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ICFI - Q3 2014 ICF International Inc Earnings Call

EVENT DATE/TIME: NOVEMBER 06, 2014 / 10:00PM GMT

THOMSON REUTERS

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PRESENTATION

Operator

Welcome to the ICF international third-quarter 2014 results conference call. (Operator Instructions) As a reminder, this conference is being recorded on Thursday, November 6, 2014 and cannot be reproduced or rebroadcast without permission from the Company. And now I would like to turn the program over to Douglas Beck, Senior Vice President Corporate Development. Please go ahead.

Douglas Beck - *ICF International, Inc. - SVP and Director of Corporate Development*

Thank you, operator. Good afternoon, everyone, and thank you for joining us to review ICF's third-quarter 2014 performance. With us today from ICF International are Sudhakar Kesavan, Chairman and CEO; John Wasson, President and CEO; and James Morgan, CFO.

During this conference call we will make forward-looking statements to assist you in understanding ICF management's expectations about our future performance. These statements are subject to a number of risks that could cause actual events and results to differ materially, and I refer you to our November 6, 2014 press release and our SEC filings for discussions of those risks.

In addition, our statements during this call are based on our views as of today. We anticipate that future developments will cause our views to change. Please consider the information presented in that light. We may at some point elect to update the forward-looking statements made today but specifically disclaim any obligation to do so.

I will now turn the call over to our CEO, Sudhakar Kesavan, to discuss the third-quarter 2014 performance. Sudhakar?

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

Thank you, Doug, and good afternoon, everyone. We appreciate your participation in today's conference call to discuss our third-quarter results and outlook for the rest of 2014 heading into 2015.

This was an excellent quarter for ICF across all key metrics. Revenues were solidly ahead of last year, up 8.5%. And on an adjusted basis, operating income and diluted earnings per share increased 13.5% and 10.7%, respectively, significantly outpacing revenue growth.

At the same time, we saw strong growth in our two major markets, which together accounted for 90% of total third-quarter revenue. Revenues from health, social programs and consumer/financial increased 13% year on year, and energy, environment and infrastructure was up 9%. These growth rates demonstrate ICF's competitive advantages thanks to our recognized domain expertise, which we continue to build up on by adding to our senior leadership and leveraging our successful outcome.

Domain expertise has also been a key differentiator for us in winning business, and this was another highlight of our third-quarter performance. Record contract awards, which totaled $618 million, were up 29% year on year, bringing sales wins for the first nine months of this year to $1.04 billion, 10% ahead of the comparable period last year

Overall, our third-quarter performance was strong, reflective of how much more diversified our revenue base has become over the last several years even before including the Olson acquisition, which closed yesterday.

Importantly, our year-to-date pro forma commercial revenue post the Olson acquisition represents approximately 36% of total revenue, which increases our exposure to a higher-margin commercial business. And US federal, state and local, and international governments account for 45%, 10% and 9%, respectively, which gives us a considerable visibility and positions us well to benefit from additional government spending in areas where we have a competitive edge.

With respect to our federal government business, we are entering 2015 with substantial resources directed towards our areas of specialization, mainly energy, environment, health and transportation infrastructure where we have significant scale.

Our backlog is quite substantial, and the federal contract wins account for about 60% of our nine-month bookings. We are therefore cautiously optimistic that we can at least hold US federal revenues at current levels next year.

And with the addition of Olson, we will be offering commercial best practices in digital services to our government clients, particularly in the key areas of mobile and analytics, which will provide us with even better positioning in that market.

Growth prospects for our international government business remain robust heading into 2015. Revenues more than doubled in the first nine months of this year. The international government pipeline has been consistently increasing, which speaks to how well we have been able to integrate and grow this business subsequent to the acquisitions of GHK and Mostra.

The Mostra acquisition in February of this year added a critical strategic communications element to our offering. Now that we have scale internationally, we'll focus on increasing the profitability of our European business.

We are quite bullish on the 2015 growth potential of our commercial business. Commercial revenues increased 10.4% in the first nine months of this year, and the Olson acquisition provides us with multiple cross-selling opportunities of ICF and Olson's existing commercial clients as well as in the government space.

Combined, federal and government and commercial, we have 1,600 professionals and over $300 million in revenue in digital services and strategic communications, which makes ICF a strong competitor in this fast-growing market.

