, as well as clear criteria for subsequently recognizing, derecognizing and measuring changes in such tax positions for financial statement purposes. FIN 48 is effective for fiscal years beginning after December 15, 2006. We have not yet determined the impact of FIN 48 on our consolidated financial position, results of operations, cash flows or financial statement disclosures.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation.

NOTE 2 - COMMON STOCK:

Pursuant to the terms of the Company's directors' compensation program, in the six months ended June 30, 2006, Newtek issued an aggregate of 45,131 unregistered common shares to the board of directors, valued at \$84,500. The fair market values of these grants were determined using the fair value of the underlying common stock at each grant date.

Pursuant to the 2000 and 2003 Plans, the Company issued 39,038 common shares to employees. Newtek also issued 90,000 common shares to various subsidiaries of Genworth Financial in exchange for warrants they held in certain Capcos owned by Newtek. These shares were valued at \$186,000 and were accounted for as goodwill.

In March and May 2006, Newtek also granted two employees 3,428 and 18,230 shares of restricted stock valued at \$7,400 and \$35,000 respectively. Half of the March restricted share grant vest immediately and the other half will vest in the 4th quarter of 2006. The May grant vests in one year. The fair market value of both grants was determined using the fair value of the underlying common stock at the grant date. The restricted shares are forfeitable upon early voluntary or involuntary termination of the employee. Upon vesting, the grantee will receive one common share for each restricted share vested.

NOTE 3 - INVESTMENTS IN QUALIFIED BUSINESSES:

The various interests that the Company acquires in its Investments in Qualified Business are accounted for under three methods: consolidation, equity and cost method. The applicable accounting method is generally determined based on the Company's voting interest or the economics of the transaction if the investee is determined to be a variable interest entity.

Consolidation Method. Investments in which the Company directly or indirectly owns more than 50% of the outstanding voting securities, those the Company has effective control over, or those deemed to be a variable interest entity in which the Company is the primary beneficiary under the provisions of FIN 46R are generally accounted for under the consolidation method of accounting. Under this method, an investment's financial position and results of operations are reflected within the Company's Consolidated Balance Sheets and Consolidated Statements of Operations. All significant inter-company accounts and transactions, including returns of principal, dividends, interest received and investment redemptions have been eliminated. The results of operations and cash flows of a consolidated operating entity are included through the latest interim period in which the Company owned a greater than 50% direct or indirect voting interest, exercised control over the entity for the entire interim period or was otherwise designated as the primary beneficiary. Upon dilution of control below 50%, or upon occurrence of a triggering event requiring reconsideration as to the primary beneficiary of a variable interest entity, the accounting method is adjusted to the equity or cost method of accounting, as appropriate, for subsequent periods.

Equity Method. Investees that are not consolidated, but over which the Company exercises significant influence, are accounted for under the equity method of accounting. Whether or not the Company exercises significant influence with respect to an investee depends on an evaluation of several factors including, among others, representation on the investee's Board of Directors and ownership level, which is generally a 20% to 50% interest in the voting securities of the investee, including voting rights associated with the Company's holdings in common, preferred and other convertible instruments in the investee.

Under the equity method of accounting, an investee's accounts are not reflected within the Company's Consolidated Balance Sheets and Consolidated Statements of Income; however, the Company's share of the earnings or losses of the investee is reflected in the caption "Other income" in the Consolidated Statements of Operations.

Cost Method. Investees not accounted for under the consolidation or the equity method of accounting are accounted for under the cost method of accounting. Under this method, the Company's share of the earnings or losses of such companies is not included in the Consolidated Balance Sheets and Consolidated Statements of Operations. However, cost method impairment charges are recognized, as necessary, in the Consolidated Statement of Operations. If circumstances suggest that the value of the investee has subsequently recovered, such recovery is not recorded until realized.

The Company's debt and equity investments have substantially been made with funds available to Newtek through the Capco programs. These programs generally require that each Capco meet a minimum investment benchmark within 5 years of initial funding. The investments listed below qualify for this purpose. In addition, any funds received by a Capco as a result of a debt repayment or equity return may, under the terms of the Capco programs, be reinvested and this will be counted towards the Capcos' minimum investment benchmarks.

