

ELOYALTY CORP  
Form 10-Q  
November 06, 2008  
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**UNITED STATES**  
**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 SEPTEMBER 27, 2008**

OR

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

Commission File Number 0-27975

**eLoyalty Corporation**

*(Exact Name of Registrant as Specified in Its Charter)*

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**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**36-4304577**  
*(I.R.S. Employer  
Identification No.)*

**150 Field Drive**  
**Suite 250**

**Lake Forest, Illinois 60045**

*(Address of Registrant's Principal Executive Offices) (Zip Code)*

**(847) 582-7000**

*(Registrant's telephone number, including area code)*

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company.

(Do not check if a smaller reporting company)

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

The number of shares of the registrant's Common Stock, \$0.01 par value per share, outstanding as of October 30, 2008 was 13,419,189.

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**Table of Contents****Part I. Financial Information****Item 1. Financial Statements****eLoyalty Corporation****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited and in thousands, except share and per share data)**

	September 27, 2008	December 29, 2007
<b>ASSETS:</b>		
Current Assets:		
Cash and cash equivalents	\$ 29,851	\$ 21,412
Restricted cash	3,655	2,455
Receivables, (net of allowances of \$76 and \$110)	9,190	11,322
Prepaid expenses	9,316	8,465
Other current assets	3,698	1,074
Total current assets	55,710	44,728
Equipment and leasehold improvements, net	6,883	7,391
Goodwill	2,643	2,643
Intangibles, net	688	828
Other long-term assets	4,509	4,461
Total assets	\$ 70,433	\$ 60,051
<b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>		
Current Liabilities:		
Accounts payable	\$ 5,386	\$ 2,997
Accrued compensation and related costs	4,454	5,555
Unearned revenue	16,489	11,772
Other current liabilities	4,288	3,783
Total current liabilities	30,617	24,107
Long-term unearned revenue	4,772	7,416
Other long-term liabilities	2,330	1,625
Total liabilities	37,719	33,148
Redeemable Series B convertible preferred stock, \$0.01 par value; 5,000,000 shares authorized and designated; 3,631,303 and 3,745,070 shares issued and outstanding with a liquidation preference of \$18,844 and \$19,768 at September 27, 2008 and December 29, 2007, respectively	18,520	19,100
Stockholders Equity:		
Preferred stock, \$0.01 par value; 35,000,000 shares authorized; none issued and outstanding		
Common stock, \$0.01 par value; 50,000,000 shares authorized; 13,632,116 and 9,885,458 shares issued at September 27, 2008 and December 29, 2007; and 13,350,235 and 9,735,492 outstanding at September 27, 2008 and December 29, 2007, respectively	136	99
Additional paid-in capital	195,790	172,483
Accumulated deficit	(176,052)	(158,548)
Treasury stock, at cost, 281,881 and 149,966 shares at September 27, 2008 and December 29, 2007	(1,839)	(2,731)

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Accumulated other comprehensive loss	(3,841)	(3,500)
Total stockholders' equity	14,194	7,803
Total liabilities and stockholders' equity	\$ 70,433	\$ 60,051

See accompanying notes to the Condensed Consolidated Financial Statements.

**Table of Contents****eLoyalty Corporation****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited and in thousands, except per share data)**

	<b>For the</b>		<b>For the</b>	
	<b>Three Months Ended</b>	<b>Sept. 29,</b>	<b>Nine Months Ended</b>	<b>Sept. 29,</b>
	<b>Sept. 27,</b>	<b>2007</b>	<b>Sept. 27,</b>	<b>2007</b>
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Revenue:</b>				
Services	\$ 18,198	\$ 22,461	\$ 57,769	\$ 67,939
Product	956	2,909	5,851	8,672
Revenue before reimbursed expenses (net revenue)	19,154	25,370	63,620	76,611
Reimbursed expenses	941	1,243	2,487	3,894
Total revenue	20,095	26,613	66,107	80,505
<b>Operating expenses:</b>				
Cost of services	11,673	14,945	38,598	44,906
Cost of product	1,041	2,169	4,865	6,601
Cost of revenue before reimbursed expenses	12,714	17,114	43,463	51,507
Reimbursed expenses	941	1,243	2,487	3,894
Total cost of revenue, exclusive of depreciation and amortization shown below:	13,655	18,357	45,950	55,401
Selling, general and administrative	10,608	11,959	33,285	36,486
Severance and related costs	686	5	1,138	5
Depreciation and amortization	1,094	913	3,149	2,634
Total operating expenses	26,043	31,234	83,522	94,526
Operating loss	(5,948)	(4,621)	(17,415)	(14,021)
Interest and other (expense) income, net	(95)	281	(13)	1,199
Loss before income taxes	(6,043)	(4,340)	(17,428)	(12,822)
Income tax provision	(27)	(6)	(76)	(8)
Net loss	(6,070)	(4,346)	(17,504)	(12,830)
Dividends related to Series B preferred stock	(324)	(341)	(973)	(1,070)
Net loss available to common stockholders	\$ (6,394)	\$ (4,687)	\$ (18,477)	\$ (13,900)
Basic net loss per common share	\$ (0.63)	\$ (0.55)	\$ (1.93)	\$ (1.68)
Diluted net loss per common share	\$ (0.63)	\$ (0.55)	\$ (1.93)	\$ (1.68)
Shares used to calculate basic net loss per share	10,171	8,578	9,562	8,272
Shares used to calculate diluted net loss per share	10,171	8,578	9,562	8,272

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Stock-based compensation, primarily restricted stock, included in individual line items

above:

Cost of services	\$ 682	\$ 187	\$ 2,682	\$ 743
Selling, general and administrative	2,376	2,066	9,144	7,572
Severance and related costs	58		103	

See accompanying notes to the Condensed Consolidated Financial Statements.

**Table of Contents****eLoyalty Corporation****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited and in thousands)**

	<b>For the Nine Months Ended</b>	
	<b>Sept. 27, 2008</b>	<b>Sept. 29, 2007</b>
<b>Cash Flows from Operating Activities:</b>		
Net loss	\$ (17,504)	\$ (12,830)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	3,149	2,634
Stock-based compensation	11,826	8,315
Provision for uncollectible amounts	(16)	152
Severance and related costs	229	
Changes in assets and liabilities:		
Receivables	2,110	(473)
Prepaid expenses	(325)	(2,802)
Other assets	(2,836)	922
Accounts payable	2,391	527
Accrued compensation and related costs	(903)	1,078
Unearned revenue	2,081	5,051
Other liabilities	2	(1,117)
Net cash provided by operating activities	204	1,457
<b>Cash Flows from Investing Activities:</b>		
Capital expenditures and other	(641)	(3,384)
Net cash used in investing activities	(641)	(3,384)
<b>Cash Flows from Financing Activities:</b>		
Rights offering, net	14,898	
Acquisition of treasury stock	(3,123)	(3,069)
Increase in restricted cash	(1,200)	(1,000)
Payment of Series B dividends	(1,317)	(1,465)
Proceeds from stock compensation and employee stock purchase plans	287	379
Principal payments under capital lease obligations	(538)	
Other		24
Net cash provided by (used in) financing activities	9,007	(5,131)
Effect of exchange rate changes on cash and cash equivalents	(131)	(91)
Increase (decrease) in cash and cash equivalents	8,439	(7,149)
Cash and cash equivalents, beginning of period	21,412	31,645
Cash and cash equivalents, end of period	\$ 29,851	\$ 24,496
<b>Non-Cash Investing and Financing Transactions:</b>		
Capital lease obligations incurred	\$ 1,986	\$ 528



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Capital equipment purchased on credit	1,986	528
Change in net unrealized security gain	(211)	387
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash refunded for income taxes, net	\$	\$ 1,155
Interest paid	(367)	

See accompanying notes to the Condensed Consolidated Financial Statements.

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**eLoyalty Corporation**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Note One General**

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of eLoyalty Corporation ( we , eLoyalty or the Company ) include all normal and recurring adjustments necessary for a fair presentation of our condensed consolidated financial position as of September 27, 2008 and December 29, 2007, the condensed consolidated results of our operations for the three months and nine months ended September 27, 2008 and September 29, 2007 and our condensed consolidated cash flows for the nine months ended September 27, 2008 and September 29, 2007, and are in conformity with Securities and Exchange Commission ( SEC ) Rule 10-01 of Regulation S-X.

The results of operations for any interim period are not necessarily indicative of the results for the full year. The accompanying financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in our Annual Report on Form 10-K for the fiscal year ended December 29, 2007.

**Note Two Revenue Recognition**

***Behavioral Analytics Business Unit***

***Behavioral Analytics Service Line***

Consulting services revenue included in the Behavioral Analytics Service Line primarily consists of fees charged to our clients to perform Behavioral Analytics assessments. These assessments are generally performed for our clients on a fixed fee basis. Revenue is recognized as the services are performed with performance generally assessed on the ratio of actual hours incurred to date compared to the total estimated hours over the entire contract.

Managed services revenue included in the Behavioral Analytics Service Line consists of planning, deployment, training, and subscription fees. The planning, deployment and training fees, which are considered to be installation fees, related to the long-term subscription contract are deferred until the installation is complete and are then recognized over the term of the applicable subscription contract. The terms of these subscription contracts generally range from three to five years. As of September 27, 2008 and December 29, 2007, deferred revenue totaled \$6.3 million and \$5.4 million, respectively. Installation costs incurred are deferred up to an amount not to exceed the amount of deferred installation revenue and additional amounts that are recoverable based on the contractual arrangement. Such costs are amortized over the term of the subscription contract. Costs in excess of the foregoing revenue amount are expensed in the period incurred. As of September 27, 2008 and December 29, 2007, the Company had deferred costs totaling \$4.9 million and \$3.5 million, respectively.

Revenue associated with the Behavioral Analytics subscription fees are based on a number of factors such as the number of customer service representatives accessing the system and/or hours of calls analyzed during the specific month, and are recognized as the service is performed for the client.

**Marketing Managed Services**

Marketing Managed Services revenue is derived from marketing application hosting and email fulfillment. Revenue related to hosting services is generally a fixed monthly fee and is recognized as the services are performed for the client. Any related setup fee would be recognized over the contract period of the hosting arrangement. Revenue related to email fulfillment services is recognized as the services are provided to the client based on the number of emails distributed for the client.

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***Integrated Contact Solution/CRM Business Unit***

**Integrated Contact Solutions Service Line**

Consulting services revenue included in the Integrated Contact Solutions Service Line consists of the modeling, planning, configuring or integrating of a Converged Internet Protocol ( IP ) network solution within our client s contact center environment. These services are provided to the client on a time and materials or fixed fee basis. For the integration of a system, the Company recognizes revenue as the services are performed with performance generally assessed on the ratio of hours incurred to date compared to the total estimated hours over the entire contract. For all other consulting services, we recognize revenue as the services are performed for the client.

Managed services revenue included in the Integrated Contact Solutions Service Line consists of contact center support and monitoring. Support and monitoring fees are generally contracted for a fixed fee, and the revenue is recognized ratably over the term of the contract. Support fees that are contracted on a time and materials basis are recognized as the services are performed for the client.

For fixed price Managed services contracts where the Company provides support for third-party software and hardware, revenue is recorded at the gross amount of the sale because the contracts satisfy the requirements for gross reporting under Emerging Issues Task Force ( EITF ) 99-19 Reporting Revenue Gross as a Principal versus Net as an Agent . If the contract does not meet the requirements for gross reporting under EITF 99-19, Managed services revenue is recorded at the net amount of the sale.

Revenue from the sale of Product, which consists primarily of third-party software and hardware resold by the Company, is generally recorded at the gross amount of the sale because the contracts satisfy the requirements for Gross reporting under EITF 99-19. Software revenue is recognized in accordance with Statement of Position ( SOP ) 97-2 Software Revenue Recognition .

