

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

FORM 10-K

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO  
SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

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

For the fiscal year ended December 31, 2005

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-24277

CLARUS CORPORATION

(Exact name of Registrant as specified in its Charter)

Delaware 58-1972600  
(State of Incorporation) (I.R.S. Employer Identification No.)

One Landmark Square  
Stamford, Connecticut 06901  
(Address of principal office, including zip code)

(203) 428-2000  
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: Common Stock,  
par value \$.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as  
defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports  
pursuant to Section 13 or Section 15(d) of the Exchange Act. YES  NO

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405  
of Regulation S-K is not contained herein, and will not be contained, to the  
best of Registrant's knowledge, in definitive proxy or information statement  
incorporated by reference in Part III of this Form 10-K or any amendment to this  
Form 10-K.

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

Indicate by check mark whether the registrant is a shell company (as defined in  
Rule 12b-2 of the Exchange Act) YES  NO

The aggregate market value of the voting stock and non-voting common equity held  
by non-affiliates of the Registrant at June 30, 2005 was approximately \$118.2  
million based on \$8.25 per share, the closing price of the common stock as  
quoted on the OTC Pink Sheets Electronic Quotation Service.

The number of shares of the Registrant's common stock outstanding at February  
22, 2006 was 17,112,170 shares.

DOCUMENT INCORPORATED BY REFERENCE

Portions of our Proxy Statement for the 2006 Annual Meeting of Stockholders to  
be filed with the Securities and Exchange Commission within 120 days of the  
Registrant's 2005 fiscal year end are incorporated by reference into Part III of  
this report.

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## PART I

### ITEM 1. BUSINESS

#### FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements, including information about or related to our future results, certain projections and business trends. Assumptions relating to forward-looking statements involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. When used in this report, the words "estimate," "project," "intend," "believe," "expect" and similar expressions are intended to identify forward-looking statements. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any or all of the assumptions could prove inaccurate, and we may not realize the results contemplated by the forward-looking statements. Management decisions are subjective in many respects and susceptible to interpretations and periodic revisions based upon actual experience and business developments, the impact of which may cause us to alter our business strategy or capital expenditure plans that may, in turn, affect our results of operations. In light of the significant uncertainties inherent in the forward-looking information included in this report, you should not regard the inclusion of such information as our representation that we will achieve any strategy, objectives or other plans. The forward-looking statements contained in this report speak only as of the date of this report, and we have no obligation to update publicly or revise any of these forward-looking statements.

These and other statements, which are not historical facts, are based largely upon our current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by such forward-looking statements. These risks and uncertainties include, among others, our planned effort to redeploy our assets and use our cash and cash equivalent assets to enhance stockholder value following the sale of substantially all of our electronic commerce business, which represented substantially all of our revenue generating operations and related assets, and the risks and uncertainties set forth in the section headed "Factors That May Affect Our Future Results" of Part I of this Report and described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part II of this Report. We cannot assure you that we will be successful in our efforts to redeploy our assets or that any such redeployment will result in Clarus' future profitability. Our failure to redeploy our assets could have a material adverse effect on the market price of our common stock and our business, financial condition and results of operations.

#### OVERVIEW

Clarus Corporation ("Clarus" or the "Company," which may be referred to as "we," "us," or "our") was formerly a provider of e-commerce business solutions until the sale of substantially all of its operating assets in December 2002. We are currently seeking to redeploy our cash and cash equivalent assets to enhance stockholder value and are seeking, analyzing and evaluating potential acquisition and merger candidates. We were incorporated in Delaware in 1991 under the name SQL Financials, Inc. In August 1998, we changed our name to Clarus Corporation. Our principal corporate office is located at One Landmark Square, Stamford, Connecticut 06901 and our telephone number is (203) 428-2000.

#### BUSINESS

At the 2002 annual meeting of our stockholders held on May 21, 2002, Warren B. Kanders, Burt R. Ehrlich and Nicholas Sokolow were elected by our stockholders to serve on our Board of Directors. Under the leadership of these new directors, our Board of Directors adopted a strategy of seeking to enhance stockholder value by pursuing opportunities to redeploy our assets through an acquisition

of, or merger with, an operating business that will serve as a platform company, using our cash, other non-operating assets (including, to the extent available, our net operating loss carryforward) and our publicly-traded stock to enhance future growth. The strategy also sought to reduce significantly our cash expenditure rate by targeting, to the extent practicable, our overhead expenses to the amount of our investment income until the completion of an acquisition or merger. While the Company's expenses have been significantly reduced, management currently believes that the Company's operating expenses will exceed investment income during 2006.

As part of our strategy to enhance stockholder value, on December 6, 2002, we consummated the sale of substantially all of the assets of our electronic commerce business, which represented substantially all of our revenue generating operations and related assets, to Epicor Software Corporation ("Epicor"), a Delaware corporation, for a purchase price of \$1.0 million in cash (the "Asset Sale"). Epicor is traded on the Nasdaq National Market under the symbol "EPIC." The sale included licensing, support and maintenance activities from our eProcurement, Sourcing, View (for eProcurement), eTour (for eProcurement), ClarusNET, and Settlement software products, our customer lists, certain contracts and certain intellectual property rights related to the purchased assets, maintenance payments and certain furniture and equipment. Epicor agreed to assume certain of our liabilities, such as executory obligations arising under certain contracts, agreements and commitments related to the transferred assets. We remained responsible for all of our other liabilities including liabilities under certain contracts, including any violations of environmental laws and for our obligations related to any of our indebtedness, employee benefit plans or taxes that were due and payable in connection with the acquired assets on or before the closing date of the Asset Sale.

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Upon the closing of the sale to Epicor, Warren B. Kanders assumed the position of Executive Chairman of the Board of Directors, Stephen P. Jeffery ceased to serve as Chief Executive Officer and Chairman of the Board, and James J. McDevitt ceased to serve as Chief Financial Officer and Corporate Secretary. Mr. Jeffery agreed to continue to serve on the Board of Directors and serve in a consulting capacity for a period of three years. In addition, the Board of Directors appointed Nigel P. Ekern as Chief Administrative Officer to oversee the operations of Clarus and to assist with our asset redeployment strategy.

On January 1, 2003, we sold the assets related to our Cashbook product, which were excluded from the Epicor transaction, to an employee group headquartered in Limerick, Ireland. This completed the sale of nearly all of our active software operations as part of our strategy to limit operating losses and enable us to reposition our business in order to enhance stockholder value. In anticipation of the redeployment of our assets, our cash balances are being held in short-term, highly rated instruments designed to preserve safety and liquidity and to exempt us from registration as an investment company under the Investment Company Act of 1940.

We are currently working to identify suitable merger partners or acquisition opportunities. Although we are not targeting specific industries for potential acquisitions, we plan to seek businesses with substantial cash flow, experienced management teams, and operations in markets offering substantial growth opportunities. In addition, we believe that our common stock, which has a strong institutional stockholder base, offers us flexibility as acquisition currency and will enhance our attractiveness to potential merger or acquisition candidates. This strategy is, however, subject to certain risks. See "Factors That May Affect Our Future Results" below.

As previously disclosed in our Report on Form 8-K filed with the Securities and Exchange Commission on October 4, 2004, the Company's common stock was delisted from the Nasdaq National Market effective with the open of business on October 5, 2004. The delisting followed a determination by the Nasdaq Listing Qualifications Panel that the Company was a "public shell" and should be delisted due to policy concerns raised under Nasdaq Marketplace Rules 4300 and 4300(a)(3). The Company's common stock is now quoted on the OTC Pink Sheets Electronic Quotation Service under the symbol "CLRS.PK."

At the Company's annual stockholders meeting on July 24, 2003, the stockholders approved an amendment (the "Amendment") to our Amended and Restated Certificate of Incorporation to restrict certain acquisitions of Clarus' securities in order to help assure the preservation of its net operating loss tax carryforward ("NOL"). Although the transfer restrictions imposed on our securities are intended to reduce the likelihood of an impermissible ownership change, no assurance can be given that such restrictions would prevent all transfers that would result in an impermissible ownership change. The Amendment generally restricts and requires prior approval of our Board of Directors of direct and indirect acquisitions of the Company's equity securities if such acquisition will affect the percentage of our capital stock that is treated as owned by a 5% stockholder. The restrictions will generally only affect persons trying to acquire a significant interest in our common stock.

In the fourth quarter of 2005, the Company incurred \$92,000 in expenses related to an acquisition negotiation and due diligence process and also recognized a credit of \$151,000 in transaction expenses from the final settlement of outstanding expenses arising out of an acquisition negotiation and due diligence process that terminated in September 2004 without the consummation of the acquisition. In the third quarter of 2004, the Company recognized \$1.5 million in transaction expenses arising out of negotiations associated with the terminated acquisition in September 2004. The Company incurred an additional \$0.1 million of transaction expenses during the fourth quarter of 2004. The Company expects to recognize approximately \$1.3 million of transaction expenses

in the first quarter of 2006, arising out of an acquisition negotiation and due diligence process that terminated in January 2006 without the consummation of the acquisition. Transaction expenses represent the costs incurred during due diligence and negotiation of potential acquisitions, such as legal, accounting, appraisal and other professional fees and related expenses.

#### PRIOR BUSINESS

Prior to the sale of substantially all of our operating assets in December 2002, we developed, marketed and supported Internet-based business-to-business e-commerce software that automated the procurement, sourcing, and settlement of goods and services. Our software was designed to help organizations reduce the costs associated with the purchasing and payment settlement of goods and services, and help to maximize procurement economies of scale.

There were several milestones in the evolution of our business prior to the December 2002 sale. On May 26, 1998, we completed an initial public offering of our common stock in which we sold 2.5 million shares of common stock at \$10.00 per share, resulting in net proceeds to us of approximately \$22.0 million. On October 18, 1999, we sold substantially all of the assets of our financial and human resources software ("ERP") business to Geac Computer Systems, Inc. and Geac Canada Limited. In this sale, we received approximately \$13.9 million. On March 10, 2000, we sold 2,243,000 shares of common stock in a secondary public offering at \$115.00 per share resulting in net proceeds to us of approximately \$244.4 million.

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#### EMPLOYEES

All of our employees are based in the United States. As of December 31, 2005, we had a total of six employees, all of which are located in our Stamford, Connecticut headquarters. Our employees only devote as much of their time as is necessary to the affairs of the Company and also serve in various capacities with other public and private entities. None of our employees are represented by a labor union or are subject to a collective bargaining agreement. We have not experienced any work stoppages and consider our relationship with our employees to be good.

#### FACTORS THAT MAY AFFECT OUR FUTURE RESULTS

In addition to other information in this annual report on Form 10-K, the following risk factors should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition. However, the risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or which are currently deemed immaterial may also impair our financial condition. If any of these risks actually occur, our financial condition could be materially adversely affected.

#### RISKS RELATED TO CLARUS CORPORATION

##### WE CONTINUE TO INCUR OPERATING LOSSES.

As a result of the sale of substantially all of our electronic commerce business, we will no longer generate revenue previously associated with the products and contracts comprising our electronic commerce business. We are not profitable and have incurred an accumulated deficit of \$280.9 million from our inception through December 31, 2005. Our current ability to generate revenues and to achieve profitability and positive cash flow will depend on our ability to redeploy our assets and use our cash and cash equivalent assets to reposition our business whether it is through a merger or acquisition. Our ability to become profitable will depend, among other things, (i) on our success in identifying and acquiring a new operating business, (ii) on our development of new products or services relating to our new operating business, and (iii) on our success in distributing and marketing our new products or services.

##### WE MAY BE UNABLE TO REDEPLOY OUR ASSETS SUCCESSFULLY.

As part of our strategy to limit operating losses and enable Clarus to redeploy its assets and use its cash and cash equivalent assets to enhance stockholder value, we have sold our electronic commerce business, which represented substantially all of our revenue generating operations and related assets. We are pursuing a strategy of identifying suitable merger partners and acquisition candidates that will serve as a platform company. Although we are not targeting specific business industries for potential acquisitions, we plan to seek businesses with cash flow, experienced management teams, and operations in markets offering significant growth opportunities. We may not be successful in acquiring such a business or in operating any business that we identify. We have been working without success since December 2002 to identify a suitable merger partner and consummate an acquisition. Failure to redeploy successfully will result in our inability to become profitable.

Even if we identify an appropriate acquisition opportunity, we may be unable to negotiate favorable terms for that acquisition. We may be unable to select, manage or absorb or integrate any future acquisitions successfully. Any acquisition, even if effectively integrated, may not benefit our stockholders. Any acquisitions that we attempt or complete may involve a number of unique risks including: (i) executing successful due diligence; (ii) our exposure to unforeseen liabilities of acquired companies; and (iii) our ability to integrate and absorb the acquired company successfully. We may be unable to address these problems successfully. Our failure to redeploy our assets could have a material adverse effect on the market price of our common stock and our business,

financial condition and results of operations.

**WE WILL INCUR SIGNIFICANT COSTS IN CONNECTION WITH OUR EVALUATION OF SUITABLE MERGER PARTNERS AND ACQUISITION CANDIDATES.**

As part of our plan to redeploy our assets, our management is seeking, analyzing and evaluating potential acquisition and merger candidates. We have incurred and will continue to incur significant costs, such as due diligence and legal and other professional fees and expenses, as part of these redeployment efforts. We incurred approximately \$1.4 million of transaction related expenses during 2005 and the first quarter of 2006 for due diligence and negotiation of potential acquisitions. In 2004, we incurred \$1.6 million of transaction related expenses during due diligence and negotiation of potential acquisitions. Notwithstanding these efforts and expenditures, we cannot give any assurance that we will identify an appropriate acquisition opportunity in the near term, or at all.

**WE WILL LIKELY HAVE NO OPERATING HISTORY IN OUR NEW LINE OF BUSINESS, WHICH IS YET TO BE DETERMINED, AND THEREFORE WE WILL BE SUBJECT TO THE RISKS INHERENT IN ESTABLISHING A NEW BUSINESS.**

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We have not identified what our new line of business will be; therefore, we cannot fully describe the specific risks presented by such business. It is likely that we will have had no operating history in the new line of business and it is possible that the target company may have a limited operating history in its business. Accordingly, there can be no assurance that our future operations will generate operating or net income, and as such our success will be subject to the risks, expenses, problems and delays inherent in establishing a new line of business for Clarus. The ultimate success of such new business cannot be assured.

