

NETZEE INC  
Form 10-Q  
May 15, 2001

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

**Form 10-Q**

☒ EXCHANGE  
ACT OF 1934  
FOR THE  
QUARTERLY  
PERIOD  
ENDED  
MARCH 31,  
2001 Or ☐  
TRANSITION  
REPORT  
PURSUANT  
TO SECTION  
13 OR 15(d)  
OF THE  
SECURITIES  
EXCHANGE  
ACT OF 1934  
FOR THE  
TRANSITION  
PERIOD  
FROM \_\_\_\_\_  
to \_\_\_\_\_,  
20\_\_\_\_.

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**

**Commission file number: 0-27925**

**Netzee, Inc.**

*(Exact name of registrant as specified in its charter)*

**Georgia**

**58-2488883**

*(State or other jurisdiction of incorporation or organization) (I.R.S.  
Employer Identification No.)*

**6190 Powers Ferry Road, Suite 400, Atlanta, Georgia 30339**

*(Address of principal executive offices)*

**(770) 850-4000**

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

**N/A**

*(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 ☒ No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of May 5, 2001, there were 26,761,218 shares of the Registrant's Common Stock outstanding.

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**NETZEE, INC.**

**INDEX TO FORM 10-Q**

**PART I FINANCIAL INFORMATION**

Item 1. Financial Statements1  
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations8  
Item 3. Quantitative and Qualitative Disclosures About Market Risk15  
**PART II OTHER INFORMATION**  
Item 1. Legal Proceedings15  
Item 2. Changes in Securities and Use of Proceeds15  
Item 3. Defaults upon Senior Securities15  
Item 4. Submission of Matters to a Vote of Security Holders15  
Item 5. Other Information15  
Item 6. Exhibits and Reports on Form 8-K15

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**NETZEE, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

|                                                                                                                                               | December 31,<br>2000                                                              | March 31,<br>2001                |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                                               |                                                                                   | (Unaudited)                      |
| <b>ASSETS</b>                                                                                                                                 |                                                                                   |                                  |
| <b>Current assets:</b>                                                                                                                        |                                                                                   |                                  |
| Cash and cash equivalents                                                                                                                     | \$960,231                                                                         | \$413,525                        |
| Short-term investments                                                                                                                        | 135,000                                                                           | 386,348                          |
| Accounts receivable, net of allowance for doubtful accounts                                                                                   | of \$641,447 and \$559,257, at December 31, 2000 and March 31, 2001, respectively | 5,836,904                        |
| Leases receivable, current                                                                                                                    | 671,580                                                                           | 673,867                          |
| Prepaid and other current assets                                                                                                              | 1,130,294                                                                         | 793,245                          |
|                                                                                                                                               |                                                                                   |                                  |
| Total current assets                                                                                                                          | 8,734,009                                                                         | 6,459,817                        |
| Property and equipment, net of accumulated depreciation of \$3,552,971 and \$3,267,773, at December 31, 2000 and March 31, 2001, respectively | 6,616,804                                                                         | 5,010,075                        |
| Intangible assets, net of accumulated amortization of \$47,824,555 and \$44,040,644, at December 31, 2000 and March 31, 2001, respectively    | 89,950                                                                            | 659,581                          |
| Leases receivable, net of current portion                                                                                                     | 1,202,606                                                                         | 1,083,722                        |
| Other non-current assets                                                                                                                      | 210,942                                                                           | 208,951                          |
|                                                                                                                                               |                                                                                   |                                  |
| <b>Total assets</b>                                                                                                                           | <b>\$106,715,020</b>                                                              | <b>\$70,883,601</b>              |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>                                                                                                    |                                                                                   |                                  |
| <b>Current liabilities:</b>                                                                                                                   |                                                                                   |                                  |
| Accounts payable                                                                                                                              | \$1,784,480                                                                       | \$1,229,610                      |
| Accrued liabilities                                                                                                                           | 4,372,821                                                                         | 4,649,889                        |
| Deferred revenue                                                                                                                              | 7,263,099                                                                         | 3,752,704                        |
| Note payable, current portion                                                                                                                 | 134,231                                                                           | Other current liabilities        |
|                                                                                                                                               | 668,151                                                                           | 649,995                          |
|                                                                                                                                               |                                                                                   |                                  |
| Total current liabilities                                                                                                                     | 14,222,782                                                                        | 10,282,198                       |
| Related-party borrowings                                                                                                                      | 20,000,000                                                                        | 9,405,834                        |
| Note payable, net of current portion                                                                                                          | 1,465,590                                                                         | Deferred revenue, net of current |

portion 1,436,576 1,310,599

Total  
liabilities 37,124,948 20,998,631 **Commitments  
and contingencies** Redeemable

preferred stock, no par value;  
5,000,000 shares authorized; 8%  
convertible preferred stock, \$13  
stated value; 500,000 shares  
authorized, issued and outstanding  
at December 31, 2000 and  
March 31,

2001 6,500,000 6,500,000 **Shareholders**

**equity:** Common stock, no par  
value; 70,000,000 shares authorized  
at December 31, 2000 and  
March 31, 2001, respectively;  
26,867,960 and 26,761,218 shares  
issued and outstanding at  
December 31, 2000 and March 31,  
2001,  
respectively 192,304,886 191,992,447 Notes  
receivable from  
shareholders (1,525,467) (1,241,571) Deferred  
stock  
compensation (3,595,682) (2,871,824) Accumulated  
deficit (124,093,665) (144,494,082)

Total shareholders  
equity 63,090,072 43,384,970

**Total liabilities and shareholders  
equity** \$106,715,020 \$70,883,601

The accompanying notes are an integral part of these balance sheets.

1

## NETZEE, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

|                  | Three Months<br>Ended |                   |
|------------------|-----------------------|-------------------|
|                  | March<br>31, 2000     | March<br>31, 2001 |
| <b>Revenues:</b> | (Unaudited)           | (Unaudited)       |

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Monthly maintenance and service\$2,757,236\$6,921,051 License, hardware,  
implementation and other58,113547,415

Total revenues2,815,3497,468,466**Operating expenses:** Cost of services, license,  
hardware, implementation and maintenance1,590,9024,383,965 Selling and  
marketing2,242,0751,301,594 General and administrative, excluding amortization of  
stock-based

compensation and restructuring costs1,828,8223,503,132 Amortization of  
stock-based compensation792,759480,133 Restructuring costs 1,858,645 Loss on  
sale of  
assets 5,762,208 Depreciation275,278495,071 Amortization11,733,7989,657,281

Total operating expenses18,463,63427,442,029

Operating loss(15,648,285)(19,973,563)Interest expense, net(68,727)(296,854)

Net loss before preferred dividends and cumulative effect of change in  
accounting principle(15,717,012)(20,270,417)Preferred stock  
dividends(130,000)(130,000)

Net loss attributable to common shareholders before cumulative effect of  
change in accounting principle(15,847,012)(20,400,417)Cumulative effect of change  
in accounting principle(351,980)

Net loss attributable to common shareholders\$(16,198,992)\$(20,400,417)

Basic and diluted net loss per share before cumulative effect of change in  
accounting principle\$(0.76)\$(0.76)Loss per share from cumulative effect of change  
in accounting principle(0.02)

Basic and diluted net loss per share\$(0.78)\$(0.76)

