

SECURITIES AND EXCHANGE COMMISSION

Washington, DC. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the quarterly period ended  
MARCH 31, 2000

Commission File Number 0-19437

CELLULAR TECHNICAL SERVICES COMPANY, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

11-2962080

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

-----  
(I.R.S. Employer Identification No.)

2401 FOURTH AVENUE, SEATTLE, WASHINGTON 98121

-----  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (206) 443-6400

NOT APPLICABLE

-----  
(Former name, former address and former fiscal year, if changed since  
last report.)

Indicate by check mark whether the Registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
Registrant was required to file such reports), and (2) has been subject to the  
filing requirements for the past 90 days. Yes  No

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2,288,319 Common Shares were outstanding as of May 5, 2000.

CELLULAR TECHNICAL SERVICES COMPANY, INC.

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CELLULAR TECHNICAL SERVICES COMPANY, INC.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEETS  
(in 000's except per share amounts)  
(unaudited)

	MARCH 31, 2000	DECEMBER 31, 1999
	-----	-----
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 7,060	\$ 4,787
Accounts receivable, net of allowances of \$5 in 2000 and \$5 in 1999	2,168	2,647
Inventories, net	822	592
Prepaid expenses and deposits	291	124
	-----	-----
Total Current Assets	10,341	8,150
PROPERTY AND EQUIPMENT, net	773	874
SOFTWARE DEVELOPMENT COSTS, net of accumulated amortization of \$9,615 in 2000 and \$9,526 in 1999	89	178
NOTE RECEIVABLE	1,000	1,000
	-----	-----
TOTAL ASSETS	\$ 12,203	\$ 10,202
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 1,118	\$ 917
Payroll related liabilities	286	525
Taxes (other than payroll and income)	71	35
Customers' deposits	475	175
Deferred revenue	3,902	2,877
	-----	-----
Total Current Liabilities	5,852	4,529
MINORITY INTEREST	11	--
STOCKHOLDERS' EQUITY		
Preferred Stock, \$0.01 par value per share, 5,000 shares authorized, none issued and outstanding	--	--
Common Stock, \$0.001 par value per share, 30,000 shares authorized, 2,282 shares issued and outstanding at March 31, 2000 and December 31, 1999	23	23
Additional paid-in capital	29,934	29,933
Accumulated Deficit	(23,617)	(24,283)
	-----	-----
TOTAL STOCKHOLDERS' EQUITY	6,340	5,673
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 12,203	\$ 10,202
	=====	=====

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

CELLULAR TECHNICAL SERVICES COMPANY, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in 000's, except per share amounts)  
(unaudited)

	THREE MONTHS ENDED MARCH 31,	
	2000	1999
	-----	-----
REVENUES		
Systems	\$ 275	\$ 557
Services	1,895	2,207
Phone cards	2,747	--
	-----	-----
Total Revenues	4,917	2,764
COSTS AND EXPENSES		
Cost of systems, services and phone cards	3,155	1,078
Sales and marketing	313	170
General and administrative	558	591
Research and development	355	445
	-----	-----
Total Costs and Expenses	4,381	2,284
	-----	-----
INCOME FROM OPERATIONS	536	480
OTHER INCOME, net	24	2
INTEREST INCOME, net	132	33
	-----	-----
INCOME BEFORE INCOME TAXES AND MINORITY INTEREST	692	515
PROVISION FOR INCOME TAXES	15	--
	-----	-----
NET INCOME BEFORE MINORITY INTEREST	677	515
MINORITY INTEREST	(11)	--
	-----	-----
NET INCOME	\$ 666	\$ 515
	=====	=====
EARNINGS PER SHARE:		
Basic	\$ .29	\$ .23
	=====	=====
Diluted	\$ .28	\$ .23
	=====	=====
WEIGHTED AVERAGE SHARES OUTSTANDING:		
Basic	2,282	2,281
	=====	=====
Diluted	2,357	2,281
	=====	=====

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

CELLULAR TECHNICAL SERVICES COMPANY, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in 000's)  
(unaudited)