Olson complements our current digital services offering, which is already growing at a double-digit rate. The acquisition adds strategic advisory, creative services and proprietary technology and analytics that enable multi-channel customer and stakeholder engagement and e-commerce with emphasis on mobile platforms. We intend to take this capability to our utility clients who use these channels to increase energy efficiency; to our healthcare clients, who use digital services to influence consumer choices; and to our transportation clients for their transactions and loyalty programs, just to name a few.

In our energy business area, we had a few key energy efficiency wins this quarter that John Wasson will talk about in a moment, and we see major intermediate-term growth opportunities around proposed regulation of greenhouse gases related to Section 111(d) of the Clean Air Act and the continued changes in the oil and gas market.

We've added several senior leaders to our commercial health advisory business to accommodate the demand we are seeing from payers and providers.

To sum up our outlook for 2015 is quite positive, and I would like to ask John Wasson, ICF's President, to give you more details on our recent contract wins and our business development pipeline. John?

John Wasson - *ICF International, Inc. - President and COO*

Thank you, Sudhakar, and good afternoon. We indeed had an excellent sales quarter driven by record federal government contract wins. Our US government third-quarter book-to-bill ratio was 3.4 times, comprised of a high proportion of new business which strengthened our backlog in key areas such as public health, environment and information and digital technology.

In the area of digital services and strategic communications, we won an important engagement with the National Cancer Institute at the National Institutes of Health to provide comprehensive support for their tobacco cessation efforts, valued at up to $100 million over five years. This work is a great example of combining our domain expertise, in this case behavioral health and tobacco cessation specialties, with our communications and digital media capabilities to address highly targeted populations and their social networks, such as teen smokers, pregnant smokers, and veterans.

By engaging these hard-to-reach populations via social media, we are able to tap into community support structures to reduce smoking based on the latest behavioral research. This sizable contract demonstrates the importance of cutting-edge stakeholder engagement and fulfilling an agency mission, and we expect this approach to become an increasingly important part of federal programs in the future.

Another key technology win in the federal space that highlights the important role of our health domain expertise is a $100 million, five-year, blanket purchase agreement to continue our work with the National Institutes of Health (NIH) in providing data collection and analysis and multichannel information dissemination and outreach initiatives to users throughout the federal government and medical community.

Under this agreement, NIH depends on ICF for the development of important health-focused digital and IT initiatives in such areas as US HIV-AIDS guidelines, and the National Cancer Institute's (NCI) cancer treatment summaries and to support the dissemination of rare and genetic disease information.

In addition, in this most recent award the client expanded ICF's scope of work to include data analytics, disaster preparedness and assistance in converting more quickly the mobile applications.

The third major win was at the Department of Health and Human Services Children's Bureau, a new $78 million contract to help establish the National Capacity Building Center for Public Child Welfare Agencies. ICF will help the Children's Bureau transform assistance to state child welfare agencies to more strategic and evidence-informed approaches, providing consulting to more than 52 jurisdictions, designing and delivering learning programs, and executing national information dissemination strategies.

Also, we won four new contract awards from the Centers for Disease Control (CDC), ranging from $10 million to nearly $15 million per engagement. One of these contract supports CDC's public health surveillance system, called BioSense, with data management and analytics.

BioSense is a public health surveillance system that helps officials at all levels of government rapidly monitor and respond to harmful health effects of exposure to disease and hazardous conditions.

Two new contracts with the CDC are to provide technical and management expertise to grant awardees to help reduce chronic disease rates and to evaluate progress with others.

The fourth is to evaluate CDC initiatives designed to reduce diabetes, heart disease and obesity and increase wellness in targeted communities.

Finally, at HHS, ICF will support -- continue to support SAMHSA's suicide prevention branch in evaluating its suicide prevention programs on a national level, including the design, implementation and dissemination of findings for two of its largest funded programs including the National Suicide Prevention Lifeline crisis hotline program.

In sum, all of these wins underscore our continued leadership in addressing federal public health objectives with management, research, evaluation and technology expertise.

Beyond the public health arena, we also had a spectrum of significant wins across our other major client agencies. At the Pension Benefit Guaranty Corporation, we won an engagement worth up to $25 million to help them modernize and implement the next generation of business operations in customer service to enhance IT management.

