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

Form 10-K/A

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

For the fiscal year ended December 31, 2005

or

o **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 000-28275

PFSWEB, INC.
(Exact name of registrant as specified in its charter)

Delaware	**75-2837058**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*
500 North Central Expressway, Plano, Texas	**75074**
(Address of principal executive offices)	*(Zip code)*

Registrant's telephone number, including area code:
972-881-2900

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 $.001 per share

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. o Yes ☑ No

Indicate by a 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 o 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 statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o Yes ☑ No

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 o	Accelerated filer o	Non-accelerated filer ☑

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). o Yes ☑ No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2005 (based on the closing price as reported by the National Association of Securities Dealers Automated Quotation System) was $38,419,950.

As of March 21, 2006, there were 41,399,837 shares of the registrant's Common Stock, $.001 par value, outstanding, excluding 86,300 shares of common stock in treasury.

EXPLANATORY NOTE

This Report is filed to solely for the purpose of including the signature of KPMG LLP in its opinion and consent which, through a typographical error, was not contained in the Company’s prior filing.

Item 8. ***Financial Statements and Supplementary Data***

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
PFSweb, Inc.:

We have audited the accompanying consolidated balance sheets of PFSweb, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2005. In connection with our audits of the consolidated financial statements, we also have audited the accompanying financial statement schedules as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005. These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules 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 PFSweb, Inc. 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. Also, in our opinion, the related financial statement schedules as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

KPMG LLP

Dallas, Texas
February 24, 2006, except for Notes 3 and 4 as to which the date is March 31, 2006

PFSWEB, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31, 2005	December 31, 2004
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 13,683	$ 13,592
Restricted cash	2,077	2,746
Accounts receivable, net of allowance for doubtful accounts of $484 and $504 at December 31, 2005 and 2004, respectively	44,556	41,565
Inventories, net	43,654	44,947
Other receivables	9,866	8,061
Prepaid expenses and other current assets	3,213	3,349
Total current assets	117,049	114,260
PROPERTY AND EQUIPMENT, net	13,040	14,264
RESTRICTED CASH	150	675
OTHER ASSETS	1,487	1,128
Total assets	$ 131,726	$ 130,327
LIABILITIES AND SHAREHOLDERS’ EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt and capital lease obligations	$ 21,626	$ 19,098
Trade accounts payable	60,053	61,583
Accrued expenses	12,011	10,971
Total current liabilities	93,690	91,652
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS, less current portion	6,289	7,232
OTHER LIABILITIES	1,813	1,517
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS’ EQUITY:		
Preferred stock, $1.00 par value; 1,000,000 shares authorized; none issued and outstanding	¾	¾
Common stock, $0.001 par value; 40,000,000 shares authorized; 22,613,314 and 21,665,585 shares issued at December 31, 2005 and 2004, respectively; and 22,527,014 and 21,579,285 outstanding at December 31, 2005 and 2004, respectively	23	22
Additional paid-in capital	58,736	56,645
Accumulated deficit	(29,824)	(29,077)
Accumulated other comprehensive income	1,084	2,421
Treasury stock at cost, 86,300 shares	(85)	(85)
Total shareholders’ equity	29,934	29,926
Total liabilities and shareholders’ equity	$ 131,726	$ 130,327

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

PFSWEB, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31
(In thousands, except per share data)

	2005	2004	2003
REVENUES:			
Product revenue, net	$ 252,902	$ 267,470	$ 249,230
Service fee revenue	60,783	42,076	33,771
Pass-through revenue	17,972	12,119	3,435
Total revenues	331,657	321,665	286,436
COSTS OF REVENUES:			
Cost of product revenue	235,584	251,968	235,317
Cost of service fee revenue	45,597	28,067	23,159
Cost of pass-through revenue	17,972	12,119	3,435
Total costs of revenues	299,153	292,154	261,911
Gross profit	32,504	29,511	24,525
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	30,521	27,091	25,699
Income (loss) from operations	1,983	2,420	(1,174)
INTEREST EXPENSE	1,824	1,590	2,124
INTEREST INCOME	(95)	(130)	(124)
Income (loss) before income taxes	254	960	(3,174)
INCOME TAX EXPENSE	1,001	734	572
NET INCOME (LOSS)	$ (747)	$ 226	$ (3,746)
EARNINGS (LOSS) PER SHARE:			
Basic	$ (0.03)	$ 0.01	$ (0.20)
Diluted	$ (0.03)	$ 0.01	$ (0.20)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:			
Basic	22,394	21,332	19,011
Diluted	22,394	23,468	19,011

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

PFSWEB, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
(In thousands, except share data)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Shareholders' Equity	Comprehensive Income (Loss)
	Shares	Amount				Shares	Amount		
Balance, December 31, 2002	18,397,983	$ 18	$ 52,094	$ (25,557)	$ —	86,300	$ (85)	$ 26,470	
Net loss	—	—	—	(3,746)	—	—	—	(3,746)	$ (3,746)
Stock based compensation expense	—	—	6	—	—	—	—	6	
Employee stock purchase plan	618,446	1	261	—	—	—	—	262	
Proceeds from exercised options	649,568	1	618	—	—	—	—	619	
Private placement of common stock	1,581,944	1	3,177	—	—	—	—	3,178	
Other comprehensive income— foreign currency translation adjustment	—	—	—	—	1,628	—	—	1,628	1,628
Comprehensive loss									$ (2,118)
Balance, December 31, 2003	21,247,941	$ 21	$ 56,156	$ (29,303)	$ 1,628	86,300	$ (85)	$ 28,417	
Net income	—	—	—	226	—	—	—	226	$ 226
Stock based compensation expense	—	—	14	—	—	—	—	14	
Employee stock purchase plan	226,381	1	316	—	—	—	—	317	
Proceeds from exercised options	191,263	—	159	—	—	—	—	159	
Other comprehensive income— foreign currency translation adjustment	—	—	—	—	793	—	—	793	793
Comprehensive income									$ 1,019
Balance, December 31, 2004	21,665,585	$ 22	$ 56,645	$ (29,077)	$ 2,421	86,300	$ (85)	$ 29,926	
Net loss	—	—	—	(747)	—	—	—	(747)	$ (747)
Stock based compensation Expense	—	—	16	—	—	—	—	16	
Employee stock purchase plan	401,270	—	613	—	—	—	—	613	
Proceeds from exercised options	151,774	—	181	—	—	—	—	181	
Warrants exercised	394,385	1	1,281	—	—	—	—	1,282	
Other comprehensive loss— foreign currency translation adjustment	—	—	—	—	(1,337)	—	—	(1,337)	(1,337)
Comprehensive loss									$ (2,084)
Balance, December 31, 2005	22,613,014	$ 23	$ 58,736	$ (29,824)	$ 1,084	86,300	$ (85)	$ 29,934	

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

PFSWEB, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(In thousands)

	2005	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ (747)	$ 226	$ (3,746)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	6,112	4,643	4,497
Loss on disposition of assets	—	—	32
Asset and lease impairments	—	—	257
Provision for doubtful accounts	25	289	351
Provision for excess and obsolete inventory	—	1,204	1,984
Deferred income taxes	(8)	(81)	(134)
Non-cash compensation expense	16	14	6
Changes in operating assets and liabilities:			
Accounts receivables	(4,490)	(9,838)	173
Inventories, net	(825)	(318)	2,527
Prepaid expenses, other receivables and other assets	(1,837)	(5,825)	896
Accounts payable, accrued expenses and other liabilities	2,510	15,149	(5,565)
Net cash provided by operating activities	756	5,463	1,278
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property and equipment	(3,918)	(7,698)	(1,982)
Decrease (increase) in restricted cash	1,143	(1,071)	1,744
Net cash used in investing activities	(2,775)	(8,769)	(238)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net proceeds from issuance of common stock	2,076	475	4,059
Decrease (increase) in restricted cash	50	(359)	268
Payments on capital lease obligations	(1,199)	(1,134)	(954)
Proceeds from debt, net	1,188	3,266	1,816
Net cash provided by financing activities	2,115	2,248	5,189
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(5)	(93)	(81)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	91	(1,151)	6,148
CASH AND CASH EQUIVALENTS, beginning of period	13,592	14,743	8,595
CASH AND CASH EQUIVALENTS, end of period	$ 13,683	$ 13,592	$ 14,743
SUPPLEMENTAL CASH FLOW INFORMATION			
Non-cash investing and financing activities:			
Property and equipment acquired under capital leases	$ 1,125	$ 1,330	$ 538

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Overview

PFSweb, Inc. Overview

PFSweb, Inc. and its subsidiaries, including Supplies Distributors, Inc, are collectively referred to as the "Company;" "Supplies Distributors" refers to Supplies Distributors, Inc. and its subsidiaries; and "PFSweb" refers to PFSweb, Inc. and its subsidiaries excluding Supplies Distributors.

PFSweb is an international provider of integrated business process outsourcing services to major brand name companies seeking to maximize their supply chain efficiencies and to extend their traditional and e-commerce initiatives in the United States, Canada, and Europe. PFSweb offers such services as professional consulting, technology collaboration, managed web hosting and internet application development, order management, web-enabled customer contact centers, customer relationship management, financial services including billing and collection services and working capital solutions, information management, facilities and operations management, kitting and assembly services, and international fulfillment and distribution services.

Supplies Distributors Overview

Supplies Distributors, PFSweb and International Business Machines Corporation ("IBM") entered into master distributor agreements whereby Supplies Distributors acts as a master distributor of various products, primarily IBM product. Pursuant to transaction management services agreements between PFSweb and Supplies Distributors, PFSweb provides transaction management and fulfillment services to Supplies Distributors.

