

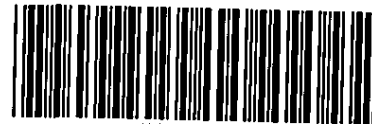
Company Registration No. 4007036 (England and Wales)

CORILLIAN INTERNATIONAL LIMITED

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED
31 DECEMBER 2006**

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CORILLIAN INTERNATIONAL LIMITED

COMPANY INFORMATION

Directors

A P Hart	(Resigned 28 August 2007)
L E Binion	(Appointed 28 August 2007)
M A Johnson	(Appointed 28 August 2007)
K Madsen	(Appointed 28 August 2007)
D E Mangum	(Appointed 28 August 2007)
S Wood	(Appointed 28 August 2007)

Secretary

Eversecretary Limited

Company number

4007036

Registered office

Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

Auditors

Cheesmans
4 Aztec Row
Berners Road
London
N1 0PW

Bankers

Wells Fargo Bank, N A
Grand Cayman Branch
P O Box 501
Cardinal Avenue
Grand Cayman
Cayman Islands

CORILLIAN INTERNATIONAL LIMITED

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CORILLIAN INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2006

The directors present their report and financial statements for the year ended 31 December 2006

Principal activities and review of the business

The principal activity of the company was providing solutions to financial institutions for the provision of banking facilities to customers via the internet

The company has historically focused its sales and marketing efforts to target the largest financial service providers and intends to continue to do so

The principal risks facing the business are as follows -

- We have a history of net losses and had an accumulated deficit of approximately £8.2m at 31 December 2006. If we do not sign contracts with new customers or provide additional software and services to existing customers, we will incur significant operating losses in future years
- We derive a significant position of our revenues from a limited number of customers in each period. Accordingly, if we fail to close a sale with a major potential customer, if a contract is delayed or deferred or if an existing contract expires or is cancelled and we fail to replace the contract with new business, our revenues would be adversely affected
- Our solutions are complex and must integrate with other complex data processing systems. We generally recognise revenues on a percentage-of-completion basis, so our revenues are often dependent on our ability to complete implementations within the time periods that we establish for our projects
- The market for Internet-based financial services is intensely competitive and rapidly changing. We expect competition to persist and intensify, which could result in price reductions, reduced gross margins and loss of market share for our products and services
- If we are unable to develop products that respond to changing technology, our business could be harmed
- The company is dependent in the continuing financial and operational support of its parent, Corillian Corporation. Should this cease it will not be able to trade and meet its liabilities and obligations

The directors are satisfied with the results for the year but in view of the principal risks detailed above this level of profitability cannot be anticipated for future years

Results and dividends

The results for the year are set out on page 5

The directors do not recommend payment of an ordinary dividend

Directors

The following directors have held office since 1 January 2006

A P Hart	(Resigned 28 August 2007)
L E Binion	(Appointed 28 August 2007)
M A Johnson	(Appointed 28 August 2007)
K Madsen	(Appointed 28 August 2007)
D E Mangum	(Appointed 28 August 2007)
S Wood	(Appointed 28 August 2007)

CORILLIAN INTERNATIONAL LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

Director's interests

None of the above directors had any beneficial interest in the share capital of the company during the year. Their interests in the share capital of the parent undertaking, Corillian Corporation, are shown in that company's financial statements.

	Ordinary shares of £1 each
	31 December 2006 1 January 2006
A P Hart	- -

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Cheesmans be reappointed as auditors of the company will be put to the Annual General Meeting.

Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

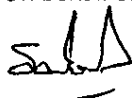
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



S Wood

Director

30 October 2007

CORILLIAN INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CORILLIAN INTERNATIONAL LIMITED

We have audited the financial statements of Corillian International Limited for the year ended 31 December 2006 set out on pages 5 to 12. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditors

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985, and whether in our opinion the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

CORILLIAN INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF CORILLIAN INTERNATIONAL LIMITED

Opinion

In our opinion

- the financial statements give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements, and
- have been properly prepared in accordance with the Companies Act 1985



Cheesmans

30 October 2007

Chartered Accountants
Registered Auditor

4 Aztec Row
Berners Road
London
N1 0PW

CORILLIAN INTERNATIONAL LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2006

		2006	2005
	Notes	£	£
Turnover	2	249,628	341,997
Cost of sales		(24,384)	(63,849)
Gross profit		225,244	278,148
Administrative expenses		(15,049)	2,301
Profit on ordinary activities before taxation	3	210,195	280,449
Tax on profit on ordinary activities	4	-	-
Profit for the year	10	210,195	280,449

The profit and loss account has been prepared on the basis that all operations are continuing operations

CORILLIAN INTERNATIONAL LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2006

	Notes	2006 £	2005 £
Profit for the financial year		210,195	280,449
Currency translation differences on foreign currency net investments		838,980	(749,733)
Total recognised gains and losses relating to the year		<u>1,049,175</u>	<u>(469,284)</u>

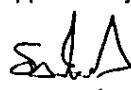
CORILLIAN INTERNATIONAL LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2006

