
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to
FORM 10-Q/A

- ☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended May 14, 2004

or

- ☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission file number: 000-24049

Charles River Associates Incorporated

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

04-2372210
(I.R.S. Employer Identification No.)

200 Clarendon Street, T-33, Boston, MA
(Address of principal executive offices)

02116-5092
(Zip Code)

617-425-3000
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

As of June 24, 2004 CRA had outstanding 9,665,542 shares of common stock.

EXPLANATORY NOTE

We are amending Item 1 of Part I of our quarterly report on Form 10-Q for the twelve weeks ended May 14, 2004 to correct certain calculation errors reflected in the unaudited pro forma financial information relating to our recent acquisition of InteCap, Inc., included in note 14 of the footnotes to our financial statements.

In Item 2 of Part I, in the “Liquidity and Capital Resources” portion of our “Management’s Discussion and Analysis of Financial Position and Results of Operations,” we are amending the amounts reported for net cash provided by operating activities and the decrease in accounts payable, accrued expenses, and other liabilities to conform to the amounts presented on our consolidated statements of cash flows included in Item 1 of Part I. We are also amending the discussion of selling, general and administrative expenses for both the twelve and twenty-four weeks ended May 14, 2004 in the “Results of Operations” portion of our “Management’s Discussion and Analysis of Financial Position and Results of Operations” to reallocate approximately \$0.1 million of expense to overall compensation to our administrative staff. This amount was previously described as other selling, general and administrative expense.

In Item 2 of Part II, we are correcting a typographical error in column (b) of the table included in that item. We are also amending Item 6 of Part II to include the certifications filed with this amendment.

Charles River Associates Incorporated

INDEX

	<u>Page</u>
PART I. FINANCIAL INFORMATION	
ITEM 1. Financial Statements	
Consolidated Statements of Income—Twelve weeks and twenty-four weeks ended May 14, 2004 and May 16, 2003	3
Consolidated Balance Sheets—May 14, 2004 and November 29, 2003	4
Consolidated Statements of Cash Flows—Twenty-four weeks ended May 14, 2004 and May 16, 2003	5
Notes to Consolidated Financial Statements	6
ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	14
ITEM 3. Quantitative and Qualitative Disclosure about Market Risk	29
ITEM 4. Controls and Procedures	30
PART II. OTHER INFORMATION	
ITEM 1. Legal Proceedings	31
ITEM 2. Changes in Securities and Use of Proceeds	31
ITEM 4. Submission of Matters to a Vote of Security Holders	32
ITEM 6. Exhibits and Reports on Form 8-K	33
Signatures	34

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

Charles River Associates Incorporated
Consolidated Statements of Income (unaudited)
(In thousands, except per share data)

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003	May 14, 2004	May 16, 2003
Revenues	\$45,694	\$40,245	\$84,195	\$75,030
Costs of services	26,585	25,261	48,545	46,959
Gross profit	19,109	14,984	35,650	28,071
Selling, general and administrative expenses	12,332	10,349	23,971	19,610
Income from operations	6,777	4,635	11,679	8,461
Interest and other income, net	448	193	247	187
Income before provision for income taxes and minority interest	7,225	4,828	11,926	8,648
Provision for income taxes	(3,107)	(2,017)	(5,128)	(3,589)
Income before minority interest	4,118	2,811	6,798	5,059
Minority interest	(90)	11	(197)	(30)
Net income	<u>\$ 4,028</u>	<u>\$ 2,822</u>	<u>\$ 6,601</u>	<u>\$ 5,029</u>
Net income per share:				
Basic	<u>\$ 0.40</u>	<u>\$ 0.31</u>	<u>\$ 0.65</u>	<u>\$ 0.56</u>
Diluted	<u>\$ 0.38</u>	<u>\$ 0.30</u>	<u>\$ 0.62</u>	<u>\$ 0.54</u>
Weighted average number of shares outstanding:				
Basic	<u>10,180</u>	<u>9,019</u>	<u>10,181</u>	<u>9,015</u>
Diluted	<u>10,679</u>	<u>9,343</u>	<u>10,706</u>	<u>9,260</u>

See accompanying notes.

Charles River Associates Incorporated
Consolidated Balance Sheets
(In thousands, except share data)

	<u>May 14, 2004</u> <i>(unaudited)</i>	<u>November 29, 2003</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 21,497	\$ 60,497
Short-term investments	51	32
Accounts receivable, net of allowances of \$1,363 in 2004 and \$1,606 in 2003 for doubtful accounts	43,120	31,942
Unbilled services	27,287	17,552
Prepaid expenses and other assets	2,879	3,152
Deferred income taxes	5,536	5,510
Total current assets	100,370	118,685
Property and equipment, net	14,129	12,703
Goodwill	90,468	24,750
Intangible assets, net of accumulated amortization of \$1,585 in 2004 and \$1,366 in 2003	7,438	1,157
Long-term investments	4,434	5,154
Other assets	1,987	1,767
Total assets	<u>\$218,826</u>	<u>\$164,216</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 9,859	\$ 9,590
Accrued expenses	25,460	27,508
Deferred revenue and other liabilities	3,482	1,597
Current portion of notes payable to former stockholders	1,034	1,038
Total current liabilities	39,835	39,733
Notes payable to former stockholders, net of current portion	1,571	1,571
Line of credit payable	39,600	—
Deferred rent	3,204	1,839
Deferred compensation expense	3,000	—
Deferred income taxes	3,887	1,192
Minority interest	2,047	1,850
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, no par value; 1,000,000 shares authorized; none issued and outstanding	—	—
Common stock, no par value; 25,000,000 shares authorized; 10,270,218 shares in 2004 and 10,176,777 in 2003 issued and outstanding	74,360	72,792
Notes receivable from stockholders	(4,865)	(4,500)
Deferred compensation	(20)	(40)
Retained earnings	55,247	48,646
Foreign currency translation	960	1,133
Total stockholders' equity	125,682	118,031
Total liabilities and stockholders' equity	<u>\$218,826</u>	<u>\$164,216</u>

See accompanying notes.

Charles River Associates Incorporated
Consolidated Statements of Cash Flows (unaudited)
(In thousands)

	Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003
Operating activities:		
Net income	\$ 6,601	\$ 5,029
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,952	1,825
Deferred rent	499	852
Deferred income taxes	(28)	—
Minority interest	197	30
Changes in operating assets and liabilities:		
Accounts receivable	(363)	(5,050)
Unbilled services	(4,921)	(10)
Prepaid expenses and other assets	571	(125)
Accounts payable, accrued expenses, and other liabilities	(4,308)	5,055
Net cash provided by operating activities	200	7,606
Investing activities:		
Purchase of property and equipment	(2,108)	(3,010)
Sale of investments, net	701	506
Acquisition of business, net of cash acquired	(78,470)	—
Net cash used in investing activities	(79,877)	(2,504)
Financing activities:		
Payments on notes payable, net	—	(660)
Collections on receivables from stockholders	69	—
Proceeds from line of credit	39,600	—
Issuance of common stock upon exercise of stock options	1,131	186
Payment for repurchase of minority interest shares in subsidiary	—	(300)
Net cash provided by (used in) financing activities	40,800	(774)
Effect of foreign exchange rates on cash and cash equivalents	(123)	128
Net increase (decrease) in cash and cash equivalents	(39,000)	4,456
Cash and cash equivalents at beginning of period	60,497	18,846
Cash and cash equivalents at end of period	<u>\$ 21,497</u>	<u>\$23,302</u>
Non-cash financing activities:		
Notes receivable in exchange for shares	<u>\$ 2,865</u>	<u>—</u>
Repurchase of shares in exchange for note receivable	<u>\$ 2,431</u>	<u>—</u>
Supplemental cash flow information:		
Cash paid for income taxes	<u>\$ 2,217</u>	<u>\$ 3,724</u>

See accompanying notes.

