

Nuance Communications, Inc.

Form S-4

May 31, 2007

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As filed with the Securities and Exchange Commission on May 31, 2007

Registration No. 333-

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

**Form S-4
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

NUANCE COMMUNICATIONS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

3577
*(Primary Standard Industrial
Classification Code Number)*

94-3156479
*(I.R.S. Employer
Identification Number)*

**1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**James R. Arnold, Jr.
Chief Financial Officer
Nuance Communications, Inc.
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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 (781) 565-5000

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Approximate date of commencement of proposed sale to the public: As soon as practical after effectiveness of this registration statement and upon consummation of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Number of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	5,836,576 shares	N/A	\$0	\$0

- (1) Based upon the estimated maximum number of shares of common stock, par value \$0.001 per share, of Nuance Communications, Inc. that may be issued pursuant to the merger.
- (2) Estimated solely for purposes of calculating the registration fee required by the Securities Act of 1933, as amended, and computed pursuant to Rules 457(f)(2) under the Securities Act. The proposed maximum aggregate offering price has been estimated as \$0 because (i) the amount of cash to be paid by the registrant pursuant to the merger, approximately \$210,000,000, exceeds (ii) the product of (A) the book value of a share of VoiceSignal common stock or common stock equivalent as of March 31, 2007 \$(0.02) and (B) 152,823,927, the maximum

number of shares of VoiceSignal common stock and common stock equivalents expected to be exchanged in connection with the merger.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

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THE INFORMATION IN THIS JOINT INFORMATION STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. NUANCE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS JOINT INFORMATION STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED MAY 31, 2007

VOICE SIGNAL TECHNOLOGIES, INC.

June , 2007

Dear Voice Signal Technologies, Inc. Stockholders:

As previously communicated, the boards of directors of Nuance Communications, Inc. and Voice Signal Technologies, Inc. have unanimously approved a merger, which provides for the merger of a subsidiary of Nuance into VoiceSignal. If we complete the merger, VoiceSignal will become a wholly owned subsidiary of Nuance and your shares of VoiceSignal stock will be converted into the right to receive a mix of cash and shares of Nuance common stock.

We are soliciting an action by written consent which asks you to adopt the Agreement and Plan of Merger, dated as of May 14, 2007, by and among Nuance, Vicksburg Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Nuance, VoiceSignal, U.S. Bank National Association, as escrow agent and Stata Venture Partners, LLC, as the representative of the VoiceSignal s stockholders, with respect to the merger of Vicksburg Acquisition Corporation with and into VoiceSignal upon the terms and subject to the conditions thereof and approve the transactions contemplated by the merger agreement. **The merger is more completely described in the accompanying joint information statement/prospectus, and a copy of the merger agreement is attached as Annex A thereto.**

AFTER CAREFUL CONSIDERATION, YOUR BOARD OF DIRECTORS UNANIMOUSLY APPROVED THE MERGER REFERRED TO ABOVE AND CONCLUDED THAT IT IS IN THE BEST INTERESTS OF VOICESIGNAL AND ITS STOCKHOLDERS. YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU CONSENT TO THE ACTION REFERRED TO ABOVE.

In the material accompanying this letter you will find a joint information statement/prospectus relating to the actions to be taken by the VoiceSignal stockholders pursuant to the enclosed action by written consent. The joint information statement/prospectus more fully describes the merger agreement and the proposed merger and includes information about VoiceSignal and Nuance.

We encourage you to read the joint information statement/prospectus, which includes important information about the merger. IN ADDITION, THE SECTION ENTITLED RISK FACTORS BEGINNING ON PAGE 15 OF THE JOINT INFORMATION STATEMENT/PROSPECTUS CONTAINS A DESCRIPTION OF RISKS THAT YOU SHOULD CONSIDER IN EVALUATING THE MERGER.

It is important that you use this opportunity to take part in the affairs of VoiceSignal by voting pursuant to the action by written consent. PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING ACTION BY WRITTEN CONSENT IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR

SHARES MAY BE REPRESENTED. YOUR VOTE IS VERY IMPORTANT.

Sincerely,

/s/

Richard J. Geruson
Richard J. Geruson
Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS TRANSACTION OR THE SECURITIES OF NUANCE TO BE ISSUED PURSUANT TO THE MERGER, OR DETERMINED IF THIS JOINT INFORMATION STATEMENT/PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint information statement/prospectus is dated June , 2007, and is first being sent to VoiceSignal stockholders on or about June , 2007.

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ADDITIONAL INFORMATION

See the section entitled "Where You Can Find More Information" on page 140 of this joint information statement/prospectus for more information about the documents referred to in this joint information statement/prospectus.

You should rely only on the information contained in this joint information statement/prospectus in deciding how to vote on the action by written consent of VoiceSignal stockholders. No one has been authorized to provide you with information that is different from that contained in this joint information statement/prospectus. This joint information statement/prospectus is dated June 1, 2007. You should not assume that the information contained in this joint information statement/prospectus is accurate as of any date other than that date.

This joint information statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint information statement/prospectus regarding VoiceSignal has been provided by VoiceSignal and information contained in this joint information statement/prospectus regarding Nuance and Vicksburg Acquisition Corporation has been provided by Nuance.

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QUESTIONS AND ANSWERS ABOUT THE MERGER OF VOICESIGNAL AND NUANCE

Q: WHY ARE VOICESIGNAL AND NUANCE PROPOSING THE MERGER?

A: We are proposing the merger because we believe the combination of our two companies will bring together a broad set of speech technologies, products and professional services in a diversified organization that is able to support partners and customers more effectively and efficiently.

Q: WHAT WILL HAPPEN TO VOICESIGNAL AS A RESULT OF THE MERGER?

A: If the merger is completed, VoiceSignal will become a wholly owned subsidiary of Nuance.

Q: WHAT WILL I RECEIVE IN THE MERGER?

A: Upon completion of the merger, VoiceSignal stockholders will be entitled to receive aggregate merger consideration consisting of approximately \$210 million in cash and approximately 5,836,576 shares of Nuance common stock. The merger consideration payable to VoiceSignal stockholders upon completion of the merger is subject to a number of adjustments, including adjustments for (i) certain expenses incurred by VoiceSignal in connection with the merger and (ii) the exercise of vested VoiceSignal stock options between the date of the merger agreement and completion of the merger. As a result, the exact consideration that a VoiceSignal stockholder will receive may not be known at the time the written consent is effective and will depend on the magnitude of the adjustments, if any, described above. All VoiceSignal stockholders will also have a portion of the merger consideration that they would otherwise be entitled to receive deposited in an escrow fund that will be used to compensate Nuance if Nuance is entitled to indemnification under the merger agreement.

The maximum number of shares of Nuance common stock to be issued by Nuance in the merger was fixed at the time the merger agreement was signed. Nuance common stock trades on the NASDAQ Global Select Market and is subject to price fluctuation. Therefore, the value of the Nuance common stock you receive as merger consideration cannot be known at the time the written consent is effective. The value of the Nuance common stock you receive in the merger may be equal to, less than or greater than its value on the date the merger agreement was signed and/or the date of the written consent.

Q: WHAT IS THE ESCROW AND HOW DOES IT WORK?

A: Upon completion of the merger, Nuance will withhold \$30 million from the cash portion of the consideration to be distributed to the VoiceSignal stockholders in connection with the merger and deposit such amount into an escrow fund. This escrowed amount will be available to compensate Nuance if it is entitled to indemnification under the merger agreement. Any portion of this escrowed amount that, twelve months following the completion of the merger, has not been used to indemnify Nuance and that is not the subject of an unresolved claim for indemnification by Nuance will be distributed to the VoiceSignal stockholders.

Q: WHO IS THE STOCKHOLDERS REPRESENTATIVE?

A: Stata Venture Partners, LLC will serve as the representative of the VoiceSignal stockholders. As such, Stata Venture Partners, LLC will represent your interests after the merger and will be entitled to make decisions regarding the escrow fund. By approving the merger agreement, the merger and related transactions, you are consenting to the appointment of Stata Venture Partners, LLC as your representative.

Q: WHAT HAPPENS TO VOICESIGNAL STOCK OPTIONS IN THE MERGER?

A: All holders of outstanding VoiceSignal stock options that are vested and exercisable at or prior to the effective time of the merger or that become vested and exercisable as a result of the merger, will be provided with the opportunity to exercise the options on a net exercise basis and exchanged for the appropriate amount of merger consideration. All outstanding VoiceSignal stock options that are unvested at the effective time of the merger will, at Nuance's option, either be (i) assumed by Nuance on generally the same terms and conditions governing outstanding options immediately prior to the completion of the merger, except that the number of Nuance common shares into which each outstanding VoiceSignal

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option will be exercisable and the exercise price will be appropriately adjusted to reflect the ratio of Nuance common shares into which VoiceSignal common shares are converted pursuant to the merger agreement or (ii) fully accelerated and cashed out at their net exercise value.

Q: MAY VOICESIGNAL OPTIONHOLDERS EXERCISE VESTED STOCK OPTIONS BETWEEN NOW AND COMPLETION OF THE MERGER?

A: Yes. Any shares of VoiceSignal stock that an optionholder receives upon exercise of vested stock options prior to completion of the merger will be converted into the right to receive the merger consideration described above, subject to the escrow provisions described above.

Q: WILL I RECEIVE FRACTIONAL SHARES OF NUANCE STOCK IN THE MERGER?

A: No. The number of shares of Nuance common stock that each VoiceSignal stockholder will receive in the merger will be rounded down to the nearest whole share and each holder will receive a cash payment in an amount equal to any fractional share that would otherwise be issued to such holder multiplied by \$15.42.

Q: WILL MY RIGHTS AS A NUANCE STOCKHOLDER BE DIFFERENT FROM MY RIGHTS AS A VOICESIGNAL STOCKHOLDER?

A: Yes. Upon completion of the merger, you will become a Nuance stockholder. There are important differences between the rights of stockholders of Nuance and stockholders of VoiceSignal. Please carefully review the description of these differences in the section of this joint information statement/prospectus entitled "Comparison of Stockholder Rights" beginning on page 135.

Q: WHAT STOCKHOLDER APPROVALS ARE REQUIRED TO COMPLETE THE MERGER?

A: We cannot complete the merger unless, among other things, (i) a majority of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to-common stock basis, vote to adopt the merger agreement and approve the transactions contemplated thereby. As of May 31, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 88% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together on an as-converted-to-common basis. VoiceSignal directors, executive officers and their affiliates holding approximately 74% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis, have already agreed with Nuance and VoiceSignal, in a voting agreement, to vote their shares of VoiceSignal stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby. No vote of Nuance stockholders is required to complete the merger.

Q: HOW DOES THE BOARD OF DIRECTORS OF VOICESIGNAL RECOMMEND THAT I VOTE?

A: The VoiceSignal board of directors unanimously recommends that VoiceSignal stockholders vote **FOR** the proposal to adopt the merger agreement and approve the transactions contemplated thereby.

Q: WHEN DO YOU EXPECT TO COMPLETE THE MERGER?

A: We expect to complete the merger as quickly as possible once all the conditions to the merger, including obtaining the approvals of VoiceSignal stockholders, are fulfilled. While we cannot predict the exact timing, we currently expect to complete the merger in June 2007.

Q: WHERE CAN I FIND MORE INFORMATION ABOUT VOICESIGNAL AND NUANCE?

A: You can find more information about VoiceSignal and Nuance from reading this joint information statement/prospectus and the various sources described in this joint information statement/prospectus under the section entitled Where You Can Find More Information.

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Q: WHERE DO I RETURN VOICESIGNAL S ACTION BY WRITTEN CONSENT AND BY WHEN?

A: We request that the completed and executed action by written consent be received by mail or fax no later than June , 2007, to the following address:

Voice Signal Technologies, Inc.
150 Presidential Way, Suite 310
Woburn, Massachusetts 01801
Attn: Corporate Secretary
Facsimile: (781) 970-2300

Q: CAN VOICESIGNAL S STOCKHOLDERS CHANGE THEIR VOTES AFTER THEY HAVE MAILED THEIR SIGNED ACTION BY WRITTEN CONSENT?

A: Yes. VoiceSignal stockholders can change their votes at any time before a sufficient number of written consents to take a corporation action have been filed with the corporate secretary by delivering a signed written revocation or a later-dated signed written consent to the address set forth in the answer to the previous question.

Q: WHO IS PAYING FOR THE SOLICITATION OF THE ACTION BY WRITTEN CONSENT?

A: Nuance is paying the cost of soliciting the action by written consent, including the printing and filing of this joint information statement/prospectus, and any additional information furnished to VoiceSignal stockholders, except that Nuance and VoiceSignal will pay their respective legal and accounting fees incurred in connection with preparing this joint information statement/prospectus. Neither Nuance nor VoiceSignal has engaged a proxy solicitation firm to solicit the written consents from VoiceSignal s stockholders.

Q: WHAT DO I NEED TO DO TO VOTE?

A: After carefully reading and considering the information contained in this joint information statement/prospectus, please mail your completed and signed action by written consent in the enclosed postage-paid return envelope as soon as possible so that your shares may be voted. In order to assure that we obtain your vote, please vote as instructed on the action by written consent.

Q: ARE THERE RISKS I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR ADOPTION OF THE MERGER AGREEMENT AND APPROVAL OF THE TRANSACTIONS CONTEMPLATED THEREBY?

A: Yes. You should consider the risk factors set out in the section entitled Risk Factors beginning on page 15 of this joint information statement/prospectus.

Q: WILL VOICESIGNAL STOCKHOLDERS BE ABLE TO TRADE THE NUANCE COMMON STOCK THAT THEY RECEIVE PURSUANT TO THE MERGER?

A: Yes. VoiceSignal stockholders will be able to trade the shares of Nuance common stock they receive pursuant to the merger once the stock certificates representing such shares have been received from the exchange agent upon their surrender to the exchange and paying agent of the VoiceSignal stock certificates. The shares of Nuance common stock that VoiceSignal stockholders receive pursuant to the merger will be listed on the NASDAQ Global Select Market under the symbol NUAN. Certain persons who are deemed affiliates of VoiceSignal will be

required to comply with Rule 145 promulgated under the Securities Act of 1933, as amended, which we refer to as the Securities Act, if they sell their shares of Nuance common stock received pursuant to the merger.

Q: IS THE MERGER EXPECTED TO BE TAXABLE TO ME?

A: Generally, yes. The receipt of the merger consideration for VoiceSignal capital stock pursuant to the merger will be a taxable transaction for United States federal income tax purposes. For United States federal income tax purposes, generally you will recognize gain or loss as a result of the merger measured by the difference, if any, between (i) the fair market value of the Nuance common stock as of the effective

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time of the merger and the cash received and (ii) your adjusted tax basis in the VoiceSignal capital stock exchanged therefore in the merger.

You should read *The Merger* *Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 35 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the merger to you.**

Q: SHOULD I SEND IN MY VOICESIGNAL STOCK CERTIFICATES NOW?

A: No. If VoiceSignal stockholders adopt the merger agreement and approve the transactions contemplated thereby, immediately prior to the completion of the merger, Nuance will send VoiceSignal stockholders written instructions, including a letter of transmittal, that will explain how to exchange VoiceSignal stock certificates for Nuance common stock certificates and cash. Please do not send in any VoiceSignal stock certificates until you receive these written instructions and the letter of transmittal.

Q: AM I ENTITLED TO APPRAISAL RIGHTS IN CONNECTION WITH THE MERGER?

A: Yes. The stockholders of VoiceSignal may be entitled, under certain circumstances, to appraisal rights under Delaware law. For a detailed discussion of appraisal rights under Delaware law, please see *The Merger Appraisal Rights* beginning on page 38.

Q: WHO CAN HELP ANSWER MY QUESTIONS?

A: If you have any questions about the merger or if you need additional copies of this joint information statement/prospectus or the enclosed action by written consent, you should contact:

VOICE SIGNAL TECHNOLOGIES, INC.

150 Presidential Way, Suite 310

Woburn, Massachusetts 01801

(781) 970-5200

Attention: Damon Pender, Vice President of Finance

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SUMMARY OF THE MERGER

The following is a summary of the information contained in this document relating to the merger of VoiceSignal and Nuance. This summary may not contain all of the information that is important to you. You should carefully read this entire joint information statement/prospectus and the other documents to which we refer. In particular, you should read the annexes attached to this joint information statement/prospectus, including the merger agreement, which is attached as Annex A and is incorporated by reference into this joint information statement/prospectus.

The Companies

Voice Signal Technologies, Inc.
150 Presidential Way, Suite 310
Woburn, Massachusetts 01801
(781) 970-5200
<http://www.voicesignal.com>

Voice Signal Technologies, Inc. develops and markets voice software solutions for cell phones and other mobile devices. By enabling people to use voice to access phone features and network services through their handsets, VoiceSignal's solutions make it significantly easier to realize the potential of mobile computing on a wide range of handsets and devices. VoiceSignal's products range from VSuite, VoiceSignal's line of small footprint voice interface solutions for voice dialing and voice commands, to VSearch, VoiceSignal's recently announced voice-enabled client-server platform for mobile search.

Nuance Communications, Inc.
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
<http://www.nuance.com>

Nuance Communications, Inc. is a leading provider of speech and imaging solutions for businesses and consumers around the world. Its technologies, applications and services make the user experience more compelling by transforming the way people interact with information and how they create, share and use documents. Every day, millions of users and thousands of businesses experience Nuance's proven applications.

Vicksburg Acquisition Corporation
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
<http://www.nuance.com>

Vicksburg Acquisition Corporation is a wholly owned subsidiary of Nuance recently formed solely for the purpose of effecting the merger. It has no business operations.

Structure of the Merger (See page 41)

The merger is structured as a reverse-triangular merger pursuant to which Vicksburg Acquisition Corporation, a wholly owned subsidiary of Nuance, will merge with and into VoiceSignal, and thereafter will cease to exist as a

separate corporate entity. After completion of the merger, VoiceSignal will be a wholly owned subsidiary of Nuance.

The terms and conditions of the merger are contained in the merger agreement, which is attached as Annex A to this joint information statement/prospectus. Please carefully read the merger agreement as it is the legal document that governs the proposed merger.

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Consideration in the Merger (See pages 41 and 42)

Upon completion of the merger, VoiceSignal stockholders will be entitled to receive aggregate merger consideration consisting of approximately \$210 million in cash and approximately 5,836,576 shares of Nuance common stock. The merger consideration payable to VoiceSignal stockholders upon completion of the merger is subject to a number of adjustments, including adjustments for (i) certain expenses incurred by VoiceSignal in connection with the merger and (ii) the exercise of vested VoiceSignal stock options between the date of the merger agreement and completion of the merger. As a result, the exact consideration that a VoiceSignal stockholder will receive may not be known at the time the written consent is effective as it will depend on the magnitude of the adjustments, if any, described above. All VoiceSignal stockholders will also have a portion of the merger consideration that they would otherwise be entitled to receive deposited in an escrow account that will be used to compensate Nuance if Nuance is entitled to indemnification under the merger agreement.

The maximum number of shares of Nuance common stock to be issued by Nuance in the merger was fixed at the time the merger agreement was signed. Nuance common stock trades on the NASDAQ Global Select Market and is subject to price fluctuation. Therefore, the value of the Nuance common stock you will receive in the merger cannot be known at this time. The value of the Nuance common stock you receive in the merger may be equal to, less than or greater than its value on the date the merger agreement was signed and/or the date the written consent is effective.

Treatment of Options (See pages 43 and 44)

Vested VoiceSignal Stock Options

Nuance will not assume or otherwise replace any VoiceSignal stock option that is vested and exercisable as of the effective time of the merger or that becomes vested and exercisable as a result of the merger.

Prior to completion of the merger, VoiceSignal will give each holder of a vested stock option the opportunity to decline to accept an otherwise automatic modification of such holder's vested stock options such that:

immediately prior to the effective time of the merger, and conditioned on the completion of the merger, such holder shall automatically be deemed to have exercised such vested stock option pursuant to a net exercise program whereby such holder will be deemed to have paid the total exercise price required under such vested stock option by relinquishing that number of shares of VoiceSignal common stock underlying such option in an amount necessary to pay the applicable total exercise price and any applicable withholding taxes required because of such net exercise of such vested stock option.

After net exercise, the holder of each such vested VoiceSignal stock option will participate in the merger in the same way, and to the same extent, as if such holder owned the number of shares of VoiceSignal common stock delivered after the automatic deemed net exercise.

Unvested VoiceSignal Options

Nuance will have the opportunity to make a written election prior to the effective time of the merger, either to assume every unvested VoiceSignal option or, instead, to cause all such unvested VoiceSignal options to vest and terminate in exchange for a cash payment to the holder of each such terminated option.

The cash payment Nuance will make to each holder of an unvested option if Nuance elects to terminate the unvested options will be equal to (i) the number of shares of VoiceSignal common stock underlying the VoiceSignal option multiplied by (ii) the amount of merger consideration to which each outstanding share of VoiceSignal stock on an as-converted-to-common-stock-basis is entitled in the merger, minus (iii) the total amount of the exercise price due under such option.

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If, instead of terminating the unvested options and making the cash payment described above, Nuance elects to assume all unvested VoiceSignal options, each such assumed option will be converted into an option to purchase a number of shares of Nuance common stock at an exercise price appropriately adjusted for the conversion of VoiceSignal common stock into Nuance common stock in the merger.

If any time after completion of the merger, Nuance or VoiceSignal shall terminate for any reason or no reason, other than for Cause, the employment of any holder of an assumed option that was unvested at the effective time of the merger, or the holder of any assumed option that was unvested at the effective time of the merger shall terminate for Good Reason his or her employment with Nuance or VoiceSignal, then, immediately upon such termination, such unvested option shall automatically become exercisable for all of the shares of Nuance common stock subject to such assumed option.

Cause means a determination by the Nuance board of directors that the holder of an assumed unvested option has (a) engaged in willful misconduct or unlawful or dishonest conduct in connection with the performance of such holder's duties and responsibilities as an employee or consultant of Nuance or VoiceSignal; (b) materially breached any of such holder's obligations under any agreement between such holder and Nuance or VoiceSignal that pertains to such holder's employment or consulting relationship with Nuance or VoiceSignal; (c) been convicted of a felony; or (d) refused to obey or follow a lawful and reasonable directive issued by such holder's direct supervisor.

Good Reason means with regard to a holder of an assumed unvested option: (a) a material change in such holder's position and responsibilities as an employee or consultant of Nuance or VoiceSignal, except in connection with the termination of such holder's employment; (b) a reduction in such holder's base salary or consulting fees not agreed to by such holder; or (c) a material breach by Nuance or VoiceSignal of their obligations under any agreement with such holder.

Voting Requirements (See pages 27 and 28)

We cannot complete the merger unless, among other things, (i) a majority of the outstanding shares of VoiceSignal common stock and VoiceSignal preferred stock, voting together as a single class with each share of VoiceSignal common stock entitled to cast one vote and each share of VoiceSignal preferred stock entitled to cast that number of votes equal to the number of shares of VoiceSignal common stock into which such share of VoiceSignal preferred stock is convertible and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class, on an as-converted-to-common-stock basis, vote to adopt the merger agreement and approve the transactions contemplated thereby. As of May 31, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 88% of the outstanding shares of VoiceSignal capital stock, voting on an as-converted-to-common-stock basis, and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together as a single class, on an as-converted-to-common-stock basis. VoiceSignal directors, executive officers and their affiliates holding approximately 74% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis, have already agreed with Nuance and VoiceSignal, in a voting agreement, to vote their shares of VoiceSignal stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby. No vote of Nuance stockholders is required to complete the merger.

Recommendations of the VoiceSignal Board of Directors Regarding the Merger (See pages 32 and 33)

After careful consideration of numerous factors, the VoiceSignal board of directors has determined that the proposed merger is advisable, and is fair to and in the best interests of VoiceSignal and its stockholders and unanimously recommends that VoiceSignal stockholders vote FOR the proposal to adopt the merger agreement and approve the transactions contemplated thereby.

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Completion and Effectiveness of the Merger (See page 41)

We will complete the merger when all of the conditions to completion of the merger are satisfied or waived. The merger will become effective when the certificate of merger we file with the State of Delaware is accepted for filing or at a later time if we specify a later time in the certificate.

While we cannot predict the exact timing, we currently expect to complete the merger in June 2007.

Conditions to Completion of the Merger (See pages 50 and 51)

Each of VoiceSignal's and Nuance's obligation to complete the merger is subject to the satisfaction or waiver of a number of conditions, including:

that no governmental entity shall have enacted, issued, promulgated, enforced or entered any law, decree, injunction or other order that is in effect and that has the effect of making the merger illegal or otherwise prohibiting completion of the merger;

that no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing completion of the merger shall be in effect, nor shall any proceeding brought by an administrative agency or commission or other governmental entity or instrumentality, domestic or foreign, seeking any of the foregoing be threatened or pending;

that VoiceSignal stockholders shall have adopted the merger agreement, and approved the transactions contemplated thereby, including the appointment of Stata Venture Partners, LLC as the stockholder representative;

that the registration statement, of which this joint information statement/prospectus is a part, be effective;

that the waiting period (and any extension thereof) applicable to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the HSR Act, and similar merger notification laws or regulations of foreign governmental entities in connection with the merger shall have expired or been terminated;

that each company's representations and warranties in the merger agreement are true and correct, to the extent set forth in the merger agreement, except when the failure of such representations or warranties to be true and correct have not resulted, and would not reasonably be expected to result in, individually or in the aggregate with other such failures, a material adverse effect, to the other party;

that each party has complied in all material respects with its covenants and agreements in the merger agreement, to the extent set forth in the merger agreement; and

that no material adverse effect exist on either company.

Termination of the Merger Agreement (See pages 53 and 54)

VoiceSignal and Nuance may mutually agree at any time to terminate the merger agreement without completing the merger.

In addition, either of VoiceSignal or Nuance may, without the consent of the other, terminate the merger agreement in either of the following circumstances:

if the merger is not completed by November 14, 2007; or

if: (i) there shall be a final non-appealable order of a federal or state court in effect preventing consummation of the merger, or (ii) there shall be any law enacted, promulgated or issued or deemed applicable to completion of the merger by any governmental entity that would make completion of the merger illegal.

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In addition, Nuance may, without the consent of VoiceSignal, terminate the merger agreement in either of the following circumstances:

if there shall be any action taken, or any law enacted, promulgated or issued or deemed applicable to the merger by any governmental entity, that would prohibit Nuance's ownership or operation of the business of VoiceSignal; or

if Nuance is not in material breach of its obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of VoiceSignal or the stockholders contained in the merger agreement such that the closing conditions regarding such representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice to VoiceSignal and the stockholder representative, unless the breach, by its nature, cannot be cured.

In addition, VoiceSignal may, without the consent of Nuance, terminate the merger agreement if:

none of VoiceSignal or the stockholders is in material breach of their respective obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of Nuance contained in the merger agreement such that the closing conditions regarding Nuance's representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice thereof to Nuance, unless the breach, by its nature, cannot be cured.

Payment of Certain VoiceSignal Expenses following Termination (See page 54)

Nuance has agreed to pay up to \$1 million of transaction-related expenses incurred by VoiceSignal if the merger agreement is terminated under certain circumstances.

Prohibition from Soliciting Other Offers (See page 48)

VoiceSignal has agreed that it will not solicit or encourage the initiation of any inquiries regarding any acquisition proposals or proposals by third parties. If VoiceSignal receives an inquiry or proposal, VoiceSignal must immediately suspend any discussions with the party making such inquiry or proposal and notify Nuance of such inquiry or proposal.

Voting Agreements (See pages 54 and 55)

As an inducement to Nuance entering into the merger agreement, certain of VoiceSignal's executive officers, directors and affiliates entered into a voting agreement with Nuance in which each has agreed, among other things, to vote his, her or its shares of VoiceSignal capital stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby and against any action that would delay or prevent the merger and against any alternative transaction. These persons have the right, as of May 31, 2007, to vote a total of approximately 74% shares of VoiceSignal capital stock on an as-converted-to-common-stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis. In connection with the voting agreements, these persons have granted an irrevocable proxy appointing members of the Nuance board of directors, and each of them individually, as their sole and exclusive attorneys and proxies to vote their shares in accordance with the terms of the voting agreements.

Share Ownership of Directors and Executive Officers of VoiceSignal (See pages 54 and 55)

As of May 31, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 88% of the outstanding shares of VoiceSignal capital stock voting together as a single class, on an as-converted-to-common-stock basis, and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together as a single class, on an as-converted-to-common-stock basis.

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The vote required for the adoption of the merger agreement and approval of the transactions contemplated thereby is, (i) a majority of the outstanding shares of VoiceSignal common stock and VoiceSignal preferred stock, voting together as a single class with each share of VoiceSignal common stock entitled to cast one vote and each share of VoiceSignal preferred stock entitled to cast a number of votes equal to the number of shares of VoiceSignal common stock into which such share of VoiceSignal preferred stock is convertible and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to common stock basis.

Interests of Directors and Officers in the Merger (See pages 33-35)

You should be aware that certain VoiceSignal officers and directors have interests in the merger that may be different from, or in addition to, interests of VoiceSignal stockholders generally. These interests include, among others:

Certain directors and officers each individually beneficially own or control over 5% of VoiceSignal capital stock on an as-converted-to-common stock basis.

The employment agreements with certain VoiceSignal executive officers entitle them to certain benefits in the event of a Change in Control (as defined in the agreements) of VoiceSignal and severance payments under certain circumstances.

The agreement of Nuance to honor the obligations of VoiceSignal pursuant to indemnification agreements between Nuance and its directors and officers and to provide directors and officers liability insurance coverage for a period of six years following the effective time of the merger.

VoiceSignal has entered into a letter agreement with four senior executives pursuant to which these executives will become entitled to receive bonuses totalling \$795,000 upon the effective time of the merger.

Acceleration of certain VoiceSignal options held by certain officers and the partial acceleration of certain VoiceSignal options held by certain other officers.

The VoiceSignal board of directors was aware of these interests in approving the merger.

Regulatory Approvals (See page 50)

Under the HSR Act, as amended, the merger may not be consummated unless certain filings have been submitted to the Federal Trade Commission, or the FTC, and the Antitrust Division of the Department of Justice, or the Antitrust Division, and certain waiting period requirements have been satisfied. VoiceSignal and Nuance have filed the appropriate notification and report forms with the FTC and with the Antitrust Division.

The FTC and the Antitrust Division frequently evaluate transactions like the proposed merger. At any time before or after the completion of the merger, the FTC or the Antitrust Division could take any action under the antitrust laws that it deems necessary or advisable in the public interest, including seeking to enjoin the completion of the merger or seeking the divestiture of substantial assets of VoiceSignal or Nuance. In addition, certain private parties, as well as states attorneys general and other antitrust authorities, may challenge the transaction under antitrust laws under certain circumstances.

In addition, the merger may be subject to various foreign antitrust laws.

VoiceSignal and Nuance believe that the completion of the merger will not violate any antitrust laws. There can be no assurance that a challenge to the merger on antitrust grounds will not be made, or, if such a challenge is made that the result will be favorable.

Listing of Nuance Common Stock (See page 38)

The authorization of the shares of Nuance common stock to be issued in the merger for listing on the NASDAQ Global Select Market is a condition to the merger.

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Appraisal Rights (See pages 38-41)

Subject to compliance with the procedures set forth in Section 262 of the Delaware General Corporation Law, or DGCL, VoiceSignal stockholders who do not vote in favor of adoption of the merger agreement and approval of the transactions contemplated thereby and otherwise comply with the requirements of the DGCL will be entitled to appraisal rights in connection with the merger, whereby such stockholders may receive the fair value of their VoiceSignal shares in cash. Failure to take any of the steps required under Section 262 of the DGCL on a timely basis may result in a loss of those appraisal rights. The provisions of Delaware law that grant appraisal rights and govern such procedures are attached as Annex B.

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL DATA OF NUANCE**

The following table presents summary historical consolidated financial data of Nuance for the five most recent fiscal years and the first six months of the current fiscal year comparative to the same period in the prior fiscal year. The financial data is derived from Nuance's consolidated financial statements. Since the information in this table is only a summary and does not provide all of the information contained in Nuance's financial statements, including related notes, you should read Management's Discussion and Analysis of Nuance's Financial Condition and Results of Operations beginning on page 75 and Nuance's consolidated financial statements, including related notes beginning on page F-3.

**Nuance Communications, Inc.
Selected Summary Historical Financial Data**

	Six Months Ended		Fiscal Year Ended		Nine	Fiscal Year Ended	
	March 31,		Sep. 30,		Months	Dec. 31,	
	2007	2006	2006	2005	Ended	2003	2002
			Sep. 30,	Sep. 30,	Sep. 30,		
			2006	2005	2004		
	(In thousands, except per share data)						
Consolidated Statement of Operations Data:							
Total revenue	\$ 265,483	\$ 147,280	\$ 388,510	\$ 232,388	\$ 130,907	\$ 135,399	\$ 106,619
Income (loss) from operations	17,697	(59)	8,370	2,032	(7,993)	(6,462)	6,603
Income (loss) before income taxes	4,392	(1,244)	(7,071)	1,395	(8,045)	(5,787)	6,587
Net income (loss)	\$ (2,964)	\$ (6,272)	\$ (22,887)	\$ (5,417)	\$ (9,378)	\$ (5,518)	\$ 6,333
Net income (loss) per share:							
Basic and diluted	\$ (0.02)	\$ (0.04)	\$ (0.14)	\$ (0.05)	\$ (0.09)	\$ (0.07)	\$ 0.09
Weighted average common shares outstanding:							
Basic	170,501	159,859	163,873	109,540	103,780	78,398	67,010
Diluted	170,501	159,859	163,873	109,540	103,780	78,398	72,796

As of

	Mar. 31, 2007	Sep. 30, 2006	Sep. 30, 2005	Sep. 30, 2004	Dec. 31, 2003	Dec. 31, 2002
			(In thousands)			
Consolidated Balance Sheet Data:						
Cash and cash equivalents	\$ 89,204	\$ 112,334	\$ 71,687	\$ 22,963	\$ 42,584	\$ 18,853
Short term investments			24,127	7,373		
Working capital	30,714	51,273	12,130	27,940	44,305	16,842
Total assets	1,274,157	1,235,074	757,212	392,653	401,940	143,690
Long-term liabilities	454,298	446,430	79,775	45,360	48,340	725
Total stockholders equity	615,314	576,596	514,665	301,745	303,226	119,378

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL DATA OF VOICESIGNAL**

The following table presents summary historical consolidated financial data of VoiceSignal for the five most recent fiscal years and the three months ended March 31, 2007 and 2006. The financial data are derived from VoiceSignal's consolidated financial statements, some of which are not included in this joint information statement/prospectus. Because the information in this table is only a summary and does not provide all of the information contained in VoiceSignal's financial statements, including related notes, you should read VoiceSignal's Management's Discussion and Analysis of VoiceSignal's Financial Condition and Results of Operations beginning on page 115 and VoiceSignal's consolidated financial statements, including related notes, beginning on page F-88.

Voice Signal Technologies, Inc.
Selected Summary Historical Financial Data

	Three Months Ended		Fiscal Year Ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
	(In thousands, except per share data)						
Consolidated Statement of Operations Data:							
Total revenue	\$ 6,558	\$ 5,513	\$ 24,601	\$ 11,741	\$ 7,467	\$ 2,442	\$ 2,078
Income (loss) from operations	1,861	1,334	7,205	(3,304)	(2,986)	(5,879)	(4,734)
Income (loss) before income taxes	1,894	1,352	7,195	(3,097)	(2,942)	(5,835)	(5,757)
Net income (loss)	\$ 2,233	\$ 1,385	\$ 7,382	\$ 113	\$ (2,942)	\$ (5,836)	\$ (5,758)
Net income (loss) available to common shareholders	\$ 1,762	\$ 914	\$ 5,499	\$ (1,770)	\$ (4,809)	\$ (7,252)	\$ (6,574)
Net income (loss) per share:							
Basic	\$ 0.10	\$ 0.06	\$ 0.32	\$ (0.11)	\$ (0.30)	\$ (0.45)	\$ (0.42)
Diluted	\$ 0.02	\$ 0.01	\$ 0.06	\$ (0.11)	\$ (0.30)	\$ (0.45)	\$ (0.42)
Weighted average common shares outstanding:							
Basic	17,287	16,609	16,980	16,507	16,063	15,941	15,681
Diluted	122,347	122,132	121,823	16,507	16,063	15,941	15,681

As of

	Mar. 31, 2007	Dec. 31, 2006	Dec. 31, 2005	Dec. 31, 2004	Dec. 31, 2003	Dec. 31, 2002
	(In thousands)					
Consolidated Balance Sheet Data:						
Cash and cash equivalents	\$ 1,936	\$ 3,983	\$ 297	\$ 1,959	\$ 5,049	\$ 2,923
Short term investments	3,043	3,000	6,117			
Working capital	10,693	8,699	3,178	2,266	4,018	2,223
Total assets	21,446	20,123	16,952	8,089	5,862	4,400
Long-term liabilities	2,036	2,400	4,868	1,267	1,039	617
Total stockholders deficit	(21,150)	(22,975)	(28,704)	(26,950)	(22,227)	(15,049)

Table of Contents**SUPPLEMENTARY FINANCIAL INFORMATION OF VOICESIGNAL**

The following table presents historical quarterly consolidated data of VoiceSignal that is derived from unaudited consolidated statements that, in the opinion of management, include all recurring adjustments necessary for a fair statement of such information (in thousands):

	Quarter Ended								
	March 31,	Dec. 31,	Sept. 30,	June 30,	March 31,	Dec. 31,	Sept. 30,	June 30,	March 31,
	2007	2006	2006	2006	2006	2005	2005	2005	2005
Total revenue	\$ 6,558	\$ 7,223	\$ 6,121	\$ 5,744	\$ 5,513	\$ 4,605	\$ 2,830	\$ 2,198	\$ 2,108
Gross margin	6,119	6,792	5,691	5,273	5,020	4,217	2,502	1,883	1,811
Net income (loss)	2,233	2,903	1,749	1,345	1,385	4,121	(374)	(1,982)	(1,652)

Table of Contents**SUMMARY UNAUDITED PRO FORMA CONDENSED
COMBINED CONSOLIDATED FINANCIAL DATA**

The following table presents summary unaudited pro forma combined financial data which reflects the proposed acquisition of VoiceSignal. The summary unaudited pro forma combined financial data are derived from and should be read in conjunction with the unaudited pro forma combined financial statements and related notes thereto included in this joint information statement/prospectus. See Unaudited Pro Forma Financial Information beginning on page F-231.

	Six Months Ended March 31, 2007	Fiscal Year Ended September 30, 2006
	(In thousands, except per share data)	
Pro Forma Combined Statement of Operations Data:		
Total revenue	\$ 288,666	\$ 511,224
Income (loss) from operations	14,984	(24,447)
Loss before income taxes	(9,685)	(76,746)
Net loss	\$ (16,906)	\$ (93,554)
Net loss per share:		
Basic and Diluted	\$ (0.10)	\$ (0.55)
Weighted average common shares outstanding:		
Basic and Diluted	176,338	169,710

	As of March 31, 2007
Pro Forma Combined Balance Sheet Data:	
Cash and cash equivalents	\$ 138,172
Short term investments	3,043
Working capital	102,416
Total assets	1,635,238
Long-term liabilities	718,456
Total stockholders' equity	706,166

Table of Contents**COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA**

The following table reflects (i) the historical income (loss) from continuing operations and book value per share of Nuance common stock in comparison to the pro forma income (loss) from continuing operations and book value per share after giving effect to the proposed merger with VoiceSignal; and (ii) the historical income (loss) from continuing operations and book value per share of VoiceSignal common stock in comparison with the equivalent pro forma income (loss) from continuing operations and book value per share. The comparative historical and pro forma per share data should be read in conjunction with the unaudited pro forma combined financial statements and related notes thereto and the historical consolidated financial statements of Nuance and notes thereto, which can be found beginning on page F-3 of this joint information statement/prospectus, and the historical consolidated financial statements of VoiceSignal, which information can be found beginning on page F-88 of this joint information statement/prospectus. The pro forma combined financial data are not necessarily indicative of the operating results of future operations or the actual results that would have occurred had the merger been completed at the beginning of the period presented.

Nuance and VoiceSignal did not declare or pay cash dividends on their common stock during the fiscal years ended September 30, 2006 and December 31, 2006, respectively, or during the six months and three months ended March 31, 2007, respectively. They do not intend to pay dividends on their common stock in the foreseeable future; however, VoiceSignal will convert any accrued dividends into shares of VoiceSignal capital stock prior to the closing of the merger. See Comparative Per Share Market Price Data.

	Six Months Ended March 31, 2007	Fiscal Year Ended September 30, 2006
Nuance:		
Loss from continuing operations per share:		
Historical basic and diluted	\$ (0.02)	\$ (0.14)
Pro forma basic and diluted	\$ (0.10)	\$ (0.55)
Book value per share:		
Historical(1)	\$ 3.52	
Pro forma(2)	\$ 3.91	
VoiceSignal:		
Income (loss) from continuing operations per share:		
Historical basic for the fiscal year ended December 31, 2006		\$ 0.32
Historical diluted for the fiscal year ended December 31, 2006		\$ 0.06
Equivalent pro forma for the fiscal year ended September 30, 2006 basic and diluted(3)		\$ (0.02)
Book value per share:		
Historical(1)	\$ (1.22)	

Equivalent pro forma \$ 0.15

- (1) The historical book value per share was calculated by dividing stockholders' equity (deficit) by the number of shares of common stock outstanding at March 31, 2007.
- (2) The pro forma combined book value per share was computed by dividing pro forma stockholders' equity by the pro forma number of shares of Nuance common stock which would have been outstanding had the merger been completed as of the balance sheet date.
- (3) The equivalent pro forma loss are equal to the pro forma loss per share for the fiscal year ended September 30, 2006, after giving effect to the proposed merger with VoiceSignal, multiplied by 0.0382, the number of shares of Nuance common stock to be issued in exchange for each share of VoiceSignal common stock.

Table of Contents**MARKET PRICE DATA**

Nuance common stock trades on the NASDAQ Global Select Market under the symbol NUAN. The following table sets forth, for each quarter of Nuance's fiscal year indicated, the high and low closing sales prices per Nuance common share, in each case as reported on the Nasdaq Global Select Market.

	High	Low
2005		
First Quarter	\$ 4.51	\$ 3.28
Second Quarter	\$ 4.80	\$ 3.43
Third Quarter	\$ 4.64	\$ 3.42
Fourth Quarter	\$ 5.35	\$ 3.74
2006		
First Quarter	\$ 7.89	\$ 4.60
Second Quarter	\$ 12.04	\$ 7.41
Third Quarter	\$ 13.48	\$ 7.37
Fourth Quarter	\$ 10.39	\$ 6.94
2007		
First Quarter	\$ 12.02	\$ 7.64
Second Quarter	\$ 16.63	\$ 11.00
Third Quarter, through Market close on May 30, 2007	\$ 17.20	\$ 14.94

Nuance has never declared or paid dividends on its common stock and does not have any current plans to pay any dividends in the future.

VoiceSignal's capital stock is not listed for trading on any exchange or automated quotation service. As of May 31, 2007, there were 39 holders of record of VoiceSignal capital stock. VoiceSignal has never declared or paid cash dividends on its capital stock and does not plan to pay any cash dividends prior to the merger but will convert any accrued dividends into shares of VoiceSignal capital stock prior to closing.

The table below shows the high and low sales prices per share of Nuance common stock as reported on the NASDAQ Global Select Market on (1) May 14, 2007, the last full trading day preceding public announcement that Nuance and VoiceSignal had entered into the merger agreement, and (2) June 1, 2007, the last trading day for which closing prices were available at the time of the printing of this joint information statement/prospectus.

The table also includes the equivalent high and low prices per share of VoiceSignal common stock on those dates. This equivalent high and low price per share reflects the fluctuating value of the Nuance common stock that VoiceSignal stockholders would receive in exchange for each share of VoiceSignal capital stock if the merger was completed on either of these dates applying the exchange ratio of 0.0382 shares of Nuance common stock and \$1.3875 of cash, without interest, for each share of VoiceSignal capital stock exchanged in the merger.

Nuance Common Stock	Equivalent Price per Share
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	High	Low	High	Low
May 14, 2007	\$ 15.49	\$ 15.23	\$ 1.98	\$ 1.97
June , 2007	\$	\$	\$	\$

The foregoing table shows only historical comparisons. These comparisons may not provide meaningful information to you in determining whether to adopt the merger agreement and approve the transactions contemplated thereby. Because the maximum number of shares of Nuance common stock to be issued in the merger is fixed, changes in the market price of Nuance common stock will affect the dollar value of Nuance common stock to be received by VoiceSignal stockholders pursuant to the merger. VoiceSignal stockholders

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are urged to obtain current market quotations for Nuance common stock and to review carefully the other information contained in this joint information statement/prospectus or incorporated by reference into this joint information statement/prospectus in considering whether to adopt the merger agreement and approve the transactions contemplated thereby. See the section entitled "Where You Can Find More Information" on page 140.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint information statement/prospectus and the documents incorporated by reference into this joint information statement/prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions, that, if they never materialize or prove incorrect, could cause the results of Nuance and its consolidated subsidiaries, on the one hand, or VoiceSignal and its consolidated subsidiaries, on the other, to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements generally are identified by the words "expects," "anticipates," "believes," "intends," "estimates," "should," "would," "strategy," "plan" and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. For example, forward-looking statements include projections of earnings, revenues, synergies, accretion or other financial items; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration and restructuring plans and the anticipated timing of filings, approvals relating to, and the closing of, the merger; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; statements of belief and any statement of assumptions underlying any of the foregoing. The risks, uncertainties and assumptions referred to above include the difficulty of maintaining expense growth while increasing revenues; the challenges of integration and restructuring associated with the merger and the challenges of achieving the anticipated synergies; the possibility that the merger may not close or that Nuance or VoiceSignal may be required to modify some aspect of the acquisition in order to obtain regulatory approval; the challenge of maintaining revenues on a combined company basis following the merger; and other risks and uncertainties described in the section entitled "Risk Factors" beginning on page 15 of this joint information statement/prospectus.

If any of these risks or uncertainties materializes or any of these assumptions proves incorrect, results of Nuance and VoiceSignal could differ materially from the expectations in these statements. The forward-looking statements included in this joint information statement/prospectus are made only as of the date of this joint information statement/prospectus, and neither Nuance nor VoiceSignal is under any obligation to update their respective forward-looking statements and neither party intends to do so.

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RISK FACTORS

You should carefully consider the risks described below before making your decision to vote for adoption of the merger agreement and approval of the transactions contemplated thereby. The risks and uncertainties described below are not the only ones facing Nuance and VoiceSignal. Additional risks and uncertainties not presently known to us or that we do not currently believe are important to an investor may also harm our respective business operations. If any of the events, contingencies, circumstances or conditions described in the following risks actually occurs, our respective businesses, financial condition or our results of operations could be seriously harmed. If that happens, the trading price of Nuance common stock could decline and you may lose part or all of the value of any Nuance shares held by you.

Risks Related to the Merger

By voting to adopt the merger agreement and approve the transactions contemplated thereby, VoiceSignal stockholders will be choosing to invest in Nuance common stock. Nuance and VoiceSignal will operate as a combined company in a market environment that cannot be predicted and that involves significant risks, many of which will be beyond the control of the combined company. In addition to the other information contained in this joint information statement/prospectus, you should carefully consider the risks described below before deciding how to vote your shares. Additional risks and uncertainties not presently known to Nuance and VoiceSignal or that are not currently believed to be important to you also may adversely affect the merger and Nuance and VoiceSignal as a combined company.

You should pay particular attention to the following risks relating to the merger.

The Nuance common stock to be received by VoiceSignal stockholders in the merger may fluctuate in value.

The market value of Nuance common stock is likely to change, both before and after the merger, and no one can accurately predict what the market value will be at any given time. Market prices of Nuance common stock may vary for many reasons, including changes in the business, operations or prospects of Nuance, market assessments of the likelihood that the merger will be completed, the timing of regulatory considerations and general market and economic conditions. Because the market price of Nuance common stock may fluctuate, the value of the Nuance common stock to be received by VoiceSignal stockholders will depend upon the market price of the shares at the time they are actually received following the closing of the merger. We urge you to obtain current market quotations for Nuance common stock.

Certain transaction-related expenses of VoiceSignal will reduce the total consideration to be received by VoiceSignal stockholders in the merger.

The total consideration to be received by VoiceSignal stockholders in the merger will be reduced by transaction-related expenses of VoiceSignal. For a description of how these expenses are calculated and how they affect the total consideration to be received by VoiceSignal stockholders in the merger, see the section entitled "The Merger Agreement" beginning on page 41 of this joint information statement/prospectus and in detail in the merger agreement.

As a result of the escrow provisions and indemnification obligations contained in the merger agreement, the VoiceSignal stockholders may not receive the full consideration in the Merger.

Pursuant to the merger agreement, \$30 million of the cash consideration will be deposited on behalf of VoiceSignal stockholders in escrow for a period of twelve months. The escrowed amount will be held by the escrow agent so that it is available to indemnify Nuance and other persons against losses arising out of: (i) any breach or inaccuracy of a representation or warranty of VoiceSignal contained in the merger agreement or in any certificate or other instruments delivered pursuant to the merger agreement, (ii) any failure by VoiceSignal to perform or comply with any covenant applicable to it contained in the merger agreement, (iii) any third party expenses in connection with the merger in excess of those upon which the parties agreed and (iv) any payments to dissenting stockholders. Any escrowed amount that, twelve months following the completion of

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the merger has not been used to indemnify Nuance or other persons entitled to indemnification and that is not the subject of an unresolved claim for indemnification by Nuance or any such other persons entitled to indemnification will be distributed to the VoiceSignal stockholders. There can be no assurance that VoiceSignal stockholders will receive any of the consideration that is deposited in the escrow account.

If the conditions to the merger are not satisfied or waived, the merger will not occur.

A number of conditions must be either satisfied or waived before the merger can be completed. Most of these conditions relate to actions that must be taken by VoiceSignal and certain of its employees and stockholders. A number of these conditions, including obtaining government approvals, are not within the control of VoiceSignal. A smaller number of conditions relate to actions that must be taken by Nuance. Neither Nuance nor VoiceSignal can assure you that each of the conditions will be satisfied or waived. If the conditions are not satisfied or waived, the merger will not occur. These conditions are described under the section entitled "Conditions to Completion of the Merger" in the "Agreements Related to the Merger" section of this joint information statement/prospectus beginning on page 50 and in detail in the merger agreement.

If the merger is not completed, VoiceSignal will be subject to a number of risks.

If the merger is not completed, VoiceSignal will be subject to a number of risks, including: (i) the possible loss of key employees, management personnel and customers; (ii) the accrual of legal, accounting and other fees and costs incurred in connection with the merger in excess of the \$1 million that Nuance has agreed to pay if the merger agreement is terminated under certain circumstances; and (iii) the risk of disruption of VoiceSignal's business. In addition, if the merger is not completed, VoiceSignal's business reputation and goodwill could be harmed.

Although Nuance and VoiceSignal expect that the merger will result in benefits to the combined company, the combined company may not realize those benefits because of integration and other challenges.

The failure of the combined company to meet the challenges involved in integrating the operations of Nuance and VoiceSignal successfully or otherwise to realize any of the anticipated benefits of the merger, could seriously harm the results of operations of the combined company. Realizing the benefits of the merger will depend in part on the integration of technology, operations, and personnel. The integration of the companies is a complex, time-consuming and expensive process that, without proper planning and implementation, could significantly disrupt the businesses of Nuance and VoiceSignal. The challenges involved in this integration include the following:

- consolidating and rationalizing corporate IT and administrative infrastructures;
- coordinating sales and marketing efforts to effectively communicate the capabilities of the combined company;
- coordinating and rationalizing research and development activities to enhance introduction of new products and technologies with reduced cost; and
- preserving important relationships of both Nuance and VoiceSignal and resolving potential conflicts that may arise.

The combined company may not successfully integrate the operations of Nuance and VoiceSignal in a timely manner, or at all. The combined company may not realize the anticipated benefits or synergies of the merger to the extent, or in the timeframe, anticipated. These anticipated benefits and synergies are based on projections and assumptions, not actual experience, and assume a successful integration.

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Some directors and officers of VoiceSignal have interests that could have affected their decision to support or approve the merger.

The interests of some VoiceSignal directors and executive officers in the merger and their participation in arrangements are different from, or are in addition to, those of VoiceSignal stockholders generally and could have affected their decision to support or approve the merger. As a result, these directors and officers may be more likely to recommend the proposals relating to the merger than if they did not have these interests. Please see the section entitled *Interests of VoiceSignal Directors and Officers in the Merger* under *The Merger* section of this joint information statement/prospectus beginning on page 33.

Nuance and VoiceSignal expect to incur significant costs associated with the merger.

Each of Nuance and VoiceSignal will incur significant transaction costs in connection with the merger. Nuance and VoiceSignal have agreed that all third party expenses incurred by VoiceSignal, including any bonuses paid to VoiceSignal employees in connection with the merger in excess of \$397,500, will either be deducted from the merger consideration or the escrow amount described above. Nuance and VoiceSignal believe the combined entity may incur charges to operations, which currently are not reasonably estimable, in the quarter in which the merger is completed or the following quarters, to reflect costs associated with integrating the two companies. There can be no assurance that the combined company will not incur additional material charges in subsequent quarters to reflect additional costs associated with the merger.

Charges to earnings resulting from the application of the purchase method of accounting may adversely affect the market value of Nuance common stock following the merger.

In accordance with United States generally accepted accounting principles, the combined company will account for the merger using the purchase method of accounting, which will result in charges to Nuance's earnings that could harm the market value of Nuance common stock following completion of the merger. Under the purchase method of accounting, the combined company will allocate the total estimated purchase price to VoiceSignal's net tangible assets, amortizable intangible assets, intangible assets with indefinite lives and in-process research and development based on their fair values as of the date of completion of the merger, and record the excess of the purchase price over those fair values as goodwill. The combined company will incur additional depreciation and amortization expense over the useful lives of certain of the net tangible and intangible assets acquired in connection with the merger. In addition, to the extent the value of goodwill or intangible assets with indefinite lives becomes impaired, the combined company may be required to incur material charges relating to the impairment of those assets. These depreciation, amortization, in-process research and development and potential impairment charges could have a material impact on the combined company's results of operations.

To be successful, the combined company must retain and motivate key employees. Any failure to do so could seriously harm the combined company.

To be successful, the combined company must retain and motivate key employees. The market for highly skilled employees is limited, and the loss of any of these key employees could have a significant impact on the combined company's operations. Employee retention may be a particularly challenging issue in connection with the merger. Accordingly, Nuance has developed and adopted retention programs designed to assure the continued dedication of these key employees and to provide them with financial incentives to remain with the combined company following the merger. A number of factors, however, may counteract the benefits of these retention programs. In particular, employees of VoiceSignal may experience uncertainty about their future role with the combined company until or after strategies with regard to the combined company are announced or executed. The combined company also must

continue to motivate these employees and keep them focused on the strategies and goals of the combined company, which may be particularly difficult due to the potential distractions of the merger.

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Whether or not the merger is completed, the announcement and pendency of the proposed merger may cause disruptions in the business of VoiceSignal or disruptions in the business of Nuance, which could have material adverse effects on each company's or the combined company's business and operations.

Whether or not the merger is completed, Nuance's and VoiceSignal's customers, in response to the announcement and pendency of the merger, may delay or defer purchase decisions, which could have a material adverse effect on the business of each company or the combined company. The extent of this adverse effect could depend on the length of time prior to completion of the merger or termination of the merger agreement.

Failure to complete the merger could negatively impact Nuance's stock price, and the future business and operation of both Nuance and VoiceSignal.

If the merger is not completed for any reason, both VoiceSignal and Nuance may be subject to a number of material risks, including the following:

Neither VoiceSignal nor Nuance would realize any anticipated benefits from being a part of a combined company;

VoiceSignal may experience difficulties in attracting strategic customers and partners who were expecting to use the products proposed to be offered by the combined company;

VoiceSignal must pay all or a portion of certain costs relating to the merger, such as legal, accounting, financial advisor and printing fees, even if the merger is not completed, which costs will be substantial; however, in the event that the merger agreement is terminated under certain circumstances more specifically set forth in the merger agreement, Nuance has agreed to pay up to \$1 million of VoiceSignal's transaction-related expenses; and

VoiceSignal may not be able to find another buyer willing to pay a price in an alternative transaction that is equivalent to, or higher than, the price that would be paid pursuant to the merger.

Regulatory agencies, private parties, state attorneys general and other antitrust authorities may raise challenges to the merger on antitrust grounds.

Under the HSR Act, the merger may not be consummated unless certain filings have been submitted to the FTC and the Antitrust Division and certain waiting period requirements have been satisfied. In addition, the merger may be subject to various foreign antitrust laws. Nuance and VoiceSignal filed the appropriate notification and report forms with the FTC and with the Antitrust Division and are awaiting the expiration, or notice of the early termination, of the waiting period.

The FTC and the Antitrust Division frequently evaluate transactions like the merger. At any time before or after the completion of the merger, the FTC or the Antitrust Division could take any action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the merger or seeking the divestiture of substantial assets of Nuance or VoiceSignal. In addition, certain private parties, as well as states attorneys general and other antitrust authorities, may challenge the transaction under antitrust laws under certain circumstances.

There can be no assurance that the waiting period under the HSR Act will be permitted to expire or be terminated at all or without materially adverse restrictions or conditions that would have an adverse effect on the combined

company. The combined company may be required to agree to various operating restrictions, before or after receipt of stockholder approval, in order to obtain the necessary authorizations and approvals of the merger or to assure that governmental authorities do not seek to block the merger.

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Risks Related to Nuance

Risks Related to Nuance's Business

Nuance's operating results may fluctuate significantly from period to period, and this may cause its stock price to decline.

Nuance's revenue and operating results have fluctuated in the past and are expected to continue to fluctuate in the future. Given this fluctuation, Nuance believes that quarter to quarter comparisons of revenue and operating results are not necessarily meaningful or an accurate indicator of Nuance's future performance. As a result, Nuance's results of operations may not meet the expectations of securities analysts or investors in the future. If this occurs, the price of Nuance's stock would likely decline. Factors that contribute to fluctuations in operating results include the following:

slowing sales by Nuance's distribution and fulfillment partners to their customers, which may place pressure on these partners to reduce purchases of Nuance's products;

volume, timing and fulfillment of customer orders;

Nuance's efforts to generate additional revenue from its portfolio of intellectual property;

concentration of operations with one manufacturing partner and ability to control expenses related to the manufacture, packaging and shipping of Nuance's boxed software products;

customers delaying their purchasing decisions in anticipation of new versions of Nuance's products;

customers delaying, canceling or limiting their purchases as a result of the threat or results of terrorism;

introduction of new products by Nuance or its competitors;

seasonality in purchasing patterns of Nuance's customers;

reduction in the prices of Nuance's products in response to competition or market conditions;

returns and allowance charges in excess of accrued amounts;

timing of significant marketing and sales promotions;

impairment charges against goodwill and other intangible assets;

write-offs of excess or obsolete inventory and accounts receivable that are not collectible;

increased expenditures incurred pursuing new product or market opportunities;

general economic trends as they affect retail and corporate sales; and

higher than anticipated costs related to fixed-price contracts with Nuance's customers.

Due to the foregoing factors, among others, Nuance's revenue and operating results are difficult to forecast. Nuance's expense levels are based in significant part on Nuance's expectations of future revenue and Nuance may not be able to reduce its expenses quickly to respond to a shortfall in projected revenue. Therefore, Nuance's failure to meet revenue expectations would seriously harm its operating results, financial condition and cash flows.

Nuance has grown, and may continue to grow, through acquisitions, which could dilute its existing stockholders and could involve substantial integration risks.

As part of Nuance's business strategy, Nuance has in the past acquired, and expects to continue to acquire, other businesses and technologies. In connection with past acquisitions, Nuance issued a substantial number of shares of common stock as transaction consideration and also incurred significant debt to finance the cash consideration used for Nuance's acquisitions of Dictaphone Corporation, BlueStar Resources Limited (the parent company of Focus Enterprises Limited and Focus Infosys India Private Limited) and BeVocal, Inc. Nuance may continue to issue equity securities for future acquisitions, which would dilute existing

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stockholders, perhaps significantly depending on the terms of the acquisition. Nuance may also incur additional debt in connection with future acquisitions, which, if available at all, may place additional restrictions on Nuance's ability to operate its business. Furthermore, Nuance's prior acquisitions required substantial integration and management efforts. Acquisitions of this nature involve a number of risks, including:

difficulty in transitioning and integrating the operations and personnel of the acquired businesses, including different and complex accounting and financial reporting systems;

potential disruption of Nuance's ongoing business and distraction of management;

potential difficulty in successfully implementing, upgrading and deploying in a timely and effective manner new operational information systems and upgrades of Nuance's finance, accounting and product distribution systems;

difficulty in incorporating acquired technology and rights into Nuance's products and technology;

unanticipated expenses and delays in completing acquired development projects and technology integration;

management of geographically remote units both in the United States and internationally;

impairment of relationships with partners and customers;

customers delaying purchases of Nuance's products pending resolution of product integration between Nuance's existing and its newly acquired products;

entering markets or types of businesses in which Nuance has limited experience; and

potential loss of key employees of the acquired company.

As a result of these and other risks, Nuance may not realize anticipated benefits from its acquisitions. Any failure to achieve these benefits or failure to successfully integrate acquired businesses and technologies could seriously harm Nuance's business.

Purchase accounting treatment of Nuance's acquisitions could decrease Nuance's net income or expected revenue in the foreseeable future, which could have a material and adverse effect on the market value of Nuance common stock.

Under accounting principles generally accepted in the United States of America, Nuance has accounted for its acquisitions using the purchase method of accounting. Under purchase accounting, Nuance records the market value of Nuance common stock or other form of consideration issued in connection with the acquisition and the amount of direct transaction costs as the cost of acquiring the company or business. Nuance has allocated that cost to the individual assets acquired and liabilities assumed, including various identifiable intangible assets such as acquired technology, acquired trade names and acquired customer relationships based on their respective fair values. Intangible assets generally will be amortized over a five to ten year period. Goodwill and certain intangible assets with indefinite lives, are not subject to amortization but are subject to at least an annual impairment analysis, which may result in an impairment charge if the carrying value exceeds its implied fair value. As of March 31, 2007, Nuance had identified intangible assets amounting to approximately \$230.5 million and goodwill of approximately \$750.8 million. In addition, purchase accounting limits Nuance's ability to recognize certain revenue that otherwise would have been recognized by the acquired company as an independent business. Accordingly, due to the purchase method of

accounting, the combined company may recognize less revenue than Nuance and the acquired company would have recognized as independent companies.

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Nuance's significant debt could adversely affect its financial health and prevent Nuance from fulfilling its obligations under its credit facility.

Nuance has a significant amount of debt. On April 5, 2007, Nuance entered into an amended and restated credit facility which consists of a \$442.0 million term loan due March 2013 and a \$75.0 million revolving credit line due March 2012. As of April 30, 2007, \$441.5 million remained outstanding under the term loan. As of April 30, 2007 there were \$17.4 million of letters of credit issued under the revolving credit line and there were no outstanding borrowings under the revolving credit line. Nuance also anticipates incurring additional debt under the amended and restated credit facility to fund the cash portion of the acquisition of VoiceSignal. Nuance's debt level could have important consequences, for example it could:

require Nuance to use of a large portion of its cash flow to pay principal and interest on the credit facility, which will reduce the availability of Nuance's cash flow to fund working capital, capital expenditures, research and development expenditures and other business activities;

restrict Nuance from making strategic acquisitions or exploiting business opportunities;

place Nuance at a competitive disadvantage compared to its competitors that have less debt; and

limit, along with the financial and other restrictive covenants in Nuance's debt, Nuance's ability to borrow additional funds, dispose of assets or pay cash dividends.

In addition, a substantial portion of Nuance's debt bears interest at variable rates. If market interest rates increase, Nuance's debt service requirements will increase, which would adversely affect its cash flows. While Nuance has entered into an interest rate swap agreement limiting Nuance's exposure for a portion of its debt, such agreement does not offer complete protection from this risk.

Nuance has a history of operating losses, and may incur losses in the future, which may require Nuance to raise additional capital on unfavorable terms.

Nuance reported net losses of approximately \$3.0 million for the six months ended March 31, 2007 and \$22.9 million, \$5.4 million and \$9.4 million for fiscal years 2006, 2005 and 2004, respectively. Nuance had an accumulated deficit of approximately \$193.1 million at March 31, 2007. If Nuance is unable to achieve and maintain profitability, the market price for Nuance's stock may decline, perhaps substantially. Nuance cannot assure you that its revenue will grow or that Nuance will achieve or maintain profitability in the future. If Nuance does not achieve profitability, Nuance may be required to raise additional capital to maintain or grow its operations. The terms of any transaction to raise additional capital, if available at all, may be highly dilutive to existing investors or contain other unfavorable terms, such as a high interest rate and restrictive covenants.

Nuance depends on limited or sole source suppliers for critical components. The inability to obtain sufficient components as required, and under favorable purchase terms, could harm Nuance's business.

Nuance is dependent on certain suppliers, including limited and sole source suppliers, to provide key components used in its products. Nuance has experienced, and may continue to experience, delays in component deliveries, which in turn could cause delays in product shipments and require the redesign of certain products. In addition, if Nuance is unable to procure necessary components under favorable purchase terms, including at favorable prices and with the order lead-times needed for the efficient and profitable operation of Nuance's business, its results of operations could suffer.

Speech technologies may not achieve widespread acceptance by businesses, which could limit Nuance's ability to grow its speech business.

Nuance has invested and expects to continue to invest heavily in the acquisition, development and marketing of speech technologies. The market for speech technologies is relatively new and rapidly evolving. Nuance's ability to increase revenue in the future depends in large measure on acceptance of speech

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technologies in general and Nuance's products in particular. The continued development of the market for Nuance's current and future speech solutions will also depend on the following factors:

consumer demand for speech-enabled applications;

development by third-party vendors of applications using speech technologies; and

continuous improvement in speech technology.

Sales of Nuance's speech products would be harmed if the market for speech technologies does not continue to develop or develops more slowly than Nuance expects, and, consequently, Nuance's business could be harmed and Nuance may not recover the costs associated with its investment in its speech technologies.

The markets in which Nuance operates are highly competitive and rapidly changing and Nuance may be unable to compete successfully.

There are a number of companies that develop or may develop products that compete in Nuance's targeted markets. The individual markets in which Nuance competes are highly competitive, and are rapidly changing. Within imaging, Nuance competes directly with ABBYY, Adobe, I.R.I.S. and NewSoft. Within speech, Nuance competes with AT&T, Fonix, IBM, Microsoft and Philips. Within healthcare dictation and transcription, Nuance competes with Philips Medical, Spheris and other smaller providers. In speech, some of Nuance's partners such as Avaya, Cisco, Edify, Genesys and Nortel develop and market products that can be considered substitutes for Nuance's solutions. In addition, a number of smaller companies in both speech and imaging produce technologies or products that are in some markets competitive with Nuance's solutions. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of Nuance's prospective customers.

The competition in these markets could adversely affect Nuance's operating results by reducing the volume of the products Nuance licenses or the prices Nuance can charge. Some of Nuance's current or potential competitors, such as Adobe, IBM and Microsoft, have significantly greater financial, technical and marketing resources than Nuance does. These competitors may be able to respond more rapidly than Nuance can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion and sale of their products than Nuance does.

Some of Nuance's customers, such as IBM and Microsoft, have developed or acquired products or technologies that compete with Nuance's products and technologies. These customers may give higher priority to the sale of these competitive products or technologies. To the extent they do so, market acceptance and penetration of Nuance's products, and therefore Nuance's revenue, may be adversely affected.

Nuance's success will depend substantially upon Nuance's ability to enhance its products and technologies and to develop and introduce, on a timely and cost-effective basis, new products and features that meet changing customer requirements and incorporate technological advancements. If Nuance is unable to develop new products and enhance functionalities or technologies to adapt to these changes, or if Nuance is unable to realize synergies among its acquired products and technologies, its business will suffer.

The failure to successfully maintain the adequacy of Nuance's system of internal control over financial reporting could have a material adverse impact on its ability to report its financial results in an accurate and timely manner.

Nuance's management's assessment of the effectiveness of its internal control over financial reporting, as of September 30, 2005, identified a material weakness in Nuance's internal controls related to tax accounting, primarily as a result of a lack of necessary corporate accounting resources and ineffective execution of certain controls designed to prevent or detect actual or potential misstatements in the tax accounts. While Nuance has taken remediation measures to correct this material weakness, which measures are more fully described in Item 9A of its Annual Report on Form 10-K/A, Nuance cannot assure you that it will not have material weaknesses in its internal controls in the future. Any failure in the effectiveness of Nuance's system of internal

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control over financial reporting could have a material adverse impact on its ability to report its financial results in an accurate and timely manner.

A significant portion of Nuance's revenue and a significant portion of Nuance's research and development are based outside the United States. Nuance's results could be harmed by economic, political, regulatory and other risks associated with these international regions.

Because Nuance licenses its products worldwide, its business is subject to risks associated with doing business internationally. Nuance anticipates that revenue from international operations will continue to increase in the remainder of fiscal 2007. Reported international revenue, classified by the major geographic areas in which its customers are located, represented approximately \$63.1 million for the six months ended March 31, 2007 and approximately \$100.2 million, \$71.5 million and \$39.4 million, for fiscal 2006, 2005 and 2004 respectively. Most of Nuance's international revenue is generated by sales in Europe and Asia. In addition, some of Nuance's products are developed and manufactured outside the United States. A significant portion of the development and manufacturing of Nuance's speech products are completed in Belgium, and a significant portion of its imaging research and development is conducted in Hungary. In connection with prior acquisitions Nuance has added research and development resources in Aachen, Germany, Montreal, Canada and Tel Aviv, Israel. Accordingly, its future results could be harmed by a variety of factors associated with international sales and operations, including:

changes in a specific country's or region's economic conditions;

geopolitical turmoil, including terrorism and war;

trade protection measures and import or export licensing requirements imposed by the United States or by other countries;

compliance with foreign and domestic laws and regulations;

negative consequences from changes in applicable tax laws;

difficulties in staffing and managing operations in multiple locations in many countries;

difficulties in collecting trade accounts receivable in other countries; and

less effective protection of intellectual property.

Nuance is exposed to fluctuations in foreign currency exchange rates.

Because Nuance has international subsidiaries and distributors that operate and sell its products outside the United States, Nuance is exposed to the risk of changes in foreign currency exchange rates or declining economic conditions in these countries. In certain circumstances, Nuance has entered into forward exchange contracts to hedge against foreign currency fluctuations on intercompany balances with its foreign subsidiaries. Nuance uses these contracts to reduce its risk associated with exchange rate movements, as the gains or losses on these contracts are intended to offset any exchange rate losses or gains on the hedged transaction. Nuance does not engage in foreign currency speculation. Hedges are designated and documented at the inception of the hedge and are evaluated for effectiveness monthly. Forward exchange contracts hedging firm commitments qualify for hedge accounting when they are designated as a hedge of the foreign currency exposure and they are effective in minimizing such exposure. With Nuance's increased international presence in a number of geographic locations and with international revenue projected to increase in the remainder of fiscal 2007, Nuance is exposed to changes in foreign currencies including the

Euro, British Pound, Canadian Dollar, Japanese Yen, Israeli New Shekel, Indian Rupee and the Hungarian Forint. Changes in the value of the Euro or other foreign currencies relative to the value of the U.S. dollar could adversely affect future revenue and operating results.

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Impairment of Nuance's intangible assets could result in significant charges that would adversely impact its future operating results.

Nuance has significant intangible assets, including goodwill and intangibles with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant intangible assets are patents and core technology, completed technology, customer relationships and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefit of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Nuance assesses the potential impairment of identifiable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that could trigger an impairment of such assets, include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for Nuance's overall business;
- significant negative industry or economic trends;
- significant decline in Nuance's stock price for a sustained period; and
- a decline in Nuance's market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact Nuance's results of operations and financial position in the reporting period identified. As of March 31, 2007, Nuance had identified intangible assets amounting to approximately \$230.5 million and goodwill of approximately \$750.8 million.

If Nuance is unable to attract and retain key personnel, its business could be harmed.

If any of Nuance's key employees were to leave, Nuance could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Nuance's employment relationships are generally at-will and Nuance has had key employees leave in the past. Nuance cannot assure you that one or more key employees will not leave in the future. Nuance intends to continue to hire additional highly qualified personnel, including software engineers and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm Nuance's business.

Nuance's medical transcription services may be subject to legal claims for failure to comply with laws governing the confidentiality of medical records.

Healthcare professionals who use Nuance's medical transcription services deliver to Nuance health information about their patients including information that constitutes a record under applicable law that Nuance may store on its computer systems. Numerous federal and state laws and regulations, the common law and contractual obligations govern collection, dissemination, use and confidentiality of patient-identifiable health information, including:

- state and federal privacy and confidentiality laws;
- Nuance's contracts with customers and partners;

state laws regulating healthcare professionals;

Medicaid laws; and

the Health Insurance Portability and Accountability Act of 1996 and related rules proposed by the Health Care Financing Administration.

The Health Insurance Portability and Accountability Act of 1996 establishes elements including, but not limited to, federal privacy and security standards for the use and protection of protected health information.

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Any failure by Nuance or by its personnel or partners to comply with applicable requirements may result in a material liability to Nuance.

Although Nuance has systems and policies in place for safeguarding protected health information from unauthorized disclosure, these systems and policies may not preclude claims against Nuance for alleged violations of applicable requirements. There can be no assurance that Nuance will not be subject to liability claims that could have a material adverse affect on Nuance's business, results of operations and financial condition.

Risks Related to Nuance's Intellectual Property and Technology

Unauthorized use of Nuance's proprietary technology and intellectual property could adversely affect Nuance's business and results of operations.

Nuance's success and competitive position depend in large part on Nuance's ability to obtain and maintain intellectual property rights protecting its products and services. Nuance relies on a combination of patents, copyrights, trademarks, service marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect its intellectual property and proprietary rights. Unauthorized parties may attempt to copy aspects of Nuance's products or to obtain, license, sell or otherwise use information that Nuance regards as proprietary. Policing unauthorized use of Nuance's products is difficult and Nuance may not be able to protect its technology from unauthorized use. Additionally, Nuance's competitors may independently develop technologies that are substantially the same or superior to Nuance's technologies and that do not infringe Nuance's rights. In these cases, Nuance would be unable to prevent its competitors from selling or licensing these similar or superior technologies. In addition, the laws of some foreign countries do not protect Nuance's proprietary rights to the same extent as the laws of the United States. Although the source code for Nuance's proprietary software is protected both as a trade secret and as a copyrighted work, litigation may be necessary to enforce Nuance's intellectual property rights, to protect Nuance's trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Litigation, regardless of the outcome, can be very expensive and can divert management efforts.

Third parties have claimed and may claim in the future that Nuance is infringing their intellectual property, and Nuance could be exposed to significant litigation or licensing expenses or be prevented from selling its products if such claims are successful.

From time to time, Nuance is subject to claims that Nuance or its customers may be infringing or contributing to the infringement of the intellectual property rights of others. Nuance may be unaware of intellectual property rights of others that may cover some of its technologies and products. If it appears necessary or desirable, Nuance may seek licenses for these intellectual property rights. However, Nuance may not be able to obtain licenses from some or all claimants, the terms of any offered licenses may not be acceptable to Nuance, and Nuance may not be able to resolve disputes without litigation. Any litigation regarding intellectual property could be costly and time-consuming and could divert the attention of Nuance's management and key personnel from its business operations. In the event of a claim of intellectual property infringement, Nuance may be required to enter into costly royalty or license agreements. Third parties claiming intellectual property infringement may be able to obtain injunctive or other equitable relief that could effectively block Nuance's ability to develop and sell its products.

On April 10, 2007, Disc Link Corporation filed a patent infringement action against Nuance in the United States District Court for the Eastern District of Texas. Damages are sought in an unspecified amount. In this lawsuit, Disc Link Corporation alleges that Nuance infringes U.S. Patent No. 6,314,574, titled "Information Distribution System." Nuance is in the early stages of evaluating these claims and intends to defend the action vigorously.

On May 31, 2006, GTX Corporation filed an action against Nuance in the United States District Court for the Eastern District of Texas claiming patent infringement. Damages were sought in an unspecified amount. In the lawsuit, GTX Corporation alleged that Nuance is infringing United States Patent No. 7,016,536

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entitled Method and Apparatus for Automatic Cleaning and Enhancing of Scanned Documents. Nuance believes these claims have no merit and intends to defend the action vigorously.

On November 27, 2002, AllVoice Computing plc filed an action against Nuance in the United States District Court for the Southern District of Texas claiming patent infringement. In the lawsuit, AllVoice Computing plc alleges that Nuance is infringing United States Patent No. 5,799,273 entitled Automated Proofreading Using Interface Linking Recognized Words to their Audio Data While Text is Being Changed. Such patent generally discloses techniques for manipulating audio data associated with text generated by a speech recognition engine. Although Nuance has several products in the speech recognition technology field, Nuance believes that its products do not infringe AllVoice Computing plc's patent because, in addition to other defenses, Nuance does not use the claimed techniques. Damages are sought in an unspecified amount. Nuance filed an Answer on December 23, 2002. The United States District Court for the Southern District of Texas entered summary judgment against AllVoice Computing plc and dismissed all claims against Nuance on February 21, 2006. AllVoice Computing plc filed a notice of appeal from this judgment on April 26, 2006. Nuance believes these claims have no merit and intends to defend the action vigorously.

Nuance believes that the final outcome of the current litigation matters described above will not have a significant adverse effect on Nuance's financial position and results of operations. However, even if Nuance's defense is successful, the litigation could require significant management time and could be costly. Should Nuance not prevail in these litigation matters, Nuance may be unable to sell and/or license certain of its technologies Nuance considers to be proprietary, and its operating results, financial position and cash flows could be adversely impacted.

Nuance's software products may have bugs, which could result in delayed or lost revenue, expensive correction, liability to Nuance's customers and claims against Nuance.

Complex software products such as Nuance's may contain errors, defects or bugs. Defects in the solutions or products that Nuance develops and sells to its customers could require expensive corrections and result in delayed or lost revenue, adverse customer reaction and negative publicity about Nuance or its products and services. Customers who are not satisfied with any of Nuance's products may also bring claims against Nuance for damages, which, even if unsuccessful, would likely be time-consuming to defend, and could result in costly litigation and payment of damages. Such claims could harm Nuance's reputation, financial results and competitive position.

Risks Related to Nuance's Corporate Structure, Organization and Common Stock

The holdings of Nuance's two largest stockholders may enable them to influence matters requiring stockholder approval.

On March 19, 2004, Warburg Pincus, a global private equity firm agreed to purchase all outstanding shares of Nuance stock held by Xerox Corporation for approximately \$80 million. Additionally, on May 9, 2005 and September 15, 2005 Nuance sold shares of common stock, and warrants to purchase common stock to Warburg Pincus for aggregate gross proceeds of approximately \$75.1 million. As of March 31, 2007, Warburg Pincus beneficially owned approximately 23% of Nuance's outstanding common stock, including warrants exercisable for up to 7,066,538 shares of Nuance common stock and 3,562,238 shares of Nuance's outstanding Series B Preferred Stock, each of which is convertible into one share of Nuance common stock. Fidelity is Nuance's second largest stockholder, owning approximately 9.5% of Nuance common stock. Because of their large holdings of Nuance's capital stock relative to other stockholders, each of these two stockholders acting individually, or together, have a strong influence over matters requiring approval by Nuance's stockholders.

The market price of Nuance common stock has been and may continue to be subject to wide fluctuations.

Nuance's stock price historically has been, and may continue to be, volatile. Various factors contribute to the volatility of the stock price, including, for example, quarterly variations in Nuance's financial results, new product introductions by Nuance or its competitors and general economic and market conditions. While

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Nuance cannot predict the individual effect that these factors may have on the market price of Nuance common stock, these factors, either individually or in the aggregate, could result in significant volatility in Nuance's stock price during any given period of time. Moreover, companies that have experienced volatility in the market price of their stock often are subject to securities class action litigation. If Nuance were the subject of such litigation, it could result in substantial costs and divert management's attention and resources.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new regulations promulgated by the Securities and Exchange Commission and the rules of the NASDAQ Global Select Market, are resulting in increased general and administrative expenses for companies such as Nuance. These new or changed laws, regulations and standards are subject to varying interpretations in many cases, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in higher costs necessitated by ongoing revisions to disclosure and governance practices. Nuance is committed to maintaining high standards of corporate governance and public disclosure. As a result, Nuance intends to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If Nuance's efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies, Nuance's business may be harmed.

Nuance has implemented anti-takeover provisions, which could discourage or prevent a takeover, even if an acquisition would be beneficial to Nuance's stockholders.

Provisions of Nuance's certificate of incorporation, bylaws and Delaware law, as well as other organizational documents could make it more difficult for a third party to acquire Nuance, even if doing so would be beneficial to Nuance's stockholders. These provisions include:

- authorized blank check preferred stock;
- prohibiting cumulative voting in the election of directors;
- limiting the ability of stockholders to call special meetings of stockholders;
- requiring all stockholder actions to be taken at meetings of Nuance's stockholders; and
- establishing advance notice requirements for nominations of directors and for stockholder proposals.

THE VOICESIGNAL ACTION BY WRITTEN CONSENT OF STOCKHOLDERS

VoiceSignal's board of directors is using this joint information statement/prospectus to solicit an action by written consent from the stockholders of VoiceSignal. This joint information statement/prospectus and accompanying action by written consent are first being mailed to VoiceSignal stockholders on or about June 1, 2007.

Matters to be Acted on by Written Consent

Purpose of the Written Consent. The purpose of the written consent is for VoiceSignal stockholders to vote on the adoption of the merger agreement and approval of the transactions contemplated thereby.

Recommended Action. The VoiceSignal board of directors has unanimously approved the merger agreement, the merger and the related transactions and has determined that the merger agreement, the merger and the related transactions are fair to, and in the best interests of, VoiceSignal and its stockholders. Accordingly, the VoiceSignal board of directors unanimously recommends to the VoiceSignal stockholders that

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they vote FOR the adoption of the merger agreement and approval of the transactions contemplated thereby, including the appointment of Stata Venture Partners, LLC, as stockholder representative.

Outstanding Shares on May 31, 2007. As of May 31, 2007, there were 17,363,169 shares of VoiceSignal common stock and 80,084,844 shares of VoiceSignal preferred stock outstanding, for an aggregate of 105,116,073 of shares of VoiceSignal capital stock on an as-converted-to-common stock basis, and there were approximately 39 holders of record.

Shares Entitled to Vote. Only holders of record of VoiceSignal shares are entitled to receive and vote on the action by written consent. You will be entitled to one vote for each share of VoiceSignal stock you own on an as-converted-to-common stock basis.

Vote Requirement. Approval of the adoption of the merger agreement requires the effective vote of (i) a majority of the outstanding shares of VoiceSignal common stock and VoiceSignal preferred stock, voting together as a single class with each share of VoiceSignal common stock entitled to cast one vote and each share of VoiceSignal preferred stock entitled to cast a number of votes equal to the number of shares of VoiceSignal common stock into which such share of VoiceSignal preferred stock is convertible and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to-common stock basis.

Failure to return a signed written consent to VoiceSignal will have the same effect as a vote AGAINST the matters submitted for approval to the VoiceSignal stockholders.

Revocability Of Action By Written Consent. The stockholder actions on which you are being asked to act by written consent will be effective at the time when written consents sufficient to approve the required corporate action have been filed with the corporate secretary of VoiceSignal. You may revoke your written consent at any time prior to the effective time of the stockholder action by delivering to the corporate secretary of VoiceSignal at the address set forth below a signed written revocation or a later-dated, signed written consent.

All written notices of revocation and other communications with respect to revocation of written consents should be addressed Voice Signal Technologies, Inc., Attn: Corporate Secretary, 150 Presidential Way, Woburn, MA 01801.

Shares Beneficially Owned by VoiceSignal Directors and Executive Officers as of May 31, 2007. As of May 31, 2007, directors and executive officers of VoiceSignal and their affiliates beneficially owned, and were entitled to vote, 92,146,389 shares of VoiceSignal common stock, on an as-converted-to-common stock basis, or approximately 88% of the total outstanding VoiceSignal common stock and approximately 91% of the Voice Signal Series C preferred stock and Series D preferred stock voting together as a single class on an-as-converted-to-common stock basis.

You should also be aware that as of close of business on May 31, 2007, ten of VoiceSignal's directors, executive officers and stockholders affiliated with certain VoiceSignal directors have already agreed to vote an aggregate of approximately 13,900,000 shares of VoiceSignal common stock, 1,000,000 shares of VoiceSignal Series A preferred stock, 6,094,718 shares of VoiceSignal Series C preferred stock and 49,614,300 shares of VoiceSignal Series D preferred stock for an aggregate total of 77,930,422 shares of VoiceSignal capital stock on an as-converted-to-common stock basis, in favor of adoption of the merger agreement and approval of the transactions contemplated thereby. These shares represent approximately 74% of the VoiceSignal capital stock outstanding, on an as-converted-to-common stock basis and approximately 78% of the outstanding Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to-common stock basis, as of May 31, 2007. See the section entitled "VoiceSignal Voting Agreements" in this joint information statement/prospectus.

Do not send in any stock certificates with your action by written consent. The exchange agent for the merger will mail transmittal forms with instructions for the surrender of stock certificates representing VoiceSignal shares to former VoiceSignal stockholders as soon as practicable prior to the completion of the merger.

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THE MERGER

The following is a description of the material aspects of the proposed merger and related transactions. The following description may not contain all of the information that is important to you. You should read this entire joint information statement/prospectus, including the section entitled **Agreements Related to the Merger**, and the other documents we refer to carefully for a more complete understanding of the merger and the related transactions.

Background of the Merger

Both Nuance and VoiceSignal regularly evaluate strategic opportunities, including potential mergers with other companies, acquisitions of other companies or assets, and licensing, marketing and development alliances.

From time to time since 2003, VoiceSignal and Nuance have engaged in preliminary discussions regarding a possible business combination. Since February 2004, VoiceSignal and Nuance have been engaged in litigation regarding various patent and trade secret disputes.

In April 2006, Nuance approached VoiceSignal about a possible merger. The VoiceSignal board of directors subsequently decided it was appropriate to engage a financial advisor to assist with evaluation of the Nuance offer and other unsolicited offers being received. In August 2006, VoiceSignal engaged Goldman, Sachs & Co., a financial advisor, to evaluate strategic opportunities and to assist VoiceSignal with the possible sale of all or a portion of VoiceSignal or the undertaking of an initial public offering of its common stock.

On June 13, 2006, Nuance and VoiceSignal entered into a Mutual Non-Disclosure and FRE 408 Agreement in order to facilitate preliminary discussions regarding a potential strategic transaction.

From time to time between September 2006 and March 2007, representatives of Nuance and VoiceSignal engaged in preliminary discussions regarding a potential strategic transaction between the companies. Prior to March 2007, the VoiceSignal board of directors did not view the proposed merger consideration as beneficial to the VoiceSignal stockholders or adequately representative of the value of VoiceSignal.

On November 2, 2006, Nuance and VoiceSignal entered into a new Mutual Non-Disclosure and FRE 408 Agreement in order to facilitate additional preliminary discussions regarding a potential strategic transaction.

During March 2007, representatives of Nuance's management team and representatives of Lehman Brothers, Nuance's financial advisor, met several times to discuss financial analyses regarding a potential acquisition of VoiceSignal. On March 23, 2007, Nuance contacted VoiceSignal and delivered a formal, non-binding, offer to Richard Geruson, Chief Executive Officer and a member of the board of directors of VoiceSignal, offering to purchase VoiceSignal for \$290 million and presented a term sheet and draft merger agreement outlining the proposed transaction.