Within the Integrated Contact Solutions Service Line, Consulting services, Managed services and the resale of Product may be sold and delivered together. In arrangements that include the resale of software, SOP 97-2 requires determination of vendor specific objective evidence ( VSOE ) for each of the individual elements. If VSOE does not exist for the allocation of revenue to the various elements of the arrangement, all revenue from the arrangement is deferred until all elements of the arrangement without VSOE have been delivered to the client. If the remaining undelivered elements are post contract support ( PCS ) or other deliverables with similar attribution periods, the arrangement revenue is recognized ratably over the remaining service period. Revenue of \$3.0 million and \$1.5 million has been deferred as of September 27, 2008 and December 29, 2007, respectively, due to the lack of VSOE for elements within these arrangements. This revenue will be recognized when the elements without VSOE are delivered to the client or will be recognized ratably over the remaining service period. eLoyalty expects \$2.5 million of the \$3.0 million of deferred revenue to be recognized in the fourth quarter of 2008.

**Traditional CRM Service Line**

Consulting services revenue included in the Company s traditional Customer Relationship Management ( CRM ) Service Line consists of operational consulting and integrating or building a system for the client. These services are provided to the client on a time and materials or fixed fee basis. For the integration or building of a system, the Company recognizes revenue as the services are performed with performance generally assessed on the ratio of hours incurred to date compared to the total estimated hours over the entire contract. For all other consulting services, we recognize revenue as the services are performed for the client.

Managed services revenue included in the traditional CRM Service Line consists of remote application support. Contracts for remote application support can be based on a fixed fee or time and materials basis. Revenue is recognized ratably over the contract period for fixed fee support. Revenue is recognized as the services are provided to the client for time and material contracts.

In accordance with EITF 00-21 Revenue Arrangements with Multiple Elements, arrangements containing multiple services

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are segmented into separate elements when the services represent separate earning processes. Revenue related to contracts with multiple elements is allocated based on the fair value of the element and is recognized in accordance with our accounting principles for each element, as described above. If the fair value for each element cannot be established, revenue is deferred until all elements have been delivered to the client. If PCS or similar services are the only remaining activity without established fair value, the revenue is recognized ratably over the service period. Each of our Service Lines may have arrangements that could be reviewed in accordance with EITF 00-21.

Reimbursed expenses revenue includes billable costs related to travel and other out-of-pocket expenses incurred while performing services for our clients. The charge for third-party product and support may be included within this category if the transaction does not satisfy the requirements for gross reporting under EITF 99-19 and the net revenue is recognized as Product or Managed services revenue. An equivalent amount of reimbursable expenses is included in Cost of revenue.

Payments received for Managed services contracts, in excess of the amount of revenue recognized for these contracts, are recorded as Unearned revenue until revenue recognition criteria are met.

**Note Three Stock-Based Compensation*****Stock-Based Plans***

The Company issues stock awards under two stock incentive plans: the eLoyalty Corporation 1999 Stock Incentive Plan (the 1999 Plan ) and the eLoyalty Corporation 2000 Stock Incentive Plan (the 2000 Plan ). Under the 1999 Plan and the 2000 Plan, awards of restricted stock or bonus (installment) stock, salary replacement, stock options, stock appreciation rights and performance shares may be granted to directors, officers, employees, consultants, independent contractors and agents of the Company and its subsidiaries. Awards granted under the 1999 Plan and 2000 Plan are made at the discretion of the Compensation Committee of the Company's Board of Directors. If shares or options awarded under the 1999 Plan and the 2000 Plan are not issued due to cancellation of unvested or unexercised options or shares, then those options or shares again become available for issuance under the plans. Under the 1999 Plan, on the first day of each fiscal year, the aggregate number of shares available for issuance under the 1999 Plan is automatically increased by an amount equal to 5% of the total number of shares of common stock that are outstanding. Under the 2000 Plan, the Company originally reserved 280,000 shares of the Company common stock for issuance. At the 2008 Annual Meeting of Stockholders, stockholders approved the amendment and restatement of the eLoyalty Corporation 1999 Stock Incentive Plan to increase the number of shares available for issuance under the Plan by 1,500,000. As of September 27, 2008, there were a total of 926,012 shares available for future grants under the 1999 Plan, 2000 Plan and from treasury stock.

Stock compensation expense was \$3.1 million and \$2.3 million for the three months ended September 27, 2008 and September 29, 2007, and \$11.8 million and \$8.3 million for the nine months ended September 27, 2008 and September 29, 2007, respectively. The Company recognizes stock-based compensation under Statement of Financial Accounting Standards ( SFAS ) No. 123R Shared-Based Payment . The Company recognizes stock compensation expense on a straight-line basis over the vesting period. The Company has established its forfeiture rate based on historical experience. The Company did not recognize the windfall tax benefit related to the excess tax deduction because we currently do not anticipate realizing the tax savings associated with this deduction. The amount of this excess tax deduction was \$0 and \$0.6 million for the three months ended September 27, 2008 and September 29, 2007, and \$0 and \$3.7 million for the nine months ended September 27, 2008 and September 29, 2007, respectively.

***Restricted Stock***

Restricted stock awards are shares of eLoyalty common stock granted to an individual. During the restriction period, the holder of granted restricted stock receives all of the benefits of ownership (right to dividends, voting rights, etc.), other than the right to sell or otherwise transfer any interest in the stock. Installment stock awards are grants to an individual of a contractual right to receive future shares of eLoyalty common stock in specified amounts on specified vesting dates, subject to the individual remaining an eLoyalty employee on the specified vesting dates.

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Restricted and installment stock award activity was as follows for the nine months ended September 27, 2008:

	Shares	Weighted Average Price
Nonvested balance at December 29, 2007	992,503	\$ 12.80
Granted	1,058,759	\$ 9.07
Vested	(670,983)	\$ 9.16
Forfeited	(216,299)	\$ 14.14
Nonvested balance at September 27, 2008	1,163,980	\$ 11.24

(In millions)	For the		For the	
	Three Months Ended Sept. 27, 2008	Sept. 29, 2007	Nine Months Ended Sept. 27, 2008	Sept. 29, 2007
Total fair value of restricted and installment stock awards vested	\$ 0.8	\$ 1.7	\$ 5.5	\$ 8.9

As of September 27, 2008, there remains \$10.0 million of unrecognized compensation expense related to restricted and installment stock awards. These costs are expected to be recognized over a weighted average period of 2.5 years.

**Stock Options**

Stock option awards may be in the form of incentive or non-qualified options. Stock options are granted with an exercise price per share equal to the fair market value of a share of the Company common stock on the date of grant, and have a maximum term of 10 years. The stock option terms are set by the Compensation Committee and generally become exercisable over a period of four years. The vesting can begin in equal monthly or quarterly increments over the vesting period. The Company recognized compensation expense related to option awards of \$0.2 million and \$0.2 million, respectively, for the three months ended September 27, 2008 and September 29, 2007, and \$0.8 million and \$0.7 million for the nine months ended September 27, 2008 and September 29, 2007, respectively.

In addition, the 1999 Plan provides that each non-employee director, upon commencing service, shall receive a non-qualified stock option to purchase 50,000 shares of the Company common stock that vests ratably over a period of 48 months. The day after the annual stockholders meeting, each non-employee director is granted an additional non-qualified stock option to purchase 5,000 shares of the Company common stock. Stock options granted to non-employee directors have an exercise price per share equal to the fair market value of a share of the Company common stock on the grant date, and are exercisable for up to 10 years.

During the first quarter of 2008, a total of 195,000 options were granted to five of the Company's management members, vesting 25% after a one year period with the balance of the shares vesting in 12 equal quarterly installments, with a maximum term of 10 years. The exercise price per share was \$10.54, the closing price of a share of eLoyalty common stock on February 19, 2008. During the first quarter of 2007, a total of 200,000 options, vesting in 16 equal quarterly installments were granted to four of the Company's officers, with a maximum term of 10 years. The exercise price per share was \$21.95, the closing price of a share of eLoyalty common stock on February 20, 2007.

During the second quarter of 2008, a total of 25,000 options were granted to non-employee directors. Each of the five non-employee directors received 5,000 options which will vest ratably 25% on February 28, 2009, and the balance will vest quarterly over the following three years, with a maximum term of 10 years. The exercise price per share was \$6.60, the closing price of a share of eLoyalty common stock on May 16, 2008.

During the second quarter of 2007, a total of 25,000 options were granted to non-employee directors. On May 17, 2007, the newly appointed non-employee director was granted a non-qualified stock option to purchase 5,000 options of eLoyalty common stock, vesting ratably over 48 months, with a maximum term of 10 years. The exercise price per share was \$23.35, the closing price of a share of eLoyalty common stock on May 17, 2007. On May 18, 2007, a total of 20,000 options were granted to non-employee directors with each of the four non-employee directors receiving 5,000 options, vesting ratably over 12 months, with a maximum term of 10 years. The exercise price per share was \$23.38, the closing price of a share of eLoyalty common stock on May 18, 2007.



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Option activity was as follows for the nine months ended September 27, 2008:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Weighted Average Fair Value of Option Grants
Outstanding as of December 29, 2007	744,163	\$ 22.45	6.2	
Granted	220,000	\$ 10.09		\$ 5.67
Exercised		\$		
Forfeited	(22,106)	\$ 115.19		
Outstanding as of September 27, 2008	942,057	\$ 17.39	6.4	
Exercisable as of September 27, 2008	569,557	\$ 19.53		
Outstanding intrinsic value at September 27, 2008 (in millions)	\$ 0.2			
Exercisable intrinsic value at September 27, 2008 (in millions)	\$ 0.2			

(In millions)	For the Three Months Ended		For the Nine Months Ended	
	Sept. 27, 2008	Sept. 29, 2007	Sept. 27, 2008	Sept. 29, 2007
Total fair value of stock options vested	\$ 0.2	\$ 0.2	\$ 0.6	\$ 0.6
Intrinsic value of stock options exercised	\$	\$	\$	\$
Proceeds received from option exercises	\$	\$	\$	\$ 0.2

As of September 27, 2008, there remains \$2.6 million of unrecognized compensation expense related to stock options. These costs are expected to be recognized over a weighted average period of 1.5 years.

The fair value for options granted during the nine months ended September 27, 2008 and September 29, 2007, was estimated on the date of grant using a Black Scholes option-pricing model. The Company used the following assumptions:

	For the Nine Months Ended	
	Sept. 27, 2008	Sept. 29, 2007
Risk-free interest rates	2.5% - 3.1%	4.7% - 4.9%
Expected dividend yield		
Expected volatility	58% - 59%	55% - 57%
Expected lives	6 years	5 years

Historical Company information is the primary basis for the selection of expected life, expected volatility and expected dividend yield assumptions. The risk-free interest rate is selected based on the yields from U.S. Treasury Strips with a remaining term equal to the expected term of the options being valued.

**Salary Replacement Program**

The Company implemented a Salary Replacement Program in November 2006. Under the initial program, executives and Vice Presidents exchange a percentage of their salary for grants of shares of the Company's common stock. The program began December 1, 2006 and had been authorized by the Board of Directors through December 31, 2007. In October 2007, the Board of Directors approved a modification and

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extended the plan through December 31, 2008. In addition, the program was expanded to include employees at the Senior Principal and Director levels who are based in North America. The salary reduction percentages range from 10% to 30% dependent on salary levels of the impacted executives, Vice Presidents, Senior Principals and Directors.



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The percentage of salary paid in stock increased for some of the more highly compensated executives and Vice Presidents. In February 2008, the Board of Directors modified the plan to further reduce cash salaries at the executive and Vice President level by 7.5% of gross salary in exchange for an additional 12.5% salary in the form of additional shares. The new salary reduction percentages range from 10% to 37.5% depending on salary levels of the affected executives, Vice Presidents, Senior Principals and Directors. Subject to quarterly Compensation Committee approval, the Company will issue common stock at fair market value commensurate with terms of the program. Under the Salary Replacement Program a total of 182,955 and 34,138 shares were granted during the three months ended September 27, 2008 and September 29, 2007 respectively, and 460,479 and 76,842 shares were granted during the nine months ended September 27, 2008 and September 29, 2007, respectively.

**Other Stock Compensation**

Beginning in 2008, the Company began to pay director fees, commissions and bonuses with stock, a total of 86,175 and 169,153 shares were granted during the three months and nine months ended September 27, 2008, respectively.