Charles River Associates Incorporated
Notes to Consolidated Financial Statements
(Unaudited)

1. Description of Business

Charles River Associates Incorporated (“CRA”) is an economic, financial, and business consulting firm that applies advanced analytic techniques and in-depth industry knowledge to complex engagements for a broad range of clients. CRA offers two types of services: legal and regulatory consulting and business consulting. CRA operates in only one business segment, which is consulting services.

2. Unaudited Interim Consolidated Financial Statements and Estimates

The consolidated statements of income for the twelve and twenty-four weeks ended May 14, 2004 and May 16, 2003, the consolidated balance sheet as of May 14, 2004, and the consolidated statements of cash flows for the twenty-four weeks ended May 14, 2004 and May 16, 2003, are unaudited. The November 29, 2003 balance sheet is derived from CRA’s audited financial statements included in its Annual Report on Form 10-K as of that date. In the opinion of management, these statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of CRA’s consolidated financial position, results of operations, and cash flows.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. Principles of Consolidation

The consolidated financial statements include the accounts of CRA, its wholly owned subsidiaries, and NeuCo, Inc. (“NeuCo”), a company founded by CRA and an affiliate of Commonwealth Energy Systems in June 1997. As of May 14, 2004, CRA’s interest in NeuCo is 59.3 percent. In March 2003, NeuCo repurchased and cancelled shares from a minority interest stockholder, which increased CRA’s interest in NeuCo to 59.7 percent from 49.7 percent. This transaction has been recorded as an adjustment of capital. The portion of the results of operations of NeuCo allocable to its other owners is shown as “minority interest” on CRA’s statement of income, and that amount, along with the capital contributions to NeuCo of its other owners, is shown as “minority interest” on CRA’s balance sheet. All significant intercompany accounts have been eliminated.

4. Fiscal Year

CRA’s fiscal year ends on the last Saturday in November, and accordingly, its fiscal year will periodically contain 53 weeks rather than 52 weeks. Both fiscal 2004 and 2003 are 52-week years. In a 52-week year, each of CRA’s first, second, and fourth quarters includes twelve weeks, and its third quarter includes sixteen weeks. In a 53-week year, the fourth quarter includes thirteen weeks.

5. Revenue Recognition

Revenues from most engagements are recognized as services are provided based upon hours worked and contractually agreed-upon hourly rates, as well as a computer services fee based upon hours worked. Some revenues are derived from fixed-price engagements, for which revenue is recognized on a proportional performance method based on the ratio of costs incurred, substantially all of which are

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

labor-related, to the total estimated project costs. Losses are provided for at the earliest date by which they are identified. Revenues also include reimbursements, or expenses billed to clients, which include travel and other out-of-pocket expenses, outside consultants, and other reimbursable expenses. These reimbursable expenses included in revenues are as follows (in thousands):

	<u>Twelve Weeks Ended</u>		<u>Twenty-four Weeks Ended</u>	
	<u>May 14, 2004</u>	<u>May 16, 2003</u>	<u>May 14, 2004</u>	<u>May 16, 2003</u>
Reimbursable expenses billed to clients	\$6,359	\$6,637	\$11,407	\$11,804

An allowance is provided for any amounts considered uncollectible.

Unbilled services represent revenue recognized by CRA for services performed but not yet billed to the client.

6. Cash Equivalents and Investments

Cash equivalents consist principally of money market funds, commercial paper, bankers' acceptances, and certificates of deposit with maturities when purchased of 90 days or less. Short-term investments generally consist of government bonds with maturities when purchased of more than 90 days but less than one year. Long-term investments, which are intended to be held to maturity, generally consist of government bonds with maturities when purchased of more than one year but less than two years. Held-to-maturity securities are stated at amortized cost, which approximates fair value.

7. Goodwill and Other Intangible Assets

Goodwill represents the cost in excess of fair market value of net assets of acquired businesses. 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), which revised the accounting for goodwill and other intangible assets. Specifically, goodwill and intangible assets with indefinite lives are no longer subject to amortization, but are monitored annually for impairment, or more frequently if there are indicators of impairment. Any impairment would be measured based upon the fair value of the related asset based on the provisions of SFAS No. 142. If CRA determines through the impairment review process that goodwill has been impaired, it would record the impairment charge in its statement of income. There were no impairment losses related to goodwill due to the application of SFAS No. 142 in fiscal 2003, nor were there any indications of impairment in the twenty-four weeks ended May 14, 2004.

Intangible assets consist principally of costs allocated to non-compete agreements, which are amortized on a straight-line basis over the related terms of the agreements (seven to ten years), and customer relationships, which are amortized on a straight-line basis over five years.

8. Impairment of Long-Lived Assets

CRA reviews the carrying value of its long-lived assets (primarily property and equipment and intangible assets) to assess the recoverability of these assets whenever events indicate that impairment may have occurred. As part of this assessment, CRA reviews the future undiscounted operating cash flows expected to be generated by those assets. If impairment is indicated through this review, the carrying amount of the asset would be reduced to its estimated fair value.

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

9. Property and Equipment

Property and equipment are recorded at cost. CRA provides for depreciation of equipment using the straight-line method over its estimated useful life, generally three to ten years. Amortization of leasehold improvements is provided using the straight-line method over the shorter of the lease term or the estimated useful life of the leasehold improvements. Expenditures for maintenance and repairs are expensed as incurred. Expenses for renewals and betterments are capitalized.

10. Net Income per Share

Basic net income per share represents net income divided by the weighted average shares of common stock outstanding during the period. Diluted net income per share represents net income divided by the weighted average shares of common stock and common stock equivalents outstanding during the period. Weighted average shares used in diluted earnings per share include common stock equivalents arising from stock options using the treasury stock method. Reconciliation of basic to diluted weighted average shares of common stock outstanding is as follows (in thousands):

	<u>Twelve Weeks Ended</u>		<u>Twenty-four Weeks Ended</u>	
	<u>May 14, 2004</u>	<u>May 16, 2003</u>	<u>May 14, 2004</u>	<u>May 16, 2003</u>
Basic weighted average shares				
outstanding	10,180	9,019	10,181	9,015
Weighted average equivalent shares	<u>499</u>	<u>324</u>	<u>525</u>	<u>245</u>
Diluted weighted average shares				
outstanding	<u>10,679</u>	<u>9,343</u>	<u>10,706</u>	<u>9,260</u>

11. Stock-Based Compensation

CRA has elected to follow Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees," in accounting for its stock-based compensation plans rather than the alternative fair value accounting method provided for under SFAS No. 123, "Accounting for Stock-Based Compensation" (SFAS No. 123), as amended by SFAS No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure" (collectively, SFAS No. 148).

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

For purposes of pro forma disclosures, the estimated fair value of the options is amortized over the options' respective vesting periods. CRA's pro forma information is as follows (in thousands, except for net income per share information):

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003	May 14, 2004	May 16, 2003
Net income—as reported	\$4,028	\$2,822	\$6,601	\$5,029
Less stock-based compensation expense determined under fair value method for all stock options, net of related income tax benefit	(351)	(494)	(681)	(973)
Net income—pro forma	<u>\$3,677</u>	<u>\$2,328</u>	<u>\$5,920</u>	<u>\$4,056</u>
Basic net income per share—as reported	<u>\$ 0.40</u>	<u>\$ 0.31</u>	<u>\$ 0.65</u>	<u>\$ 0.56</u>
Basic net income per share—pro forma	<u>\$ 0.36</u>	<u>\$ 0.26</u>	<u>\$ 0.58</u>	<u>\$ 0.45</u>
Diluted net income per share—as reported	<u>\$ 0.38</u>	<u>\$ 0.30</u>	<u>\$ 0.62</u>	<u>\$ 0.54</u>
Diluted net income per share—pro forma	<u>\$ 0.34</u>	<u>\$ 0.25</u>	<u>\$ 0.55</u>	<u>\$ 0.44</u>

The effect on pro forma net income and net income per share of expensing the fair value of stock options is not necessarily representative of the effects on reported results for future years.

