

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2006

OR

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

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Date of event requiring this shell company report.....

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

COMMISSION FILE NUMBER 1-14840

AMDOCS LIMITED

-----  
(Exact name of Registrant as specified in its charter)

ISLAND OF GUERNSEY

-----  
(Jurisdiction of incorporation or organization)

SUITE 5, TOWER HILL HOUSE LE BORDAGE  
ST. PETER PORT, ISLAND OF GUERNSEY, GY1 3QT CHANNEL ISLANDS

AMDOCS, INC.  
1390 TIMBERLAKE MANOR PARKWAY, CHESTERFIELD, MISSOURI 63017

-----  
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the  
Act:

TITLE OF  
EACH CLASS  
NAME OF  
EXCHANGE  
ON WHICH  
REGISTERED

-----  
-----  
-----  
-----  
-----

Ordinary  
Shares,  
par value  
L0.01 New  
York Stock  
Exchange

Securities registered or to be registered pursuant to Section 12(g) of the  
Act:

NONE

-----  
Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE

-----  
Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report.

Ordinary Shares, par value L0.01 (Title of class)	206,792,730(1) (Number of shares)
--	--------------------------------------

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated  
filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

-----  
(1) Net of 27,138,823 shares held in treasury. Does not include (a) 22,793,944 ordinary shares reserved for issuance upon exercise of stock options granted under our stock option plan or by companies we have acquired, and (b) 10,437,895 ordinary shares reserved for issuance upon conversion of outstanding convertible debt securities.

AMDOCS LIMITED

FORM 20-F

ANNUAL REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2006

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Unless the context otherwise requires, all references in this Annual Report on Form 20-F to "Amdocs", "we", "our", "us" and the "Company" refer to Amdocs Limited and its consolidated subsidiaries and their respective predecessors. Our consolidated financial statements are prepared in accordance with U.S. GAAP and are expressed in U.S. dollars. References to "dollars" or "\$" are to U.S. dollars. Our fiscal year ends on September 30 of each year. References to any specific fiscal year refer to the year ended September 30 of the calendar year specified.

We own or have rights to trademarks or trade names that we use in conjunction with the sale of our products and services, including, without limitation, each of the following: Amdocs(TM), Ensemble(TM), AmdocsEnabler(TM) and Clarify(TM).

#### FORWARD LOOKING STATEMENTS

This Annual Report on Form 20-F contains forward-looking statements (within the meaning of the U.S. federal securities laws) that involve substantial risks and uncertainties. You can identify these forward-looking statements by words such as "expect", "anticipate", "believe", "seek", "estimate", "project", "forecast", "continue", "potential", "should", "would", "could", "intend" and "may", and other words that convey uncertainty of future events or outcome. Statements that we make in this Annual Report that are not statements of historical fact also may be forward-looking statements. Forward-looking statements are not guarantees of future performance, and involve risks, uncertainties and assumptions that may cause our actual results to differ materially from the expectations that we describe in our forward-looking statements. There may be events in the future that we are not accurately able to predict, or over which we have no control. You should not place undue reliance on forward-looking statements. We do not promise to notify you if we learn that our assumptions or projections are wrong for any reason. We disclaim any obligation to update our forward-looking statements, except where applicable law may otherwise require us to do so.

Important factors that may affect these projections or expectations include, but are not limited to: changes in the overall economy; changes in competition in markets in which we operate; changes in the demand for our products and services; consolidation within the industries in which our customers operate; the loss of a significant customer; changes in the telecommunications regulatory environment; changes in technology that impact both the markets we serve and the types of products and services we offer; financial difficulties of our customers; losses of key personnel; difficulties in completing or integrating acquisitions; litigation and regulatory proceedings; and acts of war or terrorism. For a discussion of these important factors, please read the information set forth below under the caption "Risk Factors".

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

SELECTED FINANCIAL DATA

Our historical consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and presented in U.S. dollars. The selected historical consolidated financial information set forth below has been derived from our historical consolidated financial statements for the years presented. Historical information as of and for the five years ended September 30, 2006 is derived from our consolidated financial statements, which have been audited by Ernst & Young LLP, our independent registered public accounting firm. You should read the information presented below in conjunction with those statements.

The information presented below is qualified by the more detailed historical consolidated financial statements, the notes thereto and the discussion under "Operating and Financial Review and Prospects" included elsewhere in this Annual Report.

2006	2005	2004	2003	2002	-----
-----					
----- (IN					
THOUSANDS, EXCEPT PER SHARE					
DATA) STATEMENT OF OPERATIONS					
DATA:					
Revenue.....					
	\$2,480,050	\$2,038,621			
	\$1,773,732	\$1,483,327			
	\$1,613,565	Operating			
income.....			332,132		
	338,492	296,200	210,418	49,161	
		Net income			
(loss).....			318,636		
	288,636	234,860	168,883	(5,061)	
		Basic earnings (loss) per			
share.....					
	1.57	1.44	1.13	0.78	(0.02)
		Diluted earnings (loss) per			
share.....					
	1.48	1.35	1.08	0.77	(0.02)
		Dividends declared per			
share....	--	--	--	--	--

2006	2005	2004	2003	2002	-----
-----					
-----					
---- BALANCE SHEET DATA:					
Total					
assets.....					
	\$3,962,828	\$3,202,468			
	\$2,863,884	\$2,877,517			
	\$2,540,094	Long term			
		obligations 2%			
		Convertible Notes due			
		June 1,			
2008(1).....					
	--	272	272	400,454	
	445,054	0.50% Convertible			
		Senior Notes due			
2024(2).....					
	450,000	450,000	450,000	-	
	-	--	Long-term portion of		
			capital lease		

obligations..... --  
-- 4,112 23,825 15,138  
Shareholders'  
equity(3).....  
2,154,165 1,656,452  
1,444,190 1,591,600  
1,416,275

ORDINARY SHARES ADDITIONAL -----  
----- PAID-IN SHARES AMOUNT CAPITAL  
TREASURY STOCK -----  
-- ----- (IN THOUSANDS)  
STATEMENT OF CHANGES IN SHAREHOLDERS'  
EQUITY DATA: Balance as of September  
30, 2002..... 215,583 \$3,572  
\$1,818,345 \$(109,281) Employee stock  
options exercised..... 475 8  
2,312 -- Tax benefit of stock options  
exercised.... -- -- 262 -- Expense  
related to vesting of stock  
options.....  
-- -- 37 -- -----  
----- Balance as of September 30,  
2003..... 216,058 3,580  
1,820,956 (109,281) Issuance of  
ordinary shares related to  
acquisition,  
net(4)..... 561 -- 747  
14,392 Employee stock options  
exercised..... 1,157 21 12,056 --  
Tax benefit of stock options  
exercised.... -- -- 3,094 -- Stock  
options granted, net of  
forfeitures.....  
-- -- 749 -- Repurchase of  
shares(3)..... (16,442)  
-- -- (407,527) Expense related to  
vesting of stock  
options.....  
-- -- 6 -- -----  
----- Balance as of September 30,  
2004..... 201,334 3,601  
1,837,608 (502,416) Issuance of  
restricted stock and stock options  
related to acquisitions, net... 144 2  
6,034 -- Employee stock options  
exercised..... 2,229 41 23,983 --  
Tax benefit of stock options  
exercised.... -- -- 3,147 --  
Repurchase of  
shares(3)..... (3,525) -  
- -- (99,976) Expense related to  
vesting of stock  
options.....  
-- -- 150 -- -----  
----- Balance as of September 30,  
2005..... 200,182 3,644  
1,870,922 (602,392) Employee stock  
options exercised..... 5,869 106  
106,853 -- Tax benefit of stock  
options exercised.... -- -- 7,619 --  
Issuance of restricted stock, net of  
cancellations.....  
742 13 -- -- Issuance of restricted  
stock and stock options related to  
acquisitions, net... -- -- 4,634 --  
Equity-based compensation expense  
related to  
employees..... -  
- -- 46,178 -- Reclassification of  
unearned compensation to additional  
paid in capital..... -- -- (962)  
-- Equity-based compensation expense  
related to non employee stock  
options..... -- -- 65 -- Balance  
as of September 30, 2006.....  
206,793 \$3,763 \$2,035,309 \$(602,392)  
=====

(1) In fiscal 2001, we issued \$500,000 aggregate principal amount of 2% Convertible Notes due June 1, 2008 (the "2% Notes"). During fiscal 2006, 2004, 2003 and 2002, we repurchased \$97, \$400,182, \$44,600 and \$54,946

aggregate principal amount of 2% Notes, respectively. The \$175 balance remains as our outstanding obligations, under short term liabilities, in accordance with their terms.

- (2) In fiscal 2004, we issued \$450,000 aggregate principal amount of 0.50% Convertible Senior Notes due March 15, 2024 (the "0.50% Notes").
- (3) From time to time, our Board of Directors has authorized us to repurchase ordinary shares in open market or privately negotiated transactions and at times and prices we deem appropriate. During fiscal 2002, we repurchased 7,732 ordinary shares at an average price of \$14.09 per share. During fiscal 2004, we repurchased an aggregate of 16,442 ordinary shares at an average price of \$24.77 per share in connection with open market repurchases, our February 2004 acquisition of XACCT Technologies Ltd. ("XACCT") and our March 2004 issuance of the 0.50% Notes. In fiscal 2005, we repurchased 3,525 ordinary shares at an average price of \$28.33 per share.
- (4) In fiscal 2004, we acquired XACCT, a privately-held provider of mediation software to communications service providers. We acquired XACCT's outstanding shares for \$28,425, of which \$13,286 was paid in cash and the balance in 561 of our ordinary shares valued at \$15,139.



## RISK FACTORS

WE ARE EXPOSED TO GENERAL GLOBAL ECONOMIC AND MARKET CONDITIONS, PARTICULARLY THOSE IMPACTING THE COMMUNICATIONS INDUSTRY.

Developments in the communications industry, such as the impact of general global economic conditions, industry consolidation, emergence of new competitors, commoditization of voice services and changes in the regulatory environment at times have had, and could continue to have, a material adverse effect on our existing or potential customers. In the past, these conditions reduced the high growth rates that the communications industry had previously experienced, and caused the market value, financial results and prospects, and capital spending levels of many communications companies to decline or degrade. During previous economic downturns, the communications industry experienced significant financial pressures that caused many in the industry to cut expenses and limit investment in capital intensive projects and thus led to restructurings and bankruptcies.

Due to adverse conditions in the business environment for communications companies, communications providers needed to control operating expenses and capital investment budgets resulting in slowed customer buying decisions, as well as price pressures, and as a result, our revenues declined in fiscal 2002. Although conditions in the communications industry have improved since then, adverse market conditions in the future could have a negative impact on our business by reducing the number of new contracts we are able to sign and the size of initial spending commitments, as well as decreasing the level of discretionary spending under contracts with existing customers. In addition, a reoccurrence of the slowdown in the buying decisions of communications providers could extend our sales cycle period and limit our ability to forecast our flow of new contracts.

IF WE FAIL TO ADAPT TO CHANGING MARKET CONDITIONS AND CANNOT COMPETE SUCCESSFULLY WITH EXISTING OR NEW COMPETITORS, OUR BUSINESS COULD BE HARMED.

We may be unable to compete successfully with existing or new competitors. If we fail to adapt to changing market conditions and to compete successfully with established or new competitors, it could have a material adverse effect on our results of operations and financial condition. We face intense competition for the software products and services that we sell, including competition for Managed Services we provide to customers under long-term service agreements. These Managed Services include services such as management of datacenter operations and IT infrastructure, application management and ongoing support, systems modernization and consolidation and management of end to end business processes for billing and customer care operations.

The market for communications information systems is highly competitive and fragmented, and we expect competition to increase. We compete with independent software and service providers and with the in-house IT and network departments of communications companies. Our competitors include firms that provide IT services, including consulting, systems integration and Managed Services, software vendors that sell products for particular aspects of a total information system, software vendors that specialize in systems for particular communications services such as Internet, wireline and wireless services, cable, satellite, service bureaus and companies that offer software systems in combination with the sale of network equipment.

We believe that our ability to compete depends on a number of factors, including:

- the development by others of software that is competitive with our products and services,
- the price at which others offer competitive software and services,
- the responsiveness of our competitors to customer needs, and
- the ability of our competitors to hire, retain and motivate key personnel.

We compete with a number of companies that have long operating histories, large customer bases, substantial financial, technical, sales, marketing and other resources, and strong name recognition. Current and potential competitors have established, and may establish in the future, cooperative relationships among

themselves or with third parties to increase their abilities to address the needs of our prospective customers. In addition, our competitors have acquired, and may continue to acquire in the future, companies that may enhance their market offerings. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire significant market share. As a result, our competitors may be able to adapt more quickly than us to new or emerging technologies and changes in customer requirements, and may be able to devote greater resources to the promotion and sale of their products. We cannot assure you that we will be able to compete successfully with existing or new competitors. If we fail to adapt to changing market conditions and to compete successfully with established or new competitors, our results of operations and financial condition may be adversely affected.

IF WE DO NOT CONTINUALLY ENHANCE OUR PRODUCTS AND SERVICE OFFERINGS, WE MAY HAVE DIFFICULTY RETAINING EXISTING CUSTOMERS AND ATTRACTING NEW CUSTOMERS.

We believe that our future success will depend, to a significant extent, upon our ability to enhance our existing products and to introduce new products and features to meet the requirements of our customers in a rapidly developing and evolving market. We are currently devoting significant resources to refining and expanding our base software modules and to developing Integrated Customer Management-enabling products. Our present or future products may not satisfy the evolving needs of the communications industry or of other industries that we serve. If we are unable to anticipate or respond adequately to such needs, due to resource, technological or other constraints, our business and results of operations could be harmed.

WE MAY SEEK TO ACQUIRE COMPANIES OR TECHNOLOGIES THAT COULD DISRUPT OUR ONGOING BUSINESS, DISTRACT OUR MANAGEMENT AND EMPLOYEES AND ADVERSELY AFFECT OUR RESULTS OF OPERATIONS.

In July 2005, we acquired from DST Systems, Inc., which we refer to as DST, its DST Innovis, Inc. and DST Interactive, Inc. subsidiaries, which we refer to collectively as DST Innovis, a leading provider of customer care and billing solutions to broadband media cable and satellite companies. In August 2005, we acquired Longshine Information Technology Company Ltd., or Longshine, a leading vendor of customer care and billing software in China. In May 2006, we acquired Qpass Inc., which we refer to as Qpass, a leading provider of digital commerce software and solutions, and in August 2006, we acquired Cramer Systems Group Ltd., or Cramer, a leading provider of operations support systems. In the future, we may acquire other companies where we believe we can acquire new products or services or otherwise enhance our market position or strategic strengths. We cannot assure you that suitable future acquisition candidates can be found, that acquisitions can be consummated on favorable terms or that we will be able to complete otherwise favorable acquisitions because of antitrust or other regulatory concerns.

We cannot assure you that our acquisitions of DST Innovis, Longshine, Qpass or Cramer, or any future acquisitions that we may make, will enhance our products or strengthen our competitive position. We also cannot guarantee that we have identified, or will be able to identify, all material adverse issues related to the integration of our acquisitions, such as significant defects in the internal control policies of companies that we have acquired. In addition, our acquisitions of DST Innovis, Longshine, Qpass, or Cramer, and any future acquisitions that we may make, could lead to difficulties in integrating acquired personnel and operations and in retaining and motivating key personnel from these businesses. Any failure to recognize significant defects in the internal control policies of acquired companies or to properly integrate and retain personnel may require a significant amount of time and resources to address. Acquisitions may disrupt our ongoing operations, divert management from day-to-day responsibilities, increase our expenses and harm our results of operations or financial condition.

OUR BUSINESS IS DEPENDENT ON A LIMITED NUMBER OF SIGNIFICANT CUSTOMERS, AND THE LOSS OF ANY ONE OF OUR SIGNIFICANT CUSTOMERS COULD HARM OUR RESULTS OF OPERATIONS.

Our business is dependent on a limited number of significant customers. Our four largest groups of customers are comprised of AT&T Inc., which was formerly known as SBC Communications Inc. and which we refer to as AT&T, Bell Canada, Cingular and Sprint Nextel Corporation, which we refer to as Sprint Nextel, and certain of their subsidiaries, each of which accounted for approximately 10% or more of our

revenue in fiscal 2006. Aggregate revenue derived from the multiple business arrangements we have with our six largest customer groups accounted for approximately 59% of our revenue in fiscal 2006. AT&T has historically been one of our largest shareholders, and, as of November 30, 2006, it beneficially owned approximately 5.2% of our outstanding ordinary shares. The loss of any significant customer or a significant decrease in business from any such customer could harm our results of operations and financial condition.

Although we have received a substantial portion of our revenue from recurring business with established customers, many of our major customers do not have any obligation to purchase additional products or services from us and generally have already acquired fully paid licenses to their installed systems. Therefore, our customers may not continue to purchase new systems, system enhancements or services in amounts similar to previous years or may delay implementation of committed projects, each of which could reduce our revenues and profits.

OUR FUTURE SUCCESS WILL DEPEND ON OUR ABILITY TO DEVELOP LONG-TERM RELATIONSHIPS WITH OUR CUSTOMERS AND TO MEET THEIR EXPECTATIONS IN PROVIDING PRODUCTS AND PERFORMING SERVICES.

We believe that our future success will depend to a significant extent on our ability to develop long-term relationships with successful network operators and service providers with the financial and other resources required to invest in significant ongoing Integrated Customer Management-enabling systems. If we are unable to develop new customer relationships, our business will be harmed. In addition, our business and results of operations depend in part on our ability to provide high quality services to customers that have already implemented our products. If we are unable to meet customers' expectations in providing products or performing services, our business and results of operations could be harmed.

THE SKILLED AND HIGHLY QUALIFIED WORKFORCE THAT WE NEED TO DEVELOP, IMPLEMENT AND MODIFY OUR SOLUTIONS MAY BE DIFFICULT TO HIRE AND RETAIN, AND WE COULD FACE INCREASED COSTS TO ATTRACT AND RETAIN OUR SKILLED WORKFORCE.

Our business operations depend in large part on our ability to attract, train, motivate and retain highly skilled information technology professionals, software programmers and communications engineers on a worldwide basis. In addition, our competitive success will depend on our ability to attract and retain other outstanding, highly qualified personnel. Because our software products are highly complex and are generally used by our customers to perform critical business functions, we depend heavily on skilled technology professionals. Skilled technology professionals are often in high demand and short supply. If we are unable to hire or retain qualified technology professionals to develop, implement and modify our solutions, we may be unable to meet the needs of our customers. In addition, if we were to obtain several new customers or implement several new large-scale projects in a short period of time, we may need to attract and train additional IT professionals at a rapid rate. We may face difficulties identifying and hiring qualified personnel. Our inability to hire and retain the appropriate personnel could increase our costs of retaining a skilled workforce and make it difficult for us to manage our operations, to meet our commitments and to compete for new customer contracts.

Our success will also depend, to a certain extent, upon the continued active participation of a relatively small group of senior management personnel. The loss of the services of all or some of these executives could harm our operations and impair our efforts to expand our business.

OUR QUARTERLY OPERATING RESULTS MAY FLUCTUATE, AND A DECLINE IN REVENUE IN ANY QUARTER COULD RESULT IN LOWER PROFITABILITY FOR THAT QUARTER AND FLUCTUATIONS IN THE MARKET PRICE OF OUR ORDINARY SHARES.

We have experienced fluctuations in our quarterly operating results and anticipate that such movement may continue and could intensify. Fluctuations may result from many factors, including:

- the size and timing of significant customer projects and license and service fees,
- delays in or cancellations of significant projects by customers,
- changes in operating expenses,

- increased competition,
- changes in our strategy,
- personnel changes,
- foreign currency exchange rate fluctuations, and
- general economic and political conditions.

Generally, our combined license fee revenue and service fee revenue relating to customization, modification, implementation and integration are recognized as work is performed, using the percentage of completion method of accounting. Given our reliance on a limited number of significant customers, our quarterly results may be significantly affected by the size and timing of customer projects and our progress in completing such projects.

We believe that the placement of customer orders may be concentrated in specific quarterly periods due to the time requirements and budgetary constraints of our customers. Although we recognize revenue as projects progress, progress may vary significantly from project to project, and we believe that variations in quarterly revenue are sometimes attributable to the timing of initial order placements. Due to the relatively fixed nature of certain of our costs, a decline of revenue in any quarter could result in lower profitability for that quarter. In addition, fluctuations in our quarterly operating results could cause significant fluctuations in the market price of our ordinary shares.

OUR REVENUE, EARNINGS AND PROFITABILITY ARE IMPACTED BY THE LENGTH OF OUR SALES CYCLE, AND A LONGER SALES CYCLE COULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Our business is directly affected by the length of our sales cycle. Information systems for communications companies are relatively complex and their purchase generally involves a significant commitment of capital, with attendant delays frequently associated with large capital expenditures and procurement procedures within an organization. The purchase of these types of products typically also requires coordination and agreement across many departments within a potential customer's organization. Delays associated with such timing factors could have a material adverse effect on our results of operations and financial condition. In periods of economic slowdown in the communications industry, our typical sales cycle lengthens, which means that the average time between our initial contact with a prospective customer and the signing of a sales contract increases. For example, in fiscal 2003, we believe buying decisions of communications providers were often delayed due to adverse conditions in the business environment, and our sales cycle period lengthened as a result. Although this trend has improved since then, the lengthening of our sales cycle could reduce growth in our revenue in the future. In addition, the lengthening of our sales cycle contributes to an increased cost of sales, thereby reducing our profitability.

IF THE MARKET FOR OUR PRODUCTS DETERIORATES, WE MAY INCUR ADDITIONAL RESTRUCTURING CHARGES.

In fiscal 2005, we commenced a series of measures designed to align our operational structure to our expected future growth, to allow better integration of our recent acquisitions and to improve efficiency, which included termination of employment of software and IT specialists and administrative professionals at various locations around the world. A reduction in personnel can result in significant severance, administrative and legal expenses and may also adversely affect or delay various sales, marketing and product development programs and activities. Depending on market conditions in the communications industry and our business and financial needs, we may be forced to implement additional restructuring plans to further reduce our costs, which could result in additional restructuring charges. Additional restructuring charges could have a material adverse effect on our financial results.

IF WE FAIL TO SUCCESSFULLY PLAN AND MANAGE CHANGES IN THE SIZE OF OUR OPERATIONS OUR BUSINESS WILL SUFFER.

Over the last several years, we have both grown and contracted our operations in order to profitably offer our products and services in a rapidly changing market. If we are unable to manage these changes and plan and manage any future changes in the size and scope of our operations, our business will suffer.

Restructurings and cost reduction measures that we have implemented from time to time have reduced the size of our operations and headcount, and acquisitions and organic growth have from time to time increased our headcount. For example, in connection with implementation of personnel reductions in 2002, we reduced our workforce from approximately 9,100 individuals to approximately 7,800, however, by September 30, 2006, as the result of acquisitions and organic growth in the size of our operations, our workforce had increased to approximately 16,000. During periods of contraction, we have disposed of office space and related obligations in efforts to keep pace with the changing size of our operations and we may do so in the future. These cost reduction measures have included, and may in the future include, consolidating and/or relocating certain of our operations to different geographic locations. These activities could lead to difficulties and significant expenses related to subleasing or assigning any surplus space. We have accrued the estimated expenses that will result from our past restructuring efforts. However, if it is determined that the amount accrued is insufficient, an additional charge could have an unfavorable impact on our consolidated financial statements in the period this was determined.

OUR INTERNATIONAL PRESENCE EXPOSES US TO RISKS ASSOCIATED WITH VARIED AND CHANGING POLITICAL, CULTURAL, LEGAL AND ECONOMIC CONDITIONS WORLDWIDE.

We are affected by risks associated with conducting business internationally. We maintain development facilities in Canada, China, Cyprus, India, Ireland, Israel and the United States, operate a support center in Brazil and have operations in North America, Europe, Latin America and the Asia-Pacific region. Although a majority of our revenue is derived from customers in North America and Europe, we obtain significant revenue from customers in the Asia-Pacific region and Latin America. Our strategy is to continue to broaden our North American and European customer base and to expand into new international markets. Conducting business internationally exposes us to certain risks inherent in doing business in international markets, including:

- lack of acceptance of non-localized products,
- legal and cultural differences in the conduct of business,
- difficulties in staffing and managing foreign operations,
- longer payment cycles,
- difficulties in collecting accounts receivable and withholding taxes that limit the repatriation of earnings,
- trade barriers,
- difficulties in complying with varied legal and regulatory requirements across jurisdictions,
- immigration regulations that limit our ability to deploy our employees,
- political instability, and
- variations in effective income tax rates among countries where we conduct business.

One or more of these factors could have a material adverse effect on our international operations, which could harm our results of operations and financial condition.

POLITICAL AND ECONOMIC CONDITIONS IN THE MIDDLE EAST, CYPRUS AND OTHER COUNTRIES MAY ADVERSELY AFFECT OUR BUSINESS.

Of the development centers we maintain worldwide, our largest development center is located in five different sites throughout Israel. Approximately 33% of our workforce is located in Israel. As a result, we are directly influenced by the political, economic and military conditions affecting Israel and its neighboring regions. Any major hostilities involving Israel could have a material adverse effect on our business. We have developed contingency plans to provide ongoing services to our customers in the event that escalated political or military conditions disrupt our normal operations. These plans include the transfer of some development operations within Israel to various of our other sites both within and outside of Israel. If we have to implement these plans, our operations would be disrupted and we would incur significant additional expenditures, which would adversely affect our business and results of operations.

While Israel has entered into peace agreements with both Egypt and Jordan, Israel has not entered into peace arrangements with any other neighboring countries. Over the past several years there has been a significant deterioration in Israel's relationship with the Palestinian Authority and a related increase in violence, including recent hostilities related to Lebanon and the Gaza Strip. Efforts to resolve the problem have failed to result in an agreeable solution. Continued violence between the Palestinian community and Israel may have a material adverse effect on our business. Further deterioration of relations with the Palestinian Authority might require more military reserve service by some of our workforce, which may have a material adverse effect on our business.

In addition, our development facility in Cyprus may be adversely affected by political conditions in that country. As a result of intercommunal strife between the Greek and Turkish communities, Turkish troops invaded Cyprus in 1974 and continue to occupy approximately 40% of the island. Although Cyprus has joined the European Union, intensive discussions facilitated by the United Nations, the European Union and the United States have not resulted in an agreed-upon plan of reunification for Cyprus. Any major hostilities between Cyprus and Turkey or the failure of the parties to finalize a peaceful resolution may have a material adverse effect on our development facility in Cyprus.

In 2004, we established a development center in India, and since 2005, we have expanded our operations in Russia and China. Conducting business in each of these countries involves unique challenges, including political instability, the transparency, consistency and effectiveness of business regulation, the protection of intellectual property, and the availability of sufficient qualified local personnel. Any of these or other challenges associated with operating in these countries may adversely affect our business or operations.

WE MAY BE EXPOSED TO THE CREDIT RISK OF CUSTOMERS THAT HAVE BEEN ADVERSELY AFFECTED BY WEAKENED MARKETS.

We typically sell our software and related services as part of long-term projects. During the life of a project, a customer's budgeting constraints can impact the scope of a project and the customer's ability to make required payments. In addition, the creditworthiness of our customers may deteriorate over time, and we can be adversely affected by bankruptcies or other business failures.

OUR INTERNATIONAL OPERATIONS EXPOSE US TO RISKS ASSOCIATED WITH FLUCTUATIONS IN FOREIGN CURRENCY EXCHANGE RATES THAT COULD ADVERSELY AFFECT OUR BUSINESS.

Although we have operations throughout the world, the majority of our revenues and approximately 50% to 60% of our operating costs are denominated in, or linked to, the U.S. dollar. Accordingly, we consider the U.S. dollar to be our functional currency. However, approximately 40% to 50% of our operating costs in fiscal 2006 were incurred outside the United States in other currencies. Therefore, fluctuations in exchange rates between the currencies in which such costs are incurred and the dollar may have a material adverse effect on our results of operations and financial condition. The cost of our operations outside of the United States, as expressed in dollars, could be adversely affected by the extent to which any increase in the rate of inflation in a particular country is not offset (or is offset with a time delay) by a devaluation of the local currency in relation to the dollar. As a result of this differential, from time to time we may experience increases in the

costs of our operations outside the United States, as expressed in dollars, which could have a material adverse effect on our results of operations and financial condition.

In addition, a portion of our revenue (approximately 20% to 30% in fiscal 2006) is not incurred in dollars or linked to the dollar, and, therefore, fluctuations in exchange rates between the currencies in which such revenue is incurred and the dollar may have a material effect on our results of operations and financial condition. If more of our customers seek contracts that are denominated in currencies such as the Euro and not the dollar, our exposure to fluctuations in currency exchange rates could increase.

Generally, the effects of fluctuations in foreign currency exchange rates are mitigated by the fact that the majority of our revenue and approximately 50% to 60% of our operating costs are in dollars or linked to the dollar. We do not hedge all of our exposure in currencies other than the U.S. dollar, but rather our policy is to hedge significant net exposures in the major foreign currencies in which we operate, and we generally hedge our currency exposure on both a short-term and long-term basis with respect to expected revenue and operating costs. However, we cannot assure you that we will be able to effectively limit all of our exposure to currency exchange rate fluctuations.

The imposition of exchange or price controls or other restrictions on the conversion of foreign currencies could also have a material adverse effect on our business, results of operations and financial condition.

IF WE ARE UNABLE TO PROTECT OUR PROPRIETARY TECHNOLOGY FROM MISAPPROPRIATION, OUR BUSINESS MAY BE HARMED.

Any misappropriation of our technology or the development of competitive technology could seriously harm our business. Our software and software systems are largely comprised of software and systems we have developed or acquired and that we regard as proprietary. We rely upon a combination of trademarks, patents, contractual rights, trade secret law, copyrights, non-disclosure agreements and other methods to protect our proprietary rights. We also enter into non-disclosure and confidentiality agreements with our customers, workforce and marketing representatives and with certain contractors with access to sensitive information and we also limit our customer access to the source codes of our software and our software systems. However, we do not include in our software any mechanisms to prevent or inhibit unauthorized use.

The steps we have taken to protect our proprietary rights may be inadequate. If so, we might not be able to prevent others from using what we regard as our technology to compete with us. Existing trade secret, copyright and trademark laws offer only limited protection. In addition, the laws of some foreign countries do not protect our proprietary technology or allow enforcement of confidentiality covenants to the same extent as the laws of the United States.

If we have to resort to legal proceedings to enforce our intellectual property rights, the proceedings could be burdensome, protracted and expensive and could involve a high degree of risk.

CLAIMS BY OTHERS THAT WE INFRINGE THEIR PROPRIETARY TECHNOLOGY COULD HARM OUR BUSINESS.

Our software and software systems are largely comprised of software and systems that we have developed or acquired and that we regard as proprietary. Our software and software systems are the results of long and complex development processes, and although our technology is not significantly dependent on patents or licenses from third parties, certain aspects of our products make use of readily available software components that we license from third parties, including our employees and contractors. As a developer of complex software systems, third parties may claim that portions of our systems violate their intellectual property rights. The ability to develop and use our software and software systems requires knowledge and professional experience that we believe is unique to us and would be very difficult for others to independently obtain, however, our competitors may independently develop technologies that are substantially equivalent or superior to ours.

We expect that software developers will increasingly be subject to infringement claims as the number of products and competitors providing software and services to the communications industry increases and overlaps occur. Any claim of infringement by a third party could cause us to incur substantial costs defending

against the claim, and could distract our management from our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from selling our products or offering our services, or prevent a customer from continuing to use our products. Additionally, following our acquisition of Qpass, we support service providers and media companies with respect to digital content services, and as a result, we may be subject to claims related to such services. Any of these events could seriously harm our business.

If anyone asserts a claim against us relating to proprietary technology or information, we might seek to license their intellectual property, we might not, however, be able to obtain a license on commercially reasonable terms or on any terms. In addition, any efforts to develop non-infringing technology could be unsuccessful. Our failure to obtain the necessary licenses or other rights or to develop non-infringing technology could prevent us from selling our products and could therefore seriously harm our business.

#### PRODUCT DEFECTS OR SOFTWARE ERRORS COULD ADVERSELY AFFECT OUR BUSINESS.

Design defects or software errors may cause delays in product introductions or damage customer satisfaction and may have a material adverse effect on our business, results of operations and financial condition. Our software products are highly complex and may, from time to time, contain design defects or software errors that may be difficult to detect and correct.

Because our products are generally used by our customers to perform critical business functions, design defects, software errors, misuse of our products, incorrect data from external sources or other potential problems within or outside of our control may arise from the use of our products, and may result in financial or other damages to our customers, for which we may be held responsible. Although we have license agreements with our customers that contain provisions designed to limit our exposure to potential claims and liabilities arising from customer problems, these provisions may not effectively protect us against such claims in all cases and in all jurisdictions. In addition, as a result of business and other considerations, we may undertake to compensate our customers for damages caused to them arising from the use of our products, even if our liability is limited by a license or other agreement. Claims and liabilities arising from customer problems could also damage our reputation, adversely affecting our business, results of operations and financial condition and the ability to obtain "Errors and Omissions" insurance.

#### SYSTEM DISRUPTIONS AND FAILURES MAY RESULT IN CUSTOMER DISSATISFACTION, CUSTOMER LOSS OR BOTH, WHICH COULD MATERIALLY AND ADVERSELY AFFECT OUR REPUTATION AND BUSINESS.

Our systems are an integral part of our customers' business operations. The continued and uninterrupted performance of these systems by our customers is critical to our success. Customers may become dissatisfied by any system failure that interrupts our ability to provide services to them. Sustained or repeated system failures would reduce the attractiveness of our services significantly, and could result in decreased demand for our products and services.

Our ability to perform Managed Services depends on our ability to protect our computer systems against damage from fire, power loss, water damage, telecommunications failures, earthquake, terrorism attack, vandalism and similar unexpected adverse events. Despite our efforts to implement network security measures, our systems are also vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering. We do not carry enough business interruption insurance to compensate for any significant losses that may occur as a result of any of these events.

We have experienced systems outages and service interruptions in the past. We expect to experience additional outages in the future. To date, these outages have not had a material adverse effect on us. However, in the future, a prolonged system-wide outage or frequent outages could cause harm to our reputation and could cause our customers to make claims against us for damages allegedly resulting from an outage or interruption. Any damage or failure that interrupts or delays our operations could result in material harm to our business and expose us to material liabilities.



THE TERMINATION OR REDUCTION OF CERTAIN GOVERNMENT PROGRAMS AND TAX BENEFITS  
COULD ADVERSELY AFFECT OUR OVERALL EFFECTIVE TAX RATE.

There can be no assurance that our effective tax rate of 14.8% for the year ended September 30, 2006 will not change over time as a result of changes in corporate income tax rates or other changes in the tax laws of the various countries in which we operate. We have benefited or currently benefit from a variety of government programs and tax benefits that generally carry conditions that we must meet in order to be eligible to obtain any benefit.

For example, the government of Cyprus has issued a permit to our Cypriot subsidiary pursuant to which its activities are deemed to be offshore activities for Cypriot tax purposes, resulting in an effective tax rate in Cyprus of 4.25%. This tax rate was applicable to our Cypriot subsidiary until December 31, 2005. As of January 1, 2006 our Cypriot subsidiary is subject to the generally applicable 10% corporate tax rate. Pursuant to legislation in 2005, Israeli companies are generally subject to a company tax rate on taxable income of 31% for 2006, 29% for 2007, 27% for 2008, 26% for 2009 and 25% for 2010 and thereafter. However, certain production and development facilities of our Israeli subsidiary have been granted "Approved Enterprise" status that allows for taxation at a rate of 25% or lower. The entitlement of these facilities to reduced taxation is subject to certain time limitations. The Law for the Encouragement of Capital Investments, 1959 ("Investment Law"), which allows the benefits granted for Approved Enterprises, was amended in 2005 to impose additional eligibility criteria for Approved Enterprise benefits. Our management does not believe that the new Investment Law will have a material effect on the Company in 2007.

If we fail to meet the conditions upon which certain favorable tax treatment is based, we would not be able to claim future tax benefits and could be required to refund tax benefits already received. Additionally, some of these programs and the related tax benefits are available to us for a limited number of years, and these benefits expire from time to time. For example, our favorable tax treatment in India expires in March 2009 and is limited to income derived from specific pre-approved information technology activities.

Any of the following could have a material effect on our overall effective tax rate:

- some programs may be discontinued,
- we may be unable to meet the requirements for continuing to qualify for some programs,
- these programs and tax benefits may be unavailable at their current levels,
- upon expiration of a particular benefit, we may not be eligible to participate in a new program or qualify for a new tax benefit that would offset the loss of the expiring tax benefit, or
- we may be required to refund previously recognized tax benefits if we are found to be in violation of the stipulated conditions.

THE MARKET PRICE OF OUR ORDINARY SHARES HAS AND MAY CONTINUE TO FLUCTUATE  
WIDELY.

The market price of our ordinary shares has fluctuated widely and may continue to do so. During fiscal year 2006, our ordinary shares traded as high as \$41.01 per share and as low as \$24.30 per share. As of December 8, 2006, the closing price of our ordinary shares was \$38.55 per share. Many factors could cause the market price of our ordinary shares to rise and fall, including:

- market conditions in the industry and the economy as a whole,
- variations in our quarterly operating results,
- announcements of technological innovations by us or our competitors,
- introductions of new products or new pricing policies by us or our competitors,
- trends in the communications or software industries, including industry consolidation,
- acquisitions or strategic alliances by us or others in our industry,



- changes in estimates of our performance or recommendations by financial analysts,
- changes in our backlog levels, and
- political developments in the Middle East.

In addition, the stock market often experiences significant price and volume fluctuations. These fluctuations particularly affect the market prices of the securities of many high technology companies. These broad market fluctuations could adversely affect the market price of our ordinary shares.

IT MAY BE DIFFICULT FOR OUR SHAREHOLDERS TO ENFORCE ANY JUDGMENT OBTAINED IN THE UNITED STATES AGAINST US OR OUR AFFILIATES.

We are incorporated under the laws of the Island of Guernsey and a majority of our directors and executive officers are not citizens or residents of the United States. A significant portion of our assets and the assets of those persons are located outside the United States. As a result, it may not be possible for investors to effect service of process upon us within the United States or upon such persons outside their jurisdiction of residence. Also, we have been advised that there is doubt as to the enforceability in Guernsey of judgments of the U.S. courts of civil liabilities predicated solely upon the laws of the United States, including the federal securities laws.

#### ITEM 4. INFORMATION ON THE COMPANY

##### HISTORY, DEVELOPMENT AND ORGANIZATIONAL STRUCTURE OF AMDOCS

Amdocs Limited was organized under the laws of the Island of Guernsey in 1988. Since 1995, Amdocs Limited has been a holding company for the various subsidiaries that conduct our business on a worldwide basis. Our global business is providing software and services solutions to enable major services providers in North America, Europe and the rest of the world to move toward an integrated approach to customer management, which we refer to as Integrated Customer Management, or ICM. Our registered office is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands, and the telephone number at that location is +44-1481-728444.

In the United States, our main sales and development center is in St. Louis, Missouri. The executive offices of our principal subsidiary in the United States are located at 1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017, and the telephone number at that location is +1-314-212-8328.

Our subsidiaries are organized under and subject to the laws of several countries. Our principal operating subsidiaries are in Australia, Canada, China, Cyprus, India, Ireland, Israel, the United Kingdom and the United States.

We have pursued acquisitions in order to offer new products or services or otherwise enhance our market position or strategic strengths. Our 1999 acquisition of ITDS enabled us to expand our service offerings and enhanced our ability to provide Managed Services solutions to our customers. In 2000, we acquired Solect, which enhanced our ability to serve the growing Internet Protocol, or IP, needs of our customers. We believe our 2001 acquisition from Nortel Networks Corporation of substantially all of the assets of its Clarify business, which provided Customer Relationship Management, or CRM, software to communications services companies and other enterprise sectors, positioned us as a leading provider of CRM to the communications industry and, through our addition of Clarify's CRM software to our product offerings, reinforced our leadership in delivering a comprehensive portfolio of business software applications. In 2003, we purchased Bell Canada's 90% ownership interest in Certen, which we formed with Bell Canada in 2001. This acquisition expanded our Managed Services offerings and positioned us as a leading provider of Managed Services to the communications industry. As a result of the acquisition, Certen is now our wholly owned subsidiary. In 2004, we acquired XACCT, a provider of mediation software to communications service providers.