Supplies Distributors has obtained certain financing (see Notes 3 and 4) that allows it to fund the working capital requirements for the sale of primarily IBM products. Pursuant to the transaction management services agreements, PFSweb provides to Supplies Distributors such services as managed web hosting and maintenance, procurement support, web-enabled customer contact center services, customer relationship management, financial services including billing and collection services, information management, and international distribution services. Additionally, IBM and Supplies Distributors have outsourced the product demand generation to a third party. Supplies Distributors sells its products in the United States, Canada and Europe.

All of the agreements between PFSweb and Supplies Distributors were made in the context of a related party relationship and were negotiated in the overall context of PFSweb's and Supplies Distributors' arrangement with IBM. Although management generally believes that the terms of these agreements are consistent with fair market values, there can be no assurance that the prices charged to or by each company under these arrangements are not higher or lower than the prices that may be charged by, or to, unaffiliated third parties for similar services.

2. Significant Accounting Policies

Principles of Consolidation

All intercompany accounts and transactions have been eliminated in consolidation.

Investment in Affiliate

PFSweb has loaned Supplies Distributors monies in the form of a Subordinated Demand Note (the "Subordinated Note"). Under the terms of certain of the Company's debt facilities, the outstanding balance of the Subordinated Note cannot be increased to more than \$8.0 million or decreased to lower than \$6.5 million without prior approval of the Company's lenders (see Notes 3 and 4). As of December 31, 2005 and 2004, the outstanding balance of the Subordinated Note, which is eliminated upon the consolidation of Supplies Distributors' financial position, was \$7.0 million in each year.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The recognition and allocation of certain operating expenses in these consolidated financial statements also require management estimates and assumptions. The Company's estimates and assumptions are continually evaluated based on available information and experience. Because the use of estimates is inherent in the financial reporting process, actual results could differ from estimates.

Revenue and Cost Recognition

Depending on the terms of the customer arrangement, the Company recognizes product revenue and product cost either upon the shipment of product to customers or when the customer receives the product. The Company permits its customers to return product for credit against other purchases, which include returns for defective products (that the Company then returns to the manufacturer) and incorrect shipments. The Company provides a reserve for estimated returns and allowances. The Company offers terms to its customers that it believes are standard for its industry.

Freight costs billed to customers are reflected as components of product revenues. Freight costs incurred by Supplies Distributors are recorded as a component of cost of goods sold.

Under the master distributor agreements (see Note 6), the Company bills IBM for reimbursements of certain expenses, including: pass through customer marketing programs, including rebates and coop funds; certain freight costs; direct costs incurred in passing on any price decreases offered by IBM to Supplies Distributors or its customers to cover price protection and certain special bids; the cost of products provided to replace defective product returned by customers; and certain other expenses as defined. The Company records a receivable for these reimbursable amounts as they are incurred with a corresponding reduction in either inventory or cost of product revenue. The Company also reflects pass through customer marketing programs as a reduction of product revenue.

The Company's service fee revenues primarily relate to its (1) distribution services, (2) order management/customer care services and (3) the reimbursement of out-of-pocket and third-party expenses. The Company typically charges its service fee revenue on a cost-plus basis, a percent of shipped revenue basis or a per transaction basis, such as a per item basis for fulfillment services or a per minute basis for web-enabled customer contact center services. Additional fees are billed for other services.

Distribution services relate primarily to inventory management, product receiving, warehousing and fulfillment (i.e., picking, packing and shipping) and facilities and operations management. Service fee revenue for these activities is recognized as earned, which is either (i) on a per transaction basis or (ii) at the time of product fulfillment, which occurs at the completion of the distribution services.

Order management/customer care services relate primarily to taking customer orders for the Company's clients' products via various channels such as telephone call-center, electronic or facsimile. These services also entail addressing customer questions related to orders, as well as cross-selling/up-selling activities. Service fee revenue for this activity is recognized as the services are rendered. Fees charged to the client are on a per transaction basis based on either (i) a pre-determined fee per order or fee per telephone minutes incurred, (ii) a per dedicated agent fee, or (iii) are included in the product fulfillment service fees that are recognized on product shipment.

The Company's billings for reimbursement of out-of-pocket expenses, including travel and certain third-party vendor expenses such as shipping and handling costs and telecommunication charges are included in pass-through revenue. The related reimbursable costs are reflected as cost of pass-through revenue.

The Company's cost of service fee revenue, representing the cost to provide the services described above, is recognized as incurred. Cost of service fee revenue also includes certain costs associated with technology collaboration and ongoing technology support that include maintenance, web hosting and other ongoing programming activities. These activities are primarily performed to support the distribution and order management/customer care services and are recognized as incurred.

The Company recognizes revenue and records trade accounts receivables, pursuant to the methods described above, when collectibility is reasonably assured. Collectibility is evaluated in the aggregate and on an individual customer basis taking into consideration payment due date, historical payment trends, current financial position, results of independent credit evaluations and payment terms.

The Company primarily performs its services under one to three-year contracts that can generally be terminated by either party. In conjunction with these long-term contracts, the Company sometimes receives start-up fees to cover its implementation costs, including certain technology infrastructure and development costs. The Company defers the fees received, and the related costs, and amortizes them over the life of the contract. The amortization of deferred revenue is included as a component of service fee revenue. The amortization of deferred implementation costs is included as a cost of service fee revenue. To the extent implementation costs for non-technology infrastructure and development exceed the fees received, the excess costs are expensed as incurred. The following summarizes the deferred implementation revenues and costs, excluding technology and development costs, which are included in property and equipment (in thousands):

	December 31, 2005	December 31, 2004
Deferred implementation revenues		
Current	$ 1,547	$ 898
Non-current	862	821
	$ 2,409	$ 1,719
Deferred implementation costs		
Current	$ 950	$ 507
Non-current	579	658
	$ 1,529	$ 1,165

Current and non-current deferred implementation costs, excluding technology and development costs, are a component of prepaid expenses and other assets, respectively. Current and non-current deferred implementation revenues, which may precede the timing of when the related implementation costs are incurred and thus deferred, are a component of accrued expenses and other liabilities, respectively.

Concentration of Business and Credit Risk

The Company's product revenue is primarily generated by sales to customers of product purchased under master distributor agreements with one supplier. The Company's service fee revenue is generated under contractual service fee relationships with multiple client relationships. A summary of the customer and client concentrations is as follows:

	December 31, 2005	December 31, 2004	December 31, 2003
Product Revenue (as a percentage of Product Revenue):			
Customer 1	14%	9%	12%
Customer 2	12%	12%	13%
Customer 3	11%	11%	10%
Service Fee Revenue (as a percentage of Service Fee Revenue):			
Client 1	27%	42%	40%
Client 2	12%	15%	16%
Client 3	16%	—	—
Consolidated Revenue:			
Customer/Client 1	10%	7%	10%
Customer/Client 2	7%	18%	16%
Accounts Receivable:			
2 Customers/Clients	22%	27%	37%

In conjunction with Supplies Distributors' financings, PFSweb has provided certain collateralized guarantees on behalf of Supplies Distributors. Supplies Distributors' ability to obtain financing on similar terms would be significantly impacted without these guarantees. Additionally, since Supplies Distributors has limited personnel and physical resources, its ability to conduct business could be materially impacted by contract terminations by the third party performing product demand generation for the IBM products.

The Company has multiple arrangements with IBM and is dependent upon the continuation of such arrangements. These arrangements, which are critical to the Company's ongoing operations, include Supplies Distributors' master distributor agreements, certain of Supplies Distributors' working capital financing agreements, product sales to IBM business units, and a term master lease agreement.

Cash and Cash Equivalents

Cash equivalents are defined as short-term highly liquid investments with original maturities of three months or less.

Restricted Cash

Restricted cash includes the following items (in thousands):

	December 31, 2005	December 31, 2004
Current:		
Letters of credit security	$ 525	$ 225
Customer remittances	1,139	1,190
Bond financing	413	1,331
Total current	2,077	2,746
Long term:		
Letters of credit security	150	675
Total restricted cash	$ 2,227	$ 3,421

The Company has cash restricted as collateral for letters of credit that secure certain debt and lease obligations (see Notes 4 and 9). The letters of credit currently expire at various dates through March 2007.

In conjunction with certain of its financing agreements, Supplies Distributors has granted to its lenders a security interest in certain customer remittances received in specified bank accounts (see Note 4). At December 31, 2005 and 2004, these bank accounts held $1.1 million and $1.2 million, respectively, which was restricted for payment to the lenders against the outstanding debt.

Other Receivables and Liabilities

Other receivables include $9.8 million and $7.9 million as of December 31, 2005 and 2004, respectively, for amounts due from IBM for billings under the master distributor agreements (see Note 6).

During 2001, the Company received a governmental grant for investments made in fixed assets in its Belgium operations. At establishment, the total grant of approximately $1.6 million was deferred and is being recognized as a reduction in depreciation expense during the same period during which the related fixed assets are being depreciated. As of December 31, 2005 and 2004, the current portion of the unamortized grant, which was $0.2 million and $0.3 million, respectively, is included in accrued expenses and the long-term portion of the unamortized grant, which was $0.2 million and $0.5 million, respectively, is included in other liabilities in the accompanying consolidated balance sheets. For the years ended December 31, 2005, 2004 and 2003, the Company recognized approximately $0.3 million as a reduction of depreciation expense related to the grant.

Inventories

Inventories (all of which are finished goods) are stated at the lower of weighted average cost or market. Supplies Distributors assumes responsibility for slow-moving inventory under certain master distributor agreements, subject to certain termination rights, but has the right to return product rendered obsolete by engineering changes, as defined (see Note 6). The Company reviews inventory for impairment on a periodic basis, but at a minimum, annually. Recoverability of the inventory on hand is measured by comparison of the carrying value of the inventory to the fair value of the inventory. During 2003, the Company agreed to certain modifications to a selected master distributor agreement. As a result of these modifications, the Company reevaluated its inventory for impairment during 2003, and increased its allowance for slow moving inventory. As of December 31, 2005 and 2004, the allowance for slow moving inventory was $1.5 million and $2.5 million, respectively.