Weighted average common shares outstanding20,780,92726,856,100

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

## NETZEE, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

| Three Months Ended                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| March 31,<br>2000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | March 31,<br>2001 |
| (Unaudited)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | (Unaudited)       |
| <b>Cash flows from operating activities:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |
| Net loss attributable to common shareholders\$(16,198,992)\$(20,400,417)Adjustments to reconcile net loss to net cash used in operating activities:Cumulative effect of change in accounting principle351,980 Restructuring costs 1,858,645Depreciation and amortization12,009,07610,152,352Stock-based compensation expense792,759480,133Loss on sale of assets 5,762,208Provision for bad debt80,00058,962Interest income on shareholder notes(56,058)(16,104)Changes in assets and liabilities, net of effect of acquisitions and dispositions:Accounts receivable(2,140,615)1,241,433Leases receivable(463,372)116,597Prepaid and other current assets(378,265)68,066Accounts payable(278,405)(554,870)Accrued liabilities(1,025,712)(1,131,835)Deferred revenue2,557,205(911,834)Other76,457128,650 |                   |
| <b>Net cash used in operating activities</b> (4,673,942)(3,148,014)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                   |
| <b>Cash flows from investing activities:</b> Acquisitions, net of cash acquired (285,890)Purchase of short-term investments (250,000)Proceeds from sale of assets 14,146,941Purchase of property, equipment and capitalized software(931,092)(567,422)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                   |
| <b>Net cash (used in) provided by investing activities</b> (931,092)13,043,629                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                   |
| <b>Cash flows from financing activities:</b> Related party borrowings6,404,6611,854,385Payments on related party borrowings(9,611,500)(12,596,706)Payments of notes payable(2,641,674) Repayment of shareholder notes 300,000Payments of preferred stock dividends24,200 Proceeds from exercise of warrants1,501,097 Proceeds from exercise of options for common stock2,500                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |
| <b>Net cash used in financing activities</b> (4,320,716)(10,442,321)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                   |

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Net decrease in cash and cash  
equivalents(9,925,750)(546,706)Cash and cash  
equivalents, beginning of  
period11,255,099960,231

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**Cash and equivalents, end of  
period**\$1,329,349\$413,525

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SUPPLEMENTAL DISCLOSURE OF CASH  
FLOW INFORMATION:Cash paid for  
interest\$68,727\$719,029

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SUPPLEMENTAL DISCLOSURE OF  
NON-CASH INVESTING ANDFINANCING  
ACTIVITIES:Stock issued for  
acquisitions\$19,446,037\$

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

3

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## NETZEE, INC. AND SUBSIDIARIES

### CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. ORGANIZATION AND NATURE OF BUSINESS

##### Overview

We are a provider of integrated Internet banking products and services to financial institutions and their customers. We provide a retail suite of integrated Internet banking products and services and Internet commerce solutions to financial institutions. The retail suite provides cost-effective, outsourced, secure and scalable Internet banking and Internet commerce products that enable financial institutions to offer to their customers a wide array of financial products and services over the Internet. We also market and sell a wholesale suite of products and services that help fulfill certain operational needs of financial institutions. Our wholesale suite of products and services enables financial institutions to create internal efficiencies and provides their employees with information to better manage banking operations.

##### Formation and Acquisitions

Direct Access Interactive, Inc. ( Direct Access or the Predecessor ) was incorporated on October 10, 1996. On March 9, 1999, Direct Access was purchased by The InterCept Group, Inc. ( InterCept ). Direct Access was operated as a separate subsidiary of InterCept. On August 6, 1999, Direct Access purchased the remote banking operations of SBS

Corporation ( SBS ). SBS provided automated technology products and services to community financial institution nationwide. Direct Access was later merged with and into Netzee. On September 3, 1999, we purchased the Internet banking divisions of TIB The Independent BankersBank ( TIB ) and The Bankers Bank, and we acquired Dyad Corporation and subsidiaries ( Dyad ) and Call Me Bill, LLC ( Call Me Bill ). Call Me Bill provided 24-hour electronic bill payment services to financial institutions customers. On December 15, 1999, we purchased DPSC Software, Inc. ( DPSC ) which provided regulatory reporting and related software to community financial institutions.

On March 7, 2000, we purchased Digital Visions, Inc. ( DVI ) which provided Internet-based information and analytic tools to financial institutions. In July 2000, we acquired Card Plus, Inc., ( Card Plus ), which provided outsourced software and systems development as well as related consulting services. In November 2000, we acquired the Internet banking and bill payment business of John H. Harland Company ( Harland ). In March 2001, we acquired the Internet banking assets of HomeCom, Inc., ( HomeCom ). We collectively refer to Call Me Bill, DPSC, Dyad, the remote banking operations of SBS, the Internet banking divisions of the two bankers' banks, DVI, Card Plus, the Internet banking and bill payment assets of Harland and the Internet banking assets of Home Com as the Acquired Operations .

### **Dispositions**

On February 2, 2001, we sold to InterCept the regulatory reporting business acquired from DPSC in 1999, and InterCept assumed certain of the related operating liabilities (see Note 2).

Subsequent to March 31, 2001, we sold to iPay, LLC ( iPay ) certain assets related to our Call Me Bill bill payment operations located in Elizabethtown, Kentucky, and iPay assumed certain of the related operating liabilities.

### **Basis of Presentation**

The accompanying statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying unaudited consolidated financial statements reflect all adjustments, which are of a normal recurring nature, to present fairly our financial position, results of operations and cash flows at the dates and for the periods presented. Interim results of operations are not necessarily indicative of results to be expected for a 12-month period. The interim financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2000.

The unaudited consolidated financial statements include the accounts of Netzee and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

### **Recent Accounting Pronouncements**

In June 1998, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 133, Accounting for Derivative Instruments and Hedging Activities. SFAS No. 133 established accounting and reporting standards for derivative instruments, including instruments embedded in other contracts. SFAS No. 133 requires that an entity recognize all derivatives as either assets or liabilities measured based on their fair values. SFAS becomes effective for our fiscal year ended December 31, 2001. We adopted SFAS No. 133 on January 1, 2001. Since we do not utilize these instruments or participate in these activities, SFAS No. 133 had no impact on our consolidated financial statements for the three months ended March 31, 2001.

In the fourth quarter of fiscal 2000, we adopted Staff Accounting Bulletin No. 101, Revenue Recognition (SAB 101), which establishes guidelines for revenue recognition and enhances revenue recognition disclosure requirements. Pursuant to this guideline, up-front fees associated with certain product implementations are now being recognized over the term of the underlying agreement, rather than upon the completion of product implementation. The cumulative impact of adopting SAB 101 was recorded as of January 1, 2000 and is reported as a cumulative effect of change in accounting principle in the quarter ended March 31, 2000.

## 2. DISPOSITION AND ACQUISITION

### Disposition of DPSC Assets

On February 2, 2001, we sold to InterCept certain of the regulatory reporting assets acquired from DPSC in 1999 and InterCept assumed certain of the related operating liabilities, for total consideration of approximately \$16.5 million, including liabilities assumed of approximately \$2.4 million. We received cash proceeds of approximately \$14.1 million, of which \$250,000 was placed in escrow for indemnification and other purposes.

In connection with the sale of these assets, we recorded a non-cash loss of approximately \$5.7 million. This non-cash loss is included in the loss on sale of assets in our Consolidated Statement of Operations.

### Acquisition of HomeCom

During March 2001, we purchased certain assets of HomeCom's Internet banking businesses and assumed certain of HomeCom's operating liabilities related to the businesses. The purchase price was approximately \$290,000 in cash. The transaction was accounted for as a purchase. The results of operations of HomeCom have been included in the consolidated financial statements from the effective date of the acquisition. The excess of the purchase price over the net tangible assets acquired was allocated to acquired technology and is being amortized over three years.