In accordance with the provisions of Statement of Financial Accounting Standards No. 115 "Accounting for Certain Investments in Debt and Equity Securities," the Company classifies its debt investments as held-to-maturity and such investments are initially recorded at amortized cost. The Company considers several factors in determining whether an impairment exists on the investment, such as the investee's net book value, cash flow, revenue growth and net income. In addition, the Investment Committee considers other factors, such as the economy and the investee company's industry, to determine if an other than temporary decline in value exists in the Company's investment.

HELD TO MATURITY DEBT INVESTMENTS—Summary (In thousands)

	Total
Principal Outstanding at December 31, 2005	\$ 3,596
Debt investments made	5,961

Return of principal		(6,304)
Principal Outstanding at June 30, 2006	\$	3,253

COST INVESTMENTS—Summary (In thousands)

		Total
Total cost investments at December 31, 2005	\$	150
Cost investments made		289
Other than temporary decline in value of investments		—
Total cost investments at June 30, 2006	\$	439

12

The Company has not guaranteed any obligation of these investees (other than that of its subsidiary, NSBF), and the Company is not otherwise committed to provide further financial support for the investees. However, from time-to-time, the Company may decide to provide such additional financial support which, as of June 30, 2006 was zero. Should the Company determine that an impairment exists upon its periodic review, and it is deemed to be other than temporary, the Company will write down the recorded value of the asset to its estimated fair value and record a corresponding charge in the Consolidated Statements of Operations.

NOTE 4 - LOANS RECEIVABLE (NON-CAPCO):

Loans receivable are generated by NSBF and are primarily related to entities in the Eastern region of the United States with concentrations in the restaurant and hotel and motel industries.

Below is a summary of the activity in the SBA loan receivable balance, net of SBA loan loss reserves for the six months ended June 30, 2006 (in thousands):

Balance at December 31, 2005	\$ 32,028
SBA loans originated for investment	5,323
Payments received	(3,373)
SBA loans held for investment, reclassified as held for sale	(2,814)
Loans foreclosed into real estate owned	(215)
Provision for SBA loan losses	(354)
Discount on loan originations, net	(198)
Balance at June 30, 2006	\$ 30,397

Below is a summary of the activity in the reserve for loan losses balance for the six months ended June 30, 2006 (in thousands):

Balance at December 31, 2005	\$ 2,304
Provision for SBA loan losses	354
Recoveries	19
Loan charge-offs	(376)
Balance at June 30, 2006	\$ 2,301

Below is a summary of the activity in the SBA loans held for sale for the six months ended June 30, 2006 (in thousands):

Balance at December 31, 2005	\$ 1,155
Loan originations for sale	16,417
SBA loans held for investment, reclassified as held for sale	2,814
Loans sold	(17,140)
Balance at June 30, 2006	\$ 3,246

All loans are priced at the prime interest rate plus approximately 2.75% to 3.75%. As of June 30, 2006 and December 31, 2005, NSBF loans receivable held for investment with adjustable interest rates amounted to \$30,043,000 and \$34,200,000, respectively.

The only loans with a fixed interest rate are defaulted loans of which the guaranteed portion sold is repurchased from the secondary market by the SBA, while the unguaranteed portion of the loans still remains with NSBF. As of June

30, 2006 and December 31, 2005, NSBF loans receivable held for investment with fixed interest rates amounted to \$4,418,000 and \$1,759,000, respectively.

The GE credit line is collateralized by all the loans receivable held for investment and held for sale, in addition to all assets of NSBF.

The outstanding balances of loans past due ninety days or more and still accruing interest as of June 30, 2006 and December 31, 2005 amounted to \$0 and \$7,300, respectively.

At June 30, 2006 and December 31, 2005, total impaired loans which are not accruing interest amounted to \$4,169,000 and \$3,693,000, respectively. Approximately \$1,031,000 and \$907,000 of the allowance for loan losses were allocated against such impaired nonaccrual loans, respectively, in accordance with SFAS 114, "Accounting by Creditors for Impairment of a Loan-An Amendment of FASB No. 5 and 43".