In July 2005, we acquired from DST all of the capital stock of DST Innovis, a leading provider of customer care and billing solutions to broadband media cable and satellite companies, or the Broadband

Industry. We believe that this acquisition has positioned us to offer a comprehensive set of solutions to companies in the Broadband Industry as they transition to ICM.

In August 2005, we acquired Longshine, a privately-held leading vendor of customer care and billing software in China, which counts three of China's four largest communications service providers among its customers. This acquisition enables us to offer our products and services to Chinese service providers, and we believe it will allow us to expand our presence in this large and fast growing market.

On May 31, 2006, we acquired all of the capital stock of Qpass Inc., or Qpass, a leading provider of digital commerce software and solutions. We expect that this acquisition will allow us to support service providers and media companies seeking to launch and monetize digital content, and we believe that this acquisition positions us as the leader in the emerging digital content market.

On August 14, 2006, we acquired all of the capital stock of Cramer Systems Group Limited, or Cramer, a privately-held leading provider of operation support systems, or OSS, solutions. We expect that our acquisition of Cramer will enable us to leverage and greatly enhance our current assets in the business support systems, or BSS, and OSS market.

In the future, we may consider, as part of our strategy, additional acquisitions and other initiatives in order to offer new products or services or otherwise enhance our market position or strategic strengths.

As of September 30, 2004, our software and information technology workforce numbered approximately 9,600. During fiscal 2005, we commenced a series of measures designed to align our operational structure to our expected future growth, to allow better integration of our acquisitions of DST Innovis and Longshine and to improve efficiency, which included termination of employment of software and IT specialists and administrative professionals at various locations around the world. As of September 30, 2006, our software and information technology workforce had increased to approximately 15,000. The increase in software and information technology workforce in fiscal 2006 was attributable to our Qpass and Cramer acquisitions, as well to organic growth in the size of our operations.

Our principal capital expenditures for fiscal 2006, 2005 and 2004 have been for computer equipment, for which we spent approximately \$66.6 million, \$57.6 million and \$50.8 million, respectively. We anticipate our principal capital expenditures in fiscal 2007 will consist of additional computer equipment, with the bulk of these expenditures for computer equipment to be located at our facilities in North America, India and Israel.

## BUSINESS OVERVIEW

Consolidation in the communications industry is continuing, and competition among incumbent and new entrant service providers is intensifying. At the same time, convergence is accelerating, with consumers expecting continuous access to bundled voice, data and video services through any device. We believe service providers are responding to this challenge by seeking to develop new revenue streams that take advantage of ubiquitous connectivity and convergence. In this changing environment, we believe service providers will succeed if they differentiate their offerings by delivering a customer experience that is simple, personal, and valuable at every point of service. We believe this will require service providers to adopt the strategy of integrated customer management, or ICM.

We refer to Amdocs systems as ICM-enabling Systems because they enable many of the world's leading service providers to deliver an intentional, integrated and innovative customer experience:

- an intentional experience by offering consistency and simplicity across any device, channel or network;
- an integrated experience by providing integrated business and operational service support, maximizing operational excellence for a total cost of service advantage for service providers; and
- innovative experience by supporting sophisticated multi-play, internet protocol (IP) and digital content services for a unique time-to-leadership advantage.

We provide a platform that combines software, service and expertise to help our customers execute ICM strategies and achieve service, operational and

financial excellence.

Our market focus is primarily Tier 1 and Tier 2 companies in the communications industry, including leading wireline and wireless telecommunications, broadband cable and satellite companies. In fiscal 2006, we acquired Qpass Inc. and Cramer Systems Group Limited -- which we refer to as Qpass and Cramer -- to further enhance our portfolio of products offerings, meet the growing demand for the delivery of next generation services and provide a complete end-to-end offering (combined BSS and OSS).

We believe that the digital content space promises to be a key growth area. Our acquisition of Qpass allows us to offer a broader set of solutions to service providers and media companies seeking to launch and monetize new IP-based services and content. With this acquisition we believe that Amdocs is now uniquely positioned to support and be the leader in this emerging market.

We also have strengthened our presence in the OSS area by acquiring Cramer, a leading provider of OSS solutions. It is critical for service providers to automate and integrate the BSS and OSS business processes in order to offer provisioning, immediate activation and service assurance. With this acquisition, we believe we are uniquely positioned to enable service providers to integrate those business processes and, as a result, rapidly introduce new offerings, significantly reduce cost of operations and focus on customers.

We believe the increasing need for our customers to achieve integrated customer management, and our ability to address this demand, will continue to drive our growth in fiscal year 2007.

Our portfolio also includes a full range of directory sales and publishing systems, which we refer to as Directory Systems, for publishers of both traditional printed yellow page and white page directories and electronic Internet directories.

We have designed ICM-enabling Systems to meet the mission-critical needs of leading communications service providers throughout the entire customer lifecycle. We support different lines of business, including wireline, wireless, cable and satellite, and a wide range of communications services, including voice, video, data, Internet Protocol, or IP, broadband, content, electronic and mobile commerce. We also support companies that offer multiple service packages which are commonly referred to as bundled or convergent service packages.

Due to the complexity of our customers' projects and the expertise required for system support, we also provide information technology, or IT, services, including extensive consulting, business strategy, systems implementation, training, systems integration, modification, ongoing support, enhancement and maintenance services. In addition, we offer Managed Services, which include services such as systems modernization and consolidation, the operation of data centers, ongoing support, maintenance services, systems modification, the provision of rating and billing services and communications facility management services, in all cases on either, or a combination of, a fixed or unit charge basis to our customers.

Since the inception of our business in 1982, we have concentrated on providing software products and services to major communications companies. By focusing on this market, we believe that we have been able to develop the innovative products and the industry expertise, project management skills and technological competencies required for the advanced, large-scale, specifications-intensive system projects typical of leading communications providers. Our customer base includes major communications companies, including major wireline and wireless companies, located around the world.

## INDUSTRY BACKGROUND

### Communications Industry

It is our view that, for more than 20 years, competition in the global communications industry has increased as a result of deregulation and the development of new service technologies that allow introduction of new products and services, including content and IP services, as well as bundling of wireline and wireless voice, video and data services. The industry is continuing to undergo transformation, mainly driven by the continued consolidation trend, emergence of new competitors and the continuing increase in customer demands. We believe that the telecommunications industry will continue to be driven by consolidation, convergence, competition and the customer.

Competition in the U.S. market began to increase in 1984 when AT&T was required to divest its local telephone operations and many new operators began to enter the long distance market. The Telecommunications Act of 1996 increased competition in the United States even further by allowing new and existing local, long distance and cable companies to offer competing services. Many companies now compete by providing bundled or convergent services, offering combinations of local exchange, long distance, wireless, broadband access, content and electronic and mobile commerce services. Deregulation is also creating opportunities for new ways of doing business, such as wholesaling and reselling communications services. Privatization and deregulation continue to encourage increased competition worldwide. We believe that, as markets are opened to competition, new competitors within these markets typically compete for market share with more established carriers by operating at lower cost, offering competitive prices, introducing new features and services and being more responsive to customer needs. In parallel, the communications industry has undergone consolidation, as companies seek to broaden their global reach and expand service offerings and control costs. In addition, global expansion by multinational companies and concurrent technological advances are opening markets in less developed countries to enhanced communications services and competition.

In recent years, there has also been a large increase of new communications technologies, including ATM (Asynchronous Transfer Mode), IP, xDSL (a type of Digital Subscriber Line), utilization of cable television infrastructure to provide Internet services, GPRS (General Packet Radio Services), UMTS (Universal Mobile Telecommunications System), WiFi (Wireless Fidelity) and WAP (Wireless Application Protocol) for wireless Internet, VoIP (Voice over Internet Protocol), IPTV (Internet Protocol Television) and intelligent networks. Additionally, the directory publishing industry, which we believe is currently dominated by communications companies that are owned by or affiliated with telecommunications carriers, continues to experience significant changes due to the introduction of new technologies and distribution platforms, especially Internet directories.

#### Information Systems

While the demand for our products and services was negatively affected by the downturn in the communications industry during 2002 and 2003, many communications companies are currently seeking to upgrade their systems and install new systems that would enable them to move toward an Integrated Customer Management strategy to attract and retain key customers, as well as to evolve to next generation networks in order to offer new or bundled services. We believe that these service providers are looking for systems that reduce IT and operational costs, enhance customer management to increase average revenue and profitability per user, support customer retention, and enable rapid rollout of new marketing packages and advanced data services, as well as the ability to provide customers with single-contact, single-invoice solutions for convergent or bundled services. We believe this is in part driven by the move towards convergence and the demand from consumers for ubiquitous connectivity: access to any service anytime, anywhere, through any device.

As a result, we believe service providers require best-of-suite information systems that provide the level of integration, flexibility and scalability they need to improve operational efficiency and to differentiate themselves from their competitors in an increasingly competitive marketplace. To save scarce capital and operating expenditure resources, some carriers are investing in pre-configured open-architecture software products, which require limited customization, rather than highly customized solutions.

We believe that, in order to implement efficient, flexible, cost-effective information systems on a timely basis, many new and existing communications companies are looking to buy ICM-enabling Systems from external vendors, rather than developing new systems with internal resources. Moreover, as many communications companies strive to become more customer-oriented, they are concentrating efforts and internal resources on servicing their customers and expanding their service offerings, and many are turning to third-party vendors for their information systems. These factors create significant opportunities for vendors of information technology software products and providers of Managed Services, such as Amdocs.

## THE AMDOCS OFFERINGS

We believe that our product-driven approach, commitment to and support of quality personnel and deep industry knowledge and expertise permit us to create and deliver effective offerings that are both highly innovative and reliable. In addition, we offer solutions that address specific business issues of service providers. We believe that our success derives from a combination of the following factors that differentiate us from most of our competitors.

- Amdocs 7 Portfolio of Pre-Integrated, Modular Products. In October 2006, we made available the billing and mediation components of Amdocs 7, and we expect to release the comprehensive Amdocs 7 portfolio in the first half of fiscal 2007. Building on Amdocs 6, Amdocs 7 will enable our customers to achieve Integrated Customer Management by providing a portfolio of pre-integrated software products that span the entire customer lifecycle across BSS/OSS. Our portfolio is designed to enable ICM across our customer's organization, and enable it to align its business processes around the subscriber, linking subscriber-facing business processes and touch points across back-office and front-office systems. Our products are designed to allow modular extension as a service provider moves toward achieving ICM and to ensure fast and reduced-cost implementations.
- Solutions Combining Products, Services and Partner Technology, as needed. We offer our customers solutions that address specific business issues, such as subscriber profitability and segmentation, or the identification of consumer segments to be targeted. Our solutions combine products with a broad range of services, including customization, implementation, integration, maintenance, ongoing support and Managed Services, as well as with technologies supplied by our partners. By providing services directly to the consumer, we are able to effectively utilize our intricate technical knowledge of our products in the overall execution of a project, helping to ensure delivery and significantly reducing project risk. Our solutions approach differs from the multi-party approach commonly used in the market, in which products developed by a software vendor are implemented by a third-party system integrator. We believe that our approach enhances our ability to provide our customers with timely, cost-effective, low-risk solutions at a consistent level of quality.
- Functional and Flexible Portfolio. Our Amdocs 7 product portfolio is based on an open architecture that provides the functionality, scalability, modularity and adaptability required by service providers in today's highly competitive market. The open, standard architecture allows products to operate as standalone applications within existing environments. The flexibility of our product portfolio enables our customers to achieve significant time-to-market advantages and reduce their dependence on technical and other staff.
- Deep Industry Expertise and Highly Skilled Personnel. We are able to offer our customers superior products and services on a worldwide basis in large part because of our highly qualified and trained technical, sales, marketing and managerial personnel. We invest significantly in the ongoing training of our personnel in key areas such as industry knowledge, software technologies and management capabilities. Primarily based on the skills and knowledge of our workforce, we believe that we have developed a reputation for reliably delivering quality solutions within agreed time frames and budgets. We have a global presence and recruitment capabilities and have development centers in Canada, China, Cyprus, India, Ireland, Israel and the United States.

## BUSINESS STRATEGY

Our goal is to provide ICM-enabling Systems information technology software products and related service and support to the world's leading service providers. We seek to accomplish our goal by pursuing the strategies described below.

- Continued Focus on the Communications and Broadband Industries. We intend to continue to concentrate our main resources and efforts on providing ICM-enabling Systems to service providers in the communications and broadband industries. This strategy has enabled us to develop the specialized industry know-how and capability necessary to deliver the technologically advanced, large-scale,



specifications-intensive information systems solutions required by the leading communications companies in the wireless, wireline, broadband cable and satellite service sectors. We are also expanding our experience by working with service providers in the financial services sector.

- Target Industry Leaders. We intend to continue to direct our marketing efforts principally toward the major communications companies. We derive a significant portion of our revenues from our customer base of major service providers in North America, Europe and the Asia-Pacific region. We believe that the development of this premier customer base has helped position us as a market leader, while contributing to the core strength of our business. By targeting industry leaders that require the most sophisticated information systems solutions, we believe that we are best able to ensure that we remain at the forefront of developments in the industry.
- Deliver Integrated Products and Services Solutions. Our strategy is to provide customers with total systems solutions consisting of our product portfolio and our specialized services across BSS and OSS. By leveraging our product and industry knowledge, we believe that we can provide more effective system integration and implementation services, as well as Managed Services, to our customers.
- Provide Customers with a Broad Portfolio of Integrated Products. We seek to provide our customers with a broad portfolio of products, which we call Amdocs 7, to help them achieve Integrated Customer Management. For communications service providers, we seek to provide ICM-enabling Systems across all lines of their business, such as wireline, wireless, broadband cable and satellite. This approach also means that we can support global communications service providers throughout their various international operations. We believe that our ability to provide a broad suite of products helps establish us as a strategic partner for our customers, and also provides us with multiple avenues for strengthening and expanding our ongoing customer relationships.
- Maintain and Develop Long-Term Customer Relationships. We seek to maintain and develop long-term, mutually beneficial relationships with our customers. These relationships generally involve additional product sales, as well as ongoing support, system enhancement and maintenance services. We believe that such relationships are facilitated in many cases by the mission-critical, strategic nature of the systems provided by us and by the added value we provide through our specialized skills and knowledge. In addition, our strategy is to solidify our existing customer relationships by means of long-term support and maintenance contracts.

## TECHNOLOGY

Our portfolio architecture is designed to increase our customers' business agility and lower their overall total cost of ownership. Our technology platform allows our applications to work in multiple customer environments, including:

- Hardware: IBM, Hewlett-Packard, Sun Microsystems
- Operating Systems: IBM AIX, HP-UX, Solaris, Windows
- Database Management Systems: Oracle, SQL Server, IBM UDB
- Middleware: BEA WebLogic, IBM WebSphere

We believe this ability affords our customers the freedom to choose a preferred operating environment and to maximize return on existing infrastructure investments. To help service providers respond more quickly to changes in their market and lower their integration costs, we utilize service-oriented architecture principles in our portfolio design. For example, Amdocs Integration Framework includes a central service repository for defining business services for both Amdocs and external applications allowing our applications to seamlessly integrate with each other and with third party Enterprise Server Bus or legacy applications.

Our portfolio applications are based around consistent architectural guidelines and software infrastructure, and they also leverage, where appropriate, consistent foundation tools and services for areas such as integration, process management, monitoring and control, security, and information management. This allows

service providers to mitigate the many costs typically involved in deploying and operating a new application, such as costs related to installation, configuration, integration and monitoring.

In addition to providing a common foundation and aligning to industry standards, our product portfolio also includes the following key characteristics:

- Scalability. Our applications are designed to take full advantage the scalability capabilities of the underlying platform, allowing progressive system expansion, proportional with the customer's growth in business volumes. Using the same software, our applications can support operations for small, as well as very large service providers.
- Modularity. Our product portfolio is comprised of sets of individual functional application products. Each of our applications can be installed on an individual standalone basis, interfacing with the customer's existing systems, or as part of an integrated Amdocs system environment. This modularity provides our customers with a highly flexible and cost-effective solution that is able to incrementally expand with the customer's growing needs and capabilities. The modular approach also preserves the customer's initial investment in products, while minimizing future disruptions and the overall cost of system implementation.
- Portability. Our applications support diverse hardware and operating systems to ensure that our customers can choose from a variety of vendors, including Hewlett-Packard, IBM and Sun Microsystems. Certain applications can also be deployed on the Windows NT platform. Our applications utilize, where applicable, Java-based design and programming to augment cross-platform portability.

## PRODUCTS

Our product offerings include an extensive portfolio of ICM-enabling software products that we have developed to provide comprehensive information systems functionality for communications service providers. Our software systems cover the full range of revenue management (including billing, mediation and partner settlement), customer management (including ordering, customer relationship management, or CRM, and self service), service and resource management (fulfillment, activation, inventory management, network planning and customer assurance) and digital commerce management (including content revenue management).

We configure individual ICM-enabling Systems into families of solutions, which serve as marketing packages oriented to the needs of specific customer segments. We provide our main ICM-enabling Systems in a number of versions to serve the different needs of communications operators in the various network and business segments, such as wireline, wireless, cable, broadband and electronic and mobile commerce. Our products focus on the four main business challenges of our customers:

- Revenue Management: Products that enable service providers to manage and track sources of revenue through any channel, from service consumption to cash in hand.
- Customer Management: End-to-end customer management products for all operators, providing support for managing customer relationships, including service and support, sales and ordering, and marketing and analytics.
- Service and Resource Management: Products that define, orchestrate and execute the complete lifecycle of ordering and service fulfillment processes.
- Digital Commerce Management: Products that helps service providers and media companies realize new revenue streams by managing the digital commerce lifecycle.

Each individual module from the product families can be installed as an independent stand-alone application, interfacing with the customer's legacy and third party systems, or as part of an integrated Amdocs platform.

## Revenue Management

Our Revenue Management products include the following key application modules:

- Amdocs Charging -- provides flexible, real time rating and billing for all voice, data, content and commerce services, supporting any method of payment, including postpaid, prepaid or any converged combination.
- Amdocs Document Designer -- creates flexible, personalized bills, letters, invoices and statements for mass production, providing an optimal bill architecture.
- Amdocs Balance Manager -- performs real-time balance management for prepaid accounts, including balance updates and reservations.
- Advanced Recurring Charge Manager -- specifically addresses the needs of cable and satellite providers, allowing flexible handling of recurring charges.
- Amdocs Partner Manager -- manages inter-carrier and dealer partnerships, including recruitment and contract definition, partner authorization and approval processes, revenue-share calculation, invoicing and settlement.
- Amdocs Service Mediation Manager -- removes barriers and ensures the accurate flow of information from the network to the billing system.

## Customer Management

Our Customer Management products, substantially represented by the Amdocs CRM portfolio, include the following main modules:

- Amdocs Customer Interaction Manager -- provides customer service representatives with a comprehensive view of customer accounts and activity.
- Amdocs Self Service -- enables residential and corporate customers to use the Internet to self-manage interactions with their communications service providers.
- Amdocs Sales -- comprehensive sales force automation solution that automates the work of sales representatives while allowing them to offer the highest level of service to their customers.
- Amdocs Support -- provides comprehensive, service request/case management for multi-level customer support, network management and support operations.
- Amdocs Ordering -- automates the entire ordering and fulfillment process through to completion, for all services and lines of business.

## Service and Resource Management

Our Service Management products include the following main modules:

- Amdocs BSS/OSS Manager -- bridges the gap between BSS and OSS, service fulfillment and assurance, as well as next generation and legacy services.
- Amdocs Activation Manager -- automates the activation of network services and individual subscribers.
- Amdocs SLA Manager -- provides system for measuring, monitoring and managing quality-of-service goals.
- Amdocs Change Manager -- enables providers to achieve better predictability and control risks associated with IT change, particularly as it impacts customers.
- Amdocs Service Order Manager -- converts customer-facing orders into network-facing service requests, and sends notifications and status-tracking to the order-handling system to update progress of order fulfillment.

- Amdocs Cramer Resource Manager -- provides field engineers with the information and tools to efficiently complete field service requests, as well as closed loop diagnosis-to-dispatch functionality from initial customer contact to onsite problem resolution.
- Amdocs Cramer Service Catalog -- streamlines the creation of new services and management of service portfolios by enabling the operator to define the technical structure of new and existing products and to set reusable design patterns.

#### Digital Commerce Management

Our Digital Commerce Management products include the following key application modules:

- Amdocs Qpass Store Manager -- supports multiple content discovery channels, including Web, WAP, client-based technologies and IPTV to manage store presentation, create content and service promotions, and quickly publish updates.
- Amdocs Qpass Content Catalog Manager -- allows content providers to describe, categorize and edit content, which can then be previewed, tested, approved and added to a centralized content pool available for sale to subscribers.
- Amdocs Qpass Content Delivery Manager -- delivers a content item to an end device, automatically matching file format. It supports advanced media types and digital rights management across multiple delivery channels.
- Amdocs Qpass Content Partner Manager -- automates the workflow for content-provider lifecycle management, enabling full provisioning of content providers within hours, sophisticated revenue-sharing contracts and settlements, and tools for the content partner to manage its account and offers, and to review reports.
- Amdocs Qpass Merchandising Manager -- allows quick and simple creation, roll-out and update of product offers, promotions and campaigns across channels and platforms.
- Amdocs Qpass Commerce Transaction Manager -- provides end-to-end transaction management for in-depth market and activity knowledge, revenue assurance and financial transparency. It supports multiple payment methods, real-time business policy enforcements, and financial reporting and tracking.

#### Foundation

Our foundation modules, used across our portfolio, includes:

- Amdocs Product Catalog -- a single, central repository for all products and services across the operator's organization, speeding time-to-market and enabling innovative bundling. It supports simplified, efficient product lifecycle management and integration of company-wide product and service information.
- Amdocs Error Manager -- organizes and solves high-volume record errors between any two transactional systems, minimizing revenue leakage and reducing time and effort required to fix errors.

#### Directory Systems

Our main Directory Systems product offering is the ADS (NG) family of products. These products provide comprehensive support for yellow page and white page directory sales and publishing operations, as well as for Internet directories and catalogs. These systems support large directory publishing operations that employ a local sales force numbering thousands of representatives, serve customer bases of hundreds of

millions of businesses and publish thousands of different directories each year. The directory line of products comprises a series of pre-integrated modules, including:

- Sales -- addresses all aspects of managing sales to advertisers, including preparation and management of the overall sales campaign, which encompasses selecting the advertisers to be targeted, allocating the advertisers to various sales channels (such as field sales or telemarketing sales), assigning the advertisers to sales representatives, tracking advertising sales results and calculating sales commissions. These modules also provide automated support for the advertising sales representative, including laptop-based applications for use by members of the sales force in the field.
- Publishing -- supports the process of entering, proofing and extracting the telephone listing and advertising information that is to be published in the customer's yellow page or white page directory or electronic Internet directory. These modules encompass contract processing, service order processing, listing information management and directory extract in preparation for the actual production of the directory.
- Marketing and Information Analysis -- includes corporate data warehousing techniques, online analytical processing and data mining capabilities, oriented to the specific marketing needs of the directory publisher. For example, these modules can be used to identify changed patterns of advertisement buying behavior in certain groups of customers, or to perform "what if" analyses on marketing policy parameters. These modules are also used by management to analyze the directory market and customer behavior, assisting in the planning of corporate strategy and marketing tactics.
- Production and Delivery -- manages the production of advertisements that are to be published in a directory and also supports the fully automated pagination of yellow page and white page directories, including the generation of the final typesetting file so that printed copies of the documents can be produced. Our product and delivery services also support online Internet directories.
- Customer Service -- permits online support for handling customer inquiries and resolving customer complaints, including online correction of advertising data and billing adjustments.
- Financial Management -- specifically designed for the directory publisher's billing, accounts receivable and collections functions.

## SERVICES

We believe that the methodology we employ to enable Integrated Customer Management and to deliver our products and services is one of the key factors that allows us to achieve the time-frame, budget and quality objectives of our customers' projects. Our methodology incorporates rigorous focus on the people, processes and technology of an organization (program management, customer-specific solution development, implementation and integration and operation), as well as active customer participation at all stages to help prioritize and implement time-critical information system solutions that address the customer's individual needs.

As part of our effort to provide comprehensive solutions to our customers, we offer a broad suite of consulting, integration and Managed Services to support operation of our products. The Managed Services offered by Amdocs include services such as system modernization and consolidation, operation of data centers, ongoing support, maintenance, system modification, the provision of rating and billing and communications facility management. We have expanded our consulting capabilities and now offer the Amdocs ICM Blueprint Framework, a comprehensive and growing portfolio of consulting services and business-process support that enables our customers to achieve Integrated Customer Management. It includes optimization and improvement services for customer contact centers and other business processes, and implementation services for business support systems and operation support systems.

Our service offerings include:

- Customer Management -- includes our new Customer Management Roadmap Service, as well as the Contact Center Optimization Service and Campaign Management Optimization Service.



- Digital Commerce Management -- comprehensive set of services including Content Management Services, Managed Application Services, and Professional Services.
- Service and Resource Management -- three core services supporting the Amdocs Service and Resource Management offerings: Order-to-Activation Service, Customer-Centric Service, Assurance Service and Network Lifecycle Management Service.
- Revenue Management -- consists of three services supporting Amdocs solutions across Billing, Mediation and Partner Settlement. Includes our new Next Generation Revenue Realization Service which provides a holistic approach for planning and realizing revenues from next-generation services, including IPTV, VoIP, Mobile TV, IMS and WiMax, as well as the Next Generation Billing Operations Optimization Service and Revenue Assurance Service.
- Strategy, Planning and Systems Integration -- a comprehensive set of services including our IT Strategy and Roadmap Service, Business Process Integration Service and Learning and Workforce Readiness Service.
- Managed Services -- set of flexible service offerings to enable Service Providers to off-load management of support business functions or specific operations and infrastructure support.

The extent of services provided varies from customer to customer. Some communications service providers prefer a highly customized approach, with extensive modifications to our products and a significant level of ongoing support. We have invested considerable research and development efforts in upgrading our applications suite to address this market requirement and to meet our customers' unique needs.

The process of customizing a system involves creating tailored products to address a customer's specific technical and business requirements. System implementation and integration activities are conducted by joint teams from Amdocs and the customer in parallel with the customization effort. Implementation and integration activities include project management, development of training methods and procedures, design of work flows, hardware planning and installation, network and system design and installation, system conversion and documentation. In most cases, the role of Amdocs personnel is to provide support services to the customer's own implementation and integration team, which has primary responsibility for the task. Customers sometimes require turnkey solutions, in which case we are able to provide full system implementation and integration services.

Once the system becomes operational, we are generally retained by the customer to provide ongoing services, such as maintenance, enhancement design and development and operational support. For substantially all of our customers, the implementation and integration of an initial system has been followed by the sale of additional systems and modules. In recent years, we have established long-term maintenance and support contracts with a number of our customers. These contracts have generally involved an expansion in the scope of support provided, while also ensuring a recurring source of revenue to us.

Our business is conducted on a global basis. We maintain development facilities in Canada, China, Cyprus, India, Ireland, Israel and the United States, operate a support center in Brazil and have operations in North America, Europe, Latin America and the Asia-Pacific region. Support for implementation and integration activities is typically performed at the customer site. Once the system is operational or is in production, we provide ongoing support and maintenance through a combination of remote support from the development centers and local support at the customer site.

#### SALES AND MARKETING

Our sales and marketing activities are primarily directed at major communications, broadband cable and satellite companies. As a result of the strategic importance of our information systems to the operations of such companies, a number of constituencies within a customer's organization are typically involved in purchasing decisions, including senior management, information systems personnel and user groups, such as the finance, customer service and marketing departments.







## COMPETITION

The market for information systems in the communications and broadband media industries, is highly competitive and fragmented. We observe changes in the competitive landscape that derive from the continued industry consolidation trend. We compete with many independent providers of information systems and services, including CGI Group, Comverse, Convergys, CSG Systems International, Intec Telecom Systems and Oracle Corporation, with system integrators and providers of IT services, such as Accenture, EDS and IBM Global Services, and with internal information systems departments of large communication companies. We also cooperate in certain opportunities and projects with some of the system integrators above mentioned. We expect continued competition in the communications industry and the entrance of new competitors into the software information systems market in the future.

We believe that we are able to differentiate ourselves from the competition by, among other things:

- focusing all efforts, from R&D to product delivery, on enabling our customers to achieve Integrated Customer Management,
- offering customers a total information system from a single vendor,
- providing high quality, reliable, scalable and modular products,
- effectively managing the timely implementation of products, and
- responding to customer service and support needs through a skilled professional organization.

We compete with a number of companies that have long operating histories, large customer bases, substantial financial, technical, sales, marketing and other resources, and strong name recognition. Current and potential competitors have established, and may establish in the future, cooperative relationships among themselves or with third parties to increase their ability to address the needs of our prospective customers. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire significant market share. As a result, our competitors may be able to adapt more quickly than we can to new or emerging technologies and changes in customer requirements, or to devote greater resources to the promotion and sale of their products. There can be no assurance that we will be able to compete successfully with existing or new competitors. Failure by us to adapt to changing market conditions and to compete successfully with established or new competitors may have a material adverse effect on our results of operations and financial condition.

## EMPLOYEES

We invest significant resources in training, retention and motivation of high quality personnel. Training programs cover areas such as technology, applications, development methodology, project methodology, programming standards, industry background and management development. Our management development efforts are reinforced by an organizational structure that provides opportunities for talented managers to gain experience in general management roles at the division level. We also invest considerable resources in personnel motivation, including providing various incentive plans for sales staff and high quality employees. Our future success depends in large part upon our continuing ability to attract and retain highly qualified managerial, technical, sales and marketing personnel.

See "Directors, Senior Management and Employees -- Employees" for further details regarding our employees and our relationships with them.

## RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

Our research and development activities involve the development of new software architecture, modules and product offerings in response to an identified market demand, either as part of our internal product development programs or in conjunction with a customer project. We also expend additional amounts on applied research and software development activities to keep abreast of new technologies in the communications markets and to provide new and enhanced functionality to our existing product offerings.

While we continued to upgrade our existing systems in fiscal 2006, we also devoted significant research and development efforts to the integration between our products and a unified user interface in order to enable our customers to adopt an ICM approach. As part of these efforts, during fiscal 2006 we invested in the next major release of our comprehensive portfolio, which we refer to as Amdocs 7. In October 2006, we made available the billing and mediation components of Amdocs 7, and we expect to release the comprehensive Amdocs 7 portfolio in the first half of fiscal 2007. Amdocs 7 will expand on the capabilities of our previous Amdocs 6 release by integrating new products for the cable broadband and satellite industry, by incorporating products recently acquired as a result of the Cramer and Qpass acquisitions and through operational and functional enhancements. Amdocs 7 will comprise an enhanced portfolio of modular billing, CRM, self-service, order management, mediation, OSS and content management software products.

The majority of our research and development expenditures is directed at our ICM-enabling Systems, and the remainder to directory solutions. We believe that our research and development efforts are a key element of our strategy and are essential to our success. However, an increase or a decrease in our total revenue would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin. In the near-term, we intend to continue to make substantial investments in our research and development activities. We believe that this ongoing investment will position us to capitalize on future potential opportunities in the communications industry.

Our software and software systems are largely comprised of software and systems that we have developed or acquired and that we regard as proprietary. Our software and software systems are the results of long and complex development processes, and although our technology is not significantly dependent on patents or licenses from third parties, certain aspects of our products make use of readily available software components licensed from third parties. As a developer of complex software systems, third parties may claim that portions of our systems infringe their intellectual property rights. The ability to develop and use our software and software systems requires knowledge and professional experience that we believe is unique to us and would be very difficult for others to independently obtain, however, our competitors may independently develop technologies that are substantially equivalent or superior to ours. We have taken and intend to continue to take, several measures to establish and protect our proprietary rights in our products and technologies from third-party infringement. We rely upon a combination of trademarks, patents, contractual rights, trade secret law, copyrights, nondisclosure agreements, we enter into non-disclosure and confidentiality agreements with our customers, employees and marketing representatives and with certain contractors with access to sensitive information, and we also limit customer access to the source code of our software and software systems.

See the discussion under "Operating and Financial Review and Prospects -- Research and Development, Patents and Licenses."

#### PROPERTY, PLANTS AND EQUIPMENT

##### Facilities

We lease land and buildings for our executive offices, sales, marketing, administrative, development and support centers. We lease an aggregate of approximately 3,182,000 square feet worldwide, including significant leases in the United States, Israel, Canada, China, Cyprus, India and the United Kingdom. Our aggregate annual lease costs with respect to our properties as of November 30, 2006, including maintenance

and other related costs, are approximately \$69.5 million. The following table summarizes information with respect to the principal facilities leased by us and our subsidiaries as of November 30, 2006:

AREA LOCATION (SQ. FEET) - -----	United States:
St. Louis, MO(*).....	154,000
CA.....	112,000
Champaign, IL.....	123,000
CA.....	113,000
Others(*).....	368,000
Total.....	870,000
	Israel:
Ra'anana.....	637,000
Hasharon.....	217,000
Haifa(*).....	133,000
Others.....	99,000
Total.....	1,086,000
	Canada:
Toronto(*).....	243,000
Montreal.....	107,000
Others.....	68,000
Total.....	418,000
China.....	81,000
(Limassol).....	127,000
(Pune).....	298,000
Kingdom(*).....	140,000
world(**).....	162,000

(\*) Includes space sublet to third parties.

(\*\*) Includes Austria, Australia, Brazil, Czech Republic, Denmark, France, Germany, Greece, Hungary, Indonesia, Ireland, Italy, Japan, Mexico, Poland, Russia, South Africa, Spain, Sweden, Switzerland, Thailand and The Netherlands.

Our leases expire on various dates between 2007 and 2015, not including various options to extend lease terms.

#### Equipment

We develop our Integrated Customer Management products over a system of UNIX, MVS, Linux and Windows 2000/2003 servers owned or leased by us. We use a variety of software products in our development centers, including products by Microsoft, Oracle, Synscort, CA, Merant, IBM, HP, SUN and BEA. Our data storage is based on equipment from EMC, SUN, NetApp and Hewlett-Packard. Our development servers are connected to approximately 20,000 personal computers owned or leased by us.

Automatic tape libraries provide full and incremental backups of the data used in and generated by our business. The backup tapes are kept on-site and off-site, as appropriate, to ensure security and integrity, and are used as part of our disaster recovery plan. The distributed development sites that we operate worldwide are connected by a high-speed redundant wide area network, or WAN, using telecommunication equipment manufactured by, among others, Cisco and Nortel.



The distributed development sites that we operate worldwide are also connected by a high speed WAN.

## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

### INTRODUCTION

In this section, we discuss the general financial condition and the results of operations for Amdocs Limited and its subsidiaries, including:

- the factors that affect our business,
- our revenue and costs for the fiscal years ended September 30, 2006, 2005 and 2004,
- the reasons why such revenue and costs were different from year to year,
- the sources of our revenue,
- how all of this affects our overall financial condition,
- our capital expenditures for the fiscal years ended September 30, 2006, 2005 and 2004,
- the changes in our business, including those resulting from acquisitions of other businesses, and
- the sources of our cash to pay for future capital expenditures and possible acquisitions.

In this section, we also analyze and explain the annual changes in the specific line items in our consolidated statements of income. You should read this section in conjunction with our consolidated financial statements and the notes thereto, which follow.

### OVERVIEW OF BUSINESS AND TREND INFORMATION

Consolidation in the communications industry is continuing, and competition among incumbent and new entrant service providers is intensifying. At the same time, convergence is accelerating, with consumers expecting continuous access to bundled voice, data and video services through any device. We believe service providers are responding to this challenge and are seeking to develop new revenue streams that take advantage of ubiquitous connectivity and convergence. In this changing environment, we believe service providers will succeed if they differentiate their offerings by delivering a customer experience that is simple, personal, and valuable at every point of service. We believe this will require service providers to adopt the strategy of integrated customer management, or ICM.

We refer to Amdocs systems as ICM Enabling Systems because they enable many of the world's leading service providers to deliver an intentional, integrated and innovative customer experience:

- an intentional experience by offering consistency and simplicity across any device, channel or network;
- an integrated experience by providing integrated business and operational service support, maximizing operational excellence for a total cost of service advantage for service providers;
- innovative experience by supporting sophisticated multi-play, internet protocol (IP) and digital content services for a unique time-to-leadership advantage.

We provide a platform that combines software, service and expertise to help our customers execute ICM strategies and achieve service, operational and financial excellence.

Our market focus is primarily Tier 1 and Tier 2 companies in the communications industry, including leading wireline and wireless telecommunications, broadband cable and satellite companies. In fiscal 2006, we acquired Qpass Inc. and Cramer Systems Group Limited -- which we refer to as Qpass and Cramer -- to further enhance our portfolio of products offerings, meet the growing demand for the delivery of next-generation services and provide a complete end-to-end offering (combined business support and operations support systems, or BSS/OSS).



We believe that the digital content space promises to be a key growth area. Our acquisition of Qpass allows us to offer a broader set of solutions to service providers and media companies seeking to launch and monetize new IP-based services and content. With this acquisition we believe that Amdocs is now uniquely positioned to support and be the leader in this emerging market.

We also have strengthened our presence in the OSS area by acquiring Cramer, a leading provider of OSS solutions. It is critical for service providers to automate and integrate the BSS and OSS business processes in order to offer provisioning, immediate activation and service assurance. With this acquisition, we believe we are uniquely positioned to enable service providers to integrate those business processes and, as a result, rapidly introduce new offerings, significantly reduce cost of operations and focus on customers.

We believe the increasing need for our customers to achieve integrated customer management and our ability to address this demand, will continue to drive our growth in fiscal year 2007.

## OFFERINGS

Amdocs provides a broad portfolio of integrated, modular software products, with proven functionality and scalability, accompanied by a comprehensive range of business consulting, system implementation and integration services. Our portfolio of product offerings includes revenue management (including billing, mediation and partner settlement), customer management (including ordering, customer relationship management, or CRM and self-service), service and resource management (including fulfillment, activation, inventory management, network planning and customer assurance) and digital commerce management (including content revenue management). We refer to these offerings collectively as ICM Enabling Systems. In fiscal 2006, our total revenue was \$2,480.0 million, of which \$2,201.2 million, or 88.8%, was attributable to the sale of ICM Enabling Systems.

Our portfolio also includes a full range of directory sales and publishing systems, which we refer to as Directory Systems, for publishers of both traditional printed yellow page and white page directories and electronic Internet directories.

We have designed the Amdocs ICM Enabling Systems to meet the mission-critical needs of leading communications service providers throughout the entire customer lifecycle. We support different lines of business, including wireline, wireless, cable and satellite, and a wide range of communications services, including voice, video, data, IP, broadband, content, electronic and mobile commerce. We also support companies that offer multiple service packages, commonly referred to as bundled or convergent service packages. Due to the complexity of our customers' projects and the expertise required for systems support, we also provide information technology, or IT, services, including extensive consulting, business strategy, system implementation, training, integration, modification, ongoing support, enhancement and maintenance services. In addition, we offer Managed Services, which include services such as system modernization and consolidation, the operation of data centers, ongoing support, maintenance services, system modification, the provision of rating and billing services and communications facility management services. All IT and Managed Services are provided to our customers on a fixed or unit charge basis or a combination of the two.

Revenue from Managed Services arrangements (from the sale of ICM Enabling Systems and Directory Systems) is included in both license and service revenue. Managed Services projects are a significant part of our business, accounting for approximately 35% and 40% of our fiscal 2006 and 2005 revenues, respectively, and generating substantial, long-term revenue streams, cash flow and operating income. In the initial period of our Managed Services projects, we generally invest in modernization and consolidation of the customer's systems. Invoices are usually structured on a periodic fixed or unit charge basis. As a result, Managed Services projects can be less profitable in the initial period. Margins tend to improve over time as we benefit from the operational efficiencies provided by system modernization and consolidation.

We are also leveraging our experience by working with service providers in the financial services sector, because some of the challenges faced by companies in this sector are similar to those encountered by communications service providers.



We conduct our business globally, and, as a result we are subject to the effects of global economic conditions and, in particular, market conditions in the communications industry. In fiscal 2006, customers in North America accounted for 69.9% of our revenue, while customers in Europe and the rest of the world accounted for 21.8% and 8.3%, respectively. We maintain development facilities in Canada, China, Cyprus, India, Ireland, Israel and the United States.