	Notes	2006 £	£	2005 £	£
Current assets					
Debtors	6	114,419		165,990	
Cash at bank and in hand		-		5,332	
		<u>114,419</u>		<u>171,322</u>	
Creditors: amounts falling due within one year	7	<u>(158,182)</u>		<u>(162,038)</u>	
Total assets less current liabilities			(43,763)		9,284
Creditors: amounts falling due after more than one year	8		<u>(5,807,473)</u>		<u>(6,909,694)</u>
			<u>(5,851,236)</u>		<u>(6,900,410)</u>
Capital and reserves					
Called up share capital	9		2		2
Other reserves	10		2,357,966		1,518,986
Profit and loss account	10		<u>(8,209,204)</u>		<u>(8,419,398)</u>
Shareholders' funds	11		<u>(5,851,236)</u>		<u>(6,900,410)</u>

Approved by the Board and authorised for issue on 30 October 2007



S Wood
Director

CORILLIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

Amounts due from the company to its parent undertaking, Corillian Corporation have been formally subordinated and as such will not be called in to the detriment of third party creditors. It is on this basis that the directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis and that the company will be able to meet its debts as they fall due.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The following is a summary of the significant accounting policies adopted by the company in the preparation of the financial statements. The accounting policies have been consistently applied unless otherwise stated.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery etc	3 years / 5 years / 7 years straight line
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The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with Financial Reporting Standard No 17.

1.5 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.6 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.7 Group accounts

The company's financial statements are included in the published consolidated financial statements of the parent undertaking, Corillian Corporation, a company incorporated in the United States Of America. Accordingly, the company has taken advantage of the exemption conferred by Financial Reporting Standard No 8 - 'Related Party Disclosures', and transactions with group undertakings are not separately reported.

CORILLIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

1 Accounting policies (continued)

1.8 Translation of foreign currency net investments

In accordance with SSAP 20 'Foreign currency translation' the company translates foreign currency net investments at the exchange rate ruling at the balance sheet date. Exchange differences arising on the translation of the opening net assets and on foreign currency borrowings are reported in the statement of total recognised gains and losses.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Operating profit	2006 £	2005 £
Operating profit is stated after charging		
Loss on foreign exchange transactions	6,463	-
Auditors' remuneration	3,750	3,500
and after crediting		
Profit on foreign exchange transactions	-	(2,977)
	<u> </u>	<u> </u>
4 Taxation	2006	2005
Current tax charge	-	-
	<u> </u>	<u> </u>
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	210,195	280,449
	<u> </u>	<u> </u>
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2005 - 30.00%)	63,059	84,135
	<u> </u>	<u> </u>
Effects of		
Capital allowances	(1,216)	(1,621)
Tax losses utilised	(61,843)	(77,013)
Marginal relief	-	(5,501)
	<u> </u>	<u> </u>
	(63,059)	(84,135)
	<u> </u>	<u> </u>
Current tax charge	-	-
	<u> </u>	<u> </u>

The company has estimated losses of £ 7,678,000 (2005 - £ 7,885,000) available for carry forward against future trading profits.

CORILLIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

5 Tangible fixed assets

	Plant and machinery etc. £
Cost	
At 1 January 2006 & at 31 December 2006	58,865
Depreciation	
At 1 January 2006 & at 31 December 2006	58,865
Net book value	
At 31 December 2006	-

6 Debtors

	2006 £	2005 £
Trade debtors	100,705	140,064
Other debtors	285	675
Prepayments and accrued income	13,429	25,251
	<u>114,419</u>	<u>165,990</u>

7 Creditors' amounts falling due within one year

	2006 £	2005 £
Trade creditors	-	2,598
Accruals and deferred income	158,182	159,440
	<u>158,182</u>	<u>162,038</u>

CORILLIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

8	Creditors amounts falling due after more than one year	2006 £	2005 £
	Other loans	5,807,473	6,909,694
	Analysis of loans		
	Wholly repayable within five years	5,807,473	6,909,694
		5,807,473	6,909,694
	Loan maturity analysis		
	In more than two years but not more than five years	5,807,473	6,909,694

Amounts due to the parent company, Corillian Corporation, are interest free and have been formally subordinated by the parent and as such will not be called to the detriment of third party creditors

9	Share capital	2006 £	2005 £
	Authorised		
	1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	2	2

10	Statement of movements on reserves	Other reserves (see below) £	Profit and loss account £
	Balance at 1 January 2006	1,518,986	(8,419,399)
	Profit for the year	-	210,195
	Movement during the year	838,980	-
	Balance at 31 December 2006	2,357,966	(8,209,204)

Other reserves

Other reserves consists of the difference of foreign currency net investments translated at the exchange rate ruling at the balance sheet date against that at the date of the transaction (see note 1 8)

CORILLIAN INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

11 Reconciliation of movements in shareholders' funds	2006 £	2005 £
Profit for the financial year	210,195	280,449
Other recognised gains and losses	838,980	(749,733)
	<hr/>	<hr/>
Net addition to/(depletion in) shareholders' funds	1,049,175	(469,284)
Opening shareholders' funds	(6,900,410)	(6,431,126)
	<hr/>	<hr/>
Closing shareholders' funds	(5,851,236)	(6,900,410)
	<hr/>	<hr/>

12 Employees

Number of employees

There were no employees during the year apart from the director

13 Control

The company was a wholly owned subsidiary of Corillian Corporation, a company registered in the United States of America at the year end

Corillian Corporation prepares consolidated group financial statements and copies can be obtained from Corillian Corporation, 3400 NW John Olsen Place, Hillsboro, Oregon, USA 97124

On 15 May 2007 Corillian Corporation and its subsidiaries were acquired by CheckFree Corporation based in Atlanta, Georgia