The following is a summary of Loans Receivable (in thousands) at:

	June 30, 2006	December 31, 2005
Due in one year or less	\$ 23	\$ 24
Due between one and five years	1,950	1,807
Due after five years	32,552	34,129
Total	34,525	35,960
Less : Allowance for loan losses	(2,301)	(2,304)
Less: Deferred origination fees, net	(1,827)	(1,628)
Balance (net)	\$ 30,397	\$ 32,028

NOTE 5—SERVICING ASSETS:

NSBF reviews capitalized servicing rights for impairment. This review is performed based on risk strata, which are determined on a disaggregated basis given the predominant risk characteristics of the underlying loans. The predominant risk characteristics are loan term and year of loan origination.

The following summarizes the activity pertaining to servicing assets for the six months ended June 30, 2006 (in thousands):

Balance at December 31, 2005	\$ 3,376
Servicing assets capitalized	428
Servicing assets amortized	(422)
Balance at June 30, 2006	3,382
Reserve for impairment of servicing assets:	
Balance at December 31, 2005	(179)
Additions	(0)
Balance at June 30, 2006	(179)
Balance at June 30, 2006 (net of reserve)	\$ 3,203

For the six months ended June 30, 2006 and 2005, servicing fees received amounted to \$986,000 and \$937,000, respectively.

The estimated fair value of capitalized servicing rights was \$3,203,000 and \$3,197,000 at June 30, 2006 and December 31, 2005, respectively. The estimated fair value of servicing assets at both balance sheet dates was determined using a discount rate of 13.5%, weighted average prepayment speeds ranging from 1% to 19%, weighted average life of 3.9 years, and an average default rate of 3%.

Amortization of servicing assets for the year ended December 31, 2005 on the accompanying Condensed Consolidated Statements of Operations included a cumulative adjustment of approximately \$184,000 (a reduction of amortization expenses) due to a change in NSBF's amortization method. Although this adjustment relates to prior periods, the amount of the adjustment attributable to any prior year would not have been material to the Company's or NSBF's financial condition or results of operations as reported for that year.

NOTE 6 - CUSTOMER ACCOUNTS:

On April 13, 2006, a subsidiary of Newtek purchased a merchant processing credit card portfolio with 3,100 customers from Midwest Transaction Group, L.L.C., for a purchase price of \$2,500,000. This portfolio has annual processing volume of approximately \$240 million.

NOTE 7 - EARNINGS PER SHARE:

Basic earnings per share is computed based on the weighted average number of common shares outstanding during the period. The dilutive effect of common share equivalents is included in the calculation of diluted earnings per share only when the effect of their inclusion would be dilutive.

The calculations of Net loss per share were:

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
	(In Thousands, except for Per Share Data)			
Numerator:				
Numerator for basic and diluted EPS - income (loss) available to common shareholders	\$ (2,287)	\$ 4,463	\$ (5,015)	\$ 1,088
Denominator:				
Denominator for basic EPS - weighted average shares	34,696	33,962	34,765	33,927
Effect of dilutive securities	—	82	—	148
Denominator for diluted EPS - weighted average shares	34,696	34,044	34,765	34,075
EPS: Basic	\$ (0.07)	\$ 0.13	\$ (0.14)	\$ 0.03
EPS: Diluted	\$ (0.07)	\$ 0.13	\$ (0.14)	\$ 0.03

The amount of anti-dilutive shares/units excluded from above is as follows:

Stock options and restricted stock grants	1,748	1,541	1,748	1,240
Warrants	216	216	216	216
Contingently issuable shares	861	1,069	861	1,069

NOTE 8 - NOTES PAYABLE-OTHER:

In March 2006, CrystalTech Web Hosting, Inc. ("CrystalTech"), a wholly owned subsidiary of the Company, prepaid \$4,000,000 of the note payable to Technology Investment Capital Corp. ("TICC"). In conjunction with the prepayment, CrystalTech paid \$127,000 in additional interest. In June 2006, CrystalTech prepaid an additional \$2,100,000 of the note payable to TICC. The remaining principal payment of \$1,900,000 is due in March 2008.

NOTE 9—SBA LINE OF CREDIT:

In February 2006, GE and NSBF entered into a First Amendment to the GE Line of Credit Agreement. The amendment made adjustments to various financial covenants, including a net-worth maintenance level that NSBF had breached. GE has waived, upon the effectiveness of the amendment, specific defaults that would have resulted from the terms of the original agreement.

NOTE 10 - SEGMENT REPORTING:

Operating segments are organized internally primarily by the type of services provided, and in accordance with SFAS 131, "Disclosures About Segments of an Enterprise and Related Information," the Company has aggregated similar operating segments into six reportable segments: SBA lending, electronic payment processing, web hosting, Capcos, corporate activities and all other.