At the Agency for International Development, we won an $18 million engagement to continue our work on strengthening health information systems and enhancing their ability to monitor diseases in developing countries.

At the Environmental Protection Agency, where we have decades of experience, we won a new contract in the Office of Solid Waste and Emergency Response to provide technical and evaluation assistance around technological innovation and trends in remediation practices.

Our international government business continued to execute on recently won contracts with the UK government and the European Commission. And, as Sudhakar mentioned, their pipeline continues to grow.

We were pleased that Mostra was honored with five Dolphin awards for its work with several European clients. The awards were presented earlier this week at the Con Corporate Media and TV Awards Gala.

In the commercial space, we had more than 400 wins across all of our markets including digital, energy, environmental, health, aviation and infrastructure.

The largest and most notable were the three new contracts that we signed to extend our support for BGE's EmPOWER Maryland energy efficiency programs. As our largest client in our energy efficiency business, BG&E programs are evenly divided between work in the residential and commercial/industrial sectors.

As we enter this third three-year phase, we will continue to manage many of the same programs that have made us successful, introduce some new initiatives as well. With respect to the medium-term outlook, the energy efficiency pipeline is now in excess of $400 million after the BGE win, with a number of larger opportunities to be decided in the second half of next year.

Despite the fact that we won $618 million in contract awards in the third quarter, our pipeline stood at $3.3 billion at the end of this period, slightly higher than a year ago at this time and only down $400 million from this year's second quarter. Moreover, our large contract pipeline stands at 24 opportunities greater than $25 million and 64 opportunities greater than $10 million.

Finally, our voluntary turnover for the quarter was 3.7%, and this translates into 12.2% at an annualized rate.

I'll now turn the call over to our CFO, James Morgan, for the financial review. James?

James Morgan - *ICF International, Inc. - EVP and CFO*

Thanks, John, and good afternoon, everyone. As mentioned previously, we reported solid year-on-year comparisons in the third quarter. Total revenue was $264.8 million, or 8.5% above last year's third quarter. Organic revenue growth, which is total revenue excluding acquisitions completed within the last 12 months, was up 3.2% year on year, the highest organic revenue performance we have had all year. This growth was primarily driven by our work supporting Hurricane Sandy recovery efforts and revenues from commercial digital services in energy business areas.

Third-quarter 2014 gross profit margin was 37.3%, an increase over the 36.9% reported in the third quarter of last year. Indirect and selling expenses for the third quarter were $74.7 million. The $7.1 million increase in indirect and selling expenses was primarily due to the additions of Mostra and CityTech and included approximately $800,000 in acquisition costs related to the Olson transaction.

Operating income was $18.5 million for this year's third quarter, up 8% year over year. Adjusted to exclude acquisitions and severance costs related to staff realignments that were announced last quarter, operating income was $19.6 million, 13.5% above the similar period last year and significantly ahead of our revenue growth rate for the third quarter.

Reported EBITDA was $24 million for the quarter, 7.3% higher than the $22.4 million reported in last year's third quarter. Adjusted EBITDA, which excludes severance and acquisition-related costs, was $25.1 million for the quarter, or 11.6% higher than the $22.5 million adjusted EBITDA reported in last year's third quarter. Adjusted EBITDA margin increased to 9.5% from 9.2% in the third quarter of 2013.

Depreciation and amortization expense was $3.2 million, up from $2.8 million in 2013's third quarter, primarily due to the acquisition of Mostra and CityTech earlier this year.

Amortization of intangibles was $2.3 million for the third quarter of 2014, down from $2.5 million in 2013's third quarter, primarily due to reduced amortization of intangible assets related to the acquisition of Ironworks and Macro, partially offset by the impact of our recent acquisitions of Mostra and CityTech.

The effective tax rate was 33.6% for the quarter as compared to 33.8% reported in the third quarter of 2013. In both periods, the effective rate benefited from a positive impact of our federal returns and provision true-up, mostly driven by foreign tax credits and compensation-related deductions.

Reported net income was $11.6 million, or $0.59 per diluted share. Adjusted EPS, which excludes acquisition and severance costs, was $0.62 for the third quarter, an increase of 10.7% over the prior year.