**Employee Stock Purchase Plan**

During the second quarter of 2007, eLoyalty's Board of Directors and stockholders approved the proposal to increase the number of shares available under the Employee Stock Purchase Plan to 500,000. eLoyalty reinstated the Plan in the third quarter of 2007. The Plan is intended to qualify as an employee stock purchase plan under section 423 of the Internal Revenue Code. Eligible employees are permitted to purchase shares of eLoyalty common stock at below-market prices. Under this Plan, the purchase period opens on the first day of the calendar quarter and ends on the last business day of each calendar quarter, a total of 17,776 shares and 14,446 shares were issued during the three months ended September 27, 2008 and September 29, 2007, respectively, and 41,514 shares and 14,446 shares were issued during the nine months ended September 27, 2008 and September 29, 2007, respectively. The first purchase period opened July 1, 2007. We recorded \$25 thousand and \$49 thousand of expense for this program for the three months ended September 27, 2008 and September 29, 2007, respectively, and \$101 thousand and \$49 thousand of expense for this program for the nine months ended September 27, 2008 and September 29, 2007, respectively.

**Note Four Severance and Related Costs**

Severance costs are comprised primarily of contractual salary and related fringe benefits over the severance payment period. Facility costs include losses on contractual lease commitments, net of estimated sublease recoveries, and impairment of leasehold improvements and certain office assets. Other costs include laptop costs, contractual computer lease termination costs and employee related expenses.

In the third quarter of 2008, the Company recorded \$0.7 million of expense primarily related to severance and related costs for the elimination of seven positions and the reduction of leased office space. In the third quarter of 2007, the Company recorded \$5 thousand of expense primarily related to an adjustment to a previously estimated facility cost accrual. For the first nine months of 2008, the Company recognized pre-tax charges (including adjustments) of \$1.1 million. The \$1.1 million of expense recorded in the first nine months of 2008 is primarily due to restructuring actions taken in 2008 for the elimination of twenty-four positions and the reduction of leased office space.

During the first nine months of 2008 and 2007, the Company made cash payments of \$1.3 million and \$0.3 million related to cost reduction actions. The 2008 cash payments primarily related to severance and related costs and expenses related to reduced leased office space. Included in the 2007 payments were costs related to office space reductions and office closures, reserved for in fiscal years 2002 and 2001. The Company expects substantially all remaining severance and other related accruals to be paid out by the fourth quarter of 2008 pursuant to agreements entered into with affected employees.

The severance and related costs and their utilization for the nine months ended September 27, 2008 are as follows:

(In millions)	Employee Severance	Facilities	Total
<b>Balance, December 29, 2007</b>	\$ 0.8	\$	\$ 0.8
Charges	0.9	0.2	1.1
Adjustments charged to severance and related costs			

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Charged to severance and related costs	0.9	0.2	1.1
Payments	(1.2)	(0.1)	(1.3)
<b>Balance, September 27, 2008</b>	<b>\$ 0.5</b>	<b>\$ 0.1</b>	<b>\$ 0.6</b>

**Table of Contents****Note Five Current Unearned Revenue**

Current unearned revenue was \$16.5 million and \$11.8 million as of September 27, 2008 and December 29, 2007. Current unearned revenue reflects prepayment by our clients in advance of our recognition of this revenue. Payments are generally received in advance from clients that are utilizing our Behavioral Analytics Managed services and Integrated Contact Solutions Managed services. Current unearned revenue will be recognized within the next twelve months and consisted of the following:

(In millions)	September 27, 2008	As of December 29, 2007
Integrated Contact Solutions Managed Services	\$ 8.3	\$ 8.5
Behavioral Analytics Managed Services	3.7	2.2
Other	4.5	1.1
Total	\$ 16.5	\$ 11.8

**Note Six Long-Term Unearned Revenue**

Long-term unearned revenue was \$4.8 million and \$7.4 million as of September 27, 2008 and December 29, 2007. Long-term unearned revenue reflects prepayment by our clients in advance of our recognition of this revenue. Payments are generally received in advance from clients that are utilizing our Behavioral Analytics Managed services and Integrated Contact Solutions Managed services. Long-term unearned revenue reflects revenue that will be recognized beyond the next twelve months and consisted of the following:

(In millions)	September 27, 2008	As of December 29, 2007
Integrated Contact Solutions Managed Services	\$ 1.3	\$ 3.7
Behavioral Analytics Managed Services	3.5	3.2
Other		0.5
Total	\$ 4.8	\$ 7.4

**Note Seven Comprehensive Net Loss**

Comprehensive net loss is comprised of the following:

(In millions)	For the Three Months Ended		For the Nine Months Ended	
	Sept. 27, 2008	Sept. 29, 2007	Sept. 27, 2008	Sept. 29, 2007
Net loss	\$ (6.1)	\$ (4.3)	\$ (17.5)	\$ (12.8)
Other comprehensive loss:				
Unrealized (loss) gain on marketable securities		0.4	(0.2)	0.4
Effect of currency translation	(0.1)	0.1	(0.1)	(0.1)
Comprehensive net loss	\$ (6.2)	\$ (3.8)	\$ (17.8)	\$ (12.5)



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The accumulated other comprehensive loss, which represents the cumulative effect of foreign currency translation adjustments and unrealized gains on marketable securities, was \$3.8 million and \$3.5 million at September 27, 2008 and December 29, 2007, respectively. The unrealized gain relates to stock of a publicly traded company, the value of which is included in Other Current Assets.

**Note Eight Loss Per Share**

The following table sets forth the computation of the loss and shares used in the calculation of basic and diluted loss per share:

(In millions, except share and per share data)	For the		For the	
	Three Months Ended Sept. 27, 2008	Sept. 29, 2007	Nine Months Ended Sept. 27, 2008	Sept. 29, 2007
Net loss	\$ (6.1)	\$ (4.4)	\$ (17.5)	\$ (12.8)
Series B preferred stock dividends	(0.3)	(0.3)	(1.0)	(1.1)
Net loss available to common stockholders	\$ (6.4)	\$ (4.7)	\$ (18.5)	\$ (13.9)
Per common share				
Basic loss before Series B preferred stock dividends	\$ (0.60)	\$ (0.51)	\$ (1.83)	\$ (1.55)
Basic net loss	\$ (0.63)	\$ (0.55)	\$ (1.93)	\$ (1.68)
Weighted average common shares outstanding (in thousands)	10,171	8,578	9,562	8,272
Currently anti-dilutive common stock equivalents <sup>(1)</sup> (in thousands)	3,592	4,111	3,678	4,646

(1) In periods in which there was a loss, the dilutive effect of common stock equivalents, which is primarily related to the 7% Series B Convertible Preferred Stock, was not included in the diluted loss per share calculation as they were antidilutive.

**Note Nine Leases****Capital Leases**

The Company acquired \$2.0 million of computer equipment and leasehold improvements using capital leases in 2008. These assets were primarily related to investments in our Behavioral Analytics Service Line. All capital leases are for a term of 3 years. The liabilities for these capital leases are included in Other current liabilities and Other long-term liabilities on the balance sheet.

The following is a schedule by year of future minimum lease payments under capital leases together with the present value of the net minimum lease payments as of September 27, 2008:

(In millions)	Amount
Year	
2008	\$ 0.4
2009	1.4
2010	1.4
Thereafter	0.4
Total minimum lease payments	\$ 3.6
Less: estimated executory costs	(0.4)

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Net minimum lease payments	\$ 3.2
Less: amount representing interest	(0.3)
Present value of minimum lease payments	\$ 2.9

**Table of Contents****Note Ten Segment Information**

Beginning in 2008 the Company operates in two business segments, Behavioral Analytics™ services and Integrated Contact Solutions/CRM, based on the criteria of Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards ( SFAS ) No. 131 Disclosure about Segments of an Enterprise and Related Information . These segments are consistent with the Company s management of the business and reflect its internal financial reporting structure and operating focus.

The Behavioral Analytics™ service business segment focuses on solutions that improve the reliability of call recording and applies human behavioral modeling to analyze and improve customer interactions. The Behavioral Analytics™ service is primarily a hosted solution and is delivered as a subscription service. Revenue from Behavioral Analytics™ assessments, deployments and subscription services as well as marketing application hosting and email fulfillment services are included in this business segment.

The Integrated Contact Solutions/CRM business segment focuses on helping clients realize the benefits of transitioning their contact centers to a single network infrastructure from the traditional two-network (voice network and separate data network) model. Revenue from consulting services, managed services, product resale, traditional CRM and remote application support services are included in this business segment.

Management believes that Segment Operating Income/(Loss) Before Stock-Based Compensation, Severance and Related Costs, and Depreciation and Amortization is an appropriate measure of evaluating the operational performance of the Company s segments. However, this measure should be considered in addition to, not as a substitute for, or superior to, income from operations or other measures of financial performance prepared in accordance with General Accepted Accounting Principles. The Company does not allocate depreciation or amortization or other items below the Operating Income/(Loss) level to the business segments. Also, the Company does not track or review asset information, other than capital expenditures, by reportable segments. Prior to 2008, the Company operated in one business segment and did not track information for the two new business segments. The 2007 data is not presented because it would be impractical to obtain information for the two new business segments.

The following table presents summarized information by business segment along with a reconciliation to operating income (loss):

(In millions)	Quarter to Date Segment Reporting at September 27, 2008			
	Behavioral Analytics	Integrated Contact Solutions/CRM	Corporate	Total
Revenue				
Services	\$ 4.7	\$ 13.5	\$	\$ 18.2
Product		1.0		1.0
Net revenue	4.7	14.5		19.2
Reimbursed expenses	0.1	0.8		0.9
Total revenue	4.8	15.3		20.1
Segment operating income/(loss) before stock-based compensation, severance and related costs and depreciation and amortization	(1.3)	2.8	(2.6)	(1.1)
Stock-based compensation	1.3	1.3	0.5	3.1
Severance and related costs			0.7	0.7
Depreciation and amortization			1.1	1.1
Operating income/(loss)	(2.6)	1.5	(4.9)	(6.0)
Interest and other income/(expense)			(0.1)	(0.1)
Income taxes				
Net income/(loss)	\$ (2.6)	\$ 1.5	\$ (5.0)	\$ (6.1)
Capital investments	\$ 0.3	\$ 0.2	\$ 0.2	\$ 0.7





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(In millions)	Year to Date Segment Reporting at September 27, 2008				Total
	Behavioral Analytics	Integrated Contact Solutions/CRM	Corporate		
Revenue					
Services	\$ 13.0	\$ 44.8	\$		\$ 57.8
Product		5.8			5.8
Net revenue	13.0	50.6			63.6
Reimbursed expenses	0.3	2.2			2.5
Total revenue	13.3	52.8			66.1
Segment operating income/(loss) before stock-based compensation, severance and related costs and depreciation and amortization	(3.8)	11.1	(8.6)		(1.3)
Stock-based compensation	4.9	5.1	1.8		11.8
Severance and related costs			1.1		1.1
Depreciation and amortization			3.2		3.2
Operating income/(loss)	(8.7)	6.0	(14.7)		(17.4)
Interest and other income/(expense)					
Income taxes			(0.1)		(0.1)
Net income/(loss)	\$ (8.7)	\$ 6.0	\$ (14.8)		\$ (17.5)
Capital investments	\$ 1.9	\$ 0.3	\$ 0.3		\$ 2.5

**Note Eleven Fair Value Measurements**

As discussed in Note Twelve effective January 1, 2008 the Company adopted SFAS No. 157 as it relates to financial assets and liabilities that are being measured and reported at fair value on a recurring basis. Although the adoption of SFAS No. 157 had no material effect on its consolidated financial statements, the Company is now required to provide additional disclosure as part of its financial statements. In accordance with FSP FAS 157-2, the Company deferred adoption of SFAS No. 157 as it relates to non-financial assets and liabilities measured at fair value on a non-recurring basis.

SFAS No. 157 clarifies that fair value is an exit price and also establishes a three-tier valuation hierarchy for ranking the quality and reliability of the information used to determine fair values. The first tier (Level 1) uses quoted market prices in active markets for identical assets or liabilities. Level 2 uses inputs, other than quoted market prices for identical assets or liabilities in active markets, which are observable either directly or indirectly. Level 3 uses unobservable inputs in which there are little or no market data, and requires the entity to develop its own assumptions. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of September 27, 2008:

(In millions)	Fair Value Measurements at September 27, 2008 Using			
	Total carrying at Sept. 27, 2008	Quoted Prices in Active Markets (Level 1)	Other Observable (Level 2)	Significant Unobservable (Level 3)
Available for sale securities	\$ 0.2	\$ 0.2	\$	\$

These securities are included in Other Current Assets on the Company's balance sheet.



