PREDICTIVE SYSTEMS INC
Form 10-Q
May 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDING MARCH 31, 2002.

OR

[ ] 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: 333-84045

PREDICTIVE SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE	13-3808483
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

19 WEST 44TH STREET, NEW YORK, NEW YORK 10036
(Address of Principal Executive Offices) (Zip Code)

(212) 659-3400
(Registrant's Telephone Number, Including Area Code)

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [X] No [ ]

As of May 10, 2002, there were 37,368,012 shares of the registrant's common stock, $.001 par value per share, outstanding.

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PART 1. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

PREDICTIVE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

Current assets
Cash and cash equivalents
Accounts receivable - net of allowance for
doubtful accounts of $2,332,606 and $2,606,361, respectively
Unbilled work in process
Inventory held for resale
Related party receivables
Receivables from employees and stockholders
Refundable income taxes
Prepaid expenses and other current assets

Total current assets

Property and equipment - net of accumulated
depreciation and amortization of $5,105,647 and $4,587,357, respectively

Intangible assets - net of accumulated amortization of $26,151,566 and $25,171,316, respectively

Restricted cash

Other assets

Total assets

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities
Accounts payable
Accrued expenses and other current liabilities
Current portion of capital lease obligations
Deferred income

Total current liabilities

Noncurrent liabilities
Capital lease obligations
Deferred rent
Other long-term liabilities

Total noncurrent liabilities

Total liabilities

Commitments and contingencies

Stockholders' equity
Common stock, $.001 par value, 200,000,000 shares authorized,

37,197,241 and 36,360,491 shares issued and outstanding
Additional paid-in capital
Deferred compensation
Accumulated deficit
Accumulated other comprehensive income

Total stockholders' equity

Total liabilities and stockholders' equity

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

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PREDICTIVE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended March 31	
	2002	2001
Revenues:		
Professional services	$ 14,105,923	$ 20,357,844
Client-related reimbursable expenses	401,161	580,506
Hardware and software sales	523,483	401,080
Total revenues	15,030,567	21,339,430
Cost of revenues:		
Professional services	9,845,721	14,597,192
Client-related expenses	652,621	1,194,323
Hardware and software purchases	493,159	282,828
Total cost of revenues	10,991,501	16,074,343
Gross profit	4,039,066	5,265,087
Sales and marketing	2,742,051	4,559,552
General and administrative	6,515,193	11,884,862
Depreciation and amortization	774,402	766,495
Intangibles amortization	980,250	6,374,779
Restructuring charges	933,502	640,948
Loss on long-term investment in related party	--	1,000,000

Noncash compensation expense	35,619	110,267
Operating expenses	11,981,017	25,336,903
Operating loss	(7,941,951)	(20,071,816)
Other income (expense):		
Interest income, net	135,248	1,063,024
Other (expense) income	(445,568)	21,885
Net loss	$ (8,252,271)	$(18,986,907)
Net loss per share - basic and diluted	$ (0.22)	$ (0.54)
Weighted average shares outstanding - basic and diluted	36,980,895	34,973,653

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

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PREDICTIVE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Mo
	2002
Cash flows from operating activities:	
Net loss	$ (8,252,271
Adjustments to reconcile net loss to net cash used in operating activities:	
Noncash compensation expense	35,619
Depreciation and amortization	1,754,652
Bad debt expense	10,257
Loss on long-term investment in related party	--
(Increase) decrease in-	
Restricted cash	(554,657
Accounts receivable	644,296
Unbilled work in process	(570,647
Inventory held for resale	465,750
Refundable income taxes	(31,181
Prepaid expenses and other assets	199,578
(Decrease) increase in-	
Accounts payable	(1,452,486
Accrued expenses and other current liabilities	(2,110,608

Deferred income	104,057
Deferred rent and other long-term liabilities	34,829
Net cash used in operating activities	(9,722,812
Cash flows from investing activities:	
Purchase of marketable securities, net	(1,343
Payments to employees, net	(12,802
Purchase of property and equipment, net	(491,510
Net cash used in investing activities	(505,655
Cash flows from financing activities:	
Principal payments on capital leases	(21,532
Proceeds from exercise of stock options	738,916
Net cash provided by financing activities	717,384
Effects of exchange rates	392,670
Net decrease in cash	(9,118,413
Cash and cash equivalents - beginning of period	41,277,867
Cash and cash equivalents - end of period	$ 32,159,454
Supplemental disclosures of cash flow information:	
Cash paid during the year for:	
Interest	$ 13,586
Taxes	$ 33,098

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) BASIS OF PRESENTATION

The consolidated financial statements and accompanying financial information as of March 31, 2002 and for the three months ended March 31, 2002 and 2001 are

unaudited and, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) which the Company considers necessary for a fair presentation of the financial position of the Company at such dates and the operating results and cash flows for those periods. The financial statements included herein have been prepared in accordance with generally accepted accounting principles and the instructions of Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2001. Results for interim periods are not necessarily indicative of results for the entire year.

(2) NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of shares outstanding. Diluted net income (loss) per share reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock, unless they are antidilutive.

The following table reconciles the numerator and denominator for the calculation:

	Three Months Ended March 31	
	2002	2001
	(unaudited)	
Numerator -		
Net loss	$ (8,252,271)	$(18,986,907)
Denominator -		
Denominator for basic and diluted earnings per share - weighted average shares outstanding	36,980,895	34,973,653
Net loss per share -		
Basic and diluted	$ (0.22)	$ (0.54)

The conversion of 11,308,784 outstanding options was not considered for any period presented as the effect would be anti-dilutive.

(3) COMPREHENSIVE INCOME (LOSS)

The Company adopted Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income, which established standards for reporting and displaying comprehensive income (loss) and its components. The components of comprehensive income (loss) are as follows:

	Three Months Ended March 31	
	2002	2001
	(unaudited)	
Net loss	$ (8,252,271)	$(18,986,907)
Unrealized (loss) gain on investments	(1,343)	21,814
Foreign currency translation adjustment	392,670	(280,145)
Comprehensive loss	$ (7,860,944)	$(19,245,238)

(4) RELATED PARTIES

The Company provides network consulting services to Cisco Systems, Inc. ("Cisco") pursuant to an existing agreement negotiated by the parties in an arm's-length transaction. This agreement provides that if the Company gives more favorable rates to another client it will inform Cisco and Cisco will have the right to terminate this agreement. One of the Company's directors is also an officer of Cisco. Additionally, in September 1999, the Company sold 1,242,000 shares of common stock to Cisco for $12.00 per share. For the three months ended March 31, 2002 and 2001, the Company recorded revenues of approximately $15,000 and $393,000, respectively, from services performed for Cisco. As of March 31, 2002 amounts due from Cisco were $10,197. Such amount is included in related party receivables. There were no amounts due from Cisco as of December 31, 2001.