We believe that demand for our ICM Enabling Systems is primarily driven by the following key factors:

- Industry transformation, including:
  - global use of communications and content services,
  - increase in digital and mobile commerce,
  - ongoing consolidation within the communications industry, and
  - continued convergence of communications, broadband cable and satellite industries.
- Technology advances, such as:
  - emergence of new communications products and services, especially video, broadband, data and content services, including IP-based services, such as Internet Protocol Television (IPTV) and Voice over IP (VoIP),
  - evolution to next generation networks such as IP Multimedia Subsystem (IMS), that enable truly converged services offerings like fixed-mobile convergence, and
  - technological changes, such as the introduction of 3G wireless technology, next-generation content systems and WiFi- and WiMax- based access technologies.
- Customer focus, such as:
  - the desire of service providers to focus on their customers in order to build profitable customer relationships,
  - the "authority shift" toward the consumer, with customers demanding new, innovative services that can be accessed anytime and anywhere, as well as higher levels of customer service, and
  - the need for service providers to differentiate themselves by creating a unique and mutually valuable customer experience.
- The need for operational efficiency, including:
  - the shift from in-house management to vendor solutions,
  - business needs of service providers to reduce costs and lower total cost of ownership while retaining high value customers in a highly competitive environment,
  - automating and integrating business processes that span across business support systems (BSS) and operations support systems (OSS), and
  - OSS transformation projects, designed to transform fragmented legacy OSS systems that can make it difficult to introduce new services in a timely and cost-effective manner.

## ACQUISITIONS

As part of our strategy, we have pursued and may continue to pursue acquisitions and other initiatives in order to offer new products or services or otherwise enhance our market position or strategic strengths.

On August 14, 2006, we acquired all of the capital stock of Cramer, a privately-held leading provider of OSS solutions. The aggregate purchase price for Cramer was \$417.2 million, which consisted of \$410.6 million in cash (including cash on hand), \$2.2 million related to the assumption of stock options and restricted shares held by Cramer employees and \$4.4 million of transaction costs. The purchase price is subject to post closing



adjustments which we expect will not be material. We expect that our acquisition of Cramer will enable us to leverage and greatly enhance our current assets in the BSS and OSS market.

On May 31, 2006, we acquired all of the capital stock of Qpass, a leading provider of digital commerce software and solutions. The aggregate purchase price for Qpass was \$281.8 million, which consisted of \$274.0 million in cash, \$2.4 million related to the assumption of stock options held by Qpass employees and \$5.4 million of transaction costs. We expect that this acquisition will allow us to support service providers and media companies seeking to launch and monetize digital content, and we believe that this acquisition positions us as the leader in the emerging digital content market.

In August 2005, we acquired Longshine, a privately-held leading vendor of customer care and billing software in China, which counts three of China's four largest communications service providers among its customers. This acquisition enabled us to offer our products and services to Chinese service providers, and we believe it will help us expand our presence in this large and expanding market. The purchase price for Longshine was approximately \$41.7 million, which included \$8.9 million of additional purchase price as a result of the achievement of specified performance targets at the end of the first year from acquisition, and \$1.3 million of transaction costs. We may also be obligated to pay up to approximately \$8.0 million in additional purchase price over the next year based on the achievement of specified performance targets.

In July 2005, we acquired from DST Systems, Inc., which we refer to as DST, all of the capital stock of DST's wholly owned subsidiaries, DST Innovis, Inc. and DST Interactive, Inc. We refer to these acquired subsidiaries together as DST Innovis, a leading provider of customer care and billing solutions to broadband media cable and satellite companies. The purchase price for DST Innovis was approximately \$237.5 million, which included \$3.2 million of transaction costs. We believe that this acquisition has positioned us to offer a comprehensive set of solutions to companies in the broadband industry as they transition to ICM.

In connection with the DST Innovis acquisition, we signed a long-term agreement with DST, pursuant to which DST will continue to support the printing and mailing of bills for the DST Innovis customer base. Under the terms of that agreement, DST will be a preferred vendor of billing, printing, and mailing for projects that combine those services with billing support for additional Amdocs customers in the United States.

Please see Note 3 to the consolidated financial statements included in this Annual Report.

#### RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

Our research and development activities involve the development of new software architecture, modules and product offerings in response to an identified market demand, either as part of our internal product development programs or in conjunction with a customer project. We also expend additional amounts on applied research and software development activities to keep abreast of new technologies in the communications markets and to provide new and enhanced functionality to our existing product offerings. Research and development expenditures were \$186.8 million, \$144.5 million and \$126.4 million in the fiscal years ended September 30, 2006, 2005 and 2004, respectively, representing 7.5%, 7.1% and 7.1%, respectively, of our revenue in these fiscal years.

While we continued to upgrade our existing systems in fiscal 2006, we also devoted significant research and development efforts to the integration between our products and a unified user interface in order to enable our customers to adopt an ICM approach. As part of these efforts, during fiscal 2006 we invested in the next major release of our comprehensive portfolio, which we refer to as Amdocs 7. In October 2006, we made available the billing and mediation components of Amdocs 7, and we expect to release the comprehensive Amdocs 7 portfolio in the first half of fiscal 2007. Amdocs 7 will expand on the capabilities of our previous Amdocs 6 release by integrating new products for the cable broadband and satellite industry, by incorporating products recently acquired as a result of the Cramer and Qpass acquisitions and through operational and functional enhancements. Amdocs 7 will comprise an enhanced portfolio of modular billing, CRM, self-service, order management, mediation, OSS and content management software products.

The majority of our research and development expenditures is directed at our ICM Enabling Systems, and the remainder to directory solutions. We believe that our research and development efforts are a key element



of our strategy and are essential to our success. However, an increase or a decrease in our total revenue would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin. In the near-term, we intend to continue to make substantial investments in our research and development activities. We believe that this ongoing investment will position us to capitalize on future potential opportunities in the communications industry.

Our software and software systems are largely comprised of software and systems that we have developed or acquired and that we regard as proprietary. Our software and software systems are the results of long and complex development processes, and although our technology is not significantly dependent on patents or licenses from third parties, certain aspects of our products make use of readily available software components licensed from third parties. As a developer of complex software systems, third parties may claim that portions of our systems infringe their intellectual property rights. The ability to develop and use our software and software systems requires knowledge and professional experience that we believe is unique to us and would be very difficult for others to independently obtain, however, our competitors may independently develop technologies that are substantially equivalent or superior to ours. We have taken and intend to continue to take, several measures to establish and protect our proprietary rights in our products and technologies from third-party infringement. We rely upon a combination of trademarks, patents, contractual rights, trade secret law, copyrights, nondisclosure agreements, we enter into non-disclosure and confidentiality agreements with our customers, employees and marketing representatives and with certain contractors with access to sensitive information, and we also limit customer access to the source code of our software and software systems.

#### OPERATING RESULTS

The following table sets forth for the fiscal years ended September 30, 2006, 2005 and 2004, certain items in our consolidated statements of operations reflected as a percentage of total revenue:

YEAR ENDED SEPTEMBER 30, -----	2006	2005	2004	-----	-----	-----	Revenue:
License.....	4.7%	4.9%	4.3%				
Service.....	95.3	95.1	95.7	-----	-----	-----	100.0 100.0 100.0
-----	-----	-----	-----	Operating expenses: Cost of			
license.....	0.2						
-----	0.2	0.3	Cost of				
service.....	63.7						
-----	63.4	63.0	Research and				
development.....	7.5	7.1	7.1				
-----			Selling, general and				
administrative.....	12.7	11.3	11.9				
-----	1.5	0.8	1.0	Restructuring charges,			
assets.....				in-process research and development, and other			
-----				acquisition related			
costs.....	1.0	0.6	-----	-----	-----	-----	86.6 83.4 83.3
-----	-----	-----	-----	Operating			
income.....	13.4						
-----	16.6	16.7	Interest income and other,				
net.....	1.7	1.1	0.3	-----	-----	-----	
-----	-----	-----	Income before income				
taxes.....	15.1	17.7	17.0				
-----	Income						
taxes.....	2.2						
-----	3.5	3.7	-----	-----	-----	-----	Net
income.....							
-----	12.9%	14.2%	13.3%	=====	=====	=====	

FISCAL YEARS ENDED SEPTEMBER 30, 2006 AND 2005

The following is a tabular presentation of our results of operations for the fiscal year ended September 30, 2006, compared to the fiscal year ended September 30, 2005. Following the table is a discussion and analysis of our business and results of operations for these years.

YEAR ENDED SEPTEMBER	INCREASE		30,
(DECREASE)	-----		
-----	2006	2005	AMOUNT %
-----	-----		
(IN	-----		
THOUSANDS)	-----		
-----	-----		
-----	Revenue:		
License.....	\$ 116,285	\$ 100,044	\$ 16,241 16.2%
Service.....	2,363,765	1,938,577	425,188 21.9
			-----
			2,480,050
2,038,621	441,429	21.7	-----
-----	Operating expenses:		
	Cost of		
license.....	4,003		4,003
	4,083	(80)	(2.0)
service.....	1,579,823	1,291,572	288,251 22.3
	Research and		
development.....	186,760		186,760
144,457	42,303	29.3	Selling, general
and administrative...	313,997	232,066	81,931 35.3
81,931	35.3	Amortization of purchased	
	intangible		
assets.....	37,610	15,356	22,254 144.9
	Restructuring charges, in-process		
	research and development and other		
	acquisition related costs.....		
25,725	12,595	13,130	104.2
			-----
			2,147,918
1,700,129	447,789	26.3	-----
-----	Operating		
income.....	332,132	338,492	(6,360) (1.9)
	Interest income and other,		
net.....	41,741	22,303	19,438
87.2	-----	-----	-----
	Income before income		
taxes.....	373,873	360,795	13,078 3.6
	Income		
taxes.....	55,237	72,159	(16,922) (23.5)
			-----
	Net		
income.....	\$ 318,636	\$ 288,636	\$ 30,000 10.4%
	=====	=====	=====

Revenue. Total revenue increased by \$441.4 million, or 21.7%, in fiscal 2006 to \$2,480.0 million from \$2,038.6 million in fiscal 2005. Approximately 58% of the increase in total revenue in fiscal 2006 was attributable to revenue contributed by acquisitions made during fiscal 2006 and during the fourth quarter of fiscal 2005, of which \$187.6 was attributable to DST Innovis. The remainder of the increase in total revenue was primarily attributable to additional revenue from consolidation projects for existing Tier 1 customers.

License and service revenue from the sale of ICM Enabling Systems was \$2,201.2 million for fiscal 2006, an increase of \$424.7 million, or 23.9%, from fiscal 2005. Approximately 60% of the increase was attributable to revenue contributed by acquisitions made during fiscal 2006 and during the fourth quarter of fiscal 2005, of which \$187.6 was attributable to DST Innovis. The remainder of the increase in total revenue was attributable to additional revenue from consolidation projects for existing Tier 1 customers. License and service revenue from the sale of ICM Enabling Systems represented 88.8% and 87.1% of our total revenue in fiscal 2006 and 2005, respectively. The demand for our ICM Enabling Systems is primarily driven by the need for communications service providers to rapidly introduce new offerings and focus on their customers.

License and service revenue from the sale of Directory Systems was \$278.8 million for fiscal 2006, an increase of \$16.7 million, or 6.4%, from fiscal 2005. Approximately 69% of the increase in Directory Systems revenue in fiscal 2006 was attributable to an increase in business related to Managed Services customers. License and service revenue from the sale of Directory Systems represented 11.2% and 12.9% of our total revenue in fiscal 2006 and 2005, respectively. We believe that we are a leading provider of Directory Systems in most of the markets we serve. We expect that our revenue from Directory Systems in absolute amount will increase slightly in fiscal 2007.

In fiscal 2006, revenue from customers in North America, Europe and the rest of the world accounted for 69.9%, 21.8% and 8.3%, respectively, of total revenue compared to 68.3%, 24.0% and 7.7%, respectively, for fiscal 2005. Approximately 54% of the increase in revenue from customers in North America was attributable to revenue contributed by DST Innovis, and the remainder was primarily attributable to projects for existing customers in North America. Revenue from customers in Europe increased in absolute amounts, but the increase was less than the 21.7% increase in our total revenue which resulted in a decrease in revenue from customers in Europe as a percentage of total revenue. The increase in revenue from customers in the rest of the world as a percentage of our total revenue in fiscal 2006 was attributable primarily to revenue contributed in China.

**Cost of License.** Cost of license consists primarily of amortization of purchased computer software and intellectual property rights. Such amortization is relatively stable from period to period and, absent items that were fully amortized or impaired, is generally fixed in amount. Therefore, an increase or decrease in license revenue could cause a significant fluctuation in cost of license as a percentage of license revenue. In fiscal 2006, cost of license, as a percentage of license revenue, was 3.4% compared to 4.1% in fiscal 2005.

**Cost of Service.** Cost of service consists primarily of costs associated with providing services to customers, including compensation expense, warranty expense and costs of third-party products. The increase in cost of service in fiscal 2006 was 22.3%, which is greater than the increase in our total revenue in fiscal 2006. As a percentage of revenue, cost of service was 63.7%, compared to 63.4% in fiscal 2005. Cost of service in fiscal 2006 includes the effect of \$18.0 million of equity-based compensation expense. Equity-based compensation expense in fiscal 2005 was insignificant. Our gross margin may vary depending on the types and geographic locations of projects that we undertake.

**Research and Development.** As a percentage of revenue, research and development expense was 7.5% and 7.1% in fiscal 2006 and 2005, respectively. Research and development expense increased by \$42.3 million, or 29.3%, in fiscal 2006 to \$186.8 million from \$144.5 million in fiscal 2005. The increase in research and development expense was attributable primarily to research and development activities in our efforts to develop new products for the cable broadband and satellite industry and integrate products into our ICM Enabling Systems as well as research and development activities related to the Qpass and Cramer acquisitions. Research and development expense in fiscal 2006 includes the effect of \$4.7 million of equity-based compensation expense. Equity-based compensation expense in fiscal 2005 was not significant.

While we invested in upgrading our existing systems in fiscal 2006, we also devoted significant research and development efforts to the integration between our products and a unified user interface in order to enable our customers to adopt an ICM approach. As part of these efforts, during fiscal 2006, we invested in the next major release of our comprehensive portfolio, Amdocs 7. In October 2006, we made available the billing and mediation components of Amdocs 7 and we expect to release the comprehensive Amdocs 7 portfolio in the first half of fiscal 2007. Amdocs 7 will expand on the capabilities of our previous Amdocs 6 release and will comprise an enhanced portfolio of modular billing, CRM, self-service, order management, mediation, OSS and content management software products.

The majority of our research and development expenditures is directed at our ICM Enabling Systems, and the remainder to Directory Systems. We believe that our research and development efforts are a key element of our strategy and are essential to our success. However, an increase or a decrease in our total revenue would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin. Please see the discussion above under the caption "Research and Development, Patents and Licenses."

**Selling, General and Administrative.** Selling, general and administrative expense increased by \$81.9 million, or 35.3%, in fiscal 2006 to \$314.0 million from \$232.1 million in fiscal 2005. Selling, general and administrative expense primarily consisted of compensation expense. The increase in selling, general and administrative expense was attributable to an overall increase in our operations including the impact of DST Innovis, Longshine, Qpass and Cramer acquisitions, as well as to the inclusion of \$23.4 million of equity-based compensation expense. Equity-based compensation expense in fiscal 2005 was not significant.



Amortization of Purchased Intangible Assets. Amortization of purchased intangible assets for fiscal 2006 was \$37.6 million, compared to \$15.4 million in fiscal 2005. The increase in amortization of purchased intangible assets was due to purchased intangible assets acquired in the DST Innovis, Longshine, Qpass and Cramer acquisitions, partially offset by purchased intangible assets that were fully amortized in the first quarter of fiscal 2005.

Restructuring Charges, In-Process Research and Development and Other Acquisition Related Costs. Restructuring charges, in-process research and development and other acquisition related costs in fiscal 2006 consisted of \$25.7 million for the write-off of purchased in-process research and development related to our acquisitions of Cramer and Qpass. In fiscal 2005, restructuring charges, in-process research and development and other acquisition related costs consisted of an \$8.1 million restructuring charge related to our restructuring plan in the fourth quarter of fiscal 2005 to allow better integration of our acquisitions of DST Innovis and Longshine and to improve efficiency, and a charge of \$4.5 million for the write-off of purchased in-process research and development and other costs related to our acquisition of DST Innovis.

In-process research and development was written-off as of the closing dates of the acquisitions, in accordance with Financial Accounting Standards Board Interpretation No. 4, "Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method." The in-process research and development had no alternative future use and had not reached technological feasibility as of the closing date of the acquisition. The acquisition of Cramer accounted for \$17.3 million of in-process research and development during fiscal 2006, which related to the next two major releases of Cramer's current technology, of which one was launched during the first quarter of fiscal 2007.

Operating Income. Despite the 21.7% increase in revenue in fiscal 2006, operating income in fiscal 2006 was negatively affected by the inclusion of \$46.2 million of equity-based compensation expense, by the \$22.3 million increase in amortization of purchased intangible assets and by the \$13.1 million increase in restructuring charges, in-process research and development and other acquisition related costs. In total, fiscal 2006 operating income decreased by \$6.4 million, or 1.9%, to \$332.1 million from \$338.5 million in fiscal 2005.

Interest Income and Other, Net. Interest income and other, net increased by \$19.4 million, or 87.2%, in fiscal 2006 to \$41.7 million from \$22.3 million in fiscal 2005. The increase in interest income and other, net, was primarily attributable to the increase in market interest rates on our short-term interest-bearing investments.

Income Taxes. Income taxes for fiscal 2006 were \$55.2 million on pretax income of \$373.9 million, which resulted in an effective tax rate of 14.8% compared to 20% in fiscal 2005. Of the reduction in our effective tax rate, 3.0% was attributable to an increase in lower taxed earnings from global operations and approximately 2.2% was attributable to the net effect of acquisition-related costs and equity-based compensation expense. Our effective tax rate may fluctuate between quarters as a result of discrete items that may affect a specific quarter.

See the discussion below under the caption "Effective Tax Rate."

Net Income. Net income was \$318.6 million in fiscal 2006, compared to net income of \$288.6 million in fiscal 2005. The increase in net income was attributable to the overall increase in our operations, the increase in interest income and other, net, and the decrease in our effective tax rate partially offset by the increase in restructuring charges, in-process research and development and other, the increase in amortization of purchased intangible assets, and by the inclusion of equity-based compensation expense during fiscal 2006.

Diluted Earnings Per Share. Diluted earnings per share was \$1.48 for fiscal 2006, compared to \$1.35 in fiscal 2005. The increase in diluted earnings per share resulted primarily from the increase in net income. Please see Note 18 to the consolidated financial statements included in this Annual Report.

FISCAL YEARS ENDED SEPTEMBER 30, 2005 AND 2004

The following is a tabular presentation of our results of operations for the fiscal year ended September 30, 2005, compared to the fiscal year ended September 30, 2004. Following the table is a discussion and analysis of our business and results of operations for these years.

YEAR ENDED SEPTEMBER INCREASE 30,			
(DECREASE) -----			
-----	2005	2004	AMOUNT %
-----	-----	-----	-----
(IN			
THOUSANDS) -----			
----- Revenue:			
License.....	\$ 100,044	\$ 76,586	\$ 23,458 30.6%
Service.....	1,938,577	1,697,146	241,431 14.2
			----- 2,038,621
1,773,732	264,889	14.9	-----
----- Operating expenses:			
Cost of			
license.....	4,083		
	5,022	(939)	(18.7)
Cost of			
service.....	1,291,572	1,117,810	173,762 15.5
Research and			
development.....	144,457		
	126,407	18,050	14.3
Selling, general			
and administrative...	232,066	210,384	
	21,682	10.3	
Amortization of purchased			
intangible			
assets.....	15,356	17,909	(2,553) (14.3)
Restructuring charges and			
other.....	12,595	--	12,595 --
			----- 1,700,129
1,477,532	222,597	15.1	-----
----- Operating			
income.....	338,492	296,200	42,292 14.3
Interest			
income and other, net.....	22,303	4,903	17,400 354.9
----- Income before			
income taxes.....	360,795		
	301,103	59,692	19.8
Income			
taxes.....	72,159	66,243	5,916 8.9
----- Net			
income.....	\$ 288,636	\$ 234,860	\$ 53,776 22.9%
	=====	=====	=====

Revenue. Total revenue increased by \$264.9 million, or 14.9%, in fiscal 2005 to \$2,038.6 million from \$1,773.7 million in fiscal 2004. Approximately 32.0% of the increase in total revenue in fiscal 2005 was due to an increase in business related to Managed Services customers, approximately 19.4% was attributable to revenue contributed by DST Innovis and the remainder was attributable to additional revenue from existing and new customers.

License and service revenue from the sale of ICM Enabling Systems was \$1,776.5 million for fiscal 2005, an increase of \$239.5 million, or 15.6%, from fiscal 2004. Approximately 23.2% of the increase was attributable to revenues from Managed Services customers. Approximately 21.5% of the increase was attributable to revenue contributed by DST Innovis, and the remainder was attributable to additional revenue from existing and new customers. License and service revenue from the sale of ICM Enabling Systems represented 87.1% and 86.7% of our total revenue in fiscal 2005 and 2004, respectively. The demand for our ICM Enabling Systems is primarily driven by the need for communications service providers to continue to integrate their billing, CRM and order management systems into Integrated Customer Management products and services.

License and service revenue from the sale of Directory Systems was \$262.1 million for fiscal 2005, an increase of \$25.4 million, or 10.7%, from fiscal 2004. Approximately 88.2% of the increase in Directory Systems revenue in fiscal 2005 was attributable to an increase in business related to Managed Services

customers and the remainder was attributable to additional revenue from existing and new customers. License and service revenue from the sale of Directory Systems represented 12.9% and 13.3% of our total revenue in fiscal 2005 and 2004, respectively. We believe that we are a leading provider of Directory Systems in most of the markets we serve.

In fiscal 2005, revenue from customers in North America, Europe and the rest of the world accounted for 68.3%, 24.0% and 7.7%, respectively, of total revenue compared to 65.9%, 27.1% and 7.0%, respectively, for fiscal 2004. Approximately 35.9% of the increase in revenue from customers in North America was attributable to Managed Services agreements, approximately 21.9% of the increase was attributable to revenue contributed by DST Innovis, and the remainder was attributable to additional revenue from existing and new customers in North America. Revenue from customers in Europe, in absolute amounts, was relatively stable compared to fiscal 2004, and this resulted in a decrease as a percentage of total revenue. The increase in revenue from customers outside of North America and Europe was attributable to additional revenue from existing and new customers.

**Cost of License.** Cost of license consists primarily of amortization of purchased computer software and intellectual property rights. Such amortization is relatively stable from period to period and, absent items that were fully amortized or impaired, is generally fixed in amount. Therefore, an increase or decrease in license revenue could cause a significant fluctuation in cost of license as a percentage of license revenue. In fiscal 2005, cost of license, as a percentage of license revenue, was 4.1% compared to 6.6% in fiscal 2004.

**Cost of Service.** Cost of service consists primarily of costs associated with providing services to customers, including compensation expense, warranty expense and costs of third-party products. Cost of service increased by 15.5% in fiscal 2005 as compared to fiscal 2004. This increase in cost of service was slightly higher than the 14.9% increase in our total revenue in fiscal 2005. As a percentage of revenue, cost of service was 63.4% compared to 63.0% in fiscal 2004. Our gross margin may vary depending on the types and geographic locations of projects that we undertake.

**Research and Development.** As a percentage of revenue, research and development expense was 7.1% in fiscal 2005 and 2004. Research and development expense increased by \$18.1 million, or 14.3%, in fiscal 2005 to \$144.5 million from \$126.4 million in fiscal 2004. Approximately 85.4% of the increase, in absolute amounts, was attributable to the acquisition of DST Innovis. While we continued to upgrade our existing systems in fiscal 2005, we also devoted significant research and development efforts in fiscal 2005 to the integration between our products and a unified user interface in order to enable our customers to adopt an ICM approach. As part of these efforts, in February 2005, we launched a comprehensive portfolio of products, which we refer to as Amdocs 6. Amdocs 6 is our pre-integrated portfolio of modular, billing, CRM, self-service, order management, mediation and content revenue management software products. The majority of our research and development expenditures is directed at our ICM Enabling Systems, and the remainder to Directory Systems. We believe that our research and development efforts are a key element of our strategy and are essential to our success. However, an increase or a decrease in our total revenue, would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin. Please see the discussion above under the caption "Research and Development, Patents and Licenses."

**Selling, General and Administrative.** Selling, general and administrative expense increased by \$21.7 million, or 10.3%, in fiscal 2005 to \$232.1 million from \$210.4 million in fiscal 2004. Selling, general and administrative expense primarily consisted of compensation expense. The increase in selling, general and administrative expense was attributable to an overall increase in our operations, as well as to the increase in our selling and marketing efforts, although the 10.3% increase was less than the 14.9% increase in our total revenue.

**Amortization of Purchased Intangible Assets.** Amortization of purchased intangible assets for fiscal 2005 was \$15.4 million, compared to \$17.9 million in fiscal 2004. The decrease in amortization of purchased intangible assets was due to purchased intangible assets that were fully amortized in fiscal 2004 and in the first three months of fiscal 2005 offset by \$5.4 million in amortization of purchased intangible assets acquired in the DST Innovis and Longshine acquisitions.

**Restructuring Charges, In-Process Research and Development and Other Acquisition Related Costs.** Restructuring charges, in-process research and development and other acquisition related costs in fiscal 2005 consisted of an \$8.1 million restructuring charge related to our restructuring plan in the fourth quarter of fiscal

2005, and a charge of \$4.5 million for the write-off of purchased in-process research and development and other costs related to our acquisition of DST Innovis.

**Operating Income.** Operating income increased by \$42.3 million, or 14.3%, in fiscal 2005, to \$338.5 million, from \$296.2 million in fiscal 2004. Operating income in fiscal 2005 was negatively affected by \$12.6 million in restructuring charges, in-process research and development and other and by the slight increase of cost of service as a percentage of revenue. These negative effects were partially offset by the decrease, as a percentage of revenue, in selling, general and administrative expense.

**Interest Income and Other, Net.** Interest income and other, net increased by \$17.4 million, or 354.9%, in fiscal 2005 to \$22.3 million from \$4.9 million in fiscal 2004. The increase in interest income and other, net, was primarily attributable to the increase in market interest rates on our short-term interest-bearing investments, and to the decrease in our interest expense due to our June 2004 redemption of our 2% Convertible Notes, due 2008, which we refer to as our 2% Notes, partially offset by interest expense on our 0.50% Convertible Senior Notes due 2024, or our 0.50% Notes, which we issued in March 2004.

**Income Taxes.** Income taxes for fiscal 2005 were \$72.2 million on pretax income of \$360.8 million, which resulted in an effective tax rate of 20% compared to 22% in fiscal 2004. Our effective tax rate is dependent on the corporate income tax rates in the various countries in which we operate and the relative magnitude of our business in those countries. The reduction in our effective tax rate in fiscal 2005 was due to our continued expansion into countries with lower income tax rates. See the discussion below under the caption "Effective Tax Rate."

**Net Income.** Net income was \$288.6 million in fiscal 2005, compared to net income of \$234.9 million in fiscal 2004. The increase in net income was attributable to the 14.3% increase in our operating income, the increase in interest income and other, net and the decrease in our effective tax rate during fiscal 2005.

**Diluted Earnings Per Share.** Diluted earnings per share was \$1.35 for fiscal 2005, compared to \$1.08 in fiscal 2004. The increase in diluted earnings per share resulted from the increase in net income and from the reduction in diluted weighted average number of shares outstanding due to our share repurchases during fiscal 2004 and 2005, partially offset by the dilutive effect of our convertible notes. Please see Note 18 to the consolidated financial statements included in this Annual Report.

## LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and short-term interest-bearing investments totaled \$979.4 million as of September 30, 2006, compared to \$1,145.6 million as of September 30, 2005. The decrease during fiscal 2006 is attributable to the use of approximately \$624.8 million in net cash paid in connection with our Cramer and Qpass acquisitions and approximately \$80.7 million for capital expenditures, partially offset by \$429.2 million in positive cash flows from operations and \$106.9 million in proceeds from the exercise of employee stock options. Net cash provided by operating activities amounted to \$429.2 million for fiscal 2006 and \$381.8 million for fiscal 2005. We currently intend to retain our future operating cash flows to support the further expansion of our business, including by acquisitions.

Our policy is to retain substantial cash balances in order to support the growth of the Company. We believe that our current cash balances, cash generated from operations and our current lines of credit will provide sufficient resources to meet our operational needs for at least the next fiscal year.

In March 2004, we issued \$450.0 million aggregate principal amount of our 0.50% Notes through a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act. We used the net proceeds and additional cash resources to retire \$400.2 million of outstanding debt. We also used approximately \$170.1 million of the net proceeds from the sale of the 0.50% Notes to repurchase approximately 6.1 million ordinary shares sold short by purchasers of the 0.50% Notes in negotiated transactions concurrently with the offering. As of September 30, 2006, \$450.0 million aggregate principal amount of our 0.50% Notes were outstanding.

As of September 30, 2006, we had available short-term general revolving lines of credit totaling \$30.9 million, none of which was outstanding. In addition, as of September 30, 2006, we had outstanding letters of credit and bank guarantees from various banks totaling \$8.7 million.

As of September 30, 2006, we had outstanding short-term loans of \$1.7 million, which are secured by specified pledges and guaranties.

The following table summarizes our contractual obligations as of September 30, 2006, and the effect such obligations are expected to have on our liquidity and cash flows in future periods (in millions):

CASH PAYMENTS DUE BY PERIOD -----					
-----					
LESS THAN 1-3 YEARS	1-3 YEARS	4-5 YEARS	OVER 5 YEARS	CONTRACTUAL OBLIGATIONS TOTAL	
-----					
Convertible					
notes.....	\$455.8	\$ 2.4	\$453.4	\$ --	\$ --
Financing					
arrangements.....	1.7	1.7	--	--	Pension
funding.....	19.9	1.9	5.4	3.9	8.7
operating leases.....	293.9				Non-cancelable
	72.8	147.7	48.7	24.7	-----
	-----	-----	\$771.3	\$78.8	\$606.5
	\$52.6	\$33.4	=====	=====	=====
			=====	=====	

Our capital expenditures were approximately \$80.7 million in fiscal 2006. Approximately 80% of these expenditures consisted of purchases of computer equipment with the remainder attributable mainly to leasehold improvements. Our policy is to fund our capital expenditures principally from operating cash flows and we do not anticipate any changes to this policy in the foreseeable future.

From time to time, we have engaged in share repurchase programs in which we repurchase our shares in the open market or privately negotiated transactions and at times and prices we deem appropriate. During fiscal 2004, we purchased approximately 9.9 million of our ordinary shares at a weighted average price of \$22.64 per share. In December 2004, we extended our share repurchase program for the additional repurchase of up to \$100.0 million of our ordinary shares. In accordance with this extension, we repurchased in fiscal 2005 approximately 3.5 million ordinary shares, at an average price of \$28.33 per share and an aggregate purchase price of approximately \$100.0 million.

#### NET DEFERRED TAX ASSETS

As of September 30, 2006, deferred tax assets of \$29.3 million, derived from net capital and operating loss carry forwards related to some of our subsidiaries, were offset by valuation allowances due to the uncertainty of the realizing any tax benefit for such losses. When realization of the tax benefits associated with such net capital and operating losses is deemed more likely than not, the valuation allowance will be released through income taxes or through goodwill.

#### EFFECTIVE TAX RATE

Our effective tax rate for fiscal year 2006 was 14.8%, compared to 20% in fiscal 2005. Our effective tax rate depends on the corporate income tax rates in the various countries in which we operate and the relative magnitude of our business in those countries. We expect our effective tax rate in fiscal 2007 to be between 14% and 16%.

#### CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our consolidated financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent liabilities. On a regular basis, we evaluate and may revise our estimates. We

base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values

of assets and liabilities that are not readily apparent. Actual results could differ materially from the estimates under different assumptions or conditions.

We believe that the estimates, assumptions and judgments involved in the accounting policies described below have the greatest potential impact on our financial statements, so we consider these to be our critical accounting policies. These policies require that we make estimates in the preparation of our financial statements as of a given date. Our critical accounting policies are as follows:

- Revenue recognition and contract accounting
- Tax accounting
- Business combinations
- Equity-based compensation expense
- Goodwill and intangible assets
- Derivative and hedge accounting
- Realizability of long-lived assets
- Accounts receivable reserves

Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other key accounting policies. We believe that, compared to the critical accounting policies listed above, the other policies either do not generally require us to make estimates and judgments that are as difficult or as subjective, or it is less likely that they would have a material impact on our reported consolidated results of operations for a given period.

#### REVENUE RECOGNITION AND CONTRACT ACCOUNTING

We derive our revenue principally from:

- the initial sales of licenses to use our products and related services, including modification, implementation and integration services,
- providing Managed Services and other related services for our solutions, and
- recurring revenue from ongoing support and maintenance provided to our customers, and from incremental license fees resulting from increases in a customer's business volume.

Revenue is recognized only when all of the following conditions have been met: (i) there is persuasive evidence of an arrangement; (ii) delivery has occurred; (iii) the fee is fixed and determinable; and (iv) collectability of the fee is reasonably assured. We usually sell our software licenses as part of an overall solution offered to a customer that combines the sale of software licenses with a broad range of services, which normally include significant customization, modification, implementation and integration. As a result, we generally recognize combined license and service revenue over the course of these long-term projects, using the percentage of completion method of accounting. Initial license fee revenue is recognized as work is performed, using the percentage of completion method of accounting. Subsequent license fee revenue is recognized upon completion of specified conditions in each contract, based on a customer's subscriber or transaction volume or other measurements when greater than the level specified in the contract for the initial license fee. Service revenue that involves significant ongoing obligations, including fees for software customization, implementation and modification, also is recognized as work is performed, under the percentage of completion method of accounting. Revenue from software solutions that do not require significant customization and modification is recognized upon delivery or as services are provided. In Managed Services contracts, we typically recognize revenue from the operation of a customer's system as services are performed based on time elapsed, output produced or volume of data processed, depending on the specific contract terms of the Managed Services arrangement. Typically, Managed Services contracts are long-term in duration and are not subject to seasonality. Revenue from ongoing support services is recognized



as work is performed. Revenue from third-party hardware sales is recognized upon delivery and installation, and revenue from third-party software sales is recognized upon delivery. Maintenance revenue is recognized ratably over the term of the maintenance agreement. A significant portion of our revenue is recognized over the course of long-term projects under the percentage of completion method of accounting. The percentage of completion method requires the exercise of judgment, such as with respect to estimations of progress-to-completion, contract revenue, loss contracts and contract costs. Progress in completing such projects may significantly affect our annual and quarterly operating results.

We follow very specific and detailed guidelines, several of which are discussed above, in measuring revenue; however, certain judgments affect the application of our revenue recognition policy.

Our revenue recognition policy takes into consideration the creditworthiness and past transaction history of each customer in determining the probability of collection as a criterion of revenue recognition. This determination requires the exercise of judgment, which affects our revenue recognition. If we determine that collection of a fee is not reasonably assured, we defer the revenue recognition until the time collection becomes reasonably assured, which is generally upon receipt of cash.

For arrangements with multiple deliverables, we allocate revenue to each component based upon its relative fair value, which is determined in reliance on the specific objective evidence for that element. Such determination is judgmental and for most contracts is based on normal pricing and discounting practices for those elements in similar arrangements.

Revenue from third-party hardware and software sales is recorded at a gross or net amount according to certain indicators. The application of these indicators for gross and net reporting of revenue depends on the relative facts and circumstances of each sale and requires significant judgment.

See Note 2 to the consolidated financial statements included in this document for further information.

#### TAX ACCOUNTING

As part of the process of preparing our consolidated financial statements, we are required to estimate our income tax expense in each of the jurisdictions in which we operate. In the ordinary course of a global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of revenue sharing and reimbursement arrangements among related entities, the process of identifying items of revenue and expenses that qualify for preferential tax treatment and segregation of foreign and domestic income and expense to avoid double taxation. This process involves us estimating our current tax exposure, which is accrued as taxes payable, together with assessing temporary differences resulting from differing treatment of items, such as deferred revenue, for tax and accounting differences. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We may record a valuation allowance to reduce our deferred tax assets to the amount of future tax benefit that is more likely than not to be realized.

Although we believe that our estimates are reasonable and that we have considered future taxable income and ongoing prudent and feasible tax strategies in estimating our tax outcome and in assessing the need for the valuation allowance, there is no assurance that the final tax outcome and the valuation allowance will not be different than those that are reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision, net income and cash balances in the period in which such determination is made.

We have filed or are in the process of filing federal, state and foreign tax returns that are subject to audit by the respective tax authorities. Although the ultimate outcome is unknown, we believe that adequate amounts have been provided for and any adjustments that may result from tax return audits are not likely to have a material, adverse effect on our consolidated results of operations, financial condition or cash flows.

## BUSINESS COMBINATIONS

In accordance with business combination accounting, we allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed, as well as to in-process research and development based on their estimated fair values. We engage third-party appraisal firms to assist management in determining the fair values of certain assets acquired and liabilities assumed. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets.

Management makes estimates of fair value based upon assumptions believed to be reasonable. These estimates are based on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing certain assets acquired and liabilities assumed include but are not limited to: future expected cash flows from license and service sales, maintenance and hosting agreements, customer contracts and acquired developed technologies, expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed, the acquired company's brand awareness and discount rate. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

## EQUITY-BASED COMPENSATION EXPENSE

We account for equity-based compensation in accordance with SFAS No. 123(R), Share-Based Payment. Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the requisite service periods. Determining the fair value of share-based awards at the grant date requires the exercise of judgment. In addition, the exercise of judgment is also required in estimating the amount of share-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, equity-based compensation expense and our results of operations could be materially impacted. Please see further discussion below under the caption "Adoption of New Accounting Standard."

## GOODWILL AND INTANGIBLE ASSETS

We follow SFAS No. 142, "Goodwill and Other Intangible Assets." Under SFAS No. 142, goodwill and intangible assets deemed to have indefinite lives are no longer amortized but are subject to periodic impairment tests in accordance with the Statement. Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. The total purchase price of business acquisitions accounted for using the purchase method is allocated first to identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the fair value of net assets of purchased businesses is recorded as goodwill.

We perform an annual impairment test during the fourth quarter of each fiscal year, or more frequently if impairment indicators are present. We operate in one operating segment, and this segment comprises our only reporting unit. In calculating the fair value of the reporting unit, we used a discounted cash flow methodology. There was no impairment of goodwill upon adoption of SFAS No. 142 and there was no impairment at the annual impairment test date.

## DERIVATIVE AND HEDGE ACCOUNTING

Approximately 70% to 80% of our revenue and 50% to 60% of our operating expenses are denominated in U.S. dollar or linked to the U.S. dollar. We enter into foreign exchange forward contracts and options to hedge a significant portion of our foreign currency exposure to lower fluctuations in revenue and expenses. The majority of our hedging arrangements are classified as cash flow hedges. Accordingly, changes in the fair value of these forward exchange contracts and options are recorded in other comprehensive income (loss). We estimate the fair value of such derivative contracts by reference to forward and spot rates quoted in active markets.

Establishing and accounting for foreign exchange contracts involve judgments, such as determining the nature of the exposure, assessing its amount and timing, and evaluating the effectiveness of the hedging arrangement.

Although we believe that our estimates are accurate and meet the requirement of hedge accounting, actual results differ from these estimates, and such difference could cause fluctuation of our recorded revenue and expenses.

#### REALIZABILITY OF LONG-LIVED ASSETS

We are required to assess the impairment of long-lived assets, other than goodwill, tangible and intangible under SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," on a periodic basis, and if events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment indicators include any significant changes in the manner of our use of the assets or the strategy of our overall business, significant negative industry or economic trends and significant decline in our share price for a sustained period.

Upon determination that the carrying value of a long-lived asset may not be recoverable based upon a comparison of fair value to the carrying amount of the asset, an impairment charge is recorded. We measure fair value using an undiscounted projected future cash flow.

#### ACCOUNTS RECEIVABLE RESERVES

The allowance for doubtful accounts is for estimated losses resulting from the inability of our customers to make required payments. We evaluate accounts receivable to determine if they will ultimately be collected. In performing this evaluation, significant judgments and estimates are involved, such as past experience, credit quality of the customer, age of the receivable balance and current economic conditions that may affect a customer's ability to pay. If collection is not reasonably assured at the time the transaction is consummated, we do not recognize revenue until collection becomes reasonably assured. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The allowance for doubtful accounts is established either through a charge to selling, general and administrative expenses or as a reduction to revenue.

