LIQUIDITY SERVICES INC
Form 10-Q
August 07, 2009
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2009

OR

o 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 0-51813

LIQUIDITY SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**52-2209244** (I.R.S. Employer Identification No.)
1920 L Street, N.W., 6th Floor, Washington, D.C. (Address of Principal Executive Offices)	**20036** (Zip Code)

(202) 467-6868

(Registrant s Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No x

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.

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o	Smaller reporting company o

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

The number of shares outstanding of the issuer s common stock, par value $.001 per share, as of August 7, 2009 was 27,521,646.

Table of Contents

INDEX

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements.

Liquidity Services, Inc. and Subsidiaries

Consolidated Balance Sheets

(Dollars in Thousands)

		June 30, 2009 (Unaudited)		September 30, 2008
Assets				
Current assets:				
Cash and cash equivalents	$	39,454	$	51,954
Short-term investments		21,879		11,244
Accounts receivable, net of allowance for doubtful accounts of $465 and $519 at June 30, 2009 and September 30, 2008, respectively		3,724		4,658
Inventory		13,333		13,327
Prepaid expenses, deferred taxes and other current assets		10,014		7,653
Total current assets		88,404		88,836
Property and equipment, net		5,979		4,730
Intangible assets, net		4,327		5,561
Goodwill		33,839		34,696
Other assets		3,647		3,344
Total assets	$	136,196	$	137,167
Liabilities and stockholders equity				
Current liabilities:				
Accounts payable	$	5,656	$	8,303
Accrued expenses and other current liabilities		15,666		10,314
Profit-sharing distributions payable		3,238		10,312
Customer payables		6,217		8,841
Current portion of capital lease obligations		53		22
Total current liabilities		30,830		37,792
Capital lease obligations, net of current portion		99		44
Deferred taxes and other long-term liabilities		3,219		2,961
Total liabilities		34,148		40,797
Stockholders equity:				
Common stock, $0.001 par value; 120,000,000 shares authorized; 28,210,965 shares issued and 27,503,503 shares outstanding at June 30, 2009; 28,023,361 shares issued and outstanding at September 30, 2008		28		28
Additional paid-in capital		71,684		65,973
Treasury stock, at cost		(3,874)		
Accumulated other comprehensive loss		(2,953)		(1,717)
Retained earnings		37,163		32,086
Total stockholders equity		102,048		96,370
Total liabilities and stockholders equity	$	136,196	$	137,167

See accompanying notes to the unaudited consolidated financial statements.

Liquidity Services, Inc. and Subsidiaries

Unaudited Consolidated Statements of Operations

(Dollars in Thousands Except Per Share Data)

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Nine Months Ended June 30, 2009	Nine Months Ended June 30, 2008
Revenue	$ 58,045	$ 71,473	$ 173,363	$ 193,579
Costs and expenses:				
Cost of goods sold (excluding amortization)	20,688	19,552	61,980	51,117
Profit-sharing distributions	8,094	24,200	34,231	67,636
Technology and operations	11,413	10,411	35,019	30,689
Sales and marketing	4,398	4,469	13,303	12,519
General and administrative	6,158	5,827	17,033	15,941
Amortization of contract intangibles	203	203	610	610
Depreciation and amortization	828	584	2,144	1,436
Total costs and expenses	51,782	65,246	164,320	179,948
Income from operations	6,263	6,227	9,043	13,631
Interest income and other income, net	33	292	359	1,402
Income before provision for income taxes	6,296	6,519	9,402	15,033
Provision for income taxes	(2,896)	(2,672)	(4,325)	(6,176)
Net income	$ 3,400	$ 3,847	$ 5,077	$ 8,857
Basic earnings per common share	$ 0.12	$ 0.14	$ 0.18	$ 0.32
Diluted earnings per common share	$ 0.12	$ 0.14	$ 0.18	$ 0.32
Basic weighted average shares outstanding	27,464,177	27,964,662	27,755,997	27,953,526
Diluted weighted average shares outstanding	27,556,616	28,237,150	27,851,652	28,201,988

See accompanying notes to the unaudited consolidated financial statements.

Liquidity Services, Inc. and Subsidiaries

Unaudited Consolidated Statement of Changes in Stockholders Equity

(In Thousands Except Share Data)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount	Shares	Amount				
Balance at September 30, 2008	28,023,361	$ 28			$ 65,973	$ (1,717)	$ 32,086	$ 96,370
Common stock repurchase			(707,462)	$ (3,874)				(3,874)
Exercise of common stock options and warrants (net of tax)	187,604				950			950
Compensation expense from grant of common stock options					4,761			4,761
Comprehensive income:								
Net income							5,077	5,077
Foreign currency translation and other						(1,236)		(1,236)
Balance at June 30, 2008	28,210,965	$ 28	(707,462)	$ (3,874)	$ 71,684	$ (2,953)	$ 37,163	$ 102,048

See accompanying notes to the unaudited consolidated financial statements.

Liquidity Services, Inc. and Subsidiaries

Unaudited Consolidated Statements of Cash Flows

(In Thousands)

	Nine Months Ended June 30, 2009	2008
Operating activities		
Net income	$ 5,077	$ 8,857
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,754	2,046
Stock compensation expense	4,702	3,440
Provision for doubtful accounts	(54)	(64)
Changes in operating assets and liabilities:		
Accounts receivable	988	1,846
Inventory	(7)	1,304
Prepaid expenses and other assets	(2,664)	(1,975)
Accounts payable	(2,647)	3,200
Accrued expenses and other	5,352	(4,537)
Profit-sharing distributions payable	(7,074)	1,096
Customer payables	(2,623)	1,358
Other liabilities	257	8
Net cash provided by operating activities	4,061	16,579
Investing activities		
Purchases of short-term investments	(20,655)	(25,307)
Proceeds from the sale of short-term investments	10,015	46,043
Increase in goodwill and intangibles	(161)	(41)
Cash paid for acquisitions, net of cash acquired		(25,627)
Purchases of property and equipment	(2,764)	(1,242)
Net cash used in investing activities	(13,565)	(6,174)
Financing activities		
Principal repayments of capital lease obligations and debt	(13)	(46)
Proceeds from exercise of common stock options and warrants (net of tax)	949	107
Incremental tax benefit from exercise of common stock options	59	18
Repurchases of common stock	(3,874)	
Net cash (used in) provided by financing activities	(2,879)	79
Effect of exchange rate differences on cash and cash equivalents	(117)	184
Net (decrease) increase in cash and cash equivalents	(12,500)	10,668
Cash and cash equivalents at beginning of the period	51,954	39,954
Cash and cash equivalents at end of period	$ 39,454	$ 50,622
Supplemental disclosure of cash flow information		
Cash paid for income taxes	$ 7,128	$ 9,384
Cash paid for interest	40	20
Assets acquired under capital leases	100	

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

Liquidity Services, Inc. and Subsidiaries

Notes to the Unaudited Consolidated Financial Statements

1. Organization

Liquidity Services, Inc. and subsidiaries (LSI or the Company) is a leading online auction marketplace for wholesale surplus and salvage assets. LSI enables buyers and sellers to transact in an efficient, automated online auction environment offering over 500 product categories. The Company s marketplaces provide professional buyers access to a global, organized supply of wholesale surplus and salvage assets presented with digital images and other relevant product information. Additionally, LSI enables its corporate and government sellers to enhance their financial return on excess assets by providing a liquid marketplace and value-added services that integrate sales and marketing, logistics and transaction settlement into a single offering. LSI organizes its products into categories across major industry verticals such as consumer electronics, general merchandise, apparel, scientific equipment, aerospace parts and equipment, technology hardware, and specialty equipment. The Company s online auction marketplaces are *www.liquidation.com*, *www.govliquidation.com, www.govdeals.com* and *www.liquibiz.com*. LSI also operates a wholesale industry portal, *www.goWholesale.com,* that connects advertisers with buyers seeking products for resale and related business services.

2. Summary of Significant Accounting Policies

Unaudited Interim Financial Information

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal, recurring adjustments, considered necessary for a fair presentation have been included. The information disclosed in the notes to the consolidated financial statements for these periods is unaudited. Operating results for the three and nine months ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending September 30, 2009 or any future period.

The Company has evaluated subsequent events through the time of filing this form 10-Q on August 7, 2009, which is the date that these financial statements have been filed with the Securities and Exchange Commission.

Short-Term Investments

Available-for-sale securities are stated at fair value, with the unrealized gains and losses reported in accumulated other comprehensive income. For the three and nine months ended June 30, 2009 and 2008, the amount of unrealized losses reported in accumulated other comprehensive income was $5,000 and $6,000, and $60,000 and $171,000, respectively. Realized gains are included in other income based on the specific identification method. Realized gains for sales of investments for the three and nine months ended June 30, 2009 and 2008 were $0 and $3,000 and $9,000 and $83,000, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation under Statement 123(R). The total compensation cost related to nonvested awards not yet recognized at June 30, 2009 was approximately $15,268,000, which is being recognized over the weighted average vesting period of 26 months. The Company utilizes the Black-Scholes option pricing model to determine its Statement 123(R) expense. Inputs into the Black-Scholes model include volatility rates that ranged from 40% to 70%, dividend rate of 0%, and risk-free interest rates that ranged from 0.91% to 5.05% since October 1, 2005. The Company anticipates a forfeiture rate ranging from 11.4% to 33.4% based on its historical forfeiture rate. As a result of adopting Statement 123(R) on October 1, 2005, the Company s basic and diluted earnings per share for the three and nine months ended June 30, 2009 and 2008 were approximately $0.03 and $0.03, and $0.09 and $0.09; and $0.02 and $0.02, and $0.07 and $0.07, respectively, lower than if it had continued to account for share-based compensation under APB Opinion No. 25.