The Company provides network consulting services to BellSouth Corporation ("BellSouth") pursuant to an existing agreement negotiated by both parties in an arm's-length transaction. One of the Company's directors is also an officer of BellSouth. For the three months ended March 31, 2002 and 2001, the Company recorded revenues of $2.2 million and $3.8 million, respectively, from services performed for BellSouth. As of March 31, 2002 and December 31, 2001, amounts due from BellSouth were $1,092,817 and $994,322, respectively. Such amounts are included in related party receivables.

The Company provides network consulting services to Riversoft PLC pursuant to an agreement negotiated by both parties in an arm's-length transaction. Additionally, the Company purchased approximately $500,000 of software inventory from Riversoft in 2001. Two of the Company's directors served on Riversoft PLC's Board of Directors, one of which served until December 19, 2001. One of the

directors is also a general partner for a venture capital firm, which owns approximately 10% of Riversoft PLC. For the three months ended March 31, 2001, the Company recorded revenues of $69,950 from services performed for Riversoft PLC. No revenues were recorded for the three months ended March 31, 2002. As of March 31, 2002 and December 31, 2001, amounts due from Riversoft PLC were $7,000 and $50,343, respectively. Such amounts are included in related party receivables.

The Company and Science Application International Corporation (SAIC) provide network and security consulting services to each other pursuant to existing agreements negotiated by both parties in arm's-length transactions. For the three months ended March 31, 2002 and 2001, revenues from SAIC were approximately $77,000 and $106,000, respectively, and the Company incurred approximately $4,000 and $26,000, respectively, in costs from consulting services from SAIC. Additionally, SAIC provides the Company with various services relating to alarm, telecommunications and IT support functions and the Company rents certain of its office space from SAIC. For the three months ended March 31, 2002 and 2001, the Company incurred approximately $179,000 and $280,000, respectively, in expenses for such services and real estate rental. In addition, the Company and SAIC license certain of their respective intellectual property to the other. The Company believes that these transactions are on terms that are no less favorable than those that could be obtained from unaffiliated third parties. As of March 31, 2002, amounts due from SAIC were $177,447. There were no amounts due from SAIC as of December 31, 2001.

Receivables from employees and stockholders represent short term lending to such parties entered into in the normal course of business.

The Company's management believes that these transactions were entered into on a basis that approximates fair value.

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(5) RESTRUCTURING CHARGES

In February 2001, the Company's management foresaw the need to lower the operating costs of the business given its near-term revenue projections. Therefore, the Company established a plan that included the following: (1) a reduction in its workforce for both domestic and international operations related to professional consultant employees that had been underutilized for several months and also to employees that held various management, sales and administrative positions deemed to be duplicative functions; (2) the closing of several domestic and international regional offices located in geographic areas that no longer cost justified remaining open; and (3) the discontinuance of electronic equipment leases and other expenses related to the reduction in workforce.

In December 2001, the Company formed a strategic alliance with Riptech to outsource its monitoring services provided by the managed security services division. As a result of this alliance, the Company established a restructuring plan that included the following: (1) a reduction of the Company's workforce; (2) the write-off of equipment and software development costs associated with the Company's security operations center which was no longer needed as a result of the outsourcing; and (3) the incurrence of nonrecoverable costs to convert clients to Riptech.

In January 2002, the Company's management foresaw the need to continue to lower the operating costs of the business given continuing difficult market conditions

in the enterprise sector. Therefore, the Company established a 2002 restructuring plan that included the following: (1) a reduction in its workforce for both domestic and international operations related to professional consultant employees that had been underutilized for several months and also to employees that held various management, sales and administrative positions deemed to be duplicative functions; (2) the closing of additional domestic regional offices located in geographic areas that no longer cost justified remaining open; and (3) the discontinuance of electronic equipment leases and other expenses related to the reduction in workforce.

For the three months ended March 31, 2002, the Company recorded restructuring charges of $933,502 in connection with its 2002 restructuring plan. Such charges consisted of $818,717 in severance benefits and other related expenses for a reduction in headcount of 47 employees and $264,785 in exit costs related to real estate and electronic equipment for the closing of domestic offices. These charges were offset by $150,000 received for equipment written off to restructuring charges in 2001 in connection with the outsourcing of the Company's monitoring services provided as part of the managed security services division. For the three months ended March 31, 2001, the Company recorded restructuring charges of $640,948 in connection with its 2001 restructuring plan primarily related to severance costs for a reduction in headcount of 79 employees. These charges have been reflected as operating expenses of the Company. As of March 31, 2002 restructuring charges of $1,644,674 remained unpaid and are included in accrued expenses and other current liabilities in the accompanying balance sheet.

A summary of the restructuring charges for the three months ended March 31, 2002 were as follows:

	Balance as of 12/31/01	Expense	Utilization Non-Cash	
Severance and other related costs	$ 17,320	$ 818,717	$ --	$
Exit Costs	1,115,996	264,785	--	
Outsourcing monitoring services	722,224	(150,000)	--	
	$1,855,540	$ 933,502	$ --	$

(6) INDUSTRY SEGMENT INFORMATION

The Company's reportable segments are US Consulting, International Consulting, and Managed Security Services. Revenues and profits in the US Consulting and International Consulting segments are generated by providing the following services: network design and engineering, network and systems management, integrated customer service, performance management, information security, and business integration services.

Revenues and profits in the Managed Security Services segment are generated by providing the following services: response, threat advisory through Information Sharing and Analysis Centers, and providing of Open Source Intelligence programs.

The accounting policies of the segments are the same as those described in the "Summary of Significant Accounting Policies." The Company evaluates the

performance of its segments based on their operating income (loss), which represents segment revenues less direct costs of operation, excluding the allocation of corporate expense. Identifiable assets of the operating segments principally consist of net accounts receivable, unbilled work in process and inventory held for resale. Accounts receivable and unbilled work in process for US Consulting and Managed Security Services are managed on a combined basis. All other identifiable assets not attributable to industry segments are included in corporate assets. The Company does not track expenditures for long-lived assets on a segment basis. The table below presents information on the revenues and operating (loss) income for each segment for the three months ended March 31, 2002 and 2001, and items which reconcile segment operating (loss) income to the Company's reported net loss.