	THREE MONTHS ENDED MARCH 31,	
	2000	1999
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 666	\$ 515
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	149	239
Amortization of software development costs	89	155
Loss (gain) on disposal of assets	0	(2)
Provision for inventory reserves	100	90
Minority interest	11	0
Other	0	2
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable	479	(374)
(Increase) Decrease in inventories	(330)	9
Decrease in prepaid expenses and deposits	(167)	(139)
Increase (Decrease) in accounts payable and accrued liabilities	201	(98)
(Decrease) in payroll related liabilities	(239)	(86)
Increase (Decrease) in taxes (other than payroll and income)	36	(80)
Increase in deferred revenue and customers' deposits	1,325	696
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>2,320</b>	<b>927</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(48)	(1)
Proceeds for sale of property and equipment	0	2
<b>NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES</b>	<b>(48)</b>	<b>1</b>
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES (Stock Option Exercises)</b>	<b>1</b>	<b>0</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>2,273</b>	<b>928</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>4,787</b>	<b>1,567</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 7,060</b>	<b>\$ 2,495</b>

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

CELLULAR TECHNICAL SERVICES COMPANY, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE A - BASIS OF PRESENTATION:

The accompanying unaudited financial statements of Cellular Technical Services Company, Inc., including the December 31, 1999 balance sheet which has been derived from audited financial statements, have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The operating results for the three month period ended March 31, 2000 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2000. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999. Unless the context otherwise requires, all references to the "Company" herein include Cellular Technical Services Company, Inc. and any entity over which it has or shares operational control.

NOTE B - INVENTORIES:

Inventory consists of the following (in 000's):

	MARCH 31, 2000	DECEMBER 31, 1999
	-----	-----
Inventory, primarily service parts	\$ 1,581	\$1,589
Phone card inventory	333	0
	-----	-----
Total	1,914	1,589
Less inventory reserves	(1,092)	(997)
	-----	-----
	\$ 822	\$ 592
	=====	=====

NOTE C - CONTINGENCIES:

The following legal matters are outstanding as of March 31, 2000:

In January 1998, Communications Information Services, Inc. filed an action against the Company and AirTouch Communications, Inc. for alleged infringement of United States Patent No. 5,329,591 ("the `591 patent") in the United States District Court for the Northern District of Georgia at Atlanta. In January 1999, the Court granted the Company's motion to transfer this lawsuit to the United States District Court for the Western District of Washington. The complaint asserts that the plaintiff is the exclusive licensee of all rights under the `591 patent, alleges that the Company's cellular telephone fraud prevention technology infringes the `591 patent, and seeks damages in unspecified amounts. The Company believes this lawsuit is without merit and is vigorously defending against it. Although no estimate of any outcome of this action can currently be made, an unfavorable resolution of this lawsuit could have a material adverse effect on the Company's business, financial condition and results of operations.

From time to time, the Company is also a party to other legal proceedings in the ordinary course of business and/or which management believes will be resolved without a material adverse effect on the Company's business, financial condition or results of operations.

NOTE D - EARNINGS PER SHARE:

The calculation of basic and diluted earnings per share is as follows (in 000's, except per share amounts):

	THREE MONTHS ENDED MARCH 31,	
	2000	1999
Net income(A)	\$ 666	\$ 515
Weighted average number of shares outstanding(B)	2,282	2,281
Stock options**	75	--
Weighted average number of shares outstanding(C)	2,357	2,281
Earnings per share		
Basic(A)/(B)	\$ .29	\$ .23
Diluted(A)/(C)	\$ .28	\$ .23

\*\* Excluded from the computation of diluted earnings per share given the effects were anti-dilutive.

NOTE E- SEGMENT INFORMATION:

The Company has two reportable business segments for the first quarter of 2000 which offer distinctive products and services marketed through different channels: (i) the Company's Blackbird'r' Platform product line, which includes the Blackbird'r' Platform, PreTect'TM' cloning-fraud prevention application, No Clone Zone'sm' roaming-fraud prevention service, and related application products and services; and (ii) the Company's prepaid long-distance phone card business, which is conducted through its majority-owned subsidiary, Isis Tele-Communications, Inc. Management evaluates segment performance based upon segment profit or loss before income taxes. The differences in the pretax segment profit of \$692,000 and net income of \$666,000 include income tax expense of \$15,000 and minority interest of \$11,000. There were no intercompany sales of products between the segments. The Company's phone card business segment was not in operation in the comparable prior year period.

(in 000's)	Segments		Consolidated Totals
	Blackbird Platform	Phone cards	
Revenue from external customers	\$2,170	\$2,747	\$4,917
Intersegment revenue	--	--	--
Pretax segment profit	636	56	692
Segment assets	11,964	239	12,203
Expenditures for segment assets	24	24	48

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of the Company's results of operations and financial condition. The discussion should be read in conjunction with the financial statements and notes thereto. Unless the context otherwise requires, all references to the "Company" herein include Cellular Technical Services Company, Inc. and any entity over which it has or shares operational control.

### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the Company's views with respect to future events and financial performance. The Company uses words and phrases such as "anticipate," "expect," "intend," "the Company believes," "future," and similar words and phrases to identify forward-looking statements. Reliance should not be placed on these forward-looking statements. These forward-looking statements are based on current expectations and are subject to risks, uncertainties and assumptions that could cause, or contribute to causing, actual results to differ materially from those expressed or implied in the applicable statements. Readers should pay particular attention to the descriptions of risks and uncertainties described in the Company's Annual Report on Form 10-K for the year ended December 31, 1999 and in the Company's other filings with the Securities and Exchange Commission. All forward-looking statements included in this report are based on information available to the Company on the date of this report. The Company assumes no obligation or duty to update any such forward-looking statements.

### OVERVIEW

The Company develops, markets, distributes and supports a diversified mix of products and services for the telecommunications industry. Over the past 11 years, the Company has developed expertise in real-time wireless call processing and has created technologically advanced solutions for this industry, focusing primarily in the area of wireless communications fraud management. During 1999 and the first quarter of 2000, the Company implemented a short and long-range strategic plan to diversify its product mix, both within and outside of the telecommunications industry. This diversification strategy is at the foundation of the Company's growth plan for the future.

### PRODUCTS

#### The Blackbird Platform Products

The Company's Blackbird'r' Platform product line includes a suite of radio frequency ("RF") based platform solutions focusing on wireless fraud prevention. Presently, it involves various forms of "pre-call" verification to ensure that the use of an analog wireless telephone is legitimate before the device is allowed to connect to a carrier's analog wireless communications network. In this area, the Company is a leading provider of RF-based solutions for the prevention of "cloning fraud." This term is used to describe the illegal activity of using a scanning device to steal the electronic serial number and mobile identification number of a legitimate wireless telephone while in use, then reprogramming the stolen numbers into other phones. These reprogrammed phones, or "clone phones," are then used to make illegal calls on a wireless communications network, without payment for the wireless services rendered. The Company's suite of RF-based platform solutions include the Blackbird'r' Platform, PreTect<sup>TM</sup> cloning-fraud prevention application, No Clone Zone<sup>sm</sup> roaming-fraud prevention service, and related application products and services (collectively, the "Blackbird Platform Products"). The Company's Blackbird Platform Products are currently deployed in approximately 2,000 cell sites in most major metropolitan areas throughout the United States. The Company's customers have reported up to a 98% reduction in cloning fraud activity in areas served by the Blackbird Platform Products since its initial installation, and continue to rely on its cloning prevention capabilities for their existing analog wireless communications networks.

#### Prepaid Wireline Long-Distance Phone Cards

To stimulate revenue growth for the Company, and in alignment with its product diversification strategy, the Company expanded into the prepaid long-distance service arena in the fourth quarter of 1999. Through its new majority-owned



subsidiary, Isis Tele-Communications, Inc., the Company markets and distributes branded prepaid long-distance phone cards primarily under the Value Maxx™ and Straight Talk™ brands in denominations generally ranging from \$5 to \$20 per card. Isis specializes in targeted marketing programs and features local and toll-free access numbers and aggressive domestic and international long-distance rates. The Company expects that Isis will distribute cards through regional and national multi-level distribution channels, using direct sales, third-party distributors, vending machines, and telemarketing. The Company anticipates that its ability to provide aggressive per-minute rates, broad multi-level distribution coverage, and quality customer service will provide the key ingredients to fueling revenue growth and future product expansion of this product line for the Company. Isis presently has offices in Los Angeles, Boston, New York, New Jersey, and Chicago.