Effective in the fourth quarter of 2005, the Company increased the number of operating segments from four to six. Historically a substantial amount of resources were dedicated to new Capcos and the investment of the proceeds in Qualified Businesses and the managing of these businesses. Since management does not anticipate any new Capcos in the foreseeable future, the Company has changed its internal reporting to better evaluate and manage the existing Capco business, its corporate activities and its portfolio of small businesses included in the all other segment. The segment previously called Capco and other, which management previously evaluated as one integrated segment, is now being evaluated as three segments—Capcos, corporate activities and all other. The segment information for prior periods has been restated to conform to the current disclosure.

The SBA lending segment is NSBF, a licensed, U. S. Small Business Administration (SBA) lender that originates, sells and services loans to qualifying small businesses, which are partially guaranteed by the SBA.

As an SBA lender, NSBF generates revenues from sales of loans, servicing income for those loans retained to service by NSBF and interest income earned on the loans themselves. The lender also generates expenses such as interest, professional fees, payroll and consulting, depreciation and amortization, and provision for loan losses, all of which are included in the respective caption on the condensed consolidated statement of operations. NSBF also has expenses such as loan recovery expenses, loan processing costs, and other expenses that are all included in the other expenses caption on the condensed consolidated statements of operations.

The electronic payment processing segment is a marketer of credit card and check approval services to the small business market. Revenue generated from electronic payment processing is included on the condensed consolidated statements of income as a separate line item. Expenses include direct costs (included in a separate line captioned electronic payment processing direct costs), professional fees, payroll and consulting, and other expenses, all of which are included in the respective caption on the condensed consolidated statements of operations.

The web hosting segment consists of CrystalTech, acquired in July 2004. CrystalTech's revenues are derived primarily from web hosting services and set up fees. CrystalTech generates expenses such as professional fees, payroll and consulting, and depreciation and amortization, which are included in the respective caption on the accompanying condensed consolidated statements of operations, as well as licenses and fees, rent, and general office expenses, all of which are included in other expenses in the respective caption on the condensed consolidated statements of operations.

The Capco segment, which consists of the fifteen Capcos, generates non-cash income from tax credits, interest income and gains from investments in qualified businesses which are included in other income. Expenses primarily include non-cash interest and insurance expense, professional fees consisting of management fees paid to Newtek, legal and auditing fees and losses from Investments in Qualified Businesses.

The all other segment includes revenue and expenses from businesses formed from Investments in Qualified Investments made through the Capco programs which cannot be aggregated with other operating segments.

Corporate activities represent revenue and expenses not allocated to our segments. Revenue includes interest income and management fees earned from Capcos. Expenses primarily include corporate operations related to broad-based sales and marketing, legal, finance, information technology, corporate development and additional costs associated with administering the Capcos.

Management has considered the following characteristics when making its determination of its operating and reportable segments:

- the nature of the product and services,
- the type or class of customer for their products and services,
- the methods used to distribute their products or provide their services, and
- the nature of the regulatory environment, for example, banking, insurance, or public utilities.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

	For the three months ended June 30, 2006	For the three months ended June 30, 2005	For the six months ended June 30, 2006	For the six months ended June 30, 2005
Third Party Revenue				
SBA lending	\$ 2,361	\$ 3,712	\$ 4,483	\$ 5,934
Electronic payment processing	10,561	8,545	20,037	14,556
Web hosting	3,317	2,673	6,520	4,922
Capcos	2,376	10,520	3,944	11,844
All other	1,338	528	3,229	1,878
Corporate activities	1,244	1,422	2,507	2,737
Total reportable segments	21,197	27,400	40,720	41,871
Eliminations	(1,214)	(1,174)	(2,575)	(2,334)
Consolidated totals	19,983	26,226	38,145	39,537
Inter-Segment Revenue				
SBA lending	\$ -	\$ -	\$ -	\$ -
Electronic payment processing	100	69	184	135
Web hosting	17	53	32	53
Capcos	317	136	637	278
All other	459	151	648	313
Corporate activities	538	628	1,069	1,183
Total reportable segments	1,431	1,037	2,570	1,962
Eliminations	(1,431)	(1,037)	(2,570)	(1,962)
Consolidated totals	\$ -	\$ -	\$ -	\$ -
Income (loss) before provision (benefit) for income taxes				
SBA lending	\$ (102)	\$ 1,138	\$ (158)	\$ 482
Electronic payment processing	723	1,150	1,137	1,104
Web hosting	1,048	918	2,051	1,861
Capcos	(3,185)	5,418	(7,327)	1,737
All other	(601)	(958)	(901)	(1,525)
Corporate activities	(1,237)	(664)	(2,252)	(1,521)
Totals	\$ (3,354)	\$ 7,002	\$ (7,450)	\$ 2,138
Depreciation and Amortization				
SBA lending	\$ 414	\$ 347	\$ 810	\$ 745
Electronic payment processing	355	225	639	412
Web hosting	614	489	1,172	846