	Three Months Ended March 31 2002	2001
	(unaudited)	
Revenues:		
US Consulting	$ 10,865,134	$ 17,510,505
International Consulting	2,214,234	1,794,553
Managed Security Services	1,951,199	2,034,372
Total revenues	15,030,567	21,339,430
Operating (loss) income:		
US Consulting	(37,036)	(3,138,030)
International Consulting	(62,846)	(1,158,077)
Managed Security Services	11,936	(801,336)
Total operating (loss) income	(87,946)	(5,097,443)
Corporate expenses:		
Sales and marketing	(321,970)	(659,368)
General and administrative	(4,808,262)	(5,422,516)
Depreciation and amortization	(774,402)	(766,495)
Intangibles amortization	(980,250)	(6,374,779)
Restructuring charges	(933,502)	(640,948)
Loss on long-term investment in related party	--	(1,000,000)
Noncash compensation expense	(35,619)	(110,267)
Interest income, net	135,248	1,063,024
Other (expense) income	(445,568)	21,885
Total corporate expenses	(8,164,325)	(13,889,464)
Net loss	$ (8,252,271)	$ (18,986,907)
Identifiable assets:		
US Consulting and Managed Security Services	$ 12,074,049	$ 24,229,464
International Consulting	2,078,264	2,220,332
Corporate	77,803,635	200,526,410

Total identifiable assets	$ 91,955,948	$ 226,976,206

(7) EFFECTS OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 141, "Business Combinations" (SFAS 141) and No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment. Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives (but with no maximum life). The amortization provisions of SFAS 142 apply to goodwill and intangible assets acquired after June 30, 2001. The Company adopted the provisions of SFAS 142 on January 1, 2002. As a result of such adoption, the Company did not amortize goodwill and assembled workforce for the three months ended March 31, 2002, which would have been approximately $1,853,000. The Company recorded approximately $5,395,000 in amortization of goodwill and assembled workforce for the three months ended March 31, 2001.

In August 2001, the FASB issued Statement of Financial Accounting Standard No. 143, "Accounting for Asset Retirement Obligations" (SFAS 143), which is effective October 1, 2003. SFAS 143 requires, among other things, the accounting and reporting of legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development or normal operation of a long-lived asset. The Company is currently assessing, but has not yet determined the effect, if any, of SFAS 143.

In August 2001, the FASB issued Statement of Financial Accounting Standard No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS 144). This statement supersedes SFAS No. 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" and Accounting Principles Board Opinion No. 30 "Reporting Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions". The Statement retains the fundamental provisions of SFAS No. 121 for recognition and measurement of impairment, but amends the accounting and reporting standards for segments of a business to be disposed of. The provisions of this statement are required to be adopted no later than fiscal years beginning after December 31, 2001, with early adoption encouraged. The Company adopted the provisions of SFAS No. 144 effective January 1, 2002. There was no impact to the Company's results of operations upon adoption.

On November 14-15, 2001, the Emerging Issues Task Force (EITF) of the FASB concluded that reimbursements received for "out-of-pocket" expenses should be classified as revenue, and correspondingly cost of services, in the income statement. The new accounting treatment should be applied in financial reporting periods (years) beginning as early as the March 2002 quarter. Upon application of the pronouncement, comparative financial statements for prior periods must also be reclassified in order to ensure consistency among all periods presented. The Company adopted this pronouncement effective January 1, 2002 and has

separately disclosed the impact of adoption in the Statements of Operations.

(8) SUBSEQUENT EVENT

In the second quarter of 2002, the Company plans to reduce headcount by approximately 35-55 employees in connection with its 2002 restructuring plan. These employees will consist primarily of professional consultants and sales personnel. In addition, the Company will close additional domestic regional offices located in geographic areas that no longer cost justify remaining open. The Company will record restructuring charges of approximately $1,600,000 million to $2,100,000 for severance payments and exit costs related to real estate and electronic equipment in connection with these actions.

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

THIS REPORT CONTAINS FORWARD-LOOKING STATEMENTS RELATING TO FUTURE EVENTS AND FUTURE PERFORMANCE OF THE COMPANY WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1933 AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, INCLUDING, WITHOUT LIMITATION, STATEMENTS REGARDING THE COMPANY'S EXPECTATIONS, BELIEFS, INTENTIONS OR FUTURE STRATEGIES THAT ARE SIGNIFIED BY THE WORDS EXPECTS, ANTICIPATES, INTENDS, BELIEVES OR SIMILAR LANGUAGE. ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE ANTICIPATED IN SUCH FORWARD-LOOKING STATEMENTS. ALL FORWARD-LOOKING STATEMENTS INCLUDED IN THIS DOCUMENT ARE BASED ON INFORMATION AVAILABLE TO THE COMPANY ON THE DATE HEREOF, AND THE COMPANY ASSUMES NO OBLIGATION TO UPDATE ANY FORWARD LOOKING STATEMENTS. THE COMPANY CAUTIONS INVESTORS THAT ITS BUSINESS AND FINANCIAL PERFORMANCE ARE SUBJECT TO SUBSTANTIAL RISKS AND UNCERTAINTIES. IN EVALUATING THE COMPANY'S BUSINESS, PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE INFORMATION SET FORTH BELOW UNDER THE CAPTION "RISK FACTORS" IN ADDITION TO THE OTHER INFORMATION SET FORTH HEREIN AND ELSEWHERE IN THE COMPANY'S OTHER PUBLIC FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION.

Substantially all of our revenues are derived from professional services. We provide network and security consulting services to our clients on either a project outsource or collaborative consulting basis. We derive revenues from these services on both a fixed-price, fixed-time basis and on a time-and-expense basis. We also provide managed security services to our clients. We derive revenues from these services on a subscription basis. We use our BusinessFirst approach to estimate and propose prices for our fixed-price projects. The estimation process accounts for standard billing rates particular to each project, the client's technology environment, the scope of the project and the project's timetable and overall technical complexity. A member of our senior management team must approve all of our fixed-price proposals in excess of $500,000. For these contracts, we recognize revenue using a percentage-of-completion method primarily based on costs incurred. We make provisions for estimated losses on uncompleted contracts on a contract-by-contract basis and recognize such provisions in the period in which the losses are determined. Professional services revenues for time-and-expense based projects are recognized as services are performed. Revenues for subscription-based contracts are recognized on a straight-line basis over the period of service. Any payments received in advance of services performed are recorded as deferred revenue. Our clients are generally able to reduce or cancel their use of our professional services without penalty and with little or no notice. We also derive limited revenues from the sale of hardware and software.

Since we recognize professional services revenues only when our consultants are engaged on client projects, the utilization of our consultants is important in

determining our operating results. In addition, a substantial majority of our operating expenses, particularly personnel and related costs, depreciation and rent, are relatively fixed in advance of any particular quarter. As a result, any underutilization of our consultants may cause significant variations in our operating results in any particular quarter and could result in losses for such quarter. Factors which could cause underutilization include:

- the reduction in size, delay in commencement, interruption or termination of one or more significant projects;
- the completion during a quarter of one or more significant projects;
- the miscalculation of resources required to complete new or ongoing projects; and
- the timing and extent of training, weather related shut-downs, vacations and holidays.

Our cost of revenues consist of costs associated with our professional services and hardware and software purchases. Costs of revenues associated with professional services include compensation and benefits for our consultants and project-related travel expenses. Costs of hardware and software purchases consist of acquisition costs of third-party hardware and software resold.

In February 2001, the Company's management foresaw the need to lower the operating costs of the business given its near-term revenue projections. Therefore, the Company established a plan that included the following: (1) a reduction in its workforce for both domestic and international operations related to professional consultant employees that had been underutilized for several months and also to employees that held various management, sales and administrative positions deemed to be duplicative functions; (2) the closing of several domestic and international regional offices located in geographic areas that no longer cost justified remaining open; and (3) the discontinuance of electronic equipment leases and other expenses related to the reduction in workforce.