Comprehensive Income

Comprehensive income includes net income adjusted for foreign currency translation and unrealized gains and losses on available-for-sale securities. For the three and nine months ended June 30, 2009 and 2008, comprehensive income was $6,019,000 and $3,842,000; and $3,993,000 and $8,866,000, respectively.

Table of Contents

Liquidity Services, Inc. and Subsidiaries
Notes to the Unaudited Consolidated Financial Statements (Continued)

Earnings per Share

Basic net income attributable to common stockholders per share is computed by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income attributable to common stockholders per share includes the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The Company has 10,292 restricted shares outstanding at a price of $11.66 issued during the three months ended June 30, 2008, 316,917 restricted shares outstanding at prices ranging from $7.48 to $8.57 issued during the three months ended December 31, 2008 and 21,236 restricted shares outstanding at a price of $8.55 issued during the three months ended June 30, 2009 of which only 92,439 and 60,187 shares have been included in the calculation of diluted income per share for the three and nine months ended June 30, 2009, respectively, due to the significant difference between the issuance price and the average market price for the period in which they have been outstanding. The Company has also excluded the following stock options in our calculation of diluted income per share because the option exercise prices were greater than the average market prices for the applicable period:

(a) for the three months ended June 30, 2009, 3,199,605 options;

(b) for the nine months ended June 30, 2009, 3,199,605 options;

(c) for the three months ended June 30, 2008, 2,944,100 options; and

(d) for the nine months ended June 30, 2008, 2,335,168 options.

The following summarizes the potential outstanding common stock of the Company as of the dates set forth below:

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Nine Months Ended June 30, 2009	Nine Months Ended June 30, 2008
	(unaudited) (dollars in thousands, except per share amounts)			
Weighted average shares calculation:				
Basic weighted average shares outstanding	27,464,177	27,964,662	27,755,997	27,953,526
Treasury stock effect of options and restricted stock	92,439	272,488	95,655	248,462

Diluted weighted average common shares outstanding	27,556,616	28,237,150	27,851,652	28,201,988
Net income	$ 3,400	$ 3,847	$ 5,077	$ 8,857
Net income per common share:				
Basic earnings per common share	$ 0.12	$ 0.14	$ 0.18	$ 0.32
Diluted earnings per common share	$ 0.12	$ 0.14	$ 0.18	$ 0.32

3. Defense Reutilization and Marketing Service Contracts

Defense Reutilization and Marketing Service (DRMS) Contracts

The Company s original Surplus Contract with DRMS expired on December 17, 2008. The Company responded to a RFP from DRMS regarding a renewal of the Surplus Contract, and has been awarded the new Surplus Contract. Significant operations began under the new Surplus Contract during February 2009. The new Surplus Contract expires in February 2012, subject to DoD s right to extend it for two additional one-year terms. Under the terms of the original contract, the Company distributes to DRMS a fixed percentage of the profits realized from the ultimate sale of the inventory, after deduction for allowable expenses and profit-sharing distributions, as provided for under the terms of the contract. Under the new Surplus Contract, the Company is required to purchase all usable surplus property offered to the Company by the DoD at a fixed percentage equal to 1.8% of the DoD s original acquisition value. The Company retains 100% of the profits from the resale of the property and bears all of the costs for the merchandising and sale of the property.

As a result of the Surplus Contract, the Company is the sole remarketer of all DoD surplus turned into DRMS available for sale within the United States, Puerto Rico, and Guam.

Table of Contents

Liquidity Services, Inc. and Subsidiaries
Notes to the Unaudited Consolidated Financial Statements (Continued)

The Company s Scrap Contract with DRMS expires in June 2012. Under the terms of the Scrap Contract, the Company is required to purchase all scrap government property referred to it by DRMS. As a result of this contract, the Company is the sole remarketer of all U.S. Department of Defense scrap turned into DRMS available for sale within the United States, Puerto Rico, and Guam.

The Scrap Contract may be terminated by either the Company or DRMS if the rate of return performance ratio does not exceed specified benchmark ratios for two consecutive quarterly periods and the preceding twelve months. The Company has performed in excess of the benchmark ratios throughout the contract period through June 30, 2009. The new Surplus Contract also contains a provision providing for a mutual termination of the contract for convenience.

Based on the sales price of the inventory, after reduction for allowable expenses and other disbursements under the original Surplus Contract with DRMS, the Company was required to disburse to DRMS 78.2%, and to Kormendi/Gardener Partners (KGP), 1.8% of the profits from the sale of goods under this contract. In addition, disbursements to DRMS/KGP are only required to the extent the Company has distributable cash surplus, as defined under the original Surplus Contract. On September 12, 2006, the DoD agreed to increase the profit-sharing distribution for the original Surplus Contract in exchange for the Company s agreement to implement additional inventory assurance processes and procedures with respect to the sale of demilitarized property. From August 1, 2006 until November 30, 2006, the Company was entitled to receive 27.5% of the profits and DRMS was entitled to 72.5% of the profits from the sale of goods under the original Surplus Contract. For property received from November 30, 2006 through June 18, 2008, the Company was entitled to receive between 25% and 30.5% of the profits, based on the results of an audit of the effectiveness of the inventory controls the Company implemented under the original Surplus Contract modification, which is referred to as the original Surplus Contract incentive. On June 1, 2007, the Company agreed, as provided in the modification to the original Surplus Contract that became effective as of September 12, 2006, to provide additional value-added services with respect to demilitarized property that is returned to the DoD for reutilization. In exchange for the agreement to provide these services, the DoD exercised its existing option to increase the Company s share of net proceeds under the original Surplus Contract by 1%. On May 13, 2008, the DoD agreed to extend the original Surplus Contract through November 1, 2008, as well as increase the Company s share of net proceeds under the original Surplus Contract to 39.5% on property received after June 18, 2008. On November 6, 2008, the DoD agreed to further extend the original Surplus Contract through December 17, 2008. Operations commenced under the new Surplus Contract on December 18, 2008. Profit-sharing distributions will continue to be made during the original Surplus Contract wind-down period, which the Company expects will continue through fiscal 2009. Profit-sharing distributions to DRMS/KGP under the original Surplus Contract for the three and nine months ended June 30, 2009 and 2008 were $1,365,000 and $16,959,000; and $10,892,000 and $30,512,000, respectively, including accrued amounts, as of June 30, 2009 and 2008, of $372,000 and $3,777,000, respectively.

Under the terms of the Scrap Contract, the Company was required to disburse to DRMS 78.2%, and to KGP 1.8% of the profits realized from the ultimate sale of the inventory, after deduction for allowable expenses, calculated in a similar manner to that of the original Surplus Contract. Under the Scrap Contract, the Company also has a performance incentive that allows it to receive up to an additional 2% of the profit sharing distribution. This incentive is measured annually on June 30th, and is applied to the prior 12 months. The Company earned a performance incentive for the 12 months ended June 30, 2009, of approximately $975,000, in the quarter ended June 30, 2009. On May 21, 2007, the DoD agreed to increase the profit-sharing distribution for the Scrap Contract, from 20% to 23% effective June 1, 2007, in exchange for the Company s agreement to implement additional inventory assurance processes and procedures with respect to the mutilation of demilitarized scrap property sold by the Company. For the three and nine months ended June 30, 2009 and 2008, profit-sharing distributions to the DRMS under the Scrap Contract amounted to $6,376,000 and $16,116,000; and $12,838,000 and $35,797,000, respectively, including accrued amounts, as of June 30, 2009 and 2008, of $2,866,000 and $4,173,000, respectively.

9

Table of Contents

Liquidity Services, Inc. and Subsidiaries
Notes to the Unaudited Consolidated Financial Statements (Continued)

4. Goodwill and Intangible Assets

The carrying amount of goodwill is net of a $2,679,000 decrease due to foreign currency translation.

Intangible assets at June 30, 2009 consisted of the following:

	Useful Life (in years)	Gross Carrying Amount	Accumulated Amortization & Foreign Currency Translation Adjustment	Net Carrying Amount
		(dollars in thousands)		
Contract intangible	7	$ 5,694	$ (3,186)	$ 2,508
Brand and technology	3 - 5	688	(227)	461
Covenants not to compete	3 - 5	2,385	(1,161)	1,224
Patent and trademarks	3 - 10	188	(54)	134
Total intangible assets, net				$ 4,327

Future expected amortization of intangible assets at June 30, 2009 was as follows:

Years ending September 30,	(in thousands)
2009 (remaining three months)	$ 371
2010	1,469
2011	1,435
2012	941
2013 and after	111
Total	$ 4,327

5. Debt

Senior Credit Facility

In December 2002, and as subsequently amended, the Company entered into a senior credit facility (the Agreement) with a bank, which provides for borrowings up to $30.0 million. This senior credit facility will expire in March 2010.