#### Future Opportunities For Growth In Emerging Technologies

During the fourth quarter of 1999, and as part of the Company's long-term diversification strategy, the Company made a strategic investment in KSI Inc., a provider of development-stage wireless geo-location technology. The Federal Communications Commission ("FCC") has required all wireless carriers to deploy wireless geo-location technology by October 2001 to provide comparable 911 services to wireless telecommunications subscribers. Wireless geo-location technology provides and identifies the specific geographic location (in latitude and longitude measurements) of a wireless telephone, and can eventually be applied to other wireless communications devices. The Company expects to leverage its entrance into the geo-location marketplace by developing, marketing, distributing, and supporting a suite of commercial geo-location applications as the technology evolves and is deployed by all wireless carriers to comply with the FCC's requirements. On February 28, 2000, TruePosition, Inc., a wholly owned subsidiary of Liberty Media (NYSE: LMG.A, LMG.B), announced its proposed acquisition of KSI in a stock acquisition. We believe the planned combination of TruePosition and KSI should enhance the return on our initial investment in KSI and enable the Company to capitalize on future applications with one of the premiere providers of wireless geo-location technology and related services.

#### REVENUE AND EXPENSE

##### Revenue

During the first quarter of 2000, the Company generated revenue from three sources: systems revenue, service revenue and prepaid phone card revenue.

Systems revenue is generated from licensing and sales of the Company's proprietary software and hardware products, the sale of third-party products sold in connection with the Company's proprietary products and, to a lesser extent, fees earned in connection with the installation and deployment of these products. Revenue is recognized when all of the following conditions are met:

- (i) persuasive evidence of an arrangement exists;
- (ii) delivery has occurred, including satisfaction of all contractual obligations, and other elements that are essential to the functionality of the delivered products have been satisfied;
- (iii) the amount is fixed or determinable; and
- (iv) collectability is probable.

Revenue is deferred if the above conditions are not met, based on vendor specific objective evidence ("VSOE") of the fair value for all elements of the arrangement. VSOE is based on the price charged when an element is sold separately, or, in the case of an element not yet sold separately, the price established by authorized management, if it is probable that the price, once established, will not change before market introduction. Elements included in multiple element arrangements could consist of software products, upgrades, enhancements, customer support services, or consulting services.

Service revenue is derived primarily from hardware and software maintenance programs, No Clone Zone roaming fraud prevention service, Blackbird Platform Monitoring service and related professional services provided in support of the Company's currently deployed product base. Service revenue is recognized ratably over the period that the service is provided. Hardware and software maintenance generally begins after system acceptance. Prepaid or allocated maintenance and services are recorded as deferred revenue.



Prepaid phone card revenue is derived from the sales of prepaid wireline long-distance phone cards through Isis Tele-communications, Inc., the Company's majority-owned subsidiary.

Revenue recognition for the Company's systems varies by customer and by product. Every element of a contract must be identified and valued based upon VSOE, regardless of any stated price in the contract. Revenue from any undelivered elements of a contract is deferred. However, any undelivered element essential to the functionality of the delivered product will cause a 100% deferral of the sale. Amounts billed and received on sales contracts before products are delivered or before revenue is recognized or recognizable are recorded as customer deposits or deferred revenue. The significant factors used in determining revenue recognition generally include physical hardware and software delivery, definitions of system delivery and customer acceptance. For those agreements which provide for payment based upon meeting actual performance criteria, the Company may record a portion of the systems revenue and the majority of the systems costs at shipment or during the early stages of a system deployment. In certain cases no systems revenue may be recorded at time of shipment, while certain operating costs may be recorded during the deployment process. Accordingly, revenue and direct margin recorded by the Company can be expected to be lower in earlier periods of deployment and inconsistent from quarter to quarter, especially during the initial market deployments under new agreements. The resulting deferral of revenue is recognized in subsequent periods upon meeting the performance criteria specified in the applicable agreement. The Company does not operate with a significant revenue backlog.

#### Costs and Expenses

Costs of systems, services and phone cards are primarily comprised of the costs of: (i) prepaid phone card activation costs; (ii) equipment, including both proprietary and third-party hardware and, to a lesser extent, manufacturing overhead and related expenses; (iii) amortization of capitalized software development costs; (iv) system integration and installation; (v) royalty fees related to the licensing of intellectual property rights from others; (vi) customer support; and (vii) activities associated with the evaluation, repair and testing of parts returned from the field in connection with the Company's ongoing hardware maintenance service activities.

Research and development expenditures include the costs for research, design, development, testing, preparation of training and user documentation and fixing and refining features for the software and hardware components included in the Company's current and future products and services.

The Company expects that its costs and expenses in these and other areas will continue to be incurred in the future, due to the ongoing need to: (i) make investments in research and development to enhance existing products and services and to develop new products and services to address emerging market opportunities, such as those in the geo-location and prepaid phone card markets; (ii) enhance its sales and marketing activities; (iii) enhance hardware maintenance processes; (iv) enhance its customer support capabilities; and (v) enhance its general and administrative activities.