In December 2001, the Company formed a strategic alliance with Riptech to outsource its monitoring services provided by the managed security services division. As a result of this alliance, the Company established a restructuring plan that included the following: (1) a reduction of the Company's workforce; (2) the write-off of equipment and software development costs associated with the Company's security operations center which was no longer needed as a result of the outsourcing; and (3) the incurrence of nonrecoverable costs to convert clients to Riptech.

In January 2002, the Company's management foresaw the need to continue to lower the operating costs of the business given continuing difficult market conditions in the enterprise sector. Therefore, the Company established a 2002 restructuring plan that included the following: (1) a reduction in its workforce for both domestic and international operations related to professional consultant employees that had been underutilized for several months and also to employees that held various management, sales and administrative positions deemed to be duplicative functions; (2) the closing of additional domestic regional offices located in geographic areas that no longer cost justified remaining open; and (3) the discontinuance of electronic equipment leases and other expenses related to the reduction in workforce.

For the three months ended March 31, 2002, the Company recorded restructuring charges of $933,502 in connection with its 2002 restructuring plan. Such charges consisted of $818,717 in severance benefits and other related expenses for a reduction in headcount of 47 employees and $264,785 in exit costs related to real estate and electronic equipment for the closing of domestic offices. These

charges were offset by $150,000 received for equipment written off to restructuring charges in 2001 in connection with the outsourcing of the Company's monitoring services provided as part of the managed security services division. For the three months ended March 31, 2001, the Company recorded restructuring charges of $640,948 in connection with its 2001 restructuring plan primarily related to severance costs for a reduction in headcount of 79 employees. These charges have been reflected as operating expenses of the Company.

Given the decline in revenue related to the service provider customer base, coupled with the continuing uncertainty in the professional network consulting services marketplace, we believe that our quarterly revenue and operating results are likely to vary significantly in the future and that period-to-period comparisons of our operating results are not necessarily meaningful and should not be relied on as indications of future performance.

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Critical Accounting Policies and Estimates

This discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements that have been prepared under generally accepted accounting principles. The preparation of financial statements in conformity with generally accepted accounting principles requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could materially differ from those estimates. We have disclosed all significant accounting policies in note 2 to the consolidated financial statements included in this Form 10-K. The consolidated financial statements and the related notes thereto should be read in conjunction with the following discussion of our critical accounting policies. Our critical accounting policies and estimates are:

- Revenue recognition
- Valuation of goodwill, intangible assets and other long-lived assets

Revenue Recognition. We currently recognize revenue from professional services. As described below, significant management judgments and estimates must be made and used in determining the amount of revenue recognized in any given accounting period. Material differences may result in the amount and timing of our revenue for any given accounting period depending upon judgments made by or estimates utilized by management.

We recognize revenue for fixed price contracts in accordance with SOP 81-1, "Accounting for Performance of Construction Type and Certain Production Type Contracts" ("SOP 81-1"). When reliable estimates are available for the costs and efforts necessary to complete the consulting services and those services do not include contractual milestones or other acceptance criteria, we recognize revenue under the percentage of completion method based upon input measures, such as hours. When such estimates are not available, we defer all revenue recognition until we have completed the contract and have no further obligations to the customer. Under each arrangement, revenues are recognized when a non-cancelable agreement has been signed and the customer acknowledges an unconditional obligation to pay, the services have been delivered, there are no uncertainties surrounding customer acceptance, the fees are fixed and

determinable, and collection is considered probable.

Valuation of Goodwill and Intangible Assets. We previously evaluated our long-lived assets in accordance with SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of " ("SFAS No. 121"). Long-lived assets that are not identified with an impaired asset are reviewed for impairment whenever events or changes in circumstances indicate that the net carrying value of the asset may not be recoverable. Certain circumstances included a deterioration of our financial resources, poor economic trends within the market sector, or significant changes in our business model. In such circumstances, the net carrying value of the asset was compared to the undiscounted future cash flows of the business segment to which that asset is attributable. Impairment losses were measured by the amount in which the net carrying value of the assets exceeded the fair value.

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"). SFAS 142 requires goodwill and other intangible assets to be tested for impairment at least annually, and written off when impaired, rather than being amortized as previously required. The Company adopted the provisions of SFAS 142 effective January 1, 2002. As a result of such adoption, the Company did not amortize goodwill and assembled workforce for the three months ended March 31, 2002, which would have been approximately $1,853,000. The Company recorded approximately $5,395,000 in amortization of goodwill and assembled workforce for the three months ended March 31, 2001.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2002 and 2001

REVENUES. Substantially all of our revenues are derived from fees for professional services. Revenues decreased 29.6% to $15.0 million in the three months ended March 31, 2002 from $21.3 million in the three months ended March 31, 2001. Revenues from professional services decreased 30.7% to $14.1 million in the three months ended March 31, 2002 from $20.4 million in the three months ended March 31, 2001. This decrease was primarily due to difficult market conditions in the enterprise sector. Client-related reimbursable expenses decreased to $401,000 in the three months ended March 31, 2002 from $581,000 in the three months ended March 31, 2001. This decrease was primarily attributable to the nature of the customer contracts. Revenues from hardware and software sales increased 30.5% to $523,000 in the three months ended March 31, 2002 from $401,000 in the three months ended March 31, 2001. This increase was primarily due to an increase in client requests for hardware and software in connection with professional services projects. During the three months ended March 31, 2002, BellSouth Corporation accounted for 15.4% of our revenues from professional services. The number of our billable consultants decreased from approximately 429 at March 31, 2001 to approximately 306 at March 31, 2002.

GROSS PROFIT. Gross profit decreased 23.3% to $4.0 million in the three months ended March 31, 2002 from $5.3 million in the three months ended March 31, 2001. As a percentage of revenues, gross profit increased to 26.9% in the three months ended March 31, 2002 from 24.7% in the three months ended March 31, 2001. The increase in gross profit as a percentage of revenues is a result of a decrease in client-related expenses and a decrease in direct labor costs as a result of

reductions in billable headcount from 429 at March 31, 2001 to 306 at March 31, 2002 offset by a decrease in utilization of our consultants and lower margins recognized on the sale of hardware and software to our clients. Cost of revenues decreased 31.6% to $11.0 million in the three months ended March 31, 2002 from $16.1 million in the three months ended March 31, 2001. This decrease in cost of revenues was due primarily to a decrease in compensation and benefits paid to consultants as a result of reductions in billable headcount in connection with our restructuring plans.