**THE REPORTING REQUIREMENTS UNDER RULES ADOPTED BY THE SECURITIES AND EXCHANGE COMMISSION RELATING TO SHELL COMPANIES MAY DELAY OR PREVENT US FROM MAKING CERTAIN ACQUISITIONS.**

As a result of the final rules adopted by the Securities and Exchange Commission on June 29, 2005, Clarus may be deemed to be a shell company. The rules are designed to ensure that investors in shell companies that acquire operations have timely access to the same kind of information as is available to investors in public companies generally. The rules prohibit the use by shell companies of a Form S-8 and revise the Form 8-K to require a shell company to include extensive registration-level information required to register a class of securities under the Securities Exchange Act of 1934 (the "Exchange Act"), in the filing on Form 8-K that the shell company files to report the acquisition of a business.

The extensive registration-level information includes a detailed description of a company's business and properties, management, executive compensation, related party transactions, legal proceedings and historical market price information, as well as audited historical financial statements and management's discussion and analysis of results of operations. The revised Form 8-K rules also require a shell company to file pro forma financial statements giving effect to the acquisition not later than four business days after completion of the acquisition, instead of 75 days as required by non-shell companies.

The time and additional costs that may be incurred by some acquisition prospects to prepare such detailed disclosures and obtain audited financial statements may significantly delay or essentially preclude consummation of an otherwise desirable acquisition by Clarus, or deter potential targets from negotiating with Clarus. If Clarus were to be deemed a shell company, any increased difficulty in Clarus' ability to identify and consummate an acquisition with an appropriate merger candidate can materially adversely affect Clarus' ability to successfully implement its redeployment strategy.

**WE MAY BE UNABLE TO REALIZE THE BENEFITS OF OUR NET OPERATING LOSS ("NOL") AND TAX CREDIT CARRYFORWARDS.**

NOLs may be carried forward to offset federal and state taxable income in future years and eliminate income taxes otherwise payable on such taxable income, subject to certain adjustments. Based on current federal corporate income tax rates, our NOL and other carryforwards could provide a benefit to us, if fully utilized, of significant future tax savings. However, our ability to use these tax benefits in future years will depend upon the amount of our otherwise taxable income. If we do not have sufficient taxable income in future years to use the tax benefits before they expire, we will lose the benefit of these NOL carryforwards permanently. Consequently, our ability to use the tax benefits associated with our substantial NOL will depend significantly on our success in identifying suitable merger partners and/or acquisition candidates, and once identified, successfully consummate a merger with and/or acquisition of these candidates.

Additionally, if we underwent an ownership change, the NOL carryforward limitations would impose an annual limit on the amount of the taxable income that may be offset by our NOL generated prior to the ownership change. If an ownership change were to occur, we may be unable to use a significant portion of our NOL to offset taxable income. In general, an ownership change occurs when, as of any testing date, the aggregate of the increase in percentage points of the total amount of a corporation's stock owned by "5-percent stockholders" within the meaning of the NOL carryforward limitations whose percentage ownership of the stock has increased as of such date over the lowest percentage of the stock owned by each such "5-percent stockholder" at any time during the three-year period preceding such date is more than 50 percentage points. In

general, persons who own 5% or more of a corporation's stock are "5-percent stockholders," and all other persons who own less than 5% of a corporation's stock are treated together as a public group.

The amount of NOL and tax credit carryforwards that we have claimed has not been audited or otherwise validated by the U.S. Internal Revenue Service (the "IRS"). The IRS could challenge our calculation of the amount of our NOL or our determinations as to when a prior change in ownership occurred and other provisions of the Internal Revenue Code may limit our ability to carry forward our NOL to offset taxable income in future years. If the IRS was successful with respect to any such challenge, the potential tax benefit of the NOL carryforwards to us could be substantially reduced.

#### CERTAIN TRANSFER RESTRICTIONS IMPLEMENTED BY US TO PRESERVE OUR NOL MAY NOT BE EFFECTIVE OR MAY HAVE SOME UNINTENDED NEGATIVE EFFECTS.

On July 24, 2003, at our Annual Meeting of Stockholders, our stockholders approved an amendment (the "Amendment") to our Amended and Restated Certificate of Incorporation to restrict certain acquisitions of our securities in order to help assure the preservation of our NOL. The Amendment generally restricts direct and indirect acquisitions of our equity securities if such acquisition will affect the percentage of Clarus' capital stock that is treated as owned by a "5-percent stockholder."

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Although the transfer restrictions imposed on our capital stock are intended to reduce the likelihood of an impermissible ownership change, there is no guarantee that such restrictions would prevent all transfers that would result in an impermissible ownership change. The transfer restrictions also will require any person attempting to acquire a significant interest in us to seek the approval of our Board of Directors. This may have an "anti-takeover" effect because our Board of Directors may be able to prevent any future takeover. Similarly, any limits on the amount of capital stock that a stockholder may own could have the effect of making it more difficult for stockholders to replace current management. Additionally, because the transfer restrictions will have the effect of restricting a stockholder's ability to acquire our common stock, the liquidity and market value of our common stock might suffer.

#### WE COULD BE REQUIRED TO REGISTER AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940, WHICH COULD SIGNIFICANTLY LIMIT OUR ABILITY TO OPERATE AND ACQUIRE AN ESTABLISHED BUSINESS.

The Investment Company Act of 1940 (the "Investment Company Act") requires registration, as an investment company, for companies that are engaged primarily in the business of investing, reinvesting, owning, holding or trading securities. We have sought to qualify for an exclusion from registration including the exclusion available to a company that does not own "investment securities" with a value exceeding 40% of the value of its total assets on an unconsolidated basis, excluding government securities and cash items. This exclusion, however, could be disadvantageous to us and/or our stockholders. If we were unable to rely on an exclusion under the Investment Company Act and were deemed to be an investment company under the Investment Company Act, we would be forced to comply with substantive requirements of the Investment Company Act, including: (i) limitations on our ability to borrow; (ii) limitations on our capital structure; (iii) restrictions on acquisitions of interests in associated companies; (iv) prohibitions on transactions with affiliates; (v) restrictions on specific investments; (vi) limitations on our ability to issue stock options; and (vii) compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations. Registration as an investment company would subject us to restrictions that would significantly impair our ability to pursue our fundamental business strategy of acquiring and operating an established business. In the event the Securities and Exchange Commission or a court took the position that we were an investment company, our failure to register as an investment company would not only raise the possibility of an enforcement action by the Securities and Exchange Commission or an adverse judgment by a court, but also could threaten the validity of corporate actions and contracts entered into by us during the period we were deemed to be an unregistered investment company. Moreover, the Securities and Exchange Commission could seek an enforcement action against us to the extent we were not in compliance with the Investment Company Act during any point in time.

#### FOR FIVE YEARS AFTER THE CLOSING OF THE ASSET SALE TO EPICOR, WE WILL BE PROHIBITED FROM COMPETING WITH THE ASSETS SOLD TO EPICOR.

The Noncompetition Agreement we entered into with Epicor provides that for a period of five years after the closing of the Asset Sale (December 6, 2002), neither we nor any of our affiliated entities are permitted, directly or indirectly, anywhere in the world: (i) to engage in any business that competes with the business of developing, marketing and supporting Internet-based business-to-business, electronic commerce solutions that automate the procurement, sourcing and settlement of goods and services including through the eProcurement, Sourcing, View (for eProcurement), eTour (for eProcurement), ClarusNET and Settlement software products and all improvements and variations of these products; (ii) to attempt to persuade any customer or vendor of Epicor to cease to do business with Epicor or reduce the amount of business being conducted with Epicor; (iii) to solicit the business of any customer or vendor of Epicor, if the solicitation could cause a reduction in the amount of business that Epicor does with the customer or vendor; or (iv) to hire, solicit for employment or encourage to leave the employment of Epicor any person who was an employee of Epicor within 90 days before the closing of the Asset Sale.

The prohibitions contained in our Noncompetition Agreement with Epicor will

restrict the business opportunities available to us and therefore may have a material adverse effect on our ability to successfully redeploy our remaining assets.

#### RISKS RELATED TO OUR COMMON STOCK

##### OUR COMMON STOCK IS NO LONGER LISTED ON THE NASDAQ NATIONAL MARKET.

On October 5, 2004, our common stock was delisted from the Nasdaq National Market. The delisting followed a determination by the Nasdaq Listing Qualifications Panel that the Company was a "public shell" and should be delisted due to policy concerns raised under Nasdaq Marketplace Rules 4300 and 4300(a)(3). Additional information concerning the delisting is set forth in the Company's Report on Form 8-K filed with the Securities and Exchange Commission on October 4, 2004. The Company's common stock is now quoted on the OTC Pink Sheets Electronic Quotation Service under the symbol "CLRS.PK." As a result of the delisting, stockholders may find it more difficult to dispose of, or to obtain accurate quotations as to the price of, our common stock, the liquidity of our stock may be reduced, making it difficult for a stockholder to buy or sell our stock at competitive market prices or at all, we may lose support from institutional investors and/or market makers that currently buy and sell our stock and the price of our common stock could decline.

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##### WE ARE VULNERABLE TO VOLATILE MARKET CONDITIONS.

The market prices of our common stock have been highly volatile. The market has from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. Please see the table contained in Item 5 of this Report which sets forth the range of high and low closing prices of our common stock for the calendar quarters indicated.

##### WE DO NOT EXPECT TO PAY DIVIDENDS ON OUR COMMON STOCK IN THE FORESEEABLE FUTURE.

Although our stockholders may receive dividends if, as and when declared by our Board of Directors, we do not intend to pay dividends on our common stock in the foreseeable future. Therefore, you should not purchase our common stock if you need immediate or future income by way of dividends from your investment.

##### OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AUTHORIZES THE ISSUANCE OF SHARES OF PREFERRED STOCK.

Our Amended and Restated Certificate of Incorporation provides that our Board of Directors will be authorized to issue from time to time, without further stockholder approval, up to 5,000,000 shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each series, including the dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and the number of shares constituting any series or designations of any series. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. We may issue additional preferred stock in ways which may delay, defer or prevent a change in control of Clarus without further action by our stockholders. Such shares of preferred stock may be issued with voting rights that may adversely affect the voting power of the holders of our common stock by increasing the number of outstanding shares having voting rights, and by the creation of class or series voting rights.

##### WE MAY ISSUE A SUBSTANTIAL AMOUNT OF OUR COMMON STOCK IN THE FUTURE, WHICH COULD CAUSE DILUTION TO CURRENT INVESTORS AND OTHERWISE ADVERSELY AFFECT OUR STOCK PRICE.

A key element of our growth strategy is to make acquisitions. As part of our acquisition strategy, we may issue additional shares of common stock as consideration for such acquisitions. These issuances could be significant. To the extent that we make acquisitions and issue our shares of common stock as consideration, your equity interest in us will be diluted. Any such issuance will also increase the number of outstanding shares of common stock that will be eligible for sale in the future. Persons receiving shares of our common stock in connection with these acquisitions may be more likely to sell off their common stock, which may influence the price of our common stock. In addition, the potential issuance of additional shares in connection with anticipated acquisitions could lessen demand for our common stock and result in a lower price than might otherwise be obtained. We may issue common stock in the future for other purposes as well, including in connection with financings, for compensation purposes, in connection with strategic transactions or for other purposes.

##### WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, and we have an internet website address at [www.claruscop.com](http://www.claruscop.com). We make available free of charge on our internet website address our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. You may also read and copy any document we file at the Securities and Exchange Commission's public reference room located at 100 F Street, NE, Washington, DC 20549. Please call the Securities and Exchange Commission at 1-800-732-0330 for further information

on the operation of such public reference room. You also can request copies of such documents, upon payment of a duplicating fee, by writing to the Securities and Exchange Commission at 100 F Street, NE, Washington, DC 20549 or obtain copies of such documents from the Securities and Exchange Commission's website at <http://www.sec.gov>.

## ITEM 2. PROPERTIES

Our corporate headquarters is currently located in Stamford, Connecticut where we lease approximately 8,600 square feet for \$24,438 per month, pursuant to a lease, which expires on March 31, 2019.

We also leased approximately 5,200 square feet near Toronto, Canada, at a cost of approximately \$11,000 per month, which prior to October 2001, was used for the delivery of services as well as research and development. This lease expired on February 14, 2006. This facility had been sub-leased for approximately \$5,000 a month, pursuant to a sublease, which expired on January 30, 2006.

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## ITEM 3. LEGAL PROCEEDINGS

We are not a party to nor are any of our properties subject to any pending legal, administrative or judicial proceedings other than routine litigation incidental to our business.

A complaint was filed on May 14, 2001 in the United States District Court for the Northern District of Georgia on behalf of all purchasers of common stock of the Company during the period beginning December 8, 1999 and ending on October 25, 2000. Generally the complaint alleged that the Company and certain of its directors and officers made material misrepresentations and omissions in public filings made with the Securities and Exchange Commission and in certain press releases and other public statements. The Company agreed to settle the class action in exchange for a payment of \$4.5 million, which was covered by insurance. The Court approved the final settlement and dismissed the action on January 6, 2005.

## ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders, through the solicitation of proxies or otherwise, during the quarter ended December 31, 2005.

## PART II

## ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock was listed on the Nasdaq National Market System on May 26, 1998, the effective date of our initial public offering, until October 5, 2004, when our common stock was delisted from the Nasdaq National Market following a determination by the Nasdaq Listing Qualifications Panel that the Company was a "public shell" and should be delisted due to policy concerns raised under Nasdaq Marketplace Rules 4300 and 4300(a)(3). Additional information concerning the delisting is set forth in the Company's Report on Form 8-K filed with the Securities and Exchange Commission on October 4, 2004. The Company's common stock is now quoted on the OTC Pink Sheets Electronic Quotation Service under the symbol "CLRS.PK".

The following table sets forth, for the indicated periods, the high and low closing sales prices for our common stock as reported by the NASDAQ prior to October 5, 2004 and the range of high and low bids for our common stock as reported by the OTC Bulletin Board or the OTC Pink Sheets Electronic Quotation Service on and after October 5, 2004. The quotes listed below on and after October 5, 2004 reflect inter-dealer prices or transactions solely between market-makers, without retail mark-up, mark-down or commission and may not represent actual transactions.

	High	Low
	----	---
Year ended December 31, 2004		
First Quarter	\$ 9.94	\$ 7.34
Second Quarter	\$ 12.33	\$ 9.86
Third Quarter	\$ 11.78	\$ 8.28
Fourth Quarter	\$ 9.30	\$ 7.40
Year ended December 31, 2005		
First Quarter	\$ 9.50	\$ 7.90
Second Quarter	\$ 9.00	\$ 7.20
Third Quarter	\$ 8.50	\$ 7.27
Fourth Quarter	\$ 8.75	\$ 7.60
Calendar Year 2006		
First Quarter (through February 22, 2006)	\$ 8.45	\$ 6.90

## STOCKHOLDERS

On February 22, 2006, the last reported sales price for our common stock was \$7.05 per share. As of February 22, 2006, there were 159 holders of record of our common stock.