Borrowings under the Agreement bear interest at an annual rate equal to the 30 day LIBOR rate plus 1.5% (1.816% at June 30, 2009) due monthly. As of June 30, 2009 and September 30, 2008, the Company had no outstanding borrowings under the Agreement.

Borrowings under the Agreement are secured by substantially all of the assets of the Company. The Agreement contains certain financial and non-financial restrictive covenants including, among others, the requirements to maintain a minimum level of earnings before interest, income taxes, depreciation and amortization (EBITDA). As of June 30, 2009, the Company was in compliance with these covenants.

Table of Contents

Liquidity Services, Inc. and Subsidiaries
Notes to the Unaudited Consolidated Financial Statements (Continued)

6. Income Taxes

The Company s interim effective income tax rate is based on management s best current estimate of the expected annual effective income tax rate. Based on current projections of taxable income for the year ending September 30, 2009, the Company expects that it will have an effective income tax rate of 46%.

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48) on October 1, 2007. The adoption of FIN 48 did not impact the Company s financial position or results of operations. The Company has concluded that there were no uncertain tax positions identified during its analysis. The Company s policy is to recognize interest and penalties in the period in which they occur in the income tax provision. The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, various state and local jurisdictions and in foreign jurisdictions, primarily the UK and Germany. The Company is no longer subject to U.S. federal, state and local, or foreign income tax examinations by tax authorities for years before fiscal 2005, although carryforward of tax attributes that were generated prior to fiscal 2005 may still be adjusted upon examination by tax authorities if they are utilized.

The Company is not currently under audit for income taxes in any jurisdiction.

7. Stockholders Equity

Common Stock

On February 23, 2006, the Company issued 5,000,000 shares of common stock for net proceeds of $43,977,000 in conjunction with its initial public offering. On March 13, 2007, the Company issued 100,000 shares of common stock for net proceeds of $1,070,000 in conjunction with its follow-on offering.

Share Repurchase Program

On December 2, 2008, the Company s Board of Directors approved a stock repurchase program. Under the program, the Company is authorized to repurchase up to $10 million of the issued and outstanding shares of its common stock. Share repurchases may be made through open market purchases, privately negotiated transactions or otherwise, at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. The repurchase program may be discontinued or suspended at any time, and will be funded using the Company s available cash. The

Company s Board of Directors reviews the share repurchase program periodically, the last such review having occurred in March 2009. During the three months ended March 31, 2009, 707,462 shares were purchased under the program for approximately $3,874,000. There were no share repurchases for the three months ended June 30, 2009. As of June 30, 2009, approximately $6,126,000 may yet be expended under the program.

2006 Omnibus Long-Term Incentive Plan (the 2006 Plan)

5,000,000 shares of common stock were initially reserved for issuance under the 2006 Plan. At September 30, 2007, there were 3,459,229 shares remaining reserved for issuance in connection with awards under the 2006 Plan. During fiscal year 2008, the Company issued options to purchase 2,459,232 shares to employees and directors with exercise prices between $8.40 and $13.48; options to purchase 487,834 shares have been forfeited; and 10,292 restricted shares have been issued at a price of $11.66. At September 30, 2008, there were 1,477,539 shares remaining reserved for issuance in connection with awards under the 2006 Plan. During the nine months ended June 30, 2009, the Company issued options to purchase 1,023,344 shares to employees and directors with exercise prices between $5.53 and $8.55, and options to purchase 263,853 shares were forfeited. During the nine months ended June 30, 2009, the Company issued 365,353 restricted shares to employees and directors at prices ranging from $7.48 to $8.57, and 27,200 restricted shares were forfeited. In February 2009, at the Company s annual meeting of stockholders, the stockholders approved an increase of 5,000,000 shares of the Company s common stock to the shares available for issuance under the 2006 Plan. At June 30, 2009, there were 5,379,895 shares remaining reserved for issuance in connection with awards under the 2006 Plan. The maximum number of shares subject to options or stock appreciation rights that can be awarded under the 2006 Plan to any person is 1,000,000 per year. The maximum number of shares that can be awarded under the 2006 Plan to any person, other than pursuant to an option or stock appreciation right, is 700,000 per year.

Table of Contents

Liquidity Services, Inc. and Subsidiaries
Notes to the Unaudited Consolidated Financial Statements (Continued)

Stock Option Activity

A summary of the Company s stock option activity for the year ended September 30, 2008 and the three months ended December 31, 2008, March 31, 2009 and June 30, 2009 is as follows:

	Options	Weighted-Average Exercise Price
Options outstanding at September 30, 2007	2,150,971	$ 11.72
Options granted	2,459,232	12.21
Options exercised	(84,302)	4.09
Options canceled	(496,576)	15.44
Options outstanding at September 30, 2008	4,029,325	11.72
Options granted (unaudited)	850,000	7.55
Options exercised (unaudited)	(10,500)	5.00
Options canceled (unaudited)	(19,683)	15.44
Options outstanding at December 31, 2008 (unaudited)	4,849,142	10.99
Options granted (unaudited)	41,000	6.12
Options exercised (unaudited)	(62,896)	2.07
Options canceled (unaudited)	(112,698)	12.58
Options outstanding at March 31, 2009 (unaudited)	4,714,548	11.03
Options granted (unaudited)	132,344	8.55
Options exercised (unaudited)	(114,208)	6.72
Options canceled (unaudited)	(137,948)	13.47
Options outstanding at June 30, 2009 (unaudited)	4,594,736	10.99
Options exercisable at June 30, 2009 (unaudited)	1,870,601	11.72

The intrinsic value of outstanding and exercisable options at June 30, 2009 is approximately $4,191,000 and $1,852,000, respectively, based on a stock price of $9.86 on June 30, 2009.

8. Fair Value Measurement

The Company measures and records in the accompanying condensed consolidated financial statements certain assets and liabilities at fair value on a recurring basis. SFAS No. 157 establishes a fair value hierarchy for those instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company s assumptions (unobservable inputs). The hierarchy consists of three levels:

Level 1	Quoted market prices in active markets for identical assets or liabilities;
Level 2	Inputs other than Level 1 inputs that are either directly or indirectly observable; and
Level 3	Unobservable inputs developed using estimates and assumptions developed by the Company, which reflect those that a market participant would use.

As of June 30, 2009, the Company s Level 1 short-term investments of $21,879,000, are the only financial instruments measured at fair value.

9. Contingencies

In January 2008, KGP commenced litigation against Government Liquidation.com (GL) and Surplus Acquisition Venture, LLC (SAV), two of the Company s subsidiaries, seeking $1.5 million in damages. KGP claims it is entitled to these damages because of actions GL and SAV took at the direction of DRMS pursuant to an amendment to the original Surplus Contract entered into in August 2006. GL and SAV have filed a motion to dismiss this litigation in its entirety and believe they have meritorious defenses in this litigation. In addition, SAV and GL believe they likely would be able to recover their costs and damages arising out of this litigation from DRMS under the terms of the Surplus Contract.

Table of Contents

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

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements. These statements are only predictions. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks and other factors include but are not limited to the factors set forth in our Annual Report on Form 10-K for the year ended September 30, 2008. You can identify forward-looking statements by terminology such as may, will, should, could, would, expects, intends, plans, anticipates, believes, estimates, predicts, potential, continues or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. There may be other factors of which we are currently unaware or deem immaterial that may cause our actual results to differ materially from the forward-looking statements.

All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this document and are expressly qualified in their entirety by the cautionary statements included in this document. Except as may be required by law, we undertake no obligation to publicly update or revise any forward-looking statement to reflect events or circumstances occurring after the date of this document or to reflect the occurrence of unanticipated events.

The following discussion should be read in conjunction with our consolidated financial statements and related notes and the information contained elsewhere in this document.

Overview

About us. We are a leading online auction marketplace for wholesale surplus and salvage assets. We enable buyers and sellers to transact in an efficient, automated online auction environment offering over 500 product categories. Our marketplaces provide professional buyers access to a global, organized supply of wholesale surplus and salvage assets presented with digital images and other relevant product information. Additionally, we enable our corporate and government sellers to enhance their financial return on excess assets by providing a liquid marketplace and value-added services that integrate sales and marketing, logistics and transaction settlement into a single offering. We organize our products into categories across major industry verticals such as consumer electronics, general merchandise, apparel, scientific equipment, aerospace parts and equipment, technology hardware, and specialty equipment. Our online auction marketplaces are *www.liquidation.com*, *www.govliquidation.com, www.govdeals.com* and *www.liquibiz.com*. We also operate a wholesale industry portal, *www.goWholesale.com* that connects advertisers with buyers seeking products for resale and related business services.

We believe our ability to create liquid marketplaces for wholesale surplus and salvage assets generates a continuous flow of goods from our corporate and government sellers. This flow of goods in turn attracts an increasing number of professional buyers to our marketplaces. During the last 12 months, the number of registered buyers grew from approximately 948,000 to approximately 1,152,000, or 21.6%.