SALES AND MARKETING EXPENSES. Sales and marketing expenses decreased 39.9% to $2.7 million in the three months ended March 31, 2002 from $4.6 million in the three months ended March 31, 2001. As a percentage of revenues, sales and marketing expenses decreased to 18.2% in the three months ended March 31, 2002 from 21.4% in the three months ended March 31, 2001. The decrease in absolute dollars was primarily due to an decrease of $1.2 million in compensation and benefits paid due to reductions in headcount in connection with our restructuring plans and a decrease of $308,000 in commissions paid as a result of declining revenues for professional services and the merging of two separate sales forces for US Consulting and Managed Security Services in 2002. The remaining $400,000 decrease in sales and marketing expenses was a result of a decrease in marketing expenses and other selling related expenditures.

GENERAL AND ADMINISTRATIVE EXPENSES. General and administrative expenses decreased 45.2% to $6.5 million in the three months ended March 31, 2002 from $11.9 million in the three months ended March 31, 2001. As a percentage of revenues, general and administrative expenses decreased to 43.3% in the three months ended March 31, 2002 from 55.7% in the three months ended March 31, 2001. The decrease in absolute dollars was primarily due to a decrease of $2.9 million in compensation and benefits costs as a result of reductions in headcount in connection with our restructuring plans, a decrease of $680,000 in travel and entertainment and training costs also as a result of reductions in headcount, a decrease of $667,000 in bad debt expense, a decrease of $148,000 in facilities and equipment leases, and a decrease in professional services and other administrative costs of $986,000.

DEPRECIATION AND AMORTIZATION. Depreciation and amortization increased 1.0% to $774,000 in the three months ended March 31, 2002 from $766,000 in the three months ended March 31, 2001.

INTANGIBLES AMORTIZATION. Amortization of intangibles decreased to $980,000 for the three months ended March 31, 2002 from $6.4 million for the three months ended March 31, 2001. For the three months ended March 31, 2002, the amount consisted of amortization for intangible assets not deemed to have indefinite lives pursuant to the provisions of SFAS 142 which was adopted effective January 1, 2002. Such intangible assets consisted of customer lists, tradenames and developed technology. Intangibles amortization for the three months ended March 31, 2001 consisted of amortization for all intangible assets, including goodwill and assembled workforce.

RESTRUCTURING CHARGES. For the three months ended March 31, 2002, we recorded restructuring charges of approximately $934,000 in connection with our 2002 restructuring plan. Such charges consisted of $819,000 in severance benefits and other related expenses for a reduction in headcount of 47 employees and $265,000 in exit costs related to real estate and electronic equipment for the closing of domestic offices. These charges were offset by $150,000 received for equipment written off to restructuring charges in 2001 in connection with the outsourcing of the Company's monitoring services provided as part of the managed security services division. For the three months ended March 31, 2001, we recorded restructuring charges of approximately $641,000 in connection with our 2001 restructuring plan primarily related to severance costs for a reduction in headcount of 79 employees.

LOSS ON LONG-TERM INVESTMENT IN RELATED PARTY. On March 22, 2001, Paradigm4, Inc. filed for federal bankruptcy protection. This action created significant uncertainty regarding our investment in Paradigm4. As a result, we recognized a loss on our $1.0 million investment in Paradigm4 in the three months ended March 31, 2001.

NONCASH COMPENSATION EXPENSE. During 1999, the Company granted options to purchase shares of common stock at exercises prices that were less than the fair market value of the underlying shares of common stock, resulting in deferred compensation. During 2000, related to the acquisitions of Synet and Global Integrity, the Company issued options to Synet and Global Integrity optionholders in exchange for their Synet and Global Integrity options, respectively. The unvested portion of the Synet and Global Integrity options resulted in deferred compensation. These transactions result in noncash compensation expense over the period that these specific options vest. During the three months ended March 31, 2002 and 2001, we recorded approximately $36,000 and $110,000, respectively, of noncash compensation expense related to these options. The decrease in noncash compensation expense is a result of the cancellation of options as a result of reductions in headcount in connection with our restructuring plans.

OTHER INCOME (EXPENSE). Other expense in the three months ended March 31, 2002 primarily consisted of foreign currency exchange rate losses related to the settlement of transactions between our foreign subsidiaries. Other income in the three months ended March 31, 2001 primarily consisted of interest income. The decrease in other income was primarily due to a decrease in interest income as a result of the utilization of cash and cash equivalents to fund current operating needs and a general decline in interest rates.

LIQUIDITY AND CAPITAL RESOURCES. Since inception, we have financed our operations through borrowings under short-term credit facilities, the sale of equity securities and cash flows from operations. As of March 31, 2002, we had approximately $32.2 million in cash and cash equivalents and $1.3 million in restricted cash pursuant to certain operating lease agreements.

Net cash used in operating activities increased to $9.7 million for the three months ended March 31, 2002 from $7.7 million for the three months ended March 31, 2001. We experienced a decrease in accounts payable and accrued expenses and other current liabilities of approximately $3.6 million. Such decrease included approximately $2.4 million paid for the purchase of software inventory for resale of which approximately $1.7 million remained in inventory at March 31, 2002. We also experienced an increase in restricted cash of $550,000 related to a new equipment operating lease entered into in the first quarter of 2002. Unbilled receivables increased approximately $571,000 primarily in connection with the sale of software inventory for resale. These net outflows of cash were offset by net inflows of cash as a result of decreases in accounts receivable of $644,000. The decrease in accounts receivable was primarily attributable to increased collection efforts and declining revenues due to difficult market conditions.

Net cash used in investing activities was $506,000 and $2.2 million, respectively, for the three months ended March 31, 2002 and 2001. Capital expenditures were $492,000 for the three months ended March 31, 2002 and $1.0 million for the three months ended March 31, 2001. Capital expenditures consisted of computer equipment, office furniture and leasehold improvements in connection with the investment in our infrastructure. For the three months ended March 31, 2001, we used a net of $1.1 million for the purchase of marketable

securities.

Net cash provided by financing activities was $717,000 and $1.2 million, respectively, for the three months ended March 31, 2002 and 2001. Cash provided by financing activities primarily resulted from the receipt of proceeds from the exercise of options and the sale of common stock in connection with our Employee Stock Purchase Plan.

We have a demand loan facility, secured by a lien on all of our assets, under which we may borrow up to the lesser of $5.0 million or 80.0% of our accounts receivable. Amounts outstanding under the facility bear interest at the lender's base rate which was 4.75% at of March 31, 2002. As of March 31, 2002, there were no amounts outstanding under the facility.

Based on our current revenue projections, we believe that we will continue to be cash flow negative until at least the end of the year. We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated needs for working capital and capital expenditures for at least the next twelve months. If cash generated from operations is insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or debt securities or to obtain a credit facility. The sale of additional equity or convertible debt securities could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could result in operating covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

Recent Accounting Pronouncements

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 141, "Business Combinations" (SFAS 141) and No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment. Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives (but with no maximum life). The amortization provisions of SFAS 142 apply to goodwill and intangible assets acquired after June 30, 2001. The Company adopted the provisions of SFAS 142 on January 1, 2002. As a result of such adoption, the Company did not amortize goodwill and assembled workforce for the three months ended March 31, 2002, which would have been approximately $1,853,000. The Company recorded approximately $5,395,000 in amortization of goodwill and assembled workforce for the three months ended March 31, 2001.