12. Comprehensive Income

Comprehensive income represents net income reported by CRA in the accompanying consolidated statements of income adjusted for changes in CRA's foreign currency translation account. A reconciliation is as follows (in thousands):

	Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003
Net income	\$6,601	\$5,029
Change in foreign currency translation	(173)	500
Comprehensive income	<u>\$6,428</u>	<u>\$5,529</u>

13. Foreign Currency Translation

In accordance with SFAS No. 52, "Foreign Currency Translation," balance sheet accounts of CRA's foreign subsidiaries are translated into United States dollars at period-end exchange rates. Operating accounts are translated at average exchange rates for each reporting period. The net gain or loss resulting from the changes in exchange rates during the twenty-four weeks ended May 14, 2004 and May 16, 2003 have been reported in comprehensive income. Transaction gains and losses are recorded in interest and other income (expense), net, in the consolidated statements of income.

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

14. Business Acquisition

On April 30, 2004, CRA completed its acquisition of InteCap, Inc. ("InteCap"), a leading intellectual property consulting firm in the United States that specializes in economic, financial, and strategic issues related to intellectual property and complex commercial disputes. CRA purchased InteCap from InteCap's institutional investor, GTCR Golder Rauner, LLC, members of InteCap's management, and other shareholders for approximately \$79.3 million (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). CRA funded the purchase price from existing cash resources and borrowings of \$39.6 million under its \$40.0 million line of credit. In connection with the acquisition, certain InteCap employees purchased in aggregate 87,316 shares of common stock in exchange for notes totaling approximately \$2.9 million. The notes mature in June 2007 and bear interest at 1.47% per annum.

The acquisition added approximately 130 consulting professionals to CRA. The addition of InteCap expanded CRA's geographic footprint into key markets such as Chicago and New York, and strengthened its presence in Houston, Silicon Valley, Boston and Washington, D.C. InteCap's operating results have been included in the accompanying statements of income beginning May 1, 2004.

The following is a preliminary allocation of the purchase price, based on management's estimates. CRA has not yet completed the evaluation and allocation of the purchase price. Fair values will be determined based on internal studies and independent third-party appraisals. CRA will finalize the purchase price allocation after it receives a final appraisal report, completes its internal studies, and receives other relevant information relating to the acquisition. The final purchase price allocation may be significantly different than the preliminary estimate presented below. However, because only two weeks of InteCap's results are included in CRA's results of operations for the twenty-four weeks ended May 14, 2004, the impact of any adjustments to the final purchase price allocation is not expected to be material to CRA's results of operations for this period.

Assets:

Accounts receivable	\$10,860
Unbilled services	4,827
Prepaid expenses and other current assets	248
Property and equipment	998
Intangible assets	6,500
Goodwill	65,718
Other assets	258
Total assets acquired	<u>\$89,409</u>

Liabilities:

Accounts payable	\$ 685
Accrued expenses	2,910
Deferred compensation	3,000
Deferred income taxes	2,676
Deferred rent	868
Total liabilities assumed	<u>10,139</u>
Net assets acquired	<u><u>\$79,270</u></u>

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

Intangible assets acquired consist principally of contracts acquired, customer relationships, trademarks and patents and are amortized on a straight-line basis over five years. Goodwill is not expected to be deductible for income tax purposes.

The following unaudited pro forma financial information reflects consolidated results of operations of CRA as if the acquisition of InteCap had taken place on December 1, 2002, the beginning of CRA's 2003 fiscal year. The pro forma adjustments include elimination of transaction-related compensation costs of approximately \$11.8 million, which were incurred by InteCap, additional interest expense related to the line of credit borrowings used to finance the acquisition, a reduction of interest expense for InteCap's debt prior to the acquisition, additional intangible amortization related to the estimated intangible assets acquired, a reduction of InteCap's intangible amortization prior to the acquisition, and the related income tax effects of these adjustments. The pro forma financial information is not necessarily indicative of the results of operations that would have occurred if the InteCap acquisition had been completed on December 1, 2002, nor are they necessarily indicative of future operating results.

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003	May 14, 2004	May 16, 2003
	(In thousands, except for per share information)			
Revenues	\$58,142	\$53,210	\$109,724	\$102,149
Net income	\$ 4,085	\$ 3,159	\$ 7,175	\$ 4,860
Net income per share:				
Basic	\$ 0.40	\$ 0.35	\$ 0.70	\$ 0.54
Diluted	\$ 0.38	\$ 0.34	\$ 0.67	\$ 0.52
Weighted average number of shares outstanding:				
Basic	10,180	9,019	10,181	9,015
Diluted	10,679	9,343	10,706	9,260

Year-to-year comparability of the above proforma results of operations may not be representative because InteCap's results include bonus expense subject to a following-year retention contingency. Such bonuses, accordingly, were not matched to revenues or accrued in the years for which the bonuses were earned.

15. Accounting Pronouncement

In January 2003, the FASB issued FASB Interpretation No. 46, "Consolidation of Variable Interest Entities" (as later amended in December 2003, FIN No. 46). FIN No. 46 is an interpretation of ARB No. 51 and addresses consolidation by business enterprises of variable interest entities, or VIEs. This interpretation is based on the theory that an enterprise controlling another entity through interests other than voting interests should consolidate the controlled entity. Business enterprises are required under the provisions of this interpretation to identify VIEs, based on specified characteristics, and then determine whether they should be consolidated. An enterprise that holds a majority of the variable interests is considered the primary beneficiary and is the enterprise that should consolidate the VIE. The primary beneficiary of a VIE is also required to include various disclosures in its interim and annual financial statements. Additionally, an enterprise that holds a significant variable interest in a VIE, but that is not the primary beneficiary, is also required to make certain disclosures. This interpretation, as amended, is effective for all enterprises with a variable interest in VIEs created after January 31, 2003. For variable interests in a VIE created before February 1, 2003 CRA would have been required to apply the provisions of this interpretation to any such entity by the end of the quarter

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

ended May 14, 2004. As of May 14, 2004, CRA had no interests in any VIE. Adoption of this interpretation did not have a material impact on CRA's consolidated financial statements.

16. Subsequent Event

On June 21, 2004, CRA completed a private placement of \$75 million of 2.875% convertible senior subordinated debentures due 2034. CRA has also granted the initial purchasers of the debentures an option to purchase, within 13 days from the date of issuance, up to an additional \$15 million principal amount of the debentures. On June 28, 2004, the initial purchasers have given notice to exercise this option. The closing of the issuance of these debentures is subject to customary closing conditions. The debentures are convertible into shares of common stock at an initial conversion price of \$40.00 per share (equivalent to an initial conversion rate of 25 shares of common stock per \$1,000 principal amount of debentures) under the following circumstances:

- during any fiscal quarter (and only during such fiscal quarter) commencing after September 3, 2004 and before February 16, 2029, if the last reported sale price of CRA's common stock is greater than or equal to 125% of the conversion price for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter;
- at any time on or after February 17, 2029 if the last reported sale price of CRA's common stock on any date on or after February 17, 2029 is greater than or equal to 125% of the conversion price;
- subject to certain limitations, during the five business day period after any three consecutive trading day period in which the trading price per debenture for each day of that period was less than 98% of the product of the conversion rate and the last reported sale price of CRA's common stock;
- if the debentures have been called for redemption by CRA;
- upon the occurrence of specified corporate transactions; or
- if the debentures are rated by Moody's Investors Service, Inc. or Standard & Poor's Rating Services or both, at any time when (i) the long-term credit rating assigned to the debentures by either rating agency is two or more levels below the credit rating initially assigned to the debentures or (ii) either rating agency has discontinued, withdrawn or suspended their ratings with respect to the debentures.

CRA has the right to settle all or a portion of the conversion of the debentures in cash in lieu of shares of common stock, provided that in no case shall the amount in cash CRA delivers exceed \$1,000 per \$1,000 principal amount of debentures converted, in which case any excess shall be paid in shares of CRA's common stock.