In the event PFSweb, Supplies Distributors and IBM terminate the master distributor agreements, the agreements provide for the parties to mutually agree on a plan of disposition of Supplies Distributors’ then existing inventory.

Inventories include merchandise in-transit that has not been received by the Company but that has been shipped and invoiced by Supplies Distributors’ vendors. The corresponding payable for inventories in-transit is included in accounts payable in the accompanying consolidated financial statements.

Property and Equipment

The components of property and equipment as of December 31, 2005 and 2004 are as follows (in thousands):

	December 31, 2005	December 31, 2004	Depreciable Life
Furniture and fixtures	$ 17,399	$ 9,996	2-10 years
Purchased and capitalized software costs	10,473	9,356	1-7 years
Computer equipment	8,611	8,130	2-3 years
Leasehold improvements	5,879	6,044	2-9 years
Other, primarily construction-in-progress	150	3,982	3-7 years
	42,512	37,508	
Less-accumulated depreciation and amortization	(29,472)	(23,244)	
Property and equipment, net	$ 13,040	$ 14,264	

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are amortized over the shorter of the useful life of the related asset or the remaining lease term.

The Company reviews long-lived assets 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 future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets. Fair value would be determined using appraisals, discounted cash flow analysis or similar valuation techniques. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

The Company’s property held under capital leases amount to approximately $3.3 million and $3.0 million, net of accumulated amortization of approximately $8.3 million and $5.4 million, at December 31, 2005 and 2004, respectively.

Foreign Currency Translation and Transactions

For the Company’s Canadian and European operations, the local currency is the functional currency. All assets and liabilities are translated at exchange rates in effect at the end of the period, and income and expense items are translated at the average exchange rates for the period.

The Company includes currency gains and losses on short-term intercompany advances in the determination of net income. Currency gains and losses, including transaction gains and losses and those on short-term intercompany advances, included in net income or loss were a net loss of approximately $0.3 million and net gains of $0.2 million and $0.3 million for the years ended December 31, 2005, 2004 and 2003, respectively. The Company will continue to report gains or losses on intercompany foreign currency transactions that are of a long-term investment nature as a separate component of shareholders' equity.

Stock-Based Compensation

The Company accounts for stock-based employee compensation plans using the intrinsic-value method as outlined under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB No. 25") and related interpretations. The following table shows the pro forma effect on the Company's net income (loss) and income (loss) per share as if compensation cost had been recognized for stock-based employee compensation plans based on their fair value at the date of the grant. The pro forma effect of stock-based employee compensation plans on the Company's net income (loss) for those years may not be representative of the pro forma effect for future years due to the impact of vesting and potential future awards.

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
	(In thousands, except per share amounts)		
Net income (loss) as reported	$ (747)	$ 226	$ (3,746)
Add: Stock-based non-employee compensation expense included in reported net loss	2	14	6
Deduct: total stock-based employee and non-employee compensation expense determined under fair value based method	(1,002)	(841)	(754)
Pro forma net loss, applicable to common stock for basic and diluted computations	$ (1,747)	$ (601)	$ (4,494)
Income (loss) per common share – as reported			
Basic and diluted	$ (0.03)	$ 0.01	$ (0.20)
Loss per common share – pro forma			
Basic and diluted	$ (0.08)	$ (0.03)	$ (0.24)

Impact of Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123R, *Share-Based Payment* ("SFAS 123R"), which replaces SFAS No. 123, *Accounting for Stock-Based Compensation*, ("SFAS 123") and supersedes APB Opinion No. 25. In March 2005, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 107, *Share-Based Payment*, which provides interpretive guidance related to SFAS 123R. SFAS 123R requires all share-based payment transactions to be recognized in the financial statements based on their fair values. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. The Company will adopt SFAS 123R effective January 1, 2006 using the modified prospective transition method of adoption and expects the adoption to result in approximately $0.8 million of compensation expense in 2006, without considering future grants.

Income Taxes

Deferred 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. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amount more likely than not to be realized.

Self Insurance

The Company is self-insured for medical insurance benefits up to certain stop-loss limits. Such costs are accrued based on known claims and an estimate of incurred, but not reported ("IBNR") claims. IBNR claims are estimated using historical lag information and other data provided by claims administrators.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable and debt and capital lease obligations, approximate their fair values based on short terms to maturity or current market prices and interest rates.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Comprehensive income (loss) consists of net income (loss) and foreign currency translation adjustments.

Net Income (Loss) Per Common Share

Basic and diluted net income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted-average number of common shares outstanding for the reporting period. For the calculation of diluted net income per share for the year ended 2004, weighted average shares outstanding are increased by approximately 2.1 million shares, reflecting the dilutive effect of stock options. Stock options not included in the calculation of diluted net income (loss) per share for the years ended December 31, 2005, 2004 and 2003, were 5.4 million, 0.7 million, and 4.4 million, respectively, as the effect would be anti-dilutive. Warrants not included in the calculation of diluted net income (loss) per share for the years ended December 31, 2005 and 2004, were 0.4 million and 0.9 million, respectively, as the effect would be anti-dilutive.

Cash Paid During Year

The Company made payments for interest of approximately $1.9 million, $1.7 million and $1.9 million and income taxes of approximately $0.7 million, $0.6 million and $0.5 million during the years ended December 31, 2005, 2004, and 2003, respectively (see Notes 3, 4 and 8).

3. Vendor Financing

Outstanding obligations under vendor financing arrangements consist of the following (in thousands):

	December 31, 2005	December 31, 2004
Inventory and working capital financing agreements:		
United States	$ 30,092	$ 26,962
Europe	12,071	13,110
Total	$ 42,163	$ 40,072

Inventory and Working Capital Financing Agreement, United States

Supplies Distributors has a short-term credit facility with IBM Credit LLC to finance its distribution of IBM products in the United States, providing financing for eligible IBM inventory and for certain other receivables up to $30.5 million through its expiration in March 2006. As of December 31, 2005, Supplies Distributors had $0.4 million of available credit under this facility. The credit facility contains cross default provisions, various restrictions upon the ability of Supplies Distributors to, among others, merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including its parent company subsidiaries and PFSweb), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends, as well as financial covenants, such as annualized revenue to working capital, net profit after tax to revenue, and total liabilities to tangible net worth, as defined, and are secured by certain of the assets of Supplies Distributors, as well as a collateralized guaranty of PFSweb. Additionally, PFSweb is required to maintain a minimum Subordinated Note receivable balance from Supplies Distributors of $7.0 million and a minimum shareholders' equity of $18.0 million. Borrowings under the credit facility accrue interest, after a defined free financing period, at prime rate plus 1% (8.25% and 6% as of December 31, 2005 and 2004, respectively). The facility also includes a monthly service fee.

On March 28, 2006, Supplies Distributors entered into an amended credit facility with IBM Credit LLC, which extends the termination date through March 2007, reduces the minimum Subordinated Note balance to $6.5 million, and reduces the interest rate to prime plus 0.5%. The Company has classified the outstanding amounts under this facility as accounts payable in the consolidated balance sheets.

Inventory and Working Capital Financing Agreement, Europe

Supplies Distributors' European subsidiaries have a short-term credit facility with IBM Belgium Financial Services S.A. ("IBM Belgium") to finance their distribution of IBM products in Europe. The asset based credit facility with IBM Belgium provides up to 12.5 million Euros (approximately $14.8 million) in financing for purchasing IBM inventory and for certain other receivables through its expiration in March 2006. As of December 31, 2005, Supplies Distributors' European subsidiaries had 2.3 million euros ($2.7 million) of available credit under this facility. The credit facility contains cross default provisions, various restrictions upon the ability of Supplies Distributors and its European subsidiaries to, among others, merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including its parent company, sister company and PFSweb), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends, as well as financial covenants, such as annualized revenue to working capital, net profit after tax to revenue, and total liabilities to tangible net worth, as defined, and are secured by certain of the assets of Supplies Distributors' European subsidiaries, as well as collateralized guaranties of Supplies Distributors and PFSweb. Additionally, PFSweb is required to maintain a minimum Subordinated Note receivable balance from Supplies Distributors of $7.0 million and a minimum shareholders' equity of $18.0 million. Borrowings under the credit facility accrue interest, after a defined free financing period, at Euribor plus 2.0% and 2.5% as of December 31, 2005 and 2004, respectively (4.1% and 4.7% as of December 31, 2005 and 2004, respectively). Supplies Distributors' European subsidiaries pay a monthly service fee on the commitment. In addition, a security interest was granted to IBM Belgium for certain European customer remittances received in specified bank accounts.

On March 28, 2006, Supplies Distributors' European subsidiaries entered into an amended credit facility with IBM Belgium, which extends the termination date through March 2007, reduces the minimum Subordinated Note balance to $6.5 million and reduces the interest rate to Euribor plus 1.5%. The Company has classified the outstanding amounts under this facility as accounts payable in the consolidated balance sheets.