Edgar Filing: NEWTEK BUSINESS SERVICES INC - Form 10-Q

Capcos	47	—	52	—
All other	128	87	261	199
Corporate activities	39	36	78	71
Totals	\$ 1,597	\$ 1,184	\$ 3,012	2,273

17

	As of June 30, 2006	As of December 31, 2005
Identifiable assets		
SBA lending	\$ 43,964	\$ 46,501
Electronic payment processing	12,970	9,664
Web hosting	13,757	17,101
Capcos	147,814	156,216
All other	21,812	28,845
Corporate activities	3,213	6,686
Consolidated totals	\$ 243,530	\$ 265,013

In February 2006, in connection with the signing of the First Amendment to the GE Line of Credit Agreement, the board of NSBF, a subsidiary of the Company, authorized the issuance of 300 shares of a newly designated Series B Preferred Stock. The shares, valued at \$10,000 each, were issued to the Company in exchange for the cancellation of \$3,000,000 of subordinated debt owed to the Company. The Company assessed the fair value of the Preferred Stock based on the fair value of the intercompany note extinguished since the transaction was not executed with a third party on an arms length basis. Accordingly, no gain or loss on extinguishment is included in the segment data.

Note 11 - SUBSEQUENT EVENTS:

On July 13, 2006, Craig J. Brunet entered into an employment agreement with the Company which provides for annual base compensation of \$240,000 plus participation in future bonus plans and all executive benefit programs available to Company executives. The agreement expires December 31, 2007.

On July 26, 2006, Liberty Media announced that it was acquiring a qualified business in which our Wisconsin Capco has an investment. Terms of the acquisition were not disclosed.

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

The following discussion of our financial condition and results of operations should be read together with our consolidated financial statements and the related notes thereto included in another part of this Quarterly Report. This discussion contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that involve substantial risks and uncertainties. When used in this report the words "anticipate," "believe," "estimate," "expect" and similar expressions as they relate to our management or us are intended to identify such forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Historical operating results are not necessarily indicative of the trends in operating results for any future period.

Our Capcos operate under a different set of rules in each of the 8 jurisdictions and these place varying requirements on the structure of our investments. In some cases, particularly in Louisiana, we don't control the equity or management of a qualified business although at times we don't always make that distinction.

We are a holding company for several wholly- and majority-owned subsidiaries, including 15 certified capital companies which we refer to as Capcos, and several portfolio companies in which the Capcos own non-controlling minority interests. We are a direct distributor of business services to the small-and medium-sized business market. Our target market represents a very significant marketplace in the US GDP, since approximately 51% of the GDP in the United States comes from small-to medium-size businesses, and nine out of ten businesses in the United States fit into this market segment. As of June 30, 2006, we had over 60,000 customers. We use state of the art Web-based proprietary technology to be a low cost provider of products and services to our small and medium size business

clients. We partner with Merrill Lynch, UBS, the Credit Union National Association with its 9,100 credit unions and 8 million members, the Navy Federal Credit Union with 2.5 million members, General Motors Minority Dealers Association, The Veterans Corporation, National Physician's Care, Inc. and the US Women's Chamber of Commerce who have elected to outsource their business services and financial products to us rather than try to provide it for their customers themselves. We are deemphasizing our Capco business in favor of growing our operating businesses.

The Company's reportable business segments are:

SBA Lending: Newtek Small Business Finance, a licensed, U.S. Small Business Administration lender that originates, sells and services loans to qualifying small businesses, which are partially guaranteed by the SBA.