Looking briefly at the first nine months of 2014, revenue was $773.7 million, up 7.5%. On a reported basis, EBITDA increased 1.5% to $68.7 million. On an adjusted basis, EBITDA increased 5.9% to $72 million.

Adjusted earnings per share for the first nine months was $1.68, up from $1.58 last year. Reported earnings per share was $1.56 compared to $1.57 for the first nine months of last year.

In the third quarter, we generated cash from operating activities of $27.4 million, resulting in year-to-date cash flow from operating activities of $19.5 million. In this year's first nine months, operating cash flow was reduced by additional working capital requirements associated with our Mostra and CityTech acquisitions and temporary delays in collection of accounts receivable due to administrative billing issues on certain new contracts.

We are successfully addressing the temporary billing delays, as evidenced by our $21.3 million decrease in unbilled accounts receivable, and a decrease of three days in days sales outstanding as of the end of the third quarter as compared to the second quarter of 2014. As a result, we continue to expect cash flow from operating activities for the full year 2014 to range from $60 million to $70 million.

Days sales outstanding as of the end of the third quarter were 77 days, which is within our expected range as discussed Q2. As a reminder, we anticipate the DSO for the year will be in the 72- to 77-day range, including the impact of deferred revenue.

Capital expenditures for the first nine months of 2014 were $10.6 million and in line with our expectations.

In the third quarter, we repurchased approximately 139,000 shares, which will allow us to achieve our goal of offsetting the dilution caused by our employee incentive programs and maintain a fairly flat year-over-year diluted share count.

Yesterday, we completed the acquisition of Olson, which we announced on October 21. The purchase price was $295 million in cash with no earn-outs. Given our preliminary fourth-quarter projections, cash flows for ICF inclusive of Olson, on a pro forma basis we expect our net debt to EBITDA ratio to be between 3.0 and 3.1 at the end of this year.

Going forward into 2015, we expect the cash flow from operations for ICF inclusive of Olson will annualize more than $90 million. We reaffirm that the Olson transaction will be neutral to this year's reported fourth-quarter earnings and accretive beginning in the first quarter of 2015. However, it is important to note that if you deduct the financial impact of Olson's related intangible amortization of $1.8 million and the associated integration of personnel retention expense of about $800,000, the transaction is expected to be approximately $0.08 accretive to this year's fourth-quarter earnings per share.

Inclusive of the Olson transaction, we expect full-year 2014 depreciation and amortization expense to be in the $13.3 million to $13.8 million range, amortization of intangibles to be in the $10.3 million to $10.8 million range, and interest expense to be in the $4 million to $4.5 million range. Capital expenditures are anticipated to be between $14 million and $14.5 million for 2014.

We will provide guidance on certain line items for 2015 when we release our fourth-quarter results. However, for modeling purposes our preliminary estimate of intangibles related to the Olson acquisition is roughly $67 million, which will be amortized on an accelerated basis over 10 years. For 2015, the amortization expense associated with Olson is expected to be approximately $12 million. Additionally, we are issuing about $15 million of equity-related instruments to help ensure employee retention, which will be expensed over a four-year period.

With that, I'd like to turn the call back over to Sudhakar.

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

Thank you, James. We expect our fourth-quarter comparisons to benefit from similar trends to those of the third quarter and the fact that last year's fourth quarter had the impact of the federal government shutdown. Also, we will have a roughly two-month contribution from our Olson acquisition, which should add between $20 million and $25 million in revenue.

For the year, we are reaffirming our diluted EPS guidance range of $2.12 to $2.20 exclusive of additional acquisition-related charges. On an adjusted basis, excluding acquisitions, Olson acquisition expenses and year-to-date severance costs, adjusted earnings per share for 2014 are anticipated to be between $2.19 and $2.27 on revenues of between $1.04 billion and $1.06 billion.

As you know, we believe we are entering 2015 with positive momentum in terms of revenue and earnings growth. Higher-margin commercial business will account for a significantly greater percentage of our total revenues, and the Olson acquisition alone is expected to add from 80 to 100 basis points to our EBITDA margins beginning in the first quarter of 2015.

We will be more precise in providing full-year 2015 revenue and earnings-per-share guidance when we release our full-year 2014 figures by early next year.

At this point, operator, I would like to open the call to questions.

QUESTIONS AND ANSWERS

Operator

(Operator Instructions) Bill Loomis, Stifel.