On March 26, 2007, the VoiceSignal board of directors discussed via conference call the term sheet that had been received from Nuance and the conditions for the proposed acquisition. The board of directors consulted with outside legal counsel, and requested their counsel to review the term sheet and proposed merger agreement.

On March 27, 2007, the VoiceSignal board of directors met telephonically to discuss the high-level issues identified by its legal counsel. Representatives from Goldman, Sachs also telephonically attended the meeting of the board of directors. The board of directors discussed several aspects of the proposed merger with Goldman, Sachs and legal counsel. The board of directors then reviewed the proposed transaction without the outside advisors. After the

meeting, the board of directors directed management to engage in negotiations with Nuance to attempt to resolve any outstanding issues and attempt to reach a definitive merger agreement with Nuance.

On March 28, 2007, Paul Ricci, Nuance's Chairman and Chief Executive Officer, and Richard Palmer, Nuance's Senior Vice President of Corporate Development, met telephonically with representatives of

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Goldman, Sachs, VoiceSignal's financial advisor, to discuss the terms of the proposed transaction and the process the companies would follow to complete the transaction.

Between March 28, 2007 and April 4, 2007, representatives of Nuance, Lehman Brothers, Goldman, Sachs and legal advisors to VoiceSignal and Nuance met telephonically several times to negotiate the major economic terms of the transaction and the terms under which VoiceSignal would agree to enter into an exclusive negotiating period.

On April 4, 2007, VoiceSignal and Nuance entered into an exclusivity agreement. Pursuant to the terms of the agreement, Nuance was not allowed to perform diligence of VoiceSignal until a non-disclosure agreement among the parties had been executed and a mutually satisfactory form of the merger agreement had been reached.

On April 16 and 17, 2007, Mr. Ricci, Lee Barbieri, a member of VoiceSignal's board of directors, Mr. Geruson, and their respective financial and legal advisors met telephonically to negotiate certain open points of the merger agreement.

On April 19, 2007, the VoiceSignal board of directors met telephonically to review the status of the negotiations with Nuance. Mr. Geruson reviewed the timetable for reaching a transaction with Nuance and updated the board of directors on the diligence process to be completed prior to the execution of a merger agreement. Mr. Geruson and the VoiceSignal board of directors considered the total purchase price, the mix of proposed merger consideration, the treatment of vested and unvested stock options at closing and the size of the proposed escrow to cover indemnification claims.

On April 30, 2007, the parties agreed to an updated Non-Disclosure and FRE 408 Agreement. The agreement set forth the process and procedures for the receipt of the diligence information by Nuance and its advisors.

On May 2, 2007, the Nuance board of directors held a regular meeting via conference call, at which it considered the possible acquisition of VoiceSignal. Among other matters, the directors discussed: (1) the strategic benefits of the transaction; (2) financial analyses and other information with respect to the companies presented by Lehman Brothers; (3) the financing alternatives available to Nuance in order to consummate the transaction; and (4) the impact of the transaction on Nuance and its stockholders.

On May 4, 2007, pursuant to the terms of the exclusivity agreement between the parties, VoiceSignal, through its legal advisor, notified Nuance that VoiceSignal had received an acquisition inquiry, offer or proposal from a third party.

On May 5, 2007, Nuance and VoiceSignal agreed on the form of a merger agreement. Pursuant to the terms of the non-disclosure agreement, Nuance's legal counsel and financial advisors began the review of VoiceSignal's diligence material in the offices of VoiceSignal's legal counsel. From May 6, 2007 through May 11, 2007, these advisors continued their diligence review of VoiceSignal.

On May 10, 2007, representatives of VoiceSignal and Goldman, Sachs met telephonically with Mr. Ricci and representatives of Lehman Brothers to discuss an overview of Nuance's business.

On May 12, 2007, VoiceSignal, through its legal advisor, notified Nuance that VoiceSignal had received another acquisition inquiry, offer or proposal from a third party.

On May 12, 2007, the VoiceSignal board of directors met telephonically to review the status of the proposed merger. Mr. Geruson informed the board of directors that a merger agreement had been negotiated with respect to the potential transaction and that Nuance's diligence review had been completed. Mr. Geruson requested that VoiceSignal's outside legal counsel update the board of directors with the terms of the merger agreement and review any changes that had

occurred during the negotiations. The board of directors also considered the letter agreement between VoiceSignal and certain executive officers with respect to transaction bonuses payable upon closing of the merger and the acceleration of the option awards to certain founders upon the closing of the merger. The VoiceSignal board of directors then unanimously approved the transactions

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contemplated by the merger agreement and the appointment of Stata Venture Partners, LLC as the stockholder representative.

On May 12, 2007, the Nuance board of directors held a special meeting, at which it reviewed the terms and status of the negotiations. The board requested additional information from management and then agreed to reconvene the following day.

On the evening of May 12, 2007, Mr. Ricci, Steve Chambers, President of Nuance's Speech Division, Helgi Bloom, Director of Corporate Development for Nuance, Messrs. Barbieri and Geruson, and Damon Pender, VoiceSignal's Vice President of Finance, held a conference call to discuss certain aspects of VoiceSignal's business.

On May 13, 2007, the Nuance board of directors held a special meeting, at which management and representatives of Lehman Brothers and Nuance's accounting consultants and legal advisors discussed the findings of Nuance's diligence of VoiceSignal, the strategic benefits of the acquisition and reported on the final terms of the merger agreement and related agreements. Representatives of Lehman Brothers reviewed financial analyses with respect to the proposed acquisition. After consideration of these presentations, the Nuance board of directors unanimously approved the acquisition and merger agreement.

On May 14, 2007, Nuance, VoiceSignal and Vicksburg Acquisition Corporation entered into the merger agreement.

On May 14, 2007, certain executive officers, directors and related stockholder affiliates holding approximately 74% of the capital stock of VoiceSignal on an as-converted-to-common stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to-common stock basis entered into voting agreements with Nuance pursuant to which they have agreed to vote in favor of the merger upon presentation to the VoiceSignal stockholders.

Consideration of the Merger by Nuance

The Nuance board of directors considered a number of alternatives for enhancing its competitive position in the speech technology markets and increasing stockholder value. The Nuance board of directors believes that the proposed merger is in the best interest of Nuance and its stockholders. The Nuance board of directors unanimously approved the merger agreement and the merger. This decision was based on a number of factors, including the potential benefits that the Nuance board of directors believes will contribute to the future success of the combined company. These benefits include:

the ability to better serve the customer base of each company with a comprehensive portfolio of technologies, applications and expertise that will enable customers to effectively deploy innovative speech-solutions;

the ability of the combined company to bring together an array of technical resources, including scientists and engineers and an expanded intellectual property portfolio;

the complementary nature of the technologies of the combined company;

the ability to leverage a unified sales infrastructure to expand sales coverage and create improved opportunities for selling the products of the combined company;

the ability to leverage combined technical assets and expertise to focus on technology specific to specific verticals, increased ability to develop applications more efficiently and optimization of technology to improve performance;

the ability of the combined company to employ the skills and resources of both companies' management teams; and

the transaction is expected to achieve synergies from the combined research and development, marketing, sales and administrative areas of the company following the merger.

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The Nuance board of directors evaluated all of the potential benefits described above in light of their knowledge of VoiceSignal's business, financial condition and prospects, Nuance's business, financial condition and prospects, and the market for speech technology solutions. The Nuance board of directors also identified and considered potentially negative factors that could result from the merger, including the risks posed by the necessary integration of the businesses and operations of the two companies and the risk that the combined company will not be able to fully realize potential synergies and cost saving opportunities. In addition, the Nuance board of directors considered a number of other factors in evaluating the proposed merger, including presentations given by Nuance's management. In view of the variety of factors considered by the Nuance board of directors in its evaluation of the merger, the Nuance board of directors did not find it practicable to, and did not, quantify or otherwise assign relative weight to the specific factors considered in reaching its decision. In addition, individual members of the Nuance board of directors may have given different weight to different factors. While the list of potential benefits described in this section as having been considered by the Nuance board of directors is not intended to be the complete list of all of the potential benefits considered, it is believed to include the potential benefits considered by the Nuance board of directors to be material.

The Nuance board of directors believes that the merger is advisable, and is fair to and in the best interests of Nuance and its stockholders.

Consideration of the Merger by VoiceSignal

VoiceSignal has been in operation since 1995, and has historically raised capital through private financings. The VoiceSignal board of directors considered a number of alternatives for enhancing its competitive position in the speech technology market and increasing stockholder value. Prior to March 2007, the board of directors considered several acquisitions of companies to grow the company and increase the value of the company for stockholders. The VoiceSignal board of directors also considered raising capital and increasing stockholder liquidity through an initial public offering of its common stock.

The VoiceSignal board of directors believes that the proposed merger is in the best interests of VoiceSignal and its stockholders. The VoiceSignal board of directors unanimously approved the proposed merger and related merger agreement. This decision was based on a number of factors, including:

- the total merger consideration of approximately \$300 million, to be comprised of \$210 million in cash and \$90 million in shares of Nuance common stock;

- the opportunity for VoiceSignal's stockholders to gain liquidity and participate in the future performance of a larger provider of speech and imaging solutions;

- the relative financial conditions, results of operations and prospects of VoiceSignal and Nuance;

- the board of director's belief that the merger would allow VoiceSignal and Nuance to achieve synergies in the form of cost savings and other efficiencies;

- the general market conditions and changes in the outlook for the industries in which Nuance's and VoiceSignal's businesses operate;

- the requested escrow amount for Nuance indemnification claims of \$30 million for a period of twelve months subsequent to the closing of the merger;

the treatment of VoiceSignal outstanding stock options, which includes: the assumption of unvested options by Nuance and the opportunity for holders of vested options to net exercise their vested options in order to pay the applicable total exercise price and receive their pro rate share of the merger consideration; and

the ability for the parties to close the merger after signing the merger agreement.

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In reaching its decision to approve and adopt the merger agreement and the transactions contemplated thereby, the VoiceSignal board of directors also identified and considered a number of potentially negative factors that could result from the merger, including the following:

the risks that the integration of the businesses, products and personnel of the two companies will not be successfully implemented and may require a significant amount of management time and resources;

the risk that the potential synergies and cost-saving opportunities identified by Nuance and VoiceSignal will not be fully realized or not fully realized in the time frame anticipated;

in the event that the transaction is not consummated, the possible negative effects of the announcement of the merger on VoiceSignal's relationships with customers and suppliers, employee morale and potential loss of key employees, and the impact on our sales, operating results and stock price, and the negative impact that the transaction costs incurred in connection with the proposed merger would have on Voice Signal's cash reserves and operating results;

because VoiceSignal stockholders will receive shares of Nuance common stock as part of the merger consideration, the price volatility of Nuance's common stock which may reduce the market price of the Nuance common stock that VoiceSignal stockholders will receive upon the closing of the merger;

the restrictions that the merger agreement imposes on actively soliciting competing bids;

the limitations that the merger agreement imposes on VoiceSignal's ability to operate its business until the transaction closes or is terminated;

the risk of diverting management's attention from other strategic priorities to implement merger integration efforts; and

the other risks described in this joint information statement/prospectus in the section entitled Risk Factors.

The VoiceSignal board of directors evaluated all of the factors described above in light of its knowledge of VoiceSignal's business, financial condition and prospects, Nuance's business, financial condition and prospects, and the market opportunities for speech technology solutions. In view of the variety of factors considered by the VoiceSignal board of directors in its evaluation of the merger, the VoiceSignal board of directors did not find it practicable to, and did not, quantify or otherwise assign relative weight to the specific factors considered in reaching its decision. In addition, individual members of the VoiceSignal board of directors may have given different weight to different factors. The list of factors described in this section as having been considered by the VoiceSignal board of directors is not intended to be the complete list of all factors considered but is believed to include all of the factors considered by the VoiceSignal board of directors to be material.

After considering all of the information and factors described in this section, the VoiceSignal board of directors unanimously approved the merger, the merger agreement and the other transactions contemplated by the merger agreement. The VoiceSignal board of directors believes that the merger agreement and the merger are fair to, advisable and in the best interests of VoiceSignal and its stockholders. The VoiceSignal board of directors has unanimously recommended that the VoiceSignal stockholders vote FOR the adoption of the merger agreement and approval of the transactions contemplated thereby.

Interests of VoiceSignal Directors and Officers in the Merger

When VoiceSignal stockholders consider the recommendation of the board of directors of VoiceSignal with respect to the merger, they should be aware that some of the officers and directors of VoiceSignal have interests in connection with the merger, that are different from, or in addition to, the interests of their stockholders, as summarized below. In making their decision to recommend the merger, the board of directors of VoiceSignal was aware of these interests and considered them among the other matters described above under the section entitled "The Merger - Consideration of the Merger by VoiceSignal" on page 32.

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The table below sets forth the interests of the directors and officers of VoiceSignal in VoiceSignal's capital stock as of June 30, 2007.

Name	Aggregate Shares of Voice Signal Common Stock*	Aggregate Shares Subject to Options Outstanding	Aggregate Shares Subject to Unvested Options	Weighted Average Exercise Price of Outstanding Options	Relationship to VoiceSignal
Lee Barbieri(1)	37,513,664			n/a	Director
Thomas DiBenedetto(2)	12,647,281			n/a	Director
Frank Boyer		275,000	154,688	\$ 0.09	Director
Richard Geruson		8,316,114	519,757	\$ 0.09	Director, Chief Executive Officer
Jason Martin(3)	23,018,936			n/a	Director
Daniel L. Roth	7,090,133	2,019,103	50,000	\$ 0.09	Director, President
Victor Zue		90,000		\$ 0.45	Director
Thomas Lazay	7,090,133	639,701	39,981	\$ 0.09	Vice President of Product Management
Damon Pender	50,000	104,920	37,500	\$ 0.26	Vice President of Finance

* Includes shares of preferred stock on an as-converted-to-common stock basis.

- (1) Shares beneficially owned consists of the 37,513,664 shares held by Stata Venture Partners, LLC.
- (2) Shares beneficially owned includes 3,189,815 held in various trusts for the benefit of family members of Mr. DiBenedetto.
- (3) Shares beneficially owned consists of 23,018,936 shares held by Argonaut Holdings LLC.

Accelerated Vesting of Stock Options. All outstanding vested stock options will terminate following the completion of the merger if not exercised before such time. Certain outstanding stock options held by directors and officers of VoiceSignal are subject to acceleration benefits in connection with the merger. The table above identifies, for each VoiceSignal director and officer, as of June 30, 2007, the aggregate number of shares subject to outstanding options of VoiceSignal common stock that may contain acceleration of vesting benefits in connection with the merger.

Stock Option Acceleration Agreements with Executive Officers. On May 12, 2007, VoiceSignal's board of directors approved the acceleration of all stock option awards held by Thomas Lazay and Daniel Roth, providing that upon the completion of the merger, all unvested stock options held by both Mr. Lazay and Mr. Roth will be 100% vested.

Employment Agreement with VoiceSignal's CEO. The letter agreement with Richard Geruson, VoiceSignal's Chief Executive Officer and a member of the board of directors, dated September 4, 2003, provides that if VoiceSignal terminates Mr. Geruson's employment without cause or if his employment terminates due to resignation for good reason, death or disability, Mr. Geruson shall receive (i) one times his annual compensation; (ii) continuing benefits for a period of twelve months of termination; (iii) his target bonus for the year of termination of employment; and

(iv) a six month acceleration of vesting for his then unvested equity. Upon a change in control of VoiceSignal, 50% of Mr. Geruson's then unvested equity will immediately vest. If such termination occurs within two years following a change of control, 100% of his unvested equity will vest in full.

Employment Agreements. VoiceSignal has also entered into agreements with certain officers and key employees that provide severance benefits if such officer's or key employee's employment is terminated under certain circumstances.

Under the following employment agreements, if VoiceSignal terminates the employment of any of these employees without cause or their employment terminates due to resignation for good reason (including a

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voluntary resignation for any reason within three (3) months after a change in control) or disability, such employee shall receive the following severance benefits:

Agreement with Daniel Roth, dated as of September 6, 2003, provides that Mr. Roth will receive twelve months base salary, target bonus for the year and continuing health benefits for the twelve months following termination of employment.

Agreement with Thomas Lazay, dated as of September 6, 2003, provides that Mr. Lazay will receive twelve months base salary, target bonus for the year and continuing health benefits for twelve months following termination of employment.

In addition, VoiceSignal entered into a Change in Control Separation Agreement with Damon Pender, dated as of April 20, 2004, that provides that if Mr. Pender is terminated by VoiceSignal within six months of a change in control, Mr. Pender will receive six months salary and continuing health benefits for six months following termination of employment.

Change in Control Bonuses. VoiceSignal has entered into a letter agreement with the following officers and directors providing that upon the effective date of the merger, each of the following officers and directors will receive payments, as set forth below:

Individual	Title	Amount
Richard Geruson	Chief Executive Officer, Director	\$495,000
Damon Pender	Vice President of Finance	\$250,000
Frank Boyer	Director	\$25,000
Victor Zue	Director	\$25,000

Voting Agreements. Certain of VoiceSignal directors and officers have entered into voting agreements with Nuance in connection with the merger. See the section entitled *Agreements Related to the Merger - VoiceSignal Voting Agreements* beginning on page 55 for a description of these agreements.

Material U.S. Federal Income Tax Consequences of the Merger

The following discussion summarizes certain U.S. federal income tax consequences of the merger that are generally applicable to holders of VoiceSignal capital stock. This discussion is based on currently existing provisions of the Internal Revenue Code of 1986, as amended, which is referred to as the Code, existing Treasury regulations thereunder, and current administrative rulings and court decisions, all as of the date hereof and all of which are subject to change. Any such change, which may or may not be retroactive, could alter the tax consequences to holders of VoiceSignal capital stock as described herein. Stockholders should be aware that this discussion does not deal with all U.S. federal income tax consequences that may be relevant to the individual stockholders in light of each stockholder's particular circumstances, including, for example, for a stockholder who is a foreign person or entity, a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) or a partner in such partnership, an estate, a trust, a tax-exempt entity, a financial institution, an insurance company, a dealer in securities, a stockholder who acquired VoiceSignal capital stock in connection with a stock option or stock purchase plan or otherwise in connection with the performance of services, who is subject to the alternative minimum tax provisions of the Code or who holds shares of VoiceSignal capital stock as part of a hedge, straddle, or other risk reduction, constructive sale or conversion transaction. This discussion assumes that the shares of VoiceSignal capital stock are held as capital assets (generally, for investment). In addition, the following discussion does not address the tax consequences of transactions

effectuated prior or subsequent to, or concurrently with, the merger (whether or not such transactions are in connection with the merger), including without limitation transactions in which shares of VoiceSignal capital stock are acquired or shares of Nuance common stock are disposed of. Moreover, this summary does not address the tax consequences of the merger or related transactions to holders of promissory notes, options or warrants to purchase VoiceSignal capital stock, or to stockholders who receive consideration other than the merger Consideration or other than in exchange for VoiceSignal capital stock. Furthermore, no foreign, state or local tax considerations are addressed herein.

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Taxable sale of VoiceSignal capital stock. The receipt of the merger consideration pursuant to the merger, or the receipt of cash pursuant to the exercise of appraisal rights under Delaware law, in exchange for shares of VoiceSignal capital stock will be taxable to the stockholders of VoiceSignal. Stockholders generally will recognize gain or loss equal to the difference between their adjusted tax basis in the surrendered VoiceSignal capital stock and the proceeds received pursuant to the merger or the exercise of appraisal rights, including any cash and the fair market value of any shares of Nuance common stock. Except for the portion of any payment from the escrow fund taxed as interest income (as described below), and the payment of interest as directed by a Delaware court with respect to dissenting shares, such gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if the stockholder's holding period for the VoiceSignal capital stock is more than one year as of the completion of the merger. For non-corporate stockholders, long-term capital gain is currently subject to a maximum federal income tax rate of 15%. The deductibility of capital losses is subject to limitations.

Gain or loss must be calculated separately for each block of VoiceSignal capital stock (i.e., shares of VoiceSignal capital stock acquired at the same time in a single transaction). Stockholders who own separate blocks of VoiceSignal capital stock should consult their tax advisors with respect to these rules.

Installment Sale Reporting. Because the cash deposited in the escrow fund is to be received by the stockholders, if at all, after the close of the taxable year in which the merger occurs, any gain realized by a stockholder on the sale of VoiceSignal capital stock should be reported under the installment method, unless the stockholder affirmatively elects out of or is otherwise ineligible for installment method reporting. The installment method does not apply to any stockholder who will recognize a loss upon the sale of such stockholder's VoiceSignal capital stock.

Generally, under the installment method, a portion of each payment received is taxable as gain in the year of receipt, a portion represents a tax-free recovery of the stockholder's basis in the shares of VoiceSignal capital stock and, with respect to any payment more than six months after the completion of the merger, a portion is taxable as imputed interest (as discussed below). The gain to a stockholder generally would be calculated by multiplying the value of any payment received (excluding the portion of such payment treated as interest income under the imputed interest rules described below) by the gross profit ratio. The gross profit ratio is the ratio that (1) the selling price less the stockholder's adjusted basis in the shares of VoiceSignal capital stock bears to (2) the total selling price of the stockholder's shares of VoiceSignal capital stock. When a maximum sales price is stated, Treasury regulations regarding the installment method generally require stockholders to assume, for purposes of calculating the selling price and the gross profit ratio, that they will receive the maximum possible amount of sale proceeds at the earliest possible times under the terms of the merger agreement. However, the selling price does not include amounts treated as interest income under the imputed interest rules described below.

One significant effect of the installment method of which stockholders should be aware is that the amount of gain attributable to the merger consideration paid on completion of the merger may be reduced by only a portion of the stockholder's basis in the shares of VoiceSignal capital stock. To the extent the installment sale rules result in a net over inclusion of gain, a stockholder generally would be entitled to a capital loss.

Imputed Interest. Under the installment method, a portion of any payment more than six months after the completion of the merger will be treated as interest income taxable at ordinary income rates when received, and will reduce the amount of gain (or increase the amount of loss) otherwise recognizable. The portion of any payment more than six months after the completion of the merger that will be treated as interest income is determined by discounting the actual amount of the payment, using the appropriate applicable federal rate, from the date the payment becomes fixed to the date of the completion of the merger. The discounted amount is then subtracted from the actual amount of the payment, and the remainder is the portion of the payment treated as interest income.

Section 453A Additional Interest Charges on Deferred Taxes. Under Section 453A of the Code, additional annual interest charges may be imposed on the portion of a stockholder's tax liability that is deferred by the installment method in connection with sales of any property (including the shares of VoiceSignal capital stock) with a sales price greater than \$150,000, to the extent that the aggregate face

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amount of installment receivables that arise from all \$150,000 sales by the stockholder (including sales of shares of VoiceSignal capital stock) during the year and that remain outstanding as of the close of the year exceeds \$5 million.

Electing Out of Installment Method. Stockholders may elect not to use the installment method for U.S. federal income tax purposes. Such election not to use the installment method should be made on a stockholder's return for the taxable year in which the completion of the merger occurs. A stockholder who elects out of the installment method must recognize gain on the sale (including gain based on the fair market value of the escrow fund) in accordance with such stockholder's method of accounting. To the extent that a payment from the escrow fund is more or less than the amount previously taken into income, a stockholder would be required to recognize additional gain or loss.

STOCKHOLDERS WHO ANTICIPATE RECOGNIZING A GAIN AS A RESULT OF THE MERGER ARE STRONGLY ENCOURAGED TO CONSULT THEIR OWN TAX ADVISORS WITH REGARD TO THE EFFECT TO THEM OF THE APPLICATION OF THE INSTALLMENT METHOD AND WHETHER THEY SHOULD ELECT OUT THE INSTALLMENT METHOD BASED ON THEIR PARTICULAR SITUATIONS.

Backup Withholding. In order to avoid backup withholding of U.S. federal income tax on payments to VoiceSignal stockholders, unless an exception applies, each stockholder must provide such stockholder's correct taxpayer identification number, or TIN, on IRS Form W-9 (or, if appropriate, another withholding form) and certify under penalties of perjury that such number is correct and that such stockholder is not subject to backup withholding. If a VoiceSignal stockholder fails to provide the correct taxpayer or certification, payments received may be subject to backup withholding, currently at a 28% rate. Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is furnished to the IRS.

Accounting Treatment of the Merger

Nuance will account for the merger using the purchase method of accounting in accordance with Statement of Financial Accounting Standards No. 141, Business Combinations. As such, the assets acquired and liabilities assumed of VoiceSignal will be recorded at their fair values as of the date of the merger. Any excess of the purchase price over the fair value of the net tangible assets and identifiable intangible assets acquired will be recorded as goodwill. The results of operations of VoiceSignal will be included in Nuance's results of operations from the date of the closing of the merger.

Regulatory Approvals

Under the HSR Act, the merger may not be consummated unless certain filings have been submitted to the FTC and the Antitrust Division and certain waiting period requirements have been satisfied. Nuance and VoiceSignal filed the appropriate notification and report forms with the FTC and with the Antitrust Division and are awaiting the expiration, or notice of the early termination, of the waiting period.

The FTC and the Antitrust Division frequently evaluate transactions like the merger. At any time before or after the completion of the merger, the FTC or the Antitrust Division could take any action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the merger or seeking the divestiture of substantial assets of Nuance or VoiceSignal. In addition, certain private parties, as well as state attorneys general and other antitrust authorities, may challenge the transaction under antitrust laws under certain circumstances.

In addition, the merger may be subject to various foreign antitrust laws.

Nuance and VoiceSignal believe that the completion of the merger will not violate any antitrust laws. There can be no assurance, however, that a challenge to the merger on antitrust grounds will not be made, or, if such a challenge is made, what the result will be.

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Listing on the Nasdaq National Market of Nuance Shares Issued Pursuant to the Merger

The authorization for listing of the shares of Nuance common stock to be issued in the merger on the NASDAQ Global Select Market, subject to official notice of issuance, is a condition to the merger.

Restrictions on Sales of Shares of Nuance Common Stock Received in the Merger

The shares of Nuance common stock to be issued in connection with the merger will be registered under the Securities Act and will be freely transferable, except for shares of Nuance common stock issued to any person who is deemed to be an affiliate of VoiceSignal prior to the merger. Persons who may be deemed to be affiliates of VoiceSignal prior to the merger include individuals or entities that control, are controlled by, or are under common control of VoiceSignal prior to the merger, and may include officers and directors, as well as principal stockholders of VoiceSignal prior to the merger. Affiliates of VoiceSignal will be notified separately of their affiliate status.

Persons who may be deemed to be affiliates of VoiceSignal prior to the merger may not sell any of the shares of Nuance common stock received by them in connection with the merger except pursuant to:

- an effective registration statement under the Securities Act covering the resale of those shares;
- an exemption under paragraph (d) of Rule 145 under the Securities Act; or
- any other applicable exemption under the Securities Act.

Nuance's registration statement on Form S-4, of which this joint information statement/prospectus is a part, does not cover the resale of shares of Nuance common stock to be received in connection with the merger by persons who may be deemed to be affiliates of VoiceSignal prior to the merger.

Appraisal Rights

Holders of record of VoiceSignal capital stock who do not vote in favor of adopting the merger agreement, the merger, and approving the transactions contemplated by the merger agreement, and who otherwise comply with the applicable provisions of Section 262 of the Delaware General Corporation Law, which we refer to throughout this joint information statement/prospectus as the DGCL, will be entitled to exercise appraisal rights under Section 262 of the DGCL.

This means that those who do not provide written consent in favor of the proposal relating to approval of the adoption of merger agreement, the merger and the transactions contemplated by the merger agreement and who comply with the other provisions of Section 262 will have the right to seek payment of the fair market value of their stock if the merger is completed. A copy of Section 262 is attached hereto as Annex B. A stockholder's execution of the written consent provided with this joint information will constitute a waiver of applicable dissenters' rights. Only stockholders as of the date the merger is approved are eligible to assert dissenters' rights.

Appraisal Rights Under Delaware Law. The following is a summary of the procedures to be followed under Section 262, the full text of which is attached hereto as Annex B and is incorporated herein by reference. The summary does not purport to be a complete statement of, and is qualified in its entirety by reference to, Section 262 and to any amendments to such section after the date of this joint information statement/prospectus. Failure to follow any of the procedures of Section 262 may result in termination or waiver of appraisal rights under Section 262.

VoiceSignal stockholders should assume that VoiceSignal will take no action to perfect any appraisal rights of any stockholder. Any VoiceSignal stockholder who desires to exercise his, her or its appraisal rights should review carefully Section 262 and is urged to consult his, her or its legal advisor before electing or attempting to exercise such rights.

Only a holder of record of shares of VoiceSignal capital stock who has not consented to the merger will be entitled to seek appraisal. The demand for appraisal must be executed by or for the holder of record, fully and correctly, as such holder's name appears on the holder's certificates evidencing shares of VoiceSignal capital stock. If the shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or

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custodian, the demand should be made in that capacity, and if the shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand must be made by or for all owners of record. An authorized agent, including one or more joint owners, may execute the demand for appraisal for a holder of record; however, such agent must identify the record owner or owners and expressly disclose in such demand that the agent is acting as agent for the record owner or owners of such shares.

A record holder, such as a broker who holds shares of VoiceSignal capital stock as a nominee for beneficial owners, some or all of whom desire to demand appraisal, must exercise rights on behalf of such beneficial owners with respect to the shares held for such beneficial owners. In such case, the written demand for appraisal should set forth the number of shares covered by such demand. Unless a demand for appraisal specifies a number of shares, such demand will be presumed to cover all shares held in the name of such record owner.

Under Sections 228(d) and 262(d)(2) of the DGCL, VoiceSignal is required to mail to each holder of VoiceSignal capital stock who has not consented in writing to the adoption and approval of the merger agreement, and the merger and the transactions contemplated thereby, a Notice of Corporate Action Taken Without a Meeting and Notice of Availability of Appraisal and Dissenters' Rights, referred to as the Notice of Action Taken and Appraisal Rights. The Notice of Action Taken and Appraisal Rights must be delivered to the applicable VoiceSignal stockholders by either VoiceSignal following receipt of the requisite approval of the adoption and approval of the merger agreement, the merger and the transactions contemplated thereby, or by VoiceSignal within 10 days following the consummation of the merger. Any stockholder entitled to appraisal rights may, on or before 20 days after the date of mailing of the Notice of Action Taken and Appraisal Rights, demand in writing from VoiceSignal an appraisal of his, her or its shares of VoiceSignal capital stock. Such demand will be sufficient if it reasonably informs VoiceSignal of the identity of the stockholder and that the stockholder intends to demand an appraisal of the fair value of the stockholder's shares. Failure to make such a demand on or before the expiration of such twenty-day period will foreclose a stockholder's rights to appraisal. Stockholders should not expect to receive any additional notice with respect to the deadline for demanding appraisal rights.

A VoiceSignal stockholder who elects to exercise appraisal rights must mail or deliver the written demand for appraisal to:

Voice Signal Technologies, Inc.
150 Presidential Way, Suite 310
Woburn, MA 01801
Attn: Corporate Secretary
Telephone: (781) 970-5200
Facsimile: (781) 970-5300

A stockholder may withdraw a demand for appraisal within 60 days after the effective time of the merger. Thereafter, the approval of VoiceSignal will be needed for such a withdrawal. Upon withdrawal of a demand for appraisal, a VoiceSignal stockholder will be entitled to receive the consideration set forth in the merger agreement in exchange for his, her or its shares of VoiceSignal capital stock.

Within 120 days after the effective time of the merger, referred to as the 120-Day Period, in compliance with Section 262, any VoiceSignal stockholder who has properly demanded an appraisal and who has not withdrawn the stockholder's demand as provided above (such stockholders being referred to collectively as the Dissenting Stockholders) and VoiceSignal each have the right to file in the Delaware Court of Chancery a petition demanding a determination of the value of the shares held by all of the Dissenting Stockholders. If, within the 120-day Period, no petition shall have been filed as provided above, all rights to appraisal will cease and all of the Dissenting Stockholders who owned shares of VoiceSignal capital stock will become entitled to receive the consideration set

forth in the merger agreement in exchange for his, her or its shares of VoiceSignal capital stock. VoiceSignal is not obligated and does not currently intend to file a petition. Any Dissenting Stockholder is entitled, within the 120-day Period and upon written request to VoiceSignal, to receive from VoiceSignal a statement setting forth the aggregate number of shares not voted in favor of the

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merger and with respect to which demands for appraisal have been received and the aggregate number of Dissenting Stockholders.

Upon the filing of a petition by a Dissenting Stockholder, the Delaware Court may order a hearing and that notice of the time and place fixed for the hearing on the petition be mailed to VoiceSignal and all the Dissenting Stockholders. Notice will also be published at least one week before the day of the hearing in a newspaper of general circulation published in the City of Wilmington, Delaware, or in another publication deemed advisable by the Delaware Court. The costs relating to these notices will be borne by VoiceSignal.

If a hearing on the petition is held, the Delaware Court is empowered to determine which Dissenting Stockholders have complied with the provisions of Section 262 and are entitled to an appraisal of their shares. The Delaware Court may require that Dissenting Stockholders submit their share certificates for notation thereon of the pendency of the appraisal proceedings. The Delaware Court is empowered to dismiss the proceedings as to any Dissenting Stockholder who does not comply with such requirement. Accordingly, Dissenting Stockholders are cautioned to retain their share certificates pending resolution of the appraisal proceedings.

The shares will be appraised by the Delaware Court at the fair value thereof as of the effective time of the merger exclusive of any element of value arising from the accomplishment or expectation of the merger. In determining the value, the court is to take into account all relevant factors. In *Weinberger v. UOP, Inc. et al.*, decided February 1, 1983, the Delaware Supreme Court expanded the considerations that could be considered in determining fair value in an appraisal proceeding, stating that proof of value by any techniques or methods which are generally considered acceptable in the financial community and otherwise admissible in court should be considered and that fair price obviously requires consideration of all relevant factors involving the value of a company. The Delaware Supreme Court stated, in making this determination of fair value, that the court must consider market value, asset value, dividends, earnings, prospects, the nature of the enterprise and any other factors which could be ascertained as of the date of the merger which throw any light on future prospects of the merged corporation. The Delaware Supreme Court noted that Section 262 provides that fair value is to be determined exclusive of any element of value arising from the accomplishment or expectation of the merger. In *Weinberger*, the Delaware Supreme Court held that elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered.

VoiceSignal stockholders considering seeking appraisal should bear in mind that the fair value of their shares determined under Section 262 could be more, the same or less than the consideration payable pursuant to the merger agreement.

The Delaware Court may also (i) determine a fair rate of interest (simple or compound), if any, to be paid to Dissenting Stockholders in addition to the fair value of the shares for the period from the effective time of the merger to the date of payment, (ii) assess costs of the proceeding among the parties as the Delaware Court deems equitable, and (iii) order all or a portion of the expenses incurred by any Dissenting Stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorneys fees and fees and expenses of experts, to be charged *pro rata* against the value of all shares entitled to appraisal. Determinations by the Delaware Court are subject to appellate review by the Delaware Supreme Court.

Dissenting Stockholders are generally permitted to participate in the appraisal proceedings. No appraisal proceedings in the Delaware Court shall be dismissed as to any Dissenting Stockholder without the approval of the Delaware Court, and this approval may be conditioned upon terms which the Delaware Court deems just. From and after the effective time of the merger, Dissenting Stockholders will not be entitled to vote their shares for any purpose and will not be entitled to receive payment of dividends or other distributions in respect of such shares payable to stockholders of record thereafter.

Failure to follow the steps required by Section 262 of the DGCL for perfecting appraisal rights may result in the loss of these rights, in which event a VoiceSignal stockholder will be entitled to receive the consideration payable with respect to their shares of VoiceSignal capital stock in accordance with the merger agreement (without interest).

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Consequently, any VoiceSignal stockholder willing to exercise appraisal rights is urged to consult with legal counsel prior to attempting to exercise such rights.

AGREEMENTS RELATED TO THE MERGER

The Merger Agreement

The following is a summary of the material provisions of the merger agreement. This summary is qualified in its entirety by reference to the merger agreement, a copy of which is attached as Annex A to this joint information statement/prospectus and is incorporated into this joint information statement/prospectus by reference. You should read the merger agreement in its entirety, as it is the legal document governing this merger, and the provisions of the merger agreement are not easily summarized.

Structure of the Merger

The merger is structured as a reverse-triangular merger pursuant to which Vicksburg Acquisition Corporation, a wholly owned subsidiary of Nuance, will merge with and into VoiceSignal. Thereafter, Vicksburg Acquisition Corporation will cease to exist as a separate corporate entity and VoiceSignal will continue as the surviving corporation and as a wholly owned subsidiary of Nuance. Unless otherwise determined by Nuance, prior to the effective time of the merger, the certificate of incorporation of the combined company shall be amended and restated as of the effective time of the merger to be identical to the certificate of incorporation of Vicksburg Acquisition Corporation as in effect immediately prior to the effective time of the merger; provided, however, that at the effective time of the merger, Article I of the certificate of incorporation of the combined company shall be amended and restated in its entirety to read as follows: The name of the corporation is Voice Signal Technologies, Inc.

Effective Time and Timing of Closing

The merger will be completed and become effective when the certificate of merger related to the merger of Vicksburg Acquisition Corporation with and into VoiceSignal is filed with the Secretary of State of the State of Delaware, or at such later time as we may agree and as is specified in the certificate of merger, in accordance with Delaware law. The closing of the merger will take place as soon as practicable after all conditions to the merger have been satisfied or waived, or on such other date as we may agree. We currently anticipate that we will complete the merger promptly after the action by written consent has been obtained, assuming VoiceSignal's stockholders give their requisite approvals and all conditions to the merger have been satisfied or waived.

Merger Consideration

Upon completion of the merger, VoiceSignal stockholders will be entitled to receive aggregate merger consideration consisting of approximately \$210 million in cash and approximately 5,836,576 shares of Nuance common stock. The merger consideration actually payable to VoiceSignal stockholders upon completion of the merger is subject to the following adjustments:

the \$210 million in cash will be increased by an amount equal to any cash proceeds received by VoiceSignal in respect of the exercise of any stock options between the date of the merger agreement and completion of the merger as well as any cash paid in lieu of fractional shares of Nuance common stock that would otherwise be issued in the merger;

the \$210 million in cash will be decreased by an amount equal to all fees and expenses incurred by VoiceSignal in connection with the negotiating and completing the merger, such as legal, accounting financial advisory, consulting and all other fees and expenses of third parties; and

the number of shares of Nuance common stock may be reduced to account for the rounding of share distributions and payment in cash of fractional shares to VoiceSignal stockholders.

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As a result of these adjustments as well as adjustments in the allocation of the merger consideration among VoiceSignal stockholders resulting from dividend obligations to certain holders of VoiceSignal preferred stock that fluctuate depending upon the actual date on which the merger is completed, the exact consideration that a VoiceSignal stockholder will receive will not be known at the time the written consent is effective and will depend on the magnitude of these adjustments.

All VoiceSignal stockholders will also have a portion of the merger consideration that they would otherwise be entitled to receive deposited in an escrow account that will be used to compensate Nuance if Nuance is entitled to indemnification under the merger agreement.

The maximum number of shares of Nuance common stock to be issued by Nuance in the merger was fixed at the time the merger agreement was signed. Nuance common stock trades on the NASDAQ Global Select Market and is subject to price fluctuation. Therefore, the value of the Nuance common stock you receive in the merger cannot be known at the time the written consent is effective. The value of the Nuance common stock you receive in the merger may be equal to, less than or greater than its value on the date the merger agreement was signed and/or the time the written consent is effective.

Fractional Shares

Nuance will not issue any fractional shares of common stock in connection with the merger. Instead, each holder of VoiceSignal capital stock who would otherwise be entitled to receive a fraction of a share of Nuance common stock will be entitled to receive cash, without interest, in an amount equal to such fraction multiplied by \$15.42.

Exchange of VoiceSignal Stock Certificates for Nuance Stock Certificates

Immediately prior to the completion of the merger, the exchange agent for the merger will mail to each record holder of VoiceSignal capital stock a letter of transmittal and instructions for surrendering the record holder's VoiceSignal stock certificates in exchange for the consideration to be received by VoiceSignal stockholders in the merger. Only those holders of VoiceSignal capital stock who properly surrender their VoiceSignal stock certificates in accordance with the exchange agent's instructions will receive:

certificates representing the number of whole shares of Nuance common stock to which they are entitled pursuant to the merger agreement;

cash representing the cash portion of the consideration to which they are entitled pursuant to the merger agreement; and

cash in lieu of any fractional share of Nuance common stock.

The surrendered certificates representing VoiceSignal capital stock will be canceled. After the effective time of the merger, each certificate representing shares of VoiceSignal capital stock that has not been surrendered will represent only the right to receive each of the items, as the case may be, enumerated above. Following the completion of the merger, VoiceSignal will not register any transfers of VoiceSignal capital stock on its stock transfer books. Holders of VoiceSignal capital stock should not send in their VoiceSignal stock certificates until they receive a letter of transmittal from the exchange agent for the merger, with instructions for the surrender of VoiceSignal stock certificates.

Appraisal Rights

Subject to compliance with the procedures set forth in Section 262 of the Delaware General Corporation Law, or DGCL, VoiceSignal stockholders who do not vote in favor of, or consent to, the adoption of the merger agreement and approval of the transactions contemplated thereby and otherwise comply with the requirements of the DGCL will not receive the merger consideration in exchange for their shares, but instead will be entitled to appraisal rights in connection with the merger, whereby such stockholders may receive the appraised value of their shares of VoiceSignal capital stock held by them in accordance with the provisions of

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such Section 262 of the DGCL. Failure to take any of the steps required under Section 262 of the DGCL on a timely basis may result in a loss of those appraisal rights.

Distributions with Respect to Unexchanged Shares; Adjustments

Holders of VoiceSignal capital stock are not entitled to receive any dividends or other distributions on Nuance common stock until the merger is completed. Such holders will not receive interest in respect of the cash portion of the merger consideration. In the event of any stock split, reverse stock split, stock dividend, reorganization, reclassification, combination, recapitalization or other like change with respect to VoiceSignal capital stock or Nuance common stock occurring after May 14, 2007 and prior to the closing of the merger, all calculations in the merger agreement that are based upon numbers of shares of any class or series (or trading prices therefore) affected by such event will be equitably adjusted to the extent necessary to provide the same economic effect as contemplated by the merger agreement prior to such stock split, reverse stock split, stock dividend, reorganization, reclassification, combination, recapitalization or other like change.

Transfers of Ownership and Lost Stock Certificates

If the payment of the portion of the merger consideration to which a VoiceSignal stockholder is entitled is to be paid to a person other than the person in whose name the certificates surrendered in exchange therefore are registered, it will be a condition of payment that the certificates so surrendered be properly endorsed and otherwise in proper form for transfer (including, if requested, a medallion guarantee), and that the persons requesting such payment will have paid to Nuance or any agent designated by it any transfer or other taxes required. In the event that any certificates representing VoiceSignal capital stock shall have been lost, stolen or destroyed, the holder of such certificate may need to deliver a bond prior to receiving any merger consideration.

Vested VoiceSignal Stock Options

Nuance will not assume or otherwise replace any VoiceSignal stock option that is vested and exercisable as of the effective time of the merger or that becomes vested and exercisable as a result of the merger.

Prior to completion of the merger, VoiceSignal will give each holder of a vested stock option the opportunity to decline to accept an otherwise automatic modification of such holders vested stock options such that:

immediately prior to the effective time of the merger, and conditioned on the completion of the merger, such holder shall automatically be deemed to have exercised such vested stock option pursuant to a net exercise program whereby such holder will be deemed to have paid the total exercise price required under such vested stock option by relinquishing that number of shares of VoiceSignal common stock underlying such option in an amount necessary to pay the applicable total exercise price and any applicable withholding taxes required because of such net exercise of such vested stock option.

After net exercise, the holder of each such vested VoiceSignal stock option will participate in the merger in the same way, and to the same extent, as if such holder owned the number of shares of VoiceSignal common stock delivered after the automatic deemed net exercise.

Unvested VoiceSignal Options

Nuance will have the opportunity to make a written election prior to the effective time of the merger, to either assume every unvested VoiceSignal option or, instead, cause all such unvested VoiceSignal options to vest and terminate in exchange for a cash payment to the holder of each such terminated option.

The cash payment Nuance will make to each holder of an unvested option if Nuance elects to terminate the unvested options will be equal to (i) the number of shares of VoiceSignal common stock underlying the VoiceSignal option multiplied by (ii) amount of merger consideration to which each outstanding share of VoiceSignal stock on an as-converted-to-common stock basis is entitled in the merger, minus (iii) the total amount of the exercise price due under such option.

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If, instead of terminating the unvested options and making the cash payment described above, Nuance elects to assume all unvested VoiceSignal options, each such assumed option will be converted into an option to purchase a number of shares of Nuance common stock at an exercise price appropriately adjusted for the conversion of VoiceSignal common stock into Nuance common stock in the merger.

If any time after completion of the merger, Nuance or VoiceSignal shall terminate for any reason, other than for Cause, the employment of any holder of an assumed option that was unvested at the effective time of the merger, or the holder of any assumed option that was unvested at the effective time of the merger shall terminate for Good Reason his or her employment with Nuance or VoiceSignal, then, immediately upon such termination, such unvested option shall automatically become exercisable for all of the shares of Nuance common stock subject to such assumed option.

Cause means a determination by the Nuance board of directors that the holder of an assumed unvested option has (a) engaged in willful misconduct or unlawful or dishonest conduct in connection with the performance of such holder's duties and responsibilities as an employee or consultant of Nuance or VoiceSignal; (b) materially breached any of such holder's obligations under any agreement between such holder and Nuance or VoiceSignal that pertains to such holder's employment or consulting relationship with Nuance or VoiceSignal; (c) been convicted of a felony; or (d) refused to obey or follow a lawful and reasonable directive issued by such holder's direct supervisor.

Good Reason means with regard to a holder of an assumed unvested option: (a) a material change in such holder's position and responsibilities as an employee or consultant of Nuance or VoiceSignal, except in connection with the termination of such holder's employment; (b) a reduction in such holder's base salary or consulting fees not agreed to by such holder; or (c) a material breach by Nuance or VoiceSignal of their obligations under any agreement with such holder.

Representations and Warranties

The merger agreement contains representations and warranties made by each of Nuance and Vicksburg Acquisition Corporation on the one hand, and VoiceSignal, on the other, regarding aspects of their respective businesses, financial condition and structure, as well as other facts pertinent to the merger. The representations and warranties are subject, in some cases, to specified exceptions and qualifications.

Representations and warranties made by both VoiceSignal and Nuance relate to, among other things:

Nuance's and VoiceSignal's due incorporation, good standing and possession of all governmental licenses, authorizations, permits, consents and approvals required to carry such organizations' respective businesses;

Nuance's and VoiceSignal's corporate power and authority to enter into the merger agreement and to consummate the transactions contemplated by the merger agreement;

the possession by Nuance and VoiceSignal of any required consents or approvals of government entities necessary to consummate the transactions contemplated by the merger agreement;

the absence of any violations of or conflicts with Nuance's or VoiceSignal's organizational documents, applicable laws and certain agreements as a result of entering into the merger agreement and the escrow agreement and consummating the transactions contemplated by the merger agreement;

the accuracy of Nuance's and VoiceSignal's financial statements and other information contained in such documents;

the absence of litigation or outstanding court orders; and

the absence of undisclosed liabilities of Nuance and VoiceSignal.

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The merger agreement also contains representations and warranties made by VoiceSignal relating to, among other things:

its capitalization, including in particular the number of shares of VoiceSignal common and preferred stock and stock options outstanding;

the existence of any subsidiaries;

the requisite approval of its stockholders and the unanimous approval by its board of directors of the merger agreement and the transactions contemplated by the merger agreement;

sufficient internal accounting controls;

the absence of certain changes or events since December 31, 2006, including:

any transaction by VoiceSignal made outside the ordinary course;

any capital expenditure or expenditures in excess of specified amounts;

any payment, discharge or satisfaction of any liabilities in excess of specified amounts;

any damage, destruction or loss of material assets;

any change in any method of accounting, except as required by generally accepted accounting principles;

any changes to VoiceSignal's tax reporting or tax accounting;

any material revaluation of VoiceSignal's assets;

any increase in salary or compensation to VoiceSignal officers, directors or employees;

any incurrence of indebtedness for borrowed money;

any waiver or release of any rights or claims of VoiceSignal in excess of specified amounts;

commencement or settlement of any lawsuit;

any receipt by VoiceSignal of any claim of infringement; and

any sale or license of VoiceSignal's intellectual property or modification or amendment of any existing agreement relating to intellectual property, other than in the ordinary course;

certain tax representations with respect to VoiceSignal;

any restrictions on business practices or distribution of technology or products of VoiceSignal;

its leased real property;

its intellectual property;

the significant contractual agreements to which VoiceSignal is a party;

certain interests of certain officers, directors or stockholders of VoiceSignal;

its minute books;

certain environmental matters with respect to VoiceSignal;

the absence of finders fees;

employment and labor matters, including matters relating to the Employee Retirement Income Security Act and VoiceSignal's employee benefit plans;

its insurance coverage;

absence of any notices of violation of laws;

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its bank accounts;

the accuracy of the information supplied by VoiceSignal and contained in this joint information statement/prospectus; and

disclaimer of representations and warranties related to pending litigation between Nuance and VoiceSignal.

The merger agreement further contains representations and warranties made by Nuance and Vicksburg Acquisition Corporation relating to, among other things:

their capital structure;

the sufficiency of capital held by Nuance to pay the cash consideration in connection with the merger;

the timely filing of appropriate documents with the Securities and Exchange Commission;

the absence of certain changes or events between December 31, 2006, and the date of the merger agreement, including:

any material adverse effect;

any declaration or payment of a dividend with respect to Nuance common stock;

any amendment of Nuance's certificate of incorporation or bylaws, or material term of any outstanding security;

any material change in Nuance's method of accounting;

any split, combination or reclassification of Nuance capital stock;

the due authorization and valid issuance of fully paid and nonassessable Nuance common stock to be issued as merger consideration;

the formation of merger sub solely for purposes of the merger; and

the accuracy of the information supplied by Nuance and contained in this registration and information statement.

The representations and warranties of each of VoiceSignal and Nuance contained in the merger agreement will survive the merger for a period of twelve months from completion of the merger.

Covenants of VoiceSignal

Except as contemplated by the merger agreement, VoiceSignal has agreed that, until completion of the merger or termination of the merger agreement, it will use commercially reasonable efforts to (i) conduct its and its subsidiaries business in the usual, regular and ordinary course, in substantially the same manner as previously conducted, (ii) in the ordinary course of business consistent with past practices pay its debts and pay or perform other material obligations and, when due, its taxes (subject to good faith disputes over such debts, taxes or obligations), (iii) preserve intact its

present business organization, (iv) use commercially reasonable efforts to keep available the services of its present executive officers and other key employees, and (v) use commercially reasonable efforts to preserve in the ordinary course of business its relationships with customers, suppliers, licensors, licensees, and others with which it has business dealings. In addition, VoiceSignal shall promptly notify Nuance in writing of any material adverse effect involving its business or operations.

Under the merger agreement, VoiceSignal also agreed that, until the earlier of the completion of the merger or termination of the merger agreement, or unless Nuance consents in writing, VoiceSignal will not:

adopt or propose any change to its certificate of incorporation or bylaws;

make any expenditures or commitments in excess of the amounts in the merger agreement;

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other than as specifically described in the merger agreement, pay, discharge, waive or satisfy any indebtedness in excess of the amounts in the merger agreement;

adopt or change accounting methods other than as required by generally accepted accounting practices;

make or change any material tax election;

materially revalue any of its assets;

declare, set aside or pay any dividends on shares of capital stock;

split, combine or reclassify any shares of VoiceSignal capital stock;

issue or authorize the issuance of any securities in substitution of VoiceSignal capital stock;

repurchase, redeem or otherwise acquire shares of VoiceSignal capital stock;

increase the salary or other compensation of any officer, director employee or advisor, except in the ordinary course;

sell, lease, license or dispose of any properties or assets, except in the ordinary course and consistent with past practices;

make any loans, purchase debt securities or amend the terms of existing loan agreements;

incur any indebtedness for borrowed money, guarantee any indebtedness or issue any debt securities;

waive or release any material right or claim of VoiceSignal;

commence or settle any lawsuit, except as described in the merger agreement;

issue, grant, deliver or purchase any shares of VoiceSignal capital stock of any class, except in connection with the exercise of outstanding options;

issue, grant, deliver or purchase any options, warrants, convertible securities or other rights to acquire any shares of VoiceSignal capital stock;

sell, lease, license or transfer any right to VoiceSignal's intellectual property or modify any existing agreement to do the same;

purchase or license the intellectual property of a third party or modify any existing agreement to do the same;

enter any agreement or modify an existing agreement related to the development of any intellectual property;

change the pricing or royalties charged by VoiceSignal to its customers or licensees, other than as described in the merger agreement;

enter into or amend any exclusive marketing, distribution, development, manufacturing agreement;

purchase or sell any real estate or enter into or modify any existing lease;

amend or terminate existing material contractual arrangements;

acquire any business or corporation;

adopt or amend any plan providing for employee benefits;

enter into strategic alliances affiliate agreements or joint marketing agreements, except as described in the merger agreement;

promote, demote, hire or terminate any employees, except as described in the merger agreement;

alter any interest VoiceSignal may have in any corporation or association;

cancel, amend or renew any material insurance policy; or

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take any or agree to any actions that would prevent VoiceSignal from performing its obligations under the merger agreement or result in any conditions under the merger agreement not to be satisfied.

Alternative Transactions ***VoiceSignal***

VoiceSignal has agreed that neither it, nor any of its subsidiaries, nor any of the executive officers or directors of it or its subsidiaries shall, and that it shall use its commercially reasonable efforts to cause all other employees and any investment banker, attorney, accountant or other representative retained by VoiceSignal not to, directly or indirectly:

solicit, encourage, seek, entertain, support, assist, initiate or participate in any inquiry, negotiations or discussions, or enter into any agreement, with respect to any acquisition proposal, as defined below, or effect any such transaction;

disclose any information not customarily disclosed to any person concerning the business, technologies or properties of VoiceSignal, or afford to any person access to its properties, technologies, books or records, not customarily afforded such access;

assist or cooperate with any person to make any proposal to purchase all or any part of the VoiceSignal capital stock or assets (other than inventory in the ordinary course of business); or

enter into any agreement with any person regarding an acquisition proposal.

An acquisition proposal means any offer or proposal relating to any transaction or series of related transactions, other than the merger, involving:

any offer or proposal to acquire all or any part of the business, properties or technologies of VoiceSignal, other than transactions in the ordinary course and consistent with past practices; or

any offer or proposal to acquire any amount of the capital stock of Vicksburg (whether or not outstanding), whether by merger, purchase of assets, enter offer, license or otherwise.

VoiceSignal also has agreed to suspend immediately all negotiations, discussions or agreements regarding an acquisition proposal and notify Nuance immediately after receiving such acquisition proposal or any request regarding the business, technologies or properties of VoiceSignal, and to provide Nuance with the identity of the offeror or the party and the specific terms of such offer or proposal.

Other Covenants

The merger agreement contains a number of other covenants by Nuance and VoiceSignal including:

Preparation of Registration Statement and Information Statement. Nuance and VoiceSignal agreed to promptly prepare and file this joint information statement/prospectus and the registration statement of which it is a part, and Nuance agreed to promptly prepare and file the registration statement following the execution of the merger agreement. Both parties also agreed to use commercially reasonable efforts to have the registration statement declared effective by the SEC as promptly as practicable. VoiceSignal agreed to furnish information regarding VoiceSignal and its stockholders as reasonably required.

VoiceSignal Stockholders Vote. VoiceSignal agreed to obtain sufficient stockholder votes to adopt the merger agreement and approve the merger and the transactions contemplated thereby and to prepare and distribute appropriate solicitation material relating thereto. Such vote will be obtained either through a VoiceSignal special meeting or written consent.

Parachute Payment Approval. VoiceSignal agreed to use commercially reasonable efforts to obtain stockholder approval for certain payments to certain executive officers of VoiceSignal such that these payments will not be declared parachute payments under the Code.

Access to Information. VoiceSignal agreed to afford Nuance reasonable access during the period prior to the effective time of the merger to an employee list, officers and other employees for discussion regarding VoiceSignal's core business and processes, and officers and other employees of VoiceSignal

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for limited technical discussions to facilitate integration of VoiceSignal technology in the combined company.

Confidentiality. Nuance and VoiceSignal agreed that any information obtained from the other during the period prior to the effective time of the merger shall be governed by confidential nondisclosure agreements.

Expenses. Whether or not the merger is consummated, Nuance and VoiceSignal agreed that all transaction-related expenses incurred by a party shall be borne by such party, excluding certain disclosed expenses as provided in more detail in the merger agreement. If the Merger Agreement is terminated under certain circumstances, Nuance has agreed to reimburse VoiceSignal for up to \$1 million of transaction-related expenses incurred by VoiceSignal.

FIRPTA Compliance. On the effective date of the merger, VoiceSignal shall deliver to Nuance a FIRPTA compliance certificate in a form reasonably acceptable to Nuance.

Public Announcements. Nuance and VoiceSignal have agreed to consult with one another before issuing any press release or otherwise making any public statements about the merger or related transactions, unless otherwise required by any applicable laws or regulations.

Nuance Notification of Certain Matters. Nuance agreed to use commercially reasonable efforts to give prompt notice to VoiceSignal of the occurrence or non-occurrence of any event which would cause Nuance not to satisfy a closing condition to the consummation of the merger.

Third Party Consents. VoiceSignal agreed to use all commercially reasonable efforts to obtain any material consents, waivers or approvals under any of its contracts which are required to be obtained in connection with the consummation of the merger.

Termination of 401(k) Plans and Other Plans. VoiceSignal agreed to adopt resolutions to terminate its 401(k) and other group severance, separation and salary continuation plans effective no later than the date immediately preceding the effective date of the merger.

Financials. VoiceSignal agreed to provide, as soon as practicable, the unaudited balance sheet as of March 31, 2007 and the related unaudited statement of income, cash flow and changes in redeemable convertible preferred stock, stockholders' deficit and comprehensive income (loss) for the three-month period then ended, within thirty days from the end of such quarter, the unaudited balance sheet and the related unaudited statement of income, cash flow and changes in redeemable convertible preferred stock, stockholders' deficit and comprehensive income (loss) for the fiscal quarters ending thereafter, in each case reviewed by VoiceSignal's independent accountants, and promptly upon the completion of such audit, the audited consolidated balance sheets as of December 31, 2006 and related consolidated statements of income, cash flow and changes in redeemable convertible preferred stock, stockholders' deficit and comprehensive income (loss) for the twelve-month period then ended.

Disclosure Supplements. VoiceSignal agreed to supplement the disclosure schedules to disclose any matter arising prior to the effective date of the merger that would have been required to be set forth in the disclosure schedules or that has become inaccurate.

Non-Disparagement. Until the earlier of the effective time of the merger or termination of the merger agreement, Nuance and VoiceSignal will not, and will not cause their respective affiliates, directors, officers, employees and representatives to, disparage, deprecate or make any negative comments with respect to the business, operations, properties, assets, technologies, products or services of the other party.

Stockholder Arrangements. VoiceSignal shall take any actions necessary to termination any voting agreements, investor rights agreements, stockholders agreements and similar agreements so that following the effective time of the merger neither Nuance nor the combined company will have any obligations or liabilities thereunder.

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Indemnification and Insurance

The merger agreement provides that after the completion of the merger, Nuance will, and will cause VoiceSignal (as a wholly owned subsidiary) to fulfill all obligations of VoiceSignal to indemnify its present and former officers, directors, employees, agents and their heirs, devisees, legatees, executors and assigns. Nuance has agreed that the certificate of incorporation and bylaws of VoiceSignal following the merger will contain provisions with respect to indemnification, contribution, advancement of expenses and elimination of liability for monetary damages at least as favorable as those contained in the certificate of incorporation and bylaws of VoiceSignal prior to the merger. Subject to certain limitations, for six years after completion of the merger, Nuance and VoiceSignal (as a wholly owned subsidiary) will, to the fullest extent permitted under applicable law, indemnify and hold harmless (including advancement of expenses) each present or former officer or director of VoiceSignal from and against all damages suffered by any of them for actions taken or omitted to be taken in their capacities as officers or directors of VoiceSignal. Nuance has agreed to purchase a directors and officers insurance tail policy under VoiceSignal's existing directors and officers insurance policy which will provide coverage no less advantageous overall than the existing coverage for a period of six years following the merger, so long as the tail policy does not cost more than \$100,000.

Employment Arrangements

Nuance and VoiceSignal agreed that Nuance and VoiceSignal's chief executive officer will jointly approach VoiceSignal's employees to discuss the terms and conditions on which Nuance proposes to continue the employment of each employee, if at all. Any offers will have terms and conditions determined by Nuance and consistent with standard Nuance employment arrangements and will supersede any prior employment agreements and other arrangements with such employees in effect prior to the closing of the merger, subject to any existing individual retention and severance agreements. All communications with employees will be done by Nuance and VoiceSignal cooperatively, constructively and proactively.

Regulatory Approvals

Each of Nuance and VoiceSignal agreed to use all commercially reasonable efforts to take promptly all actions to consummate and make effective the transactions contemplated by the merger agreement, to obtain all necessary consents, waivers and approvals, to effect all necessary registrations and filings, and to file with the FTC and the Antitrust Division of the United States Department of Justice Notification and Report Forms relating to the transactions contemplated in the merger agreement by the HSR Act; provided, however, that Nuance shall not be required to agree to any divestiture by Nuance or VoiceSignal or any of Nuance's subsidiaries or affiliates, of shares of capital stock or of any business, assets or property of Nuance or its subsidiaries or affiliates, or of VoiceSignal or its affiliates, or of the imposition of any material limitation on the ability of any of them to conduct their own business or own or exercise control of such assets, properties and stock.

Conditions to Completion of the Merger

The respective obligations of Nuance and Vicksburg Acquisition Corporation, on the one hand, and VoiceSignal, on the other, to complete the merger are subject to the satisfaction or waiver, by the each party entitled to waive such condition, of each of the following conditions before completion of the merger:

that no governmental entity shall have enacted, issued, promulgated, enforced or entered any law, decree, injunction or other order that is in effect and that has the effect of making the merger illegal or otherwise prohibiting completion of the merger;

that no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing completion of the merger shall be in effect, nor shall any proceeding brought by an administrative agency or commission or other governmental entity or instrumentality, domestic or foreign, seeking any of the foregoing be threatened or pending;

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that VoiceSignal stockholders shall have adopted the merger agreement, and approved the merger and related transactions, including the appointment of Stata Venture Partners, LLC as the stockholder representative;

that the registration statement, of which this joint information statement/prospectus is a part, be declared effective by the SEC;

that the waiting period (and any extension thereof) applicable to the merger under the HSR Act and similar merger notification laws or regulations of foreign governmental entities in connection with the merger shall have expired or been terminated;

that each company's representations and warranties in the merger agreement are true and correct, to the extent set forth in the merger agreement, except when the failure of such representations or warranties to be true and correct have not resulted, and would not reasonably be expected to result in, individually or in the aggregate with other such failures, a material adverse effect, to the other party;

that each company has complied in all material respects with its covenants and agreements in the merger agreement, to the extent set forth in the merger agreement;

that VoiceSignal shall have terminated certain agreements with its stockholders; and

that no material adverse effect shall exist with respect to each company.

Survival of Representations and Warranties; Indemnification.

Under the merger agreement, VoiceSignal's and Nuance's representations and warranties will survive until one year after the effective time of the merger, which we refer to as the expiration date. If either VoiceSignal delivers to Nuance or Nuance delivers to VoiceSignal written notice of a claim for indemnification prior to the expiration date, then the relevant representations and warranties will survive as to such claim until such claim has been finally resolved.

The merger agreement provides that Nuance and its affiliates, officers, directors, employees, agents, successors and assigns will be indemnified by VoiceSignal's stockholders, severally for any damages incurred by Nuance arising out of:

any breach or inaccuracy of any representation or warranty made by VoiceSignal or its stockholders in the merger agreement or any related document;

any breach of a covenant or agreement made or to be performed by VoiceSignal or its stockholders contained in the merger agreement;

the failure to subtract from the merger consideration before completion of the merger all third party expenses incurred by VoiceSignal in connection with negotiation of the merger agreement and completion of the merger and related transactions; or

the obligation to pay any amounts to VoiceSignal stockholders who have had their shares of VoiceSignal stock appraised in accordance with Delaware law if those amounts are greater than the amount of merger consideration that would have been allocated to the appraised shares under the merger agreement.

Nuance's right to receive indemnification payments under the merger agreement is subject to a number of limitations, including the following:

Nuance may not receive any indemnification payments for breaches of representations or warranties unless the aggregate amount of damages arising out of all breaches of representations and warranties exceeds \$3 million and then Nuance is not entitled to indemnification for the first \$500,000 of such damages;

except in the case of fraud or intentional breach of a covenant, the maximum amount of damages for which Nuance is entitled to indemnification is the amount in the escrow fund;

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any damages for which Nuance is entitled to indemnification shall generally be reduced by amounts actually recovered by Nuance under applicable insurance policies, but Nuance will not have any obligation to carry any insurance or make any insurance claims;

Nuance will not be entitled to indemnification for any matter that was disclosed by VoiceSignal under its covenant to supplement the disclosure schedules if Nuance has had the option not to complete the merger, either because the matter in the supplemental disclosure causes the failure of a closing condition or because VoiceSignal has given Nuance the choice not to complete the merger because of the supplemental disclosure;

Nuance will not be entitled to indemnification under the merger agreement if the merger is not completed; and

Nuance may not recover for diminution in value to the extent caused by any business interruption, loss of future revenue, cash flows or profits.

The merger agreement also provides that the VoiceSignal stockholders will be indemnified by Nuance for any damages incurred by them arising out of:

any breach or inaccuracy of a representation of Nuance or Vicksburg Acquisition Corporation contained in the merger agreement or any related document; or

any failure by Nuance or Vicksburg Acquisition Corporation to perform or comply with any covenant made under the merger agreement.

The VoiceSignal stockholders' right to indemnification payments under the merger agreement is subject to a number of limitations, including the following:

the maximum amount the VoiceSignal stockholders can recover from Nuance is limited to \$30 million, except in the case of Nuance's failure to honor its obligations to indemnify the former officers and directors of VoiceSignal or in the case of Nuance's failure to deliver the merger consideration; and

the VoiceSignal stockholders will not be entitled to indemnification under the merger agreement if the merger is not completed.

Escrow Fund

Upon completion of the merger, Nuance will withhold \$30 million in cash from the consideration to be distributed to the VoiceSignal stockholders in connection with the merger and deposit such amount into an escrow fund. This escrowed amount will be available to compensate Nuance if it is entitled to indemnification under the merger agreement. Any portion of this escrowed amount that, twelve months following the completion of the merger, has not been used to indemnify Nuance and that is not the subject of an unresolved claim for indemnification by Nuance will be distributed to the VoiceSignal stockholders. The escrowed amount will be held by US Bank, National Association, as the escrow agent under the terms of the merger agreement. The amount of the escrow fund contributed by each VoiceSignal stockholder will be proportional to each such holder's pro rata portion of the total merger consideration.

VoiceSignal Board of Directors Recommendations

The merger agreement requires the VoiceSignal board of directors:

to unanimously recommend that its stockholders vote in favor of the adoption of the merger agreement and approval of the merger; and

to determine that that the terms and conditions of the Merger are fair to, and in the best interests of, the VoiceSignal stockholders.

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Definition of Material Adverse Change

As it Pertains to Nuance:

Nuance Material Adverse Effect means any change, event or effect that (i) is materially adverse to the business, assets (whether tangible or intangible), financial condition, or results of operations of Nuance and its subsidiaries, taken as a whole or (ii) will or is reasonably likely to materially impede the ability of Nuance to timely consummate the transactions contemplated by the merger agreement in accordance with the terms hereof; provided, however, that, for purposes of clause (i) above, in no event shall any of the following be taken into account in determining whether there has been or will be a Nuance Material Adverse Effect: (A) any effect resulting from changes or effects in general worldwide or United States economic, capital market or political conditions (which changes or effects do not disproportionately affect Nuance), (B) any effect resulting from changes or effects generally affecting the industries or markets in which Nuance operates (which changes or effects do not disproportionately affect Nuance), (C) any effect resulting from any act of war or terrorism (or, in each case, any escalation thereof) (which changes or effects do not disproportionately affect Nuance), (D) any changes in applicable laws or generally accepted accounting principles, (E) any effect resulting directly from the announcement or pendency of the merger, (F) any change in and of itself in Nuance's Stock price or trading volume, or (G) any change, event or effect resulting from or arising out of any action on the part of VoiceSignal or any of its affiliates, including, without limitation, actions taken in the ordinary course of business.

As it Pertains to VoiceSignal:

VoiceSignal Material Adverse Effect means any change, event or effect that is materially adverse to the business, assets (whether tangible or intangible), financial condition, operations or capitalization of VoiceSignal and any subsidiaries, taken as a whole; provided, however, that, in no event shall any of the following be taken into account in determining whether there has been or will be a VoiceSignal Material Adverse Effect: (A) any effect resulting from changes or effects in general worldwide or United States economic, capital market or political conditions (which changes or effects do not disproportionately affect VoiceSignal), (B) any effect resulting from changes or effects generally affecting the industries or markets in which VoiceSignal operates (which changes or effects do not disproportionately affect VoiceSignal), (C) any effect resulting from any act of war or terrorism (or, in each case, any escalation thereof) (which changes or effects do not disproportionately affect VoiceSignal), (D) any changes in applicable laws or generally accepted accounting principles, (E) any effect resulting directly from the announcement or pendency of the merger, or (F) any change, event or effect resulting from or arising out of any action on the part Nuance or any of its affiliates, including, without limitation, actions taken in the ordinary course of business.

Termination of the Merger Agreement

The merger agreement may be terminated in accordance with its terms at any time, except as set forth below, prior to completion of the merger, whether before or after the approval of stockholders:

VoiceSignal and Nuance may mutually agree at any time to terminate the merger agreement without completing the merger.

In addition, either of VoiceSignal or Nuance may, without the consent of the other, terminate the merger agreement in either of the following circumstances:

if the merger is not completed by November 14, 2007; or

if: (i) there shall be a final non-appealable order of a federal or state court in effect preventing consummation of the merger, or (ii) there shall be any law enacted, promulgated or issued or deemed applicable to completion of the merger by any governmental entity that would make completion of the merger illegal.

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In addition, Nuance may, without the consent of VoiceSignal, terminate the merger agreement in either of the following circumstances:

if there shall be any action taken, or any law enacted, promulgated or issued or deemed applicable to the merger by any governmental entity, that would prohibit Nuance's ownership or operation of the business of VoiceSignal; or

if Nuance is not in material breach of its obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of VoiceSignal or the stockholders contained in the merger agreement such that the closing conditions regarding such representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice to VoiceSignal and the stockholder representative, unless the breach, by its nature, cannot be cured.

In addition, VoiceSignal may, without the consent of Nuance, terminate the merger agreement if:

none of VoiceSignal or the stockholders is in material breach of their respective obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of Nuance contained in the merger agreement such that the closing conditions regarding Nuance's representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice thereof to Nuance, unless the breach, by its nature, cannot be cured.

Payment of Certain VoiceSignal Expenses

Nuance has agreed to pay up to \$1 million of transaction-related expenses incurred by VoiceSignal if the merger agreement is terminated under certain circumstances.

Costs and Expenses

In general, all costs and expenses incurred in connection with the merger agreement will be paid by the party incurring such expenses whether or not the merger is consummated. Notwithstanding the foregoing, Nuance and VoiceSignal have agreed that third party expenses incurred by VoiceSignal, including bonuses payable to certain members of VoiceSignal management upon the consummation of the merger, in excess of \$397,500 will either be deducted from the merger consideration or the escrow amount described above.

VoiceSignal Voting Agreements

The following is a summary of certain material provisions of the VoiceSignal voting agreements. This summary is qualified in its entirety by reference to the form of voting agreement, a copy of which is attached as Annex C to this joint information statement/prospectus and is incorporated into this joint information statement/prospectus by reference.

Agreement to Vote

Each of Argonaut Holdings LLC, Daniel Roth, Thomas J. Lazay, Stata Venture Partners, LLC, DiBenedetto Family Trust U/A 11/01/91 FBO Thomas A. DiBenedetto, DiBenedetto Family Trust U/A 11/01/91 FBO Christian R. DiBenedetto, DiBenedetto Family Trust U/A 11/01/91 FBO Cory J. DiBenedetto, DiBenedetto Family Trust U/A 11/01/91 FBO Marc A. DiBenedetto, DiBenedetto 1993 Family Trust and Lawrence DiBenedetto has entered into a voting agreement with Nuance.

Each of these VoiceSignal directors, executive officers and affiliates has agreed to vote his, her or its shares of VoiceSignal capital stock, and any and all options, warrants and other rights to acquire shares of

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VoiceSignal capital stock, (i) in favor of adoption of the merger agreement and approval of the transactions contemplated thereby, (ii) against any proposal made in opposition to or in competition with the merger, (iii) against any merger, consolidation, business combination, sale of assets, reorganization or recapitalization of VoiceSignal with any party, (iv) against any sale, lease or transfer of any significant part of the assets of VoiceSignal, (v) against any reorganization, recapitalization, dissolution, liquidation or winding up VoiceSignal, (vi) against any material change in the capitalization of VoiceSignal or VoiceSignal's corporate structure, (vii) against any other action that is intended, or could reasonably be expected to, impede, interfere with, delay, postpone, discourage or adversely affect the merger or any of the other transactions contemplated by the merger agreement, (viii) in favor of waiving any notices that may have been or may be required as a result of or relating to the merger and the transactions contemplated by the merger agreement, and (ix) in favor of Stata Venture Partners, LLC as the agent and attorney-in-fact for and on and behalf of the stockholders in connection with the merger agreement. These persons have the right, as of May 31, 2007, to vote a total of 77,930,422 shares of VoiceSignal capital stock on an as-converted-to-common-stock basis, or approximately 74% of the outstanding shares of VoiceSignal stock on an as-converted-to-common stock basis and approximately 78% of the outstanding shares of Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis.

In connection with the voting agreements, these persons have granted an irrevocable proxy appointing members of the Nuance board of directors, and each of them individually, as their sole and exclusive attorneys and proxies to vote their shares in accordance with the terms of the voting agreements.

Transfer Restrictions

The voting agreement, subject to certain exceptions, restricts or limits the ability of each stockholder that is a party to the agreement to sell, transfer, pledge, encumber, grant an option with respect to or otherwise dispose of any of his or her shares of VoiceSignal capital stock, or to agree to do the foregoing. Several exceptions to this restriction exist, such as the right to transfer to a family member, a trust for the benefit of family members, a charitable trust or a charity if the transferee agrees in writing to be bound by the voting agreement.

The irrevocable proxy and voting agreement will terminate upon the earlier to occur of:

the completion of the merger; or

the termination of the merger agreement in accordance with its terms.

Table of Contents**SELECTED FINANCIAL DATA OF NUANCE**

The following selected consolidated financial data should be read in conjunction with Management's Discussion and Analysis of Nuance's Financial Condition and Results of Operations beginning on page 75 and the consolidated financial statements of Nuance and related notes thereto included elsewhere in this joint information statement/prospectus. The financial data for interim periods presented is derived from unaudited financial statements and is not necessarily indicative of the results expected for any other interim period or for the fiscal year as a whole.

	Six Months Ended		Fiscal Year Ended		Nine Months Ended		Fiscal Year Ended	
	March 31,		September 30,	September 30,	September 30,	December 31,	December 31,	
	2007	2006	2006	2005	2004	2003	2002	
	(In thousands, except per share data)							
Revenues:								
Product and licensing	\$ 146,064	\$ 101,736	\$ 235,825	\$ 171,200	\$ 98,262	\$ 128,681	\$ 101,524	
Professional services, subscription and hosting(2)	60,807	29,971	81,320	47,308	25,358			
Maintenance and support	58,612	15,573	71,365	13,880	7,287			
Related parties						6,718	5,095	
Total revenue	265,483	147,280	388,510	232,388	130,907	135,399	106,619	
Costs and Expenses:								
Cost of revenue:								
Cost of product and licensing(1)	22,287	9,737	31,394	20,378	10,348	26,123	16,419	
Cost of professional services, subscription and hosting(1)	43,120	22,134	59,015	34,737	20,456			
Cost of maintenance and support(1)	13,538	3,537	17,723	4,938	2,559			
Cost of revenue from amortization of intangible assets	5,842	4,951	12,911	9,150	8,431	10,516	9,470	
Total cost of revenue	84,787	40,359	121,043	69,203	41,794	36,639	25,889	
Gross margin	180,696	106,921	267,467	163,185	89,113	98,760	80,730	
Operating expenses:								
	34,087	25,059	59,403	39,190	26,390	33,938	27,633	

Research and development(1)							
Sales and marketing(1)	85,721	53,684	128,412	78,797	49,554	48,706	32,990
General and administrative(1)	32,925	25,553	55,343	31,959	18,394	16,258	10,678
Amortization of other intangible assets	10,266	3,984	17,172	3,984	1,967	2,297	1,682
Stock-based compensation expense						330	103
Restructuring and other charges (credits), net		(1,300)	(1,233)	7,223	801	3,693	1,041
Total operating expenses	162,999	106,980	259,097	161,153	97,106	105,222	74,127
Income (loss) from operations	17,697	(59)	8,370	2,032	(7,993)	(6,462)	6,603

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	Six Months Ended		Fiscal Year Ended		Nine Months Ended		Fiscal Year Ended	
	March 31,		September 30		September 30		December 31	
	2007	2006	2006	2005	2004	2003	2002	
	(In thousands, except per share data)							
Other income (expense):								
Interest income	2,715	1,384	3,305	1,244	429	465	354	
Interest expense	(15,181)	(1,786)	(17,614)	(1,644)	(340)	(793)	(369)	
Other (expense) income, net	(839)	(783)	(1,132)	(237)	(141)	1,003	(1)	
Income (loss) before income taxes	4,392	(1,244)	(7,071)	1,395	(8,045)	(5,787)	6,587	
Provision for (benefit from) income taxes	7,356	4,356	15,144	6,812	1,333	(269)	254	
Income (loss) before cumulative effect of accounting change	(2,964)	(5,600)	(22,215)	(5,417)	(9,378)	(5,518)	6,333	
Cumulative effect of accounting change		672	672					
Net income (loss)	\$ (2,964)	\$ (6,272)	\$ (22,887)	\$ (5,417)	\$ (9,378)	\$ (5,518)	\$ 6,333	
Net income (loss) per share, basic and diluted	\$ (0.02)	\$ (0.04)	\$ (0.14)	\$ (0.05)	\$ (0.09)	\$ (0.07)	\$ 0.09	
Weighted average common shares outstanding, basic	170,501	159,859	163,873	109,540	103,780	78,398	67,010	
Weighted average common shares outstanding, diluted	170,501	159,859	163,873	109,540	103,780	78,398	72,796	

(1) Excludes stock-based compensation

expense as follows:

Cost of product and licensing	\$	\$	\$	\$	\$	\$	11	\$
Cost of professional services , subscription and hosting								
Research and development								
Sales and marketing							15	
General and administrative							116	
Restructuring and other charges, net							188	103
	\$	\$	\$	\$	\$	\$	330	\$ 103

- (2) As a result of the acquisition of Speechworks in August 2003, professional services became a material component of Nuance's business. As a result of the acquisition, beginning in Fiscal 2004, Nuance began to separately track and disclose professional services revenues and cost of revenue. Prior to Fiscal 2004, it did not separately disclose professional services revenue and cost of revenue as they were immaterial and it is not practical to reclassify these revenues and associated costs, retrospectively.

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	As of March 31, 2007	September 30, 2006	September 30, 2005	As of September 30, 2004	December 31 2003	December 31 2002
				(In thousands)		
Consolidated Balance Sheet Data:						
Cash and cash equivalents	\$ 89,204	\$ 112,334	\$ 71,687	\$ 22,963	\$ 42,584	\$ 18,853
Short term investments			24,127	7,373		
Working capital	30,714	51,273	12,130	27,940	44,305	16,842
Total assets	1,274,157	1,235,074	757,212	392,653	401,940	143,690
Long-term liabilities	454,298	446,430	79,775	45,360	48,340	725
Total stockholders equity	615,314	576,596	514,665	301,745	303,226	119,378

Table of Contents**SELECTED FINANCIAL DATA OF VOICESIGNAL**

The following selected consolidated financial data should be read in conjunction with Management's Discussion and Analysis of VoiceSignal's Financial Condition and Results of Operations beginning on page 115 and the consolidated financial statements of VoiceSignal and related notes thereto beginning on page F-88. The financial data for the years ended December 31, 2003 and 2002 and for the interim periods ending March 31, 2007 and 2006 presented is derived from unaudited financial statements and is not necessarily indicative of the results expected for any other interim period or for the fiscal year as a whole. See "Where You Can Find More Information" on page 140.

	Three Months Ended		2006	Year Ended December 31,			
	2007	2006		2005	2004	2003	2002
	(In thousands, except per share data)						
Revenue:							
Product and licensing	\$ 6,050	\$ 4,570	\$ 21,519	\$ 10,056	\$ 6,508	\$ 1,260	\$ 989
Professional services	508	943	3,082	1,685	959	1,182	1,089
Total revenue	6,558	5,513	24,601	11,741	7,467	2,442	2,078
Costs and expenses:							
Cost of revenue:							
Professional services	313	376	1,351	1,328	495	469	495
Cost of revenue from amortization of intangible assets	126	117	474				
Total cost of revenue	439	493	1,825	1,328	495	469	495
Gross margin	6,119	5,020	22,776	10,413	6,972	1,973	1,583
Operating expenses:							
Research and development	1,716	1,531	6,001	5,351	4,088	4,373	3,539
Sales and marketing	1,247	1,021	4,214	4,072	3,131	1,141	1,106
General and administrative	1,295	1,134	5,356	4,294	2,739	2,338	1,672
Total operating expenses	4,258	3,686	15,571	13,717	9,958	7,852	6,317
Income (loss) from operations	1,861	1,334	7,205	(3,304)	(2,986)	(5,879)	(4,734)
Interest income (expense), net	33	18	(10)	207	44	44	(1,023)
	1,894	1,352	7,195	(3,097)	(2,942)	(5,835)	(5,757)

Income (loss) before income taxes								
Provision for (benefit from) income taxes	(339)	(33)	(187)	(3,210)		1	1	
Net income (loss)	\$ 2,233	\$ 1,385	\$ 7,382	\$ 113	\$ (2,942)	\$ (5,836)	\$ (5,758)	
Net income (loss) available to common shareholders	\$ 1,762	\$ 914	\$ 5,499	\$ (1,770)	\$ (4,809)	\$ (7,252)	\$ (6,574)	
Net income (loss) per share:								
Basic	\$ 0.10	\$ 0.06	\$ 0.32	\$ (0.11)	\$ (0.30)	\$ (0.45)	\$ (0.42)	
Diluted	\$ 0.02	\$ 0.01	\$ 0.06	\$ (0.11)	\$ (0.30)	\$ (0.45)	\$ (0.42)	
Weighted average common shares outstanding:								
Basic	17,287	16,609	16,980	16,507	16,063	15,941	15,681	
Diluted	122,347	122,132	121,823	16,507	16,063	15,941	15,681	

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	As of March 31, 2007	2006	As of December 31, 2005 2004 2003 2002			
			(In thousands)			
Consolidated Balance Sheet						
Data:						
Cash and cash equivalents	\$ 1,936	\$ 3,983	\$ 297	\$ 1,959	\$ 5,049	\$ 2,923
Short term investments	3,043	3,000	6,117			
Working capital	10,693	8,699	3,178	2,266	4,018	2,223
Total assets	21,446	20,123	16,952	8,089	5,862	4,400
Long-term liabilities	2,036	2,400	4,868	1,267	1,039	617
Total stockholders deficit	(21,150)	(22,975)	(28,704)	(26,950)	(22,227)	(15,049)
		60				

Table of Contents**SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL DATA**

The selected unaudited pro forma combined financial data should be read in conjunction with the unaudited pro forma combined financial statements and related notes thereto, the historical consolidated financial statements of Nuance, and related notes thereto, Management's Discussion and Analysis of Nuance's Financial Condition and Results of Operations beginning on page 75 and Management's Discussion and Analysis of VoiceSignal's Financial Condition and Results of Operations beginning on page 115, included in this joint information statement/prospectus, and the historical consolidated financial statements of VoiceSignal, located in this joint information statement/prospectus.

	Six Months Ended March 31, 2007	Fiscal Year Ended September 30, 2006
	(In thousands except per share date)	
Product and licensing	\$ 158,622	\$ 292,648
Professional services, subscription and hosting	71,432	108,698
Maintenance and support	58,612	109,878
Total revenue	288,666	511,224
Costs and expenses:		
Cost of product and licensing	22,287	53,406
Cost of professional services, subscription and hosting	49,189	76,258
Cost of maintenance and support	13,538	26,213
Cost of revenue from amortization of intangible assets	7,212	17,277
Total cost of revenue	92,226	173,154
Gross margin	196,440	338,070
Operating expenses:		
Research and development	37,270	69,460
Sales and marketing	88,523	154,030
General and administrative	37,580	77,070
Amortization of other intangible assets	18,083	38,444
Merger expense		22,379
Cost of and loss related to sale of divisions		2,367
Restructuring and other credits, net		(1,233)
Total operating expenses	181,456	362,517
Income (loss) from operations	14,984	(24,447)
Other income (expense):		
Interest income	2,748	3,896

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Interest expense	(26,652)	(54,658)
Other (expense) income, net	(765)	(1,547)
Loss before income taxes	(9,685)	(76,746)
Provision for income taxes	7,221	16,136
Loss before cumulative effect of accounting change	(16,906)	(92,882)
Cumulative effect of accounting change		672
Net loss	\$ (16,906)	\$ (93,554)
Net loss per common share:		
Basic and Diluted	\$ (0.10)	\$ (0.55)
Weighted average common shares outstanding, Basic and diluted	176,338	169,710

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	As of March 31, 2007
Pro Forma Combined Balance Sheet Data:	
Cash and cash equivalents	\$ 138,172
Short term investments	3,043
Working capital	102,416
Total assets	1,635,238
Long-term liabilities	718,456
Total stockholders' equity	706,166

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NUANCE'S BUSINESS

Introduction

Nuance is a leading provider of speech and imaging solutions for businesses and consumers around the world. Nuance's technologies, applications and services are transforming the way people create, use and interact with information and make the experience of its end users a more compelling, convenient and satisfying one.

The value of Nuance's solutions is best realized in markets that are information and process-intensive, such as healthcare, telecommunications, financial services, legal services and government administration. Nuance delivers premier, comprehensive technologies and services as an independent application or as part of a larger integrated system. Nuance is an active participant in rapidly growing markets for speech, including healthcare dictation and transcription, call center automation, mobile search and communication and embedded technologies for consumer products. In imaging, Nuance is positioned to benefit from increasing demand for PDF and networked imaging solutions.

Every day, millions of users and thousands of businesses experience Nuance by calling directory assistance, getting account information over a telephone, dictating patient records, controlling mobile phones using their voice or reproducing documents that can be shared and searched. As of March 31, 2007, Nuance has deployed thousands of speech applications for some of the world's most respected companies, manufacturers and healthcare organizations. Nuance's imaging devices are used by millions of business professionals and are included in hundreds of imaging devices and applications.

Today, Nuance offers the world's largest portfolio of speech and imaging products backed by the expertise of its professional services organization and a partner network that can create solutions for businesses and organizations around the globe. Nuance markets and distributes our products indirectly through a global network of resellers comprising system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors; and directly to businesses and consumers through a dedicated direct sales force and the Nuance e-commerce website (www.nuance.com).