Electronic Payment Processing: A marketer of credit card processing and check approval services to the small- and medium-sized business market.

Web Hosting: CrystalTech Web Hosting, Inc. which offers shared and dedicated web hosting to the small- and medium-sized business market.

Capcos: Fifteen certified capital companies which invest in small- and medium-sized businesses. They generate non-cash income from tax credits and non-cash interest and insurance expenses.

All Other: Includes results from businesses formed from Investments in Qualified Businesses made through Capco programs which cannot be aggregated with other operating segments.

Corporate Activities: Revenue and expenses not allocated to our other segments, including interest income, Capco management fee income and corporate operations expenses.

Business Segments:

Three months ended June 30, 2006

SBA Lending:

Revenues decreased by \$1,351,000 compared to the prior year corresponding period and were primarily affected by a decrease in premium income of \$1,393,000 as a result of originating and selling fewer loans.

Loss before income taxes was \$102,000, compared to income of \$1,138,000 in the corresponding period of 2005 and was primarily affected by:

- A \$1,393,000 decrease in premium on sale, partially offset by:
- A decrease in provision for loan loss and line of credit related fees.

Electronic Payment Processing:

Revenues increased by \$2,016,000 or 24% compared to the prior year corresponding period and were primarily affected by:

- A 64% growth in total customers from 7,500 to 12,300 as a result of our acquisitions and marketing efforts;
- Merchant portfolios, which included approximately 2,700 customers (included in 12,300), purchased in 2005 and 2006 which generated \$218,000 of additional revenue in 2006, partially offset by
- A \$900,000 recovery in 2005 of an investment in Merchant Data Systems received from a legal settlement.

Income before income taxes was \$723,000, compared to income of \$1,150,000 in the corresponding period in 2005 and was primarily affected by:

- A substantial increase in revenue and the leverage of fixed costs, offset by:
- A \$900,000 recovery in 2005 of an investment in Merchant Data Systems received from a legal settlement.

Web Hosting:

Revenues increased \$644,000 or 24% compared to the corresponding period in the prior year and were primarily affected by:

- An increase in customers from 40,000 to 52,000 and:
- An increase in dedicated hosting customers which generate higher revenue per customer.

Income before income taxes increased \$130,000, or 14% compared to the corresponding period and was primarily affected by:

- An increase in revenues and:
- A \$129,000 decrease in interest expense due to a decrease in borrowings during the period, partially offset by:
- A decrease in the revenue per shared web hosting customer due to competitive pressures;
- Increased payroll necessary to service the increased base of customers;
- Increased technology costs and depreciation due to capital invested in additional servers to support the growth in shared and dedicated web hosting customers.

Capcos:

Revenues decreased \$8,144,000 or 77% compared to the prior year corresponding period and were primarily affected by:

- A decrease in income from tax credits totaling \$8,315,000. In the current period the Company achieved the 25% investment threshold in the WNYIV Capco generating \$746,000 in income from tax credits. In the prior period, the Company achieved the 50% investment threshold in the WDC Capco generating \$9,259,000 in income from tax credits. Offsetting this decrease is a net increase of \$198,000 from other Capcos who achieved investment benchmarks in prior periods.

Loss before income taxes was \$3,185,000, compared to income of \$5,418,000 in the corresponding period of 2005 and was primarily affected by a decrease in revenue and an increase in interest expense, insurance expense and management fees associated with two additional Capcos.

All Other:

The all other segment includes revenue and expenses from businesses from Investments in Qualified Businesses made through the Capco programs which cannot be aggregated with other operating segments.

Revenues increased \$810,000 or 153% compared to the prior year corresponding period and were primarily affected by:

- An increase in revenue totaling \$557,000 derived from an investment in the fourth quarter of 2005 in Phoenix Development Group.

The loss before income taxes of \$601,000 as compared with a loss of \$958,000 in the corresponding period of the prior year was primarily affected by:

- A net reduction in losses for a number of smaller entities, many of which have been closed in the past year, partially offset by:
- An increase in the loss of approximately \$130,000 in the insurance related entities.

Corporate Activities:

Revenues decreased slightly due to a decrease in other income offset by an increase in management fee income from two additional Capcos (WTX1 and WNY5) compared to the prior year corresponding period and an increase in interest income.