Recent initiatives. Our commercial business continues to improve operating efficiencies. Margins in our commercial business improved during the most recent quarter driven by superior operational throughput and improved buyer participation compared to the same period last year and we expect this trend to continue into the next quarter. We believe the strength of our leading B2B buyer marketplace and the launch of new value added services will enable us to further increase our market share with commercial clients moving forward. Our operational improvements have created increased capacity in our commercial distribution center network, which we believe will allow us to further increase volume with existing and new large enterprise clients.

The current economic downturn has impacted the GMV in our commercial business both in the U.S. and the U.K. as retailers have reduced the volume of goods sold due to continued weak consumer spending. Our UK business suffered during Q3-09 due to the reorganization of one of our major UK clients, which led to a material decrease in volume. Progress is underway to replace this volume but we continue to expect our UK business to be a drag on earnings in the near term. We initiated cost savings initiatives in our UK business, during the current quarter, including replacing some senior members of our operating team with managers having more operational and business development experience. At the same time, we have made the necessary technology, finance, and back office investments to support our UK business for long-term growth. These changes, having occurred in the quarter ending June 30, 2009, will position our UK business to better serve our existing clients, and allow us to aggressively add new significant clients. We are uncertain, given the economic conditions, when we will realize these long-term benefits.

Table of Contents

GMV in our U.S. commercial business was impacted, during the quarter ending June 30, 2009, by delays in commencing recently signed new programs with several large organizations. These organizations are navigating a very difficult economic environment, which has resulted in operational slow downs, and in one case bankruptcy. Although we expect the operational difficulties of clients and prospective clients to be resolved, we are not certain of the timing. We have signed contracts with these organizations, and have been assured once they have resolved their operational challenges, and in the case of bankruptcy, come through their reorganization; we will be receiving their surplus goods.

The three months ended June 30, 2009 was the first full quarter of operations under our new DoD Surplus Contract. We received a significant amount of property above our expectations during the quarter. This significant flow of property created operational inefficiencies at our two primary locations, where we receive surplus property, Columbus, Ohio and Oklahoma City, Oklahoma. The high level of startup property flow constrained our operational throughput during the most recent quarter, as we allocated additional resources to receiving product, thus slowing down sales lotting activities. We would expect to continue to experience some inefficiencies next quarter, as we work through the large amount of inventory at these facilities. We have added staff to these locations and believe once this team is fully trained, capacity and throughput will improve.

Our revenue. We generate substantially all of our revenue by retaining a percentage of the proceeds from the sales we manage for our sellers. We offer our sellers three primary transaction models: a profit-sharing model, a consignment model and a purchase model.

- *Profit-sharing model.* Under our profit-sharing model, we purchase inventory from our suppliers and share with them a portion of the profits received from a completed sale in the form of a distribution. Distributions are calculated based on the value received from the sale after deducting direct costs, such as sales and marketing, technology and operations and other general and administrative costs. Because we are the primary obligor, and take general and physical inventory risks and credit risk under this transaction model, we recognize as revenue the sale price paid by the buyer upon completion of a transaction. Revenue from our profit-sharing model accounted for approximately 33.5% and 43.8% of our total revenue for the three and nine months ended June 30, 2009, respectively. The merchandise sold under our profit-sharing model accounted for approximately 21.5% and 28.8% of our gross merchandise volume, or GMV, for the three and nine months ended June 30, 2009, respectively.

- *Consignment model.* Under our consignment model, we recognize commission revenue from sales of merchandise in our marketplaces that is owned by others. These commissions, which we refer to as seller commissions, represent a percentage of the sale price the buyer pays upon completion of a transaction. We vary the percentage amount of the seller commission depending on the various value-added services we provide to the seller to facilitate the transaction. For example, we generally increase the percentage amount of the commission if we take possession, handle, ship or provide enhanced product information for the merchandise. We collect the seller commission by deducting the appropriate amount from the sales proceeds prior to their distribution to the seller after completion of the transaction. Revenue from our consignment model accounted for approximately 11.2% and 11.4% of our total revenue for the three and nine months ended June 30, 2009, respectively. The merchandise sold under our consignment model accounted for approximately 43.4% and 42.1% of our GMV for the three and nine months ended June 30, 2009, respectively.

- *Purchase model.* Under our purchase model, we offer our sellers a fixed amount or the option to share a portion of the proceeds received from our completed sales in the form of a distribution. Distributions are calculated based on the value we receive from the sale after deducting a required return to us that we have negotiated with the seller. Because we are the primary obligor, and take general and physical inventory risks and credit risk under this transaction model, we recognize as revenue the sale price paid by the buyer upon completion of a transaction. Revenue from our purchase model accounted for approximately 53.2% and 42.0% of our total revenue for the three and nine months ended June 30, 2009, respectively. The merchandise sold under our purchase model accounted for approximately 34.1% and 27.6% of our GMV for the three and nine months ended June 30, 2009, respectively.

We collect a buyer premium on substantially all of our transactions under all of our transaction models. Buyer premiums are calculated as a percentage of the sale price of the merchandise sold and are paid to us by the buyer. Buyer premiums are in addition to the price of the merchandise. Under our profit-sharing model, we typically share the proceeds of any buyer premiums with our sellers.

In the three months ended June 30, 2009, we generated less than 1% of our revenue from advertisements on our wholesale industry portals.

Table of Contents

Industry trends. We believe there are several industry trends impacting the growth of our business including: (1) the increase in the adoption of the Internet by businesses to conduct e-commerce both in the United States and abroad; (2) product innovation in the retail supply chain that has increased the pace of product obsolescence and, therefore, the supply of surplus assets; (3) the increase in the volume of returned merchandise handled by both online and offline retailers; (4) the increase in government regulations necessitating verifiable recycling and remarketing of surplus assets; (5) the increase in outsourcing by corporate and government organizations of disposition activities for surplus and end-of-life assets; and (6) as a result of the recent economic downturn, an increase in buyer demand for surplus merchandise as consumers trade down by purchasing less expensive goods and seek greater value from their purchases.

Our Seller Agreements

Our DoD agreements. We have three contracts with the DoD pursuant to which we acquire, manage and sell excess property:

- *Surplus Contracts.* In June 2001, we were awarded the Surplus Contract, a competitive-bid exclusive contract under which we acquire, manage and sell all usable DoD surplus personal property turned into the DRMS. Surplus property generally consists of items determined by the DoD to be no longer needed, and not claimed for reuse by, any federal agency, such as computers, electronics, office supplies, scientific and medical equipment, aircraft parts, clothing and textiles. On November 6, 2008, the DoD extended the original Surplus Contract through December 17, 2008, thus we will receive 39.5% of the net proceeds on property received up until December 17, 2008 through the Contract wind down period, which we anticipate will extend through fiscal year 2009. We responded to a RFP from the DRMS regarding a renewal of the Surplus Contract, and have been awarded the contract. We began operations under the new Contract on December 18, 2008. The new Surplus Contract expires in February 2012, subject to DoD s right to extend it for two additional one-year terms. Revenue from our Surplus Contracts (including buyer premiums) accounted for approximately 30.7% and 33.2% of our total revenue for the three and nine months ended June 30, 2009, respectively. The property sold under our Surplus Contracts accounted for approximately 19.7% and 21.8% of our GMV for the three and nine months ended June 30, 2009, respectively.

- *Scrap Contract.* In June 2005, we were awarded a competitive-bid exclusive contract under which we acquire, manage and sell substantially all scrap property of the DoD turned into the DRMS. Scrap property generally consists of items determined by DoD to have no use beyond their base material content, such as metals, alloys, and building materials. We were required to pay $5.7 million to the DoD in fiscal 2005 for the right to manage the operations and remarket scrap material in connection with the Scrap Contract. The Scrap Contract expires in June 2012, subject to DoD s right to extend it for three additional one-year terms. Revenue from our Scrap Contract (including buyer premiums) accounted for approximately 23.7% and 19.6% of our total revenue for the three and nine months ended June 30, 2009, respectively. The property sold under our Scrap Contract accounted for approximately 15.2% and 12.9% of our GMV for the three and nine months ended June 30, 2009, respectively.

Under the original Surplus Contract, we were obligated to purchase all DoD surplus property at set prices representing a percentage of the original acquisition cost, which varied depending on the type of surplus property being purchased. Under the Scrap Contract, we acquire scrap property at a per pound price. We were initially entitled to approximately 20% of the profits of sale (defined as gross proceeds of sale less allowable operating expenses) under the Contracts, and the DoD was entitled to approximately 80% of the profits. We refer to these disbursement payments to DoD as profit-sharing distributions. As a result of these arrangements, we recognize as revenue the gross proceeds from these sales. DoD also reimburses us for actual costs incurred for packing, loading and shipping property under the Scrap and original Surplus Contracts that we are obligated to pick up from non-DoD locations. On September 12, 2006, we entered into a bilateral contract modification under which the DoD agreed to increase our profit-sharing percentage under the original Surplus Contract in exchange for our agreement to implement additional inventory assurance processes and procedures with respect to the sale of demilitarized property. Under the terms of the Contract modification, for property received from November 30, 2006 through June 18, 2008, we were entitled to receive between 25% and 30.5% of the profits and thus the DoD received between 69.5% and 75% of the profits, based on the results of an audit of the effectiveness of the inventory controls we implemented under the Contract modification, which was referred to as the original Surplus Contract incentive. This incentive was measured quarterly. On June 1, 2007, we agreed, as provided in the modification to the original Surplus Contract that became effective as of September 12, 2006, to provide additional value-added services with respect to demilitarized property that is returned to the DoD for reutilization. In exchange for our agreement to provide these services, the DoD exercised its existing option to increase our share of net proceeds under the original Surplus Contract by 1%. On May 13, 2008, the DoD agreed to extend the original Surplus Contract through November 1, 2008, as well as increase our share of net proceeds under the original Surplus Contract to 39.5% on property received after June 18, 2008. On November 6, 2008, the DoD extended the original Surplus Contract through December 17, 2008. Under the new Surplus Contract, which began on December 18, 2008, we are not required to distribute any portion of the profits realized under the Contract, as the new Contract contains a higher fixed percentage price of 1.8%, of the DRMS acquisition value, to be paid for the property.