Nuance's business is predicated on providing partners and customers with a comprehensive portfolio of value-added solutions, ensuring technological leadership, promoting the broad adoption of innovative technology and building global sales and channel relationships. From Nuance's founding until 2001, Nuance focused exclusively on delivering imaging solutions that simplified converting and managing information as it moved from paper formats to electronic systems. In December 2001, Nuance entered the speech market through the acquisition of the Speech & Language Technology Business from Lernout & Hauspie. Nuance believed speech solutions were a natural complement to imaging solutions as both are developed, marketed and delivered through similar resources and channels. Nuance continues to execute against a strategy of being the market leader in speech solutions through the organic growth of Nuance's business as well as through strategic acquisitions. Nuance has successfully completed numerous acquisitions since 2000 and expects to continue to make acquisitions of other companies, businesses and technologies to complement Nuance's internal investments. Acquisitions completed in recent years include the following significant transactions:

On January 30, 2003, Nuance acquired Royal Philips Electronics Speech Processing Telephony and Voice Control business units to expand Nuance's solutions for speech in call centers, automobiles and mobile devices.

On August 11, 2003, Nuance acquired SpeechWorks International, Inc. to broaden Nuance's speech applications for telecommunications, call centers and embedded environments as well as establish a professional services organization.

On February 1, 2005, Nuance acquired Phonetic Systems Ltd. to complement Nuance's solutions and expertise in automated directory assistance and enterprise speech applications.

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On September 15, 2005, Nuance acquired the former Nuance Communications, Inc., or Former Nuance, to expand its portfolio of technologies, applications and services for call center automation, customer self-service and directory assistance.

On March 31, 2006, Nuance acquired Dictaphone Corporation, a leading healthcare information technology company that provides a broad range of digital dictation, transcription, and report management system solutions.

On December 29, 2006, Nuance acquired Mobile Voice Control, Inc. to further accelerate its deployment of speech-enabled solutions in the wireless industry.

On March 26, 2007, Nuance acquired Bluestar Resources Limited, the parent of Focus Enterprises Limited and Focus Infosys India Private Limited, which provide medical transcription services, to enhance Nuance's hosted services offerings.

On April 24, 2007, Nuance acquired BeVocal, Inc. to expand its product portfolio in the areas of mobile customer lifecycle management, mobile premium services and other mobile consumer products.

Nuance was incorporated in 1992 as Visioneer, Inc. under the laws of the state of Delaware. In 1999, the company changed its name to ScanSoft, Inc. and also changed its ticker symbol to SSFT. In October 2004, the company changed its fiscal year end to September 30, resulting in a nine-month fiscal year for 2004. In October 2005, the company changed its name to Nuance Communications, Inc., to reflect its core mission of being the world's most comprehensive and innovative provider of speech solutions, and in November 2005, the company changed its ticker symbol to NUAN.

Market Opportunity

The ability to access, exchange and manage information with speed and sophistication through various means information systems, dictation processes, call centers, documents, mobile devices is often an important characteristic of the most successful organizations worldwide. Many organizations define their strategy and assess their ability to compete and manage their customer relationships based on the quality, diversity and availability of their information products, services and resources. The format of vital information is wide and varied, ranging from the spoken word in multiple languages to customer database systems to paper, electronic files and Internet content.

Confronted by exponentially increasing information through more and more channels, consumers, business personnel and healthcare professionals employ a variety of resources for retrieving information, transcribing patient information, conducting transactions and performing their jobs. The Internet, telecommunications systems, wireless and mobile networks and related corporate infrastructure have emerged as powerful global communications networks and channels for conducting business.

These electronic systems have fundamentally changed the way organizations and consumers obtain information, communicate, purchase goods and conduct business. Today, businesses and manufacturers around the world share a common motivation to enhance the service they provide to their customers and differentiate their offerings while improving operating efficiency. Customer satisfaction, employee productivity and company operating results can often be linked to an organization's ability to manage, utilize and communicate information effectively.

Nuance Solutions

Nuance creates technologies, applications and solutions that transform the way people access, share, manage and use information, both in business and in daily life. Nuance helps enterprises, professionals and consumers increase productivity, reduce costs and save time by developing and commercializing new technologies that make the user experience more compelling and productive. Nuance's speech offerings utilize the human voice, and are advancing towards a vision of the future where natural conversations will be the preferred interface for these interactions and will make the user experience more compelling. Nuance's

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imaging solutions build on decades of experience and technology development to deliver businesses, manufacturers and consumers a broad set of PDF and document offerings.

Nuance provides a broad set of speech and imaging offerings to its customers that increase their end users productivity, reduce costs and save time in the following areas:

Customer Care and Call Center Automation

Organizations turn to Nuance's speech solutions as a means to improve the quality of their customer care while reducing the associated costs and ensuring a positive customer experience. Nuance's speech solutions allow users to direct their own calls, obtain information and conduct transactions by simply speaking naturally over any telephone.

Nuance's speech solutions are used within a wide range of applications across many customer-service intensive sectors, including financial services, telecommunications, healthcare, utilities, government, travel and entertainment. For example, Nuance's software is integrated into applications that provide flight information, personal banking, equipment repair and claims processing. Nuance provides an extensive portfolio of speech technologies and applications that offer superior accuracy, support up to 49 languages and dialects for Nuance's speech recognition and 26 languages for its natural-sounding synthesized speech. Nuance's solutions adhere to global industry standards and the company provides speech technologies and services in more languages than any other vendor worldwide.

These speech solutions are licensed to enterprises, such as those in the Fortune 1000, and telecommunications carriers. Although in certain cases Nuance sells directly to customers, the majority of Nuance's solutions are fulfilled through channel networks comprised of telecommunications equipment companies, systems integrators and technology providers, such as Avaya, Cisco, Genesys, Intervoice and Nortel, that integrate Nuance's solutions into their proprietary hardware and software platforms.

Nuance complements its technologies and products with a global professional services organization that supports customers and partners with business and systems consulting project management, user interface design and application development assistance. Nuance services its customers from its corporate headquarters in Burlington, Massachusetts and through other principal offices located in the United States, Canada, Belgium, Israel and Japan.

Healthcare Dictation and Transcription

The healthcare industry is under pressure to streamline operations and reduce costs while at the same time find new ways to improve patient care. In recent years, the healthcare industry—comprising hospitals, clinics, medical groups, physicians' offices, insurance providers and service organizations—has increasingly turned to speech solutions to automate manual processes, especially with respect to dictation and transcription.

Today, clinical documentation is based largely on the manual transcription of recorded physician dictation, representing a significant industry worldwide. This presents an opportunity for Nuance to apply speech technologies to automate manual processes, reduce costs, speed access to accurate data, and significantly improve patient care.

Nuance is a leading supplier of speech recognition solutions to the healthcare industry through desktop and integrated OEM dictation products, and recently through complete transcription processing and workflow solutions. In March 2006, Nuance acquired Dictaphone to expand Nuance's product portfolio, market reach and revenue streams within the large and rapidly growing healthcare vertical.

Today, more than 3,000 hospitals, clinics, and group practices, and over 400,000 physicians, use Nuance's Dictaphone healthcare solutions to manage the dictation and transcription of patient records. Nuance's voice platform helps reduce

the high cost of medical reporting, managing both a traditional transcription workflow and the use of in-house speech recognition to reduce the reliance on manual transcription. Nuance's enterprise-level speech recognition includes phone-based dictation, transcriptionist editing tools and physician self-completion control.

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Desktop Dictation

Nuance's desktop dictation applications increase productivity by using speech to create documents, streamline repetitive and complex tasks, input data, complete forms and automate manual transcription processes. The Dragon NaturallySpeaking family of products delivers enhanced productivity for professionals and consumers who need to create documents and transcripts. Professionals and consumers also look to Nuance's dictation solutions as a way to maximize the productivity of their existing workers, including those with disabilities, and to comply with government requirements relating to workplace safety and accessibility.

Nuance's Dragon NaturallySpeaking solutions allow users to convert speech automatically into text at up to 160 words-per-minute. Nuance's software supports a vocabulary of more than 300,000 words that can be expanded by users to include specialized words and phrases, is designed to adapt to individual voice patterns and accents and is able to achieve accuracy rates of up to 99%.

Nuance offers a range of desktop and server solutions, each with features that match a specific customer target. Nuance's dictation software is currently available in eight languages. Nuance utilizes a combination of its global reseller network and direct sales to distribute our speech recognition and dictation products.

Embedded Speech for Mobile Devices and Consumer Products

Voice capabilities are becoming ubiquitous in consumer and mobile devices, from cell phones and PDAs to automobiles and navigation systems. Nuance's embedded speech solutions add voice control capabilities to these devices, allowing people to use spoken words or commands for dialing a mobile phone by saying a name, entering destination information into an automotive navigation system, dictating a text message or having emails and screen information read aloud.

Nuance's embedded speech solutions identify specific words and phrases at any moment in time and convert these spoken words into instructions that control specific functions within applications. Nuance's solutions support dynamic vocabularies and have sophisticated noise management capabilities that improve accuracy, even in noisy environments. Nuance's products scale to meet the size and accuracy requirements for automotive and navigation systems and offer rapid application development tools, extensive compatibility with hardware and operating systems and support of multiple languages.

Nuance's embedded speech solutions are used by automobile, cell phone, entertainment and aftermarket system manufacturers and their suppliers including Alpine, Bosch-Blaupunkt, Delphi, General Motors, LG, Microsoft, Motorola, Nokia, Pioneer, Samsung, Sony and Visteon. These technologies are included as part of a larger system, application or solution that is designed, manufactured and sold by Nuance's customers. These customers include handset and other device manufacturers and tier-one suppliers; companies whose size and importance qualify them to be direct suppliers to the major automotive manufacturers as well as in-dash radio, navigation system and other electronic device manufacturers.

Mobile Search and Communication

The mobile device and wireless phone market is one of the fastest growing technology markets in the world and the opportunity to provide content, advertising, and services creates a significant opportunity. While many phones and devices today have Web and data capabilities, advanced mobile phone functionality and much of the available mobile content remains virtually invisible to users because it is too deeply hidden in confusing menu hierarchies. Nuance believes speech technology provides a means to overcome these challenges and create growth for mobile services.

Nuance's mobile speech solutions, comprising elements from many of its dictation, network and embedded speech solutions, offer an innovative approach to accessing search and communications services on mobile devices. Nuance offers user interaction with mobile search and communications applications that enable consumers to significantly increase the utility of their mobile devices, while enabling handset vendors and service providers to tap into significant new sources of revenue.

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Nuance's search and communication solutions allow consumers to use their voices to browse and download mobile content including ringtones, music, videos, wallpapers, and games; search local information databases for business listings, yellow pages, restaurant guides and movie schedules by naturally speaking their requests; dictate text messages to mobile instant messaging and mobile email dictation significantly faster than with the keypad; and allow wireless subscribers to access their personal or public address books, calendar and a range of information services using simple speech commands.

PDF and Document Imaging Solutions

Nuance's PDF and document imaging solutions help businesses and consumers by automating a range of document processes—increasing productivity, saving time and reducing costs. With products for enterprises, small-to-medium-sized businesses and home offices, Nuance's ScanSoft Imaging Solutions offer cost-effective PDF applications for business users; convert paper and PDF into documents that can be easily edited; and simplify scanning and document management using multifunction scanners and networked digital copiers.

Nuance's OmniPage product family uses optical character recognition technology to deliver highly accurate document and PDF conversion, replacing the need to manually re-create documents. Nuance's OmniPage applications are used by individuals and in professional office settings. Nuance utilizes a combination of its global reseller network and direct sales to distribute its document conversion and PDF products. Nuance licenses its software to companies such as Brother, Canon, Dell, HP and Xerox, which bundle its solutions with multifunction devices, digital copiers, printers and scanners. Nuance also licenses software development toolkits to independent software vendors who use its technology for production capture or desktop applications, including vendors such as Autodesk, Canon, EMC/Captiva, Filenet, Kofax, Microsoft, Sharp and Verity.

Nuance's PaperPort product family converts paper into digital documents that can be easily archived, retrieved and shared. Nuance's software can be used in conjunction with network scanning devices to preserve an image of a document exactly as it appears on paper. Nuance's software automatically indexes the scanned image so that it can be stored together with other digital documents on a desktop, over a network or within an enterprise content management system. Nuance utilizes a combination of its global reseller network and direct sales to distribute its digital paper management products. Nuance also licenses its software to companies such as Brother, Hewlett-Packard, and Xerox, who bundle Nuance's solutions with multifunction devices, digital copiers, printers and scanners.

Nuance's PDF Converter product family comprises affordable solutions used to create PDF files and turn existing PDF files into fully-formatted Microsoft Word, Microsoft Excel and Corel WordPerfect documents that can be edited. Nuance's PDF solutions are used by business professionals and consumers and have proven to be a cost-effective alternative to those offered by Adobe Systems. PDF Converter Professional, Nuance's flagship PDF application, allows users to view, manipulate and edit PDF documents as well as create and complete PDF forms. PDF Create! is an affordable solution to enable the creation of PDF from all PC applications, including support for PDF security, font embedding and other advanced features.

Sales, Marketing and Distribution

Nuance markets and distributes its products through a variety of means, including indirectly through a global network of resellers, comprising system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors and directly through Nuance's dedicated direct sales force and through its e-commerce website (www.nuance.com).

Nuance has established relationships with more than 2,000 channel partners, including leading system vendors, independent software vendors, value-added resellers and distributors, through whom Nuance markets and distributes its products and solutions. In speech, companies such as Avaya, Bosch-Blaupunkt, Cisco, Delphi, Genesys, LG, Microsoft, Nokia, Nortel, Samsung and Visteon embed Nuance's technologies into telecommunications systems and automotive, PC, handset, healthcare or multimedia applications. In Imaging, companies such as Brother, Dell, Hewlett-Packard, Visioneer and Xerox include Nuance's technology in digital copiers, printers and scanners, as well as multifunction devices that combine these capabilities and companies

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such as Corel, Canon, Captiva, Kofax, Sharp and Verity embed Nuance's imaging technology into their commercial software applications.

Nuance licenses its applications to enterprises, professionals and consumers through distribution and fulfillment partners, including 1450, Ingram Micro, Tech Data and Digital River. These distribution and fulfillment partners provide Nuance's products to computer superstores, consumer electronic stores, eCommerce Web sites, mail order houses and office superstores, such as Amazon.com, Best Buy, CDW, MicroWarehouse, Circuit City, CompUSA, Fry's Electronics, Office Depot, PC Connection and Staples.

As of September 30, 2006, Nuance had 448 full-time employees in sales and marketing, with 298 in the United States and 150 internationally.

Research and Development/Intellectual Property

In recent years, Nuance has developed and acquired extensive technology assets, intellectual property and industry expertise in speech and imaging which provide Nuance with a competitive advantage in markets where it competes. Nuance's technologies are based on complex mathematical formulas which require extensive amounts of linguistic and image data, acoustic models and recognition techniques. A significant investment in capital and time would be necessary to replicate Nuance's current capabilities.

Nuance continues to invest in its technologies to maintain its market-leading position and to develop new applications. Nuance's technologies are covered by more than 550 patents or patent applications, expiring on various dates between 2007 and 2023. Nuance's intellectual property, whether purchased and included as an asset on its balance sheet, or developed internally and thus not generally included as an asset on its balance sheet, is critical to Nuance's success and competitive position and, ultimately, to its market value. Nuance relies on a combination of patents, copyrights, trademarks, services marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect its intellectual property and proprietary rights.

As of September 30, 2006, Nuance had 417 full-time employees in research and development. Nuance's research and development expenses for the twelve months ended September 30, 2006 and 2005, and the nine months ending September 30, 2004 were \$59.4 million, \$39.2 million and \$26.4 million, respectively.

International Operations

Nuance's international headquarters are located in Belgium and Nuance has additional principal offices in a number of international locations including: Canada, Germany, Hungary, Israel, Japan and the United Kingdom. The responsibilities of Nuance's international operations include research and development, customer support, sales and marketing and administration. Additionally, Nuance maintains smaller sales, services and support offices throughout the world to support its international customers and to expand international revenue opportunities.

Geographic revenue classification is based on the geographic areas in which Nuance's customers are located. For fiscal 2006, 2005 and 2004, 74%, 69% and 70% of revenue was generated in the United States and 26%, 31% and 30% of revenue was generated by our international operations, respectively.

For a discussion of risks attendant to Nuance's international operations, see Risk Factors. A significant portion of Nuance's revenue and a significant portion of Nuance's research and development are based outside the United States. Nuance's results could be harmed by economic, political, regulatory and other risks associated with these international regions.

Strategy

Nuance focuses on providing competitive and value-added solutions for its customers and partners through a broad set of technologies, service offerings and channel capabilities. To continue to provide industry leading solutions, through acquisitions and organic growth, Nuance intends to:

Participate Broadly In Speech. Nuance intends to leverage its comprehensive technologies and leadership in speech to expand its opportunities in the call center, automotive, healthcare,

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telecommunications and mobile markets. Nuance also intends to pursue emerging opportunities to use its speech technologies within consumer devices, games and other embedded applications. To expand Nuance's position in speech, Nuance intends to introduce new versions of its products and applications complete new license agreements with customers and partners that will resell its technologies; and continue to make strategic acquisitions that Nuance believes complement its existing capabilities in the telecommunications, automotive and electronics markets.

Pursue Opportunities for Dictation and Transcription in Healthcare. Nuance intends to increase its investments and efforts in providing dictation solutions to the healthcare market, where Nuance believes there is a large and attractive opportunity to automate transcription processes and information workflow. Nuance has formed a healthcare-specific sales organization aggressively to pursue sales into healthcare provider organizations; expanded its reseller and system integrator channels within healthcare; and entered into OEM license agreements with leading healthcare IT hardware and software vendors.

Pursue Strategic Acquisitions. Nuance has selectively pursued strategic acquisitions to expand its technology, channel and service resources and to complement its organic growth. Nuance expects to continue to make acquisitions of other companies, businesses and technologies to complement its existing capabilities and its internal investments in these areas and has a team that focuses on evaluating market needs and potential acquisitions to fulfill them. Nuance has a disciplined methodology for integrating acquired companies and businesses after the transaction is complete.

Expand Worldwide Channels. Nuance intends to expand its global channel network and build upon its existing distribution channels, especially in Europe, Asia and Latin America. Along these lines, Nuance has added sales employees in different geographic regions and launched programs and events to help recruit new partners for its channel network.

Expand PDF and Imaging Solutions. Nuance intends to enhance the value and functionality of its PDF and imaging solutions to enable enterprises to address the proliferation of PDF, the expanded use of content management systems and the widespread adoption of networked multifunction and digital scanning devices. Nuance intends to continue to introduce new and improved versions of its products to take advantage of developing market opportunities. Nuance also plans to enhance its software development toolkits so its technologies can be integrated with more third-party and OEM solutions.

Competition

The individual markets in which Nuance competes are highly competitive and are subject to rapid technology changes. There are a number of companies that develop or may develop products that compete in Nuance's target markets; however, currently there is no one company that competes with Nuance in all of its product areas. While Nuance expects competition to continue to increase both from existing competitors and new market entrants, Nuance believes that it will compete effectively based on many factors, including:

Technological Superiority. Nuance's speech and imaging technologies, applications and solutions are often recognized as the most proficient products in their respective categories. Nuance's speech technology has industry-leading recognition accuracy and provides a natural, speech-enabled interaction with systems, devices and applications. Nuance's imaging technology is viewed as the most accurate in the industry, with rates as high as 99.8%. Technology publications, analyst research and independent benchmarks have indicated Nuance's products rank at or above performance levels of alternative solutions.

Broad Distribution Channels. Nuance's extensive global network of resellers, comprising system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors; Nuance's dedicated direct sales force; and, its e-commerce website (www.nuance.com) enables it to address the needs of specific markets, such as financial, legal, healthcare and government, and introduce new products quickly and effectively.

International Appeal. The international reach of Nuance's products is due to the broad language coverage of its offerings, including its speech technology which provides recognition for up to

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49 languages and dialects and natural sounding synthesized speech in 26 languages and supports a broad range of hardware platforms and operating systems. Nuance's imaging technology supports more than 100 languages. Nuance currently has a significant portion of its operations located outside of the United States.

Specialized Professional Services. Nuance's superior technology when coupled with the high quality of its professional services, allows Nuance's customers and partners to place a high degree of confidence and trust in its ability to deliver results.

Within speech, Nuance competes with AT&T, Fonix, IBM, Loquendo, Microsoft, Philips and Telisma. Within healthcare dictation and transcription, Nuance competes with Philips Medical, Spheris and other smaller providers. Within imaging, Nuance competes directly with ABBYY, Adobe, eCopy, and I.R.I.S. In speech, some of Nuance's partners such as Avaya, Cisco, Edify, Genesys and Nortel develop and market products that can be considered substitutes for Nuance's solutions. In addition, a number of smaller companies in both speech and imaging produce technologies or products that are competitive with Nuance's solutions in some markets. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of Nuance's prospective customers.

Some of Nuance's competitors or potential competitors in its markets, such as Adobe, IBM and Microsoft, have significantly greater financial, technical and marketing resources than Nuance does. These competitors may be able to respond more rapidly than Nuance can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion and sale of their products than Nuance does. See **Risk Factors** The markets in which Nuance operates are highly competitive and rapidly changing and Nuance may be unable to compete successfully.

Employees

As of September 30, 2006, Nuance employed 1,681 full-time employees worldwide in 16 countries, including 448 in sales and marketing, 417 in research and development, 329 in professional service consulting, 211 in customer service and support and 276 in general and administration, including information services personnel. Nuance's employees are not represented by any labor union and are not organized under a collective bargaining agreement, and Nuance has never experienced a work stoppage. Nuance believes that its relationships with its employees are generally good.

Company Information

Nuance's website is located at www.nuance.com. This joint information statement/prospectus, the Nuance Annual Reports on Form 10-K, the Nuance Quarterly Reports on Form 10-Q, the Nuance Current Reports on Form 8-K, and all amendments to these reports, as well as proxy statements and other information Nuance files with or furnishes to the SEC are accessible free of charge on Nuance's website. Nuance makes these documents available as soon as reasonably practicable after it files them with, or furnishes them to, the SEC. Except as otherwise stated in these documents, the information contained on Nuance's website or available by hyperlink from its website is not incorporated by reference into this joint information statement/prospectus or any other documents Nuance files with or furnishes to the SEC.

Nuance Properties

The Nuance corporate headquarters and administrative, sales, marketing, research and development and support functions occupy approximately 105,000 square feet of space that are leased in Burlington,

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Massachusetts. Nuance also leases additional properties in the United States and a number of foreign countries. The following table summarizes Nuance's significant properties as of September 30, 2006:

Location	Sq. Ft. (approx.)	Lease Term	Primary Use
Burlington, Massachusetts	105,000	May 2015	Corporate headquarters and administrative, sales, marketing, research and development and support functions.
Menlo Park, California(1)	34,000	August 2009	Sales, marketing and support functions.
Aachen, Germany	20,000	March 2011	Research and development.
Budapest, Hungary	21,000	December 2009	Research and development.
Merelbeke, Belgium	25,000	April 2010	International headquarters, sales, marketing and research and development.
Montreal, Quebec	48,000	June 2006 to March 2011	Sales, marketing, research and development, customer support and order fulfillment functions.
Pacific Shores, Redwood City, California(2)	141,000	July 2012	Seventy-five percent of this facility is unoccupied, the remainder has been sublet to a third party.
Melbourne, Florida(3)	130,000	Owned	Administrative, sales, marketing, and support functions. A portion of this facility has been leased to a third party.
New York, New York(4)	34,000	February 2016	Subleased to two separate third-party tenants.

(1) This is a lease that was assumed as part of Nuance's acquisition of the company formerly known as Nuance Communications, Inc. 10,000 sq. ft. of the 34,000 sq. ft. is unoccupied.

(2) The lease for this property was assumed as part of Nuance's acquisition of the company formerly known as Nuance. See Note 3 of Notes to Consolidated Financial Statements of Nuance Communications, Inc.

(3) This building is owned and was acquired as part of the Dictaphone acquisition.

(4) The lease for this property was assumed as part of Nuance's acquisition of SpeechWorks.

In addition to the properties referenced above, Nuance also leases a number of small sales and marketing offices in the United States and internationally. As of September 30, 2006, Nuance was productively utilizing substantially all of the space in its facilities, except for space identified above as unoccupied or that has been leased or subleased to third parties.

Legal Proceedings

Like many companies in the software industry, Nuance has from time to time been notified of claims that Nuance may be infringing certain intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, Nuance may seek licenses for these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to Nuance or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may result in injunctive relief or the payment of damages by Nuance.

On May 31, 2006 GTX Corporation, or GTX, filed an action against Nuance in the United States District Court for the Eastern District of Texas claiming patent infringement. Damages were sought in an unspecified

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amount. In the lawsuit, GTX alleged that Nuance is infringing United States Patent No. 7,016,536 entitled Method and Apparatus for Automatic Cleaning and Enhancing of Scanned Documents. Nuance believes the claims have no merit and intends to defend the action vigorously.

On November 27, 2002, AllVoice Computing plc filed an action against Nuance in the United States District Court for the Southern District of Texas claiming patent infringement. In the lawsuit, AllVoice alleges that Nuance is infringing United States Patent No. 5,799,273 entitled Automated Proofreading Using Interface Linking Recognized Words to their Audio Data While Text is Being Changed, which is referred to as the 273 Patent. The 273 Patent generally discloses techniques for manipulating audio data associated with text generated by a speech recognition engine. Although Nuance has several products in the speech recognition technology field, Nuance believes that its products do not infringe the 273 Patent because, in addition to other defenses, they do not use the claimed techniques. Damages are sought in an unspecified amount. Nuance filed an Answer on December 23, 2002. The United States District Court for the Southern District of Texas entered summary judgment against AllVoice and dismissed all claims against Nuance on February 21, 2006. AllVoice filed a notice of appeal from this judgment on April 26, 2006. Nuance believes these claims have no merit and intends to defend the action vigorously.

On April 10, 2007, Disc Link Corporation filed a patent infringement action against Nuance in the United States District Court for the Eastern District of Texas. Damages are sought in an unspecified amount. In this lawsuit, Disc Link alleges that Nuance infringes U.S. Patent No. 6,314,574, titled Information Distribution System. Nuance is in the early stages of evaluating these claims and intends to defend the action vigorously.

In August 2001, the first of a number of complaints was filed in the United States District Court for the Southern District of New York, on behalf of a purported class of persons who purchased the former Nuance Communications, Inc., referred to as Former Nuance, stock between April 12, 2000 and December 6, 2000. Those complaints have been consolidated into one action. The complaint generally alleges that various investment bank underwriters engaged in improper and undisclosed activities related to the allocation of shares in Former Nuance's initial public offering of securities. The complaint makes claims for violation of several provisions of the federal securities laws against those underwriters, and also against Former Nuance and some of the Former Nuance's directors and officers. Similar lawsuits, concerning more than 250 other companies' initial public offerings, were filed in 2001. In February 2003, the Court denied a motion to dismiss with respect to the claims against Former Nuance. In the third quarter of 2003, a proposed settlement in principle was reached among the plaintiffs, issuer defendants (including Former Nuance) and the issuers' insurance carriers. The settlement calls for the dismissal and release of claims against the issuer defendants, including Former Nuance, in exchange for a contingent payment to be paid, if necessary, by the issuer defendants' insurance carriers and an assignment of certain claims. The timing of the conclusion of the settlement remains unclear, and the settlement is subject to a number of conditions, including approval of the court. The settlement is not expected to have any material impact upon Nuance, as payments, if any, are expected to be made by insurance carriers. In July 2004, the underwriters filed a motion opposing approval by the court of the settlement among the plaintiffs, issuers and insurers. In March 2005, the court granted preliminary approval of the settlement, subject to the parties agreeing to modify the term of the settlement which limits each underwriter from seeking contribution against its issuer for damages it may be forced to pay in the action. On April 24, 2006, the court held a fairness hearing in connection with the motion for final approval of the settlement. The court has yet to issue a ruling on the motion for final approval. On December 5, 2006, the Court of Appeals for the Second Circuit reversed the court's order certifying a class in several test cases that had been selected by the underwriter defendants and plaintiffs in the coordinated proceeding. The settlement remains subject to a number of conditions, including final court approval. In the event the settlement is not concluded, Nuance intends to defend the litigation vigorously. Nuance believes it has meritorious defenses to the claims against Former Nuance.

Table of Contents**DEVELOPMENTS IN NUANCE'S BUSINESS DURING FISCAL 2007*****Acquisition of Mobile Voice Control***

On December 29, 2006, Nuance acquired all of the outstanding capital stock of Mobile Voice Control, Inc., or MVC, for a purchase price consisting of a combination of cash and Nuance common stock. In connection with the closing of the acquisition, Nuance issued an aggregate of 784,266 shares of Nuance common stock to the former stockholders of MVC. Subsequently, Nuance agreed to repurchase a portion of those shares issued at closing from the former MVC stockholders. Nuance may issue up to an additional 1,700,840 shares of Nuance common stock upon the achievement of certain revenue milestones for the calendar years ending December 31, 2007 and December 31, 2008. The issuance of no portion of these additional shares is guaranteed. The MVC acquisition allowed Nuance to further accelerate the deployment of speech-enabled solutions in the wireless industry, in particular within the mobile search and communications markets. MVC's products offerings include a speech-enabled service that allows consumers easily to dictate and send e-mail or text messages, dial a contact, create calendar entries, and search web content entirely with their voice.

Acquisition of Bluestar Resources/Focus Infomatics

On March 26, 2007, Nuance acquired all of the outstanding capital stock of Bluestar Resources Ltd., (the parent company of Focus Enterprises Limited and Focus Infosys India Private Limited), a healthcare transcription solution company with operations in India and the United States, for an aggregate purchase price of approximately \$59.3 million. The acquisition expanded Nuance's ability to deliver web-based speech recognition editing services and significantly accelerated Nuance's strategy to automate manual transcription in the healthcare industry. In connection with the Focus acquisition, Nuance granted 185,367 shares of its common stock, in the form of stand-alone restricted stock units, as an inducement material to 61 individuals entering into employment agreements with Nuance. The issuance of the restricted stock units was approved by the compensation committee of the Nuance board of directors. The restricted stock units vest over a three-year period, subject to acceleration upon the achievement of certain performance targets.

Expanded Credit Facility

On April 5, 2007, Nuance entered into (i) an Amended and Restated Credit Agreement dated as of April 5, 2007, among Nuance, the Lenders party to the credit agreement from time to time, UBS AG, Stamford Branch, as administrative agent, Citicorp North America, Inc., as syndication agent, Credit Suisse Securities (USA) LLC, as documentation agent, Citigroup Global Markets Inc. and UBS Securities LLC, as joint lead arrangers, Credit Suisse Securities (USA) LLC and Banc Of America Securities LLC, as co-arrangers, and Citigroup Global Markets INC., UBS Securities LLC and Credit Suisse Securities (USA) LLC, as joint bookrunners and (ii) an Amendment Agreement, dated as of April 5, 2007, among Nuance, UBS AG, Stamford Branch, as administrative agent, Citicorp North America, INC., as syndication agent, Credit Suisse Securities (USA) LLC, as documentation agent, the Lenders party thereto from time to time, Citigroup Global Markets Inc. and UBS Securities LLC, as joint lead arrangers and joint bookrunners, Credit Suisse Securities (USA) LLC, as joint bookrunner and co-arranger, and Banc Of America Securities LLC, as co-arranger.

The Credit Agreement and the Amendment Agreement, provide for the amendment and restatement of Nuance's prior 7-year term facility and 6-year revolving credit facility, which, together we refer to as the expanded facility. The expanded facility includes \$90 million of additional term debt resulting in a \$442 million term facility due in March 2013 and a \$75 million revolving credit facility due in March 2012. The additional funds received by Nuance under the expanded facility were used to fund the cash portion of the merger consideration for Nuance's acquisitions of BeVocal, Inc. and Focus Infomatics, Inc. and for other general corporate purposes and is secured by substantially all

of the assets of Nuance and its domestic subsidiaries. The Credit Agreement contains customary covenants, including covenants that in certain cases restrict the ability of Nuance and our subsidiaries to incur additional indebtedness, create or permit liens on assets, enter into sale-leaseback transactions, make loans or investments, sell assets, make acquisitions, pay dividends, or repurchase stock. The Credit Agreement also contains customary events of default, including

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failure to make payments, failure to observe covenants, breaches of representations and warranties, defaults under certain other material indebtedness, failure to satisfy material judgments, a change of control and certain insolvency events.

Acquisition of BeVocal

On April 24, 2007, Nuance acquired all of the outstanding capital stock of BeVocal, Inc. The aggregate consideration delivered to the former stockholders of BeVocal consisted of approximately 8.3 million shares of Nuance common stock and an initial payment of approximately \$15 million in cash, net of the estimated cash closing balance of BeVocal. Additionally, Nuance agreed to a contingent payment of up to an additional \$60,000,000 in cash to be paid, if at all, approximately 18 months following the closing, upon the achievement of certain performance objectives. The acquisition of BeVocal brought Nuance an expanded product portfolio with additions in the areas of mobile customer lifecycle management, mobile premium services and other mobile consumer products. In connection with the BeVocal acquisition, Nuance granted 501,530 shares of its common stock, in the form of stand-alone restricted stock units, and options to purchase 750,000 shares of its common stock as an inducement that is material to 145 individuals entering into employment arrangements with Nuance. The issuance of the restricted stock units and stock options was approved by the compensation committee of the Nuance board of directors. The restricted stock units vest over a three-year period, subject to acceleration upon the achievement of certain performance targets and the stock options vest over a four-year period.

Agreement to Acquire VoiceSignal

On May 14, 2007, Nuance entered into an agreement and plan of merger pursuant to which it agreed to acquire VoiceSignal to enhance Nuance's ability to satisfy the accelerating demand for speech enabled mobile devices and services. The aggregate consideration consists of (i) approximately 5.84 million shares of Nuance common stock, and (ii) an initial cash payment of approximately \$204 million, net of the estimated cash closing balance of Voice Signal. The proposed transaction is described in greater detail in this joint information statement/prospectus.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
NUANCE'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following Management's Discussion and Analysis, or MD&A, is intended to help the reader understand the results of operations and financial condition of Nuance's business. MD&A is provided as a supplement to, and should be read in conjunction with, Nuance's consolidated financial statements and the accompanying notes to the consolidated financial statements included in this joint information statement/prospectus.

Forward-looking Statements

This joint information statement/prospectus contains forward-looking statements. These forward-looking statements include predictions regarding:

Nuance's future revenue, cost of revenue, research and development expenses, selling, general and administrative expenses, amortization of other intangible assets and gross margin;

Nuance's strategy relating to speech and imaging technologies;

the potential of future product releases;

Nuance's product development plans and investments in research and development;

Nuance's future acquisitions, and anticipated benefits from prior acquisitions;

Nuance's international operations and localized versions of our products; and

Nuance's legal proceedings and litigation matters.

You can identify these and other forward-looking statements by the use of words such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, intends, potential, continue or the negative of such term or comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Nuance's actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks described under Risk Factors and elsewhere in this joint information statement/prospectus.

OVERVIEW

Nuance is a leading provider of speech and imaging solutions for businesses and consumers around the world. Nuance's technologies, applications and services are transforming the way people create, use and interact with information and make the experience of Nuance's end users a more compelling, convenient and satisfying one.

Nuance's speech technologies enable voice-activated services over a telephone, transform speech into written word, and permit the control of devices and applications by simply speaking. With the acquisition of Dictaphone, Nuance expanded its speech technologies in the automatic conversion of voice reports into electronic patient reports for a wide range of users in the transcription and healthcare industry. Nuance's imaging solutions offer cost-effective PDF applications for business users, convert paper and PDF into documents that can be easily edited, and simplify scanning and document management using multifunction scanners and networked digital copiers.

Nuance's software can be delivered as part of a larger integrated system, such as systems for customer service call centers, or as an independent application, such as dictation, medical transcription, document or PDF conversion, navigation systems in automobiles or digital copiers on a network. In select situations Nuance sells or licenses intellectual property in conjunction with, or in place of, embedding its intellectual property in software. Nuance's products and technologies deliver a measurable return on investment to its customers and Nuance's goal is to help its customers optimize productivity and reduce costs.

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Nuance markets and distributes its products indirectly through a global network of resellers comprising system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors; and directly to businesses and consumers through a dedicated direct sales force and Nuance's e-commerce website (*www.nuance.com*).

Nuance was incorporated in 1992 as Visioneer, Inc. under the laws of the state of Delaware. In 1999, Nuance changed its name to ScanSoft, Inc. and also changed its ticker symbol to SSFT. In October 2004, Nuance changed its fiscal year end to September 30, resulting in a nine-month fiscal year for 2004. In October 2005, Nuance changed its name to Nuance Communications, Inc., to reflect its core mission of being the world's most comprehensive and innovative provider of speech solutions, and in November 2005 Nuance changed its ticker symbol to NUAN.

Nuance's business is predicated on providing its partners and customers with a comprehensive portfolio of value-added solutions, ensuring technological leadership, promoting the broad adoption of its innovative technology and building global sales and channel relationships. Nuance continues to execute on its strategy of maintaining leadership in speech and imaging through sustained growth in its ongoing operations as well as through strategic acquisitions that complement its existing capabilities.

Nuance's focus on providing competitive and value-added solutions for its customers and partners requires a broad set of technologies, service offerings and channel capabilities. Nuance has successfully completed numerous acquisitions since 2000 and expects to continue to make acquisitions of other companies, businesses and technologies to complement its internal investments. Nuance has a team that focuses on evaluating market needs and potential acquisitions to fulfill them. In addition, Nuance has a disciplined methodology for integrating acquired companies and businesses after the transaction is complete. Acquisitions completed in recent years include the following significant transactions:

On January 30, 2003, Nuance acquired Royal Philips Electronics Speech Processing Telephony and Voice Control business units to expand Nuance's solutions for speech in call centers and within automobiles and mobile devices.

On August 11, 2003, Nuance acquired SpeechWorks International, Inc. to broaden Nuance's speech applications for telecommunications, call centers and embedded environments as well as establish a professional services organization.

On February 1, 2005, Nuance acquired Phonetic Systems Ltd. to complement Nuance's solutions and expertise in automated directory assistance and enterprise speech applications.

On September 15, 2005, Nuance acquired the former Nuance Communications, Inc., which is referred to as Former Nuance, to expand Nuance's portfolio of technologies, applications and services for call center automation, customer self service and directory assistance.

On March 31, 2006, Nuance acquired Dictaphone Corporation, a leading healthcare information technology company, to broaden Nuance's range of digital dictation, transcription, and report management system solutions.

On December 29, 2006, Nuance acquired Mobile Voice Control, Inc. to further accelerate its deployment of speech-enabled solutions in the wireless industry.

On March 26, 2007, Nuance acquired Bluestar Resources Limited, the parent of Focus Enterprises Limited and Focus Infosys India Private Limited, which provide medical transcription services, to enhance Nuance's hosted

services offerings.

On April 24, 2007, Nuance acquired BeVocal, Inc. to expand its product portfolio in the areas of mobile customer lifecycle management, mobile premium services and other mobile consumer products.

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The following table presents, as a percentage of total revenue, certain selected financial data for the periods indicated:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
Revenue:				
Product and licensing	53.2%	67.7%	55.0%	69.1%
Professional services, subscription and hosting	24.9	21.5	22.9	20.3
Maintenance and support	21.9	10.8	22.1	10.6
Total revenue	100.0	100.0	100.0	100.0
Costs and expenses:				
Cost of product and licensing	9.1	6.6	8.4	6.6
Cost of professional services, subscription and hosting	17.1	15.8	16.2	15.0
Cost of maintenance and support revenue	5.0	2.3	5.1	2.4
Cost of revenue from amortization of intangible assets	2.2	3.5	2.2	3.4
Gross margin	66.6	71.8	68.1	72.6
Research and development	13.3	18.0	12.8	17.0
Sales and marketing	31.7	35.3	32.3	36.5
General and administrative	13.3	15.2	12.4	17.3
Amortization of other intangible assets	3.9	2.8	3.9	2.7
Restructuring and other charges, net		(1.8)		(0.9)
Total operating expenses	62.2	69.5	61.4	72.6
Income from operations	4.4	2.3	6.7	
Other expense, net	(4.9)	(1.4)	(5.0)	(0.8)
Income (loss) before income taxes	(0.5)	0.9	1.7	(0.8)
Provision for income taxes	0.8	2.8	2.8	3.0
Loss before cumulative effect of accounting changes	(1.3)	(1.9)	(1.1)	(3.8)
Cumulative effect of accounting change				(0.5)
Net loss	(1.3)%	(1.9)%	(1.1)%	(4.3)%

Total Revenue

The following table shows total revenue by geographic location, based on the location of Nuance's customers, in absolute dollars and percentage change (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
United States	\$ 100.9	\$ 47.7	\$ 53.2	112%	\$ 202.4	\$ 97.7	\$ 104.7	107%
International	31.2	24.0	7.2	30%	63.1	49.6	13.5	27%
Total revenue	\$ 132.1	\$ 71.7	\$ 60.4	84%	\$ 265.5	\$ 147.3	\$ 118.2	80%

The increase in total revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to \$45.7 million of revenue related to the acquisition of Dictaphone, and a \$14.7 million, or 21%, increase in organic revenue. Included in this organic growth, network revenue

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increased by 16%, dictation revenue increased 33%, embedded revenue increased by 28% and imaging revenue increased by 16%.

Based on the location of Nuance's customers, the geographic split for the three months ended March 31, 2007 was 76% of total revenue in the United States and 24% internationally. This compares to 67% of total revenue in the United States and 33% internationally for the three months ended March 31, 2006. The increase in percentage of revenue generated in the United States was due to sales of Dictaphone products, which are substantially all in the United States.

The increase in total revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006 was primarily due to \$88.8 million of revenue related to Nuance's acquisition of Dictaphone, and to a lesser extent was due to increases in network revenue, dictation revenue, embedded revenue and imaging revenue.

Based on the location of Nuance's customers, the geographic split for the six months ended March 31, 2007 was 76% of total revenue in the United States and 24% internationally. This compares to 66% of total revenue in the United States and 34% internationally for the six months ended March 31, 2006. The increase in percentage of revenue generated in the United States was due to sales of Dictaphone products, which are substantially all in the United States.

Product and Licensing Revenue

Product and licensing revenue primarily consists of sales and licenses of speech and imaging products and technology. The following table shows product and licensing revenue in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Product and licensing revenue	\$ 70.3	\$ 48.6	\$ 21.7	45%	\$ 146.1	\$ 101.7	\$ 44.4	44%
As a percentage of total revenue	53%	68%			55%	69%		

The increase in product and licensing revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to \$13.0 million of revenue attributable to the acquisition of Dictaphone. Speech related product and licensing revenue increased \$19.5 million, or 60%, for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006. The growth in speech revenue resulted from the acquisition of Dictaphone, as well as increased sales of Nuance's dictation products, embedded products, and networked-based products. Product and licensing revenue from Nuance's imaging products increased by \$2.3 million, or 15%, due to increased sales of Nuance's PDF product family. Due to a change in revenue mix driven primarily by the growth of maintenance and support revenue, product and licensing revenue as a percentage of total revenue declined 15% for the three month period ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase in speech related product and licensing revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to \$24.9 million of revenue attributable to the acquisition of Dictaphone. Speech related product and licensing revenue increased \$41.0 million, or 60%, for the six

months ended March 31, 2007, as compared to the same period ended March 31, 2006. The growth in speech revenue resulted from the acquisition of Dictaphone, as well as increased sales of Nuance's dictation products, embedded products and networked-based products. Product and licensing revenue from Nuance's imaging products increased by \$3.3 million, or 10%, due to increased sales of Nuance's PDF product family. Due to a change in revenue mix driven primarily by the growth of maintenance and support revenue, product and licensing revenue as a percentage of total revenue declined 14% for the six month period ended March 31, 2007, as compared to the same period ended March 31, 2006.

Table of Contents**Professional Services, Subscription and Hosting Revenue**

Professional services revenue primarily consists of consulting, implementation and training services for speech customers. Subscription and hosting revenue primarily relates to delivering hosted and on-site directory assistance and transcription and dictation services over a specified term. The following table shows professional services, subscription and hosting revenue in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Professional services, subscription and hosting revenue	\$ 32.8	\$ 15.4	\$ 17.4	113%	\$ 60.8	\$ 30.0	\$ 30.8	103%
As a percentage of total revenue	25%	22%			23%	20%		

The increase in professional services, subscription and hosting revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$13.3 million increase in revenue attributable to Nuance's acquisition of Dictaphone. The remaining increase is primarily attributable to an increase in combined network and embedded consulting services.

The increase in professional services revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$25.0 million increase in revenue attributable to Nuance's acquisition of Dictaphone. The remaining increase is primarily attributable to an increase in combined network and embedded consulting services.

Maintenance and Support Revenue

Maintenance and support revenue primarily consists of technical support and maintenance service for speech products including network, embedded and dictation and transcription products. The following table shows maintenance and support revenue in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Maintenance and support revenue	\$ 28.9	\$ 7.8	\$ 21.1	271%	\$ 58.6	\$ 15.6	\$ 43.0	276%
As a percentage of total revenue	22%	11%			22%	11%		

The increase in maintenance and support revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$19.3 million increase in revenue attributable to the acquisition of Dictaphone, which has a significant number of maintenance and support contracts. The remaining \$1.8 million increase in maintenance and support revenue is primarily attributable to an increase in network maintenance and support contracts.

The increase in maintenance and support revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$38.9 million increase in revenue attributable to the acquisition of Dictaphone, which has a significant number of maintenance and support contracts. The remaining \$4.1 million increase in maintenance and support revenue is primarily attributable to an increase in network maintenance and support contracts.

Table of Contents**Cost of Product and Licensing Revenue**

Cost of product and licensing revenue primarily consists of material and fulfillment costs, manufacturing and operations costs, third-party royalty expenses, and share-based payments. The following table shows cost of product and licensing revenue, in absolute dollars and as a percentage of product and licensing revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Cost of product and licensing revenue	\$ 12.1	\$ 4.8	\$ 7.3	152%	\$ 22.3	\$ 9.7	\$ 12.6	130%
As a percentage of product and licensing revenue	17%	10%			15%	10%		

The increase in cost of product and licensing revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to \$5.8 million of costs attributable to the acquired Dictaphone business. As a percentage of product and licensing revenue, cost of revenue increased 7% for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase was largely due to the higher cost of Nuance's Dictaphone healthcare products resulting from the inclusion of third party hardware in the solutions licensed to customers.

The increase in cost of product and licensing revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to \$10.1 million of costs attributable to the acquired Dictaphone business. As a percentage of product and licensing revenue, cost of revenue increased 5% for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase was largely due to the higher cost of Nuance's Dictaphone healthcare products resulting from the inclusion of third party hardware in the solutions licensed to customers.

Cost of Professional Services, Subscription and Hosting Revenue

Cost of professional services, subscription and hosting revenue primarily consists of compensation for consulting personnel, outside consultants, overhead, and share-based payments, as well as the hardware and communications fees that support our subscription and hosted solutions. The following table shows cost of professional services, subscription and hosting revenue, in absolute dollars and as a percentage of professional services, subscription and hosting revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
	\$ 22.6	\$ 11.3	\$ 11.3	100%	\$ 43.1	\$ 22.1	\$ 21.0	95%

Cost of professional services, subscription and hosting revenue

As a percentage of professional services, subscription and hosting revenue

69%	74%	71%	74%
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The increase in cost of professional services, subscription and hosting revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$10.7 million increase in cost attributable to the acquisition of Dictaphone, which has a large subscription-based licensing and hosted application customer base.

The increase in cost of professional services, subscription and hosting revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$21.2 million increase in cost attributable to the acquisition of Dictaphone, which has a large subscription-based licensing and hosted application customer base.

Table of Contents**Cost of Maintenance and Support Revenue**

Cost of maintenance and support revenue primarily consists of compensation for product support personnel and overhead, as well as share-based payments. The following table shows cost of maintenance and support revenue, in absolute dollars and as a percentage of maintenance and support revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Cost of maintenance and support revenue	\$ 6.6	\$ 1.6	\$ 5.0	313%	\$ 13.5	\$ 3.5	\$ 10.0	286%
As a percentage of maintenance and support revenue	23%	21%			23%	23%		

The increase in cost of maintenance and support revenue for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$4.1 million increase in cost attributable to the acquisition of Dictaphone, which has a significant number of maintenance and support contracts.

The increase in cost of maintenance and support revenue for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to an \$8.5 million increase in cost attributable to the acquisition of Dictaphone, which has a significant number of maintenance and support contracts.

Cost of Revenue from Amortization of Intangible Assets

Cost of revenue from amortization of intangible assets consists of the amortization of acquired patents and core and completed technology using the straight-line basis over their estimated useful lives. Nuance evaluates the recoverability of intangible assets periodically or whenever events or changes in business circumstances indicate that the carrying value of its intangible assets may not be recoverable. The following table shows cost of revenue from amortization of intangible assets in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Cost of revenue from amortization of intangible assets	\$ 3.0	\$ 2.5	\$ 0.5	20%	\$ 5.8	\$ 5.0	\$ 0.8	16%
As a percentage of total revenue	2%	3%			2%	3%		

The increase in amortization of other intangible assets for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was attributable to a \$0.9 million increase in the amortization of identifiable technology acquired in connection with Nuance's acquisitions of Dictaphone and MVC, net of a \$0.4 million decrease in amortization expense related to a purchased technology that was written down to its net realizable value during the fourth quarter of fiscal 2006.

The increase in amortization of other intangible assets for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was attributable to a \$1.7 million increase in the amortization of identifiable technology acquired in connection with Nuance's acquisitions of Dictaphone and MVC, net of a \$0.9 million decrease in amortization expense related to a purchased technology that was written down to its net realizable value during the fourth quarter of fiscal 2006.

Table of Contents**Research and Development Expense**

Research and development expense primarily consists of salaries and benefits, overhead, as well as share-based payments relating to our engineering staff. The following table shows research and development expense, in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Total research and development expense	\$ 17.6	\$ 12.9	\$ 4.7	36%	\$ 34.1	\$ 25.1	\$ 9.0	36%
As a percentage of total revenue	13%	18%			13%	17%		

The increase in research and development expense for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$2.5 million increase in compensation related expenses associated with increased average headcount of 55 employees, mainly resulting from Nuance's acquisition of Dictaphone. The remaining increase was due to a \$1.1 million increase in outside contractor related expenses and a \$1.1 million increase primarily due to headcount related expenses, including share-based payments, travel and infrastructure related expenses. While continuing to increase in absolute dollars, research and development expense decreased as a percentage of total revenue. This decrease primarily reflects synergies resulting from the integration of the research and development organizations of acquired businesses into Nuance's research and development organization.

The increase in research and development expense for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily due to a \$4.9 million increase in compensation related expenses associated with increased average headcount of 42 employees mainly resulting from Nuance's acquisition of Dictaphone. The remaining increase was due to an increase of \$2.3 million in outside contractor related expenses and a \$1.8 million increase primarily due to other headcount related expenses, including share-based payments, travel and infrastructure related expenses. While continuing to increase in absolute dollars, research and development expense decreased as a percentage of total revenue. This decrease primarily reflects synergies resulting from the integration of the research and development organizations of acquired businesses into Nuance's research and development organization.

Sales and Marketing Expense

Sales and marketing expense includes salaries and benefits, share-based payments, commissions, advertising, direct mail, public relations, tradeshow and other costs of marketing programs, travel expenses associated with Nuance's sales organization and overhead. The following table shows sales and marketing expense in absolute dollars and as a percentage of total revenue (dollars in millions):

Three Months Ended March 31,

Six Months Ended March 31,

	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Total sales and marketing expense	\$ 41.9	\$ 25.4	\$ 16.5	65%	\$ 85.7	\$ 53.7	\$ 32.0	60%
As a percentage of total revenue	32%	35%			32%	36%		

The increase in sales and marketing expense for the three months ended March 31, 2007, compared to the same period ended March 31, 2006, was primarily due to an increase of \$11.0 million in compensation and headcount related expenses, including salaries and commissions, temporary employees, travel and infrastructure related expenses associated with increased average headcount of 144 sales employees and 28 marketing employees, mainly resulting from Nuance's acquisition of Dictaphone. The remaining increase was due to a \$3.2 million increase in share-based payments and a \$2.3 million increase in advertising and marketing spending for existing products as well as healthcare products for Dictaphone. While continuing to increase in absolute dollars, sales and marketing expense decreased relative to Nuance's total revenue. This decrease

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primarily reflects synergies resulting from the integration of the sales and marketing organizations of acquired businesses into Nuance's sales and marketing organization.

The increase in sales and marketing expense for the six months ended March 31, 2007, compared to the same period ended March 31, 2006, was primarily due to an increase of \$21.8 million in compensation and headcount related expenses, including salaries and commissions, temporary employees, travel and infrastructure related expenses associated with increased average headcount of 132 sales employees and 24 marketing employees, mainly resulting from Nuance's acquisition of Dictaphone. The remaining increase was due to a \$5.5 million increase in share-based payments and a \$4.7 million increase in advertising and marketing spending for existing products as well as healthcare products for Dictaphone. While continuing to increase in absolute dollars, sales and marketing expense decreased relative to Nuance's total revenue. This decrease primarily reflects synergies resulting from the integration of the sales and marketing organizations of acquired businesses into Nuance's sales and marketing organization.

General and Administrative Expense

General and administrative expense primarily consists of personnel costs (including share-based payments and other overhead) for administration, finance, human resources, information systems, facilities and general management, fees for external professional advisors including accountants and attorneys, insurance, and provisions for doubtful accounts. The following table shows general and administrative expense in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Total general and administrative expense	\$ 17.5	\$ 10.9	\$ 6.6	61%	\$ 32.9	\$ 25.6	\$ 7.3	29%
As a percentage of total revenue	13%	15%			12%	17%		

The increase in general and administrative expense for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was due primarily to an increase of \$2.8 million in compensation related expense for increased headcount and external contractors, and an increase of \$2.6 million in share-based payments. While general and administrative expense increased in absolute dollars, the expense decreased as a percent of total revenue. This decrease primarily reflects synergies resulting from the integration of the general and administrative organizations of acquired businesses into Nuance's general and administrative organization.

The increase in general and administrative expense for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006 was due primarily to an increase of \$4.4 million in share-based payments, and an increase of \$3.9 million in compensation expense for increased headcount and external contractors. These increases were partially offset by a decrease of \$1.8 million in legal and professional service fees. While general and administrative expense increased in absolute dollars, the expense decreased as a percent of total revenue. This decrease primarily reflects synergies resulting from the integration of the general and administrative organizations of acquired businesses into Nuance's general and administrative organization, as well as lower legal and professional service fees.

Table of Contents**Amortization of Other Intangible Assets**

Amortization of other intangible assets into operating expense includes amortization of acquired customer and contractual relationships, non-competition agreements and acquired trade names and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefit of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Nuance evaluates these assets for impairment and for appropriateness of their remaining life on an ongoing basis. The following table shows amortization of other intangible assets in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Total amortization and other intangible assets	\$ 5.1	\$ 2.0	\$ 3.1	155%	\$ 10.3	\$ 4.0	\$ 6.3	158%
As a percentage of total revenue	4%	3%			4%	3%		

The increase in amortization of other intangible assets for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006, was attributable to the amortization of identifiable intangible assets acquired from Nuance's acquisition of Dictaphone on March 31, 2006.

The increase in amortization of other intangible assets for the six months ended March 31, 2007, as compared to the same period ended March 31, 2006, was primarily attributable to a \$5.9 million increase in the amortization of identifiable intangible assets acquired from Nuance's acquisition of Dictaphone on March 31, 2006.

Restructuring and Other Charges (Credits), Net

Current activity charged against the restructuring accrual for the six months ended March 31, 2007 was as follows (dollars in millions):

	Facilities	Personnel	Total
Balance at September 30, 2006	\$ 0.5	\$ 0.4	\$ 0.9
Cash payments and foreign exchange	(0.5)		(0.5)
Balance at March 31, 2007	\$	\$ 0.4	\$ 0.4

The remaining personnel-related accrual as of March 31, 2007 is primarily composed of amounts due under a restructuring charge taken in the fourth quarter of fiscal 2005 which is expected to be paid during fiscal 2007.

Other Income (Expense), Net

The following table shows other income (expense), net in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Interest income	\$ 1.3	\$ 0.6	\$ 0.7	117%	\$ 2.7	\$ 1.4	\$ 1.3	93%
Interest expense	(7.5)	(0.8)	(6.7)	838%	(15.2)	(1.8)	(13.4)	744%
Other income (expense), net	(0.3)	(0.8)	0.5	63%	(0.9)	(0.8)	(0.1)	13%
Total other income (expense), net	\$ (6.5)	\$ (1.0)	\$ (5.5)	550%	\$ (13.4)	\$ (1.2)	\$ (12.2)	1017%
As a percentage of total revenue	(5)%	(1)%			(5)%	(1)%		

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The increase in interest income was primarily due to higher cash balances and increased interest rates during the three and six month periods ended March 31, 2007, as compared to the same periods ended March 31, 2006. The increase in interest expense was mainly due to interest expense paid, as well as the amortization of debt issuance costs, associated with the credit facility Nuance entered into on March 31, 2006. Other income (expense) principally consisted of foreign exchange gains (losses) as a result of the changes in foreign exchange rates on certain of Nuance's foreign subsidiaries whose operations are denominated in other than their local currencies, as well as the translation of certain of our intercompany balances.

Provision for Income Taxes

The following table shows the provision for income taxes in absolute dollars and the effective income tax rate (dollars in millions):

	Three Months Ended March 31,				Six Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change	2007	2006	Dollar Change	Percent Change
Provision for income taxes	\$ 1.0	\$ 2.1	\$ (1.1)	52%	\$ 7.4	\$ 4.4	\$ 3.0	68%
Effective income tax rate	(149)%	304%			167%	(350)%		

The provision for income taxes includes provisions for current and deferred federal, state, and foreign taxes of approximately \$0.9 million and \$3.6 million for the three and six month periods ended March 31, 2007, respectively, and an increase in the valuation allowance of approximately \$0.1 million and \$3.7 million for the same periods, respectively.

The difference between Nuance's effective income tax rate and the federal statutory rate of 35% is due primarily to state income taxes, the disallowance for tax purposes of certain share-based compensation charges, and the increase in Nuance's valuation allowance with respect to certain deferred tax assets.

Valuation allowances have been established for Nuance's net deferred tax assets which Nuance believes do not meet the more likely than not realization criteria established by SFAS 109, Accounting for Income Taxes. The U.S. deferred tax assets relate primarily to net operating loss and tax credit carryforwards (resulting both from business combinations and from operations). Deferred tax liabilities have been recorded that relate primarily to intangible assets established in connection with business combinations. Certain of these intangible assets have indefinite lives, and the resulting deferred tax liability associated with these assets is not allowed as an offset to Nuance's net deferred tax assets for purposes of determining the required amount of Nuance's valuation allowance. At March 31, 2007, the amount of deferred tax liability associated with certain goodwill and indefinite lived intangibles was approximately \$19.5 million.

The utilization of deferred tax assets that were acquired in a business combination results in a reduction of Nuance's valuation allowance and an increase to goodwill. Nuance's establishment of new deferred tax assets as a result of operating activities requires an increase in Nuance's valuation allowance and a corresponding increase to tax expense.

The tax provision also includes state and foreign tax expense as determined on a legal entity and tax jurisdiction basis.

Table of Contents**RESULTS OF OPERATIONS**

The following table presents, as a percentage of total revenue, certain selected financial data for the twelve months ended September 30, 2006 and 2005, and the nine months ended September 30, 2004.

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine-Month Period Ended September 30, 2004
Revenue:			
Product and licensing	60.7%	73.7%	75.0%
Professional services, subscription and hosting	20.9	20.3	19.4
Maintenance and support	18.4	6.0	5.6
Total revenue	100.0	100.0	100.0
Costs and expenses:			
Cost of product and licensing	8.1	8.8	7.9
Cost of professional services, subscription and hosting	15.2	14.9	15.5
Cost of maintenance and support	4.6	2.1	2.0
Cost of revenue from amortization of intangible assets	3.3	3.9	6.5
Gross Margin	68.8	70.3	68.1
Research and development	15.3	16.9	20.2
Sales and marketing	33.1	33.9	37.8
General and administrative	14.2	13.8	14.1
Amortization of other intangible assets	4.4	1.7	1.5
Restructuring and other charges (credits), net	(0.3)	3.1	0.6
Total operating expenses	66.7	69.4	74.2
Income (loss) from operations	2.1	0.9	(6.1)
Other income (expense), net	(3.9)	(0.3)	(0.1)
Income (loss) before income taxes	(1.8)	0.6	(6.2)
Provision for income taxes	3.9	2.9	1.0
Loss before cumulative effect of accounting changes	(5.7)	(2.3)	(7.2)
Cumulative effect of accounting change	(0.2)	0.0	0.0
Net loss	(5.9)%	(2.3)%	(7.2)%

REVENUE

The following table shows total revenue by geographic location, based on the location of Nuance's customers, in absolute dollars and percentage change (in thousands, except percentages):

Total Revenue

	Fiscal 2006	Fiscal 2005	Nine-Month Period Ended September 30, 2004	% Change 2006 vs 2005	% Change 2005 vs 2004
United States	\$ 288,300	\$ 160,927	\$ 91,472	79.1%	75.9%
International	100,210	71,461	39,435	40.2	81.2
Total Revenue	\$ 388,510	\$ 232,388	\$ 130,907	67.2%	77.5%

Table of Contents***Fiscal 2006 Compared to Fiscal 2005***

Total revenue for the fiscal year ended September 30, 2006 increased by \$156.1 million as compared to the fiscal year ended September 30, 2005. The increase was primarily due to \$112.4 million of revenue related to Nuance's acquisitions of Former Nuance and Dictaphone. Organic total revenue increased \$43.7 million, or 19%, in fiscal 2006. Included in this organic growth, network revenue increased 20%, dictation revenue increased 26% primarily as a result of the release of Dragon NaturallySpeaking version 9.0, while embedded revenue increased by 37% and imaging revenue increased by 6%.

Based on the location of the customers, the geographic split in fiscal 2006 was 74% of total revenue in the United States and 26% internationally. This compares to 69% of total revenue in the United States and 31% internationally for the year ended September 30, 2005. The increase in revenue generated in the United States was primarily due to sales of Dictaphone products, 93.0% of which revenue is derived in the United States. Excluding the Dictaphone revenue for fiscal 2006, 68% of total revenue was derived from customers in the United States and 32% internationally.

Fiscal 2005 Compared to Fiscal 2004

Total revenue for fiscal 2005 increased by \$101.5 million as compared to fiscal 2004. The increase in revenue was due to several factors, including a twelve-month fiscal period in 2005, which included a seasonally strong fourth calendar quarter that contributed \$60.6 million of total revenue. Excluding that incremental quarter, total revenue increased \$40.9 million, or 31.2%. The substantial majority of the growth derived from comparative periods due to organic growth in product lines existing as of January 1, 2004 and to a lesser extent based on revenue related to acquisitions consummated in late fiscal 2004 and during fiscal 2005.

The geographic revenue split, based on the location of our customers, was 69% of total revenue in fiscal 2005 in the United States and 31% internationally. This compares to 70% of total revenue in the United States and 30% internationally for the nine month period ended September 30, 2004.

Product and Licensing Revenue

Product and licensing revenue primarily consists of sales and licenses of Nuance's speech and imaging products and technology. The following table shows product and licensing revenue in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

	Fiscal 2006	Fiscal 2005	Nine-Month Period Ended September 30, 2004	% Change 2006 vs 2005	% Change 2005 vs 2004
Product and licensing revenue	\$ 235,825	\$ 171,200	\$ 98,262	37.7%	74.2%
As a percentage of total revenue	60.7%	73.7%	75.0%		

Fiscal 2006 Compared to Fiscal 2005

Product and licensing revenue for fiscal 2006 increased by \$64.6 million compared to fiscal 2005. This increase in product and licensing revenue was primarily due to \$39.8 million of revenue attributable to Nuance's acquisitions of Former Nuance and Dictaphone. Excluding the impact of these acquisitions, product and licensing revenue grew \$24.8 million, or 15%, compared to the fiscal year ended September 30, 2005. Due to a change in revenue mix, driven primarily by the growth of maintenance and support revenue, product and licensing revenue as a percentage of total revenue declined 13% in fiscal 2006 as compared to fiscal 2005.

Speech related product and licensing revenue increased 56% in fiscal 2006 compared to fiscal 2005, growing to 70% of total product and licensing revenue in fiscal 2006, up from 60% in fiscal 2005. Excluding revenue due to Nuance's acquisitions of Former Nuance and Dictaphone, speech related product and licensing revenue increased by \$19.6 million, or 19%, in fiscal 2006 compared to fiscal 2005. The growth in speech revenue resulted from increased sales of Nuance's legacy network products, embedded products in automotive

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and handsets, as well as increased sales in dictation fueled by our fourth quarter release of Dragon NaturallySpeaking 9.0. Product and licensing revenue from Nuance's imaging products increased by \$5.2 million, or 8%, due to increased sales of Nuance's PDF product family with the September 2006 release of PDF 4.0 and the May 2006 release of PaperPort 11.

Fiscal 2005 Compared to Fiscal 2004

Product and licensing revenue for fiscal 2005 increased by \$72.9 million compared to fiscal 2004. The increase in product and licensing revenue is generally attributable to the factors discussed above with respect to total revenue, including the seasonably strong fourth calendar quarter of calendar 2004 that contributed \$46.8 million of increased product and licensing revenue. Excluding the revenue from the additional three-month period, product and licensing revenue increased \$26.1 million, or 26.6%. The substantial majority of the growth in addition to the additional three months was growth from organic products that Nuance had in our product portfolio as of January 1, 2004, and to a lesser extent was based on revenue related to recent acquisitions. Speech related product and licensing revenue increased to 60% of total product and licensing revenue for fiscal 2005, up from 55% of total product and licensing revenue in fiscal 2004. Expressed in dollars, revenue from speech related products totaled \$104.2 million for fiscal 2005, as compared to \$54.6 million for fiscal 2004. Within speech, network revenue remained relatively stable at 25% of total product and licensing revenue in fiscal 2005, while embedded revenue increased to 10% of total product and licensing revenue in fiscal 2005, up from 7% in fiscal 2004. The increase in embedded revenue was largely attributable to the acquisition of ART in January 2005. Dictation revenue in fiscal 2005 increased to 25% of total product and licensing revenue, up from 22% for fiscal 2004, primarily due to the release of Dragon NaturallySpeaking 8.0 in the first quarter of fiscal 2005, as well as the May 2005 acquisition of MedRemote.

Imaging related product and licensing revenue increased to \$66.9 million for fiscal 2005, up 53% from fiscal 2004. Of this increase, 33% is due to the additional three months included in fiscal 2005, with the majority of the remaining increase attributable to increased sales of Nuance's PaperPort product family, which had a new release in the first quarter of fiscal 2005.

Professional Services, Subscription and Hosting Revenue

Professional services revenue primarily consists of consulting, implementation and training services for speech customers. Subscription and hosting revenue primarily relates to delivering hosted and on-site directory assistance and transcription and dictation services over a specified term. The following table shows professional services, subscription and hosting revenue in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

	Fiscal 2006	Fiscal 2005	Nine-Month Period Ended September 30, 2004	% Change 2006 vs 2005	% Change 2005 vs 2004
Professional services, subscription and hosting revenue	\$ 81,320	\$ 47,308	\$ 25,358	71.9%	86.6%
As a percentage of total revenue	20.9%	20.3%	19.4%		

Fiscal 2006 Compared to Fiscal 2005

Professional services, subscription and hosting revenue for fiscal 2006 increased by \$34.0 million as compared to fiscal 2005. The largest component of this increase in professional services revenue was \$22.0 million of revenue due to Nuance's acquisitions of Former Nuance and Dictaphone. Included in the Dictaphone revenue is \$16.0 million of revenue relating to the subscription and hosting customer base. Excluding the impact of these acquisitions, Nuance's professional services revenue increased by \$12.0 million, or 26% compared to fiscal 2005, with most product lines contributing to this growth. Network services, excluding revenue attributable to Former Nuance, provided \$9.0 million, or 26% organic growth, based on growth in core network consulting, subscription and hosting and training revenue.

Table of Contents***Fiscal 2005 Compared to Fiscal 2004***

Professional services, subscription and hosting revenue for fiscal 2005 increased by \$22.0 million as compared to fiscal 2004. The increase in professional services revenue was partially attributed to the inclusion of the seasonably strong fourth calendar quarter of calendar 2004 that contributed \$11.0 million of increased professional services revenue. In addition to the revenue from that extra three-month period, professional services revenue increased \$11.0 million, or 43%. The substantial majority of the growth was derived from organic growth in products existing as of January 1, 2004 and a lesser portion was attributable to acquisitions made in fiscal 2005. The organic growth is primarily due to the continued demand for consulting services, both in project size and in the volume of projects. Also contributing to the total growth, but to a lesser extent, was revenue from subscription based licensing and hosting services.

Maintenance and Support Revenue

Maintenance and support revenue primarily consists of technical support and maintenance service for Nuance's speech products including network, embedded and dictation and transcription products. The following table shows maintenance and support revenue in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended		
	Fiscal 2006	Fiscal 2005	September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Maintenance and support revenue	\$ 71,365	\$ 13,880	\$ 7,287	414.2%	90.5%
As a percentage of total revenue	18.4%	6.0%	5.6%		

Fiscal 2006 Compared to Fiscal 2005

Maintenance and support revenue increased by \$57.5 million in fiscal 2006 compared to fiscal 2005. As a percentage of total revenue, maintenance and support revenue grew 12.4% in fiscal 2006, up from 6% in fiscal 2005. \$50.5 million of this increase is due to Nuance's acquisitions of Former Nuance and Dictaphone, both of which have a significant customer base of maintenance and support contracts from historic sales of product. Excluding the impact of these acquisitions, maintenance and support revenue increased \$7.0 million, or 50%, in fiscal 2006 compared to fiscal 2005, due to Nuance's continued strong renewal rates as well as from new sales in our network products.

Fiscal 2005 Compared to Fiscal 2004

Maintenance and support revenue for fiscal 2005 increased by \$6.6 million compared to fiscal 2004. \$2.8 million of this increase is attributable to the additional three months included in fiscal 2005. Excluding that incremental quarter, maintenance and support revenue increased \$3.3 million, or 45%. The substantial majority of the growth derived from comparative periods was the result of organic growth in product lines existing as of January 1, 2004, and to a lesser extent the acquisitions consummated in late fiscal 2004 and during fiscal 2005.

COSTS AND EXPENSES

In fiscal 2006, stock-based compensation includes the amortization of the fair value of share-based payments made to employees and to members of the Nuance board of directors, under the provisions of SFAS 123R, which Nuance adopted on October 1, 2005 (see Note 2, Summary of Significant Accounting Policies, in the accompanying Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K). As a result of the adoption of SFAS 123R, Nuance has recorded \$22.5 million of expense related to share-based payments during fiscal 2006 as compared to \$3.0 million in fiscal 2005 and \$1.5 million in fiscal 2004. To isolate the effects of the accounting change and to facilitate comparative review of Nuance's operations between the fiscal 2006, fiscal 2005 and fiscal 2004 periods, presented below is each cost and

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expense line in tabular format, with and without the amounts recorded in each period relating to share-based payments. Unless noted otherwise, discussion of fiscal 2006 compared to fiscal 2005 represents discussion of costs and expenses excluding share-based payments.

Cost of Product and Licensing Revenue

Cost of product and licensing revenue primarily consists of material and fulfillment costs, manufacturing and operations costs, and third-party royalty expenses. The following table shows cost of product and licensing revenue including and excluding the cost of product and licensing revenue attributable to stock-based compensation, in absolute dollars and as a percentage of product and licensing revenue (in thousands, except percentages):

			Nine Month Period Ended	% Change 2006 vs. 2005	% Change 2005 vs. 2004
	Fiscal 2006	Fiscal 2005	September 30, 2004		
Cost of product and licensing revenue	\$ 31,394	\$ 20,378	\$ 10,348	54.1%	96.9%
Share-based payments	88	10			
Cost of product and licensing revenue, excluding share-based payments	\$ 31,306	\$ 20,368	\$ 10,348	53.7%	96.8%
As a percentage of product and licensing revenue:					
Including share-based payments	13.3%	11.9%	10.5%		
Excluding share-based payments	13.3%	11.9%	10.5%		

Fiscal 2006 Compared to Fiscal 2005

Cost of product and licensing revenue, excluding share-based payments, for fiscal 2006 increased \$10.9 million as compared to fiscal 2005 primarily due to \$9.3 million of costs due to Nuance's acquisitions of Former Nuance and Dictaphone. As a percentage of product and licensing revenue, cost of product and licensing revenue increased 1.4% in fiscal 2006, largely due to Dictaphone products that have higher cost of goods sold relative to Nuance's other products. The added costs of goods sold for Dictaphone products are primarily due to third party hardware that is included in the solutions licensed to customers.

Excluding Dictaphone, in fiscal 2006 the cost of product and licensing revenue increased by \$1.9 million, while declining to 9.2% of product and licensing revenue. The decrease as a percent of revenue was due to several factors. Most notably, the materials costs decreased by 0.7%, to 3.9% of product and licensing revenue, due to a decrease in imaging boxed products relative to speech products which carry lower materials costs. Additionally, royalties

decreased by \$0.5 million compared to fiscal 2005 driven largely by contractual changes for Nuance's embedded product lines' royalties.

Fiscal 2005 Compared to Fiscal 2004

Cost of product and licensing revenue for fiscal 2005 grew \$10.0 million compared to fiscal 2004. This 96.9% increase is due to a number of factors, most significant of which is the additional three months included in 2005 as compared to 2004. Additionally, the expenses have increased along with the 75.2% growth in product and licensing revenue as compared to fiscal 2004. As a percentage of product and licensing revenue, cost of product and licensing revenue for fiscal 2005 increased to 11.9% as compared to 10.6% in fiscal 2004. This increase is primarily due to higher third party royalty expense that amounted to \$4.2 million for fiscal 2005, compared to \$1.2 million in fiscal 2004. The \$3.0 million increase is due to a number of factors including more products that have royalties associated with them, higher royalties associated with renegotiated contracts with third parties for certain imaging products, and the 75.2% increase in product and licensing revenue. Partially offsetting the royalty increase was a modest decrease in material costs of product and licensing revenue, from 5.0% of product and licensing revenue in fiscal 2004 to 4.6% for fiscal 2005.

Table of Contents**Cost of Professional Services, Subscription and Hosting Revenue**

Cost of professional services, subscription and hosting revenue primarily consists of compensation for consulting personnel, outside consultants and overhead, as well as the hardware and communications fees that support Nuance's subscription and hosted solutions. The following table shows cost of revenue including and excluding the cost of revenue attributable to stock-based compensation, in absolute dollars and as a percentage of professional services, subscription and hosting revenue (in thousands, except percentages):

			Nine Month Period Ended	% Change 2006 vs. 2005	% Change 2005 vs. 2004
	Fiscal 2006	Fiscal 2005	September 30, 2004		
Cost of professional services, subscription and hosting revenue	\$ 59,015	\$ 34,737	\$ 20,456	69.9%	69.8%
Share-based payments	1,873	107	59		
Cost of professional services, subscription and hosting revenue, excluding share-based payments	\$ 57,142	\$ 34,630	\$ 20,397	65.0%	69.8%
As a percentage of professional services, subscription and hosting revenue:					
Including share-based payments	72.6%	73.4%	80.7%		
Excluding share-based payments	70.3%	73.2%	80.4%		

Fiscal 2006 Compared to Fiscal 2005

Cost of professional services, subscription and hosting revenue, excluding share-based payments, increased \$22.5 million in fiscal 2006 as compared to fiscal 2005 primarily due to \$14.9 million of costs due to Nuance's acquisitions of Former Nuance and Dictaphone, both of which have robust professional services organizations to support revenue streams. Additionally, Dictaphone has a large subscription-based licensing and hosted application customer base. The 65.0% growth in costs supports the 71.9% growth in related revenue for fiscal 2006. Cost of professional services as a percentage of the revenue, excluding share-based payments, improved 2.9% as synergies were realized from the merging of the service teams from Former Nuance and Dictaphone. These improvements were offset partially by increased expenses for the subscription and hosting services.

Fiscal 2005 Compared to Fiscal 2004

Cost of professional services, subscription and hosting revenue for fiscal 2005 increased \$14.2 million compared to fiscal 2004. This increase was due to a number of factors including the additional three months included in fiscal 2005. Additionally, incremental costs were necessary to support the 86.6% growth in related revenue. As a percentage of the related revenue, cost of professional services, subscription and hosting revenue for fiscal 2005 decreased to 73.2% compared to 80.4% in fiscal 2004. The percentage decrease in professional services cost as a percent of professional services revenue is attributable to a number of factors, including a reduction in outside consultant expenses and a more efficient utilization of existing headcount.

Table of Contents**Cost of Maintenance and Support Revenue**

Cost of maintenance and support revenue primarily consists of compensation for product support personnel and overhead. The following table shows cost of maintenance and support revenue including and excluding the cost of maintenance and support revenue attributable to stock-based compensation, in absolute dollars and as a percentage of maintenance and support revenue (in thousands, except percentages):

	Fiscal 2006	Fiscal 2005	Nine Month Period Ended September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Cost of maintenance and support revenue	\$ 17,723	\$ 4,938	\$ 2,559	258.9%	93.0%
Share-based payments	525	15	7		
Cost of maintenance and support revenue, excluding share-based payments	\$ 17,198	\$ 4,923	\$ 2,552	249.3%	92.9%
As a percentage of maintenance and support revenue:					
Including share-based payments	24.8%	35.6%	35.1%		
Excluding share-based payments	24.1%	35.5%	35.0%		

Fiscal 2006 Compared to Fiscal 2005

Cost of maintenance and support revenue, excluding share-based payments, for fiscal 2006 increased \$12.3 million compared to fiscal 2005 due primarily to \$8.0 million of costs for the additional headcount to support the additional revenue from Nuance's acquisitions of Former Nuance and Dictaphone. As a percentage of maintenance and support revenue, cost of revenue decreased 11.4% in fiscal 2006 to 24.1%. This decrease in percentage is primarily attributable to lower costs relative to the revenue in Nuance's healthcare maintenance and support business following Nuance's acquisition of Dictaphone. Speech margins, excluding the acquisition of Dictaphone, also improved in fiscal 2006, primarily due to synergies realized upon the combination of pre-existing and acquired product lines following the acquisition of Former Nuance.

Fiscal 2005 Compared to Fiscal 2004

Cost of maintenance and support revenue for fiscal 2005 grew \$2.4 million as compared to fiscal 2004. This increase was due to a number of factors including the additional three months included in fiscal 2005. Additionally,

incremental costs were necessary to support the 79.6% growth in related revenue. As a percentage of maintenance revenue, cost of maintenance revenue increased 2.5% in fiscal 2005 as compared to fiscal 2004. The percentage increase was attributable to increased staffing made in advance of the anticipation of increasing revenue.

Table of Contents**Cost of Revenue from Amortization of Intangible Assets**

Cost of revenue from amortization of intangible assets consists of the amortization of acquired patents and core and completed technology using the straight-line basis over their estimated useful lives. Nuance evaluates the recoverability of intangible assets periodically or whenever events or changes in business circumstances indicate that the carry value of our intangible assets may not be recoverable. The following table shows cost of revenue from amortization of intangible assets in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
	Fiscal 2006	Fiscal 2005			
Cost of revenue from amortization of intangible assets	\$ 12,911	\$ 9,150	\$ 8,431	41.1%	8.5%
As a percentage of total revenue	3.3%	3.9%	6.5%		

Fiscal 2006 Compared to Fiscal 2005

Cost of revenue from amortization of intangible assets increased \$3.8 million in fiscal 2006 as compared to fiscal 2005. The increase was primarily attributable to the \$4.4 million in amortization of intangible assets acquired in connection with Nuance's acquisitions of Dictaphone in March 2006 and Former Nuance in September 2005. Additionally, the increase was due to \$0.4 million in expense relative to amortization of the license that resulted from our December 4, 2006 settlement and licensing of technology from z4 Technologies, Inc. [(refer to Note 23 of Notes to Nuance's Consolidated Financial Statements for discussion of this subsequent event)]. In addition, during the fourth quarter of fiscal 2006, Nuance determined that it would not make additional investments to support a technology licensed from a non-related third-party in 2003. As a result, Nuance revised the cash flow estimates related to the purchased technology and recorded an additional \$2.6 million in cost of revenue to write down the purchased technology to its net realizable value. These increases were offset in part by the cessation of the amortization of technology and patents that was established in connection with acquisitions consummated in 1999 and 2000.

Based on the amortizable intangible assets as of September 30, 2006, and assuming no impairment or reduction in expected lives, Nuance expects cost of revenue from amortization of intangible assets for fiscal 2007 to be \$11.2 million.

Fiscal 2005 Compared to Fiscal 2004

Cost of revenue from amortization of intangible assets increased \$0.7 million in fiscal 2005 as compared to fiscal 2004. The increase was attributable to the additional three months included in the fiscal 2005 period, partially offset by the net amount of amortization of intangible assets that became fully amortized in fiscal 2004 and new amortization on assets established in connection with Nuance's acquisitions during fiscal 2004 and 2005.

Table of Contents**Research and Development Expense**

Research and development expense primarily consists of salaries and benefits and overhead relating to Nuance's engineering staff. The following table shows research and development expense including and excluding the research and development expense attributable to share-based payments, in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended		
	Fiscal 2006	Fiscal 2005	September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Total research and development expense	\$ 59,403	\$ 39,190	\$ 26,390	51.6%	48.5%
Share-based payments	4,578	241	228		
Research and development expense, excluding share-based payments	\$ 54,825	\$ 38,949	\$ 26,162	40.8%	48.9%
As a percentage of total revenue:					
Including share-based payments	15.3%	16.9%	20.2%		
Excluding share-based payments	14.1%	16.8%	20.0%		

Fiscal 2006 Compared to Fiscal 2005

Research and development expense, excluding share-based payments, increased \$15.9 million in fiscal 2006 compared to fiscal 2005 primarily due to a \$12.9 million increase in compensation-related expense associated with increased average headcount of 80 employees mainly resulting from Nuance's acquisitions of Former Nuance and Dictaphone. The remaining increase was attributable to an increase in other headcount related expenses, including travel and infrastructure-related expenses as Nuance continued to invest in its products. While continuing to increase in absolute dollars, research and development expense has decreased relative to Nuance's total revenue. This decrease in expense as a percentage of total revenue reflects synergies following previous acquisitions.

Nuance believes that the development of new products and the enhancement of existing products are essential to its success. Accordingly, Nuance plans to continue to invest in research and development activities. To date, Nuance has not capitalized any internal development costs as the cost incurred after technological feasibility but before release of products has not been significant. While Nuance will continue to invest in research and development, in fiscal 2007, it expects research and development expenses to decline as a percentage of revenue.

Fiscal 2005 Compared to Fiscal 2004

Research and development expense, excluding share-based payments, increased \$12.8 million in fiscal 2005 as compared to fiscal 2004. The increase in expenses after reflecting the effect of the three months ended December 2004 in fiscal 2004, results in additional expenses of \$3.9 million, or 11% in fiscal 2005 as compared to fiscal 2004 on an annualized basis. While increasing in absolute dollars, research and development expense decreased relative to Nuance's total revenue. This decrease in expense as a percentage of total revenue reflects synergies following previous acquisitions.

Table of Contents**Sales and Marketing Expense**

Sales and marketing expense includes salaries and benefits, commissions, advertising, direct mail, public relations, tradeshow and other costs of marketing programs, travel expenses associated with Nuance's sales organization and overhead. The following table shows sales and marketing expense including and excluding the sales and marketing expense attributable to share-based payments, in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended		
	Fiscal 2006	Fiscal 2005	September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Total sales and marketing expense	\$ 128,412	\$ 78,797	\$ 49,554	63.0%	59.0%
Share-based payments	7,332	872	420		
Sales and marketing expense, excluding share-based payments	\$ 121,080	\$ 77,925	\$ 49,134	55.4%	58.6%
As a percentage of total revenue:					
Including share-based payments	33.1%	33.9%	37.8%		
Excluding share-based payments	31.2%	33.5%	37.5%		

Fiscal 2006 Compared to Fiscal 2005

Sales and marketing expense, excluding share-based payments, increased \$43.2 million in fiscal 2006 as compared to fiscal 2005. \$34.7 million of this increase was attributable to an increase in salaries and other variable costs, commissions and travel expenses relating to an increase in average headcount of 207 employees primarily resulting from Nuance's acquisitions of Former Nuance and Dictaphone and continued investment in the sales force for Nuance's existing products. In addition, Nuance's marketing expenses increased \$7.8 million primarily to support new product releases made during 2006, including PaperPort 11 and Dragon Naturally Speaking 9.0, as well as additional marketing expenses of Dictaphone and Former Nuance products. While the expense in absolute dollars increased, sales and marketing expense as a percentage of revenue decreased as Nuance achieved higher sales volumes while controlling Nuance's cost structure.

Nuance expects sales and marketing expenses to increase as it continues to pursue our strategic goals. While increasing in absolute dollars, Nuance expects to see a decrease in sales and marketing expenses as a percentage of revenue in fiscal 2007 as the expected revenue growth outpaces the expenses in this area.

Fiscal 2005 Compared to Fiscal 2004

Sales and marketing expense, excluding share-based payments, increased \$28.8 million in fiscal 2005 compared to fiscal 2004. The increase in expenses after reflecting the effect of the three months ended December 2004, resulted in additional expenses of \$10.2 million, or 15% in fiscal 2005 compared to fiscal 2004 on an annualized basis. While increasing in absolute dollars, sales and marketing expense as a percent of total revenue dropped 4.0% in fiscal 2005 compared to fiscal 2004. Decreases in expenses as a percent of revenue were derived largely from an improved efficiency of the sales organization, allowing for total compensation of sales and marketing employees to decrease as a percentage of revenue, to 18.9% of total revenue for fiscal 2005, down from 21.1% for fiscal 2004. Additionally, while the cost of marketing programs increased in absolute dollars to \$16.9 million for fiscal 2005 from \$10.7 million for fiscal 2004, this represents a decrease in terms of the percentage compared to total revenue of 0.9%, from 8.2% in fiscal 2004 to 7.3% in fiscal 2005.

Table of Contents**General and Administrative Expense**

General and administrative expenses primarily consist of personnel costs, (including overhead), for administration, finance, human resources, information systems, facilities and general management, fees for external professional advisors including accountants and attorneys, insurance, and provisions for doubtful accounts. The following table shows general and administrative expense including and excluding the general and administrative expense attributable to share-based payments, in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended		
	Fiscal 2006	Fiscal 2005	September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Total general and administrative expense	\$ 55,343	\$ 31,959	\$ 18,394	73.2%	73.7%
Share-based payments	7,471	1,751	587		
General and administrative expense, excluding share-based payments	\$ 47,872	\$ 30,208	\$ 17,807	58.5%	69.6%
As a percentage of total revenue:					
Including share-based payments	14.2%	13.8%	14.1%		
Excluding share-based payments	12.3%	13.0%	13.6%		

Fiscal 2006 Compared to Fiscal 2005

General and administrative expense, excluding share-based payments, increased \$17.7 million in fiscal 2006 compared to fiscal 2005. The acquisition of Dictaphone contributed \$7.7 million of this increase, including \$3.0 million paid to Dictaphone staff for non-recurring activities necessary to transition knowledge and processes post-acquisition and \$0.8 million in non-recurring activities performed by certain advisors who supported planning and integration efforts for this acquisition. General and administrative expenses, excluding those related to Dictaphone, increased \$10.0 million due primarily to compensation for increased employees and external contractors in the finance, human resources, legal and other general and administrative functions. This increase in spending on staff and contractors was related to the integration of the acquisitions we made in fiscal 2005, as well as to compliance with new regulations, such as the implementation of SFAS 123R in fiscal 2006. These new initiatives were partially offset by a reduction in overall costs for staffing and contractors needed to comply with the provisions of Sarbanes Oxley in fiscal 2006 compared to fiscal 2005. While the expense increased in absolute dollars, general and administrative expense as a percentage of revenue decreased as Nuance achieved higher sales volumes while controlling its cost structure.