Within the context of these critical accounting policies, we are not currently aware of any reasonably likely events or circumstances that would result in materially different amounts being reported.

#### ADOPTION OF NEW ACCOUNTING STANDARD

##### ACCOUNTING FOR EQUITY-BASED COMPENSATION

Effective October 1, 2005, we adopted FASB Statement No. 123 (revised 2004), "Share-Based Payment," a revision of SFAS No. 123 ("SFAS 123(R)"). SFAS 123(R) supersedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25") and related interpretations, and amends FASB Statement No. 95, "Statement of Cash Flows." Generally, the approach in SFAS 123(R) is similar to the approach described in SFAS 123. However, SFAS 123(R) requires all equity-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. In March 2005, the U.S. Securities and Exchange Commission, or the SEC, issued Staff Accounting Bulletin No. 107 ("SAB 107"), which provides supplemental implementation guidance on SFAS 123(R). We have applied the provisions of SAB 107 in our adoption of SFAS 123(R). Prior to October 1, 2005, we accounted for equity-based payments to employees under the recognition and measurement provisions of APB No. 25. Equity-based compensation expense recognized under SFAS 123(R) for fiscal 2006 was \$46.2 million.

As of September 30, 2006, there was \$63.5 million of unrecognized compensation expense related to nonvested stock options and nonvested restricted stock awards. We recognize compensation costs using the graded vesting attribution method which results in a weighted average period of approximately one year over which the unrecognized compensation expense is expected to be recognized.

We adopted SFAS 123(R) using the modified prospective method. Under this transition method, compensation costs recognized in fiscal 2006 include (a) compensation costs for all stock-based payments granted prior to, but that had not yet vested as of, October 1, 2005, based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS 123, and (b) compensation costs for the equity-based payments granted subsequent to October 1, 2005, based on the grant date fair value estimated in accordance with SFAS 123(R). Our consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). We selected the Black-Scholes option pricing model as the most appropriate fair value method for our stock-options awards and value restricted stock based on the market value of the underlying shares at the date of grant. We recognize compensation costs using the graded vesting attribution method that results in an accelerated recognition of compensation costs in comparison to the straight line method.

As a result of adopting SFAS 123(R) on October 1, 2005, our income before income taxes for fiscal 2006 (not including restricted stock expense) was \$40.4 million lower than if we had continued to account for equity-based compensation under APB No. 25. Net income for fiscal 2006 (not including restricted stock expense) was \$35.7 million lower than if we had continued to account for equity-based compensation under APB No. 25. Basic earnings per share for fiscal 2006 was \$0.17 lower than if we had continued to account for equity-based compensation under APB No. 25. Diluted earnings per share for fiscal 2006 was \$0.15 lower than if we had continued to account for equity-based compensation under APB No. 25.

Prior to the adoption of SFAS 123(R), we presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the statement of cash flows. SFAS 123(R) requires the cash flows resulting from the tax deductions in excess of the compensation costs recognized for those stock options to be classified as financing cash flows. The \$0.7 million excess tax benefit classified as financing cash inflows would have been classified as an operating cash inflow if we had not adopted SFAS 123(R).

We use a combination of implied volatility of the Company's traded options and historical stock price volatility ("blended volatility") as the expected volatility assumption required in the Black-Scholes option valuation model. Prior to October 1, 2005, we had used our historical stock price volatility in accordance with SFAS 123 for purpose of presenting pro forma information. The selection of the blended volatility approach was based upon the availability of traded options on our shares and our assessment that blended volatility is more representative of future share price trends than historical volatility. As equity-based compensation expense recognized in the Consolidated Statement of Operations for fiscal 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In our pro forma information required under SFAS 123 for the periods prior to fiscal 2006, we accounted for forfeitures as they occurred.

#### RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," an amendment of FASB Statements No. 87, 88, 106 and 132(R) ("SFAS 158"). SFAS 158 requires an entity to recognize in its statement of financial position an asset for a defined benefit postretirement plan's overfunded status or a liability for a plan's underfunded status, measure a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the employer's fiscal year, and recognize changes in the funded status of a defined benefit postretirement plan in comprehensive income in the year in which the changes occur.

SFAS 158 does not change the amount of net periodic benefit cost included in net income or address the various measurement issues associated with postretirement benefit plan accounting. The requirement to recognize the funded status of a defined benefit postretirement plan and the disclosure requirements are effective for fiscal years ending after December 15, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal

years ending after December 15, 2008. We are currently evaluating the effect that the application of SFAS 158 will have on our consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS 157 will be effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We are currently evaluating the effect that the application of SFAS 157 will have on our consolidated results of operations and financial condition.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, "Financial Statements -- Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"). SAB 108 requires companies to quantify the impact of all correcting misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. SAB 108 is effective for fiscal years ending after November 15, 2006. We do not believe SAB 108 will have a material effect on our financial statements and related disclosures.

In June 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," An Interpretation of SFAS No. 109, ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return that results in a tax benefit. Additionally, FIN 48 provides guidance on de-recognition, income statement classification of interest and penalties, accounting in interim periods, disclosure, and transition. This interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the effect that the application of FIN 48 will have on our consolidated results of operations and financial condition.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments," an amendment of FASB Statement No. 133 and 140 ("FAS 155"), which permits fair value measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, with changes in fair value recognized in earnings. The fair-value election will eliminate the need to separately recognize certain derivatives embedded in hybrid financial instruments under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. We are currently evaluating the effect of SFAS 155, which is effective for all financial instruments acquired or issued after the beginning of the first fiscal year that begins after September 15, 2006.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### DIRECTORS AND SENIOR MANAGEMENT

We rely on the executive officers of our principal operating subsidiaries to manage our business. In addition, Amdocs Management Limited, our management subsidiary, performs certain executive coordination functions for all of our operating subsidiaries.

As of November 30, 2006, our directors, senior managers and key employees upon whose work we are dependent were as follows:

NAME	AGE	POSITION
Bruce K. Anderson	66	Chairman of the Board, Amdocs Limited
Gardner	44	Director and Chairman of the Audit Committee, Amdocs Limited
Charles E. Foster	70	Director and Chairman of the Nominating and Corporate Governance Committee, Amdocs Limited
James S. Kahan	59	Director and Chairman of the Compensation Committee, Amdocs Limited
Julian A. Brodsky	73	Director, Amdocs Limited
Nehemia Lemelbaum	64	Director, Amdocs Limited
John T. McLennan	61	Director, Amdocs Limited
Robert A. Minicucci	54	Director, Amdocs Limited
Simon Olswang	63	Director, Amdocs Limited
Mario Segal	59	Director, Amdocs Limited
Joseph Vardi	64	Director, Amdocs Limited
Dov Baharav	56	Director, Amdocs Limited; President and Chief Executive Officer, Amdocs Management Limited
Eli Gelman	48	Director, Amdocs Limited; Executive Vice President and Chief Operating Officer, Amdocs Management Limited
Ron Moskowitz	43	Senior Vice President and Chief Financial Officer, Amdocs Management Limited
Harel Kodesh	48	Senior Vice President and Chief Products Officer, Amdocs Management Limited
Michael Matthews	50	

Senior Vice  
President and Chief  
Marketing Officer,  
Amdocs Management  
Limited Thomas G.  
O'Brien..... 46  
Treasurer and  
Secretary, Amdocs  
Limited Spyros  
Christodoulides...  
45 Managing  
Director, Amdocs  
Development Limited

- - - - -

- (1) Member of the Audit Committee
- (2) Member of the Compensation Committee
- (3) Member of the Nominating and Corporate Governance Committee
- (4) Member of the Executive Committee

Bruce K. Anderson has been Chairman of the Board of Directors of Amdocs since September 1997. Since August 1978, Mr. Anderson has been a general partner of Welsh, Carson, Anderson & Stowe ("WCAS"), an investment firm that specializes in the acquisition of companies in the information and business services and health care industries. Until September 2003, investment partnerships affiliated with WCAS had been among our largest shareholders. Mr. Anderson served for nine years with Automated Data Processing, Inc. ("ADP") until his resignation as Executive Vice President and a director of ADP, and President of ADP International, effective August 1978. Mr. Anderson serves on the board of Alliance Data Systems, Inc., a publicly held company that provides transaction, credit and marketing services to large consumer based businesses.

Adrian Gardner has been a director of Amdocs since April 1998 and is Chairman of the Audit Committee. Mr. Gardner is the Chief Financial Officer and a director of ProStrakan Group plc, a

pharmaceuticals company based in the United Kingdom and listed on the London Stock Exchange, which he joined in April 2002. Prior to joining ProStrakan, he was a Managing Director of Lazard LLC, based in London, where he worked with technology- and telecommunications-related companies. Prior to joining Lazard in 1989, Mr. Gardner qualified as a chartered accountant with Price Waterhouse (now PricewaterhouseCoopers). Mr. Gardner is a member of the Institute of Chartered Accountants in England & Wales.

Charles E. Foster has been a director of Amdocs since December 2001 and is Chairman of the Nominating and Corporate Governance Committee. He was Chairman of the Board of Prodigy Communications Corporation from June until November 2001. From April 1997 until June 2001, Mr. Foster served as Group President of SBC, where he was responsible, at various times, for engineering, network, centralized services, marketing and operations, information systems, procurement, treasury, international operations, wireless services, merger integration, real estate, yellow pages and cable TV operations. On November 18, 2005, SBC acquired AT&T Corp. and became AT&T Inc., which we refer to as AT&T. AT&T, together with its affiliates, holds 5.2% of our outstanding ordinary shares and is a significant customer of ours. Mr. Foster serves as trustee of the Southwest Foundation for Bio-Medical Research, a non-profit research institute. Mr. Foster is a member of the Texas Society of Professional Engineers and a director of Morningside Ministries, a non-profit operator of nursing homes in the San Antonio area.

James S. Kahan has been a director of Amdocs since April 1998 and is Chairman of the Compensation Committee. Since 1983, he has worked at SBC, which is now known as AT&T, and currently serves as a Senior Executive Vice President, a position he has held since 1992. AT&T, together with its affiliates, holds 5.2% of our outstanding ordinary shares and is a significant customer of ours. Prior to joining AT&T, Mr. Kahan held various positions at several telecommunications companies, including Western Electric, Bell Laboratories, South Central Bell and AT&T Corp.

Julian A. Brodsky has been a director of Amdocs since July 2003. Mr. Brodsky has served as a director and as Vice Chairman of Comcast Corporation for more than five years. Prior to November 2002, he served as a director and Vice Chairman of Comcast Holdings for more than five years. For five years prior to May 2004, Mr. Brodsky was Chairman of Comcast Interactive Capital, LP, a venture fund affiliated with Comcast. He is also a director of RBB Fund, Inc.

Nehemia Lemelbaum has been a director of Amdocs since December 2001 and was a Senior Vice President of Amdocs Management Limited from 1985 until January 2005. He joined Amdocs in 1985, with initial responsibility for U.S. operations. Mr. Lemelbaum led our development of graphic products for the yellow pages industry and later led our development of customer care and billing systems, as well as our penetration into that market. Prior to joining Amdocs, he served for nine years with Contahal Ltd., a leading Israeli software company, first as a senior consultant, and later as Managing Director. From 1967 to 1976, Mr. Lemelbaum was employed by the Ministry of Communications of Israel (the organization that predated Bezeq, the Israel Telecommunication Corp. Ltd.), with responsibility for computer technology in the area of business data processing.

John T. McLennan has been a director of Amdocs since November 1999. From May 2000 until June 2004, he served as Vice-Chair and Chief Executive Officer of Allstream (formerly AT&T Canada). Mr. McLennan founded and was the President of Jenmark Consulting Inc. from 1997 until May 2000. From 1993 to 1997, Mr. McLennan served as the President and Chief Executive Officer of Bell Canada. Prior to that, he held various positions at several telecommunications companies, including BCE Mobile Communications and Cantel Inc. Mr. McLennan is also a director of Manitoba Telephone Systems, Air Canada Enterprises, Emera Inc., a Canadian publicly held energy services company, Hummingbird Ltd., a Canadian publicly held enterprise management software company, Medisys Health Group Inc., a Canadian publicly held health services company, and several other private software and communication companies.

Robert A. Minicucci has been a director of Amdocs since September 1997. He has been a general partner of WCAS since 1993. From 1992 to 1993, Mr. Minicucci served as Senior Vice President and Chief Financial Officer of First Data Corporation, a provider of information processing and related services for credit card and other payment transactions. From 1991 to 1992, he served as Senior Vice President and Treasurer of the



American Express Company. He served for twelve years with Lehman Brothers (and its predecessors) until his resignation as a Managing Director in 1991. Mr. Minicucci is also a director of Alliance Data Systems, Inc., a publicly held company, and several private companies.

Simon Olswang has been a director of Amdocs since November 2004. In 2002, Mr. Olswang retired as Chairman of Olswang, a media and communications law firm in the United Kingdom that he founded in 1981. He is a member of the Boards of Directors of The British Library, DIC Entertainment Corporation and the British Screen Advisory Council, and he has served as a non-executive director of a number of companies and organizations, including Aegis Group plc, The Press Association and the British Film Institute. Mr. Olswang serves as Chairman of Governors of Langdon College of Further (Special) Education in Salford, of which he is a co-founder and trustee.

Mario Segal has been a director of Amdocs since December 2001 and served as a Senior Vice President and the Chief Operating Officer of Amdocs Management Limited from 1995 until July 2002. He joined Amdocs in 1984 as Senior Vice President and was a leading member of the team that developed our directory automation systems and our customer care and billing systems platform. Prior to joining Amdocs, Mr. Segal was an account manager for a major North American yellow pages publisher and prior thereto managed the computer department of a major Israeli insurance company, leading large-scale software development projects and strategic planning of automation systems.

Joseph Vardi has been a director of Amdocs since November 2006. He co-founded numerous technology and other companies, including Advanced Technology Ltd, International Technologies Lasers Ltd and Contigo Mobility Inc. In 1998, Dr. Vardi served as chairman of Mirabilis Ltd., which created ICQ, the first internet-wide instant messaging application, and which was acquired by America Online Inc in 1998. Dr. Vardi has served as an advisor to AOL since 1999. From 2003 to 2005, Dr. Vardi served as an advisor to Amazon Inc. Since May 2006, he has served as an advisor to Commtouch Software Ltd., an email security company, and since April 2006, he has served as an advisor to RichFX Inc, a rich media merchandising company. From 1970 to 1974, Dr. Vardi was Director General of the Israeli Ministry of Development, and from 1977 to 1979, he was Director General of the Ministry of Energy and the chairman of the Israeli National Oil Company. From 1971 to 1974 he was chairman of Israel Chemicals LTD., Israel's largest natural resources company. Dr. Vardi has served on the boards of numerous government and private corporations, including the advisory board of the Central Bank of Israel, Israel Electric Corp., Bezeq, Scitex and Israel Oil Refineries LTD.

Dov Baharav has been a director of Amdocs and the President and Chief Executive Officer of Amdocs Management Limited, our wholly owned subsidiary, since July 2002. Mr. Baharav has overall coordination responsibilities for the operations and activities of our operating subsidiaries. In 1991, Mr. Baharav joined Amdocs Inc., our principal wholly owned U.S. subsidiary, serving as its Vice President and then President in St. Louis, Missouri until 1995. From 1995 until July 2002, Mr. Baharav was a Senior Vice President and the Chief Financial Officer of Amdocs Management Limited. Prior to joining Amdocs, Mr. Baharav served as Chief Operating Officer of Optrotech Ltd., a publicly held company that develops, manufactures and markets electro-optical devices.

Eli Gelman has been a director of Amdocs and the Executive Vice President of Amdocs Management Limited since July 2002 and its Chief Operating Officer since October 2006. Mr. Gelman has more than 28 years of experience in the software industry, including the last 17 years with Amdocs. Prior to his current position, he was a division president, where he headed our United States sales and marketing operations and helped spearhead our entry into the customer care and billing systems market. Before that, Mr. Gelman was an account manager for our major European and North American installations, and has led several major software development projects. Before joining Amdocs, Mr. Gelman was involved in the development of real-time software systems for communications networks.

Ron Moskowitz has been Senior Vice President and the Chief Financial Officer of Amdocs Management Limited since July 2002, and has overall responsibility for the financial reporting, treasury, planning and control, operations and investor relations of our operating subsidiaries. Mr. Moskowitz joined Amdocs in 1998 and served until July 2002 as Vice President of Finance. He has been responsible for the Company's financial organization, and was involved in Amdocs' initial public offering, merger and acquisition activities and various other financial operations. Prior to joining Amdocs, Mr. Moskowitz served in various senior financial

positions with Tower Semiconductor, a publicly held semiconductor manufacturer. Mr. Moskovitz is a Certified Public Accountant (Isr) and holds an MBA degree.

Harel Kodesh has been the Chief Products Officer of Amdocs Management Limited since 2003. Mr. Kodesh oversees Amdocs' product activities and is responsible for the company's technological vision and execution. From 2000 until 2003, Mr. Kodesh served as president and chief executive officer of Wingcast LLC, a joint venture between Qualcomm Inc. and Ford Motor Company formed to offer telecommunications and other technology services for vehicles. Between 1990 and 2000, Mr. Kodesh held executive positions at Microsoft Corp., where he served from 1998 until 2000 as vice president of its information appliances division.

Michael Matthews has been with Amdocs since February 2003 and is the Chief Marketing Officer of Amdocs Management Limited. He has more than twenty-five years experience across a broad spectrum of disciplines in high technology companies. From 1999 until February 2003, he was an early investor, strategist and operating executive at Groove Networks, a privately held start-up technology company. From 1996 through 1999, Mr. Matthews was executive vice president, worldwide marketing for PLATINUM Technology Inc., a database management company that has since been acquired by Computer Associates International Inc. Mr. Matthews began his career in Australia selling computers for NCR Corporation and has also worked with Digital Equipment Corp. and Sterling Software Inc. as sales and marketing manager and vice president, business development, respectively. He holds a degree in Civil Engineering from the University of Queensland (Australia).

Thomas G. O'Brien has been Treasurer and Secretary of Amdocs Limited since 1998 and has held other financial management positions within Amdocs since 1995. From 1993 to 1995, Mr. O'Brien was Controller of Big River Minerals Corporation, a diversified natural resources company. From 1989 to 1993, Mr. O'Brien was the Assistant Controller for Big River Minerals Corporation. From 1983 to 1989, Mr. O'Brien was with Arthur Young and Company (now Ernst & Young LLP). Mr. O'Brien is a member of the American Institute of Certified Public Accountants.

Spyros Christodoulides is Managing Director of Amdocs Development Limited. Mr Christodoulides joined Amdocs in March 2006 and is also the Financial Controller of Amdocs Development Limited in Cyprus. Prior to joining Amdocs, Mr. Christodoulides worked for almost sixteen years for Reuters, a global information company, where he held several senior financial positions. Mr Christodoulides is a member of the American Institute of Certified Public Accountants and of the Cyprus Institute of Certified Public Accountants and he is a registered auditor in Cyprus.

#### COMPENSATION

Our directors who are not employees of the Company, which we refer to as our Non-Employee Directors, receive compensation for their services as directors in the form of cash and options to purchase ordinary shares. Our compensation policy provides that each Non-Employee Director receives an annual cash payment of \$35,000. Each member of our Audit and Executive Committees who is a Non-Employee Director receives an annual cash payment of \$10,000. In addition, the chairmen of our Audit and Executive Committees each receive an annual cash payment of \$10,000 and the chairmen of our Compensation and Nominating and Corporate Governance Committees each receive an annual cash payment of \$5,000. Upon election or appointment to our Board of Directors, each Non-Employee Director also receives an initial option grant for the purchase of 12,000 ordinary shares. Thereafter, Non-Employee Directors receive an annual option grant for the purchase of 11,500 ordinary shares. All option grants to our Non-Employee Directors vest as to one-quarter of the shares immediately, with the remainder vesting annually in three equal installments. The exercise price of all options granted to our Non-Employee Directors is the NYSE closing price of our shares on the last trading day preceding the grant date. Each Non-Employee Director receives \$1,500 per meeting of the Board of Directors and \$1,000 per meeting of a committee of the Board of Directors, except for Non-Employee Directors who are members of our Audit Committee or Executive Committee, who each receive \$2,000 per meeting. We reimburse all of our directors for their reasonable travel expenses incurred in connection with attending Board or committee meetings.

During fiscal 2006, we granted to ten Non-Employee Directors options to purchase an aggregate of 75,000 ordinary shares at a weighted average price of \$27.60 per share, with vesting over three year terms.

All options were granted pursuant to our 1998 Stock Option and Incentive Plan, as amended. See discussion below -- "Share Ownership -- Employee Stock Option and Incentive Plan".

A total of 18 persons who served either as directors of Amdocs or members of its administrative, supervisory or management bodies during all or part of fiscal 2006 received remuneration from Amdocs. The aggregate remuneration paid by us to such persons was approximately \$8.9 million, which includes amounts set aside or accrued to provide pension, retirement or similar benefits, but does not include amounts expended by us for automobiles made available to such persons, expenses (including business travel, professional and business association dues) or other fringe benefits. Included in this amount is remuneration to one former officer for the applicable portion of fiscal 2006.

#### BOARD PRACTICES

Our Board of Directors is comprised of 13 directors, 12 of whom were elected to our Board of Directors at our annual meeting of shareholders on January 19, 2006, and one of whom was elected by our Board of Directors on November 1, 2006. All directors hold office until the next annual meeting of our shareholders, which generally is in January of each calendar year, or until their respective successors are duly elected and qualified or their positions are earlier vacated by resignation or otherwise.

Executive officers of Amdocs are elected by the Board of Directors on an annual basis and serve until the next annual meeting of the Board of Directors or until their respective successors have been duly elected and qualified or their positions are earlier vacated by resignation or otherwise. The executive officers of each of the Amdocs subsidiaries are elected by the board of directors of such subsidiary on an annual basis and serve until the next annual meeting of such board of directors or until their respective successors have been duly elected and qualified or their positions are earlier vacated by resignation or otherwise.

Other than the employment agreements between us and the President and Chief Executive Officer of Amdocs Management Limited, and the Executive Vice President and Chief Operating Officer of Amdocs Management Limited, which provide for immediate cash severance upon termination of employment, there are currently no service contracts in effect between us and any of our directors providing for immediate cash severance upon termination of their employment.

#### BOARD COMMITTEES

Our Board of Directors has formed four committees set forth below. Members of each committee are appointed by the Board of Directors.

The Audit Committee reviews, acts on and reports to the Board of Directors with respect to various auditing and accounting matters, including the selection of our independent registered public accounting firm, the scope of the annual audits, fees to be paid to our independent registered public accounting firm, the performance of our independent registered public accounting firm, and assists with the Board of Directors' oversight of our accounting practices, financial statement integrity and compliance with legal and regulatory requirements, including establishing and maintaining adequate internal control over financial reporting. The current members of our Audit Committee are Messrs. Gardner (Chair), Foster, McLennan and Olswang, all of whom are independent directors, as defined by the rules of the NYSE, and pursuant to the categorical director independence standards adopted by our Board of Directors. The Board of Directors has determined that Mr. Gardner is an "audit committee financial expert" as defined by rules promulgated by the SEC, and that each member of the Audit Committee is financially literate as required by the rules of the NYSE. The Audit Committee written charter is available on our website at [www.amdocs.com](http://www.amdocs.com).

The Nominating and Corporate Governance Committee identifies individuals qualified to become members of our Board of Directors, recommends to the Board of Directors the persons to be nominated for election as directors at the annual general meeting of shareholders, develops and makes recommendations to the Board of Directors regarding our corporate governance principles and oversees the evaluations of our

Board of Directors and our management. The current members of the Nominating and Corporate Governance Committee are Messrs. Foster (Chair), Brodsky, Gardner, Kahan and Segal, all of whom are independent directors, as required by the NYSE listing standards, and pursuant to the categorical director independence standards adopted by our Board of Directors. The Nominating and Corporate Governance Committee written charter is available on our website at [www.amdocs.com](http://www.amdocs.com). The Nominating and Corporate Governance Committee has approved corporate governance guidelines that are also available on our website at [www.amdocs.com](http://www.amdocs.com).

The Compensation Committee discharges the responsibilities of our Board of Directors relating to the compensation of the Chief Executive Officer of Amdocs Management Limited and makes recommendations to our Board of Directors with respect to the compensation of our other executive officers. The current members of our Compensation Committee are Messrs. Kahan (Chair), Anderson and Minicucci, all of whom are independent directors, as defined by the rules of the NYSE, and pursuant to the categorical director independence standards adopted by our Board of Directors. The Compensation Committee written charter is available on our website at [www.amdocs.com](http://www.amdocs.com).

The Executive Committee has such responsibilities as may be delegated to it from time to time by the Board of Directors. The current members of our Executive Committee are Messrs. Anderson (Chair), Baharav, Kahan, Lemelbaum and Minicucci.

Our independent directors receive no compensation from the Company, except in connection with their membership on the Board of Directors and its committees as described above regarding Non-Employee Directors under "-- Compensation".

#### WORKFORCE PERSONNEL

The following table presents the approximate number of our workforce as of each date indicated, by function and by geographical location:

AS OF SEPTEMBER 30, -----	2006	2005	2004	-----	-----	-----	-----
							Software
							and Information Technology
Israel.....	4,686	4,090	4,100				North
America.....							
	4,391	4,173	3,400				Rest of
World.....						5,749	
	3,747	2,100				14,826	12,010
					9,600		Management and
Administration.....						1,408	
	1,190	1,000					Total
workforce.....							
	16,234	13,200	10,600	=====	=====	=====	

As of September 30, 2006, our workforce consisted of approximately 14,800 software and information technology specialists, engaged in research, development, consulting, maintenance and support activities, and approximately 1,400 management and administrative professionals.

As a company with global operations, we are required to comply with various labor and immigration laws throughout the world, including laws and regulations in Australia, Brazil, Canada, China, Cyprus, Europe, India, Israel, Japan, Mexico, South Africa and the United States. Our employees in Europe are protected, in some countries, by mandatory collective bargaining agreements. To date, compliance with such laws has not been a material burden for us. As the number of our employees increases over time in particular countries, our compliance with such regulations could become more burdensome.

Our principal operating subsidiaries are not party to any collective bargaining agreements. However, our Israeli subsidiaries are subject to certain labor-related statutes and to certain provisions of general extension orders issued by the Israeli Ministry of Labor and Welfare. A significant provision applicable to all employees in Israel under collective bargaining agreements and extension orders is an adjustment of wages in relation to

increases in the consumer price index, or CPI. The amount and frequency of these adjustments are modified from time to time.

Some employees in Canada have union representation. In addition, all employees in Brazil, including members of management, are represented by unions. Collective bargaining between employers and unions is mandatory, negotiated annually, and covers work conditions, including cost of living increases, minimum wages that exceed government thresholds and overtime pay.

We consider our relationship with our employees to be good and have never experienced an organized labor dispute, strike or work stoppage.

#### SHARE OWNERSHIP

##### SECURITY OWNERSHIP OF DIRECTORS AND SENIOR MANAGEMENT AND CERTAIN KEY EMPLOYEES

As of November 30, 2006, the aggregate number of our ordinary shares beneficially owned by our directors and officers was 17,607,162 shares. This number includes 10,747,698 ordinary shares held by AT&T, since Mr. Kahan, Senior Executive Vice President of AT&T, serves on our Board of Directors, and accordingly, he may be deemed to be the beneficial owner of the shares held by AT&T. Mr. Kahan disclaims beneficial ownership of such shares. Historically, this number also included shares held by WCAS, since Messrs. Anderson and Minicucci, affiliates of WCAS, serve on our Board of Directors. As of September 24, 2003, various investment partnerships affiliated with WCAS ceased to be shareholders of the Company. See "Major Shareholders and Related Party Transactions". As of November 30, 2006, other than Mr. Kahan, none of our directors or officers beneficially owned 1% or more of our outstanding ordinary shares.

Beneficial ownership by a person, as of a particular date, assumes the exercise of all options and warrants held by such person that are currently exercisable or are exercisable within 60 days of such date.

##### STOCK OPTION AND INCENTIVE PLAN

Our Board of Directors has adopted, and our shareholders have approved, our 1998 Stock Option and Incentive Plan, as amended (the "1998 Plan"), pursuant to which up to 46,300,000 of our Ordinary Shares may be issued. The 1998 Plan expires on January 17, 2016.

The 1998 Plan provides for the grant of restricted shares, stock options and other stock-based awards to our directors, officers, employees and consultants. The purpose of the 1998 Plan is to enable us to attract and retain qualified personnel and to motivate such persons by providing them with an equity participation in the Company. As of September 30, 2006, of the 46,300,000 ordinary shares available for issuance under the 1998 Plan, 12,790,097 ordinary shares had been issued as a result of option exercises and restricted shares issuance, under the provisions of the 1998 Plan, and 11,247,751 ordinary shares remained available for future grants. As of November 30, 2006, there were outstanding options to purchase an aggregate of 22,480,888 ordinary shares at exercise prices ranging from \$1.92 to \$78.31 per share and an aggregate of 731,149 restricted shares.

The 1998 Plan is administered by a committee, which determines all the terms of the awards (subject to the above), including which employees, directors or consultants are granted awards. The Board of Directors may amend or terminate the 1998 Plan, provided that shareholder approval is required to increase the number of ordinary shares available under the 1998 Plan, to materially increase the benefits accruing to participants, to change the class of employees eligible for participation, to decrease the basis upon which the minimum exercise price of options is determined or to extend the period in which awards may be granted or to grant an option that is exercisable for more than ten years. Ordinary shares acquired upon exercise of an award are subject to certain restrictions on sale, transfer or hypothecation. No awards may be granted after January 2016.

As a result of acquisitions, as of September 30, 2006, we are obligated to issue (and have reserved for issuance) an additional 531,794 ordinary shares upon exercise of options that had previously been granted under the option plans of the acquired companies and were exchanged for options to purchase our ordinary shares. These options have exercise prices ranging from \$0.38 to \$71.97 per share. No additional options have been or will be granted under these predecessor plans.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

MAJOR SHAREHOLDERS

The following table sets forth specified information with respect to the beneficial ownership of the ordinary shares as of November 30, 2006 of (i) any person known by us to be the beneficial owner of more than 5% of our ordinary shares, and (ii) all of our directors and executives officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC and, unless otherwise indicated, includes voting and investment power with respect to all ordinary shares, subject to community property laws, where applicable. The number of ordinary shares used in calculating the percentage beneficial ownership included in the table below is based on 207,415,797 ordinary shares outstanding as of November 30, 2006.

OWNED OWNERSHIP	SHARES	BENEFICIALLY OWNED	PERCENTAGE	NAME AND ADDRESS
(1)	19,359,027	9.3%	500 Boylston Street, 15th Floor Boston, Massachusetts 02116 AT&T Inc.	
(2)	10,747,698	5.2%	175 E. Houston Street San Antonio, Texas 78205-2233 All directors and executive officers as a group (18 persons)	
(3)	17,607,162	8.5		

- (1) The address of Massachusetts Financial Services Company ("MFS") is 500 Boylston Street, Boston, Massachusetts 02116. Based on a Schedule 13G filed by MFS with the SEC on February 14, 2006, as of December 31, 2005, MFS has sole voting power over 19,164,807 of our ordinary shares and sole dispositive power over 19,359,027 ordinary shares.
- (2) The address of AT&T Inc. is 175 East Houston, San Antonio, Texas 78205. Based upon information provided to us by AT&T, as of November 30, 2006, AT&T beneficially owned 10,747,698 of our ordinary shares. James S. Kahan, Senior Executive Vice President of AT&T, serves on our Board of Directors.
- (3) Includes ordinary shares held by AT&T. See footnote 2 above. Mr. Kahan, Senior Executive Vice President of AT&T, serves on our Board of Directors and, accordingly, may be deemed to be the beneficial owner of the ordinary shares held by AT&T. Mr. Kahan disclaims beneficial ownership of such shares. Also includes options granted to our directors and executive officers that are exercisable within 60 days of November 30, 2006.

Over the last three years, our major shareholders have included our directors and executive officers as a group, AT&T, Fidelity Management and Research, or FMR, which became a major shareholder in fiscal 2003, MFS, which became a major shareholder in September 2003, and other institutional investors. AT&T's share ownership has decreased to 5.2% as of November 30, 2006 from 9.1% in November 2002. FMR ceased to be a major shareholder in fiscal 2004.

As of November 30, 2006, our ordinary shares were held by 224 recordholders. Based on a review of the information provided to us by our transfer agent, 166 recordholders, holding approximately 99% of our outstanding ordinary shares held of record, were residents of the United States.

RELATED PARTY TRANSACTIONS

In addition to being a major shareholder, AT&T, and some of its operating subsidiaries, are also significant customers of ours. During fiscal 2006 and 2005, AT&T and those subsidiaries accounted for approximately 10% or more of our revenue in each of these years. We expect that revenue currently attributable to Cingular will become attributable to AT&T in fiscal 2007 as a result of the pending acquisition of Bell South by AT&T, pursuant to which we expect AT&T will acquire complete ownership of Cingular. Mr. Kahan, a member of our Board of Directors, is also Senior Executive Vice President of AT&T.

AT&T is also a beneficial owner of companies that provide certain miscellaneous support services to us in United States.



## ITEM 8. FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

See "Financial Statements" for our audited Consolidated Financial Statements and Financial Statement Schedule filed as part of this Annual Report.

### LEGAL PROCEEDINGS

The Company is involved in various legal proceedings arising in the normal course of its business. The Company does not believe that the ultimate resolution of these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

### DIVIDEND POLICY

After the payment of dividends in 1998 that followed a corporate reorganization, we decided in general to retain earnings to finance the development of our business, and we have not paid any cash dividends on our ordinary shares since that time. The payment of any future dividends will be paid by us based on conditions then existing, including our earnings, financial condition and capital requirements, as well as other conditions we deem relevant. The terms of any debt that we may incur could effectively limit our ability to pay dividends.



ITEM 9. THE OFFER AND LISTING

Our ordinary shares have been quoted on the NYSE since June 19, 1998, under the symbol "DOX". The following table sets forth the high and low reported sale prices for our ordinary shares for the periods indicated:

HIGH	LOW	-----	-----	FISCAL YEAR ENDED SEPTEMBER 30
2002.....				
		\$39.25	\$ 6.10	
2003.....				
		\$27.25	\$ 5.85	
2004.....				
		\$30.69	\$18.08	
2005.....				
		\$30.96	\$20.70	
2006.....				
	\$41.01	\$24.30	QUARTER Fiscal 2005: First	
Quarter.....				\$27.56
			\$20.70 Second	
Quarter.....				\$30.66
			\$24.29 Third	
Quarter.....				\$30.96
			\$25.48 Fourth	
Quarter.....				\$30.30
	\$25.97	Fiscal 2006: First		
Quarter.....				\$28.91
			\$24.30 Second	
Quarter.....				\$36.07
			\$27.00 Third	
Quarter.....				\$39.15
			\$33.20 Fourth	
Quarter.....				\$41.01
	\$32.89	Fiscal 2007: First Quarter (through December 8,		
2006).....		\$40.74	\$36.38 MOST RECENT SIX	
			MONTHS June,	
2006.....				\$38.09
			\$33.20 July,	
2006.....				\$38.00
			\$32.89 August,	
2006.....				\$38.50
			\$34.25 September,	
2006.....				\$41.01
			\$37.80 October,	
2006.....				\$40.74
			\$38.62 November,	
2006.....				\$40.24
			\$36.38	

ITEM 10. ADDITIONAL INFORMATION

MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company is registered at the Greffe (Companies Registry) in Guernsey, the Channel Islands and has been assigned company number 19528, with its registered office situated at Suite 5, Tower Hill House, Le Bordage, St Peter Port, Island of Guernsey, GY1 3QT, Channel Islands. The telephone number at that location is +44-1481-728444.

The purpose of the Company is to perform any and all corporate activities permissible under Guernsey law, as set forth in detail at Clause 3(1) to (37) of the Memorandum of Association of the Company (the "Memorandum of Association").

Article 21(2) of the Amended and Restated Articles of Association of the Company (the "Articles of Association") provides that a director may vote in respect of any contract or arrangement in which such director has an interest notwithstanding such director's interest and an interested director will not be liable to the Company for any profit realized through any such contract or arrangement by reason of such director holding the office of director. Article 20 of the Articles of Association provides that the remuneration of the

directors shall from time to time be determined by the Company by ordinary resolution, but that the directors are authorized to determine from time to time the remuneration for any outside or unaffiliated directors. Article 22 provides that directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue securities whether outright or as security for any debt, liability or obligation of the Company for any third party. Such borrowing powers can only be altered through an amendment to the Articles of Association. Directors of the Company are not required to own shares of the Company in order to serve as directors.

The share capital of the Company is L5,750,000 divided into (i) 25,000,000 preferred shares with a par value of L0.01 per share and (ii) 550,000,000 ordinary shares with a par value of L0.01 per share, consisting of 500,000,000 voting ordinary shares and 50,000,000 non-voting ordinary shares. As of September 30, 2006, 206,792,730 ordinary shares were outstanding (net of treasury shares) and no non-voting ordinary shares or preferred shares were outstanding. The rights, preferences and restrictions attaching to each class of the shares are as follows:

#### PREFERRED SHARES

- Issue -- the preferred shares may be issued from time to time in one or more series of any number of shares up to the amount authorized.
- Authorization to Issue Preferred Shares -- authority is vested in the directors from time to time to authorize the issue of one or more series of preferred shares and to provide for the designations, powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions thereon.
- Relative Rights -- all shares of any one series of preferred shares must be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends shall be cumulative.
- Liquidation -- in the event of any liquidation, dissolution or winding-up of the Company, the holders of preferred shares are entitled to preference with respect to payment and to receive payment (at the rate fixed in any resolution or resolutions adopted by the directors in such case) plus an amount equal to all dividends accumulated to the date of final distribution to such holders. The holders of preferred shares are entitled to no further payment other than that stated above. If upon any liquidation the assets of the Company are insufficient to pay in full the amount stated above then such assets shall be distributed among the holders of preferred shares.
- Voting Rights -- except as otherwise provided for by the directors upon the issue of any new series of preferred shares, the holders of preferred shares have no right or power to vote on any question or in any proceeding or to be represented at, or to receive notice of, any meeting of members.

#### ORDINARY SHARES AND NON-VOTING ORDINARY SHARES

Except as otherwise provided by the Memorandum of Association and Articles of Association, the ordinary shares and non-voting ordinary shares are identical and entitle holders thereof to the same rights and privileges.

- Dividends -- when and as dividends are declared on the shares of the Company the holders of voting ordinary shares and non-voting shares are entitled to share equally, share for share, in such dividends except that if dividends are declared that are payable in voting ordinary shares or non-voting ordinary shares, dividends must be declared that are payable at the same rate in both classes of shares.
- Conversion of Non-Voting Ordinary Shares into Voting Ordinary Shares -- upon the transfer of non-voting ordinary shares from the original holder thereof to any third party not affiliated with such original holder, non-voting ordinary shares are redesignated in the books of the Company as voting ordinary shares and automatically convert into the same number of voting ordinary shares.

- Liquidation -- upon any liquidation, dissolution or winding-up of the Company, the assets of the Company remaining after creditors and the holders of any preferred shares have been paid in full shall be distributed to the holders of voting ordinary shares and non-voting ordinary shares equally share for share.
- Voting Rights -- the holders of voting ordinary shares are entitled to vote on all matters to be voted on by the members, and the holders of non-voting ordinary shares are not entitled to any voting rights.
- Preferences -- the voting ordinary shares and non-voting ordinary shares are subject to all the powers, rights, privileges, preferences and priorities of the preferred shares as are set out in the Articles of Association.

As regards both preferred shares and voting and non-voting ordinary shares, the Company has power to purchase any of its own shares, whether or not they are redeemable and may make a payment out of capital for such purchase, however the terms of such repurchases must be approved in advance by a special resolution of the holders of our ordinary shares.

There are no provisions for a classified Board of Directors or for cumulative voting for directors.

Article 8 of the Articles of Association provides that all or any of the rights, privileges, or conditions attached to any class or group of shares may be changed as follows:

- by an agreement between the Company and any person purporting to contract on behalf of the holders of shares of the class or group affected, provided that such agreement is ratified in writing by the holders of at least two-thirds of the issued shares of the class affected; or
- with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed by majority of three-fourths of the votes of the holders of shares of the class or group affected entitled to vote and voting in person or by attorney or proxy and passed at a separate meeting of the holders of such shares but not otherwise.

