

Reconciliations of Non-GAAP Financial Measures

**May 10, 2010
(Q3-FY10)**



Non-GAAP Metrics Disclosure

- ❑ The Company believes that providing both GAAP and adjusted non-GAAP measures of its performance will provide meaningful supplemental information regarding its operational effectiveness and to enhance investors' overall understanding of the Company's current financial performance and prospects for the future. Management believes that investors benefit from seeing its results "through the eyes" of management in addition to the GAAP presentation.
- ❑ It is Management's belief that while not in accordance with or an alternative for GAAP, the adjusted information allows for greater transparency to supplemental information used by management in its financial and operational decision making.
- ❑ The adjusted information excludes items, such as amortization of intangible assets, impairment charges, depreciation, charges to consolidate and integrate recently acquired businesses and non-cash stock based compensation, and other non-cash charges that may have a material effect on the Company's net income and net income per share in accordance with GAAP.
- ❑ Management monitors these items to ensure that expenses are in line with expectations and that its GAAP results are correctly stated, but does not use them to measure the ongoing bottom line operating performance of the Company. Furthermore, the non-GAAP or adjusted information provided by the Company may be different from the non-GAAP or adjusted information provided by other companies.

Reconciliation of GAAP and Non-GAAP Financial Measures For the Three and Nine Months Ended, March 31, 2010 and 2009

(In 000's) Unaudited Results of Operations	For the Three Months Ended March 31,		For the Nine Months Ended March 31	
	FY 2010	FY 2009	FY 2010	FY 2009
	Net income (loss)	\$ 123	\$ (1,836)	\$ 223
Non-GAAP Adjustments:				
Depreciation and amortization	207	238	618	512
Bad debt expense	33	-	174	(16)
Stock based compensation	158	21	369	48
Loss on equity method investment	-	-	-	163
Impairment of intangibles	-	1,457	-	1,457
Interest, net	169	257	554	360
Acquisition related costs, net of negotiated settlements (b)	44	76	85	207
Adjusted Non-GAAP EBITDA (loss)	\$ 734	213	\$ 2,023	\$ (1,129)

(In 000's) Unaudited pro-forma combined condensed financial statements	For the Three Months Ended March 31,		For the Nine Months Ended March 31	
	FY 2010	FY 2009	FY 2010	FY 2009
	Net income (loss)	\$ 123	\$ (1,836)	\$ 223
Non-GAAP Adjustments:				
Impairment of intangibles	-	1,457	-	3,827
Depreciation and amortization	207	238	618	754
Bad debt expense	33	-	174	111
Stock based compensation	158	21	369	137
Loss on equity method investment	-	-	-	197
Interest, net	169	257	554	415
Provision for income taxes	-	-	-	16
Acquisition related costs, net of negotiated settlements (b)	44	76	85	163
Adjusted Pro Forma EBITDA (a)	\$ 734	\$ 213	\$ 2,023	\$ 24

(a) The unaudited pro-forma results of operations for the period ended December 31, 2009 and 2008, as though Prescient had been acquired as of July 1, 2008.

(b) Acquisition related costs are certain costs that were incurred during the period that were not capitalized. These include costs incurred on vacant corporate facilities and data centers, rebranding, travel, training and "run-out" of certain unused equipment leases and maintenance agreements.



Contact Information

For more information, please contact:

John Merrill, CFO

Park City Group, Inc.

jmerrill@parkcitygroup.com

435-645-2000

Randy Fields, Chairman, CEO

Park City Group, Inc.

randy@parkcitygroup.com

435-645-2000