Table of Contents

Under the Scrap Contract, we also have a small business performance incentive based on the number of scrap buyers that are small businesses that allows us to receive up to an additional 2% of the profit sharing distribution. On May 21, 2007, we entered into a bilateral contract modification under which the DoD agreed to increase the profit-sharing distribution for the Scrap Contract from 20% to 23% effective June 1, 2007, in exchange for our agreement to implement additional inventory assurance processes and procedures with respect to the mutilation of demilitarized scrap property sold.

Our commercial agreements. We have over 425 corporate clients each of which have sold in excess of $10,000 of wholesale surplus and salvage assets in our marketplaces during the last twelve months. Our agreements with these clients are generally terminable at will by either party.

Key Business Metrics

Our management periodically reviews certain key business metrics for operational planning purposes and to evaluate the effectiveness of our operational strategies, allocation of resources and our capacity to fund capital expenditures and expand our business. These key business metrics include:

Gross merchandise volume. Gross merchandise volume, or GMV, is the total sales value of all merchandise sold through our marketplaces during a given period. We review GMV because it provides a measure of the volume of goods being sold in our marketplaces and thus the activity of those marketplaces. GMV also provides a means to evaluate the effectiveness of investments that we have made and continue to make, including in the areas of customer support, value-added services, product development, sales and marketing, and operations. The GMV of goods sold in our marketplaces during the three and nine months ended June 30, 2009 totaled $90.6 million and $263.9 million, respectively.

Completed transactions. Completed transactions represents the number of auctions in a given period from which we have recorded revenue. Similar to GMV, we believe that completed transactions is a key business metric because it provides an additional measurement of the volume of activity flowing through our marketplaces. During the three and nine months ended June 30, 2009, we completed approximately 121,000 and 349,000 transactions, respectively.

Total registered buyers. We grow our buyer base through a combination of marketing and promotional efforts. A person becomes a registered buyer by completing an online registration process on one of our marketplaces. As part of this process, we collect business and personal information, including name, title, company name, business address and contact information, and information on how the person intends to use our marketplaces. Each prospective buyer must also accept our terms and conditions of use. Following the completion of the online registration process, we verify each prospective buyer s e-mail address and confirm that the person is not listed on any banned persons list maintained internally or by the U.S. federal government. After the verification process, which is completed generally within 24 hours, the registration is approved and activated and the prospective buyer is added to our registered buyer list.

Total registered buyers as of a given date represents the aggregate number of persons or entities who have registered on one of our marketplaces. We use this metric to evaluate how well our marketing and promotional efforts are performing. Total registered buyers excludes duplicate registrations, buyers who are suspended from utilizing our marketplaces and those buyers who have voluntarily removed themselves from our registration database. In addition, if we become aware of registered buyers that are no longer in business, we remove them from our database. As of June 30, 2009, we had approximately 1,152,000 registered buyers.

Total auction participants. For each auction we manage, the number of auction participants represents the total number of registered buyers who have bid one or more times in that auction. As a result, a registered buyer who bids, or participates, in more than one auction is counted as an auction participant in each auction in which he or she participates. Thus, total auction participants for a given period is the sum of the auction participants in each auction conducted during that period. We use this metric to allow us to compare our online auction marketplaces to our competitors, including other online auction sites and traditional on-site auctioneers. In addition, we measure total auction participants on a periodic basis to evaluate the activity level of our base of registered buyers and to measure the performance of our marketing and promotional efforts. For the three and nine months ended June 30, 2009, approximately 548,000 and 1,597,000 total auction participants participated in auctions on our marketplaces, respectively.

Non-GAAP Financial Measures

EBITDA and adjusted EBITDA. EBITDA is a supplemental non-GAAP financial measure and is equal to net income less (a) interest income and other income, net; plus (b) provision for income taxes; (c) amortization of contract intangibles; and (d) depreciation and amortization. Our definition of adjusted EBITDA differs from EBITDA because we further adjust EBITDA for stock-based compensation expense.

Table of Contents

We believe EBITDA and adjusted EBITDA are useful to an investor in evaluating our performance for the following reasons:

- The amortization of contract intangibles relates to amortization of the Scrap Contract beginning in June 2005. Depreciation and amortization expense primarily relates to property and equipment. Both of these expenses are non-cash charges that have fluctuated significantly over the past five years. As a result, we believe that adding back these non-cash charges to net income is useful in evaluating the operating performance of our business on a consistent basis from year-to-year.

- As a result of varying federal and state income tax rates, we believe that presenting a financial measure that adjusts net income for provision for income taxes is useful to investors when evaluating the operating performance of our business.

- In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), *Share-Based Payment,* or Statement 123(R), which is a revision of SFAS No. 123. Statement 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their estimated fair values. Pro forma disclosure is no longer an alternative. We adopted the provisions of Statement 123(R) on October 1, 2005, using the prospective method. Unvested stock based awards issued prior to October 1, 2005, the date that we adopted the provisions of Statement 123(R), are accounted for at the date of adoption using the intrinsic value method originally applied to those awards. Accordingly, we believe adjusting net income for this non-cash stock based compensation expense is useful to investors when evaluating the operating performance of our business.

- We believe these measures are important indicators of our operational strength and the performance of our business because they provide a link between profitability and operating cash flow.

- We also believe that analysts and investors use EBITDA and adjusted EBITDA as supplemental measures to evaluate the overall operating performance of companies in our industry.

Our management uses EBITDA and adjusted EBITDA:

- as measurements of operating performance because they assist us in comparing our operating performance on a consistent basis as they remove the impact of items not directly resulting from our core operations;

- for planning purposes, including the preparation of our internal annual operating budget;
- to allocate resources to enhance the financial performance of our business;
- to evaluate the effectiveness of our operational strategies; and
- to evaluate our capacity to fund capital expenditures and expand our business.

EBITDA and adjusted EBITDA as calculated by us are not necessarily comparable to similarly titled measures used by other companies. In addition, EBITDA and adjusted EBITDA: (a) do not represent net income or cash flows from operating activities as defined by GAAP; (b) are not necessarily indicative of cash available to fund our cash flow needs; and (c) should not be considered as alternatives to net income, income from operations, cash provided by operating activities or our other financial information as determined under GAAP.

We prepare adjusted EBITDA by adjusting EBITDA to eliminate the impact of items that we do not consider indicative of our core operating performance. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. As an analytical tool, adjusted EBITDA is subject to all of the limitations applicable to EBITDA. Our presentation of adjusted EBITDA should not be construed as an implication that our future results will be unaffected by unusual or non-recurring items.

Table of Contents

The table below reconciles net income to EBITDA and adjusted EBITDA for the periods presented.

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Nine Months Ended June 30, 2009	Nine Months Ended June 30, 2008
	(in thousands) (unaudited)			
Net income	$ 3,400	$ 3,847	$ 5,077	$ 8,857
Interest income and other income, net	(32)	(292)	(359)	(1,402)
Provision for income taxes	2,896	2,672	4,325	6,176
Amortization of contract intangibles	203	203	610	610
Depreciation and amortization	828	584	2,144	1,436
EBITDA	7,295	7,014	11,797	15,677
Stock compensation expense	1,652	1,177	4,702	3,440
Adjusted EBITDA	$ 8,947	$ 8,191	$ 16,499	$ 19,117

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated 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. A critical accounting estimate is one which is both important to the portrayal of our financial condition and results and requires management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We continuously evaluate our critical accounting estimates. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Revenue recognition. We recognize revenue in accordance with the provisions of Staff Accounting Bulletin No. 104, *Revenue Recognition*. For transactions in our online marketplaces, which generate substantially all of our revenue, we recognize revenue when all of the following criteria are met:

- a buyer submits the winning bid in an auction and, as a result, evidence of an arrangement exists and the sale price has been determined;

- title has passed to a buyer and the buyer has assumed risks and rewards of ownership;

- for arrangements with an inspection period, the buyer has received the merchandise and has not notified us within that period that it is dissatisfied with the merchandise; and

- collection is reasonably assured.

Substantially all of our sales are recorded subsequent to payment authorization being received, utilizing credit cards, wire transfers and PayPal, an Internet based payment system, as methods of payments. As a result, we are not subject to significant collection risk, as goods are generally not shipped before payment is received.