The debentures are CRA's direct, unsecured senior subordinated obligations and rank junior in right of payment to CRA's existing bank line of credit and any future secured indebtedness that CRA may designate as senior indebtedness. Interest is payable semi-annually on June 15 and December 15. CRA will also be required to pay contingent interest on the applicable interest payment date to the holders of the debentures for the period commencing June 20, 2011 and ending December 14, 2011 if the average trading price of the debentures for each of the last five trading days immediately preceding June 20, 2011 equals 125% or more of the principal amount of the debentures. Thereafter, CRA will pay contingent interest on the interest payment date for a six-month interest period if the average trading price of the debentures during the five trading day period immediately preceding the first day of the applicable six-month interest period equals or exceeds 125% of the principal amount of the

Charles River Associates Incorporated
Notes to Consolidated Financial Statements (Continued)
(Unaudited)

debentures. The contingent interest payable per debenture will equal 0.25% of the average trading price of such debenture during the applicable five trading day reference period.

CRA may elect to redeem for cash all or any portion of the debentures on or after June 20, 2011 at a repurchase price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. CRA may be required to repurchase for cash all or any portion of the debentures, at the option of each holder, on June 15, 2011, June 15, 2014, June 15, 2019, June 15, 2024 and June 15, 2029 and upon certain specified fundamental changes, at a price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. Upon a fundamental change involving a change of control of CRA, CRA may also be required to pay a make-whole premium which in some cases could be substantial, which may be paid in cash, shares of common stock, or a combination thereof, to the holders of debentures who elect to require CRA to repurchase or convert debentures.

CRA used approximately \$20.0 million of the net proceeds from this offering to repurchase 622,200 shares of our common stock concurrently with the placement of the debentures, and \$39.6 million to repay amounts outstanding under our bank line of credit. CRA intends to use the remaining net proceeds for working capital, general corporate purposes, and potentially for future acquisitions.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Except for historical facts, the statements in this quarterly report are forward-looking statements. Forward-looking statements are merely our current predictions of future events. These statements are inherently uncertain, and actual events could differ materially from our predictions. Important factors that could cause actual events to vary from our predictions include those discussed below under the heading “—Factors Affecting Future Performance.” We assume no obligation to update our forward-looking statements to reflect new information or developments. We urge readers to review carefully the risk factors described in this quarterly report and in the other documents that we file with the Securities and Exchange Commission. You can read these documents at www.sec.gov.

Our principal internet address is www.crai.com. Our website provides a link to a third-party website through which our annual, quarterly and current reports, and amendments to those reports, are available free of charge. We believe these reports are made available as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. We do not maintain or provide any information directly to the third-party website, and we do not check its accuracy.

Our website also includes information about our corporate governance practices. The Investor Relations page of our website provides a link to a web page where you can obtain a copy of our code of ethics applicable to our principal executive officer, principal financial officer, and principal accounting officer.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, as well as related disclosure of contingent assets and liabilities. These items are monitored and analyzed by management for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from our estimates if our assumptions based on past experience or our other assumptions do not turn out to be substantially accurate.

A summary of the accounting policies that we believe are most critical to understanding and evaluating our financial results is set forth below. This summary should be read in conjunction with our consolidated financial statements and the related notes included in Item 1 of this quarterly report, as well as in our most recently filed annual report on Form 10-K.

Revenue Recognition and Allowance for Doubtful Accounts. We derive substantially all of our revenues from the performance of professional services. The contracts that we enter into and operate under specify whether the engagement will be billed on a time-and-materials or fixed-price basis. Typically, these engagements are of a short, predetermined time frame and generally last three to six months, although some of our engagements can be much longer in duration. Each contract must be approved by one of our vice presidents.

We recognize substantially all of our revenues under written service contracts with our clients. Revenues from time-and-materials service contracts are recognized as the services are provided based upon hours worked and contractually agreed-upon hourly rates, as well as a computer services fee based upon hours worked. Revenues from fixed-price engagements are recognized on a proportional performance method based on the ratio of costs incurred, substantially all of which are labor-related, to

the total estimated project costs. Project costs are based on the direct salary and associated fringe benefits of the consultants on the engagement plus all direct expenses incurred to complete the engagement that are not reimbursed by the client. The proportional performance method is used since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made, based on historical experience and terms set forth in the contract, and are indicative of the level of benefit provided to our clients. Our fixed-price contracts generally include a termination provision that reduces the agreement to a time-and-materials contract in the event of termination of the contract. There are no costs that are deferred and amortized over the contract term. Our financial management maintains contact with project managers to discuss the status of the projects and, for fixed-price engagements, financial management is updated on the budgeted costs and resources required to complete the project. These budgets are then used to calculate revenue recognition and to estimate the anticipated income or loss on the project. In the past, we have occasionally been required to commit unanticipated additional resources to complete projects, which have resulted in lower than anticipated income or losses on those contracts. We may experience similar situations in the future. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated. To date, such losses have not been significant.

Revenues also include reimbursements, or expenses billed to clients, which include travel and other out-of-pocket expenses, outside consultants, and other reimbursable expenses. These reimbursable expenses included in revenues are as follows (in thousands):

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	May 14, 2004	May 16, 2003	May 14, 2004	May 16, 2003
Reimbursable expenses billed to clients	\$6,359	\$6,637	\$11,407	\$11,804

We recognize revenues for services only in those situations where collection from the client is reasonably assured. Our normal payment terms are 30 days from invoice date. For the twelve weeks ended May 14, 2004 and May 16, 2003, our average days sales outstanding for billed and unbilled accounts receivable were 101 days and 95 days, respectively. We calculate DSOs by dividing the sum of our accounts receivable and unbilled services balance, net of deferred revenue, at the end of the quarter by daily revenues. Daily revenues are calculated by dividing quarter revenues by the number of days in a quarter. For the twelve weeks ended May 14, 2004, InteCap revenues for the two weeks in the second quarter of fiscal 2004, and InteCap's accounts receivable, have been excluded from the calculation. Our project managers and finance personnel monitor payments from our clients and assess any collection issues. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our clients to make required payments. We base our estimates on our historical collection experience, current trends, credit policy, and relationship of our accounts receivable and revenues. In determining these estimates, we examine historical write-offs of our receivables and review client accounts to identify any specific customer collection issues. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payment, additional allowances may be required. Our failure to estimate accurately the losses for doubtful accounts and ensure that payments are received on a timely basis could have a material adverse effect on our business, financial condition, and results of operations. As of May 14, 2004 and November 29, 2003, \$1.4 million and \$1.6 million, respectively, were provided for doubtful accounts.

Goodwill and Other Intangible Assets. We account for our acquisitions of consolidated companies under the purchase method of accounting pursuant to Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations" (SFAS No. 142). Intangible assets that are separable from goodwill and have determinable useful lives are valued separately and amortized over their expected useful lives. Intangible assets consist principally of non-competition agreements, customer relationships, contracts acquired, trademarks, and patents and are generally amortized over five to ten years.

Goodwill represents the excess of cost over net assets, including all identifiable intangible assets, of acquired businesses that are consolidated.

In accordance with SFAS No. 142, which we adopted in fiscal 2002, we ceased amortizing goodwill arising from acquisitions. In lieu of amortization, we perform an impairment review of our goodwill annually, or more frequently if there are indicators of impairment. There were no impairment losses related to goodwill due to the application of SFAS No. 142 in fiscal 2003, nor were there any indications of impairment in the twenty-four weeks ended May 14, 2004. If we determine through the impairment review process that goodwill has been impaired, we would record the impairment charge in our statement of income. The net amount of goodwill was approximately \$90.5 million, which includes approximately \$65.7 million from the InteCap acquisition, as of May 14, 2004.

We assess the impairment of amortizable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important that could trigger an impairment review include the following:

- a significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of our use of the acquired asset or the strategy for our overall business;
- a significant negative industry or economic trend; and
- our market capitalization relative to net book value.