Subsequent to March 31, 2001, we made an additional purchase price payment to HomeCom of approximately \$135,000 related to the assignment of certain customer contracts.

### Pro Forma Results of Operations

The following summary presents unaudited pro forma results of operations assuming that each of the acquisitions of the Acquired Operations as discussed in Note 1, and the disposition of the DPSC assets occurred on January 1, 2000. These pro forma results do not necessarily reflect the results which we would have actually achieved had these acquisitions and disposition occurred as of this date.

|                                              | For the Three Months Ended |                |
|----------------------------------------------|----------------------------|----------------|
|                                              | March 31, 2000             | March 31, 2001 |
| Total revenue                                | \$ 5,960,386               | \$ 7,005,653   |
| Net loss attributable to common shareholders | (15,875,661)               | (14,109,096)   |
| Basic and diluted loss per share             | \$ (0.76)                  | \$ (0.53)      |

### 3. RESTRUCTURING COSTS

In the fourth quarter of 2000, we initiated a restructuring of management with the termination of certain management employees. Consequently, a restructuring charge of approximately \$590,000 was recorded in accordance with Emerging Issues Task Force ( EITF ) 94-3, Liability Recognition for Cost to Exit an Activity (Including Certain Costs Incurred in a Restructuring). This amount was comprised of \$375,000 in non-cash stock-based compensation associated with the accelerated vesting of restricted stock, and approximately \$215,000 in severance and payroll-related items.

During the first quarter of fiscal 2001, we finalized and announced restructuring plans to reduce expenses through the consolidation of our Internet and bill payment operations. This restructuring will result in the closure of our offices in Kentucky, Texas and Tennessee, and the downsizing of offices in Alabama and Connecticut. Total staff reductions will approximate 100 employees. Consequently, a restructuring charge of approximately \$1,860,000 was recorded for the three months ended March 31, 2001 in accordance with EITF 94-3. This amount was comprised of approximately \$740,000 in severance and payroll-related items and approximately \$1,120,000 in lease and other contract termination costs.

In connection with this restructuring, we have accrued approximately \$900,000 as additional purchase price for the acquisition of assets from Harland as a result of the termination of employees and the closing of offices obtained in that acquisition in accordance with EITF 95-3, Recognition of Liabilities in Connection with a Purchase Business Combination. This amount is comprised of approximately \$825,000 for severance and payroll-related items and approximately \$275,000 for office lease and other contract termination costs.

As of March 31, 2001 we had expended approximately \$1,025,000 consisting of approximately \$970,000 in severance and payroll related costs and approximately \$55,000 in contract and lease termination costs. During the first quarter of 2001, we terminated approximately 50 employees. As of March 31, 2001, we had approximately \$2.3 million in restructuring costs remaining as a liability, consisting of approximately \$1.2 million in severance and payroll-related costs and \$1.1 million in contract and lease termination costs.

### 4. BASIC AND DILUTED NET LOSS PER SHARE

Basic and diluted net loss per share has been computed in accordance with SFAS No. 128, Earnings per Share, using net loss divided by the weighted average number of shares of common stock outstanding for the period presented. Potentially dilutive options to purchase 3,936,436 shares of common stock with a weighted average exercise price of \$7.17 per share and 3,077,723 shares of common stock with a weighted average exercise price of \$8.16 per share were outstanding at March 31, 2001 and March 31, 2000, respectively. Additionally, approximately 411,067 common shares issuable upon conversion of the preferred stock for the periods ended March 31, 2000 and March 31, 2001, and 856,842 shares of common stock issuable upon the achievement of certain performance targets associated with the DVI and Card Plus acquisitions have been excluded from the presentation of diluted net loss per share as they are antidilutive due to the net loss.

### 5. RELATED-PARTY BORROWINGS

In conjunction with the acquisition of DPSC, we received a commitment for a \$15 million line of credit from InterCept. On March 24, 2000, pending the finalization of the line of credit, we issued a promissory note to InterCept in the principal amount of approximately \$7.8 million, which reflected the amount borrowed under terms consistent with the commitment as of that date. This note bore interest at a rate of prime plus 2% and was secured by substantially all of our assets. Accrued interest under this note was payable monthly beginning May 1, 2000. The

borrowings were used to fund working capital requirements.

In May 2000, the \$15 million line of credit agreement with InterCept was finalized. At that time the outstanding principal balance due on the promissory note issued to InterCept was transferred to the line of credit. The line of credit bore interest at a rate of prime plus 2% and was secured by substantially all of our assets. Accrued interest under the line of credit was payable quarterly beginning July 1, 2000. The principal balance was payable at maturity on May 31, 2003.

On September 29, 2000, we entered into an acquisition agreement with Harland to acquire Harland's Internet banking and bill payment businesses. Simultaneously with the signing of the acquisition agreement, we borrowed \$5.0 million from Harland pursuant to a promissory note. The note bore interest at a rate of prime plus 2% and was secured by substantially all of our assets. Accrued interest under the note was payable quarterly beginning January 1, 2001. The principal balance was payable at maturity on September 29, 2005. Subsequent to September 29, 2002, Harland had the right to demand full payment of the note and all accrued interest with 30 days' notice.

In conjunction with the sale of the former DPSC assets to InterCept on February 2, 2001, we converted our \$15 million line of credit with InterCept and our \$5 million promissory note with Harland into a \$20 million joint credit facility (\$15 million funded by InterCept and \$5 million funded by Harland). The terms of the credit facility remain consistent with the terms of the former InterCept line of credit and Harland promissory note, except that both InterCept and Harland now have the right (instead of just InterCept) to enforce the covenants contained in the line of credit agreement. Proceeds from the disposition of the DPSC assets were utilized to pay down this facility. As of March 31, 2001 the outstanding balance on the line of credit was \$9.4 million.

## **6. DISPOSITION OF EQUIPMENT**

On October 18, 1999, we entered into a \$1,300,000 non-recourse term loan with a bank to secure the purchase of equipment that we used in connection with our operations. The loan was secured by such equipment, and two of our directors personally guaranteed our obligations under the loan. This loan bore interest at LIBOR plus 2% per year and was payable in 60 monthly installments beginning on November 1, 1999. On August 22, 2000, the loan was refinanced due to upgrades to the equipment. As a result, the loan amount was increased to \$1,650,000, resulting in net proceeds to us of approximately \$400,000.

In December 2000, we determined that this equipment was no longer required and decided to prepare it for sale. Subsequently, we determined that the fair market value of the equipment was less than the outstanding balance of the loan securing the equipment. Therefore, on March 1, 2001, the loan was assumed by W-II Investments, Inc. ( "W-II" ), a corporation controlled by the two directors who personally guaranteed the loan. In exchange, the equipment was transferred to W-II. As a result of the assumption of the loan, we are no longer responsible for the payments under the loan.

## **7. SUBSEQUENT EVENTS**

On May 8, 2001, we sold certain assets related to a portion of our Call Me Bill bill payment operations to iPay and iPay also assumed certain of the related operating liabilities. Net proceeds from the sale were approximately \$1.3 million in cash. The majority of these proceeds were used to pay down our joint credit facility. As a result of the sale, Harland's portion of the joint credit facility was permanently reduced by \$225,000. The total credit facility is now \$19,775,000 and amounts borrowed thereunder are funded approximately 76% by InterCept and approximately 24% by Harland.