**Table of Contents****Note Twelve Recent Accounting Pronouncements**

In May 2008, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 162 The Hierarchy of Generally Accepted Accounting Principles . SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS No. 162 becomes effective sixty days following the Securities and Exchange Commission 's approval of Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles . The Company does not expect the adoption of SFAS No. 162 to have a material effect on its consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP No. FAS 142-3 ). FSP No. FAS 142-3 requires companies estimating the useful life of a recognized intangible asset to consider their historical experience in renewing or extending similar arrangements or, in the absence of historical experience, to consider assumptions that market participants would use about renewal or extension as adjusted for SFAS No. 142 's, *Goodwill and Other Intangible Assets*, entity-specific factors. FSP No. FAS 142-3 will be effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the potential impact of adoption of FSP No. FAS 142-3 on its consolidated financial statements. However, the Company does not expect the adoption of FSP No. FAS 142-3 to have a material effect on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities. SFAS No. 159 permits entities to choose to measure eligible items at fair value at specified election dates and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The company did not elect the fair value option permitted under SFAS 159 so adoption had no impact on its financial statements.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements , which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective for fiscal years beginning after November 15, 2007. On February 14, 2008 the FASB issued FSP FAS No. 157-1 Application of FASB Statement No. 157 to FASB Statement 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement Under Statement 13 that amends SFAS No. 157 to exclude its application for purposes of lease classification or measurement under SFAS 13. On February 12, 2008, the FASB issued Staff Position Financial Accounting Standard (FSP FAS) No. 157-2 Effective Date of FASB Statement No. 157 that amends SFAS No. 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis to fiscal years beginning after November 15, 2008. The Company adopted the required provisions of SFAS No. 157-1 effective January 1, 2008 and there was no material effect on its consolidated financial statements. The Company has adopted SFAS 157-2 to delay the adoption effects related to non-financial assets and does not anticipate there will be a material effect on its consolidated financial statements. See Note Eleven for additional information related to the adoption of FAS 157 related to financial assets.

**Note Thirteen Litigation and Other Contingencies**

The Company, from time to time, has been subject to legal claims arising in connection with its business. While the results of these claims cannot be predicted with certainty, there are no asserted claims against the Company that, in the opinion of management, if adversely decided, would have a material effect on the Company 's financial position, results of operations or cash flows.

The Company is a party to various agreements, including substantially all major services agreements and intellectual property licensing agreements, under which it may be obligated to indemnify the other party with respect to certain matters, including, but not limited to, indemnification against third-party claims of infringement of intellectual property rights with respect to software and other deliverables provided by us in the course of our engagements. These obligations may be subject to various limitations on the remedies

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available to the other party, including, without limitation, limits on the amounts recoverable and the time during which claims may be made and may be supported by indemnities given to the Company by applicable third parties. Payment by the Company under these indemnification clauses is generally subject to the other party making a claim that is subject to challenge by the Company and dispute resolution procedures specified in the particular agreement. Historically, the Company has not been obligated to pay any claim for indemnification under its agreements and management is not aware of future indemnification payments that it would be obligated to make.

Under its By-Laws, subject to certain exceptions, the Company has agreed to indemnify its officers and directors for certain events or occurrences while the officer or director is, or was, serving at its request in such capacity or in certain related capacities. The Company has separate indemnification agreements with each of its directors and officers that requires it, subject to certain exceptions, to indemnify them to the fullest extent authorized or permitted by its By-Laws and the Delaware General Corporation Law. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a director and officer liability insurance policy that limits its exposure and enables it to recover a portion of any future amounts paid. As a result of its insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal. The Company has no liabilities recorded for these agreements as of September 27, 2008.

**Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations***  
**Critical Accounting Policies and Estimates**

Our management's discussion and analysis of financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to the costs and timing of completion of client projects, our ability to collect accounts receivable, the timing and amounts of expected payments associated with cost reduction activities, the ability to realize our net deferred tax assets, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

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

***Revenue Recognition***

***Behavioral Analytics Business Unit***

**Behavioral Analytics Services**

Consulting services revenue included in the Behavioral Analytics Service Line primarily consists of fees charged to our clients to perform Behavioral Analytics assessments. These assessments are generally performed for our clients on a fixed fee basis. Revenue is recognized as the services are performed with performance generally assessed on the ratio of actual hours incurred to date compared to the total estimated hours over the entire contract.

Managed services revenue included in the Behavioral Analytics Service Line consists of planning, deployment, training, and subscription fees. The planning, deployment and training fees, which are considered to be installation fees, related to the long-term subscription contract are deferred until the installation is complete and are then recognized over the term of the applicable subscription contract. The terms of these subscription contracts generally range from three to five years. As of September 27, 2008 and December 29, 2007, deferred revenue totaled \$6.3 million and \$5.4 million, respectively. Installation costs incurred are deferred up to an amount not to exceed the amount of deferred installation revenue and additional amounts that are recoverable based on the contractual arrangement. Such costs are amortized over the term of the subscription contract. Costs in excess of the foregoing revenue amount are expensed in the period incurred. As of September 27, 2008 and December 29, 2007, the Company had deferred costs totaling \$4.9 million and \$3.5 million, respectively.

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Revenue associated with the Behavioral Analytics subscription fees are based on a number of factors such as the number of customer service representatives accessing the system and/or hours of calls analyzed during the specific month, and are recognized as the service is performed for the client.

**Marketing Managed Services**

Marketing Managed Services revenue is derived from marketing application hosting and email fulfillment. Revenue related to hosting services is generally a fixed monthly fee and is recognized as the services are performed for the client. Any related setup fee would be recognized over the contract period of the hosting arrangement. Revenue related to email fulfillment services is recognized as the services are provided to the client based on the number of emails distributed for the client.

***Integrated Contact Solution/CRM Business Unit***

**Integrated Contact Solutions Service Line**

Consulting services revenue included in the Integrated Contact Solutions Service Line consists of the modeling, planning, configuring or integrating of a Converged Internet Protocol ( IP ) network solution within our client's contact center environment. These services are provided to the client on a time and materials basis or on a fixed fee basis. For the integration of a system, the Company recognizes revenue as the services are performed with performance generally assessed on the ratio of hours incurred to date compared to the total estimated hours over the entire contract. For all other consulting services, we recognize revenue as the services are performed for the client.

Managed services revenue included in the Integrated Contact Solutions Service Line consists of contact center support and monitoring. Support and monitoring fees are generally contracted for a fixed fee, and the revenue is recognized ratably over the term of the contract. Support fees that are contracted on a time and materials basis are recognized as the services are performed for the client.

For fixed price Managed services contracts where the Company provides support for third-party software and hardware, revenue is recorded at the gross amount of the sale because the contracts satisfy the requirements for gross reporting under Emerging Issues Task Force ( EITF ) 99-19 Reporting Revenue Gross as a Principal versus Net as an Agent . If the contract does not meet the requirements for gross reporting under EITF 99-19, Managed services revenue is recorded at the net amount of the sale.

Revenue from the sale of Product, which consists primarily of third-party software and hardware resold by the Company, is generally recorded at the gross amount of the sale because the contracts satisfy the requirements for Gross reporting under EITF 99-19. Software revenue is recognized in accordance with Statement of Position ( SOP ) 97-2 Software Revenue Recognition .

Within the Integrated Contact Solutions Service Line, Consulting services, Managed services and the resale of Product may be sold and delivered together. In arrangements that include the resale of software, SOP 97-2 requires determination of vendor specific objective evidence ( VSOE ) for each of the individual elements. If VSOE does not exist for the allocation of revenue to the various elements of the arrangement, all revenue from the arrangement is deferred until all elements of the arrangement without VSOE have been delivered to the client. If the remaining undelivered elements are post contract support ( PCS ) or other deliverables with similar attribution periods, the arrangement revenue is recognized ratably over the remaining service period. Revenue of \$3.0 million and \$1.5 million has been deferred as of September 27, 2008 and December 29, 2007, respectively, due to the lack of VSOE for elements within these arrangements. This revenue will be recognized when the elements without VSOE are delivered to the client or will be recognized ratably over the remaining service period. eLoyalty expects \$2.5 million of the \$3.0 million of deferred revenue to be recognized in the fourth quarter of 2008.

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**Traditional CRM Service Line**

Consulting services revenue included in the Company's traditional Customer Relationship Management ( CRM ) Service Line consists of operational consulting and integrating or building a system for the client. These services are provided to the client on a time and materials basis or on a fixed fee basis. For the integration or building of a system, the Company recognizes revenue as the services are performed with performance generally assessed on the ratio of hours incurred to date compared to the total estimated hours over the entire contract. For all other consulting services, we recognize revenue as the services are performed for the client.

Managed services revenue included in the traditional CRM Service Line consists of remote application support. Contracts for remote application support can be based on a fixed fee or time and materials basis. Revenue is recognized ratably over the contract period for fixed fee support. Revenue is recognized as the services are provided to the client for time and material contracts.

In accordance with EITF 00-21 Revenue Arrangements with Multiple Elements, arrangements containing multiple services are segmented into separate elements when the services represent separate earning processes. Revenue related to contracts with multiple elements is allocated based on the fair value of the element and is recognized in accordance with our accounting principles for each element, as described above. If the fair value for each element cannot be established, revenue is deferred until all elements have been delivered to the client. If PCS or similar services are the only remaining activity without established fair value, the revenue is recognized ratably over the service period. Each of our Service Lines may have arrangements that could be reviewed in accordance with EITF 00-21.

Reimbursed expenses revenue includes billable costs related to travel and other out-of-pocket expenses incurred while performing services for our clients. The cost of third-party product and support may be included within this category if the transaction does not satisfy the requirements for gross reporting under EITF 99-19 and the net revenue is recognized as Product or Managed services revenue. An equivalent amount of reimbursable expenses is included in Cost of revenue.

Payments received for Managed services contracts in excess of the amount of revenue recognized for these contracts are recorded as Unearned revenue until revenue recognition criteria are met.

If the Company estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and can be reasonably estimated.

The Company maintains allowances for doubtful accounts for estimated losses resulting from clients not paying for unpaid or disputed invoices for contractual services provided. Additional allowances may be required if the financial condition of our clients deteriorates.

***Stock-Based Compensation***

We adopted the provisions of Statement of Financial Accounting Standards ( SFAS ) No. 123R, Share-Based Payment, beginning January 1, 2006, using the modified prospective method. The adoption of SFAS No. 123R did not have a material impact on our financial position or results of operations. SFAS No. 123R requires entities to recognize compensation expense from all share-based payment transactions in the financial statements after the adoption date. SFAS No. 123R establishes fair value as the measurement objective in accounting for share-based payment arrangements and requires all companies to apply a fair-value-based measurement method in accounting for all share-based payment transactions with employees. Historical information is the primary basis for the selection of expected life, expected volatility, expected dividend yield assumptions and anticipated forfeiture rates. The risk-free interest rate is selected based on the yields from U.S. Treasury Strips with a remaining term equal to the expected term of the options being valued. Under the modified prospective method, financial statements for periods prior to the date of adoption are not adjusted for the change in accounting.

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### ***Severance and Related Costs***

We recorded accruals for severance and related costs associated with our cost reduction efforts undertaken during fiscal years 2001 through 2008. The portion of the accruals relating to employee severance represents contractual severance for identified employees and generally is not subject to a significant revision. Prior to 2007, a portion of the accruals related to office space reductions, office closures and associated contractual lease obligations that were based in part on assumptions and estimates of the timing and amount of sublease rentals affected by overall economic and local market conditions. To the extent estimates of the success of our sublease efforts changed, adjustments increasing or decreasing the related accruals have been recognized. No adjustments related to sublease efforts were made in the first nine months of 2008.