As part of this assessment, we review the expected future undiscounted cash flows to be generated by the assets. When we determine that the carrying value of intangible assets may not be recoverable, we measure any impairment based on a projected discounted cash flow method using a discount rate determined by our management to be commensurate with the risk inherent in our current business model. The net amount of intangible assets was approximately \$7.4 million, which includes approximately \$6.5 million from the InteCap acquisition, as of May 14, 2004.

Accounting for Income Taxes. We record income taxes using the liability method. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. Our financial statements contain certain deferred tax assets and liabilities that result from temporary differences between book and tax accounting, as well as net operating loss carryforwards. SFAS No. 109, "Accounting for Income Taxes," requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our net deferred tax assets. We evaluate the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The decision to record a valuation allowance requires varying degrees of judgment based upon the nature of the item giving rise to the deferred tax asset. As a result of operating losses incurred in certain of our foreign subsidiaries, anticipated additional operating losses in the future, and uncertainty as to the extent and timing of profitability in future periods, we recorded valuation allowances in certain of these foreign subsidiaries based on the facts and circumstances affecting each subsidiary. Had we not recorded these allowances, we would have reported a lower effective tax rate than that recognized in our statements of income in fiscal 2003. If the realization of deferred tax assets in the future is considered more likely than not, an adjustment to the deferred tax assets would increase net income in the period such determination was made. The amount of the deferred tax asset considered realizable is based on significant estimates, and it is at least reasonably possible that changes in these estimates in the near term could materially affect our financial condition and results of operations. Our effective tax rate may vary from period to period

based on changes in estimated taxable income or loss, changes to the valuation allowance, changes to federal, state, or foreign tax laws, future expansion into areas with varying country, state, and local income tax rates, deductibility of certain costs and expenses by jurisdiction, and as a result of acquisitions.

Results of Operations—Twelve weeks Ended May 14, 2004 Compared to Twelve weeks Ended May 16, 2003

Revenues. Revenues increased \$5.4 million, or 13.5%, to \$45.7 million for the second quarter of fiscal 2004 from \$40.2 million for the second quarter of fiscal 2003. We experienced revenue increases during the second quarter of fiscal 2004 primarily in our finance and competition practice areas. We also recognized approximately \$2 million in revenue for the second quarter of fiscal 2004 as a result of the InteCap acquisition. These increases were partially offset by a revenue decrease in our materials and manufacturing and energy and environment practice areas. Aside from the additional revenue attributable to the InteCap acquisition, the increase in revenues was effected primarily by an increase in utilization for our employee consultants. The total number of employee consultants increased to 479, which includes 129 from the InteCap acquisition, at the end of the second quarter of fiscal 2004 from 348 at the end of the second quarter of fiscal 2003. Utilization was 81% for the second quarter of fiscal 2004 as compared with 73.5% for the second quarter of fiscal 2003. Utilization for the former InteCap employees was calculated based on the period from May 1, 2004 to the end of the quarter. Utilization without the InteCap employees for the second quarter of fiscal 2004 would have been 80%. Revenues derived from fixed-price engagements decreased to 6.7% of total revenues for the second quarter of fiscal 2004 from 20.2% for the second quarter of fiscal 2003.

Costs of Services. Costs of services increased by \$1.3 million, or 5.2%, to \$26.6 million in the second quarter of fiscal 2004 from \$25.3 million in the second quarter of fiscal 2003. The increase was due primarily to an overall increase in compensation expense for our employee consultants of \$1.6 million, including approximately \$0.7 million attributable to the 129 employees who joined us as a result of the InteCap acquisition. Reimbursable expenses decreased \$0.2 million, or 4.2%, to \$6.4 million from \$6.6 million. As a percentage of revenues, costs of services decreased to 58.2% in the second quarter of fiscal 2004 from 62.8% in the second quarter of fiscal 2003. The decrease as a percentage of revenues was due primarily to a decrease in reimbursable expenses and increased leverage arising from higher utilization of our employee consultants.

Selling, General, and Administrative. Selling, general, and administrative expenses increased by \$2.0 million, or 19.2%, to \$12.3 million in the second quarter of fiscal 2004 from \$10.3 million in the second quarter of fiscal 2003. The increase was due to an increase in rent-related costs of \$0.5 million, an increase in travel expenses of \$0.4 million, an increase in overall compensation to our administrative staff of \$0.4 million, an increase in legal and other professional fees of \$0.2 million, and an increase in other selling, general and administrative expenses of \$0.5 million. As a percentage of revenues, selling, general, and administrative expenses increased to 27.0% in the second quarter of fiscal 2004 from 25.7% in the second quarter of fiscal 2003. The primary contributors to the increase as a percentage of revenues were relative increases in travel expenses, rent and related expenses, due to estimated losses to move our Los Angeles office to Pasadena, and legal and other professional fees, primarily due to Sarbanes-Oxley section 404 compliance costs.

Interest and Other Income, Net. Net interest and other income increased by \$255,000 to \$448,000 in the second quarter of fiscal 2004 from \$193,000 in the second quarter of fiscal 2003. This increase resulted primarily from foreign exchange gains. Interest income increased slightly due to the overall increase in average cash and investment balances.

Provision for Income Taxes. The provision for income taxes increased by \$1.1 million, to \$3.1 million in the second quarter of fiscal 2004 from \$2.0 million in the second quarter of fiscal 2003. Our effective income tax rate increased to 43.0% in the second quarter of fiscal 2004 from 41.8% in the second quarter of fiscal 2003. The lower rate in the second quarter of fiscal 2003 was due primarily to the expected tax benefits to be realized in fiscal 2003 by utilizing certain foreign net operating losses incurred in prior years. For fiscal 2003, our effective tax rate was 43.0%.

Minority Interest. Minority interest in the results of operations of NeuCo changed to \$90,000 in the second quarter of fiscal 2004 from (\$11,000) in the second quarter of fiscal 2003 due to an increase in profits in NeuCo.

Net Income. Net income increased by \$1.2 million, or 42.7%, to \$4.0 million in the second quarter of fiscal 2004 from \$2.8 million in the second quarter of fiscal 2003. Diluted net income per share increased to \$0.38 per share in the second quarter of fiscal 2004 from \$0.30 per share in the second quarter of fiscal 2003. Net income increased at a greater rate than diluted net income per share due to the dilutive impact of the additional shares issued as a result of: the public offering of our common stock completed in August 2003; the exercise of approximately 728,000 stock options during fiscal 2003; and an increase in the number of outstanding in-the-money stock options.

Results of Operations—Twenty-four weeks Ended May 14, 2004 Compared to Twenty-four weeks Ended May 16, 2003

Revenues. Revenues increased \$9.2 million, or 12.2%, to \$84.2 million for the twenty-four weeks ended May 14, 2004 from \$75.0 million for the twenty-four weeks ended May 16, 2003. We experienced revenue increases during the first twenty-four weeks of fiscal 2004 primarily in our finance and competition practice areas. We also recognized approximately \$2 million in revenue for the twenty-four weeks ended May 14, 2004 as result of the InteCap acquisition. These increases were partially offset by a revenue decrease in our materials and manufacturing and chemicals and petroleum practice areas. Aside from the additional revenue attributable to the InteCap acquisition, the increase in revenues was effected by an increase in utilization and to a lesser extent, increased billing rates for our employee consultants. The total number of employee consultants increased to 479, which includes 129 from the InteCap acquisition, at May 14, 2004 from 348 at May 16, 2003. Utilization was 78% for the twenty-four weeks ended May 14, 2004 as compared with 72% for the twenty-four weeks ended May 16, 2003. Revenues derived from fixed-price engagements decreased to 7.8% of total revenues for the twenty-four weeks ended May 14, 2004 from 22.8% for the twenty-four weeks ended May 16, 2003.