Nuance expects to continue to see general and administrative expenses as a percentage of total revenue decrease as revenue growth outpaces expense growth. Notwithstanding the decrease as a percentage of total revenue, Nuance expects to increase the total amount expended relating to general and administrative expenses as it supports the growth of its business.

Fiscal 2005 Compared to Fiscal 2004

General and administrative expense, excluding share-based payments, increased \$13.6 million in fiscal 2005 compared to fiscal 2004. The increase in expenses after reflecting the effect of the three months ended December 2004 in fiscal 2004, results in additional expenses of \$6.3 million, or 24.7% in fiscal 2005 as compared to fiscal 2004 on an annualized basis. The increase in fiscal 2005 was primarily the result of costs relating to incremental headcount and fees for professional consultants. The costs relating to headcount were mainly attributable to additional team members in the finance, facilities and IT departments. The increase in expenditures for professional consultants includes fees for Sarbanes Oxley compliance, accounting and legal advisors, and advisors supporting Nuance's planning and integration efforts related to its acquisition of Former Nuance.

Table of Contents**Amortization of Other Intangible Assets**

Amortization of other intangible assets into operating expense includes amortization of acquired customer and contractual relationships, non-competition agreements and acquired trade names and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefit of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Nuance evaluates these assets for impairment and for appropriateness of their remaining life on an ongoing basis. The following table shows amortization of other intangible assets in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

			Nine Month Period Ended September 30,	% Change 2006 vs. 2005	% Change 2005 vs. 2004
	Fiscal 2006	Fiscal 2005	2004		
Amortization of other intangible assets	\$ 17,172	\$ 3,984	\$ 1,967	331.0%	102.5%
As a percentage of total revenue	4.4%	1.7%	1.5%		

Fiscal 2006 Compared to Fiscal 2005

Amortization of intangible assets increased \$13.2 million in fiscal 2006 as compared to fiscal 2005 largely attributable to the \$10.8 million of amortization of identifiable intangible assets related to Nuance's acquisition of Dictaphone and full year amortization relating to Nuance's acquisitions of Former Nuance, Rhetorical, ART, Phonetic and MedRemote acquisitions.

Fiscal 2005 Compared to Fiscal 2004

Operating expenses derived from the amortization of intangible assets increased \$2.0 million in fiscal 2005 as compared to fiscal 2004. The increase relates to the additional three months included in fiscal 2005, and to the amortization of intangible assets that were purchased in connection with Nuance's acquisitions during fiscal 2004 and 2005.

Restructuring and Other Charges (Credits), Net

During the second quarter of fiscal 2006, Nuance recorded a \$1.3 million reduction to existing restructuring reserves as a result of the execution of a favorable sublease agreement relating to one of the facilities included in Nuance's 2005 restructuring plan. The amount was partially offset by other net adjustments of \$0.1 million associated with prior years restructuring programs.

In fiscal 2005, Nuance incurred restructuring charges of \$7.2 million. The charges were related to the elimination of ten employees during the first quarter of 2006, a plan of restructuring relative to certain of Nuance's facilities in June

2005, and a September 2005 plan of restructuring to eliminate additional facilities and a reduction of approximately 40 employees in connection with Nuance's acquisition of Former Nuance. The facilities charges included \$0.2 million related to the write-down of leasehold improvements based on their net book value relative to the fair market value for their shortened lives. The reduction in personnel was primarily from the research and development and sales and marketing teams, and was based on the elimination of redundancies resulting from the acquisition of Former Nuance.

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The following table sets forth the activity relating to the restructuring accruals in fiscal 2006, 2005 and 2004 (in thousands):

	Personnel Related	Facilities Costs	Asset Impairment	Total
Balance at December 31, 2003	\$ 1,552	\$ 309	\$	\$ 1,861
Restructuring and other charges	801			801
Non-cash write-off	(348)			(348)
Cash payments	(1,599)	(141)		(1,740)
Balance at September 30, 2004	406	168		574
Restructuring and other charges	2,928	4,083	212	7,223
Non-cash write-off			(212)	(212)
Cash payments	(1,548)	(232)		(1,780)
Balance at September 30, 2005	1,786	4,019		5,805
Restructuring and other charges (credits)	(52)	(1,181)		(1,233)
Cash payments	(1,360)	(2,308)		(3,668)
Balance at September 30, 2006	374	\$ 530	\$	\$ 904

The remaining personnel related accrual as of September 30, 2006 is primarily composed of amounts due under the 2005 restructuring plans which will be paid in fiscal 2007.

Other Income (Expense), Net

The following table shows other income (expense), net in absolute dollars and as a percentage of total revenue (in thousands, except percentages):

	Fiscal 2006	Fiscal 2005	Nine Month Period Ended September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Interest income	\$ 3,305	\$ 1,244	\$ 429	165.7%	190.0%
Interest expense	(17,614)	(1,644)	(340)	971.4	383.5
Other income (expense), net	(1,132)	(237)	(141)	377.6%	68.1%
Total other income (expense), net	\$ (15,441)	\$ (637)	\$ (52)		
As a percentage of total revenue	(3.9)%	(0.3)%	(0.1)%		

Fiscal 2006 Compared to Fiscal 2005

Interest income increased \$2.1 million in fiscal 2006, as compared to fiscal 2005, primarily due to higher cash and investment balances during fiscal 2006, as compared to the prior year, and to a lesser degree to greater yields on Nuance's cash and investments. Interest expense increased by \$16.0 million during fiscal 2006, as compared to fiscal 2005, mainly due to \$12.2 million of interest expense paid quarterly on the new credit facility Nuance entered into on March 31, 2006. Additionally, Nuance has recorded \$4.6 million of non-cash interest expense mainly related to imputed interest in association with certain lease obligations included in Nuance's accrued business combination costs and accrued restructuring charges, the amortization of debt issuance costs associated with the new credit facility Nuance entered into on March 31, 2006 as well as to the accretion of the interest related to the note payable from Nuance's Phonetic acquisition in February 2005. Other income (expense) principally consisted of foreign exchange gains (losses) as a result of the changes in foreign exchange rates on certain of Nuance's foreign subsidiaries whose operations are denominated in other than their local currencies, as well as the translation of certain of Nuance's intercompany balances.

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Nuance expects interest expense to increase in during fiscal 2007, relative to fiscal 2006, as it pays interest on the 2006 credit facility, and amortizes the debt issuance costs, for the full year as compared to the six month period that the debt was outstanding in fiscal 2006. Nuance will continue to record interest expense as it relates to certain lease obligations included in Nuance's accrued restructuring and accrued business combination costs.

Fiscal 2005 Compared to Fiscal 2004

Interest income increased \$0.8 million in fiscal 2005, as compared to fiscal 2004, primarily attributable to higher cash and investment balances during the year. Interest expense increased \$1.3 million in fiscal 2005, as compared to fiscal 2004, mainly due to the recognition of non cash interest expense in association with the deferred installment payments of \$16.4 million and \$17.5 million, respectively, in connection with Nuance's acquisitions of ART and Phonetic during the second quarter of fiscal 2005.

	Fiscal 2006	Fiscal 2005	Nine Month Period Ended September 30, 2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004
Income tax provision (benefit)	\$ 15,144	\$ 6,812	\$ 1,333	122.3%	411.0%
Effective income tax rate	(214.2)%	488.3%	(16.6)%		

Fiscal 2006 Compared to Fiscal 2005 and Fiscal 2004

The variance from the federal statutory rate in all periods was due primarily to the increase in Nuance's valuation allowance with respect to certain deferred tax assets. Valuation allowances have been established for the U.S. net deferred tax asset, which Nuance believes do not meet the more likely than not realization criteria established by SFAS 109, Accounting for Income Taxes. Due to a history of cumulative losses in the United States, a full valuation allowance has been recorded against the net deferred assets of Nuance's U.S. entities. At September 30, 2006, Nuance had a valuation allowance for U.S. net deferred tax assets of approximately \$312.1 million. The U.S. net deferred tax assets is composed of tax assets primarily related to net operating loss carryforwards (resulting both from business combinations and from operations) and tax credits, offset by deferred tax liabilities primarily related to intangible assets. Certain of these intangible assets have indefinite lives, and the resulting deferred tax liability associated with these assets is not allowed as an offset to Nuance's deferred tax assets for purposes of determining the required amount of Nuance's valuation allowance.

Nuance's utilization of deferred tax assets that were acquired in a business combination (primarily net operating loss carryforwards) results in a reduction in the associated valuation allowance and an increase to goodwill. Nuance's establishment of new deferred tax assets as a result of operating activities requires the establishment of valuation allowances based upon the SFAS 109 more likely than not realization criteria. The establishment of a valuation allowance relating to operating activities is recorded as an increase to tax expense.

Nuance's tax provision also includes state and foreign tax expense, which is determined on either a legal entity or separate tax jurisdiction basis.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents totaled \$89.2 million as of March 31, 2007, a decrease of \$23.1 million as compared to \$112.3 million as of September 30, 2006. This decrease was composed of cash provided by operating activities of \$61.3 million, offset by the net impact of cash used in investing of \$66.9 million and financing activities of \$17.3 million. Nuance's working capital was \$30.7 million at March 31, 2007 and our accumulated deficit was \$193.1 million. In April 2007, Nuance amended its 2006 Credit Agreement, and received additional net proceeds of approximately \$87.5 million from this amendment, Nuance also consummated the acquisition of BeVocal in April 2007 and paid \$15.0 million in cash, net of the estimated cash

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closing balance of BeVocal, to BeVocal's former shareholders. Nuance does not expect its accumulated deficit will impact its future ability to operate given its strong cash and financial position.

Cash and cash equivalents totaled \$112.3 million as of September 30, 2006, an increase of \$16.5 million compared to \$95.8 million including marketable securities of \$24.1 million as of September 30, 2005. In addition, Nuance had \$0.8 million and \$11.7 million of certificates of deposit relating to certain of its facilities leases as of September 30, 2006 and 2005, respectively. Nuance completed fiscal 2006 with working capital of \$51.3 million as compared to \$12.1 million in fiscal 2005. As of September 30, 2006, total retained deficit was \$190.1 million. Nuance does not expect its retained deficit will impact its future ability to operate given Nuance's strong cash and financial position. Nuance's cash and cash equivalents increased by \$40.6 million in fiscal 2006. This increase was composed of cash provided by operating activities of \$47.9 million, partially offset by the net impact of cash provided by financing activities and cash used in investing activities.

Cash provided by operating activities

Cash provided by operating activities for the six months ended March 31, 2007 was \$61.3 million, an increase of \$47.0 million, or 329%, as compared to net cash provided by operating activities of \$14.3 million for the six months ended March 31, 2006. The increase was primarily composed of \$26.4 million, or 127%, relating to the net loss after adding back non-cash items such as depreciation and amortization, and share-based payments; in the six months ended March 31, 2007, this amount was \$47.1 million compared to \$20.7 million in the comparable period in fiscal 2006.

Changes in working capital accounts in the fiscal 2007 period contributed an additional \$20.7 million net increase to cash provided by operating activities. Notably included in the improved cash flows were: accounts receivable which changed by \$11.6 million, having changed from a use of \$3.3 million in the fiscal 2006 period to a source of \$8.3 million in the fiscal 2007 period; and, accounts payable and accrued expenses which changed by \$10.7 million in the comparative periods, having changed from a use of \$8.6 million in the fiscal 2006 period to a source of \$2.0 million in the fiscal 2007 period.

Cash provided by operating activities for fiscal 2006 was \$47.9 million, an increase of \$31.7 million, or 196%, from \$16.2 million provided by operating activities in fiscal 2005. The increase was primarily composed of changes relating to the net loss after adding back non-cash items such as depreciation and amortization, and share-based compensation; in fiscal 2006 this amount was \$54.9 million compared to \$20.9 million in fiscal 2005, an increase of \$34.0 million, or 163%. This increase was offset by changes in working capital of \$2.3 million, of which an \$8.7 million use of cash for non-Dictaphone operations was offset by \$6.4 million source of cash due to changes in Dictaphone working capital. The change in non-Dictaphone working capital was due to improved billing and collection processes resulting in improved days outstanding for accounts receivable billings. The Dictaphone working capital was also positive due to the collection of accounts receivable and acquired unbilled accounts receivable. For both non-Dictaphone and Dictaphone working capital, the cash provided from net accounts receivable was offset by payments relative to accounts payable and accrued expenses, a net decrease in deferred revenue, and a net increase in prepaid and other assets. Deferred revenue of Dictaphone and non-Dictaphone decreased largely due to amounts that were included in the beginning balance sheet relating to customer contracts also included in acquired unbilled accounts receivable, including the deferred revenue accounts of Former Nuance in the case of the non-Dictaphone changes.

Cash used in investing activities

Cash used in investing activities for the six months ended March 31, 2007 was \$66.9 million, as compared to net cash used in investing activities of \$365.6 million for the six months ended March 31, 2006. The change in cash used in investing activities was primarily driven by the net cash paid for acquisitions in each period; in the fiscal 2006 period

\$376.8 million was paid, largely relating to the acquisition of Dictaphone, and in the fiscal 2007 period \$59.1 million was paid, largely relating to the acquisition of Focus. In fiscal 2006, net proceeds of \$17.0 million relating to net maturities of short-term investments partially offset the payments made for acquisitions, including the acquisition of Dictaphone.

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Cash used in investing activities for fiscal 2006 was \$366.0 million, an increase of \$321.4 million, or 721%, as compared to \$44.6 million for fiscal 2005. The increase in cash used in investing was primarily driven by an increase of \$331.5 million in cash paid for our acquisitions, of which the majority of the fiscal 2006 payments related to our acquisition of Dictaphone on March 31, 2006. \$3.8 million of the increase related to incremental additions to property and equipment. The increase in cash used in investing activities was partially offset by an \$11.1 million decrease in restricted cash and \$3.1 million of incremental maturities of marketable securities.

Cash provided by (used in) financing activities

Cash used in financing activities for the six months ended March 31, 2007 was \$17.3 million, as compared to net cash provided by financing activities of \$350.2 million for the six months ended March 31, 2006. The change was composed primarily of the net receipts of \$346.0 million on the 2006 Credit Facility. Nuance's proceeds from stock option and other share-based employee benefit plans decreased in the comparable periods by \$10.2 million, from \$25.3 million in the fiscal 2006 period to \$15.1 million in the fiscal 2007 period. Debt payments increased by \$3.3 million in the fiscal 2007 period, due to payments made under the 2006 Credit Facility discussed above. Deferred payments on acquisitions increased by \$4.2 million to \$18.6 million in the fiscal 2007 period relating to Nuance's 2005 acquisitions of ART and Phonetic from \$14.4 million in the fiscal 2006 period. Nuance's repurchase of shares also contributed to increased cash outflows of \$3.7 million in the fiscal 2007 period.

Cash provided by financing activities for fiscal 2006 was \$358.6 million, an increase of \$282.1 million compared to \$76.5 million in fiscal 2005. The increase in cash provided by financing activities was primarily driven by \$346.0 million net proceeds from the new credit facility entered into in March 2006. Additionally, the proceeds from the issuance of common stock under employee based compensation plans increased \$24.6 million, or 397%. These increases were partially offset by \$73.8 million in net proceeds from the issuance of common stock under private placements that occurred in fiscal 2005 and deferred acquisition payments of \$14.4 million related to Nuance's acquisition of ART in fiscal 2005.

Credit Facility

On March 31, 2006 Nuance entered into a senior secured credit facility, the 2006 Credit Facility. The 2006 Credit Facility consists of a \$355.0 million, 7-year term loan which matures on March 31, 2013 and a \$75.0 million revolving credit line which matures on March 31, 2012. The available revolving credit line capacity is reduced, as necessary, to account for letters of credit outstanding. As of March 31, 2007, there were \$17.4 million of letters of credit issued under the revolving credit line and there were no outstanding borrowings under the revolving credit line.

Borrowings under the 2006 Credit Facility bear interest at a rate equal to the applicable margin plus, at Nuance's option, either (a) a base rate (which is the higher of the corporate base rate of UBS AG, Stamford Branch, or the federal funds rate plus 0.50% per annum) or (b) LIBOR determined by reference to the British Bankers' Association Interest Settlement Rates for deposits in U.S. dollars. The applicable margin for borrowings under the 2006 Credit Facility ranges from 0.50% to 1.00% per annum with respect to base rate borrowings and from 1.50% to 2.00% per annum with respect to LIBOR-based borrowings, depending upon Nuance's leverage ratio. As of March 31, 2007, Nuance's applicable margin was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. Nuance is required to pay a commitment fee for unutilized commitments under the revolving credit facility at a rate ranging from 0.375% to 0.50% per annum, based upon Nuance's leverage ratio. As of March 31, 2007, Nuance's commitment fee rate was 0.375%.

Nuance capitalized approximately \$9.0 million in debt issuance costs related to the opening of the 2006 Credit Facility. The costs associated with the revolving credit facility are being amortized as interest expense over six years,

through March 2012, while the costs associated with the term loan are being amortized as interest expense over seven years, through March 2013, which is the maturity date of the revolving line and term facility, respectively under the 2006 Credit Facility. The effective interest rate method is used to calculate the amortization of the debt issuance costs for both the revolving credit facility and the term loan. These debt

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issuance costs, net of accumulated amortization of \$1.3 million, are included in other assets in the consolidated balance sheet as of March 31, 2007.

The \$355.0 million term loan is subject to repayment consisting of a baseline amortization of 1% per annum (\$3.55 million per year, due in four equal quarterly installments), and an annual excess cash flow sweep, as defined in the 2006 Credit Facility, which will be first payable beginning in the first quarter of fiscal 2008, based on the excess cash flow generated in fiscal 2007. As of March 31, 2007, Nuance has repaid \$3.6 million of principal under the term loan agreement. Any borrowings not paid through the baseline repayment, the excess cash flow sweep, or any other mandatory or optional payments that Nuance may make, will be repaid upon maturity. If only the baseline repayments are made, the aggregate annual maturities of the term loan would be as follows (in thousands):

Year Ending September 30,	Amount
2007 (April 1, 2007 to September 30, 2007)	\$ 1,775
2008	3,550
2009	3,550
2010	3,550
2011	3,550
2012	3,550
Thereafter	331,925
Total	\$ 351,450

Nuance's obligations under the 2006 Credit Facility are unconditionally guaranteed by, subject to certain exceptions, each of Nuance's existing and future direct and indirect wholly-owned domestic subsidiaries. The 2006 Credit Facility and the guarantees thereof are secured by first priority liens and security interests in the following: 100% of the capital stock of substantially all of Nuance's domestic subsidiaries and 65% of the outstanding voting equity interests and 100% of the non-voting equity interests of first-tier foreign subsidiaries, material tangible and intangible assets, and present and future intercompany debt. The 2006 Credit Facility also contains provisions for mandatory prepayments of outstanding term loans, subject to certain exceptions, with: 100% of net cash proceeds of asset sales, 100% of net cash proceeds of issuance or incurrence of debt, and 100% of extraordinary receipts. Nuance may voluntarily prepay the 2006 Credit Facility without premium or penalty other than customary breakage costs with respect to LIBOR-based loans.

The 2006 Credit Facility contains a number of covenants that, among other things, restrict, subject to certain exceptions, Nuance's ability to: incur additional indebtedness, create liens on assets, enter into certain sale and lease-back transactions, make investments, make certain acquisitions, sell assets, engage in mergers or consolidations, pay dividends and distributions or repurchase our capital stock, engage in certain transactions with affiliates, change the business conducted by Nuance, amend certain charter documents and material agreements governing subordinated indebtedness, prepay other indebtedness, enter into agreements that restrict dividends from subsidiaries and enter into certain derivatives transactions. The 2006 Credit Facility is governed by financial covenants that include, but are not limited to, maximum total leverage and minimum interest coverage ratios, as well as to a maximum capital expenditures limitation. The 2006 Credit Facility also contains certain customary affirmative covenants and events of default. As of March 31, 2007, Nuance was in compliance with the covenants.

On April 5, 2007, Nuance amended its 2006 Credit Facility, and received additional net proceeds of approximately \$87.5 million. The 2006 Credit Facility and the amendment provide for the amendment and restatement of Nuance's

existing 7-year term facility and 6-year revolving credit facility (together, the Expanded 2006 Credit Facility). The Expanded 2006 Credit Facility includes \$90 million of additional term debt resulting in a \$442 million term facility due in March 2013 and a \$75 million revolving credit facility due in March 2012. The additional funds net of debt issuance costs received by Nuance under the Expanded 2006 Credit Facility was used to fund the cash portion of the merger consideration for the Focus and BeVocal acquisitions. The Expanded 2006 Credit Facility contains customary covenants, including, among other things, covenants that in certain cases restrict Nuance's ability and that of its subsidiaries to incur additional

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indebtedness, create or permit liens on assets, enter into sale-leaseback transactions, make loans or investments, sell assets, make acquisitions, pay dividends, or repurchase stock.

Nuance believes that cash flows from future operations in addition to cash and marketable securities on hand, will be sufficient to meet its working capital, investing, financing and contractual obligations, as they become due for the foreseeable future. Nuance also believes that in the event future operating results are not as planned, that it could take actions, including restructuring actions and other cost reduction initiatives, to reduce operating expenses to levels which, in combination with expected future revenue, will continue to generate sufficient operating cash flow. In the event that these actions are not effective in generating operating cash flows Nuance may be required to issue equity or debt securities on less than favorable terms.

Off-Balance Sheet Arrangements, Contractual Obligations, Contingent Liabilities and Commitments**Contractual Obligations**

The following table outlines Nuance's contractual payment obligations as of March 31, 2007 (in millions):

Contractual Obligations	Total	Payments Due by Period				
		Remaining Fiscal 2007	Fiscal 2008	Fiscal 2009 and 2010	Fiscal 2011 and 2012	Thereafter
Term loan under credit facility	\$ 351.5	\$ 1.8	\$ 3.6	\$ 7.1	\$ 7.1	\$ 331.9
Lease obligations and other term loan:						
Capital leases and other term loan	1.6	0.6	0.6	0.4		
Operating leases	52.0	3.6	8.2	14.7	10.7	14.8
Other lease obligations associated with the closing of duplicate facilities related to restructurings and acquisitions(1)	5.8	0.8	1.6	2.0	1.1	0.3
Pension, minimum funding requirement(2)	6.9	0.9	1.6	3.4	1.0	
Purchase commitments(3)	4.1	4.1				
Other long-term liabilities assumed(4)	82.7	6.2	12.8	26.8	26.8	10.1
Total contractual cash obligations	\$ 504.6	\$ 18.0	\$ 28.4	\$ 54.4	\$ 46.7	\$ 357.1

- (1) Obligations include contractual lease commitments related to a facility that was part of a 2005 restructuring plan. As of March 31, 2007, total gross lease obligations are \$3.2 million and are included in the contractual obligations herein. The remaining obligations represent contractual lease commitments associated with the implemented plans to eliminate duplicate facilities in conjunction with Nuance's acquisition of Former Nuance during fiscal 2005 and Nuance's acquisition of Dictaphone during fiscal 2006, and have been included as liabilities in Nuance's consolidated balance sheet as part of purchase accounting. As of March 31, 2007, Nuance has subleased two of the facilities to unrelated third parties with total sublease income of \$4.1 million through fiscal 2013.

- (2) Nuance's U.K. pension plan has a minimum funding requirement of £859,900 (approximately \$1,687 million based on the exchange rate at March 31, 2007) for each of the next 4 years, through fiscal 2011.
- (3) These amounts include non-cancelable purchase commitments for inventory in the normal course of business to fulfill customers' orders currently scheduled in Nuance's backlog.
- (4) Obligations include assumed long-term liabilities relating to restructuring programs initiated by the predecessor companies prior to Nuance's acquisition of SpeechWorks International, Inc. in August 2003, and Nuance's acquisition of Former Nuance in September 2005. These restructuring programs related to the closing of two facilities with lease terms set to expire in 2016 and 2012, respectively. Total contractual obligations under these two leases are \$82.7 million. As of March 31, 2007, Nuance has sub-leased certain of the office space related to these two facilities to unrelated third parties. Total sublease income under contractual terms is expected to be \$20.8 million, which ranges from \$2.7 million to \$2.9 million on an annualized basis through 2016.

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Contingent Liabilities and Commitments

In connection with Nuance's acquisition of Phonetic, Nuance agreed to make contingent payments of up to \$35.0 million upon the achievement of certain performance targets in accordance with the purchase agreement. On June 1, 2006, Nuance notified the former shareholders of Phonetic that the performance targets for the first scheduled payment of up to \$12.0 million were not achieved. The former shareholders of Phonetic have objected to the 2006 determination. Nuance is currently in discussions with the former shareholders of Phonetic in regards to this matter.

In connection with its acquisition of BeVocal, Nuance agreed to make contingent payments of up to \$60.0 million upon the achievement of certain performance objectives, for the calendar year ending December 31, 2007. In addition, in connection with Nuance's acquisition of Mobile Voice Control, Inc., Nuance agreed to issue up to an additional 1,700,840 shares of Nuance common stock to the former shareholders of Mobile Voice Control, Inc. upon the achievement of revenue milestones for the calendar years ending December 31, 2007 and December 31, 2008.

Financial Instruments

During fiscal 2006, Nuance entered into an interest rate swap with a notional value of \$100 million. The interest rate swap was entered into as a hedge of the 2006 Credit Facility to effectively change the characteristics of the interest rate without actually changing the debt instrument. At its inception, Nuance documented the hedging relationship and determined that the hedge is perfectly effective and designated it as a cash flow hedge. The interest rate swap will hedge the variability of the cash flows caused by changes in U.S. dollar LIBOR interest rates. The swap was marked to market at each reporting date. The fair value of the swap at March 31, 2007 was \$0.6 million which was included in other liabilities. Changes in the fair value of the cash flow hedge are reported in stockholders' equity as a component of other comprehensive income.

Off-Balance Sheet Arrangements

Through March 31, 2007, Nuance has not entered into any off balance sheet arrangements or transactions with unconsolidated entities or other persons.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In February 2007, the FASB issued SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities. SFAS No. 159 has as its objective to reduce both complexity in accounting for financial instruments and volatility in earnings caused by measuring related assets and liabilities differently. It also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year, provided that the entity makes that choice in the first 120 days of that fiscal year. Nuance is currently evaluating the impact, if any, that SFAS 159 may have on its consolidated financial statements.

In December 2006, the FASB issued EITF 00-19-2, Accounting for Registration Payment Arrangements. EITF 00-19-2 specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate agreement or included as a provision of a financial instrument or other agreement, should be separately recognized and measured in accordance with FASB Statement No. 5, Accounting for Contingencies. For registration payment arrangements and financial instruments subject to those arrangements that were entered into prior to the issuance of EITF 00-19-2, this guidance shall be effective for

financial statements issued for fiscal years beginning after December 15, 2006. Nuance is evaluating the impact, if any, that EITF 00-19-2 may have on its consolidated financial statements.

In September 2006, the FASB issued SFAS 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements 87, 88, 106 and 132(R). SFAS 158

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requires an employer to recognize the over-funded or under-funded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. SFAS 158 also requires the measurement of defined benefit plan assets and obligations as of the date of the employer's fiscal year-end statement of financial position (with limited exceptions). Under SFAS 158, Nuance is required to recognize the funded status of its defined benefit postretirement plan and to provide the required disclosures commencing as of September 30, 2007. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end is effective for Nuance's fiscal year ended September 30, 2009. Nuance is evaluating the impact that SFAS 158 will have on its consolidated financial statements.

In July 2006, the FASB issued Interpretation 48, *Accounting for Uncertainty in Income Taxes*—an Interpretation of FASB Statement No. 109. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS 109, *Accounting for Income Taxes*. FIN 48 prescribes the recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for Nuance's fiscal year beginning October 1, 2007. Nuance is evaluating the effect that the adoption of FIN 48 will have on its consolidated financial statements.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND 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 the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, Nuance evaluates its estimates, assumptions and judgments, including those related to revenue recognition; allowance for doubtful accounts and returns; accounting for patent legal defense costs; the costs to complete the development of custom software applications; the valuation of goodwill, other intangible assets and tangible long-lived assets; accounting for acquisitions; share-based payments; obligation relating to pension and post-retirement benefit plans; interest rate swaps which are characterized as derivative instruments; income tax reserves and valuation allowances; and loss contingencies. Nuance management bases its estimates on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Nuance believes the following critical accounting policies most significantly affect the portrayal of its financial condition and results of operations and require its most difficult and subjective judgments.

Revenue Recognition. Nuance recognizes product and licensing revenue in accordance with Statement of Position, or SOP, 97-2, *Software Revenue Recognition*, and SOP 98-9, *Modification of SOP 97-2, Software Revenue Recognition, with Respect to Certain Transactions*, and related authoritative literature. The application of SOP 97-2 requires judgment, including whether a software arrangement includes multiple elements, and if so, whether vendor-specific objective evidence, or VSOE, of fair value exists for those elements. Nuance's software arrangements generally include software and post contract support which includes telephone support and the right to receive unspecified upgrades/enhancements on a when-and-if-available basis, typically for one to three years. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements and the fair value of the respective elements could materially impact the amount of earned and unearned revenue. Judgment is also required to assess whether future releases of certain software represent new products or upgrades and enhancements to existing products. In accordance with SOP 97-2, revenue is recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the fee is fixed or determinable and (iv) collectibility is probable.

Non-software revenue is recognized in accordance with, the Securities and Exchange Commission's Staff Accounting Bulletin, or SAB, 104, Revenue Recognition in Financial Statements. Under SAB 104, Nuance recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or

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services have been rendered, (iii) the fees are fixed or determinable and (iv) collectibility is reasonably assured.

Professional services revenue is recognized in accordance with SOP 81-1, *Accounting for Performance of Construction Type and Certain Performance Type Contracts* on the percentage-of-completion method. Nuance generally determines the percentage-of-completion by comparing the labor hours incurred to date to the estimated total labor hours required to complete the project. Nuance considers labor hours to be the most reliable, available measure of progress on these projects. Adjustments to estimates to complete are made in the periods in which facts resulting in a change become known. When the estimate indicates that a loss will be incurred, such loss is recorded in the period identified. Significant judgments and estimates are involved in determining the percent complete of each contract. Different assumptions could yield materially different results.

Nuance makes estimate of sales returns based on historical experience. In accordance with Statement of Financial Accounting Standards, or SFAS, 48, *Revenue Recognition When Right of Return Exists*, the provision for these estimated returns is recorded as a reduction of revenue and accounts receivable at the time that the related revenue is recorded. Nuance also makes estimates and reduces revenue recognized for price protection and rebates, and certain marketing allowances at the time the related revenue is recorded. If actual results differ significantly from Nuance's estimates, such differences could have a material impact on Nuance's results of operations for the period in which the actual results become known.

Nuance's revenue recognition policies require management to make significant estimates. Management analyzes various factors, including a review of specific transactions, historical experience, creditworthiness of customers and current market and economic conditions. Changes in judgments based upon these factors could impact the timing and amount of revenue and cost recognized and thus affects Nuance's results of operations and financial condition.

Capitalized Patent Defense Costs. Nuance monitors the anticipated outcome of legal actions, and if Nuance determines that the success of the defense of a patent is probable, and so long as Nuance believes that the future economic benefit of the patent will be increased, Nuance then capitalizes external legal costs incurred in the defense of these patents, up to the level of the expected increased future economic benefit. If changes in the anticipated outcome occur, Nuance writes off any capitalized costs in the period the change is determined. As of September 30, 2006 and 2005, capitalized patent defense costs totaled \$6.4 million and \$2.3 million, respectively.

Research and Development Costs. Nuance accounts for the internal costs relating to research and development activities in accordance with SFAS 2, *Accounting for Research and Development Costs*, and SFAS 86, *Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed*. Research and development costs incurred for new software products and enhancements to existing products, other than certain software development costs that qualify for capitalization, are expensed as incurred. Software development costs incurred subsequent to the establishment of technological feasibility, but prior to the general release of the product, are capitalized and amortized to cost of revenue over the estimated useful life of the related products. Judgment is required in determining when technological feasibility of a product is established. Nuance has determined that technological feasibility for its software products is reached shortly before the products are released to manufacturing. Costs incurred after technological feasibility is established have not been material, and accordingly, Nuance has expensed the internal costs relating to research and development when incurred.

Purchased Computer Software. The cost of purchased computer software to be sold, leased, or otherwise marketed is capitalized if the purchased software has an alternative future use. Otherwise, the cost is expensed as incurred. Capitalized purchased computer software is amortized to cost of revenue over the estimated useful life of the related products. At each balance sheet date, Nuance evaluates these assets for impairment by comparing the unamortized cost to the net realizable value. Amortization expense was \$5.1 million, \$2.1 million and \$1.6 million for fiscal 2006, 2005 and 2004, respectively. Included in the fiscal 2006 amortization expense was an additional \$2.6 million of

expense representing an impairment determined to exist in order to value the purchased computer software at its net realizable value. See Note 8 of the Notes to Nuance's Consolidated

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Financial Statements. The net unamortized purchased computer software included in other intangible assets at September 30, 2006 and 2005 were \$1.6 million and \$5.2 million, respectively.

Valuation of Long-lived Tangible and Intangible Assets and Goodwill. Nuance has significant long-lived tangible and intangible assets, including goodwill and intangible assets with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant long-lived tangible and intangible assets are fixed assets, patents and core technology, completed technology, customer relationships and trademarks. All finite-lived intangible assets are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. The values of intangible assets, with the exception of goodwill and intangible assets with indefinite lives, were initially determined by a risk-adjusted, discounted cash flow approach. Nuance assesses the potential impairment of identifiable intangible assets and fixed assets whenever events or changes in circumstances indicate that the carrying values may not be recoverable and at least annually. Factors Nuance considers important, which could trigger an impairment of such assets, include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for Nuance's overall business;
- significant negative industry or economic trends;
- significant decline in Nuance's stock price for a sustained period; and
- a decline in Nuance's market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would materially impact future results of operations and financial position in the reporting period identified.

In accordance with SFAS 142, *Goodwill and Other Intangible Assets*, Nuance tests goodwill and intangible assets with indefinite lives for impairment on an annual basis as of July 1, and between annual tests if indicators of potential impairment exist. The impairment test compares the fair value of the reporting unit to its carrying amount, including goodwill and intangible assets with indefinite lives, to assess whether impairment is present. Nuance has reviewed the provisions of SFAS 142 with respect to the criteria necessary to evaluate the number of reporting units that exist. Based on its review, Nuance has determined that it operates in one reporting unit. Based on this assessment, Nuance has not had any impairment charges during its history as a result of its impairment evaluation of goodwill and other indefinite-lived intangible assets under SFAS 142.

In accordance with SFAS 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, Nuance periodically reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of those assets are no longer appropriate. Each impairment test is based on a comparison of the undiscounted cash flows to the recorded carrying value for the asset. If impairment is indicated, the asset is written down to its estimated fair value based on a discounted cash flow analysis. No impairment charges were taken in fiscal 2006, 2005 or 2004, based on the review of long-lived assets under SFAS 144.

Significant judgments and estimates are involved in determining the useful lives of Nuance's long-lived assets, determining what reporting units exist and assessing when events or circumstances would require an interim impairment analysis of goodwill or other long-lived assets to be performed. Changes in Nuance's organization or its management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated

useful lives, (b) additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in Nuance's analysis by reporting unit, and/or (c) other changes in previous assumptions or estimates. In turn, this could have a significant impact on Nuance's consolidated financial statements through accelerated amortization and/or impairment charges.

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Accounting for Acquisitions. Nuance has completed a number of significant business and other asset acquisitions over the preceding five years which have resulted in significant goodwill and other intangible asset balances. Nuance's future business strategy contemplates that it may continue to pursue additional acquisitions in the future. Nuance's accounting for acquisitions involves significant judgments and estimates primarily, but not limited to: the fair value of certain forms of consideration, the fair value of acquired intangible assets, which involve projections of future revenue and cash flows, the fair value of other acquired assets and assumed liabilities, including potential contingencies, and the useful lives and, as applicable, the reporting unit, of the assets. Nuance's financial position or results of operations may be materially impacted by changes in Nuance's initial assumptions and estimates relating to prior or future acquisitions. Additionally, under SFAS 142, Nuance determines the fair value of the reporting unit, for purposes of the first step in its annual goodwill impairment test, based on its market value. If prior or future acquisitions are not accretive to its results of operations as expected, Nuance's market value declines dramatically, or Nuance determines it has more than one reporting unit, Nuance may be required to complete the second step which requires significant judgments and estimates and which may result in material impairment charges in the period in which they are determined.

Accounting for Long-Term Facility Obligations. Nuance has historically acquired companies which have previously established restructuring charges relating to lease exit costs, and Nuance has recorded restructuring charges of its own that include lease exit costs. Nuance follows the provisions of EITF 95-3 Recognition of Liabilities in Connection with a Purchase Business Combination or SFAS 146 Accounting for Costs Associated with Exit or Disposal Activities as applicable. In accounting for these obligations, Nuance is required to make assumptions relating to the time period over which the facility will remain vacant, sublease terms, sublease rates and discount rates. Nuance bases its estimates and assumptions on the best information available at the time of the obligation having arisen. These estimates are reviewed and revised as facts and circumstances dictate; changes in these estimates could have a material effect on the amount accrued on the balance sheet.

Accounting for Share-Based Payments. Nuance accounts for share-based payments in accordance with SFAS 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 period which is generally the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including estimating expected dividends, share price volatility and the amount of share-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, share-based compensation expense and Nuance's results of operations could be materially impacted.

Pension and Post-Retirement Benefit Plans. Nuance has defined benefit pension plans that were assumed as part of the acquisition of Dictaphone Corporation on March 31, 2006, which provide certain retirement and death benefits for former Dictaphone employees located in the United Kingdom and Canada. Nuance also assumed a post-retirement health care and life insurance benefit plan, which is frozen relative to new enrollment, and which provides certain post-retirement health care and life insurance benefits, as well as a fixed subsidy for qualified former employees in the United States and Canada. Nuance uses several actuarial and other factors which attempt to estimate the ultimate expense, liability and assets values related to its pension and post-retirement benefit plans. These factors include assumptions about discount rates, expected return on plan assets and the rate of future compensation increases. In addition, subjective assumptions, such as withdrawal and mortality rates, are also utilized. The assumptions may differ materially from actual results due to the changing market and economic condition or other factors, and depending on their magnitude, could have a significant impact on the amount Nuance recorded. Pension and post-retirement benefit plan assumptions are included in [Note [18] of Notes to the Consolidated Financial Statements.]

Income Taxes. Deferred tax assets and liabilities are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are

expected to reverse. Nuance does not provide for U.S. income taxes on the undistributed earnings of its foreign subsidiaries, which Nuance considers to be indefinitely reinvested outside of the U.S. in

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accordance with Accounting Principles Board (APB) Opinion No. 23, Accounting for Income Taxes Special Areas.

Nuance makes judgments regarding the realizability of its deferred tax assets. In accordance with SFAS 109, Accounting for Income Taxes, the carrying value of the net deferred tax assets is based on the belief that it is more likely than not that Nuance will generate sufficient future taxable income to realize these deferred tax assets after consideration of all available evidence. Nuance regularly reviews its deferred tax assets for recoverability considering historical profitability, projected future taxable income, and the expected timing of the reversals of existing temporary differences and tax planning strategies.

Valuation allowances have been established for U.S. deferred tax assets, which Nuance believes do not meet the more likely than not criteria established by SFAS 109. If Nuance is subsequently able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been established, then it may be required to recognize these deferred tax assets through the reduction of the valuation allowance which would result in a material benefit to Nuance's results of operations in the period in which the benefit is determined, excluding the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination and created as a result of share-based payments. The recognition of the portion of the valuation allowance which relates to net deferred tax assets resulting from share-based payments will be recorded as additional paid-in-capital; the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination will reduce goodwill, other intangible assets, and to the extent remaining, the provision for income taxes.

Loss Contingencies. Nuance is subject to legal proceedings, lawsuits and other claims relating to labor, service and other matters arising in the ordinary course of business, as discussed in Note 17 of Notes to the Consolidated Financial Statements. Quarterly, Nuance reviews the status of each significant matter and assess its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, Nuance accrues a liability for the estimated loss. Significant judgment is required in both the determination of probability and the determination as to whether an exposure is reasonably estimable. Because of uncertainties related to these matters, accruals are based only on the best information available at the time. As additional information becomes available, Nuance reassesses the potential liability related to its pending claims and litigation and may revise its estimates. Such revisions in the estimates of the potential liabilities could have a material impact on Nuance's results of operations and financial position.

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VOICESIGNAL'S BUSINESS

Overview

VoiceSignal develops and markets voice software solutions for cell phones and other mobile devices. By enabling people to use voice to access phone features and network services through their handsets, VoiceSignal's solutions make it dramatically easier to realize the potential of mobile computing on a wide range of handsets and devices. VoiceSignal's products range from VSuite, the Company's highly successful line of small footprint voice interface solutions for voice dialing and voice commands, to VSearch, VoiceSignal's recently announced voice-enabled client-server platform for mobile search.

Since shipping its first voice dialing product in 2002, VoiceSignal has shipped its software on more than 110 million mobile devices from top handset manufacturers. VoiceSignal solutions are available in over twenty languages and ship on a wide variety of mobile devices, from entry-level to enterprise-class devices and smart phones.

VoiceSignal has well-established relationships with major original equipment manufacturer customers, deep collaboration with the world's major carriers, and extensive proprietary technology for small footprint, ultra-efficient speech recognition and speech synthesis.

VoiceSignal was incorporated in October 1995 as a Massachusetts corporation, and re-incorporated as a Delaware corporation in May 2000. VoiceSignal is backed by private equity funds, Stata Venture Partners, LLC and Argonaut Holdings LLC. VoiceSignal's fiscal year ends on December 31.

Market Opportunity

In recent years, mobile handsets have become a ubiquitous information appliance, offering far more than a means of placing and receiving voice calls. Mobile handsets today provide a means of connecting users to a wide variety of network-based services and information. Such services include access to business listings and information, maps and directions, music catalogs and ringtones, and personalized internet content. The market for these services is expanding rapidly, fueled by consumer demand and the availability of more sophisticated ways of delivering highly targeted information.

As carriers race to provide mobile device users with access to an ever-widening world of mobile services and information, handset users have an ever-greater need for devices that streamline access to these services. However, the combination of smaller handsets and more features means that users are unable to take full advantage of what is available to them due to the limitations of the device user interface. Although mobile phone users want new features and services, they also want access to them to be as easy and as natural as making a phone call.

VoiceSignal solutions strive to overcome the critical handset input problem and major impediment to carrier revenue by eliminating multiple layers of menu clicks for calling, texting, accessing services, downloading content, and searching on a mobile handset. VoiceSignal's solutions range from voice dialing applications to Voice-enabled search, which provides mobile phone users with the ability to get local business listings, as well as mobile content such as ring tones, wallpapers, maps and applications by pressing a dedicated handset button and making a simple voice command.

VoiceSignal Solutions

VoiceSignal has been a pioneer in developing innovative voice solutions for mobile handsets. VoiceSignal has developed or is developing the following product lines:

VSuite is VoiceSignal's voice dialing and voice control software, used for initiating calls, addressing messages, opening menus or applications, and controlling other features of the phone by voice.

VoiceMode is VoiceSignal's dictation, or speech-to-text product for dictating text messages or email by voice.

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VSpeak is VoiceSignal's speech synthesis, or text-to-speech technology, which can be used for reading messages, emails, web pages, and other text-based information.

VSearch is VoiceSignal's voice-enabled mobile search product, planned for release in calendar 2007. *VSearch* enables one-step access to network-based information and services, such as business listings, maps, directions, music catalogs, ringtones, and more.

VSAPI is the VoiceSignal application programming interface, which enables third parties to develop their own speech-enabled applications based on VoiceSignal technology.

VoiceSignal's solutions can be combined to create a consistent voice experience for users of mobile devices and mobile information services. Each of VoiceSignal's product lines are described in greater detail below.

VSearch Voice-Enabled Mobile Search

VoiceSignal believes that the market for mobile search will grow rapidly, offering significant opportunities for solutions that combine the benefits of a simple, direct voice user interface with information retrieval technology.

VSearch is VoiceSignal's recently announced client-server solution for voice-enabled mobile search. *VSearch* will provide one-step access to the vast search capabilities of the web from a mobile phone. Because the *VSearch* application is embedded with *VSuite* into the phone and integrated with the phone's native user experience, *VSearch* offer the unique advantage that it can be launched with a single button push and simple search command directly from the phone's idle screen. *VSearch* can be launched as a subscription service or as an advertiser-supported service that gives mobile phone users access to directory assistance, ringtones, music, games, weather forecasts, sports scores, the latest stock quotes, maps and even special offers from advertisers.

Not only does the *VSearch* system make use of speech recognition technology to convert user queries into text, it also formats, prioritizes and optimizes the results, including relevant advertising messages, so that the user sees information that is highly targeted to their original query. *VSearch* is planned for commercial deployment by the end of 2007.

VoiceMode Dictation (Speech-to-Text)

VoiceMode is VoiceSignal's dictation (speech-to-text) application, offering users an alternative to the keypad for entering text into SMS messages, emails, and other similar applications. The *VoiceMode* application is entirely embedded on the mobile device and does not require a network server. Consequently, *VoiceMode* works even when no network connection is present. *VoiceMode* is designed to work seamlessly with other text input modes, such as multi-tap or predictive text, so users can effortlessly switch to *VoiceMode* when it is most convenient, and switch back to another input mode when voice input is not needed or wanted.

VSpeak Voice Synthesis (Text to Speech)

VSpeak is an intelligible text-to-speech application that is capable of running within the resource constraints of a mobile device. *VSpeak* can read text messages, web pages or any other text on a *VSpeak*-enabled handset. By making it possible for people to easily and safely receive text messages on a mobile phone, even when their hands and eyes are otherwise occupied, *VSpeak* enhances an individual's ability to use a mobile phone regardless of where they are or what they are doing. *VSpeak* also means that the visually impaired will be able to receive text messages and use operator services on their mobile phones, which would otherwise be unavailable to them.

VSpeak has been developed to help address the requirements of government regulations regarding accessibility of mobile devices.

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VSuite Voice Dialing and Voice Control

VSuite is a voice dialing and command and control platform that does not require any training. VSuite eliminates the 10-20 button pushes normally associated with looking up information, dialing a number or doing any number of other tasks on a mobile phone. As soon as contact names and numbers are entered in the phonebook, VSuite allows the user to lookup contact information, dial any name or number in the contact list, address text messages and pictures, digit dial any number and access features on the phone or carrier services in a single command.

In addition to making dialing and task completion easier and quicker, VSuite helps address the requirements for hands-free, eyes-free use of mobile devices.

VSAPI Voice API

VSAPI is an application programming interface that enables original equipment manufactures, or OEMs, and third party application developers to use VoiceSignal's VSuite recognizer and VSpeak text-to-speech engine to build their own new speech-enabled applications.

Technology

VoiceSignal's solutions are based on its own proprietary speech recognition and speech synthesis engines. These engines rely on mathematical models and statistical paradigms adapted and enhanced to run efficiently on computationally limited embedded platforms. VoiceSignal solutions are capable of running on all popular mobile hardware and software platforms, and are currently available on open OS platforms, proprietary platforms such as Qualcomm, TI, Intel, Agere, and Philips chipsets.

In order to facilitate easy integration onto a manufacturer's platform, these speech solutions are designed to be separate from other system components and are provided as a precompiled pre-tested library.

Research and Development/Intellectual Property

VoiceSignal's ability to meet its customers' expectations for innovation and enhancement depends on a number of factors, including its ability to identify and respond to emerging technological trends in its target markets, develop and maintain competitive products, enhance its existing products by adding features and functionality that differentiate them from those of its competitors and bring products to market on a timely basis and at competitive prices.

Consequently, VoiceSignal continues to enhance the features and performance of its existing products and has made, and intends to continue to make, significant investments in research and product development. VoiceSignal's research and development expenses were \$6.0 million, \$5.4 million and \$4.1 million for the fiscal years ended December 31, 2006, 2005 and 2004, respectively. As of March 31, 2007, VoiceSignal had 58 employees engaged in research and product development activities.

VoiceSignal's performance depends significantly on its ability to protect its intellectual property and proprietary rights to the technologies used in its products. If VoiceSignal's technology is not adequately protected, its competitors could use the technologies that VoiceSignal has developed to enhance their products and services, which could harm VoiceSignal's business.

VoiceSignal has been issued two U.S. patents, allowed one U.S. patent and 42 other U.S. provisional and non-provisional patent applications are pending, as well as counterparts in other jurisdictions around the world. Its

registered trademarks in the United States include VOICESIGNAL , VOICEMODE , VSPEAK, VSUITE , and VSEARCH.

Sales, Marketing, and Distribution

VoiceSignal markets its embedded speech products to both OEMs and mobile carriers, and license its products to OEMs. The Company currently has license agreements with and collects royalties from Motorola, Samsung, Research in Motion (or RIM), and others. Samsung and Motorola combined account for more than

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85% of total revenue for all periods provided. VoiceSignal markets its VSearch mobile search solution to mobile operators and OEMs.

VoiceSignal sells its products through a direct sales force. As of March 31, 2007, VoiceSignal had 15 employees in sales and marketing worldwide.

International sales of products and services accounted for 51%, 60% and 83% of VoiceSignal's total revenues for the fiscal years ended December 31, 2006, 2005 and 2004, respectively. Sales to South Korea accounted for 51%, 58% and 82% of VoiceSignal's total revenues for fiscal years ended December 31, 2006, 2005 and 2004, respectively. VoiceSignal's international sales strategy is to sell directly to large operators and to partner with leading distributors and systems integrators who have strong industry backgrounds and market presence in their respective markets and geographic regions. For further information regarding segment revenue, geographic areas and significant customers, please refer to Note 16 of the VoiceSignal Notes to Consolidated Financial Statements.

VoiceSignal believes that customer service and ongoing technical support are an essential part of the sales process in the telecommunications industry. Senior management and assigned account managers play an important role in ongoing account management and relationships. VoiceSignal believes maintaining focus on these customer relationships will enable VoiceSignal to improve customer satisfaction and develop products to meet specific customer needs.

Competition

VoiceSignal's embedded speech business faces competition from other speech technology companies, both large and small, many of whom have significantly greater financial, technical and marketing resources than VoiceSignal does. These competitors may be able to respond more rapidly than VoiceSignal can to new or emerging technologies or changes in customer requirements. They may also be able to devote greater resources to the development, promotion and sale of their products than VoiceSignal. These competitors include IBM, Microsoft, Conversay, Infotalk, Infinity Telecom, Cyberon, Fonix, Qualcomm, SVox, Acapela Group, and Loquendo. In addition, a number of smaller companies may produce technologies or products that are competitive with VoiceSignal solutions in some markets. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of prospective customers.

VoiceSignal's embedded speech business also faces competition from its own current or potential customers whose internal R&D organizations have developed or are seeking to develop embedded speech recognition technology. These organizations include Motorola, Nokia, LG, and Samsung.

The market for voice-enabled mobile search is extremely volatile and competitive, and is subject to rapid technological change. In this market, VoiceSignal faces competition from Google, Yahoo, Microsoft, V-Enable, IBM, Promptu, VoiceBox, Mobeus, Medio Systems, JumpTap, and InfoSpace.

VoiceSignal expects that it will continue to compete primarily on the basis of quality, technical capability, breadth of product and service offerings, functionality, price and time to market.

Employees and Management

As of March 31, 2007, VoiceSignal had 83 full-time employees, including 15 in sales and marketing, 58 in research and development, and 10 in general and administration, including information technology. VoiceSignal's employees are not represented by any labor union and are not covered by any collective bargaining agreements.

VoiceSignal's Chief Executive Officer is Rich Gerson, previously a senior executive at Nokia, IBM, Toshiba, and McKinsey. Prior to joining VoiceSignal in 2003, Mr. Gerson was the Senior Vice President of Nokia Mobile Phones in the Americas.

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Facilities

VoiceSignal leases approximately 16,000 square feet of office space in Woburn, Massachusetts, pursuant to a lease that expires in June 2009. VoiceSignal also maintains sales offices in London, Seoul, Tokyo, Shanghai, and Taipei. VoiceSignal believes that its current facilities are suitable and adequate to meet its current needs. VoiceSignal intends to add new facilities or expand existing facilities as it adds employees, and it believes that suitable additional or substitute space will be available as needed to accommodate any such expansion of its operations.

Legal proceedings

Since 2004, VoiceSignal and Nuance have been engaged with each other in litigation regarding various patent and trade secret matters. In addition, the software and communications infrastructure industries are characterized by frequent claims and litigation, including claims regarding patent and other intellectual property rights as well as improper hiring practices. As a result, VoiceSignal may be involved in various legal proceedings from time to time.

Company Information

VoiceSignal's web site is located at www.voicesignal.com. VoiceSignal's principal executive offices are located at 150 Presidential Way, Woburn, MA 02801 and its main telephone number is (781) 970-5200.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
VOICESIGNAL'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following Management's Discussion and Analysis of Financial Condition and Results of Operation of VoiceSignal is intended to help the reader understand the results of operations and financial condition of VoiceSignal's business. This Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, VoiceSignal's consolidated financial statements and related notes thereto included elsewhere in this joint information statement/prospectus. This discussion and analysis contains forward-looking statements that involve risk, uncertainties and assumptions. The actual results could differ materially from those anticipated in the forward-looking statements, as a result of many factors, including those identified below, in "Risk Factors" and elsewhere in this joint information statement/prospectus.

OVERVIEW

Voice Signal Technologies, Inc., a Delaware corporation, is a privately held corporation based in Woburn, Massachusetts. Its subsidiaries include Voice Signal Technologies OY, located in Finland, and VoiceSignal KK, located in Japan, both of which are foreign corporations, as well as VoiceSignal Korea, Inc., located in Korea, and VoiceSignal International, Inc., located in China and England, both of which are Massachusetts corporations. Any reference to VoiceSignal includes its subsidiaries, unless otherwise apparent from the context.

VoiceSignal develops state-of-the-art small footprint, highly accurate, speech solutions for use on wireless mobile devices. VoiceSignal licenses its solutions to original equipment manufacturers, or OEMs, of mobile information devices, such as phones, handhelds, and directly to consumers of mobile devices.

VoiceSignal has been in operation since 1995 and its fiscal year ends on December 31.

Table of Contents**RESULTS OF OPERATIONS****Comparison of the Three Months ended March 31, 2007 and 2006*****Revenue***

The table set forth below presents, as a percentage of total revenue, certain selected financial data for the periods indicated:

	Three Months Ended March 31, 2007 2006	
Revenue:		
Royalties and licensing	92.3%	82.9%
Professional services	7.7	17.1
 Total revenue	 100.0	 100.0
Costs and expenses:		
Cost of revenue from amortization of intangible assets	1.9	2.1
Cost of professional services	4.8	6.8
 Gross margin	 93.3	 91.1
Research and development	26.2	27.8
Sales and marketing	19.0	18.5
General and administrative	19.7	20.6
 Total operating expenses	 64.9	 66.9
Income from operations	28.4	24.2
Interest income, net	0.5	0.3
 Income before income taxes	 28.9	 24.5
Benefit for income taxes	5.2	0.6
 Net income	 34.0%	 25.1%

Total Revenue

The table below presents total revenue in absolute dollars and percentage change (dollars in millions):

Three Months Ended March 31,

	2007	2006	Dollar Change	Percent Change
North America	\$ 3.6	\$ 2.5	\$ 1.1	41%
International	\$ 3.0	\$ 3.0	\$ 0.0	0%
Total revenue	\$ 6.6	\$ 5.5	\$ 1.1	\$ 19%

Total revenue increased \$1.1 million, or 19%, in the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. The increase in total revenue was primarily due to increased volume of shipping product containing VoiceSignal's technology from existing customers as well as volume from a new customer acquired in September, 2006. Two customers comprised 90% and 96% of total revenue for the three months ending March 31, 2007 and March 31, 2006, respectively.

Based on the location of the customers, the geographic split in the three months ended March 31, 2007 was 55% of total revenue in North America and 45% internationally. This compares to 46% of total revenue in North America and 54% internationally for the three months ended year ended March 31, 2006. The

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increase in revenue generated in North America was primarily due to increased sales with one large customer in the United States combined with a new customer located in North America.

Royalty and Licensing Revenue

Royalty and licensing revenue primarily consists of shipments of licensed speech products. The table below sets forth royalty and licensing revenue in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Royalty and licensing revenue	\$ 6.1	\$ 4.6	\$ 1.5	32%
As a percentage of total revenue	92%	83%		

Royalty and licensing revenue increased \$1.5 million, or 32%, in the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. The increase in royalty and licensing revenue was primarily due to increased volume of shipping product containing VoiceSignal technology from existing customers, as well as volume from a new customer acquired in September 2006. Two customers comprised 91% and 95% of royalty and licensing revenue for the three months ending March 31, 2007 and March 31, 2006, respectively.

Professional Services

Professional services revenue primarily consists of consulting and implementation services. The table set forth below presents professional services in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Professional services revenue	\$ 0.5	\$ 0.9	\$ (0.4)	(46)%
As a percentage of total revenue	8%	17%		

Professional services revenue decreased \$0.4 million, or 46%, in the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. The decrease in professional services revenue was primarily due to the combination of (1) an unusually high number of integrations for the three months ended March 31, 2006, and (2) a decrease in the average billable hourly rate as compared to the three months ended March 31, 2006. Two customers comprised 78% and 100% of professional services revenue for the three months ending March 31, 2007 and March 31, 2006, respectively. As certain other VoiceSignal customers begin to perform more of the integration services using their own internal resources, VoiceSignal's professional service revenue from these customers decreases.

Cost of Royalties and Licensing

Cost of revenue from amortization of intangible assets primarily consists of amortization of intellectual property that was purchased for use in VoiceSignal's products. The table set forth below presents cost of royalties and licensing in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Cost of revenue from amortization of intangible assets	\$ 0.13	\$ 0.12	\$ 0.01	(8)%
As a percentage of total revenue	2%	2%		

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Cost of amortization of intangible assets increased \$0.01 million, or 8%, in the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. The increase in cost of amortization of intangible assets was primarily due to additional intellectual property purchased in October 2006 which began to be amortized when purchased.

Cost of Professional Services

Cost of professional services primarily consists of compensation for integration support personnel and overhead. The table set forth below presents professional services in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Cost of professional services	\$ 0.3	\$ 0.4	\$ (0.1)	(25)%
As a percentage of total revenue	5%	7%		

Cost of professional services decreased \$0.1 million, or 25% in the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. The decrease in cost of professional services was primarily due to an unusually high number of integrations for the three months ended March 31, 2006 as several customers were uploading VoiceSignal's product on to new platforms.

Research and Development Expense

Research and development expense primarily consists of salaries and benefits, overhead, as well as share-based payments relating to VoiceSignal's research and engineering staff. The table below shows research and development expense, in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Total research and development expense	\$ 1.7	\$ 1.5	\$ 0.2	12%
As a percentage of total revenue	26%	28%		

Research and development expense increased \$0.2 million or 12%, for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase in research and development expense was primarily due to an increase in compensation related expenses associated with increased average headcount of five employees. While continuing to increase in absolute dollars, research and development expense decreased as a percentage of total revenue from 28% in the three months ended March 31, 2006 to 26% for the three months ended March 31, 2007.

VoiceSignal believes that the development of new products and the enhancement of existing products are essential to its success. Accordingly, VoiceSignal plans to continue to invest in research and development activities. To date, VoiceSignal has not capitalized any internal development costs as the cost incurred after technological feasibility but before release of products has not been significant. While VoiceSignal will continue to invest in research and development in fiscal 2007, VoiceSignal expects research and development expenses to decline as a percentage of revenue.

Sales and Marketing Expense

Sales and marketing expense includes salaries and benefits, share-based payments, commissions, public relations, tradeshows and other costs of marketing programs, travel expenses associated with VoiceSignal s

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sales organization and overhead. The table set forth below shows sales and marketing expense in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Total sales and marketing expense	\$ 1.2	\$ 1.0	\$ 0.2	22%
As a percentage of total revenue	19%	19%		

Sales and marketing expense increased \$0.2 million, or 22%, for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase in sales and marketing expense was primarily due to an increase in compensation related expenses, including salaries and commissions. While continuing to increase in absolute dollars, sales and marketing expense decreased as a percent of total revenue.

General and Administrative Expense

General and administrative expense primarily consists of personnel costs for administration, finance, human resources, information systems, facilities and general management, and fees for external professional advisors including accountants and attorneys. The table set forth below shows general and administrative expense in absolute dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended March 31,			
	2007	2006	Dollar Change	Percent Change
Total general and administrative expense	\$ 1.3	\$ 1.1	\$ 0.2	18%
As a percentage of total revenue	20%	21%		

General and administrative expense increased \$0.2 million, or 18%, for the three months ended March 31, 2007, as compared to the same period ended March 31, 2006. The increase in general and administrative expense was due primarily to an increase in compensation related expense for increased headcount and increased costs from VoiceSignal's foreign offices. Head count increased by one employee and VoiceSignal opened one new international office and expanded another office from three to five employees. While general and administrative expense increased in absolute dollars, the expense decreased as a percent of total revenue.

Benefit for Income Taxes

The table set forth below shows the benefit for income taxes in absolute dollars and the effective income tax rate (dollars in millions):

Three Months Ended March 31,

	2007	2006	Dollar Change	Percent Change
Income tax benefit	\$ 0.34	\$ 0.03	\$ 0.31	1,033%
Effective income tax rate	18%	2%		

The benefit for income taxes includes a decrease in the valuation allowance of approximately \$0.9 million and \$0.5 million for the periods ended March 31, 2007 and 2006, respectively due to the increased likelihood that VoiceSignal would generate sufficient taxable income to utilize a portion of the net deferred income tax recorded.

The difference between VoiceSignal's effective income tax rate and the federal statutory rate of 35% is due primarily to the change in its valuation allowance with respect to certain deferred tax assets, state income taxes, and the disallowance for tax purposes of certain share-based compensation charges.

The tax benefit also includes state and foreign tax expense as determined on a legal entity and tax jurisdiction basis.

Table of Contents**Comparison of Years Ended December 31, 2006, 2005 and 2004*****Revenue***

The table below sets forth, as a percentage of total revenue, certain selected financial data for the periods indicated:

	Year Ended December 31,		
	2006	2005	2004
Revenue:			
Royalties and licensing	87.5%	85.7%	87.2%
Professional services	12.5	14.3	12.8
Total revenue	100.0	100.0	100.0
Costs and expenses:			
Cost of amortization of intangible assets	1.9	0.0	0.0
Cost of professional services	5.5	11.3	6.6
Gross margin	92.6	88.7	93.4
Research and development	24.4	45.6	54.8
Sales and marketing	17.1	34.7	41.9
General and administrative	21.8	36.6	36.7
Total operating expenses	64.7	64.7	68.2
Income from operations	29.3	(28.1)	(40.0)
Interest income, net	0.0	1.8	0.6
Income before income taxes	29.2	(26.4)	(39.4)
Income tax benefit	0.8	27.3	0.0
Net income	30.0%	1.0%	(39.4)%

Total Revenue

The table below shows total revenue in absolute dollars and percentage change (dollars in millions):

	Three Years Ended December 31,				
	2006	2005	2004	% Change 2006 vs. 2005	% Change 2005 vs. 2004

North America	\$ 12.1	\$ 4.7	\$ 1.3	156%	262%
International	\$ 12.5	\$ 7.0	\$ 6.2	78%	13%
Total revenue	\$ 24.6	\$ 11.7	\$ 7.5	110%	57%

Fiscal 2006 Compared to Fiscal 2005

Total revenue for fiscal year 2006 increased by \$12.9 million, or 110%, as compared to the fiscal year 2005. The increase in total revenue was primarily due to increased volume of shipping product containing VoiceSignal's technology from VoiceSignal's two largest customers. These two customers comprised 94% and 87% of total revenue for fiscal years 2006 and 2005, respectively. VoiceSignal expects volume will continue to increase for these two customers in 2007.

Based on the location of the customers, the geographic split in fiscal 2006 was 49% of total revenue in North America and 51% internationally. This compares to 40% of total revenue in North America and 60% internationally for fiscal 2005. The increase in revenue generated in North America was primarily due to increased sales with one large customer in the United States combined with a new customer located in North America.

Table of Contents***Fiscal 2005 Compared to Fiscal 2004***

Total revenue for fiscal year 2005 increased by \$4.3 million, or 57%, as compared to the fiscal year 2004. The increase in total revenue was primarily due to increased volume of shipping product containing VoiceSignal technology from VoiceSignal's two largest customers. These two customers comprised 87% and 93% of total revenue for fiscal years 2005 and 2004, respectively. In addition, one customer who began shipping product late in fiscal 2004 increased its volume of shipping product in 2005.

Based on the location of the customers, the geographic split in fiscal 2005 was 40% of total revenue in North America and 60% internationally. This compares to 17% of total revenue in North America and 83% internationally for fiscal 2004. The increase in revenue generated in North America was primarily due to increased sales with one existing customer and one new customer located in the United States.

Royalty and Licensing Revenue

Royalty and licensing revenue primarily consists of shipments of licensed speech products. The table below sets forth royalty and licensing revenue in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change 2006 vs. 2005	% Change 2005 vs. 2004
	2006	2005	2004		
Royalty and licensing revenue	\$ 21.5	\$ 10.1	\$ 6.5	114%	55%
As a percentage of total revenue	87%	86%	87%		

Fiscal 2006 Compared to Fiscal 2005

Royalty and licensing revenue for fiscal year 2006 increased by \$11.5 million, or 114%, as compared to the fiscal year 2005. The increase in royalty and licensing revenue in 2006 was primarily due to increased volume of products containing VoiceSignal technology shipped by VoiceSignal's two largest customers. These two customers comprised 94% and 87% of royalty and licensing revenue for fiscal years 2006 and 2005, respectively.

Fiscal 2005 Compared to Fiscal 2004

Royalty and licensing revenue for fiscal year 2005 increased by \$3.5 million, or 55% as compared to the fiscal year 2004. The increase in royalty and licensing revenue was primarily due to increased volume of shipping product containing VoiceSignal technology by VoiceSignal's two largest customers. These two customers comprised 87% and 93% of royalty and licensing revenue for fiscal years 2005 and 2004, respectively. In addition, one customer who began shipping product late in fiscal 2004 increased the volume of shipping product containing VoiceSignal technology as well.

Professional Services

Professional services revenue primarily consists of consulting and implementation services. The table below shows professional services in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Professional services revenue	\$ 3.1	\$ 1.7	\$ 1.0	83%	76%
As a percentage of total revenue	13%	14%	13%		

Table of Contents***Fiscal 2006 Compared to Fiscal 2005***

Professional services revenue for fiscal year 2006 increased by \$1.4 million, or 83%, as compared to the fiscal year 2005. The increase in professional services revenue was primarily due to an increase in the number of product integrations performed for VoiceSignal customers in 2006. Two customers comprised 97% and 92% of professional services revenues for fiscal years 2006 and 2005, respectively.

Fiscal 2005 Compared to Fiscal 2004

Professional services revenue for fiscal year 2005 increased by \$0.7 million, or 76% as compared to the fiscal year 2004. The increase in professional services revenue was primarily due to an increase in the number of product integrations performed for VoiceSignal customers in 2005. Two customers comprised 92% and 97% of professional services revenue for fiscal years 2005 and 2004, respectively.

Cost of Revenue from Amortization of Intangible Assets

Cost of revenue from amortization of intangible assets primarily consists of amortization of intellectual property that was purchased for use in VoiceSignal's products. The table set forth below presents cost of revenue from amortization of intangible assets in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Cost of revenue from amortization of intangible assets	\$ 0.5	\$ 0.0	\$ 0.0	n/a	n/a
As a percentage of total revenue	2%	0%	0%		

Fiscal 2006 Compared to Fiscal 2005

Cost of revenue from amortization of intangible assets for fiscal year 2006 was \$0.5 million. There were no cost of royalties and licensing for fiscal years 2005 and 2004. The intellectual property that is amortized was first purchased in December of 2005 and put into service in January 2006 and therefore there was no amortization prior to 2006.

Fiscal 2005 Compared to Fiscal 2004

There were no cost of royalties and licensing for fiscal years 2005 and 2004. The intellectual property that is amortized was first purchased in December of 2005 and put into service in January 2006. As a result, there was no amortization prior to 2006.

Cost of Professional Services

Cost of professional services primarily consists of compensation for integration support personnel and overhead. The table set forth below presents professional services in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Cost of professional services revenue	\$ 1.4	\$ 1.3	\$ 0.5	8%	168%
As a percentage of total revenue	6%	11%	7%		

Table of Contents***Fiscal 2006 Compared to Fiscal 2005***

Cost of professional services for fiscal year 2006 increased by \$0.1 million, or 8%, as compared to the fiscal year 2005. Cost of professional services was relatively flat compared to 2005 as VoiceSignal's customer mix was consistent for both years. The growth in total revenue was driven primarily by higher volume of individual products and not a significant increase in the number of integrations. VoiceSignal's major customers have moved to a model where they assume more of the integration effort and require less assistance from VoiceSignal.

Fiscal 2005 Compared to Fiscal 2004

Cost of professional services for fiscal year 2005 increased by \$0.8 million, or 168%, as compared to the fiscal year 2004. The increase in cost of professional services was primarily due to a high number of integrations of VoiceSignal's product on to new platforms. In late 2004, VoiceSignal signed a contract amendment with a customer which guaranteed certain minimum volume levels for 2005 and 2006. This customer initiated many integrations to assure that they would hit those volumes.

Research and Development Expense

Research and development expense primarily consists of salaries and benefits, overhead, as well as share-based payments relating to VoiceSignal's research and engineering staff. The table below sets forth research and development expense, in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Total research and development expense	\$ 6.0	\$ 5.4	\$ 4.1	12%	31%
As a percentage of total revenue	24%	46%	55%		

Fiscal 2006 Compared to Fiscal 2005

Research and development expense for fiscal year 2006 increased by \$0.6 million, or 12%, as compared to the fiscal year 2005. The increase in research and development expenses was primarily due to an increase in compensation-related expense associated with increased average headcount of seven additional employees. At the end of fiscal 2006, VoiceSignal had 57 research and development employees as compared to 54 at the end of fiscal 2005.

Fiscal 2005 Compared to Fiscal 2004

Research and development expense for fiscal year 2005 increased by \$1.3 million, or 31%, as compared to the fiscal year 2004. The increase in research and development expenses was primarily due to an increase in compensation-related expense associated with increased average headcount of 16 employees. At the end of fiscal 2005, VoiceSignal had 54 research and development employees as compared to 33 at the end of fiscal 2004.

Sales and Marketing Expense

Sales and marketing expense includes salaries and benefits, share-based payments, commissions, public relations, tradeshows and other costs of marketing programs, travel expenses associated with the Company s

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sales organization and overhead. The table below shows sales and marketing expense in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Total sales and marketing expense	\$ 4.2	\$ 4.1	\$ 3.1	4%	30%
As a percentage of total revenue	17%	35%	42%		

Fiscal 2006 Compared to Fiscal 2005

Sales and marketing expense for fiscal year 2006 increased by \$0.1 million, or 4%, as compared to the fiscal year 2005. The increase in sales and marketing expenses was primarily due to an increase in compensation related expense associated with increased average headcount of one employee. At the end of fiscal 2006 VoiceSignal had 15 sales and marketing employees as compared to 14 at the end of fiscal 2005.

Fiscal 2005 Compared to Fiscal 2004

Sales and marketing expense for fiscal year 2005 increased by \$1.0 million, or 30%, as compared to the fiscal year 2004. The increase in sales and marketing expenses was primarily due to an increase in compensation-related expense associated with additional international hiring. In addition, VoiceSignal opened several international sales offices during 2005 which resulted in higher expenses as compared to 2004. The average increase in headcount was six employees. At the end of fiscal 2005 VoiceSignal had 14 sales and marketing employees as compared to 9 at the end of fiscal 2004.

General and Administrative Expense

General and administrative expense primarily consists of personnel costs for administration, finance, human resources, information systems, facilities and general management, and fees for external professional advisors including accountants and attorneys. The table below shows general and administrative expense in absolute dollars and as a percentage of total revenue (dollars in millions):

	Year Ended December 31,			% Change	% Change
	2006	2005	2004	2006 vs.	2005 vs.
				2005	2004
Total general and administrative expense	\$ 5.4	\$ 4.3	\$ 2.7	25%	57%
As a percentage of total revenue	22%	37%	37%		

Fiscal 2006 Compared to Fiscal 2005

General and administrative expense for fiscal year 2006 increased by \$1.1 million, or 25%, as compared to the fiscal year 2005. The increase in general and administrative expenses was primarily due to an increase in legal costs associated with the various litigation matters in which VoiceSignal is involved, as well as an increase in compensation-related expense associated with increased average headcount. Expenses associated with litigation costs were \$2.4 million in 2006 as compared to \$1.7 million in 2005. At the end of fiscal 2006, VoiceSignal had 10 general and administrative employees as compared to 9 at the end of fiscal 2005.

Fiscal 2005 Compared to Fiscal 2004

General and administrative expense for fiscal year 2005 increased by \$1.6 million, or 57%, as compared to the fiscal year 2004. The increase in general and administrative expenses was primarily due to an increase in legal costs associated with the various litigation matters in which VoiceSignal is involved, increased patent prosecution costs to protect the Company's intellectual property, and an increase in compensation-related expense associated with increased average headcount. Expenses associated with litigation costs were \$1.7 million in 2005

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as compared to \$0.5 million in 2004. At the end of fiscal 2005, VoiceSignal had 9 general and administrative employees as compared to 7 at the end of fiscal 2004.

Benefit for Income Taxes

The table below shows the provision for income taxes in absolute dollars and the effective income tax rate (dollars in millions):

	Year Ended December 31,			% Change 2006 vs. 2005	% Change 2005 vs. 2004
	2006	2005	2004		
Income tax benefit	\$ 0.2	\$ 3.2	\$ 0.0	94%	N/A
Effective income tax rate	3%	104%	0%		

The benefit for income taxes includes a decrease in the valuation allowance of approximately \$3.4 million in 2006 and \$2.0 million in 2005 and an increase in the valuation allowance of approximately \$1.7 million in 2004.

The difference between VoiceSignal's effective income tax rate and the federal statutory rate of 35% is due primarily to changes in Voice Signal's valuation allowance with respect to certain deferred tax assets, state income taxes, and the disallowance for tax purposes of certain share-based compensation charges.

The tax provision also includes state and foreign tax expense as determined on a legal entity and tax jurisdiction basis.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents totaled \$1.9 million as of March 31, 2007, a decrease of \$2.1 million as compared to \$4.0 million as of December 31, 2006. This decrease was composed of cash used in operating activities of \$1.9 million and cash used in investing of \$0.2 million. VoiceSignal's working capital was \$10.7 million at March 31, 2007 and the accumulated deficit was \$23 million. Cash and cash equivalents totaled \$4.0 million as of December 31, 2006, an increase of \$3.7 million as compared to \$0.3 million as of December 31, 2005. This increase was composed of cash provided by operating activities of \$1.1 million and cash provided by investing activities of \$2.6 million. VoiceSignal's working capital was \$8.7 million at December 31, 2006 and its accumulated deficit was \$24.8 million. VoiceSignal does not expect that its accumulated deficit will impact its future ability to operate given its strong cash and financial position.

Cash provided by (used in) operating activities

Cash used in operating activities for the three months ended March 31, 2007 was \$1.9 million, an increase of \$0.2 million, or 12%, as compared to net cash used in operating activities of \$1.7 million for the three months ended March 31, 2006. The increase was due to a \$2.8 million, or 1229%, increase in accounts receivable. This amount was \$3.1 million compared to \$0.2 million in the comparable period in fiscal 2006. The increase in accounts receivable was primarily due to a payment that was due in the three months ended March 31, 2007 that was received after the period then ended.

Cash provided by operating activities for 2006 was \$1.1 million, a decrease of \$4.5 million, or 81%, as compared to net cash provided by operating activities of \$5.6 million in 2005. Cash provided by operating activities was comprised of \$7.4 million in net income and \$0.8 million amortization and depreciation partially offset by a decrease in net working capital of \$7.1 million. The decrease in net working capital was primarily due to changes in deferred revenue of \$4.8 million and accounts receivable of \$2.7 million. The primary reason for the significant changes in deferred revenue and accounts receivable as compared to the 2005 balances is that the Company received a payment in 2005 of \$10.4 million for services to be provided for several years which increased its 2005 deferred revenue balance.

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Cash provided by operating activities for 2005 was \$5.6 million, an increase of \$9.5 million, or 243%, as compared to net cash used in operating activities of \$3.9 million in 2004. The increase was primarily composed of changes in net working capital of \$9.6 million as compared to 2004 partially offset by 2006 income of \$0.1 as compared to 2004 net loss of \$2.9. The primary reasons for the increase of cash provided by changes in net working capital were from changes in accounts receivable and deferred revenue. In 2005 deferred revenue and accounts receivable added \$7.0 million and \$2.0 million, respectively to cash provided by operating activities. In 2004, cash used in operations included accounts receivable of \$5.2 million and cash provided by deferred revenue of \$3.1 million. In 2005, the Company received a payment of \$10.4 million from one customer for services to be provided for several years which increased its 2005 deferred revenue balance.

Cash provided by (used in) investing activities

Cash used in investing activities for the three months ended March 31, 2007 was \$0.2 million, as compared to net cash provided by investing activities of \$2.0 million for the three months ended March 31, 2006. The change in cash used in investing activities was primarily driven by the net cash provided by the redemption of short-term investments in the fiscal 2006 period of \$2.1 million.

Cash provided by investing activities for 2006 was \$2.6 million as compared to net cash used in investing activities of \$7.2 million for 2005. The change in cash provided by investing activities was primarily caused by the redemption of approximately \$3 million of short-term investments in 2006 that had been purchased in 2005. In 2005, cash used in investing activities included approximately \$6 million for the purchase of short-term investments, and a \$0.7 million use of cash for the purchase of a data license.

Cash used in investing activities for 2005 was \$7.2 million as compared to \$0.2 million for 2004. The change in cash used in investing activities was primarily caused by the purchase of approximately \$6 million of short-term investments in 2005. In 2005, cash used in investing activities also included \$0.7 million outflow of cash for the purchase of a data license

Cash provided by (used in) financing activities

Cash provided by financing activities was less than \$0.1 million for each of the three months ended March 31, 2007 and 2006 and primarily consisted of cash received for exercise of stock options. Cash provided by financing activities was less than \$0.1 million for both 2006 and 2005 and primarily consisted of cash received for exercise of stock options. Cash provided by financing activities in 2005 was less than \$0.1 million as compared to \$1.0 million in 2004. Cash provided by financing activities in 2004 included \$0.9 million for the issuance of preferred stock.

Cash and cash equivalents totaled \$4.0 million as of December 31, 2006, an increase of \$3.7 million as compared to \$0.3 million as of December 31, 2005. This increase was composed of cash provided by operating activities of \$1.1 million and cash provided by investing of \$2.6 million. VoiceSignal's working capital was \$8.7 million at December 31, 2006 and its accumulated deficit was \$24.8 million.

VoiceSignal does not expect its accumulated deficit will impact its future ability to operate given its strong cash and financial position.

Credit Facility

In November 2006, the Company entered into an agreement with a financial institution to provide a revolving line of credit with a borrowing base of \$1,500,000 plus 80% of the Company's accounts receivable balance billed within the

prior 90 days, up to a total available balance of \$5,000,000. Borrowings under the line of credit bear interest at the bank's prime rate plus one-half of one percent (8.75% at March 31, 2007). As of March 31, 2007, the Company had no borrowings under this revolving line of credit.

The line of credit has an original term of 24 months and is subject to certain restrictive covenants. The most significant covenants relate to maintaining certain financial ratios, prohibiting change of control without the consent of the bank, requiring certain periodic reporting and limiting certain other transactions.

Table of Contents**Off-Balance Sheet Arrangements, Contractual Obligations, Contingent Liabilities and Commitments*****Contractual Obligations***

The Company leases certain offices at the Woburn location that requires future increases in the minimum base rent. Minimum lease payments through the expiration of the lease are as follows (in thousands):

Remaining in 2007	\$ 200
2008	\$ 274
2009	\$ 137
Total	\$ 611

Off-Balance Sheet Arrangements

Through March 31, 2007, VoiceSignal has not entered into any off-balance sheet arrangements or material transactions with unconsolidated entities or other persons.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, VoiceSignal evaluates its estimates and judgments, in particular those related to revenue recognition; software development costs; assumptions used in valuing stock-based compensation instruments; evaluating loss contingencies; and valuation allowances for deferred tax assets. Actual amounts could differ significantly from these estimates. VoiceSignal's management bases its estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

VoiceSignal believes the following critical accounting policies most significantly affect the portrayal of its financial condition and results of operations and require VoiceSignal's most difficult and subjective judgments.

Revenue Recognition. In accordance with the American Institute of Certified Public Accountants (AICPA) Statement of Position, or SOP, No. 97-2, Software Revenue Recognition, as amended by SOP 98-9, Software Revenue Recognition, With Respect to Certain Transactions, revenue from sales of software products is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, no significant Company obligations with regard to the product's functionality remain, the fee is fixed or determinable and collectibility is probable. VoiceSignal's software arrangements generally contain multiple elements such as royalty fees, professional services, and licenses fees. VoiceSignal has not established the fair values of the elements based on vendor specific objective evidence in the multiple element contracts. For those arrangements that require the customers to make large initial payments under multiple element contracts, VoiceSignal recognizes the revenue from the initial payments ratably over the period VoiceSignal expects to provide services, which is either the term of the respective agreement or the units shipped, provided the agreement specifies a fixed number of units. Additional payments received from customers during the term of the contracts for professional services or royalties are recognized as the services are provided or units are shipped to the customer, provided all other elements are delivered.

Non-software revenue is recognized in accordance with, the Securities and Exchange Commission's Staff Accounting Bulletin, or SAB, 104, Revenue Recognition in Financial Statements. Under SAB 104, VoiceSignal recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the fees are fixed or determinable and (iv) collectibility is reasonably assured.

VoiceSignal's revenue recognition policies require management to make significant estimates. VoiceSignal's management analyzes various factors, including a review of specific transactions, historical

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experience, creditworthiness of customers and current market and economic conditions. Changes in judgments based upon these factors could impact the timing and amount of revenue and cost recognized and thus affects the results of operations and financial condition.

Research and Development Costs. VoiceSignal accounts for the internal costs relating to research and development activities in accordance with SFAS 2, Accounting for Research and Development Costs, and SFAS 86, Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed. Research and development costs incurred for new software products and enhancements to existing products, other than certain software development costs that qualify for capitalization, are expensed as incurred. Software development costs incurred subsequent to the establishment of technological feasibility, but prior to the general release of the product, are capitalized and amortized to cost of revenue over the estimated useful life of the related products. Judgment is required in determining when technological feasibility of a product is established. VoiceSignal has determined that technological feasibility for its software products is reached shortly before the products are released to manufacturing. Costs incurred after technological feasibility is established have not been material, and accordingly, VoiceSignal has expensed the internal costs relating to research and development when incurred.

Accounting for Share-Based Payments. VoiceSignal accounts for share-based payments in accordance with SFAS 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 period which is generally the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including determining the fair value of the underlying stock, estimating expected dividends, share price volatility and the amount of share-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, share-based compensation expense and results of operations could be materially impacted.

Income Taxes. Deferred tax assets and liabilities are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. VoiceSignal does not provide for U.S. income taxes on the undistributed earnings of its foreign subsidiaries, which it considers to be indefinitely reinvested outside of the U.S. in accordance with Accounting Principles Board (APB) Opinion No. 23, Accounting for Income Taxes Special Areas.

VoiceSignal makes judgments regarding the realizability of its deferred tax assets. In accordance with SFAS 109, Accounting for Income Taxes, the carrying value of the net deferred tax assets is based on the belief that it is more likely than not that the Company will generate sufficient future taxable income to realize these deferred tax assets after consideration of all available evidence. VoiceSignal regularly reviews its deferred tax assets for recoverability considering historical profitability, projected future taxable income, and the expected timing of the reversals of existing temporary differences and tax planning strategies.

Valuation allowances have been established for U.S. deferred tax assets, which VoiceSignal believes does not meet the more likely than not criteria established by SFAS 109. If VoiceSignal is subsequently able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been established, then VoiceSignal may be required to recognize these deferred tax assets through the reduction of the valuation allowance which would result in a material benefit to VoiceSignal's results of operations in the period in which the benefit is determined, excluding the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination and created as a result of share-based payments. The recognition of the portion of the valuation allowance which relates to net deferred tax assets resulting from share-based payments will be recorded as additional paid-in-capital; the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination will reduce goodwill, other intangible assets, and to the extent remaining, the provision for income taxes. Under the provisions of the Internal Revenue Code, certain substantial changes in

VoiceSignal's ownership may result in a limitation on the amount of net operating carry forwards, which can be used in future years.

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Loss Contingencies. VoiceSignal is subject to legal proceedings, lawsuits and other claims relating to labor, service and other matters arising in the ordinary course of business, as discussed in Note 8 of VoiceSignal Notes to the Consolidated Financial Statements. Quarterly, VoiceSignal reviews the status of each significant matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, VoiceSignal accrues a liability for the estimated loss. Significant judgment is required in both the determination of probability and the determination as to whether an exposure is reasonably estimable. Because of uncertainties related to these matters, accruals are based only on the best information available at the time. As additional information becomes available, VoiceSignal reassesses the potential liability related to its pending claims and litigation and may revise its estimates. Such revisions in the estimates of the potential liabilities could have a material impact on the results of operations and financial position.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board, or FASB, issued Interpretation No. 48, or FIN 48,

Accounting for Income Tax Uncertainties, which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with Statement of Financial Accounting Standards (SFAS) No. 109,

Accounting for Income Taxes. FIN 48 prescribes a recognition threshold of more-likely-than-not and a measurement attribute on all tax positions taken or expected to be taken in a tax return in order to be recognized in the financial statements. In making this assessment, a company must determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based solely on the technical merits of the position and that the tax position will be examined by appropriate taxing authority that would have full knowledge of all relevant information. Once the recognition threshold is met, the tax position is then measured to determine the actual amount of benefit to recognize in the financial statements. In addition, the recognition threshold of more-likely-than-not must continue to be met in each reporting period to support continued recognition of the tax benefit. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the financial reporting period in which that threshold is no longer met. VoiceSignal adopted FIN 48 effective January 1, 2007, and there was no impact to VoiceSignal's financial statements.

In February 2007, the FASB issued SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and volatility in earnings caused by measuring related assets and liabilities differently. It also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year, provided that the entity makes that choice in the first 120 days of that fiscal year. VoiceSignal is currently evaluating the impact, if any, that SFAS 159 may have on its consolidated financial statements.

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DESCRIPTION OF NUANCE CAPITAL STOCK

Nuance is authorized to issue 560,000,000 shares of common stock, \$0.001 par value, and 40,000,000 shares of preferred stock, \$0.001 par value. The following description of Nuance capital stock is subject to and qualified in its entirety by Nuance's certificate of incorporation and bylaws, which are included as exhibits to the registration statement of which this joint information statement/prospectus forms a part, and by the applicable provisions of Delaware law.

Common Stock

As of April 30, 2007, there were 176,390,889 shares of Nuance common stock outstanding, excluding shares of common stock held by Nuance in its treasury, and 3,132,119 shares of common stock issued and held by Nuance in its treasury.

The holders of Nuance common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of Nuance common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available therefor. In the event of a liquidation, dissolution or winding up of Nuance, the holders of Nuance common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior rights of preferred stock, if any, then outstanding. Nuance common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions available to Nuance common stock. The rights, preferences, and privileges of holders of Nuance common stock are subject to, and may be adversely affected by, the rights of holders of shares of Nuance preferred stock, as discussed below.