Bill Loomis - *Stifel Nicolaus - Analyst*

Good quarter. Just on the Olson acquisition, what other costs besides the $12 million in amortization and the higher interest expense should we be factoring into 2015 when we try and figure out accretion. Is there going to be any -- what's the retention, for example, cost going to be for 2015? Thanks.

James Morgan - *ICF International, Inc. - EVP and CFO*

Yes, I think the way to think about it, I mentioned that we have roughly $15 million, Bill, in total retention costs. And those would be amortized or expensed over a four-year period. So you can -- for estimate purposes, I think you can kind of straight-line that for the most part.

Bill Loomis - *Stifel Nicolaus - Analyst*

Okay. And then on an earlier comment, you mentioned the focus was going to be -- Sudhakar said the focus is going to be on improving profitability on the international. Can you talk a little more about that? What you're good to do and how quickly that could come about?

John Wasson - *ICF International, Inc. - President and COO*

Sure, Bill. This is John Wasson. I think it's -- I'd say two things. I think we are expecting it to make improvements for 2015, and I think it will occur in two ways. One is we expect to improve utilization in the Europe and Asia business as we continue to grow. And as you know, we've had quite robust organic growth there. So part of it is raising the utilization as we go into next year with the larger longer-term contracts we've won.

I think we've also closed down several offices that were unprofitable or in challenging environments, Russia and other locations. So part of this strategy is to shut down small offices where we don't have scale.

And the third thing I'd note is that we had had several ex-pats over in Europe for the last two or three years under ex-pat agreements that we'll be bringing back at some point in 2015. So we won't be incurring those costs. We do have -- we do believe we've hired and trained a strong executive team in Europe so we don't -- we can bring those ex-pats back. And so I think those are the three things we're doing to raise profitability for 2015.

Bill Loomis - *Stifel Nicolaus - Analyst*

Okay. Thank you.

Operator

Tim McHugh, William Blair.

Tim McHugh - *William Blair & Company - Analyst*

Yes, just on the federal government side. Given the size of the contract awards, I guess -- and I know you made the statement you're confident it will decline next year. But just anecdotally, how different do you feel today versus a quarter or two ago that the revenue was really coming in much lower than you thought? And so did the environment really change that much? Is there a difference between contracting activity versus your ability to recognize revenue under contracts? I guess can you just bridge the message or I guess the overall view of the federal government today versus three or six months ago?

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

Tim, I think that over this past year we basically have certainly won a lot of work in our main areas. And over this past year, we had -- where we had certain marginal contracts, especially at DHS, where we didn't have scale and we didn't have major positioning in certain offices, we either got small business set-aside contracts, therefore we lost some half the revenue, or we basically just lost the contracts based on LPTA.

So I think that we believe that our marginal contracts have declined significantly. And therefore, going forward, a lot of our work is in areas where we have scale and where we have domain expertise and where you have knowledge. And the backlog we've built up now in these areas is fairly substantial. So the reason we think that we can maintain our revenues going forward is that it depends a lot on obviously government spending next year. Looking at the backlog though, you would think that you would increase your federal government revenues, which could potentially happen. But given the uncertainty in spending patterns, we believe that we have enough backlog that we can maintain at least the revenue going forward for the federal government (technical difficulty).

Tim McHugh - *William Blair & Company - Analyst*

Okay. And then just secondly the -- can you give some comments on the reaction as you've heard from Olson and I guess now the Olson employees beyond that kind of -- I'm sure (technical difficulty) reaction would be from the senior people that you've been involved with along the way. But I guess maybe the good and the bad as people have heard the news of being acquired by ICF in the last couple of weeks here.

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

You know, I've heard from a lot of the employees. I mean, they are all quite excited, I think, generally about it. I haven't -- I don't know, maybe they are concerned, but they don't tell me any bad news. But I haven't heard anything negative from anyone. I even heard from an Olson client who basically uses one of their loyalty programs was quite impressed with the way they implement it. Because it turns out that I know someone he knows, and when he read the press release he decided to call me. So I think the -- our general sense has been very positive, and they are all very excited.