Costs of Services. Costs of services increased by \$1.6 million, or 3.4%, to \$48.5 million in the twenty-four weeks ended May 14, 2004 from \$47.0 million in the twenty-four weeks ended May 16, 2003. The increase was due primarily to an overall increase in compensation expense for our employee consultants of \$2.0 million, including approximately \$0.7 million attributable to the 129 employees who joined us as a result of the InteCap acquisition. Reimbursable expenses decreased \$0.4 million, or 3.4%, to \$11.4 million from \$11.8 million. As a percentage of revenues, costs of services decreased to 57.7% in the twenty-four weeks ended May 14, 2004 from 62.6% in the twenty-four weeks ended May 16, 2003. The decrease as a percentage of revenues was due primarily to increased leverage arising from higher utilization of our employee consultants.

Selling, General, and Administrative. Selling, general, and administrative expenses increased by \$4.4 million, or 22.2%, to \$24.0 million in the twenty-four weeks ended May 14, 2004 from \$19.6 million in the twenty-four weeks ended May 16, 2003. The increase was due to an increase in commission payments to outside experts of \$1.1 million, an increase in overall compensation to our administrative staff of \$0.8 million, an increase in travel expenses of \$0.6 million, an increase in legal and other professional fees of \$0.5 million, an increase in bad debt expense of \$0.4 million, and an increase in other selling, general and administrative expenses of \$1.0 million. As a percentage of

revenues, selling, general, and administrative expenses increased to 28.5% in twenty-four weeks ended May 14, 2004 from 26.1% in the twenty-four weeks ended May 16, 2003. The primary contributors to the increase as a percentage of revenues were relative increases in commission payments to outside experts, legal and other professional fees, primarily due to Sarbanes-Oxley section 404 compliance costs, travel expenses, and bad debt expense. These increases were partially offset by the relative decreases in rent and other costs that are principally fixed in nature, due to an overall increase in revenue at a greater rate than the increases in those selling, general, and administrative expenses.

Interest and Other Income, Net. Net interest and other income increased by \$60,000, to \$247,000 in the twenty-four weeks ended May 14, 2004 from \$187,000 in the twenty-four weeks ended May 16, 2003. This increase resulted primarily from higher interest income due to an increase in average cash and investment balances and an increase in average interest rates earned.

Provision for Income Taxes. The provision for income taxes increased by \$1.5 million, to \$5.1 million in the twenty-four weeks of May 14, 2004 from \$3.6 million in the twenty-four weeks ended May 16, 2003. Our effective income tax rate increased to 43.0% in the first twenty-four weeks of fiscal 2004 from 41.5% in the first twenty-four weeks of fiscal 2003. The lower rate in the twenty-four weeks ended May 16, 2003 was due primarily to the expected tax benefits to be realized in fiscal 2003 by utilizing certain foreign net operating losses incurred in prior years. For fiscal 2003, our effective tax rate was 43.0%.

Minority Interest. Minority interest in the results of operations of NeuCo changed to \$197,000 in the first twenty-four weeks of fiscal 2004 from \$30,000 in the first twenty-four weeks of fiscal 2003 due to an increase in profits in NeuCo.

Net Income. Net income increased by \$1.6 million, or 31.3%, to \$6.6 million in the twenty-four weeks ended May 14, 2004 from \$5.0 million in the twenty-four weeks ended May 16, 2003. Diluted net income per share increased to \$0.62 per share in the twenty-four weeks ended May 14, 2004 from \$0.54 per share in the twenty-four weeks ended May 16, 2003. Net income increased at a greater rate than diluted net income per share due to the dilutive impact of the additional shares issued as a result of: the public offering of our common stock completed in August 2003; the exercise of approximately 728,000 stock options during fiscal 2003; and an increase in the number of outstanding in-the-money stock options.

Liquidity and Capital Resources

General. In the second quarter of fiscal 2004, we had a net decrease in cash and cash equivalents of \$39.0 million. We completed the quarter with cash and cash equivalents of \$21.5 million, short-term and long-term investments of \$4.5 million, and working capital of \$60.5 million.

On April 30, 2004, we completed the acquisition InteCap, Inc. We purchased InteCap from InteCap's institutional investor, GTCR Golder Rauner, LLC, members of InteCap's management, and other shareholders for approximately \$79.3 million (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). We funded the purchase price from existing cash resources and borrowings of \$39.6 million under our line of credit. On June 21, 2004, we completed a private placement of \$75 million of convertible senior subordinated debentures due 2034. A portion of the net proceeds from this offering was used to repay amounts outstanding under the line of credit.

We believe that current cash balances, cash generated from operations, proceeds from the convertible debt offering, and amounts available under our bank line of credit will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months.

Sources of Cash in the twenty-four weeks ended May 14, 2004. During the first twenty-four weeks of fiscal 2004, we generated cash primarily from three sources: cash provided by our operating activities,

borrowings under our line of credit, and proceeds from the exercise of stock options. Our operating activities provided net cash of \$0.2 million, resulting primarily from net income of \$6.6 million. The increase in cash generated from operating activities was offset in part by an increase in unbilled services of \$4.9 million and a decrease in accounts payable, accrued expenses and other liabilities of \$4.3 million. In April 2004, we borrowed \$39.6 million under our line of credit to finance the acquisition of InteCap. During the first twenty-four weeks of fiscal 2004, we received \$1.1 million in proceeds from the exercise of stock options.

Additional Cash Resources. On June 21, 2004, we completed a private placement of \$75 million of 2.875% convertible senior subordinated debentures due 2034. We have also granted the initial purchasers of the debentures an option to purchase, within 13 days from the date of issuance, up to an additional \$15 million principal amount of the debentures. On June 28, 2004, the initial purchasers have given notice to exercise this option. The closing of the issuance of these debentures is subject to customary closing conditions. The debentures are convertible into shares of common stock at an initial conversion price of \$40.00 per share (equivalent to an initial conversion rate of 25 shares of common stock per \$1,000 principal amount of debentures) under the following circumstances:

- during any fiscal quarter (and only during such fiscal quarter) commencing after September 3, 2004 and before February 16, 2029, if the last reported sale price of our common stock is greater than or equal to 125% of the conversion price for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter;
- at any time on or after February 17, 2029 if the last reported sale price of our common stock on any date on or after February 17, 2029 is greater than or equal to 125% of the conversion price;
- subject to certain limitations, during the five business day period after any three consecutive trading day period in which the trading price per debenture for each day of that period was less than 98% of the product of the conversion rate and the last reported sale price of our common stock;
- if the debentures have been called for redemption by us;
- upon the occurrence of specified corporate transactions; or
- if the debentures are rated by Moody's Investors Service, Inc. or Standard & Poor's Rating Services or both, at any time when (i) the long-term credit rating assigned to the debentures by either rating agency is two or more levels below the credit rating initially assigned to the debentures or (ii) either rating agency has discontinued, withdrawn or suspended their ratings with respect to the debentures.

We have the right to settle all or a portion of the conversion of the debentures in cash in lieu of shares of common stock, provided that in no case shall the amount in cash we deliver exceed \$1,000 per \$1,000 principal amount of debentures converted, in which case any excess shall be paid in shares of our common stock.

The debentures are our direct, unsecured senior subordinated obligations and rank junior in right of payment to our existing bank line of credit and any future secured indebtedness that we may designate as senior indebtedness. Interest is payable semi-annually on June 15 and December 15. We will also be required to pay contingent interest on the applicable interest payment date to the holders of the debentures for the period commencing June 20, 2011 and ending December 14, 2011 if the average trading price of the debentures for each of the last five trading days immediately preceding June 20, 2011 equals 125% or more of the principal amount of the debentures. Thereafter, we will pay contingent interest on the interest payment date for a six-month interest period if the average trading price of the debentures during the five trading day period immediately preceding the first day of the applicable six-month interest period equals or exceeds 125% of the principal amount of the debentures.

The contingent interest payable per debenture will equal 0.25% of the average trading price of such debenture during the applicable five trading day reference period.