A special resolution must be passed by not less than three-quarters of the votes recorded at a meeting called for purposes of voting on the matter. As such, the conditions set out above are as significant as the requirements of Guernsey law.

Provisions in respect of the holding of general meetings and extraordinary general meetings are set out at Articles 14, 15 and 16 of the Articles of Association. The Articles of Association provide that an annual general meeting must be held once in every calendar year (provided that not more than 15 months have elapsed since the last such meeting) at such time and place as the directors appoint and, in default, an annual general meeting may be convened by any two members holding at least 10% in the aggregate of the Company's share capital. The directors may, whenever they deem fit, convene an extraordinary general meeting, and extraordinary general meetings will also be convened on the requisition in writing of holders of at least 20% of the issued share capital of the Company carrying voting rights or, if the directors fail upon such requisition to convene such meeting within 21 days, then such meeting may be convened by such holders in such manner as provided by the Companies (Guernsey) Law, 1994 (the "Companies Law"). A minimum of 10 days' written notice is required in connection with an annual general meeting and a minimum of 14 days' written notice is required in connection with any other meeting. The notice shall specify the place, the day and the hour of the meeting, and in the case of any special business, the general nature of that business to such persons as are entitled by the Articles of Association to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the Articles, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

There are no limitations on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities.

There are no provisions in the Memorandum of Association or Articles of Association that would have the effect of delaying, deferring or preventing a change in control of the Company and that would operate



only with respect to a merger, acquisition or corporate restructuring involving the Company (or any of its subsidiaries).

There are no provisions in the Memorandum of Association or Articles of Association governing the ownership threshold above which shareholder ownership must be disclosed. United States federal law, however, requires that all directors, executive officers and holders of 10% or more of the stock of a company that has a class of stock registered under the Securities Exchange Act of 1934, as amended (other than a foreign private issuer, such as Amdocs), disclose such ownership. In addition, holders of more than 5% of a registered equity security of a company (including a foreign private issuer) must disclose such ownership.

Pursuant to Article 13 of the Articles of Association, the Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution prescribes. A restructuring of the existing share capital must be done by extraordinary resolution (which requires the same vote as a special resolution), and the Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in accordance with Guernsey law. These provisions in relation to the alteration of the Company's capital are in accordance with but no more onerous than the Companies Law.

#### MATERIAL CONTRACTS

On April 17, 2006, we and a wholly-owned subsidiary entered into an Agreement and Plan of Merger with Qpass and Ray A. Rothrock, as agent of the shareholders of Qpass. The aggregate purchase price for Qpass was \$281.8 million, which consisted of \$274.0 million in cash, \$2.4 million related to the assumption of stock options held by Qpass employees and \$5.4 million of transaction costs. The description of this agreement is not complete and is qualified in its entirety by reference to the full text of agreement, which was filed as Exhibit 99.1 to our April 21, 2006 Form 6-K Report of Foreign Private Issuer.

On July 18, 2006, we and a wholly-owned subsidiary entered into a Share Sale and Purchase Agreement to acquire all the capital stock of Cramer. The aggregate purchase price for Cramer was \$417.2 million, which consisted of \$410.6 million in cash (including cash on hand), \$2.2 million related to the assumption of stock options and restricted shares held by Cramer employees and \$4.4 million of transaction costs. The purchase price is subject to post closing adjustments that we expect will not be material. The description of this agreement is not complete and is qualified in its entirety by reference to the full text of agreement, which was filed as Exhibit 99.1 to our July 20, 2006 Form 6-K Report of Foreign Private Issuer.

In the past two years, we have not entered into any other materials contracts other than contracts entered into in the ordinary course of our business.

#### TAXATION

##### TAXATION OF THE COMPANY

The following is a summary of certain material tax considerations relating to Amdocs and our subsidiaries. To the extent that the discussion is based on tax legislation that has not been subject to judicial or administrative interpretation, there can be no assurance that the views expressed in the discussion will be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and is not exhaustive of all possible tax considerations.

##### General

Our effective tax rate was 14.8% for the year ended September 30, 2006, compared to 20% for fiscal 2005 and 22% for fiscal 2004.

We expect our effective tax rate in fiscal 2007 to be between 14% and 16%. This reduction is attributable to lower taxed earnings from global operations and the net effect of acquisition-related costs and equity-based compensation expense.

There can be no assurance that our effective tax rate will not change over time as a result of a change in corporate income tax rates or other changes in the tax laws of the various countries in which we operate. Moreover, our effective tax rate in future years may be adversely affected in the event that a tax authority challenged the manner in which items of income and expense are allocated among us and our subsidiaries. In addition, the Company and certain of our subsidiaries have been granted certain special tax benefits, discussed below, in Cyprus, India, Ireland and Israel. The loss of any such tax benefits could have an adverse effect on our effective tax rate.

#### Certain Guernsey Tax Considerations

We qualify as an exempt company (i.e., our shareholders are not Guernsey residents and we do not carry on business in Guernsey) so we generally are not subject to taxation in Guernsey. Tax legislation recently enacted in Guernsey with effect from January 1, 2008 is expected to repeal the exemption and subject us to a zero percent corporate tax rate, which we believe will not impact our effective tax rate.

#### Certain Cypriot Tax Considerations

Our Cyprus subsidiary operates a development center. Corporations resident in Cyprus are taxed on income at 10% commencing January 1, 2003 (previously at a 25% corporate tax rate) following the Income Tax law enacted in July 2002, that introduced a number of changes to the current system in an attempt to harmonize the regulations with E.U. provisions and abandon any harmful tax practices as defined by the Organization for Economic Co-operation and Development. The Government of Cyprus had issued a permit to our Cypriot subsidiary pursuant to which the activities conducted by it were deemed to be offshore activities for the purpose of Cypriot taxation. As a result, our Cypriot subsidiary was subject, until December 31, 2005, to an effective tax rate in Cyprus of 4.25%, as long as certain requirements imposed by the Government of Cyprus were met, and our subsidiary is currently taxed at the 10% corporate tax rate.

#### Certain Indian Tax Considerations

Through subsidiaries, we operate a development center and a business processing operations center in India. In 2006, the corporation tax rate applicable in India on trading activities was 33.66%. Our subsidiaries in India operate under a specific favorable tax entitlement that is based upon pre-approved information technology related services activity. As a result, our subsidiaries are entitled to corporate income tax exemptions on all income derived from such pre-approved information technology activity, provided they continue to meet the conditions required for such tax benefits. The benefits are scheduled to expire April 1, 2009. Under Indian laws, any dividend distribution by our Indian subsidiaries shall be subject to dividend distribution tax at the rate of 14.025% to be paid by such subsidiaries.

#### Certain Israeli Tax Considerations

Our Israeli subsidiary, Amdocs (Israel) Limited, operates our largest development center. Discussed below are certain Israeli tax considerations relating to our Israeli subsidiary, Amdocs (Israel) Limited.

General Corporate Taxation in Israel. In August 2005, the Israeli parliament enacted legislation, which has gradually reduced the "Companies Tax" rates of taxable income apply to Israeli companies. According to this legislation, the Companies Tax rate on taxable income in 2005 and upcoming years was and will be as follows: 34% in 2005, 31% in 2006, and 29% in 2007, 27% in 2008, 26% in 2009 and 25% for 2010 and thereafter. However, the effective tax rate payable by an Israeli company that derives income from an Approved Enterprise may be considerably less.

Law for the Encouragement of Capital Investments, 1959. Certain production and development facilities of our Israeli subsidiary have been granted "Approved Enterprise" status pursuant to the Law for the Encouragement of Capital Investments, 1959 (the "Investment Law"), which provides certain tax and financial benefits to investment programs that have been granted such status.

In April 2005, the Israeli parliament enacted legislation which significantly revised the Investment Law. Generally, investment programs of our Israeli subsidiary, Amdocs (Israel) Limited, that have already obtained instruments of approval for an Approved Enterprise by the Israeli Investment Center will continue to be subject to the old provisions as described below of the Investment Law prior being revised. The revisions that were introduced into the Investment Law did not affect our effective tax rate for year ended September 30, 2006 and we do not expect them to have a significant impact on our effective tax rate in fiscal year 2007.

The provisions of the Investment Law applicable to investment programs approved prior to the effective date of the amendments to the Investment Law provide that capital investments in production facilities (or other eligible assets) may, upon application to the Israeli Investment Center, be designated as an Approved Enterprise. Each instrument of approval for an Approved Enterprise relates to a specific investment program delineated both by the financial scope of the investment, including source of funds, and by the physical characteristics of the facility or other assets. The tax benefits available under any instrument of approval relate only to taxable profits attributable to the specific investment program and are contingent upon compliance with the conditions set out in the instrument of approval.

Tax Benefits. Taxable income derived from an Approved Enterprise is subject to a reduced corporate tax rate of 25% until the earlier of:

- seven consecutive years (or ten in the case of an FIC (as defined below)) commencing in the year in which the Approved Enterprise first generates taxable income,
- twelve years from the year of commencement of production, or
- fourteen years from the year of the approval of the Approved Enterprise status.

Such income is eligible for further reductions in tax rates if we qualify as a Foreign Investors' Company ("FIC") depending on the percentage of the foreign ownership. Subject to certain conditions, an FIC is a company more than 25% of whose share capital (in terms of shares, rights of profits, voting and appointment of directors) and more than 25% of whose combined share and loan capital are owned by non-Israeli residents. The tax rate is 20% if the foreign investment is 49% or more but less than 74%; 15% if the foreign investment is 74% or more but less than 90%; and 10% if the foreign investment is 90% or more. The determination of foreign ownership is made on the basis of the lowest level of foreign ownership during the tax year. A company that owns an Approved Enterprise, approved after April 1, 1986, may elect to forego the entitlement to grants and apply for an alternative package of tax benefits. In addition, a company (like our Israeli subsidiary) with an enterprise outside the National Priority Regions (which is not entitled to grants) may also apply for the alternative benefits. Under the alternative benefits, undistributed income from the Approved Enterprise operations is fully tax exempt (a tax holiday) for a defined period. The tax holiday ranges between two to ten years from the first year of taxable income subject to the limitations as described above, depending principally upon the geographic location within Israel. On expiration of the tax holiday, the Approved Enterprise is eligible for a beneficial tax rate (25% or lower in the case of an FIC, as described above) for the remainder of the otherwise applicable period of benefits.

Our Israeli subsidiary, Amdocs (Israel) Limited, has elected the alternative benefits with respect to its current Approved Enterprise and its enlargements, pursuant to which the Israeli subsidiary enjoys, in relation to its Approved Enterprise operations, certain tax holidays, based on the location of activities within Israel, for a period of two or ten years (and in some cases for a period of four years) and, in the case of a two year tax holiday, reduced tax rates for an additional period of up to eight years. In case our Israeli subsidiary pays a dividend, at any time, out of income earned during the tax holiday period in respect of its Approved Enterprise, it will be subject, assuming that the current level of foreign investment in Amdocs is not reduced, to corporate tax at the otherwise applicable rate of 10% of the income from which such dividend has been paid and up to 25% if such foreign investments are reduced (as detailed above). This tax is in addition to the withholding tax on dividends as described below. Under an instrument of approval issued in December 1997 and an amendment issued in September 2006 to an instrument of approval issued in December 2000 and relating to specific investment programs of our Israeli subsidiary and to the income derived therefrom, our Israeli subsidiary is entitled to a reduced tax rate period of thirteen years (instead of the eight-year period





referred to above). The tax benefits, available with respect to an Approved Enterprise only to taxable income attributable to that specific enterprise, are given according to an allocation formula provided for in the Investment Law or in the instrument of approval, and are contingent upon the fulfillment of the conditions stipulated by the Investment Law, the regulations published thereunder and the instruments of approval for the specific investments in the Approved Enterprises. In the event our Israeli subsidiary fails to comply with these conditions, the tax and other benefits could be canceled, in whole or in part, and the subsidiary might be required to refund the amount of the canceled benefits, with the addition of CPI linkage differences and interest. We believe that the Approved Enterprise of our Israeli subsidiary, Amdocs (Israel) Limited, substantially complies with all such conditions currently, but there can be no assurance that it will continue to do so.

#### Dividends

Dividends paid out of income derived by an Approved Enterprise during the benefit periods (or out of dividends received from a company whose income is derived by an Approved Enterprise) are subject to withholding tax at a reduced rate of 15% (deductible at source). In the case of companies that do not qualify as a FIC, the reduced rate of 15% is limited to dividends paid at any time up to twelve years thereafter. This withholding tax is in addition to the corporate tax that a company is subject to in the event it pays a dividend out of income earned during the tax holiday period related to its Approved Enterprise status.

#### TAXATION OF HOLDERS OF ORDINARY SHARES

##### Certain United States Federal Income Tax Considerations

The following discussion describes the material United States federal income tax consequences to the ownership or disposition of our ordinary shares to a holder that is:

- (i) an individual who is a citizen or resident of the United States;
- (ii) a corporation created or organized in, or under the laws of, the United States or of any state thereof;
- (iii) an estate, the income of which is includable in gross income for United States federal income tax purposes regardless of its source; or
- (iv) a trust, if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons has the authority to control all substantial decisions of the trust.

This summary generally considers only U.S. holders that own ordinary shares as capital assets. This summary does not discuss the United States federal income tax consequences to a holder of ordinary shares that is not a U.S. holder.

This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), current and proposed Treasury regulations promulgated thereunder, and administrative and judicial decisions as of the date hereof, all of which are subject to change, possibly on a retroactive basis. This discussion does not address all aspects of United States federal income taxation that may be relevant to a holder of ordinary shares based on such holder's particular circumstances (including potential application of the alternative minimum tax), United States federal income tax consequences to certain holders that are subject to special treatment (such as taxpayers who are broker-dealers, insurance companies, tax-exempt organizations, financial institutions, holders of securities held as part of a "straddle", "hedge" or "conversion transaction" with other investments, or holders owning directly, indirectly or by attribution at least 10% of the ordinary shares), or any aspect of state, local or non-United States tax laws. Additionally, this discussion does not consider the tax treatment of persons who hold ordinary shares through a partnership or other pass-through entity or the possible application of United States federal gift or estate taxes.

This summary is for general information only and is not binding on the Internal Revenue Service ("IRS"). There can be no assurance that the IRS will not challenge one or more of the statements made

herein. U.S. holders are urged to consult their own tax advisers as to the particular tax consequences to them of owning and disposing of our ordinary shares.

**Dividends.** In general, a U.S. holder receiving a distribution with respect to the ordinary shares will be required to include such distribution (including the amount of foreign taxes, if any, withheld therefrom) in gross income as a taxable dividend to the extent such distribution is paid from our current or accumulated earnings and profits as determined under United States federal income tax principles. Any distributions in excess of such earnings and profits will first be treated, for United States federal income tax purposes, as a nontaxable return of capital to the extent of the U.S. holder's tax basis in the ordinary shares, and then, to the extent in excess of such tax basis, as gain from the sale or exchange of a capital asset. See "Disposition of Ordinary Shares" below. United States corporate shareholders will not be entitled to any deduction for distributions received as dividends on the ordinary shares.

Dividend income is generally taxed as ordinary income. However, as a result of recent United States tax legislation, a maximum United States federal income tax rate of 15% will apply to "qualified dividend income" received by individuals (as well as certain trusts and estates) in taxable years beginning after December 31, 2002 and before January 1, 2009, provided that certain holding period requirements are met. "Qualified dividend income" includes dividends paid on shares of United States corporations as well as dividends paid on shares of "qualified foreign corporations", including shares of a foreign corporation which are readily tradable on an established securities market in the United States. Since our ordinary shares are readily tradable on the New York Stock Exchange, we believe that dividends paid by us with respect to our ordinary shares should constitute "qualified dividend income" for United States federal income tax purposes, provided that the holding period requirements are satisfied and none of the other special exceptions applies.

The amount of foreign income taxes that may be claimed as a credit against United States federal income tax in any year is subject to certain complex limitations and restrictions, which must be determined on an individual basis by each U.S. holder. The limitations set out in the Code include, among others, rules that may limit foreign tax credits allowable with respect to specific classes of income to the United States federal income taxes otherwise payable with respect to each such class of income. Dividends paid by us generally will be foreign source "passive income" or "financial services income" for United States foreign tax credit purposes.

**Disposition of Ordinary Shares.** Upon the sale, exchange or other disposition of our ordinary shares, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between the amount realized on the disposition by such U.S. holder and its tax basis in the ordinary shares. Such capital gain or loss will be long-term capital gain or loss if the U.S. holder has held the ordinary shares for more than one year at the time of the disposition. In the case of a U.S. holder that is an individual, trust or estate, long-term capital gains realized upon a disposition of the ordinary shares after May 5, 2003 and before the end of a taxable year which begins before January 1, 2011 generally will be subject to a maximum United States federal tax income rate of 15%. Gains realized by a U.S. holder on a sale, exchange or other disposition of ordinary shares generally will be treated as United States source income for United States foreign tax credit purposes.

**Information Reporting and Backup Withholding.** Dividend payments with respect to the ordinary shares and proceeds from the sale, exchange or redemption of ordinary shares may be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. Generally a U.S. holder will provide such certification on IRS Form W-9 (Request for Taxpayer Identification Number and Certification).

Amounts withheld under the backup withholding rules may be credited against a U.S. holder's tax liability, and a U.S. holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for a refund with the IRS.

**Passive Foreign Investment Company Considerations.** If, during any taxable year, 75% or more of our gross income consists of certain types of passive income, or the average value during a taxable year of passive

assets (generally assets that generate passive income) is 50% or more of the average value of all of our assets, we will be treated as a "passive foreign investment company" under U.S. federal income tax law for such year and succeeding years. If we are treated as a passive foreign investment company, a U.S. holder may be subject to increased tax liability upon the sale of our ordinary shares or upon the receipt of certain distributions, unless such U.S. holder makes an election to mark our ordinary shares to market annually.

Based on an analysis of our financial position, we believe that we have not been a passive foreign investment company for U.S. federal income tax purposes for any preceding taxable year and expect that we will not become a passive foreign investment company during the current taxable year. However, because the tests for determining passive foreign investment company status are applied as of the end of each taxable year and are dependent upon a number of factors, some of which are beyond our control, including the value of our assets, based on the market price of our ordinary shares, and the amount and type of our gross income, we cannot assure you that we will not become a passive foreign investment company in the future or that the IRS will agree with our conclusion regarding our current passive foreign investment company status. We intend to use reasonable efforts to avoid becoming a passive foreign investment company.

Rules relating to a passive foreign investment company are very complex. U.S. holders should consult their own tax advisors regarding the U.S. federal income tax considerations discussed above and the applicability of passive foreign investment company rules to their investments in our ordinary shares.

#### Certain Guernsey Tax Considerations

Under the laws of Guernsey as currently in effect, a holder of our ordinary shares who is not a resident of Guernsey and who does not carry on business in Guernsey through a permanent establishment situated there is exempt from Guernsey income tax on dividends paid with respect to the ordinary shares and is not liable for Guernsey income tax on gains realized on sale or disposition of such ordinary shares. In addition, Guernsey does not impose a withholding tax on dividends paid by us to the holders of our ordinary shares. Recent tax legislation was enacted in Guernsey, effective as of January 1, 2008, to tax Guernsey resident shareholders on actual or deemed distribution of certain profits of a Guernsey company. We do not believe this legislation will affect the taxation of a holder of ordinary shares who is not a resident of Guernsey and who does not carry on business in Guernsey through a permanent establishment situated there.

There are no capital gains, gift or inheritance taxes levied by Guernsey, and the ordinary shares generally are not subject to any transfer taxes, stamp duties or similar charges on issuance or transfer.

#### DOCUMENTS ON DISPLAY

We are subject to the reporting requirements of foreign private issuers under the U.S. Securities Exchange Act of 1934. Pursuant to the Exchange Act, we file reports with the SEC, including this Annual Report on Form 20-F. We also submit reports to the SEC, including Form 6-K Reports of Foreign Private Issuers. You may read and copy such reports at the SEC's public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. Such reports are also available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). Some of this information may also be found on our website at [www.amdocs.com](http://www.amdocs.com).

You may request copies of our reports, at no cost, by writing to or telephoning us as follows:

Amdocs, Inc.  
1390 Timberlake Manor Parkway  
Chesterfield, Missouri 63017  
Telephone: +1-314-212-8328

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

CURRENCY FLUCTUATIONS

We manage our foreign subsidiaries as integral direct components of our operations. The U.S. dollar is our functional currency. According to the salient economic factors indicated in SFAS No. 52, "Foreign Currency Translation," our cash flow, sales price, sales market, expense, financing and intercompany transactions and arrangement indicators are predominantly denominated in the U.S. dollar. The operations of our foreign subsidiaries provide the same type of services with the same type of expenditures throughout the Amdocs group.

During fiscal 2006, our revenue and operating expenses in the U.S. dollar or linked to the U.S. dollar were approximately 70% to 80% and 50% to 60%, respectively. As a result of long-term contracts in currencies other than the U.S. dollar and more customers seeking contracts that are denominated in currencies such as the Euro, the percentage of our revenue and operating expenses in the U.S. dollar or linked to the U.S. dollar may decrease slightly over time. Historically, the effect of fluctuations in currency exchange rates on our consolidated operations was not material. As more of our customers seek contracts that are denominated in currencies other than the U.S. dollar, our exposure to fluctuations in currency exchange rates could increase. In managing our foreign exchange risk, we enter from time to time into various foreign exchange hedging contracts and options. We do not hedge all of our exposure in currencies other than the U.S. dollar, but rather our policy is to hedge significant net exposures in the major foreign currencies in which we operate. We periodically assess the applicability of the U.S. dollar as our functional currency by reviewing the salient indicators.

FOREIGN CURRENCY RISK

We enter into foreign exchange forward contracts and options to hedge most of our foreign currency exposure. We use such contracts to hedge exposure to changes in foreign currency exchange rates associated with revenue denominated in a foreign currency, primarily British pounds, Canadian dollars and the Euro, and anticipated costs to be incurred in a foreign currency, primarily Israeli shekels. We also use forward contracts to hedge the impact of the variability in exchange rates on certain accounts receivable, denominated primarily in British pounds and the Euro, and on certain accounts payable, primarily Israeli shekels. We seek to minimize the risk that the anticipated cash flow from sales of our products and services and cash flow required for our expenses denominated in a currency other than our functional currency will be affected by changes in exchange rates. See Note 21 to our consolidated financial statements included in this document. The following table summarizes our foreign currency forward exchange agreements and options as of September 30, 2006. A significant portion of the forward contracts are expected to mature during fiscal 2007 and the rest during fiscal 2008. The table below (all dollar amounts in millions) presents the notional amounts and fair value of the total derivative instruments as of September 30, 2006. Notional values are calculated based on forward rates as of September 30, 2006, U.S. dollar translated.

AS OF SEPTEMBER 30, 2006 -----			
----- NOTIONAL AMOUNT TRANSLATED TO U.S.			
DOLLAR(*) ----- DERIVATIVES MATURING			
DURING FISCAL ----- FAIR VALUE OF 2007			
2008 DERIVATIVES -----			
Revenue.....	\$ 54.0	\$ --	\$(3.9)
Costs.....	(182.6)	(0.9)	7.3
items.....			18.0 -- 0.2
			-----
			\$(110.6) \$(0.9) \$ 3.6
			=====

- - - - -

(\*) Positive notional amounts represent forward contracts to sell foreign currency. Negative notional amounts represent forward contracts and options to buy foreign currency.

## INTEREST RATE RISK

Our interest expenses and income are sensitive to changes in interest rates, as all of our cash reserves and some of our borrowings, other than the 0.50% Notes, are subject to interest rate changes. Excess liquidity is invested in short-term interest-bearing investments. Such short-term interest-bearing investments consist primarily of commercial paper, U.S. treasury notes, U.S. federal agency securities, corporate bonds, corporate backed obligations and mortgages. As of September 30, 2006, there were no outstanding borrowings under our revolving lines of credit or our short-term credit facilities and \$1.7 million outstanding short term loans, and accordingly, we believe we are subject to insignificant interest rate risk.

## ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

## PART II

## ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

## ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

## ITEM 15. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of Amdocs Management Limited, evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2006. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding adequate disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Company's disclosure controls and procedures as of September 30, 2006, the Chief Executive Officer and the Chief Financial Officer of Amdocs Management Limited concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

No change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal year ended September 30, 2006 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's report on the Company's internal control over financial reporting (as such defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), and the related report of our independent public accounting firm, are included in on pages F-3 and F-4 of this Annual Report on Form 20-F, and are incorporated herein by reference.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that the Company has at least one audit committee financial expert, Adrian Gardner, serving on its Audit Committee. Our Board of Directors has determined that Mr. Gardner is an independent director.

ITEM 16B. CODE OF ETHICS AND BUSINESS CONDUCT

Our Board of Directors has adopted a Code of Ethics and Business Conduct that sets forth legal and ethical standards of conduct for directors and employees, including executive officers, of the Company, our subsidiaries and other business entities controlled by us worldwide.

Our Code of Ethics and Business Conduct is available on our website at [www.amdocs.com](http://www.amdocs.com), or you may request a copy of our code of ethics, at no cost, by writing to or telephoning us as follows:

Amdocs, Inc.  
1390 Timberlake Manor Parkway  
Chesterfield, Missouri 63017  
Telephone: +1-314-212-8328

We intend to post on our website all disclosures that are required by law or NYSE rules concerning any amendments to, or waivers from, any provision of the code.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

During each of the last three fiscal years, Ernst & Young LLP has acted as the Company's independent registered public accounting firm.

AUDIT FEES

Ernst & Young billed the Company approximately \$3.5 million for audit services for fiscal 2006, including fees associated with the annual audit and reviews of the Company's quarterly financial results submitted on Form 6-K, consultations on various accounting issues and performance of local statutory audits. Ernst & Young billed the Company approximately \$2.7 million for audit services for fiscal 2005.

AUDIT-RELATED FEES

Ernst & Young billed the Company approximately \$1.5 million for audit-related services for fiscal 2006. Audit-related services principally include due diligence examinations, SAS 70 report issuances and attestation services that are not required by statute or regulation. Ernst & Young billed the Company approximately \$1.1 million for audit-related services for fiscal 2005.

TAX FEES

Ernst & Young billed the Company approximately \$1.1 million for tax advice, including fees associated with tax compliance, tax advice and tax planning services for fiscal 2006. Ernst & Young billed the Company approximately \$1.5 million for tax advice in fiscal 2005.

ALL OTHER FEES

Ernst & Young did not bill the Company for services other than Audit Fees, Audit-Related Fees and Tax Fees described above for fiscal 2006 or fiscal 2005.

PRE-APPROVAL POLICIES FOR NON-AUDIT SERVICES

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent registered public accounting firm. These policies generally provide that the Company will not engage its independent registered public

accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to the Company by its independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount. In fiscal 2006, the Company's Audit Committee approved all of the services provided by Ernst & Young.

ITEM 16D. EXEMPTION FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

The following table provides information about purchases by us and our affiliated purchasers during the fiscal year ended September 30, 2006 of equity securities that are registered by us pursuant to Section 12 of the Exchange Act:

2% Notes

(C) MAXIMUM NUMBER (OR AVERAGE PRICE CONVERTIBLE NOTES APPROXIMATE DOLLAR VALUE)	(D) TOTAL PRINCIPAL PAID PER \$1,000 PURCHASED AS PART OF PRINCIPAL AMOUNT OF AMOUNT OF PRINCIPAL OF PUBLICLY CONVERTIBLE NOTES THAT ANNOUNCED PLANS MAY YET BE PURCHASED UNDER PERIOD PURCHASED CONVERTIBLE NOTES OR PROGRAMS(1)(2)	(B) TOTAL NUMBER OF
06/01/06-		
06/30/06.....	97,000	
\$1,000 97,000	\$175,000	-----
		-----
Total.....		
97,000	\$1,000 97,000	
\$175,000	=====	=====

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

FINANCIAL STATEMENTS AND SCHEDULE

The following Financial Statements and Financial Statement Schedule of Amdocs Limited, with respect to financial results for the fiscal years ended September 30, 2006, 2005 and 2004, are included at the end of this Annual Report:

AUDITED FINANCIAL STATEMENTS OF AMDOCS LIMITED

Reports of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of September 30, 2006 and 2005

Consolidated Statements of Income for the years ended September 30, 2006, 2005 and 2004

Consolidated Statements of Changes in Shareholders' Equity for the years ended September 30, 2006, 2005 and 2004

Consolidated Statements of Cash Flows for the years ended September 30, 2006, 2005 and 2004

Notes to Consolidated Financial Statements

FINANCIAL STATEMENT SCHEDULES OF AMDOCS LIMITED

Valuation and Qualifying Accounts

All other schedules have been omitted since they are either not required or not applicable, or the information has otherwise been included.

ITEM 19. EXHIBITS

The exhibits listed on the Exhibit Index hereof are filed herewith in response to this Item.



SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Amdocs Limited

/s/ Thomas G. O'Brien

-----  
Thomas G. O'Brien  
Treasurer and Secretary  
Authorized U.S. Representative

Date: December 12, 2006

EXHIBIT INDEX

EXHIBIT NO.  
DESCRIPTION

----- 1.  
Memorandum  
and Articles  
of  
Association  
of Amdocs  
Limited  
(incorporated  
by reference  
to Exhibits  
3.1 and 3.2  
to Amdocs'  
Registration  
Statement on  
Form F-1  
dated June  
19, 1998;  
Registration  
No. 333-  
8826) 2.a.1  
Indenture  
dated May  
30, 2001  
between  
Amdocs and  
United  
States Trust  
Company of  
New York  
(incorporated  
by reference  
to Exhibit  
4.1 to  
Amdocs' Form  
6-K dated  
May 31,  
2001) 2.a.2  
Registration  
Rights  
Agreement  
dated May  
30, 2001  
between  
Amdocs and  
Goldman,  
Sachs & Co.  
(incorporated  
by reference  
to Exhibit  
4.2 to  
Amdocs' Form  
6-K dated  
May 31,  
2001) 2.a.3  
Indenture,  
dated March  
5, 2004,  
between  
Amdocs  
Limited and  
The Bank of  
New York, as  
trustee, for  
0.50%  
Convertible  
Senior Notes  
due 2024  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form

6-K, filed  
March 5,  
2004) 2.a.4  
Registration  
Rights  
Agreement,  
dated March  
5, 2004,  
among Amdocs  
Limited and  
Morgan  
Stanley &  
Co.  
Incorporated,  
Goldman,  
Sachs & Co.  
and Merrill  
Lynch,  
Pierce  
Fenner &  
Smith  
Incorporated  
(incorporated  
by reference  
to Exhibit  
99.2 to  
Amdocs' Form  
6-K, filed  
March 5,  
2004) 4.a.1  
Share Sale  
and Purchase  
Agreement,  
dated as of  
July 1,  
2005, by and  
among DST  
Systems,  
Inc.,  
Amdocs, Inc.  
and Amdocs  
Limited  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form  
6-K dated  
July 5,  
2005) 4.a.2  
Agreement  
and Plan of  
Merger,  
dated as of  
April 17,  
2006, by and  
among Amdocs  
Limited,  
Amdocs  
Thesaurus,  
Inc., Qpass  
Inc. and Ray  
A. Rothrock,  
as  
Shareholders'  
Agent  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form  
6-K dated  
April 21,  
2006) 4.a.3  
Share Sale  
and Purchase  
Agreement  
relating to  
Cramer  
Systems  
Group

Limited,  
dated July  
18, 2006, by  
and among  
Amdocs  
Limited,  
Amdocs  
Astrum  
Limited and  
certain  
shareholders  
of Cramer  
Systems  
Group  
Limited  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form  
6-K dated  
July 20,  
2006) 4.a.4  
Agreement,  
dated August  
14, 2006,  
amending the  
Share Sale  
and Purchase  
Agreement  
relating to  
Cramer  
Systems  
Group  
Limited  
dated July  
18, 2006, by  
and among  
Amdocs  
Limited,  
Amdocs  
Astrum  
Limited and  
certain  
shareholders  
of Cramer  
Systems  
Group  
Limited  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form  
6-K dated  
August 17,  
2006) 4.a.5  
Agreement,  
dated  
September  
14, 2006,  
amending the  
Share Sale  
and Purchase  
Agreement  
relating to  
Cramer  
Systems  
Group  
Limited  
dated July  
18, 2006, by  
and among  
Amdocs  
Limited,  
Amdocs  
Astrum  
Limited and  
certain  
shareholders  
of Cramer

Systems  
Group  
Limited, as  
amended  
(incorporated  
by reference  
to Exhibit  
99.1 to  
Amdocs' Form  
6-K dated  
September  
14, 2006)  
4.b.1  
Information  
Technology  
Services  
Agreement  
between  
Amdocs, Inc.  
and SBC  
Services,  
Inc. dated  
January 9,  
2003

(confidential  
material has  
been  
redacted and  
complete  
exhibits  
have been  
separately  
filed with  
the  
Securities  
and Exchange  
Commission)  
(incorporated  
by reference  
to Exhibit  
4.b.1 to  
Amdocs'  
Annual  
Report on  
Form 20-F  
for the  
fiscal year  
ended  
September  
30, 2003)

4.b.2 Master  
Agreement  
for Software  
and Services  
between  
Amdocs, Inc.  
and SBC  
Operations,  
Inc.,  
effective  
July 7, 1998

(confidential  
material has  
been  
redacted and  
complete  
exhibits  
have been  
separately  
filed with  
the  
Securities  
and Exchange  
Commission)  
(incorporated  
by reference  
to Exhibit  
10.13 to  
Amdocs'  
Amendment  
No. 1 to

Registration  
Statement on  
Form F-1,  
dated May  
21, 1999,  
Registration  
No. 333-  
75151) 4.b.3  
Software  
Master  
Agreement  
between  
Amdocs  
Software  
Systems  
Limited and  
SBC  
Services,  
Inc.,  
effective  
December 10,  
2003

(confidential  
material has  
been  
redacted and  
complete  
exhibits  
have been  
separately  
filed with  
the  
Securities  
and Exchange  
Commission)  
(incorporated  
by reference  
to Exhibit

99.2 to  
Amdocs'  
Amendment  
No. 1 to  
Registration  
Statement on  
Form F-3,  
dated  
September  
21, 2004,  
Registration

No. 333-  
114344)  
4.b.4  
Agreement  
between  
Amdocs Inc.  
and SBC  
Services,  
Inc. for  
Software and  
Professional  
Services,  
effective  
August 7,  
2003

(confidential  
material has  
been  
redacted and  
complete  
exhibits  
have been  
separately  
filed with  
the  
Securities  
and Exchange  
Commission)  
(incorporated  
by reference  
to Exhibit  
99.3 to

Amdocs'  
Amendment  
No. 1 to  
Registration  
Statement on  
Form F-3,  
dated  
September  
21, 2004,  
Registration  
No. 333-  
114344)

EXHIBIT NO.  
DESCRIPTION

-----

-----

4. b.5

Amended and Restated Customer Care and Billing Services Agreement, dated as of July 1, 2006, between

Sprint/United Management Company and Amdocs Software Systems Limited

(confidential material has been

redacted and complete exhibits have been separately filed with the

Securities and Exchange Commission)

(incorporated by reference to Exhibit

99.1 to Amdocs' Form 6-K dated

December 13, 2006) 4. b.6

Agreement Amending the Further Amended and

Restated Master Outsourcing Agreement

and Master License and Services Agreement,

dated as of October 5, 2006,

between Bell Canada and Amdocs

Canadian Managed Services Inc.

(confidential material has been

redacted and complete exhibits have been separately filed with the

Securities and Exchange



Commission)  
(incorporated  
by reference  
to Exhibit  
99.2 to  
Amdocs' Form  
6-K dated  
December 13,  
2006) 4.c.1  
Amdocs  
Limited 1998  
Stock Option  
and  
Incentive  
Plan, as  
amended 8  
Subsidiaries  
of Amdocs  
Limited 12.1  
Certification  
of Chief  
Executive  
Officer  
pursuant to  
Rule 13a-  
14(a)/15d-  
14(a) 12.2  
Certification  
of Chief  
Financial  
Officer  
pursuant to  
Rule 13a-  
14(a)/15d-  
14(a) 13.1  
Certification  
of Chief  
Executive  
Officer  
pursuant to  
18U.S.C.  
1350 13.2  
Certification  
of Chief  
Financial  
Officer  
pursuant to  
18U.S.C.  
1350 14.1  
Consent of  
Ernst &  
Young LLP

AMDOCS LIMITED  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

PAGE ---- AUDITED CONSOLIDATED FINANCIAL STATEMENTS Management's Report on Internal Control Over Financial Reporting..... F-2 Reports of Independent Registered Public Accounting Firm..... F-3 Consolidated Balance Sheets as of September 30, 2006 and 2005..... F-5 Consolidated Statements of Income for the years ended September 30, 2006, 2005 and 2004..... F-6 Consolidated Statements of Changes in Shareholders' Equity for the years ended September 30, 2006, 2005 and 2004..... F-7 Consolidated Statements of Cash Flows for the years ended September 30, 2006, 2005 and 2004..... F-8 Notes to the Consolidated Financial Statements..... F-10 FINANCIAL STATEMENT SCHEDULE Valuation and Qualifying Accounts..... F-44

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2006. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on its assessment, management concluded that, as of September 30, 2006, the Company's internal control over financial reporting is effective based on those criteria.

The financial statements and internal control over financial reporting have been audited by Ernst & Young LLP, an independent registered public accounting firm. Ernst & Young's report with respect to the management's assessment of the Company's internal control over financial reporting is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders  
Amdocs Limited

We have audited the accompanying consolidated balance sheets of Amdocs Limited as of September 30, 2006 and 2005, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2006. Our audits also included the financial statement schedule listed in the Index at Item 18 of Part III. These financial statements and the schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Amdocs Limited at September 30, 2006 and 2005, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2006, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Amdocs Limited's internal control over financial reporting as of September 30, 2006, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 30, 2006 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

New York, New York  
November 30, 2006

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON MANAGEMENT'S  
ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Board of Directors and Shareholders  
Amdocs Limited

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Amdocs Limited maintained effective internal control over financial reporting as of September 30, 2006, based on criteria established in Internal Control -- Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Amdocs Limited's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Amdocs Limited maintained effective internal control over financial reporting as of September 30, 2006, is fairly stated, in all material respects, based on the COSO criteria. Also, in our opinion, Amdocs Limited maintained, in all material respects, effective internal control over financial reporting as of September 30, 2006, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Amdocs Limited as of September 30, 2006 and 2005, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2006 and our report dated November 30, 2006 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

New York, New York  
November 30, 2006

AMDOCS LIMITED

CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

AS OF SEPTEMBER 30, -----	2006	2005
----- ASSETS CURRENT ASSETS: Cash and cash equivalents.....	\$ 607,187	
\$ 707,552 Short-term interest-bearing investments.....	372,194	438,011
Accounts receivable, net.....	425,805	
304,237 Deferred income taxes and taxes receivable.....	136,044	101,162
Prepaid expenses and other current assets.....	97,476	76,780
----- TOTAL CURRENT ASSETS.....	1,638,706	1,627,742
Equipment, vehicles and leasehold improvements, net.....	220,290	181,812
Deferred income taxes.....	133,690	
120,217		
Goodwill.....	1,461,606	969,639
Intangible assets, net.....	347,716	159,619
Other noncurrent assets.....	160,820	143,439
----- TOTAL ASSETS.....	\$3,962,828	
----- LIABILITIES AND SHAREHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable.....	\$ 148,398	
\$ 114,392 Accrued expenses and other current liabilities.....	270,268	199,458
Accrued personnel costs.....	178,441	148,426
Short-term portion of financing arrangements and capital lease obligations.....	1,963	8,480
Deferred revenue.....	253,376	
216,770 Deferred income taxes and taxes payable.....	179,241	171,377
----- TOTAL CURRENT LIABILITIES.....	1,031,687	858,903
Convertible notes.....	450,000	
450,272 Deferred income taxes.....	129,339	50,571
Noncurrent liabilities and other.....	197,637	186,270
----- TOTAL LIABILITIES.....	1,808,663	
1,546,016 ----- SHAREHOLDERS' EQUITY: Preferred Shares -- Authorized 25,000 shares; L0.01 par value; 0 shares issued and outstanding.....	--	--
Ordinary Shares -- Authorized 550,000 shares; L0.01 par value; 233,932 and 227,321 issued and 206,793 and 200,182 outstanding, in 2006 and 2005, respectively.....		
3,763 3,644 Additional paid-in capital.....	2,035,309	1,870,922
Treasury stock, at cost -- 27,139 Ordinary Shares in 2006 and 2005.....	(602,392)	(602,392)
Accumulated other comprehensive income (loss).....	2,723	(10,886)
Unearned compensation.....	--	(962)
Retained earnings.....	714,762	396,126
----- TOTAL SHAREHOLDERS' EQUITY.....	2,154,165	
1,656,452 ----- TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY....	\$3,962,828	\$3,202,468
=====		

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



AMDOCS LIMITED

CONSOLIDATED STATEMENTS OF INCOME  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

YEAR ENDED SEPTEMBER 30, -----	-----	-----	-----
----- 2006(1) 2005 2004 -----	-----	-----	-----
-----	-----	-----	-----
			REVENUE:
License.....	\$ 116,285	\$ 100,044	\$ 76,586
Service.....	2,363,765	1,938,577	1,697,146
	-----	-----	-----
	2,480,050	2,038,621	1,773,732
	-----	-----	-----
			OPERATING
			EXPENSES: Cost of
license.....	4,083	5,022	Cost of
service.....	1,291,572	1,117,810	Research and
	-----	-----	development.....
	144,457	126,407	Selling, general and
	-----	-----	administrative.....
	210,384	Amortization of purchased intangible	313,997
	-----	assets..	232,066
	37,610	15,356	17,909
	-----	Restructuring	-----
	2,147,918	1,700,129	1,477,532
	-----	-----	-----
			Operating
income.....	332,132	338,492	296,200
	-----	-----	-----
	41,741	22,303	Interest income and
	-----	-----	other, net.....
	4,903	-----	Income
	-----	-----	before income taxes.....
	373,873	360,795	301,103
	-----	-----	Income
	55,237	72,159	66,243
	-----	-----	-----
			NET
INCOME.....	\$ 318,636	\$ 288,636	\$ 234,860
	=====	=====	=====
			BASIC EARNINGS PER
SHARE.....	\$ 1.57	\$ 1.44	\$
	-----	-----	-----
	1.13	-----	-----
	-----	-----	-----
			DILUTED
EARNINGS PER SHARE.....	\$		
	-----	-----	-----
	1.48	\$ 1.35	\$ 1.08
	=====	=====	=====
			BASIC WEIGHTED AVERAGE NUMBER OF
			SHARES
OUTSTANDING.....	203,194	201,023	208,726
	-----	-----	-----
			DILUTED WEIGHTED AVERAGE NUMBER OF
			SHARES
OUTSTANDING.....	218,534	217,162	220,285
	-----	-----	-----
			=====

(1) The twelve months ended September 30, 2006 include equity-based compensation pre-tax expense of \$46,178, which was classified as follows: \$18,042 to cost of service, \$4,711 to research and development and \$23,425 to selling, general and administrative.

