

SUNGARD DATA SYSTEMS INC

Form 424B3

November 02, 2006

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FILED PURSUANT TO RULE 424(B)(3)

File Number 333-135538

SUNGARD DATA SYSTEMS INC.

SUPPLEMENT NO. 3 TO

MARKET-MAKING PROSPECTUS DATED

AUGUST 9, 2006

THE DATE OF THIS SUPPLEMENT IS NOVEMBER 2, 2006

ON NOVEMBER 2, 2006, SUNGARD DATA SYSTEMS INC. FILED THE ATTACHED

FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2006

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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 30, 2006

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 1-12989

SunGard[®] Data Systems Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

680 East Swedesford Road, Wayne, Pennsylvania 19087

(Address of principal executive offices, including zip code)

484-582-2000

(Registrant's telephone number, including area code)

51-0267091
(IRS Employer

Identification No.)

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

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

There were 100 shares of the registrant's common stock outstanding as of September 30, 2006.

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SUNGARD DATA SYSTEMS INC.

AND SUBSIDIARIES

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****SunGard Data Systems Inc.****Consolidated Balance Sheets****(In millions except share and per-share amounts)**

	December 31, 2005	Successor September 30, 2006 (unaudited)
Assets		
Current:		
Cash and cash equivalents	\$ 317	\$ 268
Trade receivables, less allowance for doubtful accounts of \$9 and \$11	190	161
Earned but unbilled receivables	38	51
Prepaid expenses and other current assets	166	140
Clearing broker assets	391	457
Retained interest in accounts receivable sold	224	256
Deferred income taxes	40	47
Total current assets	1,366	1,380
Property and equipment, less accumulated depreciation of \$72 and \$241	705	738
Software products, less accumulated amortization of \$83 and \$245	1,528	1,379
Customer base, less accumulated amortization of \$68 and \$215	2,817	2,855
Other tangible and intangible assets, less accumulated amortization of \$3 and \$10	248	228
Trade name	1,019	1,019
Goodwill	6,904	6,946
Total Assets	\$ 14,587	\$ 14,545
Liabilities and Stockholder's Equity		
Current:		
Short-term and current portion of long-term debt	\$ 46	\$ 44
Accounts payable	67	60
Accrued compensation and benefits	218	173
Accrued interest expense	161	86
Other accrued expenses	282	289
Clearing broker liabilities	360	415
Deferred revenue	695	720
Total current liabilities	1,829	1,787
Long-term debt	7,383	7,384
Deferred income taxes	1,803	1,832
Total liabilities	11,015	11,003
Commitments and contingencies		
Stockholder's equity:		

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Common stock, par value \$.01 per share; 100 shares authorized, issued and outstanding		
Capital in excess of par value	3,629	3,654
Accumulated deficit	(29)	(136)
Accumulated other comprehensive income (loss)	(28)	24
Total stockholder's equity	3,572	3,542
Total Liabilities and Stockholder's Equity	\$ 14,587	\$ 14,545

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

Table of Contents**SunGard Data Systems Inc.****Consolidated Statements of Operations****(In millions)****(Unaudited)**

	Predecessor	Successor	
	Period from January 1, 2005 through August 10, 2005	Period from August 11, 2005 through September 30, 2005	Nine Months Ended September 30, 2006
Revenue:			
Services	\$ 2,126	\$ 491	\$ 2,842
License and resale fees	179	42	214
Total products and services	2,305	533	3,056
Reimbursed expenses	66	15	79
	2,371	548	3,135
Costs and expenses:			
Cost of sales and direct operating	1,119	247	1,460
Sales, marketing and administration	456	117	659
Product development	154	36	191
Depreciation and amortization	141	33	175
Amortization of acquisition-related intangible assets	84	51	297
Merger costs and other	121	18	5
	2,075	502	2,787
Income from operations	296	46	348
Interest income	9	2	10
Interest expense and amortization of deferred financing fees	(17)	(88)	(483)
Other expense		(3)	(22)
Income (loss) before income taxes	288	(43)	(147)
Provision (benefit) for income taxes	142	(20)	(40)
Net income (loss)	\$ 146	\$ (23)	\$ (107)

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

Table of Contents**SunGard Data Systems Inc.****Consolidated Statements of Operations****(In millions)****(Unaudited)**

	Predecessor Period from July 1, 2005 through August 10, 2005	Successor Period from August 11, 2005 through September 30, 2005	Successor Three Months Ended September 30, 2006
Revenue:			
Services	\$ 389	\$ 491	\$ 963
License and resale fees	17	42	81
Total products and services	406	533	1,044
Reimbursed expenses	11	15	24
	417	548	1,068
Costs and expenses:			
Cost of sales and direct operating	205	247	493
Sales, marketing and administration	76	117	215
Product development	29	36	63
Depreciation and amortization	26	33	60
Amortization of acquisition-related intangible assets	15	51	99
Merger costs and other	103	18	2
	454	502	932
Income (loss) from operations	(37)	46	136
Interest income	3	2	4
Interest expense and amortization of deferred financing fees	(3)	(88)	(165)
Other expense		(3)	(4)
Loss before income taxes	(37)	(43)	(29)
Provision (benefit) for income taxes	5	(20)	2
Net loss	\$ (42)	\$ (23)	\$ (31)

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

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SunGard Data Systems Inc.

Consolidated Statements of Cash Flows

(In millions)

(Unaudited)

	Predecessor	Successor	
	Period from	Period	
	January 1, 2005	from	
	through	August 11, 2005	
	August 10,	through	Nine Months
	2005	September 30,	Ended
		2005	September 30,
			2006
<i>Cash flow from operations:</i>			
Net income (loss)	\$ 146	\$ (23)	\$ (107)
Reconciliation of net income (loss) to cash flow from operations:			
Depreciation and amortization	225	84	472
Deferred income tax benefit	(14)		