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## DIVIDENDS



We currently anticipate that we will retain all future earnings for use in our business and do not anticipate that we will pay any cash dividends in the foreseeable future. The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon, among other things, our results of operations, capital requirements, general business conditions, contractual restrictions on payment of dividends, if any, legal and regulatory restrictions on the payment of dividends, and other factors our Board of Directors deems relevant.

#### ITEM 6. SELECTED FINANCIAL DATA

Our selected financial information set forth below should be read in conjunction with our consolidated financial statements, including the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part II of this Report. The following statement of operations and balance sheet data have been derived from our audited consolidated financial statements and should be read in conjunction with those statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part II of this Report.

<TABLE>  
<CAPTION>

	Years ended December 31,				
	2005	2004	2003	2002	2001
	(in thousands, except per share data)				
Statement of Operations Data:					
Revenues:					
<S>	<C>	<C>	<C>	<C>	<C>
License fees	\$ --	\$ 1,106	\$--	\$ 2,808	\$ 7,807
Service fees	--	--	130	6,226	9,866
<b>Total Revenues</b>	<b>--</b>	<b>1,106</b>	<b>130</b>	<b>9,034</b>	<b>17,673</b>
Cost of Revenues:					
License fees	--	--	--	26	211
Service fees	--	--	--	5,498	12,921
<b>Total Cost of Revenues</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>5,524</b>	<b>13,132</b>
Operating expenses:					
Research and development	--	--	--	7,263	16,220
Sales and marketing	--	--	--	7,938	34,034
General and administrative	3,504	3,395	4,986	12,574	9,633
Provision/(credit) for doubtful accounts	--	--	18	(560)	5,537
Transaction expenses	(59)	1,636	--	--	--
Loss on impairment of goodwill and intangible assets	--	--	--	--	10,360
Loss/(Gain) on sale or disposal of assets	--	--	36	1,748	(20)
Depreciation and amortization	334	186	762	4,243	12,212
<b>Total Operating Expenses</b>	<b>3,779</b>	<b>5,217</b>	<b>5,802</b>	<b>43,566</b>	<b>114,372</b>
Operating Loss	(3,779)	(4,111)	(5,672)	(40,056)	(109,831)
Other income/ (expense)	(2)	19	169	27	96
Loss on impairment of marketable securities and investments	--	--	--	--	(16,461)
Interest income	2,490	1,203	1,238	2,441	6,570
Interest expense, including amortization of debt discount	--	--	--	(66)	(225)
<b>Net Loss</b>	<b>\$ (1,291)</b>	<b>\$ (2,889)</b>	<b>\$ (4,331)</b>	<b>\$ (37,813)</b>	<b>\$ (119,854)</b>
Loss Per Share					
Basic	\$ (0.08)	\$ (0.18)	\$ (0.27)	\$ (2.42)	\$ (7.72)
Diluted	\$ (0.08)	\$ (0.18)	\$ (0.27)	\$ (2.42)	\$ (7.72)
Weighted Average Common Shares Outstanding					
Basic	16,329	16,092	15,905	15,615	15,530
Diluted	16,329	16,092	15,905	15,615	15,530

#### Balance Sheet Data:

	As of December 31,				
	2005	2004	2003	2002	2001
Cash and cash equivalents	\$ 23,270	\$ 48,377	\$ 15,045	\$ 42,225	\$ 55,628
Marketable securities	61,601	35,119	73,685	52,885	65,264
<b>Total assets</b>	<b>88,278</b>	<b>86,437</b>	<b>89,445</b>	<b>97,764</b>	<b>145,274</b>
Long-term debt, net of current portion	--	--	--	--	5,000
<b>Total stockholders' equity</b>	<b>\$ 86,609</b>	<b>\$ 84,854</b>	<b>\$ 86,819</b>	<b>\$ 89,360</b>	<b>\$ 126,328</b>

</TABLE>

#### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements, including information about or related to our future results, certain projections and business trends. Assumptions relating to forward-looking statements involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or

impossible to predict accurately and many of which are beyond our control. When used in this report, the words "estimate," "project," "intend," "believe," "expect" and similar expressions are intended to identify forward-looking statements. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any or all of the assumptions could prove inaccurate, and we may not realize the results contemplated by the forward-looking statements. Management decisions are subjective in many respects and susceptible to interpretations and periodic revisions based upon actual experience and business developments, the impact of which may cause us to alter our business strategy or capital expenditure plans that may, in turn, affect our results of operations. In light of the significant uncertainties inherent in the forward-looking information included in this report, you should not regard the inclusion of such information as our representation that we will achieve any strategy, objectives or other plans. The forward-looking statements contained in this report speak only as of the date of this report, and we have no obligation to update publicly or revise any of these forward-looking statements.

These and other statements, which are not historical facts, are based largely upon our current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by such forward-looking statements. These risks and uncertainties include, among others, our planned effort to redeploy our assets and use our substantial cash and cash equivalent assets to enhance stockholder value following the sale of substantially all of our electronic commerce business, which represented substantially all of our revenue generating operations and related assets, and the risks and uncertainties set forth in the section headed "Factors That May Affect Our Future Results" of Part I of this Report and described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part II of this Report. We cannot assure you that we will be successful in our efforts to redeploy our assets or that any such redeployment will result in Clarus' future profitability. Our failure to redeploy our assets could have a material adverse effect on the market price of our common stock and our business, financial condition and results of operations.

## OVERVIEW

AS PART OF OUR PREVIOUSLY ANNOUNCED STRATEGY TO LIMIT OPERATING LOSSES AND ENABLE THE COMPANY TO REDEPLOY ITS ASSETS AND USE ITS SUBSTANTIAL CASH AND CASH EQUIVALENT ASSETS TO ENHANCE STOCKHOLDER VALUE, ON DECEMBER 6, 2002, WE SOLD SUBSTANTIALLY ALL OF OUR ELECTRONIC COMMERCE BUSINESS, WHICH REPRESENTED SUBSTANTIALLY ALL OF OUR REVENUE GENERATING OPERATIONS AND RELATED ASSETS. THE INFORMATION APPEARING BELOW, WHICH RELATES TO PRIOR PERIODS, IS THEREFORE NOT INDICATIVE OF THE RESULTS THAT MAY BE EXPECTED FOR ANY SUBSEQUENT PERIODS. RESULTS FOR THE YEAR ENDED DECEMBER 31, 2005 PRIMARILY REFLECT AND ANY FUTURE PERIODS PRIOR TO A REDEPLOYMENT OF OUR ASSETS ARE EXPECTED PRIMARILY TO REFLECT, GENERAL AND ADMINISTRATIVE EXPENSES AND TRANSACTION EXPENSES ASSOCIATED WITH THE CONTINUING ADMINISTRATION OF THE COMPANY AND ITS EFFORTS TO REDEPLOY ITS ASSETS.

## CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

The Company's discussion of financial condition and results of operations is based on the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting periods. The Company continually evaluates its estimates and assumptions including those related to revenue recognition, allowance for doubtful accounts, impairment of long-lived assets, impairment of investments, and contingencies and litigation. The Company bases its estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The Company believes the following critical accounting policies include the more significant estimates and assumptions used by management in the preparation of its consolidated financial statements. Our accounting policies are more fully described in Note 1 of our consolidated financial statements.

-- The Company accounts for its marketable securities under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities". Pursuant to the provisions of SFAS No. 115, the Company has classified its marketable securities as available-for-sale. Available-for-sale securities have been recorded at fair value and related unrealized gains and losses have been excluded from earnings and are reported as a separate component of accumulated other comprehensive income (loss) until realized.

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-- Through 2004, the Company had recognized revenue in connection with its prior business from two primary sources, software licenses and services. Revenue from software licensing and services fees was recognized in accordance with Statement of Position ("SOP") 97-2, "Software Revenue Recognition", and SOP 98-9, "Software Revenue Recognition with Respect to Certain Transactions" and related interpretations. The Company recognized software license revenue when: (1) persuasive evidence of an arrangement existed; (2) delivery had occurred; (3) the fee was fixed or determinable; and (4) collectibility was probable.

## SOURCES OF REVENUE

Prior to the December 6, 2002 sale of substantially all of the Company's revenue generating operations and assets, the Company's revenue consisted of license fees and services fees. License fees were generated from the licensing of the Company's suite of software products. Services fees were generated from consulting, implementation, training, content aggregation and maintenance support services. Following the sale of substantially all of the Company's operating assets, the Company's revenue consisted solely of the recognition of deferred services fees that were recognized ratably over the maintenance term of the license agreements for our prior suite of software products. The remaining deferred revenue was fully recognized by September 30, 2004 upon expiration of the maintenance term.

Until a redeployment of the Company's assets occurs, the Company's principal income will consist of interest, dividend and other investment income from short-term investments, which is reported as interest income in the Company's statement of operations.

#### OPERATING EXPENSES

General and administrative expenses consist primarily of personnel related expenses for financial, administrative and management personnel, fees for professional services, board of director fees and the provision for doubtful accounts.

Transaction expenses consist primarily of professional fees and expenses related to due diligence, negotiation and documentation of acquisition, financing and related agreements.

#### RESTRUCTURING AND RELATED COSTS

During 2002 and 2001, the Company's management approved restructuring plans to reorganize and reduce operating costs. Restructuring and related charges of \$12.8 million were expensed in 2001 and 2002 in an attempt to align the Company's cost structure with projected revenue.

During 2003, the Company determined that actual restructuring and related charges were in excess of the amounts provided for in 2002 and 2001 and recorded additional restructuring charges of \$250,000. This amount was charged to general and administrative costs in the accompanying consolidated statement of operations during 2003. The charges for 2003 were comprised of \$223,000 for employee separation costs and \$27,000 for facility closure and consolidation costs.

During 2004, the Company recorded an additional restructuring charge of \$33,000 for facility closure costs. The increase was the result of significant fluctuations in exchange rates and increased rent expense.

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The following is a reconciliation of the components of the accrual for restructuring and related costs, the amounts charged against the accrual during 2005, 2004 and 2003 and the balance of the accrual as of December 31, 2005 (in thousands):

	Employee Separation Costs	Facility Closing Costs and	Total Restructuring Related Costs
	-----	-----	-----
Balance at December 31, 2002	\$ 927	\$ 137	\$1,064
Accruals during 2003	223	27	250
Expenditures during 2003	1,025	59	1,084
	-----	-----	-----
Balance at December 31, 2003	125	105	230
Accruals during 2004	--	33	33
Expenditures during 2004	125	65	190
	-----	-----	-----
Balance at December 31, 2004	--	73	73
Accruals during 2005	--	--	--
Expenditures during 2005	--	56	56
	-----	-----	-----
Balance at December 31, 2005	\$ --	\$ 17	\$ 17
	=====	=====	=====

#### COMPARISON OF RESULTS OF OPERATIONS BETWEEN THE YEARS ENDED DECEMBER 31, 2005 AND 2004

On December 6, 2002, the Company completed the disposition of substantially all its operating assets, and the Company is now evaluating alternative ways to redeploy its assets into new businesses. The discussion below is therefore not meaningful to an understanding of future revenue, earnings, operations, business or prospects of the Company following such a redeployment of its assets.

#### REVENUES

Total revenues decreased to zero in 2005 compared to \$1.1 million in 2004. This decrease is entirely due to a non-recurring deferred license fee revenue recognized in the third quarter of 2004 that was recognized upon the expiration of the maintenance term of the license agreements for our prior suite of software products.

#### GENERAL AND ADMINISTRATIVE EXPENSE

During the year ended December 31, 2005, general and administrative expenses were \$3.5 million compared to \$3.4 million in 2004. This trend is consistent with management's stated strategy to limit our expenditure rate to the extent practicable, to levels of our investment income until the completion of an acquisition or merger. General and administrative expenses include salaries and employee benefits, rent, insurance, legal, accounting and other professional fees as well as public company expenses such as transfer agent and listing fees and expenses.

#### TRANSACTION EXPENSES

In the fourth quarter of 2005, the Company incurred \$92,000 in expenses related to an acquisition negotiation and due diligence process and also recognized a credit of \$151,000 in expenses from the final settlement of outstanding expenses arising out of an acquisition negotiation and due diligence process that terminated in September 2004 without the consummation of the acquisition. In the third quarter of 2004, the Company recognized \$1.5 million in transaction expenses arising out of negotiations associated with the terminated acquisition in September 2004. The Company incurred an additional \$0.1 million of transaction expenses during the fourth quarter of 2004.

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The Company expects to recognize approximately \$1.3 million of transaction expenses in the first quarter of 2006, arising out of an acquisition negotiation and due diligence process that terminated in January 2006 without the consummation of the acquisition. Presently, \$0.9 million of the expenses associated with this process are reflected on the balance sheet as of December 31, 2005 in "Deposits and other long-term assets". Transaction expenses represent the costs incurred during due diligence and negotiation of potential acquisitions, such as legal, accounting, appraisal and other professional fees and related expenses.

#### LOSS/ (GAIN) ON SALE OR DISPOSAL OF ASSETS

During the year ended December 31, 2005 and 2004, the Company did not incur a loss or gain from the sale or disposal of assets.

#### DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation and amortization expense in 2005 increased to \$0.3 million compared to \$0.2 million in 2004. The increase is primarily attributable to the depreciation of the Company's headquarters located in Stamford, Connecticut. Occupancy of the space commenced in the second quarter of 2004.

#### INTEREST INCOME

Interest income increased to \$2.5 million for the year ended December 31, 2005 compared to \$1.2 million in 2004. The increase in interest income was due to higher rates of return on investments.

#### INTEREST EXPENSE

Interest expense in 2005 and 2004 was zero.

#### INCOME TAXES

As a result of the operating losses incurred since the Company's inception, no provision or benefit for income taxes was recorded in 2005 or in 2004.

#### COMPARISON OF RESULTS OF OPERATIONS BETWEEN THE YEARS ENDED DECEMBER 31, 2004 AND 2003

On December 6, 2002, the Company completed the disposition of substantially all its operating assets, and the Company is now evaluating alternative ways to redeploy its assets into new businesses. The discussion below is therefore not meaningful to an understanding of future revenue, earnings, operations, business or prospects of the Company following such a redeployment of its assets.

#### REVENUES

Total revenues increased to \$1.1 million in 2004 compared to \$0.1 million in 2003. This increase is entirely due to a non-recurring deferred license fee revenue recognized in the third quarter of 2004 that were recognized ratably over the maintenance term of the license agreements for our prior suite of software products.