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



AMDOCS LIMITED

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(IN THOUSANDS)

ACCUMULATED OTHER RETAINED ORDINARY SHARES ADDITIONAL COMPREHENSIVE EARNINGS TOTAL -----				
----- PAID-IN TREASURY INCOME UNEARNED (ACCUMULATED SHAREHOLDERS' SHARES AMOUNT CAPITAL STOCK (LOSS) COMPENSATION DEFICIT) EQUITY ----- -				
-----				
-----				
-----				
----- BALANCE AS OF OCTOBER 1,				
2003.....				
216,058 \$3,580 \$1,820,956				
\$(109,281) \$ 3,715 \$ --				
\$(127,370) \$1,591,600				
Comprehensive income: Net income..... -- -- --				
-- -- -- 234,860				
234,860 Unrealized loss on foreign currency hedging contracts, net of \$(1,575) tax..... -				
- -- -- (4,915) -- --				
(4,915) Unrealized loss on short- term interest- bearing investments, net of \$(204)				
tax..... -- -- --				
-- (719) -- -- (719) -----				
----- Comprehensive income..... 229,226 -----				
----- Employee stock options exercised.....				
1,157 21 12,056 -- -- --				
-- 12,077 Tax benefit of stock options exercised.....				
-- -- 3,094 -- -- --				
3,094 Repurchase of shares..... (16,442) -				
- -- (407,527) -- -- --				
(407,527) Issuance of Ordinary Shares related to acquisition, net.....				
561 -- 747 14,392 -- -- -				
- 15,139 Stock options granted, net of forfeitures..... -				
- -- 749 -- -- (749) -- -				
- Amortization of unearned compensation.....				
-- -- -- -- 575 -- 575				
Expense related to vesting of stock options..... -- -- 6				
-- -- -- 6 -----				
-----				
----- BALANCE AS OF SEPTEMBER 30,				
2004.....				
201,334 3,601 1,837,608				
(502,416) (1,919) (174)				

107,490 1,444,190

Comprehensive income: Net income..... --  
-- -- -- -- 288,636  
288,636 Unrealized loss on foreign currency hedging contracts, net of \$(1,927) tax..... -  
- -- -- -- (7,865) -- --  
(7,865) Unrealized loss on short- term interest-bearing investments, net of \$(253)  
tax..... -- -- --  
-- (1,102) -- -- (1,102)  
----- Comprehensive income..... 279,669 -----

----- Employee stock options exercised.....  
2,229 41 23,983 -- -- --  
-- 24,024 Tax benefit of stock options

exercised.....  
-- -- 3,147 -- -- --  
3,147 Repurchase of shares..... (3,525) --  
-- (99,976) -- -- --  
(99,976) Issuance of restricted stock and stock options related to acquisitions, net.....

144 2 6,034 -- -- (1,428)  
-- 4,608 Amortization of unearned compensation.....  
-- -- -- -- 640 -- 640

Expense related to vesting of stock options..... -- --  
150 -- -- -- 150 -----  
-----

BALANCE AS OF SEPTEMBER 30,

2005.....  
200,182 3,644 1,870,922  
(602,392) (10,886) (962)  
396,126 1,656,452

Comprehensive income: Net income..... --  
-- -- -- -- 318,636  
318,636 Unrealized gain on foreign currency hedging contracts, net of \$1,847 tax..... -  
- -- -- -- 11,938 -- --

11,938 Unrealized gain on short- term interest-bearing investments, net of \$485  
tax..... -- -- --  
-- -- 1,671 -- -- 1,671 -  
----- Comprehensive income..... 332,245 -----

----- Employee stock options exercised.....

5,869 106 106,853 -- -- --  
- -- 106,959 Tax benefit of stock options

exercised.....  
-- -- 7,619 -- -- --  
7,619 Issuance of restricted stock, net of cancellations.....  
742 13 -- -- -- -- 13  
Issuance of restricted stock and stock options related to acquisitions,

```

net..... -- -- 4,634 --
-- -- -- 4,634 Equity-
based compensation
expense related to
employees.....
-- -- 46,178 -- -- --
46,178 Reclassification
of unearned compensation
to additional paid-in
capital..... -- --
(962) -- -- 962 -- --
Equity-based compensation
expense related to non
employee stock
options.... -- -- 65 -- -
- -- -- 65 -----
-----
----- BALANCE AS OF
SEPTEMBER 30,
2006.....
206,793 $3,763 $2,035,309
$(602,392) $ 2,723 $ -- $
714,762 $2,154,165
=====
=====
=====
=====
=====
=====
=====

```

As of September 30, 2006, 2005 and 2004, accumulated other comprehensive income (loss) is comprised of unrealized (loss) gain on derivatives, net of tax, of \$2,841, \$(9,097) and \$(1,232) and unrealized loss on cash equivalents and short-term interest-bearing investments, net of tax, of \$(118), \$(1,789) and \$(687).

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

AMDOCS LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)

YEAR ENDED SEPTEMBER 30, -----	2006	2005	2004
-----	2006	2005	2004
----- CASH FLOW FROM OPERATING			
ACTIVITIES: Net			
income.....	\$ 318,636	\$ 288,636	\$ 234,860
Reconciliation of net income to net cash provided by operating activities: Depreciation and amortization.....	117,900	93,828	100,877
In-process research and development expenses.....	25,725	2,760	--
Equity-based compensation expense.....	46,178	--	--
Loss (gain) on sale of equipment.....	789	(786)	
Deferred income taxes.....	22,811	8,062	
Excess tax benefit from equity-based compensation.....	(11,272)	--	--
Tax benefit of stock options exercised.....	--	3,147	3,094
Realized (gain) loss from short-term interest-bearing investments and other....	(4,030)	(657)	1,850
Net changes in operating assets and liabilities, net of amounts acquired: Accounts receivable.....	(79,363)	(15,106)	(53,723)
Prepaid expenses and other current assets.....	(10,536)	3,667	1,856
Other noncurrent assets.....			(18,313)
Accounts payable and accrued expenses.....	54,569	26,542	31,697
Deferred revenue.....	(52,050)	(5,702)	46,713
Income taxes payable.....	(6,643)	33,773	18,422
Noncurrent liabilities and other.....	18,422	1,596	516
----- Net cash provided by operating activities.....	429,220	381,751	344,404
----- CASH FLOW FROM INVESTING ACTIVITIES: Proceeds from sale of equipment, vehicles and leasehold improvements.....	4,274	5,829	4,431
Payments for purchase of equipment, vehicles and leasehold improvements.....	(80,717)	(71,374)	(54,148)
Purchase of short-term interest-bearing investments.....	(1,216,259)	(747,073)	(1,325,383)
Proceeds from sale of short-term interest-bearing investments.....	1,288,261	948,711	1,125,538
Net cash paid for acquisitions.....	(624,801)	(262,253)	(10,651)
----- Net cash used in investing activities.....	(629,242)	(126,160)	(260,213)
----- CASH FLOW FROM FINANCING ACTIVITIES: Proceeds from employee stock options exercised...	106,853	24,024	12,077
Excess tax benefit from equity-based compensation.....	722	--	--
Repurchase of shares.....	(99,976)	(407,527)	--
Repurchase of 2% convertible notes.....	(97)	--	--
Net proceeds from issue of long-term 0.50% convertible notes.....	--	--	441,610
Borrowings under financing			

arrangements.....	--	--	987	Principal
payments under financing arrangements..				
(4,677)	(667)	(2,213)		Principal payments on
capital lease obligations..	(3,144)	(21,772)		
(26,204)	-----	-----		Net
cash provided by (used in) financing				
activities.....				
99,657	(98,391)	(381,439)	-----	
-	-----			Net (decrease) increase in cash
				and cash
equivalents.....				
(100,365)	157,200	(297,248)		Cash and cash
equivalents at beginning of year...	707,552			
550,352	847,600	-----		
---				Cash and cash equivalents at end of
year.....	\$ 607,187	\$ 707,552	\$ 550,352	
	=====	=====	=====	

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

AMDOCS LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS -- (CONTINUED)  
(IN THOUSANDS)

YEAR ENDED SEPTEMBER 30, -----	-----	-----	SUPPLEMENTARY
2006	2005	2004	
CASH FLOW INFORMATION Interest and Income Taxes Paid			
Cash paid for: Income taxes, net of			
refunds.....		\$40,861	\$62,668
	\$35,677		
Interest.....			
	2,630	5,233	11,940

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

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)  
SEPTEMBER 30, 2006

NOTE 1 -- NATURE OF ENTITY

Amdocs Limited (the "Company") is a leading provider of software products and services to the communications industry. The Company and its subsidiaries operate in one segment, providing integrated offering products and services that enable its customers to move toward an integrated approach to customer management. The Company designs, develops, markets, supports, operates and provides information system solutions, including Managed Services, primarily to leading communications companies throughout the world.

The Company is a Guernsey corporation, which directly or indirectly holds several wholly owned subsidiaries around the world. The majority of the Company's customers are in North America, Europe, Latin America and the Asia-Pacific region. The Company's main production and operating facilities are located in Israel, the United States, United Kingdom, Cyprus, Australia, Canada, China, Ireland and India.

NOTE 2 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles.

CONSOLIDATION

The financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

FUNCTIONAL CURRENCY

The Company manages its foreign subsidiaries as integral direct components of its operations. According to the salient economic factors indicated in Statement of Financial Accounting Standards ("SFAS") No. 52, "Foreign Currency Translation," the Company's cash flow, sales price, sales market, expense, financing and intercompany transactions and arrangement indicators are predominantly denominated in the U.S. dollar. The operations of the Company's foreign subsidiaries provide the same type of services with the same type of expenditures throughout the Amdocs group. Accordingly, the Company has determined that its functional currency is the U.S. dollar. The Company periodically assesses the applicability of the U.S. dollar as the Company's functional currency by reviewing the salient indicators.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash and interest-bearing investments with insignificant interest rate risk and original maturities of 90 days or less.

INVESTMENTS

The Company classifies all of its short-term interest-bearing investments as available-for-sale securities. Such short-term interest-bearing investments consist primarily of commercial paper, U.S. treasury notes, U.S. federal agency securities, corporate bonds, corporate backed obligations and mortgages, which are stated at market value. Unrealized gains and losses are comprised of the difference between market value and amortized costs of such securities and are reflected, net of tax, as "accumulated other comprehensive income (loss)" in shareholders' equity. Realized gains and losses on short-term interest-bearing investments are included in earnings and are derived using the specific identification method for determining the cost of securities.

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EQUIPMENT, VEHICLES AND LEASEHOLD IMPROVEMENTS

Equipment, vehicles and leasehold improvements are stated at cost. Assets under capital leases are recorded at the present value of the future minimum lease payments at the date of acquisition. Depreciation is computed using the straight-line method over the estimated useful life of the asset, which primarily ranges from 3 to 10 years and includes the amortization of assets under capitalized leases. Leasehold improvements are amortized over the shorter of the estimated useful lives or the term of the related lease. Management reviews property and equipment and other long-lived assets on a periodic basis to determine whether events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable.

GOODWILL AND OTHER INTANGIBLE ASSETS

SFAS No. 141, "Business Combinations" ("SFAS No. 141") requires that the purchase method of accounting be used for all business combinations. Under SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill and intangible assets deemed to have indefinite lives are subject to an annual impairment test in accordance with the Statement. Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. Other intangible assets are amortized over their useful lives.

The total purchase price of business acquisitions accounted for using the purchase method is allocated first to identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the fair value of net assets of purchased businesses is recorded as goodwill.

Other intangible assets consist primarily of purchased computer software, intellectual property rights, core technology and customer arrangements. Intellectual property rights, purchased computer software and core technology acquired by the Company are amortized over their estimated useful lives on a straight-line basis.

Some of the acquired customer arrangements are amortized over their estimated useful lives in proportion to the economic benefits realized. This accounting policy results in accelerated amortization of such customer arrangements as compared to the straight-line method. All other acquired customer arrangements are amortized over their estimated useful lives on a straight-line basis.

LONG-LIVED ASSETS

The Company considers whether there are indicators of impairment that would require the comparison of the estimated net realizable value of intangible assets with finite lives, equipment, leasehold improvements and vehicles and other long-lived assets, using an undiscounted cash flow analysis, to their carrying value under SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Any impairment would be recognized when the fair market value of such long-lived assets is less than their carrying value. During the year ended September 30, 2004, the Company identified and recognized an impairment charge (included in cost of service) of \$2,785 related to software technology that the Company had no future use for, and therefore was abandoned.

COMPREHENSIVE INCOME (LOSS)

The Company accounts for comprehensive income (loss) under the provisions of SFAS No. 130, "Reporting Comprehensive Income," which established standards for the reporting and display of comprehensive income (loss) and its components. Comprehensive income (loss) represents the change in shareholders' equity during a period from transactions and other events and circumstances from nonowner sources. It includes all changes in equity except those resulting from investments by owners and distributions to owners.



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CONVERTIBLE NOTES

Accrued interest on the Company's convertible notes is included in "accrued expenses and other current liabilities." The Company amortizes the issuance costs related to the convertible notes on a straight-line basis over the term of the convertible notes. The amortized issuance cost calculated on a pro-rata basis, related to the repurchased 0.5% convertible notes, is included in "interest income and other, net."

TREASURY STOCK

The Company repurchases its Ordinary Shares from time to time on the open market or in other transactions and holds such shares as treasury stock. The Company presents the cost to repurchase treasury stock as a reduction of shareholders' equity.

INCOME TAXES

The Company records deferred income taxes to reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax purposes. Deferred taxes are computed based on tax rates anticipated to be in effect when the deferred taxes are expected to be paid or realized. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefit, or where future deductibility is uncertain. In the event that a valuation allowance relating to a business acquisition is subsequently reduced, the adjustment will reduce the original amount allocated to goodwill.

Deferred tax liabilities and assets are classified as current or noncurrent based on the classification of the related asset or liability for financial reporting, or according to the expected reversal dates of the specific temporary differences if not related to an asset or liability for financial reporting, and also include anticipated withholding taxes due on subsidiaries' earnings when paid as dividends to the Company.

It is the Company's policy to establish accruals for taxes that may become payable in future years as a result of examinations by tax authorities. The Company establishes the accruals based upon management's assessment of probable contingencies. The Company believes it has appropriately accrued for probable contingencies.

REVENUE RECOGNITION

Revenue is recognized only when all of the following conditions have been met: (i) there is persuasive evidence of an arrangement; (ii) delivery has occurred; (iii) the fee is fixed and determinable; and (iv) collectibility of the fee is reasonably assured. The Company usually sells its software licenses as part of an overall solution offered to a customer that combines the sale of software licenses with a broad range of services, which normally include significant customization, modification, implementation and integration. As a result, combined license and service revenue generally is recognized over the course of these long-term projects, using the percentage of completion method of accounting in conformity with Accounting Research Bulletin ("ARB") No. 45, "Long Term Construction-Type Contracts," Statement of Position ("SOP") 81-1, "Accounting for Performance of Construction-Type and Certain Production-Type Contracts" and SOP 97-2, "Software Revenue Recognition." Losses are recognized on contracts in the period in which the loss is identified in accordance with SOP 81-1.

Initial license fee for software revenue is recognized as work is performed, under the percentage of completion method of accounting. Subsequent license fee revenue is recognized upon completion of specified conditions in each contract, based on a customer's subscriber level or transaction volume or other measurements when greater than the level specified in the contract for the initial license fee.

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Service revenue that involves significant ongoing obligations, including fees for software customization, implementation and modification as part of a long-term contract is recognized as work is performed, under the percentage of completion method of accounting. In cases where extended payment terms exist, license and related customization fees are recognized when payments are due, in accordance with SOP 97-2. Revenue from software solutions that do not require significant customization and modification is recognized upon delivery or as services are provided, in accordance with SAB 104, "Revenue Recognition" and SOP 97-2. The Company complies with Emerging Issues Task Force ("EITF") 03-05, "Applicability of AICPA SOP 97-2 to Non-Software Deliverables in an Arrangement Containing More Than Incidental Software."

In Managed Services contracts as well as in other long term contracts, revenue from the operation of a customer's system is recognized either as services are performed based on time elapsed, output produced or volume of data processed. Revenue from ongoing support services is recognized as work is performed.

Revenue from third-party hardware sales is recognized upon delivery and installation, and revenue from third-party software sales is recognized upon delivery. Revenue from third-party hardware and software sales is recorded according to the criteria established in EITF 99-19, "Recording Revenue Gross as a Principal versus Net as an Agent" and SAB 104. Revenue is recorded at gross amount for transactions in which the Company is the primary obligor under the arrangement and/or possesses other attributes such as pricing and supplier selection latitude. In specific circumstances where the Company does not meet the above criteria, particularly when the contract stipulates that the Company is not the primary obligor, the Company recognizes revenue on a net basis.

Included in service revenue are sales of third-party products. Revenue from sales of such products includes third-party computer hardware and computer software products and was less than 10% of total revenue in each of fiscal 2006, 2005 and 2004.

Maintenance revenue is recognized ratably over the term of the maintenance agreement, which in most cases is one year or less.

As a result of a significant portion of the Company's revenue being subject to the percentage of completion accounting method, the Company's annual and quarterly operating results may be significantly affected by the size and timing of customer projects and the Company's progress in completing such projects.

Many of the Company's agreements include multiple deliverables. For these multiple element arrangements, the fair value of each component is determined based on specific objective evidence for that element and revenue is allocated to each component based upon its fair value. The revenue associated with each element is recognized using the respective methodology discussed above. The Company uses the residual method in accordance with SOP 97-2 and EITF 00-21, "Revenue Arrangements with Multiple Deliverables," in multiple element arrangements that include license for the sale of software solutions that do not require significant customization and modification and first year maintenance to determine the appropriate value for the license component.

In circumstances where the Company enters into a contract with a customer for the provision of Managed Services for a defined period of time, the Company defers, in accordance with SAB 104, certain incremental costs incurred at the inception of the contract. These costs include time and expense incurred in association with the origination of a contract. The deferred costs are amortized on a straight-line basis over the life of the respective customer contract. Revenue associated with these capitalized costs is deferred and is recognized over the same period.

In cases where extended payment terms exist and revenue is deferred until payments are due, related costs are capitalized as contract costs and recognized as revenue is recognized.

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Deferred revenue represents billings to customers for licenses, services and third-party products for which revenue has not been recognized. Unbilled accounts receivable include all revenue amounts that had not been billed as of the balance sheet date due to contractual or other arrangements with customers. Allowances that are netted against accounts receivable represent amounts provided for accounts for which their collectibility is not reasonably assured.

COST OF LICENSE AND COST OF SERVICE

Cost of license and cost of service consist of all costs associated with providing services to customers, including identified losses on contracts and warranty expense. Estimated losses on contracts are recognized in the period in which the loss is identified in accordance with SOP 81-1. Estimated costs related to warranty obligations are initially provided at the time the product is delivered and are revised to reflect subsequent changes in circumstances and estimates. Cost of license includes royalty payments to software suppliers, amortization of purchased computer software and intellectual property rights.

Cost of service also includes costs of third-party products associated with reselling third-party computer hardware and software products to customers, when revenue from third-party products is recorded at the gross amount. Customers purchasing third-party products from the Company generally do so in conjunction with the purchase of services.

RESEARCH AND DEVELOPMENT

Research and development expenditures consist of costs incurred in the development of new software modules and product offerings, either as part of the Company's internal product development programs or in conjunction with customer projects. Research and development costs, which are incurred in conjunction with a customer project, are expensed as incurred.

Based on the Company's product development process, technological feasibility, as defined in SFAS No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," is established upon completion of a detailed program design or, in the absence thereof, completion of a working model. Costs incurred by the Company after achieving technological feasibility and before the product is ready for customer release have been insignificant.

EMPLOYEE BENEFIT PLANS

The Company maintains a non-contributory defined benefit plan for one of its Canadian subsidiaries that provides for pensions for substantially all of that subsidiary's employees based on length of service and rate of pay. Additionally, the Company provides to these employees other retirement benefits such as certain health care and life insurance benefits on retirement and various disability plans, workers' compensation and medical benefits to former or inactive employees, their beneficiaries and covered dependants, after employment but before retirement, under specified circumstances.

The Company accrues its obligations to these employees under employee benefit plans and the related costs net of returns on plan assets. Pension expense and other retirement benefits earned by employees are actuarially determined using the projected benefit method pro-rated on service and based on management's best estimates of expected plan investments performance, salary escalation, retirement ages of employees and expected health care costs.

The fair value of the employee benefit plans' assets is based on market values. The plan assets are valued at market value for the purpose of calculating the expected return on plan assets and the amortization of experience gains and losses. Past service costs, which may arise from plan amendments, are amortized on a straight-line basis over the average remaining service period of the employees who were active at the date of

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amendment. The excess of the net actuarial gain (loss) over 10% of the greater of the benefit obligation and the market-related value of plan assets is amortized over the average remaining service period of active employees.

EQUITY-BASED COMPENSATION

Effective October 1, 2005, the Company adopted FASB Statement No. 123 (revised 2004), "Share-Based Payment," a revision of SFAS No. 123 ("SFAS 123(R)"). SFAS 123(R) supersedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25") and related interpretations, and amends FASB Statement No. 95, "Statement of Cash Flows." Generally, the approach in SFAS 123(R) is similar to the approach described in SFAS 123. However, SFAS 123(R) requires all equity-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 ("SAB 107"), which provides supplemental implementation guidance on SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

Prior to October 1, 2005, the Company accounted for equity-based payments to employees under the recognition and measurement provisions of APB No. 25. Pursuant to these accounting standards, the Company recorded deferred compensation for stock options granted to employees at the date of grant based on the difference between the exercise price of the options and the market value of the underlying shares at that date, and for restricted stock based on the market value of the underlying shares at the date of grant. No compensation expense was recorded for stock options that were granted to employees and directors at an exercise price equal to or greater than the fair market value of the Ordinary Shares at the time of the grant.

The Company adopted SFAS 123(R) using the modified prospective method. Under this transition method, compensation costs recognized in fiscal 2006 include (a) compensation costs for all equity-based payments granted prior to, but that had not yet vested as of, October 1, 2005, based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS 123, and (b) compensation costs for the equity-based payments granted subsequent to October 1, 2005, based on the grant date fair value estimated in accordance with SFAS 123(R). The Company's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). The Company selected the Black-Scholes option pricing model as the most appropriate fair value method for its stock-options awards and values restricted stock based on the market value of the underlying shares at the date of grant. The Company recognizes compensation costs using the graded vesting attribution method that results in an accelerated recognition of compensation costs in comparison to the straight line method.

As a result of adopting SFAS 123(R) on October 1, 2005, the Company's income before income taxes and net income for fiscal 2006 (not including restricted stock expense) were \$40,432 and \$35,725, respectively, lower, than if the Company had continued to account for equity-based compensation under APB No. 25. Basic and diluted earnings per share for fiscal 2006 were \$0.17 and \$0.15 lower, respectively, than if the Company had continued to account for share based compensation under APB No. 25. The total income tax benefit recognized in the income statement for equity-based compensation (including restricted stock) for fiscal 2006 was \$5,575, and \$0 for fiscal 2005.

Prior to the adoption of SFAS 123(R), the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the statement of cash flows. SFAS 123(R) requires the cash flows resulting from the tax deductions in excess of the compensation costs recognized for those stock options to be classified as financing cash flows. The \$722 excess tax benefit classified as financing cash inflows would have been classified as an operating cash inflow if the Company had not adopted SFAS 123(R).

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The Company uses a combination of implied volatility of the Company's traded options and historical stock price volatility ("blended volatility") as the expected volatility assumption required in the Black-Scholes option valuation model. Prior to October 1, 2005, the Company had used its historical stock price volatility in accordance with SFAS 123 for purposes of presenting its pro forma information. The selection of the blended volatility approach was based upon the availability of traded options on the Company's shares and the Company's assessment that blended volatility is more representative of future share price trends than historical volatility. As equity-based compensation expense recognized in the Company's consolidated statement of income for fiscal 2006 is based on awards ultimately expected to vest, such expense has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In the Company's pro forma information required under SFAS 123 for the periods prior to fiscal 2006, the Company accounted for forfeitures as they occurred.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The financial instruments of the Company consist mainly of cash and cash equivalents, short-term interest-bearing investments, accounts receivable, accounts payable, short-term financing arrangements, forward exchange contracts and options, lease obligations and convertible notes. The fair value of the financial instruments, excluding the convertible notes (for which the fair value as of September 30, 2006 is approximately \$481,000), included in the accounts of the Company does not significantly vary from their carrying amount. The fair values of the Company's foreign currency exchange contracts are estimated based on quoted market prices of comparable contracts. See Note 21.

CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and cash equivalents, short-term interest-bearing investments and trade receivables. The Company invests its excess cash primarily in highly liquid U.S. dollar-denominated securities primarily with major U.S. institutions. The Company does not expect any credit losses with respect to these items.

The Company's revenue is generated primarily in North America and Europe. To a lesser extent, revenue is generated in the Asia-Pacific region and Latin America. Most of the Company's customers are among the largest communications and directory publishing companies in the world (or are owned by them). The Company's business is subject to the effects of general global economic conditions and, in particular, market conditions in the communications industry. The Company performs ongoing credit analyses of its customer base and generally does not require collateral. The allowance for doubtful accounts is for estimated losses resulting from the inability of the Company's customers to make required payments. The Company evaluates accounts receivable to determine if they will ultimately be collected. In performing this evaluation, significant judgments and estimates are involved, such as past experience, credit quality of the customer, age of the receivable balance and current economic conditions that may affect a customer's ability to pay. As of September 30, 2006, the Company had two customers that had accounts receivable balances of more than 10% of total accounts receivable, aggregating 23.4% (12.1% and 11.3%). As of September 30, 2005, the Company had two customers that had accounts receivable balances of more than 10% of total accounts receivable, aggregating 21.7% (11.0% and 10.7%).

EARNINGS PER SHARE

The Company accounts for earnings per share based on SFAS No. 128, "Earnings per Share." SFAS No. 128 requires companies to compute earnings per share under two different methods, basic and diluted earnings per share, and to disclose the methodology used for the calculations. Basic earnings per share

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are calculated using the weighted average number of shares outstanding during the period. Diluted earnings per share is computed on the basis of the weighted average number of shares outstanding and the effect of dilutive outstanding equity-based awards using the treasury stock method and the effect of dilutive outstanding convertible notes using the if-converted method.

DERIVATIVES AND HEDGING

The Company accounts for derivatives and hedging based on SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended and related Interpretations. SFAS No. 133 requires the Company to recognize all derivatives on the balance sheet at fair value. If a derivative meets the definition of a hedge and is so designated, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized in earnings.

GUARANTOR'S ACCOUNTING AND DISCLOSURE REQUIREMENTS FOR GUARANTEES

The Company follows FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" ("FIN No. 45"). FIN No. 45 requires that, at the inception of certain types of guarantees, the guarantor must disclose and recognize a liability for the fair value of the obligation it assumes under the guarantee.

RECLASSIFICATIONS

Certain immaterial amounts in prior years' financial statements have been reclassified to conform to the current year's presentation.

RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans," an amendment of FASB Statements No. 87, 88, 106 and 132(R) ("SFAS 158"). SFAS 158 requires an entity to recognize in its statement of financial position an asset for a defined benefit postretirement plan's over funded status or a liability for a plan's under funded status, measure a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the employer's fiscal year, and recognize changes in the funded status of a defined benefit postretirement plan in comprehensive income in the year in which the changes occur.

SFAS 158 does not change the amount of net periodic benefit cost included in net income or address the various measurement issues associated with postretirement benefit plan accounting. The requirement to recognize the funded status of a defined benefit postretirement plan and the disclosure requirements are effective for fiscal years ending after December 15, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. The Company is currently evaluating the effect that the application of SFAS 158 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS 157 will be effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

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The Company is currently evaluating the effect that the application of SFAS 157 will have on our consolidated results of operations and financial condition.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, "Financial Statements -- Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"). SAB 108 requires companies to quantify the impact of all correcting misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. SAB 108 is effective for fiscal years ending after November 15, 2006. The Company does not believe SAB 108 will have a material effect on its financial statements and related disclosures.

In June 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," An Interpretation of SFAS No. 109," ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return that results in a tax benefit. Additionally, FIN 48 provides guidance on de-recognition, income statement classification of interest and penalties, accounting in interim periods, disclosure, and transition. This interpretation is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the effect that the application of FIN 48 will have on our consolidated results of operations and financial condition.

In February 2006, the FASB issued Statement No. 155, "Accounting for Certain Hybrid Financial Instruments," an amendment of FASB Statement No. 133 and 140 ("FAS 155"), which permits fair value measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, with changes in fair value recognized in earnings. The fair-value election will eliminate the need to separately recognize certain derivatives embedded in hybrid financial instruments under FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Company is currently evaluating the effect of SFAS 155, which is effective for all financial instruments acquired or issued after the beginning of the first fiscal year that begins after September 15, 2006.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3 -- ACQUISITIONS

CRAMER

On August 14, 2006, the Company acquired all of the capital stock of Cramer Systems Group Limited, or Cramer, a privately-held leading provider of operations support systems (OSS) solutions. The Company expects that this acquisition will enable it to leverage and greatly enhance its current assets in the BSS (business support systems) and OSS market.

The aggregate purchase price for Cramer was \$417,228, which consisted of \$410,551 in cash (including cash on hand), \$2,228 related to the assumption of stock options and restricted shares held by Cramer employees and \$4,449 of transaction costs. The purchase price is subject to post closing adjustments which the Company expects will not be material. The fair value of the stock options was estimated using the Black-Scholes option pricing model and the fair value of the restricted shares was valued based on the market

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value of the underlying shares at the date of grant (see note 17). The acquisition was accounted for as a business combination using the purchase method of accounting, as required by SFAS No. 141. The fair market value of Cramer assets and liabilities has been included in the Company's consolidated balance sheet and the results of Cramer's operations have been included in the Company's consolidated statements of income, commencing on August 15, 2006. The Company obtained a preliminary independent valuation of the intangible assets acquired in the Cramer transaction. The total purchase price was allocated to Cramer's assets and liabilities, including identifiable intangibles, based on their respective estimated fair values, on the date the transaction was consummated. The value of acquired technology included both existing technology and in-process research and development. The valuation of these items was determined by applying the income forecast method, which considered the present value of cash flows by product lines. Of the \$177,203 of acquired identifiable intangible assets, \$17,310 was assigned to in-process research and development related to the next two major releases of Cramer's current technology, of which one was launched during the first quarter of fiscal 2007. The in-process research and development was written-off as of the closing date of the acquisition, in accordance with Financial Accounting Standards Board Interpretation No. 4, "Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method." The in-process research and development had no alternative future use and had not reached technological feasibility as of the closing date of the acquisition. The fair value assigned to core technology was \$88,690 and is being amortized over five years commencing on August 15, 2006. The fair value assigned to customer arrangements was \$69,043 and is being amortized over seven years commencing on August 15, 2006 based on pro-rata amounts of the future discounted cash flows. The fair value assigned to trademark was \$2,160 and is being amortized over two years commencing on August 15, 2006. The excess of the purchase price over the fair value of the net assets and identifiable intangibles acquired, or goodwill, was \$249,464 of which none is tax deductible.

The following is the allocation of the purchase price:

Assets acquired.....	\$ 93,050
Liabilities assumed.....	(70,673)
	-----
Net assets acquired.....	22,377
Core technology.....	88,690
Customer arrangements.....	69,043
Trademark.....	2,160
In-process research and development.....	17,310
Deferred taxes resulting from the difference between the assigned value of certain assets and their respective tax bases and loss carry forward, net.....	(31,816)
Goodwill.....	249,464
	-----
	\$417,228
	=====

QPASS

On May 31, 2006, the Company acquired all of the capital stock of Qpass Inc., or Qpass, a leading provider of digital commerce software and solutions. The Company expects that this acquisition will allow it to support service providers and media companies seeking to launch and monetize digital content, and believes that this acquisition positions it as the leader in the emerging digital content market.

The aggregate purchase price for Qpass was \$281,829, which consisted of \$274,024 in cash, \$2,405 related to the assumption of stock options held by Qpass employees and \$5,400 of transaction costs. The fair value of the stock options was estimated using the Black-Scholes option pricing model (see note 17). The acquisition was accounted for as a business combination using the purchase method of accounting, as required





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by SFAS No. 141. The fair market value of Qpass assets and liabilities has been included in the Company's consolidated balance sheet and the results of Qpass's operations have been included in the Company's consolidated statements of income, commencing on June 1, 2006. The Company obtained a preliminary independent valuation of the intangible assets acquired in the Qpass transaction. The total purchase price was allocated to Qpass's assets and liabilities, including identifiable intangibles, based on their respective estimated fair values, on the date the transaction was consummated. The value of acquired technology included both existing technology and in-process research and development. The valuation of these items was determined by applying the income forecast method, which considered the present value of cash flows by product lines. Of the \$72,981 of acquired identifiable intangible assets, \$8,340 was assigned to in-process research and development and was written-off as of the closing date of the acquisition, in accordance with Financial Accounting Standards Board Interpretation No. 4. The in-process research and development had no alternative future use and had not reached technological feasibility as of the closing date of the acquisition. The fair value assigned to core technology was \$28,060 and is being amortized over three to 4.5 years commencing on June 1, 2006. The fair value assigned to customer arrangements was \$36,581 and is being amortized over seven years commencing on June 1, 2006. The excess of the purchase price over the fair value of the net liabilities and identifiable intangibles acquired, or goodwill, was \$238,455, of which none is tax deductible.

The following is the allocation of the purchase price:

Assets acquired.....	\$ 25,801
Liabilities assumed.....	(54,824)
	-----
Net liabilities assumed.....	(29,023)
Core technology.....	28,060
Customer arrangements.....	36,581
In-process research and development.....	8,340
Deferred taxes resulting from the difference between the assigned value of certain assets and liabilities and their respective tax bases and loss carry forward, net.....	(584)
Goodwill.....	238,455
	-----
	\$281,829
	=====

LONGSHINE

On August 3, 2005, the Company acquired Longshine Information Technology Company Ltd., or Longshine, a privately-held leading vendor of customer care and billing software in China. This acquisition enables the Company to offer its products and services to Chinese service providers and the Company believes it will allow the Company to expand its presence in this fast growing market. The purchase price for Longshine was approximately \$41,696, which included \$8,851 of additional purchase price as a result of the achievements of specified performance targets at the end of the first year from acquisition, and \$1,312 of transaction costs. The Company may also be obligated to pay up to approximately \$8,000, in additional purchase price, over the next year based on the achievement of specified performance targets. The fair market value of Longshine assets and liabilities has been included in the Company's consolidated balance sheet and the results of Longshine operations have been included in the Company's consolidated statement of income, commencing on August 3, 2005. The Company obtained an independent valuation of the intangible assets acquired in the Longshine transaction. The total purchase price was allocated to Longshine's assets and liabilities, including identifiable intangibles, based on their respective estimated fair values, on the date the transaction was consummated. The excess of the purchase price over the fair value of the net liabilities and identifiable intangibles acquired, or goodwill, was \$45,305. During fiscal 2006, within the one year allocation



AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
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period the Company revised the allocation of the purchase price as it obtained more information required to measure the fair value of the assets and liabilities acquired and as a result of the additional purchase price of \$8,851, as mentioned above. The revised purchase price allocation resulted in an increase of \$4,033 in goodwill.

The following is the final allocation of the purchase price:

Net liabilities assumed.....	\$(11,109)
Core technology.....	1,000
Customer arrangements.....	6,500
Goodwill.....	45,305
	-----
	\$ 41,696
	=====

DST INNOVIS

On July 1, 2005, the Company acquired from DST Systems, Inc., or DST, all of the common stock of DST's wholly owned subsidiaries, DST Innovis, Inc. and DST Interactive, Inc. The Company refers to these acquired subsidiaries together as DST Innovis, a leading provider of customer care and billing solutions to broadband media cable and satellite companies, which the Company refers to as the Broadband Industry. The Company believes that this acquisition has positioned the Company to offer a comprehensive set of solutions to companies in the Broadband Industry as they transition to ICM.

The purchase price for DST Innovis was approximately \$237,461, which included \$3,150 of transaction costs. The acquisition was accounted for as a business combination using the purchase method of accounting, as required by SFAS No. 141. The fair market value of DST Innovis's assets and liabilities has been included in the Company's consolidated balance sheet and the results of DST Innovis's operations are included in the Company's consolidated statements of income, commencing on July 1, 2005. The Company obtained an independent valuation of the intangible assets acquired in the DST Innovis transaction. The total purchase price was allocated to DST Innovis's assets and liabilities, including identifiable intangibles, based on their respective estimated fair values, on the date the transaction was consummated. The value of acquired technology included both existing technology and in-process research and development. The valuation of these items was made by applying the income forecast method, which considered the present value of cash flows by product lines. Of the \$125,642 of acquired identifiable intangible assets, \$2,760 was assigned to in-process research and development and was written-off as of the closing date of the acquisition, in accordance with FASB Interpretation No. 4, "Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method." The fair value assigned to core technology was \$63,180 and is amortized over three to 4.5 years commencing on July 1, 2005. The fair value assigned to customer arrangements was \$59,702 and is amortized over 15 years commencing on July 1, 2005. The excess of the purchase price over the fair value of the net assets and identifiable intangibles acquired, or goodwill, was \$130,120, of which \$101,312 is tax deductible. During fiscal 2006, within the one year allocation period the Company revised the allocation of the purchase price as it obtained more information and changed its estimations relating to the printing and mailing obligation and to other assets and liabilities acquired. The revised purchase price allocation resulted in a decrease of \$1,266 in goodwill.