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

The following discussion contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

These statements include all statements that are not statements of historical fact regarding the intent, belief or expectations of Netzee and its management with respect to, among other things: (1) whether we can successfully combine the operations we have acquired, and operations we may acquire, to create or continue improvements in our financial condition; (2) our ability to implement our restructuring and cost savings plans; (3) trends affecting our operations, financial condition and business; (4) our growth and operating strategies; (5) our ability to achieve our sales, cash flow and cost-saving objectives; (6) our ability to remain listed on the Nasdaq National Market, and (7) the continued and future acceptance of and demand for our products and services by our customers. The words may, will, anticipate, believe, intend, plan, allow, strategy and similar expressions are intended to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and actual results may differ materially from those projected in the forward-looking statements as a result of risks related to the integration of acquired assets and businesses; the assets and businesses we have sold or may plan to sell; our ability to maintain our listing on the Nasdaq National Market; our ability to achieve, manage or maintain positive cash flow or growth and execute our business strategy, including our restructuring and cost savings plans; our ability to develop, test and implement enhanced and new products and services; our ability to sell our products and services to financial institution customers and their customers; our ability to respond to competition; the volatility associated with Internet-related companies; our ability to obtain adequate funding and various other factors discussed in detail in the section entitled Factors that May Affect Our Future Results of Operations or Financial Condition in our Form 10-K for the fiscal year ended December 31, 2000, as filed with the Securities and Exchange Commission on April 2, 2001, and in our subsequent quarterly and current reports that we have filed with the SEC. We are not obligated to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

**Overview**

For our outsourced retail suite of products and services, we charge a fixed monthly fee based on the number and type of products and services purchased by the financial institution. We also charge variable fees that are based on the number of end users and the number of transactions for certain retail products and services. We generally provide products and services under contracts with terms ranging from three to five years. Revenues from these types of arrangements are recognized over the term over which the related services are provided.

We charge fees for our in-house Internet banking product under either a perpetual license agreement which includes an up-front software fee, implementation fees and recurring monthly fees based on the number of active users and user generated transactions, or under a three- to five-year subscription that includes annual subscription and maintenance fees. Revenues from the software and implementation component of those types of arrangements are recognized in accordance with Statement of Position No. 97-2 Software Revenue Recognition. Recurring fees represent post-contract customer support and are recognized over the period in which the support service is provided.

For our wholesale support applications, we charge annual, quarterly or monthly subscription fees, monthly maintenance fees, and per-transaction fees based on transactions initiated by the financial institution. These revenues are recognized over the period in which the related services are provided.

Our costs of services, license, hardware, implementation and maintenance are comprised of the initial equipment and personnel costs required to implement Internet and telephone banking products and services for our financial institution customers, ongoing personnel and system maintenance costs associated with our data and call centers, royalties paid to information providers, and personnel, production and shipping costs associated with our regulatory

reporting software and fulfillment businesses.

Selling and marketing expenses include marketing expenses, sales commissions and related costs as well as sales employee compensation and benefits. Commissions are paid to sales personnel based on products and services sold.

General and administrative expenses include employee compensation and benefits and general office expenses incurred in the ordinary course of business, but exclude non-cash stock based compensation and restructuring costs.

Restructuring costs include charges related to severance and other payroll-related items as well as certain office lease and other contract termination costs resulting from our plan to reduce costs through the consolidation of our Internet and bill payment operations.

Depreciation consists of depreciation of property, equipment and capitalized software development costs.

Amortization of intangible assets relates to goodwill, acquired technology and other intangible assets resulting from our acquisitions. Intangible assets are being amortized over lives ranging from two to five years.

Stock-based compensation consists of amortization of deferred compensation for certain stock options with an exercise price below the initial public offering price and compensation expense for stock sold or awarded to employees at prices below the initial public offering price.

Loss on sale of assets includes non-cash charges recorded to reduce the carrying costs of certain assets to their fair market value upon their sale.

We use cash loss as a metric to measure our on-going operating performance. Cash loss is defined as net loss attributable to common shareholders, excluding the effects of amortization of intangible assets, amortization of stock-based compensation and non-cash losses on the sale of assets.

We have incurred operating losses through March 31, 2001. Due to the uncertainty of the realizability of the net operating losses, we have not reflected an income tax benefit in our statements of operations, and we have recorded a valuation for the full amount of our net operating loss carry-forwards.

Although we have experienced significant growth in customers and revenues, we have incurred substantial operating losses and negative cash flows from operations. We incurred net losses of approximately \$16.2 and \$20.4 million for the three months ended March 31, 2000 and March 31, 2001, respectively. Depreciation, amortization, amortization of stock-based compensation and non-cash losses on the sale of assets accounted for approximately 80% of the net loss attributable to common shareholders for the three months ended March 31, 2001. We incurred cash losses, excluding restructuring costs of approximately \$3.3 and \$2.6 million for the three months ended March 31, 2000 and March 31, 2001, respectively.

## Results of Operations

The following tables set forth the results of our operations and selected cash flow data for the three months ended March 31, 2000 and 2001, and selected balance sheet data as of December 31, 2000 and March 31, 2001. These

operating results are not necessarily indicative of our future results.

## Results of operations:

| Three Months Ended March 31,                                                                           |                |               |             |               |
|--------------------------------------------------------------------------------------------------------|----------------|---------------|-------------|---------------|
|                                                                                                        | 2000           | % of Revenues | 2001        | % of Revenues |
|                                                                                                        | (Unaudited)    |               | (Unaudited) |               |
| Revenues                                                                                               | \$2,815,349(A) | 100%          | \$7,468,466 | 100%          |
| Cost of service, license, hardware, implementation, and maintenance                                    | 1,590,902      | 57%           | 4,383,965   | 59%           |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
| GROSS PROFIT                                                                                           | 1,224,447(A)   | 43%           | 3,084,501   | 41%           |
| Cash expenses:                                                                                         |                |               |             |               |
| Selling and marketing                                                                                  | 2,242,075      | 80%           | 1,301,594   | 17%           |
| General and administrative, excluding amortization of stock-based compensation and restructuring costs | 1,828,822      | 65%           | 3,503,132   | 47%           |
| Restructuring costs                                                                                    | 0              | 0%            | 1,858,645   | 25%           |
| Depreciation                                                                                           | 275,278        | 10%           | 495,071     | 7%            |
| Preferred stock dividends                                                                              | 130,000        | 5%            | 130,000     | 2%            |
| Interest expense, net                                                                                  | 68,727         | 2%            | 296,854     | 4%            |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
| Subtotal cash expenses                                                                                 | 4,544,902      | 162%          | 7,585,296   | 102%          |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
|                                                                                                        |                |               |             |               |
| CASH LOSS (B)                                                                                          | (3,320,455)(A) | -119%         | (4,500,795) | -61%          |
| Amortization                                                                                           | 11,733,798     | 9,657,281     |             |               |
| Stock-based compensation                                                                               | 792,759        | 480,133       |             |               |
| Loss on sale of assets                                                                                 | 5,762,208      |               |             |               |

|                    |                      |
|--------------------|----------------------|
| Other net expenses |                      |
|                    | 12,526,55715,899,622 |

|                                                                                                                        |                                 |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| NET LOSS ATTRIBUTABLE TO<br>COMMON<br>SHAREHOLDERS BEFORE<br>CUMULATIVE EFFECT OF CHANGE<br>IN<br>ACCOUNTING PRINCIPLE |                                 |
|                                                                                                                        | \$(15,847,012)(A)\$(20,400,417) |

|                                                                                                                                                  |                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| Weighted average basic shares outstanding                                                                                                        |                                    |
|                                                                                                                                                  | 20,780,92726,856,100               |
| Cash loss per share                                                                                                                              |                                    |
|                                                                                                                                                  | \$(0.16)\$(0.17)                   |
| Net loss per share before cumulative effect of<br>change in accounting principle                                                                 |                                    |
|                                                                                                                                                  | \$(0.76)\$(0.76)                   |
| Cash loss excluding restructuring costs                                                                                                          |                                    |
|                                                                                                                                                  | \$(3,320,455)(A)\$(2,642,150)(C)   |
| Cash loss per share excluding restructuring<br>costs                                                                                             |                                    |
|                                                                                                                                                  | \$(0.16)\$(0.10)(C)                |
| Net loss excluding restructuring costs, loss on<br>sale of assets and before cumulative effect of<br>change in accounting principle              |                                    |
|                                                                                                                                                  | \$(15,847,012)(A)\$(12,779,564)(D) |
| Net loss per share excluding restructuring<br>costs, loss on sale of assets and before<br>cumulative effect of change in accounting<br>principle |                                    |
|                                                                                                                                                  | \$(0.76)\$(0.48)(D)                |

Note A                      The quarter ended March 31, 2000 has been restated to reflect our adoption of SAB 101 during 2000.