### ***Income Taxes***

We have recorded income tax valuation allowances on our net deferred tax assets to account for the unpredictability surrounding the timing of realization of our U.S. and non-U.S. net deferred tax assets due to uncertain economic conditions. The valuation allowances may be reversed at a point in time when management determines realization of these tax assets has become more likely than not, based on a return to predictable levels of profitability.

### ***Other Significant Accounting Policies***

For a description of the Company's other significant accounting policies, see Note Two Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements included in our Annual Report filed on Form 10-K for the year ended December 29, 2007.

### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q (this Form 10-Q) contains forward-looking statements that are based on current management expectations, forecasts and assumptions. These include, without limitation, statements containing the words believes, anticipates, estimates, expects, plans, intends, projects, future, should, could, seeks, target, may, will continue to, predicts, forecasts, potential, guidance, expressions, references to plans, strategies, objectives and anticipated future performance and other statements that are not strictly historical in nature. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the forward-looking statements. Such risks, uncertainties and other factors that might cause such a difference include, without limitation, those noted under Risk Factors included in Part I Item 1A of Form 10-K for the year ended December 29, 2007, as well as the following:

Uncertainties associated with the attraction of new clients, the continuation of existing and new engagements with existing clients and the timing of related client commitments; reliance on a relatively small number of clients for a significant percentage of our revenue;

Risks involving the variability and predictability of the number, size, scope, cost, duration of and revenue from client engagements;

Variances in sales of products in connection with client engagements;

Management of the other risks associated with increasingly complex client projects and new service offerings, including execution risk;

Management of growth and development and introduction of new service offerings, including Behavioral Analytics<sup>TM</sup> services;

Challenges in attracting, training, motivating and retaining highly skilled management, strategic, technical, product development and other professional employees in a competitive information technology labor market;





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Risks associated with our reliance on Cisco Systems, Inc., a large primary product partner within our Integrated Contact Solutions Service Line, including our reliance on their product positioning, pricing, and discounting strategies;

Reliance on major suppliers, including CRM software providers and other alliance partners, and maintenance of good relations with key business partners;

Continuing intense competition in the information technology services industry generally and, in particular, among those focusing on the provision of CRM services and software;

The rapid pace of technological innovation in the information technology services industry;

Protection of our technology, proprietary information and other intellectual property rights from challenges by third parties;

The ability to raise sufficient amounts of debt or equity capital to meet our future operating and financial needs;

Risks associated with compliance with international, federal and state privacy laws and the protection of highly confidential information of clients and their customers;

Future legislative or regulatory actions relating to the information technology or information technology service industries, including those relating to data privacy;

Changes by the Financial Accounting Standards Board or the Securities and Exchange Commission ( SEC ) of authoritative accounting principles generally accepted in the United States of America or policies or changes in the application or interpretation of those rules or regulations;

Risks associated with global operations, including those relating to the economic conditions in each country, potential currency exchange and credit volatility, compliance with a variety of foreign laws and regulations and management of a geographically dispersed organization;

General economic, business and market conditions;

Acts of war or terrorism, including, but not limited to, actions taken or to be taken by the United States and other governments as a result of further acts or threats of terrorism, and the impact of these acts on economic, financial and social conditions in the countries where we operate; and

The timing and occurrence (or non-occurrence) of transactions and events which may be subject to circumstances beyond our control. Readers are cautioned not to place undue reliance on forward-looking statements. They reflect opinions, assumptions and estimates only as of the date they are made, and the Company undertakes no obligation to publicly update or revise any forward-looking statements in this report, whether as a result of new information, future events or circumstances or otherwise.

**Background**

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eLoyalty helps its clients achieve breakthrough results with revolutionary analytics and advanced technologies that drive continuous business improvement. With a long track record of delivering proven solutions for many of the *Fortune* 1000 Companies, the Company's offerings include Behavioral Analytics services, Integrated Contact Solutions and Consulting Services, aligned to enable focused business transformation.

The Company is focused on growing and developing its business through two primary Business Units, Behavioral Analytics services and Integrated Contact Solutions/CRM. Through these Business Units, the Company generates three types of revenue: (1) Consulting services revenue, which is generally project-based and sold on a time and materials or fixed-fee basis; (2) Managed services revenue, which is recurring, annuity revenue from long-term (generally one to five year) contracts; and (3) Product revenue, which is generated through the resale of third-party software and hardware. The chart below shows the relationship between these business units and the types of revenue generated from each.

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	<b>Consulting Services</b>	<b>Managed Services</b>	<b>Product</b>
	<b>Revenue</b>	<b>Revenue</b>	<b>Revenue</b>
<b>Behavioral Analytics Business Unit</b>	Assessments and follow-on consulting revenue	Subscription and amortized deployment revenue, marketing application hosting and email fulfillment revenue	None
<b>Integrated Contact Solutions/CRM Business Unit</b>	Implementation and follow-on consulting revenue, traditional CRM consulting revenue	Contact Center monitoring and support revenue, remote application support revenue	Hardware and software resale revenue, primarily products from Cisco Systems

In recent years, the Company has invested heavily to develop the following differentiated capabilities in our primary Business Units:

**Behavioral Analytics Business Unit**

**Behavioral Analytics™ Service Line**

eLoyalty pioneered this solution, which improves the reliability of call recording and applies human behavioral modeling to analyze and improve customer interactions. Using its Behavioral Analytics services, eLoyalty can help clients:

Automatically measure customer satisfaction and agent performance on every call;

Identify and understand customer personality;

Improve rapport between agent and customer;

Reduce call handle times while improving customer satisfaction;

Identify opportunities to improve self-service applications;

Improve cross-sell and up-sell success rates; and

Improve the efficiency and effectiveness of collection efforts.

eLoyalty has designed a scalable application platform to enable the Company to implement and operate Behavioral Analytics services for its clients. Behavioral Analytics services are primarily hosted by eLoyalty and delivered as a subscription service. Consulting Services revenue consists of assessment services and Managed Services revenue consists of deployment and subscription services.

**Marketing Managed Services**

Marketing managed services revenue is derived from marketing application hosting and email fulfillment services.

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### ***Integrated Contact Solutions/CRM Business Unit***

#### **Integrated Contact Solutions Service Line**

The Company's Integrated Contact Solutions Service Line focuses on helping clients realize the benefits of transitioning their contact centers to a single network infrastructure from the traditional two-network (voice network and separate data network) model. These benefits include cost savings, remote agent flexibility and application enhancements. The Company has developed a set of tools and methodologies to help clients financially model, plan migration paths, and configure, integrate and support Converged Internet Protocol (IP) network solutions within their contact center environments. Also included in this Service Line is managed services revenue consisting of contact center support and monitoring services.

#### **Traditional CRM Service Line**

The Company's Traditional CRM Service Line focuses on operational consulting and integrating or building a system for the client. Also included in this Service Line is managed services revenue consisting of remote application support.

#### **Types of Revenue**

Consulting services, Managed services and the resale of Product are frequently sold and delivered together. Many Consulting services engagements for the design and implementation of customer service or marketing solutions lead to the sale of one of our Managed services, which may also include a long-term maintenance and support or hosting relationship, and Product.

#### ***Consulting Services***

In addition to the Consulting services revenue generated by Behavioral Analytics services and Integrated Contact Solutions engagements, we derive a substantial portion of our revenue from a broad range of Traditional CRM consulting and systems integration work with long-standing accounts, as well as newer accounts more recently obtained through our Behavioral Analytics and Integrated Contact Solutions Service Lines. Our Consulting services are billed on a time and materials basis or on a fixed-fee basis and generally include a combination of the following:

Evaluating our clients' efficiency and effectiveness in handling customer interactions. We observe, measure, and analyze the critical aspects of each customer interaction, including the number of legacy systems used to handle the situation, interaction time, reason for interaction and actions taken to resolve any customer issues.

Performing detailed financial analysis to calculate the expected return on investment for the implementation of various CRM solutions. This process helps our clients establish goals, alternatives and priorities and assigns client accountability throughout resulting projects.

Designing integrated architectures for enterprise-wide contact center environments. Our architects optimize cost efficiency with reliability, functionality, and effectiveness as we help our clients migrate to state-of-the-art infrastructure.

Implementing the functional, technical, and human performance aspects of CRM solutions. This often involves the integration of a variety of infrastructure and application hardware and software from third-party vendors.

#### ***Managed Services***

Growth in Managed services revenue is primarily driven by Behavioral Analytics services and Integrated Contact Solutions engagements. These Managed services consist of the following:

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Behavioral Analytics Managed Services include the deployment and ongoing operation of our proprietary Behavioral Analytics services. Based on each client's business requirements, the applications are configured and integrated into the client's environment and then deployed in either a remote-hosted or, in some cases, on-premise hosted environment. The service is provided on a subscription basis and the contract duration generally is three to five years. The fees and costs related to the initial deployment are deferred and amortized over the life of the contract.

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Contact Center Managed Services include monitoring and support related to complex IP and traditional contact center voice architectures. These services include routine maintenance and technology upgrades, the resolution of highly complex issues that involve multiple technology components and vendors. Our support and monitoring services reduce the cost and impact of contact center downtime and anticipate problems before they occur.

In addition, we also generate Managed services revenue from two other sources. Marketing Managed Services revenue is generated from hosted customer and campaign data management and mass email fulfillment services. We also continue to provide remote call center application support and maintenance services to a small number of long-term clients. These two sources of Managed services revenue are likely to diminish over time as we focus on growth through the Behavioral Analytics and Integrated Contact Solutions Service Lines.

### ***Product***

We also generate revenue from the resale of Product, which consists of software and hardware primarily sold through our Integrated Contact Solutions Service Line. The vast majority of this revenue relates to reselling products from Cisco Systems, Inc.

### **Business Outlook**

We continue to be encouraged by the strength of our new business pipeline, and the improvement in our revenue mix that is being driven by our Behavioral Analytics<sup>TM</sup> and Integrated Contact Solutions Service Lines.

Consulting services revenue will increase moderately in the fourth quarter of 2008, compared to the third quarter of 2008, due to the impact of several large Integrated Contact Solutions contracts that were signed in the third quarter of 2008. Overall, in 2008 Consulting services revenue is expected to decrease considerably in comparison to 2007. This decline is primarily due to the significant decline in our Traditional CRM consulting services. It is expected that Traditional CRM consulting services will continue to decline in 2009, partially offset by modest growth in our Integrated Contract Solutions and Behavioral Analytics Service Lines. Overall, the Company expects Consulting services revenue to decline in 2009 compared to 2008.

In the fourth quarter of 2008, we expect growth in our Managed services revenue compared to the third quarter of 2008, as a result of higher Integrated Contact Solutions support and maintenance revenue and higher Behavioral Analytics<sup>TM</sup> services deployment and subscription revenue. Other sources of Managed services revenue, such as remote application maintenance and support and Marketing Managed Services, are expected to continue to decline in the fourth quarter of 2008. In 2009, the Company anticipates moderate growth in our Managed services revenue compared to 2008. This increase is expected to be driven by significant growth in our Behavioral Analytics deployment and subscription revenue and moderate growth in our Integrated Contact Solutions support and maintenance revenue partially offset by the continued decline in our Marketing Managed Services.

Product revenue should experience significant growth in the fourth quarter of 2008 compared to the third quarter of 2008. This increase is expected due to sourcing delays in the third quarter of 2008 that resulted in the revenue for a significant order to be deferred until the fourth quarter of 2008. The Company anticipates a moderate decline in Product revenue in 2009.

We continue to invest in the personnel required to sell and manage complex, long-term relationships and in the resources required to develop, deliver and support our innovative Behavioral Analytics<sup>TM</sup> services. These investments may affect our profitability and cash resources in the fourth quarter of 2008 and in 2009, but we believe they are required to continue to build our Behavioral Analytics<sup>TM</sup> business, Managed services backlog and to maintain and strengthen our competitive advantage. As a result, management has assessed and will continue to assess all areas of the cost structure to identify opportunities to maximize profitability and cash resources. During the third and fourth quarters of 2008, eLoyalty implemented actions that are expected to reduce annual expenses by approximately \$3 million. These actions included decreasing the leased space at its headquarters facility, eliminating a number of administrative positions, and reducing service line overhead.