4. Debt and Capital Lease Obligations:

Outstanding obligations under debt and capital lease obligations consist of the following (in thousands):

	December 31, 2005	December 31, 2004
Loan and security agreements, United States:		
Supplies Distributors	$ 11,673	$ 8,328
PFSweb	6,640	4,853
Factoring agreement, Europe	576	3,848
Taxable revenue bonds	5,000	5,000
Master lease agreements	3,713	3,141
Inventory and working capital financing agreement – Europe	—	682
Other	313	478
Total	27,915	26,330
Less current portion of long-term debt	21,626	19,098
Long-term debt, less current portion	$ 6,289	$ 7,232

Loan and Security Agreement — Supplies Distributors

Supplies Distributors has a loan and security agreement with Congress Financial Corporation (Southwest) (“Congress”) to provide financing for up to $25 million of eligible accounts receivable in the United States and Canada. As of December 31, 2005, Supplies Distributors had $4.6 million of available credit under this agreement. The Congress facility expires on the earlier of March 29, 2007 or the date on which the parties to the IBM master distributor agreement (see Note 6) no longer operate under the terms of such agreement and/or IBM no longer supplies products pursuant to such agreement. Borrowings under the Congress facility accrue interest at prime rate to prime rate plus 0.25% or Eurodollar rate plus 2.25% to 2.75%, dependent on excess availability, as defined. The interest rate as of December 31, 2005 was 7.25% for $7.7 million of outstanding borrowings and 6.6% for $4.0 million of outstanding borrowings. This agreement contains cross default provisions, various restrictions upon the ability of Supplies Distributors to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including its parent company, subsidiaries and PFSweb), provide guarantees, make investments and loans, pledge assets, make changes to capital stock ownership structure and pay dividends, as well as financial covenants, such as minimum net worth, as defined, and is secured by all of the assets of Supplies Distributors, as well as a collateralized guaranty of PFSweb. Additionally, PFSweb is required to maintain a Subordinated Note receivable balance from Supplies Distributors of no less than $6.5 million and restricted cash of less than $5.0 million, and is restricted with regard to transactions with related parties, indebtedness and changes to capital stock ownership structure. Supplies Distributors has entered into blocked account agreements with its banks and Congress pursuant to which a security interest was granted to Congress for all U.S. and Canadian customer remittances received in specified bank accounts. At December 31, 2005 and December 31, 2004, these bank accounts held $1.0 million and $1.2 million, respectively, which was restricted for payment to Congress.

Loan and Security Agreement – PFSweb

Priority Fulfillment Services, Inc. (“PFS”), a wholly-owned subsidiary of PFSweb, has a Loan and Security Agreement (“Comerica Agreement”) with Comerica Bank (“Comerica”). The Comerica Agreement provides for up to $7.5 million of eligible accounts receivable financing (“Working Capital Advances”) through March 2007 and $2.5 million of equipment financing (“Equipment Advances”) through June 15, 2008. Outstanding Working Capital Advances, $5.4 million as of December 31, 2005, accrue interest at prime rate plus 1% (8.25% as of December 31, 2005). Outstanding Equipment Advances, $1.2 million as of December 31, 2005, accrue interest at prime rate plus 1.5% (8.75% as of December 31, 2005). As of December 31, 2005, PFS had $1.7 million of available credit under the Working Capital Advance portion of this facility and no funds available under the Equipment Advance portion of this facility. In January 2006, the Company repaid the $5.4 million of Working Capital Advances outstanding as of December 31, 2005. The Comerica Agreement contains cross default provisions, various restrictions upon ability to, among other things, merge, consolidate, sell assets, incur indebtedness, make loans and payments to related parties (including its subsidiaries and sister companies), make investments and loans, pledge assets, make changes to capital stock ownership structure, as well as financial covenants of a minimum tangible net worth of $20 million, as defined, a minimum earnings before interest and taxes, plus depreciation, amortization and non-cash compensation accruals, if any, as defined, and a minimum liquidity ratio, as defined. The Comerica Agreement restricts the amount of the Subordinated Note to a maximum of $8 million. As of March 31, 2006, Comerica has provided approval for PFS to use $3.5 million in cash to fund the cash flow requirements of eCOST.com (see Note 13), a portion of which is subject to certain restrictions. The Comerica Agreement is secured by all of the assets of PFS, as well as a guarantee of PFSweb, Inc. The Comerica Agreement requires PFS to maintain a minimum cash balance of $1.3 million at Comerica.

Factoring Agreement

Supplies Distributors’ European subsidiary has a factoring agreement with Fortis Commercial Finance N.V. (“Fortis”) to provide factoring for up to 7.5 million euros (approximately $8.9 million) of eligible accounts receivables through March 2007. As of December 31, 2005, Supplies Distributors’ European subsidiary had approximately 3.2 million euros ($3.8 million) of available credit under this agreement. Borrowings accrue interest at Euribor plus 0.6% (3.0% at December 31, 2005). This agreement contains various restrictions upon the ability of Supplies Distributors’ European subsidiary to, among other things, merge, consolidate and incur indebtedness, as well as financial covenants, such as minimum net worth. This agreement is secured by a guarantee of Supplies

Distributors, up to a maximum of 200,000 euros.

Taxable Revenue Bonds

PFSweb has a Loan Agreement with the Mississippi Business Finance Corporation (the "MBFC") in connection with the issuance by the MBFC of $5 million MBFC Taxable Variable Rate Demand Limited Obligation Revenue Bonds, Series 2004 (Priority Fulfillment Services, Inc. Project) (the "Bonds"). The MBFC loaned the proceeds of the Bonds to PFSweb for the purpose of financing the acquisition and installation of equipment, machinery and related assets located in the Company's Southaven, Mississippi distribution facility. The Bonds bear interest at a variable rate (4.35% as of December 31, 2005), as determined by Comerica Securities, as Remarketing Agent. PFSweb, at its option, may convert the Bonds to a fixed rate, to be determined by the Remarketing Agent at the time of conversion.

The primary source of repayment of the Bonds is a letter of credit (the "Letter of Credit") in the initial face amount of $5.1 million issued by Comerica pursuant to a Reimbursement Agreement between PFSweb and Comerica under which PFSweb is obligated to pay to Comerica all amounts drawn under the Letter of Credit. The Letter of Credit has a maturity date of January 2007 at which time, if not renewed or replaced, will result in a draw on the undrawn face amount thereof. If the Letter of Credit is renewed or replaced, the Bonds require future principal repayments at $500,000 in January 2007 and $800,000 in cash of January 2008 through 2012. PFSweb has established a sinking fund account with Comerica, which at December 31, 2005 includes $0.4 million restricted for payments on the Bonds.

Debt Covenants

To the extent the Company fails to comply with its covenants applicable to its debt or vendor financing obligations, including the monthly financial covenant requirements and required level of stockholders' equity ($20.0 million), and one or all of the lenders accelerate the repayment of the credit facility obligations, the Company would be required to repay all amounts outstanding thereunder. Any acceleration of the repayment of the credit facilities would have a material adverse impact on the Company's financial condition and results of operations and no assurance can be given that the Company would have the financial ability to repay all of such obligations.

PFSweb has also provided a guarantee of the obligations of Supplies Distributors to IBM, excluding the trade payables that are financed by IBM credit.

Master Lease Agreements

The Company has a Term Lease Master Agreement with IBM Credit Corporation ("Master Lease Agreement") that provides for leasing or financing transactions of equipment and other assets, which generally have terms of 3 to 5 years. The outstanding leasing transactions ($0.7 million and $1.2 million as of December 31, 2005 and 2004, respectively) are secured by the related equipment and letters of credit (see Note 2). The outstanding financing transactions ($0.2 million and $0.5 million as of December 31, 2005 and 2004, respectively) are secured by a letter of credit (see Note 2).

The Company has a master agreement with a leasing company that provided for leasing transactions of certain equipment. The amounts outstanding under this agreement as of December 31, 2005 and 2004 were $1.9 million and $1.2 million, respectively, and are secured by the related equipment.

The Company has other leasing and financing agreements and will continue to enter into those arrangements as needed to finance the purchasing or leasing of certain equipment or other assets. Borrowings under these agreements are generally secured by the related equipment.

Debt and Capital Lease Maturities

The Company's aggregate maturities of debt subsequent to December 31, 2005 are as follows (in thousands):

Fiscal year ended December 31,	
2006	$ 19,403
2007	900
2008	800
2009	800
2010	800
Thereafter	1,600
Total	$ 24,303

The following is a schedule of the Company's future minimum lease payments under the capital leases together with the present value of the net minimum lease payments as of December 31, 2005 (in thousands):

Fiscal year ended December 31,	
2006	$ 2,443
2007	938
2008	384
2009	132
Thereafter	55
Total minimum lease payments	$ 3,952
Less amount representing interest at rates ranging from 5.5% to 15.4%	(340)
Present value of net minimum lease payments	3,612
Less: Current portion	(2,223)
Long-term capital lease obligations	$ 1,389

5. Stock and Stock Options

Preferred Stock Purchase Rights

On June 8, 2000, the Company's Board of Directors declared a dividend distribution of one preferred stock purchase right (a "Right") for each share of the Company's common stock outstanding on July 6, 2000 and each share of common stock issued thereafter. Each Right entitles the registered shareholders to purchase from the Company one one-thousandth of a share of preferred stock at an exercise price of $67, subject to adjustment. The Rights are not currently exercisable, but would become exercisable if certain events occurred relating to a person or group acquiring or attempting to acquire 15 percent or more of the Company's outstanding shares of common stock. The Rights expire on July 6, 2010, unless redeemed or exchanged by the Company earlier.

Employee Stock Purchase Plan

In 2000, the Company's shareholders approved the PFSweb Employee Stock Purchase Plan (the "Stock Purchase Plan") that is qualified under Section 423 of the Internal Revenue Code of 1986, to provide employees of the Company an opportunity to acquire a proprietary interest in the Company. The Stock Purchase Plan provided for acquisition of the Company's common stock at a 15% discount to the lower of the beginning or end of a calendar quarter's market value. The Stock Purchase Plan permits each U.S. employee who has completed ninety days of service to elect to participate in the plan. Eligible employees may elect to contribute with after-tax dollars up to a maximum annual contribution of $25,000. In 2005, the Company's shareholders approved amendments to the Stock Purchase Plan that increased the number of shares of common stock reserved for issuance under the Stock Purchase Plan and effective January 1, 2006 reduced the acquisition price discount to 5% of the market value on the date of purchase. The Company has reserved 4.0 million shares of its common stock under the Stock Purchase Plan. During the years ended December 31, 2005, 2004 and 2003, the Company issued 401,270, 226,381 and 618,446 shares under the Stock Purchase Plan, respectively. As of December 31, 2005, there were 2,225,920 shares available for further issuance under the Stock Purchase Plan, of which 14,691 were issued in January 2006.