Note B    Cash  
loss is defined  
as net loss  
attributable to  
common  
shareholders  
excluding the  
non-cash effect  
of amortization  
of intangible  
assets,  
amortization of  
stock-based  
compensation  
and loss on sale  
of assets.

Depreciation expense is included in cash loss as a measure of capital expenditures. Cash loss and cash loss per share are not measures of financial performance under generally accepted accounting principles and should not be considered either as an alternative to net loss attributable to common shareholders as an indicator of our operating performance, or to cash flow as a measure of our liquidity. Note C Excludes \$1,858,645 in restructuring costs associated with our office consolidations and reorganization. Note D Excludes \$1,858,645 in restructuring costs and \$5,762,208 in loss on sale of assets.

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SELECTED CASH FLOW INFORMATION:

|                                                                     | Three Months Ended |                |
|---------------------------------------------------------------------|--------------------|----------------|
|                                                                     | March 31, 2000     | March 31, 2001 |
|                                                                     | (Unaudited)        | (Unaudited)    |
| Cash used in operating activities:                                  | \$ (4,673,942)     | \$ (3,148,014) |
| Cash (used in) provided by investing activities:(931,092)13,043,629 |                    |                |
| Cash used in financing activities:(4,320,716)(10,442,321)           |                    |                |
| Net decrease in cash and cash equivalents                           | \$(9,925,750)      | \$(546,706)    |

SELECTED BALANCE SHEET INFORMATION:

|                                             | December 31, 2000 | March 31, 2001 |
|---------------------------------------------|-------------------|----------------|
|                                             |                   | (Unaudited)    |
| Cash and cash equivalents                   | \$ 960,231        | \$ 413,525     |
| Accounts receivable5,836,9044,192,832       |                   |                |
| Leases receivable1,874,1861,757,589         |                   |                |
| Deferred revenue8,699,6755,063,303          |                   |                |
| Related party borrowings20,000,0009,405,834 |                   |                |

Three Months Ended March 31, 2001 Compared to Three Months Ended March 31, 2000

*Revenues*

Total revenues increased by approximately \$4.7 million or 165%, from approximately \$2.8 million for the three months ended March 31, 2000 to approximately \$7.5 million for the three months ended March 31, 2001. This increase consisted primarily of an increase in monthly maintenance and service revenues due primarily to the increase in the number of financial institution customers, and an increase in the number of financial institution customers utilizing our products. This increased customer base is a result of new sales, additional product sales to existing customers and customers obtained from certain of the Acquired Operations.

*Cost of services, license, hardware, implementation and maintenance*

Cost of services, license, hardware, implementation and maintenance increased by approximately \$2.8 million, or 176%, from approximately \$1.6 million for the three months ended March 31, 2000 to approximately \$4.4 million for the three months ended March 31, 2001. The increase in the cost of services, license, hardware, implementation and maintenance was due primarily to an increase in the number of new institutional customers for which we have implemented our products. Additionally, we experienced increased data center costs required to support the increase in the total number of institutions to which we provided services.

As a percentage of revenue, cost of services, license, hardware, implementation and maintenance increased to 59% from 57% for the three months ended March 31, 2001 as compared to the three months ended March 31, 2000.

Correspondingly, our gross margin decreased from 43% to 41% for the three months ended March 31, 2001 as compared to the three months ended March 31, 2000. This decrease in gross margin was due primarily to our sale of the DPSC assets in February 2001 which generated higher margins relative to our other businesses.

*Selling and marketing expenses*

Selling and marketing expenses decreased by approximately \$940,000, or 42%, from approximately \$2.2 million for the three months ended March 31, 2000 to approximately \$1.3 million for the three months ended March 31, 2001. The decrease in selling and marketing expenses was primarily due to a decrease in sales personnel, lower new sales volume in 2001 as compared to 2000 and a decrease in our advertising expenditures. As a percentage of revenue, selling and marketing expenses decreased to 17% from 80% for the three months ended March 31, 2001 as compared to the three months ended March 31, 2000.

*General and administrative expenses*

General and administrative expenses increased by approximately \$1.7 million, or 92%, from approximately \$1.8 million for the three months ended March 31, 2000 to approximately \$3.5 million for the three months ended March 31, 2001. The increase in general and administrative expenses was primarily due to increases in overall business and operating activities, an increase in the number of employees and facilities obtained from certain of the Acquired Operations and an increase in management, support staff and general operating expenses resulting from our growth over the prior year. These increases were partially offset by reductions in personnel and facility costs resulting from our restructuring and office consolidation efforts. As a percentage of revenue, general and administrative expenses decreased to 47% from 65% for the three months ended March 31, 2001, as compared to the three months ended March 31, 2000. This decrease was due primarily to the increase in our revenues.

*Restructuring costs*

Restructuring costs for the quarter ended March 31, 2001 consisted of severance and payroll related items, as well as certain office lease and contract termination costs. During the first quarter of 2001, we finalized and announced a plan to reduce our operating expenses through the consolidation of our Internet banking and bill payment operations. This plan will result in the closure of our offices in Kentucky, Tennessee and Texas, and a reduction in our operations in Alabama and Connecticut.

*Depreciation*

Depreciation increased by approximately \$220,000, or 80%, from approximately \$275,000 for the three months ended March 31, 2000 to approximately \$495,000 for the three months ended March 31, 2001. This increase was due primarily to the depreciation of acquired assets and from depreciation associated with capital acquisitions used to support our growth during the prior year. As a percentage of revenue, depreciation expenses decreased to 7% from 10% for the three months ended March 31, 2001 as compared to the three months ended March 31, 2000.

*Interest expense, net*

Net interest expense increased by approximately \$228,000, or 332%, from approximately \$69,000 for the three months ended March 31, 2000 to approximately \$297,000 for the three months ended March 31, 2001. This increase was due primarily to a higher average debt balance for debt incurred to fund our operations for the three months ended March 31, 2001, as compared to the three months ended March 31, 2000. As a percentage of revenue, net interest expense increased from 2% to 4% for the three months ended March 31, 2001 as compared to the three months ended

March 31, 2000.

*Cash loss*

Cash loss increased by approximately \$1.2 million from approximately \$3.3 million for the three months ended March 31, 2000 to approximately \$4.5 million for the three months ended March 31, 2001. Excluding restructuring costs, cash loss decreased by approximately \$700,000 to approximately \$2.6 million for the three months ended March 31, 2001 compared to approximately \$3.3 million for the comparable period in 2000. This decrease was due primarily to increases in revenues and the realization of expense reductions during the first quarter of 2001 resulting from our restructuring activities.