We may elect to redeem all or any portion of the debentures on or after June 20, 2011 at a repurchase price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. We may be required to repurchase all or any portion of the debentures, at the option of each holder, on June 15, 2011, June 15, 2014, June 15, 2019, June 15, 2024 and June 15, 2029 and upon certain specified fundamental changes, at a price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. Upon a fundamental change involving a change of control of CRA, we may also be required to pay a make-whole premium which in some cases could be substantial, which may be paid in cash, shares of common stock, or a combination thereof, to the holders of debentures who elect to require us to repurchase or convert debentures.

We used approximately \$20.0 million of the net proceeds from this offering to repurchase 622,200 shares of our common stock concurrently with the placement of the debentures, and \$39.6 million to repay amounts outstanding under our bank line of credit. We intend to use the remaining net proceeds for working capital, general corporate purposes, and potentially for future acquisitions.

On January 14, 2004, we entered into a senior loan agreement with Citizens Bank of Massachusetts for a two-year, \$40.0 million revolving line of credit. Subject to the terms of the agreement, we may use borrowings under this line of credit for acquisition financing, working capital, general corporate purposes, letters of credit, and foreign exchanges contracts. As of May 14, 2004, \$39.6 million was outstanding under this line of credit. We must repay any borrowings under the line of credit no later than January 14, 2006.

Borrowings under our credit facility bear interest, at our option, either at LIBOR plus an applicable margin or at the prime rate. Applicable margins range from 0.75% to 1.50%, depending on the ratio of our consolidated total debt to consolidated earnings before interest, taxes, depreciation and amortization, or EBITDA, for the preceding four fiscal quarters, subject to various adjustments stated in the senior loan agreement. These margins are adjusted both quarterly and each time we borrow under the credit facility. For the period of borrowing under the line of credit for the second quarter of fiscal 2004, the average annual interest rate was 2.1%. Interest is payable monthly. A commitment fee of 0.18% is payable on the unused portion of the credit facility. Borrowings under the credit facility are secured by 100% of the stock of our U.S. subsidiary CRA Security Corporation and by 65% of the stock of our foreign subsidiaries, amounting to net assets of approximately \$4 million as of May 14, 2004.

As part of our business, we regularly evaluate opportunities to acquire other consulting firms, practices or groups or other businesses. In recent years, we have typically paid for acquisitions with cash, and we may continue to do so in the future. To pay for an acquisition, we may use cash on hand, cash generated from our operations or borrowings under our revolving credit facility, or we may pursue other forms of financing. Our ability to secure short-term and long-term debt or equity financing in the future will depend on several factors, including our future profitability, the levels of our debt and equity, restrictions under our existing line of credit with Citizens Bank of Massachusetts, and the overall credit and equity market environments.

In connection with our acquisition of the consulting business of Dr. Rausser in fiscal 2000, we loaned Dr. Rausser \$4.5 million, which he used to purchase shares of our common stock. In March 2004, Dr. Rausser satisfied \$2.5 million of this obligation by selling us 73,531 shares of our common stock and paying us the balance in cash. The remaining \$2.0 million is scheduled to be repaid in November 2004 and is collateralized by shares of our common stock.

Uses of Cash in the twenty-four weeks ended May 14, 2004. During the first twenty-four weeks of fiscal 2004, we used cash primarily to acquire InteCap and for capital expenditures. We paid \$78.5 million

(after deducting cash acquired, and adding acquisition costs and transaction fees paid) to purchase InteCap and \$2.1 million to purchase property and equipment.

Debt Restrictions. Under our senior credit agreement, we must comply with various financial and non-financial covenants. The financial covenants require us to maintain a minimum consolidated working capital of \$25.0 million and require us to comply with a consolidated total debt to EBITDA ratio of not more than 3.5 to 1.0 and a consolidated senior debt to EBITDA ratio of not more than 2.0 to 1.0. Compliance with these financial covenants is tested on a fiscal quarterly basis, commencing with the first quarter of fiscal 2004. Also, the senior credit agreement prohibits us from paying dividends and places restrictions on our ability to incur additional indebtedness, repurchase our securities, make acquisitions and dispositions, and enter into business combinations. Any indebtedness outstanding under the senior credit facility may become immediately due and payable upon the occurrence of stated events of default, including our failure to pay principal, interest or fees or a violation of any financial covenant. We obtained permission under our senior credit agreement to repurchase \$20 million of our common stock, described above.

As of May 14, 2004, we were in compliance with our covenants under the senior credit agreement.

Impact of Inflation. To date, inflation has not had a material impact on our financial results. There can be no assurance, however, that inflation will not adversely affect our financial results in the future.

Factors Affecting Future Performance

We depend upon only a few key employees to generate revenue

Our business consists primarily of the delivery of professional services, and accordingly, our success depends heavily on the efforts, abilities, business generation capabilities, and project execution capabilities of our employee consultants. In particular, our employee consultants' personal relationships with our clients are a critical element in obtaining and maintaining client engagements. If we lose the services of any employee consultant or if our employee consultants fail to generate business or otherwise fail to perform effectively, that loss or failure could adversely affect our revenues and results of operations. We do not have any employment agreements with most of our employee consultants, and they can terminate their relationships with us at will and without notice. The non-competition and non-solicitation agreements that we have with some of our employee consultants offer us only limited protection and may not be enforceable in every jurisdiction.

Our failure to manage growth successfully could adversely affect our revenues and results of operations

Any failure on our part to manage growth successfully could adversely affect our revenues and results of operations. Over the last several years, we have continued to open offices in new geographic areas, including foreign locations, and to expand our employee base as a result of internal growth and acquisitions, including our recent acquisition of InteCap, our largest acquisition to date. We expect that this trend will continue over the long term. Opening and managing new offices often requires extensive management supervision and increases our overall selling, general, and administrative expenses. Expansion creates new and increased management, consulting, and training responsibilities for our employee consultants. Expansion also increases the demands on our internal systems, procedures, and controls, and on our managerial, administrative, financial, marketing, and other resources. We depend heavily upon the managerial, operational, and administrative skills of our officers, particularly James C. Burrows, our President and Chief Executive Officer, to manage our expansion. New responsibilities and demands may adversely affect the overall quality of our work.

Our entry into new lines of business could adversely affect our results of operations

If we attempt to develop new practice areas or lines of business outside our core economic and business consulting services, those efforts could harm our results of operations. Our efforts in new practice areas or new lines of business involve inherent risks, including risks associated with inexperience and competition from mature participants in the markets we enter. Our inexperience may result in costly decisions that could harm our business. For example, NeuCo, our majority-owned software subsidiary, was not profitable in three of the last five fiscal years, which harmed our results of operations in those years.

Clients can terminate engagements with us at any time

Many of our engagements depend upon disputes, proceedings, or transactions that involve our clients. Our clients may decide at any time to seek to resolve the dispute or proceeding, abandon the transaction, or file for bankruptcy. Our engagements can therefore terminate suddenly and without advance notice to us. If an engagement is terminated unexpectedly, our employee consultants working on the engagement could be underutilized until we assign them to other projects. In addition, because much of our work is project-based rather than recurring in nature, our consultants' utilization depends on our ability to secure additional engagements on a continual basis. Accordingly, the termination or significant reduction in the scope of a single large engagement could reduce our utilization and have an immediate adverse impact on our revenues and results of operations.

We depend on our antitrust and mergers and acquisitions consulting business

We derive a substantial portion of our revenues from engagements in our antitrust and mergers and acquisitions practice areas. Any substantial reduction in the number or size of our engagements in these practice areas could adversely affect our revenues and results of operations. We derived the great majority of these revenues from engagements relating to enforcement of United States antitrust laws. Changes in federal antitrust laws, changes in judicial interpretations of these laws, or less vigorous enforcement of these laws as a result of changes in political appointments or priorities or for other reasons could substantially reduce our revenues from engagements in this area. In addition, adverse changes in general economic conditions, particularly conditions influencing the merger and acquisition activity of larger companies, could adversely affect engagements in which we assist clients in proceedings before the U.S. Department of Justice and the U.S. Federal Trade Commission. The recent economic slowdown may continue to have an adverse effect on mergers and acquisitions activity, which has reduced the number and scope of our engagements in this practice area in recent periods. Any continuation or worsening of the downturn could cause this trend to intensify, which would adversely affect our revenues and results of operations.