In August 2001, the FASB issued Statement of Financial Accounting Standard No. 143, "Accounting for Asset Retirement Obligations" (SFAS 143), which is effective October 1, 2003. SFAS 143 requires, among other things, the accounting and reporting of legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development or normal operation of a long-lived asset. The Company is currently assessing, but has not yet determined the effect, if any, of SFAS 143.

In August 2001, the FASB issued Statement of Financial Accounting Standard No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS 144). This statement supersedes SFAS No. 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" and Accounting Principles Board Opinion No. 30 "Reporting Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions". The Statement retains the fundamental provisions of SFAS No. 121 for recognition and measurement of impairment, but amends the accounting and reporting standards for segments of a

business to be disposed of. The provisions of this statement are required to be adopted no later than fiscal years beginning after December 31, 2001, with early adoption encouraged. The Company adopted the provisions of SFAS 144 effective January 1, 2002. There was no impact to the Company's results of operations upon adoption.

On November 14-15, 2001, the Emerging Issues Task Force (EITF) of the FASB concluded that reimbursements received for "out-of-pocket" expenses should be classified as revenue, and correspondingly cost of services, in the income statement. The new accounting treatment should be applied in financial reporting periods (years) beginning as early as the March 2002 quarter. Upon application of the pronouncement, comparative financial statements for prior periods must also be reclassified in order to ensure consistency among all periods presented. The Company adopted this pronouncement effective January 1, 2002 and has separately disclosed the impact of adoption in the Statements of Operations.

RISK FACTORS

An investment in our company involves a high degree of risk. You should carefully consider the risks described below before you decide to buy our common stock. If any of the following risks actually occur, our business, results of operations or financial condition would likely suffer. In this case, the trading price of our common stock could decline.

Risks Related to Our Financial Condition and Business Model

Our limited operating history makes it difficult for you to evaluate our business and to predict our future success

We commenced operations in February 1995 and therefore have only a limited operating history for you to evaluate our business. Because of our limited operating history and the fact that many of our competitors have longer operating histories, we believe that the prediction of our future success is difficult. You should evaluate our chances of financial and operational success in light of the risks, uncertainties, expenses, delays and difficulties associated with operating a new business, many of which are beyond our control. You should not rely on our historical results of operations as indications of future performance. The uncertainty of our future performance and the uncertainties of our operating in a new and volatile market increase the risk that the value of your investment will decline.

Adverse market conditions, particularly those affecting the professional services industry, may impair our operating results

Our results depend to a large extent on market conditions affecting the technology industry in general and the telecommunications and enterprise sectors in particular. Adverse market conditions in the sectors in which we operate could delay buying decisions or cause projects to be deferred, reduced in scope or discontinued. These sectors are experiencing a drastic downturn. We can not predict how long this contraction will last, or the timing or strength of a

recovery, if any. If market conditions and corporate spending in these sectors do not improve, our operating results will continue to suffer.

Because most of our revenues are generated from a small number of clients, our revenues are difficult to predict and the loss of one client could significantly reduce our revenues

During the three months ended March 31, 2002, BellSouth Corporation accounted for approximately 15.4% of our revenues from professional services. Our five largest clients accounted for approximately 43.3% of our revenues for the three months ended March 31, 2002. For the year ended December 31, 2001, our five largest clients accounted for approximately 40.6% of our revenues. If one of our major clients discontinues or significantly reduces the use of our services, we may not generate sufficient revenues to offset this loss of revenues and our net loss will increase. In addition, the non-payment or late payment of amounts due from a major client could adversely affect us. As of March 31, 2002, the accounts receivable from BellSouth was approximately $1.1 million, which related to work performed in January through March 2002.

Our clients may terminate their contracts with us on short notice

Our services are often delivered pursuant to short-term arrangements and most clients can reduce or cancel their contracts for our services without penalty and with little or no notice. If a major client or a number of small clients terminate our contracts or significantly reduce or modify their business relationships with us, we may not be able to replace the shortfall in revenues. Consequently, you should not predict or anticipate our future revenues based upon the number of clients we have currently or the number and size of our existing projects.

Our operating results may vary from quarter to quarter in future periods, and as a result, we may fail to meet the expectations of our investors and analysts, which may cause our stock price to fluctuate or decline

Our operating results have varied from quarter to quarter. Our operating results may continue to vary as a result of a variety of factors. These factors include:

- the loss of key employees;
- the development and introduction of new service offerings;
- reductions in our billing rates;
- the miscalculation of resources required to complete new or ongoing projects;
- the utilization of our workforce;

- the ability of our clients to meet their payments obligations to us; and
- the timing and extent of training.

Many of these factors are beyond our control. Accordingly, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of our future performance. In addition, our operating results may be

below the expectations of public market analysts or investors in some future quarter. If this occurs, the price of our common stock is likely to decline.

We derive a substantial portion of our revenues from fixed-price projects, under which we assume greater financial risk if we fail to accurately estimate the costs of the projects

We derive a substantial portion of our revenues from fixed-price projects. For the three months ended March 31, 2002 and the year ended December 31, 2001, fixed-price projects accounted for 43.4% and 48.2% of our revenue, respectively. We assume greater financial risks on a fixed-price project than on a time-and-expense based project. If we miscalculate the resources or time we need for these fixed-price projects, the costs of completing these projects may exceed the price, which could result in a loss on the project and a increase in net loss. We recognize revenues from fixed-price projects based on our estimate of the percentage of each project completed in a reporting period. To the extent our estimates are inaccurate, the revenues and operating profits, if any, that we report for periods during which we are working on a fixed-price project may not accurately reflect the final results of the project and we would be required to record an expense for these periods equal to the amount by which our revenues were previously overstated.

Our operating results may fluctuate due to seasonal factors which could result in greater than expected losses

Our results of operations may experience seasonal fluctuations as businesses typically spend less on network management services during the summer and year-end vacation and holiday periods. Additionally, as a large number of our employees take vacation during these periods, our utilization rates during these periods tend to be lower, which reduces our margins and operating income. Accordingly, we may report greater than expected losses for these periods.

Our long sales cycle makes our revenues difficult to predict and could cause our quarterly operating results to be below the expectations of public market analysts and investors

The timing of our revenues is difficult to predict because of the length and variance of the time required to complete a sale. Before hiring us for a project, our clients often undertake an extensive review process and may require approval at various levels within their organization. Any delay due to a long sales cycle could reduce our revenues for a quarter and cause our quarterly operating results to be below the expectations of public market analysts or investors. If this occurs, the price of our common stock is likely to decline.