#### GENERAL AND ADMINISTRATIVE EXPENSE

During the year ended December 31, 2004, general and administrative expenses were reduced to \$3.4 million compared to \$5.0 million in 2003. This trend is consistent with management's stated strategy to reduce our expenditure rate to the extent practicable, to levels of our investment income until the completion of an acquisition or merger. General and administrative expenses include salaries and employee benefits, rent, insurance, legal, accounting and other professional fees as well as public company expenses such as transfer agent and listing fees and expenses.

#### TRANSACTION EXPENSES

In the third quarter of 2004, the Company recognized \$1.5 million in transaction expenses arising out of negotiations relating to an acquisition that terminated

in September 2004 without the consummation of the acquisition. The Company incurred an additional \$0.1 million of transaction expenses during the fourth quarter of 2004. Transaction expenses represent the costs incurred during due diligence and negotiation of potential acquisitions, such as legal, accounting, appraisal and other professional fees and related expenses. Comparable transaction expenses incurred during the year ended December 31, 2003 were immaterial and were not broken out of general and administrative expenses.

#### LOSS/ (GAIN) ON SALE OR DISPOSAL OF ASSETS

During the year ended December 31, 2004, the Company did not incur a loss or gain from the sale or disposal of assets compared to 2003 when the Company recorded a loss on the sale or disposal of assets of \$36,000.

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#### DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation and amortization expense in 2004 declined to \$0.2 million compared to \$0.8 million in 2003, a reduction of 75%. The decline is primarily attributable to the sale of substantially all of the Company's operating assets in the fourth quarter of 2002, resulting in lower depreciation and amortization on property and equipment coupled with the write off of intangibles assets with definite lives during 2002. As a result of this write off of assets during 2002, there was no amortization expense on intangible assets in 2004 and 2003.

#### INTEREST INCOME

Interest income remained stable at \$1.2 million for the year ended December 31, 2004 compared to \$1.2 million in 2003. The negligible change in interest income was due to lower levels of cash, cash equivalents and marketable securities available for investment in 2004, offset by an increase in interest rates during 2004, that resulted in slightly higher rates of return on investments.

#### INTEREST EXPENSE

Interest expense in 2004 was zero compared to an expense of \$66,000 in 2003, a decline of 100%, due to the repayment of \$5.0 million of indebtedness that resulted in the interest expense in 2003.

#### INCOME TAXES

As a result of the operating losses incurred since the Company's inception, no provision or benefit for income taxes was recorded in 2004 or in 2003.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents decreased to \$23.3 million at December 31, 2005 from \$48.4 million at December 31, 2004 due to a shift in the composition of the investment portfolio to investments with longer duration that are characterized as marketable securities instead of cash equivalents under the accounting principles generally accepted in the United States of America. Marketable securities increased to \$61.6 million at December 31, 2005 from \$35.1 million at December 31, 2004. The overall combined increase of \$1.4 million in cash and cash equivalents and marketable securities is primarily due to the exercise of stock options offset by the liquidation of investments required to fund operating activities.

Cash used in operating activities was approximately \$1.8 million during 2005. The cash used was primarily attributable to the Company's net loss, a decrease in accounts payable and accrued liabilities and interest receivable, prepaids and other current assets offset by an increase in deferred rent and non-cash items. Cash used in operating activities was approximately \$2.1 million during 2004. The cash used was primarily attributable to the Company's net loss, a decrease in deferred revenue, interest receivable, prepaids and other current assets offset by an increase in deferred rent and non-cash items. The trend in cash used in operating activities is consistent with management's stated strategy, following the sale of substantially all of the Company's operating assets in December 2002, to reduce our cash expenditure rate by targeting, to the extent practicable, our overhead expenses to the amount of our investment income until the completion of an acquisition or merger.

Cash used by investing activities was approximately \$25.9 million during 2005. The cash was used by the purchase of marketable securities and an increase in transaction related costs including legal and professional fees partially offset by the maturity of marketable securities. Cash provided by investing activities was approximately \$35.0 million during 2004. The cash was provided by the sale and maturity of marketable securities partially offset by the purchase of investments and marketable securities.

Cash provided by financing activities during 2005 and 2004 was attributable to stock option exercises. Cash provided by financing activities was approximately \$2.6 million during 2005 compared to cash provided by financing of \$0.5 million during 2004.

On December 30, 2005, the Board of Directors of Clarus accelerated the vesting of unvested stock options previously awarded to employees, officers and directors of the Company under its Amended and Restated Stock Incentive Plan of Clarus Corporation (as amended and restated effective as of June 13, 2000) and the Clarus Corporation 2005 Stock Incentive Plan, subject to such optionees' entering into lock-up, confidentiality and non-competition agreements. As a result of this action, options to purchase 676,669 shares of common stock that would have vested over the next one to three years became fully vested.

The decision to accelerate the vesting of these options was made primarily to reduce non-cash compensation expense that would have been recorded in future periods following the Company's application of the Financial Accounting Standards Board Statement No. 123, "Share Based Payment (revised 2004)" ("FAS 123R"). The Company will be required to apply the expense recognition provisions of FAS 123R beginning January 1, 2006. The acceleration of the options is expected to reduce the Company's non-cash compensation expense related to these options by approximately \$1.5 million or \$0.09 per share (pre-tax) for the years 2006 - 2008, based on estimated value calculations using the Black-Scholes methodology.

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On December 6, 2002, the Company had granted options to purchase 1,250,000 shares of common stock to three senior executives. 450,000 of these options were issued with an exercise price of \$5.35 per share. The options issued at \$5.35 per share were issued at less than the fair market value on that date of \$5.45; accordingly a compensation charge of \$65,000 was being recognized over the vesting period of five years. Twenty percent of the options vested annually over five years on the anniversary of the date of grant. Due to the acceleration of the vesting of stock options by the Company, the remaining compensation charge of \$8,500 was recognized as of December 31, 2005.

At December 31, 2005, the Company has net operating loss, research and experimentation credit and alternative minimum tax credit carryforwards for U.S. federal income tax purposes of approximately \$226.4 million, \$1.3 million and \$53,000, respectively, which expire in varying amounts beginning in the year 2009. The Company also has a capital loss carryforward of \$15.2 million which expires in varying amounts beginning in the year 2006. The Company's ability to benefit from certain net operating loss and tax credit carryforwards is limited under section 382 of the Internal Revenue Code due to a prior ownership change of greater than 50%. Accordingly, approximately \$220.0 million of the \$226.4 million of U.S. net operating loss carryforward is available currently to offset taxable income that the Company may recognize in the future.

#### CONTRACTUAL OBLIGATIONS

The following summarizes the Company's contractual obligations and commercial commitments at December 31, 2005 with initial or remaining terms of one or more years, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

Contractual Obligations (in thousands)	Payment Due By Period				
	Total	1 Year	2-3 Years	4-5 Years	After 5 Years
Operating Leases	\$3,227	\$ 400	\$ 822	\$ 877	\$1,128
Total	\$3,227	\$ 400	\$ 822	\$ 877	\$1,128

The Company does not have commercial commitments under capital leases, lines of credit, stand-by lines of credit, guaranties, stand-by repurchase obligations or other such arrangements, other than the stand-by letter of credit described below. The Company has no debt and is not a guarantor of any debt.

The Company does not engage in any transactions or have relationships or other arrangements with unconsolidated entities. These include special purpose and similar entities or other off-balance sheet arrangements. The Company also does not engage in energy, weather or other commodity-based contracts.

Our corporate headquarters is currently located in Stamford, Connecticut where we lease approximately 8,600 square feet for \$24,438 a month during 2005, pursuant to a lease that includes annual rent escalations, which expires on March 31, 2019.

In September 2003, the Company and Kanders & Company, an entity owned and controlled by the Company's Executive Chairman, Warren B. Kanders, entered into a 15-year lease with a five-year renewal option, as co-tenants to lease approximately 11,500 square feet in Stamford, Connecticut. The Company and Kanders & Company have initially agreed to allocate the total lease payments of \$24,438 per month on the basis of Kanders & Company renting 2,900 square feet initially for \$6,163 per month, and the Company renting 8,600 square feet initially for \$18,275 per month, which are subject to increase during the term of the lease. The lease provides the co-tenants with an option to terminate the lease in years eight and ten in consideration for a termination payment. The Company and Kanders & Company agreed to pay for their proportionate share of the build-out construction costs, fixtures, equipment and furnishings related to preparation of the space. In connection with the lease, the Company obtained a stand-by letter of credit in the amount of \$850,000 to secure lease obligations for the Stamford facility. The bank that issued the letter of credit holds an \$850,000 deposit against the letter of credit. Kanders & Company reimburses the Company for a pro rata portion of the approximately \$5,000 annual cost of the letter of credit.

We also leased approximately 5,200 square feet near Toronto, Canada, at a cost of approximately \$11,000 per month, which was used for the delivery of services as well as research and development through October 2001. This lease expired on February 14, 2006. This facility had been sub-leased for approximately \$5,000 a month, pursuant to a sublease, which expired on January 30, 2006. The cost, net of the estimated sublease income, has been included in general and administrative expense in the accompanying statement of operations in 2002.

## NEW ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123R"). This statement requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. Compensation cost is to be measured based on the estimated fair value of the equity-based compensation awards issued as of the grant date. The related compensation expense will be based on the estimated number of awards expected to vest and will be recognized over the requisite service period (often the vesting period) for each grant. The statement requires the use of assumptions and judgments about future events and some of the inputs to the valuation models will require considerable judgment by management. SFAS No. 123R replaces FASB Statement No. 123 ("SFAS No. 123"), "Accounting for Share-Based Compensation," and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." The provisions of SFAS No. 123R are required to be applied by public companies as of the first annual reporting period that begins after June 15, 2005 (as of January 1, 2006 for the Company). Accordingly, as of January 1, 2006 the Company uses the modified prospective application transition method without restatement of prior interim periods in the year of adoption. This will result in the Company recognizing compensation cost based on the requirements of SFAS No. 123R for all equity-based compensation awards issued after January 1, 2006. For all equity-based compensation awards that are unvested as of January 1, 2006, compensation cost will be recognized for the unamortized portion of compensation cost not previously included in the SFAS No. 123 pro forma footnote disclosure.

## QUARTERLY DATA

The following table sets forth selected quarterly data for the years ended December 31, 2005 and 2004 (in thousands, except per share data). The operating results are not indicative of results for any future period.

	2005			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ --	\$ --	\$ --	\$ --
Operating loss	(871)	(1,082)	(797)	(1,029)
Net loss	(390)	(516)	(127)	(258)
Net loss per share:				
Basic	\$ (0.02)	\$ (0.03)	\$ (0.01)	\$ (0.02)
Diluted	\$ (0.02)	\$ (0.03)	\$ (0.01)	\$ (0.02)
	2004			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ --	\$ --	\$ 1,106	\$ --
Operating loss	(723)	(1,216)	(845)	(1,327)
Net loss	(471)	(963)	(532)	(923)
Net loss per share:				
Basic	\$ (0.03)	\$ (0.06)	\$ (0.03)	\$ (0.06)
Diluted	\$ (0.03)	\$ (0.06)	\$ (0.03)	\$ (0.06)

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not hold derivative financial investments, derivative commodity investments, engage in foreign currency hedging or other transactions that expose us to material market risk.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA

## CLARUS CORPORATION AND SUBSIDIARIES

## Index to Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Clarus Corporation:

We have audited the accompanying consolidated balance sheets of Clarus Corporation and subsidiaries ("Clarus") as of December 31, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended December 31, 2005. These consolidated financial statements are the responsibility of Clarus' management. Our responsibility is to express an opinion on these consolidated 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 Clarus Corporation and subsidiaries as of December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2005, 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 Clarus' internal control over financial reporting as of December 31, 2005, 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 March 7, 2006, expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

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Stamford, Connecticut  
March 7, 2006

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Clarus Corporation:

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting in Item 9A, that Clarus Corporation and subsidiaries ("Clarus") maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Clarus' 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 Clarus' internal control over financial reporting based on our audit.

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

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

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



In our opinion, management's assessment that Clarus maintained effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on criteria established in Internal Control - Integrated Framework issued by the COSO. Also, in our opinion, Clarus maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Clarus Corporation and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended December 31, 2005, and our report dated March 7, 2006 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

-----  
Stamford, Connecticut  
March 7, 2006

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CLARUS CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
December 31, 2005 and 2004  
(In Thousands, Except Share and Per Share Amounts)

ASSETS

<TABLE>

<CAPTION>

	2005	2004		
	-----	-----		
CURRENT ASSETS:				
<S>	<C>	<C>		
Cash and cash equivalents	\$ 23,270	\$ 48,377		
Marketable securities	61,601	35,119		
Interest receivable	320	350		
Prepays and other current assets	135	182		
	-----	-----		
Total current assets	85,326	84,028		
	-----	-----		
PROPERTY AND EQUIPMENT, NET		1,996	2,367	
	-----	-----		
OTHER ASSETS:				
Deposits and other long-term assets		956	42	
	-----	-----		
Total assets	\$ 88,278	\$ 86,437		
	=====	=====		

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable and accrued liabilities	\$ 1,461	\$ 1,468		
	-----	-----		
Total current liabilities	1,461	1,468		
Deferred rent	208	115		
	-----	-----		
Total liabilities	1,669	1,583		
	-----	-----		

COMMITMENTS AND CONTINGENCIES (Note 10)

STOCKHOLDERS' EQUITY:

Preferred stock, \$.0001 par value; 5,000,000 shares authorized; none issued	--	--		
Common stock, \$.0001 par value; 100,000,000 shares authorized; 17,187,170 and 16,734,947 shares issued and 17,112,170 and 16,659,947 outstanding in 2005 and 2004, respectively	2	2		
Additional paid-in capital	370,704	368,385		
Accumulated deficit	(280,947)	(279,656)		
Less treasury stock, 75,000 shares at cost	(2)	(2)		
Accumulated other comprehensive loss	(88)	(130)		
Deferred compensation	(3,060)	(3,745)		
	-----	-----		
Total stockholders' equity	86,609	84,854		
	-----	-----		
Total liabilities and stockholders' equity	\$ 88,278	\$ 86,437		
	=====	=====		

</TABLE>

See accompanying notes to consolidated financial statements.