If you looked at the Olson press release when we issued it about two weeks ago, the head of Olson, John Partilla, used the word thrilled, which you will never see me use in any press release. So he is really thrilled about being part of us. So I think that's been infectious across the whole company. So I think that generally we are feeling quite good about the acquisition, and I think we've had some situations where even as we speak we are bidding jointly for a utility for some digital agency work, and we are also working on some project in California for a client in the transportation arena.

So I think there's a lot of enthusiasm, and it's been really quite good. All the all-hands meetings which we had where we visited all the offices are very positive. I was in Minneapolis, John was in Chicago, and Isabel was in Toronto, and David Speiser, our head of strategy, went to Austin. They were all very enthusiastic, and we had this multi-video link to all the offices, and it was all very technologically sophisticated and exciting. So I think generally it was very positive.

Tim McHugh - *William Blair & Company - Analyst*

Okay, great. Thank you.

Operator

(Operator Instructions) Tobey Sommer, SunTrust.

Frank Brown - *SunTrust Robinson Humphrey - Analyst*

Hi. This is actually Frank in for Tobey. I wanted to ask a little bit about energy efficiency opportunities in California -- what you're seeing there, the progression of what may develop and any timeline or framework you can give.

John Wasson - *ICF International, Inc. - President and COO*

This is John Wasson. I think we're still expecting a wave of energy efficiency RFPs in California. I think it's going to be second half towards the latter part of 2015. We have north of $120 million of opportunities in California in our pipeline for energy efficiency. And so I think we are still quite optimistic. I think there is going to be an opportunity there. It is going to be more of a second half of 2015 going into 2016 play in California.

Frank Brown - *SunTrust Robinson Humphrey - Analyst*

Okay. That's helpful. And then also wanted to ask, there were nice bookings in the quarter, and it was great to get the breakout of commercial. Can you talk a little bit about the seasonality of kind of commercial versus government and bookings going into Q4? And maybe a little bit longer term in terms of what seasonality, do you think there are any changes there?

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

Let me just -- I don't know whether I can address seasonality of bookings; I can tell you the seasonality of the business.

Our seasonality of the business traditionally has been Q1 is slow, Q2 is higher, Q3 is the highest and Q4 is sort of like Q2. And we found that Olson also has a very similar seasonality. So I think that the seasonality for Olson is going to be similar to what (technical difficulty) where Q1 is traditionally slower, Q2 up, Q3 and then down. And as you know, the third quarter with the government so is the highest. Because the government fiscal year ends September 30. So I think that in terms of just the overall seasonality, it doesn't change very much with the recent acquisition.

Frank Brown - *SunTrust Robinson Humphrey - Analyst*

Okay, that's helpful. And then lastly, I apologize, could you just repeat what you said about amortization and depreciation in 2015?

James Morgan - *ICF International, Inc. - EVP and CFO*

Yes. What I was referring specifically to Olson or referring to the entire Company as a whole?

Frank Brown - *SunTrust Robinson Humphrey - Analyst*

Olson and the entire Company as a whole.

James Morgan - *ICF International, Inc. - EVP and CFO*

Okay. So what I'd said is that for the remaining part of 2014, depreciation and amortization expense of $13.3 million to $13.8 million, and then having amortization of intangibles of $10.3 million to $10.8 million. That's for the remaining part of 2014 inclusive of Olson. And then the comment I made regarding Olson in 2015 is that we expect to have roughly $12 million of amortization expense associated just with Olson in 2015.

Frank Brown - *SunTrust Robinson Humphrey - Analyst*

Okay, great. Thank you very much.

Operator

And thank you. We have no further questions at this time. I will now turn the call over to management for closing remarks.

Sudhakar Kesavan - *ICF International, Inc. - Chairman and CEO*

Thank you. Just before closing, I just wanted to answer a question which I know someone asked at the last call on the Olson call which was in the top 10 Olson clients, how many have our agencies of record clients, et cetera. So I just wanted to clarify that. In the top 10 clients of Olson, four -- we have general agency of record for four of the top 10 clients and two -- an additional two clients -- with the agency of record for loyalty and CRM systems. So we have six agency of record relationships in the top 10 clients. I just wanted to clarify that.

And thank you, then. Thank you for participating in today's call. We look forward to keeping you up to date on our progress, and we will talk to you early next year. Thank you.

Operator

And thank you, ladies and gentlemen. This concludes today's conference. Thank you for participating. You may now disconnect.