We may need to raise additional capital to grow our business, which we may not be able to do

Our future liquidity and capital requirements are difficult to predict because they depend on numerous factors, including the success of our existing and new service offerings and competing technological and market developments. As a result, we may not be able to generate sufficient cash from our operations to meet additional working capital requirements, support additional capital expenditures or take advantage of acquisition opportunities. Accordingly, we may need to raise additional capital in the future. Our ability to obtain additional financing will be subject to a number of factors, including market conditions, our operating performance and investor sentiment. These factors may make the timing, amount, terms and conditions of additional financing unattractive for us. If we are unable to raise additional funds when needed, our ability to operate and grow our business could be impeded.

Risks Related to Our Strategy and Market

We may have difficulty managing our expanding operations, which may harm our business

A key part of our strategy is to grow our business; however, our rapid growth has placed a significant strain on our managerial and operational resources. From January 1, 1999 to December 31, 2000, our headcount increased from approximately 138 to approximately 691 employees. Since such time, as a result of market conditions and other factors, we have decreased our headcount to 401 employees as of March 31, 2002. As a result of this reduction, the remaining employees have been charged with additional responsibilities. To manage our growth, we must continue to improve our financial and management controls, reporting systems and procedures, and expand and train our work force. We may not be able to do so successfully.

The workforce restructuring we have taken in response to the recent slowdown in demand for our services could have adverse effects on our business.

Our business has been experiencing lower revenues due to decreased customer demand for our services. To scale back our operations and to reduce our expenses in response to this decreased demand for our services, we have significantly reduced the size of our workforce. While these actions have positively impacted our results of operations, there are several risks inherent in our efforts to transition to a smaller workforce. Reducing the size of our workforce could have adverse effects on our business by reducing our pool of technical talent, making it more difficult for us to respond to customers, limiting our ability to provide increased services quickly if and when the demand for our services increases, and limiting our ability to hire and retain key personnel. These circumstances could cause our earnings to be lower than they might otherwise be.

Our management team has experienced significant turnover which could interrupt our business and adversely affect our growth

Our future success depends, in significant part, upon the continued service and performance of our senior management and other key personnel. Andrew Zimmerman was appointed our Chief Executive Officer in June 2001 and Neeraj Sethi has just been recently appointed Acting Chief Financial Officer while a search is conducted for permanent replacement. In addition, in connection with our recent reductions in staff, many members of our senior management team have either departed, or been redeployed and given new responsibilities. If the restructuring of our senior management team does not lead to the results we expect, our ability to effectively deliver our services, manage our company and carry out our business plan may be impaired.

We may not be able to hire and retain qualified network systems and security consultants which could affect our ability to compete effectively

Our continued success depends on our ability to identify, hire, train and retain highly qualified network and security management consultants. These individuals are in high demand and we may not be able to attract and retain the number of highly qualified consultants that we need. If we cannot retain, attract and hire the necessary consultants, our ability to grow, complete existing projects and bid for new projects will be adversely affected.

Competition in the network and security consulting industry is intense, and therefore we may lose projects to our competitors

Our market is intensely competitive, highly fragmented and subject to rapid technological change. We expect competition to intensify and increase over time. We may lose projects to our competitors, which could adversely affect our business, results of operations and financial condition. In addition, competition could result in lower billing rates and gross margins and could require us to increase our spending on sales and marketing.

We face competition from systems integrators, value added resellers, network services firms, security consulting firms, telecommunications providers, and network equipment and computer systems vendors. These competitors may be able to respond more quickly to new or emerging technologies and changes in client requirements or devote greater resources to the expansion of their market share.

Additionally, our competitors have in the past and may in the future form alliances with various network equipment vendors that may give them an advantage in implementing networks using that vendor's equipment.

We also compete with internal information technology departments of current and potential clients. To the extent that current or potential clients decide to satisfy their needs internally, our business will suffer.

If we are unable to find suitable acquisition candidates, our growth could be impeded

A component of our growth strategy is the acquisition of, or investment in, complementary businesses, technologies, services or products. Our ability to identify and invest in suitable acquisition and investment candidates on acceptable terms is crucial to this strategy. We may not be able to identify, acquire or make investments in promising acquisition candidates on acceptable terms. Moreover, in pursuing acquisition and investment opportunities, we may be in competition with other companies having similar growth and investment strategies. Competition for these acquisitions or investment targets could also result in increased acquisition or investment prices and a diminished pool of businesses, technologies, services or products available for acquisition or investment.

Our acquisition strategy could have an adverse effect on client satisfaction and our operating results

Acquisitions, including those already consummated, involve a number of risks, including:

- integrating the acquired company into our existing business;

- adverse effects on our reported operating results due to accounting charges associated with acquisitions;

- increased expenses, including compensation expense resulting from newly hired employees; and

- potential disputes with the sellers of acquired businesses, technologies, services or products.

Client dissatisfaction or performance problems with an acquired business, technology, service or product could also have a material adverse impact on our reputation as a whole. In addition, any acquired business, technology, service

or product could significantly underperform relative to our expectations.

Competition for experienced personnel is intense and our inability to retain key personnel could interrupt our business and adversely affect our growth

Our future success depends, in significant part, upon the continued service and performance of our senior management and other key personnel. Losing the services of any of these individuals may impair our ability to effectively deliver our services and manage our company, and to carry out our business plan. In addition, competition for qualified personnel in the network and security consulting industry is intense and we may not be successful in attracting and retaining these personnel. There may be only a limited number of persons with the requisite skills to serve in these positions and it may become increasingly difficult to hire these persons. Our business will suffer if we encounter delays in hiring additional personnel.

Our business may suffer if we fail to adapt appropriately to the challenges associated with operating internationally

Operating internationally may require us to modify the way we conduct our business and deliver our services in these markets. We anticipate that we will face the following challenges internationally:

- the burden and expense of complying with a wide variety of foreign laws and regulatory requirements;
- potentially adverse tax consequences;
- longer payment cycles and problems in collecting accounts receivable;
- technology export and import restrictions or prohibitions;
- tariffs and other trade barriers;
- difficulties in staffing and managing foreign operations;
- cultural and language differences;
- fluctuations in currency exchange rates; and
- seasonal reductions in business activity during the summer months in Europe.

If we do not appropriately anticipate changes and adapt our practices to meet these challenges, our growth could be impeded and our results of operations could suffer.

If we do not keep pace with technological changes, our services may become less competitive and our business will suffer

Our market is characterized by rapidly changing technologies, frequent new product and service introductions, and evolving industry standards. As a result of the complexities inherent in today's computing environments, we face significant challenges in remaining abreast of such changes and product introductions. If we cannot keep pace with these changes, we will not be able to meet our clients' increasingly sophisticated network management and security needs and our services will become less competitive.

Our future success will depend on our ability to:

- keep pace with continuing changes in industry standards,

information technology and client preferences;

- respond effectively to these changes; and
- develop new services or enhance our existing services.

We may be unable to develop and introduce new services or enhancements to existing services in a timely manner or in response to changing market conditions or client requirements.