*Amortization expense*

Amortization expense decreased by approximately \$2.0 million, or 18%, from approximately \$11.7 million for the three months ended March 31, 2000 to approximately \$9.7 million for the three months ended March 31, 2001. Amortization expense decreased due primarily to the write-down of intangible assets during the fourth quarter of 2000, combined with the elimination of the amortization related to the DPSC assets which we sold in February 2001. These were partially offset by the additional amortization expense resulting from certain of the Acquired Operations purchased during 2000.

*Stock-based compensation*

Stock-based compensation decreased by approximately \$313,000, or 39%, from approximately \$793,000 for the three months ended March 31, 2000 to \$480,000 for the three months ended March 31, 2001. Stock-based compensation expense declined due to the forfeiture of certain stock options by terminated employees and the accelerated vesting of a restricted stock award during the fourth quarter of 2000.

*Loss on sale of assets*

Non-cash loss on sale of assets was approximately \$5.8 million for the three months ended March 31, 2001 and resulted primarily from the sale of our DPSC assets in February 2001.

**Liquidity and Capital Resources**

Our operating activities used cash of approximately \$3.1 million and \$4.7 million for the three months ended March 31, 2001 and March 31, 2000, respectively. Cash used in operating activities resulted primarily from our net operating losses.

Our investing activities provided cash of approximately \$13.0 million and used cash of approximately \$931,000 for the three months ended March 31, 2001 and March 31, 2000, respectively. Cash provided by investing activities for the three months ended March 31, 2001 resulted primarily from the disposition of our DPSC assets. This was partially offset by the purchase of property, equipment and costs associated with capitalized software development as well as our acquisition of assets from HomeCom in March 2001. Cash used in investing activities for the three months ended March 31, 2000 resulted primarily from our investment in property, equipment and capitalized software for our data centers.

Our financing activities used cash of approximately \$10.4 million and \$4.3 million for the three months ended March 31, 2001 and March 31, 2000, respectively. Cash used in financing activities for the three months ended

March 31, 2001 resulted primarily from repayments on our credit facility with proceeds from the sale of our regulatory reporting assets offset by additional borrowings from our credit facility. The cash used for the three months ending March 31, 2000 resulted from repayments of related party borrowings and payments of notes payable assumed in the acquisition of DVI. This was partially offset by additional borrowings from related parties and proceeds from the exercise of warrants.

Our working capital balance as of March 31, 2001 was approximately \$6.8 million compared to \$(5.5) million at December 31, 2000. This increase in working capital is primarily due to proceeds from the sale of our regulatory reporting assets, offset by our operating and capital requirements. We calculate our working capital balances by taking our current assets net of current liabilities plus borrowings available on our line of credit.

In February 2001, we completed the sale of certain of our regulatory reporting assets acquired from DPSC in 1999. As a result, we received cash proceeds of approximately \$14.1 million. We used approximately \$11.8 million of the proceeds to pay down principal balances on the \$20 million joint credit facility. The balance of the proceeds was used to fund operations as well as to pay certain closing costs and certain liabilities related to the sale. As of March 31, 2001, we had an outstanding balance under this credit facility, including accrued interest, of approximately \$9.4 million, with approximately \$10.6 million available under the line.

In connection with this sale, we converted our \$15 million line of credit with InterCept and our \$5 million promissory note with Harland into a \$20 million joint credit facility (\$15 million funded by InterCept and \$5 million funded by Harland). The terms of the credit facility remain consistent with the terms of the former line of credit and promissory note, except that both InterCept and Harland now have the right (instead of just InterCept) to enforce the covenants contained in the line of credit agreement.

Subsequent to March 31, 2001, we sold certain Call Me Bill assets to iPay and iPay assumed certain related operating liabilities. We received net proceeds of \$1,275,000 which were primarily used to pay down our line of credit facility. The balance borrowed under this facility as of May 9, 2001 was approximately \$10.5 million, including accrued interest.

As a result of this sale, Harland's portion of the joint credit facility was permanently reduced to \$4,775,000, reducing the total credit facility to \$19,775,000. InterCept's portion of the credit facility will remain at \$15 million. The facility will now be funded approximately 76% by InterCept and 24% by Harland.

On March 2, 2000 warrants to purchase 461,876 shares of common stock were exercised. Proceeds from the exercise of the warrants totaled approximately \$1.5 million.

We believe that our existing capital resources, together with cash provided by our operations and borrowings under our credit facility, will be sufficient to fund our working capital requirements for the next 12 months. If we are unable to achieve our cost savings goals, if our working capital requirements exceed our current expectations, if cash provided by our operations is less than anticipated, or if we make additional acquisitions, we may need to raise additional capital either through debt or equity sources before that time. We cannot be sure that we will be able to obtain the additional financing necessary to satisfy these additional capital requirements or to implement our growth strategy on acceptable terms or at all. If we cannot obtain this financing on terms acceptable to us, we may be forced to curtail some planned business expansion, we may be unable to fund our ongoing operations, or we may have to cease operations altogether. Alternatively, we may be required to reduce the level of spending on capital and operating expenses in order to utilize our existing financing and sources of liquidity to operate the business on a reduced scale.

We do not use derivative financial instruments in our operations and do not have operations subject to fluctuations in foreign currency exchange rates. We have a joint line of credit with InterCept and Harland that has an interest rate that fluctuates based on the prime rate as published in the Wall Street Journal, plus 2%. As of March 31, 2001, we had approximately \$9.4 million outstanding on this facility which exposed us to interest rate risk. Interest rate risk reflects the fact that increases in interest rates, which may increase the interest rate on our borrowings, would make it more costly to borrow funds thereunder and may impede our acquisition and growth strategies if we determine the costs associated with borrowing funds are too high to implement these strategies. These increased costs may also hinder our ability to fund our working capital requirements.

## PART II. OTHER INFORMATION

### Item 1. *Legal Proceedings*

Not applicable.

### Item 2. *Changes in Securities and Use of Proceeds*

Not applicable.

### Item 3. *Defaults upon Senior Securities*

Not applicable.

### Item 4. *Submission of Matters to a Vote of Security Holders*

Not applicable.

### Item 5. *Other Information*

Not applicable.

### Item 6. *Exhibits and Reports on Form 8-K*

(a) *Exhibits.*

15

#### Exhibit No.

#### Description Of Exhibits

|                                                                                                                                            |                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1*                                                                                                                                       | Agreement and Plan of Merger, dated August 6, 1999, by and among Direct Access Interactive, Inc., SBS Corporation and the shareholders of SBS Corporation.(1) |
| 2.2* Agreement and Plan of Merger, dated September 3, 1999, by and among Netzee, Inc., Dyad Corporation and certain of the shareholders of |                                                                                                                                                               |

Dyad  
 Corporation.(1)2.3\*  
 Asset  
 Contribution  
 Agreement, dated  
 September 3,  
 1999, by and  
 among The  
 InterCept Group,  
 Inc., Netzee, Inc.  
 and The Bankers  
 Bank.(1)2.4\*  
 Asset  
 Contribution  
 Agreement, dated  
 September 3,  
 1999, by and  
 among The  
 InterCept Group,  
 Inc., Netzee, Inc.  
 and TIB The  
 Independent  
 BankersBank.(1)2.5\*  
 Acquisition  
 Agreement, dated  
 September 3,  
 1999, by and  
 among Netzee,  
 Inc., Call Me  
 Bill, LLC and  
 each of the  
 members of Call  
 Me Bill,  
 LLC.(1)2.6\*  
 Asset Transfer  
 Agreement, dated  
 August 6, 1999,  
 by and between  
 The InterCept  
 Group, Inc. and  
 Direct Access  
 Interactive,  
 Inc.(1)2.7\*  
 Agreement and  
 Plan of Merger,  
 dated  
 September 3,  
 1999, by and  
 between Netzee,  
 Inc. and Direct  
 Access  
 Interactive,  
 Inc.(1)2.8\* Asset  
 Purchase  
 Agreement, dated  
 December 15,  
 1999, by and  
 among Netzee,  
 Inc., Netcal, Inc.  
 and DPSC  
 Software,  
 Inc.(2)2.9\* Asset