Revenue is also evaluated in accordance with EITF 99-19, *Reporting Revenue Gross as a Principal Versus Net as an Agent*, for reporting revenue of gross proceeds as the principal in the arrangement or net of commissions as an agent. In arrangements in which we are deemed to be the primary obligor, bear physical and general inventory risk, and credit risk, we recognize as revenue the gross proceeds from the sale, including buyer s premiums. Arrangements in which we act as an agent or broker on a consignment basis, without taking general or physical inventory risk, revenue is recognized based on the sales commissions that are paid to us by the sellers for utilizing our services; in this situation, sales commissions represent a percentage of the gross proceeds from the sale that the seller pays to us upon completion of the transaction.

Table of Contents

We have evaluated our revenue recognition policy related to sales under our profit-sharing model and determined it is appropriate to account for these sales on a gross basis using the criteria outlined in EITF 99-19. The following factors were most heavily relied upon in our determination:

- We are the primary obligor in the arrangement.

- We are the seller in substance and in appearance to the buyer; the buyer contacts us if there is a problem with the purchase. Only we and the buyer are parties to the sales contract and the buyer has no recourse to the supplier. If the buyer has a problem, he or she looks to us, not the supplier.

- The buyer does not and cannot look to the supplier for fulfillment or for product acceptability concerns.

- We have general inventory risk.

- We take title to the inventory upon paying the amount set forth in the contract with the supplier. Such amount is generally a percentage of the supplier s original acquisition cost and varies depending on the type of the inventory purchased.

- We are at risk of loss for all amounts paid to the supplier in the event the property is damaged or otherwise becomes unsaleable. In addition, as payments made for inventory are excluded from the calculation for the profit-sharing distribution under our DoD contracts, we effectively bear inventory risk for the full amount paid to acquire the property (*i.e.*, there is no sharing of inventory risk).

Valuation of goodwill and other intangible assets. In accordance with Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations,* we identify and value intangible assets that we acquire in business combinations, such as customer arrangements, customer relationships and non-compete agreements, that arise from contractual or other legal rights or that are capable of being separated or divided from the acquired entity and sold, transferred, licensed, rented or exchanged. The fair value of identified intangible assets is based upon an estimate of the future economic benefits expected to result from ownership, which represents the amount at which the assets could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets,* we test our goodwill and other intangible assets for impairment annually or more frequently if events or circumstances indicate impairment may exist. Examples of such events or circumstances could include a significant change in business climate or a loss of significant customers. We apply a two-step fair value-based test to assess goodwill for impairment. The first step compares the fair value of a reporting unit to its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, the second step is then performed. The second step compares the carrying amount of the reporting unit s goodwill to the fair value of the goodwill. If the fair value of the goodwill is less than the carrying amount, an impairment loss would be recorded in our statements of operations. Intangible assets with definite lives are amortized over their estimated useful lives and are also reviewed for impairment if events or changes in circumstances indicate that their carrying amount may not be realizable.

Our management makes certain estimates and assumptions in order to determine the fair value of net assets and liabilities, including, among other things, an assessment of market conditions, projected cash flows, cost of capital and growth rates, which could significantly impact the reported value of goodwill and other intangible assets. Estimating future cash flows requires significant judgment, and our projections may vary from cash flows eventually realized. The valuations employ a combination of present value techniques to measure fair value, corroborated by comparisons to estimated market multiples. These valuations are based on a discount rate determined by our management to be consistent with industry discount rates and the risks inherent in our current business model.

We cannot predict the occurrence of certain future events that might adversely affect the reported value of goodwill and other intangible assets, which totaled $38.2 million at June 30, 2009. Such events may include strategic decisions made in response to economic and competitive conditions, the impact of the economic environment on our base of buyers and sellers or material negative changes in our relationships with material customers.

Income taxes. We account for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. This statement requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statement and income tax bases of assets and liabilities existing at each balance sheet date using enacted tax rates for the years in which the taxes are expected to be paid or recovered. A valuation allowance is provided to reduce the deferred tax assets to a level that we believe will more likely than not be realized. The resulting net deferred tax asset reflects management s estimate of the amount that will be realized.

Table of Contents

We adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48) on October 1, 2007. The adoption of FIN 48 did not impact our financial position or results of operations. We have concluded that there were no uncertain tax positions identified during our analysis.

We provide for income taxes based on our estimate of federal and state tax liabilities. These estimates include, among other items, effective rates for state and local income taxes, estimates related to depreciation and amortization expense allowable for tax purposes, and the tax deductibility of certain other items. Our estimates are based on the information available to us at the time we prepare the income tax provision. We generally file our annual income tax returns several months after our fiscal year-end. Income tax returns are subject to audit by federal, state and local governments, generally years after the returns are filed. These returns could be subject to material adjustments or differing interpretations of the tax laws.

Stock-based compensation. We account for stock-based compensation in accordance with SFAS No. 123 (revised 2004), *Share-Based Payment* (Statement 123(R)), which is a revision of SFAS No. 123. Statement 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their estimated fair values. We use the Black-Scholes option pricing model to estimate the fair values of share-based payments.

The above list is not intended to be a comprehensive list of all of our accounting estimates. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with little need for management s judgment in their application. There are also areas in which management s judgment in selecting any available alternative would not produce a materially different result. See our audited financial statements and related notes, which contain accounting policies and other disclosures required by GAAP.

Components of Revenue and Expenses

Revenue. We generate substantially all of our revenue from sales of merchandise held in inventory and by retaining a percentage of the proceeds from the sales. Our revenue recognition practices are discussed in more detail in the section above entitled *Critical Accounting Estimates*.

Cost of goods sold (excluding amortization). Cost of goods sold includes the costs of purchasing and transporting property for auction, as well as credit card transaction fees.

Profit-sharing distributions. Our Scrap and original Surplus Contracts with the DoD have been structured as profit-sharing arrangements in which we purchase and take possession of all goods we receive from the DoD at a contractual percentage of the original acquisition cost of those goods. After deducting allowable operating expenses, we disburse to the DoD on a monthly basis a percentage of the profits of the aggregate monthly sales. We retain the remaining percentage of these profits after the DoD s disbursement. We refer to these disbursement payments to DoD as profit-sharing distributions.

Technology and operations. Technology expenses consist primarily of personnel costs related to our programming staff who develop and deploy new marketplaces, such as *liquibiz.com*, and continuously enhance existing marketplaces. These personnel also develop and upgrade the software systems that support our operations, such as sales processing. Because our marketplaces and support systems require frequent upgrades and enhancements to maintain viability, we have determined that the useful life for substantially all of our internally developed software is less than one year. As a result, we expense these costs as incurred.

Operations expenses consist primarily of operating costs, including buyer relations, shipping logistics and distribution center operating costs.

Sales and marketing. Sales and marketing expenses include the cost of our sales and marketing personnel as well as the cost of marketing and promotional activities. These activities include online marketing campaigns such as paid search advertising.

General and administrative. General and administrative expenses include all corporate and administrative functions that support our operations and provide an infrastructure to facilitate our future growth. Components of these expenses include executive management and staff salaries, bonuses and related taxes and employee benefits; travel; headquarters rent and related occupancy costs; and legal and accounting fees. The salaries, bonus and employee benefits costs included as general and administrative expenses are generally more fixed in nature than our operating expenses and do not vary directly with the volume of merchandise sold through our marketplaces.

Amortization of contract intangibles. Amortization of contract intangibles expense consists of the amortization of our Scrap Contract award during June 2005. This contract required us to purchase the rights to operate the scrap operations of the DoD during the seven year base term of the contract. The intangible asset created from the $5.7 million purchase is being amortized over 84 months on a straight-line basis. The amortization period is correlated to the base term of the contract, exclusive of renewal periods.

Table of Contents

Depreciation and amortization. Depreciation and amortization expenses consist primarily of the depreciation and amortization of amounts recorded in connection with the purchase of furniture, fixtures and equipment.

Interest income and other income, net. Interest income and expense and other income, net consists primarily of interest income on cash and short-term investments and interest expense on borrowings under our notes payable and realized gains or losses on short-term investments.

Income taxes. During fiscal years 2007 and 2008, we had an effective income tax rate of approximately 40% and 43%, respectively, which included federal and state income taxes. We estimate that our fiscal year 2009 effective income tax rate will be approximately 46%, an increase as a result of non-deductable stock based compensation costs increasing in proportion to our U.S. based taxable income. We expect this trend to reverse when our employees are able to exercise incentive stock options, which are currently out of the money, and we will be able to deduct the related stock based compensation costs.