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CLARUS CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
Years Ended December 31, 2005, 2004 and 2003  
(In Thousands, Except Per Share Amounts)

<TABLE>

<CAPTION>

	2005	2004	2003
	-----	-----	-----

REVENUES:			
<S>	<C>	<C>	<C>
License fees	\$ --	\$ 1,106	\$ --
Services fees	--	--	130
	-----	-----	-----
Total revenues	--	1,106	130
OPERATING EXPENSES:			
General and administrative	3,504	3,395	4,986
Provision for doubtful accounts	--	--	18
Transaction expenses	(59)	1,636	--
Loss on sale or disposal of assets	--	--	36
Depreciation and amortization	334	186	762
	-----	-----	-----
Total operating expenses	3,779	5,217	5,802
OPERATING LOSS			
	(3,779)	(4,111)	(5,672)
OTHER INCOME /(EXPENSE)			
		(2)	19
INTEREST INCOME	2,490	1,203	1,238
INTEREST EXPENSE	--	--	(66)
	-----	-----	-----
NET LOSS	\$ (1,291)	\$ (2,889)	\$ (4,331)

NET LOSS PER SHARE

Basic	\$ (0.08)	\$ (0.18)	\$ (0.27)
Diluted	\$ (0.08)	\$ (0.18)	\$ (0.27)

WEIGHTED AVERAGE COMMON SHARES OUTSTANDING

Basic	16,329	16,092	15,905
Diluted	16,329	16,092	15,905

</TABLE>

See accompanying notes to consolidated financial statements.

CLARUS CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND  
COMPREHENSIVE LOSS  
Years Ended December 31, 2005, 2004 and 2003  
(In Thousands)

<TABLE>  
<CAPTION>

	Common Stock		Treasury		Accumulated Stock		Other Comprehensive	
	Shares	Amount	Paid-In Capital	Accumulated Deficit	Shares	Amount	Income (loss)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
BALANCES, December 31, 2002		15,763	\$ 2	\$ 361,715	\$(272,436)	(75)	\$ (2)	\$ 146
Exercise of stock options	384	--	1,656	--	--	--	--	--
Issuance of restricted shares, net of amortization	500	--	3,650	--	--	--	--	--
Issuance of shares under employee stock purchase plan	2	--	10	--	--	--	--	--
Net loss	--	--	(4,331)	--	--	--	--	--
Decrease in foreign currency translation adjustment	--	--	--	--	--	--	(78)	--
Decrease in unrealized gain on marketable securities	--	--	--	--	--	--	(85)	--
-----								
BALANCES, December 31, 2003		16,649	2	367,031	(276,767)	(75)	(2)	(17)
Exercise of stock options	86	--	454	--	--	--	--	--
Issuance of restricted shares, net of amortization	--	--	900	--	--	--	--	--
Net loss	--	--	(2,889)	--	--	--	--	--
Decrease in unrealized gain on marketable securities	--	--	--	--	--	--	(113)	--
-----								
BALANCES, December 31, 2004		16,735	2	368,385	(279,656)	(75)	(2)	(130)
Exercise of stock options	448	--	2,594	--	--	--	--	--
Issuance of restricted shares, net of amortization	4	--	(275)	--	--	--	--	--
Net loss	--	--	(1,291)	--	--	--	--	--
Increase in unrealized gain on marketable securities	--	--	--	--	--	--	42	--
-----								
BALANCES, December 31, 2005		17,187	\$ 2	\$ 370,704	\$(280,947)	(75)	\$ (2)	\$ (88)

</TABLE>

See accompanying notes to consolidated financial statements.

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CLARUS CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND  
COMPREHENSIVE LOSS (Cont.)  
Years Ended December 31, 2005, 2004 and 2003  
(In Thousands)

	Deferred Compensation	Total Stockholders' Equity	Comprehensive Loss	
BALANCES, December 31, 2002		\$ (65)	\$ 89,360	\$ --
Exercise of stock options	--	1,656	--	
Issuance of restricted shares, net of amortization	(3,363)	287	--	
Issuance of shares under employee stock purchase plan	--	10	--	
Net loss	--	(4,331)	(4,331)	
Decrease in foreign currency translation adjustment	--	(78)	(78)	
Decrease in unrealized gain on marketable securities	--	(85)	(85)	
Total comprehensive loss			(4,494)	
BALANCES, December 31, 2003		(3,428)	86,819	--
Exercise of stock options	--	454	--	
Issuance of restricted shares, net of amortization	(317)	583	--	
Net loss	--	(2,889)	(2,889)	
Decrease in unrealized gain on marketable securities	--	(113)	(113)	
Total comprehensive loss			(3,002)	
BALANCES, December 31, 2004		(3,745)	84,854	--
Exercise of stock options	--	2,594	--	
Issuance of restricted shares, net of amortization	685	410	--	
Net loss	--	(1,291)	(1,291)	
Increase in unrealized gain on marketable securities	--	42	42	
Total comprehensive loss			\$ (1,249)	
BALANCES, December 31, 2005		\$ (3,060)	\$ 86,609	

See accompanying notes to consolidated financial statements.

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CLARUS CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
Years Ended December 31, 2005, 2004 and 2003  
(In Thousands, Except Share Amounts)

<TABLE>

<CAPTION>

	2005	2004	2003
OPERATING ACTIVITIES:			
<S>	<C>	<C>	<C>
Net loss	\$ (1,291)	\$ (2,889)	\$ (4,331)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization of property and equipment		334	186
Amortization of premium and discount on securities, net		(669)	982
Gain on sale of marketable securities and other		--	(17)
Provision for doubtful accounts		--	18
Amortization of deferred employee compensation plans		410	583
Loss on sale or disposal of property and equipment		--	36
Changes in operating assets and liabilities:			
Accounts receivable	--	--	449
Interest receivable, prepaids and other current assets		77	107
Assets held for sale	--	--	48
Deposits and other long-term assets		(1)	(4)
Accounts payable and accrued liabilities		(731)	(52)
Deferred revenue	--	(1,106)	(142)
Deferred rent	93	115	--
Liabilities to be assumed	--	--	(220)

Net cash used in operating activities	(1,778)	(2,095)	(2,856)	
INVESTING ACTIVITIES:				
Purchase of marketable securities	(93,887)	(59,754)	(117,881)	
Proceeds from the sale and maturity of marketable securities		68,116	97,242	96,918
Purchase of property and equipment	(17)	(2,515)	(38)	
Increase in transaction expenses	(135)	--	--	--
Proceeds from sale of property and equipment		--	--	11
Net cash (used in) provided by investing activities	(25,923)	34,973	(20,990)	
FINANCING ACTIVITIES:				
Proceeds from the exercise of stock options	2,594	454	1,656	
Proceeds from issuance of common stock related to employee stock purchase plans	--	--	10	
Repayment of long-term debt	--	--	(5,000)	
Net cash provided by (used in) financing activities	2,594	454	(3,334)	
CHANGE IN CASH AND CASH EQUIVALENTS		(25,107)	33,332	(27,180)
CASH AND CASH EQUIVALENTS, beginning of year		48,377	15,045	42,225
CASH AND CASH EQUIVALENTS, end of year		\$ 23,270	\$ 48,377	\$ 15,045

SUPPLEMENTAL DISCLOSURE OF NON-CASH OPERATING, INVESTING AND FINANCING ACTIVITIES:

Increase in transaction expenses included in accounts payable and accrued liabilities	\$ 778	\$ --	\$ --	
Increase in transaction expenses included in other assets		\$ 913	\$ --	\$ --
Grant of restricted stock	\$ 50	\$ 50	\$ 2,680	

See accompanying notes to consolidated financial statements

CLARUS CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2005, 2004 and 2003

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Clarus Corporation, a Delaware corporation, and its subsidiaries, (the "Company") prior to the sale of substantially all of its operating assets in December 2002, developed, marketed, and supported Internet-based business-to-business electronic commerce solutions that automated the procurement and management of operating resources.

During 2002, the Company adopted a strategic plan to sell or abandon all active software operations and redeploy Company capital to enhance stockholder value. On December 6, 2002, the Company sold substantially all of its software operations (comprised of the eProcurement, Sourcing and Settlement product lines) to Epicor Software Corporation for \$1.0 million in cash. Separately, on January 1, 2003, the Company sold the assets related to the Cashbook product, which were excluded from the Epicor transaction, to an employee group headquartered in Limerick, Ireland. Therefore, as of December 31, 2002, the Company had discontinued or abandoned substantially all software operations.

All of the revenues, cost of revenues and a substantial amount of the operating expenses in the accompanying consolidated statements of operations, relate to the divested products discussed above as well as other discontinued products. The Company is not expected to recognize any significant amounts of revenue, costs of revenue or incur operating expenses related to the Company's software operations in the future.

Management now consists of four corporate executive officers and a support staff of two, all of whom are located in Stamford, Connecticut. Management is now engaged in analyzing and evaluating potential acquisition and merger candidates as part of its strategy to redeploy its cash and cash equivalent assets to enhance stockholder value.

BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated. The Company's subsidiaries include or included Clarus CSA, Inc., Clarus International, Inc., SAI Recruitment Limited, SAI (Ireland) Limited, Clarus eMEA Ltd., i2Mobile.com Limited, SAI America Limited, REDEO Technologies, Inc., Software Architects International, Limited and SAI America LLC. As of December 31, 2005 all of these subsidiaries have ceased trading and been dissolved or are in the process of being dissolved.

USE OF ESTIMATES

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the

financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting periods. The Company regularly evaluates its estimates and assumptions including those related to revenue recognition, allowance for doubtful accounts, and impairment of long-lived assets, impairment of investments, and contingencies and litigation. The Company bases its estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

#### CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The Company had approximately \$23.3 million and \$48.4 million in cash and cash equivalents included in the accompanying consolidated balance sheets for the years ended December 31, 2005 and 2004, respectively.

#### MARKETABLE SECURITIES

Marketable securities for the periods ended December 31, 2005 and 2004, respectively, consist of government notes and bonds. The Company accounts for its marketable securities under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities". Pursuant to the provisions of SFAS No. 115, the Company has classified its marketable securities as available-for-sale. Available-for-sale securities have been recorded at fair value and related unrealized gains and losses have been excluded from earnings and are reported as a separate component of accumulated other comprehensive income (loss) until realized.

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#### PROPERTY AND EQUIPMENT

Property and equipment consists of furniture and fixtures, computers and other office equipment and leasehold improvements. These assets are depreciated on a straight-line basis over periods ranging from one to eight years. Leasehold improvements are amortized over the shorter of the useful life or the term of the lease.

Property and equipment are summarized as follows (in thousands):

<TABLE>  
<CAPTION>

	December 31,			
	2005	2004	Useful Life (in years)	
<S>	<C>	<C>	<C>	<C>
Computers and equipment		\$ 200	\$ 190	1 - 5
Furniture and fixtures		488	488	7
Leasehold improvements		1,893	1,944	8
		-----	-----	
		2,581	2,622	
Less: accumulated depreciation and amortization			(585)	(255)
		-----	-----	
Property and equipment, net		=====	1,996	\$ 2,367

</TABLE>

Depreciation and amortization expense related to property and equipment totaled \$334,000, \$186,000 and \$762,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

#### INVESTMENTS

Prior to 2002, the Company made several equity investments in privately held companies. The Company's equity ownership in these entities ranged from 2.5% to 12.5%. These investments were accounted for using the cost method of accounting. The Company did not recognize any material income from these companies during 2005, 2004 or 2003. The Company continues to retain ownership interest in several of the companies although they have been written down to a zero cost basis in the Company's consolidated balance sheet at December 31, 2005 and 2004, respectively.

#### LONG-LIVED ASSETS

In accordance with SFAS 144, long-lived assets, such as property, plant, and equipment, and purchased intangibles assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and would be no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability

sections of the balance sheet.

#### ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities include the following as of December 31, 2005 and 2004 (in thousands):

	2005	2004		
	-----	-----		
Accounts payable	\$ 150	\$ 218		
Accrued compensation, benefits and commissions	220	172		
Restructuring accruals	17	73		
Accrued professional services	1,023	595		
Accrued franchise taxes	43	365		
Other	8	45		
	-----	-----		
	<u>\$1,461</u>	<u>\$1,468</u>		

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#### FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company uses financial instruments in the normal course of its business. The carrying values of cash and cash equivalents, accounts payable and long-term debt approximates fair value. Marketable securities are carried at fair value. The fair value of the Company's investments in privately held companies is not readily available. The Company believes the fair values of these investments approximated their respective carrying values at December 31, 2005 and 2004.

#### STOCK-BASED COMPENSATION PLAN

The Company has an employee stock option plan, which is described more fully in Note 8. In December 2002, the Financial Accounting Standards Board ("FASB") issued Statement No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" which amends SFAS No. 123, "Accounting for Stock-Based Compensation", to provide alternative methods of transition for a change to the fair based-value method of accounting for stock-based employee compensation. In addition, SFAS No.148 amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. As permitted by SFAS 148 and SFAS 123, the Company has elected to follow the guidance of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" in measuring and recognizing its stock-based transactions with employees. As such, compensation expense is measured on the date of grant only if the current market price on the date of the grant of the underlying stock exceeds the exercise price. Such compensation expense is recorded on a straight-line basis over the related vesting period.

On December 30, 2005, the Board of Directors of Clarus accelerated the vesting of unvested stock options previously awarded to employees, officers and directors of the Company under its Amended and Restated Stock Incentive Plan of Clarus Corporation (as amended and restated effective as of June 13, 2000) and the Clarus Corporation 2005 Stock Incentive Plan, subject to such optionee entering into lock-up, confidentiality and non-competition agreements. As a result of this action, options to purchase 676,669 shares of common stock that would have vested over the next one to three years became fully vested.

The decision to accelerate the vesting of these options was made primarily to reduce non-cash compensation expense that would have been recorded in future periods following the Company's application of the Financial Accounting Standards Board Statement No. 123, "Share Based Payment (revised 2004)" ("FAS 123R"). The Company will be required to apply the expense recognition provisions of FAS 123R beginning January 1, 2006. The acceleration of the options is expected to reduce the Company's non-cash compensation expense related to these options by approximately \$1.5 million or \$0.09 per share (pre-tax) for the years 2006 - 2008, based on estimated value calculations using the Black-Scholes methodology.