In connection with the DST acquisition, the Company signed a long-term agreement with DST, pursuant to which DST will continue to support the printing and mailing of bills for the DST Innovis customer base. Under the terms of that agreement, DST will be a preferred vendor of billing, printing, and mailing for projects that combine those services with billing support for additional Amdocs customers in the United States. The Company recorded a liability of \$25,777 resulting from this agreement. This liability will be amortized over the life of the agreement.



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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

In addition, the Company commenced integration activities based on a plan to exit specific research and development activities and to terminate employees associated with these activities. In accordance with EITF 95-3, "Recognition of Liabilities in connection with a Purchase Business Combination," The liability associated with this plan, which was recorded as part of the purchase accounting, is presented in the following table:

EMPLOYEE SEPARATION CONTRACTUAL COSTS OBLIGATIONS OTHER TOTAL -----			
-----			
Balance as of October 1, 2005.....	\$ 4,940	\$7,103	\$ 673
\$12,716 Cash			
payments.....			
(4,681) (219) (418) (5,318)			
Adjustments(1).....			
(247) (9) (155) (411) -----			
- ----- Balance as of			
September 30, 2006....	\$ 12	\$6,875	
\$ 100 \$ 6,987 =====			
=====			

(1) Reflects adjustments due to changes in original estimates within the one year allocation period. The adjustments were recorded as part of the purchase accounting which resulted in reduction of goodwill.

The following is the final allocation of the purchase price and deferred tax assets:

Net assets acquired.....	\$ 7,388
Core technology.....	63,180
Customer arrangements.....	59,702
In-process research and development.....	2,760
EITF 95-3 and other liabilities.....	(17,059)
Printing and mailing obligation.....	(25,777)
Deferred taxes resulting from the difference between the assigned value of certain assets and liabilities and their respective tax bases.....	17,147
Goodwill.....	130,120
	-----
	\$237,461
	=====

PRO FORMA FINANCIAL INFORMATION

Set forth below are the unaudited pro forma revenue, operating income, net income and per share figures for the years ended September 30, 2006, 2005 and 2004, as if DST Innovis had been acquired as of October 1, 2003, and as if Cramer had been acquired as of October 1, 2004, excluding the capitalization of research and development expense, write-off of purchased in-process research and development and other acquisition related costs:

YEAR ENDED SEPTEMBER 30, -----		
----- 2006 2005		
2004 -----		
Revenue.....		
\$2,575,703 \$2,290,361 \$2,013,612		
Operating		
income.....	321,333	
314,173 292,137 Net		
income.....		

297,746	259,412	229,179	Basic	
earnings per share.....				1.47
1.29	1.10		Diluted earnings per	
share.....	1.38	1.21	1.05	

Pro forma information regarding the Company's consolidated statements of income for the years ended September 30, 2006, 2005 and 2004 to reflect the Longshine and Qpass acquisitions is not presented, as these acquisitions are not considered material business combinations.

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 4 -- SHORT-TERM INTEREST-BEARING INVESTMENTS

Short-term interest-bearing investments consist of the following:

AMORTIZED COST		MARKET VALUE AS OF	
SEPTEMBER 30, AS OF		SEPTEMBER 30, -----	
-----		2006	
2005	2006	2005	-----
-- ----- Federal			
agencies.....	\$		
45,928	\$ 87,116	\$ 46,202	\$ 86,591 U.S.
government treasuries.....			
11,815	70,644	11,940	70,187 Corporate
backed obligations.....	131,129		
157,834	130,921	157,059	Corporate
bonds.....	47,892		
50,401	47,776	50,218	Mortgages
(including government and			
corporate).....			
81,656	47,852	81,559	47,622 Commercial
paper/CD.....	39,458		
4,056	39,458	4,056	Private
placement.....	14,397		
22,344	14,338	22,278	-----
		372,275	440,247
372,194	438,011	Allowance for	
unrealized loss.....	(81)	(2,236)	-----
			-----
			--
Total.....			
\$372,194	\$438,011	\$372,194	\$438,011
=====	=====	=====	=====

As of September 30, 2006, short-term interest-bearing investments had the following maturity dates:

MARKET VALUE -----	
2007.....	\$ 57,713
2008.....	36,022
2009.....	92,904
2010.....	30,227
Thereafter.....	155,328 ----- \$372,194 =====

NOTE 5 -- ACCOUNTS RECEIVABLE, NET

Accounts receivable, net consists of the following:

AS OF SEPTEMBER 30, -----	
2006	2005 -----
Accounts	
receivable -- billed.....	
\$383,763	\$282,151 Accounts receivable --
unbilled.....	54,117 28,994
Less --	
allowances.....	
(12,075)	(6,908) -----
Accounts receivable,	
net.....	\$425,805
\$304,237	=====





AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 6 -- EQUIPMENT, VEHICLES AND LEASEHOLD IMPROVEMENTS, NET

Components of equipment, vehicles and leasehold improvements, net are:

AS OF SEPTEMBER 30, -----			
2006	2005	-----	Computer
equipment.....			
\$474,794	\$406,705		Vehicles furnished to
			employees.....
		11,642	
		24,493	Leasehold
improvements.....			
			Furniture and
			fixtures.....
45,281	43,076	-----	625,114
			543,156 Less accumulated
			depreciation.....
			404,824 361,344 -----
\$220,290	\$181,812	=====	=====

Total depreciation expense on equipment, vehicles and leasehold improvements for fiscal years 2006, 2005 and 2004, was \$75,964, \$74,193 and \$73,619, respectively.

NOTE 7 -- GOODWILL AND INTANGIBLE ASSETS, NET

The following table presents details of the Company's total goodwill:

As of October 1, 2004.....	\$	806,874
Decrease in goodwill as a result of a purchase price allocation adjustment (related to fiscal 2003 acquisition).....		(9,893)
Goodwill resulted from DST Innovis acquisition (see Note 3).....		131,386
Goodwill resulted from Longshine acquisition (see Note 3).....		41,272
		-----
As of September 30, 2005.....		969,639
Goodwill resulted from Cramer acquisition (see Note 3)..		249,464
Goodwill resulted from Qpass acquisition (see Note 3)...		238,455
Decrease in DST goodwill as a result of a purchase price allocation adjustment (see Note 3).....		(1,266)
Increase in Longshine goodwill as a result of a purchase price allocation adjustment (see Note 3).....		4,033
Other(1).....		1,281
		-----
As of September 30, 2006.....	\$	1,461,606
		=====

(1) Represents goodwill related to immaterial acquisition.

The following table presents details of amortization expense of purchased intangible assets as reported in the consolidated statements of income:

YEAR ENDED SEPTEMBER 30, -----			
-----	2006	2005	2004
	-----	-----	-----
			Cost of
license.....			\$
	2,620	\$ 2,620	\$ 3,878
service.....			Cost of
2,785			Amortization of purchased intangible
assets.....			assets.....

37,610	15,356	17,909	-----	-----	-----
			-		
Total.....					
\$40,230	\$17,976	\$24,572	=====	=====	
			=====		

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The Company performs an annual impairment test during the fourth quarter of each fiscal year, or more frequently if impairment indicators are present. The Company operates in one operating segment, and this segment comprises its only reporting unit. In calculating the fair value of the reporting unit, the Company used a discounted cash flow methodology. There was no impairment of goodwill upon adoption of SFAS No. 142 and there was no impairment at the annual impairment test dates.

The following table presents details of the Company's total purchased intangible assets:

ESTIMATED USEFUL LIFE ACCUMULATED (IN YEARS) GROSS AMORTIZATION NET -----			
-----			
SEPTEMBER 30, 2006 Core			
technology.....	3-5	\$235,946	\$(78,560)
Customer arrangements.....	7-15	\$157,386	
Intellectual property rights and purchased computer software.....	3-10	248,155	(62,251)
		185,904	
		51,996	
		(49,595)	2,401
Trademark.....		2	2,160
		(135)	2,025
			-----
Total.....		\$538,257	\$(190,541)
		\$347,716	=====
		=====	=====
SEPTEMBER 30, 2005			
Core			
technology.....	2-4.5	\$117,925	\$(53,699)
Customer arrangements.....	2-15	140,009	(49,637)
Intellectual property rights and purchased computer software.....	3-10	90,372	
		51,996	
		(46,975)	5,021
			-----
Total.....		\$309,930	\$(150,311)
		\$159,619	=====
		=====	=====

The estimated future amortization expense of purchased intangible assets as of September 30, 2006 is as follows:

AMOUNT -----	FISCAL YEAR:
2007.....	\$ 70,813
2008.....	73,221
2009.....	63,628
2010.....	52,549
2011.....	34,545
Thereafter.....	52,960 -----
Total.....	\$347,716 =====

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 8 -- OTHER NONCURRENT ASSETS

Other noncurrent assets consist of the following:

AS OF SEPTEMBER 30, -----	2006	2005	----
-----			
Funded employee benefit			
costs(1).....	\$ 70,669	\$ 59,086	
Managed services deferred			
costs(2).....	63,352	54,314	Prepaid
maintenance and other.....			8,262
10,900 Rent and other			
deposits.....		10,599	8,908
Other.....			
7,938	10,231	-----	-----
		\$160,820	\$143,439
		=====	=====

(1) See Note 15.

(2) See Note 2.

NOTE 9 -- INCOME TAXES

The provision for income taxes consists of the following:

YEAR ENDED SEPTEMBER 30, -----	2006	2005	2004	-----
-----				
Current.....				
	\$42,290	\$64,038	\$72,588	
Deferred.....				
	12,947	8,121	(6,345)	-----
	\$55,237	\$72,159	\$66,243	=====

All income taxes are from continuing operations reported by the Company in the applicable taxing jurisdiction. Income taxes also include anticipated withholding taxes due on subsidiaries' earnings when paid as dividends to the Company.

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

Deferred income taxes are comprised of the following components:

AS OF SEPTEMBER 30, -----	2006		
2005 -----	Deferred tax assets:		
	Deferred		
revenue.....	\$		
29,369	\$ 38,041	Accrued employee	
costs.....	53,851	42,343	
	Equipment, vehicles and leasehold		
	improvements,		
net.....			
18,842	45,752	Intangible assets, computer	
		software and intellectual	
property.....	17,221	14,257	
	Net operating loss carry		
	forwards.....	97,813	35,924
Other.....			
	58,102	43,324	Valuation
allowances.....	(29,335)		
(14,302)	-----	-----	Total deferred tax
assets.....	245,863	205,339	-
	-----	-----	Deferred tax liabilities:
	Anticipated withholdings on subsidiaries'		
	earnings.....		
(47,004)	(43,909)	Equipment, vehicles and	
		leasehold improvements,	
net.....			
(3,992)	(7,262)	Intangible assets, computer	
		software and intellectual	
property.....	(108,171)		
	(32,683)	Managed services	
costs.....	(14,580)		
	(10,110)		
Other.....			
(12,025)	(5,514)	-----	Total
		deferred tax liabilities.....	
(185,772)	(99,478)	-----	Net
deferred tax assets.....			
\$ 60,091	\$105,861	=====	=====

The effective income tax rate varied from the statutory Guernsey tax rate as follows:

YEAR ENDED SEPTEMBER 30, -----	2006		
2005 2004 ----	-----	-----	Statutory Guernsey tax
rate.....	20%	20%	20%
	Guernsey tax-exempt		
status.....	(20)	(20)	(20)
	Foreign		
taxes.....	16		
	19	20	Valuation
allowance.....	1	1	2
---	---	---	Income tax rate before effect of
			acquisition- related costs, and equity-based
			compensation
expense.....			
17	20	22	Effect of acquisition-related costs and
			equity- based compensation
expense.....	(2)	--	---
	---	15%	20%
	---	22%	===
			===

As a Guernsey company with tax-exempt status, the Company's overall effective tax rate is attributable solely to foreign taxes.

During fiscal 2006, the Company recognized deferred tax assets of \$15,033 derived from net capital and operating loss carry forwards related to certain of its subsidiaries. The expiration period of \$7,451 of these losses carry forwards

is up to 20 years, the rest of the losses expiration is unlimited. Given the uncertainty of the realization of these assets through future taxable earnings, an additional valuation allowance of \$15,033

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
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was recorded during fiscal 2006, out of which \$11,393 was recorded in connection with the Cramer and Qpass acquisitions.

During fiscal 2005, the Company recognized deferred tax assets of \$2,878 derived from operating loss carry forwards related to one of its subsidiaries. During fiscal 2004, the Company recognized deferred tax assets of \$11,424 derived from net capital and operating loss carry forwards related to certain of its subsidiaries. The expiration of these losses carry forwards is unlimited. Given the uncertainty of the realization of these assets through future taxable earnings, additional valuation allowances of \$2,878 and \$11,424 was recorded during fiscal 2005 and 2004, respectively.

NOTE 10 -- FINANCING ARRANGEMENTS

The Company's financing transactions are described below:

As of September 30, 2006, the Company had available short-term general revolving lines of credit totaling \$30,936. As of September 30, 2006, no amounts were outstanding under these credit lines. The cost of maintaining these revolving lines of credit was insignificant.

As of September 30, 2006, the Company had outstanding letters of credit and bank guarantees of \$8,671. These were mostly supported by a combination of the credit facilities and restricted cash balances that the Company maintains with various banks.

In addition, as of September 30, 2006, the Company had outstanding short term loans of \$1,733, which is secured by certain pledges and guarantees and \$175 related to another debt instrument.

NOTE 11 -- CONVERTIBLE NOTES

In March 2004, the Company issued \$450,000 aggregate principal amount of 0.50% Convertible Senior Notes due 2024 (the "0.50% Notes") through a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The Company is obligated to pay interest on the 0.50% Notes semi-annually on March 15 and September 15 of each year. The 0.50% Notes are senior unsecured obligations of the Company and rank equal in right of payment with all existing and future senior unsecured indebtedness of the Company. The 0.50% Notes are convertible, at the option of the holders at any time before the maturity date, into Ordinary Shares of the Company at a conversion rate of 23.1911 shares per one thousand dollars principal amount, representing a conversion price of approximately \$43.12 per share, as follows: (i) during any fiscal quarter commencing after March 31, 2004, and only during that quarter if the closing sale price of the Company's Ordinary Shares exceeds 130% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the proceeding fiscal quarter (initially 130% of \$43.12, or \$56.06); (ii) upon the occurrence of specified credit rating events with respect to the notes; (iii) subject to certain exceptions, during the five business day period after any five consecutive trading day period in which the trading price per note for each day of that measurement period was less than 98% of the product of the closing sale price of the Company's Ordinary Shares and the conversion rate; provided, however, holders may not convert their notes (in reliance on this subsection) if on any trading day during such measurement period the closing sale price of the Company's Ordinary Shares was between 100% and 130% of the then current conversion price of the notes (initially, between \$43.12 and \$56.06); (iv) if the notes have been called for redemption, or (v) upon the occurrence of specified corporate events.

The 0.50% Notes are subject to redemption at any time on or after March 20, 2009, in whole or in part, at the option of the Company, at a redemption price of 100% of the principal amount plus accrued and unpaid interest, if any, on such redemption date. The 0.50% Notes are subject to repurchase, at the holders' option, on March 15, 2009, 2014 and 2019, at a repurchase price equal to 100% of the principal amount plus accrued



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and unpaid interest, if any, on such repurchase date ("Put Rights"). The Company may choose to pay the repurchase price in cash, Ordinary Shares or a combination of cash and Ordinary Shares.

The FASB issued an exposure draft that would amend SFAS No. 128 to require that if a convertible financial instrument has an option to settle a required redemption in cash or shares, the assumption is the option would be settled in shares and therefore the "if converted" method should be applied based on the current share price and not according to the conversion price (the current accounting guidelines) when computing diluted earnings per share. The Board of Directors has authorized the Company to amend the 0.50% Notes by waiving its right to a share settlement upon exercise of Put Rights and committing to a cash settlement. If the Company amends the 0.50% Notes as authorized by its Board of Directors, then the expected new accounting rule would have no impact on the Company's consolidated financial results.

NOTE 12 -- NONCURRENT LIABILITIES AND OTHER

Noncurrent liabilities and other consist of the following:

AS OF SEPTEMBER 30, -----	2006	2005
Accrued employees costs(1).....	\$111,909	\$ 88,353
Noncurrent customer advances.....	28,936	34,994
Accrued pension liability.....	24,476	23,193
Accrued print and mail obligation.....	14,424	17,806
Accrued lease obligations.....	8,514	12,475
Other.....		
	\$197,637	\$186,270
	=====	=====

(1) Primarily severance pay liability in accordance with Israeli law (see note 15).

NOTE 13 -- INTEREST INCOME AND OTHER, NET

Interest income and other, net consists of the following:

YEAR ENDED SEPTEMBER 30, -----	2006	2005	2004
Interest income.....	\$50,962	\$32,341	\$ 17,941
Interest expense.....	(5,433)	(5,734)	(12,867)
Other, net.....	(3,788)	(4,304)	(171)
	\$41,741	\$22,303	\$ 4,903
	=====	=====	=====

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 14 -- CONTINGENCIES

COMMITMENTS

The Company leases office space under non-cancelable operating leases in various countries in which it does business. Future minimum non-cancelable lease payments required after October 1, 2006 are as follows:

FOR THE YEARS ENDED SEPTEMBER 30, - - -	
-----	
2007.....	\$ 60,832
2008.....	52,967
2009.....	42,505
2010.....	37,972
2011.....	34,298
Thereafter.....	39,064 ----- \$267,638 =====

Future minimum non-cancelable lease payments, as stated above, do not reflect committed future sublease income of \$8,122, \$4,919, \$3,497, \$3,278, \$4,022 and \$5,907 for the years ended September 30, 2007, 2008, 2009, 2010, 2011 and thereafter, respectively. Of the \$237,893 net operating leases, net of \$29,745 of sublease income, \$5,837 has been included in accrued restructuring charges as of September 30, 2006.

Rent expense net of sublease income, including accruals for future lease losses, was approximately \$41,088, \$38,982 and \$43,505 for fiscal 2006, 2005 and 2004, respectively.

The Company leases vehicles under operating leases. Future minimum non-cancelable lease payments required after October 1, 2006 are as follows:

FOR THE YEARS ENDED SEPTEMBER 30, - - -	
-----	
2007.....	\$11,896
2008.....	8,928
2009.....	4,657
2010.....	655 ----- \$26,136 =====

LEGAL PROCEEDINGS

The Company is involved in various legal proceedings arising in the normal course of its business. Based upon the advice of counsel, the Company does not believe that the ultimate resolution of these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

GUARANTOR'S ACCOUNTING AND DISCLOSURE REQUIREMENTS FOR GUARANTEES

The Company generally sells its products with a limited warranty for a period of 90 days. The Company's policy is to accrue for warranty costs, if needed, based on historical trends in product failure. Based on the Company's experience, only minimal warranty services have been required and, as a result, the Company did not accrue any amounts for product warranty liability during fiscal years 2006 and 2005.



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(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The Company generally indemnifies its customers against claims of intellectual property infringement made by third parties arising from the use of the Company's software. To date, the Company has incurred only minimal costs as a result of such obligations and has not accrued any liabilities related to such indemnification in its consolidated financial statements.

NOTE 15 -- EMPLOYEE BENEFITS

The Company accrues severance pay for the employees of its Israeli operations in accordance with Israeli law and certain employment procedures on the basis of the latest monthly salary paid to these employees and the length of time that they have worked for the Israeli operations. The severance pay liability, which is included as accrued employee costs in noncurrent liabilities and other, is partially funded by amounts on deposit with insurance companies, which are included in other noncurrent assets. These severance expenses were approximately \$26,403, \$16,720 and \$15,363 for fiscal 2006, 2005 and 2004, respectively.

The Company sponsors defined contribution plans covering certain of its employees around the world. The plans provide for Company matching contributions based upon a percentage of the employees' voluntary contributions. The Company's contributions in fiscal 2006, 2005 and 2004 under such plans were not significant compared to total operating expenses.

The Company maintains non-contributory defined benefit plans that provide for pension, other retirement and post employment benefits for employees of a Canadian subsidiary based on length of service and rate of pay. The measurement date for the pension plan and for the other benefits was September 30, 2006.

COMPONENTS OF NET BENEFIT PLANS COST

The net periodic benefit costs for the years ended September 30, related to pension and other benefits were as follows:

PENSION BENEFITS		OTHER BENEFITS		--	
-----					
	2006	2005	2004	2006	
2005	2004	-----			
----					
					Service
					costs.....
					\$
1,886	\$ 2,185	\$ 1,967	\$324	\$265	
					\$373 Interest on benefit
					obligations....
					3,345 3,340 2,676
					507 482 386 Expected return on
					plan assets.....
					(3,182) (2,739)
					(2,200) -- -- --
					Settlements.....
					313 -- -- --
					-----
					\$ 2,362 \$
					2,786 \$ 2,443 \$831 \$747 \$759
					=====
					=====
					=====

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

COMPONENTS OF ACCRUED BENEFIT LIABILITY

The following table sets forth changes in the fair value of plan assets, benefit obligations and the funded status of the plans as of September 30, 2006:

PENSION BENEFITS	OTHER BENEFITS	-----
----- CHANGE IN PLAN		
ASSETS: Fair value of plan assets as of		
October 1,		
2005.....		
\$ 41,824	\$ --	Actual return on plan
assets.....	3,458	-- Foreign
exchange gain.....		
1,973	--	Employer
contribution.....	2,889	
	156	Benefits
paid.....		
(9,857)	(156)	----- FAIR
VALUE OF PLAN ASSETS AS OF SEPTEMBER 30,		
2006.....		
40,287	--	----- CHANGE IN
BENEFIT OBLIGATIONS: Benefit obligations		
as of October 1, 2005... (67,305)		
	(11,731)	Service
costs.....		
(1,886)	(324)	Interest on benefit
obligations.....	(3,345)	(507)
		Actuarial gains
(losses).....	2,289	(774)
		Curtailment
gains.....	2,785	
	2,726	Foreign exchange
loss.....	(3,068)	(547)
		Benefits
paid.....	9,857	
156	-----	BENEFIT OBLIGATIONS
AS OF SEPTEMBER 30,		
2006.....		
(60,673)	(11,001)	-----
FUNDED STATUS-PLAN DEFICIT AS OF		
SEPTEMBER 30,		
2006.....		
(20,386)	(11,001)	Unrecognized actuarial
net losses.....	(5,122)	(1,789) ---
----- ACCRUED BENEFIT COSTS AS		
OF SEPTEMBER 30, 2006, INCLUDED IN		
NONCURRENT LIABILITIES AND		
OTHER.....		
\$ (15,264)	\$ (9,212)	=====

As of September 30, 2006, the accumulated benefit obligation for the pension plan was \$54,292, and \$10,611 for other benefits.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The following table sets forth the funded status of the plans as of September 30, 2005:

PENSION BENEFITS	OTHER BENEFITS	-----
----- CHANGE IN PLAN		
ASSETS: Fair value of plan assets as of		
October 1,		
2004.....		
\$ 34,042	\$ --	Actual return on plan
assets.....	4,360	-- Foreign
exchange gain.....		exchange
2,674	--	Employer
contribution.....	3,300	
164 Benefits		
paid.....		
(2,552)	(164)	----- FAIR
VALUE OF PLAN ASSETS AS OF SEPTEMBER 30,		
2005.....		
41,824	--	----- CHANGE IN
BENEFIT OBLIGATIONS: Benefit obligations		
as of October 1, 2004... (49,751) (7,234)		
Service		
costs.....		
(2,185)	(265)	Interest on benefit
obligations.....	(3,340)	(483)
Actuarial		
losses.....		
(10,237)	(3,210)	Foreign exchange
loss.....	(4,344)	(703)
Benefits		
paid..... 2,552		
164	-----	BENEFIT OBLIGATIONS
AS OF SEPTEMBER 30,		
2005.....		
(67,305)	(11,731)	-----
FUNDED STATUS-PLAN DEFICIT AS OF		
SEPTEMBER 30,		
2005.....		
(25,481)	(11,731)	Unrecognized actuarial
net losses.....	(10,409)	(3,610) --
----- ACCRUED BENEFIT COSTS AS		
OF SEPTEMBER 30, 2005, INCLUDED IN		
NONCURRENT LIABILITIES AND		
OTHER.....		
\$ (15,072)	\$ (8,121)	=====

As of September 30, 2005, the accumulated benefit obligation for the pension plan was \$54,775, and \$11,278 for other benefits.

SIGNIFICANT ASSUMPTIONS

The significant assumptions adopted in measuring the Canadian subsidiary's accrued benefit obligations and the net periodic benefit cost were as follows:

2006	2005	----	----	AS OF SEPTEMBER 30: ACCRUED
BENEFIT OBLIGATIONS				
Weighted average discount				
rate, end of year..... 5.25% 5.50%				
Weighted				
average rate of compensation increase, end of				
year.....				
3.50	3.50	FOR THE YEAR ENDED SEPTEMBER 30: NET		
PERIODIC BENEFIT COST				
Weighted average discount				
rate, end of preceding				
year.....				
5.50%	6.25%	Weighted average expected long-term		
rate of return on plan assets, end of preceding				
year..... 7.50 7.50				
Weighted average rate				
of compensation increase, end of preceding				
year..... 3.50 3.50				

The expected future rate of return assumption is based on the target asset allocation policy and the expected future rates of return on these assets.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
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For measurement purposes, a 4.5% annual rate of increase in the per capita cost of covered health care benefits (the health care cost trend rate) was assumed for the year ended September 30, 2006, except for the cost of medication, which was assumed to increase at an annual rate of 10% for 2006. This rate was assumed to gradually decline to 5% by 2014 and remain stable thereafter.

A 1% change in the assumed health care cost trend rates would have the following effect as of September 30, 2006:

1% INCREASE	1% DECREASE	-----	-----
Effect on other benefits -- total service and interest			
cost.....		\$ 164	\$
(135) Effect on other benefits -- accrued benefit obligations.....		2,189	(1,695)

PENSION PLAN ASSETS

The following table sets forth the allocation of the pension plan assets as of September 30, 2006 and 2005, the target allocation for 2007 and the expected long-term rate of return by asset class. The fair value of the plan assets was \$40,287 as of September 30, 2006 and \$41,824 as of September 30, 2005.

PERCENTAGE OF PLAN ASSETS AS						
WEIGHTED-AVERAGE OF SEPTEMBER LONG-						
TERM RATE TARGET ALLOCATION 30, OF						
RETURN -----						
----- ASSET CATEGORY						
2007	2006	2005	2006	-	-----	
-----						
----- Equity						
securities.....						
45%-65%	55%	57%	9.7%	Debt		
securities.....	35-					
55	45	43	4.9	-----	---	---
Total.....						
100%	100%	100%	7.5	=====	===	===

Plan assets consist primarily of Canadian and other equities, government and corporate bonds, debentures and secured mortgages, which are held in units of the BCE Master Trust Fund, a Trust established by Bell Canada. The investment strategy is to maintain an asset allocation that is diversified between multiple different asset classes, and between multiple managers within each asset class, in order to minimize the risk of large losses and to maximize the long-term risk-adjusted rate of return.

PROJECTED CASH FLOWS

The Company is responsible for adequately funding the pension plan. Contributions by the Company are based on various generally accepted actuarial methods and reflect actuarial assumptions concerning future investment returns, salary projections and future service benefits. The Company contributed \$2,889 to the pension plan in 2006 which was the minimum contribution required by law. Because the Company does not fund the other employee future benefit plan, the total payments of \$156 paid in 2006 represents benefit payments made to beneficiaries. The following table sets forth the Company's estimates for future minimum contributions to the pension plan and for other benefit payments.

FOR THE YEARS ENDED SEPTEMBER 30, PENSION	
BENEFITS	OTHER BENEFITS - -----
-----	-----
2007.....	
	\$ 1,700 \$ 200



2008.....	1,400 300	
2009.....	1,500 300	
2010.....	1,500 400	
2011.....	1,500 400	2012 -
2016.....		8,400
	2,300 -----	
Total.....		
	\$16,000 \$3,900 =====	=====

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 16 -- CAPITAL TRANSACTIONS

On November 5, 2003, the Company announced that its Board of Directors had authorized a share repurchase program of up to 5,000 Ordinary Shares over the next twelve months. The authorization permitted the Company to purchase Ordinary Shares in open market or privately negotiated transactions and at prices the Company deems appropriate. The Company stated that one of the main purposes of the repurchase program was to offset the dilutive effect of any future share issuances, including issuances pursuant to employee equity plans or in connection with acquisitions. During the first quarter of fiscal 2004, the Company repurchased 4,990 Ordinary Shares under this repurchase program, for an aggregate purchase price of \$123,993. In connection with an acquisition by the Company in fiscal 2004, the Company's Board of Directors approved the repurchase of additional Ordinary Shares to offset the dilutive effect of share issuances in the acquisition. The closing of the acquisition occurred in February 2004, and the Company repurchased 484 Ordinary Shares in February 2004 for an aggregate purchase price of \$13,417.

In connection with the Company's issuance of the 0.50% Notes (see Note 11), the Board of Directors approved the repurchase of Ordinary Shares sold short by purchasers of the 0.50% Notes in negotiated transactions, concurrently with the sale of the notes, to offset the dilutive effect of the Ordinary Shares issuable upon conversion of the 0.50% Notes. The closing of the sale of the 0.50% Notes occurred in March 2004, and the Company repurchased 6,074 Ordinary Shares, for an aggregate purchase price of \$170,061, out of the 10,436 Ordinary Shares issuable upon conversion of the 0.50% Notes, based on a conversion rate of 23.1911 shares per \$1,000 principal amount.

On July 28, 2004, the Company announced that its Board of Directors extended the share repurchase program for the additional repurchase of up to \$100,000 of its Ordinary Shares in open market or privately negotiated transactions and at times and prices the Company deems appropriate. In accordance with this extension, the Company repurchased 4,894 Ordinary Shares, at an average price of \$20.40 per share.

On December 20, 2004, the Company announced that its Board of Directors had extended the Company's share repurchase program for the additional repurchase of up to \$100,000 of its Ordinary Shares in the open market or privately negotiated transactions and at times and prices the Company deems appropriate. In accordance with this extension, the Company repurchased in the third quarter of fiscal 2005, 3,525 Ordinary Shares, at an average price of \$28.33 per share.

The Company funded these repurchases, and intends to fund any future repurchases, with available funds.

NOTE 17 -- STOCK OPTION AND INCENTIVE PLAN

In January 1998, the Company adopted the 1998 Stock Option and Incentive Plan (the "Plan"), which provides for the grant of restricted stock awards, stock options and other equity-based awards to employees, officers, directors, and consultants. The purpose of the Plan is to enable the Company to attract and retain qualified personnel and to motivate such persons by providing them with an equity participation in the Company. Since its adoption, the Plan has been amended on several occasions to, among other things, increase the number of Ordinary Shares issuable under the Plan. In January 2006, the maximum number of Ordinary Shares authorized to be granted under the Plan was increased from 38,300 to 46,300. Awards granted under the Plan generally vest over a period of four years and stock options have a term of ten years. In the fourth quarter of fiscal 2005, the Company commenced routinely granting restricted shares and the Company's equity-based grant package may be comprised of restricted stock awards and a fewer number of stock options. As of September 30, 2006, 11,247.8 Ordinary Shares remained available for grant pursuant to the Plan.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The following table summarizes information about stock options to purchase the Company's Ordinary Shares, as well as changes during the years ended September 30, 2006, 2005 and 2004:

NUMBER OF WEIGHTED AVERAGE SHARE OPTIONS		EXERCISE PRICE -----	
-- Outstanding as of October 1,			
2003.....	25,565.7	\$27.04	
Granted.....	4,177.2	22.07	
Exercised.....	(1,156.5)	10.44	
Forfeited.....	(2,539.9)	30.89	----- Outstanding as of
September 30, 2004.....	26,046.5	26.61	
Granted.....	4,892.0	24.36	
Exercised.....	(2,228.7)	10.78	
Forfeited.....	(2,902.4)	32.32	----- Outstanding as of
September 30, 2005.....	25,807.4	26.91	
Granted(1).....	4,812.1	29.41	
Exercised.....	(5,869.5)	18.24	
Forfeited.....	(1,956.0)	34.42	----- Outstanding as of
September 30, 2006.....	22,794.0	\$29.02	
===== Exercisable on September 30,			
2006.....	12,609.7	\$32.14	=====

(1) Includes options to purchase 297.6 Ordinary Shares assumed in connection with the Company's acquisition of Qpass at weighted average exercise price of \$8.01, and options to purchase 161.0 Ordinary Shares assumed in connection with the Company's acquisition of Cramer at weighted average exercise price of \$6.50.

The following table summarizes information relating to awards of restricted shares, as well as changes to such awards during fiscal 2006:

WEIGHTED AVERAGE NUMBER OF GRANT DATE FAIR		SHARES VALUE -----	
Outstanding as of October 1,			
2005.....	133.8	\$26.43	
Granted(1).....	747.4	31.96	
Vested.....	(94.9)	26.43	
Forfeited.....	(6.0)	32.12	----- Outstanding as of
September 30, 2006.....	780.3	\$31.68	
=====			=====

(1) Includes 156.8 restricted shares assumed in connection with the Company's acquisition of Cramer at weighted average grant date fair value of \$40.7 per share.

The total intrinsic value of options exercised and the value of restricted shares vested during fiscal 2006 was \$92,583 and \$2,777, respectively. The aggregate intrinsic value of outstanding and exercisable stock options as of September 30, 2006 was \$290,758 and \$143,677, respectively.

As of September 30, 2006, there was \$63,545 of unrecognized compensation expense related to nonvested stock options and nonvested restricted stock

awards. The Company recognizes compensation costs using the

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

graded vesting attribution method which results in a weighted average period of approximately one year over which the unrecognized compensation expense is expected to be recognized.

The following table summarizes information about stock options outstanding as of September 30, 2006:

OUTSTANDING	EXERCISABLE	WEIGHTED AVERAGE	REMAINING	WEIGHTED EXERCISE NUMBER	WEIGHTED CONTRACTUAL NUMBER	WEIGHTED AVERAGE PRICE	WEIGHTED OUTSTANDING LIFE (IN YEARS)	WEIGHTED EXERCISE PRICE	WEIGHTED EXERCISE PRICE
4.76	334.6	5.25	\$ 2.51	166.7	\$ 1.99	6.40	-	18.60	3,431.1
2,090.8	10.74	19.78	-	22.75	3,630.1	7.68	22.02	946.7	21.99
26.68	3,013.7	6.41	25.21	1,453.6	24.31	27.30	-	29.91	2,577.3
623.3	28.45	31.01	-	32.15	4,001.4	6.29	31.30	2,961.9	31.01
40.80	2,543.8	7.27	35.79	1,104.7	34.43	43.05	-	65.01	2,899.9
78.31	362.1	3.81	70.15	362.1	70.15	-	-	-	-

The fair value of options granted was estimated on the date of grant using the Black-Scholes pricing model with the assumptions noted in the following table (all in weighted averages for options granted during the year):

YEAR ENDED SEPTEMBER 30,	2006	2005	2004
Risk-free interest rate(1)	4.56%	3.42%	3.12%
Expected life of stock options(2)	4.37	4.47	4.49
Expected	-	-	-
volatility(3)	34.9%	63.0%	68.7%
Expected dividend yield(4)	None	-	-

	None	None	Fair value per
option(5).....			
	\$13.36	\$12.75	\$12.62

- (1) Risk-free interest rate is based upon U.S. Treasury yield curve appropriate for the term of the Company's employee stock options.
- (2) Expected life of stock options is based upon historical experience.
- (3) Expected volatility for fiscal 2006 is based on blended volatility. For fiscal years 2005 and 2004, expected volatility is based on the Company's historical stock price.
- (4) Expected dividend yield is based on the Company's history and future expectation of dividend payouts.
- (5) Fiscal 2006 includes fair value of options assumed in connection with the Company's acquisitions of Qpass and Cramer (see note 3). Fiscal 2006 fair value excluding Qpass and Cramer assumed options is \$11.34.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The following table sets forth the pro forma effect of applying SFAS No. 123 on net income and earnings per share for the presented periods:

YEAR ENDED SEPTEMBER 30, -----			
2005	2004	----- Net income as	
		reported.....	
\$288,636	\$234,860	Add: Equity-based	
		compensation expense included in net	
		income, net of related tax effects.....	
632	453	Less: Total equity-based	
		compensation expense determined under fair	
		value method for all awards, net of related	
		tax effects..... (35,666) (35,989)	
		----- Pro forma net	
		income.....	
\$253,602	\$199,324	=====	===== Basic
		earnings per share: As	
reported.....			
\$ 1.44	\$ 1.13	=====	===== Pro
forma.....			
\$ 1.26	\$ 0.95	=====	===== Diluted
		earnings per share: As	
reported.....			
\$ 1.35	\$ 1.08	=====	===== Pro
forma.....			
\$ 1.19	\$ 0.92	=====	=====

NOTE 18 -- EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

YEAR ENDED SEPTEMBER 30, -----			
2006	2005	2004 -----	
		----- Numerator:	
		Numerator for basic earnings per	
		share.....	
\$318,636	\$288,636	\$234,860	Effect of
			assumed conversion of 0.50%
			convertible notes.....
3,948	3,939	2,296	-----
			----- Numerator for diluted earnings
			per
share.....			
\$322,584	\$292,575	\$237,156	=====
			===== Denominator:
			Denominator for basic earnings per
			share -- weighted average number of
			shares outstanding.....
203,194	201,023	208,726	Restricted
			stock..... 141 25 --
			Effect of assumed conversion of 0.50%
			convertible notes.....
10,436	10,436	6,088	Effect of dilutive
			stock options
			granted.....
4,763	5,678	5,471	-----
			----- Denominator for dilutive
			earnings per share -- adjusted
			weighted average shares and assumed
			conversions..... 218,534 217,162
220,285			=====
			=====
			Basic earnings per
share.....		\$ 1.57	\$ 1.44
1.13		=====	=====
			Diluted earnings per
share.....		\$ 1.48	\$ 1.35
1.08		=====	=====





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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The effect of the 0.50% Notes issued by the Company in March 2004 on diluted earnings per share was included in the above calculation (See Note 2).

The weighted average effect of the repurchase of Ordinary Shares by the Company has been included in the calculation of basic earnings per share.

NOTE 19 -- SEGMENT INFORMATION AND SALES TO SIGNIFICANT CUSTOMERS

The Company and its subsidiaries operate in one operating segment, providing business and operations support systems and related services primarily for the communications industry.

GEOGRAPHIC INFORMATION

The following is a summary of revenue and long-lived assets by geographic area. Revenue is attributed to geographic region based on the location of the customers.

YEAR ENDED SEPTEMBER 30, -----	-----	2006	2005
-----	-----	-----	-----
2004 -----			
	REVENUE United		
States.....			
	\$1,319,261	\$ 985,811	\$ 824,931
Canada.....			
	406,941	404,212	333,898
Europe.....			
	539,784	488,193	480,177
Rest of the world.....			214,064
	160,405	134,726	-----
	-----		
Total.....			
	\$2,480,050	\$2,038,621	\$1,773,732
	=====	=====	=====

AS OF SEPTEMBER 30, -----	-----	2006	2005	2004
-----	-----	-----	-----	-----
	LONG-			
	LIVED ASSETS United			
States(1).....	\$			
	889,879	\$ 588,448	\$ 340,090	
Canada(2).....				
	637,328	655,014	668,806	
Europe(3).....				
	447,106	18,187	18,979	
Rest of the world.....			145,450	
	133,774	79,838	-----	
	-----			
Total.....				
	\$2,119,763	\$1,395,423	\$1,107,713	
	=====	=====	=====	

(1) Primarily goodwill, intangible assets and computer software and hardware.

(2) Primarily goodwill.

(3) Primarily goodwill and intangible assets as of September 30, 2006.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

REVENUE AND CUSTOMER INFORMATION

Integrated Customer Management Enabling Systems, or ICM Enabling Systems includes the following offerings: revenue management (including billing, mediation and partner settlement), customer management (including ordering, customer relationship management, or CRM and self-service), service and resource management (including fulfillment, activation, inventory management, network planning and customer assurance) and digital commerce management (including content revenue management). Directory includes directory sales and publishing systems for publishers of both traditional printed yellow pages and white pages directories and electronic Internet directories.

YEAR ENDED SEPTEMBER 30, -----	-----	2006	2005
-----	-----	2006	2005
2004 -----			
	ICM Enabling		
Systems.....		\$2,201,245	
		\$1,776,536	\$1,536,993
Directory.....			
		278,805	262,085
		236,739	-----
		-----	-----
Total.....			
		\$2,480,050	\$2,038,621
		\$1,773,732	
		=====	=====

SALES TO SIGNIFICANT CUSTOMERS

The following table summarizes the percentage of sales to significant customers groups (when they exceed 10 percent of total revenue for the year).