**Table of Contents*****Managed Services Backlog***

As a result of the strategic and long-term nature of Managed services revenue, we believe it is appropriate to monitor the level of backlog associated with these agreements. The Managed services backlog was \$69.9 million as of September 27, 2008 and \$72.8 million as of December 29, 2007 largely because Managed services revenue exceeded Managed services bookings during the first nine months of 2008. The Company anticipates an increase to the Managed services backlog for 2008. Of the September 27, 2008 backlog, 67% is related to Behavioral Analytics™ services, 26% is related to our Integrated Contact Solutions offerings and the remaining balance is from other Managed services.

The Company uses the term backlog with respect to its Managed services engagements to refer to the expected revenue to be received under the applicable contract, based on its currently contracted terms and, when applicable, currently anticipated levels of usage and performance. Actual usage and performance might be greater or less than anticipated. In general, the Company's Managed services contracts may be terminated by the customer without cause, but early termination by a customer usually requires a substantial early termination payment or forfeiture of prepaid contract amounts. Managed services contracts range from one to five years in duration.

**Third Quarter 2008 Compared with Third Quarter 2007*****Net Revenue***

	Third Quarter 2008		2007	
	Dollars in Millions	% of Net Revenue	Dollars in Millions	% of Net Revenue
<b>Revenue:</b>				
Consulting services	\$ 7.7	40%	\$ 12.6	50%
Managed services	10.5	55%	9.9	39%
Services revenue	<b>18.2</b>	<b>95%</b>	<b>22.5</b>	<b>89%</b>
Product	1.0	5%	2.9	11%
<b>Net revenue</b>	<b>19.2</b>	<b>100%</b>	<b>25.4</b>	<b>100%</b>
Reimbursed expenses	0.9		1.2	
<b>Total revenue</b>	<b>\$ 20.1</b>		<b>\$ 26.6</b>	

Net revenue is total revenue excluding reimbursable expenses that are billed to our clients. Our net revenue decreased 25% to \$19.2 million in the third quarter of 2008, a decrease of \$6.2 million, from \$25.4 million in the third quarter of 2007.

Revenue from Consulting services decreased by \$4.9 million to \$7.7 million in the third quarter of 2008 from \$12.6 million in the third quarter of 2007, a decrease of 39%. The decrease in Consulting services revenue is mainly due to a 47% decline in our Traditional CRM Service Line as a result of reduced spending by the two largest clients that use these services and because several projects were completed in 2007 for another large client. Consulting services from our Integrated Contact Solutions Service Line in the third quarter of 2008 declined 24% compared to the third quarter of 2007. The Company was restructured in December 2007, to renew our focus on growth within this service line. However, this growth has been limited by current economic conditions that have increased the buying cycle and the length of time it takes to complete the contracting process. Our Behavioral Analytics Service Line declined 61% in the third quarter of 2008 compared to third quarter of 2007. This decline was driven by fewer active assessments being performed in the third quarter of 2008 as compared with the third quarter of 2007. Spending by our Consulting services clients may fluctuate between periods in all service lines due to the short-term nature of these agreements.

Revenue from Consulting services is a product of billable hours and our average billable rate. Billable hours are largely the function of our billable headcount and utilization rates. eLoyalty's average billable rate increased to \$162 in the third quarter of 2008

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from \$154 in the third quarter of 2007. This increase was the result of a higher mix of Integrated Contact Solutions service line projects, which have higher average bill rates than eLoyalty's Traditional CRM Service Line. The impact of this increase on revenue was more than offset by a decrease in eLoyalty's headcount and lower utilization of billable consultants. Headcount decreased in the third quarter of 2008 because of staff reductions. Utilization of billable consultants, defined as billed time as a percentage of their total available time, declined to 67% for the third quarter of 2008 from 77% for the third quarter of 2007 as a result of delayed project initiation in the third quarter of 2008 and declining demand for our Traditional CRM consulting services.

Revenue from Managed services was \$10.5 million in the third quarter of 2008, an increase of \$0.6 million, or 6%, from \$9.9 million in the third quarter of 2007. The increase in revenue from Managed services resulted from the impact of several Behavioral Analytics arrangements transitioning to the subscription phase and continued growth of support and maintenance revenue from new and existing clients in our Integrated Contact Solutions Service Line partially offset by the decline in demand for our Marketing Managed Services.

Revenue from the sale of Product decreased by 67%, or \$1.9 million, to \$1.0 million in the third quarter of 2008 from \$2.9 million in the third quarter of 2007. This decrease was primarily due to sourcing delays from a third party resulting in Product revenue being deferred in the third quarter of 2008, as well as \$0.3 million in Product revenue being allocated to another element of a multiple element arrangement to meet VSOE pricing requirements. Product revenue includes a significant product sale to one client. There are significant variances in size among individual engagements within this Service Line, and the Company is not always selected as the Product supplier for the engagement. We resell Products to our clients to provide a complete solution when requested, but we do not focus our sales effort on driving Product revenue. As a result, annual and quarterly Product revenue may fluctuate significantly.

The Company's top 5 clients accounted for 34% of total revenue in the third quarter of 2008, compared to 40% in the third quarter of 2007. The top 10 clients accounted for 48% of total revenue in the third quarter of 2008, compared to 53% in the third quarter of 2007. The top 20 clients accounted for 67% of total revenue in the third quarter of 2008, compared to 72% of total revenue in the third quarter of 2007. One client accounted for 10% or more of total revenue in the third quarter of 2008. United HealthCare Services, Inc., accounted for 17% of total revenue in the third quarter of 2008, compared to 21% of total revenue in the third quarter of 2007. Higher concentration of revenue with a single customer or a limited group of clients creates increased revenue risk if one of these clients significantly reduces its demand for our services.

***Cost of Revenue Before Reimbursed Expenses, Exclusive of Depreciation and Amortization***

Cost of revenue before reimbursed expenses includes Cost of services and Cost of product, each of which is discussed below.

**Cost of Services**

Cost of services primarily consists of labor costs including salaries, fringe benefits, and incentive compensation of our delivery personnel and Selling, general and administrative personnel working on direct, revenue generation activities and third-party pass through costs related to our Managed services. Cost of services also includes employee costs for travel expenses, training, laptop computer leases and other expenses of a non-billable nature. Cost of services excludes depreciation and amortization.

Cost of services in the third quarter of 2008 was \$11.7 million, or 64% of Service revenue, compared to \$14.9 million, or 67% of Services revenue, in the third quarter of 2007. The decrease was largely due to lower internal and external resource costs of \$2.0 million, increased cost deferrals for Behavioral Analytics services net of amortized implementation costs of \$0.8 million, reduced discretionary travel expense of \$0.4 million, partially offset by third party support costs that related to the increase in Integrated Contact Solutions Managed service revenue of \$0.2 million. The percentage decrease in Cost of services was mainly impacted by lower costs of 5% and higher billing rates of 2%, partially offset by lower utilization of our consulting services resources of 4%.



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### **Cost of Product**

Cost of product is the amount we pay our vendors for the third-party software and hardware that we resell, primarily through our Integrated Contact Solutions Service Line. Primary factors affecting Cost of product are Product revenue levels, the vendor specific mix of the products we resell within a period and our ability to qualify for rebates from our largest Product vendor.

Rebates fluctuate with the volume of Cisco product sold, and are based on a percentage of our cost for the product. Eligibility for these rebates is determined by our ability to meet vendor-established performance criteria, some of which are outside of our control. We recognize these rebates as they are earned as we have consistently met established criteria and can estimate the value of these rebates.

Cost of product in the third quarter of 2008 was \$1.0 million, or 109% of Product revenue, compared to \$2.2 million, or 75% of Product revenue in the third quarter of 2007. The cost decrease is primarily due to the decrease in Product revenue. The percentage increase was primarily due to the allocation of Product revenue to another element in a multiple element arrangement and the mix of vendor specific products sold in the third quarter of 2008.

### ***Selling, General and Administrative***

Selling, general and administrative expenses consist primarily of salaries, incentive compensation, commissions and employee benefits for business development, account management, solution development/support, marketing and administrative personnel, as well as facilities cost, a provision for uncollectible amounts and costs for our technology infrastructure and applications. The personnel costs included here are net of any labor costs directly related to the generation of revenue, which are represented in Cost of services.

Selling, general and administrative expenses decreased \$1.4 million to \$10.6 million in the third quarter of 2008 from \$12.0 million in the third quarter of 2007. The primary reason for the decrease is lower personnel costs of \$1.3 million.

### ***Severance and Related Costs***

Severance and related costs were \$0.7 million in the third quarter of 2008 compared to \$5 thousand of severance and related costs in the third quarter of 2007. The \$0.7 million of expense recorded in the third quarter of 2008 is due to restructuring actions taken in 2008 for the elimination of seven positions and expenses related to reduced leased office space.

In late 2007, we restructured our business into two primary business units, Behavioral Analytics services and Integrated Contact Solutions/CRM. In connection with this change a number of cost reduction activities were undertaken, principally consisting of personnel reductions. Cash savings related to the cost reduction actions taken in late fiscal year 2007 are anticipated to be \$9.0 million in 2008. Cash savings related to cost reduction actions taken in the third quarter of 2008 are anticipated to be \$1.5 million annually. Substantially all severance and related costs associated with cost reduction activities should be paid out by the end of the fourth quarter of 2008, pursuant to agreements entered into with affected employees. See Note Four Severance and Related Costs .

### ***Depreciation and Amortization***

Depreciation and amortization increased \$0.2 million, or 20%, to \$1.1 million in the third quarter of 2008 compared to \$0.9 million in the third quarter of 2007. The increase in depreciation is primarily related to an increased rate of investment in our Behavioral Analytics Service Line.

### ***Operating Loss***

Primarily as a result of the factors described above, we experienced an operating loss of \$5.9 million for the third quarter 2008, compared to an operating loss of \$4.6 million for the third quarter 2007.

**Table of Contents*****Interest and Other (Expense) Income, net***

Non-operating interest and other (expense) income decreased \$0.4 million to \$0.1 million of expense in the third quarter of 2008, compared to \$0.3 million of income in the third quarter of 2007. The \$0.4 million decrease was primarily related to lower average cash balances and lower average yields on our investments in the third quarter of 2008 compared to the third quarter of 2007 and \$0.1 million of interest expense related to our capital lease obligations in the third quarter of 2008. These lease obligations did not exist in the third quarter of 2007.

***Income Tax Provision***

There was no appreciable income tax provision in the third quarter of 2008 or 2007. As of September 27, 2008, total deferred tax assets of \$54.9 million are offset by a valuation allowance of \$54.8 million. The level of uncertainty in predicting when we will return to profitability, sufficient to utilize our net U.S. and non-U.S. operating losses and realize our remaining deferred tax assets, requires that an income tax valuation allowance be recognized in the financial statements.

***Net Loss Available to Common Stockholders***

We reported a net loss available to common stockholders of \$6.4 million in the third quarter of 2008 compared to a net loss available to common stockholders of \$4.7 million in the third quarter of 2007. These losses include dividends to preferred shareholders of \$0.3 million in the third quarters of 2008 and 2007. The net loss was \$0.63 per share on a basic and diluted basis in the third quarter of 2008, compared to a net loss of \$0.55 per share on a basic and diluted basis in the third quarter of 2007.

**First Nine Months of 2008 Compared with First Nine Months of 2007*****Net Revenue***

	First Nine Months Ended			
	September 27, 2008		September 29, 2007	
	Dollars in Millions	% of Net Revenue	Dollars in Millions	% of Net Revenue
<b>Revenue:</b>				
Consulting services	\$ 27.1	43%	\$ 39.6	52%
Managed services	30.7	48%	28.3	37%
Services revenue	<b>57.8</b>	<b>91%</b>	<b>67.9</b>	<b>89%</b>
Product	5.8	9%	8.7	11%
<b>Net revenue</b>	<b>63.6</b>	<b>100%</b>	<b>76.6</b>	<b>100%</b>
Reimbursed expenses	2.5		3.9	
<b>Total revenue</b>	<b>\$ 66.1</b>		<b>\$ 80.5</b>	

Net revenue is total revenue excluding reimbursable expenses that are billed to our clients. Our net revenue decreased 17% to \$63.6 million in the first nine months of 2008, a decrease of \$13.0 million, from \$76.6 million in the first nine months of 2007.