The following table shows the effect on net loss and earnings per share if the fair value method of accounting had been applied. For purposes of this pro forma disclosure, the estimated fair value of an option utilizing the Black-Scholes option pricing model is assumed to be amortized to expense over the option's vesting periods (in thousands, except per share amounts):

<TABLE>  
<CAPTION>

	2005	2004	2003	
	-----	-----	-----	
<S>	<C>	<C>	<C>	
Net loss, as reported	\$ (1,291)	\$ (2,889)	\$ (4,331)	
Add stock-based employee compensation expense included in reported net loss	410	584	287	
Deduct total stock-based employee compensation expense determined under fair-value based method for all awards	(3,467)	(2,613)	(5,049)	
Pro forma net loss	<u>\$ (4,348)</u>	<u>\$ (4,918)</u>	<u>\$ (9,093)</u>	

Earnings per Share:

Basic - as reported	\$ (0.08)	\$ (0.18)	\$ (0.27)
---------------------	-----------	-----------	-----------

Basic - pro forma	\$ (0.27)	\$ (0.31)	\$ (0.57)
Diluted - as reported	\$ (0.08)	\$ (0.18)	\$ (0.27)
Diluted - pro forma	\$ (0.27)	\$ (0.31)	\$ (0.57)

</TABLE>

Refer to Note 8 to the consolidated financial statements for assumptions used in the Black-Scholes option pricing model.

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#### INCOME TAXES

Income taxes are accounted for under the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred income 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 income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

#### NET LOSS PER SHARE

Basic and diluted net loss per share was computed in accordance with SFAS No. 128, "Earnings Per Share," using the weighted average number of common shares outstanding. The diluted net loss per share for the years ended December 31, 2005, 2004 and 2003 excludes incremental shares calculated using the treasury stock method, assumed from the conversion of stock options due to the net loss for the years ended December 31, 2005, 2004 and 2003. The potential effects of excluded incremental shares are as follows (in thousands):

<TABLE>  
<CAPTION>  
<S>

	<C> 2005	<C> 2004	<C> 2003
Effect of shares issuable under stock option plan			316 616 202
Effect of shares issuable under restricted stock awards			502 504 28
Total effect of potential incremental shares			818 1,120 230

</TABLE>

At December 31, 2005, 1,111,250 options were excluded in the computation of diluted earnings per share due to the net loss for the year ended December 31, 2005 and 570,000 options were excluded in the computation of diluted earnings per share because the options' exercise prices were greater than the average market share price of the common shares.

At December 31, 2004, 1,561,617 options were excluded in the computation of diluted earnings per share due to the net loss for the year ended December 31, 2004 and 400,000 options were excluded in the computation of diluted earnings per share because the options' exercise prices were greater than the average market share price of the common shares.

At December 31, 2003, 1,283,867 options were excluded in the computation of diluted earnings per share due to the net loss for the year ended December 31, 2003 and 815,000 options were excluded in the computation of diluted earnings per share because the options' exercise prices were greater than the average market share price of the common shares.

#### COMPREHENSIVE INCOME (LOSS)

The Company utilizes SFAS No. 130, "Reporting Comprehensive Income". SFAS No. 130 establishes standards for reporting and presentation of comprehensive income (loss) and its components in a full set of financial statements. Comprehensive income (loss) primarily consists of net income (loss) and unrealized gains and losses from available-for-sale marketable securities. Comprehensive income (loss) is presented in the consolidated statements of stockholders' equity.

#### SEGMENT AND GEOGRAPHIC INFORMATION

In accordance with the provisions of SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", the Company has determined that during 2005, 2004 and 2003 the Company operated in one principal business segment. Due to the sale of our operating assets as discussed in "Prior Business", the Company is a holding company.

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Geographic revenue and the carrying value of property and equipment as of and for the years ended December 31, 2005, 2004 and 2003 were as follows:

(in thousands)	2005	2004	2003
	-----	-----	-----

Revenue:				
United States	\$ --	\$ --	\$ 130	
International	--	1,106	--	
	-----	-----	-----	
Total	\$ --	\$1,106	\$ 130	
	=====	=====	=====	

Property and equipment:				
United States	\$1,996	\$2,367	\$ 38	
	-----	-----	-----	
Total	\$1,996	\$2,367	\$ 38	
	=====	=====	=====	

#### NEW ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123R"). This statement requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. Compensation cost is to be measured based on the estimated fair value of the equity-based compensation awards issued as of the grant date. The related compensation expense will be based on the estimated number of awards expected to vest and will be recognized over the requisite service period (often the vesting period) for each grant. The statement requires the use of assumptions and judgments about future events and some of the inputs to the valuation models will require considerable judgment by management. SFAS No. 123R replaces FASB Statement No. 123 ("SFAS No. 123"), "Accounting for Stock-Based Compensation," and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." The provisions of SFAS No. 123R are required to be applied by public companies as of the first annual reporting period that begins after June 15, 2005 (as of January 1, 2006 for the Company). Accordingly, as of January 1, 2006, the Company uses the modified prospective application transition method without restatement of prior interim periods in the year of adoption. This will result in the Company recognizing compensation cost based on the requirements of SFAS No. 123R for all equity-based compensation awards issued after January 1, 2006. For all equity-based compensation awards that are unvested as of January 1, 2006, compensation cost will be recognized for the unamortized portion of compensation cost not previously included in the SFAS No. 123 pro forma footnote disclosure.

On December 30, 2005, the Board of Directors of Clarus accelerated the vesting of unvested stock options previously awarded to employees, officers and directors of the Company under its Amended and Restated Stock Incentive Plan of Clarus Corporation (as amended and restated effective as of June 13, 2000) and the Clarus Corporation 2005 Stock Incentive Plan, subject to such optionee entering into lock-up, confidentiality and non-competition agreements. As a result of this action, options to purchase 676,669 shares of common stock that would have vested over the next one to three years became fully vested.

The decision to accelerate the vesting of these options was made primarily to reduce non-cash compensation expense that would have been recorded in future periods following the Company's application of the Financial Accounting Standards Board Statement No. 123, "Share Based Payment (revised 2004)" ("FAS 123R"). The Company will be required to apply the expense recognition provisions of FAS 123R beginning January 1, 2006. The acceleration of the options is expected to reduce the Company's non-cash compensation expense related to these options by approximately \$1.5 million or \$0.09 per share (pre-tax) for the years 2006 - 2008, based on estimated value calculations using the Black-Scholes methodology.

#### RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform with the current year presentation.

#### 2. MARKETABLE SECURITIES

As of December 31, 2005, and 2004, those investments with an original maturity of three months or less are classified as cash equivalents and those investments with original maturities beyond three months are classified as marketable securities. Pursuant to the provisions of SFAS No. 115, the Company has classified all of its marketable securities as available-for-sale.

At December 31, 2005, marketable securities consisted of government notes and bonds with a fair market value of \$61.6 million. The amortized cost of marketable securities at December 31, 2005 was \$61.7 million with an unrealized loss of \$88,000.

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The maturities of all securities are less than 18 months at December 31, 2005. Of the \$61.7 million in securities, \$49.6 million mature in less than 12 months and \$12.1 million mature between 12 and 18 months.

At December 31, 2004, marketable securities consisted of government notes and bonds with a fair market value of \$35.1 million. The amortized cost of marketable securities at December 31, 2004 was \$35.2 million with an unrealized loss of \$130,000.

The maturities of all securities are less than 18 months at December 31, 2004. \$26.9 million mature in less than 12 months and \$8.2 million mature between 12 and 18 months.

#### 3. ACQUISITIONS AND DISPOSITIONS



## SALE OF OPERATING ASSETS

On December 6, 2002, the Company sold its e-commerce software business to Epicor Software Corporation for \$1.0 million. Approximately \$200,000 of the purchase price was placed in escrow. The escrowed funds were released in February 2004.

## 4. RELATED-PARTY TRANSACTIONS

In September 2003, the Company and Kanders & Company, an entity owned and controlled by the Company's Executive Chairman, Warren B. Kanders, entered into a 15-year lease with a five-year renewal option, as co-tenants to lease approximately 11,500 square feet in Stamford, Connecticut. The Company and Kanders & Company have initially agreed to allocate the total lease payments of \$24,438 per month on the basis of Kanders & Company renting 2,900 square feet initially for \$6,163 per month, and the Company renting 8,600 square feet initially for \$18,275 per month, which are subject to increases during the term of the lease. Rent expense is recognized on a straight line basis. The lease provides the co-tenants with an option to terminate the lease in years eight and ten in consideration for a termination payment. The Company and Kanders & Company agreed to pay for their proportionate share of the build-out construction costs, fixtures, equipment and furnishings related to preparation of the space. In connection with the lease, the Company obtained a stand-by letter of credit in the amount of \$850,000 to secure lease obligations for the Stamford facility. Kanders & Company reimburses the Company for a pro rata portion of the approximately \$5,000 annual cost of the letter of credit.

The Company provides certain telecommunication, administrative and other office services as well as accounting and bookkeeping services to Kanders & Company that are reimbursed by Kanders & Company. Such services aggregated \$107,000 during the year ended December 31, 2005. During the year ended December 31, 2005, the Company expensed approximately \$35,000 to Kanders Aviation LLC, an affiliate of the Company's Executive Chairman, Warren B. Kanders, relating to aircraft travel by directors and officers of the Company for potential redeployment transactions.

As of December 31, 2005, the Company had outstanding a payable of less than \$13,225 to Kanders & Company. The amount due to Kanders & Company is included in accounts payable and accrued liabilities in the accompanying consolidated balance sheet. The outstanding amount was paid in January 2006.

During the year ended December 31, 2004, the Company expensed approximately \$31,000, for payments to Kanders Aviation LLC, relating to aircraft travel by directors and officers of the Company for potential redeployment transactions. In 2004, the Company provided certain telecommunication, administrative and other office services as well as accounting and bookkeeping services to Kanders & Company that were reimbursed by Kanders & Company. Such services aggregated \$43,000 during the year ended December 31, 2004.

As of December 31, 2004, the Company had outstanding a net receivable of less than \$150 from Kanders & Company resulting from an outstanding payable by the Company to Kanders Aviation LLC of \$23,921 and an outstanding payable by Kanders & Company to the Company of \$24,054. The amount due to Kanders Aviation LLC is included in accounts payable and accrued liabilities in the accompanying consolidated balance sheet and the amount due from Kanders & Company is included in prepaids and other current assets in the accompanying consolidated balance sheet. The outstanding amounts were paid in February 2005.

After the closing of the sale of the e-commerce software business in December 2002, Steven Jeffery, resigned as the Company's Chief Executive Officer and Chairman of the Board of Directors. Under Mr. Jeffery's employment agreement, he was entitled to receive a severance payment equal to one year's salary of \$250,000, payable over one year. In addition, Mr. Jeffery entered into a three-year consulting agreement with the Company and received total consideration of \$250,000 payable over two years. At December 31, 2005, no balance remained outstanding to Mr. Jeffery under these severance arrangements. On April 11, 2005, Mr. Jeffery resigned as a member of our Board of Directors.

In the opinion of management, the rates, terms and considerations of the transactions with the related parties described above are at least as favorable as those we could have obtained in arms length negotiations or otherwise are at prevailing market prices and terms.

## 5. RESTRUCTURING AND RELATED COSTS

During 2002 and 2001, the Company's management approved restructuring plans to reorganize and reduce operating costs. Restructuring and related charges of \$12.8 million were expensed in 2001 and 2002 in an attempt to align the Company's cost structure with projected revenue.

During 2003, the Company determined that actual restructuring and related charges were in excess of the amounts provided for in 2002 and 2001 and recorded additional restructuring charges of \$250,000. This amount was charged to general and administrative costs in the accompanying consolidated statement of operations during 2003. The charges for 2003 were comprised of \$223,000 for employee separation costs and \$27,000 for facility closure and consolidation costs.

During 2004, the Company recorded an additional restructuring charge of \$33,000 for facility closure costs. The increase was the result of significant fluctuations in exchange rates and increased rent expense.

The following is a reconciliation of the components of the accrual for restructuring and related costs, the amounts charged against the accrual during 2005, 2004 and 2003 and the balance of the accrual as of December 31, 2005 (in thousands):

	Employee Separation Costs	Facility Closing Costs	Total Restructuring and Related Costs	
Balance at December 31, 2002	\$ 927		\$ 137	\$1,064
Accruals during 2003	223	27		250
Expenditures during 2003	1,025	59		1,084
Balance at December 31, 2003	125	105		230
Accruals during 2004	--	33		33
Expenditures during 2004	125	65		190
Balance at December 31, 2004	--	73		73
Accruals during 2005	--	--		--
Expenditures during 2005	--	56		56
Balance at December 31, 2005	\$ --	\$ 17		\$ 17

For the years ended December 31, 2005, 2004 and 2003, the restructuring and related costs were classified in the Company's consolidated statements of operations as follows (in thousands):

	YEAR ENDED DECEMBER 31,			
	2005	2004	2003	
General and administrative	\$ --	\$ 33	\$250	
Total	\$ --	\$ 33	\$250	

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## 6. INCOME TAXES

For financial reporting purposes, losses from continuing operations before income taxes include the following components (in thousands):

	YEAR ENDED DECEMBER 31,		
	2005	2004	2003
Pre-Tax Loss:			
United States	\$(1,291)	\$(2,889)	\$(4,331)
Foreign	--	--	--
	\$(1,291)	\$(2,889)	\$(4,331)

The Company files a consolidated income tax return with its wholly owned subsidiaries. The components of the income tax expense (benefit) for each of the years in the three-year period ended December 31, 2005 is as follows (in thousands):

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	2005	2004	2003
Current:			
<S>	<C>	<C>	<C>
Federal	\$ --	\$ --	\$ --
State	--	--	--
Foreign	--	--	--
Deferred:			

Federal	(3,122)	(30,455)	(3,492)
State	7,057	(7,251)	(513)
Foreign	--	441	5,962
	3,935	(37,265)	1,957
Increase/(decrease) in valuation allowance for deferred income taxes	(3,935)	37,265	(1,957)
	\$ --	\$ --	\$ --

</TABLE>

Total deferred income taxes were allocated as follows for the years ended December 31 (in thousands):

<TABLE>  
<CAPTION>

	2005	2004	2003
<S>	<C>	<C>	<C>
Income(loss) from operations	\$ (3,935)	\$ 37,265	\$ (1,957)
Shareholders' equity	34	--	--
Total	\$ (3,901)	\$ 37,265	\$ (1,957)

</TABLE>

The income taxes credited to shareholders' equity relate to the tax benefit arising from unrealized gains on marketable securities.