Preferred Stock

Nuance is authorized to issue up to 40,000,000 shares of preferred stock, par value \$0.001 per share. Nuance has designated 100,000 shares as Series A participating preferred stock and 15,000,000 shares as Series B preferred stock. The Series B preferred stock is convertible into shares of common stock on a one-for-one basis. The Series B preferred stock has a liquidation preference of \$1.30 per share plus all declared but unpaid dividends. The holders of Series B preferred stock are entitled to non-cumulative dividends at the rate of \$0.05 per annum per share, payable when, and if declared by the board of directors. To date, no dividends have been declared by the board of directors. Holders of Series B preferred stock have no voting rights, except those rights provided under Delaware law. The Company has reserved 3,562,238 shares of its common stock for issuance upon conversion of the Series B preferred stock. The undesignated shares of preferred stock will have rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by the Nuance board of directors upon issuance of the preferred stock.

Nuance preferred stock may have the effect of delaying, deferring or preventing a change in control of Nuance without further action by the stockholders. Additionally, the issuance of preferred stock may adversely affect the rights of the holders of common stock as follows:

Dividends. Nuance preferred stock is entitled to receive dividends out of any legally available assets, when and if declared by the Nuance board of directors and prior and in preference to any declaration or payment of any dividend on the common stock. In addition, after the first issuance of the Series A participating preferred stock, Nuance cannot declare a dividend or make any distribution on the common stock unless Nuance concurrently declares a dividend on such Series A participating preferred stock. Moreover, Nuance cannot pay dividends or

make any distribution on the common stock as long as dividends payable to the Series A participating preferred stock are in arrears. With respect to the Series B preferred stock, Nuance cannot declare a dividend or make any distribution on the common stock unless full dividends on the Series B preferred stock have been paid or declared and the sum sufficient for the payment set apart.

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Voting Rights. Each share of Series A participating preferred stock entitles its holder to 1,000 votes on all matters submitted to a vote of Nuance stockholders. In addition, the Series A participating preferred stock and the common stock holders vote together as one class on all matters submitted to a vote of our stockholders. The holders of Series B preferred stock are not entitled to vote on any matter (except as provided in Delaware law in connection with amendments to the Nuance certificate of incorporation that, among other things, would alter or change the rights and preferences of the class, in which case each share of Series B preferred stock would be entitled to one vote). However, the Series B preferred stock is convertible into common stock, and as a result, may dilute the voting power of the common stock.

Liquidation, Dissolution or Winding Up. The preferred stock is entitled to certain liquidation preferences upon the occurrence of a liquidation, dissolution or winding up of Nuance. If there are insufficient assets or funds to permit this preferential amount, then Nuance's entire assets and all of our funds legally available for distribution will be distributed ratably among the preferred stockholders. The remaining assets, if any, will be distributed to the common stockholders on a pro rata basis.

Preemptive Rights. The Nuance Series A participating preferred stock and Series B preferred stock do not have any preemptive rights.

Options and Warrants

As of April 30, 2007, not more than 18,470,116 shares of Nuance common stock were reserved for issuance upon exercise of outstanding employee and director stock options to purchase shares of Nuance common stock. As of April 30, 2007, there were warrants outstanding to purchase an aggregate of 7,197,103 shares of Nuance common stock and 5,512,484 outstanding restricted stock units outstanding. Conversion of any or all of these options or warrants into shares of Nuance common stock will result in dilution to other holders of Nuance common stock.

Anti-Takeover Provisions

Certain provisions of Delaware law and the Nuance certificate of incorporation and bylaws could make the acquisition of Nuance by means of a tender offer, or the acquisition of control of Nuance by means of a proxy contest or otherwise more difficult. These provisions, summarized below, are intended to discourage certain types of coercive takeover practices and inadequate takeover bids, and are designed to encourage persons seeking to acquire control of Nuance to negotiate with the Nuance board of directors. Nuance believes that the benefits of increased protection against an unfriendly or unsolicited proposal to acquire or restructure Nuance outweigh the disadvantages of discouraging such proposals. Among other things, negotiation of such proposals could result in an improvement of their terms.

Delaware Anti-Takeover Law. Nuance is subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved by Nuance's board of directors in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own, 15% or more of a corporation's voting stock. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

Other Provisions in the Nuance certificate of incorporation and bylaws. The Nuance certificate of incorporation and bylaws provide other mechanisms that may help to delay, defer or prevent a change in control. For example, the Nuance certificate of incorporation provides that stockholders may not take action by written consent without a meeting, but must take any action at a duly called annual or special meeting.

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This provision makes it more difficult for stockholders to take action opposed by the Nuance board of directors.

The Nuance certificate of incorporation does not provide for cumulative voting in the election of directors. Cumulative voting provides for a minority stockholder to vote a portion or all of its shares for one or more candidates for seats on the board of directors. Without cumulative voting, a minority stockholder will not be able to gain as many seats on Nuance's board of directors based on the number of shares of Nuance stock that such stockholder holds than if cumulative voting were permitted. The elimination of cumulative voting makes it more difficult for a minority stockholder to gain a seat on Nuance's board of directors to influence the board of directors' decision regarding a takeover.

Under the Nuance certificate of incorporation, 24,900,000 shares of preferred stock remain undesignated. The authorization of undesignated preferred stock makes it possible for the board of directors, without stockholder approval, to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to obtain control of Nuance.

The Nuance bylaws contain advance notice procedures that apply to stockholder proposals and the nomination of candidates for election as directors by stockholders other than nominations made pursuant to the notice given by Nuance with respect to such meetings or nominations made by or at the direction of the board of directors.

Lastly, Nuance's bylaws eliminate the right of stockholders to act by written consent without a meeting.

These and other provisions may have the effect of deferring hostile takeovers or delaying changes in control or management of Nuance.

Transfer Agent and Registrar

The transfer agent and registrar for Nuance common stock is U.S. Stock Transfer Corporation.

MARKET FOR NUANCE'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Nuance common stock trades on the NASDAQ Global Select Market under the symbol NUAN. The following table sets forth, for each quarter of Nuance's fiscal years indicated, the high and low closing sales prices per Nuance common share, in each case as reported on the Nasdaq Global Select Market.

	High	Low
2005		
First Quarter	\$ 4.51	\$ 3.28
Second Quarter	\$ 4.80	\$ 3.43
Third Quarter	\$ 4.64	\$ 3.42
Fourth Quarter	\$ 5.35	\$ 3.74
2006		
First Quarter	\$ 7.89	\$ 4.60
Second Quarter	\$ 12.04	\$ 7.41
Third Quarter	\$ 13.48	\$ 7.37

Fourth Quarter 2007	\$ 10.39	\$ 6.94
First Quarter	\$ 12.02	\$ 7.64
Second Quarter	\$ 16.63	\$ 11.00
Third Quarter, through Market close on May 30, 2007	\$ 17.20	\$ 14.94

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The high and low sale prices of Nuance common stock as of May 14, 2007, the date immediately prior to public announcement of the merger, were \$15.49 and \$15.23, respectively. In addition, as of June , 2007, the high and low sale prices of Nuance common stock were \$ and \$, respectively.

Holders

As of April 30, 2007, there were 1,173 stockholders of record of Nuance common stock.

None of the (i) persons who are known to be the beneficial owners of more than 5% of any class of Nuance s equity securities, (ii) Nuance directors, and (iii) Nuance directors and officers as a group will acquire shares of Nuance common stock in connection with the merger. Completion of the merger and the issuance of Nuance common stock in the merger will not result in a change in the percentage of any class of Nuance equity securities beneficially owned by any of the foregoing persons that exceeds 1%.

Dividend Policy

Nuance has never declared or paid any cash dividends on its capital stock. Nuance currently expects to retain future earnings, if any, to finance the growth and development of Nuance s business and does not anticipate paying any cash dividends in the foreseeable future. The terms of Nuance s credit facility place restrictions on Nuance s ability to pay dividends except for stock dividends.

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The following performance graph compares the Company's cumulative total return on its Common Stock for a 69-month period ended September 30, 2006 with the cumulative total return of the Russell 2000, and the S&P Information Technology indices assuming \$100 was invested in the Company's Common Stock and each of the indices on December 31, 2000. The measurement periods shown in the performance graph below correspond to the Company's fiscal years ended December 31, 2001, 2002, 2003 and September 30, 2004, 2005 and 2006. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

Comparison of 5 Year Cumulative Total Return*
Among Nuance Communications, Inc., The Russell 2000 Index
and The S&P Information Technology Index

	Cumulative Total Return						
	12/00	12/01	12/02	12/03	9/04	9/05	9/06
Nuance Communications, Inc.	100.00	917.24	1109.22	1134.81	870.31	1136.95	1742.75
Russell 2000	100.00	102.49	81.49	120.00	124.46	146.80	161.37
S&P Information Technology	100.00	74.13	46.40	68.31	61.70	70.00	72.28

* \$100 invested on December 31, 2000 in stock or index-including reinvestment of dividends.

Quantitative and Qualitative Disclosures about Market Risk

Nuance is exposed to market risk from changes in foreign currency exchange rates and interest rates, which could affect operating results, financial position and cash flows. Nuance manages its exposure to these market risks through its regular operating and financing activities and, when appropriate, through the use of derivative financial instruments.

Exchange Rate Sensitivity. Nuance is exposed to changes in foreign currency exchange rates. Any foreign currency transaction, defined as a transaction denominated in a currency other than the U.S. dollar, will be reported in U.S. dollars at the applicable exchange rate. Assets and liabilities are translated into U.S. dollars at exchange rates in effect at the balance sheet date and income and expense items are translated at average rates for the period. The primary foreign currency denominated transactions include revenue and

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expenses and the resulting accounts receivable and accounts payable balances reflected on Nuance's balance sheet. Therefore, the change in the value of the U.S. dollar as compared to foreign currencies will have either a positive or negative effect on Nuance's financial position and results of operations. Historically, Nuance's primary exposure has related to transactions denominated in the Euro, British Pound, Canadian Dollar, Japanese Yen, Israeli New Shekel, and Hungarian Forint.

Assuming a 10% appreciation or depreciation in foreign currency exchange rates from the quoted foreign currency exchange rates at September 30, 2006, the impact to Nuance's revenue, operating results or cash flows could be adversely affected.

In certain instances, Nuance has entered into forward exchange derivative contracts to hedge against foreign currency fluctuations. In all cases, Nuance uses these derivative instruments to reduce its foreign exchange risk by essentially creating offsetting market exposures. The success of the hedging program depends on Nuance's forecasts of transaction activity in the various currencies. Nuance does not use derivative instruments for trading or speculative purposes. At September 30, 2006, there were no outstanding derivative foreign exchange hedging instruments and Nuance did not enter into any forward exchange derivative contracts during fiscal 2006.

On November 3, 2003, Nuance entered into a forward exchange derivative contract to hedge its foreign currency exposure related to 3.5 million euros of inter-company receivables from its Belgian subsidiary to the United States. The contract had a one-year term that expired on November 1, 2004. On November 1, 2004, Nuance renewed this forward hedge contract; the renewed contract had a one-year term expiring on November 1, 2005; however it was cancelable at Nuance's discretion. In February 2005, Nuance liquidated the contract. For fiscal year 2005 and 2004, Nuance realized a loss of \$0.4 million, and recognized a gain of less than \$0.1 million, respectively, related to this hedge.

On November 5, 2003, Nuance entered into a forward exchange derivative contract to hedge its foreign currency exposure related to 7.5 million Singapore Dollars of inter-company receivables from its Singapore subsidiary to the United States. The original contract expired on January 30, 2004, but was extended to October 29, 2004. The contract was terminated on October 29, 2004. Nuance realized a loss of approximately \$0.2 million in connection with the termination of this hedge.

Interest Rate Sensitivity. Nuance is exposed to interest rate risk as a result of its significant cash and cash equivalents, and the outstanding debt under its March 31, 2006 credit facility.

At September 30, 2006, Nuance held approximately \$112.3 million of cash and cash equivalents primarily consisting of cash and money-market funds. Due to the low current market yields and the short-term nature of Nuance's investments, a hypothetical change in market rates is not expected to have a material effect on the fair value of Nuance's portfolio or results of operations.

At September 30, 2006, Nuance's total outstanding debt balance exposed to variable interest rates was \$353.2 million. To partially offset this variable interest rate exposure, Nuance entered into a \$100 million interest rate swap derivative contract. The interest rate swap is structured to offset period changes in the variable interest rate without changing the characteristics of the underlying debt instrument. A hypothetical change in market rates would have a significant impact on the interest expense and amounts payable relating to the \$253.2 million of debt that is not offset by the interest rate swap; assuming a 1.0% change in interest rates, the interest expense would increase \$2.5 million per annum.

COMPARISON OF STOCKHOLDER RIGHTS

The following is a description of the material differences between the rights of holders of Nuance common stock and the rights of holders of VoiceSignal common stock. While we believe that this description covers the material differences between the two, this summary may not contain all of the information that is important to you. This summary is not intended to be a complete discussion of the certificates of incorporation and bylaws of Nuance and VoiceSignal and it is qualified in its entirety by applicable Delaware law as well as by Nuance's and VoiceSignal's respective certificates of incorporation and bylaws. The identification of

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specific differences is not meant to indicate that other equally or more significant differences do not exist. You should carefully read this entire joint information statement/prospectus and the other documents we refer to for a more complete understanding of the differences between being a stockholder of Nuance and being a stockholder of VoiceSignal. Nuance has filed with the SEC its certificate of incorporation and bylaws and will send copies of these documents to you upon your request. See the section of this joint information statement/prospectus entitled "Where You Can Find More Information."

Nuance and VoiceSignal are both Delaware corporations. The rights of each company's stockholders are generally governed by the law of the State of Delaware and each company's certificate of incorporation and bylaws. Upon completion of the merger, stockholders of VoiceSignal will become stockholders of Nuance, and the Nuance certificate of incorporation and bylaws will govern the rights of former VoiceSignal stockholders. No changes to the Nuance certificate of incorporation or bylaws will be adopted in connection with the merger.

If you are a holder of shares of VoiceSignal preferred stock, you will be receiving shares of Nuance common stock in exchange for your shares of VoiceSignal preferred stock. As such, there are certain rights you will be foregoing as a holder of VoiceSignal preferred stock (which may further vary depending upon which series of VoiceSignal preferred stock you hold), including, without limitation, liquidation preferences and antidilution protection. In addition, if you are a holder of VoiceSignal Series C preferred stock or Series D preferred stock, you will also be giving up certain other rights, such as the right to vote as a separate class to elect one or more directors, certain protective provisions that may require your consent before various corporate actions are taken, the right to accrued dividends, and redemption rights.

Authorized Capital Stock

Nuance's certificate of incorporation, as amended, authorizes the issuance of 600,000,000 shares of capital stock, consisting of:

560,000,000 shares of common stock, par value \$0.001 per share; and

40,000,000 shares of preferred stock, par value \$0.001 per share, 100,000 shares of which have been designated as Series A Participating Preferred Stock and 15,000,000 shares of which have been designated as Series B Preferred Stock.

VoiceSignal's certificate of incorporation authorizes the issuance of 208,084,844 shares of capital stock consisting of:

128,000,000 shares of common stock, par value \$0.001 per share; and

80,084,844 shares of preferred stock, par value \$0.001 per share, 5,600,000 shares of which have been designated as Series A Preferred Stock, 1,820,000 shares of which have been designated as Series B Preferred Stock, 6,383,294 shares of which have been designated as Series C Preferred Stock and 66,281,550 shares of which have been designated as Series D Preferred Stock.

Board of Directors

Nuance's certificate of incorporation provides that the number of directors comprising the Nuance board of directors shall be fixed, and may be changed from time to time, by an amendment to Nuance's bylaws that has been duly adopted by the Nuance board of directors or by the Nuance stockholders. Nuance's bylaws provide that the number of directors comprising the Nuance board of directors shall be determined by resolution of the Nuance board of directors or the Nuance stockholders. The Nuance board of directors currently has nine members.

VoiceSignal's certificate of incorporation does not currently fix the number of directors comprising the VoiceSignal board of directors. VoiceSignal's bylaws provide that the authorized number of directors will be not less than one nor more than thirteen. VoiceSignal's bylaws provide that the exact number of directors comprising the VoiceSignal board of directors shall be determined by resolution of the VoiceSignal board of directors or the VoiceSignal stockholders. The VoiceSignal board of directors currently has seven members.

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Removal of Directors

Each of Nuance's and VoiceSignal's bylaws provide that any director, or the entire board of directors, may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Filling Vacancies on the Board of Directors

Nuance's bylaws provide that vacancies on the Nuance board of directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by the sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified or until their earlier resignation or removal.

VoiceSignal's bylaws provide that vacancies on the VoiceSignal board of directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the director so chosen shall hold office until the term expires.

Stockholder Action by Written Consent

Nuance's certificate of incorporation provides that no action required to be taken or that may be taken at any annual or special meeting of the Nuance stockholders may be taken without a meeting, and that the power of the Nuance stockholders to consent in writing without a meeting to the taking of action is specifically denied.

Nuance's bylaws provide that special meetings of the Nuance stockholders may be called at any time by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of the stockholders owning not less than 10% of the entire capital stock of the corporation issued and outstanding and entitled to vote. Nuance's bylaws provide that special meetings of the Nuance board of directors may be called at any time by the president, provided certain notice is given to each of the directors, and shall be called by the president or secretary on the written request of two directors, unless the board consists of only one director, in which case special meetings shall be called by the president or secretary on written request of the sole director.

VoiceSignal's bylaws provide that stockholders of VoiceSignal may take any action required by law to be taken at any annual or special meeting of stockholders of VoiceSignal without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. VoiceSignal's bylaws provide that special meetings of the VoiceSignal stockholders may be called by the board of directors, the chairman, if any, the president or any vice president. VoiceSignal's bylaws provide that special meetings of the VoiceSignal board of directors for any purpose or purposes may be called at any time by the chairman of the board, the president, any two directors, or by the secretary on written request of two or more directors.

Amendment of Certificate of Incorporation

Nuance's certificate of incorporation may be amended as provided by Delaware law; and all rights conferred upon stockholders therein are granted subject to this reservation; provided, however, that Nuance's certificate of incorporation may not be amended in any manner which would materially alter or change the power, preferences or special rights of Nuance's Participating Series A Preferred Stock so as to affect them adversely without the affirmative

vote of the holders of a majority of the then outstanding shares of Nuance's Series A Preferred Stock, voting as a separate class. As of the date hereof, no Nuance Series A Preferred Stock is issued or outstanding.

VoiceSignal's certificate of incorporation may not be amended without the prior written consent or affirmative vote of the holders of a majority of the then outstanding shares of Series C Preferred Stock and

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Series D Preferred Stock voting together as a single class, and in no event shall be amended in any manner which would seek to avoid the observance or performance of any of the terms to be observed or performed thereunder.

Amendment of Bylaws

Nuance's certificate of incorporation provides that the Nuance board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of Nuance's bylaws.

Nuance's bylaws provide that, except for Section 7 of Article VII (Prohibitions on Toxics), Nuance's bylaws may be altered, amended or repealed or new bylaws adopted by Nuance stockholders or the Nuance board of directors, when such power is conferred upon the board of directors by the certificate of incorporation.

VoiceSignal's bylaws provide that, except for Section 7.6 (Amendment to Indemnification), VoiceSignal's bylaws may be adopted, amended or repealed at any meeting of the board of directors upon notice thereof or at any meeting of the stockholder by vote of the holders of the majority of the stock issued and outstanding and entitled to vote at such meeting; provided, however, that the board of directors may not amend or repeal Article 8.1 (Amendments) or any provision of the bylaws which by applicable law, the certificate of incorporation or the bylaws requires action by stockholders.

Indemnification of Officers and Directors

Section 145 of the General Corporation Law of the State of Delaware provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against liability under Section 145.

Each of Nuance and VoiceSignal's certificates of incorporation contains a provision eliminating the personal liability of its directors to the company or its stockholders for monetary damages for breach of fiduciary duty as a director. Nuance's certificate of incorporation further provides that Nuance is authorized to provide, to the fullest extent permitted by applicable law, indemnification for its agents through bylaw provisions, agreements with such agents, vote of stockholders or disinterested directors or otherwise, with respect to actions for breach of duty to Nuance, its stockholders and others.

The bylaws of Nuance generally provide for the mandatory indemnification of, and payment of expenses incurred by, its directors and officers to the fullest extent permitted by applicable law unless the proceedings were initiated by the director or officer that was not authorized by the board of directors. The bylaws of VoiceSignal generally provide for the indemnification of, and payment of expenses incurred by, its directors, officers, employees and agents to fullest

extent permitted by applicable law. Nuance and VoiceSignal have also entered into indemnification agreements with their respective directors and officers.

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In addition, in accordance with the terms of the merger agreement and upon completion of the merger, Nuance has agreed, as permitted by law, to fulfill and honor the obligations of VoiceSignal pursuant to any indemnification agreements between VoiceSignal and its directors, officers, employees and agents. Subject to the limitations contained in the merger agreement, Nuance has also agreed for a period of six years after the effective time of the merger, to maintain directors' and officers' liability insurance covering those persons who were covered by VoiceSignal directors and officers' liability insurance policy as of the effective time of the merger, on comparable terms to those applicable as of the effective time of the merger to VoiceSignal directors and officers and covering all periods prior to the effective time of the merger.

Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

LEGAL MATTERS

The validity of the shares of Nuance common stock offered by this joint information statement/prospectus will be passed upon for Nuance by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California.

EXPERTS

The consolidated financial statements and management's report on the effectiveness of internal control over financial reporting of Nuance Communications, Inc. included in this joint information statement/prospectus have been audited by BDO Seidman, LLP, an independent registered public accounting firm, to the extent and for the periods set forth in their reports appearing elsewhere herein and in the joint information statement/prospectus, and are included in reliance upon such reports given upon the authority of said firm as experts in auditing and accounting.

Voice Signal Technologies, Inc.'s consolidated financial statements as of December 31, 2006 and 2005, and for each of the years in the three year period ended December 31, 2006 included herein have been audited by Vitale, Caturano, & Company, Ltd., independent accountants, as indicated in their report with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

The consolidated financial statements of Bluestar Resources Limited at December 31, 2006 and 2005, and for the years then ended, appearing in this Prospectus and Registration Statement have been audited by S.R. Batliboi & Associates (a member firm of Ernst & Young Global), independent auditors, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The audited financial statements of Dictaphone Corporation included in this joint information statement/prospectus have been so included in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The consolidated statements of operations, changes in stockholders' equity and cash flows of Dictaphone Corporation and its subsidiaries for the year ended December 31, 2003 appearing in this joint information statement/prospectus, have been audited by Grant Thornton LLP, an independent registered public accounting firm, as set forth in their report with respect thereto, and have been included herein in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The consolidated financial statements and the related financial statement schedule as of December 31, 2004 and 2003 and for each of the three years in the period ended December 31, 2004 of Former Nuance Communications, Inc. included in this joint information statement/prospectus have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing herein, and

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are included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The audited historical financial statements of Phonetic Systems Ltd. as of December 31, 2004 and 2003, and for each of the three years in the period ended December 31, 2004 included in this joint information statement/prospectus have been audited by Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, an independent registered public accounting firm, as stated in their report, in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

Nuance has filed a registration statement on Form S-4 under the Securities Act with the SEC with respect to Nuance common stock to be issued to VoiceSignal stockholders pursuant to the merger. This joint information statement/prospectus constitutes the prospectus of Nuance filed as part of the registration statement. The registration statement and its exhibits are available for inspection and copying as set forth below.

In addition, Nuance files annual, quarterly and current reports, proxy and information statements and other information with the SEC under the Exchange Act of 1934. Copies of these reports, proxy statements and other information may be inspected and copied at the public reference facilities maintained by the SEC at:

Judiciary Plaza
Room 1024
450 Fifth Street, N.W.
Washington, D.C. 20549

Reports, proxy statements and other information concerning Nuance may be inspected at:

The National Association of Securities Dealers
1735 K Street, N.W.
Washington, D.C. 20006

Copies of these materials can also be obtained by mail at prescribed rates from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains a Website that contains reports, proxy statements and other information regarding each of us. The address of the SEC web site is <http://www.sec.gov>.

You may also obtain these documents by requesting them in writing or by telephone from Nuance at:

Nuance Communications, Inc.
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
Attention: Garrison Smith

Additionally, VoiceSignal stockholders should call Damon Pender, Vice President of Finance at (781) 970-5200 with any questions about the merger.

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Information on Nuance Web Site

Information on any Nuance Internet web site is not part of this document and you should not rely on that information in deciding whether to approve the share issuance, unless that information is also in this joint information statement/prospectus or in a document that is incorporated by reference in this joint information statement/prospectus.

Information on VoiceSignal Web Site

Information on any VoiceSignal Internet web site is not part of this document and you should not rely on that information in deciding whether to adopt the merger agreement and approve the transactions contemplated thereby, unless that information is also in this joint information statement/prospectus or in a document that is incorporated by reference in this joint information statement/prospectus.

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Nuance Communications, Inc.
(formerly ScanSoft, Inc.)

Quarterly Financial Statements

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NUANCE COMMUNICATIONS, INC.
CONSOLIDATED BALANCE SHEETS

	March 31, 2007 (Unaudited)	September 30, 2006
	(In thousands, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 89,204	\$ 112,334
Accounts receivable, less allowances of \$18,364 and \$20,207, respectively	117,267	110,778
Acquired unbilled accounts receivable	5,456	19,748
Inventories, net	8,352	6,795
Prepaid expenses and other current assets	14,589	13,245
Deferred tax assets	391	421
Total current assets	235,259	263,321
Land, building and equipment, net	31,755	30,700
Goodwill	750,835	699,333
Other intangible assets, net	230,490	220,040
Other long-term assets	25,818	21,680
Total assets	\$ 1,274,157	\$ 1,235,074
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt and obligations under capital leases	\$ 4,310	\$ 3,953
Accounts payable	32,886	27,768
Accrued expenses	57,228	52,674
Current portion of accrued business combination costs	13,582	14,810
Deferred maintenance revenue	64,660	63,269
Unearned revenue and customer deposits	31,879	30,320
Deferred acquisition payments, net		19,254
Total current liabilities	204,545	212,048
Long-term debt and obligations under capital leases, net of current portion	348,703	349,990
Accrued business combination costs, net of current portion	40,286	45,255
Deferred maintenance revenue, net of current portion	11,562	9,800
Deferred tax liability	31,064	19,926
Other liabilities	22,683	21,459

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Total liabilities	658,843	658,478
Commitments and contingencies		
Stockholders' equity:		
Series B preferred stock, \$0.001 par value; 40,000,000 shares authorized; 3,562,238 shares issued and outstanding (liquidation preference \$4,631)	4,631	4,631
Common stock, \$0.001 par value; 560,000,000 shares authorized; 178,023,654 and 173,182,430 shares issued and 174,895,599 and 170,152,247 shares outstanding, respectively	179	174
Additional paid-in capital	814,336	773,120
Treasury stock, at cost (3,128,055 and 3,030,183 shares, respectively)	(14,323)	(12,859)
Accumulated other comprehensive income	3,581	1,656
Accumulated deficit	(193,090)	(190,126)
Total stockholders' equity	615,314	576,596
Total liabilities and stockholders' equity	\$ 1,274,157	\$ 1,235,074

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

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Table of Contents**NUANCE COMMUNICATIONS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2007	2006	2007	2006
	(Unaudited)			
	(In thousands, except per share amounts)			
Revenue:				
Product and licensing	\$ 70,324	\$ 48,553	\$ 146,064	\$ 101,736
Professional services, subscription and hosting	32,842	15,405	60,807	29,971
Maintenance and support	28,896	7,770	58,612	15,573
Total revenue	132,062	71,728	265,483	147,280
Costs and expenses:				
Cost of revenue:				
Cost of product and licensing	12,075	4,755	22,287	9,737
Cost of professional services, subscription and hosting	22,567	11,343	43,120	22,134
Cost of maintenance and support	6,560	1,648	13,538	3,537
Cost of revenue from amortization of intangible assets	2,956	2,476	5,842	4,951
Total cost of revenue	44,158	20,222	84,787	40,359
Gross Margin	87,904	51,506	180,696	106,921
Operating expenses:				
Research and development	17,575	12,902	34,087	25,059
Sales and marketing	41,861	25,351	85,721	53,684
General and administrative	17,540	10,906	32,925	25,553
Amortization of other intangible assets	5,116	1,984	10,266	3,984
Restructuring and other charges, net		(1,300)		(1,300)
Total operating expenses	82,092	49,843	162,999	106,980
Income (loss) from operations	5,812	1,663	17,697	(59)
Other income (expense):				
Interest income	1,310	636	2,715	1,384
Interest expense	(7,494)	(770)	(15,181)	(1,786)
Other (expense) income, net	(322)	(853)	(839)	(783)
Income (loss) before income taxes	(694)	676	4,392	(1,244)
Provision for income taxes	1,037	2,056	7,356	4,356
Loss before cumulative effect of accounting change	(1,731)	(1,380)	(2,964)	(5,600)
Cumulative effect of accounting change				(672)

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Net loss	\$ (1,731)	\$ (1,380)	\$ (2,964)	\$ (6,272)
Basic and diluted earnings per share:				
Loss before cumulative effect of accounting change	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.04)
Cumulative effect of accounting change				
Net loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.04)
Weighted average common shares outstanding:				
Basic and diluted	171,747	163,407	170,501	159,859

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

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Table of Contents**NUANCE COMMUNICATIONS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Six Months Ended March 31, 2007 2006 (Unaudited) (In thousands, except share amounts)	
Cash flows from operating activities		
Net loss	\$ (2,964)	\$ (6,272)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation of property and equipment	5,468	3,429
Amortization of other intangible assets	16,108	8,935
Accounts receivable allowances	717	374
Share-based payments, including cumulative effect of accounting change	20,954	9,645
Non-cash interest expense	2,097	1,456
Deferred tax provision	4,225	2,490
Normalization of rent expense	531	663
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	8,314	(3,308)
Inventories	(1,074)	15
Prepaid expenses and other assets	(3,096)	3,209
Accounts payable	5,475	1,497
Accrued expenses and other liabilities	(3,440)	(10,131)
Deferred maintenance revenue, unearned revenue and customer deposits	8,031	2,278
Net cash provided by operating activities	61,346	14,280
Cash flows from investing activities		
Capital expenditures for property and equipment	(5,055)	(3,930)
Payments for acquisitions, net of cash acquired	(59,087)	(376,828)
Proceeds from maturities of marketable securities		23,059
Purchases of certificates of deposit		(6,104)
Payments for capitalized patent defense costs	(3,399)	(1,778)
Decrease in restricted cash	674	
Net cash used in investing activities	(66,867)	(365,581)
Cash flows from financing activities		
Payments of notes payable and capital leases	(3,432)	(160)
Deferred acquisition payments	(18,650)	(14,433)
Proceeds from bank debt, net of issuance costs		346,032
Purchase of treasury stock	(1,463)	(978)
Repurchase shares from former MVC stockholders	(3,178)	
Payments on other long-term liabilities	(5,720)	(5,643)

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Net proceeds from issuance of common stock under employee share-based payment plans	15,101	25,346
Net cash provided by (used in) financing activities	(17,342)	350,164
Effects of exchange rate changes on cash and cash equivalents	(267)	(370)
Net decrease in cash and cash equivalents	(23,130)	(1,507)
Cash and cash equivalents at beginning of period	112,334	71,687
Cash and cash equivalents at end of period	\$ 89,204	\$ 70,180
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	\$ 1,672	\$ 1,343
Cash paid for interest	\$ 13,084	\$ 343
Non cash investing and financing activities:		
Issuance of 784,266 shares of common stock in connection with the acquisition of Mobile Voice Control, Inc.	\$ 8,300	\$

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

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Organization and Presentation

Nuance Communications, Inc. (the Company or Nuance) offers businesses and consumers competitive and value-added speech, dictation and imaging solutions that facilitate the way people access, share, manage and use information in business and daily life. The Company was incorporated in 1992 as Visioneer, Inc. In 1999, the Company changed its name to ScanSoft, Inc., and changed its ticker symbol to SSFT. In October 2005, the Company changed its name to Nuance Communications, Inc. and changed its ticker symbol to NUAN in November 2005.

On March 26, 2007, the Company acquired Bluestar Resources Limited, the parent of Focus Enterprises Limited and Focus India Private Limited (collectively Focus), a provider of medical transcription services with operations in the United States and India (Note 3).

On December 29, 2006, the Company acquired Mobile Voice Control, Inc. (MVC), a provider of speech enabled mobile search and messaging services headquartered in Mason, Ohio (Note 3).

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles. In the opinion of management, these unaudited interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position of the Company at March 31, 2007, the results of operations for the three and six month periods ended March 31, 2007 and 2006, and cash flows for the six month periods ended March 31, 2007 and 2006. Although the Company believes that the disclosures in these financial statements are adequate to make the information presented not misleading, certain information normally included in the footnotes prepared in accordance with U.S. generally accepted accounting principles has been omitted as permitted by the rules and regulations of the Securities and Exchange Commission. The accompanying financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K/A for the fiscal year ended September 30, 2006 filed with the Securities and Exchange Commission on December 15, 2006. The results for the six month period ended March 31, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2007, or any future period.

Reclassification

Certain amounts presented in prior periods consolidated financial statements have been reclassified to conform to the current periods presentation.

2. Summary of Significant Accounting Policies

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 the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, assumptions and judgments, including those related to revenue recognition; allowance for doubtful accounts and returns; accounting for patent legal defense costs; the costs to complete the development of custom software

applications; the valuation of goodwill, other intangible assets and tangible long-lived assets; accounting for acquisitions; share-based payments; the obligation relating to pension and post-retirement benefit plans; interest rate swaps which are characterized as derivative instruments; income tax reserves and valuation allowances; and loss contingencies. The Company bases its estimates on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual amounts could differ significantly from these estimates.

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NUANCE COMMUNICATIONS, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)**

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated.

Revenue Recognition

The Company recognizes software revenue in accordance with Statement of Position (SOP) 97-2, Software Revenue Recognition, as amended by SOP 98-9 and all related interpretations. Non-software revenue is recognized in accordance with, the Securities and Exchange Commission's Staff Accounting Bulletin (SAB) 104, Revenue Recognition in Financial Statements, and SOP 81-1, Accounting for Performance of Construction Type and Certain Performance Type Contracts. For revenue arrangements with multiple elements outside of the scope of SOP 97-2, the Company accounts for the arrangements in accordance with Emerging Issues Task Force (EITF) Issue 00-21, Revenue Arrangements with Multiple Elements, and allocates an arrangement's fees into separate units accounting based on their relative fair value. In select situations, we sell or license intellectual property in conjunction with, or in place of, embedding our intellectual property in software. In general, the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, collectibility is probable, and vendor specific objective evidence (VSOE) of fair value exists for any undelivered elements. When contracts contain substantive customer acceptance provisions, revenue and related costs are deferred until such acceptance is obtained. The Company reduces recognized revenue for estimated future returns, price protection and rebates, and certain marketing allowances at the time the related revenue is recorded.

When products are sold through distributors or resellers, title and risk of loss generally passes upon shipment, at which time the transaction is invoiced and payment is due. Shipments to distributors and resellers without right of return are recognized as revenue upon shipment by the Company. Certain distributors and value-added resellers have been granted rights of return for as long as the distributors or resellers hold the inventory. The Company has not analyzed historical returns from these distributors and resellers to have a basis upon which to estimate future sales returns. As a result, the Company recognizes revenue from sales to these distributors and resellers when the products are sold through to retailers and end-users. Based on reports from distributors and resellers of their inventory balances at the end of each period, the Company records an allowance against accounts receivable and reduces revenue for all inventories subject to return at the sales price.

The Company also makes an estimate of sales returns based on historical experience. In accordance with Statement of Financial Accounting Standards (SFAS) 48, Revenue Recognition When Right of Return Exists, the provision for these estimated returns is recorded as a reduction of revenue and accounts receivable at the time that the related revenue is recorded. If actual returns differ significantly from the Company's estimates, such differences could have a material impact on the Company's results of operations for the period in which the actual returns become known.

Revenue from royalties on sales of the Company's products by original equipment manufacturers (OEMs), where no services are included, is recognized in the quarter earned so long as the Company has been notified by the OEM that such royalties are due, and provided that all other revenue recognition criteria are met.

Revenue from products offered on a subscription and/or hosting basis is recognized in the period the services are provided, based on a fixed minimum fee and/or variable fees based on the volume of activity. Subscription and hosting revenue is recognized as the Company is notified by the customer or through management reports that such revenue is due, provided that all other revenue recognition criteria are met.

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

When the Company provides maintenance and support services, it recognizes the revenue ratably over the term of the related contracts, typically one to three years. When maintenance and support contracts renew automatically, the Company provides a reserve based on historical experience for contracts expected to be cancelled for non-payment. All known and estimated cancellations are recorded as a reduction to revenue and accounts receivable.

Professional services are generally not considered essential to the functionality of the software and are recognized as revenue when the related services are performed. Professional services revenue is generally recognized based on the percentage-of-completion method in accordance with SOP 81-1. The Company generally determines the percentage-of-completion by comparing the labor hours incurred to date to the estimated total labor hours required to complete the project. The Company considers labor hours to be the most reliable, available measure of progress on these projects. Adjustments to estimates to complete are made in the periods in which facts resulting in a change become known. When the estimate indicates that a loss will be incurred, such loss is recorded in the period identified. Significant judgments and estimates are involved in determining the percent complete of each contract. Different assumptions could yield materially different results. When the Company provides services on a time and materials basis, it recognizes revenue as it performs the services based on actual time incurred.

The Company may sell, under one contract or related contracts, software licenses, professional services, and/or a maintenance and support arrangement. The total contract value is attributed first to the undelivered elements based on VSOE of their fair value. VSOE is established by the price charged when that element is sold separately. The remainder of the contract value is attributed to the delivered elements, typically software licenses, which are typically recognized as revenue upon delivery, provided all other revenue recognition criteria are met. When the Company provides professional services considered essential to the functionality of the software, such as custom application development for a fixed fee, it recognizes revenue from the services as well as any related software licenses on a percentage-of-completion basis.

The Company follows the guidance of EITF 01-09, *Accounting for Consideration Given by a Vendor (Including a Reseller of the Vendor's Products)*, and records consideration given to a reseller as a reduction of revenue to the extent the Company has recorded cumulative revenue from the customer or reseller. However, when the Company receives an identifiable benefit in exchange for the consideration and can reasonably estimate the fair value of the benefit received, the consideration is recorded as an operating expense.

The Company follows the guidance of EITF 01-14, *Income Statement Characterization of Reimbursements for Out-of-Pocket Expenses Incurred*, and records reimbursements received for out-of-pocket expenses as revenue, with offsetting costs recorded as cost of revenue. Out-of-pocket expenses generally include, but are not limited to, expenses related to transportation, lodging and meals.

The Company follows the guidance of EITF 00-10, *Accounting for Shipping and Handling Fees and Costs*, and records shipping and handling costs billed to customers as revenue with offsetting costs recorded as cost of revenue.

Goodwill and Other Intangible Assets

The Company has significant long-lived tangible and intangible assets, including goodwill and intangible assets with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant long-lived tangible and other intangible assets are fixed assets, patents and core technology,

completed technology, customer relationships and trademarks. All finite-lived intangible assets are amortized based upon patterns in which the economic benefits of such assets are expected to be utilized. The values of intangible assets, with the exception of goodwill and intangible assets with indefinite lives, were initially determined by a risk-adjusted, discounted cash flow approach. The Company

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

assesses the potential impairment of identifiable intangible assets and fixed assets whenever events or changes in circumstances indicate that the carrying values may not be recoverable. Factors it considers important, which could trigger an impairment of such assets, include the following:

significant underperformance relative to historical or projected future operating results;

significant changes in the manner of or use of the acquired assets or the strategy for the Company's overall business;

significant negative industry or economic trends;

significant decline in the Company's stock price for a sustained period; and

a decline in the Company's market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact future results of operations and financial position in the reporting period identified.

In accordance with SFAS 142, Goodwill and Other Intangible Assets, goodwill and intangible assets with indefinite lives are tested for impairment on an annual basis as of July 1, and between annual tests if indicators of potential impairment exist. The impairment test compares the fair value of the reporting unit to its carrying amount, including goodwill and intangible assets with indefinite lives, to assess whether impairment is present. The Company has reviewed the provisions of SFAS 142 with respect to the criteria necessary to evaluate the number of reporting units that exist. Based on its review, the Company has determined that it operates in one reporting unit. Based on this assessment, the Company has not had any impairment charges during its history as a result of its impairment evaluation of goodwill and other indefinite-lived intangible assets under SFAS 142.

In accordance with SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company periodically reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of those assets are no longer appropriate. Each impairment test is based on a comparison of the undiscounted cash flows to the recorded value for the asset. If impairment is indicated, the asset is written down to its estimated fair value based on a discounted cash flow analysis. No impairment charges were taken during the six month periods ended March 31, 2007 and 2006, based on the review of long-lived assets under SFAS 144. The Company may make business decisions in the future which may result in the impairment of intangible assets.

Significant judgments and estimates are involved in determining the useful lives and amortization patterns of long-lived assets, determining what reporting units exist and assessing when events or circumstances would require an interim impairment analysis of goodwill or other long-lived assets to be performed. Changes in the organization or the Company's management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated useful lives, (b) additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit, and/or (c) other changes in previous

assumptions or estimates. In turn, this could have a significant impact on the consolidated financial statements through accelerated amortization and/or impairment charges.

Capitalized Patent Defense Costs

The Company monitors the anticipated outcome of legal actions, and if it determines that the success of the defense of a patent is probable, and so long as the Company believes that the future economic benefit of

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

the patent will be increased, the Company capitalizes external legal costs incurred in the defense of these patents, up to the level of the expected increased future economic benefit. If changes in the anticipated outcome occur, the Company writes off any capitalized costs in the period the change is determined. As of March 31, 2007 and September 30, 2006, capitalized patent defense costs totaled \$9.8 million and \$6.4 million, respectively.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss), which includes current period foreign currency translation adjustments, unrealized gains (losses) related to derivatives reported as cash flow hedges, and unrealized gains (losses) on marketable securities. For the purposes of comprehensive income (loss) disclosures, the Company does not record tax provisions or benefits for the net changes in the foreign currency translation adjustment, as the Company intends to reinvest undistributed earnings in its foreign subsidiaries permanently.

The components of comprehensive income (loss), are as follows (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
Net loss	\$ (1,731)	\$ (1,380)	\$ (2,964)	\$ (6,272)
Other comprehensive income (loss):				
Foreign currency translation adjustment	1,083	379	1,956	605
Net unrealized losses on cash flow hedge derivatives	(235)		(31)	
Net unrealized losses on marketable securities		(15)		(39)
Other comprehensive income	848	364	1,925	566
Total comprehensive income (loss)	\$ (883)	\$ (1,016)	\$ (1,039)	\$ (5,706)

Net Income (Loss) Per Share

The Company computes net income (loss) per share under the provisions of SFAS 128, Earnings per Share, and EITF 03-06, Participating Securities and Two Class Method under FASB Statement No. 128, Earnings per Share. Accordingly, basic net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the period.

Diluted net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period plus the dilutive effect of common equivalent shares, which include outstanding stock options, warrants, unvested shares of restricted stock using the treasury stock method and the convertible debenture using the as converted method. Common equivalent shares are

excluded from the computation of diluted net income (loss) per share if their effect is anti-dilutive. Potentially dilutive common equivalent shares aggregating 25.0 million and 21.5 million shares for the three month periods ended March 31, 2007 and 2006, respectively; and 24.4 million and 30.4 million shares for the six month periods ended March 31, 2007 and 2006, respectively, have been excluded from the computation of diluted net income (loss) per share because their inclusion would be anti-dilutive.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
(Unaudited)***Accounting for Share-Based Payments***

The Company adopted SFAS No. 123 (revised 2004), Share-Based Payment, (SFAS 123R) effective October 1, 2005. The Company has several equity instruments that are required to be evaluated under SFAS 123R, including: stock option plans, an employee stock purchase plan, awards in the form of restricted shares (Restricted Stock) and awards in the form of units of stock purchase rights (Restricted Units). The Restricted Stock and Restricted Units are collectively referred to as Restricted Awards. SFAS 123R requires the recognition of the fair value of share-based payments as a charge against earnings. The Company recognizes share-based payment expense over the requisite service period of the individual grantees, which generally equals the vesting period. Based on the provisions of SFAS 123R the Company's share-based payments awards are accounted for as equity instruments. In connection with the adoption of SFAS 123R, the Company is required to amortize stock-based instruments with performance-related vesting terms over the period from the grant date to the sooner of the date upon which the performance vesting condition will be met (when that condition is expected to be met), or the time-based vesting dates. The cumulative effect of the change in accounting as a result of the adoption of SFAS 123R in fiscal 2006 was \$0.7 million. The amounts included in the consolidated statements of operations relating to share-based payments are as follows (dollars in thousands):

	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2007	2006	2007	2006
Cost of product and licensing	\$ 7	\$ 27	\$ 12	\$ 48
Cost of professional services, subscription and hosting	906	419	1,450	709
Cost of maintenance and support	279	64	467	112
Research and development	1,819	1,208	3,026	2,060
Sales and marketing	4,853	1,644	8,302	2,755
General and administrative	4,500	1,868	7,697	3,289
Cumulative effect of accounting change				672
	\$ 12,364	\$ 5,230	\$ 20,954	\$ 9,645

Stock Options

The Company has several share-based payment plans under which employees, officers, directors and consultants may be granted stock options to purchase the Company's common stock generally at the fair market value on the date of grant. Plans do not allow for options to be granted at below fair market value nor can they be re-priced at anytime. Options granted under original plans of the Company become exercisable over various periods, typically two to four years and have a maximum term of 7 years. The Company also assumed an option plan in connection with its acquisition of Nuance Communications, Inc. (Former Nuance) on September 15, 2005. These stock options are governed by the original agreement (the Former Nuance Stock Option Plan) that they were issued under, but are now

exercisable for shares of the Company. No further stock options may be issued under the Former Nuance Stock Option Plan. All stock options have been granted with exercise prices equal to or greater than the fair market value of the Company's common stock on

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

the date of grant. The table below summarizes activity relating to stock options for the six months ended March 31, 2007:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at September 30, 2006	20,654,083	\$ 4.80		
Granted	1,410,200	\$ 11.22		
Exercised	(3,312,318)	\$ 4.29		
Forfeited	(360,373)	\$ 6.52		
Expired	(10,509)	\$ 4.57		
Outstanding at March 31, 2007	18,381,083	\$ 5.35	5.2 years	\$ 183.0 million
Exercisable at March 31, 2007	11,641,376	\$ 4.13	4.9 years	\$ 130.2 million

(1) The aggregate intrinsic value on this table was calculated based on the positive difference between the closing market value of the Company's common stock on March 31, 2007 (\$15.31) and the exercise price of the underlying options. Stock options to purchase 12,345,137 shares of common stock were exercisable as of March 31, 2006.

As of March 31, 2007, the total unamortized fair value of stock options was \$24.1 million with a weighted average remaining recognition period of 2.4 years. During the three and six month periods ended March 31, 2007 and 2006, the following activity occurred under the Company's plans:

	Three Months Ended March 31, 2007		Six Months Ended March 31, 2006	
Weighted-average grant-date fair value per share	\$ 5.67	\$ 4.97	\$ 5.04	\$ 4.54
Total intrinsic value of stock options exercised (in millions)	\$ 23.12	\$ 19.60	\$ 30.45	\$ 28.70

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award. The fair value of the stock options granted during the three and six month periods ended March 31, 2007 and 2006 were calculated using the following weighted-average assumptions:

	Three Months		Six Months Ended	
	Ended		March 31,	
	2007	2006	2007	2006
Dividend yield	0.0%	0.0%	0.0%	0.0%
Expected volatility	51.4%	63.0%	53.3%	63.0%
Average risk-free interest rate	4.7%	4.5%	4.7%	4.5%
Expected term (in years)	3.8	4.6	3.8	4.6

The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. Expected volatility is based on the historical volatility of the Company's common stock over the period commensurate with the expected life of the options and the historical implied volatility from traded options with a term of 180 days or greater. The risk-free interest rate is derived from the average U.S. Treasury STRIPS rate during the period, which approximates the rate in effect at the time of grant, commensurate with the expected life of the instrument. Upon the adoption of SFAS 123R, the Company used the simplified method provided for under SEC Staff Accounting Bulletin No. 107, which averages the contractual term of the Company's options (7.0 years) with the vesting term

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

(2.2 years). Beginning in the fourth quarter of fiscal 2006 the Company has estimated the expected life based on the historical exercise behavior.

Restricted Awards

The Company is authorized to issue equity incentive awards in the form of Restricted Awards, including Restricted Units and Restricted Stock, which are individually discussed below. Unvested Restricted Awards may not be sold, transferred or assigned. The fair value of the Restricted Awards is measured based upon the market price of the underlying common stock as of the date of grant, reduced by the purchase price of \$0.001 per share of the awards. The Restricted Awards generally are subject to vesting over a period of two to three years, and may have opportunities for acceleration for achievement of defined goals. Beginning in fiscal 2006, the Company began to issue certain Restricted Awards with vesting solely dependent on the achievement of specified performance targets. The fair value of the Restricted Awards is amortized to expense over its applicable vesting period using the straight-line method. In the event that the employees' employment with the Company terminates, or in the case of awards with only performance goals those goals are not met, any unvested shares are forfeited and revert to the Company.

Restricted Units are not included in issued and outstanding common stock until the shares are vested. The table below summarizes activity relating to Restricted Units for the six months ended March 31, 2007:

	Number of Shares Underlying Restricted Units	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at September 30, 2006	2,750,054		
Granted	2,003,231		
Vested	(671,522)		
Forfeited	(215,396)		
Outstanding at March 31, 2007	3,866,367	1.2 years	\$ 59.2 million
Expected to become exercisable	3,397,979	1.2 years	\$ 52.0 million

(1) The aggregate intrinsic value on this table was calculated based on the positive difference between the closing market value of the Company's common stock on March 31, 2007 (\$15.31) and the exercise price of the underlying Restricted Units.

The purchase price for vested Restricted Units is \$0.001 per share. As of March 31, 2007, unearned share-based payment expense related to unvested Restricted Units is \$21.8 million, which will, based on expectations of future

performance vesting criteria, when applicable, be recognized over a weighted-average period of 1.2 years. 45% of the Restricted Units outstanding as of March 31, 2007 is subject to performance vesting acceleration conditions. During the three and six month periods ended March 31, 2007 and 2006 the following activity occurred related to Restricted Units:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
Weighted-average grant-date fair value per share	\$ 12.09	\$ 8.56	\$ 11.02	\$ 8.38
Total intrinsic value of shares vested (in millions)	\$ 5.76	\$ 0.88	\$ 8.39	\$ 2.01

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Restricted Stock is included in the issued and outstanding common stock in these financial statements at date of grant. The table below summarizes activity relating to Restricted Stock for the six months ended March 31, 2007:

	Number of Shares Underlying Restricted Stock		Weighted Average Grant Date Fair Value
Nonvested balance at September 30, 2006	1,547,341	\$	5.93
Granted	14,555	\$	8.24
Vested	(304,935)	\$	5.33
Nonvested balance at March 31, 2007	1,256,961	\$	6.11

The purchase price for vested Restricted Stock is \$0.001 per share. As of March 31, 2007, unearned share-based payment expense related to unvested Restricted Stock is \$4.5 million, which will, based on expectations of future performance vesting criteria, when applicable, be recognized over a weighted-average period of 1.3 years. 73% of the Restricted Stock outstanding as of March 31, 2007 are subject to performance vesting acceleration conditions. During the three and six month periods ended March 31, 2007 and 2006 the following activity occurred related to Restricted Stock:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
Weighted-average grant-date fair value per share	N/A	N/A	\$ 8.24	N/A
Total intrinsic value of shares vested (in millions)	\$ 4.62	\$ 0.25	\$ 4.62	\$ 1.37

The Company has historically repurchased common stock upon its employees vesting in Restricted Awards, in order to allow the employees to cover their tax liability as a result of the Restricted Awards having vested. Assuming that the Company repurchased one-third of all vesting Restricted Awards outstanding as of March 31, 2007, such amount approximating a tax rate of its employees, and based on the weighted average recognition period of 1.3 years, the Company would repurchase approximately 1.0 million shares during the twelve month period ending March 31, 2008. During the six months ended March 31, 2007, the Company repurchased 227,637 shares of restricted awards at a cost of \$3.1 million to cover employees tax obligations related to vesting of Restricted Awards.

Employee Stock Purchase Plan

The Company's 1995 Employee Stock Purchase Plan (the Plan), as amended and restated on March 31, 2006, authorizes the issuance of a maximum of 3,000,000 shares of common stock in semi-annual offerings to employees at a price equal to the lower of 85% of the closing price on the applicable offering commencement date or 85% of the closing price on the applicable offering termination date. Compensation expense for the employee stock purchase plan is recognized in accordance with SFAS 123R. Compensation expense related to the employee stock purchase plan was \$0.5 million and \$1.0 million for the three and six months ended March 31, 2007, respectively, and was \$0.2 million and \$0.4 million for the three and six months ended March 31, 2006, respectively.

Income Taxes

Deferred tax assets and liabilities are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. The Company does not provide for U.S. income taxes on the undistributed earnings of its

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

foreign subsidiaries, which the Company considers to be indefinitely reinvested outside of the U.S. in accordance with Accounting Principles Board (APB) Opinion No. 23, Accounting for Income Taxes Special Areas.

The Company makes judgments regarding the realizability of its deferred tax assets. In accordance with SFAS 109, Accounting for Income Taxes, the carrying value of the net deferred tax assets is based on the belief that it is more likely than not that the Company will generate sufficient future taxable income to realize these deferred tax assets after consideration of all available evidence. The Company regularly reviews its deferred tax assets for recoverability considering historical profitability, projected future taxable income, and the expected timing of the reversals of existing temporary differences and tax planning strategies.

Valuation allowances have been established for U.S. deferred tax assets, which the Company believes do not meet the more likely than not criteria established by SFAS 109. If the Company is subsequently able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been established, then the Company may be required to recognize these deferred tax assets through the reduction of the valuation allowance which would result in a material benefit to its results of operations in the period in which the benefit is determined, excluding the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination and created as a result of share-based payments. The recognition of the portion of the valuation allowance which relates to net deferred tax assets resulting from share-based payments will be recorded as additional paid-in-capital; the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination will reduce goodwill, other intangible assets, and to the extent remaining, the provision for income taxes.

Financial Instruments and Hedging Activities

The Company follows the requirements of SFAS 133, Accounting for Derivative Instruments and Hedging Activities, which establishes accounting and reporting standards for derivative instruments. To achieve hedge accounting, the criteria specified in SFAS 133, must be met, including (i) ensuring at the inception of the hedge that formal documentation exists for both the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge and (ii) at the inception of the hedge and on an ongoing basis, the hedging relationship is expected to be highly effective in achieving offsetting changes in fair value attributed to the hedged risk during the period that the hedge is designated. Further, an assessment of effectiveness is required whenever financial statements or earnings are reported. Absent meeting these criteria, changes in fair value are recognized currently in other expense, net of tax, in the income statement. Once the underlying forecasted transaction is realized, the gain or loss from the derivative designated as a hedge of the transaction is reclassified from accumulated other comprehensive income to the income statement, in the related revenue or expense caption, as appropriate. Any ineffective portion of the derivatives designated as cash flow hedges is recognized in current earnings. As of March 31, 2007, there was a \$100 million interest rate swap (the Swap) outstanding. The Swap was entered into in conjunction with a term loan on March 31, 2006. The Swap was designated as a cash flow hedge, and changes in the fair value of this cash flow hedge derivative are recorded in stockholders' equity as a component of accumulated other comprehensive income (loss). At March 31, 2007 and September 30, 2006, the fair value of the Swap was \$0.6 million and was included in other liabilities.

Recently Issued Accounting Standards

In February 2007, the FASB issued SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities. SFAS 159 has as its objective to reduce both complexity in accounting for financial instruments and volatility in earnings caused by measuring related assets and liabilities differently. It also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

different measurement attributes for similar types of assets and liabilities. The statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year, provided that the entity makes that choice in the first 120 days of that fiscal year. The Company is evaluating the impact, if any, that SFAS 159 may have on its consolidated financial statements.

In December 2006, the FASB issued EITF 00-19-2, *Accounting for Registration Payment Arrangements*. EITF 00-19-2 specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate agreement or included as a provision of a financial instrument or other agreement, should be separately recognized and measured in accordance with FASB Statement No. 5, *Accounting for Contingencies*. For registration payment arrangements and financial instruments subject to those arrangements that were entered into prior to the issuance of EITF 00-19-2, this guidance shall be effective for financial statements issued for fiscal years beginning after December 15, 2006. The Company is evaluating the impact, if any, that EITF 00-19-2 may have on its consolidated financial statements.

In September 2006, the FASB issued SFAS 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements 87, 88, 106 and 132(R). SFAS 158 requires an employer to recognize the over-funded or under-funded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. SFAS 158 also requires the measurement of defined benefit plan assets and obligations as of the date of the employer's fiscal year-end statement of financial position (with limited exceptions). Under SFAS 158, the Company will be required to recognize the funded status of its defined benefit postretirement plan and to provide the required disclosures commencing as of September 30, 2007. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end is effective for the Company's fiscal year ended September 30, 2009. The Company is currently evaluating the impact that SFAS 158 will have on its consolidated financial statements.

In July 2006, the FASB issued Interpretation 48, *Accounting for Uncertainty in Income Taxes*—an Interpretation of FASB Statement No. 109. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS 109, *Accounting for Income Taxes*. FIN 48 prescribes the recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for its fiscal year beginning October 1, 2007. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated financial statements.

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)**3. Business Acquisitions***Acquisition of Focus*

On March 26, 2007, the Company acquired all of the outstanding capital stock of Bluestar Resources Limited, the parent of Focus Enterprises Limited and Focus India Private Limited (collectively Focus) which provides medical transcription services with operations in the United States and India. The purchase price consists of \$59.3 million in cash including transaction costs, and the assumption of certain obligations. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying consolidated statements of operations from the date of acquisition. The following table summarizes the preliminary allocation of the purchase price (in thousands):

Total purchase consideration:	
Cash	\$ 54,477
Debt assumed	2,060
Transaction costs	2,800
Total purchase consideration	\$ 59,337
Allocation of the purchase consideration:	
Accounts receivable	\$ 3,982
Property and equipment	1,452
Other current and non current assets	953
Identifiable intangible assets	23,700
Goodwill	40,733
Total assets acquired	70,820
Accounts payable and accrued expenses	(2,071)
Deferred income tax liabilities	(9,008)
Other liabilities	(404)
Total liabilities assumed	(11,483)
Net assets acquired	\$ 59,337

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Customer relationships	\$ 19,800	6.0
Core and completed technology	2,900	7.4
Non-competes	1,000	6.2
Total	\$ 23,700	

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)*****Acquisition of Mobile Voice Control, Inc.***

On December 29, 2006, the Company acquired all of the outstanding capital stock of Mobile Voice Control, Inc. (MVC), a provider of speech-enabled mobile search and messaging services, for \$12.8 million. The purchase price consists of \$4.5 million in cash including transaction costs, and 784,266 shares of the Company's common stock valued at \$8.3 million. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying consolidated statements of operations from the date of acquisition. The following table summarizes the preliminary allocation of the purchase price (in thousands):

Total purchase consideration:	
Common stock issued	\$ 8,300
Cash	4,104
Transaction costs	386
Total purchase consideration	\$ 12,790
Allocation of the purchase consideration:	
Current and non current assets	\$ 79
Identifiable intangible assets	2,700
Goodwill	10,176
Total assets acquired	12,955
Total liabilities assumed	(165)
Net assets acquired	\$ 12,790

Under the agreement, the Company agreed to make maximum additional payments of \$18.0 million in contingent purchase price upon achievement of certain established financial targets through December 31, 2008. Additional payments, if any, related to this contingency will be accounted for as additional goodwill.

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Customer relationships	\$ 1,300	5
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Completed technology	1,100	4
Non-competes	300	3
Total	\$ 2,700	

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)**4. Accounts Receivable**

Accounts receivable, excluding acquired unbilled accounts receivable, consisted of the following (in thousands):

	March 31, 2007	September 30, 2006
Accounts receivable	\$ 119,242	\$ 118,580
Unbilled accounts receivable	16,389	12,405
	135,631	130,985
Less allowance for doubtful accounts	(4,383)	(4,106)
Less reserve for distribution and reseller accounts receivable	(6,701)	(9,797)
Less allowance for sales returns	(7,280)	(6,304)
Total	\$ 117,267	\$ 110,778

Unbilled accounts receivable primarily relate to product revenue earned under royalty-based arrangements for which billing occurs in the month following receipt of the royalty report, and for professional services revenue earned under percentage of completion contracts that have not yet been billed based on the terms of the specific arrangement.

5. Inventories, net

Inventories, net of allowances, consisted of the following (in thousands):

	March 31, 2007	September 30, 2006
Components and parts	\$ 2,923	\$ 2,311
Inventory at customers	4,589	3,173
Finished products	840	1,311
Total	\$ 8,352	\$ 6,795

Inventory at customers reflects equipment related to in-process installations of solutions of Dictaphone contracts with customers. These contracts have not been recorded to revenue as of March 31, 2007, and therefore the inventory is on the balance sheet until such time as the contract is recorded to revenue and the inventory will be expensed to cost of sales.

6. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill during the six months ended March 31, 2007, are as follows (in thousands):

Balance as of September 30, 2006	\$ 699,333
Goodwill acquired MVC acquisition	10,176
Goodwill acquired Focus acquisition	40,733
Purchase accounting adjustments	(1,790)
Effect of foreign currency translation	2,383
Balance as of March 31, 2007	\$ 750,835

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
(Unaudited)

Goodwill adjustments during the six months ended March 31, 2007 included \$2.0 million relating to the utilization of acquired deferred tax assets, offset by \$0.2 million of purchase accounting adjustments related to previous acquisitions.

Other intangible assets consist of the following (dollars in thousands):

	At March 31, 2007			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Life (Years)
Customer relationships	\$ 168,939	\$ 30,614	\$ 138,325	8.2
Technology and patents	94,931	36,333	58,598	5.6
Tradenames and trademarks, subject to amortization	6,951	2,760	4,191	5.5
Non-competition agreement	1,886	310	1,576	5.1
Subtotal	272,707	70,017	202,690	
Tradename, indefinite life	27,800		27,800	n/a
Total	\$ 300,507	\$ 70,017	\$ 230,490	

Amortization expense for the Company's other intangible assets with finite lives was \$8.1 million and \$16.1 million for the three and six months ended March 31, 2007, respectively, and was \$4.5 million and \$8.9 million for the three and six months ended March 31, 2006, respectively. Estimated future amortization expense for each of the five succeeding years is as follows (in thousands):

Year Ending September 30,	Cost of Revenue	Other Operating Expenses	Total
2007 (April 1, 2007 to September 30, 2007)	\$ 5,826	\$ 12,295	\$ 18,121
2008	11,446	23,381	34,827
2009	10,428	21,221	31,649
2010	9,642	18,477	28,119
2011	9,018	16,968	25,986
2012	6,940	15,823	22,763
Thereafter	5,298	35,927	41,225

Total	\$ 58,598	\$ 144,092	\$ 202,690
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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)****7. Accrued Expenses**

Accrued expenses consist of the following (in thousands):

	March 31, 2007	September 30, 2006
Accrued compensation	\$ 19,709	\$ 21,310
Accrued sales and marketing incentives	3,825	4,454
Accrued royalties	2,738	2,452
Accrued professional fees	4,580	3,823
Accrued acquisition costs and liabilities	1,670	747
Income taxes payable	4,958	3,857
Accrued other	19,748	16,031
Total	\$ 57,228	\$ 52,674

8. Deferred and Contingent Acquisition Payments

In connection with the Company's acquisition of Phonetic Systems Ltd. (Phonetic) in February 2005, a deferred payment of \$17.5 million was due and paid in full to the former shareholders of Phonetic on February 1, 2007. Under the agreement, the Company also agreed to make maximum additional payments of \$35.0 million in contingent purchase price upon achievement of certain established financial and performance targets through December 31, 2007. On June 1, 2006, the Company notified the former shareholders of Phonetic that the financial and performance targets for the first scheduled payment of up to \$12.0 million were not achieved. The former shareholders of Phonetic have objected to this determination. The Company and the former shareholders of Phonetic are discussing this matter. Additional payments, if any, related to this contingency will be accounted for as additional goodwill.

9. Pension and Other Postretirement Benefit Plans

In connection with the acquisition of Dictaphone on March 31, 2006, the Company assumed the assets and obligations related to its defined benefit pension plans, which provide certain retirement and death benefits for former Dictaphone employees located in the United Kingdom and Canada. The Company also assumed a post-retirement health care and life insurance benefit plan which provides certain post-retirement health care and life insurance benefits, as well as a fixed subsidy for qualified former employees in the United States and Canada. Amounts recognized in other assets and liabilities in the consolidated balance sheet as of March 31, 2007 are as follows (in thousands):

Pension Benefits	Other Benefits
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Prepaid benefit cost	\$ 2,263	\$
Accrued benefit liability	(7,159)	(1,442)
Net amount recognized	\$ (4,896)	\$ (1,442)

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
(Unaudited)

The components of net periodic benefit cost of the benefit plans for the three and six months ended March 31, 2007 are as follows (in thousands):

	Three Months Ended March 31, 2007		Six Months Ended March 31, 2007	
	Pension Benefits	Other Benefits	Pension Benefits	Other Benefits
Service cost	\$ 70	\$ 26	\$ 138	\$ 53
Interest Cost	298	19	592	37
Amortization of net (gain) loss				
Expected return on plan assets	(302)		(602)	
Amortization of prior service cost				
Net period benefit cost	\$ 66	\$ 45	\$ 128	\$ 90

10. Credit Facilities and Debt

On March 31, 2006, the Company entered into a senior secured credit facility (the 2006 Credit Facility). The 2006 Credit Facility consists of a \$355.0 million 7-year term loan which matures on March 31, 2013 and a \$75.0 million revolving credit line which matures on March 31, 2012. The available revolving credit line capacity is reduced, as necessary, to account for certain letters of credit outstanding. As of March 31, 2007, there were \$17.4 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving credit line.

Borrowings under the 2006 Credit Facility bear interest at a rate equal to the applicable margin plus, at the Company's option, either (a) a base rate (which is the higher of the corporate base rate of UBS AG, Stamford Branch, or the federal funds rate plus 0.50% per annum) or (b) LIBOR determined by reference to the British Bankers' Association Interest Settlement Rates for deposits in U.S. dollars. The applicable margin for borrowings under the 2006 Credit Facility ranges from 0.50% to 1.00% per annum with respect to base rate borrowings and from 1.50% to 2.00% per annum with respect to LIBOR-based borrowings, depending upon the Company's leverage ratio. As of March 31, 2007, the Company's applicable margin was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. The Company is required to pay a commitment fee for unutilized commitments under the revolving credit facility at a rate ranging from 0.375% to 0.50% per annum, based upon our leverage ratio. As of March 31, 2007, the commitment fee rate was 0.375%.

The Company capitalized approximately \$9.0 million in debt issuance costs related to the opening of the 2006 Credit Facility. The costs associated with the revolving credit facility are being amortized as interest expense over six years, through March 2012, while the costs associated with the term loan are being amortized as interest expense over seven years, through March 2013, which are the maturity dates of the revolving line and term facility, respectively under the 2006 Credit Facility. The effective interest method is used to calculate the amortization of the debt issuance costs for

both the revolving credit facility and the term loan. These debt issuance costs, net of accumulated amortization of \$1.3 million, are included in other assets in the consolidated balance sheet as of March 31, 2007.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)**

The \$355.0 million term loan is subject to repayment consisting of a baseline amortization of 1% per annum (\$3.55 million per year, due in four equal quarterly installments), and an annual excess cash flow sweep, as defined in the 2006 Credit Facility, which will be first payable beginning in the first quarter of fiscal 2008, based on the excess cash flow generated in fiscal 2007. As of March 31, 2007, we have repaid \$3.6 million of principal under the term loan agreement. Any borrowings not paid through the baseline repayment, the excess cash flow sweep, or any other mandatory or optional payments that the Company may make, will be repaid upon maturity. If only the baseline repayments are made, the aggregate annual maturities of the term loan would be as follows (in thousands):

Year Ending September 30,	Amount
2007 (April 1, 2007 to September 30, 2007)	\$ 1,775
2008	3,550
2009	3,550
2010	3,550
2011	3,550
2012	3,550
Thereafter	331,925
Total	\$ 351,450

The Company's obligations under the 2006 Credit Facility are unconditionally guaranteed by, subject to certain exceptions, each of its existing and future direct and indirect wholly-owned domestic subsidiaries. The 2006 Credit Facility and the guarantees thereof are secured by first priority liens and security interests in the following: 100% of the capital stock of substantially all of the Company's domestic subsidiaries and 65% of the outstanding voting equity interests and 100% of the non-voting equity interests of first-tier foreign subsidiaries, material tangible and intangible assets, and present and future intercompany debt. The 2006 Credit Facility also contains provisions for mandatory prepayments of outstanding term loans, subject to certain exceptions, with: 100% of net cash proceeds of asset sales, 100% of net cash proceeds of issuance or incurrence of debt, and 100% of extraordinary receipts. The Company may voluntarily prepay the 2006 Credit Facility without premium or penalty other than customary breakage costs with respect to LIBOR-based loans.

The 2006 Credit Facility contains a number of covenants that, among other things, restrict, subject to certain exceptions, the ability of the Company and its subsidiaries to: incur additional indebtedness, create liens on assets, enter into certain sale and lease-back transactions, make investments, make certain acquisitions, sell assets, engage in mergers or consolidations, pay dividends and distributions or repurchase the Company's capital stock, engage in certain transactions with affiliates, change the business conducted by the Company and its subsidiaries, amend certain charter documents and material agreements governing subordinated indebtedness, prepay other indebtedness, enter into agreements that restrict dividends from subsidiaries and enter into certain derivatives transactions. The 2006 Credit Facility is governed by financial covenants that include, but are not limited to, maximum total leverage and minimum interest coverage ratios, as well as to a maximum capital expenditures limitation. The 2006 Credit Facility

also contains certain customary affirmative covenants and events of default. As of March 31, 2007, the Company was in compliance with the covenants under the 2006 Credit Facility.

On April 5, 2007, the Company amended and restated its 2006 Credit Facility to modify certain covenants as well as provide for an incremental \$90 million term loan facility (Note 18).

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)****11. Accrued Business Combination Costs**

In connection with the acquisitions of SpeechWorks International, Inc. in August 2003 and Former Nuance in September 2005, the Company has assumed obligations relating to certain leased facilities expiring in 2016 and 2012, respectively, that were abandoned by the acquired companies prior to the acquisition date. The fair value of the obligations, net of estimated sublease income, are recognized as liabilities assumed by the Company and accordingly are included in the allocation of the purchase price, generally resulting in an increase to the recorded amount of the goodwill. The net payments have been discounted in calculating the fair value of the obligation as of the date of acquisition, and the discount is being accreted through expected maturity. Cash payments net of sublease receipts are presented as cash used in financing activities on the consolidated statements of cash flows. As of March 31, 2007, the total gross payments due from the Company to the landlords of the facilities is \$82.7 million. This is reduced by \$20.8 million of sublease income and a \$5.5 million present value discount.

Additionally, the Company has implemented restructuring plans to eliminate duplicate facilities, personnel or assets in connection with the business combinations. In accordance with EITF 95-3, Recognition of Liabilities in Connection with a Purchase Business Combination, costs such as these are recognized as liabilities assumed by the Company, and accordingly are included in the allocation of the purchase price, generally resulting in an increase to the recorded amount of the goodwill. As of March 31, 2007, total gross payments due from the Company to the landlords of the facilities is \$2.6 million. This is reduced by \$0.9 million of sublease income. The gross value of the lease exit costs will be paid through fiscal 2009. These gross payment obligations are included in the commitments disclosed in Note 14.

Current activity charged against the accrued business combination costs for the six months ended March 31, 2007 was as follows (in thousands):

	Facilities	Personnel	Total
Balance at September 30, 2006	\$ 59,221	\$ 844	\$ 60,065
Charged to goodwill	35	(361)	(326)
Charged to interest expense	981		981
Cash payments, net of sublease receipts	(6,369)	(483)	(6,852)
Balance at March 31, 2007	\$ 53,868	\$	\$ 53,868

12. Restructuring and Other Charges

Current activity charged against the restructuring accrual for the six months ended March 31, 2007 was as follows (in thousands):

	Facilities	Personnel	Total
Balance at September 30, 2006	\$ 530	\$ 374	\$ 904
Cash payments and foreign exchange	(455)	(3)	(458)
Balance at March 31, 2007	\$ 75	\$ 371	\$ 446

The remaining personnel-related accrual as of March 31, 2007 is primarily composed of amounts due under a restructuring charge taken in the fourth quarter of fiscal 2005 which is expected to be paid during fiscal 2007.

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NUANCE COMMUNICATIONS, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)**

13. Stockholders Equity

Preferred Stock

The Company is authorized to issue up to 40,000,000 shares of preferred stock, par value \$0.001 per share. The Company has designated 100,000 shares as Series A Preferred Stock and 15,000,000 shares as Series B Preferred Stock. In connection with the acquisition of ScanSoft from Xerox Corporation (Xerox), the Company issued 3,562,238 shares of Series B Preferred Stock to Xerox. On March 19, 2004, the Company announced that Warburg Pincus, a global private equity firm, had agreed to purchase all outstanding shares of the Company s stock held by Xerox Corporation for approximately \$80 million, including the 3,562,238 shares of Series B Preferred Stock. The Series B Preferred stock is convertible into shares of common stock on a one-for-one basis. The Series B Preferred Stock has a liquidation preference of \$1.30 per share plus all declared but unpaid dividends. The holders of Series B Preferred Stock are entitled to non-cumulative dividends at the rate of \$0.05 per annum per share, payable when, and if declared by the Board of Directors. To date, no dividends have been declared by the Board of Directors. Holders of Series B Preferred Stock have no voting rights, except those rights provided under Delaware law. The undesignated shares of preferred stock will have rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by the Board of Directors upon issuance of the preferred stock. The Company has reserved 3,562,238 shares of its common stock for issuance upon conversion of the Series B Preferred Stock.

Common Stock

On March 22, 2007, the Company s shareholders approved an amendment to the Company s Amended and Restated Certificate of Incorporation to increase the number of shares of common stock the Company is authorized to issue from 280,000,000 shares to 560,000,000 shares.

On January 26, 2007, the Company repurchased 261,422 shares of the Company s common stock from former MVC stockholders which were originally issued in connection with the acquisition of MVC on December 29, 2006, for a total purchase price of \$3.2 million.

On December 29, 2006, the Company issued 784,266 shares of its common stock in connection with the acquisition of MVC.

On May 5, 2005, the Company entered into a Securities Purchase Agreement (the Securities Purchase Agreement) by and among the Company, Warburg Pincus Private Equity VIII, L.P. and certain of its affiliated entities (collectively Warburg Pincus) pursuant to which Warburg Pincus agreed to purchase, and the Company agreed to sell, 3,537,736 shares of its common stock and warrants to purchase 863,236 shares of its common stock for an aggregate purchase price of \$15.1 million. The warrants have an exercise price of \$5.00 per share and a term of four years. On May 9, 2005, the sale of the shares and the warrants pursuant to the Securities Purchase Agreement was completed. The Company also entered into a Stock Purchase Agreement (the Stock Purchase Agreement) by and among the Company and Warburg Pincus pursuant to which Warburg Pincus agreed to purchase and the Company agreed to sell 14,150,943 shares of the Company s common stock and warrants to purchase 3,177,570 shares of the Company s

common stock for an aggregate purchase price of \$60.0 million. The warrants have an exercise price of \$5.00 per share and a term of four years. The warrants provide the holder with the option to exercise the warrants on a net, or cashless, basis. On September 15, 2005, the sale of the shares and the warrants pursuant to the Securities Purchase Agreement was completed. The net proceeds from these two fiscal 2005 financings was \$73.9 million. In connection with the financings, the Company granted Warburg Pincus registration rights giving Warburg Pincus the right to request that the Company use commercially reasonable efforts to register some or all of the shares of common stock issued to Warburg Pincus under both the Securities Purchase Agreement and Stock Purchase Agreement,

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

including shares of common stock underlying the warrants. The Company has evaluated these warrants under EITF 00-19, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock and has determined that the warrants should be classified within the stockholders' equity section of the accompanying consolidated balance sheets.

Common Stock Warrants

In fiscal 2005, the Company issued several warrants for the purchase of its common stock. Warrants were issued to Warburg Pincus as described above. Additionally, on November 15, 2004, in connection with the acquisition of Phonetic, the Company issued unvested warrants to purchase 750,000 shares of its common stock at an exercise price of \$4.46 per share that will vest, if at all, upon the achievement of certain performance targets. The warrants provide the holder with the option to exercise the warrants on a net, or cashless, basis. The initial valuation of the warrants occurred upon closing of the Phonetic acquisition, February 1, 2005, and was treated as purchase consideration in accordance with EITF 97-8, Accounting for Contingent Consideration Issued in a Purchase Business Combination.

In March 1999 the Company issued Xerox a ten-year warrant with an exercise price for each warrant share of \$0.61. This warrant is exercisable for the purchase of 525,732 shares of the Company's common stock. On March 19, 2004, the Company announced that Warburg Pincus, a global private equity firm, had agreed to purchase all outstanding shares of the Company's stock held by Xerox Corporation, including this warrant, for approximately \$80 million. In connection with this transaction, Warburg Pincus acquired new warrants to purchase 2.5 million additional shares of the Company's common stock from the Company for total consideration of \$0.6 million. The warrants have a six-year life and an exercise price of \$4.94. The warrants provide the holder with the option to exercise the warrants on a net, or cashless, basis.

In connection with the acquisition of SpeechWorks in 2003, the Company issued a warrant to its investment banker, expiring on August 11, 2011, for the purchase of 150,000 shares of the Company's common stock at an exercise price of \$3.98 per share. The warrant provides the holder with the option to exercise the warrants on a net, or cashless, basis. The warrant became exercisable on August 11, 2005, and was valued at its issuance at \$0.2 million based upon the Black-Scholes option pricing model with the following assumptions: expected volatility of 60%, a risk-free interest rate of 4.03%, an expected term of 8 years, no dividends and a stock price of \$3.92, based on the Company's stock price at the time of issuance. During the six months ended March 31, 2007, the warrant was exercised to purchase 125,620 shares of the Company's common stock. The holder of the warrant elected a cashless exercise resulting in a net issuance of 75,623 shares of the Company's common stock. As of March 31, 2007, a warrant to purchase 24,380 shares of the Company's common stock remains outstanding.

Also in connection with the acquisition of SpeechWorks, the Company assumed outstanding warrants previously issued by SpeechWorks to America Online. These warrants allow for the purchase of up to 219,421 shares of the Company's common stock, and were issued in connection with a long-term marketing arrangement. The warrant is currently exercisable at a price of \$14.49 per share and provides the holder with the option to exercise the warrants on a net, or cashless, basis. The warrant expires on June 30, 2007 and the value of the warrant was insignificant.

Based on its review of EITF 00-19, the Company has determined that each of the above-noted warrants should be classified within the stockholders' equity section of the accompanying consolidated balance sheets.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)****14. Commitments and Contingencies*****Operating Leases***

The Company has various operating leases for office space around the world. In connection with many of its acquisitions the Company assumed facility lease obligations. Among these assumed obligations are lease payments related to certain office locations that were vacated by certain of the acquired companies prior to the acquisition date (Note 11). Additionally, certain of the Company's lease obligations have been included in various restructuring charges (Note 12). The following table outlines the Company's gross future minimum payments under all non-cancelable operating leases as of March 31, 2007 (in thousands):

Year Ending September 30,	Operating Leases	Leases Under Restructuring	Other Contractual Obligations Assumed	Total
2007 (April 1, 2007 to September 30, 2007)	\$ 3,574	\$ 815	\$ 6,185	\$ 10,574
2008	8,267	1,558	12,780	22,605
2009	7,906	1,432	13,202	22,540
2010	6,757	523	13,639	20,919
2011	5,877	540	14,172	20,589
2012	4,844	557	12,661	18,062
Thereafter	14,764	332	10,093	25,189
Total	\$ 51,989	\$ 5,757	\$ 82,732	\$ 140,478

At March 31, 2007, the Company has subleased certain office space that is included in the above table to third parties. Total sub-lease income under contractual terms is \$24.9 million and which ranges from approximately \$1.0 million to \$3.8 million on an annual basis through February 2016.

In connection with certain of its acquisitions, the Company assumed certain financial guarantees that the acquired companies had committed to the landlords. As of March 31, 2007, the total outstanding financial guarantees related to real estate were \$17.4 million and are secured by the 2006 Credit Facility.

Litigation and Other Claims

Like many companies in the software industry, the Company has, from time to time been notified of claims that it may be infringing certain intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, the Company may seek licenses for

these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to the Company or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may result in injunctive relief or the payment of damages by the Company.

On April 10, 2007, Disc Link Corporation (Disc Link) filed a patent infringement action against the Company in the United States District Court for the Eastern District of Texas. Damages are sought in an unspecified amount. In this lawsuit, Disc Link alleges that the Company infringes U.S. Patent No. 6,314,574, titled Information Distribution System. The Company is in the early stages of evaluating these claims and intends to defend the action vigorously.

On November 8, 2006, VoiceSignal Technologies, Inc. filed an action against the Company and eleven of its resellers in the United States District Court for the Western District of Pennsylvania claiming patent infringement. Damages were sought in an unspecified amount. In the lawsuit, VoiceSignal alleges that the Company is infringing United States Patent No. 5,855,000 which relates to improving correction in a dictation

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

application based on a two input analysis. The Company believes these claims have no merit and intends to defend the action vigorously.

On May 31, 2006 GTX Corporation (GTX), filed an action against the Company in the United States District Court for the Eastern District of Texas claiming patent infringement. Damages were sought in an unspecified amount. In the lawsuit, GTX alleged that the Company is infringing United States Patent No. 7,016,536 entitled Method and Apparatus for Automatic Cleaning and Enhancing of Scanned Documents. The Company believes these claims have no merit and intends to defend the action vigorously.

On November 27, 2002, AllVoice Computing plc (AllVoice) filed an action against the Company in the United States District Court for the Southern District of Texas claiming patent infringement. In the lawsuit, AllVoice alleges that the Company is infringing United States Patent No. 5,799,273 entitled Automated Proofreading Using Interface Linking Recognized Words to their Audio Data While Text is Being Changed (the 273 Patent). The 273 Patent generally discloses techniques for manipulating audio data associated with text generated by a speech recognition engine. Although the Company has several products in the speech recognition technology field, the Company believes that its products do not infringe the 273 Patent because, in addition to other defenses, they do not use the claimed techniques. Damages are sought in an unspecified amount. The Company filed an Answer on December 23, 2002. The United States District Court for the Southern District of Texas entered summary judgment against AllVoice and dismissed all claims against the Company on February 21, 2006. AllVoice filed a notice of appeal from this judgment on April 26, 2006. The Company believes these claims have no merit and intends to defend the action vigorously.

The Company believes that the final outcome of the current litigation matters described above will not have a significant adverse effect on its financial position and results of operations. However, even if the Company's defense is successful, the litigation could require significant management time and could be costly. Should the Company not prevail in these litigation matters, its operating results, financial position and cash flows could be adversely impacted.

Guarantees and Other

The Company currently includes indemnification provisions in the contracts into which it enters with its customers and business partners. Generally, these provisions require the Company to defend claims arising out of its products infringement of third-party intellectual property rights, breach of contractual obligations and/or unlawful or otherwise culpable conduct on its part. The indemnity obligations imposed by these provisions generally cover damages, costs and attorneys' fees arising out of such claims. In most, but not all, cases, the Company's total liability under such provisions is limited to either the value of the contract or a specified, agreed upon amount. In some cases its total liability under such provisions is unlimited. In many, but not all, cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments the Company could be required to make under all the indemnification provisions in its contracts with customers and business partners is unlimited, it believes that the estimated fair value of these provisions is minimal due to the low frequency with which these provisions have been triggered.

The Company has entered into agreements to indemnify its directors and officers to the fullest extent authorized or permitted under applicable law. These agreements, among other things, provide for the indemnification of its directors and officers for expenses, judgments, fines, penalties and settlement amounts incurred by any such person in his or her capacity as a director or officer of the Company, whether or not such person is acting or serving in any such capacity

at the time any liability or expense is incurred for which indemnification can be provided under the agreements. In accordance with the terms of the SpeechWorks merger agreement, the Company is required to indemnify the former members of the SpeechWorks board of directors, on similar terms as described above, for a period of six years from the acquisition date. In connection with this indemnification, the Company was required to purchase a director and officer insurance policy related to this obligation for a period of three years from the date of acquisition. This three-year policy

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

was purchased in 2003. In accordance with the terms of each of the Former Nuance and Dictaphone merger agreements, the Company is required to indemnify the former members of the Former Nuance and Dictaphone boards of directors, on similar terms as described above, for a period of six years from the acquisition date. In connection with these indemnifications, the Company has purchased director and officer insurance policies related to these obligations covering the full period of six years.

At March 31, 2007, the Company has \$4.1 million of non-cancelable purchase commitments for inventory to fulfill customers' orders currently scheduled in its backlog.

15. Segment and Geographic Information and Significant Customers

The Company has reviewed the provisions of SFAS 131, Disclosures about Segments of an Enterprise and Related Information, with respect to the criteria necessary to evaluate the number of operating segments that exist. Based on its review, the Company has determined that it operates in one segment. Changes in the organization or the Company's management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated useful lives, (b) additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit, and/or (c) other changes in previous assumptions or estimates. In turn, this could have a significant impact on the consolidated financial statements through accelerated amortization and/or impairment charges.

Revenue, classified by the major geographic areas in which the Company's customers are located, were as follows (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
United States	\$ 100,830	\$ 47,750	\$ 202,380	\$ 97,661
International	31,232	23,978	63,103	49,619
Total	\$ 132,062	\$ 71,728	\$ 265,483	\$ 147,280

No country outside of the United States composed greater than 10% of total revenue.

The following table presents revenue information for principal product lines, which do not constitute separate segments (in thousands):

	Three Months Ended March 31,	Six Months Ended March 31,
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	2007	2006	2007	2006
Speech	\$ 113,460	\$ 55,556	\$ 228,462	\$ 113,724
Imaging	18,602	16,172	37,021	33,556
Total	\$ 132,062	\$ 71,728	\$ 265,483	\$ 147,280

No customer accounted for greater than 10% of revenue or accounts receivable as of March 31, 2007 or September 30, 2006.

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The following table summarizes the Company's long-lived assets, including intangible assets and goodwill, by geographic location (in thousands):

	March 31, 2007	September 30, 2006
United States	\$ 893,146	\$ 865,884
International	145,752	105,869
Total	\$ 1,038,898	\$ 971,753

16. Pro Forma Results

The following table reflects unaudited pro forma results of operations of the Company assuming that the Dictaphone and Focus acquisitions had occurred on October 1, 2005 (in thousands, except per share amounts):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2006	2007	2006
Revenue	\$ 136,822	\$ 114,643	\$ 274,885	\$ 235,726
Net loss	\$ (3,565)	\$ (37,784)	\$ (6,283)	\$ (49,828)
Net loss per basic and diluted share	\$ (0.02)	\$ (0.23)	\$ (0.04)	\$ (0.31)

The Company has not furnished pro forma financial information relating to the MVC acquisition because such information is not material. The unaudited pro forma results of operations are not necessarily indicative of the actual results that would have occurred had the transactions actually taken place at the beginning of the periods indicated.