The loss before income taxes was \$1,237,000, compared to a loss of \$664,000 in the corresponding period of the prior year.

Six months ended June 30, 2006

SBA Lending:

Revenues decreased by \$1,451,000 compared to the prior year corresponding period and were primarily affected by a decrease in premium income of \$1,141,000 as a result of originating and selling fewer loans.

Loss before income taxes was \$158,000 compared to income of \$482,000 in the corresponding period of 2005 and was primarily affected by:

- A \$1,141,000 decrease in premium on sale income and a net reduction of \$402,000 in recoveries of loan liquidation costs, partially offset by:
- A \$747,000 decrease in the provision for loan losses which in 2005 included a \$550,000 increase in the provision to cover losses associated with the Commercial Capital Corporation portfolio acquired in 2002, and
- A reduction of \$176,000 in professional fees.

Electronic Payment Processing:

Revenues increased \$5,481,000, or 38%, compared to the prior year corresponding period and were primarily affected by:

- A 64% growth in customers from 7,500 to 12,300 as a result of our marketing efforts;
- Merchant portfolios, which included approximately 2,700 (included in 12,300) customers, purchased in 2005 and 2006 which generated \$360,000 of additional revenue in 2006, partially offset by:
- A \$900,000 recovery in 2005 of an investment in Merchant Data Systems received from a legal settlement.

Income before income taxes was \$1,137,000, compared to income of \$1,104,000 in the corresponding period in 2005 and was primarily affected by:

- A substantial increase in revenue and the leverage of fixed costs, offset by:
- A \$900,000 recovery in 2005 of an investment in Merchant Data Systems received from a legal settlement.

Web Hosting:

Revenues increased \$1,598,000, or 33%, compared to the corresponding period in the prior year and were primarily affected by:

- An increase in customers from 40,000 to 52,000.
- An increase in dedicated hosting customers which generate higher revenue per customer.

Income before income taxes increased \$190,000, or 10% compared to the corresponding period and was primarily affected by:

- An increase in revenues, partially offset by:
- A decrease in the revenue per shared web hosting customer due to competitive pressures;
- Increased technology costs and payroll necessary to service the increased base of customers;
- Increased depreciation due to capital invested in additional servers to support the growth in shared and dedicated web hosting customers , and
- A \$137,000 increase in interest expense due to an increase in borrowings during the period.

Capcos:

Revenues decreased \$7,900,000 or 67% compared to the prior year corresponding period and were primarily affected by:

- A decrease in income from tax credits totaling \$8,118,000. In the current period the Company achieved the 25% investment threshold in the WNYIV Capco generating \$746,000 in income from tax credits. In the prior period, the Company achieved the 50% investment threshold in the WDC Capco generating \$9,259,000 in income from tax credits. Offsetting this decrease is a net increase of \$395,000 from other Capcos who achieved investment benchmarks in prior periods.

Loss before income taxes was \$7,327,000, compared to income of \$1,737,000 in the corresponding period of 2005 and was primarily affected by a decrease in revenue and an increase in interest expense, insurance expense and management fees associated with two additional Capcos.

All Other:

The all other segment includes revenue and expenses from businesses from Investments in Qualified Businesses made through the Capco programs which cannot be aggregated with other operating segments.

Revenues increased \$1,351,000 or 72% compared to the prior year corresponding period and were primarily affected by:

- An increase in revenue totaling \$1,573,000 derived from an investment in the fourth quarter of 2005 in Phoenix Development Group; partially offset by:
- A decrease in revenue from Exponential Business Development, Inc. of \$650,000.

The loss before income taxes of \$901,000 as compared with a loss of \$1,525,000 in the corresponding period of the prior year was primarily affected by:

- A profit of \$633,000, including a gain on the sale of property of \$310,000 in Phoenix Development Group; and
- A net reduction in losses for a number of smaller investments; partially offset by:
- A \$514,000 loss in Where Eagles Fly, a Washington D.C. investment; and
- A decrease in profit of \$648,000 from Exponential Business Development Company, Inc.

Corporate Activities:

Revenues decreased slightly from \$2,737,000 in 2005 to \$2,507,000 in 2006.

The loss before income taxes was \$2,252,000, compared to a loss of \$1,521,000 in the corresponding period of the prior year.