Purchase Agreement, dated February 28, 2000, by and among Netzee, Inc., Digital Visions, Inc. and certain shareholders of Digital Visions, Inc.(3)2.10\*  
Asset Purchase Agreement, dated July 28, 2000, by and among Netzee, Inc., NetzeePlus, Inc., Card Plus, Inc. and the shareholders of Card Plus, Inc.(10)2.11\*  
Asset Purchase Agreement, dated September 29, 2000, by and among Netzee, Inc., John H. Harland Company, Concentrex Incorporated, Meca Software, L.L.C. and MoneyScape Holdings, Inc. (11)2.11.1\*  
Amendment No. 1 to the Asset Purchase Agreement, dated November 10, 2000, by and among Netzee, Inc., John H. Harland Company, Concentrex Incorporated, Meca Software, L.L.C. and MoneyScape Holdings, Inc.(11)2.12\*  
Asset Purchase Agreement, dated February 2, 2001, by and among Netzee, Inc., Netcal, Inc. and The InterCept Group,

Inc.(12)3.1  
Amended  
Articles of  
Incorporation of  
Netzee, Inc., as  
amended to  
date.(10)3.2  
Amended and  
Restated Bylaws  
of Netzee, Inc.,  
as  
amended.(4)4.1  
Form of Netzee,  
Inc. common  
stock  
certificate.(1)4.2.1  
Form of Netzee,  
Inc. Series A 8%  
Convertible  
Preferred Stock  
certificate.(2)4.2.2  
Form of Netzee,  
Inc. Series B 8%  
Convertible  
Preferred Stock  
certificate.(10)4.3  
Registration  
Rights  
Agreement, dated  
August 6, 1999,  
by and among  
Netzee, Inc. (as  
successor to  
Direct Access  
Interactive, Inc.)  
and each of the  
former  
shareholders of  
SBS  
Corporation.(1)

**Exhibit  
No.**

**Description Of Exhibits**

4.4 Registration  
Rights  
Agreement, dated  
September 3,  
1999, by and  
among Netzee,  
Inc., The Bankers  
Bank and TIB  
The Independent  
BankersBank.(1)4.5  
Registration  
Rights  
Agreement, dated  
August 31, 1999,

by and among  
 Netzee, Inc. and  
 each of the  
 former  
 shareholders of  
 Dyad  
 Corporation.(1)4.6  
 Agreement, dated  
 September 3,  
 1999, by and  
 between Netzee,  
 Inc. and Sirrom  
 Investments, Inc.,  
 regarding  
 registration rights  
 of Sirrom.(1)4.7  
 Registration  
 Rights  
 Agreement, dated  
 October 18,  
 1999, by and  
 between Netzee,  
 Inc. and Kellett  
 Partners,  
 L.P.(1)4.8  
 Warrant, dated  
 October 18,  
 1999, issued to  
 Kellett Partners,  
 L.P.(1)4.9  
 Registration  
 Rights  
 Agreement, dated  
 December 15,  
 1999, by and  
 between Netzee,  
 Inc. and each of  
 the former  
 shareholders of  
 DPSC Software,  
 Inc.(2)4.9.1 First  
 Amendment to  
 Registration  
 Rights  
 Agreement, dated  
 September 29,  
 2000, by and  
 between Netzee,  
 Inc. and Bruce R.  
 Gall &  
 Associates, Inc.,  
 on behalf of each  
 of the former  
 shareholders of  
 DPSC Software,  
 Inc.(10)4.10  
 Registration  
 Rights  
 Agreement, dated  
 March 7, 2000,  
 by and between  
 Netzee, Inc. and

Digital Visions,  
Inc.(3)4.11  
Registration  
Rights  
Agreement, dated  
July 28, 2000, by  
and between  
Netzee, Inc. and  
Card Plus, Inc.  
(10)4.12  
Registration  
Rights  
Agreement, dated  
November 10,  
2000, by and  
between Netzee,  
Inc. and John H.  
Harland  
Company.(11)10.1  
Netzee, Inc. 1999  
Stock Option and  
Incentive  
Plan.(1)10.2  
Option  
Agreement, dated  
July 1, 1999, by  
and between  
Netzee, Inc. (as  
successor to  
Direct Access  
Interactive, Inc.)  
and Glenn W.  
Sturm.(1)10.3  
Option  
Agreement, dated  
July 1, 1999, by  
and between  
Netzee, Inc. (as  
successor to  
Direct Access  
Interactive, Inc.)  
and John W.  
Collins.(1)10.4  
Option  
Agreement, dated  
August 5, 1999,  
by and between  
Netzee, Inc. (as  
successor to  
Direct Access  
Interactive, Inc.)  
and Richard S.  
Eiswirth.(1)10.5  
Employment  
Agreement, dated  
September 1,  
1999, by and  
between Netzee,  
Inc. and Glenn  
W. Sturm.(1)10.6  
Employment  
Agreement, dated

September 1,  
1999, by and  
between Netzee,  
Inc. and C.  
Michael  
Bowers.(1)10.7  
Employment  
Agreement, dated  
March 1, 2000,  
by and between  
Netzee, Inc. and  
Richard S.  
Eiswirth.(4)10.8  
Form of  
Indemnification  
Agreement  
entered into  
between Netzee,  
Inc. and each of  
its executive  
officers and  
directors.(1)10.9  
Promissory Note,  
dated August 6,  
1999, from  
Netzee, Inc. as  
maker to The  
InterCept Group,  
Inc. as payee, in  
the principal  
amount of  
\$21,534,625.(1)

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**Exhibit  
No.**

**Description Of Exhibits**

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10.10 Promissory  
Note, dated  
September 1, 1999,  
from Netzee, Inc. as  
maker to The  
InterCept Group,  
Inc. as payee, in the  
principal amount of  
\$4,399,639.22.(1)10.11  
Promissory Note,  
dated September 1,  
1999, from Netzee,  
Inc. as maker to The  
InterCept Group,  
Inc. as payee, in the  
principal amount of  
\$2,882,200.(1)10.12  
Promissory Note,  
dated September 1,  
1999, from John W.  
Collins as maker to  
Netzee, Inc. (as

successor to Direct  
Access Interactive,  
Inc.)(1)10.13  
Promissory Note,  
dated September 1,  
1999, from Glenn  
W. Sturm as maker  
to Netzee, Inc. (as  
successor to Direct  
Access Interactive,  
Inc.)(1)10.14  
Promissory Note,  
dated September 1,  
1999, from Donny  
R. Jackson as maker  
to Netzee, Inc. (as  
successor to Direct  
Access Interactive,  
Inc.)(1)10.15  
Promissory Note,  
dated September 1,  
1999, from Richard  
S. Eiswirth as maker  
to Netzee, Inc. (as  
successor to Direct  
Access Interactive,  
Inc.)(1)10.16 Line  
of Credit  
Agreement, dated  
October 18, 1999,  
by and between  
Netzee, Inc. and  
Kellett Partners,  
L.P.(1)10.17  
General Marketing  
Agent Agreement,  
dated September 3,  
1999, as amended,  
by and between  
Netzee, Inc. and  
TIB The  
Independent  
BankersBank.(1)(5)10.18  
General Marketing  
Agent Agreement,  
dated September 3,  
1999, as amended,  
by and between  
Netzee, Inc. and The  
Bankers  
Bank.(1)(5)10.19  
Sublease, dated  
September 1, 1999,  
by and between The  
Bankers Bank and  
Netzee, Inc.(1)10.20  
Commercial Lease,  
dated January 9,  
1998, by and  
between DMB, LLC  
and Netzee, Inc. (as  
successor to Direct