17. Related Parties

A member of the Company's Board of Directors is also a partner at Wilson Sonsini Goodrich & Rosati, Professional Corporation, a law firm that provides services to the Company. In the six months ended March 31, 2007 and the fiscal year 2006, the Company paid \$0.3 million and \$4.9 million, respectively, to Wilson Sonsini Goodrich & Rosati for professional services provided to the Company. As of March 31, 2007 and September 30, 2006, the Company had \$3.4 million and \$0.6 million, respectively, included in accounts payable and accrued expenses to Wilson Sonsini Goodrich & Rosati.

18. Subsequent Events

On February 12, 2007, the Company entered into an agreement and plan of merger to acquire BeVocal, Inc. (BeVocal), a provider of self-service customer care solutions that address the unique business requirements of the mobile communications market and its customers. The transaction closed on April 24, 2007. Under the terms of the agreement and plan of merger, the purchase price payable to BeVocal's stockholders consists of an initial payment of approximately \$15.0 million in cash, net of the estimated cash closing balance of BeVocal, and approximately 8.3 million shares of the Company's common stock. Up to an additional \$60.0 million in cash may also be paid, if at all, approximately 18 months following the closing, upon the achievement of certain performance objectives.

On April 5, 2007, the Company amended its 2006 Credit Facility, and received additional net proceeds of approximately \$87.5 million. The 2006 Credit Facility and the amendment provide for the amendment and restatement of the Company's existing 7-year term facility and 6-year revolving credit facility (together, the Expanded 2006 Credit Facility). The Expanded 2006 Credit Facility includes \$90 million of additional term debt resulting in a \$442 million term facility due in March 2013 and a \$75 million revolving credit facility due in March 2012. The additional funds net of debt issuance costs received by the Company under the Expanded 2006 Credit Facility was used to fund the cash portion of the merger consideration of Focus and

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

BeVocal as discussed in Note 3 and above. The Expanded 2006 Credit Facility contains customary covenants, including, among other things, covenants that in certain cases restrict the ability of the Company and its subsidiaries to incur additional indebtedness, create or permit liens on assets, enter into sale-leaseback transactions, make loans or investments, sell assets, make acquisitions, pay dividends, or repurchase stock.

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Nuance Communications, Inc.
(formerly ScanSoft, Inc.)

Annual Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Nuance Communications, Inc.
Burlington, Massachusetts

We have audited the accompanying consolidated balance sheets of Nuance Communications, Inc. (the Company) as of September 30, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the two years in the period ended September 30, 2006, and for the nine-month period ended September 30, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Nuance Communications, Inc. at September 30, 2006 and 2005, and the results of its operations and its cash flows for each of the two years in the period ended September 30, 2006, and for the nine-month period ended September 30, 2004, 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 Nuance Communications, Inc.'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 (COSO), and our report dated December 14, 2006, expressed an unqualified opinion thereon.

As described in note 16 of the Notes to Consolidated Financial Statements, Nuance Communications, Inc. adopted Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, effective October 1, 2005.

/s/ BDO SEIDMAN, LLP
BDO Seidman, LLP

Boston, Massachusetts
December 14, 2006

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Nuance Communications, Inc.
Burlington, Massachusetts

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting, that Nuance Communications, Inc. (the Company) maintained effective internal control over financial reporting as of September 30, 2006, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company'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.

As indicated in the accompanying Management's Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Dictaphone Corporation, which the Company acquired on March 31, 2006, and which is included in the 2006 consolidated financial statements of Nuance Communications, Inc. from the date of the acquisition and constituted approximately 42.8% of consolidated assets as of September 30, 2006, and approximately 20.1% of consolidated revenue for the year ended September 30, 2006. Management did not assess the effectiveness of internal controls over financial reporting of Dictaphone Corporation because the Company acquired this entity during its fiscal year ended September 30, 2006. Refer to Note 3 to the consolidated financial statements for further discussion of this acquisition and its impact on the Company's consolidated financial statements. Our audit of internal control over financial reporting of Nuance Communications, Inc. also did not include an evaluation of the internal control over financial reporting of Dictaphone Corporation.

In our opinion, management's assessment that Nuance Communications, Inc. maintained effective internal control over financial reporting as of September 30, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control-Integrated Framework* issued by COSO. Also, in our opinion, Nuance

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Communications, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2006, based on the criteria established in *Internal Control-Integrated Framework* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2006 consolidated financial statements of Nuance Communications, Inc. and our report dated December 14, 2006 expressed an unqualified opinion thereon and indicated that the Company adopted Statement of Financial Accounting Standards No. 123(R), Share-Based Payment, effective October 1, 2005.

/s/ BDO SEIDMAN, LLP
BDO Seidman, LLP

Boston, Massachusetts
December 14, 2006

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NUANCE COMMUNICATIONS, INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2006	September 30, 2005
	(In thousands, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 112,334	\$ 71,687
Marketable securities		24,127
Accounts receivable, less allowances of \$18,201 and \$13,118, respectively	110,778	66,488
Acquired unbilled accounts receivable	19,748	3,052
Inventories, net	6,795	313
Prepaid expenses and other current assets	13,245	9,235
Deferred tax assets	421	
 Total current assets	 263,321	 174,902
 Land, building and equipment, net	 30,700	 14,333
Goodwill	699,333	458,313
Other intangible assets, net	220,040	92,350
Other long-term assets	21,680	17,314
 Total assets	 \$ 1,235,074	 \$ 757,212
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt and obligations under capital leases	\$ 3,953	\$ 27,711
Accounts payable	27,768	17,347
Accrued expenses	52,674	60,153
Current portion of accrued business combination costs	14,810	17,027
Deferred maintenance revenue	63,269	13,298
Unearned revenue and customer deposits	30,320	10,822
Deferred acquisition payments, net	19,254	16,414
 Total current liabilities	 212,048	 162,772
 Long-term debt and obligations under capital leases, net of current portion	 349,990	 35
Accrued business combination costs, net of current portion	45,255	54,972
Deferred maintenance revenue, net of current portion	9,800	291
Deferred tax liability	19,926	4,241
Deferred acquisition payments, net Phonetic		16,266
Other liabilities	21,459	3,970

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Total liabilities	658,478	242,547
Commitments and contingencies		
Stockholders' equity:		
Series B preferred stock, \$0.001 par value; 40,000,000 shares authorized; 3,562,238 shares issued and outstanding (liquidation preference \$4,631)	4,631	4,631
Common stock, \$0.001 par value; 280,000,000 shares authorized; 173,182,430 and 159,431,907 shares issued and 170,152,247 and 156,585,046 shares outstanding, respectively	174	160
Additional paid-in capital	773,120	699,427
Treasury stock, at cost (3,030,183 and 2,846,861 shares, respectively)	(12,859)	(11,432)
Deferred compensation		(8,782)
Accumulated other comprehensive income (loss)	1,656	(2,100)
Accumulated deficit	(190,126)	(167,239)
Total stockholders' equity	576,596	514,665
Total liabilities and stockholders' equity	\$ 1,235,074	\$ 757,212

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

Table of Contents**NUANCE COMMUNICATIONS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended		Nine Months
	September 30,	September 30,	Ended
	2006	2005	September 30,
	2004		
	(In thousands, except per share amounts)		
Revenue:			
Product and licensing	\$ 235,825	\$ 171,200	\$ 98,262
Professional services, subscription and hosting	81,320	47,308	25,358
Maintenance and support	71,365	13,880	7,287
Total revenue	388,510	232,388	130,907
Costs and Expenses:			
Cost of revenue:			
Cost of product and licensing	31,394	20,378	10,348
Cost of professional services, subscription and hosting	59,015	34,737	20,456
Cost of maintenance and support	17,723	4,938	2,559
Cost of revenue from amortization of intangible assets	12,911	9,150	8,431
Total cost of revenue	121,043	69,203	41,794
Gross margin	267,467	163,185	89,113
Operating expenses:			
Research and development	59,403	39,190	26,390
Sales and marketing	128,412	78,797	49,554
General and administrative	55,343	31,959	18,394
Amortization of other intangible assets	17,172	3,984	1,967
Restructuring and other charges (credits), net	(1,233)	7,223	801
Total operating expenses	259,097	161,153	97,106
Income (loss) from operations	8,370	2,032	(7,993)
Other income (expense):			
Interest income	3,305	1,244	429
Interest expense	(17,614)	(1,644)	(340)
Other (expense) income, net	(1,132)	(237)	(141)
Income (loss) before income taxes	(7,071)	1,395	(8,045)
Provision for income taxes	15,144	6,812	1,333
Loss before cumulative effect of accounting change	(22,215)	(5,417)	(9,378)
Cumulative effect of accounting change	672		

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Net loss	\$ (22,887)	\$ (5,417)	\$ (9,378)
Basic and diluted earnings per share:			
Loss before cumulative effect of accounting change	\$ (0.13)	\$ (0.05)	\$ (0.09)
Cumulative effect of accounting change	(0.01)		
Net loss per share	\$ (0.14)	\$ (0.05)	\$ (0.09)
Weighted average common shares outstanding:			
Basic and diluted	163,873	109,540	103,780

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

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NUANCE COMMUNICATIONS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY AND COMPREHENSIVE
INCOME/(LOSS)

Preferred Stock		Common Stock		Additional Paid-In Capital	Treasury Stock		Deferred Compensation	Accumulated Other Comprehensive Income (Loss)	Accumulated S
Shares	Amount	Shares	Amount	Capital	Shares	Amount			Deficit
in thousands, except share amounts)									
3,562,238	\$ 4,631	105,327,485	\$ 105	\$ 464,350	2,735,466	\$ (10,925)	\$ (1,743)	\$ (748)	\$ (152,444)
		2,570,697	3	6,221					
		706,504	1	5,253 382	4,000		(5,254)		
							1,532		
					32,041	(146)			(9,378)
								(140)	
								45	
3,562,238	4,631	108,604,686	109	476,206	2,771,507	(11,071)	(5,465)	(843)	(161,822)
		2,040,339	2	6,085					
		449,437		1,671					
				370					

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		1,544,228	2	6,498					
		28,760,031	29	132,609			(4,218)		
		17,688,679	18	73,893					
		344,507		2,095			(2,095)		
							2,996		
					75,354	(361)			(5,417)
								98	
								(1,355)	
3,562,238	\$ 4,631	159,431,907	160	699,427	2,846,861	(11,432)	(8,782)	(2,100)	(167,239)
		8,002,211	8	31,163					
		1,194,958	1						
		(43,680)		(392)					
		9,700		59					
		4,587,334	5	27,519					

13,757

8,782

1,726

183,322

(1,427)

(139)

(22,887)

42

(570)

4,284

3,562,238 \$ 4,631 173,182,430 \$ 174 \$ 773,120 3,030,183 \$ (12,859) \$ \$ 1,656 \$ (190,126)

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

Table of Contents**NUANCE COMMUNICATIONS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended September 30, 2006	Year Ended September 30, 2005 (In thousands)	Nine Months Ended September 30, 2004
Cash flows from operating activities			
Net loss	\$ (22,887)	\$ (5,417)	\$ (9,378)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation of property and equipment	8,366	5,019	2,919
Amortization of other intangible assets	30,083	13,134	10,399
Accounts receivable allowances	1,407	1,516	1,285
Non-cash portion of restructuring charges	1,233	212	395
Share-based payments, including cumulative effect of accounting change	22,539	2,996	1,301
Foreign exchange gain (loss)		(874)	113
Non-cash interest expense	3,862	1,006	199
Deferred tax provision	8,811	2,962	859
Normalization of rent expense	1,485	357	
Changes in operating assets and liabilities, net of effects from acquisitions:			
Accounts receivable	16,599	(19,832)	4,990
Inventories	(1,781)	646	57
Prepaid expenses and other assets	(5,208)	1,219	(967)
Accounts payable	7,534	6,687	553
Accrued expenses and other liabilities	(12,910)	3,719	(3,710)
Deferred maintenance revenue, unearned revenue and customer deposits	(11,186)	2,848	(2,757)
Net cash provided by operating activities	47,947	16,198	6,258
Cash flows from investing activities			
Capital expenditures for property and equipment	(8,447)	(4,598)	(3,281)
Proceeds from sale of property and equipment		214	
Payments for acquisitions, net of cash acquired	(392,826)	(61,287)	(734)
Proceeds from maturities of marketable securities	24,159	21,089	260
Purchases of marketable securities			(24,960)
Decrease in restricted cash	11,131		
Net cash used in investing activities	(365,983)	(44,582)	(28,715)
Cash flows from financing activities			

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Payments of note payable, capital leases and deferred acquisition payments	(16,667)	(463)	(721)
Proceeds from credit facility, net of issuance costs	346,032		
Payments associated with licensing agreements		(2,800)	(2,800)
Purchase of treasury stock	(1,427)	(361)	(146)
Payments under deferred payment agreement			(410)
Proceeds from issuance of common stock and common stock warrants, net of issuance costs	(139)	73,911	625
Proceeds from issuance of common stock under employee share-based payment plans	30,780	6,190	6,146
Net cash provided by financing activities	358,579	76,477	2,694
Effects of exchange rate changes on cash and cash equivalents	104	631	142
Net (decrease) increase in cash and cash equivalents	40,647	48,724	(19,621)
Cash and cash equivalents at beginning of period	71,687	22,963	42,584
Cash and cash equivalents at end of period	\$ 112,334	\$ 71,687	\$ 22,963

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

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business and Basis of Presentation

Nuance Communications, Inc. (the Company or Nuance) offers businesses and consumers competitive and value-added speech, dictation and imaging solutions that facilitate the way people access, share, manage and use information in business and daily life. The Company was incorporated in 1992 as Visioneer, Inc. In 1999, the Company changed its name to ScanSoft, Inc., and changed its ticker symbol to SSFT. In October 2005, the Company changed its name to Nuance Communications, Inc. and changed its ticker symbol to NUAN in November 2005.

During fiscal 2004, 2005 and 2006, the Company acquired the following businesses:

June 15, 2004 Telelogue, Inc. (Telelogue);

September 16, 2004 Brand & Groeber Communications GbR (B&G);

December 6, 2004 Rhetorical Systems, Ltd. (Rhetorical);

January 21, 2005 ART Advanced Recognition Technologies, Inc. (ART);

February 1, 2005 Phonetic Systems Ltd. (Phonetic);

May 12, 2005 MedRemote, Inc. (MedRemote);

September 15, 2005 Nuance Communications, Inc. (Former Nuance); and

March 31, 2006 Dictaphone Corporation (Dictaphone).

Each of these acquisitions has been accounted for under the purchase method of accounting and, accordingly, the results of operations from the acquired businesses have been included in the Company s consolidated financial statements since the acquisition dates.

Reclassification: Certain amounts in prior periods consolidated financial statements presented have been reclassified to conform to the current year s presentation. These reclassifications include separate disclosures for (i) acquired unbilled accounts receivable on the consolidated balance sheets, which were previously within accounts receivable ; (ii) deferred maintenance revenue and unearned revenue and customer deposits on the consolidated balance sheets, which were previously combined as deferred revenue ; and (iii) maintenance revenue and the related costs of revenue which were previously combined with professional services, subscription and hosting revenue and the related costs on the consolidated statements of operations.

Change in Fiscal Year: On October 23, 2004 the Company s Board of Directors approved a change in the Company s fiscal year end from December 31 to September 30, effective beginning September 30, 2004. All references in the consolidated financial statements to the period ended September 30, 2004, or fiscal 2004, refers to the nine-month period ended September 30, 2004.

2. Summary of Significant Accounting Policies

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 the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, assumptions and judgments, including those related to revenue recognition; allowance for doubtful accounts and returns; accounting for patent legal defense costs; the costs to complete the development of custom software applications; the valuation of goodwill, other intangible assets and tangible long-lived assets; accounting for acquisitions; share-based payments; the obligation relating to pension and post-retirement benefit plans; interest rate swaps which are characterized as

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

derivative instruments; income tax reserves and valuation allowances; and loss contingencies. The Company bases its estimates on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual amounts could differ significantly from these estimates.

Basis of Consolidation: The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated.

Revenue Recognition: The Company recognizes software revenue in accordance with Statement of Position (SOP) 97-2, Software Revenue Recognition, as amended by SOP 98-9 and all related interpretations. Non-software revenue is recognized in accordance with, the Securities and Exchange Commission's Staff Accounting Bulletin (SAB) 104, Revenue Recognition in Financial Statements, and SOP 81-1, Accounting for Performance of Construction Type and Certain Performance Type Contracts. For revenue arrangements with multiple elements outside of the scope of SOP 97-2, the Company accounts for the arrangements in accordance with Emerging Issues Task Force (EITF) Issue 00-21, Revenue Arrangements with Multiple Elements, and allocates an arrangement's fees into separate units accounting based on their relative fair value. In select situations, we sell or license intellectual property in conjunction with, or in place of, embedding our intellectual property in software. In general, the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, collectibility is probable, and vendor specific objective evidence (VSOE) of fair value exists for any undelivered elements. When contracts contain substantive customer acceptance provisions, revenue and related costs are deferred until such acceptance is obtained. The Company reduces revenue recognized for estimated future returns, price protection and rebates, and certain marketing allowances at the time the related revenue is recorded.

When products are sold through distributors or resellers, title and risk of loss generally passes upon shipment, at which time the transaction is invoiced and payment is due. Shipments to distributors and resellers without right of return are recognized as revenue upon shipment by the Company. Certain distributors and value-added resellers have been granted rights of return for as long as the distributors or resellers hold the inventory. The Company has not analyzed historical returns from these distributors and resellers to estimate future sales returns. As a result, the Company recognizes revenue from sales to these distributors and resellers when the products are sold through to retailers and end-users. Based on reports from distributors and resellers of their inventory balances at the end of each period, the Company records an allowance against accounts receivable and reduces revenue for all inventories subject to return at the sales price.

The Company also makes an estimate of sales returns based on historical experience. In accordance with Statement of Financial Accounting Standards (SFAS) 48, Revenue Recognition When Right of Return Exists, the provision for these estimated returns is recorded as a reduction of revenue and accounts receivable at the time that the related revenue is recorded. If actual returns differ significantly from the Company's estimates, such differences could have a material impact on the Company's results of operations for the period in which the actual returns become known.

Revenue from royalties on sales of the Company's products by original equipment manufacturers (OEMs), where no services are included, is recognized in the quarter earned so long as the Company has been notified by the OEM that such royalties are due, and provided that all other revenue recognition criteria are met.

Revenue from products offered on a subscription and/or hosting basis is recognized in the period the services are provided, based on a fixed minimum fee and/or variable fees based on the volume of activity. Subscription and hosting revenue is recognized as the Company is notified by the customer or through management reports that such

revenue is due, provided that all other revenue recognition criteria are met.

When the Company provides maintenance and support services, it recognizes the revenue ratably over the term of the related contracts, typically one to three years. When maintenance and support contracts renew

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

automatically, the Company provides a reserve based on historical experience for contracts expected to be cancelled for non-payment. All known and estimated cancellations are recorded as a reduction to revenue and accounts receivable.

Professional services are generally not considered essential to the functionality of the software and are recognized as revenue when the related services are performed. Professional services revenue is generally recognized based on the percentage-of-completion method in accordance with SOP 81-1. The Company generally determines the percentage-of-completion by comparing the labor hours incurred to date to the estimated total labor hours required to complete the project. The Company considers labor hours to be the most reliable, available measure of progress on these projects. Adjustments to estimates to complete are made in the periods in which facts resulting in a change become known. When the estimate indicates that a loss will be incurred, such loss is recorded in the period identified. Significant judgments and estimates are involved in determining the percent complete of each contract. Different assumptions could yield materially different results. When the Company provides services on a time and materials basis, it recognizes revenue as it performs the services based on actual time incurred.

The Company may sell, under one contract or related contracts, software licenses, professional services, and/or a maintenance and support arrangement. The total contract value is attributed first to the undelivered elements based on VSOE of their fair value. VSOE is established by the price charged when that element is sold separately. The remainder of the contract value is attributed to the delivered elements, typically software licenses, which are typically recognized as revenue upon delivery, provided all other revenue recognition criteria are met. When the Company provides professional services considered essential to the functionality of the software, such as custom application development for a fixed fee, it recognizes revenue from the services as well as any related software licenses on a percentage-of-completion basis.

The Company follows the guidance of EITF 01-09, *Accounting for Consideration Given by a Vendor (Including a Reseller of the Vendor's Products)*, and records consideration given to a reseller as a reduction of revenue to the extent the Company has recorded cumulative revenue from the customer or reseller. However, when the Company receives an identifiable benefit in exchange for the consideration and can reasonably estimate the fair value of the benefit received, the consideration is recorded as an operating expense.

The Company follows the guidance of EITF 01-14, *Income Statement Characterization of Reimbursements for Out-of-Pocket Expenses Incurred*, and records reimbursements received for out-of-pocket expenses as revenue, with offsetting costs recorded as cost of revenue. Out-of-pocket expenses generally include, but are not limited to, expenses related to transportation, lodging and meals.

The Company follows the guidance of EITF 00-10, *Accounting for Shipping and Handling Fees and Costs*, and records shipping and handling costs billed to customers as revenue with offsetting costs recorded as cost of revenue.

Cash and Cash Equivalents: Cash and cash equivalents consists of cash on hand, including money market funds and commercial paper with original maturities of 90 days or less.

Allowance against Accounts Receivables: The Company maintains an allowance for doubtful accounts for the estimated probable losses on uncollectible accounts receivable. The allowance is based upon the credit worthiness of its customers, its historical experience, the age of the receivable and current market and economic conditions. Receivables are written off against these reserves in the period they are determined to be uncollectible. For

sell-through arrangements with certain distributors or resellers for whom the Company does not have history, the Company maintains an allowance against accounts receivable for all product subject to return at the sales price. The allowance is recorded based upon ending product balance held by these distributors or resellers at the end of each period and receivables are written off against these reserves in the period the product is returned. The Company also maintains an allowance for sales returns from customers for

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

which they have historical experience. The returns allowance is recorded as a reduction in revenue and accounts receivable at the time that the related revenue is recorded and the receivables are written off against the allowance in the period the return is received.

Inventories: Inventories are stated at the lower of cost, computed using the first-in, first-out method, or market. The Company regularly reviews inventory quantities on hand and records a provision for excess and/or obsolete inventory primarily based on future purchase commitments with its suppliers, and the estimated utility of its inventory as well as other factors including technological changes and new product development.

Land, Building and Equipment: Land, building and equipment are stated at cost. Building and equipment are depreciated over their estimated useful lives. Leasehold improvements are depreciated over the shorter of the lease term or the estimated useful life. Computer software developed or obtained for internal use is accounted for under SOP 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, and is depreciated over the estimated useful life of the software, generally five years or less. Depreciation is computed using the straight-line method. Significant improvements are capitalized and repairs and maintenance costs are expensed as incurred. The cost and related accumulated depreciation of sold or retired assets are removed from the accounts and any gain or loss is included in operations.

Goodwill and Other Intangible Assets: The Company has significant long-lived tangible and intangible assets, including goodwill and intangible asset with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant long-lived tangible and other intangible assets are fixed assets, patents and core technology, completed technology, customer relationships and trademarks. All finite-lived intangible assets are amortized based upon patterns in which the economic benefits of such assets are expected to be utilized. The values of intangible assets, with the exception of goodwill and intangible assets with indefinite lives, were initially determined by a risk-adjusted, discounted cash flow approach. The Company assesses the potential impairment of identifiable intangible assets and fixed assets whenever events or changes in circumstances indicate that the carrying values may not be recoverable. Factors it considers important, which could trigger an impairment of such assets, include the following:

significant underperformance relative to historical or projected future operating results;

significant changes in the manner of or use of the acquired assets or the strategy for the Company's overall business;

significant negative industry or economic trends;

significant decline in the Company's stock price for a sustained period; and

a decline in the Company's market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact future results of operations and financial position in the reporting period identified.

In accordance with SFAS 142, Goodwill and Other Intangible Assets, goodwill and intangible assets with indefinite lives are tested for impairment on an annual basis as of July 1, and between annual tests if indicators of potential impairment exist. The impairment test compares the fair value of the reporting unit to its carrying amount, including goodwill and intangible assets with indefinite lives, to assess whether impairment is present. The Company has reviewed the provisions of SFAS 142 with respect to the criteria necessary to evaluate the number of reporting units that exist. Based on its review, the Company has determined that it operates in one reporting unit. Based on this assessment, the Company has not had any impairment charges during its history as a result of its impairment evaluation of goodwill and other indefinite-lived intangible assets under SFAS 142.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In accordance with SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company periodically reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of those assets are no longer appropriate. Each impairment test is based on a comparison of the undiscounted cash flows to the recorded value for the asset. If impairment is indicated, the asset is written down to its estimated fair value based on a discounted cash flow analysis. No impairment charges were taken in fiscal 2006, 2005 or 2004, based on the review of long-lived assets under SFAS 144.

Significant judgments and estimates are involved in determining the useful lives and amortization patterns of long-lived assets, determining what reporting units exist and assessing when events or circumstances would require an interim impairment analysis of goodwill or other long-lived assets to be performed. Changes in the organization or the Company's management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated useful lives, (b) additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit, and/or (c) other changes in previous assumptions or estimates. In turn, this could have a significant impact on the consolidated financial statements through accelerated amortization and/or impairment charges (Notes 7 and 8).

Research and Development Costs: Internal costs relating to research and development costs incurred for new software products and enhancements to existing products, other than certain software development costs that qualify for capitalization, are expensed as incurred. Software development costs incurred subsequent to the establishment of technological feasibility, but prior to the general release of the product, are capitalized and amortized to cost of revenue over the estimated useful life of the related products. The Company has determined that technological feasibility for its software products is reached shortly before the products are released to manufacturing. Costs incurred after technological feasibility is established have not been material, and accordingly, the Company has expensed the internal costs relating to research and development when incurred.

Purchased Computer Software: The cost of purchased computer software to be sold, leased, or otherwise marketed is capitalized if the purchased software has an alternative future use. Otherwise, the cost is expensed as incurred. Capitalized purchased computer software is amortized to cost of revenue over the estimated useful life of the related products. At each balance sheet date, the Company evaluates these assets for impairment by comparing the unamortized cost to the net realizable value. Amortization expense was \$5.1 million, \$2.1 million and \$1.6 million for fiscal 2006, 2005 and 2004, respectively. Included in the fiscal 2006 amortization expense was an additional \$2.6 million of expense representing an impairment determined to exist in order to value the purchased computer software at its net realizable value (see Note 8 for additional information). The net unamortized purchased computer software included in other intangible assets at September 30, 2006 and 2005 were \$1.6 million and \$5.2 million, respectively.

Capitalized Patent Defense Costs: The Company monitors the anticipated outcome of legal actions, and if it determines that the success of the defense of a patent is probable, and so long as the Company believes that the future economic benefit of the patent will be increased, the Company capitalizes external legal costs incurred in the defense of these patents, up to the level of the expected increased future economic benefit. If changes in the anticipated outcome occur, the Company writes off any capitalized costs in the period the change is determined. As of September 30, 2006 and 2005, capitalized patent defense costs totaled \$6.4 million and \$2.3 million, respectively.

Advertising Costs: Advertising costs are expensed as incurred and are classified as sales and marketing expenses. Cooperative advertising programs reimburse customers for marketing activities for certain of the Company's products, subject to defined criteria. Cooperative advertising obligations are accrued and the costs expensed at the same time the related revenue is recognized. Cooperative advertising expenses are recorded as

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expense to the extent that an advertising benefit separate from the revenue transaction can be identified and the cash paid does not exceed the fair value of that advertising benefit received. Any excess of cash paid over the fair value of the advertising benefit received is recorded as a reduction in revenue. The Company incurred advertising costs of \$16.4 million, \$11.4 million and \$7.4 million for fiscal 2006, 2005 and 2004, respectively.

Income Taxes: Deferred tax assets and liabilities are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. The Company does not provide for U.S. income taxes on the undistributed earnings of its foreign subsidiaries, which the Company considers to be indefinitely reinvested outside of the U.S. in accordance with Accounting Principles Board (APB) Opinion 23, Accounting for Income Taxes Special Areas.

The Company makes judgments regarding the realizability of its deferred tax assets. In accordance with SFAS 109, Accounting for Income Taxes, the carrying value of the net deferred tax assets is based on the belief that it is more likely than not that the Company will generate sufficient future taxable income to realize these deferred tax assets after consideration of all available evidence. The Company regularly reviews its deferred tax assets for recoverability considering historical profitability, projected future taxable income, and the expected timing of the reversals of existing temporary differences and tax planning strategies.

Valuation allowances have been established for U.S. deferred tax assets, which the Company believes do not meet the more likely than not criteria established by SFAS 109. If the Company is subsequently able to utilize all or a portion of the deferred tax assets for which a valuation allowance has been established, then the Company may be required to recognize these deferred tax assets through the reduction of the valuation allowance which would result in a material benefit to its results of operations in the period in which the benefit is determined, excluding the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination and created as a result of share-based payments. The recognition of the portion of the valuation allowance which relates to net deferred tax assets resulting from share-based payments will be recorded as additional paid-in-capital; the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination will reduce goodwill, other intangible assets, and to the extent remaining, the provision for income taxes.

Comprehensive Income (Loss): Total comprehensive loss, net of taxes, was approximately \$19.1 million, \$6.7 million and \$9.5 million for fiscal 2006, 2005 and 2004, respectively. Comprehensive loss consists of net loss and other comprehensive income (loss), which includes current period foreign currency translation adjustments, unrealized gains (losses) related to derivatives reported as cash flow hedges, and unrealized gains (losses) on marketable securities. For the purposes of comprehensive income (loss) disclosures, the Company does not record tax provisions or benefits for the net changes in the foreign currency translation adjustment, as the Company intends to reinvest undistributed earnings in its foreign subsidiaries permanently.

The components of accumulated other comprehensive income (loss), reflected in the Consolidated Statements of Stockholders Equity and Comprehensive Income (Loss), consisted of the following (in thousands):

	2006	2005	2004
Unrealized losses on cash flow hedge derivatives	\$ (570)	\$	\$

Unrealized losses on marketable securities		(42)	(140)
Cumulative foreign currency translation adjustments	2,226	(2,058)	(703)
	\$ 1,656	\$ (2,100)	\$ (843)

Concentration of Risk: Financial instruments that potentially subject the Company to significant concentrations of credit risk principally consist of cash, cash equivalents, and trade accounts receivable. The Company places its cash and cash equivalents with financial institutions with high credit ratings. The

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Company performs credit evaluations of its customers' financial condition and does not require collateral, since management does not anticipate nonperformance of payment. The Company also maintains reserves for potential credit losses and such losses have been within management's expectations. At September 30, 2006 and 2005, no customer represented greater than 10% of the Company's net accounts receivable balance.

Fair Value of Financial Instruments: Financial instruments include cash equivalents, marketable securities, accounts receivable, long-term debt and cash flow hedge derivative instruments and are carried in the financial statements at amounts that approximate their fair value.

Foreign Currency Translation: The Company transacts business in various foreign currencies. In general, the functional currency of a foreign operation is the local country's currency. Non-functional currency monetary balances are remeasured into the functional currency of the subsidiary with any related gain or loss recorded in other income (expense), net, in the accompanying consolidated statements of operations. Assets and liabilities of operations outside the United States, for which the functional currency is the local currency, are translated into United States dollars using period-end exchange rates. Revenue and expenses are translated at the average exchange rates in effect during each fiscal month during the year. The effects of foreign currency translation adjustments are included as a component of accumulated other comprehensive income (loss) in the accompanying consolidated balance sheets.

Financial Instruments and Hedging Activities: The Company follows the requirements of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, which establishes accounting and reporting standards for derivative instruments. To achieve hedge accounting, the criteria specified in SFAS 133, must be met, including (i) ensuring at the inception of the hedge that formal documentation exists for both the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge and (ii) at the inception of the hedge and on an ongoing basis, the hedging relationship is expected to be highly effective in achieving offsetting changes in fair value attributed to the hedged risk during the period that the hedge is designated. Further, an assessment of effectiveness is required whenever financial statements or earnings are reported. Absent meeting these criteria, changes in fair value are recognized currently in other expense, net of tax, in the income statement. Once the underlying forecasted transaction is realized, the gain or loss from the derivative designated as a hedge of the transaction is reclassified from accumulated other comprehensive income to the income statement, in the related revenue or expense caption, as appropriate. Any ineffective portion of the derivatives designated as cash flow hedges is recognized in current earnings. As of September 30, 2006, there was a \$100 million interest rate swap (the Swap) outstanding. The Swap was entered into in conjunction with the term loan on March 31, 2006. The Swap was designated as a cash flow hedge, and changes in the fair value of this cash flow hedge derivative are recorded in stockholders' equity as a component of accumulated other comprehensive income (loss).

Accounting for Long-Term Facility Obligations: The Company has historically acquired companies who have previously established restructuring charges relating to lease exit costs, and has recorded restructuring charges of its own that include lease exit costs. The Company follows the provisions of EITF 95-3 *Recognition of Liabilities in Connection with a Purchase Business Combination* or SFAS 146 *Accounting for Costs Associated with Exit or Disposal Activities*, as applicable. In accounting for these obligations, the Company is required to make assumptions relating to the time period over which the facility will remain vacant, sublease terms, sublease rates and discount rates. The Company bases its estimates and assumptions on the best information available at the time of the obligation having arisen. These estimates are reviewed and revised as facts and circumstances dictate. Changes in these estimates could have a material effect on the amount accrued on the balance sheet.

Accounting for Share-Based Payments: Effective October 1, 2005, the Company accounts for share-based payments in accordance with SFAS 123(R), Share-Based Payment (SFAS 123R). 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 period which is

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

generally the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including estimating expected dividends, share price volatility and the amount of share-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, share-based compensation expense and our results of operations could be materially impacted. Prior to the adoption of SFAS 123(R), the Company applied Accounting Principles Board (APB) Opinion 25, Accounting for Stock Issued to Employees, to account for its share-based payments. See Note 16 for additional information related to share-based payments.

SFAS 123R requires the presentation of pro forma information for the comparative periods prior to the adoption, as if the Company had accounted for all its employee share-based payments under the fair value method of the original SFAS 123. No amounts relating to the share-based payments have been capitalized. The following table illustrates the pro forma effect on net income (loss) and earnings per share (in thousands, except per-share data):

	Fiscal 2005	Fiscal 2004
Net loss, as reported	\$ (5,417)	\$ (9,378)
Add: employee stock-based compensation included in reported net income	2,996	1,532
Less: employee stock-based compensation under SFAS 123	(9,056)	(9,157)
Net loss, pro forma	\$ (11,477)	\$ (17,003)
Net loss per share:		
Basic and diluted, as reported	\$ (0.05)	\$ (0.09)
Basic and diluted, pro forma	\$ (0.10)	\$ (0.16)

The fair value of the stock options granted was estimated on the dates of grant using the Black-Scholes model with the following weighted-average assumptions:

	2005	2004
Dividend yield	0.0%	0.0%
Expected volatility	54.1%	75.7%
Average risk-free interest rate	3.9%	2.6%
Expected term (in years)	3.6	3.5

The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. Expected volatility is based on the historical volatility of the Company's common stock over the period commensurate with the expected life of the options and the historical implied volatility from traded options with a term of 180 days or greater. The risk-free interest rate is derived from the average U.S. Treasury STRIPS rate during the period, which approximates the rate in effect at the time of grant, commensurate with the

expected life of the instrument. During fiscal 2005 and 2004, the Company estimated the expected life based on the historical exercise behavior.

Net Income (Loss) Per Share: The Company computes net income (loss) per share under the provisions of SFAS 128, Earnings per Share, and EITF 03-06, Participating Securities and Two Class Method under FASB Statement No. 128, Earnings per Share. Accordingly, basic net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the period.

Diluted net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period plus the dilutive

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

effect of common equivalent shares, which include outstanding stock options, warrants, unvested shares of restricted stock using the treasury stock method and the convertible debenture using the as converted method. Common equivalent shares are excluded from the computation of diluted net income (loss) per share if their effect is anti-dilutive. Potentially dilutive common equivalent shares aggregating 19,250,475 for fiscal 2006, 13,133,936 for fiscal 2005 and 12,807,361 for fiscal 2004, have been excluded from the computation of diluted net income (loss) per share because their inclusion would be anti-dilutive.

Recently Issued Accounting Standards: In September 2006, the FASB issued SFAS 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements 87, 88, 106 and 132(R) (SFAS 158). SFAS 158 requires an employer to recognize the over-funded or under-funded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. SFAS 158 also requires the measurement of defined benefit plan assets and obligations as of the date of the employer's fiscal year-end statement of financial position (with limited exceptions). Under SFAS 158, the Company will be required to recognize the funded status of its defined benefit postretirement plan and to provide the required disclosures commencing as of September 30, 2007. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end is effective for the Company's fiscal year ended September 30, 2009. The Company is currently evaluating the impact that SFAS 158 will have on its consolidated financial statements.

In September 2006, the United States Securities and Exchange Commission (SEC) issued SAB 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. This SAB provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes an approach that requires quantification of financial statement errors based on the effects of each of the company's financial statements and the related financial statement disclosures. SAB 108 permits existing public companies to record the cumulative effect of initially applying this approach in the first year ending after November 15, 2006 by recording the necessary correcting adjustments to the carrying values of assets and liabilities as of the beginning of that year with the offsetting adjustment recorded to the opening balance of retained earnings. Additionally, the use of the cumulative effect transition method requires detailed disclosure of the nature and amount of each individual error being corrected through the cumulative adjustment and how and when it arose. The Company does not anticipate that SAB 108 will have a material impact on its financial statements.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an Interpretation of FASB Statement No. 109. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS 109, *Accounting for Income Taxes*. FIN 48 prescribes the recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for the Company's fiscal year beginning October 1, 2007. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated financial statements.

In March 2006, the FASB issued EITF 06-03, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That is, Gross versus Net Presentation)* that clarifies how a company discloses its recording of taxes collected that are imposed on revenue-producing activities. EITF 06-03 is effective for the first interim reporting period beginning after December 15, 2006, and thus the Company is required to adopt this standard as of January 1, 2007, in the second quarter of its fiscal year 2007. The Company is evaluating

the impact, if any, that EITF 06-03 may have on its consolidated financial statements.

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In February 2006, the FASB issued SFAS 155, *Accounting for Certain Hybrid Financial Instruments*, which amends SFAS 133, *Accounting for Derivative Instruments and Hedging Activities* and SFAS 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. SFAS 155 simplifies the accounting for certain derivatives embedded in other financial instruments by allowing them to be accounted for as a whole if the holder elects to account for the whole instrument on a fair value basis. SFAS 155 also clarifies and amends certain other provisions of SFAS 133 and SFAS 140. SFAS 155 is effective for all financial instruments acquired, issued or subject to a remeasurement event occurring in fiscal years beginning after September 15, 2006 and is therefore required to be adopted by the Company as of October 1, 2006. The Company does not anticipate the adoption of SFAS 155 will have any impact on its consolidated financial statements.

In May 2005, the FASB issued SFAS 154, *Accounting Changes and Error Corrections*, which replaces APB 20, *Accounting Changes*, and SFAS 3, *Reporting Accounting Changes in Interim Financial Statements - An Amendment of APB Opinion No. 28*. SFAS 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes retrospective application, or the latest practicable date, as the required method for reporting a change in accounting principle and the reporting of a correction of an error. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005 and is therefore required to be adopted by the Company as of October 1, 2006. To the extent the Company makes any accounting changes or error correction in future periods, the adoption of SFAS 154 could have a material impact on its consolidated financial statements.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. Business Acquisitions*****Acquisition of Dictaphone Corporation (Dictaphone)***

On March 31, 2006, the Company acquired all of the outstanding capital stock of Dictaphone Corporation (Dictaphone), a leading healthcare information technology company, for approximately \$365.0 million in cash, including approximately \$5.7 million in estimated transaction costs. The Company acquired Dictaphone to expand its product portfolio, market reach and revenue streams in the healthcare markets. The acquisition has been accounted for under the purchase method of accounting, and the results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The Company is currently finalizing the valuation of the assets acquired and liabilities assumed; therefore, the fair values set forth below are subject to adjustment as additional information is obtained. The following table summarizes the preliminary allocation of the purchase price (in thousands):

Total purchase consideration:	
Cash	\$ 359,240
Estimated transaction costs	5,716
Total purchase consideration	\$ 364,956
Preliminary allocation of the purchase consideration:	
Cash	\$ 7,742
Accounts receivables, net	32,060
Acquired unbilled accounts receivable	46,855
Inventories	2,940
Other current assets	4,358
Property and equipment	13,899
Other assets	4,587
Identifiable intangible assets	155,760
Goodwill	239,174
Total assets acquired	507,375
Accounts payable and accrued expenses	(31,804)
Accrued business combination costs	(2,719)
Deferred revenue	(43,731)
Unearned revenue and customer deposits	(42,275)
Deferred income tax liabilities	(13,161)
Pension, postretirement and other liabilities	(8,729)
Total liabilities assumed	(142,419)
Net assets acquired	\$ 364,956

In accordance with EITF 95-3, the Company has commenced integration activities which on a preliminary basis have resulted in recognizing \$1.8 in liabilities for employee termination benefits which will be paid through fiscal 2007 and \$0.9 million for the remaining contractual obligations associated with the elimination of duplicate facilities.

The Company is also committed to pay \$1.2 million in severance and related one-time payments to former employees of Dictaphone so long as they remain with the Company through specified dates in fiscal

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

2007. These \$1.2 million in payments are not accrued as of September 30, 2006, as they relate to future performance obligations of these employees.

Approximately \$26.0 million of the \$239.2 million of goodwill will be deductible for income tax purposes. Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Customer relationships	\$ 105,800	10.0
Existing technology	21,500	6.6
Trade name, subject to amortization	660	4.5
Subtotal	127,960	
Trade name, indefinite life	27,800	n/a
Total	\$ 155,760	

Acquisition of Nuance Communications, Inc. (Former Nuance)

On September 15, 2005, the Company acquired all of the outstanding capital stock of Former Nuance, a Company that provides software that enables enterprises and telecommunications carriers to automate the delivery of information and services over the telephone, for approximately \$224.4 million. With the acquisition of Former Nuance, the Company enhanced its portfolio of technologies, applications and services for call center automation, customer self service and directory assistance.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The total purchase price included the issuance of 28,760,031 shares of common stock valued at \$117.9 million, cash consideration of \$82.2 million, assumed stock options valued at \$14.7 million, and transaction costs of \$9.6 million. The merger is a non-taxable event and has been accounted for under the purchase method of accounting. The results of operations of the acquired business have been included in the financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:	
Common stock issued	\$ 117,916
Cash	82,172
Value of options to purchase common stock assumed	14,721
Transaction costs	9,571
Total purchase consideration	\$ 224,380
Allocation of the purchase consideration:	
Cash	\$ 58,066
Short-term investments	20,362
Other current assets	12,065
Property and equipment	2,872
Other assets	14,848
Identifiable intangible assets	41,740
Goodwill	146,717
Total assets acquired	296,670
Deferred compensation for stock options assumed	4,218
Accounts payable and accrued expenses	(5,981)
Current portion of accrued facility leases	(12,699)
Accrued acquisition-related fees	(7,083)
Deferred revenue	(8,400)
Long-term facility leases, net of current portion	(42,057)
Other long-term liabilities	(288)
Total liabilities assumed	(72,290)
Net assets acquired	\$ 224,380

In connection with the acquisition of Former Nuance, the Company conducted integration activities which resulted in recognizing liabilities of \$1.4 million for lease obligations, and \$2.6 million relating to employee termination benefits employee and other contractual obligations. The Company has also assumed obligations relating to a leased facility with lease term set to expire in 2012 which was abandoned by Former Nuance prior to the acquisition date. The fair value of the obligations, net of estimated sublease income, totaling \$53.4 million was recognized as assumed liability at date of acquisition. The payment of the lease obligations is discussed in Note 12. Substantially all of the

employee-related costs were paid as of September 30, 2006.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Core technology	\$ 17,880	8.0
Completed technology	2,230	4.0
Customer relationships	19,430	6.0
Tradename	2,200	7.0
	\$ 41,740	

Acquisition of MedRemote, Inc. (MedRemote)

On May 12, 2005, the Company acquired all of the outstanding capital stock of MedRemote, a Company that provides Web-based transcription processing and workflow systems that leverage speech recognition and integrate with existing healthcare information systems, for approximately \$13.7 million. The purchase price consisted of \$7.2 million in cash including transaction costs, and 1,544,309 shares of common stock valued at \$6.5 million. The merger is a non-taxable event and has been accounted for under the purchase method of accounting. The results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:	
Common stock issued	\$ 6,500
Cash	6,569
Transaction costs	678
Total purchase consideration	\$ 13,747
Allocation of the purchase consideration:	
Current assets	\$ 2,301
Property and equipment	67
Identifiable intangible assets	2,520
Goodwill	9,342
Total assets acquired	14,230

Total liabilities assumed	(483)
Net assets acquired	\$ 13,747

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Core and completed technology	\$ 1,090	7.0
Customer relationships	1,370	7.1
Non-compete agreements	60	3.0
	\$ 2,520	

Acquisition of Phonetic Systems Ltd. (Phonetic)

On February 1, 2005, the Company acquired all of the outstanding capital stock of Phonetic, an Israeli corporation which develops and markets an automatic telephone information system. Phonetic provided the Company with an array of technology, customer, partner and employee resources to help fuel its growth and accelerate its deployment of high quality speech applications throughout the world.

The total purchase price of approximately \$36.1 million included an initial payment of \$17.5 million paid at closing, a deferred payment of \$17.5 million due in February 2007, cash paid out related to the proceeds from the employees issuance of stock options totaling \$0.4 million, transaction costs of \$2.5 million, and the fair value of warrants issued for the purchase of up to 750,000 shares of the Company's common stock. The present value of the deferred payment of \$17.5 million is included in current liabilities in the Consolidated Balance Sheet and is being accreted to the stated amount through the payment date. The merger was a taxable event and has been accounted for under the purchase method of accounting. The results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:	
Cash, including deferred payment obligation at net present value	\$ 33,293
Warrants issued at fair value	370
Transaction costs	2,451
Total purchase consideration	\$ 36,114

Allocation of the purchase consideration:

Current assets	\$ 1,904
Property and equipment	1,248
Other assets	70
Identifiable intangible assets	6,570
Goodwill	35,515
 Total assets acquired	 45,307
 Current liabilities	 (7,699)
Long-term liabilities	(1,494)
 Total liabilities assumed	 (9,193)
 Net assets acquired	 \$ 36,114

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Under the agreement, the Company agreed to make maximum additional payments of \$35.0 million in contingent purchase price upon achievement of certain established financial targets through December 31, 2007. On June 1, 2006, the Company notified the former shareholders of Phonetic that the performance targets for the first schedule payment of up to \$12.0 million were not achieved. The former shareholders of Phonetic have objected to this determination. The Company and the former shareholders of Phonetic are in the early stages of discussing this matter. Additional payments, if any, related to this contingency will be accounted for as additional goodwill.

In connection with the acquisition of Phonetic, the Company closed a facility in Israel and recognized \$0.7 million in liabilities at the date of acquisition for the remaining contractual obligations associated with the closed facility in accordance with EITF 95-3.

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Core and completed technology	\$ 2,150	9.5
Customer relationships	3,950	7.9
Non-compete agreements	470	5.0
	\$ 6,570	

Acquisition of ART Advanced Recognition Technologies, Inc. (ART)

On January 21, 2005, the Company acquired all of the outstanding capital stock of ART, a company which designs, develops and sells speech and handwriting recognition software products. With the acquisition of ART, the Company expanded its portfolio of embedded speech solutions to include a deep set of resources, expertise and relationships with the world's leading mobile device manufacturers and service providers. ART specializes in applications that create voice-based, conversational interfaces that enable users to dial by voice and manage and access their contacts for mobile devices.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The total purchase price of approximately \$27.7 million consisted of first cash installment payment of \$10.0 million paid at closing, a deferred payment of \$16.4 million to be paid in December 2005 plus interest of 4%, and \$1.3 million of transaction costs. During fiscal 2006, the Company paid \$14.4 million of the deferred payment. As of September 30, 2006, the Company still had an outstanding purchase price payment of \$2.0 million which represents proceeds withheld by the Company to satisfy claims against the former ART shareholders under the purchase agreement. Subsequent to September 30, 2006, the Company agreed to pay the former ART shareholders \$1.0 million and retained the remaining amount in full satisfaction of the claims made against the former ART shareholders and will be used by the Company, if necessary, to satisfy the liabilities that formed the basis of the claims against the former ART shareholders. The merger was a taxable event and has been accounted under the purchase method of accounting. The results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:	
Cash	\$ 26,414
Transaction costs	1,306
Total purchase consideration	\$ 27,720
Allocation of the purchase consideration:	
Current assets	\$ 5,546
Property and equipment	769
Other assets	486
Identifiable intangible assets	9,380
Goodwill	19,064
Total assets acquired	35,245
Current liabilities	(3,234)
Long-term liabilities	(4,291)
Total liabilities assumed	(7,525)
Net assets acquired	\$ 27,720

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

Weighted

	Amount	Average Life (In years)
Core and completed technology	\$ 5,150	6.9
Customer relationships	4,210	8.0
Non-compete agreements	20	1.0
	\$ 9,380	

Acquisition of Rhetorical Systems, Ltd. (Rhetorical)

On December 6, 2004, the Company acquired all of the outstanding capital stock of Rhetorical, a supplier of innovative text-to-speech solutions and tools based in Edinburgh, Scotland. With the acquisition of

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Rhetorical, the Company solidified its position as a leading provider of speech synthesis or text-to-speech solutions for a variety of speech-based applications. The Rhetorical acquisition further differentiates the Company's solutions with a number of techniques, tools, and services that enhance the ability to deliver custom, dynamic voices.

The consideration consisted of 2.8 million Pounds Sterling in cash (valued at \$5.4 million using foreign exchange rates as of the date of the acquisition) and 449,437 shares of the Company's common stock valued at \$1.7 million. The acquisition is a taxable event and has been accounted for under the purchase method of accounting. The results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:	
Cash	\$ 5,360
Common stock issued	1,672
Transaction costs	1,091
 Total purchase consideration	 \$ 8,123
 Allocation of the purchase consideration:	
Current assets	\$ 824
Property and equipment	153
Identifiable intangible assets	1,310
Goodwill	9,300
 Total assets acquired	 11,587
 Current liabilities	 (2,518)
Long-term liabilities	(946)
 Total liabilities assumed	 (3,464)
 Net assets acquired	 \$ 8,123

In connection with the acquisition of Rhetorical, the Company closed a facility in Edinburgh, Scotland and recognized \$1.3 million in liabilities at date of acquisition for the remaining contractual obligations associated with the closed facility in accordance with EITF 95-3.

Customer relationships are amortized based upon patterns in which the economic benefits of customer relationships are expected to be utilized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Core and completed technology	\$ 490	10.0
Customer relationships Maintenance	690	8.0
Customer relationships License and Professional Services	100	0.3
Non-compete agreements	30	1.0
	\$ 1,310	

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Acquisition of Brand & Groeber Communications GbR (B&G)***

On September 16, 2004, the Company acquired all of the outstanding capital stock of B&G, to expand its intellectual property portfolio relating to embedded speech synthesis technology. B&G's embedded speech application makes mobile phones accessible to the visually impaired. Many of the application's standard features, like email reading, have broad applicability for all types of users where eyes-free use of mobile devices is important, like in the automobile. The total purchase price of approximately \$0.6 million consisted of cash consideration of \$0.5 million and transaction costs of \$0.1 million. Under the agreement, the Company agreed to make maximum additional payments of up to \$5.5 million upon achievement of certain established financial targets. From the date of acquisition through December 31, 2005, \$0.4 million was paid based on the attainment of certain performance targets. The remaining \$5.1 million (approximately \$6.5 million based on the currency exchange rates as of September 30, 2006) may be earned based on the attainment of performance targets for calendar 2006 and, to the extent earned, would be paid in January 2007. Any additional payments related to this contingency will be accounted for as additional goodwill. The acquisition has been accounted for under the purchase method of accounting and was taxable to the shareholders. The results of operations of the acquired business have been included in the financial statements of the Company since the date of acquisition.

Identifiable intangible assets with finite lives are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Completed technology	\$ 80	5.0
Customer relationships	180	8.0
Trade names and trademarks	20	8.0
	\$ 280	

Acquisition of Telelogue, Inc. (Telelogue)

On June 15, 2004, the Company acquired all of the outstanding capital stock of Telelogue, a provider of automated directory assistance applications for telecommunications providers, based in New Jersey. The acquisition of Telelogue enhanced the Company's automated directory assistance portfolio by adding key customer and partner relationships, methodologies in voice user interface, and several patents used in the successful automation of directory automation services.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The total purchase price of approximately \$3.3 million included cash consideration equal to \$2.2 million, transaction costs of \$0.8 million and the assumption of certain obligations of \$0.3 million. The merger was a taxable event and had been accounted for under the purchase method of accounting. An additional amount of \$2.0 million in contingent consideration was not earned during the period defined in the purchase agreement, and will not become payable. The results of operations of the acquired business have been included in the consolidated financial statements of the Company since the date of acquisition. The following table summarizes the final allocation of the purchase price (in thousands):

Total purchase consideration:		
Cash	\$	2,206
Debt assumed		297
Transaction costs		832
Total purchase consideration	\$	3,335
Allocation of the purchase consideration:		
Current assets	\$	305
Property and equipment		637
Identifiable intangible assets		550
Goodwill		2,923
Total assets acquired		4,415
Current liabilities		(592)
Long-term liabilities		(488)
Total liabilities assumed		(1,080)
Net assets acquired	\$	3,335

Identifiable intangible assets with finite lives are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average lives (dollars in thousands):

	Amount	Weighted Average Life (In years)
Core technology	\$ 220	7.0
Completed technology	90	3.0
Trade names and trademarks	240	4.0

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. Marketable Securities**

The Company accounts for its marketable equity securities in accordance with SFAS 115, Accounting for Certain Investments in Debt and Equity Securities. Investments are classified as available-for-sale and are recorded on the balance sheet at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income (losses), net of tax. Realized gains and losses on sales of short-term and long-term investments have not been material. Marketable securities have been classified as available-for-sale securities as follows (in thousands):

	Cost	Net Unrealized Gains (Losses)	Estimated Fair Value
Balance at September 30, 2005			
U.S. government agencies	\$ 7,333	\$ 3	\$ 7,336
Corporate notes	16,836	(45)	16,791
Total short-term marketable securities	\$ 24,169	\$ (42)	\$ 24,127

As of September 30, 2006, the Company did not have any outstanding marketable securities.

5. Accounts Receivable

Accounts receivable, excluding acquired unbilled accounts receivable, consisted of the following (in thousands):

	September 30, 2006	September 30, 2005
Accounts receivable	\$ 116,574	\$ 62,212
Unbilled accounts receivable	12,405	17,394
	128,979	79,606
Less allowance for doubtful accounts	(2,100)	(2,995)
Less reserve for distribution and reseller accounts receivable	(9,797)	(5,798)
Less allowance for sales returns	(6,304)	(4,325)
	\$ 110,778	\$ 66,488

Unbilled accounts receivable primarily relate to product revenue earned under royalty-based arrangements for which billing occurs in the month following receipt of the royalty report, and for professional services revenue earned under percentage of completion contracts that have not yet been billed based on the terms of the specific arrangement.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Activities in the allowance for doubtful accounts and other sales reserves were as follows (in thousands):

	Allowance for Doubtful accounts	Reserve for Distribution and Reseller	Allowances for Sales Returns
Balance at December 31, 2003	\$ 1,439	\$ 5,891	\$ 2,870
Additions charged to costs and expenses	1,286		
Write-offs, net of recoveries	(243)		
Reductions (additions) made to revenue, net		9	56
Balance at September 30, 2004	2,482	5,900	2,926
Additions charged to costs and expenses	1,310		
Write-offs, net of recoveries	(797)		
Reductions (additions) made to revenue, net		(102)	1,399
Balance at September 30, 2005	2,995	5,798	4,325
Additions charged to costs and expenses	1,407		
Write-offs, net of recoveries	(2,302)		
Reductions (additions) made to revenue, net		3,999	1,979
Balance at September 30, 2006	\$ 2,100	\$ 9,797	\$ 6,304

Acquired unbilled accounts receivable consist of amounts established under the provisions of EITF 01-3 and relate to future expected billings of certain non-cancelable contracts which have been assumed by the Company in connection with its accounting for acquisitions. To the extent that the products or services deliverable under these contracts were not delivered as of the date of the acquisition, and therefore represent an assumed legal performance obligation by the Company. An asset is recorded for payments due from customers, and a related liability for the fair value of undelivered services is included in unearned revenue and customer deposits relating to such future recognizable revenue. As of September 30, 2006 and 2005, the acquired unbilled accounts receivable were approximately \$19.7 million and \$3.1 million, respectively. The increase is attributable to the acquisition of Dictaphone in March 2006 (Note 3).

6. Inventories, net

Inventories, net of allowances, consisted of the following (in thousands):

September 30, 2006	September 30, 2005
-------------------------------	-------------------------------

Components and parts	\$	3,249	\$	
Inventory at customers		2,317		
Finished products		1,229		313
	\$	6,795	\$	313

Inventory at customers reflects equipment related to in-process installations of solutions of Dictaphone contracts with customers. These contracts have not been recorded to revenue as of September 30, 2006, and therefore the inventory is on the balance sheet until such time as the contract is recorded to revenue and the inventory will be expensed to cost of sales.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. Land, Building and Equipment, Net**

Land, building and equipment, net at September 30, 2006 and 2005 were as follows (in thousands):

	Useful Life (In years)	September 30, 2006	September 30, 2005
Land		\$ 2,400	\$
Building	30	4,800	
Machinery & equipment	3-5	1,605	
Computers, software and equipment	3-5	30,613	21,850
Leasehold improvements	2-10	7,076	4,932
Furniture and fixtures	5	5,217	4,432
Construction in process		3,143	30
Subtotal		54,854	31,244
Less: Accumulated depreciation		(24,154)	(16,911)
Land, building and equipment, net		\$ 30,700	\$ 14,333

Depreciation expense, associated with building and equipment, for fiscal 2006, 2005 and 2004 was \$8.4 million, \$5.0 million and \$2.9 million, respectively. Construction in progress is related to the capitalization of internal costs associated with various projects relating to financial systems. The projects are expected to cost an additional approximately \$3.3 million to complete, and will be placed into service in fiscal 2007.

8. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill for fiscal years 2006 and 2005, are as follows (in thousands):

Balance as of September 30, 2004	\$ 246,424
Goodwill acquired	218,119
Purchase accounting adjustments	(4,720)
Effect of foreign currency translation	(1,510)
Balance as of September 30, 2005	458,313
Goodwill acquired Dictaphone acquisition	239,174
Purchase accounting adjustments	(2,547)
Effect of foreign currency translation	4,393

Balance as of September 30, 2006

\$ 699,333

Goodwill adjustments during fiscal 2006 primarily included \$7.9 million of the utilization of acquired deferred tax assets in connection with the acquisition of SpeechWorks, Inc. in 2003 and Former Nuance in 2005 as well as \$0.8 million final purchase price allocations in connection with various acquisitions during fiscal 2005. These adjustments were partially offset by the inclusion of an additional \$5.8 million of pre-acquisition contingencies due to minimum committed royalties in connection with the acquisitions of ART and Phonetic, and \$0.3 million of additional transaction costs.

Goodwill adjustments during fiscal 2005 primarily included \$2.8 million and \$1.8 million of the utilization of acquired deferred tax assets in connection with the acquisition of Speechworks, Inc. in 2003 and Caere Corporation in 2000, respectively and \$0.1 million related to final purchase price allocations in connection with the acquisitions made during fiscal 2004.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Intangible assets consist of the following (in thousands):

	At September 30, 2006			Weighted Average
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Life (Years)
Customer relationships	\$ 147,814	\$ 20,721	\$ 127,093	8.7
Technology and patents	91,033	30,897	60,136	6.0
Tradenames and trademarks, subject to amortization	8,750	4,092	4,658	5.9
Non-competition agreement	588	235	353	3.3
Subtotal	248,185	55,945	192,240	
Tradename, indefinite life	27,800		27,800	n/a
Total	\$ 275,985	\$ 55,945	\$ 220,040	

	At September 30, 2005			Weighted Average
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Life (Years)
Customer relationships	\$ 41,567	\$ 5,701	\$ 35,866	5.6
Technology and patents	67,832	16,771	51,061	7.7
Tradenames and trademarks	8,090	3,132	4,958	9.1
Non-competition agreement	557	92	465	4.7
Total	\$ 118,046	\$ 25,696	\$ 92,350	

On March 31, 2003, the Company entered into an agreement with a counter party that grants an exclusive license to the Company to resell the counter party's productivity application. The Company capitalized \$11.4 million as completed technology and has amortized the amount to cost of revenue on a straight-line basis over the period of expected use of five years. During the fourth quarter of fiscal 2006, the Company determined it would not make additional investments to support this technology. As a result, the Company revised its cash flow estimates related to the acquired technology and recorded an additional \$2.6 million in cost of revenue to write down the purchased

technology to its net realizable value at September 30, 2006. Total net book value of the asset was \$0.5 million and \$5.2 million as of September 30, 2006 and 2005, respectively.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Amortization expense for the acquired patents, core and completed technology are included in the cost of revenue from amortization of intangible assets in the accompanying Statements of Operations amounted to \$12.9 million, \$9.2 million and \$8.4 million in fiscal 2006, 2005 and 2004, respectively. Amortization expense included in operating expenses was \$17.2 million, \$4.0 million and \$2.0 million in fiscal 2006, 2005 and 2004, respectively. Estimated amortization expense for each of the five succeeding years as of September 30, 2006, is as follows (in thousands):

Year Ending September 30,	Cost of Revenue	Other Operating Expenses	Total
2007	\$ 11,217	\$ 20,369	\$ 31,586
2008	10,565	18,922	29,487
2009	9,745	17,045	26,790
2010	8,960	14,832	23,792
2011	8,542	13,639	22,181
Thereafter	11,107	47,297	58,404
Total	\$ 60,136	\$ 132,104	\$ 192,240

9. Accrued Expenses

Accrued expenses consisted of the following (in thousands):

	September 30, 2006	September 30, 2005
Accrued compensation	\$ 21,310	\$ 13,911
Accrued sales and marketing incentives	4,454	2,994
Accrued restructuring and other charges	904	5,805
Accrued professional fees	3,823	6,169
Accrued acquisition costs and liabilities	747	18,233
Income taxes payable	3,857	1,525
Accrued other	17,579	11,516
	\$ 52,674	\$ 60,153

Accrued acquisition costs and liabilities at September 30, 2006 primarily related to the acquisition of Dictaphone on March 31, 2006. Accrued acquisition costs and liabilities at September 30, 2005 included \$12.0 million for costs to consummate the acquisition of Former Nuance and \$6.2 million payable to shareholders of Former Nuance.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. Debt**

At September 30, 2006 and 2005, the Company had the following borrowing obligations (in thousands):

	September 30, 2006	September 30, 2005
2006 Credit Facility	\$ 353,225	\$
2003 0% Convertible Debenture		27,524
2002 Credit Facility		
Obligations under capital leases	718	222
	353,943	27,746
Less: current portion	3,953	27,711
	\$ 349,990	\$ 35

2006 Credit Facility

On March 31, 2006 the Company entered into a new senior secured credit facility (the 2006 Credit Facility). The 2006 Credit Facility consists of a \$355.0 million 7-year term loan which matures on March 31, 2013 and a \$75.0 million revolving credit line which matures on March 31, 2012. The available revolving credit line capacity is reduced, as necessary, to account for certain letters of credit outstanding. As of September 30, 2006, there were \$17.2 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving credit line.

Borrowings under the 2006 Credit Facility bear interest at a rate equal to the applicable margin plus, at the Company's option, either (a) a base rate (which is the higher of the corporate base rate of UBS AG, Stamford Branch, or the federal funds rate plus 0.50% per annum) or (b) a LIBOR rate determined by reference to the British Bankers Association Interest Settlement Rates for deposits in U.S. dollars. The applicable margin for borrowings under the 2006 Credit Facility ranges from 0.50% to 1.00% per annum with respect to base rate borrowings and from 1.50% to 2.00% per annum with respect to LIBOR-based borrowings, depending upon the Company's leverage ratio. As of September 30, 2006, the Company's applicable margin is 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. The Company is required to pay a commitment fee for unutilized commitments under the revolving credit facility at a rate ranging from 0.375% to 0.50% per annum, based upon our leverage ratio. As of September 30, 2006, the commitment fee rate is 0.50%.

The Company capitalized approximately \$9.0 million in debt issuance costs related to the opening of the 2006 Credit Facility. The costs associated with the revolving credit facility are being amortized as interest expense over six years, through March 2012, while the costs associated with the term loan are being amortized as interest expense over seven years, through March 2013, which are the maturity dates of the revolving line and term facility, respectively under the 2006 Credit Facility. The effective interest method is used to calculate the amortization of the debt issuance costs for

both the revolving credit facility and the term loan. These debt issuance costs, net of accumulated amortization of \$0.7 million, are included in other assets in the consolidated balance sheet as of September 30, 2006.

The \$355.0 million term loan is subject to repayment consisting of a baseline amortization of 1% per annum (\$3.55 million per year, due in four equal quarterly installments), and an annual excess cash flow sweep, as defined in the 2006 Credit Facility, which will be first payable beginning in the first quarter of fiscal 2008, based on the excess cash flow generated in fiscal 2007. As of September 30, 2006, we have repaid \$1.8 million of principal under the term loan agreement. Any borrowings not paid through the baseline repayment, the excess cash flow sweep, or any other mandatory or optional payments that the Company may

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

make, will be repaid upon maturity. If only the baseline repayments are made, the aggregate annual maturities of the term loan would be as follows (in thousands):

Year Ending September 30,	Amount
2007	\$ 3,550
2008	3,550
2009	3,550
2010	3,550
2011	3,550
Thereafter	335,475
Total	\$ 353,225

The Company's obligations under the 2006 Credit Facility are unconditionally guaranteed by, subject to certain exceptions, each of its existing and future direct and indirect wholly-owned domestic subsidiaries. The 2006 Credit Facility and the guarantees thereof are secured by first priority liens and security interests in the following: 100% of the capital stock of substantially all of the Company's domestic subsidiaries and 65% of the outstanding voting equity interests and 100% of the non-voting equity interests of first-tier foreign subsidiaries, material tangible and intangible assets, and present and future intercompany debt. The 2006 Credit Facility also contains provisions for mandatory prepayments of outstanding term loans, subject to certain exceptions, with: 100% of net cash proceeds of asset sales, 100% of net cash proceeds of issuance or incurrence of debt, and 100% of extraordinary receipts. The Company may voluntarily prepay the 2006 Credit Facility without premium or penalty other than customary breakage costs with respect to LIBOR-based loans.

The 2006 Credit Facility agreement contains a number of covenants that, among other things, restrict, subject to certain exceptions, the ability of the Company and its subsidiaries to: incur additional indebtedness, create liens on assets, enter into certain sale and lease-back transactions, make investments, make certain acquisitions, sell assets, engage in mergers or consolidations, pay dividends and distributions or repurchase the Company's capital stock, engage in certain transactions with affiliates, change the business conducted by the Company and its subsidiaries, amend certain charter documents and material agreements governing subordinated indebtedness, prepay other indebtedness, enter into agreements that restrict dividends from subsidiaries and enter into certain derivatives transactions. The 2006 Credit Facility is governed by financial covenants that include, but are not limited to, maximum total leverage and minimum interest coverage ratios, as well as to a maximum capital expenditures limitation. The 2006 Credit Facility also contains certain customary affirmative covenants and events of default. As of September 30, 2006, the Company was in compliance with the covenants under the 2006 Credit Facility agreement.

2002 Credit Facility

The Company historically maintained a Loan and Security Agreement (the 2002 Credit Facility) with Silicon Valley Bank which was initiated on October 31, 2002, and was amended several times, most recently in December 2005. The agreement consisted of a \$10.0 million revolving loan which expired on March 31, 2006.

The Company was required to comply with both a minimum adjusted quick ratio and a minimum tangible net worth calculation, as defined in the agreement. Depending on the Company's adjusted quick ratio, borrowings under the Credit Facility bore interest at the prime rate plus up to 0.75%, (collectively 6.75% at September 30, 2005). Borrowings under the 2002 Credit Facility were collateralized by substantially all of the Company's personal property, predominantly its accounts receivable, but not its intellectual property. As of

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

September 30, 2005, no amounts were outstanding under the Credit Facility and \$6.1 million committed for outstanding letters of credit.

2003 0% Convertible Debenture

On January 30, 2003, the Company issued a \$27.5 million three-year, zero-interest convertible subordinated debenture due January 2006 to Royal Philips Electronics Speech Processing Technology and Voice Control business unit (Philips) as partial consideration for certain assets the Company acquired from Philips. The convertible note was convertible into shares of the Company's common stock at \$6.00 per share at any time until maturity at Philips' option. The convertible note contained a provision that all amounts unpaid at maturity bear interest at a rate of 3% per quarter until paid. On January 30, 2006, Philips exercised its right to convert the note into 4,587,334 shares of the Company's common stock at the conversion price of \$6.00 per share, in full satisfaction of all amounts due.

11. Financial Instruments and Hedging Activities

On March 31, 2006, the Company entered into a three-year interest rate swap with a notional value of \$100 million (the Interest Rate Swap). The Interest Rate Swap was entered into as a partial hedge of the 2006 Credit Facility, discussed in Note 10, to effectively change the characteristics of the interest rate without actually changing the debt instrument. For floating rate debt, interest rate changes generally do not affect the fair market value, but do impact future earnings and cash flows, assuming other factors are held constant. At its inception, the Company formally documented the hedging relationship and has determined that the hedge is perfectly effective and designated it as a cash flow hedge of a portion of the 2006 Credit Facility as defined by SFAS 133. The Interest Rate Swap will hedge the variability of the cash flows caused by changes in U.S. dollar LIBOR interest rates. The swap is marked to market at each reporting date. The fair value of the Interest Rate Swap at September 30, 2006 was \$0.6 million which was included in other liabilities. Changes in the fair value of the cash flow hedge derivative are reported in stockholders equity as a component of accumulated other comprehensive income (loss).

12. Accrued Business Combination Costs

In connection with the acquisitions of SpeechWorks International, Inc. in August 2003 and Former Nuance in September 2005, the Company has assumed obligations relating to certain leased facilities expiring in 2016 and 2012, respectively, and that were abandoned by the acquired companies prior to the acquisition date. The fair value of the obligations, net of estimated sublease income, are recognized as liabilities assumed by the Company and accordingly are included in the allocation of the purchase price, generally resulting in an increase to the recorded amount of the goodwill. The net payments have been discounted in calculating the fair value of the obligation as of the date of acquisition, and the discount is being accreted through expected maturity. As of September 30, 2006, the total gross payments due from the Company to the landlords of the facilities is \$88.9 million. This is reduced by \$17.4 million of sublease income and a \$6.5 million present value discount. The gross value of the lease exit costs will be paid out approximately as follows: \$12.4 million in fiscal 2007, \$12.8 million in fiscal 2008, \$13.2 million in fiscal 2009, \$13.6 million in fiscal 2010, \$14.2 million in fiscal 2011, and \$22.8 million from fiscal 2012 through fiscal 2016. These gross payment obligations are included in the commitments disclosed in Note 17.

Additionally, the Company has implemented restructuring plans to eliminate duplicate facilities, personnel or assets in connection with the business combinations. In accordance with EITF 95-3, Recognition of Liabilities in Connection

with a Purchase Business Combination, costs such as these are recognized as liabilities assumed by the Company, and accordingly are included in the allocation of the purchase price, generally resulting in an increase to the recorded amount of the goodwill. As of September 30, 2006, total gross payments due from the Company to the landlords of the facilities is \$3.4 million. This is reduced by

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

\$1.1 million sublease income. The gross value of the lease exit costs will be paid out approximately as follows: \$1.5 million in fiscal 2007, \$1.0 million in fiscal 2008 and \$0.9 million in fiscal 2009. These gross payment obligations are included in the commitments disclosed in Note 17.

As noted in Note 3, in addition to the facilities accruals, the Company has an obligation relating to certain incentive compensation payments to former employees of the acquired companies whose positions have been eliminated in connection with the combinations. The remaining payments for these obligations are expected to be made in fiscal 2007.

The components of these accrued business combination costs are as follows (in thousands):

	Facilities	Personnel	Total
Balance at September 30, 2004	\$ 14,948	\$	\$ 14,948
Charged to goodwill	56,189	3,523	59,712
Charged to interest expense	281		281
Cash payments, net of sublease receipts	(1,555)	(1,387)	(2,942)
Balance at September 30, 2005	69,863	2,136	71,999
Charged to goodwill	802	1,721	2,523
Charged to interest expense	2,332		2,332
Cash payments, net of sublease receipts	(13,776)	(3,013)	(16,789)
Balance at September 30, 2006	\$ 59,221	\$ 844	\$ 60,065

13. Restructuring and Other Charges, net***Fiscal 2006***

In fiscal 2006, the Company recorded a recovery of \$1.2 million from restructuring and other charges. The recovery consisted of \$1.3 million reduction to existing restructuring reserves as a result of a favorable sublease agreement signed during the second quarter of fiscal 2006. The amount was offset by net adjustments of \$0.1 million associated with prior years restructuring programs.

Fiscal 2005

In fiscal 2005, the Company incurred restructuring charges of \$7.2 million. In the first quarter of fiscal 2005, a plan of restructuring relating to the elimination of ten employees was enacted. In June 2005, the Company initiated the process of consolidating certain operations into its new corporate headquarters facility in Burlington, Massachusetts. In addition, at various times during the third fiscal quarter, the Company committed to pursuing the closure and consolidation of certain other domestic and international facilities. As a result of these initiatives, the Company recorded restructuring charges in its third fiscal quarter totaling approximately \$2.1 million. In September 2005, in

connection with the acquisition of Former Nuance, the Company committed to a plan of restructuring of certain of its personnel and facilities. Under this plan of restructuring, the Company accrued \$2.5 million relating to the elimination of approximately 40 personnel, mainly in research and development and sales and marketing; additionally, certain of its facilities were selected to be closed, resulting in an accrual of \$2.0 million for future committed facility lease payments, net of assumed sublease income, and \$0.2 in property and equipment were written off. The restructuring charge taken in the fourth quarter of fiscal 2005 was related to only the Company's historic personnel and facilities. Any personnel or facilities-related restructuring activities in connection with the acquisition of Former Nuance were accrued as assumed liabilities in purchase accounting.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Fiscal 2004***

During the three months ended March 31, 2004, the Company recorded a charge of \$0.8 million related to separation agreements with two former members of its senior management team.

The following table sets forth the fiscal 2006, 2005 and 2004 accrual activity relating to restructuring and other charges (in thousands):

	Personnel	Facilities	Asset Impairment	Total
Balance at December 31, 2003	\$ 1,552	\$ 309	\$	\$ 1,861
Restructuring and other charges	801			801
Non-cash write-off	(348)			(348)
Cash payments	(1,599)	(141)		(1,740)
Balance at September 30, 2004	406	168		574
Restructuring and other charges	2,928	4,083	212	7,223
Non-cash write-off			(212)	(212)
Cash payments	(1,548)	(232)		(1,780)
Balance at September 30, 2005	1,786	4,019		5,805
Restructuring and other charges	(52)	(1,181)		(1,233)
Cash payments	(1,360)	(2,308)		(3,668)
Balance at September 30, 2006	\$ 374	\$ 530	\$	\$ 904

The remaining personnel-related accrual as of September 30, 2006 is primarily comprised of amounts due under the restructuring charge from the fourth quarter of fiscal 2005, the balance of which will be paid in fiscal 2007. The personnel-related payments made in fiscal 2006 were primarily related to the charges recorded in the fourth quarter of fiscal 2005.

14. Supplemental Cash Flow Information***Cash paid for Interest and Income Taxes:***

During fiscal 2006, 2005 and 2004, the Company made cash payments for interest totaling \$13.8 million, \$0.6 million and \$0.2 million, respectively.

During fiscal 2006, 2005 and 2004, total net cash paid (refunds) for income taxes were \$3.4 million, \$(0.7) million and \$0.6 million, respectively.

Non Cash Investing and Financing Activities:

In January, 2006, the Company issued 4,587,334 shares of its common stock valued at \$27.5 million upon conversion of the \$27.5 million convertible debenture.

In September 2005, the Company issued 28,760,031 shares of its common stock valued at \$117.9 million in connection with the acquisition of Former Nuance. The Company also assumed stock options valued at \$14.7 million.

In June 2005, the Company issued 1,544,228 shares of its common stock valued at \$6.5 million in connection with the acquisition of MedRemote.

In June 2005, in connection with the acquisition of Phonetic, the Company issued warrants for the purchase of up to 750,000 shares of its common stock, these warrants were valued at \$0.4 million.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 2004, the Company issued 449,437 shares of its common stock valued at \$1.7 million in connection with the acquisition of Rhetorical.

15. Stockholders Equity***Preferred Stock***

The Company is authorized to issue up to 40,000,000 shares of preferred stock, par value \$0.001 per share. The Company has designated 100,000 shares as Series A Preferred Stock and 15,000,000 shares as Series B Preferred Stock. In connection with the acquisition of ScanSoft from Xerox Corporation (Xerox), the Company issued 3,562,238 shares of Series B Preferred Stock to Xerox. On March 19, 2004, the Company announced that Warburg Pincus, a global private equity firm, had agreed to purchase all outstanding shares of the Company s stock held by Xerox Corporation for approximately \$80 million, including the 3,562,238 shares of Series B Preferred Stock. The Series B Preferred stock is convertible into shares of common stock on a one-for-one basis. The Series B Preferred Stock has a liquidation preference of \$1.30 per share plus all declared but unpaid dividends. The holders of Series B Preferred Stock are entitled to non-cumulative dividends at the rate of \$0.05 per annum per share, payable when, and if declared by the Board of Directors. To date, no dividends have been declared by the Board of Directors. Holders of Series B Preferred Stock have no voting rights, except those rights provided under Delaware law. The undesignated shares of preferred stock will have rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by the Board of Directors upon issuance of the preferred stock. The Company has reserved 3,562,238 shares of its common stock for issuance upon conversion of the Series B Preferred Stock.

Common Stock

On May 5, 2005, the Company entered into a Securities Purchase Agreement (the Securities Purchase Agreement) by and among the Company, Warburg Pincus Private Equity VIII, L.P. and certain of its affiliated entities (collectively Warburg Pincus) pursuant to which Warburg Pincus agreed to purchase, and the Company agreed to sell, 3,537,736 shares of its common stock and warrants to purchase 863,236 shares of its common stock for an aggregate purchase price of \$15.1 million. The warrants have an exercise price of \$5.00 per share and a term of four years. On May 9, 2005, the sale of the shares and the warrants pursuant to the Securities Purchase Agreement was completed. The Company also entered into a Stock Purchase Agreement (the Stock Purchase Agreement) by and among the Company and Warburg Pincus pursuant to which Warburg Pincus agreed to purchase and the Company agreed to sell 14,150,943 shares of the Company s common stock and warrants to purchase 3,177,570 shares of the Company s common stock for an aggregate purchase price of \$60.0 million. The warrants have an exercise price of \$5.00 per share and a term of four years. On September 15, 2005, the sale of the shares and the warrants pursuant to the Securities Purchase Agreement was completed. The net proceeds from these two fiscal 2005 financings was \$73.9 million. In connection with the financings, the Company granted Warburg Pincus registration rights giving Warburg Pincus the right to request that the Company use commercially reasonable efforts to register some or all of the shares of common stock issued to Warburg Pincus under both the Securities Purchase Agreement and Stock Purchase Agreement, including shares of common stock underlying the warrants. The Company has evaluated these warrants under EITF 00-19, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company s Own Stock and has determined that the warrants should be classified within the stockholders equity section of the accompanying consolidated balance sheet.

The Company has issued shares of its common stock in connection with several of its acquisitions. See Note 3 and Note 14 for further disclosure relating to these issuances.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Common Stock Repurchases***

As of September 30, 2006 and 2005 the Company had repurchased a total of 3,030,183 and 2,846,861 shares, respectively, under various repurchase programs, discussed below. The Company intends to use the repurchased shares for its employee stock plans and for potential future acquisitions. During fiscal 2006 and 2005, the Company repurchased 183,322 and 75,354 shares of common stock at a cost of \$1.4 million and \$0.4 million, respectively, to cover employees' tax obligations related to vesting of restricted stock.

Common Stock Warrants

In fiscal 2005 the Company issued several warrants for the purchase of its common stock. Warrants were issued to Warburg Pincus as described above. Additionally, on November 15, 2004, in connection with the acquisition of Phonetic (Note 3), the Company issued unvested warrants to purchase 750,000 shares of its common stock at an exercise price of \$4.46 per share that will vest, if at all, upon the achievement of certain performance targets. The initial valuation of the warrants occurred upon closing of the Phonetic acquisition, February 1, 2005, and was treated as purchase consideration in accordance with EITF 97-8, Accounting for Contingent Consideration Issued in a Purchase Business Combination.

In March 1999 the Company issued Xerox a ten-year warrant with an exercise price for each warrant share of \$0.61. This warrant is exercisable for the purchase of 525,732 shares of the Company's common stock. On March 19, 2004, the Company announced that Warburg Pincus, a global private equity firm, had agreed to purchase all outstanding shares of the Company's stock held by Xerox Corporation, including this warrant, for approximately \$80 million. In connection with this transaction, Warburg Pincus acquired new warrants to purchase 2.5 million additional shares of the Company's common stock from the Company for total consideration of \$0.6 million. The warrants have a six-year life and an exercise price of \$4.94. The Company received this payment of \$0.6 million during the quarter ended June 30, 2004.

In connection with the March 31, 2003 acquisition of the certain intellectual property assets (Note 8), the Company issued a warrant for the purchase of 78,000 shares of the Company's common stock at an exercise price of \$8.10 per share. The warrant was immediately exercisable and was valued at \$0.1 million based upon the Black-Scholes option pricing model with the following assumptions: expected volatility of 80%, a risk-free rate of 1.87%, an expected term of 2.5 years, no dividends and a stock price of \$4.57 based on the Company's stock price at the time of issuance. This warrant expired unexercised on October 31, 2005.

In connection with the acquisition of SpeechWorks in 2003, the Company issued a warrant to its investment banker, expiring on August 11, 2009, for the purchase of 150,000 shares of the Company's common stock at an exercise price of \$3.98 per share. The warrant became exercisable August 11, 2005, and was valued at its issuance at \$0.2 million based upon the Black-Scholes option pricing model with the following assumptions: expected volatility of 60%, a risk-free interest rate of 4.03%, an expected term of 8 years, no dividends and a stock price of \$3.92, based on the Company's stock price at the time of issuance.

Also in connection with the acquisition of SpeechWorks, the Company assumed outstanding warrants previously issued by SpeechWorks to America Online. These warrants allow for the purchase of up to 219,421 shares of the Company's common stock, and were issued in connection with a long-term marketing arrangement. The warrant is currently exercisable at a price of \$14.49 per share and expires on June 30, 2007. The value of the warrant was

insignificant.

Based on its review of EITF 00-19, the Company has determined that each of the above-noted warrants should be classified within the stockholders' equity section of the accompanying consolidated balance sheet.

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. Share-Based Payment

The Company adopted SFAS No. 123 (revised 2004), Share-Based Payment, (SFAS 123R) effective October 1, 2005. The Company has several equity instruments that are required to be evaluated under SFAS 123R, including: stock option plans, an employee stock purchase plan, awards in the form of restricted shares (Restricted Stock) and awards in the form of units of stock purchase rights (Restricted Units). The Restricted Stock and Restricted Units are collectively referred to as Restricted Awards. SFAS 123R requires the recognition of the fair value of share-based payments as a charge against earnings. The Company recognizes share-based payment expense over the requisite service period of the individual grantees, which generally equals the vesting period. Based on the provisions of SFAS 123R the Company's share-based payments awards are accounted for as equity instruments. Prior to October 1, 2005, the Company followed APB 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for share-based payment. The Company has elected the modified prospective transition method for adopting SFAS 123R. Under this method, the provisions of SFAS 123R apply to all awards granted or modified after the date of adoption, as well as to the future vesting of awards granted and not vested as of the date of adoption. The amounts included in the consolidated statements of operations relating to share-based payments are as follows (dollars in thousands):

	2006	2005	2004
Cost of product and licensing	\$ 88	\$ 10	\$
Cost of professional services, subscription and hosting	1,873	107	59
Cost of maintenance and support	525	15	7
Research and development	4,578	241	228
Selling and marketing	7,332	872	420
General and administrative	7,471	1,751	587
Restructuring and other charges, net			231
Cumulative effect of accounting change	672		
	\$ 22,539	\$ 2,996	\$ 1,532

The Company's deferred stock-based compensation balance of \$8.8 million as of September 30, 2005, which was accounted for under APB 25, was reclassified against additional paid-in-capital upon the adoption of SFAS 123R. The deferred stock-based compensation balance was composed of \$4.8 million from the issuance of Restricted Awards and \$4.0 million relating to the intrinsic value of stock options assumed in the Company's September 2005 acquisition of Former Nuance. The unrecognized expense of awards not yet vested at October 1, 2005 is being recognized in net income (loss) in the periods after that date, based on their fair value which was determined using the Black-Scholes valuation method, and the assumptions determined under the original provisions of SFAS 123, Accounting for Stock-Based Compensation.

In connection with the adoption of SFAS 123R, the Company is required to amortize stock-based instruments with performance-related vesting terms over the period from the grant date to the sooner of the date upon which the performance vesting condition will be met (when that condition is expected to be met), or the time-based vesting

dates. The cumulative effect of the change in accounting principle from APB 25 to SFAS 123R relating to this change was \$0.7 million, and is included in the accompanying consolidated statement of operations for fiscal 2006.

Stock Options

The Company has several share-based compensation plans under which employees, officers, directors and consultants may be granted stock options to purchase the Company's common stock generally at the fair market value on the date of grant. Plans do not allow for options to be granted at below fair market value nor

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

can they be re-priced at anytime. Options granted under original plans of the Company become exercisable over various periods, typically two to four years and have a maximum term of 7 years. The Company also assumed an option plan in connection with its acquisition of Former Nuance on September 15, 2005. These stock options are governed by the original agreement (the Former Nuance Stock Option Plan) that they were issued under, but are now exercisable for shares of the Company. No further stock options may be issued under the Former Nuance Stock Option Plan. At September 30, 2006, 28,535,613 shares were authorized for grant under the Company's stock option plans, of which 5,131,476 shares were available for future grant. All stock options have been granted with exercise prices equal to or greater than the fair market value of the Company's common stock on the date of grant. Stock options outstanding were as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at December 31, 2003	17,845,632	\$ 3.82		
Granted	3,489,750	\$ 4.89		
Exercised	(2,238,588)	\$ 2.22		
Forfeited	(2,301,856)	\$ 4.70		
Outstanding at September 30, 2004	16,794,938	\$ 4.14		
Assumed in acquisition of Former Nuance	9,379,433	\$ 3.87		
Granted	4,534,050	\$ 4.30		
Exercised	(1,655,074)	\$ 2.94		
Forfeited	(1,938,498)	\$ 4.74		
Outstanding at September 30, 2005	27,114,849	\$ 4.10		
Granted	3,417,064	\$ 8.59		
Exercised	(7,582,650)	\$ 3.79		
Forfeited	(1,138,454)	\$ 4.53		
Expired	(1,156,726)	\$ 6.54		
Outstanding at September 30, 2006	20,654,083	\$ 4.80	5.6 years	\$ 72.4 million
Exercisable at September 30, 2006	13,026,514	\$ 4.00	5.3 years	\$ 54.3 million

(1) The aggregate intrinsic value on this table was calculated based on the positive difference between the closing market value of the Company's common stock on September 30, 2006 (\$8.17) and the exercise price of the underlying options.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes information about stock options outstanding under all stock option plans at September 30, 2006:

Exercise Price Range	Options Outstanding			Options Exercisable	
	Number of Shares	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
\$0.16 \$1.35	2,314,894	4.18	\$ 1.29	2,314,415	\$ 1.29
\$1.41 \$3.45	2,426,512	6.52	\$ 2.41	1,959,801	\$ 2.34
\$3.46 \$3.88	2,305,710	5.62	\$ 3.81	1,067,542	\$ 3.79
\$3.92 \$4.29	2,402,242	5.32	\$ 4.12	1,665,646	\$ 4.11
\$4.30 \$4.84	2,384,340	5.62	\$ 4.53	1,694,883	\$ 4.51
\$4.86 \$5.36	2,614,464	5.86	\$ 5.25	1,522,898	\$ 5.29
\$5.38 \$6.97	2,887,310	5.06	\$ 6.27	2,561,859	\$ 6.31
\$7.03 \$9.30	2,626,047	6.56	\$ 8.15	226,220	\$ 7.49
\$10.06 \$11.81	687,564	6.59	\$ 11.02	13,250	\$ 10.14
\$12.41 \$12.41	5,000	6.58	\$ 12.41		
\$0.16 \$12.41	20,654,083	5.63	\$ 4.80	13,026,514	\$ 4.00

Stock options to purchase 13,026,514, 17,709,565 and 10,018,921 shares of common stock were exercisable as of September 30, 2006, 2005 and 2004, respectively.