If the use of large-scale, complex networks does not continue to grow, we may not be able to successfully increase or maintain our client base and revenues

To date, a majority of our revenues have been from network management and security services related to large-scale, complex networks. We believe that we will continue to derive a majority of our revenues from providing network design, performance, management and security services. As a result, our future success is highly dependent on the continued growth and acceptance of large-scale, complex computer networks and the continued trend among our clients to use third-party service providers. If the growth of the use of enterprise networks does not continue or declines, our business may not grow and our revenues may decline.

Risks Related to Intellectual Property Matters and Potential Legal Liability

Unauthorized use of our intellectual property by third parties may damage our brand

We regard our copyrights, trade secrets and other intellectual property as critical to our success. Unauthorized use of our intellectual property by third parties may damage our brand and our reputation. We rely on trademark and copyright law, trade secret protection and confidentiality and/or license and other agreements with our employees, customers, partners and others to protect our intellectual property rights. However existing trade secret, trademark and copyright laws afford us only limited protection. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without our authorization. The laws of some foreign countries are also uncertain or do not protect intellectual property rights to the same extent as do the laws of the United States.

We may have to defend against intellectual property infringement claims, which could be expensive and, if we are not successful, could disrupt our business

We cannot be certain that our services, the finished products that we deliver or materials provided to us by our clients for use in our finished products do not or will not infringe valid patents, copyrights, trademarks or other intellectual property rights held by third parties. As a result, we may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third-party infringement claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability and materially disrupt the conduct of our business.

Because our services are often critical to our clients' operations, we may be subject to significant claims if our services do not meet our clients

expectations

Many of our projects are critical to the operations of our clients' businesses. If we cannot complete these projects to our clients' expectations, we could materially harm our clients' operations. This could damage our reputation, subject us to increased risk of litigation or result in our having to provide additional services to a client at no charge. Although we carry general liability insurance coverage, our insurance may not cover all potential claims to which we are exposed or may not be adequate to indemnify us for all liability that may be imposed.

Our stock price is likely to be highly volatile and could drop unexpectedly

The market price of our common stock is highly volatile, has fluctuated substantially and may continue to do so. As a result, investors in our common stock may experience a decrease in the value of their common stock regardless of our operating performance or prospects. In addition, the stock market has, from time to time, experienced significant price and volume fluctuations that have affected the market prices for the securities of technology companies. Should our stock trade below $1.00 per share for a significant period of time, we may not be in compliance with Nasdaq listing requirements, which could lead to our stock being delisted from Nasdaq. In the past, following periods of volatility in the market price of a particular company's securities, securities class action litigation was often brought against that company. Many technology-related companies have been subject to this type of litigation. We are currently involved in this type of litigation. Litigation is often expensive and diverts management's attention and resources.

Matters relating to Arthur Andersen, our independent public accountants, may lead to adverse consequences for us.

Our independent certified public accountant, Arthur Andersen LLP, has informed us that on March 14, 2002, it was indicted on federal obstruction of justice charges arising from the government's investigation of Enron Corp. Arthur Andersen has indicated that it intends to contest vigorously the indictment. Our audit committee has been carefully monitoring the situation. As a public company, we will be required to file with the SEC periodic financial statements audited or reviewed by an independent, certified public accountant. The SEC has said that it will continue accepting financial statements audited or reviewed by Arthur Andersen so long as Arthur Andersen is able to make certain representations to us. Our access to the capital markets and our ability to make timely SEC filings could be impaired if the SEC ceases accepting financial statements audited by Arthur Andersen, if Arthur Andersen becomes unable to make the required representations to us or if for any other reason Arthur Andersen is unable to perform accounting services for us. In such case, we would promptly seek to engage new independent certified public accountants or take such actions necessary for us to maintain access to the capital markets and timely financial reporting. These events could cause us to incur costs and delays in financial reporting. Further, it is possible that events arising out of the indictment may adversely effect the ability of Arthur Andersen to satisfy any claims arising from its provision of auditing and other services to us, including claims that may arise out of Arthur Andersen's audit of our financial statements.

We are controlled by a small group of our existing stockholders, whose interests may differ from other stockholders

Our directors, executive officers and affiliates currently beneficially

own approximately 29% of the outstanding shares of our common stock. Accordingly, these stockholders will have significant influence in determining the outcome of any corporate transaction or other matter submitted to the stockholders for approval, including mergers, acquisitions, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of these stockholders may differ from the interests of the other stockholders.

Our charter documents and Delaware law may inhibit a takeover that stockholders may consider favorable

Provisions in our charter and bylaws may have the effect of delaying or preventing a change of control or changes in our management that stockholders consider favorable or beneficial. If a change of control or change in management is delayed or prevented, the market price of our common stock could decline.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Currency Rate Fluctuations.

Our results of operations, financial position and cash flows are not materially affected by changes in the relative values of non-U.S. currencies to the U.S. dollar. We do not use derivative financial instruments to limit our foreign currency risk exposure.

Market Risk.

Our accounts receivable are subject, in the normal course of business, to collection risks. We regularly assess these risks and have established policies and business practices to protect against the adverse effects of collection risks. As a result, we do not anticipate any material losses in this area.

Interest Rate Risks.

We do not currently have any outstanding indebtedness. In addition, our investments are classified as cash and cash equivalents with original maturities of three months or less. Therefore, we are not exposed to material market risk arising from interest rate changes, nor do such changes affect the value of investments as recorded by us.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Except as set forth below, we are not a party to any material legal proceedings.

On November 13, 2001, a securities class action complaint was filed in the United States District Court for the Southern District of New York against certain investment banks that underwrote our initial public offering, Predictive, and certain of our officers and directors. This action has been coordinated with over 300 virtually identical actions against other companies and the investment banks that underwrote their initial public offerings. The complaint filed against us generally alleges that the underwriters obtained excessive and undisclosed commissions from customers who received allocations of shares in our initial and secondary public offerings and that the underwriters

maintained artificially inflated prices in the after market through "tie-in" arrangements, which required customers to buy additional shares of our stock at pre-determined prices in excess of the offering prices. The complaint further alleges that we and our officers and directors violated Sections 11, 12(2), and 15 of the Securities Act of 1933 because our registration statements did not disclose the purported misconduct of the underwriters. Plaintiffs seek an unspecified amount of damages on behalf of persons who purchased our stock pursuant to the registration statements. We believe that the allegations against us are without merit and intend to defend the case vigorously.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

NONE.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES
NONE.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS
NONE.

ITEM 5. OTHER INFORMATION
NONE

ITEM 6. EXHIBITS AND REPORT ON FORM 8-K

(a) No Exhibits

(b) The Company did not file any reports on Form 8-K during the three months ended March 31, 2002.

ITEM 7. SIGNATURES

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

PREDICTIVE SYSTEMS, INC.
(Registrant)

Date: May 14, 2002 /s/ ANDREW ZIMMERMAN

Name: Andrew Zimmerman
Title: Chief Executive Officer
(principal executive officer)

Date: May 14, 2002 /s/ NEERAJ SETHI

Name: Neeraj Sethi
Title: Acting Chief Financial Officer
(principal accounting and
financial officer)