Comparison of the six months ended June 30, 2006 and June 30, 2005

Revenues decreased by \$1,392,000, or 3.5%, to \$38,145,000 for the six months ended June 30, 2006, from \$39,537,000 for the six months ended June 30, 2005. Income from tax credits from our Capco business decreased by \$8,118,000 to \$3,280,000 for the six months ended June 30, 2006 from \$11,398,000 for the six months ended June 30, 2005.

Electronic payment processing revenue increased by \$6,606,000, or 49%, to \$20,126,000 for the six months ended June 30, 2006 from \$13,520,000 for the six months ended June 30, 2005 due to the increase in electronic payment processing customers. At June 30, 2006, we provided our payment services to over 12,300 customers across the United States, compared to 7,500 customers at June 30, 2005, an increase of 64%. Gross total processing volume increased by 38% to \$923,000,000 for the six months ended June 30, 2006 from \$669,000,000 for the six months ended June 30, 2005.

Web hosting revenue increased by \$1,563,000, or 32%, to \$6,474,000 for the six months ended June 30, 2006 from \$4,911,000 for the six months ended June 30, 2005. The increase is due to the number of customers the Company provided services to and an increase in dedicated hosting customers which generate higher revenue per customer. At June 30, 2006 and 2005, CrystalTech was providing services to 52,000 and 40,000 customers, respectively.

NSBF (SBA Lender) interest income represents earnings on SBA loan receivables. Other interest income consists of investment income on money market accounts, certificate of deposits, U.S. Treasury notes, marketable securities, non-cash accretions of structured products and interest income on qualified investments. The following table details the changes in these different forms of interest income:

(In thousands)	2006	2005	Change
NSBF (SBA Lender)	\$ 1,835	\$ 1,791	\$ 44
Other interest income	1,501	538	963
	\$ 3,336	\$ 2,329	\$ 1,007

The increase in interest income is generally due to an increase in interest rates on investments and loans for the six months ended June 30, 2006 compared to the same period in 2005.

Income from tax credits from our Capco business decreased by \$8,118,000 to \$3,280,000 for the six months ended June 30, 2006 from \$11,398,000 for the six months ended June 30, 2005. In the current period the Company achieved the 25% investment in the WNYIV Capco generating \$746,000 in income from tax credits. In the prior period, the Company achieved the 50% investment threshold in the WDC Capco generating \$9,259,000 in income from tax credits. Offsetting this decrease is a net increase of \$395,000 from other Capcos who achieved investment benchmarks in prior periods.

Premium income decreased by \$1,141,000 to \$1,377,000 for the six months ended June 30, 2006 from \$2,518,000 for the six months ended June 30, 2005. The decrease in premium income was attributable to NSBF selling 60 guaranteed loans in the six months ended June 30, 2006, aggregating \$14,326,000 as compared to 84 loans sold aggregating \$22,939,000 in the same period for the prior year. The premiums recognized in connection with these sales were \$1,211,000 for the six months ended June 30, 2006 as compared with \$1,931,000 in the same period for the prior year.

In addition, in June 2006, NSBF sold \$2,814,000 of loans previously classified as held for investment as compared with \$6,064,000 in June 2005, for aggregate proceeds of \$2,960,000 and \$6,314,000, respectively. The carrying value above the amounts sold of \$146,000 and \$250,000 was recorded as premium income. Also, in connection with these sales, included in premium income for the six months ended June 30, 2006 and 2005 is approximately \$20,000 and \$337,000, respectively, representing the allocated portion of the remaining discount recorded at the time of loan origination.

Servicing fee income related to SBA loans increased by \$48,000 to \$986,000 for the six months ended June 30, 2006 from \$937,000 for the six months ended June 30, 2005. The increase in servicing fee income was attributable to the average servicing portfolio's growth year over year. The average servicing portfolio for the six months ending June 30, 2006 was \$149,000,000 as compared with an average of \$141,000,000 for the six months ending June 30, 2005.

Other income decreased by \$1,072,000 to \$2,134,000 for the six months ended June 30, 2006 from \$3,206,000 for the six months ended June 30, 2005. Other income for the six months ended June 30, 2006 included \$1,573,000 of revenues from Phoenix Development Group, which operates a hotel and owns real estate in Louisiana. For the six months ended June 30, 2005, other income included a \$900,000 recovery of an investment in Merchant Data Systems received from a legal settlement, \$749