As of September 30, 2006, the total unamortized fair value of stock options was \$24.7 million with a weighted average remaining recognition period of 2.3 years. During fiscal years 2006, 2005, and 2004 the following activity occurred under the Company's plans:

	2006	2005	2004
Weighted-average grant-date fair value per share	\$ 4.52	\$ 1.87	\$ 2.78
Total intrinsic value of stock options exercised	\$ 36.7 million	\$ 3.3 million	\$ 11.7 million

The fair value of the stock options granted in fiscal 2006 was estimated on the dates of grant using the Black-Scholes model with the following weighted-average assumptions:

Dividend yield	0.0%
Expected volatility	60.9%

Average risk-free interest rate	4.8%
Expected term (in years)	4.3

The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. Expected volatility is based on the historical volatility of the Company's common stock over the period commensurate with the expected life of the options and the historical implied volatility from traded options with a term of 180 days or greater. The risk-free interest rate is derived from the average U.S. Treasury STRIPS rate during the period, which approximates the rate in effect at the time of grant, commensurate with the expected life of the instrument. Upon the adoption of SFAS 123R, the Company used the simplified method provided for under SEC Staff Accounting Bulletin No. 107, which averages the contractual term of the Company's options (7.0 years) with the vesting term (2.2 years). Beginning in the fourth quarter of 2006 the Company estimated the expected life based on the historical exercise behavior.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Restricted Awards***

The Company is authorized to issue equity incentive awards in the form of Restricted Awards. Unvested Restricted Awards may not be sold, transferred or assigned. The fair value of the Restricted Awards is measured based upon the market price of the underlying common stock as of the date of grant, reduced by the purchase price of \$0.001 per share of the awards. The Restricted Awards generally are subject to vesting of a period of two to four years, and may have opportunities for acceleration for achievement of defined goals. Beginning in fiscal 2006, the Company began to issue certain Restricted Awards with vesting solely dependent on the achievement of specified performance targets. The fair value of the Restricted Awards is amortized to expense over its applicable vesting period using the straight-line method. In the event that the employees' employment with the Company terminates, or in the case of awards with only performance goals those goals are not met, any unvested share shall be forfeited and revert to the Company.

Restricted Units are not included in issued and outstanding common stock until the shares are vested, at which point they are included as issued and outstanding. The table below summarizes activity relating to Restricted Units during fiscal 2006:

	Number of Shares Underlying Restricted Units	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at December 31, 2003			
Granted	391,283		
Vested			
Forfeited	(4,274)		
Outstanding at September 30, 2004	387,009		
Granted	580,643		
Vested	(101,543)		
Forfeited	(16,658)		
Outstanding at September 30, 2005	849,451		
Granted	2,473,223		
Vested	(471,462)		
Forfeited	(101,158)		
Outstanding at September 30, 2006	2,750,054	1.6 years	\$ 22.5 million
Expected to become exercisable	2,478,679	1.6 years	\$ 20.2 million

- (1) The aggregate intrinsic value on this table was calculated based on the positive difference between the closing market value of the Company's common stock on September 30, 2006 (\$8.17) and the exercise price of the underlying Restricted Units.

The purchase price for vested Restricted Units is \$0.001 per share. As of September 30, 2006, unearned share-based payments expense related to unvested Restricted Units is \$16.1 million, which will, based on expectations of future performance vesting criteria, where applicable, be recognized over a weighted-average period of 1.4 years. 43.7% of the Restricted Units outstanding as of September 30, 2006 are subject to

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

performance vesting acceleration conditions. During fiscal years 2006, 2005, and 2004 the following activity occurred related to Restricted Units:

	2006	2005	2004
Weighted-average grant-date fair value per share	\$ 9.15	\$ 4.67	\$ 4.52
Total intrinsic value of shares vested	\$ 4.0 million	\$ 0.5 million	\$

Restricted Stock is included in the issued and outstanding common stock in these financial statements at date of grant. The table below summarizes activity relating to Restricted Stock during fiscal 2006:

	Number of Shares Underlying Restricted Stock	Weighted Average Grant Date Fair Value
Nonvested balance at December 31, 2003	579,458	
Granted	752,893	
Vested	(187,404)	
Forfeited	(46,389)	
Nonvested balance at September 30, 2004	1,098,558	
Granted	446,663	
Vested	(215,947)	
Forfeited	(203,571)	
Nonvested balance at September 30, 2005	1,125,703	\$ 4.60
Granted	745,145	\$ 7.63
Vested	(311,671)	\$ 5.22
Forfeited	(11,836)	\$ 3.89
Nonvested balance at September 30, 2006	1,547,341	\$ 5.93

The purchase price for vested Restricted Stock is \$0.001 per share. As of September 30, 2006, unearned share-based payments expense related to unvested Restricted Stock is \$6.2 million, which will, based on expectations of future performance vesting criteria, when applicable, be recognized over a weighted-average period of 1.5 years. 85.6% of the Restricted Stock outstanding as of September 30, 2006 are subject to performance vesting acceleration conditions. During fiscal years 2006, 2005, and 2004 the following activity occurred related to Restricted Stock:

2006	2005	2004
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Weighted-average grant-date fair value per share	\$ 7.63	\$ 3.79	\$ 5.56
Total fair value of shares vested	\$ 2.2 million	\$ 1.0 million	\$ 1.0 million

The Company has historically repurchased common stock upon its employees vesting in Restricted Awards, in order to allow the employees to cover their tax liability as a result of the Restricted Awards having vested. Assuming that the Company repurchased one-third of all vesting Restricted Awards outstanding as of September 30, 2006, such amount approximating a tax rate of its employees, and based on the weighted average recognition period of 1.4 years, the Company would repurchase approximately 2.0 million shares during the twelve month period ending September 30, 2007. During fiscal 2006, the Company repurchased 183,322 shares of common stock at a cost of \$1.4 million to cover employees tax obligations related to vesting of Restricted Awards.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****1995 Employee Stock Purchase Plan***

The Company's 1995 Employee Stock Purchase Plan (the Plan), as amended and restated on May 14, 2005, authorizes the issuance of a maximum of 3,000,000 shares of common stock in semi-annual offerings to employees at a price equal to the lower of 85% of the closing price on the applicable offering commencement date or 85% of the closing price on the applicable offering termination date. Compensation expense for the employee stock purchase plan is recognized in accordance with SFAS 123R. At September 30, 2006, 1,010,830 million shares were reserved for future issuance. During fiscal 2006, 2005, and 2004, The Company issued 419,561, 385,265 and 332,119 shares of common stock under this plan, respectively. The weighted average fair value of all purchase rights granted in fiscal 2006, 2005 and 2004, were \$2.62, \$1.29 and \$1.51.

The fair value of the purchase rights granted under this plan was estimated on the date of grant using the Black-Scholes option-pricing model that uses the following weighted-average assumptions which were derived in a manner similar to those discussed above relative to stock options:

	2006	2005	2004
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	55.1%	52.3%	50.0%
Average risk-free interest rate	5.0%	3.2%	1.5%
Expected term (in years)	0.5	0.4	0.5

17. Commitments and Contingencies***Operating Leases***

The Company has various operating leases for office space around the world. In connection with many of its acquisitions the Company assumed facility lease obligations. Among these assumed obligations are lease payments related to certain office locations that were vacated by certain of the acquired companies prior to the acquisition date (Note 12). Additionally, certain of the Company's lease obligations have been included in various restructuring charges (Note 13). The following table outlines the Company's gross future minimum payments under all non-cancelable operating leases as of September 30, 2006 (in thousands):

Year Ending September 30,	Operating Leases	Leases Under Restructuring	Other Contractual Obligations Assumed	Total
2007	\$ 6,028	\$ 2,035	\$ 12,371	\$ 20,434
2008	7,020	1,560	12,780	21,360
2009	6,720	1,431	13,202	21,353
2010	5,627	543	13,639	19,809

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2011	4,842	560	14,172	19,574
Thereafter	19,425	922	22,754	43,101
Total	\$ 49,662	\$ 7,051	\$ 88,918	\$ 145,631

At September 30, 2006, the Company has subleased certain office space to third parties. Total sub-lease income under contractual terms is \$21.9 million, which ranges from \$1.7 million to \$3.0 million on an annual basis through February 2016.

Total rent expense charged to operations was approximately \$7.2 million, \$7.4 million and \$4.0 million for the years ended September 30, 2006, 2005 and 2004, respectively.

In connection with certain of its acquisitions, the Company assumed certain financial guarantees that the acquired companies had committed to the landlords of certain facilities. These financial guarantees are secured by the 2006 Credit Facility or are secured by certificates of deposit. The total financial guarantees were

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

\$17.8 million, of which \$0.8 and \$11.7 million were secured by certificates of deposit which were classified as restricted cash in other assets as of September 30, 2006 and 2005, respectively.

Litigation and Other Claims

Like many companies in the software industry, the Company has, from time to time been notified of claims that it may be infringing certain intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, the Company may seek licenses for these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to the Company or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may result in injunctive relief or the payment of damages by the Company.

On November 9, 2006, VoiceSignal Technologies, Inc. filed an action against the Company and eleven of its resellers in the United States District Court for the Eastern District of Texas claiming patent infringement. VoiceSignal is seeking damages and injunctive relief. In the lawsuit, VoiceSignal alleges that the Company is infringing United States Patent No. 5,855,000 which is related to improving correction in a dictation application based on a two input analysis. The Company believes the claims have no merit, and intends to defend the action vigorously.

On August 22, 2006, z4 Technologies, Inc. filed an action against the Company and five other defendants, including Symantec, Adobe, Quark, ABBYY and Mathsoft, in the United States District Court for the Eastern District of Texas claiming patent infringement. Damages were sought in an unspecified amount. In the lawsuit, z4 Technologies alleges that the Company is infringing United States Patent Nos. 6,044,471 and 6,785,825 which are directed to a method and apparatus for reducing unauthorized software use. On December 4, 2006, the Company entered into a settlement agreement with z4 Technologies regarding this action. (See Note 23.)

On May 31, 2006 GTX Corporation (GTX), filed an action against the Company in the United States District Court for the Eastern District of Texas claiming patent infringement. Damages were sought in an unspecified amount. In the lawsuit, GTX alleged that the Company was infringing United States Patent No. 7,016,536 entitled Method and Apparatus for Automatic Cleaning and Enhancing of Scanned Documents. The Company believes the claims have no merit, and it intends to defend the action vigorously.

On November 27, 2002, AllVoice Computing plc (AllVoice) filed an action against the Company in the United States District Court for the Southern District of Texas claiming patent infringement. In the lawsuit, AllVoice alleges that the Company is infringing United States Patent No. 5,799,273 entitled Automated Proofreading Using Interface Linking Recognized Words to Their Audio Data While Text Is Being Changed (the 273 Patent). The 273 Patent generally discloses techniques for manipulating audio data associated with text generated by a speech recognition engine. Although the Company has several products in the speech recognition technology field, the Company believes that its products do not infringe the 273 Patent because, in addition to other defenses, they do not use the claimed techniques. Damages are sought in an unspecified amount. The Company filed an Answer on December 23, 2002. On January 4, 2005, the case was transferred to a new judge of the United States District Court for the Southern District of Texas for administrative reasons. The United States District Court for the Southern District of Texas entered summary judgment against AllVoice and dismissed all claims against Nuance on February 21, 2006. AllVoice filed a notice of appeal from the judgment on April 26, 2006.

In August 2001, the first of a number of complaints was filed in the United States District Court for the Southern District of New York, on behalf of a purported class of persons who purchased Former Nuance stock between April 12, 2000 and December 6, 2000. Those complaints have been consolidated into one action. The complaint generally alleges that various investment bank underwriters engaged in improper and undisclosed activities related to the allocation of shares in Former Nuance's initial public offering of securities. The

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

complaint makes claims for violation of several provisions of the federal securities laws against those underwriters, and also against Former Nuance and some of the Former Nuance's directors and officers. Similar lawsuits, concerning more than 250 other companies' initial public offerings, were filed in 2001. In February 2003, the Court denied a motion to dismiss with respect to the claims against Former Nuance. In the third quarter of 2003, a proposed settlement in principle was reached among the plaintiffs, issuer defendants (including Former Nuance) and the issuers' insurance carriers. The settlement calls for the dismissal and release of claims against the issuer defendants, including Former Nuance, in exchange for a contingent payment to be paid, if necessary, by the issuer defendants' insurance carriers and an assignment of certain claims. The timing of the conclusion of the settlement remains unclear, and the settlement is subject to a number of conditions, including approval of the Court. The settlement is not expected to have any material impact upon Former Nuance or the Company, as payments, if any, are expected to be made by insurance carriers, rather than by Former Nuance. In July 2004, the underwriters filed a motion opposing approval by the court of the settlement among the plaintiffs, issuers and insurers. In March 2005, the court granted preliminary approval of the settlement, subject to the parties agreeing to modify the term of the settlement which limits each underwriter from seeking contribution against its issuer for damages it may be forced to pay in the action. On April 24, 2006, the court held a fairness hearing in connection with the motion for final approval of the settlement. The court has yet to issue a ruling on the motion for final approval. On December 5, 2006, the Court of Appeals for the Second Circuit reversed the Court's order certifying a class in several test cases that had been selected by the underwriter defendants and plaintiffs in the coordinated proceeding. The settlement remains subject to a number of conditions, including final court approval. In the event the settlement is not concluded, the Company intends to defend the litigation vigorously. The Company believes it has meritorious defenses to the claims against Former Nuance.

The Company believes that the final outcome of the current litigation matters described above will not have a significant adverse effect on its consolidated financial statements. However, even if the Company's defense is successful, the litigation could require significant management time and will be costly. Should the Company not prevail in these litigation matters, its operating results, financial position and cash flows could be adversely impacted.

Guarantees and Other

The Company currently includes indemnification provisions in the contracts into which it enters with its customers and business partners. Generally, these provisions require the Company to defend claims arising out of its products' infringement of third-party intellectual property rights, breach of contractual obligations and/or unlawful or otherwise culpable conduct on its part. The indemnity obligations imposed by these provisions generally cover damages, costs and attorneys' fees arising out of such claims. In most, but not all, cases, the Company's total liability under such provisions is limited to either the value of the contract or a specified, agreed upon amount. In some cases its total liability under such provisions is unlimited. In many, but not all, cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments the Company could be required to make under all the indemnification provisions in its contracts with customers and business partners is unlimited, it believes that the estimated fair value of these provisions is minimal due to the low frequency with which these provisions have been triggered.

The Company has entered into agreements to indemnify its directors and officers to the fullest extent authorized or permitted under applicable law. These agreements, among other things, provide for the indemnification of its directors and officers for expenses, judgments, fines, penalties and settlement amounts incurred by any such person in his or her capacity as a director or officer of the Company, whether or not such person is acting or serving in any such capacity at the time any liability or expense is incurred for which indemnification can be provided under the agreements. In

accordance with the terms of the SpeechWorks merger agreement, the Company is required to indemnify the former members of the SpeechWorks board of directors, on similar terms as described above, for a period of six years from the acquisition date. In

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

connection with this indemnification, the Company was required to purchase a director and officer insurance policy related to this obligation for a period of three years from the date of acquisition, this three-year policy was purchased in 2003. In accordance with the terms of each of the Former Nuance and Dictaphone merger agreements, the Company is required to indemnify the former members of the Former Nuance and Dictaphone boards of directors, on similar terms as described above, for a period of six years from the acquisition date. In connection with these indemnifications, the Company has purchased director and officer insurance policies related to these obligations covering the full period of six years.

At September 30, 2006, the Company has \$7.5 million non-cancelable purchase commitments for inventory to fulfill customers' orders currently scheduled in its backlog.

18. Pension and Other Post-Retirement Benefits

Defined Contribution Plan

The Company has established a retirement savings plan under Section 401(k) of the Internal Revenue Code (the 401(k) Plan). The 401(k) Plan covers substantially all employees of the Company who meet minimum age and service requirements, and allows participants to defer a portion of their annual compensation on a pre-tax basis. Effective July 1, 2003, Company match of employee's contributions was established, dollar for dollar up to 2% of salary. Employees who were hired prior to April 1, 2004 are 100% vested into the plan as soon as they start to contribute to the plan. Employees hired April 1, 2004 and thereafter, vest one-third of the contribution annually over a three-year period. The Company's contributions to the 401(k) Plan totaled \$1.1 million, \$0.7 million and \$0.5 million for fiscal 2006, 2005 and 2004, respectively.

Defined Benefit Pension Plans and Other Post-Retirement Benefit Plan

In connection with the acquisition of Dictaphone on March 31, 2006, the Company assumed the assets and obligations related to its defined benefit pension plans, which provide certain retirement and death benefits for former Dictaphone employees located in the United Kingdom and Canada. These two pension plans were frozen prior to March 31, 2006. The Company also assumed a post-retirement health care and life insurance benefit plan, which is frozen relative to new enrollment, and which provides certain post-retirement health care and life insurance benefits, as well as a fixed subsidy for qualified former employees in the United States and Canada.

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table shows the changes in fiscal 2006 in the projected benefit obligation, plan assets and funded status of the defined benefit pension plans and the other post-retirement benefit plan. The measurement date for benefit obligations was March 31, 2006 and the measurement date for the plan assets was September 30, 2006 (in thousands).

	Pension Benefits	Other Benefits
Change in Benefit Obligation:		
Projected benefit obligation, September 30, 2005	\$	\$
Benefit obligation assumed in connection with the acquisition of Dictaphone	22,537	1,309
Service cost	148	50
Interest cost	589	35
Plan participants contributions	18	
Actuarial loss (gain)	(85)	6
Expenses paid	(91)	
Currency exchange rate changes	1,633	
Benefits paid	(592)	(26)
Projected benefit obligation, September 30, 2006	\$ 24,157	\$ 1,374
Change in Plan Assets:		
Fair value of plan assets, September 30, 2005	\$	\$
Plan assets acquired in connection with the acquisition of Dictaphone	17,397	
Actual return on plan assets	252	
Employer contributions	544	26
Plan participants contributions	18	
Expenses paid	(91)	
Currency exchange rate changes	1,185	
Benefits paid	(592)	(26)
Fair value of plan assets, September 30, 2006	\$ 18,713	\$
Funded Status:		
Funded status at September 30, 2006	\$ (5,444)	\$ (1,374)
Unrecognized actuarial gain (loss)	270	6
Net amount recognized	\$ (5,174)	\$ (1,368)
Amounts recognized in the Consolidated Balance Sheet as of September 30, 2006 consist of:		
Prepaid benefit cost	\$ 2,276	\$
Accrued benefit liability	(7,450)	(1,368)

Net amount recognized	\$ (5,174)	\$ (1,368)
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The accumulated benefit obligations for the two defined benefit pension plans was \$24.0 million at September 30, 2006.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Included in the table below are the amounts relating to the Company's UK pension plan which has an accumulated benefit obligations and projected benefit obligations in excess of plan assets (in thousands):

	Pension Benefits	Other Benefits
Aggregate projected benefit obligations	\$ 21,022	\$ 1,374
Aggregate accumulated benefit obligations	20,848	
Aggregate fair value of plan assets	13,458	

The components of net periodic benefit cost of the benefit plans were as follows (in thousands):

	Pension Benefits	Other Benefits
Service cost	\$ 148	\$ 50
Interest cost	589	35
Expected return on plan assets	(605)	
Net periodic pension cost	\$ 132	\$ 85

Plan Assumptions:

Weighted-average assumptions used in developing the benefit obligations and net periodic benefit cost for the plans were as follows:

	Pension Benefits	Other Benefits
Discount rate	5.0%	5.5%
Average compensation increase	4.0%	NA(1)
Expected rate of return on plan assets	6.7%	NA(2)

(1) Rate of compensation increase is not applicable to the Company's other benefits as compensation levels do not impact earned benefits.

(2) Expected return on plan assets is not applicable to the Company's other benefit plan as the plan is unfunded.

Because the benefit provided to retirees under the other postretirement benefit plan consists of a fixed subsidy, no health care cost trend is assumed in the measurement of the post-retirement benefit obligations and net periodic benefit costs for fiscal 2006.

The Company considered several factors when developing the expected return on plan assets including the analysis of return relevant to the country where each plan is in effect as well as the historical rates of return from investment. In addition, the Company reviews local actuarial projections and market outlook from investment managers. The expected rate of return above is weighted to reflect each country's relative portion of the plan assets.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Assets Allocation and Investment Strategy:**

The percentages of the fair value of plan assets actually allocated and targeted for allocation, by asset category, at September 30, 2006, were as follows:

Asset Category	Actual	Target
Equity securities	63.1%	57.0%
Debt securities	36.9%	43.0%
Total	100.0%	100.0%

The Company's investment goal for pension plan assets is designed to provide as much assurance as is possible, in the Company's opinion, that the pension assets are available to pay benefits as they come due and minimize market risk. The expected long-term rate of return for the plan assets is 6.3% for the UK pension plan and 7.5% for the Canadian pension plan.

Employer Contributions:

The Company expects to contribute \$1.7 million to its pension plans in fiscal 2007. Included in this contribution is a minimum funding requirement associated with its UK pension which requires annual minimum payment of £859,900 (approximately \$1.6 million based on exchange rate at September 30, 2006) for each of the next 5 years until fiscal 2011. Its other post-retirement benefits plan is a non-funded plan, and cash contributions are made each year to cover claims costs incurred in that year. Total cash paid during fiscal 2006 for the post-retirement health care and life insurance benefit plan was not material, and the Company does not expect that the amount in fiscal 2007 will be material.

Estimated Future Benefit Payments:

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in thousands):

Fiscal Year	Pension Benefits	Other Benefits
2007	\$ 1,192	49
2008	1,216	50
2009	1,239	50
2010	1,263	57
2011	1,288	65
2012-2016	6,592	428

Total \$ 12,790 \$ 699

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NUANCE COMMUNICATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

19. Income Taxes

The components of the income tax provision (benefit) are as follows (in thousands):

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine Months Ended September 30, 2004
Current			
Federal	\$ 334	\$ 269	\$
Foreign	1,579	(33)	451
State	4,420	1,526	23
	6,333	1,762	474
Deferred			
Federal	\$ 7,638	\$ 4,682	\$ 705
Foreign	1,002	(342)	24
State	171	710	130
	8,811	5,050	859
Provision for income taxes	\$ 15,144	\$ 6,812	\$ 1,333

For financial reporting purposes, income (loss) before income taxes includes the following components (in thousands):

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine Months Ended September 30, 2004
Domestic income (loss)	\$ (16,318)	\$ 5,586	\$ (10,413)
Foreign income (loss)	9,247	(4,191)	2,368
Income (losses) before income taxes	\$ (7,071)	\$ 1,395	\$ (8,045)

Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Deferred tax assets (liabilities) consist of the following (in thousands):

	September 30, 2006	September 30, 2005
Deferred tax assets:		
Net operating loss carryforwards	\$ 247,337	\$ 167,771
Federal and state credit carryforwards	24,685	15,865
Capitalized start-up and development costs	8,069	6,405
Accrued expenses and other reserves	34,505	44,679
Deferred revenue	53,454	4,343
Deferred compensation	4,418	1,131
Depreciation	1,547	3,068
Other	1,050	267
Total deferred tax assets	375,065	243,529
Valuation allowance for deferred tax assets	(329,722)	(214,834)
Net deferred tax assets	45,343	28,695
Deferred tax liabilities:		
Acquired intangibles	(64,848)	(32,936)
Net deferred tax liabilities	\$ (19,505)	\$ (4,241)
Reported as:		
Current deferred tax assets	\$ 421	\$
Long-term deferred tax liabilities	(19,926)	(4,241)
Net deferred tax liabilities	\$ (19,505)	\$ (4,241)

At September 30, 2006 and 2005, the Company had federal net operating loss carryforwards of approximately \$602.0 million and \$379.0 million, respectively, of which approximately \$24.6 million and \$29.0 million, respectively, relate to tax deductions from share-based payments. At September 30, 2006 and 2005, the Company had state net operating loss carryforwards of approximately \$84.7 million and \$93.0 million, respectively. At September 30, 2006, the Company had federal and state research and development carryforwards of approximately \$16.3 million and \$9.6 million, respectively. At September 30, 2005, the Company had federal and state research and development credit carryforwards of approximately \$9.6 million and \$6.5 million, respectively. The net operating loss and credit carryforwards will expire at various dates beginning in 2009 and extending through 2025, if not utilized.

Utilization of the net operating losses and credits are subject to an annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986 and similar state tax provisions. The annual limitation will result in the expiration of certain net operating losses and credits before utilization.

Significant management judgment is required in determining our provision for income taxes and in determining whether deferred tax assets will be realized in full or in part. When it is more likely than not that all or some portion of specific deferred tax assets such as net operating losses or foreign tax credit carryforwards will not be realized, a valuation allowance must be established for the amount of the deferred tax assets that are determined not likely to be realizable. Realization is based upon a number of factors, including our ability to generate sufficient future taxable income. The valuation allowance was determined in accordance with the provisions of SFAS 109, Accounting for Income Taxes, which requires an assessment of both positive and negative evidence when determining whether it is more likely than not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. The Company does

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

not expect to reduce its valuation allowance significantly until sufficient positive evidence exists, including sustained profitability, that its deferred tax assets are more likely than not to be realized. The Company will maintain a full valuation allowance on its net U.S. deferred tax assets until sufficient positive evidence exists to support reversal of the valuation allowance.

As of September 30, 2006, the company's valuation allowance for U.S. net deferred tax assets totaled \$312.1 million, which consists of the beginning of the year allowance of \$193.3 million and 2006 charges (benefits) of \$10.1 million to income from operations and \$0.7 million to other comprehensive income. A portion of the deferred tax liabilities are created by goodwill, and are not allowed as an offset to deferred tax assets for purposes of determining the amount of valuation allowance required. Following the adoption of SFAS 142, deferred tax liabilities resulting from the different treatment of goodwill for book and tax purposes cannot offset deferred tax assets in determining the valuation allowance. As a result, a deferred tax provision is required to increase the Company's valuation allowance.

The valuation allowance reduces the carrying value of the deferred tax assets generated by foreign tax credits, reserves and accruals and net operating loss (NOL) carryforwards, which would require sufficient future ordinary income in order to realize the tax benefits. If the Company generates taxable income through profitable operations in future years it may be required to recognize these deferred tax assets through the reduction of the valuation allowance which would result in a material benefit to its results of operations in the period in which the benefit is determined, excluding the recognition of the portion of the valuation allowance which relates to net deferred tax assets acquired in a business combination and share-based payments. The valuation allowance associated with tax assets arising in connection with share-based payments of \$8.7 and \$11.0 million as of September 30, 2006 and 2005, respectively, will be accounted for as additional paid in capital. The valuation allowance associated with tax assets arising from business combinations of \$264.3 and \$178.5 million as of September 30, 2006 and 2005, respectively, when released, will reduce goodwill, other intangible assets, and to the extent remaining, the provision for income taxes.

A reconciliation of the Company's effective tax rate to the statutory federal rate is as follows:

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine Months Ended September 30, 2004
Federal statutory tax rate	35.0%	35.0%	35.0%
Share-based payments	(32.1)		
Foreign taxes	(8.2)	180.6	6.0
State tax, net of federal benefit	(40.9)	66.4	7.7
Nondeductible expenditures	(6.4)		
Other	(4.1)	4.8	(2.7)
Change in valuation allowance	(159.5)	323.4	(70.1)
Federal research and development credits			7.5
Federal benefit - refundable taxes		(121.9)	
Federal credits, net	2.0		

(214.2)%

488.3%

(16.6)%

The cumulative amount of undistributed earnings of the Company's foreign subsidiaries amounted to, approximately \$10.4 million at September 30, 2006. The Company has not provided any additional federal or state income taxes or foreign withholding taxes on the undistributed earnings, as such earnings have been indefinitely reinvested in the business. An estimate of the tax consequences from the repatriation of these

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

earnings is not practicable at this time resulting from the complexities of the utilization of foreign tax credits and other tax assets.

20. Segment and Geographic Information and Significant Customers

The Company has reviewed the provisions of SFAS 131, Disclosures about Segments of an Enterprise and Related Information, with respect to the criteria necessary to evaluate the number of operating segments that exist. Based on its review, the Company has determined that it operates in one segment. Changes in the organization or the Company's management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated useful lives, (b) additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit, and/or (c) other changes in previous assumptions or estimates. In turn, this could have a significant impact on the consolidated financial statements through accelerated amortization and/or impairment charges.

Revenue, classified by the major geographic areas in which the Company's customers are located, were as follows (in thousands):

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine Months Ended September 30, 2005
United States	\$ 288,300	\$ 160,927	\$ 91,472
International	100,210	71,461	39,435
Total	\$ 388,510	\$ 232,388	\$ 130,907

No country outside of the United States composed greater than 10% of total revenue.

The following table presents revenue information for principal product lines, which do not constitute separate segments (in thousands):

	Year Ended September 30, 2006	Year Ended September 30, 2005	Nine Months Ended September 30, 2005
Speech	\$ 316,106	\$ 164,244	\$ 86,594
Imaging	72,404	68,144	44,313

Total	\$	388,510	\$	232,388	\$	130,907
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Two distribution and fulfillment partners, Ingram Micro and Digital River, each accounted for 6% of the Company's consolidated revenue for fiscal 2006, 11% and 9% for fiscal 2005 and 14% and 8% for fiscal 2004, respectively. No customer accounted for greater than 10% of accounts receivable as of September 30, 2006 or 2005.

The following table summarizes the Company's long-lived assets, including intangible assets and goodwill, by geographic location (in thousands):

		September 30, 2006	September 30, 2005
United States	\$	865,884	\$ 515,477
International		105,869	66,833
Total	\$	971,753	\$ 582,310

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****21. Pro Forma Results (Unaudited)**

The following table reflects unaudited pro forma results of operations of the Company assuming that the Telelogue, Rhetorical, ART, Phonetic, Former Nuance and Dictaphone acquisitions had occurred on October 1, 2004 (in thousands, except per share data):

	Fiscal 2006	Fiscal 2005
Revenue	\$ 470,340	\$ 448,277
Net loss	\$ (63,317)	\$ (82,504)
Net loss per share	\$ (0.39)	\$ (0.55)

22. Related Parties

At December 31, 2003, Xerox owned approximately 15% of the Company's outstanding common stock and all of the Company's outstanding Series B Preferred Stock. In addition, Xerox had the opportunity to acquire additional shares of common stock pursuant to a warrant (Note 15). On March 19, 2004, the Company announced that Warburg Pincus, had agreed to purchase all outstanding shares of the Company's stock held by Xerox Corporation for approximately \$80 million. As a result of the Xerox and Warburg Pincus transaction, Xerox is no longer a related party as of June 30, 2004. During fiscal 2004, Xerox's related party revenue accounted for approximately 1% of the Company's total revenue under several non-exclusive agreements in which the Company grants Xerox the royalty-bearing right to copy and distribute certain versions of the Company's software programs. The Company does not engage in transactions in the normal course of its business with Warburg Pincus.

At September 30, 2005, a member of the Company's Board of Directors was a senior executive at Convergys Corporation. In October 2005, the member of the Company's Board of Directors discontinued his affiliation with Convergys, and as a result, Convergys is no longer a related party. The Company and Convergys have entered into multiple non-exclusive agreements in which Convergys resells the Company's software. Revenue from Convergys during fiscal 2006, 2005 and 2004 were not material.

A member of the Company's Board of Directors is also a partner at Wilson Sonsini Goodrich & Rosati, Professional Corporation, a law firm that provides services to the Company. In fiscal 2006, 2005 and 2004, the Company paid \$4.9 million, \$2.1 million and \$0.7 million, respectively, to Wilson Sonsini Goodrich & Rosati for professional services provided to the Company. As of September 30, 2006 and 2005 the Company had \$0.6 million and \$2.5 million, respectively, included in accounts payable and accrued expenses to Wilson Sonsini Goodrich & Rosati.

23. Subsequent Events

On December 4, 2006, the Company entered into a settlement and license agreement with z4 Technologies regarding the actions filed against the Company on August 22, 2006. In connection with this settlement the Company agreed to license various technologies from z4 Technologies, Inc. \$0.4 million is included in cost of revenue from amortization of intangible assets in the accompanying fiscal 2006 statement of operations.

On December 5, 2006, the Company entered into an agreement and plan of merger to acquire Mobile Voice Control, Inc. (MVC), a provider of speech-enabled mobile search and messaging services headquartered in Mason, Ohio. The transaction is expected to close prior to December 31, 2006 and is subject to customary closing conditions. Under the terms of the plan of merger, the purchase price payable to MVC 's stockholders consists of cash and 824,276 shares of the Company 's common stock. Up to an additional 1,700,840 shares of common stock may also be issued, if at all, upon the achievement of certain revenue milestones for the calendar years 2007 and 2008; no portion of these contingent shares is guaranteed.

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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****24. Quarterly Data (Unaudited)**

The following information has been derived from unaudited consolidated financial statements that, in the opinion of management, include all recurring adjustments necessary for a fair statement of such information (in thousands, except per share amounts):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2006					
Total revenue	\$ 75,552	\$ 71,728	\$ 113,096	\$ 128,134	\$ 388,510
Gross margin	\$ 55,415	\$ 51,506	\$ 76,028	\$ 84,518	\$ 267,467
Net loss	\$ (4,892)	\$ (1,380)	\$ (9,400)	\$ (7,215)	\$ (22,887)
Net loss per share					
Basic	\$ (0.03)	\$ (0.01)	\$ (0.06)	\$ (0.04)	\$ (0.14)
Diluted	\$ (0.03)	\$ (0.01)	\$ (0.06)	\$ (0.04)	\$ (0.14)
Weighted average common shares outstanding:					
Basic	156,389	163,407	167,482	168,244	163,873
Diluted	156,389	163,407	167,482	168,244	163,873

The fourth quarter of fiscal 2006 included an impairment charge of \$2.6 million that was recorded in order to value the purchased computer software at its net realizable value.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2005					
Total revenue	\$ 60,578	\$ 53,113	\$ 56,814	\$ 61,883	\$ 232,388
Gross margin	\$ 42,606	\$ 36,264	\$ 40,018	\$ 44,297	\$ 163,185
Net income (loss)	\$ 3,141	\$ (1,002)	\$ 160	\$ (7,716)	\$ (5,417)
Net income (loss) per share					
Basic	\$ 0.03	\$ (0.01)	\$ 0.00	\$ (0.06)	\$ (0.05)
Diluted	\$ 0.03	\$ (0.01)	\$ 0.00	\$ (0.06)	\$ (0.05)
Weighted average common shares outstanding:					
Basic	104,973	105,563	108,713	118,816	109,540
Diluted	112,430	105,563	116,413	118,816	109,540

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Voice Signal Technologies, Inc.

Quarterly Financial Statements

Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****Consolidated Balance Sheets**

	March 31, 2007 (Unaudited)	December 31, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,936,721	\$ 3,982,789
Short term investments	3,042,547	3,000,000
Accounts receivable	9,177,806	6,130,653
Prepaid expenses and other current assets	377,102	417,173
Deferred tax asset	4,006,000	3,624,000
Total current assets	18,540,176	17,154,615
Property and equipment, net	804,604	739,861
Other assets:		
Intangible assets, net	1,914,772	2,040,516
Other noncurrent assets	186,136	188,051
	2,100,908	2,228,567
	\$ 21,445,688	\$ 20,123,043
 LIABILITIES REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS DEFICIT		
Current liabilities		
Accounts payable	\$ 1,130,034	\$ 926,403
Accrued expenses and other current liabilities	894,111	966,464
License obligation, current portion	962,772	894,043
Deferred revenue, current portion	4,836,283	5,645,714
Capital lease obligation, current portion	23,727	23,259
Total current liabilities	7,846,927	8,455,883
License obligation, net of current portion	831,714	876,675
Capital lease obligation, net of current portion	9,209	15,319
Deferred revenue, net of current portion	1,195,143	1,507,810
Total liabilities	9,882,993	10,855,687
Redeemable convertible preferred stock:		

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Series C redeemable convertible preferred stock, \$.001 par value; 6,383,294 shares authorized, issued and outstanding (at redemption value; liquidation preference of \$13,013,507)	12,936,240	12,768,200
Series D redeemable convertible preferred stock, \$.001 par value; 66,281,550 shares authorized, issued and outstanding (at redemption value; liquidation preference of \$33,118,774)	19,776,625	19,473,944
Total redeemable convertible preferred stock	32,712,865	32,242,144
Stockholders' deficit:		
Series A convertible preferred stock, \$.001 par value; 5,600,000 shares authorized, issued and outstanding (liquidation preference of \$560,000)	5,600	5,600
Series B convertible preferred stock, \$.001 par value; 1,820,000 shares authorized, issued and outstanding (liquidation preference of \$699,999)	1,820	1,820
Common stock, \$.001 par value; 128,000,000 shares authorized; 17,363,196 and 17,228,794 shares issued and outstanding at March 31, 2007 and December 31, 2006 respectively	17,363	17,229
Additional paid-in capital	1,861,081	1,795,483
Accumulated deficit	(23,022,249)	(24,784,382)
Accumulated other comprehensive loss	(13,785)	(10,538)
Total stockholders' deficit	(21,150,170)	(22,974,788)
	\$ 21,445,688	\$ (20,123,043)

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****Consolidated Statements of Income**

	Three Months Ended March 31, 2007 (Unaudited)	Three Months Ended March 31, 2006 (Unaudited)
Revenues:		
Royalty	\$ 5,806,901	\$ 4,222,286
Professional services	507,757	942,534
License	243,126	347,809
Total revenues	6,557,784	5,512,629
Cost of revenues:		
Professional services	313,017	376,192
Cost of revenue from amortization of intangible assets	125,744	116,596
Total cost of revenues	438,761	492,788
Gross profit	6,119,023	5,019,841
Operating expenses:		
Research and development	1,716,064	1,531,435
General and administrative	1,295,082	1,133,731
Sales and marketing	1,246,901	1,021,308
	4,258,047	3,686,474
Income from operations	1,860,976	1,333,367
Interest income, net	32,883	18,461
Income before income taxes	1,893,859	1,351,828
Benefit for income taxes	338,995	33,369
Net income	\$ 2,232,854	\$ 1,385,197

Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

	Three Months Ended March 31, 2007 (Unaudited)	Three Months Ended March 31, 2006 (Unaudited)
Cash flows from operating activities:		
Net income	\$ 2,232,854	\$ 1,385,197
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation expense	104,264	68,928
Amortization expense	125,744	116,596
Stock-based compensation	35,640	19,465
Deferred income taxes	(382,000)	(66,730)
Non-cash interest expense	23,768	29,988
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	(3,047,153)	(229,196)
Prepaid expenses and other current assets	40,071	48,521
Other assets	1,915	85,741
Increase (decrease) in:		
Accounts payable	203,631	52,075
Accrued expenses and other current liabilities	(72,353)	(265,851)
Deferred revenue	(1,122,098)	(2,902,450)
Net cash used in operating activities	(1,855,717)	(1,657,716)
Cash flows from investing activities:		
Net redemption (purchase) of short term investment	(42,547)	2,084,335
Acquisitions of property and equipment	(172,759)	(128,897)
Net cash provided by (used in) investing activities	(215,306)	1,955,438
Cash flows from financing activities:		
Proceeds from exercising stock options	30,092	45,000
Payments on loan obligations	(5,642)	
Net cash provided by financing activities	24,450	45,000
Effect of change in exchange rates on cash	505	(1,454)
Net increase (decrease) in cash and cash equivalents	(2,046,068)	341,268
Cash and cash equivalents, beginning of year	3,982,789	296,816

Cash and cash equivalents, end of year	\$	1,936,721	\$	638,084
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Supplemental disclosures of cash flow information:

Cash paid during the year for:

Interest	\$	742	\$	49
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Income taxes	\$	50,000	\$	
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Supplemental disclosures of noncash investing and financing activities:

Accretion of Series C Preferred Stock dividends	\$	168,040	\$	168,040
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Accretion of Series D Preferred Stock dividends	\$	302,681	\$	302,681
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1. Nature of Organization

Voice Signal Technologies, Inc. and Subsidiaries (VoiceSignal or the Company) consists of Voice Signal Technologies, Inc., a Delaware corporation and four wholly-owned subsidiaries. The Company is a privately held corporation based in Woburn, Massachusetts. Its subsidiaries consist of Voice Signal Technologies OY, which is located in Finland, and VoiceSignal KK, which is located in Japan, both foreign corporations, as well as Voice Signal Korea, Inc., located in Korea, and Voice Signal International, Inc., located in China and England, both Massachusetts corporations.

VoiceSignal develops state-of-the-art small footprint, highly accurate, speech solutions for use on wireless mobile devices. VoiceSignal licenses its solutions to original equipment manufacturers (OEMs) of mobile information devices (phones, handhelds) and directly to consumers of mobile devices.

The accompanying interim consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles. In the opinion of management, these interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position of the Company at March 31, 2007 and December 31, 2006, the results of operations and cash flows for the three month periods ended March 31, 2007 and 2006. The accompanying financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's consolidated financial statements as of December 31, 2006 and for the three years then ended. The results for the three month period ended March 31, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007, or any future period.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements reflect the consolidated results of Voice Signal Technologies, Inc. and Subsidiaries for the three months ended March 31, 2007 and 2006. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers short-term investments with original maturity dates of three months or less at the date of purchase to be cash equivalents. The Company's cash equivalents as of March 31, 2007 and December 31, 2006 primarily consisted of funds deposited at financial institutions within the United States.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Allowances for doubtful accounts are provided for those outstanding balances considered to be uncollectible based upon management's evaluation of the outstanding balances at year end.

Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts. The Company has determined all amounts outstanding to be collectible and has not recorded an allowance for the three months ended March 31, 2007 and December 31, 2006.

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Table of Contents***Revenue Recognition***

In accordance with the American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) No. 97-2, *Software Revenue Recognition*, as amended by SOP No. 98-9, *Software Revenue Recognition, With Respect to Certain Transactions*, revenue from sales of software products is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, no significant Company obligations with regard to the product's functionality remain, the fee is fixed or determinable and collectibility is probable. Substantially all of the Company's revenues are derived from multiple element arrangements that include royalty fees, professional services, and license fees. The Company has not established vendor specific objective evidence (VSOE) for the fair values of the individual elements in its multiple element contracts. For those arrangements that require customers to make large initial payments under multiple element contracts, the Company recognizes the revenue from the initial payments ratably over the period the Company expects to provide services which is either the term of the respective agreement or the units shipped, provided the agreement specifies a fixed number of units. Additional payments received from customers during the term of the contracts for professional services or royalties are recognized as the services are provided or units are shipped to the customer, provided all other elements are delivered.

Income Taxes

The Company accounts for income taxes utilizing the asset and liability method as prescribed by SFAS No. 109, *Accounting for Income Taxes*. Under the provisions of SFAS No. 109, the current or deferred tax consequences of a transaction are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable currently or in future years. The classification of net current and noncurrent deferred tax assets or liabilities depend upon the nature of the related asset or liability. Deferred income taxes are provided for temporary differences between the income tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. In addition, deferred taxes are recognized for operating losses that are available to offset future taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized.

In June 2006, the Financial Accounting Standards Board, or FASB, issued Interpretation No. 48, or FIN 48, *Accounting for Income Tax Uncertainties*, which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*. The Interpretation prescribes a recognition threshold of more-likely-than-not and a measurement attribute on all tax positions taken or expected to be taken in a tax return in order to be recognized in the financial statements. In making this assessment, a company must determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based solely on the technical merits of the position and that the tax position will be examined by appropriate taxing authority that would have full knowledge of all relevant information. Once the recognition threshold is met, the tax position is then measured to determine the actual amount of benefit to recognize in the financial statements. In addition, the recognition threshold of more-likely-than-not must continue to be met in each reporting period to support continued recognition of the tax benefit. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the financial reporting period in which that threshold is no longer met. The Company adopted FIN 48 effective January 1, 2007, and there was no impact to the Company's financial statements.

Research and Software Development Costs

Research and development expenditures incurred in the development of software products and enhancements to existing software products are expensed to operations as incurred until the point the Company establishes

technological feasibility in accordance with Statement of Financial Accounting Standards (SFAS) No. 86, *Accounting for Software to be Sold, Licensed or Otherwise Marketed to Others* (SFAS No. 86). Technical feasibility is established upon the completion of a working model or a detailed program design as defined by SFAS No. 86. Costs incurred by the Company between establishment of technological feasibility

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and the point at which the product is ready for general release are capitalized, subject to their recoverability, in accordance with SFAS No. 86 and amortized over the economic life of the related product. The Company has not capitalized any software development costs as of the balance sheet date as the costs eligible for capitalization are immaterial.

Concentration of Credit Risk and Significant Customers

The Company maintains its cash and cash equivalents in bank deposit accounts, which at times may exceed federally insured limits. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents. For the three months ended March 31, 2007 and 2006, the Company generated approximately 90% and 96%, respectively, of its revenues from two customers. Total accounts receivable from these two customers as of March 31, 2007 and December 31, 2006 amounted to approximately 95% and 98% respectively.

3. Intangible Assets

During 2005, the Company entered into a Data License Agreement (License Agreement) with a software vendor to purchase a royalty-free, worldwide, exclusive license to use in the design, development, production, commercialization, and maintenance of the Company's products. Under the License Agreement, the Company committed to purchase a set number of data language licenses for a total contract value of \$2,600,000. The licenses, under the License Agreement, are recorded at cost and are amortized on a straight-line basis over the useful life beginning when the assets are placed in service. At March 31, 2007 and December 31, 2006, the licenses of \$2,331,910, net of accumulated amortization of \$582,978 and \$466,382, respectively, are included in intangible assets, net, on the accompanying consolidated balance sheets.

During 2006, the Company entered into a Patent License Agreement with a not-for-profit corporation to purchase a worldwide, exclusive license. The license, under the Patent License Agreement, is recorded at cost and is amortized on a straight-line basis over the useful life beginning when the asset is placed in service. The license of \$182,956, net of accumulated amortization of \$17,116 and \$7,968 at March 31, 2007 and December 31, 2006, respectively, is included in intangible assets, net, on the accompanying consolidated balance sheets.

4. License Obligation

The Company financed the purchase of the Data License Agreement (Note 3) over a five year period. At March 31, 2007 and December 31, 2006, the present value of the related liability, plus accrued interest, is \$1,794,486 and \$1,770,718, net of payments of \$676,000 made in 2005. The liability is recorded as a license obligation on the accompanying consolidated balance sheets based on the minimum purchase commitments over the term of the commitment utilizing an interest rate of 7.25%.

Maturities of the data license agreement for the years ending March 31 are as follows:

2008	\$ 982,500
2009	555,000
2010	327,000
2011	59,500
	1,924,000
Less amount representing interest	129,514

Present value of future payments	1,794,486
Less current portion of data license obligation	962,772
Data license obligation, net of current portion	\$ 831,714

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The Company is required to make payments on the purchase of the patent licenses throughout 2007. The obligation, plus accrued interest, is recorded in accounts payable on the accompanying consolidated balance sheets utilizing an interest rate of 8.25% at March 31, 2007.

5. Commitments and Contingencies

The Company is involved in various legal matters, which have arisen in the ordinary course of business. The Company does not believe that the ultimate resolution of these matters will have a material adverse effect on the financial condition, results of operations or cash flows. The Company believes these litigation matters are without merit and intends to defend these matters vigorously.

6. Stockholders Deficit

At March 31, 2007, the Company is authorized to issue 128,000,000 and 80,084,844 shares of common stock and preferred stock, \$.001 par value, respectively. The preferred stock consists of 5,600,000 shares designated as Series A Convertible Preferred Stock (Series A Preferred Stock), 1,820,000 shares designated as Series B Convertible Preferred Stock (Series B Preferred Stock), 6,383,294 shares designated as Series C Redeemable Convertible Preferred Stock (Series C Preferred Stock), and 66,281,550 shares designated as Series D Redeemable Convertible Preferred Stock (Series D Preferred Stock).

As of March 31, 2007, the Company has reserved for issuance the following shares of common stock for the exercise of stock options and the conversion of preferred stock:

Stock options	24,727,315
Convertible preferred stock	80,084,844
	104,812,159

7. Preferred Stock

The holders of the Series C Preferred Stock and Series D Preferred Stock (Senior Preferred Stock) shall be entitled to receive cumulative dividends equal to \$0.1053 per annum per share for Series C Preferred Stock and equal to \$0.0182664 per annum per share for Series D Preferred Stock. The dividends will accrue daily in arrears whether or not such dividends are declared by the Board of Directors. At March 31, 2007 and December 31, 2006, cumulative unpaid dividends for Series C Preferred Stock totaled \$4,607,984 and \$4,439,944, respectively, and cumulative unpaid dividends for Series D Preferred Stock totaled \$4,806,488 and \$4,503,807, respectively.

The holders of the Series A Preferred Stock and Series B Preferred Stock (Junior Preferred Stock) shall be entitled to receive dividends, if and when, as declared by the Board of Directors, out of funds legally available for that purpose after the payment of all accrued and unpaid dividends to the holder of each share of Senior Preferred Stock.

In the event of any liquidation, dissolution or winding-up of the Company, the Series A, Series B, and Series C Preferred Stockholders shall receive a per share amount equal to the original issue price of the respective Series and dividends and the Series D Preferred Stockholders shall receive a per share amount equal to two times the Series D Preferred Stock original issue price, plus all declared and unpaid dividends.

Each share of Preferred Stock, at the option of the holder, is convertible into fully paid and nonassessable shares of voting common stock initially on a share-for-share basis. The Junior Preferred Stockholders are entitled to payment of any declared and unpaid dividends. The Senior Preferred Stockholders have the right to convert any accrued but unpaid dividends on the Senior Preferred Stock into the number shares of voting common stock based on a predetermined ratio, as defined in the Preferred Stock Agreement.

All series of Preferred Stock automatically converts to common stock upon the closing of an initial public offering at a share price not less than \$2.50 per share and with net proceeds of at least \$50,000,000.

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At any time on or after September 30, 2007, a Senior Majority Interest, as defined, may elect to have redeemed up to one-third of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder at such time.

At any time on or after September 30, 2008, a Senior Majority Interest may elect to have redeemed up to that percentage of outstanding shares of Series C Preferred Stock and Series D Preferred Stock that would, when combined with any prior redemptions, result in the redemption by the Company of up to two-thirds of each of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder of Senior Preferred Stock at such time.

At any time on or after September 30, 2009, a Senior Majority Interest may elect to have redeemed up to that percentage of outstanding shares of Series C Preferred Stock and Series D Preferred Stock that would, when combined with any prior redemptions, result in the redemption by the Company of up to one hundred percent (100%) of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder thereof at such time.

The price for each share of Senior Preferred Stock redeemed shall be the greater of (i) an amount equal to the Series C Preferred Stock or Series D Preferred Stock Original Issue Price plus all accrued but unpaid dividends or (ii) the Fair Market Value of such shares of Senior Preferred Stock. The aggregate Redemption Prices shall be payable in cash in immediately available funds to the holders of the Senior Preferred Stock on the applicable redemption date.

The Series C and Series D Preferred Stock are not considered mandatorily redeemable as defined by Statement of Financial Accounting Standards (SFAS) 150, *Accounting for Certain Financial Instruments with characteristics of Both Liabilities and Equity*. Due to the fact that the redemption is in the control of the stockholders, the Series C and D Preferred stock have been classified in the mezzanine section of the consolidated balance sheet.

8. Stock Option Plan

In 1998, the Company adopted the 1998 Stock Plan (the Plan) under which shares of the Company's common stock were reserved for issuance to employees, directors and consultants. Stock based awards granted under the Plan may be incentive stock options or nonstatutory stock options. Incentive stock options may only be granted to employees. Under the terms of the Plan, the Board of Directors shall specify the exercise price and vesting period of each stock option on the grant date, and certain options are exercisable upon the occurrence of a future event. The Plan authorizes the issuance of up to 24,727,315 shares of common stock. Typical vesting of the options is four years; 25% on the anniversary of the Effective Date and the remaining 75% of the shares at the rate of 1/12 per quarter over the next twelve quarters. The options generally expire at the earlier of ninety days from the end of employment or ten years from the date of grant.

At March 31, 2007, 3,307,368 shares were available for grant under the Plan. The following table summarizes the activity under the Plan:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2006	20,026,153	\$ 0.12

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Issued	25,000		0.11
Exercised	(134,375)		0.22
Forfeited	(400,000)		0.09
Outstanding, March 31, 2007	19,516,778	\$	0.12
Options exercisable at March 31, 2007	16,548,913	\$	0.12

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9. Related Party

The Company has an investor who is a partner at the law firm that provides services as primary counsel for the Company. Legal fees incurred in connection with services provided by this law firm for the three months ended March 31, 2007 and December 31, 2006 were approximately \$35,000 and \$78,000, respectively.

10. Subsequent Event

On May 14, 2007, the Company entered into an agreement and plan of merger with Nuance Communications, Inc. It is expected that the merger will be completed during 2007.

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Voice Signal Technologies, Inc.

Annual Financial Statements

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VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2006, 2005 and 2004

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INDEPENDENT AUDITORS REPORT

To the Board of Directors of
Voice Signal Technologies, Inc. and Subsidiaries
Woburn, Massachusetts

We have audited the accompanying consolidated balance sheets of Voice Signal Technologies, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, changes in redeemable convertible preferred stock, stockholders' deficit and comprehensive income (loss), and cash flows for each of the three years in the three-year period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Voice Signal Technologies, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the consolidated results of their operations and their cash flows for the years ended December 31, 2006, 2005 and 2004 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the consolidated financial statements, effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standard No. 123(R), Share-Based Payment.

VITALE, CATURANO & COMPANY, LTD.

May 11, 2007
Boston, Massachusetts

Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS
Years Ended December 31, 2006 and 2005**

	2006	2005
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,982,789	\$ 296,816
Short term investments	3,000,000	6,117,213
Accounts receivable	6,130,653	3,468,463
Prepaid expenses and other current assets	417,173	502,043
Deferred tax asset	3,624,000	3,222,000
Total current assets	17,154,615	13,606,535
Property and equipment, net	739,861	530,303
Other assets:		
Intangible assets, net	2,040,516	2,331,910
Other noncurrent assets	188,051	483,087
	2,228,567	2,814,997
	\$ 20,123,043	\$ 16,951,835
 LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS DEFICIT		
Current liabilities		
Accounts payable	\$ 926,403	\$ 712,685
Accrued expenses and other current liabilities	966,464	981,856
License obligation, current portion	894,043	344,010
Deferred revenue, current portion	5,645,714	8,389,905
Capital lease obligation, current portion	23,259	
Total current liabilities	8,455,883	10,428,456
License obligation, net of current portion	876,675	1,311,900
Capital lease obligation, net of current portion	15,319	
Deferred revenue, net of current portion	1,507,810	3,555,787
Total liabilities	10,855,687	15,296,143
Commitments and contingencies (Note 8)		
Redeemable convertible preferred stock:		
Series C redeemable convertible preferred stock, \$.001 par value; 6,383,294 shares authorized, issued and outstanding (at redemption value; liquidation preference of \$12,845,467)	12,768,200	12,096,039

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Series D redeemable convertible preferred stock, \$.001 par value; 66,281,550 shares authorized, issued and outstanding (at redemption value; liquidation preference of \$32,816,093)	19,473,944	18,263,219
Total redeemable convertible preferred stock	32,242,144	30,359,258
Stockholders' deficit:		
Series A convertible preferred stock, \$.001 par value; 5,600,000 shares authorized, issued and outstanding (liquidation preference of \$560,000)	5,600	5,600
Series B convertible preferred stock, \$.001 par value; 1,820,000 shares authorized, issued and outstanding (liquidation preference of \$699,999)	1,820	1,820
Common stock, \$.001 par value; 128,000,000 shares authorized; 17,228,794 and 16,570,819 shares issued and outstanding at December 31, 2006 and 2005 respectively	17,229	16,571
Additional paid-in capital	1,795,483	1,580,759
Deferred compensation		(16,372)
Accumulated deficit	(24,784,382)	(30,283,740)
Accumulated other comprehensive loss	(10,538)	(8,204)
Total stockholders' deficit	(22,974,788)	(28,703,566)
	\$ 20,123,043	\$ 16,951,835

See accompanying notes.

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****Years Ended December 31, 2006, 2005 and 2004**

	2006	2005	2004
Revenues:			
Royalty	\$ 20,374,916	\$ 8,755,391	\$ 5,424,352
Professional services	3,082,257	1,684,608	959,123
License	1,144,255	1,300,927	1,083,305
Total revenues	24,601,428	11,740,926	7,466,780
Cost of revenues:			
Cost of revenue from amortization of intangible assets	474,350		
Cost of professional services	1,350,678	1,327,682	494,574
Total cost of revenues	1,825,028	1,327,682	494,574
Gross profit	22,776,400	10,413,244	6,972,206
Operating expenses:			
Research and development	6,000,678	5,351,616	4,088,227
General and administrative	5,356,430	4,293,850	2,739,078
Sales and marketing	4,214,434	4,071,809	3,131,120
	15,571,542	13,717,275	9,958,425
Income (loss) from operations	7,204,858	(3,304,031)	(2,986,219)
Interest income	144,462	206,589	44,164
Interest expense	(154,667)	(397)	
Income (loss) before income taxes	7,194,653	(3,097,839)	(2,942,055)
Benefit for income taxes	187,591	3,210,452	
Net income (loss)	\$ 7,382,244	\$ 112,613	\$ (2,942,055)

See accompanying notes.

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VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN REDEEMABLE CONVERTIBLE PREFERRED
STOCK, STOCKHOLDERS' DEFICIT AND COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2006, 2005 and 2004

Series D Redeemable Convertible Preferred Stock		Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Paid-in Capital	Deferred Compensation
Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount		
142,408	\$ 14,923,859	5,600,000	\$ 5,600	1,820,000	\$ 1,820	15,950,350	\$ 15,950	\$ 1,511,052	\$ (57,000)
						537,439	538	37,782	
139,142	933,560								
	1,195,075								
								12,262	(12,262)
									48,000
281,550	17,052,494	5,600,000	5,600	1,820,000	1,820	16,487,789	16,488	1,561,096	(21,000)
						83,030	83	7,390	
	1,210,725								
								12,273	(12,273)
									17,000

281,550	18,263,219	5,600,000	5,600	1,820,000	1,820	16,570,819	16,571	1,580,759	(16,
						657,975	658	53,406	
	1,210,725								
								(16,372)	16,
								77,857	
								99,833	
281,550	\$ 19,473,944	5,600,000	\$ 5,600	1,820,000	\$ 1,820	17,228,794	\$ 17,229	\$ 1,795,483	\$

See accompanying notes.

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

Years Ended December 31, 2006, 2005 and 2004

	2006	2005	2004
Cash flows from operating activities:			
Net income (loss)	\$ 7,382,244	\$ 112,613	\$ (2,942,055)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation expense	324,401	249,093	182,314
Amortization expense	474,350		
Stock-based compensation	177,690	17,342	48,155
Deferred income taxes	(402,000)	(3,222,000)	
Non-cash interest expense	119,307		
Changes in assets and liabilities:			
(Increase) decrease in:			
Accounts receivable	(2,662,190)	1,991,354	(5,165,848)
Prepaid expenses and other current assets	84,870	(359,793)	(93,340)
Other assets	292,953	(278,024)	(79,200)
Increase (decrease) in:			
Accounts payable	76,076	6,999	390,151
Accrued expenses and other current liabilities	(15,392)	33,198	670,900
Deferred revenue	(4,792,168)	7,037,410	3,088,298
Net cash provided by (used in) operating activities	1,060,141	5,588,192	(3,900,625)
Cash flows from investing activities:			
Redemption of short term investment	3,117,213		
Purchase of short term investment		(6,117,213)	
Acquisitions of property and equipment	(485,278)	(463,924)	(161,207)
Acquisition of patent license	(47,730)		
Payments on data license		(676,000)	
Net cash provided by (used in) investing activities	2,584,205	(7,257,137)	(161,207)
Cash flows from financing activities:			
Proceeds from exercising stock options	54,064	7,473	38,320
Proceeds from issuance of preferred stock			933,560
Payments on loan obligations	(13,077)		
Net cash provided by financing activities	40,987	7,473	971,880
Effect of change in exchange rates on cash	640	(811)	
Net increase (decrease) in cash and cash equivalents	3,685,973	(1,662,283)	(3,089,952)
Cash and cash equivalents, beginning of year	296,816	1,959,099	5,049,051

Cash and cash equivalents, end of year	\$ 3,982,789	\$ 296,816	\$ 1,959,099
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	\$ 154,667	\$ 397	\$
Income taxes	\$ 168,418	\$	\$
Supplemental disclosures of noncash investing and financing activities:			
Accounts payable incurred to acquire patent	\$ 135,226	\$	\$
Capital lease obligation assumed in acquisition of property and leased equipment	\$ 51,665	\$	\$
Accretion of Series C Preferred Stock dividends	\$ 672,161	\$ 672,161	\$ 672,161
Accretion of Series D Preferred Stock dividends	\$ 1,210,725	\$ 1,210,725	\$ 1,195,075
Obligation assumed in acquisition of data license	\$	\$ 1,655,910	\$

See accompanying notes.

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VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2006 and 2005

1. Nature of Organization

Voice Signal Technologies, Inc. and Subsidiaries (VoiceSignal or the Company) consists of Voice Signal Technologies, Inc., a Delaware corporation and four wholly-owned subsidiaries. The Company is a privately held corporation based in Woburn, Massachusetts. Its subsidiaries consist of Voice Signal Technologies OY, which is located in Finland, and VoiceSignal KK, which is located in Japan, both foreign corporations, as well as Voice Signal Korea, Inc., located in Korea, and Voice Signal International, Inc., located in China and England, both Massachusetts corporations.

VoiceSignal develops state-of-the-art small footprint, highly accurate, speech solutions for use on wireless mobile devices. VoiceSignal licenses its solutions to original equipment manufacturers (OEMs) of mobile information devices (phones, handhelds) and directly to consumers of mobile devices.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements reflect the consolidated results of Voice Signal Technologies, Inc. and Subsidiaries for the years ended December 31, 2006, 2005 and 2004. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers short-term investments with original maturity dates of three months or less at the date of purchase to be cash equivalents. The Company's cash equivalents as of December 31, 2006 and 2005 primarily consisted of funds deposited at financial institutions within the United States.

Short-Term Investments

As of December 31, 2006 and 2005, the Company's short-term investments include certificates of deposits held with a financial institution. The certificate of deposit at December 31, 2006 matures during 2007. The certificate of deposit that was recorded at December 31, 2005 matured in 2006. At December 31, 2005, the amount recorded on the accompanying consolidated balance sheets includes interest receivable of approximately \$17,000.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Allowances for doubtful accounts are provided for those outstanding balances considered to be uncollectible based upon management's evaluation of the outstanding balances at year end. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts. The Company has determined all amounts outstanding to be collectible and has not recorded an allowance for the years ended December 31, 2006 and 2005.

Property and Equipment

Property and equipment are recorded at cost. Major replacements and improvements are capitalized, while general repairs and maintenance are charged to expense as incurred. The Company provides for

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Years Ended December 31, 2006 and 2005 (Continued)**

depreciation using the straight-line method, beginning in the middle of the quarter the asset is placed in service, over the estimated useful lives of the assets as follows:

Computers equipment and software	3 years
Furniture and fixtures	5 years
Equipment	5 years
Leasehold improvements	Lesser of useful life or life of the lease

Revenue Recognition

In accordance with the American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) No. 97-2, *Software Revenue Recognition*, as amended by SOP No. 98-9, *Software Revenue Recognition, With Respect to Certain Transactions*, revenue from sales of software products is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, no significant Company obligations with regard to the product's functionality remain, the fee is fixed or determinable and collectibility is probable. Substantially all of the Company's revenues are derived from multiple element arrangements that include royalty fees, professional services, and licenses fees. The Company has not established vendor specific objective evidence (VSOE) for the fair values of the individual elements in its multiple element contracts. For those arrangements that require customers to make large initial payments under multiple element contracts, the Company recognizes the revenue from the initial payments ratably over the period the Company expects to provide services, which is either the term of the respective agreement or the units shipped, provided the agreement specifies a fixed number of units. Additional payments received from customers during the term of the contracts for professional services or royalties are recognized as the services are provided or units are shipped to the customer, provided all other elements are delivered.

Deferred Costs of Professional Services

The commissions expense incurred in its multiple element arrangements are deferred and expensed ratably as the related revenue is recognized either over the term of the contract or as the units shipped. As of December 31, 2006, 2005 and 2004, these deferred costs totaled approximately \$348,000, \$774,000 and \$183,000, respectively, and are included in prepaid expenses and other current assets and other noncurrent assets in the accompanying balance sheets.

Income Taxes

The Company accounts for income taxes utilizing the asset and liability method as prescribed by SFAS No. 109, *Accounting for Income Taxes*. Under the provisions of SFAS No. 109, the current or deferred tax consequences of a transaction are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable currently or in future years. The classification of net current and noncurrent deferred tax assets or liabilities depend upon the nature of the related asset or liability. Deferred income taxes are provided for temporary differences between the income tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. In addition, deferred taxes are recognized for operating losses that are available to offset future taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized.

Research and Software Development Costs

Research and development expenditures incurred in the development of software products and enhancements to existing software products are expensed to operations as incurred until the point the Company establishes technological feasibility in accordance with Statement of Financial Accounting Standards (SFAS)

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

No. 86, *Accounting for Software to be Sold, Licensed or Otherwise Marketed to Others* (SFAS No. 86). Technical feasibility is established upon the completion of a working model or a detailed program design as defined by SFAS No. 86. Costs incurred by the Company between establishment of technological feasibility and the point at which the product is ready for general release are capitalized, subject to their recoverability, in accordance with SFAS No. 86 and amortized over the economic life of the related product. The Company has not capitalized any software development costs as of the balance sheet date as the costs eligible for capitalization are immaterial.

Stock-Based Compensation

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standard No. 123 (revised 2004), *Share Based Payment*, or SFAS No. 123(R), which is a revision of Statement No. 123 (SFAS 123) *Accounting for Stock Based Compensation*. SFAS No. 123(R) supersedes Accounting Principles Board (APB) No. 25, *Accounting for Stock Issued to Employees*, and amends FASB Statement No. 95 *Statement of Cash Flows*. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options and modifications to existing stock options, to be recognized in the income statement based on their fair values. The Company adopted SFAS No. 123(R) using the prospective transition method. As such, the Company will continue to apply APB No. 25 in future periods to equity awards outstanding at the date of SFAS No. 123(R) s adoption that were measured using the minimum value method. Pro forma disclosure is no longer an alternative. The Company is currently evaluating the impact the adoption of SFAS No. 123(R) will have on the Company s operating results for periods after December 31, 2006, but the impact of adoption of SFAS No. 123(R) cannot be predicted with certainty as it is principally a function of the number of options to be granted in the future, the share price on the date of the grant, the expected life of the award, and volatility and estimated forfeitures. The adoption of SFAS No. 123(R) will have no effect on our financial position or cash flow for any period.

Prior to January 1, 2006, the Company applied Accounting Principles Board APB Opinion No. 25, *Accounting for Stock Issued to Employees* in accounting for its stock incentive plan and accordingly, compensation cost was recognized for its stock options in the financial statements when the exercise price was below the fair market value. During the years ended December 31, 2005 and 2004, approximately \$17,000 and \$48,000, respectively, were recorded under the intrinsic value based method for options granted to consultants (Note 12). Had the Company determined compensation cost in all periods based on the fair value at the grant date for its stock options under SFAS No. 123R, the Company s net income (loss) and net income (loss) per common equivalent share for the years ended December 31, 2005 and 2004 would have been increased to the pro forma amounts indicated below:

		2005		
Net Income (Loss) Applicable to Common Stockholders (Basic)		Basic Earnings Per Share	Net Income (Loss) Applicable to Common Stockholders (Diluted) Diluted Earnings Per Share	

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As reported	\$ (1,770,273)	\$ (0.11)	\$ 112,613	\$ (0.11)
Add stock-based compensation expense included in reported net income (loss)	17,342	(0.00)	17,342	(0.00)
Less stock-based compensation expense determined under fair value method	(168,608)	(0.01)	(168,608)	(0.00)
Pro forma	(1,921,539)	\$ (0.12)	\$ (38,653)	\$ (0.11)

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Years Ended December 31, 2006 and 2005 (Continued)**

			2004	
	Net Income (Loss) Applicable to Common Stockholders (Basic)	Basic Earnings Per Share	Net Income (Loss) Applicable to Common Stockholders (Diluted)	Diluted Earnings Per Share
As reported	\$ (4,809,291)	\$ (0.30)	\$ (2,942,052)	\$ (0.30)
Add stock-based compensation expense included in reported net loss	48,155	(0.00)	171,243	(0.00)
Less stock-based compensation expense determined under fair value method	(219,398)	(0.01)	171,243	(0.00)
Pro forma	(4,980,534)	\$ (0.31)	\$ (3,113,295)	\$ (0.30)

For the years ending December 31, the fair value of each stock option is estimated on the date of the grant using the Black-Scholes option-pricing model with the following range of assumptions:

	2006	2005	2004
Assumptions:			
Risk-free interest rate	4.66-5.19%	3.70-4.74%	3.89-4.61%
Expected dividend yield	0%	0%	0%
Volatility factor	68-77%	0%	0%
Expected life of option	4.84-6.11 years	10 years	10 years

In accordance with SFAS No. 123(R), the Company will recognize the compensation cost of share-based awards issued after January 1, 2006, on a straight-line basis over the vesting period of the award. The determination of the fair value of share-based payment awards utilizing the Black-Scholes model is affected by the stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. The Company does not have a history of market prices of the common stock as it is not a public company, and as such volatility is estimated in accordance with Staff Accounting Bulletin No. 107 (SAB No. 107) using historical volatilities of similar public entities. The expected life of the awards is estimated based on the simplified method, as defined in SAB No. 107. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on history and expectation of paying no dividends. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Stock-based compensation expense recognized in the financial statements in 2006 and thereafter is based on awards that are ultimately expected to vest.

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The weighted-average fair value of stock options granted during the years ended December 31, 2006, 2005 and 2004 under the Black-Scholes option pricing model were \$0.93, \$0.09 and \$0.09 per share, respectively. For the year ended December 31, 2006, the Company recorded stock-based compensation expense of \$99,833 in connection with share-based payment awards. The following table presents stock-based compensation expense included in the accompanying consolidated statements of income:

Research and development	\$ 25,210
General and administrative	59,335
Sales and marketing	15,288
Total stock-based compensation expense	\$ 99,833

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VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

As of December 31, 2006, there was approximately \$421,000 of unrecognized compensation expense related to non-vested stock option awards that is expected to be recognized over a weighted-average period of 3.21 years.

Foreign Currency Translation

The functional currency of the Company's foreign subsidiary is the local currency. Assets and liabilities of foreign subsidiaries are translated at the rates in effect at the balance sheet date, while stockholders' equity (deficit) is translated at historical rates. Statements of operations and cash flow amounts are translated at the average rate for the period. Translation adjustments are included as a component of accumulated other comprehensive loss. Foreign currency gains and losses arising from transactions are reflected in the loss from operations and were not significant during the years ended December 31, 2006, 2005 and 2004.

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk and Significant Customers

The Company maintains its cash and cash equivalents in bank deposit accounts, which at times may exceed federally insured limits. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents. For the years ended December 31, 2006, 2005 and 2004, the Company generated approximately 95%, 87% and 94%, respectively, of its revenues from two customers. Total accounts receivable from these two customers as of December 31, 2006 and 2005 amounted to approximately 98% and 88%, respectively.

Segmentation of Financial Results

The Company's primary operating decision makers evaluate the Company's financial performance using consolidated financial information. Accordingly, the Company presents its financial results as a single segment related to the sale of its products.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), *Accounting for Income Tax Uncertainties*, which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*. The Interpretation prescribes a recognition threshold of more-likely-than-not and a measurement attribute on all tax positions taken or expected to be taken in a tax return in order to be recognized in the financial statements. In making this assessment, a company must determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based solely on the technical merits of the position and that the tax position will be examined by appropriate taxing authority that would have full knowledge of all relevant information. Once the recognition threshold is met, the tax position is

then measured to determine the actual amount of benefit to recognize in the financial statements. In addition, the recognition threshold of more-likely-than-not must continue to be met in each reporting period to support continued recognition of the tax benefit. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

recognized in the first financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the financial reporting period in which that threshold is no longer met. The Company adopted FIN 48 effective January 1, 2007, and there was no impact to the Company's financial statements.

3. Property and Equipment

Property and equipment consisted of the following at December 31:

	2006	2005
Computer equipment and software	\$ 1,515,557	\$ 1,074,058
Furniture and fixtures	256,965	256,965
Leasehold improvements	214,146	121,685
Equipment	24,881	24,881
	2,011,549	1,477,589
Less accumulated depreciation	1,271,688	947,286
	\$ 739,861	\$ 530,303

4. Intangible Assets

During 2005, the Company entered into a Data License Agreement (License Agreement) with a software vendor to purchase a royalty-free, worldwide, exclusive license to use in the design, development, production, commercialization, and maintenance of the Company's products. Under the License Agreement, the Company committed to purchase a set number of data language licenses for a total contract value of \$2,600,000 (Note 6). The licenses, under the License Agreement, are recorded at cost and are amortized on a straight-line basis over the useful life beginning when the assets are placed in service. At December 31, 2006 and 2005, the licenses of \$2,331,910, net of accumulated amortization of \$466,382 and \$0, respectively, are included in intangible assets, net, on the accompanying consolidated balance sheets.

During 2006, the Company entered into a Patent License Agreement with a not-for-profit corporation to purchase a worldwide, exclusive license. The license, under the Patent License Agreement, is recorded at cost and is amortized on a straight-line basis over a useful life of 5 years beginning when the asset is placed in service. At December 31, 2006, the license of \$182,956, net of accumulated amortization of \$7,968 is included in intangible assets, net, on the accompanying consolidated balance sheets.

Amortization expense for the year ended December 31, 2006 was \$474,350 and is included in cost of revenues. There was no amortization expense in the years ended December 31, 2005 and 2004. The estimated aggregate amortization expense for the years ending December 31, 2007, 2008, 2009, 2010 and 2011 is \$502,975, \$502,975, \$502,975,

\$502,975 and \$28,616.

5. Line of Credit

In November 2006, the Company entered into an agreement with a financial institution to provide a revolving line of credit with a borrowing base of \$1,500,000 plus 80% of the Company's accounts receivable balance billed within the prior 90 days, up to a total available balance of \$5,000,000. Borrowings under the line of credit bear interest at the bank's prime rate plus one-half of one percent (8.75% at December 31, 2006). As of December 31, 2006, the Company had no borrowings under this revolving line of credit. The Company has capitalized \$50,000 in deferred financing fees during 2006 and will expense these fees ratably over the term of the revolving line of credit. The amortization of the deferred financing fees was \$2,083 for

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Years Ended December 31, 2006 and 2005 (Continued)**

the year ended December 31, 2006 and is recorded in interest expense on the accompanying consolidated statements of operations.

The line of credit has an original term of 24 months and is subject to certain restrictive covenants. The most significant covenants relate to maintaining certain financial ratios, prohibiting change of control without the consent of the bank, requiring certain periodic reporting and limiting certain other transactions.

6. License Obligation

The Company financed the purchase of the Data License Agreement (Note 4) over a five year period. At December 31, 2006 and 2005, the present value of the related liability, plus accrued interest, is \$1,770,718 and \$1,655,910, net of payments of \$676,000 made in 2005. The liability is recorded as a license obligation on the accompanying balance sheets based on the minimum purchase commitments over the term of the commitment utilizing an interest rate of 7.25%.

Maturities of the data license agreement for the years ending December 31 are as follows:

2007	\$ 918,750
2008	555,000
2009	361,000
2010	89,250
	1,924,000
Less amount representing interest	153,282
Present value of future payments	1,770,718
Less current portion of data license obligation	894,043
Data license obligation, net of current portion	\$ 876,675

The Company is required to make payments on the purchase of the patent licenses throughout 2007. The obligation, plus accrued interest, is recorded in accounts payable on the accompanying consolidated balance sheets utilizing an interest rate of 8.25% at December 31, 2006.

7. Capital Lease Obligations

In 2006, the Company entered into a noncancelable capital lease agreement for computer equipment. The lease will expire on July 2008. The terms of the lease call for 24 monthly interest free installments. Interest has been recorded using the effective interest method at 8%. The Company recorded the property and equipment at \$51,665. Depreciation expense relating to the Company's assets under capital lease was \$6,457 for the year ending December 31, 2006. There were no capital leases at December 31, 2005.

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Years Ended December 31, 2006 and 2005 (Continued)**

Future minimum payments required under the lease obligation for the years ending December 31 are as follows:

2007	\$ 25,505
2008	15,728
	41,233
Less amount representing interest	2,655
Present value of future minimum payments	38,578
Less current portion of obligation under capital lease	23,259
Long-term portion of obligation under capital lease	\$ 15,319

8. Commitments and Contingencies***Leases***

The Company leases certain offices and development facilities and an automobile under noncancelable operating leases that expire over the next three years. Total rental expense for operating leases approximated \$326,753, \$300,268 and \$298,720 for the years ended December 31, 2006, 2005 and 2004, respectively.

The Company's lease agreement at the Woburn location requires future increases in the minimum base rent. Rent expense under this arrangement is recognized on the straight-line basis over the term of the lease. The difference between rent expense recognized on the straight-line basis and cash paid is included in accrued expenses and other current liabilities on the accompanying consolidated balance sheets.

Minimum lease payments through the cancellation date of the respective leases are as follows at December 31:

2007	\$ 330,500
2008	280,215
2009	137,037
	\$ 747,752

Litigation

Since 2004, the Company and Nuance have been engaged with each other in litigation regarding various patent and trade secret matters. The Company does not believe this litigation and other various legal matters which have arisen in

the ordinary course of business will be resolved in a manner that will have a material adverse effect on the financial condition, results of operations or cash flows of the Company. The Company believes these litigation matters are without merit and intends to defend these matters vigorously.

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)****9. Income Taxes**

The benefit (provision) for income taxes for the Company for the years ended December 31, 2006, 2005 and 2004 is summarized as follows:

	2006	2005	2004
Current:			
Federal	\$ (192,000)	\$	\$
State			
Foreign	(22,409)	(11,548)	
	(214,409)	(11,548)	
Deferred:			
Federal	342,000	2,739,000	
State	60,000	483,000	
Foreign			
	402,000	3,222,000	
	\$ 187,591	\$ 3,210,452	\$

The effective combined domestic and foreign income tax rate of approximately 3%, (104)%, 0% in 2006, 2005, and 2004, respectively, differed from the federal statutory rate of 34% primarily because of changes in the valuation allowance and the alternative minimum tax liability recorded in 2006.

Temporary differences that give rise to significant deferred tax assets at December 31, 2006 and 2005 are as follows:

	2006	2005
Deferred tax assets:		
Net operating loss carryforwards	\$ 5,150,000	\$ 9,182,000
Deferred revenue	1,560,000	702,000
Tax credits	773,000	773,000
Other	251,000	48,000
	7,734,000	10,705,000
Deferred tax asset valuation allowance	(4,110,000)	(7,483,000)

\$ 3,624,000 \$ 3,222,000

SFAS No. 109 requires a valuation allowance to be recorded if, based on the weight of the available evidence, it is more likely than not that some portion or all of the deferred tax asset may not be realized. During 2006 and 2005, the Company's valuation allowance decreased by approximately \$3,373,000 and \$2,020,000, respectively, based on its consideration of forecasted profitable operations.

At December 31, 2006, the Company had net operating loss carryforwards for federal and state income tax purposes of approximately \$13,000,000, and research and development federal tax credit carryforwards of approximately \$773,000 available to reduce federal and state taxable income. These carryforwards expire through 2025.

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

Under the provisions of the Internal Revenue Code, certain substantial changes in the Company's ownership may result in a limitation on the amount of net operating loss carryforwards, which can be used in future years.

10. Stockholders Deficit

At December 31, 2006, the Company is authorized to issue 128,000,000 and 80,084,844 shares of common stock and preferred stock, \$.001 par value, respectively. The preferred stock consists of 5,600,000 shares designated as Series A Convertible Preferred Stock (Series A Preferred Stock), 1,820,000 shares designated as Series B Convertible Preferred Stock (Series B Preferred Stock), 6,383,294 shares designated as Series C Redeemable Convertible Preferred Stock (Series C Preferred Stock), and 66,281,550 shares designated as Series D Redeemable Convertible Preferred Stock (Series D Preferred Stock).

As of December 31, 2006, the Company has reserved for issuance the following shares of common stock for the exercise of stock options and the conversion of preferred stock:

Stock options	24,727,315
Convertible preferred stock	80,084,844
	104,812,159

11. Preferred Stock***Preferred Stock***

The rights and preferences of the preferred stock are as follows:

Voting

The holders of all series of Preferred Stock shall vote together with all other classes and series of stock of the Company as a single class on all actions to be taken by the stockholders of the Company. Each share of Preferred Stock shall entitle the holder to such number of votes equal to the number of shares of Voting Common Stock (including fractions of a share) into which each share of Preferred Stock is then convertible.

Dividends

The holders of the Series C Preferred Stock and Series D Preferred Stock (Senior Preferred Stock) shall be entitled to receive cumulative dividends equal to \$0.1053 per annum per share for Series C Preferred Stock and equal to \$0.0182664 per annum per share for Series D Preferred Stock. The dividends will accrue daily in arrears whether or not such dividends are declared by the Board of Directors. At December 31, 2006, 2005 and 2004, cumulative unpaid dividends for Series C Preferred Stock totaled \$4,439,944, \$3,767,783 and \$3,095,622, respectively, and cumulative

unpaid dividends for Series D Preferred Stock totaled \$4,503,807, \$3,293,082 and \$2,082,357 respectively.

The holders of the Series A Preferred Stock and Series B Preferred Stock (Junior Preferred Stock) shall be entitled to receive dividends, if and when, as declared by the Board of Directors, out of funds legally available for that purpose after the payment of all accrued and unpaid dividends to the holder of each share of Senior Preferred Stock.

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VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

Liquidation

In the event of any liquidation, dissolution or winding-up of the Company, the Series A, Series B, and Series C Preferred Stockholders shall receive a per share amount equal to the original issue price of the respective Series and dividends and the Series D Preferred Stockholders shall receive a per share amount equal to two times the Series D Preferred Stock original issue price, plus all declared and unpaid dividends.

Conversion

Each share of Preferred Stock, at the option of the holder, is convertible into fully paid and nonaccessible shares of voting common stock initially on a share-for-share basis. The Junior Preferred Stockholders are entitled to payment of any declared and unpaid dividends. The Senior Preferred Stockholders have the right to convert any accrued but unpaid dividends on the Senior Preferred Stock into the number shares of voting common stock based on a predetermined ratio, as defined in the Preferred Stock Agreement.

All series of Preferred Stock automatically converts to common stock upon the closing of an initial public offering at a share price not less than \$2.50 per share and with net proceeds of at least \$50,000,000.

Redemption

At any time on or after September 30, 2007, a Senior Majority Interest, as defined, may elect to have redeemed up to one-third of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder at such time.

At any time on or after September 30, 2008, a Senior Majority Interest may elect to have redeemed up to that percentage of outstanding shares of Series C Preferred Stock and Series D Preferred Stock that would, when combined with any prior redemptions, result in the redemption by the Company of up to two-thirds of each of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder of Senior Preferred Stock at such time.

At any time on or after September 30, 2009, a Senior Majority Interest may elect to have redeemed up to that percentage of outstanding shares of Series C Preferred Stock and Series D Preferred Stock that would, when combined with any prior redemptions, result in the redemption by the Company of up to one hundred percent (100%) of the originally issued and outstanding shares of Series C Preferred Stock and Series D Preferred Stock held by each holder thereof at such time.

The price for each share of Senior Preferred Stock redeemed shall be the greater of (i) an amount equal to the Series C Preferred Stock or Series D Preferred Stock Original Issue Price plus all accrued but unpaid dividends or (ii) the Fair Market Value of such shares of Senior Preferred Stock. The aggregate Redemption Prices shall be payable in cash in immediately available funds to the holders of the Senior Preferred Stock on the applicable redemption date.

The Series C and Series D Preferred Stock are not considered mandatorily redeemable as defined by SFAS No. 150, *Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity*. Due to the fact that

the redemption is in the control of the stockholders, the Series C and D Preferred Stock have been classified in the mezzanine section of the consolidated balance sheet.

12. Stock Option Plan

In 1998, the Company adopted the 1998 Stock Plan (the Plan) under which shares of the Company's common stock were reserved for issuance to employees, directors and consultants. Stock based awards granted under the Plan may be incentive stock options or nonstatutory stock options. Incentive stock options may only be granted to employees. Under the terms of the Plan, the Board of Directors shall specify the exercise price

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)**

and vesting period of each stock option on the grant date, and certain options are exercisable upon the occurrence of a future event. The Plan authorizes the issuance of up to 24,727,315 shares of common stock. Typical vesting of the options is four years; 25% on the anniversary of the Effective Date and the remaining 75% of the shares at the rate of 1/12 per quarter over the next twelve quarters. The options generally expire at the earlier of ninety days from the end of employment or ten years from the date of grant.

At December 31, 2006, 2,932,368 shares were available for grant under the Plan. The following table summarizes the activity under the Plan:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2003	16,332,100	\$ 0.12
Issued	3,566,958	0.09
Exercised	(537,439)	0.07
Forfeited	(737,659)	0.16
Outstanding, December 31, 2004	18,623,960	\$ 0.12
Issued	2,938,000	0.09
Exercised	(83,030)	0.09
Forfeited	(333,736)	0.09
Outstanding, December 31, 2005	21,145,194	\$ 0.11
Issued	770,000	0.10
Exercised	(657,975)	0.08
Forfeited	(1,231,066)	0.09
Outstanding, December 31, 2006	20,026,153	\$ 0.12
Options exercisable at December 31, 2006	16,810,847	\$ 0.12
Options exercisable at December 31, 2005	12,071,613	\$ 0.13
Options exercisable at December 31, 2004	7,857,354	\$ 0.15

The total intrinsic value of options exercised during the years ended December 31, 2006, 2005 and 2004 was \$451,402, \$0 and \$10,050, respectively.

The following table summarizes information about stock options that are vested or expected to vest at December 31, 2006. The number of options outstanding is based on the unvested options outstanding at December 31, 2006, adjusted for the estimated forfeiture rate of 10%.