Results of Operations

The following table sets forth, for the periods indicated, selected statement of operations data expressed as a percentage of revenue.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	**2008**	**2009**	**2008**
Revenue	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Cost of goods sold (excluding amortization)	35.6	27.4	35.8	26.4
Profit-sharing distributions	13.9	33.9	19.7	34.9
Technology and operations	19.7	14.6	20.2	15.8
Sales and marketing	7.6	6.3	7.7	6.5
General and administrative	10.6	8.2	9.8	8.2
Amortization of contract intangibles	0.3	0.4	0.3	0.4
Depreciation and amortization	1.5	0.6	1.3	0.7
Total costs and expenses	89.2	91.4	94.8	92.9
Income from operations	10.8	8.6	5.2	7.1
Interest income and other income, net	0.1	0.5	0.2	0.7
Income before provision for income taxes	10.9	9.1	5.4	7.8
Provision for income taxes	(5.0)	(3.7)	(2.5)	(3.2)
Net income	5.9%	5.4%	2.9%	4.6%

Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008

Revenue. Revenue decreased $13.5 million, or 18.8%, to $58.0 million for the three months ended June 30, 2009 from $71.5 million for the three months ended June 30, 2008. This was primarily due to a 40.7% decrease in our scrap business, which utilizes the profit sharing model, as a result of decreasing commodity prices. This business generated 23.7% of our revenue and 15.2% of our GMV for the three months ended June 30, 2009, as compared to 32.4% and 22.2%, respectively, for the three months ended June 30, 2008. The amount of gross merchandise volume decreased $13.6 million, or 13.1%, to $90.6 million for the three months ended June 30, 2009 from $104.2 million for the three months ended June 30, 2008, primarily due to the decrease in our scrap business.

Cost of goods sold (excluding amortization). Cost of goods sold (excluding amortization) increased $1.1 million, or 5.8%, to $20.7 million for the three months ended June 30, 2009 from $19.6 million for the three months ended June 30, 2008. As a percentage of revenue, cost of goods sold (excluding amortization) increased to 35.6% from 27.4%. These increases are primarily due to (1) the decrease in our scrap business revenue, which utilizes the profit sharing model and (2) the new Surplus Contract which had its first full quarter of operations and utilizes the purchase model.

Profit-sharing distributions. Profit-sharing distributions decreased $16.1 million, or 66.6%, to $8.1 million for the three months ended June 30, 2009 from $24.2 million for the three months ended June 30, 2008. As a percentage of revenue, profit-sharing distributions decreased to 13.9% from 33.9%. These decreases are primarily due to (1) a 40.7% decrease in our scrap business and (2) the new Surplus Contract, which has no provision for distributions.

Table of Contents

Technology and operations expenses. Technology and operations expenses increased $1.0 million, or 9.6%, to $11.4 million for the three months ended June 30, 2009 from $10.4 million for the three months ended June 30, 2008. As a percentage of revenue, these expenses increased to 19.7% from 14.6%. These increases are primarily due to (1) the decrease of 40.7% in revenue from our scrap business, while incurring similar operational costs as pounds of scrap sold during the two periods were not materially different and (2) expenses of $0.8 million associated with our commercial business.

Sales and marketing expenses. Sales and marketing expenses decreased $0.1 million, or 1.6%, to $4.4 million for the three months ended June 30, 2009 from $4.5 million for the three months ended June 30, 2008. As a percentage of revenue, these expenses increased to 7.6% from 6.3%, primarily due to the decrease in revenue from our scrap business.

General and administrative expenses. General and administrative expenses increased $0.4 million, or 5.7%, to $6.2 million for the three months ended June 30, 2009 from $5.8 million for the three months ended June 30, 2008. As a percentage of revenue, these expenses increased to 10.6% from 8.2%. These increases are primarily due to (1) expenses of $0.3 million associated with stock compensation and (2) the decrease in revenue as a result of our scrap business.

Amortization of contract intangibles. Amortization of contract intangibles was $0.2 million for the three months ended June 30, 2009 and 2008, as a result of our DoD Scrap Contract award during June 2005. This contract required us to purchase the rights to operate the scrap operations of the DoD during the seven-year base term of the contract. The intangible asset created from the $5.7 million purchase is being amortized on a straight-line basis over 84 months, which began in August 2005.

Depreciation and amortization expenses. Depreciation and amortization expenses increased $0.2 million, or 41.8%, to $0.8 million for the three months ended June 30, 2009 from $0.6 million for the three months ended June 30, 2008, primarily due to additional depreciation expense resulting from the purchase of $1.7 million of property and equipment during the fiscal year ended September 30, 2008.

Interest income and other income, net. Interest income and other income, net decreased $0.3 million, or 88.9%, to $33 thousand for the three months ended June 30, 2009 from $0.3 million for the three months ended June 30, 2008, primarily due to a reduction in short term interest rates.

Provision for income tax expense. Income tax expense increased $0.2 million, or 8.4%, to $2.9 million for the three months ended June 30, 2009 from $2.7 million for the three months ended June 30, 2008, primarily due to the increase in the effective income tax rate to 46% for the three months ended June 30, 2009 from 41% for the three months ended June 30, 2008.

Net income. Net income decreased $0.4 million, or 11.6%, to $3.4 million for the three months ended June 30, 2009 from $3.8 million for the three months ended June 30, 2008.

Nine Months Ended June 30, 2009 Compared to Nine Months Ended June 30, 2008

Revenue. Revenue decreased $20.2 million, or 10.4%, to $173.4 million for the nine months ended June 30, 2009 from $193.6 million for the nine months ended June 30, 2008. This was primarily due to a 44.3% decrease in our scrap business, which utilizes the profit sharing model, as a result of decreasing commodity prices. This business generated 19.6% of our revenue and 12.9% of our GMV for the nine months ended June 30, 2009, as compared to 31.6% and 23.5%, respectively, for the nine months ended June 30, 2008. The amount of gross merchandise volume increased $3.9 million, or 1.5%, to $263.9 million for the nine months ended June 30, 2009 from $260.0 million for the nine months ended June 30, 2008, primarily due to (1) our commercial business, which grew 9.2% and generated 36.4% of our revenue and 39.1% of our GMV for the nine months ended June 30, 2009, as compared to 30.8% and 36.3%, respectively, for the nine months ended June 30, 2008 and (2) our GovDeals business, which was acquired in January 2008, increased 51.9% and generated 2.5% of our revenue and 21.1% of our GMV for the nine months ended June 30, 2009, as compared to 1.4% and 14.1%, respectively, for the nine months ended June 30, 2008.

Cost of goods sold (excluding amortization). Cost of goods sold (excluding amortization) increased $10.9 million, or 21.3%, to $62.0 million for the nine months ended June 30, 2009 from $51.1 million for the nine months ended June 30, 2008. As a percentage of revenue, cost of goods sold (excluding amortization) increased to 35.8% from 26.4%. These increases are primarily due to (1) the acquisition of Geneva, which was completed on May 1, 2008 and utilizes the purchase model, which has a higher cost of goods sold than the profit sharing model; (2) the new Surplus Contract which began sales during March 2009 and also utilizes the purchase model; and (3) the decrease in our scrap business revenue, which utilizes the profit sharing model.

Profit-sharing distributions. Profit-sharing distributions decreased $33.4 million, or 49.4%, to $34.2 million for the nine months ended June 30, 2009 from $67.6 million for the nine months ended June 30, 2008. As a percentage of revenue, profit-sharing distributions decreased to 19.7% from 34.9%. These decreases are primarily due to (1) a 44.3% decrease in our scrap business and (2) the new Surplus Contract, which has no provision for distributions.

Table of Contents

Technology and operations expenses. Technology and operations expenses increased $4.3 million, or 14.1%, to $35.0 million for the nine months ended June 30, 2009 from $30.7 million for the nine months ended June 30, 2008. As a percentage of revenue, these expenses increased to 20.2% from 15.8%. These increases are primarily due to (1) the decrease of 44.3% in revenue from our scrap business, while incurring similar operational costs as pounds of scrap sold during the two periods were not materially different; (2) expenses of $0.9 million associated with the roll out of operations under our new Surplus Contract; (3) expenses of $2.3 million associated with our commercial business; and (4) expenses of $1.0 million associated with Geneva, which was acquired on May 1, 2008.

Sales and marketing expenses. Sales and marketing expenses increased $0.8 million, or 6.3%, to $13.3 million for the nine months ended June 30, 2009 from $12.5 million for the nine months ended June 30, 2008. As a percentage of revenue, these expenses increased to 7.7% from 6.5%. These increases are primarily due to our hiring of 9 additional sales and marketing personnel.

General and administrative expenses. General and administrative expenses increased $1.1 million, or 6.9%, to $17.0 million for the nine months ended June 30, 2009 from $15.9 million for the nine months ended June 30, 2008. As a percentage of revenue, these expenses increased to 9.8% from 8.2%. These increases are primarily due to (1) expenses associated with Geneva s operations, which we acquired on May 1, 2008 and (2) the decrease of 44.3% in revenue from our scrap business, which incurred similar operational costs during each.

Amortization of contract intangibles. Amortization of contract intangibles was $0.6 million for the nine months ended June 30, 2009 and 2008, as a result of our DoD Scrap Contract award during June 2005. This contract required us to purchase the rights to operate the scrap operations of the DoD during the seven-year base term of the contract. The intangible asset created from the $5.7 million purchase is being amortized on a straight-line basis over 84 months, which began in August 2005.

Depreciation and amortization expenses. Depreciation and amortization expenses increased $0.7 million, or 49.3%, to $2.1 million for the nine months ended June 30, 2009 from $1.4 million for the nine months ended June 30, 2008, primarily due to additional depreciation expense resulting from the purchase of $1.7 million of property and equipment during the fiscal year ended September 30, 2008.