YEAR ENDED SEPTEMBER 30, -----	-----	2006	2005(1)	2004(1)	-----
-----	-----	2006	2005(1)	2004(1)	-----
	Customer				
1.....		14%	17%	18%	Customer
2.....		13	15	17	Customer
3.....		11	10	(*)	Customer
4.....		10	(*)	(*)	

(\*) Less than 10 percent of total revenue.

(1) The percentage of sales to significant customers groups for fiscal years 2005 and 2004 were restated to reflect customer consolidation.

NOTE 20 -- OPERATIONAL EFFICIENCY AND COST REDUCTION PROGRAMS

In accordance with SFAS No. 112 "Employers' Accounting for Post Employment Benefits" (SFAS 112) and SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (SFAS 146), the Company recognized a total of \$0, \$8,135 and \$0 in restructuring charges in fiscal 2006, 2005 and 2004, respectively.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
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The following describes restructuring actions the Company has initiated in fiscal 2005:

In the fourth quarter of fiscal 2005, the Company commenced a series of measures designed to align its operational structure to its expected future growth, to allow better integration following the acquisitions of DST Innovis and Longshine, and to improve efficiency. As part of this plan, the Company recorded a charge of \$8,135 in connection with the termination of employment of software and information technology specialists and administrative professionals. Approximately \$7,238 of the total charge had been paid in cash as of September 30, 2006. The remaining separation costs are expected to be paid out during fiscal 2007.

EMPLOYEE SEPARATION COSTS -----	Balance as of
October 1, 2004.....	\$ --
Charges.....	8,135 Cash
payments.....	(1,133) ----- Balance as of September 30,
	2005..... 7,002 Cash
payments.....	(6,105)
Adjustments(1).....	(651) ----- Balance as of September 30,
	2006..... \$ 246 =====

(1) Reflects adjustments due to changes in previous estimates, which were recorded in cost of service expenses, and differences in foreign exchange rates from balances paid in currencies other than the U.S. dollar, which were recorded in interest income and other, net.

NOTE 21 -- FINANCIAL INSTRUMENTS

The Company enters into forward contracts and options to purchase and sell foreign currencies to reduce the exposure associated with revenue denominated in a foreign currency and exposure associated with anticipated expenses (primarily personnel costs), in non-U.S. dollar-based currencies and designates these for accounting purposes as cash flow hedges. The Company also may enter into forward contracts to sell foreign currency in order to hedge its exposure associated with some firm commitments from customers in non-U.S. dollar-based currencies and designates these for accounting purposes as fair value hedges. As of September 30, 2006 and 2005, the Company had no outstanding fair value hedges. The derivative financial instruments are afforded hedge accounting because they are effective in managing foreign exchange risks and are appropriately assigned to the underlying exposures. The Company does not engage in currency speculation. The Company currently enters into forward exchange contracts exclusively with major financial institutions. Forward contracts, which are not designated as hedging instruments under SFAS No. 133, are used to offset the effect of exchange rates on certain assets and liabilities. The Company currently hedges its exposure to the variability in future cash flows for a maximum period of two years.

The hedges are evaluated for effectiveness at least quarterly. As the critical terms of the forward contract or options and the hedged transaction are matched at inception, the hedge effectiveness is assessed generally based on changes in the fair value for cash flow hedges as compared to the changes in the fair value of the cash flows associated with the underlying hedged transactions. The effective portion of the change in the fair value of forward exchange contracts or options, which are classified as cash flow hedges, is recorded as comprehensive income until the underlying transaction is recognized in earnings. Any residual change in fair value of the forward contracts, such as time value, excluded from effectiveness testing for hedges of estimated receipts from customers, is recognized immediately in "interest income and other, net." Hedge ineffectiveness, if any, is also included in current period in earnings in "interest income and other, net."



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(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

The Company discontinues hedge accounting for a forward contract or options when (1) it is determined that the derivative is no longer effective in offsetting changes in the fair value of cash flows of hedged item; (2) the derivative matures or is terminated; (3) it is determined that the forecasted hedged transaction will no longer occur; (4) a hedged firm commitment no longer meets the definition of a firm commitment; or (5) management decides to remove the designation of the derivative as a hedging instrument.

When hedge accounting is discontinued, and if the derivative remains outstanding, the Company will record the derivative at its fair value on the consolidated balance sheet, recognizing changes in the fair value in current period earnings in "interest income and other, net." When the Company discontinues hedge accounting because it is no longer probable that the forecasted transaction will occur, the gains and losses that were accumulated in other comprehensive income will be recognized immediately in earnings in "interest income and other, net."

The fair value of the open contracts recorded by the Company in its consolidated balance sheets as an asset or a liability is as follows:

AS OF SEPTEMBER 30, -----	2006
2005 -----	Prepaid expenses and
other current assets.....	\$ 7,792 \$
369 Other noncurrent	
assets.....	9 46
Accrued expenses and other current	
liabilities.....	(4,165) (10,755)
Noncurrent liabilities and	
other.....	-- (2,361) -----
-- -----	Net fair
value.....	
\$ 3,636 \$(12,701) =====	=====

A significant portion of the forward contracts and options outstanding as of September 30, 2006 are expected to mature within the next year.

During fiscal years 2006, 2005 and 2004, the gains or losses recognized in earnings for hedge ineffectiveness, excluding the time value portion excluded from effectiveness testing, were not material. During fiscal years 2006, 2005 and 2004, the Company did not recognize any losses for a hedged firm commitment that no longer qualified as a fair value hedge. During fiscal years 2006, 2005 and 2004, the Company recognized losses of \$0, \$265 and \$1,189, respectively, resulting from hedged forecasted cash flows that no longer qualified as cash flow hedges. All of the above gains or losses are included in "interest income and other, net."

Derivatives gains and losses, that are included in other comprehensive income, are reclassified into earnings at the time the forecasted revenue or expenses are recognized. The Company estimates that a \$2,834 net gain related to forward contracts and options that are included in other comprehensive income as of September 30, 2006 will be reclassified into earnings within the next twelve months. The amount ultimately realized in earnings will likely differ due to future changes in foreign exchange rates.

AMDOCS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)  
(DOLLAR AND SHARE AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

NOTE 22 -- SELECTED QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following are details of the unaudited quarterly results of operations for the three months ended:

	SEPTEMBER 30,	JUNE 30,	MARCH 31,	DECEMBER 31,	
	-----	-----	-----	-----	----
	----- 2006				
Revenue.....	\$665,445	\$626,448	\$601,129	\$587,028	
	Operating				
income.....			76,194		
	84,470	88,789	82,679	Net	
income.....					
	75,955	85,585	81,762	75,334	Basic
earnings per share.....	0.37				
	0.42	0.40	0.38		Diluted earnings per
share.....				0.35	0.39
				0.38	0.36
	2005				
Revenue.....	\$573,318	\$507,355	\$488,416	\$469,532	
	Operating				
income.....			77,396		
	92,062	87,193	81,841	Net	
income.....					
	67,799	77,097	74,297	69,443	Basic
earnings per share.....	0.34				
	0.38	0.37	0.34		Diluted earnings per
share.....				0.32	0.36
				0.34	0.32

VALUATION AND QUALIFYING ACCOUNTS  
(IN THOUSANDS)

VALUATION ALLOWANCES ON NET ACCOUNTS  
RECEIVABLE DEFERRED TAX ALLOWANCES ASSETS --

-----	
Balance as of October 1,	
2003.....	\$ 18,018 \$ --
Additions: Charged to costs and	
expenses.....	-- 8,076 (1) Charged
to revenue.....	2,881 --
Charged to other accounts.....	
	4,176 3,348
Deductions.....	
(12,904) --	----- Balance as of
September 30, 2004.....	12,171
11,424 Additions: Charged to costs and	
expenses.....	571 2,878 (2) Charged
to revenue.....	426 --
Charged to other accounts.....	
	2,580 (3) --
Deductions.....	
(8,840) --	----- Balance as of
September 30, 2005.....	6,908 14,302
Charged to costs and expenses.....	
	1,592 3,640 (4) Charged to
revenue.....	1,448 --
Charged to other accounts.....	
	4,406 (5) 11,393 (6)
Deductions.....	
(2,279) --	----- Balance as of
September 30, 2006.....	\$ 12,075
	\$29,335 =====

- (1) Valuation allowances on deferred tax assets incurred during fiscal 2004.
- (2) Valuation allowances on deferred tax assets incurred during fiscal 2005.
- (3) Includes accounts receivable allowance of \$2,580 acquired as part of the acquisitions of DST Innovis and Longshine.
- (4) Valuation allowances on deferred tax assets incurred during fiscal 2006.
- (5) Includes accounts receivable allowance of \$4,406 acquired primarily as part of the acquisition of Cramer.
- (6) Includes valuation allowances on deferred tax assets incurred in connection with the Cramer and Qpass acquisitions.

## AMDOCS LIMITED

## 1998 STOCK OPTION AND INCENTIVE PLAN

## 1. PURPOSE; TYPE OF AWARDS; CONSTRUCTION

The purpose of the Amdocs Limited 1998 Stock Option and Incentive Plan (the "Plan") is to afford an incentive to officers, directors, employees and consultants of Amdocs Limited (the "Company"), or any subsidiary of the Company which now exists or hereafter is organized or acquired by the Company, to acquire a proprietary interest in the Company, to continue as employees, directors and consultants, to increase their efforts on behalf of the Company and to promote the success of the Company's business. It is further intended that options granted by the Committee (as such a term is defined below) pursuant to Section 8 of the Plan shall constitute "incentive stock options" ("Incentive Stock Options") within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), and options granted by the Committee pursuant to Section 7 of the Plan shall constitute "nonqualified stock options" ("Nonqualified Stock Options"). The Committee may also grant restricted shares ("Restricted Stock") under the Plan pursuant to Section 9 of the Plan. If the Committee so determines it may grant Nonqualified Stock Options or Restricted Stock pursuant to the provisions of Section 102 of the Israel Income Tax Ordinance (New Version) 1961, and any regulations, rules, orders or procedures promulgated thereunder ("102 Securities").

## 2. DEFINITIONS

As used in this Plan, the following words and phrases shall have the meanings indicated:

- (a) "Ordinary Shares" shall mean shares of ordinary shares, par value Pound Sterling 0.01 per share, of the Company.
- (b) "Disability" shall mean the inability of a Grantee (as defined in Section 3 hereof) to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or that has lasted or can be expected to last for a continuous period of not less than twelve (12) months.
- (c) "Fair Market Value" per share as of a particular date shall mean (i) if the shares of Ordinary Shares are not then listed on a national securities exchange or traded in an over-the-counter market, such value as the Committee, in its sole discretion, shall determine; or (ii) if the shares of Ordinary Shares are then traded on a national securities exchange the closing sales price per share of Ordinary Shares on the national securities exchange, on which the Ordinary Shares are principally traded, for the last preceding date on which there was a sale of such Ordinary Shares on such exchange, or (iii) if the shares of Ordinary Shares are then traded in an over-the-counter market, the average of the closing bid and asked prices for the shares of Ordinary Shares in such over-the-counter market for the last preceding date on which there was a sale of such Ordinary Shares in such market.
- (d) "Option" or "Options" shall mean a grant to a Grantee (as defined in Section 3 hereof) of an option or options to purchase shares of Ordinary Shares. Options granted by the Committee (as defined in Section 3 hereof), pursuant to the Plan shall constitute either Incentive Stock Options or Nonqualified Stock Options.
- (e) "Parent" shall mean any company (other than the Company) in an unbroken chain of companies ending with the Company if, at the time of granting an award, each of the companies other than the Company owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other companies in such chain.



- (f) "Subsidiary" shall mean any company (other than the Company) in an unbroken chain of companies beginning with the Company if, at the time of granting an award, each of the companies other than the last company in the unbroken chain owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other companies in such chain.
- (g) "Ten Percent Stockholder" shall mean a Grantee (as defined in Section 3 hereof), who, at the time an Incentive Stock Option is granted, owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary.

### 3. ADMINISTRATION

The Plan shall be administered by a committee (the "Committee") established by the Board of Directors of the Company (the "Board").

The Committee shall have the authority in its discretion, subject to and not inconsistent with the express provisions of the Plan, to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan, including, without limitation, the authority to grant Options and Restricted Stock; to determine which Options shall constitute Incentive Stock Options and which Options or Restricted Stock shall constitute Nonqualified Stock Options or 102 Securities; to determine the kind of consideration payable (if any) with respect to awards; to determine the period during which Options may be exercised and Restricted Stock shall be subject to restrictions, and whether in whole or in installments; to determine the persons to whom, and the time or times at which awards shall be granted (such persons are referred to herein as "Grantees"); to determine the number of shares to be covered by each award; to interpret the Plan; to prescribe, amend and rescind rules and regulations relating to the Plan; to determine the terms and provisions of the agreements (which need not be identical) entered into in connection with awards granted under the Plan (the "Agreements"); to cancel or suspend awards, as necessary; and to make all other determinations deemed necessary or advisable for the administration of the Plan.

The Committee may delegate to one or more of its members or to one or more agents such administrative duties as it may deem advisable, and the Committee or any person to whom it has delegated duties as aforesaid may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under the Plan. All decisions, determinations and interpretations of the Committee shall be final and binding on all Grantees of any awards under this Plan.

The Board shall fill all vacancies, however caused, in the Committee. The Board may from time to time appoint additional members to the Committee, and may at any time remove one or more Committee members and substitute others.

No member of the Board or Committee shall be liable for any action taken or determination made in good faith with respect to the Plan or any award granted hereunder.

### 4. ELIGIBILITY

Officers, Directors, other employees and consultants of the Company or of any Subsidiary or Parent shall be eligible to receive awards hereunder. In determining the persons to whom awards shall be granted and the number of shares to be covered by each award, the Committee, in its sole discretion, shall take into account the contribution by the eligible individuals to the management, growth and/or profitability of the business of the Company and such other factors as the Committee shall deem relevant.

### 5. ORDINARY SHARES

The maximum number of Ordinary Shares reserved for grant of awards under the Plan shall be 46,300,000. Such shares may, in whole or in part, be authorized but unissued shares. The foregoing numbers of shares may be increased or decreased by the events set forth in Section 10 hereof.

If any outstanding award under the Plan should, for any reason expire, be canceled or be terminated without having been exercised in full, the shares of Ordinary Shares allocable to the unexercised, canceled or terminated portion of such award shall (unless the Plan shall have been terminated) become available for subsequent grants of awards under the Plan.

## 6. TERMS AND CONDITIONS OF OPTIONS

Each Option granted pursuant to the Plan shall be evidenced by a written agreement between the Company and the Grantee (the "Option Agreement"), in such form as the Committee shall from time to time approve, which Option Agreement shall comply with and be subject to the following terms and conditions:

- (a) **NUMBER OF SHARES.** Each Option Agreement shall state the number of shares of Ordinary Shares to which the Option relates.
- (b) **TYPE OF OPTION.** Each Option Agreement shall specifically state that the Option constitutes an Incentive Stock Option or a Nonqualified Stock Option.
- (c) **OPTION PRICE.** Each Option Agreement shall state the Option Price, which shall not be less than one-hundred percent (100%) of the Fair Market Value of the shares of Ordinary Shares covered by the Option on the date of grant. The Option Price shall be subject to adjustment as provided in Section 10 hereof. The date on which the Committee adopts a resolution expressly granting an Option shall be considered the day on which such Option is granted.
- (d) **MEDIUM AND TIME OF PAYMENT.** The Option Price shall be paid in full, at the time of exercise and may be made in cash, by the delivery of shares of Ordinary Shares with a fair market value equal to the Option Price, provided that any such shares acquired by the Grantee pursuant to the exercise of an Incentive Stock Option shall have been held by the Grantee for a period of at least one year, or by a combination of cash and such shares that have been held by the Grantee for a period of at least one year whose fair market value together with such cash shall equal the Option Price. The Committee may also permit Grantees, either on a selective or aggregate basis, simultaneously to exercise Options and sell the shares of Ordinary Shares thereby acquired pursuant to a brokerage or a similar arrangement, approved in advance by the Committee, and use the proceeds from such sale as payment of the Purchase Price of such shares.
- (e) **TERM AND EXERCISABILITY OF OPTIONS.** Each Option Agreement shall be exercisable at such times and under such conditions as the Committee, in its discretion, shall determine; provided, however, such exercise period shall not exceed ten (10) years from the date of grant of such Option. The exercise period shall be subject to earlier termination as provided in Sections 6(f) and 6(g) hereof. An Option may be exercised, as to any or all full shares of Ordinary Shares as to which the Option has become exercisable, by giving written notice of such exercise to the Committee or its designated agent.

Options shall become exercisable in cumulative installments of 25% on the first, second, third and fourth anniversary of the date on which such Option is granted, or at such other times and in such other installments (which may be cumulative) as the Committee shall provide in the terms of the respective Option Agreements; provided, however, that the Committee, in its absolute discretion, may, on such terms and conditions as it may determine to be appropriate, accelerate the time at which such Option or any portion thereof may be exercised. The Option may contain performance goals and measurements, and the provisions with respect to any Option need not be the same as the provisions with respect to any other Option.

- (f) **TERMINATION.** Except as provided in this Section 6(f) and in Section 6(g) hereof, an Option may not be exercised unless the Grantee is then in the service or employ of the Company or a Parent or Subsidiary (or a company or a parent or subsidiary company of such company issuing or assuming the Option in a transaction to which Section 424(a) of the Code applies), and unless

the Grantee has remained continuously so employed or has continuously performed such services since the date of grant of the Option. In the event that the employment of a Grantee shall terminate or Grantee shall cease performance of services for the Company, a Parent or a Subsidiary thereof (in either event, other than by reason of death or disability), all Options of such Grantee that are exercisable at the time of such termination or cessation may, unless earlier terminated in accordance with their terms, be exercised within ninety (90) days after the date of such termination or cessation; provided, however, that if the Company, Subsidiary, or Parent, as the case may be, shall terminate the Grantee's employment for cause (as determined by the Committee), all Options theretofore granted to such Grantee shall, to the extent not theretofore exercised, terminate on the date of such termination or cessation unless otherwise determined by the Committee. In the case of a Grantee whose principal employer is a Subsidiary, the Grantee's employment shall be deemed to be terminated for purposes of this Section 6(f) as of the date on which such principal employer ceases to be a Subsidiary.

- (g) **DEATH OR DISABILITY OF GRANTEE.** If a Grantee shall die while employed by, or performing services for, the Company or a Parent or subsidiary thereof, or within ninety (90) days after the date of cessation of such Grantee's employment or performance of services other than as a result of termination for cause (or within such longer period as the Committee may have provided pursuant to Section 6(e) hereof), or if the Grantee's employment shall terminate or performance of services shall cease by reason of Disability, all Options theretofore granted to such Grantee may, unless earlier terminated in accordance with their terms, be exercised by the Grantee or by the Grantee's estate or by a person who acquired the right to exercise such Options by bequest or inheritance or otherwise by reason of the death or Disability of the Grantee, at any time within twelve months after the date of death or Disability of the Grantee. In the event that an Option granted hereunder shall be exercised by the legal representatives of a deceased or former Grantee, written notice of such exercise shall be accompanied by a certified copy of letters testamentary or equivalent proof of the right of such legal representative to exercise such Option.
- (h) **LOANS.** Subject to any law, the Company may make loans to Grantees as the Committee, in its discretion, may determine in connection with the exercise of outstanding options granted under the Plan. Such loans shall (i) be evidenced by promissory notes entered into by the Grantees in favor of the Company, (ii) be subject to the terms and conditions set forth in this Section 6(h) and such other terms and conditions, not inconsistent with the Plan, as the Committee shall determine and (iii) bear interest, if any, at such rate as the Committee shall determine. In no event may the principal amount of any such loan exceed the exercise price less the par value of the shares of Ordinary Shares covered by the option, or portion thereof, exercised by the Grantee. The initial term of the loan, the schedule of payments of principal and interest under the loan, the extent to which the loan is to be with or without recourse against the Grantee with respect to principal and/or interest and the conditions upon which the loan will become payable in the event of the Grantee's termination of employment or ceasing to perform services shall be determined by the Committee; provided, however, that the term of the loan, including extensions, shall not exceed 10 years. Unless the Committee determines otherwise, when a loan shall have been made, shares of Ordinary Shares having a Fair Market Value at least equal to the principal amount of the loan shall be pledged by the Grantee to the Company as security for payment of the unpaid balance of the loan and such pledge shall be evidenced by a pledge agreement, the terms of which shall be determined by the Committee, in its discretion; provided, however, that each loan shall comply with all applicable laws, regulations and rules of the Board of Governors of the Federal Reserve System and any other governmental agency having jurisdiction.
- (i) **OTHER PROVISIONS.** The Option Agreements evidencing Options under the Plan shall contain such other terms and conditions, not inconsistent with the Plan, as the Committee may determine.
- (j) **EXERCISE OF OPTIONS.** A Grantee who decides to exercise an Option in whole or in part shall give notice to the Company or its designated agent of such exercise in writing on a form



approved by the Committee. Such notice shall specify the manner in which the Grantee will make payment of the Option Price.

## 7. NONQUALIFIED STOCK OPTIONS

7.1. Options intended to constitute Nonqualified Stock Options shall be subject only to the general terms and conditions specified in Section 6 hereof.

## 7A. 102 SECURITIES

Any 102 Securities which shall be granted to employees or consultants of the Company, any Subsidiary or Parent, or if required by law, shall be issued to a trustee nominated by the Board or the Committee (in accordance with the provisions of Section 102) (the "Trustee") and held for the benefit of the Grantee in accordance with any of the alternatives under Section 102 as shall be prescribed from time to time by the Committee. The Trustee may also hold in trust any shares issued upon exercise of such 102 Securities, pursuant to the provisions of Section 102.

## 8. INCENTIVE STOCK OPTIONS

Options intended to constitute Incentive Stock Options shall be subject to the following special terms and conditions, in addition to the general terms and conditions specified in Section 6 hereof.

- (a) VALUE OF SHARES. The aggregate Fair Market Value (determined as of the date the Incentive Stock Option is granted) of the shares of equity securities of the Company with respect to which Incentive Stock Options granted under this Plan and all other option plans of any Parent or Subsidiary become exercisable for the first time by each Grantee during any calendar year shall not exceed \$100,000. To the extent that the aggregate fair market value of shares with respect to which Incentive Stock Options are exercisable for the first time by any Grantee during any calendar year exceeds \$100,000, such Option shall be treated as a Non-Qualified Stock Option. The foregoing shall be applied by taking options into account in the order in which they were granted, with the fair market value of any share to be determined at the time of the grant of the Option. In the event the foregoing results in a portion of an Incentive Stock Option exceeding the \$100,000 limitation, only such excess shall be treated as a Non-Qualified Stock Option.
- (b) TEN PERCENT STOCKHOLDER. In the case of an Incentive Stock Option granted to a Ten Percent Stockholder, (i) the Option Price shall not be less than one hundred and ten percent (110%) of the Fair Market Value of the shares of Ordinary Shares on the date of grant of such Incentive Stock Option and (ii) the exercise period shall not exceed five (5) years from the date of grant of such Incentive Stock Option.

## 9. RESTRICTED STOCK

The Committee may award shares of Restricted Stock to any eligible individual. Each award of Restricted Stock under the Plan shall be evidenced by an instrument, in such form as the Committee shall from time to time approve (the "Restricted Stock Agreement"), and shall comply with the following terms and conditions (and with such other terms and conditions not inconsistent with the terms of this Plan as the Committee, in its discretion, shall establish including, without limitation, the requirement that a Grantee provide consideration for Restricted Stock upon the lapse of restrictions):

- (a) The Committee shall determine the number of shares of Ordinary Shares to be issued to the Grantee pursuant to the award.
- (b)(i) Shares of Restricted Stock may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of, except by will or the laws of descent and distribution, for such period as the Committee shall determine from the date on which the award is granted (the "Restricted Period"). The Committee may also impose such other restrictions and conditions on the shares as it deems appropriate including the satisfaction of performance criteria. Certificates for shares of

stock issued pursuant to Restricted Stock awards shall bear an appropriate legend referring to such restrictions, and any attempt to dispose of any such shares of stock in contravention of such restrictions shall be null and void and without effect. During the Restricted Period, such certificates shall be held in escrow by an escrow agent appointed by the Committee. In determining the Restricted Period of an award, the Committee may provide that the foregoing restrictions shall lapse with respect to specified percentages of the awarded shares on successive anniversaries of the date of such award, provided that the restrictions with respect to no more than 25% of the awarded shares shall lapse prior to the first anniversary of the date of grant, no more than additional 25% shall lapse prior to the second anniversary of the date of grant, no more than additional 25% shall lapse prior to the third anniversary of the date of grant and no more than additional 25% shall lapse prior to the fourth anniversary of the date of grant; provided further, however, that the foregoing vesting schedule shall not apply to (A) Restricted Stock granted with restrictions related to satisfaction of performance criteria; or (B) extraordinary circumstances as shall be determined by the Committee which shall include, without limitation, death or disability, a merger, consolidation, sale, reorganization, recapitalization, or change in control of the Company; or any other nonrecurring significant event affecting the Company, a Participant or the Plan.

- (ii) The Committee may adjust the performance goals to take into account changes in law and accounting and tax rules and to make such adjustments as the Committee deems necessary or appropriate to reflect the inclusion or exclusion of the impact of extraordinary or unusual items, events or circumstances, provided that no adjustment shall be made which will result in an increase in the compensation of any Grantee whose compensation is subject to the limitation on deductibility under Section 162(m) of the Internal Revenue Code, as amended, or a successor provision, for the applicable year. The Committee also may adjust the performance goals by reducing the amount to be received by any Grantee pursuant to an award if and to the extent that the Committee deems it appropriate.
- (c) Subject to such exceptions as may be determined by the Committee, if the Grantee's continuous employment with, or performance of, service for, the Company or any Parent or Subsidiary shall cease for any reason prior to the expiration of the Restricted Period of an award, any shares remaining subject to restrictions (after taking into account the provisions of Subsection (e) of this Section 9) shall be repurchased by the Company or its Subsidiary at a price per share equal to the par value thereof.
- (d) During the Restricted Period the Grantee shall possess all incidents of ownership of such shares, subject to Subsection (b) of this Section 9, including the right to receive dividends with respect to such shares and to vote such shares.
- (e) The Committee shall have the authority (and the Restricted Stock Agreement may so provide) to cancel all or any portion of any outstanding restrictions prior to the expiration of the Restricted Period with respect to any or all of the shares of Restricted Stock awarded on such terms and conditions as the Committee shall deem appropriate.
- (f) Other Stock-Based Awards The Committee may grant other awards under the Plan pursuant to which shares of Ordinary Shares (which may, but need not, be shares of Restricted Stock pursuant to Section 9 hereof) are or may in the future be acquired, or awards denominated in stock units, including ones values using measures other than market value. The Committee may also grant stock appreciation rights without the grant of an accompanying option, which rights shall permit the Grantees to receive, at the time of any exercise of such rights, cash equal to the amount by which the fair market value of all shares of Ordinary Shares in respect to which the right was granted exceeds the exercise price thereof. Such other stock based awards may be granted alone, in addition to, or in tandem with any award of any typed granted under the plan and must be consistent with the purposes of the Plan.

#### 9A. LIMITATIONS AND CONDITIONS.

- (i) In the event that the Company makes an acquisition or is a party to a merger or consolidation and the Company assumes or substitutes for the options or other awards consistent with the purpose of this Plan of the Company acquired, merged or consolidated which are administered pursuant to this Plan, shares of Ordinary Shares subject to the assumed or substituted options or other awards shall not count as part of the total number of shares of Ordinary Shares that may be made subject to awards under this Plan, except as may be required by reason of Section 422 and related provisions of the Code. Any assumed or substituted awards to be administered under the Plan shall be on such terms as the Board deems appropriate in the circumstances, notwithstanding any limitations on the terms and conditions of awards contained in the Plan.
- (ii) Any shares that have been made subject to an award that cease to be subject to the award (other than by reason of exercise or payment of the award to the extent it is settled in shares) shall again be available for award and shall not be considered as having been theretofore made subject to award.
- (iii) Nothing contained herein shall affect the right of the Company to terminate any Grantee's employment at any time or for any reason.

#### 10. EFFECT OF CERTAIN CHANGES

- (a) If there is any change in the shares of Ordinary Shares through the declaration of stock dividends, recapitalization, stock splits, combinations or exchanges of such shares, or other similar transactions, which result in any increase or decrease in the number of issued Ordinary Shares effected without receipt of consideration (provided, however, that conversion of any convertible security of the Company shall not be deemed to have been effected without receipt of consideration), the number of shares of Ordinary Shares available for awards, the number of such shares covered by outstanding awards, and the price per share of Options shall be proportionately adjusted by the Committee to reflect such change in the issued shares of Ordinary Shares; provided, however, that any fractional shares resulting from such adjustment shall be eliminated.
- (b) In the event of the dissolution or liquidation of the Company or in the event of any corporate separation or division, including, but not limited to, split-up, split-off or spin-off or in the event of other similar transactions, the Committee may provide that:
  - (i) the Grantee of any award hereunder shall have the right to exercise an Option (at its then Option price) or to receive in respect of other types of awards the kind and amount of shares of stock and other securities, property, cash or any combination thereof receivable upon such dissolution, liquidation, or corporate separation or division by a Grantee of the number of shares of Ordinary Shares subject to such award for which such award might have been exercised or realized immediately prior to such dissolution, liquidation, or corporate separation or division; or
  - (ii) each award granted under the Plan shall terminate as of a date to be fixed by the Committee and that not less than thirty (30) days' written notice of the date so fixed shall be given to each Grantee, who shall have the right, during the period of thirty (30) days preceding such termination, to exercise or otherwise realize with respect to such awards all or any part of the shares of Ordinary Shares and other securities, property, cash or any combination thereof, covered thereby.

In the event of a proposed sale of all or substantially all of the assets of the Company or the merger of the Company with or into another corporation, the Committee may provide that any award then outstanding shall be assumed or an equivalent award shall be substituted by such successor corporation or a parent or subsidiary of such successor corporation, unless such successor corporation does not agree to assume the award or to substitute an equivalent award, in which case the Committee shall, in lieu of such assumption or substitution, provide for

the realization of such outstanding awards in the manner set forth in subsections 10(b)(i) or 10(b)(ii) above.

- (c) In the event of a change in the Ordinary Shares of the Company as presently constituted that is limited to a change of all of its authorized shares of Ordinary Shares into the same number of shares with a different par value or without par value, the shares resulting from any such change shall be deemed to be the Ordinary Shares within the meaning of the Plan.
- (d) Except as herein before expressly provided in this Section 10, the Grantee of an award hereunder shall have no rights by reason of any subdivision or consolidation of shares of stock of any class or the payment of any stock dividend or any other increase or decrease in the number of shares of stock of any class or by reason of any dissolution, liquidation, merger, or consolidation or spin-off of assets or stock of another company; and any issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Ordinary Shares subject to an award. The grant of an award pursuant to the Plan shall not affect in any way the right or power of the Company to make adjustments, reclassifications, reorganizations or changes of its capital or business structures or to merge or to consolidate or to dissolve, liquidate or sell, or transfer all or part of its business or assets or engage in any similar transactions.

11. [RESERVED]

12. EFFECTIVE DATE AND TERM OF THE PLAN

Awards may be granted pursuant to the Plan from time to time by no later than January 17, 2016, but awards previously granted may extend beyond such date

13. NONTRANSFERABILITY OF AWARDS

Awards granted under the Plan shall not be transferable otherwise than by will or by the laws of descent and distribution, other than pursuant to a valid qualified domestic relations order issued by a court pursuant to Section 414(p) of the Code, and awards may be exercised or otherwise realized, during the lifetime of the Grantee, only by the Grantee.

14. APPROVAL OF SHAREHOLDERS

The Plan shall take effect upon its adoption by the Board but the Plan (and any grants of awards made prior to the shareholder approval mentioned herein) shall be subject to the approval of the holder(s) of a majority of the issued and outstanding shares of voting securities of the Company entitled to vote, which approval must occur within twelve months of the date the Plan is adopted by the Board.

15. AGREEMENT BY GRANTEE REGARDING WITHHOLDING TAXES

If the Committee shall so require, as a condition of exercise of an Option or other realization of an award, each Grantee shall agree that no later than the date of exercise or other realization of an award granted hereunder, the Grantee will pay to the Company or make arrangements satisfactory to the Committee regarding payment of any federal, state or local taxes of any kind required by law to be withheld upon the exercise of an Option or other realization of an award. Alternatively, the Committee may provide that a Grantee may elect, to the extent permitted or required by law, to have the Company deduct federal, state and local taxes of any kind required by law to be withheld upon the exercise of an Option or realization of any award from any payment of any kind due to the Grantee.

16. AMENDMENT AND TERMINATION OF THE PLAN



The Board at any time and from time to time may suspend, terminate, modify or amend the Plan; provided, however, that any amendment that would increase the aggregate number of Ordinary Shares as to which awards may be granted under the Plan or materially increase the benefits accruing to Grantees under the Plan or change the class of employees eligible for participation in the Plan or reduce the basis upon which the minimum Option Price is determined or extend the period within which awards under the Plan may be granted or provide for an Option that is exercisable more than 10 years after the date it is granted shall be subject to the approval of the holders of a majority of the Ordinary Shares issued and outstanding, except that any such increase or modification that may result from adjustments authorized by Section 10 hereof shall not require such approval. Except as provided in Section 10 hereof, no suspension, termination, modification or amendment of the Plan may adversely affect any award previously granted, unless the written consent of the Grantee is obtained. In addition, unless such action is approved by the Company's shareholders: (1) no outstanding Option granted under the Plan may be amended to provide an exercise price per share that is lower than the then-current exercise price per share of such outstanding Option (other than adjustments pursuant to Section 10) and (2) the Board may not cancel any outstanding Option (whether or not granted under the Plan) and grant in substitution therefore new awards under the Plan covering the same or a different number of shares of Ordinary Shares and having an exercise price per share lower than the then-current exercise price per share of the cancelled option. No Option granted under the Plan shall contain any provision entitling the Grantee to the automatic grant of additional Options in connection with any exercise of the original Option.

#### 17. RIGHTS AS A SHAREHOLDER

Except as provided in Section 9(d) hereof, a Grantee or a transferee of an award shall have no rights as a shareholder with respect to any shares covered by the award until the date of the issuance of a stock certificate to him or her for such shares. No adjustment shall be made for dividends (ordinary or extraordinary, whether in cash, securities or other property) or distribution of other rights for which the record date is prior to the date such stock certificate is issued, except as provided in Section 10 hereof.

#### 18. NO RIGHTS TO EMPLOYMENT

Nothing in the Plan or in any award granted or Agreement entered into pursuant hereto shall confer upon any Grantee the right to continue in the employ of the Company or any subsidiary or to be entitled to any remuneration or benefits not set forth in the Plan or such Agreement or to interfere with or limit in any way the right of the Company or any such subsidiary to terminate such Grantee's employment or services. Awards granted under the Plan shall not be affected by any change in duties or position of a Grantee as long as such Grantee continues in the employ of the Company or any subsidiary.

#### 19. BENEFICIARY

A Grantee may file with the Committee a written designation of a beneficiary on such form as may be prescribed by the Committee and may, from time to time, amend or revoke such designation. If no designated beneficiary survives the Grantee, the executor or administrator of the Grantee's estate shall be deemed to be the Grantee's beneficiary.

#### 20. GOVERNING LAW

The Plan and all determinations made and actions taken pursuant hereto shall be governed by the laws of the State of New York.

SIGNIFICANT SUBSIDIARIES OF AMDOCS LIMITED

JURISDICTION  
OF  
INCORPORATION  
OR LIST OF  
THE  
SUBSIDIARIES  
ORGANIZATION  
BUSINESS  
NAME - -----  
-----  
-----  
-----  
-----

- Amdocs  
Astrum  
Limited  
Ireland  
Amdocs  
Astrum  
Limited  
Amdocs BCS,  
Inc. State  
of  
California  
Amdocs BCS,  
Inc. Amdocs  
BCS Vision,  
Inc. State  
of North  
Carolina  
Amdocs BCS  
Vision, Inc.  
Amdocs  
Canada, Inc.  
Canada  
Amdocs  
Canada Inc.  
Amdocs  
Canadian  
Managed  
Canada  
Amdocs  
Canadian  
Managed  
Services,  
Inc.  
Services  
Inc. Amdocs  
Champaign,  
Inc. State  
of Delaware  
Amdocs  
Champaign,  
Inc. Amdocs  
(Denmark)  
ApS Denmark  
Amdocs  
(Denmark)  
ApS Amdocs  
Development  
Centre India  
Amdocs  
Development  
Centre India  
Private  
Limited  
India  
Private  
Limited  
Amdocs  
Development

Limited  
Republic of  
Cyprus  
Amdocs  
Development  
Limited  
Amdocs  
Holdings ULC  
Canada  
Amdocs  
Holdings ULC  
Amdocs, Inc.  
State of  
Delaware  
Amdocs, Inc.  
Amdocs  
(Israel)  
Limited  
Israel  
Amdocs  
(Israel)  
Limited  
Amdocs  
Management  
Limited  
United  
Kingdom  
Amdocs  
Management  
Limited  
Amdocs  
Software  
Solutions  
Kft Hungary  
Amdocs  
Software  
Solutions  
Limited  
Liability  
Company  
Amdocs  
Software  
Systems Ltd.  
Ireland  
Amdocs  
Software  
Systems Ltd.  
Amdocs  
Stamford,  
Inc. State  
of Delaware  
Amdocs  
Stamford,  
Inc. Amdocs  
(UK) Limited  
United  
Kingdom  
Amdocs (UK)  
Limited  
Cramer  
Systems  
Group  
Limited  
United  
Kingdom  
Cramer  
Systems  
Group  
Limited  
European  
Software  
Marketing  
Island of  
Guernsey,  
Channel  
European  
Software  
Marketing  
Ltd. Islands  
Ltd.  
Longshine

Information  
British  
Virgin  
Islands  
Longshine  
Information  
Technology  
Co. Ltd.  
Technology  
Co. Ltd.  
Sypress,  
Inc. State  
of Delaware  
Sypress,  
Inc. Qpass,  
Inc.  
Washington  
Amdocs Qpass  
Inc.

## CERTIFICATIONS

I, Dov Baharav, certify that:

1. I have reviewed this annual report on Form 20-F of Amdocs Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: December 13, 2006

/s/ Dov Baharav

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Chief Executive Officer  
Amdocs Management Limited

## CERTIFICATIONS

I, Ron Moskovitz, certify that:

1. I have reviewed this annual report on Form 20-F of Amdocs Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: December 13, 2006

/s/ Ron Moskovitz

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Chief Financial Officer  
Amdocs Management Limited

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Amdocs Limited (the "Company") for the period ended September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Dov Baharav, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that to the best of his knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 13, 2006

/s/ Dov Baharav

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Chief Executive Officer  
Amdocs Management Limited

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Amdocs Limited (the "Company") for the period ended September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Ron Moskovitz, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that to the best of his knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 13, 2006

/s/ Ron Moskovitz

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Chief Financial Officer  
Amdocs Management Limited



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm in the headnote to Item 3. Key Information -- Selected Financial Data included in this Annual Report (Form 20-F) of Amdocs Limited and to the incorporation by reference in the following Registration Statements:

COMMISSION FILE NO.  
Form S-8, No. 333-91847  
Form S-8, No. 333-92705  
Form S-8, No. 333-31506  
Form S-8, No. 333-34104  
Form S-8, No. 333-58454  
Form S-8, No. 333-114077  
Form S-8, No. 333-132968  
Form S-8, No. 333-135320  
Form S-8, No. 333-137617  
Form F-3 (and related Prospectus), No. 333-39278  
Form F-3 (and related Prospectus), No. 333-44994  
Form F-3 (and related Prospectus), No. 333-57036  
Form F-3 (and related Prospectus), No. 333-67572  
Form F-3 (and related Prospectus), No. 333-114079  
Form F-3 (and related Prospectus), No. 333-114344

of our reports dated November 30, 2006, with respect to the consolidated financial statements and financial statement schedule of Amdocs Limited, Amdocs Limited management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Amdocs Limited, included in this Annual Report (Form 20-F) for the year ended September 30, 2006.

/s/ ERNST & YOUNG LLP

New York, New York  
December 12, 2006