Outstanding Options			
Exercise Prices	Number Outstanding	Weighted- average Remaining Contractual Life	Weighted- average Exercise Price
\$ 0.04	1,590,000	3.04 years	\$ 0.04
\$ 0.09-\$0.11	16,532,621	7.28 years	\$ 0.09
\$ 0.33	733,632	3.80 years	\$ 0.33
\$ 0.42-\$0.45	1,169,900	4.77 years	\$ 0.44

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Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Years Ended December 31, 2006 and 2005 (Continued)**

Exercise Prices	Number Outstanding	Exercisable Options	
		Weighted-average Remaining Contractual Life	Weighted-average Exercise Price
\$ 0.04	1,590,000	3.04 years	\$ 0.04
\$ 0.09-\$0.11	13,317,315	7.10 years	\$ 0.09
\$ 0.33	733,632	3.80 years	\$ 0.33
\$ 0.42-\$0.45	1,169,900	4.77 years	\$ 0.44

Cash received from option exercise under all share-based payment arrangements for the years ended December 31, 2006, 2005 and 2004 was \$54,064, \$7,473 and \$38,320 respectively. No actual tax benefit was realized from option exercises during these periods. The aggregate intrinsic value of all options outstanding as of December 31, 2006 was \$17,512,147. The aggregate intrinsic value of all exercisable options as of December 31, 2006 was \$14,625,872.

Stock Options Issued for Services

The Company issues options to consultants to purchase shares of common stock. The shares vest over periods ranging up to four years. In accordance with SFAS No. 123(R) and EITF No. 96-18, *Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Connection with Selling Goods or Services*, the Company calculates compensation expense using the Black-Scholes option pricing model and is recording the expense over the vesting period. The compensation charge for the years ended December 31, 2006, 2005 and 2004 was \$77,857, \$17,342, \$48,155, respectively and is recorded in general and administrative expenses on the accompanying consolidated statements of income.

13. 401(k) Savings Plan

The Company has established a defined contribution savings plan under Section 401(k) of the Internal Revenue Code. This plan covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pre-tax basis. Company contributions to the plan may be made at the discretion of the Board of Directors. To date there have been no contributions made to the plan by the Company.

14. Related Party

The Company has an investor who is a partner at the law firm that provides services as primary counsel for the Company. Legal fees incurred in connection with services provided by this law firm for the years ended December 31, 2006, 2005 and 2004 were approximately \$78,000, \$108,000 and \$182,000, respectively.

Table of Contents**VOICE SIGNAL TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2006 and 2005 (Continued)****15. Foreign Operations**

The Company operates and markets its services on a worldwide basis with its principal markets as follows:

	Years Ended December 31,		
	2006	2005	2004
Revenue by geographic region based on location of customer:			
North America	\$ 12,096,745	\$ 4,726,168	\$ 1,266,874
Korea	12,488,439	6,787,337	6,159,183
Rest of world	16,244	227,421	40,723
Total revenue	\$ 24,601,428	\$ 11,740,926	\$ 7,466,780

16. Subsequent Event

During 2007, the Company amended a contract with one of its major customers. The contract amendment extends the term of the contract through December 31, 2009 and provides for additional licenses, integration support, and additional languages for the respective products. The Company received a prepayment under the amendment and will recognize the related revenue over the term of the contract.

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Bluestar Resources Limited

Annual Financial Statements

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Report of Independent Auditors

The Board of Directors of
Bluestar Resources Limited

We have audited the accompanying consolidated balance sheets of Bluestar Resources Limited as of December 31, 2006 and 2005 and the related consolidated statements of income, shareholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the 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. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Bluestar Resources Limited at December 31, 2006 and 2005 and the consolidated results of its operations and its consolidated cash flows for the years then ended in conformity with United States generally accepted accounting principles.

/s/ S.R. BATLIBOI & ASSOCIATES

Mumbai, India
March 26, 2007

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Table of Contents**Bluestar Resources Limited****Consolidated Balance Sheets**

	December 31,	
	2006	2005
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 365,845	\$ 620,291
Accounts receivable, net	3,669,170	2,879,436
Amounts due from related parties	6,638,631	2,150,586
Employee receivables	12,619	147,433
Prepaid expenses	166,322	274,126
Deferred tax assets	58,267	41,203
Other current assets	125,092	2,320
Total current assets	11,035,946	6,115,395
Property and equipment, net	1,233,318	1,570,317
Rental and other deposits	427,859	316,686
Deferred tax assets	36,799	35,279
Investments in bank deposits		223,476
Total assets	\$ 12,733,922	\$ 8,261,153
LIABILITIES AND SHAREHOLDER S EQUITY		
Current liabilities:		
Accounts payable	\$ 557,766	\$ 401,203
Accrued employee costs	793,470	532,993
Obligations under capital leases - current	134,097	117,542
Lines of credit	500,399	1,390,869
Long term debt - current	192,183	179,406
Amounts due to related parties		112,855
Deferred tax liabilities	1,196,398	564,829
Income taxes payable	94,624	123,405
Other current liabilities	281,094	279,974
Total current liabilities	3,750,031	3,703,076
Long term debt - non-current	197,047	238,841
Obligation under capital leases - non-current	305,782	423,138
Commitments and contingencies		
Preference shares issued by a subsidiary	650,000	
Shareholder s equity		
Common stock, (par value \$1 per share; 10,000 shares authorized; 10,000 shares issued and outstanding at December 31, 2006)	10,000	10,000
Additional paid-in-capital	780,107	780,107
Receivable from shareholder	(10,000)	(10,000)

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Retained earnings	6,815,014	3,157,330
Accumulated other comprehensive income (loss)	235,941	(41,339)
Total Shareholder's equity	7,831,062	3,896,098
Total liabilities and shareholder's equity	\$ 12,733,922	\$ 8,261,153

See accompanying notes.

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Bluestar Resources Limited
Consolidated Statements of Income

	Years Ended December 31,	
	2006	2005
Revenue		
Third parties	\$ 18,716,646	\$ 12,328,480
Related parties	101,136	
	18,817,782	12,328,480
Cost of revenue	9,946,685	7,321,395
Gross profit	8,871,097	5,007,085
Selling, general and administrative expenses	3,704,263	2,562,228
Operating income	5,166,834	2,444,857
Interest expense	171,303	115,849
Other income (expense)	(585,202)	5,429
Income before income taxes	4,410,329	2,334,437
Provision for income taxes	726,212	331,864
Net income	\$ 3,684,117	\$ 2,002,573

See accompanying notes.

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Table of Contents**Bluestar Resources Limited****Consolidated Statements of Shareholders Equity
Years ended December 31, 2006 and 2005**

	Common Stock Number	Stock Par Value	Additional Paid-In- Capital	Receivable From Shareholder	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders Equity
Balance at January 1, 2005	10,000	10,000	760,962	(10,000)	1,154,757	9,960	1,925,679
Issue of shares by Focus India			19,145				19,145
Comprehensive income:							
Net income					2,002,573		2,002,573
Foreign currency translation						(51,299)	(51,299)
Comprehensive income							1,951,274
Balances at December 31, 2005		10,000	780,107	(10,000)	3,157,330	(41,339)	3,896,098
Dividend on preference shares of subsidiary					(26,433)		(26,433)
Comprehensive income:							
Net income					3,684,117		3,684,117
Foreign currency translation						277,280	277,280
Comprehensive income							3,961,397
Balances at December 31, 2006	10,000	\$ 10,000	\$ 780,107	\$ (10,000)	\$ 6,815,014	\$ 235,941	\$ 7,831,062

Table of Contents**Bluestar Resources Limited****Consolidated Statements of Cash Flows**

	Years Ended December 31,	
	2006	2005
Cash flow from operating activities		
Net income	\$ 3,684,117	\$ 2,002,573
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	658,119	557,976
Loss on sale of property and equipment	32,153	
Allowance for doubtful accounts	30,755	102,242
Preference shares of a subsidiary	650,000	
(Gain) loss on forward currency contracts	(109,229)	80,237
Deferred taxes	589,809	234,714
	5,535,724	2,977,742
Changes in operating assets and liabilities:		
Accounts receivables	(820,484)	(1,466,444)
Employee receivables	134,955	47,361
Prepaid expenses	116,671	(226,449)
Other current assets	(31,115)	3,115
Rental and other deposits	(101,100)	249,283
Accounts payable	112,447	2,575
Accrued employee costs	280,577	34,306
Income taxes payable	(26,726)	72,824
Other current liabilities	(669)	202,312
Net cash provided by operating activities	5,200,280	1,896,625
Cash flows from investing activities		
Proceeds from (Investments in) bank deposits	220,377	(229,019)
Purchase of property and equipment	(334,815)	(467,629)
Proceeds from sale of property and equipment	77,918	
Net cash provided by (used in) investing activities	(36,520)	(696,648)
Cash flows from financing activities		
Net change in amounts due from related parties	(4,472,146)	(1,607,587)
Repayment of debt	(38,183)	(122,351)
Net change in lines of credit	(895,216)	921,958
Principal payments under capital leases	(179,607)	(65,406)
Proceeds from issuance of equity shares by Focus India		19,145
Net cash provided by financing activities	(5,585,152)	(854,241)
Effect of exchange rate changes on cash and cash equivalents	166,946	(6,428)

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Increase (decrease) in cash and cash equivalents	(254,446)	339,308
Cash and cash equivalents at the beginning of year	620,291	280,983
Cash and cash equivalents at the end of year	\$ 365,845	\$ 620,291
Supplemental disclosure of cash flow information:		
Assets acquired under capital leases	\$ 81,715	\$ 618,111
Cash paid for interest	\$ 171,303	\$ 115,871
Cash paid for income taxes	\$ 163,129	\$ 39,704

See accompanying notes.

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Bluestar Resources Limited

**Notes to the Consolidated Financial Statements
Years ended December 31, 2006 and 2005**

1. Organization and Nature of Business

Focus Enterprises Limited, a Delaware corporation, doing business as Focus Infomatics, Inc. (Focus USA) is engaged in providing medical transcription services to customers in the United States. Focus USA outsources most of its activities to Focus Infosys India Private Limited, an Indian company, (Focus India). Focus USA and Focus India were wholly owned subsidiaries of Focus Enterprises Limited, a company incorporated in the British Virgin Islands (FEL).

In June 2006, the shares of Focus USA and Focus India were transferred to Bluestar Options Inc., a company incorporated in May 2006 in the British Virgin Islands. Bluestar Options, Inc. is a wholly owned subsidiary of Bluestar Resources Limited, a company incorporated in May 2006 in the British Virgin Islands. Bluestar Resources Limited (BSR) is wholly owned by Bethany Advisors, Inc., a company incorporated in the British Virgin Islands. Bethany Advisors, Inc. is owned by a trust organized in Liechtenstein. BSR and Bluestar Options, Inc. are holding companies.

2. Summary of Significant Accounting Policies

Basis of Preparation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP).

The accompanying consolidated financial statements include the accounts of Bluestar Resources, Limited, its wholly-owned subsidiaries, Bluestar Options, Inc., Focus USA and Focus India (collectively, the Company). All significant inter company balances and transactions have been eliminated on consolidation.

BSR and FEL are entities under common control. Accordingly, the transfer of Focus USA and Focus India from FEL to Bluestar Options Inc. has been accounted for at historical cost in a manner similar to a pooling of interests. Accordingly, the historical financial periods prior to the incorporation of BSR include the financial information of Focus USA and Focus India, presented as if the transfer of shares had occurred at the beginning of the periods presented.

In August 2004, Focus India incorporated a wholly-owned subsidiary Focus Softek Limited, a company incorporated in India and research and development activity related to software that was being developed by Focus India was transferred to this subsidiary. In March 2006, the subsidiary was transferred to Focus Telecall, a subsidiary of FEL. Focus Telecall and Focus India are companies under common control and, accordingly, net assets and operations of Focus Softek have been excluded from the accompanying consolidated financial statements from the date of formation of Focus Softek.

Use of Estimates

The preparation of the financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Foreign Currency translation

The Company's reporting currency is the United States Dollar (US\$).

The functional currency of Bluestar Resources Limited, Bluestar Options, Inc. and Focus USA is the US\$. Focus India's functional currency is the Indian Rupee (Rs). For purposes of the consolidated financial statements, Focus India's assets and liabilities are translated into US\$ at the exchange rate in effect at the balance sheet date, while revenue and expenses are translated at average exchange rates prevailing during the

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

year. Translation adjustments are reported as a component of accumulated other comprehensive income (loss), a component of shareholder's equity.

Accumulated other comprehensive income (loss) comprises entirely the foreign currency translation adjustment.

Revenue

The Company derives revenue primarily from medical transcription services. Revenue from medical transcription services is recognized on the basis of agreed contractual unit rates per line transcribed or edited. Revenue is recognized when persuasive evidence of an arrangement exists, services have been rendered, the fee is determinable and collectibility is reasonably assured.

Cost of revenue

Cost of revenue primarily includes salaries and related costs, payments to contract employees, data link expenses, and depreciation and amortization on property and equipment used to provide medical transcription services.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand, and short-term deposits with an original maturity of three months or less.

Accounts receivable

Accounts receivable are stated net of an allowance for doubtful accounts. The allowance for doubtful accounts represents management's best estimate of receivables that are doubtful of recovery, based on historical write-off experience and ongoing evaluation of the customers' credit worthiness.

The changes in the allowances for doubtful accounts for the years ended December 31, 2006 and 2005 were as follows:

	Year Ended December 31,	
	2006	2005
Balance at the beginning of the year	\$ 102,242	\$
Charged to operations	122,375	137,259
Write off, net of collections		(35,017)
Reversal	(91,620)	
Balance at the end of the year	\$ 132,997	\$ 102,242

Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)*****Property and equipment***

Property and equipment, including assets recorded under capital leases, are stated at cost. Depreciation and amortization includes the amortization charge relating to assets recorded under capital leases and is computed using the straight line method over the estimated useful life of the assets, which are as follows:

Assets Description	Asset Life (In Years)
Computers and software	3 5
Furniture and fixtures	7
Office equipment	3 7
Transcription equipment	1
Quality monitoring equipment	5 6
Vehicles	5

Property and equipment are reviewed for impairment if indicators of impairment arise. The evaluation of impairment is based upon a comparison of the carrying amount of the property and equipment to the estimated future undiscounted net cash flows expected to be generated by the property and equipment. If the estimated future undiscounted cash flows are less than the carrying amount of the property and equipment, the asset is considered impaired. The impairment expense is determined by comparing the estimated fair value of the property and equipment to its carrying value, with any shortfall from fair value recognized as an expense in the current period.

Derivative financial instruments

The Company's derivative financial instruments comprise forward currency contracts entered into by Focus India to manage its foreign currency exposures, arising from receivables from Focus USA.

The Company accounts for its derivative financial instruments in accordance with Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended. SFAS 133 requires the Company to recognize all derivatives at fair value. Although the Company believes that the derivatives are economic hedges, they do not meet the requirements under SFAS 133 for hedge accounting and, accordingly, recognizes the changes in fair value through earnings.

Changes in fair values of the Company's forward currency contracts resulted in a gain of \$109,229 and loss of \$80,237 during the years ended December 31, 2006 and 2005, respectively, which have been included in other income (expense) in the consolidated statements of income.

The fair values of the Company's forward currency contracts at December 31, 2006 and 2005 were \$88,203 and \$(23,424), respectively. The derivative asset is included in other current assets at December 31, 2006 and the liability is recorded in other current liabilities at December 31, 2005.

Income taxes

The Company applies the asset and liability method of accounting for income taxes as described in Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes* . Under this method, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

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Bluestar Resources Limited

Notes to the Consolidated Financial Statements (Continued)

The Company evaluates potential exposures related to tax contingencies or claims made by the tax authorities in various jurisdictions and determines if a reserve is required.

Fair value of the financial instruments

The carrying amount reported in the balance sheets for cash and cash equivalents, accounts receivables, accounts payable and other current assets or current liabilities approximates their fair value due to short maturity of these items. The carrying value of the Company's debt also approximates its fair value.

Employee benefits

Defined contribution plan

Eligible employees of Focus India receive benefits from a Provident Fund, administered by the Government of India, which is a defined contribution plan. Both the employees and Focus India make monthly contributions to the Provident Fund equal to a specified percentage of the eligible employees' salary. Focus India has no further obligation beyond the contributions made to the plan. Contributions are charged to income in the year in which they accrue and are included in the consolidated statements of income.

Defined benefit plan

Employees in India are entitled to benefits under the Payment of Gratuity Act, 1972, a defined benefit retirement plan covering eligible employees of Focus India. The plan provides for a lump-sum payment to eligible employees at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employee's salary and tenure of employment. The gratuity liability and net periodic gratuity cost have been actuarially determined after considering discount rates, and increases in compensation levels.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, rental deposits, bank deposits and accounts receivable. Cash and cash equivalents and bank deposits are invested with financial institutions and banks having high investment grade credit ratings. Accounts receivable are unsecured and the Company monitors the credit worthiness of its customers to whom it grants credit terms in the normal course of its business and, generally, no collateral is required. Management believes there is no significant risk of loss in the event of non-performance of the counter parties to these financial instruments other than for amounts already provided for in the financial statements.

Recently issued accounting standards

In September 2006, the Financial Accounting Standard Board (FASB) issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 provides guidance on the determination of fair value, and establishes a fair value hierarchy for assessing the sources of information used in fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15,

2007. The Company is currently evaluating the impact of this pronouncement on its financial statements.

In 2006, the FASB issued SFAS No. 158 *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of SFAS Nos. 87, 88, 106, and 132(R). SFAS No. 158 requires a company to recognize, on the balance sheet, the funded status of pension and other postretirement benefit plans and recognize actuarial gains and losses, prior service cost, and any remaining transition amounts from

Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

the initial application of SFAS Nos. 87 and 106 when recognizing a plan's funded status, with the offset to accumulated other comprehensive income. SFAS No. 158 is applicable to the Company as of the end of the fiscal year ending after June 15, 2007 (March 31, 2008). SFAS No. 158 will also require fiscal-year-end measurements of plan assets and benefit obligations. The new Statement amends SFAS Nos. 87, 88, 106, and 132R, but retains most of their measurement and disclosure guidance and will not change the amounts recognized in the income statement as net periodic benefit cost. The Company believes that the adoption of SFAS No. 158 will not have a material impact on its financial statements.

In June 2006, the FASB issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, an interpretation of SFAS No. 109, to create a single model to address accounting for uncertainty in tax positions. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company will adopt FIN 48 as of January 1, 2007, as required. The Company is currently evaluating the effect, if any, that the adoption of FIN 48 will have on the Company's financial position and results of operations.

3. Property and equipment, net

The major classes of property and equipment are as follows:

	December 31,	
	2006	2005
Computers and software	\$ 2,413,135	\$ 2,314,931
Furniture and fixtures	335,788	272,909
Office equipment	573,159	489,227
Transcription equipment	91,232	75,957
Quality monitoring equipment	55,823	54,489
Vehicles	235,395	229,528
	3,704,532	3,437,041
Less: Accumulated depreciation and amortization	(2,471,214)	(1,866,724)
Property and equipment, net	\$ 1,233,318	\$ 1,570,317

Depreciation and amortization expenses were \$658,119 and \$557,976, respectively, for the years ended December 31, 2006 and 2005, respectively.

Assets under capital leases as at December 31, 2006 and 2005 were \$773,682 and \$692,041, respectively, and the related accumulated amortization was \$145,474 and \$138,408, respectively.

4. Income taxes

Bluestar Resources Limited and its subsidiaries other than Focus USA and Focus India are incorporated in the British Virgin Islands and are not liable to income-tax. Focus USA and Focus India are liable for income taxes in the United States of America and India, respectively.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

Income (loss) before income taxes for the years ended December 31, 2006 and 2005 arose in the following jurisdictions:

	Year Ended December 31,	
	2006	2005
India	\$ 4,772,178	\$ 2,209,658
United States	337,533	124,779
British Virgin Islands	(699,382)	
	\$ 4,410,329	\$ 2,334,437

Income tax expense for the years ended December 31, 2006 and 2005 arising in the USA and India is as follows:

	Year Ended	
	December 31,	
	2006	2005
India		
Current tax expense	\$	\$ 1,728
Deferred tax (benefit) expense	587,028	277,350
	587,028	279,078
United States		
Current tax expense	136,403	95,422
Deferred tax expense (benefit)	2,781	(42,636)
	139,184	52,786
	\$ 726,212	\$ 331,864

Focus India is eligible to claim income-tax exemption with respect to profits earned from export revenue from an operating unit registered under the Software Technology Parks of India (STPI). The benefit is available from the date of commencement of operations to March 31, 2009, subject to a maximum of 10 years. The deferred tax expense for India relates to temporary differences that are expected to reverse after the end of the tax holiday period. If the income tax exemption had not been available to Focus India, the tax expense at the Indian statutory rates would have been approximately \$1.6 million.

Focus USA is liable for US federal and state income taxes.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

The components of deferred tax assets and liabilities are as follows:

	December 31,	
	2006	2005
Deferred tax assets		
Property and equipment	\$ 36,799	\$ 35,279
Allowance for doubtful accounts	58,267	41,203
Total deferred tax assets	\$ 95,066	\$ 76,482
Deferred tax liabilities		
Property and equipment	8,257	
Undistributed earnings of foreign subsidiaries	1,168,583	551,182
Other	19,558	13,647
Total deferred tax liabilities	\$ 1,196,398	\$ 564,829
Net deferred tax liabilities	\$ 1,101,332	\$ 488,347

The classification of deferred tax assets (liabilities) is as follows:

	December 31,	
	2006	2005
Current		
Deferred tax assets	\$ 58,267	\$ 41,203
Deferred tax liabilities	(1,196,398)	(564,829)
Total	(1,138,131)	(523,626)
Non current		
Deferred tax assets	36,799	35,279
Total non current deferred tax assets	\$ 36,799	\$ 35,279

Focus USA and Focus India are two distinct tax entities that file income tax returns in separate tax jurisdictions, and, accordingly, deferred tax assets and liabilities of Focus USA and Focus India have not been netted.

5. Retirement benefits

Defined contribution plan

During the years ended December 31, 2006 and 2005 Focus India contributed \$76,401 and \$54,114, respectively, to the defined contribution plan.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)*****Defined benefit plan Gratuity***

	Year Ended December 31,	
	2006	2005
Change in projected benefit obligations		
Obligations at beginning of the year	\$ 34,331	\$ 29,664
Service Cost	37,463	15,530
Interest cost	2,638	2,152
Benefits settled	(1,308)	(734)
Actuarial gain	(14,026)	(11,316)
Foreign currency translation	841	(965)
Benefit obligations/accrual at the end of the year	59,939	34,331
Net periodic gratuity cost		
Service cost	\$ 37,463	\$ 15,530
Interest cost	2,638	2,152
Actuarial gain	(14,026)	(11,316)
Net periodic gratuity cost	\$ 26,075	\$ 6,366

The assumptions used in accounting for the gratuity plan are set out as below:

	2006	2005
Discount factor	7.50%	7.50%
Rate of increase in the compensation levels	6.00%	6.00%

Focus India evaluates these assumptions annually based on its long-term plans of growth and industry standards. Currently, there is no requirement for funding of the gratuity plan in India and, accordingly, Focus India's gratuity plan is unfunded at December 31, 2006 and 2005. The accumulated benefit obligation amounted to \$25,129 and \$14,394 at December 31, 2006 and 2005, respectively. There is no unrecognized net actuarial loss at December 31, 2006 and 2005.

The expected benefit payments as of December 31, 2006 are as follows:

Year ending December 31,

2007	\$ 1,647
2008	1,894
2009	2,178
2010	2,505
2011	2,881
2012-2016	12,770
	\$ 23,875

6. Lines of credit

Focus India has a line of credit with a bank to borrow upto Rs. 10 million (approximately \$227,000) that is secured by accounts receivable and certain other assets. The facility is repayable on demand, is renewable annually and bears interest of 10.75% per annum. The amount outstanding under this facility amounted to \$200,399 and \$191,077 at December 31, 2006 and 2005, respectively.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

In addition, Focus USA has a line of credit with a bank to borrow up to \$1.5 million that is secured by all its assets and is guaranteed by a director of Focus USA. The facility is repayable on demand, is renewable annually and bears interest of 8.25% per annum. The amount outstanding under this facility amounted to \$300,000 and \$1,199,792 at December 31, 2006 and 2005, respectively.

7. Long-term debt

	December 31,	
	2006	2005
Term loans(a)	\$ 85,717	\$ 204,701
Vehicle and equipment loans(b)	303,513	213,546
	389,230	418,247
Less: Current portion	192,183	179,406
	\$ 197,047	\$ 238,841

(a) Focus India has a term loan with a bank that is secured by Focus India's property and equipment other than for vehicles and certain other specified assets. The amounts outstanding under this loan amounted to \$85,717 and \$195,394 at December 31, 2006 and 2005, respectively. This loan bears interest at 12.25% per annum and is payable in quarterly installments of \$28,332 through September 2007. Focus India had another term loan with this bank that was secured by its accounts receivable. This loan bore interest at 12.25% per annum and was repaid during the year ended December 31, 2006.

(b) Focus India has loans with different banks that were used to pay for the acquisition of vehicles and computer equipment. These loans bear interest at rates ranging from 6.47% per annum to 10.62% per annum and are secured by the equipment and vehicles. Amounts outstanding under these loan are payable in monthly installments through December 2010.

The maturity schedule of long term debt outstanding as of December 31, 2006 is set out as below:

Due in the Year Ending December 31,	Year
2007	\$ 192,183
2008	107,570
2009	54,833
2010	24,953
2011	9,691

Total \$ 389,230

8. Shareholder s equity

The holder of each share of common stock of Bluestar Resources Limited is entitled to one vote per share.

9. Preference shares issued by a subsidiary

In June 2006, Bluestar Options, Inc., a wholly owned subsidiary of the Company, issued 650,000 preference shares. The preference shares were redeemable at their par value of \$650,000 plus accrued dividends, at the option of the Company, prior to September 2007. The preference shareholder had the option to convert these shares into 650,000 ordinary shares of Bluestar Options, Inc.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

The preference shares were redeemed in January 2007. The Company recorded \$650,000 as preference shares issued by a subsidiary (outside shareholder's equity) and as an expense included in other income (expense).

The preference shares carried a coupon of 8% per annum and the accrued amount through December 31, 2006 of \$26,433 has been charged to shareholder's equity as a dividend on those preference shares and included in other current liabilities.

10. Related party transactions

Amounts due from related parties represent amounts due from

(a) FEL and subsidiaries of FEL for (i) advances made to them, (ii) amounts due in respect of expenses allocated to the subsidiaries of FEL and (iii) amounts due for expenses paid on behalf of the subsidiaries of FEL,

(b) A director of Focus USA and Focus India and

(c) Entities with whom a director of Focus USA and Focus India is associated.

Amounts due to related parties represent amounts payable to entities with whom a director of the Company is associated.

Interest is not payable or receivable on amounts due to and from related parties and all related party amounts are receivable/payable on demand.

Related party transactions are summarized below:

	Advances Made, Revenues, Expenses Allocated and Expenses Paid During the Year Ended December 31,		Receivable (Payable) at December 31	
	2006	2005	2006	2005
Amounts due from related parties				
FEL	(50,089)		\$ 62,604	\$ 112,693
Subsidiaries of FEL	4,781,817	825,851	6,304,418	1,623,737
Director	126,373	(57,436)	271,609	137,357
Entities associated with a Director	(276,799)	267,323		276,799
			\$ 6,638,631	\$ 2,150,586

Amounts due to related parties

Entities associated with a Director	\$	\$ 112,855
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In accordance with the provisions of an agreement the Company has with Focus Softek Limited, Focus Softek is required to provide free software maintenance to Focus India until March 2011.

11. Commitments and contingencies

Leases

Focus India and Focus USA have entered into capital leases principally for computers and vehicles and, operating leases for office premises and equipment. These capital leases give the Company the option to purchase these assets at a nominal value at the end of the lease period.

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Table of Contents**Bluestar Resources Limited****Notes to the Consolidated Financial Statements (Continued)**

Future minimum lease payments under capital leases and non-cancelable operating leases consisted of the following at December 31, 2006:

Years Ending December 31,	Capital Leases	Operating Leases
2007	\$ 169,511	\$ 398,757
2008	156,730	315,519
2009	109,985	176,395
2010	56,886	106,665
2011		9,338
Total minimum lease payments	493,112	\$ 1,006,674
Amounts representing interest	(53,233)	
Present value of minimum lease payments	\$ 439,879	

Rent expense for the years ended December 31, 2006 and 2005 was \$325,619 and \$277,083, respectively.

Bank guarantees

Focus India's bankers have provided guarantees in favour of the Department of Excise and Customs of India. These guarantees are provided for availing the excise and custom duty exemption for importing capital goods into India and the amount of the bank guarantees furnished was \$19,146 and \$18,699 as of December 31, 2006 and December 31, 2005, respectively.

Taxes

Capital gains on transfer of shares of an Indian entity may attract capital gains or related taxes for the transferor. If the Indian tax authorities assess capital gains taxes and the transferor is unable to satisfy that liability, the Indian tax authorities may consider the Indian company liable for such taxes. However, the Company believes that the transfer of shares of Focus India from Focus Enterprises Limited to the Company is a demerger in the British Virgin Islands, and therefore exempt from capital gains taxes. Accordingly, no provision for such taxes has been made in the consolidated financial statements.

12. Subsequent events

In January 2007 and March 2007, Bluestar Resources Limited paid dividends of \$5.78 million and \$1.32 million, respectively, to its shareholder, Bethany Advisors, Inc.

In February 2007, the Finance Ministry of India proposed changes to tax rules, which if enacted, could levy a minimum alternative tax based on the revenues of Focus India. The Company has not evaluated the impact of this proposed rule, nor has it concluded whether the payment of such tax would be available as a credit beyond the tax holiday period of Focus India ending in 2009.

In March 2007, Bethany Advisors, Inc., the parent of the Company, entered into a Share Purchase Agreement with Nuance Communications, Inc., a company based in the United States, for Nuance Communications, Inc to acquire all of the shares of the Company. The agreement is subject to certain closing conditions.

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Dictaphone Corporation

Annual Financial Statements

Table of Contents

PRICEWATERHOUSECOOPERS LLP

300 Atlantic Street

Stamford CT 06901

Telephone (203) 539 3000

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders of Dictaphone Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of cash flows, and of stockholders' equity present fairly, in all material respects, the financial position of Dictaphone Corporation and its subsidiaries at December 31, 2005 and 2004, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which 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.

As is more fully described in Note 1, the Company announced on February 8, 2006 that it had signed a definitive agreement to be acquired by Nuance Communications, Inc.

(PRICEWATERHOUSECOOPERS LLP)

March 27, 2006

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors

DICTAPHONE CORPORATION

We have audited the accompanying consolidated statements of operations, changes in stockholders' equity and cash flows of Dictaphone Corporation and its subsidiaries (the Company) for the year ended December 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America as established by the Auditing Standards Board of the American Institute of Certified Public Accountants. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the results of Dictaphone Corporation's operations and its cash flows for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 3 - Discontinued Operations, the consolidated financial statements for the year ended December 31, 2003 have been recast to reflect discontinued operations.

(GRANT THORNTON LLP)

New York, New York

March 10, 2004 (except with respect to the matters described in the fourth paragraph above, as to which the date is March 24, 2006)

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DICTIONARY CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 31, 2005	December 31, 2004
	(Dollars in thousands except per-share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 19,165	\$ 5,235
Short-term investments	991	
Accounts receivable, net of reserve for doubtful accounts of \$5,343 and \$6,474 respectively	37,510	34,987
Note receivable	2,600	
Inventories	7,598	9,523
Prepaid expenses and other current assets	4,256	2,404
Assets held for sale, current		44,757
Total current assets	72,120	96,906
Property, plant and equipment, net	13,867	15,666
Excess reorganization value and goodwill	64,815	65,308
Intangible assets, net	33,587	42,027
Other assets	2,957	2,488
Assets held for sale, noncurrent		35,547
TOTAL ASSETS	\$ 187,346	\$ 257,942
 LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 3,903	\$ 3,901
Accrued liabilities	17,831	17,633
Current portion of deferred revenue	38,520	38,760
Customer deposits and other current liabilities	16,455	13,514
Current portion of long-term debt	46	109
Net liabilities held for sale, current		10,302
Total current liabilities	76,755	84,219
Deferred revenue	10,396	8,621
Pension, post retirement benefit obligations, and other liabilities	10,545	9,747
Long term debt	93	34,585
Net liabilities held for sale, noncurrent		16,730
Total liabilities	97,789	153,902
Commitments and contingencies		

Stockholders' equity:

Preferred stock (no par value, 5,000,000 shares authorized; no shares issued or outstanding as of December 31, 2005 and 2004)		
Common stock (\$0.01 par value per share; 10,095,000 and 10,075,000 outstanding as of December 31, 2005 and 2004, respectively)	101	101
Additional paid-in-capital	122,149	121,926
Accumulated deficit	(31,517)	(18,937)
Cumulative comprehensive loss	(1,176)	950
Total stockholders' equity	89,557	104,040
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 187,346	\$ 257,942

The accompanying notes are an integral part of these statements.

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Table of Contents**DICTAPHONE CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Year Ended December 31,		
	2005	2004	2003
	(Dollars in thousands)		
REVENUES:			
Product sales	\$ 70,456	\$ 69,795	\$ 65,027
Support and maintenance services	95,736	88,420	83,348
Other		272	
Total revenues	166,192	158,487	148,375
COSTS AND EXPENSES:			
Cost of product sales	48,359	42,459	40,406
Cost of support and maintenance services	35,860	35,206	37,782
Selling, general and administrative	65,825	68,711	75,081
Research and development	8,340	5,924	5,977
Severance and related expenses	2,497	3,820	1,540
Loss on sale of IVS international	3,146		
Costs related to the sale of Company	2,000		
Total costs and expenses	166,027	156,120	160,786
Income (loss) before interest, income taxes, and discontinued operations	165	2,367	(12,411)
Interest expense, net	(1,935)	(4,694)	(4,463)
Loss from continuing operations before reorganization items, and income taxes	(1,770)	(2,327)	(16,874)
Reorganization items, net		100	(567)
Loss from continuing operations before income taxes	(1,770)	(2,227)	(17,441)
Provision for income taxes	(183)	(542)	(469)
Loss from continuing operations	(1,953)	(2,769)	(17,910)
Discontinued operations:			
(Loss) income from discontinued operations	(4,175)	(13,422)	10,231
Loss on sale of discontinued operations	(6,452)		
Net loss	\$ (12,580)	\$ (16,191)	\$ (7,679)

The accompanying notes are an integral part of these statements.

Table of Contents**DICTAPHONE CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Year Ended December 31,		
	2005	2004	2003
	(Dollars in thousands)		
OPERATING ACTIVITIES:			
Net loss	\$ (12,580)	\$ (16,191)	\$ (7,679)
Less: net loss (income) from discontinued operations	10,627	13,422	(10,231)
Net loss from continuing operations	(1,953)	(2,769)	(17,910)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	18,228	17,072	15,426
Provision for doubtful accounts receivable	1,254	1,484	1,019
Write-off goodwill of IVS International	493		
Changes in assets and liabilities:			
Accounts receivable	(3,777)	(10,766)	2,439
Inventories	1,924	(2,104)	(752)
Prepaid expenses and other current assets	(1,852)	2,101	(1,944)
Accounts payable and accrued expenses	201	1,049	1,787
Deferred revenue	1,535	7,220	(708)
Other current liabilities	2,940	1,398	2,575
Other non-current liabilities	(2,062)	702	(2,008)
Other assets	(469)	1,667	(1,333)
Net cash provided by (used in) continuing operations	16,462	17,054	(1,409)
Net income (loss) from discontinued operations	(10,627)	(13,422)	10,231
Changes in net assets from discontinued operations	12,130	15,499	4,384
Net cash provided by (used in) discontinued operations	1,503	2,077	14,615
Net cash provided by operating activities	17,964	19,131	13,206
INVESTING ACTIVITIES:			
Continuing operations:			
Software development expenditures	(4,920)	(5,639)	(9,674)
Investment in fixed assets, net of disposals	(3,068)	(4,723)	(4,454)
Proceeds from sale of businesses	38,856		
Purchase of short-term investments	(991)		
Restricted cash		285	847
Net cash provided by (used in) continuing operations	29,877	(10,077)	(13,281)

Discontinued operations:			
Software development expenditures	(314)	(2,610)	(4,002)
Investment in fixed assets, net of disposals		(353)	(1,193)
Net cash used in discontinued operations	(314)	(2,963)	(5,195)
Net cash provided by (used in) investing activities	29,563	(13,040)	(18,476)
FINANCING ACTIVITIES:			
(Payments) borrowing of subordinated debt, GMAC Facilities Agreement and capital lease obligations	(34,555)	(2,975)	3,526
Common stock issued	223		750
Net cash (used in) provided by financing activities	(34,332)	(2,975)	4,276
Effect of exchange rate changes on cash	734	(311)	818
Change in cash	13,930	2,805	(176)
Cash and cash equivalents, beginning of period	5,235	2,431	2,607
Cash and cash equivalents, end of period	\$ 19,165	\$ 5,235	\$ 2,431
Supplemental disclosure of cash flow information:			
Interest paid	\$ 3,411	\$ 2,393	\$ 558
Income taxes paid	\$ 181	\$ 278	\$ 660
Supplemental non-cash investing and financing activities:			
Property acquired under capital leases	\$	\$ 532	\$
Non-cash issuance of common stock in-lieu of payment	\$	\$	\$ 750
Note issued to buyer for EMS sale	\$ 2,600	\$	\$
Additional minimum pension liability	\$ 2,860	\$	\$

The accompanying notes are an integral part of these statements.

Table of Contents**DICTAPHONE CORPORATION****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY FOR THE
YEARS ENDED DECEMBER 31, 2003, 2004 AND 2005**

	Common Stock	Additional Paid- In Capital	Accumulated Income (Deficit)	Accumulated Comprehensive Income (Loss)	Total Comprehensive Income (Loss)	Total Stockholders Equity
	(Dollars in thousands)					
BALANCE AT DECEMBER 31, 2002	\$ 101	\$ 121,176	\$ 4,933	\$ 444		\$ 126,654
Net loss			(7,679)		\$ (7,679)	(7,679)
Stock issuance in lieu of cash payment		750				750
Foreign currency translation adjustment				817	817	817
Comprehensive loss					\$ (6,862)	
BALANCE AT DECEMBER 31, 2003	101	121,926	(2,746)	1,261		120,542
Net loss			(16,191)		\$ (16,191)	(16,191)
Foreign currency translation adjustment				(311)	(311)	(311)
Comprehensive loss					\$ (16,502)	
BALANCE AT DECEMBER 31, 2004	101	121,926	(18,937)	950		104,040
Net loss			(12,580)		\$ (12,580)	(12,580)
Stock issuance		223				223
Minimum pension liability adjustment				(2,860)	(2,860)	(2,860)
Foreign currency translation adjustment				734	734	734
Comprehensive loss					\$ (14,706)	
BALANCE AT DECEMBER 31, 2005	\$ 101	\$ 122,149	\$ (31,517)	\$ (1,176)		\$ 89,557

The accompanying notes are an integral part of these statements.

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DICTIONARY CORPORATION

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2005, 2004 AND 2003**

NOTE 1 NATURE OF OPERATIONS

Dictaphone Corporation (Dictaphone or the Company) is a leader in the development, marketing, service and support of highly scalable dictation and speech recognition systems which incorporate advanced speech recognition and natural language technology focused primarily upon the medical dictation and transcription markets.

Dictaphone is headquartered in Stratford, Connecticut, and has worldwide marketing, sales, service, and support organizations throughout the United States, United Kingdom, Canada and Europe. The Company has three business units: Healthcare Systems, Integrated Voice Systems, and International Operations. The Healthcare Systems and Integrated Voice Systems businesses consist of the sale and service of system-related products to dictation and voice management customers in selected vertical markets in North America. The International Operations business primarily serves the medical dictation and transcription markets for the rest of the world. Approximately 92%, 89% and 91% of the Company's revenue from continuing operations was generated from the United States market in 2005, 2004 and 2003, respectively. During 2005, the Company sold three of its former business units including the Communication Recording System business, Contract Manufacturing business and International Integrated Voice Systems business. (See Note 3 Discontinued Operations).

On February 8, 2006, the Company announced that it had signed a definitive agreement with Nuance Communications, Inc. (Nuance) whereby Nuance will acquire 100% of the common stock of Dictaphone. Under the terms of the agreement, consideration for the transaction is \$357 million in cash, subject to adjustments.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements have been prepared and presented in accordance with the American Institute of Certified Public Accountants Statement of Position 90-7, Financial Reporting by Entities in Reorganization under the Bankruptcy Code (SOP 90-7), and in conformity with accounting principles generally accepted in the United States of America. As discussed in Note 4, the Company completed its reorganization under Chapter 11 of the United States Bankruptcy Code when the Plan was confirmed on March 13, 2002 by the Bankruptcy Court and became effective on March 28, 2002. For financial reporting purposes, the Company used an effective emergence date of March 31, 2002. References to the Predecessor Company refer to the Company on or prior to March 31, 2002, while references to the Successor Company refer to the Company after March 31, 2002, after giving effect to the issuance of new securities in exchange for previously outstanding obligations in accordance with the Plan and implementation of fresh-start accounting in accordance with SOP 90-7. The securities issued pursuant to the Plan and fresh-start adjustments are described in Note 4, Reorganization in 2002.

SOP 90-7 does not change the application of accounting principles generally accepted in the United States of America. However, it does require that the financial statements for periods including and subsequent to filing the Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business.

Consolidation

The consolidated financial statements include the Company and all majority-owned subsidiaries as follows: Dictaphone Canada Ltd, DSP Inc., iChart Corporation, Dictaphone International Ltd. (99.99% owned), Dictaphone Deutschland GmbH, Dictaphone NV, and Dictaphone International A.G. All intercompany accounts and transactions have been eliminated.

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DICTAPHONE CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from those estimates. The most significant estimates relate to the allowance for doubtful accounts, the reserve for sales returns, the valuation of inventory at the lower of cost or market, and estimates of fair value for purposes of revenue recognition in multiple element arrangements.

Cash and cash equivalents

Cash equivalents include short-term, highly liquid investments with maturities of three months or less from the original date of purchase. Cash in foreign countries totaled approximately \$0.9 million and \$1.1 million as of December 31, 2005 and 2004, respectively.

Short-term investments

All investments with original maturities greater than three months and less than twelve months are considered short-term investments. The Company considers its short-term investments to be available for sale securities as defined in Statement of Financial Accounting Standards No. 115 Accounting for Certain Investments in Debt and Equity Securities (SFAS 115). Such securities are carried at fair value with the unrealized gains/ losses recorded as other comprehensive income. These investments are not subject to significant market risk.

Fair value of financial instruments

The recorded values of cash, accounts receivable, accounts payable and accrued liabilities reflected in the financial statements approximate their fair values due to the short-term nature of the instruments. Borrowings under the subordinated notes are deemed to be at market rates and thus the liabilities reflected in the financial statements approximate their fair values.

Inventory valuation

Inventories are valued at the lower of cost (first-in, first-out basis) or market. The Company provides for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions.

Research and development expenses

All costs incurred to establish the technological feasibility of software products or product enhancements are expensed as incurred. Research and development expenses were \$8.3 million, \$5.9 million, and \$6.0 million for the years ended December 31, 2005, 2004 and 2003, respectively.

Computer software development costs

The Company records at cost purchased software and also capitalizes certain software development costs in accordance with the provisions of Statement of Financial Accounting Standards No. 86, Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed (SFAS 86). Such amounts are included in intangible assets on the consolidated balance sheets (see Note 10). In accordance with SFAS 86, software development costs are capitalized once a product reaches technological feasibility and until such time

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

as the product is released for sale. Such amounts totaled \$4.9 million, \$5.6 million, and \$9.7 million for the years ended December 31, 2005, 2004, and 2003, respectively. Capitalized software development costs are amortized ratably over their expected useful life of approximately 36 months. Amortization expense from continuing operations was \$6.2 million, \$3.8 million, and \$1.5 million for the years ended December 31, 2005, 2004 and 2003, respectively. Amortization expense of capitalized software development costs is included in cost of product sales in the consolidated statements of operations for all periods presented.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the various assets ranging from three to twelve years for machinery and equipment, three years for software, both internally developed and purchased, over the remaining life of the lease for leasehold improvements, and up to 35 years for buildings. The Company capitalizes software costs for internal use in accordance with the provisions of SOP 98-1 Accounting for computer software developed or obtained for internal use. Major improvements which add to productive capacity or extend the life of an asset are capitalized while repairs and maintenance are charged to expense as incurred. Other depreciable assets are depreciated using the straight-line method over the related estimated useful lives. As part of its reorganization and implementation of fresh-start accounting in accordance with SOP 90-7, the Successor Company adjusted the historical cost of property, plant, and equipment to its fair value on March 31, 2002, and reset the accumulated depreciation and amortization balance to zero on that date.

Intangible assets

All intangible assets acquired that are obtained through contractual or legal right, or are capable of being separately sold, transferred, licensed, rented or exchanged are recognized as assets apart from goodwill. Goodwill and intangibles with indefinite lives are not subject to amortization and are subject to at least an annual assessment for impairment by applying a fair-value based test.

In connection with the fair-value valuation of intangibles and fresh-start reporting, the Company reflected intangibles for patents and technology, which are being amortized over three to four years, and intangibles for customer service relationships that are being amortized over seven years. Values ascribed to trade names, trademarks and excess reorganization value having indefinite lives are not being amortized but are reviewed annually as of December 31 for impairment (see Notes 9 and 10). The Company reviews the carrying value of its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

Recoverability of long-lived assets is assessed by a comparison of the carrying amount of the asset to the estimated future net cash flows expected to be generated by the asset or the market-value approach. As a result of such review, it was determined that the future cash flows from the Company's Communications Recording Systems (CRS) business, which had been adversely affected by continued competitive market conditions throughout 2004, no longer supported the carrying value of the CRS assets. Accordingly, in 2004, the Company recorded an impairment in the value of this business of \$15.3 million. Such impairment charge has been included in the loss from discontinued operations (see Note 3 Discontinued Operations).

Other assets

Other assets consist of prepaid pension assets of \$2.2 million and \$2.1 million as of December 31, 2005 and 2004, respectively, reflecting amounts contributed in excess of expense, and other assets of \$0.8 million and \$0.4 million as of December 31, 2005 and 2004, respectively.

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DICTAPHONE CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Impairment of long-lived assets

For the years ending December 31, 2005, 2004 and 2003, the Company evaluated its long-lived assets for impairment whenever events or changes in circumstances indicated that the carrying amount of such assets or intangibles might not be recoverable. Recoverability of assets to be held and used was measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. As a result of this analysis, no such impairments were recorded for the years ending December 31, 2005, 2004 or 2003.

Revenue

Revenue is recognized when earned. For products with a significant software element (primarily speech recognition, and voice processing), the Company records revenue attributable to the hardware and software elements upon installation and acceptance from the customer and defers revenue attributable to undelivered elements, including training and maintenance, to the periods in which the related obligations are performed. Vendor-specific objective evidence exists for each of these undelivered elements, derived from the sale prices of each element of the sales arrangement when sold separately. Revenue for all other products (primarily analog desktop, portable dictation products and electronic manufactured components that do not have significant software content) is recognized upon shipment or when service is performed. Revenue from maintenance, support and dictation services is recognized ratably over the relevant contractual period. The Company may grant sales discounts to customers. Such sales discounts are reflected as a reduction in the revenue from product sales or services when sold separately. All amounts billed to a customer in a sales transaction related to shipping and handling represent revenues earned for the goods provided and are included as revenue. Shipping and handling fees from continuing operations included in revenue were \$0.2 million for the years ended December 31, 2005 and 2004, and \$0.3 million for 2003.

Maintenance contracts

Maintenance contracts (support services) are generally billed in advance; the related revenue is included in deferred revenue and amortized ratably into income as earned over the term of the contract.

Allowance for doubtful accounts

Accounts receivable are stated at amounts due from customers net of allowances for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. The Company's estimate for the allowance for doubtful accounts is based on a two step process. First, the Company evaluates specific accounts where it has information that the customer may have the inability to meet its obligations (bankruptcy, etc.) or the obligation is in dispute (litigation, etc.). In these cases the Company uses its judgment based upon available facts and circumstances and records a specific reserve. Second, an unallocated reserve is established for all customers based on several factors, including historical write-offs as a percentage of sales. When a receivable balance is known to be uncollectible, such receivable is written-off.

Reserve for cancellations and returns

The Company provides a reserve for maintenance contracts expected to be cancelled for non-payment and returns for product sales. All cancellations and returns are recorded as a reduction of revenue to the extent earned or as a

reduction of deferred revenue. The Company estimates the amount of maintenance contracts to be cancelled for non-payment and expected product returns based on historical experience and known cancellations or returns. As of December 31, 2005 and 2004, the Company had \$4.8 million and \$7.1 million, respectively, recorded for such cancellations and returns which is reflected in accrued liabilities on the consolidated balance sheets.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Product Warranties***

The Company offers customary and extended product warranties to its customers. The Company defers an element of product revenues for these warranties when products are sold and records revenues on warranties on a straight-line basis over the term of the related warranty. Service costs are expensed as incurred. Deferred revenues related to warranties were \$0.9 million and \$1.2 million as of December 31, 2005 and 2004, respectively.

Changes in the Company's product warranty liability are as follows (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004
Balance, beginning of period	\$ 1,207	\$ 1,050
Warranty revenue deferred	3,695	3,971
Warranty revenue recognized	(3,995)	(3,814)
Balance, end of period	\$ 907	\$ 1,207

Costs and expenses

Cost of product and operating expenses of service field and technical support, which represent the cost of support services revenue, are included in cost of product sales or cost of support and maintenance services, as applicable, when incurred.

Advertising expenses

The Company expenses all advertising costs as incurred and classifies these costs under selling, general and administrative expenses. Advertising costs from continuing operations were \$2.9 million, \$2.1 million and \$1.7 million for each of the years ended December 31, 2005, 2004 and 2003, respectively.

Income taxes

The company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (SFAS 109). Accordingly, deferred tax assets and liabilities are recognized for operating loss and tax credit carryforwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not

that such assets will be realized.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Stock based compensation***

The Company has stock-based compensation plans for employees and directors which are described more fully in Note 16. The Company has elected to apply the intrinsic-value method of accounting for stock-based compensation. Employee options vest 28.6% at the date of grant and 23.8% on the anniversary date of the grant date for the next three years. Directors' options vest 25.0% at the date of grant and 25.0% on the anniversary date of the grant date for the next three years. All options expire after five years from the date of grant. The following table illustrates the pro-forma effect on net loss as if the Company had applied the fair-value recognition provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation (SFAS 123), using the minimum-value method for the years ended December 31, 2005, 2004, and 2003 (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Net loss as reported	\$ (12,580)	\$ (16,191)	\$ (7,679)
Stock based compensation expense	(277)	(482)	(532)
Pro forma net loss	\$ (12,857)	\$ (16,673)	\$ (8,211)

The fair value of these stock options was estimated using the minimum-value method as defined and prescribed by SFAS 123 for nonpublic entities based upon a risk-free interest rate of 5% and an expected life of 5 years.

In December 2004, the FASB issued SFAS No. 123R (revised 2004), Share-Based Payment (SFAS 123R), which replaces SFAS No. 123, Accounting for Stock-Based Compensation and supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values, beginning with the first interim or annual period after December 15, 2005 for non-public entities. The Company is evaluating the requirements of the pronouncement and expects that the adoption of SFAS 123R will have an effect on its results of operations. The Company is currently reviewing the method of adoption, valuation methods and support for the assumptions that underlie the valuation of the awards. The adoption of SFAS 123R may be material to the Company's operating results or financial position.

Translation of foreign currencies

Assets and liabilities of foreign subsidiaries are translated at the rate of exchange in effect on the balance sheet date, while income and expenses are translated at the average rates of exchange prevailing during the period. The resulting translation adjustment is reflected in the cumulative comprehensive income within stockholders' equity on the consolidated balance sheet, and the change in the cumulative translation adjustment is reflected as a separate component of consolidated comprehensive income (loss). Foreign currency gains and losses resulting from transactions are included in the results of operations.

Reclassifications

Certain amounts in the statements have been reclassified to conform to the current year presentation.

Recent accounting pronouncements

Inventory costs

In November 2004, FASB issued SFAS No. 151, *Inventory Costs – An Amendment of ARB No. 43, Chapter 4* (*SFAS No. 151*). SFAS No. 151 requires that items such as idle facility expense, excessive

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

spoilage, double freight and rehandling costs be excluded from the cost of inventory and expensed as incurred. Additionally, SFAS No. 151 requires that the allocation of fixed overheads be based on the normal capacity of the production facilities. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005. The Company is currently evaluating the effect that the adoption of SFAS No. 151 will have on the consolidated results of operations and financial position.

Stock-based compensation

In December 2004, FASB issued SFAS No. 123R Share-Based Payment (SFAS No. 123R), which revised SFAS No. 123 and supersedes APB No. 25. SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options to be recognized in the financial statements based on their fair values. The pro forma disclosures previously permitted under SFAS No. 123 will no longer be an alternative to financial statement recognition. SFAS No. 123R is effective at the beginning of the first interim or annual period beginning after June 15, 2005. In April 2005, the United States Securities and Exchange Commission [SEC] announced the adoption of a new rule that amends the compliance dates for SFAS No. 123R. The SEC 's new rule allows companies to implement SFAS No. 123R at the beginning of their next fiscal year, instead of the next reporting period that begins after June 15, 2005. Accordingly, the Company is required to adopt SFAS No. 123R beginning January 1, 2006. The Company is currently evaluating the effect that the adoption of SFAS No. 123R will have on the consolidated results of operations and financial position.

NOTE 3 DISCONTINUED OPERATIONS

As a result of a decline in the performance of the Company 's CRS business unit and the Company 's decision to focus more on its Healthcare business during 2005, the Company committed to a plan to sell its CRS business unit. Effective May 31, 2005, the Company sold the CRS business to NICE Systems, Inc. for approximately \$38.5 million. The Purchase and Sale Agreement provided for a purchase price adjustment based upon the net asset value as defined in the agreement. As a result of such adjustments and settlements of the indemnification provisions of the original agreement, the Company has agreed to a \$2.0 million reduction in purchase price. Such settlement will be satisfied through the final release of the \$3.0 million of funds held in escrow of which the Company will receive \$1.0 million in 2006. This receivable is included in prepaid and other current assets.

Additionally, effective December 30, 2005, the Company sold its EMS business to Bulova Technologies EMS LLC (Bulova) for approximately \$5.0 million in cash and a \$2.6 million note receivable due January 30, 2006. The Company currently is in negotiations to extend the due date of such note. The principal balance of the note was approximately \$1.6 million as of February 28, 2006. The note is secured by the receivables of the EMS business. The Company also entered into a Supply Agreement that sets the pricing structure with Bulova through June 2007. Such Supply Agreement does not require any minimum purchase amount nor is the product sourced through Dictaphone for a significant element of its existing business. Therefore, the Company has determined that this does not constitute significant on-going involvement, and, accordingly, the company has reflected this disposition as a discontinued operations in the accompanying consolidated statements of operations. In a separate transaction, the Company sold 18 acres adjacent to the EMS manufacturing facility in Melbourne, Florida for approximately \$2.6 million in cash (\$2.4 million net of closing costs).

The Company also completed the sale of its international IVS business during the third quarter of 2005. The sale was not presented as part of discontinued operations as the Company has significant ongoing involvement with the new

owner of the international IVS business to deliver certain products. In addition to recording product revenues related to the sale of certain products, the Company also receives royalties for all

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international IVS sales and records such royalties as product revenues. As part of the sale the Company retained a 15% ownership in the business.

The results of CRS and EMS through their dates of sale have been presented as discontinued operations for the years ended December 31, 2005, 2004 and 2003. Certain operating information with respect to discontinued operations for the years ended December 31, 2005, 2004 and 2003 are summarized as follows (in thousands):

	December 31, 2005	December 31, 2004	December 31, 2003
Revenues:			
Product sales	\$ 47,657	\$ 58,521	\$ 57,487
Support and maintenance services	12,985	34,557	34,648
Other revenue		1,000	9,000
Total revenues	60,642	94,078	101,135
Cost and expenses:			
Cost of sales	51,318	62,619	60,012
Selling, general and administrative	7,720	21,388	22,704
Research and development	2,439	3,948	4,251
Severance and related expenses	1,101	458	841
Impairment of intangibles		15,250	
Amortization of intangibles	2,239	3,837	3,096
Total cost and expenses	64,817	107,500	90,904
Operating (loss) income from discontinued operations	\$ (4,175)	\$ (13,422)	\$ 10,231

Dictaphone's CRS Division was a leader in the design, development, manufacture and service of digital loggers. Digital loggers record information in a digital format, using computer hard drives and digital audiotape (DAT), enabling simultaneous recording of a number of channels per unit, and immediate random access retrieval. On September 19, 2000, Dictaphone filed a complaint (the Dictaphone Complaint) in the United States District Court for the District of Connecticut against Nice Systems Ltd. and Nice Systems, Inc. (collectively NICE). NICE was a competitor of Dictaphone's Communications Recording Systems business unit in the digital logger market where it sold loggers to financial institutions, customer contact-centers and public-safety markets. The Dictaphone Complaint alleged, among other things, that NICE's digital logger products infringe on various Dictaphone digital logger patents.

On December 11, 2003, the Company reached a settlement with NICE regarding the Company's patent infringement suit against NICE. As part of the settlement, the Company and NICE agreed to dismiss all claims and counterclaims against each other and grant each other a worldwide, royalty-free, perpetual license to certain of their respective patents including the disputed patents. Additionally, Dictaphone was to receive payments totaling \$10.0 million in

several installments, of which \$8.0 million was received within 30 days of the settlement date (\$5.0 million was received in December 2003 and \$3.0 million was received in January 2004). The remaining \$2.0 million was received in six quarterly installments of \$333 thousand commencing in March 2004, with the final payment due in June 2005. Of the \$2.0 million to be paid over such time, \$1.0 million was subject to Dictaphone's performance of certain obligations. Accordingly, in December 2003, the Company recognized \$9.0 million of this settlement, representing \$8.0 million due within 30 days of signing this agreement plus \$1.0 million future payments not subject to future performance obligations. In March and December 2004, the Company satisfied the performance obligations of the settlement agreement

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and the Company recorded an additional \$1.0 million. Such revenues are included as Other revenue in the table above.

Summarized balance sheet information with respect to discontinued operations as of December 31, 2004 is as follows (in thousands):

Assets held for sale:	
Accounts receivable, net	\$ 20,601
Inventories	20,974
Prepaid and other current assets	3,239
Property, plant and equipment, net	6,404
Excess reorganization value	12,846
Intangibles, net	16,240
 Total assets held for sale	 80,304
Liabilities held for sale:	
Accounts payable	3,115
Accrued expenses and provisions	4,141
Deferred revenue	16,539
Other current and non-current liabilities	3,237
 Total liabilities held for sale	 27,032
 Net assets held for sale	 \$ 53,272

Summarized below are the details supporting the loss on sale from discontinued operations as of December 31, 2005 (in thousands):

Proceeds from sale, net	\$ 41,456
Assets sold:	
Accounts receivable, net	14,584
Inventories	16,724
Prepaid and other current assets	1,730
Property, plant and equipment, net	5,863
Intangibles, net	29,604
 Total assets sold	 68,505
Liabilities sold:	
Accounts payable	1,491
Accrued expenses and provisions	1,661

Deferred revenue	15,530
Other liabilities	1,915
Total liabilities sold	20,597
Net assets sold	47,908
Loss on sale of discontinued operations	\$ (6,452)

The majority of the EMS and CRS assets were pledged as collateral for the GMAC Facilities Agreement (see Note 12). These assets were released from any pledges at the time of their respective sales.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 4 REORGANIZATION IN 2002**

Dictaphone was acquired by Lernout & Hauspie Speech Products N.V. (L&H NV), a Belgian-based speech and language company, in May 2000. In November 2000, L&H NV and certain of its United States subsidiaries, including Dictaphone (the L&H Group), filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Predecessor Company was guarantor of certain debt of L&H NV.

On January 31, 2002, the Predecessor Company filed the Third Amended Plan of Reorganization of Dictaphone Corporation under Chapter 11 of the Bankruptcy Code (the Plan). The Plan sets forth how claims against and equity interests in the Predecessor Company were to be treated following emergence from Chapter 11. On March 13, 2002, the Bankruptcy Court confirmed the Plan, which became effective on March 28, 2002. Dictaphone s reorganization affected a substantial de-leveraging of the balance sheet of Dictaphone through the conversion of a substantial portion of Dictaphone s pre-petition indebtedness into equity. Under the Plan, all previously issued common stock was cancelled and the Successor Company issued 10,075,000 shares of newly created common stock, warrants to purchase an additional 1,625,000 shares of common stock and \$27.3 million of subordinated 12% five-year notes.

On April 7, 2004, a Final Decree was entered in the Court thereby closing out the Company s Chapter 11 proceedings.

The Company s emergence from Chapter 11 bankruptcy proceedings on March 28, 2002 resulted in a new reporting entity and adoption of fresh-start reporting in accordance with SOP 90-7. The estimated reorganization value (equity plus interest-bearing debt less available cash) of the Successor Company of \$150.0 million, which served as the basis for the Plan approved by the creditors and the Bankruptcy Court, was used to determine the equity value allocated to the assets and liabilities of the Successor Company as follows (in thousands):

Reorganization value	\$ 150,000
Less: Subordinated notes	(27,250)
GMAC facilities agreement	(3,612)
Capital lease obligations	(884)
Add: Cash	3,023
Equity value	\$ 121,277

The Successor Company incurred reorganization expenses of \$0.6 million for the year ended December 31, 2003 and settled certain reorganization items in 2004 for \$0.1 million less than what was previously accrued for.

NOTE 5 SEVERANCE AND RELATED EXPENSES

As part of the Company s strategy to focus on its healthcare business, the Company divested its CRS Division and EMS manufacturing business in the second and fourth quarters of 2005. As part of these divestitures, the Company recorded severance and related expenses totaling \$3.6 million. Severance and related expense of \$1.1 million was

incurred due to the sale of its CRS division and charged to discontinued operations. The remaining \$2.5 million related to terminations primarily associated with the realignment of the service organization was charged to continuing operations.

In May 2004, the Company announced the restructuring of certain functions and the abandonment of specific product offerings to further reduce the Company's operating expenses. As a result, the Company recorded a charge of approximately \$4.3 million in asset write-offs and severance expense associated with these actions. Severance expense for discontinued operations was approximately \$0.5 million. The remaining

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severance expense of \$1.5 million, along with the \$2.3 million of assets write-off were charged to continuing operations.

In 2003, the Company incurred \$2.4 million of severance expense, including related benefits costs, for the elimination of 112 positions, mainly in service, in connection with a worldwide reorganization to better align the Company's resources. Severance expense for discontinued operations was approximately \$0.9 million and the remainder of \$1.5 million was incurred in continuing operations.

The following summarizes severance and related expenses incurred for the years ended December 31, 2005, 2004 and 2003 (in thousands):

	2005	2004	2003
Abandonment of product offerings	\$	\$ 2,282	\$
Severance and other obligations	3,598	1,996	2,381
Total severance and related expense	3,598	4,278	2,381
Less: Severance from discontinued operations	(1,101)	(458)	(841)
Total severance and related expense from continuing operations	\$ 2,497	\$ 3,820	\$ 1,540

The following is a summary of severance and other obligations reserve activity incurred during the years ended December 31, 2005 and 2004 (in thousands):

	2005	2004
Beginning balance January 1	\$ 169	\$ 2,110
Incurred	3,598	1,996
Cash payments	(3,563)	(3,937)
Ending balance December 31	\$ 204	\$ 169

As of December 31, 2005 and 2004, the Company had \$0.3 million and \$0.2 million, respectively, of such severance and related costs remaining to be paid which are classified in accrued liabilities on the consolidated balance sheets.

NOTE 6 ACCOUNTS RECEIVABLE

Accounts receivable consist of the following (in thousands):

	December 31, 2005	December 31, 2004
Trade receivable	\$ 42,853	\$ 41,461
Less allowance for doubtful accounts	(5,343)	(6,474)
Accounts receivable, net	\$ 37,510	\$ 34,987

The majority of the Company's receivables were pledged as collateral for the GMAC Facilities Agreement (see Note 12).

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Changes in the Company's allowance for doubtful accounts for the years ended December 31, 2005 and 2004 were as follows (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004
Balance at beginning of period	\$ 6,474	\$ 4,990
Provisions for bad debts	1,254	1,484
Accounts written off	(2,385)	
Balance at end of period	\$ 5,343	\$ 6,474

NOTE 7 INVENTORIES

Inventories consisted of the following (in thousands):

	December 31, 2005	December 31, 2004
Supplies and service parts	\$ 4,104	\$ 4,923
Inventory at customers	2,820	3,036
Finished products	674	1,564
Inventories	\$ 7,598	\$ 9,523

The majority of the Company's inventories were pledged as collateral for the GMAC Facilities Agreement (see Note 12).

NOTE 8 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, net consist of the following (in thousands):

	December 31, 2005	December 31, 2004
Land and land improvements	\$ 506	\$ 615
Buildings	4,585	4,585

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Leasehold improvements	611	589
Machinery and equipment	20,404	20,835
Computer software	12,732	11,812
Equipment under capital leases	510	510
Subtotal	39,348	38,946
Accumulated depreciation	(25,481)	(23,280)
Property, plant and equipment, net	\$ 13,867	\$ 15,666

Depreciation expense from continuing operations was \$4.9 million, \$6.1 million and \$6.7 million, respectively, for the years ended December 31, 2005, 2004 and 2003.

The majority of the Company's property, plant and equipment was pledged as collateral for the GMAC Facilities Agreement (see Note 12).

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 9 EXCESS REORGANIZATION VALUE AND GOODWILL**

The Company attributes all of the excess reorganization value and goodwill acquired to the software element of the business. The following summarizes excess reorganization value and goodwill for the years ended December 31, 2005 and 2004 (in thousands):

	December 31, 2005	December 31, 2004
Excess reorganization value	\$ 65,308	\$ 65,308
Write-off of IVS international goodwill	(493)	
Total	\$ 64,815	\$ 65,308

The Company performs an annual assessment in December for impairment of intangible assets by applying a fair-value based test. Impairment was measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the respective business unit. As a result of such review, as of December 31, 2004, it was determined that the future cash flows from the Company's CRS business, which had been adversely affected by continued competitive market conditions throughout 2004 and continued declines in revenue and margins, no longer supported the carrying value of the CRS assets. Accordingly, in December 2004, the Company recorded an impairment in the value of this business of \$15.3 million which has been reflected in the net loss from discontinued operations. In 2005, the Company completed the sale of its IVS international business and as a result wrote-off the remaining goodwill of \$0.5 million (See Note 3).

NOTE 10 INTANGIBLE ASSETS

The following summarizes intangible assets, net of accumulated amortization (in thousands):

	December 31, 2005	December 31, 2004
Indefinite-lived intangible assets		
Trade name and trademarks	\$ 6,780	\$ 6,780
Other intangible assets		
Patents and technology	36,910	32,026
Customer service relationships	28,406	28,406
Subtotal	65,316	60,432

Total gross intangible assets	72,096	67,212
Accumulated amortization		
Patents and technology	(23,291)	(14,025)
Customer service relationships	(15,218)	(11,160)
Total accumulated amortization	(38,509)	(25,185)
Intangible assets, net	\$ 33,587	\$ 42,027

Estimated annual amortization expense of intangible assets is approximately \$11.3 million, \$8.1 million, \$5.8 million, and \$1.0 million for the years ended December 31, 2006, 2007, 2008, and 2009, respectively. No amortization expense has been estimated for future projects where the cost has not been incurred as of December 31, 2005.

Amortization expense of \$13.4 million, \$11.0 million, and \$8.7 million has been included as cost of product sales for the years ended December 31, 2005, 2004, and 2003, respectively.

Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 11 ACCRUED LIABILITIES**

Accrued liabilities consist of the following (in thousands):

	December 31, 2005	December 31, 2004
Sales returns reserve	\$ 4,800	\$ 7,137
Sales incentives and bonuses	5,871	2,662
Other	7,160	7,834
Total accrued liabilities	\$ 17,831	\$ 17,633

NOTE 12 DEBT

Debt is comprised of the following (in thousands):

	December 31, 2005	December 31, 2004
Subordinated notes	\$	\$ 34,446
Capital lease obligations	139	248
Total long-term debt	139	34,694
Less current portion	(46)	(109)
Long-term portion	\$ 93	\$ 34,585

On March 28, 2002, the Successor Company entered into a three-year revolving-credit facilities agreement with GMAC Commercial Finance LLC (GMAC Facilities Agreement) providing for borrowings of up to \$30.0 million subject to certain availability limitations as stipulated in the agreement. The Company deferred \$0.8 million in 2002 and \$0.3 million in 2001 of fees and expenses associated with the GMAC Facilities Agreement, which were classified as other assets on the consolidated balance sheets and were amortized to interest expense over the three-year term of the agreement. Borrowings under this facility bear interest at a variable rate of either: prime rate plus 2.00% or Libor plus 3.25% as elected periodically by the Company, and a fee of 0.5% for the unused portion of the available credit line is charged to the Company monthly and classified in interest expense on the consolidated statements of operations. Under the terms of the agreement, the Company is required to maintain certain minimum earnings levels and financial ratios and is prohibited from paying dividends. If the Company fails to meet any of its requirements, GMAC may, at its option, accelerate the payment of any amounts outstanding. Cash receipts are applied from the

Company's lockbox accounts directly against the bank line of credit. Primarily all of the Company's assets are pledged as collateral for this obligation. The GMAC Facilities Agreement was scheduled to expire under its terms on March 28, 2005. On March 2, 2005, the Company and GMAC extended the GMAC Facilities Agreement through February 2007 under similar terms and conditions. The Company incurred a \$0.3 million fee in connection with the extension of the Facilities Agreement. As of December 31, 2005, the Company had a net availability of \$8.5 million under the GMAC Facilities Agreement.

Upon emergence from bankruptcy, the Company issued \$27.3 million of 12.0% Subordinated Notes (the Notes) due March 28, 2007 to a former group of creditors who held claims in the bankruptcy. Interest at a rate of 12.0% per annum was payable semiannually on April 1 and October 1 in each year, commencing October 1, 2002. Under the terms of the Notes, the Company elected to pay interest in Like-Kind Notes for all periods through April 1, 2004. The Notes provided that the Company could prepay all or any portion of the principal amount of the Notes without penalty. In June and September 2005, the Company prepaid all of the Notes.

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Payments due on capital lease obligations during each of the four years subsequent to December 31, 2005 are as follows (in thousands):

Years Ending December 31,

2006	\$ 46
2007	27
2008	33
2009	33
Total capital lease obligations	\$ 139

NOTE 13 INCOME TAXES

The provision for income taxes for the years ended December 31, 2005, 2004 and 2003 consists of the following (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Current provision:			
Federal	\$	\$	\$
State			
Foreign	183	542	469
Subtotal	183	542	469
Deferred provision (benefit)			
Federal	(3,453)	6,921	(10,556)
State	(822)	1,646	(2,512)
Foreign			
Subtotal	(4,275)	8,567	(13,068)
Valuation allowance	4,275	(8,567)	13,068
Provision for income taxes	\$ 183	\$ 542	\$ 469

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A reconciliation of income tax expense computed at the United States Federal statutory rate of 35% and the Company's effective tax rate for the years ended December 31, 2005, 2004 and 2003 are as follows:

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Federal income tax expense, at statutory rate	(35.0)%	(35.0)%	(35.0)%
Foreign operations	1.5	3.5	6.5
Other	1.2	1.1	0.3
Increase in valuation allowance	33.8	(0.2)	34.7
Impairment of intangibles		34.1	
Effective tax rate	1.5%	3.5%	6.5%

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The components of the deferred tax assets and liabilities as of December 31, 2005 and December 31, 2004 were as follows (in thousands):

	December 31, 2005	December 31, 2004
Deferred tax assets:		
Net operating loss carryforwards	\$ 79,849	\$ 65,181
Amortization of intangibles	10,732	14,711
Advanced billings	6,847	9,371
Allowance for doubtful accounts	2,137	6,222
Inventory	1,870	963
Tax credit carryover	6,581	6,081
Other	2,399	3,741
 Total deferred tax assets	 110,415	 106,270
Deferred tax liabilities:		
Depreciation	(1,691)	(1,806)
Other	(308)	(323)
 Total deferred tax liabilities	 (1,999)	 (2,129)
 Valuation allowance	 (108,416)	 (104,141)
 Net deferred tax assets	 \$	 \$

Deferred income taxes are recognized for temporary differences between financial statement and income tax bases of assets and liabilities and net operating loss carryforwards for which income tax expenses or benefits are expected to be realized in future years. The valuation allowance was established since, in the opinion of management, it is more likely than not that all, or some portion, of net deferred tax assets will not be realized.

Upon emergence from bankruptcy, the Predecessor Company realized cancellation of indebtedness income (CODI), for financial reporting purposes, of approximately \$460.2 million, which is the amount the indebtedness discharged that was exceeded by any consideration given in exchange thereof. The Internal Revenue Code provides that a debtor emerging from bankruptcy must reduce certain of its tax attributes, such as net operating loss carryforwards, by certain types of CODI actually realized.

The Company's United States net operating loss carryforwards at December 31, 2005, after reduction of applicable CODI, are approximately \$193.4 million, and foreign net operating loss carryforwards are \$16.6 million. These carryforwards, if not utilized, will begin expiring in 2011 through 2025.

In addition, as a result of the emergence from bankruptcy and the implementation of the Plan in 2002, the Company experienced an ownership change pursuant to and as defined by Internal Revenue Code Section 382 (IRC 382). As a result, approximately \$62.0 million of the Company s United States net operating loss carryforwards will be subject to the limitations imposed by IRC 382. Under IRC 382, if a corporation undergoes an ownership change, the amount of its pre- ownership change losses that may be utilized to offset future taxable income is, in general, subject to an annual limitation, which the Company estimates to be approximately \$6.0 million per year.

NOTE 14 COMMON STOCK

On the effective date of the Company s emergence from bankruptcy in accordance with the Plan (see Note 4), all Predecessor Common Stock was cancelled and 20,000,000 shares of newly created common stock, par value \$0.01 per share, (Successor Common Stock) was authorized and the Company issued

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DICTAPHONE CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10,075,000 shares of Successor Common Stock to creditors in settlement of their claims. In addition, warrants to purchase an additional 1,625,000 shares of Successor Common Stock were issued to certain creditors (see Note 4 and 15). In 2005, 20,000 options were exercised by a former director under the terms of the Outside Director's Stock Option Plan (see Note 16). As of December 31, 2005, the Company has reserved 2,805,000 shares of Successor Common Stock for warrants and stock option grants.

An additional 5,000,000 shares of preferred stock, no par value, were authorized in accordance with the Plan.

NOTE 15 WARRANTS

In connection with the Company's emergence from bankruptcy (see Note 4), the Company issued Successor Common Stock and new four-year warrants to purchase an aggregate of 1,625,000 shares of Successor Common Stock in exchange for the discharge of bondholder debt. The value of the Successor Common Stock and warrants are reflected in additional paid-in capital in the consolidated balance sheets. Subject to the occurrence of a Triggering Event, the warrants may be exercised at a strike price of \$20.00 per share through March 28, 2006.

Triggering Events are either a sale of all or substantially all of the Company or its assets, or if no such sale occurs, then the warrants may be exercised during the sixty (60) day period prior to the termination date. No warrants have been exercised to date.

NOTE 16 STOCK OPTION PLANS

Employee Stock Option Plan

Effective March 28, 2002, the Board of Directors adopted the 2002 Stock Option Plan (the Employees Plan). The Employees Plan authorizes the Compensation Committee to administer the Employees Plan and to grant eligible employees of the Company non-qualified Incentive Stock Options within the meaning of section 422 of the Internal Revenue Code of 1986. No more than 1,000,000 shares of Successor Common Stock may be issued upon exercise of options granted under the Employees Plan, and the maximum number of options that may be awarded to a participant under the Employees Plan is options for 200,000 shares per year subject to stock splits, stock dividends, recapitalizations and similar events. The term of each option shall not be more than 10 years from the date of grant. The exercise price of the options granted under the Employees Plan cannot be less than the fair market value of the Successor Common Stock on the date of grant. Options may be granted under the Employees Plan until March 27, 2007. For the year ended December 31, 2003, the Company issued 56,000 stock options, under the Employees Plan with a five-year term and a three-year vesting schedule at an exercise price of \$14.50 per share. There were no stock options granted in 2004. In 2005, the Company granted 157,000 options under the Employees Plan with a five-year term and a three-year vesting schedule at an exercise price of \$14.00 per share.

Outside Directors Stock Option Plan

Effective March 28, 2002, the Board of Directors adopted the 2002 Outside Directors Stock Option Plan (the Directors Plan). The Directors Plan authorizes the Compensation Committee to administer the Directors Plan and to grant to non-employee outside directors of the Company non-qualified Incentive Stock Options within the meaning of section 422 of the Internal Revenue Code of 1986. No more than 200,000 shares of Successor Common Stock may be issued upon exercise of options granted under the Directors Plan, and the maximum number of options that may be

awarded to a participant under the Directors' Plan is options for 20,000 shares per year subject to stock splits, stock dividends recapitalizations and similar events. The term of each option shall not be more than 10 years from the date of grant. The exercise price of the options granted under the Directors' Plan cannot be less than the fair market value of the Successor Common Stock on the date of grant. Options may be granted under the Directors' Plan until March 27, 2007. For the year ended

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December 31, 2003, the Company issued 20,000 stock options, under the 2002 Directors' Stock Option Plan with a five-year term and a three-year vesting schedule at an exercise price of \$14.50 per share. There were no stock options granted in 2004 and 2005. In 2005, a former director exercised 20,000 stock options with an exercise price of \$11.15 per share for \$0.2 million.

Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123) establishes financial accounting and reporting standards for stock-based employee compensation plans. SFAS 123 establishes a fair-value based method of accounting for employee stock options, which provides for compensation cost to be charged to results of operations over the vesting term. SFAS 123 also allows companies to continue to follow the intrinsic value method of accounting for employee stock options as prescribed by Accounting Principles Board Opinion 25, Accounting for Stock issued to Employees (APB 25). APB 25 generally requires compensation cost to be recognized only for the excess of the fair value of the stock at the date of grant over the price that the employee must pay to acquire the stock (the intrinsic value method). The Company has elected to account for its stock-based compensation in accordance with the intrinsic value method and therefore has not recognized compensation expense for stock options issued to its employees and directors, since the exercise price of those awards was equal to the fair-market value of the stock on the date of grant.

Stock option activity for the Employees' Plan and Directors' Plan from the initial date of grant on March 28, 2002 through the year ended December 31, 2005 is as follows:

	Employees' Plan Options Outstanding	Plan Per Share	Directors' Plan Options Outstanding	Plan Per Share	Total Options Outstanding	Per Share
Balance outstanding December 31, 2002	678,250	\$ 11.15	100,000	\$ 11.15	778,250	\$ 11.15
Options granted March 2003	56,000	\$ 14.50	20,000	\$ 14.50	76,000	\$ 14.50
Options cancelled	(18,750)	\$ 11.86		\$	(18,750)	\$ 11.86
Balance outstanding December 31, 2003	715,500	\$ 11.32	120,000	\$ 11.71	835,500	\$ 11.37
Options cancelled	(21,000)	\$ 13.49		\$	(21,000)	\$ 13.49
Balance outstanding December 31, 2004	694,500	\$ 11.26	120,000	\$ 11.71	814,500	\$ 11.32
Options granted February 2005	157,000	\$ 14.00			157,000	\$ 14.00
Options cancelled	(147,250)	\$ 11.61			(147,250)	\$ 11.61
Options exercised			(20,000)	\$ 11.15	(20,000)	\$ 11.15
Balance outstanding						

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December 31, 2005	704,250	\$ 11.86	100,000	\$ 11.82	804,250	\$ 11.86
Weighted average remaining life	2.777 years		2.505 years		2.774 years	
Exercise price range	\$ 11.15 - \$14.50		\$ 11.15 - \$14.50		\$ 11.15 - \$14.50	

As of December 31, 2005 and 2004, the Company had 295,750 and 305,500 stock options available for grant under the Employees Plan, respectively, and 80,000 stock options available for grant under the Directors Plan. As of December 31, 2005 and 2004, respectively, the Company had 684,891 and 520,165 options exercisable under both the Employees Plan and the Directors Plan.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 17 COMMITMENTS, CONTINGENCIES AND CONCENTRATIONS OF RISK*****Commitments***

The Company leases certain factory equipment and office facilities under lease agreements extending from one to ten years. In addition to factory equipment and office facilities leased, the Company leases computer and information processing equipment under lease agreements extending from three to five years. Future minimum lease payments for non-cancelable operating leases as of December 31, 2005 are as follows (in thousands):

Years Ending December 31,

2006	\$ 1,763
2007	423
2008	210
2009	113
Total minimum lease payments	\$ 2,509

Rental expense under operating leases was \$2.4 million, \$3.8 million, and \$3.9 million for the years ended December 31, 2005, 2004, and 2003, respectively.

Contingencies

From time to time, the Company may be involved in litigation relating to claims arising out of its ordinary course of business. The Company believes that there are no claims or actions pending or threatened against the Company, the ultimate disposition of which would have a material impact on the Company's financial position or results of operations, nor does the Company believe that the ultimate resolution of the litigation, administrative proceedings and environmental matters mentioned below in the aggregate will have a material adverse effect on the Company's consolidated financial position or results of operations.

On April 20, 2004, a complaint was filed (under seal) in the Southern District of New York alleging default by the Company of certain contractual obligations owed to a licensor and purporting to terminate the agreement between the parties. In addition to vigorously defending such a claim, the Company affirmatively asserted certain counter-claims against such licensor for default of its contractual obligation to the Company. On February 8, 2005, the Company and the licensor entered into an agreement settling both the breach of contract claims the licensor had brought against the Company and the Company's counterclaims against the licensor. Under the terms of the settlement, the Company gains the right to incorporate new technology offered by the licensor into a broader range of the Company's products, and agrees over a period of 3-to-5 years to phase out its use of the current technology supplied by the same licensor. Also under the settlement, the Company agrees, beginning in the second half of 2006, to pay higher royalty rates and maintenance fees. In February 2005, the Company made advance payments of professional service fees, royalties, and software maintenance fees totaling approximately \$1.0 million.

The Company is subject to federal, state and local laws and regulations concerning the environment and is currently participating in one group of potentially responsible parties in connection with third-party disposal sites. The annual operation and management for such sites has been minimal and the settlement predates the Company's separation from Pitney Bowes, a former owner of the Company. Consequently, management believes that its future liability, if any, for these sites is not material. In addition, regardless of the outcome of such matters, Pitney Bowes has agreed to indemnify the Company in connection with retained environmental liabilities and for breaches of the environmental representations and warranties in the Stock and Asset Purchase Agreement, originally executed on April 25, 1995 and amended August 11, 1995 between Dictaphone Acquisition Corporation and Pitney Bowes, subject to certain limitations.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 18 PENSION AND OTHER POST-RETIREMENT BENEFITS***Defined Contribution Plan*

The Company sponsors a defined contribution plan (401(k) Plan) for United States employees. In 2003, the Company matched 50% of employee contributions up to 6% of eligible compensation, subject to certain limitations. Total Company contributions were \$1.0 million for the year ended December 31, 2003. In 2004, the Company modified its matched contributions to 50% of employee contributions up to 4% of eligible compensation. Total Company contributions were \$0.8 million for the years ended December 31, 2005 and 2004.

Defined Benefit Plans

The Company sponsors defined benefits plans providing certain retirement and death benefits for qualifying employees in the United Kingdom and Canada. The plans' assets are invested by an independent trustee and are invested primarily in equity and fixed income securities. As of December 31, 2005, 60% of the plans' assets were invested in equity securities and 40% of the plans' assets were invested in fixed income securities. The overall expected long term rate of return is based upon historical returns and future expectations. For the 2006, we have adopted a risk premium of 2.9% above yields available on 15 year government bonds. Since the plan invest in bonds we have chosen a slightly lower expected return on plan assets of 6.1%. As a result of the sale of the CRS division and the IVS International business, the Company recorded a curtailment gain of \$0.7 million. This gain has been recorded in SG&A expense. The following table sets forth the amounts recognized in the Company's consolidated balance sheets and plan assets as of December 31, 2005 and December 31, 2004 for Company sponsored defined benefit pension plans (in thousands):

	Pension Benefits	
	Year Ended December 31, 2005	Year Ended December 31, 2004
Reconciliation of projected benefit obligation		
Projected benefit obligation at beginning of period	\$ 21,838	\$ 18,969
Service cost	375	386
Interest cost	1,072	1,054
Benefits paid	(1,097)	(1,098)
Actuarial loss	3,544	790
Settlement	(403)	
Curtailment gain	(709)	
Employee contributions	86	114
Translation adjustment	(2,025)	1,623
Projected benefit obligation at end of period	\$ 22,681	\$ 21,838

Reconciliation of assets			
Assets at beginning of period	\$	16,951	\$ 14,818
Actual return on plan assets		2,335	1,334
Settlement		(403)	
Employer contributions		367	537
Employee contributions		86	114
Benefits paid		(1,097)	(1,098)
Translation adjustment		(1,183)	1,246
Fair value of plan assets at end of period	\$	17,056	\$ 16,951

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The following table sets forth the reconciliation of funded status, net periodic benefit cost and discount rate assumptions for Company sponsored defined benefits pensions plans (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Reconciliation of funded status			
Funded status	\$ (5,625)	\$ (4,886)	\$ (4,151)
Unrecognized actuarial loss	3,668	1,738	1,127
Net amount recognized at end of period	\$ (1,957)	\$ (3,148)	\$ (3,024)
Net periodic benefit cost components			
Service cost	\$ 375	\$ 386	\$ 310
Interest on projected benefit obligation	1,072	1,054	906
Expected return on assets	(1,062)	(1,065)	(861)
Curtailment gain	(709)		
Settlement gain	56		
Net actuarial gain recognition	36	26	44
Net periodic benefit cost	\$ (232)	\$ 401	\$ 399
Discount rate for net periodic benefit cost	4.80%-5.75 %	5.50%-6.00 %	5.50%-6.00 %
Salary increase assumption	3.50%-3.80 %	3.50%-3.75 %	3.50%-3.75 %
Long-term rate of return on assets	6.10%-7.50 %	7.00%-7.50 %	7.00%-7.50 %
Measurement date	12/31/2005	12/31/2004	12/31/2003

The discount rate used was based on long bond yields as at the measurement date in accordance with FAS 87. The assumptions are in accordance with accepted actuarial practice. The Company expects to make annual pension benefit payments of approximately \$1.7 million for each of the years ended December 31, 2006, 2007, 2008, 2009 and 2010, respectively, and \$5.4 million, in total, for the five-years ended December 31, 2011 through 2015.

At December 31, 2005, the Company's accumulated benefit obligation for pensions exceeded its recorded net pension liability. As a result, the Company recorded an additional minimum pension liability of \$2.9 million. This liability, and the related offset to accumulated other comprehensive income, are reflected in our balance sheet at December 31, 2005.

Post-Retirement Benefit Plan

The Company provides certain post-retirement health care and life insurance benefits, which consist of a fixed subsidy for qualifying employees in the United States and Canada. Substantially all of these employees may become eligible for coverage. Most retirees outside the United States and Canada are covered by government sponsored and

administered programs. As a result of the sale of the CRS division and EMS business, the Company recorded a curtailment gain of \$1.4 million. This gain has been recorded in selling, general, and administrative expense.

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Table of Contents**DICTAPHONE CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table sets forth the amounts recognized in the Company's consolidated balance sheets and plan assets as of December 31, 2005 and 2004 for Company sponsored post-retirement benefit plans (in thousands):

	Postretirement Benefits	
	December 31, 2005	December 31, 2004
Reconciliation of projected benefit obligation		
Projected benefit obligation at beginning of period	\$ 4,404	\$ 4,077
Service cost	366	355
Interest cost	230	237
Plan amendments	(1,867)	
Curtailement gain	(1,437)	
Benefits paid	(128)	(265)
Actuarial gain	(259)	
Projected benefit obligation at end of period	\$ 1,309	\$ 4,404
Reconciliation of assets		
Assets at beginning of year	\$	\$
Employer contributions	128	265
Benefits paid	(128)	(265)