Private Placement Transaction

In November 2003, the Company entered into a Securities Purchase Agreement with certain institutional investors in a private placement transaction pursuant to which the Company issued and sold an aggregate of

1,581,944 shares of its common stock, par value $.001 per share (the “Common Stock”), at $2.16 per share, resulting in gross proceeds of $3.4 million. After deducting expenses, the net proceeds were approximately $3.2 million. In addition to the Common Stock, the investors received one-year warrants to purchase an aggregate 525,692 shares of Common Stock at an exercise price of $3.25 per share and four-year warrants to purchase an aggregate of 395,486 shares of Common Stock at an exercise price of $3.30 per share. In January 2005, 394,685 of the one-year warrants were exercised prior to their expiration, generating net proceeds to the Company of $1.3 million, and 131,277 of the one-year warrants expired unexercised. As a result of the merger with eCOST (see Note 13), the four-year warrants have been adjusted such that there are now 528,382 warrants outstanding with an exercise price of $2.47 per share.

Stock Options and Stock Option Plans

PFSweb Plan Options

The Company has authorized 8,500,000 shares of common stock for issuance under two 1999 stock option plans and 35,000 shares for issuance under a stock option agreement (the “Stock Option Plans”). The Stock Option Plans provide for the granting of incentive awards in the form of stock options to directors, executive management, key employees, and outside consultants of the Company. The right to purchase shares under the employee stock option agreements typically vest over a three-year period, one-twelfth each quarter. Stock options must be exercised within 10 years from the date of grant. Stock options are generally issued at fair market value. The Company recorded stock based compensation expense of $16,000, $14,000 and $6,000 in the years ended December 31, 2005, 2004 and 2003, respectively, in connection with stock options to purchase an aggregate of 31,000 shares issued under the Stock Option Plans to non-employees.

As of December 31, 2005, there were 2,942,447 shares available for future options under the Stock Option Plans.

The following table summarizes stock option activity under the Stock Option Plans:

	Shares	Price Per Share	Weighted Average Exercise Price
Outstanding, December 31, 2002	3,605,669	$0.44—$16.00	$ 1.12
Granted	835,000	$0.39—$2.26	$ 0.42
Exercised	(328,730)	$0.39—$1.92	$ 0.81
Canceled	(256,208)	$0.39—$1.92	$ 1.10
Outstanding, December 31, 2003	3,855,731	$0.39—$16.00	$ 1.00
Granted	808,000	$1.48—$2.96	$ 1.64
Exercised	(160,133)	$0.39—$1.92	$ 0.85
Canceled	(61,491)	$0.39—$10.45	$ 1.65
Outstanding, December 31, 2004	4,442,107	$0.39—$16.00	$ 1.11
Granted	767,000	$1.76—$2.57	$ 2.51
Exercised	(120,740)	$0.39—$1.92	$ 1.21
Canceled	(140,417)	$0.39—$2.57	$ 1.96
Outstanding, December 31, 2005	4,947,950	$0.39—$16.00	$ 1.30

As of December 31, 2005 and 2004, 4,033,136 and 3,395,120 options were exercisable, respectively. The weighted average fair value per share of options granted during the years ended December 31, 2005, 2004 and 2003 was $2.07, $1.40 and $0.35, respectively.

The following table summarizes information concerning currently outstanding and exercisable stock options issued under the Stock Option Plans as of December 31, 2005:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Outstanding as of December 31, 2005	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Exercisable as of December 31, 2005	Weighted Average Exercise Price
$0.39-$0.91	2,912,845	6.3	$ 0.78	2,799,052	$ 0.79
$1.16-$1.92	1,340,355	6.7	$ 1.74	1,022,584	$ 1.77
$2.05-$2.96	687,000	9.0	$ 2.58	203,750	$ 2.59
$10.45-$16.00	7,750	3.6	$11.17	7,750	$11.17
	4,947,950	6.8	$ 1.30	4,033,136	$ 1.15

PFSweb Non-plan Options

Prior to the Company's initial public offering, certain of the Company's employees were holders of stock options of the Company's former parent company, Daisytek International Corporation ("Daisytek"), issued under Daisytek's stock option plans.

In connection with the completion of the Company's spin-off from Daisytek on July 6, 2000 (the "Spin-off"), all outstanding Daisytek stock options were replaced with substitute stock options. Daisytek options held by PFSweb employees were replaced (at the option holder's election made prior to the Spin-off) with either options to acquire shares of PFSweb common stock or options to acquire shares of both Daisytek common stock and PFSweb common stock (which may be exercised separately) (the "Unstapled Options"). Options held by Daisytek employees were replaced (at the option holder's election made prior to the Spin-off) with either options to acquire shares of Daisytek common stock or Unstapled Options.

As a result of the stock option replacement process described above, in conjunction with the Spin-off, PFSweb stock options (the "Non-plan Options") were issued to PFSweb and Daisytek officers, directors and employees. These options were issued as one-time grants and were not issued under the Stock Option Plans. The terms and provisions of the Non-plan Options are substantially the same as options issued under the Stock Option Plans.

As of December 31, 2005, 439,235 Non-plan Options were outstanding, all of which were held by PFSweb officers, directors and employees.

The following table summarizes stock option activity under the Non-plan Options:

	Shares	Price Per Share	Weighted Average Exercise Price
Outstanding, December 31, 2002	1,184,807	$ 0.91—$10.58	$ 1.05
Granted	—	$ —	$ —
Exercised	(320,838)	$ 0.91—$1.17	$ 1.10
Canceled	(359,001)	$ 0.91—$1.17	$ 1.16
Outstanding, December 31, 2003	504,968	$ 0.91—$10.58	$ 0.95
Granted	—	$ —	$ —
Exercised	(31,130)	$ 0.91	$ 0.91
Canceled	(569)	$ 5.78—$ 10.58	$ 6.47
Outstanding, December 31, 2004	473,269	$ 0.91—$10.58	$ 0.95
Granted	—	$ —	$ —
Exercised	(31,034)	$ 0.91	$ 0.91
Canceled	(3,000)	$ 0.91	$ 0.91
Outstanding, December 31, 2005	439,235	$ 0.91—$10.58	$ 0.95

As of December 31, 2005 and 2004, 439,235 and 473,269 of Non-plan Options outstanding were exercisable, respectively.

The following table summarizes information concerning Non-plan Options outstanding and exercisable as of December 31, 2005:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Outstanding as of December 31, 2005	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Exercisable as of December 31, 2005	Weighted Average Exercise Price
$ 0.91	437,005	5.9	$0.91	437,005	$0.91
$ 5.78-$10.58	2,230	2.0	$8.83	2,230	$8.83
	439,235	5.9	$0.95	439,235	$0.95

Fair Value

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions used for grants of options under the Stock Option Plans:

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Expected dividend yield	—	—	—
Expected stock price volatility	104% - 105%	107% - 118%	115% - 118%
Risk-free interest rate	3.6% - 4.6%	3.9% - 4.8%	3.4% - 4.3%
Expected life of options (years)	5-6	5	5

The fair value of each share of common stock granted under the Stock Purchase Plan is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Expected dividend yield	—	—	—
Expected stock price volatility	102% - 107%	107% - 115%	115% - 119%
Risk-free interest rate	2.3% - 4.0%	0.9% - 2.2%	0.9% - 1.2%
Expected life of options (months)	3	3	3

The weighted average fair value per share of common stock granted under the Stock Purchase Plan granted during the years ended December 31, 2005, 2004 and 2003 was $0.98, $0.74 and $0.51, respectively.

6. Master Distributor Agreements

Supplies Distributors, PFSweb and IBM have entered into master distributor agreements whereby Supplies Distributors acts as a master distributor of various IBM products and PFSweb provides transaction management and fulfillment services to Supplies Distributors. The master distributor agreements expire in March 2007 and can be extended for additional one-year terms upon mutual agreement by all parties. Under the master distributor agreements, IBM sells product to Supplies Distributors and reimburses Supplies Distributors for certain freight costs, direct costs incurred in passing on any price decreases offered by IBM to Supplies Distributors or its customers to cover price protection and certain special bids, the cost of products provided to replace defective product returned by customers and other certain expenses as defined. Supplies Distributors can return to IBM product rendered obsolete by IBM engineering changes after customer demand ends. IBM determines when a product is obsolete. IBM and Supplies Distributors also have verbal agreements under which IBM reimburses or collects from Supplies Distributors amounts calculated in certain inventory cost adjustments.

Supplies Distributors passes through to customers marketing programs specified by IBM and administers, along with a party performing product demand generation for the IBM products, such programs according to IBM guidelines.

7. Supplies Distributors

Pursuant to an operating agreement, Supplies Distributors is restricted from making any distributions to PFSweb if, after giving affect thereto, Supplies Distributors' net worth would be less than $1.0 million. At December 31, 2005, Supplies Distributors' net worth was $8.8 million. Under the terms of its amended credit agreements, Supplies Distributors is currently restricted from paying annual cash dividends without the prior approval of its lenders (see Notes 3 and 4). In June 2005, Supplies Distributors paid a $1.0 million dividend to PFSweb. In 2004, Supplies Distributors paid a $0.8 million dividend to PFSweb. In September 2003, Supplies Distributors paid a $0.6 million dividend to PFSweb.