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The following is a summary of the items that caused recorded income taxes to differ from income taxes computed using the statutory federal income tax rate of 34% for the years ended December 31, 2005, 2004 and 2003:

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31,		
	2005	2004	2003
<S>	<C>	<C>	<C>
Computed "expected" income tax expense (benefit)		(34.0)%	(34.0)% (34.0)%
Increase (decrease) in income taxes resulting from:			
State income taxes, net of federal income taxes		(7.4)	(5.0) (7.7)
NOL adjustments		376.6	(1,265.9) (54.2)
Non-cash stock compensation		(29.5)	-- --
Income tax effect attributable to foreign operations		--	15.3 135.6
Nondeductible expired/cancelled warrants and options		--	-- 3.3
(Decrease) Increase in valuation allowance and other items		(305.7)	1,289.6 (43.0)
Income tax expense (benefit)		--%	--% --%

</TABLE>

Deferred income tax assets and liabilities are determined based on the difference between the financial reporting carrying amounts and tax bases of existing assets and liabilities and operating loss and tax credit carryforwards. Significant components of the Company's existing deferred income tax assets and liabilities as of December 31, 2005 and 2004 are as follows (in thousands):

<TABLE>  
<CAPTION>

	YEAR ENDED DECEMBER 31,	
	2005	2004
<S>	<C>	<C>
Deferred income tax assets:		
Net operating loss, capital loss, AMT and research & experimentation credit carryforwards		\$ 90,708 \$ 94,943
Charitable contribution carryforward		4 --
Depreciation and amortization		(340) (446)
Unrealized gain	34	--
Non-cash compensation		499 339
Accrued liabilities	72	42
Reserves for investments		1,728 1,728
Net deferred income tax assets before valuation allowance		92,705 96,606
Valuation allowance for deferred income tax assets		(92,705) (96,606)
Net deferred income tax assets		\$ -- \$ --

</TABLE>

The net change in the valuation allowance for deferred income tax assets for 2005 was a decrease of \$3.9 million as compared to an increase of \$37.3 million

in 2004 and a decrease in 2003 of \$2.0 million. In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Management has provided a valuation allowance against deferred income tax assets at December 31, 2005, because the ultimate realization of those benefits and assets does not meet the more likely than not criteria.

At December 31, 2005, the Company has net operating loss, research and experimentation credit and alternative minimum tax credit carryforwards for U.S. federal income tax purposes of approximately \$226.4 million, \$1.3 million and \$53,000, respectively, which expire in varying amounts beginning in the year 2009. The Company also has a capital loss carryforward of \$15.2 million which expires in varying amounts beginning in the year 2006.

The Company's ability to benefit from certain net operating loss and tax credit carryforwards is limited under section 382 of the Internal Revenue Code due to a prior ownership change of greater than 50%. Accordingly, approximately \$220.0 million of the \$226.4 million of U.S. net operating loss carryforward is available currently to offset taxable income that the Company may recognize in the future.

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## 7. EMPLOYEE BENEFIT PLANS

The Company sponsors a 401(k) Plan (the "Plan"), a defined contribution plan covering substantially all employees of the Company. Under the Plan's deferred compensation arrangement, eligible employees who elect to participate in the Plan may contribute between 2% and 20% of eligible compensation, as defined, to the Plan. The Company, at its discretion, may elect to provide for either a matching contribution or discretionary profit-sharing contribution or both. The Company made matching contributions of approximately \$6,000, \$6,000 and \$2,000 in 2005, 2004 and 2003, respectively.

On June 13, 2000, the Company adopted the Clarus Corporation Employee Stock Purchase Plan (the "U.S. Plan") and the Global Employee Stock Purchase Plan (the "Global Plan") (collectively, the "Plans"), which offers employees the right to purchase shares of the Company's common stock at 85% of the market price, as defined. Under the Plans, full-time employees, except persons owning 5% or more of the Company's common stock, are eligible to participate after 90 days of employment. Employees may contribute up to 15% of their annual salary toward the Purchase Plan. A maximum of 1,000,000 shares of common stock may be purchased under the Plans. Common stock is purchased directly from the Company on behalf of the participants. During the years ended December 31, 2005, 2004 and 2003, zero, zero and 2,349 shares were purchased for the benefit of the participants under the Plans, respectively. As of December 31, 2005, there were no participants in either the U.S. or Global Plans.

## 8. STOCK INCENTIVE PLANS

The Company had a stock option plan for employees, consultants, and other individual contributors to the Company, which enabled the Company to grant up to approximately 1.6 million qualified and nonqualified incentive stock options (the "1992 Plan"). The 1992 Plan terminated in November 2002. As of December 31, 2005 there were no stock options eligible to be exercised under the 1992 Plan.

The Company adopted the 1998 Stock Incentive Plan (the "1998 Plan") in 1998. Under the 1998 Plan, the Board of Directors had the flexibility to determine the type and amount of awards to be granted to eligible participants, who must be employees of the Company or its subsidiaries or consultants to the Company. The 1998 Plan provided for grants of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, and restricted units. During 2000, the Board of Directors and stockholders adopted an amendment, which increased the number of shares authorized and reserved for issuance from 1.5 million shares to 3.0 million shares. The aggregate number of shares of common stock that may be granted through awards under the 1998 Plan to any employee in any calendar year may not exceed 200,000 shares. The 1998 Plan was terminated in June 2005, but 1,490,000 stock options awarded under the plan are vested and remained eligible to be exercised at December 31, 2005.

Upon the acquisition of the SAI/Redeo Companies on May 31, 2000, the Company assumed the Stock Incentive Plan of Software Architects International, Limited (the "SAI Plan"), and the options outstanding. The SAI Plan enabled the Company to grant up to 750,000 nonqualified stock options. The Company could grant options to eligible participants who had to be employees of the Company or its subsidiaries or consultants, but not directors or officers of the Company. The SAI Plan was terminated in June 2005, but 21,250 stock options awarded under the plan are vested and remained eligible to be exercised at December 31, 2005.

The Company adopted the 2005 Stock Incentive Plan (the "2005 Plan"), which was approved by stockholders at the Company's annual meeting in June 2005. Under the 2005 Plan, the Board of Directors has the flexibility to determine the type and amount of awards to be granted to eligible participants, who must be employees of the Company or its subsidiaries, directors, officers or consultants to the Company. The 2005 Plan provides for grants of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, and restricted units. The number of shares authorized and reserved for issuance under the 2005 Plan is 3.0 million, subject to an automatic annual increase

equal to 4% of the total number of shares of Clarus' common stock outstanding. The aggregate number of shares of common stock that may be granted through awards under the 2005 Plan to any employee in any calendar year may not exceed 500,000 shares. The 2005 Plan will continue in effect until June 2015 unless terminated sooner. As of December 31, 2005, 170,000 stock options awarded under the plan are vested and eligible for exercise.

On December 6, 2002, the Company had granted options to purchase 1,250,000 shares of common stock to three senior executives. 450,000 of these options were issued with an exercise price of \$5.35 per share. The options issued at \$5.35 per share were issued at less than the fair market value on that date of \$5.45. A compensation charge of \$65,000 was being recognized over the vesting period of five years. Twenty percent of the options vested annually over five years on the anniversary of the date of grant. Due to the acceleration of the vesting of stock options by the Company, the remaining compensation charge of \$8,500 was recognized as of December 31, 2005.

In April 2003, the Company granted 500,000 shares of restricted stock to Warren B. Kanders, the Executive Chairman of the Board. The shares vest in ten years or earlier upon satisfaction of various conditions including performance based conditions relating to the price of the Company's common stock. Deferred compensation of \$2.7 million was recorded at the date of grant representing the fair value of the shares and adjusted as of December 31, 2005 to \$4.2 million to account for the increase in fair market value from grant date through December 31, 2005. During the years ended December 31, 2005 and 2004, \$355,000 and \$513,750, respectively, were amortized to compensation expense for this award. At December 31, 2005, these shares were excluded from the computation of diluted earnings per share due to the net loss for the year ended December 31, 2005.

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On December 30, 2005, the Board of Directors of Clarus Corporation accelerated the vesting of unvested stock options previously awarded to employees, officers and directors of the Company under its Amended and Restated Stock Incentive Plan of Clarus Corporation (as amended and restated effective as of June 13, 2000) and the Clarus Corporation 2005 Stock Incentive Plan, subject to such optionee entering into lock-up, confidentiality and non-competition agreements. As a result of this action, options to purchase 676,669 shares of common stock that would have vested over the next one to three years became fully vested.

The decision to accelerate the vesting of these options was made primarily to reduce non-cash compensation expense that would have been recorded in future periods following the Company's application of the Financial Accounting Standards Board Statement No. 123, "Share Based Payment (revised 2004)" ("FAS 123R"). The Company will be required to apply the expense recognition provisions of FAS 123R beginning January 1, 2006. The acceleration of the options is expected to reduce the Company's non-cash compensation expense related to these options by approximately \$1.5 million or \$0.09 per share (pre-tax) for the years 2006 - 2008, based on estimated value calculations using the Black-Scholes methodology

The Company recorded total non-cash stock compensation expense of approximately \$0.4 million, \$0.6 million and \$0.3 million for the years ended December 31, 2005, 2004 and 2003, respectively.

Total options available for grant under all plans as of December 31, 2005 were 2.8 million. A summary of changes in outstanding options during the three years ended December 31, 2005 is as follows:

<TABLE>  
<CAPTION>

	Shares	Range of Exercise Prices	Weighted Average Exercise Price	
<S>	<C>	<C>	<C>	<C>
December 31, 2002	2,854,906	\$ 1.00-\$	82.56	\$ 7.76
Granted	5,000	\$ 7.30-\$ 7.30		\$ 7.30
Canceled	(377,047)	\$ 3.49-\$ 82.56		\$ 16.69
Exercised	(383,992)	\$ 1.00-\$ 6.13		\$ 4.31
December 31, 2003	2,098,867	\$ 3.67-\$	10.00	\$ 6.77
Granted	40,000	\$ 8.60-\$ 9.00		\$ 8.65
Canceled	(80,000)	\$ 5.35-\$ 8.60		\$ 5.76
Exercised	(85,899)	\$ 3.67-\$ 7.63		\$ 5.29
Prior Period Adjustments	(11,351)	\$ 3.49-\$68.38		\$ 9.95
December 31, 2004	1,961,617	\$ 4.83-\$10.00		\$ 6.93
Granted	175,000	\$ 7.40-\$ 8.50		\$ 8.16
Expired	(7,500)	\$ 7.63		\$ 7.63
Exercised	(447,867)	\$ 4.83-\$ 7.00		\$ 5.79
December 31, 2005	1,681,250	\$ 5.35-\$10.00		\$ 7.36
Vested and exercisable at December 31, 2005	1,681,250			\$ 7.36
Vested and exercisable at December 31, 2004	1,117,754			\$ 6.55

Vested and exercisable at December 31, 2003 864,392 \$ 6.22

</TABLE>

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For SFAS No. 123 purposes, the fair value of each option grant has been estimated as of the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	2005	2004	2003
Dividend yield	0%	0%	0%
Expected volatility	57%	57%	62%
Risk-free interest rate	4.31%	2.55%	2.86%
Expected life	Four years	Four years	Four years

Using these assumptions, the fair value of the stock options granted during the years ended December 31, 2005, 2004, and 2003, were approximately \$692,000, \$40,000 and \$18,000, respectively, which would be amortized over the vesting period of the options. The weighted-average grant-date fair values of the stock options granted during the years ended December 31, 2005, 2004 and 2003, were \$3.95, \$4.22 and \$3.50, respectively.

The following table summarizes the exercise price range, weighted average exercise price, and remaining contractual lives by significant ranges for options outstanding and exercisable as of December 31, 2005:

<TABLE>

<CAPTION>

		Outstanding			Exercisable	
Exercise Price Range	Number of Shares Outstanding at December 31, 2005	Weighted Average		Number of Shares Exercisable at December 31, 2005	Weighted Average Exercise Price	
		Average Exercise Price	Remaining Contractual Life (Years)			
\$ 5.35-\$ 7.50	1,111,250	\$ 6.24	6.7	1,111,250	\$ 6.24	
\$ 8.35-\$10.00	570,000	\$ 9.53	7.1	570,000	\$ 9.53	
	<u>1,681,250</u>	<u>\$ 7.36</u>	<u>6.8</u>	<u>1,681,250</u>	<u>\$ 7.36</u>	

</TABLE>

## 9. STOCKHOLDERS' EQUITY

### WARRANTS

The Company previously granted 25,000 warrants to a strategic partner in return for completion of predetermined sales and marketing milestones. The exercise price of these warrants was \$53.75 per share and the warrants expired on October 31, 2003.

## 10. COMMITMENTS AND CONTINGENCIES

### LEASES

The Company rents certain office space, under non-cancelable operating leases. Rents charged to expense were approximately \$0.4 million, \$0.3 million and \$0.2 million for the years ended December 31, 2005, 2004, and 2003, respectively. Future minimum lease payments for the next five years and thereafter under non-cancelable operating leases with remaining terms greater than one year as of December 31, 2005, are as follows (in thousands):

Year ending December 31,	Gross Rental Obligations	Sub-Lease Income
2006	\$ 400	\$ 100
2007	402	101
2008	420	105
2009	426	106
2010	451	113
Thereafter	1,128	282
Total	<u>\$3,227</u>	<u>\$ 807</u>

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Our corporate headquarters is currently located in Stamford, Connecticut where we lease approximately 8,600 square feet for \$24,438 a month during 2005, pursuant to a lease that includes annual rent escalations, which expires on March 31, 2019.

### INDEMNIFICATION

The Company has agreed to indemnify Epicor Software Corporation, as part of the sale of the Company's e-commerce business, for the conduct of this business

prior to December 6, 2002. Additionally, the Company had historically indemnified its customers against damages and costs resulting from claims of patent, copyright, or trademark infringement associated with use of the software in its software licensing agreements.

The Company has not made any accruals or payments under such indemnifications. However, the Company continues to monitor the conditions that are subject to the indemnifications to identify whether it is probable that a loss has occurred, and would recognize any such losses under the indemnifications when those losses are reasonably estimable.

#### LITIGATION

We are not a party to nor are any of our properties subject to any pending legal, administrative or judicial proceedings other than routine litigation incidental to our business.

A complaint was filed on May 14, 2001 in the United States District Court for the Northern District of Georgia on behalf of all purchasers of common stock of the Company during the period beginning December 8, 1999 and ending on October 25, 2000. Generally the complaint alleged that the Company and certain of its directors and officers made material misrepresentations and omissions in public filings made with the Securities and Exchange Commission and in certain press releases and other public statements. The Company agreed to settle the class action in exchange for a payment of \$4.5 million, which was covered by insurance. The Court approved the final settlement and dismissed the action on January 6, 2005.

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

#### ITEM 9A. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

The Company's management carried out an evaluation, under the supervision and with the participation of the Company's Chief Administrative Officer and Controller, its principal executive officer and principal financial officer, respectively of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of December 31, 2005, pursuant to Exchange Act Rule 13a-15. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the appropriate management on a basis that permits timely decisions regarding disclosure. Based upon that evaluation, the Company's Chief Administrative Officer and Controller concluded that the Company's disclosure controls and procedures as of December 31, 2005 are effective.

##### Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

- o pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- o provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- o 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.

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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 required by Section 404 of the Sarbanes-Oxley Act of 2002, management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2005. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework.

Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2005.

The Company's independent registered public accounting firm, KPMG LLP, has audited management's assessment of the Company's internal control over financial reporting as of December 31, 2005.

#### Changes in Internal Control Over Financial Reporting

No changes in the Company's internal control over financial reporting have come to management's attention during the fourth quarter ended December 31, 2005 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

#### ITEM 9B. OTHER INFORMATION

Not applicable.

### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information set forth under the caption "Election of Directors" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

The Company has adopted a code of ethics that applies to its Chief Administrative Officer and Controller, its principal executive officer and principal financial officer, and to all of its other officers, directors and employees. The code of ethics may be accessed at [www.claruscorp.com](http://www.claruscorp.com), our Internet website, at the tab "Corporate Governance". The Company intends to disclose future amendments to, or waivers from, certain provisions of its code of ethics, if any, on the above website within five business days following the date of such amendment or waiver.

Other information required by Item 10, including information regarding directors, membership and function of the audit committee, including the financial expertise of its members, and Section 16(a) compliance, appearing under the captions "Election of Directors", "Information Regarding Board of Directors and Committees" and "Other Matters" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

#### ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the caption "Executive Compensation" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information set forth under the caption "Principal Stockholders" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

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#### Equity Compensation Plan Information

The following table sets forth certain information regarding our equity plans as of December 31, 2005:

<TABLE>  
<CAPTION>

Plan Category	(A) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(B) Weighted-average exercise price of outstanding options, warrants and rights	(C) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by security holders			
<C>	<C>	<C>	<C>
(1)(2)	1,090,036	\$5.96	3,750,134
Equity compensation plans not approved by security holders (3)			
(4) (5)	1,100,000	\$7.83	--
Total	2,190,036	\$7.41	3,750,134

</TABLE>

(1) Consists of stock options and restricted stock awards issued under the Amended and Restated Stock Incentive Plan of Clarus Corporation (the "2000 Plan"). Also consists of stock options issued by the Company under the Stock Incentive Plan of Software Architects International, Limited (the "SAI Plan") assumed by the Company, pursuant to the Stock Purchase Agreement, dated May 31,



2000, by and among Clarus, SAI (Ireland) Limited, SAI Recruitment Limited, i2Mobile.com Limited, SAI America Limited (collectively, the "SAI/Redeo Companies") and the shareholders of the SAI/Redeo Companies. Under the SAI Plan, the Company could grant stock options to eligible participants who were employees of the Company or its subsidiaries or consultants, but not directors or officers of the Company. Also consists of stock options issued and issuable under the 2005 Clarus Corporation Stock Incentive Plan (the "2005 Plan").

(2) Includes 920,134 shares of our common stock remaining available for future issuance under the Clarus Corporation Employee Stock Purchase Plan and the Global Employee Stock Purchase Plan (collectively, the "Plans"). Under the Plans, employees have an opportunity to purchase shares of the Company's common stock at a discount. Generally, eligible employees, as defined in the plan documents, may elect to have up to 15 percent of their annual salary, up to a maximum of \$12,500 per six-month purchase period, withheld to purchase the Company's common stock at a price equal to the lower of 85 percent of the market price of our common stock at either the beginning or the end of the six-month offering period.

(3) Includes options granted to the Company's Executive Chairman, Warren B. Kanders to purchase 400,000 shares of common stock, having an exercise price of \$7.50 per share.

(4) Includes options granted to the Company's Executive Chairman, Warren B. Kanders to purchase 400,000 shares of common stock, having an exercise price of \$10.00 per share.

(5) Includes 300,000 shares of restricted stock granted to the Company's Executive Chairman, Warren B. Kanders, having voting, dividend, distribution and other rights, which shall vest and become nonforfeitable if Mr. Kanders is an employee and/or a director of the Company or a subsidiary or affiliate of the Company on the earlier of (i) the date the closing price of the Company's common stock equals or exceeds \$15.00 per share for each of the trading days during a ninety consecutive day period, or (ii) April 11, 2013, subject to acceleration in certain circumstances.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information set forth under the caption "Certain Relationships and Related Transactions" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth under the caption "Principal Accountant Fees and Services" in our Proxy Statement used in connection with our 2006 Annual Meeting of Stockholders, is incorporated herein by reference.

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#### PART IV

#### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Financial Statements, Financial Statement Schedules and Exhibits

##### (a) Financial Statements

(1) The following financial statements are filed with this report on the following pages indicated:

<TABLE>  
<CAPTION>

	Page
	----
<S>	<C>
Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements.....	17
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting.....	18
Consolidated Balance Sheets - December 31, 2005 and 2004.....	19
Consolidated Statements of Operations -Years Ended December 31, 2005, 2004 and 2003.....	20
Consolidated Statements of Stockholders' Equity and Comprehensive Loss -Years Ended December 31, 2005, 2004 and 2003.....	21
Consolidated Statements of Cash Flows -Years Ended December 31, 2005, 2004 and 2003.....	23
Notes to Consolidated Financial Statements.....	24

(2) The following additional financial statement schedule and report of independent registered public accounting firm are furnished herewith pursuant to the requirements of Form 10-K:

Schedule II Valuation and Qualifying Accounts.....	44
--	----

(3) The following Exhibits are hereby filed as part of this Annual Report on Form 10-K:

<TABLE>

Exhibit	
Number	Exhibit
-----	-----

- 3.1 Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.3 of the Company's Form S-1 Registration Statement filed with the Securities and Exchange Commission on April 6, 1998 (File No. 333-46685)).
- 3.2 Amendment to Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 9.1 of the Company's 10-Q filed with the Securities and Exchange Commission on August 14, 2000).
- 3.3 Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 31, 2003).
- 3.4 Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2002 (File No. 333-63535)).
- 3.5 Amendment No. 1 to the Amended and Restated Bylaws of the Company. (incorporated herein by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2003).
- 4.1 See Exhibits 3.1, 3.2, 3.3, 3.4 and 3.5 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company defining rights of the holders of Common Stock of the Company.
- 4.2 Specimen Stock Certificate (incorporated herein by reference to Exhibit 9.1 of the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on May 26, 1998 (File No. 333-46685)).
- 4.3 Restricted Stock Agreement dated as of April 11, 2003 between the Company and Warren B. Kanders (incorporated herein by reference to Exhibit 4.1 of the Company's Form 10-Q filed with the Securities and Exchange Commission on May 15, 2003). \*
- 10.1 Asset Purchase Agreement, dated as of October 17, 2002, between Epicor Software Corporation and the Company (incorporated herein by reference to Exhibit 2.1 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).

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- 10.2 Bill of Sale and Assumption Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated herein by reference to Exhibit 2.2 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).
- 10.3 Trademark Assignment dated as of December 6, 2002, by the Company in favor of Epicor Software Corporation, (incorporated herein by reference to Exhibit 2.3 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).
- 10.4 Patent Assignment, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated herein by reference to Exhibit 2.4 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).
- 10.5 Noncompetition Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated herein by reference to Exhibit 2.5 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).
- 10.6 Transition Services Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated herein by reference to Exhibit 2.7 of the Company's Form 8-K filed with the Securities and Exchange Commission on October 18, 2002).
- 10.7 Form of Indemnification Agreement for Directors and Executive Officers of the Company, (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed with the Securities and Exchange Commission on December 23, 2002).
- 10.8 Employment Agreement, dated as of December 6, 2002, between the Company and Warren B. Kanders (incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed with the Securities and Exchange Commission on December 23, 2002).\*
- 10.9 Employment Agreement, dated as of December 6, 2002, between the Company and Nigel P. Ekern. (incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed with the Securities and Exchange Commission on December 23, 2002).\*

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- 10.10 Consulting Agreement, dated as of December 6, 2002, between the Company and Stephen P. Jeffery (incorporated herein by reference to Exhibit 10.4 of the Company's Form 8-K filed with the Securities and Exchange Commission on December 23, 2002).\*

- 10.11 Amended and Restated Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q filed with the Securities and Exchange Commission on August 14, 2000). \*
- 10.12 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-Q filed with the Securities and Exchange Commission on August 14, 2000). \*
- 10.13 Global Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.4 of the Company's Form 10-Q filed with the Securities and Exchange Commission on August 14, 2000). \*
- 10.14 Form of Nonqualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.5 of the Company's Form 10-Q filed with the Securities and Exchange Commission on August 14, 2000). \*
- 10.15 Stock Incentive Plan of Software Architects International, Limited (incorporated herein by reference to Exhibit 2.2 of the Company's Form 8-K filed with the Securities and Exchange Commission on June 13, 2000). \*
- 10.16 2000 Declaration of Amendment to Software Architects International Limited Stock Incentive Plan (incorporated herein by reference to Exhibit 2.3 of the Company's Form 8-K filed with the Securities and Exchange Commission on June 13, 2000). \*
- 10.17 Lease dated as of September 23, 2003 between Reckson Operating Partnership, L.P., the Company and Kanders & Company, Inc. (incorporated herein by reference to Exhibit 10.1 of the Company's 10-Q filed with the Securities and Exchange Commission on November 12, 2003).
- 10.18 Transportation Services Agreement dated as of December 18, 2003 between Kanders Aviation, LLC and the Company (incorporated herein by reference to Exhibit 10.23 of the Company's 10-K filed with the Securities and Exchange Commission on March 11, 2004).
- 10.19 Clarus Corporation 2005 Stock Incentive Plan (incorporated herein by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on May 2, 2005). \*
- 10.20 Form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q filed with the Securities and Exchange Commission on November 11, 2005). \*
- 10.21 Amendment to the form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed with the Securities and Exchange Commission on January 6, 2006). \*
- 10.22 Stock Option Agreement between Clarus Corporation and Warren B. Kanders, dated December 23, 2002. (incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement Form S-8 filed with the Securities and Exchange Commission on August 18, 2005). \*
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 31.1 Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of Principal Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- 32.2 Certification of Principal Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- \* Management contract or compensatory plan or arrangement.
- (b) The exhibits are listed in Item 15 (a)(3) above.
- (c) The financial statement schedules are listed in Item 15 (a)(2) above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLARUS CORPORATION

Date: March 9, 2006

By: /s/ Nigel P. Ekern

-----  
 Nigel P. Ekern  
 Chief Administrative Officer

<TABLE>  
 <CAPTION>

Signature	Title	Date
-----		
<S>		<C>
/s/ Nigel P. Ekern		March 9, 2006
-----	Chief Administrative Officer	-----
Nigel P. Ekern	(principal executive officer)	
/s/ Susan Luckfield		March 9, 2006
-----	Controller	-----
Susan Luckfield	(principal financial officer)	
/s/ Warren B. Kanders	Executive Chairman of the Board of	March 9, 2006
-----	Directors	-----
Warren B. Kanders		
/s/ Donald L. House	Director	March 9, 2006
-----		-----
Donald L. House		
/s/ Burt R. Ehrlich	Director	March 9, 2006
-----		-----
Burt R. Ehrlich		
/s/ Nicholas Sokolow	Director	March 9, 2006
-----		-----
Nicholas Sokolow		

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

of Clarus Corporation:

Under date of March 7, 2006, we reported on the consolidated balance sheets of Clarus Corporation and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended December 31, 2005, which are included in the Clarus Corporation 2005 Annual Report on Form 10-K. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related financial statement schedule as listed in the accompanying index. This financial statement schedule is the responsibility of Clarus Corporation's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits.

In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP  
 -----  
 Stamford, Connecticut  
 March 7, 2006

Schedule II

Valuation and Qualifying Accounts  
 Clarus Corporation and Subsidiaries

For the years ended December 31, 2005, 2004 and 2003

Allowance for Doubtful Accounts, Valuation Allowance for Deferred Income  
 Tax Assets and Restructuring and Related Charges

<TABLE>  
 <CAPTION>

	Balance at Beginning of Period	Charged (Credited) to Costs and Expenses	Deductions (a)	Balance at End of Period
-----				
Allowance for Doubtful Accounts				
<S>	<C>	<C>	<C>	<C>
2003	\$ 586,000	\$ 18,000	\$ 604,000	\$ --
2004	--	--	--	--
2005	--	--	--	--
Valuation Allowance for Deferred Income Tax Assets				
2003	\$ 61,298,000	\$ (1,957,000)	\$ --	\$ 59,341,000

2004	59,341,000	37,265,000	--	96,606,000
2005	96,606,000	(3,901,000)	--	92,705,000

Restructuring Accruals

2003	\$ 1,064,000	\$ 250,000	\$ 1,084,000	\$ 230,000
2004	230,000	33,000	190,000	73,000
2005	73,000	--	56,000	17,000

</TABLE>

(a) Deductions related to the allowance for doubtful accounts represent the write-off of uncollectible accounts receivable balances against the allowance for doubtful accounts, net of recoveries. Deductions related to restructuring and related accruals represent cash payments.

EXHIBIT INDEX

Number Exhibit

- 
- 23.1 Consent of Independent Registered Public Accounting Firm.
  - 31.1 Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
  - 31.2 Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
  - 32.1 Certification of Principal Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
  - 32.2 Certification of Principal Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

of Clarus Corporation

We consent to the incorporation by reference in the registration statements on Form S-8 (Registration Nos. 333-42600, 333-42602, 333-42604, 333-42606, 333-59193, 333-71838 and 333-127686) and on Form S-3 (Registration No. 333-90077) of Clarus Corporation of our reports dated March 7, 2006, with respect to the consolidated balance sheets of Clarus Corporation and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended December 31, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2005 and the effectiveness of internal control over financial reporting as of December 31, 2005, which reports appear in the December 31, 2005 annual report on Form 10-K of Clarus Corporation.

/s/ KPMG LLP

-----  
Stamford, Connecticut  
March 7, 2006

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Nigel P. Ekern, certify that:

1. I have reviewed this annual report on Form 10-K of Clarus Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2006

By: /s/ Nigel P. Ekern

-----  
Nigel P. Ekern  
Chief Administrative Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Susan Luckfield certify that:

1. I have reviewed this annual report on Form 10-K of Clarus Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2006

By: /s/ Susan Luckfield

-----  
Susan Luckfield  
Controller



EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Nigel P. Ekern, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Clarus Corporation on Form 10-K for the year ended December 31, 2005, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 9, 2006

By: /s/ Nigel P. Ekern

-----  
Nigel P. Ekern  
Chief Administrative Officer

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Susan Luckfield, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Clarus Corporation on Form 10-K for the year ended December 31, 2005 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 9, 2006

By: /s/ Susan Luckfield

-----  
Susan Luckfield  
Controller