Revenue from Consulting services decreased by \$12.5 million to \$27.1 million in the first nine months of 2008 from \$39.6 million in the first nine months of 2007, a decrease of 32%. The decrease in Consulting services revenue is mainly due to a 38% decline in our Traditional CRM Service Line driven by reduced spending by the two largest clients that utilize these services and the completion of several projects for another large client. Consulting services from our Integrated Contact Solutions Service Line in the first nine months of 2008 declined 21% compared to the first nine months of 2007. The Company was restructured in December 2007, to renew our focus on growth within this service line. However, this growth has been limited by current economic conditions that have increased the buying cycle and length of time it takes to complete the contracting process. Our Behavioral Analytics Service Line decreased 25% in the first nine months of 2008, due to lower assessment activity in the first nine months of 2008. Spending by our Consulting services clients may fluctuate between periods in all service lines due to the short-term nature of these agreements.



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Revenue from Consulting services is a product of billable hours and our average billable rate. Billable hours are largely the function of our billable headcount and utilization rates. eLoyalty's average billable rate increased to \$158 in the first nine months of 2008 from \$151 in the first nine months of 2007. This increase was the result of a higher mix of Integrated Contact Solutions service line projects, which have higher average bill rates than eLoyalty's Traditional CRM Service Line. The impact of this increase on revenue was more than offset by a decrease in eLoyalty's headcount and lower utilization of billable consultants. Headcount decreased in the first nine months of 2008 because of staff reductions. Utilization of billable consultants, defined as billed time as a percentage of their total available time, declined to 69% for the first nine months of 2008 from 79% for the first nine months of 2007 as a result of delayed project initiation in the first nine months of 2008 and declining demand for our Traditional CRM consulting services.

Revenue from Managed services was \$30.7 million in the first nine months of 2008, an increase of \$2.4 million, or 8%, from \$28.3 million in the first nine months of 2007. The increase in revenue from Managed services resulted from the impact of several Behavioral Analytics arrangements transitioning to the subscription phase and continued growth of support and maintenance revenue from new and existing clients in our Integrated Contact Solutions Service Line partially offset by the decline in demand for our Marketing Managed Services.

Revenue from the sale of Product decreased by 33%, or \$2.9 million, to \$5.8 million in the first nine months of 2008 from \$8.7 million in the first nine months of 2007. This decrease was primarily due to sourcing delays from a third party resulting in Product revenue being deferred in the third quarter of 2008. There are significant variances in size among individual engagements within this Service Line, and the Company is not always selected as the Product supplier for the engagement. We resell Products to our clients to provide a complete solution when requested, but we do not focus our sales effort on driving Product revenue. As a result, annual and quarterly Product revenue may fluctuate significantly.

The Company's top 5 clients accounted for 37% of total revenue in the first nine months of 2008, compared to 41% in the first nine months of 2007. The top 10 clients accounted for 52% of total revenue in the first nine months of 2008, compared to 54% in the first nine months of 2007. The top 20 clients accounted for 69% of total revenue in the first nine months of 2008, compared to 73% of total revenue in the first nine months of 2007. One customer, United HealthCare Services, Inc., accounted for 19% of total revenue in the first nine months of 2008, compared to 24% of total revenue in the first nine months of 2007. There were no other clients that accounted for 10% or more of total revenue in either year. Higher concentration of revenue with a single customer or a limited group of clients creates increased revenue risk if one of these clients significantly reduces its demand for our services.

***Cost of Revenue Before Reimbursed Expenses, Exclusive of Depreciation and Amortization***

Cost of revenue before reimbursed expenses includes Cost of services and Cost of product, each of which is discussed below.

**Cost of Services**

Cost of services primarily consists of labor costs including salaries, fringe benefits, and incentive compensation of our delivery personnel and Selling, general and administrative personnel working on direct, revenue generation activities and third-party pass through costs related to our Managed services. Cost of services also includes employee costs for travel expenses, training, laptop computer leases and other expenses of a non-billable nature. Cost of services excludes depreciation and amortization.

Cost of services in the first nine months of 2008 was \$38.6 million, or 67% of Services revenue, compared to \$44.9 million, or 66% of Services revenue, in the first nine months of 2007. The decrease in cost was largely due to lower internal and external resource costs of \$4.0 million, increased cost deferrals for Behavioral Analytics' services net of amortized implementation costs of \$1.9 million, reduced discretionary travel expense of \$1.2 million, partially offset by third party support costs that related to the increase in Integrated Contact Solutions Managed services revenue of \$1.1 million. The percentage increase in Cost of Services was mainly impacted by lower utilization of our Consulting services resources of 5%, which were partially offset by higher billing rates of 2% and lower costs of 2%.

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**Cost of Product**

Cost of product is the amount we pay our vendors for the third-party software and hardware that we resell, primarily through our Integrated Contact Solutions Service Line. Primary factors affecting Cost of product are Product revenue levels, the vendor specific mix of the products we resell within a period and our ability to qualify for rebates from our largest Product vendor.

Rebates fluctuate with the volume of Cisco product sold, and are based on a percentage of our cost for the product. Eligibility for these rebates is determined by our ability to meet vendor-established performance criteria, some of which are outside of our control. We recognize these rebates as they are earned as we have consistently met established criteria and can estimate the value of these rebates.

Cost of product in the first nine months of 2008 was \$4.9 million, or 83% of Product revenue, compared to \$6.6 million, or 76% of Product revenue in the first nine months of 2007. The cost decrease corresponds to the decrease in Product revenue. The percentage increase was primarily due to the allocation of Product revenue to another element in a multiple element arrangement and the mix of vendor specific products sold in the first nine months of 2008.

***Selling, General and Administrative***

Selling, general and administrative expenses consist primarily of salaries, incentive compensation, commissions and employee benefits for business development, account management, solution development/support, marketing and administrative personnel, as well as facilities cost, a provision for uncollectible amounts and costs for our technology infrastructure and applications. The personnel costs included here are net of any labor costs directly related to the generation of revenue, which are represented in Cost of services.

Selling, general and administrative expenses decreased \$3.2 million to \$33.3 million in the first nine months of 2008 from \$36.5 million in the first nine months of 2007. This decrease is primarily a factor of lower personnel costs of \$2.4 million relating to cost reduction and other restructuring actions and reduced discretionary travel expense of \$0.8 million.

***Severance and Related Costs***

Severance and related costs was \$1.1 million in the first nine months of 2008. The Company recorded \$5 thousand of severance and related costs in the first nine months of 2007. The \$1.1 million of expense recorded in the first nine months of 2008 is due to restructuring actions taken in 2008 for the elimination of twenty-four positions, and expenses related to reduced leased office space.

In late 2007, we restructured our business into two primary business units, Behavioral Analytics and Integrated Contact Solutions/CRM. In connection with this change a number of cost reduction activities were undertaken, principally consisting of personnel reductions. Cash savings related to the cost reduction actions taken in late fiscal year 2007 are anticipated to be \$9.0 million in 2008. Cash savings related to cost reduction actions taken in the first nine months of 2008 are anticipated to be \$3.5 million annually. Substantially all severance and related costs associated with cost reduction activities should be paid out by the end of the fourth quarter of 2008, pursuant to agreements entered into with affected employees. See Note Four Severance and Related Costs .

***Depreciation and Amortization***

Depreciation and amortization increased \$0.5 million, or 20%, to \$3.1 million in the first nine months of 2008 compared to \$2.6 million in the first nine months of 2007. The increase in depreciation is primarily related to an increased rate of investment in our Behavioral Analytics Service Line.

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**Table of Contents*****Operating Loss***

Primarily as a result of the factors described above, we experienced an operating loss of \$17.4 million for the first nine months of 2008, compared to an operating loss of \$14.0 million for the first nine months of 2007.

***Interest and Other (Expense) Income, net***

Non-operating interest and other (expense) income decreased \$1.2 million to a loss of \$13 thousand in the first nine months of 2008, compared to \$1.2 million of income in the first nine months of 2007. The \$1.2 million decrease was primarily related to lower interest income of \$0.7 million due to lower average cash balances and lower average yields on our investments in the first nine months of 2008 compared to the first nine months of 2007 and \$0.3 million of interest expense primarily related to our capital lease obligations in the first nine months of 2008. These lease obligations did not exist in the first nine months of 2007.

***Income Tax Provision***

The income tax provision was \$0.1 million in the first nine months of 2008 compared to \$8 thousand in the first nine months of 2007. As of September 27, 2008, total deferred tax assets of \$54.9 million are offset by a valuation allowance of \$54.8 million. The level of uncertainty in predicting when we will return to profitability, sufficient to utilize our net U.S. and non-U.S. operating losses and realize our remaining deferred tax assets, requires that an income tax valuation allowance be recognized in the financial statements.

***Net Loss Available to Common Stockholders***

We reported a net loss available to common stockholders of \$18.5 million in the first nine months of 2008 compared to a net loss available to common stockholders of \$13.9 million in the first nine months of 2007. These losses include dividends to preferred shareholders of \$1.0 million and \$1.1 million in the first nine months of 2008 and 2007, respectively. The net loss was \$1.93 per share on a basic and diluted basis in the first nine months of 2008, compared to a net loss of \$1.68 per share on a basic and diluted basis in the first nine months of 2007.

**Liquidity and Capital Resources*****Introduction***

Our principal capital requirements are to fund: working capital needs; capital expenditures for infrastructure and our Behavioral Analytics Service Line; other investments in support of revenue generation and growth; and payment of Series B preferred stock dividends. As of September 27, 2008, our principal current capital resources consist of our cash and cash equivalent balances of \$33.5 million, which includes \$1.5 million in foreign bank accounts and restricted cash of \$3.7 million.

Our cash and cash equivalents position increased \$9.6 million, or 40%, as of September 27, 2008 from \$23.9 million as of December 29, 2007. The increase in cash in the first nine months of 2008 was primarily the result of the completion of the rights offering that resulted in net proceeds of \$14.9 million and a decrease in working capital, partially offset by operating loss excluding non-cash items; acquisition of treasury stock; dividend payments and capital expenditures. The \$1.2 million increase in restricted cash was used as collateral for a letter of credit issued in support of future capital lease obligations. See **Bank Facility** below for a description of the contractual requirements related to restricted cash.

***Cash Flows from Operating Activities***

The Company's cash flows generated \$0.2 million of cash in operating activities during the first nine months of 2008 compared to \$1.5 million of cash during the first nine months of 2007. Net cash from operating activities decreased primarily because of a decrease in long-term liabilities and an increase in net loss before depreciation, amortization and stock-based compensation partially offset by improvements in working capital management. Cash generated from operating activities during the first nine months of 2008 consisted primarily of improved working capital of \$5.2 million, partially offset by a decrease in long-term liabilities of \$2.0 million and the net loss before depreciation, amortization and stock-based compensation of \$2.4 million. Cash generated from

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operating activities during the first nine months of 2007 consisted primarily of improved working capital of \$1.4 million, and an increase in long-term liabilities of \$1.7 million, partially offset by a decrease in net loss before depreciation, amortization and stock-based compensation of \$3.0 million, and an increase in other long-term assets of \$0.4 million.

Average Days Sales Outstanding ( DSO ) was 41 days at September 27, 2008 compared to 47 days at December 29, 2007 and 45 days at September 29, 2007. We do not expect any significant collection issues with our clients. At September 27, 2008, there remained \$0.6 million of unpaid severance and related costs. See Note Four Severance and Related Costs .

***Cash Flows from Investing Activities***

The Company used \$0.6 million and \$3.4 million of cash in investing activities during the first nine months of 2008 and 2007, respectively, primarily to purchase computer hardware and software. We currently expect our capital investments to be between \$0.5 million to \$1.0 million for the remainder of fiscal year 2008 and plan on funding a vast majority of these purchases with capital leases.