8. Income Taxes

A reconciliation of the difference between the expected income tax expense at the U.S. federal statutory corporate tax rate of 34%, and the Company's effective tax rate is as follows (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Income tax provision (benefit) computed at statutory rate	$ 86	$ 326	$ (1,079)
Impact of foreign taxation	(16)	(9)	(48)
Items not deductible for tax purposes	337	60	623
Change in valuation reserve	706	478	1,197
Other	(112)	(121)	(121)
Provision for income taxes	$ 1,001	$ 734	$ 572

The consolidated income (loss) before income taxes, by domestic and foreign entities, is as follows (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Domestic	$ (1,211)	$ (549)	$ (2,745)
Foreign	1,465	1,509	(429)
Total	$ 254	$ 960	$ (3,174)

Current and deferred income tax expense (benefit) is summarized as follows (in thousands):

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Current			
Domestic	$ 151	$ 74	$ 79
State	80	49	64
Foreign	778	692	563
Total current	1,009	815	706
Deferred			
Domestic	—	—	—
State	—	—	(31)
Foreign	(8)	(81)	(103)
Total deferred	(8)	(81)	(134)
Total	$ 1,001	$ 734	$ 572

The components of the deferred tax asset (liability) are as follows (in thousands):

	December 31, 2005	December 31, 2004
Deferred tax asset:		
Allowance for doubtful accounts	$ 164	$ 171
Inventory reserve	641	761
Property and equipment	1,140	74
Net operating loss carryforwards	10,129	10,812
Other	670	612
	12,744	12,430
Less — Valuation reserve	12,422	12,225
Total deferred tax asset	322	205
Deferred tax liability	(108)	(166)
Deferred tax asset, net	$ 214	$ 39

Management believes that PFSweb has not established a sufficient history of earnings, on a stand-alone basis, to support the more likely than not realization of certain deferred tax assets in excess of existing taxable temporary differences. A valuation allowance has been provided for these net deferred income tax assets as of December 31, 2005 and 2004. At December 31, 2005, net operating loss carryforwards relate to taxable losses of PFSweb's Europe subsidiary totaling approximately $10.3 million, PFSweb's Canada subsidiary totaling approximately $3.6 million and PFSweb's U.S. subsidiary totaling approximately $15.7 million that expire at various dates through 2020. The U.S. net operating loss carryforward includes $4.6 million relating to tax benefits of stock option exercises and, if utilized, will be recorded against additional paid-in-capital upon utilization rather than as an adjustment to income tax expense from continuing operations.

9. Commitments and Contingencies

The Company leases facilities, warehouse, office, transportation and other equipment under operating leases expiring in various years through December 31, 2012. In most cases, management expects that, in the normal course of business, leases will be renewed or replaced by other leases. The Company also subleases a certain Canadian facility under a sublease agreement through December 31, 2006 as well one of our distribution facilities in Memphis, TN through December 31, 2008. Minimum future annual rental payments and sublease receipts under non-cancelable operating leases having original terms in excess of one year are as follows (in thousands):

	Operating Lease Payments	Sub-Lease Income
Fiscal year ended December 31,		
2006	$ 7,485	$ 711
2007	6,319	572
2008	3,940	572
2009	1,863	—
2010	924	—
Thereafter	781	—
Total	$ 21,312	$ 1,855

During the years ended December 31, 2005 and 2003, the Company relocated certain of its operations and entered into sublease agreements on the former facilities, which resulted in a charge of $0.4 million and $0.3 million, respectively, which is included in selling, general and administrative expense.

Total rental expense under operating leases approximated $7.3 million, $5.4 million and $6.1 million for the years ended December 31, 2005, 2004 and 2003, respectively. Certain landlord required deposits are secured by letters of credit (see Note 2).

The Company receives municipal tax abatements in certain locations. During 2004 the Company received notice from a municipality that it did not satisfy certain criteria necessary to maintain the abatements. The Company plans to dispute the notice. If the dispute is not resolved favorably, the Company could be assessed additional taxes for calendar years 2005 and 2004. The Company has not accrued for the additional taxes, which for 2005 and 2004 could be $0.4 million to $0.5 million each year, as the Company does not believe that it is probable that an additional assessment will be incurred.

On May 9, 2005, a lawsuit was filed in the District Court of Collin County, Texas, by J. Gregg Pritchard, as Trustee of the D.I.C. Creditors Trust, naming the former directors of Daisytek International Corporation and the Company as defendants. Daisytek filed for bankruptcy in May 2003 and the Trust was created pursuant to Daisytek's Plan of Liquidation. The complaint alleges, among other things, that the spin-off of the Company from Daisytek in December 1999 was a fraudulent conveyance and that Daisytek was damaged thereby in the amount of at least $38 million. The Company believes the claim has no merit and intends to vigorously defend the action.

In the ordinary course of business, one or more of the Company's clients may dispute Company invoices for services rendered or other charges. As of December 31, 2005, an aggregate of approximately $1.1 million of client invoices were in dispute. The Company believes it will resolve these disputes in its favor and has not recorded any reserve for such disputes.

10. Segment and Geographic Information

The Company is organized into two operating segments: PFSweb is an international provider of integrated business process outsourcing solutions and operates as a service fee business; Supplies Distributors is a master distributor of primarily IBM products.

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Revenues (in thousands):			
PFSweb	$ 87,883	$ 62,621	$ 44,824
Supplies Distributors	252,902	267,470	249,230
Eliminations	(9,128)	(8,426)	(7,618)
	$ 331,657	$ 321,665	$ 286,436
Income (loss) from operations (in thousands):			
PFSweb	$ (5,292)	$ (3,495)	$ (6,317)
Supplies Distributors	7,275	5,908	5,114
Eliminations	—	7	29
	$ 1,983	$ 2,420	$ (1,174)
Depreciation and amortization (in thousands):			
PFSweb	$ 6,112	$ 4,636	$ 4,469
Supplies Distributors	—	14	58
Eliminations	—	(7)	(30)
	$ 6,112	$ 4,643	$ 4,497
Capital expenditures (in thousands):			
PFSweb	$ 3,918	$ 7,698	$ 1,982
Supplies Distributors	—	—	—
Eliminations	—	—	—
	$ 3,918	$ 7,698	$ 1,982

	December 31, 2005	December 31, 2004
Assets (in thousands):		
PFSweb	$ 60,337	$ 56,610
Supplies Distributors	87,542	88,548
Eliminations	(16,153)	(14,831)
	$ 131,726	$ 130,327

Geographic areas in which the Company operates include the United States, Europe (primarily Belgium), and Canada. The following is geographic information by area. Revenues are attributed based on the Company's domicile.

	Year Ended December 31, 2005	Year Ended December 31, 2004	Year Ended December 31, 2003
Revenues (in thousands):			
United States	$ 249,461	$ 225,300	$ 199,309
Europe	89,603	99,979	89,781
Canada	8,090	9,834	12,730
Inter-segment eliminations	(15,497)	(13,448)	(15,384)
	$ 331,657	$ 321,665	$ 286,436

	December 31, 2005	December 31, 2004
Long-lived assets (in thousands):		
United States	$ 11,874	$ 12,288
Europe	2,280	3,641
Canada	76	138
	$ 14,230	$ 16,067

11. Employee Savings Plan

The Company has a defined contribution employee savings plan under Section 401(k) of the Internal Revenue Code. Substantially all full-time and part-time U.S. employees are eligible to participate in the plan. The Company, at its discretion, may match employee contributions to the plan and also make an additional matching contribution in the form of profit sharing in recognition of the Company's performance. During the years ended December 31, 2005 and 2004, the Company matched 20% of employee contributions totaling approximately $116,000 and $60,000, respectively. During the year ended December 31, 2003 the Company matched 10% of employee contributions totaling approximately $30,000.

12. Quarterly Results of Operations (Unaudited)

Unaudited quarterly results of operations for years ended December 31, 2005 and 2004 were as follows (amounts in thousands except per share data):

	Year Ended December 31, 2005			
	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.
Total revenues	$ 81,865	$ 84,870	$ 81,492	$ 83,430
Total cost of revenues	74,555	76,849	72,708	75,041
Gross profit	7,310	8,021	8,784	8,389
Selling, general and administrative expenses	6,966	7,952	8,441	7,162
Income from operations	344	69	343	1,227
Net income (loss)	(214)	(546)	(453)	466
Basic and diluted net income (loss) per share	(0.01)	(0.02)	(0.02)	0.02

	Year Ended December 31, 2004			
	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.
Total revenues	$ 77,485	$ 80,020	$ 77,017	$ 87,143
Total cost of revenues	71,490	72,119	69,630	78,915
Gross profit	5,995	7,901	7,387	8,228
Selling, general and administrative expenses	7,132	6,910	6,451	6,598
Income (loss) from operations	(1,137)	991	936	1,630
Net income (loss)	(1,767)	479	420	1,094
Basic and diluted net income (loss) per share	(0.08)	0.02	0.02	0.05

The seasonality of the Company's business is dependent upon the seasonality of its clients' business and their sale of products. Management believes that with the Company's current client mix and their clients' business volumes, the Company's service fee revenue business activity is expected to be at its lowest in the quarter ended March 31. The Company's product revenue business activity is expected to be at its highest in the quarter ended December 31.

13. Subsequent Event

On February 1, 2006, the Company, Red Dog Acquisition Corp., a newly-formed wholly-owned subsidiary of the Company ("Merger Sub"), and eCOST.com, Inc. ("eCOST"), a multi-category online discount retailer of new, "close-out" and refurbished brand-name merchandise for consumers and small business buyers, consummated the transactions contemplated by the Agreement and Plan of Merger dated as of November 29, 2005 (the "Merger Agreement"), pursuant to which, among other things, effective as of February 1, 2006, Merger Sub was merged (the "Merger") with and into eCOST, with eCOST remaining as the surviving corporation and a wholly-owned subsidiary of the Company. As of February 1, 2006, each of the 18,858,132 issued and outstanding shares of common stock of eCOST have been converted into the right to receive one share of common stock of the Company. In conjunction with the merger, we issued 30,000 warrants to a former eCOST shareholder with an exercise price of $2.00 per share.