Access Interactive,  
Inc. (as successor to  
SBS  
Corporation)).(1)10.21  
Employment  
Agreement, dated  
February 28, 2000,  
by and between  
Netzee, Inc. and  
Michael E.  
Murphy.(4)10.22  
Promissory Note,  
dated March 24,  
2000, from Netzee,  
Inc. as maker to The  
InterCept Group,  
Inc., as payee, in the  
principal amount of  
\$7,800,000.(4)10.23  
Master Agreement,  
dated March 1, 2000  
by and between  
Netzee, Inc. and The  
Bankers  
Bank.(4)(6)10.23.1  
Amendment to  
Master Agreement  
and Schedule, dated  
June 1, 2000, by and  
between Netzee,  
Inc. and The  
Bankers  
Bank.(8)(9)10.24  
Maintenance  
Agreement, dated  
March 1, 2001, by  
and between Netzee,  
Inc. and The  
Bankers  
Bank.(4)(6)10.25  
Credit Agreement,  
dated May 31, 2000,  
by and between  
Netzee, Inc. and The  
InterCept Group,  
Inc.(7)10.25.1  
Amendment No. 1  
to Credit  
Agreement, dated  
September 29, 2000,  
by and between  
Netzee, Inc. and The  
InterCept Group,  
Inc.(10)10.25.2  
Amended and  
Restated Credit  
Agreement, dated  
February 2, 2001,  
by and among  
Netzee, Inc., The  
InterCept Group,  
Inc. and John H.

Harland  
Company.(12)10.26  
Employment  
Agreement, dated  
July 26, 2000, by  
and between Netzee,  
Inc. and Catherine  
G. Silver.(10)

18

**Exhibit  
No.**

**Description Of Exhibits**

10.27  
Promissory  
Note, dated  
September 29,  
2000, from  
Netzee, Inc. as  
maker to John  
H. Harland  
Company, as  
payee, in the  
principal  
amount of  
\$5,000,000.(10)10.28  
Warranty Bill of  
Sale, dated  
March 1, 2001,  
from Netzee,  
Inc. in favor of  
W-II  
Investments,  
Inc. (13)10.29  
Assignment and  
Assumption  
Agreement  
(Business Loan  
Agreement),  
dated March 1,  
2001, by and  
between Netzee,  
Inc. and W-II  
Investments,  
Inc.(13)10.30  
Assignment and  
Assumption  
Agreement  
(Mortgage,  
Security  
Agreement and  
Assignment),  
dated March 1,  
2001, by and  
between Netzee,  
Inc. and W-II  
Investments,  
Inc. (13)10.31  
Aircraft Lease

Agreement,  
dated March 1,  
2001, by and  
among Netzee,  
Inc., W-II  
Investments,  
Inc., The  
InterCept  
Group, Inc.,  
Nelson Mullins  
Riley &  
Scarborough,  
LLP, Glenn W.  
Sturm, John W.  
Collins and  
Donny R.  
Jackson.

(13)10.32  
Employment  
Agreement,  
dated October 9,  
2000, by and  
between Netzee,  
Inc. and Dan  
Anderson.

(13)10.33  
Severance  
Agreement,  
dated  
November 1,  
2000, by and  
between Netzee,  
Inc. and  
Catherine G.  
Silver.

(13)10.34  
Employment  
Agreement,  
dated  
October 10,  
2000, by and  
between Netzee,  
Inc. and Donny  
R. Jackson. (13)

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\* Certain schedules and exhibits to this exhibit have been omitted in accordance with the rules of the Securities and Exchange Commission. Netzee, Inc. agrees to furnish supplementally a copy of any such omitted schedule or exhibit to the Securities and Exchange Commission upon request.

(1) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Registration  
Statement on  
Form S-1 (File  
No. 333-87089),  
and hereby  
incorporated by  
reference

herein.(2) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 10-Q for  
the quarter ended  
September 30,  
1999, as filed  
with the  
Securities and  
Exchange  
Commission on  
December 22,  
1999, and hereby  
incorporated by  
reference

herein.(3) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 8-K dated  
March 7, 2000,  
as filed with the  
Securities and  
Exchange  
Commission on  
March 22, 2000,  
and hereby  
incorporated by  
reference

herein.(4) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 10-K for  
the fiscal year  
ended  
December 31,  
1999 as filed  
with the  
Securities and  
Exchange  
Commission on  
March 29, 2000,  
and as amended  
on May 1, 2000,  
and hereby  
incorporated by  
reference

herein.(5) Portions  
of this exhibit

were previously omitted pursuant to a confidential treatment request granted by the Securities and Exchange Commission on November 8, 1999 and renewed on November 15, 2000.(6) Portions of this exhibit were previously omitted pursuant to a confidential treatment request granted by the Securities and Exchange Commission on July 18, 2000.(7) Previously filed as an exhibit to Netzee, Inc.'s Form 8-K dated May 31, 2000, as filed with the Securities and Exchange Commission on June 20, 2000, and hereby incorporated by reference herein.(8) Previously filed as an exhibit to Netzee, Inc.'s Form 10-Q for the quarter ended June 30, 2000, as filed with the Securities and Exchange Commission on August 15, 2000, and hereby incorporated by

reference herein.

(9) Portions of this exhibit were omitted pursuant to a confidential treatment request granted by the Securities and Exchange Commission on November 15, 2000.

(10) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 10-Q for  
the quarter  
ended  
September 30,  
2000, as filed  
with the  
Securities and  
Exchange  
Commission  
on  
November 14,  
2000, and  
hereby  
incorporated  
by reference  
herein.(11) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 8-K,  
dated  
November 10,  
2000, as filed  
with the  
Securities and  
Exchange  
Commission  
on November  
22, 2000, and  
hereby  
incorporated  
by reference  
herein.(12) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 8-K,  
dated February  
2, 2001, as  
filed with the  
Securities and

Exchange  
Commission  
on February  
16, 2001, and  
hereby  
incorporated  
by reference  
herein.(13) Previously  
filed as an  
exhibit to  
Netzee, Inc. s  
Form 10-K for  
the fiscal year  
ended  
December 31,  
2000, as filed  
with the  
Securities and  
Exchange  
Commission  
on April 2,  
2001, and  
hereby  
incorporated  
by reference  
herein.

(b) *Reports on Form 8-K.*

During the  
first quarter  
of our 2001  
fiscal year,  
we filed the  
following  
report on  
Form 8-K:Form 8-K,  
dated  
February 2,  
2001, as filed  
with the  
Exchange  
Commission  
on  
February 16,  
2001,  
reporting the  
disposition  
of the DPSC  
assets.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NETZEE, INC.

Date: May 15, 2001 /s/ Richard S. Eiswirth

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*Senior Executive Vice President, Chief Financial Officer and  
Secretary (Principal Financial Officer and Duly Authorized  
Officer)* Date: May 15, 2001 /s/ Jarett J. Janik

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*Vice President and Controller (Principal Accounting Officer)*