***Cash Flows from Financing Activities***

The Company generated \$9.0 million of cash and used \$5.1 million of cash in financing activities during the first nine months of 2008 and 2007, respectively. Net cash generated during the first nine months of 2008 was primarily attributable to \$14.9 million of net proceeds from the issuance of 2,645,395 common shares in connection with the rights offering, proceeds of \$0.2 million from stock compensation and employee stock purchase plans partially offset by \$3.1 million to acquire treasury stock, \$1.3 million for cash dividend payments on Series B stock, \$1.2 million increase in restricted cash to support our collateral requirements for our capital lease agreements and \$0.5 million of principal payments under our capital lease obligations. Net cash outflows of \$5.1 million during the first nine months of 2007 were primarily attributable to \$3.1 million of cash used for the acquisition of treasury stock, \$1.5 million of cash dividend payments, paid in January and July on the Series B convertible preferred stock ( Series B stock ), \$1.0 million increase in the required deposit of cash security for the credit line partially offset by proceeds of \$0.4 million from the exercise of stock options and employee stock purchases. The treasury stock acquired in each year reflects shares that were obtained to meet employee tax obligations associated with the Salary Replacement Program and other stock award vestings. Prior to February 1, 2007, the shares associated with these employee tax obligations were cancelled and not recorded as treasury stock. See Note Three Stock-Based Compensation for a further discussion on these programs.

A semi-annual dividend payment of approximately \$0.6 million is expected to be paid in future periods on the Series B preferred stock. The amount of each such dividend would be decreased for any conversions of the Series B preferred stock into common stock, although any such conversions would require that we pay accrued but unpaid dividends at the time of conversion. The Company also expects to acquire treasury stock between \$0.5 million and \$0.8 million per quarter to meet employee tax obligations associated with the various stock-based compensation programs.

***Liquidity***

Our near-term capital resources consist of our current cash balance together with anticipated future cash flows and financing from capital leases. Our balance of cash and cash equivalents was \$29.9 million as of September 27, 2008. In addition, our restricted cash of \$3.7 million with Bank of America (the Bank ) at September 27, 2008 is available to support letters of credit issued under our credit facility (as described below) to support collateral requirements for our capital lease agreements and to accommodate a credit requirement at the Bank associated with the purchase and transfer of foreign currencies and credit card payments. For 2008, we will continue to see an increased use of stock-based compensation compared to 2007. See Salary Replacement Program under Note Three Stock-Based Compensation .

The Company is experiencing increasing traction for its Behavioral Analytics Services. In addition, the Company is optimistic about the market potential for this Service. Given the need to continue to make significant investments to build out the Behavioral Analytics Services, including, but not limited to large increases in its sales force, and given the recent and expected future weakness in its Traditional Consulting business, on September 12, 2008, eLoyalty completed a Rights Offering which raised \$14.9 million, net of expenses.

**Table of Contents****Bank Facility**

The Company maintains a Loan Agreement with the Bank. The maximum principal amount of the secured line of credit under the agreement (the Facility) is \$5.0 million as of September 27, 2008. The Facility requires the Company to maintain a minimum cash and cash equivalent balance within a secured account at the Bank. The balance in the secured account cannot be less than the outstanding balance drawn on the Facility line of credit, and letter of credit obligations under the Facility, plus a de minimis reserve to accommodate a Bank credit requirement associated with the purchase and transfer of foreign currencies and credit card payments. Available credit under the Facility has been reduced by \$3.7 million related to letters of credit issued under the Facility to support our capital lease obligations and to cover the foreign currency and credit card payment requirements. As a result, \$1.3 million remains available under the Facility at September 27, 2008. Loans under the Facility bear interest at the Bank's prime rate or, at the Company's election, an alternate rate of LIBOR (London InterBank Offering Rate) plus 0.75%. We did not have any borrowings or interest expense under the Facility during the first nine months of 2008 or 2007.

**Accounts Receivable Customer Concentration**

At September 27, 2008, one customer, United HealthCare Services, Inc., accounted for 14% of total gross accounts receivable. We collected 44% of that amount through October 24, 2008. Of the total September 27, 2008 gross accounts receivable, we collected 32% as of October 24, 2008. Because we have a high percentage of our revenue dependent on a relatively small number of clients, delayed payments by a few of our larger clients could result in a reduction of our available cash.

**Capital Lease Obligations**

Capital lease obligations at September 27, 2008 and December 29, 2007 were \$2.9 million and \$1.5 million, respectively. We entered into a capital lease agreement with a lease company to lease hardware and software. We expect capital lease obligations to be between \$0.5 million to \$1.0 million for the remainder of fiscal year 2008 as we continue to expand our investment in the infrastructure for Behavioral Analytics services. At the current time the Company is required to issue an irrevocable letter of credit for 60% of the lease amount as additional consideration for the duration of the lease on future leases. There were no capital lease obligations at September 29, 2007. The Company will continue to fund most capital investments with capital leases.

**Contractual Obligations**

Cash will also be required for operating leases and non-cancelable purchase obligations as well as various commitments reflected as liabilities on our balance sheet at September 27, 2008. These commitments are as follows:

(In millions)	Total	Less			More Than 5 Years
		Than 1 Year	1-3 Years	3-5 Years	
<b>Contractual Obligations</b>					
Letters of credit	\$ 3.5	\$	\$ 3.5	\$	\$
Operating leases	\$ 3.5	\$ 1.6	\$ 1.1	\$ 0.7	\$ 0.1
Capital leases	\$ 3.6	\$ 1.5	\$ 2.1	\$	\$
Severance and related costs	\$ 0.6	\$ 0.6	\$	\$	\$
Purchase obligations	\$ 7.8	\$ 7.8	\$	\$	\$
Total	\$ 19.0	\$ 11.5	\$ 6.7	\$ 0.7	\$ 0.1

Due to the existence of the Company's net operating loss carryover as described in Note Seven Income Taxes in Part II Item 8 of the Form 10-K for the year ended December 29, 2007, no net contractual obligations related to FASB Interpretation No. 48 (FIN 48) adjustments exist as of September 27, 2008.



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### ***Letters of Credit***

These amounts reflect standby letters of credit issued as collateral for capital leases. The terms of the Bank Facility requires us to deposit a like amount of cash into a restricted cash account at the Bank for the duration of the letter of credit commitment period. The above amounts reflect the face amount of these letters of credit that expire in each period presented. To the extent these letters of credit expire without a claim being made, the cash deposited in the restricted cash account will be transferred back to an unrestricted cash account.

### ***Leases***

These amounts reflect future principal, interest and executory costs of the leases entered into by the Company for technology and office equipment as well as office and data center space. Liabilities for the principal portion of the capital lease obligations are reflected on our balance sheet as of September 27, 2008.

### ***Severance and Related Costs***

Severance and related costs reflect payments the Company is required to make in future periods for severance and other related costs due to cost reduction activities in the third quarter of 2008 and prior periods. Liabilities for these required payments are reflected on our balance sheet as of September 27, 2008.

### ***Purchase Obligations***

Purchase obligations include \$6.1 million of commitments reflected as liabilities on our balance sheet as of September 27, 2008 as well as \$1.7 million of non-cancellable obligations to purchase goods or services in the future.

### **Recent Accounting Pronouncements**

In May 2008, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 162 The Hierarchy of Generally Accepted Accounting Principles . SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS No. 162 becomes effective sixty days following the Securities and Exchange Commission 's approval of Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles . The Company does not expect the adoption of SFAS No. 162 to have a material effect on its consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP No. FAS 142-3 ). FSP No. FAS 142-3 requires companies estimating the useful life of a recognized intangible asset to consider their historical experience in renewing or extending similar arrangements or, in the absence of historical experience, to consider assumptions that market participants would use about renewal or extension as adjusted for SFAS No. 142 's, *Goodwill and Other Intangible Assets*, entity-specific factors. FSP No. FAS 142-3 will be effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the potential impact of adoption of FSP No. FAS 142-3 on its consolidated financial statements. However, the Company does not expect the adoption of FSP No. FAS 142-3 to have a material effect on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities. SFAS No. 159 permits entities to choose to measure eligible items at fair value at specified election dates and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company did not elect the fair value option permitted under SFAS 159 so adoption had no impact on its financial statements.

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In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective for fiscal years beginning after November 15, 2007. On February 14, 2008 the FASB issued FSP FAS No. 157-1 *Application of FASB Statement No. 157 to FASB Statement 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement Under Statement 13* that amends SFAS No. 157 to exclude its application for purposes of lease classification or measurement under SFAS 13. On February 12, 2008 the FASB issued Staff Position Financial Accounting Standard (FSP FAS) No. 157-2 *Effective Date of FASB Statement No. 157* that amends SFAS No. 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis to fiscal years beginning after November 15, 2008. The Company adopted the required provisions of SFAS No. 157-1 effective January 1, 2008 and there was no material effect on its consolidated financial statements. The Company has adopted SFAS 157-2 to delay the adoption effects related to non-financial assets and does not anticipate there will be a material effect on its consolidated financial statements. See Note Eleven for additional information related to the adoption of FAS 157 related to financial assets.

**Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

We provide solutions to clients in a number of countries including the United States, Australia, Canada, Germany, Ireland and the United Kingdom. For the quarter ended September 27, 2008 and September 29, 2007, 7% and 6%, respectively, of our net revenue was denominated in foreign currencies. Historically, we have not experienced material fluctuations in our results of operations due to foreign currency exchange rate changes. We do not currently engage, nor is there any plan to engage, in hedging foreign currency risk.

We also have interest rate risk with respect to changes in variable interest rates on our revolving line of credit, and our cash and cash equivalents and restricted cash. Interest on the line of credit is currently based on either the bank's prime rate, or LIBOR, which varies in accordance with prevailing market conditions. A change in interest rate impacts the interest expense on the line of credit and cash flows. This interest rate risk will not have a material impact on our financial position or results of operations.

**Item 4. *Controls and Procedures*****(a) Evaluation of Disclosure Controls and Procedures**

Based on their evaluation for the period covered by this Form 10-Q, eLoyalty's Chief Executive Officer and Chief Financial Officer have concluded that, as of September 27, 2008, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective.

**(b) Changes in Internal Control over Financial Reporting**

There has been no change in eLoyalty's internal control over financial reporting that occurred during the third quarter of 2008 that has materially affected, or is reasonably likely to materially affect, eLoyalty's internal control over financial reporting.

**Part II. Other Information****Item 1. *Legal Proceedings.***

The Company, from time to time, has been subject to legal claims arising in connection with its business. While the results of these claims cannot be predicted with certainty, there are no asserted claims against the Company that, in the opinion of management, if adversely decided, would have a material effect on the Company's financial position, results of operations or cash flows.

**Table of Contents****Item 1A. Risk Factors.**

There have been no material changes with respect to the factors disclosed in our Annual Report on Form 10-K for the fiscal year ended December 29, 2007.

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

The following table provides information relating to the Company's purchase of shares of its common stock in the third quarter of 2008. All of these purchases reflect shares withheld to satisfy tax withholding obligations related to stock awarded under the Salary Replacement Program or vestings under other stock programs. The Company has not adopted a common stock repurchase plan or program.

Period	Total Number of Shares Purchased	Average Price Paid Per Share
<b>June 29, 2008</b> <b>July 29, 2008</b>		
Common stock	8,244	\$ 5.29
<b>July 30, 2008</b> <b>August 29, 2008</b>		
Common stock	59,963	\$ 5.54
<b>August 30, 2008</b> <b>September 27, 2008</b>		
Common stock	58,641	\$ 4.92
<b>Total</b>		
Common stock	126,848	\$ 5.24

**Item 6. Exhibits**

- \* 10.1 eLoyalty Corporation 2006/2007 Salary Replacement Program (as Amended and Restated as of February 13, 2008), incorporated by reference herein to Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 19, 2008.
- \*\*10.2 Severance Agreement and General Release, effective October 3, 2008, between Steven H. Shapiro and eLoyalty Corporation.
- \*\*31.1 Certification of Kelly D. Conway under Section 302 of the Sarbanes-Oxley Act of 2002.
- \*\*31.2 Certification of Chris Min under Section 302 of the Sarbanes-Oxley Act of 2002.
- \*\*32.1 Certification of Kelly D. Conway and Chris Min under Section 906 of the Sarbanes-Oxley Act of 2002.

\* Compensatory contract, plan or arrangement.

\*\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on November 6, 2008.

**eLOYALTY CORPORATION**

By */s/ CHRIS MIN*  
Chris Min  
Vice President and Chief Financial Officer

(Duly authorized signatory and Principal Financial  
and Accounting Officer)