The Company is in the process of identifying the intangible assets acquired through the merger process. Upon the completion of this identification, the Company will assign values to the assets acquired including the intangible assets and goodwill. Using the average of the PFSweb closing stock price for the three days prior to the merger of $1.42, and the estimated transaction costs of $1.4 million, the estimated purchase price is approximately $28 million.

The Company has provided guarantees of certain obligations of eCOST to its bank and a vendor and the company may provide additional guarantees in the future. eCOST has historically incurred significant operating losses and used cash to fund its operations. Through the merger, the Company plans to increase revenues, improve gross margins and reduce costs for this eCOST business.

The Company can provide no assurance that such plans or the underlying financial benefits will be achieved. Additionally, even with such plans, the Company expects that eCOST will operate at a loss during 2006 and will require funding to support its operations.

The Company may be required to invest cash to fund eCOST’s operations, which they can not do without approval from its lenders. As of March 31, 2006, the Company has received lender approval to use $3.5 million in cash to fund eCOST’s cash flow requirements. The Company can provide no assurance that they will receive further approval from its lenders if additional financing needs are required by eCOST.

If eCOST is unable to meet its requirements under its debt obligations and bank facility, the guarantees referred to above could be called upon.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) *The following documents are filed as part of this report:*

1. *Financial Statements*

PFSweb, Inc. and Subsidiaries

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Operations
Consolidated Statements of Shareholders’ Equity and Comprehensive Income (Loss)
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

Financial Statement Schedules

Schedule I – Condensed Financial Information of Registrant
Schedule II – Valuation and Qualifying Accounts

All other schedules are omitted because the required information is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements or notes thereto.

2. *Exhibits*

Exhibit Number	Description of Exhibits
2.1 (19)	Agreement and Plan of Merger, dated as of November 29, 2005, by and among PFSweb, Inc., Red Dog Acquisition Corp and eCOST.com, Inc.
3.1 (1)	Amended and Restated Certificate of Incorporation of PFSweb, Inc.
3.1.1 (21)	Certificate of Amendment to Amended and Restated Certificate of Incorporation of PFSweb, Inc.
3.2 (1)	Amended and Restated Bylaws of PFSweb, Inc.
10.1 (17)	PFSweb, Inc. 2005 Employee Stock and Incentive Plan
10.2 (17)	PFSweb, Inc. 2005 Employee Stock Purchase Plan.
10.3 (18)	Amendment 3 to Loan and Security Agreement.
10.4 (18)	Amendment 6 to Agreement for Inventory Financing.
10.5 (18)	Amendment 1 to First Amended and Restated Loan and Security Agreement.

Exhibit Number	Description of Exhibits
10.6 (16)	Amendment 5 to Amended and Restated Platinum Plan Agreement.
10.7 (16)	Agreement for IBM Global Financing Platinum Plan Invoice Discounting Schedule.
10.8 (16)	Amendment No. 5 to Agreement for Inventory Financing.
10.9 (1)	Industrial Lease Agreement between Shelby Drive Corporation and Priority Fulfillment Services, Inc.
10.10 (1)	Lease Contract between Transports Weerts and Priority Fulfillment Services Europe B.V.
10.11 (2)	Form of Change of Control Agreement between PFSweb, Inc. and each of its executive officers
10.12 (4)	Ninth Amendment to Lease Agreement by and between AGBRI ATRIUM. L.P., and Priority Fulfillment Services, Inc.
10.13 (5)	Agreement for Inventory Financing by and among Business Supplies Distributors Holdings, LLC, Supplies Distributors, Inc., Priority Fulfillment Services, Inc., PFSweb, Inc., Inventory Financing Partners, LLC and IBM Credit Corporation
10.14 (5)	Amended and Restated Collateralized Guaranty by and between Priority Fulfillment Services, Inc. and IBM Credit Corporation
10.15 (5)	Amended and Restated Guaranty to IBM Credit Corporation by PFSweb, Inc.
10.16 (5)	Amended and Restated Notes Payable Subordination Agreement by and between Priority Fulfillment Services, Inc., Supplies Distributors, Inc. and IBM Credit Corporation
10.17 (5)	Amended and Restated Platinum Plan Agreement (with Invoice Discounting) by and among Supplies Distributors, S.A., Business Supplies Distributors Europe B.V., PFSweb B.V., and IBM Belgium Financial Services S.A.
10.18 (5)	Amended and Restated Collateralized Guaranty between Priority Fulfillment Services, Inc. and IBM Belgium Financial Services S.A.
10.19 (5)	Amended and Restated Guaranty to IBM Belgium Financial Services S.A. by PFSweb, Inc.
10.20 (5)	Subordinated Demand Note by and between Supplies Distributors, Inc. and Priority Fulfillment Services, Inc.
10.21 (5)	Notes Payable Subordination Agreement between Congress Financial Corporation (Southwest) and Priority Fulfillment Services, Inc.
10.22 (5)	Guarantee in favor of Congress Financial Corporation (Southwest) by Business Supplies Distributors Holdings, LLC, Priority Fulfillment Services, Inc. and PFSweb, Inc.
10.23 (5)	General Security Agreement by Priority Fulfillment Services, Inc. in favor of Congress Financial Corporation (Southwest).
10.24 (5)	Inducement Letter by Priority Fulfillment Services, Inc. and PFSweb, Inc. in favor of Congress Financial Corporation (Southwest).
10.25 (6)	Form of Executive Severance Agreement between the Company and each of its executive officers.
10.26 (7)	Amendment to Agreement for Inventory Financing by and among Business Supplies Distributors Holdings, LLC, Supplies Distributors, Inc., Priority Fulfillment Services, Inc., PFSweb, Inc., Inventory Financing Partners, LLC and IBM Credit Corporation
10.27 (7)	Amendment to Amended and Restated Platinum Plan Agreement (with Invoice Discounting) by and among Supplies Distributors, S.A., Business Supplies Distributors Europe B.V., PFSweb B.V., and IBM Belgium Financial Services S.A.
10.28 (7)	Amended and Restated Notes Payable Subordination Agreement by and between Priority Fulfillment Services, Inc., Supplies Distributors, Inc. and IBM Credit Corporation
10.29 (7)	Amendment to Factoring agreement dated March 29, 2002 between Supplies Distributors S.A. and Fortis Commercial Finance N.V.

Exhibit Number	Description of Exhibits
10.30 (8)	Loan and Security Agreement by and between Comerica Bank – California (“Bank”) and Priority Fulfillment Services, Inc. (“Priority”) and Priority Fulfillment Services of Canada, Inc. (“Priority Canada”)
10.31 (8)	Unconditional Guaranty of PFSweb, Inc. to Comerica Bank – California
10.32 (8)	Security Agreement of PFSweb, Inc. to Comerica Bank – California
10.33 (8)	Intellectual Property Security Agreement between Priority Fulfillment Services, Inc. and Comerica Bank – California
10.34 (8)	Amendment 2 to Amended and Restated Platinum Plan Agreement (with Invoice Discounting) by and among Supplies Distributors, S.A., Business Supplies Distributors B.V., PFSweb B.V., and IBM Belgium Financial Services S.A.
10.35 (8)	Amendment to Agreement for Inventory Financing by and among Business Supplies Distributors Holdings, LLC, Supplies Distributors, Inc., Priority Fulfillment Services, Inc., PFSweb, Inc., and IBM Credit LLC
10.36 (9)	Amendment to factoring agreement dated April 30, 2003 between Supplies Distributors S.A. and Fortis Commercial Finance N.V.
10.37 (9)	Loan and Security Agreement by and between Congress Financial Corporation (Southwest), as Lender and Supplies Distributors, Inc., as Borrower dated March 29, 2002.
10.38 (9)	General Security Agreement – Business Supplies Distributors Holdings, LLC in favor of Congress Financial Corporation (Southwest)
10.39 (9)	Stock Pledge Agreement between Supplies Distributors, Inc. and Congress Financial Corporation (Southwest)
10.40 (9)	First Amendment to General Security Agreement by Priority Fulfillment Services, Inc. in favor of Congress Financial Corporation (Southwest)
10.41 (10)	First Amendment to Loan and Security Agreement made as of September 11, 2003 by and between Priority Fulfillment Services, Inc., Priority Fulfillment Services of Canada, Inc. and Comerica Bank.
10.42 (11)	Securities Purchase Agreement dated as of November 7, 2003 between PFSweb, Inc. and the Purchasers named therein.
10.43 (11)	Form of Four Year Warrant dated as of November 7, 2003 issued to each of the Purchasers pursuant to the Securities Purchase Agreement.
10.44 (12)	Industrial Lease Agreement between New York Life Insurance Company and Daisytek, Inc.
10.45 (12)	First Amendment to Industrial Lease Agreement between New York Life Insurance Company, Daisytek, Inc. and Priority Fulfillment Services, Inc.
10.46 (12)	Second Amendment to Industrial Lease Agreement between ProLogis North Carolina Limited Partnership and Priority Fulfillment Services, Inc.
10.47 (12)	Modification, Ratification and Extension of Lease between Shelby Drive Corporation and Priority Fulfillment Services, Inc.
10.48 (13)	Amendment to Agreement for Inventory Financing by and among Business Supplies Distributors Holdings, LLC, Supplies Distributors, Inc., Priority Fulfillment Services, Inc., PFSweb, Inc., and IBM Credit LLC
10.49 (13)	Amendment 4 to Amended and Restated Platinum Plan Agreement (with Invoice Discounting) by and among Supplies Distributors, S.A., Business Supplies Distributors B.V., PFSweb B.V., and IBM Belgium Financial Services S.A.
10.50 (13)	Third Amended and Restated Notes Payable Subordination Agreement by and between Priority Fulfillment Services, Inc., Supplies Distributors, Inc. and IBM Credit Corporation.
10.51 (13)	First Amendment to Loan and Security Agreement by and between Congress Financial Corporation (Southwest), as Lender and Supplies Distributors, Inc., as Borrower.
10.52 (13)	Form of Modification to Executive Severance Agreement.
10.53 (14)	Industrial Lease Agreement by and between Industrial Developments International, Inc. and Priority Fulfillment Services, Inc.