THREE MONTHS ENDED MARCH 31, 2000 COMPARED TO THREE MONTHS ENDED MARCH 31, 1999

#### Overview

Total revenue increased 78% to \$4,917,000 in 2000 from \$2,764,000 in 1999. Net income was \$666,000, or \$0.28 per diluted share, in 2000 compared to \$515,000, or \$0.23 per diluted share, in 1999.

The increased revenue was primarily derived from the Company's new prepaid phone card business, which commenced operations in December 1999, and which provided \$2.7 million in revenue in the first quarter of 2000, compared to zero revenue in the comparable 1999 period. This increase was offset by decreased systems and service revenue primarily from the Company's Blackbird Platform products due to: (i) a reduction in domestic market opportunities for the Company's cloning fraud prevention technology, (ii) the effectiveness of this and other authentication-based products in combating cloning fraud, (iii) lower penetration than originally planned of Blackbird Platform Products into existing customers' markets and new and/or additional markets, (iv) the lack of additional new domestic and international customers, and (v) the net reduction in price and volume of services in connection with Blackbird Platform Products.



The improved operating results are attributable to: (i) increased overall revenue, (ii) higher margins on Blackbird Platform systems and services revenue in 2000, (iii) continued cost reductions which streamlined the Company's operations, consolidated its facilities and reduced its workforce, and (iv) increased interest income.

#### Revenue

Systems revenue decreased 51% to \$275,000 in 2000 from \$557,000 in 1999, due to the factors discussed above, and represents revenue from customers for sales of the Company's Blackbird Platform Products.

Service revenue decreased 14% to \$1,895,000 in 2000 from \$2,207,000 in 1999. All of the 2000 service revenue, and approximately 94% of the 1999 service revenue, was derived from the Blackbird Platform Products. The decrease is due to the factors discussed above and to the phase-out of service revenue from the Company's Hotwatch product line in 1999. Hotwatch service revenue totaled \$126,000 in the first quarter of 1999.

Prepaid phone card revenue was \$2,747,000 in 2000. Prepaid phone card sales started in late December, 1999, so there was no comparable revenue from the prior year quarter. Prepaid phone cards are sold through a nationwide network of distribution channels.

#### Costs and Expenses

Costs of systems, services and prepaid phone cards increased by \$2,077,000 to \$3,155,000 in 2000, from \$1,078,000 in 1999. As a percent of total revenue, the costs were 64% and 39% for the 2000 and 1999 periods, respectively. The increase in the amounts and percentages of costs for 2000 relative to 1999 is primarily due to the changed product mix including the new prepaid phone card business which has lower gross margins as compared to our other products. There were no prepaid phone card sales in the comparable quarter from 1999. Offsetting this increase were decreases in amortization of capitalized software development costs and expense reductions relating to reduced headcount and consolidation of warehousing facilities.

Sales and marketing expenses increased 84% to \$313,000 in 2000 from \$170,000 in 1999, and remained at 6% of total revenue. The increase in sales and marketing expenses is attributable to costs in selling and marketing prepaid phone cards including establishing and staffing sales offices, offset by a decrease in sales and marketing expenses for the Blackbird Platform products.

General and administrative expenses decreased 6% to \$558,000 in 2000 from \$591,000 in 1999, and primarily reflects a reduction in staffing levels and related expenditures from the prior year, partially offset by new spending to develop the infrastructure of the Company's prepaid phone card business.

Research and development costs decreased 20% to \$355,000 in 2000 from \$445,000 in 1999. The decrease in expenditures in 2000 was primarily attributable to reduced staffing levels and related expenditures from the prior year period, partially offset by increased spending on product enhancements and new product research.

#### Interest Income and Expense

Net interest income increased to \$132,000 in 2000 from \$33,000 in 1999. This increase is attributable to: higher average cash balances on hand during the 2000 period, higher prevailing interest rates earned on invested cash, and interest accrued on the Company's note receivable with KSI Inc., which was not outstanding during the comparable 1999 period.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company's capital requirements have consisted primarily of funding software and hardware research and development, property and equipment requirements, working capital and the Company's operating expenses. The Company historically has funded these requirements through issuance of common stock (including proceeds from the exercise of warrants and options) and from operating profits in certain periods. On March 31, 2000, the Company's cash balance was \$7,060,000 as compared to \$4,787,000 on December 31, 1999. The Company's working capital increased to \$4,489,000 at March 31, 2000 from \$3,621,000 at December 31, 1999.