Interest income and other income, net. Interest income and other income, net decreased $1.0 million, or 74.4%, to $0.4 million for the nine months ended June 30, 2009 from $1.4 million for the nine months ended June 30, 2008, primarily due to a reduction in short term interest rates.

Provision for income tax expense. Income tax expense decreased $1.9 million, or 30.0%, to $4.3 million for the nine months ended June 30, 2009 from $6.2 million for the nine months ended June 30, 2008, primarily due to the decrease in income before provision for income taxes.

Net income. Net income decreased $3.8 million, or 42.7%, to $5.1 million for the nine months ended June 30, 2009 from $8.9 million for the nine months ended June 30, 2008.

Liquidity and Capital Resources

Historically, our primary cash needs have been working capital (including capital used for inventory purchases), which we have funded primarily through cash generated from operations. As of June 30, 2009, we had approximately $39.5 million in cash and cash equivalents, $21.9 million in short-term investments and $21.4 million available under our $30.0 million senior credit facility, due to issued letters of credit for $8.6 million; $1.0 million of our availability under this facility is set aside as a contractual obligation under our DoD Scrap Contract.

On December 2, 2008, our Board of Directors approved a stock repurchase program. Under the program, we are authorized to repurchase up to $10 million of our issued and outstanding shares of common stock. Share repurchases may be made through open market purchases, privately negotiated transactions or otherwise, at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. The repurchase program may be discontinued or suspended at any time, and will be funded using our available cash. Our Board of Directors reviews the share repurchase program periodically, the last such review having occurred in March 2009. During the three months ended March 31, 2009, 707,462 shares were purchased under the program for approximately $3.9 million. There were no share repurchases for the three months ended June 30, 2009. As of June 30, 2009, approximately $6.1 million may yet be expended under the program.

Substantially all of our sales are recorded subsequent to receipt of payment authorization, utilizing credit cards, wire transfers and PayPal, an Internet based payment system, as methods of payments. As a result, we are not subject to significant collection risk, as goods are generally not shipped before payment is received.

Table of Contents

Changes in Cash Flows: Nine Months Ended June 30, 2009 Compared to Nine Months Ended June 30, 2008

Net cash provided by operating activities was $4.1 million for the nine months ended June 30, 2009 and $16.6 million for the nine months ended June 30, 2008. For the nine months ended June 30, 2009 net cash provided by operating activities primarily consisted of net income of $5.1 million, depreciation and amortization expense of $2.8 million, stock compensation expense of $4.7 million, offset in part by, a decrease in the provision for doubtful accounts of $0.1 million, a net increase in accounts receivable, inventory and prepaid assets of $1.7 million and a net decrease in accounts payable, accrued expenses and other liabilities of $6.7 million (resulting from a decrease in our payable to the DoD related to (1) the decrease in our scrap business and (2) the wind down of our old Surplus Contract). For the nine months ended June 30, 2008, net cash provided by operating activities primarily consisted of net income of $8.9 million, depreciation and amortization expense of $2.1 million, stock compensation expense of $3.4 million, a net decrease in accounts receivable, inventory and prepaid assets of $1.2 million and a net increase in accounts payable, accrued expenses and other liabilities of $1.1 million, offset in part by a decrease in the provision for doubtful accounts of $0.1 million.

Net cash used in investing activities was $13.6 million for the nine months ended June 30, 2009 and $6.2 million for the nine months ended June 30, 2008. Net cash used in investing activities for the nine months ended June 30, 2009 consisted primarily of net purchases of short-term investments of $10.6 million, increase in goodwill and intangible assets of $0.2 million, and capital expenditures of $2.8 million for purchases of equipment and leasehold improvements. Net cash used in investing activities for the nine months ended June 30, 2008 consisted primarily of $25.6 million for the purchase of GovDeals and Geneva and capital expenditures of $1.3 million for purchases of equipment and leasehold improvements, offset in part by net proceeds from sales of short-term investments of $20.7 million.

Net cash used in financing activities was $2.9 million for the nine months ended June 30, 2009 and net cash provided by financing activities was $0.1 million for the nine months ended June 30, 2008. Net cash used in financing activities for the nine months ended June 30, 2009 consisted primarily of $3.9 million for stock repurchases, offset in part by proceeds from the exercise of common stock options including the tax benefit of $1.0 million.

Capital Expenditures. Our capital expenditures consist primarily of computers and purchased software, office equipment, furniture and fixtures, and leasehold improvements. The timing and volume of such capital expenditures in the future will be affected by the addition of new customers or expansion of existing customer relationships. We expect capital expenditures to range from $3.5 million to $4.0 million in the fiscal year ending September 30, 2009. We intend to fund those expenditures primarily from operating cash flows. Our capital expenditures for the nine months ended June 30, 2009 were $2.8 million. As of June 30, 2009, we had no outstanding commitments for capital expenditures.

Senior credit facility. We maintain a $30.0 million senior credit facility due March 31, 2010. The senior credit facility bears an annual interest rate of 30 day LIBOR plus 1.5%. As of June 30, 2009, we had no outstanding indebtedness under our senior credit facility and our borrowing availability was $21.4 million due to issued letters of credit for $8.6 million; $1.0 million of our availability under this facility is set aside as a contractual obligation under our DoD Scrap Contract. The obligations under our senior credit facility are unconditionally guaranteed by us and each of our existing and subsequently acquired or organized subsidiaries (other than our subsidiaries organized to service our DoD contracts) and secured on a first priority basis by security interests (subject to permitted liens) in substantially all assets owned by us, and each of our other domestic subsidiaries, subject to limited exceptions. Our credit agreement contains a number of affirmative and restrictive covenants including limitations on mergers, consolidations and dissolutions, sales of assets, investments and acquisitions, indebtedness and liens, and dividends and other restricted payments. As of June 30, 2009, we were in full compliance with the terms and conditions of our credit agreement.

We believe that our existing cash and cash equivalents and short term investments will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors including our rate of revenue growth, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the development and deployment of new marketplaces, the introduction of new value added services and the costs to establish additional distribution centers. We may enter into definitive agreements with respect to potential investments in, or acquisitions of, complementary businesses, products or technologies in the future, which could also require us to seek additional equity or debt financing. The sale of additional equity securities or convertible debt securities would result in additional dilution to our stockholders. Additional debt would result in increased interest expense and could result in covenants that would restrict our operations. There is no assurance that such financing, if required, will be available in amounts or on terms acceptable to us, if at all.

Off-Balance Sheet Arrangements

We do not have any transactions, obligations or relationships that could be considered material off-balance sheet arrangements.

Table of Contents

New Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations. This statement changes the accounting for acquisitions specifically eliminating the step acquisition model, changing the recognition of contingent consideration from being recognized when it is probable to being recognized at the time of acquisition, disallowing the capitalization of transaction costs and delays when restructurings related to acquisitions can be recognized. We will adopt this statement for fiscal year beginning October 1, 2009 and it will only impact the accounting for acquisitions we make after its adoption, except for the amendment related to income taxes, which will be applied prospectively as of the adoption date and will apply to business combinations with acquisition dates before the effective date of SFAS No. 141(R).

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Interest rate sensitivity. We did not have any debt as of June 30, 2009 and September 30, 2008 and thus do not have any related interest rate exposure. Our investment policy requires us to invest funds in excess of current operating requirements. The principal objectives of our investment activities are to preserve principal, provide liquidity and maximize income consistent with minimizing risk of material loss.

As of June 30, 2009, our cash and cash equivalents consisted primarily of money market funds and our short term investments consisted primarily of highly rated short term bonds. The recorded carrying amounts of cash and cash equivalents approximate fair value due to their short maturities. Our interest income is sensitive to changes in the general level of interest rates in the United States, particularly since the majority of our investments are short-term in nature. Due to the nature of our short-term investments, which have a duration of three to twelve months, we have concluded that we do not have material market risk exposure.

Exchange rate sensitivity. We consider our exposure to foreign currency exchange rate fluctuations to be minimal, as less than six percent of our GMV is denominated in foreign currencies. We have not engaged in any hedging or other derivative transactions to date.

Item 4. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

During the most recent fiscal quarter, there has not occurred any change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

As of June 30, 2009, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective and were operating at the reasonable assurance level.

Table of Contents

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in litigation relating to claims arising in the ordinary course of our business. There are no claims or actions pending or threatened against us that, if adversely determined, would in our judgment have a material adverse effect on us.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors set forth in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended September 30, 2008, which could materially affect our business, financial condition or future results. The risks described in our Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 6. Exhibits.

Exhibit No.	Description
3.1	Fourth Amended and Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to Amendment No. 2 to the Company s Registration Statement on Form S-1 (Registration No. 333-129656), filed with the SEC on January 17, 2006.
3.2	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to Amendment No. 2 to the Company s Registration Statement on Form S-1 (Registration No. 333-129656), filed with the SEC on January 17, 2006.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on August 7, 2009.

LIQUIDITY SERVICES, INC.	
	(Registrant)
By:	/s/ William P. Angrick, III William P. Angrick, III *Chairman of the Board of Directors* *and Chief Executive Officer*
By:	/s/ James M. Rallo James M. Rallo *Chief Financial Officer and Treasurer*