Exhibit Number	Description of Exhibits
10.54 (14)	Guaranty by PFSweb, Inc. in favor of Industrial Developments International, Inc.
10.55 (14)	Lease between Fleet National Bank and Priority Fulfillment Services, Inc.
10.56 (14)	Guaranty by PFSweb, Inc. in favor of Fleet National Bank
10.57 (14)	Amendment No. 3 to Lease dated as of March 3, 1999 between Fleet National Bank and Priority Fulfillment Services, Inc.
10.58 (15)	Loan Agreement between Mississippi Business Finance Corporation and Priority Fulfillment Services, Inc. dated as of November 1, 2004
10.59 (15)	Placement Agreement between Priority Fulfillment Services, Inc., Comerica Securities and Mississippi Business Finance Corporation
10.60 (15)	Reimbursement Agreement between Priority Fulfillment Services, Inc. and Comerica Bank
10.61 (15)	First Amended and Restated Loan and Security Agreement by and between Comerica Bank and Priority Fulfillment Services, Inc.
10.62 (15)	Remarketing Agreement between Priority Fulfillment Services, Inc. and Comerica Securities
10.63 (21)	Amendment to factoring agreement dated December 12, 2005 between Supplies Distributors S.A. and Fortis Commercial Finance N.V.
21 (21)	Subsidiary Listing
23.1 (20)	Consent of KPMG LLP, Independent Registered Public Accounting Firm
31.1 (20)	Certifications of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350
31.2 (20)	Certifications of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350
32.1 (20)	Certifications of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference from PFSweb, Inc. Registration Statement on Form S-1 (Commission File No. 333-87657).

(2) Incorporated by reference from PFSweb, Inc. Form 10-K for the fiscal year ended March 31, 2001

(3) Incorporated by reference from PFSweb, Inc. Form 10-Q/A for the quarterly period ended September 30, 2001

(4) Incorporated by reference from PFSweb, Inc. Form 10-K for the transition period ended December 31, 2001

(5) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended March 31, 2002

(6) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended June 30, 2002

(7) Incorporated by reference from PFSweb, Inc. Form 10-K for the year ended December 31, 2002

(8) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended March 31, 2003

(9) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended June 30, 2003

(10) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended September 30, 2003

(11) Incorporated by reference from PFSweb, Inc. Report on Form 8-K filed on November 10, 2003

(12) Incorporated by reference from PFSweb, Inc. Form 10-K for the year ended December 31, 2003

(13) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended March 31, 2004

(14) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended September 30, 2004

(15) Incorporated by reference from PFSweb, Inc. Form 10-K for the year ended December 31, 2004.

(16) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended March 31, 2005.

(17) Incorporated by reference from PFSweb, Inc. Report on Form 8-K filed on June 14, 2005.

(18) Incorporated by reference from PFSweb, Inc. Form 10-Q for the quarterly period ended June 30, 2005.

(19) Incorporated by reference from PFSweb, Inc. Current Report on Form 8-K filed on November 30, 2005.

(20) Filed herewith

(21) Previously filed

SCHEDULE I

PFSWEB, INC. AND SUBSIDIARIES

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
BALANCE SHEETS – PARENT COMPANY ONLY
(In thousands)

	December 31, 2005	December 31, 2004
ASSETS:		
Cash and cash equivalents	$ ¾	$ ¾
Receivable from Priority Fulfillment Services, Inc.	¾	4,771
Investment in subsidiaries	36,535	25,155
Total assets	$ 36,535	$ 29,926
LIABILITIES:		
Payable due to Priority Fulfillment Services, Inc.	$ 6,601	$ ¾
SHAREHOLDERS' EQUITY:		
Preferred stock	¾	¾
Common stock	23	22
Additional paid-in capital	58,736	56,645
Accumulated deficit	(29,824)	(29,077)
Accumulated other comprehensive income	1,084	2,421
Treasury stock	(85)	(85)
Total shareholders' equity	29,934	29,926
Total liabilities and shareholders' equity	$ 36,535	$ 29,926

The condensed financial statements should be read in conjunction with the consolidated financial statements and notes.

PFSWEB, INC. AND SUBSIDIARIES

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
STATEMENTS OF OPERATIONS – PARENT COMPANY ONLY
FOR THE YEARS ENDED DECEMBER 31
(In thousands)

	2005	2004	2003
EQUITY IN NET INCOME (LOSS) OF CONSOLIDATED SUBSIDIARIES	$ (747)	$ 226	$ (3,746)
NET INCOME (LOSS)	$ (747)	$ 226	$ (3,746)

The condensed financial statements should be read in conjunction with the consolidated financial statements and notes.

SCHEDULE I

PFSWEB, INC. AND SUBSIDIARIES

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
STATEMENTS OF CASH FLOWS – PARENT COMPANY ONLY
FOR THE YEARS ENDED DECEMBER 31
(In thousands)

	2005	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ (747)	$ 226	$ (3,746)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Equity in net (income) loss of consolidated subsidiaries	747	(226)	3,746
Change in operating asset-investment in subsidiaries	(13,447)	—	—
Net cash provided by operating activities	(13,447)	—	—
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net proceeds from issuance of common stock	2,075	475	4,059
Net increase/(decrease) in balance with Priority Fulfillment Services, Inc.	11,372	(475)	(4,081)
Net cash provided by/(used in) financing activities	13,447	—	(22)
NET DECREASE IN CASH	—	—	(22)
CASH AND CASH EQUIVALENTS, beginning of period	—	—	22
CASH AND CASH EQUIVALENTS, end of period	$ —	$ —	$ —

The condensed financial statements should be read in conjunction with the consolidated financial statements and notes.

SCHEDULE II

PFSWEB, INC. AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31
(Amounts in thousands)

	Balance at Beginning of Period	Additions: Charges to Cost and Expenses	Additions: Charges to Other Accounts	Deductions	Balance at End of Period
Year Ended December 31, 2003:					
Allowance for doubtful accounts	$ 411	351	—	(423)	$ 339
Allowance for slow moving inventory	$ 142	1,984	—	(812)	$ 1,314
Income tax valuation allowance	$ 10,207	1,197	—	—	$ 11,404
Year Ended December 31, 2004:					
Allowance for doubtful accounts	$ 339	289	—	(124)	$ 504
Allowance for slow moving inventory	$ 1,314	1,204	—	(45)	$ 2,473
Income tax valuation allowance	$ 11,404	346	475	—	$ 12,225
Year Ended December 31, 2005:					
Allowance for doubtful accounts	$ 504	40	—	(60)	$ 484
Allowance for slow moving inventory	$ 2,473	(230)	—	(704)	$ 1,539
Income tax valuation allowance	$ 12,225	107	90	—	$ 12,422

SIGNATURES

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

By: /s/ THOMAS J. MADDEN
Thomas J. Madden,
Executive Vice President and Chief Financial and Accounting Officer

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MARK C. LAYTON Mark C. Layton	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 31, 2006
/s/ THOMAS J. MADDEN Thomas J. Madden	Executive Vice President and Chief Financial and Accounting Officer (Principal Financial and Accounting Officer)	March 31, 2006
/s/ DR. NEIL JACOBS Dr. Neil Jacobs	Director	March 31, 2006
/s/ TIMOTHY M. MURRAY Timothy M. Murray	Director	March 31, 2006
/s/ JAMES F. REILLY James F. Reilly	Director	March 31, 2006
/s/ DAVID I. BEATSON David I. Beatson	Director	March 31, 2006

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
PFSweb, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-75764, 333-75772, 333-40020, 333-42186 and 333-46096) on Form S-8 and (No. 333-110853) on Form S-3 of our report dated February 24, 2006, except for Notes 3 and 4 as to which the date is March 31, 2006, with respect to the consolidated balance sheets of PFSweb, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, shareholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2005 and the accompanying financial statement schedules as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005, which report appears in the December 31, 2005, annual report on Form 10-K of PFSweb, Inc.

KPMG LLP

Dallas, Texas
March 31, 2006

EXHIBIT 31.1

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, Mark Layton, certify that:

1. I have reviewed this report on Form 10-K/A of PFSweb, Inc.;

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 periods covered by this annual 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 operation 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)) 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) 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

c) 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 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 registrant's board of directors (or persons performing the equivalent function):

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 31, 2006

By: /s/ Mark C. Layton
Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

I, Tom Madden, certify that:

1. I have reviewed this report on Form 10-K/A of PFSweb, Inc.;

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 periods covered by this annual 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 operation 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)) 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) 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

c) 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 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 registrant's board of directors (or persons performing the equivalent function):

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 31, 2006

By: /s/ Thomas J. Madden
Chief Financial Officer

EXHIBIT 32.1

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of PFSweb, Inc. (the "Company"), does hereby certify that:

The Annual Report on Form 10-K and 10-K/A for the year ended December 31, 2005 (the "Form 10-K") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-K.

March 31, 2006	/s/ Mark C. Layton Mark C. Layton Chief Executive Officer
March 31, 2006	/s/ Thomas J. Madden Thomas J. Madden Chief Financial Officer

The foregoing certification is being furnished as an exhibit to the Form 10-K pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-K for purposes of Section 18 of the Securities Exchange Act of 1934, as whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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