Cash provided by operating activities amounted to \$2,309,000 in 2000, as compared to \$927,000 in 1999. The major factors contributing to the Company's increased cash flow from operating activities in the 2000 period were: (i) the \$666,000 net income recorded in 2000 as compared to \$515,000 in 1999; and (ii) the net changes in the balances of the major working capital components affecting cash flow from operating activities, including:

- (a) Accounts receivable, which decreased 18%, or \$479,000, in 2000 primarily due to timing differences arising from billing and payment cycles and terms of recurring service agreements;
- (b) Accounts payable and accrued liabilities, which increased 22%, or \$201,000, in 2000, due the timing of payments and growth of the prepaid phone card business; and
- (c) Deferred revenue and customers' deposits, which increased 43%, or \$1,326,000, in 2000, and resulted from the timing of payments for prepaid maintenance and service revenue for the installed base of Blackbird Platform Products and from a customer deposit for software to be delivered after the first quarter of 2000.

Cash used in investing activities totaled \$48,000 in 2000, compared to cash provided by investing activities of \$1,000 in 1999. The amounts in the 2000 period were primarily for the purchase of computer hardware and software for the Company's current and developing businesses. At March 31, 2000, the Company had no significant commitments for capital expenditures.

#### Operating Trends

The Company earned \$0.7 million in the first quarter of 2000, compared to earnings of \$2.6 million for the year ended December 31, 1999 and an operating loss of \$10.9 million for the year ended December 31, 1998. Net non-cash charges included in the results were \$0.3 million during the first quarter of 2000, and \$1.7 million and \$9.9 million during the full-year 1999 and 1998 periods, respectively. As of March 31, 2000, the Company had an accumulated deficit of \$23.6 million, which primarily accumulated during the three years ended December 31, 1998.

During 1996 and 1997, the Company deployed its initial Blackbird Platform Products and incurred substantial operating expenses during such deployment. Beginning in 1998, in response to unfavorable operating results, the Company implemented a restructuring plan that included, among other initiatives, streamlining the Company's operations to better balance expenses and revenues. Beginning in 1999, the Company implemented a strategic plan for long-term growth and product diversification. The core of this plan involves the broadening of the Company's product and service offerings in order to diversify its customer base and increase its overall growth potential. As part of this strategic plan, the Company launched its prepaid phone card business in December 1999. In the first quarter of 2000, revenue from prepaid phone cards and Blackbird Platform Products represented 56% and 44%, respectively, of the Company's total revenue for that period. By comparison, revenue from Blackbird Platform Products represented substantially all of the Company's total revenue in 1999. While the Company anticipates continued profitability from Blackbird Platform Products in 2000, it believes that revenue from Blackbird Platform Products will decline over time.

Despite the Company's recent improvements in profitability, cash flow, and product diversification, there can be no assurance that the Company's operations will be profitable on a quarterly or annual basis in the future or that existing revenue levels can be enhanced or sustained. Past and existing revenue levels should not be considered indicative of future operating results. While the Company believes that its current cash reserves and projected cash flow from operations provide sufficient cash to fund its operations for at least the next twelve to twenty-four months, unanticipated changes in customer needs and/or other external factors may require additional financing and/or further expense reductions.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a) EXHIBITS

27. Financial Data Schedule - filed only with EDGAR submission.

b) REPORTS ON FORM 8-K

None.

SIGNATURES

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

CELLULAR TECHNICAL SERVICES COMPANY, INC.

By: /s/ Bruce R. York

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Bruce R. York  
Vice President and Chief Financial Officer  
May 9, 2000

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STATEMENT OF DIFFERENCES

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The trademark symbol shall be expressed as ..... 'TM'  
The registered trademark symbol shall be expressed as ..... 'r'  
The service mark symbol shall be expressed as ..... 'sm'

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE ACCOMPANYING FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

1,000

3-MOS  
DEC-31-2000  
JAN-01-2000  
MAR-31-1999

		7,060
	0	
	2,173	
	5	
	822	
10,341		4,333
	3,560	
	12,203	
5,852		0
	0	
	0	
		23
	6,340	
12,203		275
	4,917	
		3,155
	4,381	
	0	
	0	
	0	
	681	
		15
666		
	0	
	0	
		0
	666	
	0.29	
	0.28	