We derive our revenues from a limited number of large engagements

We derive a significant portion of our revenues from a limited number of large engagements. If we do not obtain a significant number of new large engagements each year, our business, financial condition, and results of operations could suffer. In general, the volume of work we perform for any particular client varies from year to year, and a major client in one year may not hire us again.

We enter into fixed-price engagements

We derive a significant portion of our revenues from fixed-price contracts. These contracts are more common in our business consulting practice, and would likely grow in number with any expansion of that practice. If we fail to estimate accurately the resources required for a fixed-price project or fail to satisfy our contractual obligations in a manner consistent with the project budget, we might generate a smaller profit or incur a loss on the project. On occasion, we have had to commit unanticipated

additional resources to complete projects, and we may have to take similar action in the future, which could adversely affect our revenues and results of operations.

Our business could suffer if we are unable to hire additional qualified consultants as employees

Our business continually requires us to hire highly qualified, highly educated consultants as employees. Our failure to recruit and retain a significant number of qualified employee consultants could limit our ability to accept or complete engagements and adversely affect our revenues and results of operations. Relatively few potential employees meet our hiring criteria, and we face significant competition for these employees from our direct competitors, academic institutions, government agencies, research firms, investment banking firms, and other enterprises. Many of these competing employers are able to offer potential employees significantly greater compensation and benefits or more attractive lifestyle choices, career paths, or geographic locations than we can. Competition for these employee consultants has increased our labor costs, and a continuation of this trend could have a material adverse effect on our margins and results of operations.

We depend on our outside experts

We depend on our relationships with our exclusive outside experts. In fiscal 2003 and fiscal 2002, six of our exclusive outside experts generated engagements that accounted for approximately 22% and 21% of our revenues in those years, respectively. We believe that these outside experts are highly regarded in their fields and that each offers a combination of knowledge, experience, and expertise that would be very difficult to replace. We also believe that we have been able to secure some engagements and attract consultants in part because we could offer the services of these outside experts. Most of these outside experts can limit their relationships with us at any time for any reason. These reasons could include affiliations with universities with policies that prohibit accepting specified engagements, the pursuit of other interests, and retirement.

As of May 14, 2004, we had non-competition agreements with 34 of our outside experts. The limitation or termination of any of their relationships with us, or competition from any of them after these agreements expire, could harm our reputation, reduce our business opportunities and adversely affect our revenues and results of operations.

To meet our long-term growth targets, we need to establish ongoing relationships with additional outside experts who have reputations as leading experts in their fields. We may be unable to establish relationships with any additional outside experts. In addition, any relationship that we do establish may not help us meet our objectives or generate the revenues or earnings that we anticipate.

Acquisitions may disrupt our operations or adversely affect our results

We regularly evaluate opportunities to acquire other businesses. The expenses we incur evaluating and pursuing acquisitions could have a material adverse effect on our results of operations. If we acquire a business, such as our recent acquisition of InteCap, we may be unable to manage it profitably or successfully integrate its operations with our own. Moreover, we may be unable to realize the financial, operational, and other benefits we anticipate from the InteCap acquisition or any other acquisition. Competition for future acquisition opportunities in our markets could increase the price we pay for businesses we acquire and could reduce the number of potential acquisition targets. Further, acquisitions may involve a number of special financial and business risks, such as:

- charges related to any potential acquisition from which we may withdraw;
- diversion of our management's time, attention, and resources;
- decreased utilization during the integration process;

- loss of key acquired personnel;
- increased costs to improve or coordinate managerial, operational, financial, and administrative systems including compliance with the Sarbanes-Oxley Act of 2002;
- dilutive issuances of equity securities;
- the assumption of legal liabilities;
- amortization of acquired intangible assets;
- potential write-offs related to the impairment of goodwill;
- difficulties in integrating diverse corporate cultures; and
- additional conflicts of interests.

Our international operations create special risks

We may continue our international expansion, and our international revenues may account for an increasing portion of our revenues in the future. Our international operations carry special financial and business risks, including:

- greater difficulties in managing and staffing foreign operations;
- cultural differences that result in lower utilization;
- currency fluctuations that adversely affect our financial position and operating results;
- unexpected changes in trading policies, regulatory requirements, tariffs, and other barriers;
- greater difficulties in collecting accounts receivable;
- longer sales cycles;
- restrictions on the repatriation of earnings;
- potentially adverse tax consequences, such as trapped foreign losses;
- less stable political and economic environments; and
- civil disturbances or other catastrophic events that reduce business activity.

We conduct a portion of our business in the Middle East. The recent military conflict in the region has significantly interrupted our business operations in that region and has slowed the flow of new opportunities and proposals, which ultimately has adversely affected our revenues and results of operations.

If our international revenues increase relative to our total revenues, these factors could have a more pronounced effect on our operating results.

Our debt obligations may adversely impact our financial performance

In June 2004, we issued \$75 million of 2.875% convertible senior subordinated debentures due 2034. We have previously operated with little or no debt, and our previous payments of interest have not been material. The interest we will be required to pay on these debentures will reduce our net income each year until the debentures are no longer outstanding. The terms of the debentures also include provisions that could accelerate our obligation to repay all amounts outstanding under the debentures if certain events happen, such as our failure to pay interest in a timely manner, failure to pay principal upon redemption or repurchase, failure to deliver shares of common stock, cash or other property upon conversion and other specified events of default. In addition, on June 15, 2011, June 15, 2014, June 15,

2019, June 15, 2024 and June 15, 2029, or following specified fundamental changes holders of debentures may require us to repurchase their debentures for cash. If any of these events were to happen, we do not presently have the financial resources to satisfy these obligations if they became due, and we would have to seek to refinance these obligations. The terms of any such refinancing could be significantly less favorable to us and could have a material adverse effect on our results of operations.

Our clients may be unable to pay us for our services

Our clients include some companies that may from time to time encounter financial difficulties. If a client's financial difficulties become severe, the client may be unwilling or unable to pay our invoices in the ordinary course of business, which could adversely affect collections of both our accounts receivable and unbilled services. On occasion, some of our clients have entered bankruptcy, which has prevented us from collecting amounts owed to us. The bankruptcy of a client with a substantial receivable could have a material adverse effect on our financial condition and results of operations. A small number of clients who have paid sizable invoices later declared bankruptcy, and a court determination that we were not properly entitled to that payment may require repayment of some or all of the amount we received, which could adversely affect our financial condition and results of operations.

Fluctuations in our quarterly revenues and results of operations could depress the market price of our common stock

We may experience significant fluctuations in our revenues and results of operations from one quarter to the next. If our revenues or net income in a quarter fall below the expectations of securities analysts or investors, the market price of our common stock could fall significantly. Our results of operations in any quarter can fluctuate for many reasons, including:

- the number of weeks in our fiscal quarter;
- the number, scope, and timing of ongoing client engagements;
- the extent to which we can reassign employee consultants efficiently from one engagement to the next;
- the extent to which our employee consultants take holiday, vacation, and sick time;
- employee hiring;
- the extent of fees discounting or cost overruns;
- fluctuations in revenues and results of operations of our software subsidiary, NeuCo;
- severe weather conditions and other factors affecting employee productivity; and
- collectibility of receivables and unbilled work in process.

Because we generate the majority of our revenues from consulting services that we provide on an hourly fee basis, our revenues in any period are directly related to the number of our employee consultants, their billing rates, and the number of billable hours they work in that period. We have a limited ability to increase any of these factors in the short term. Accordingly, if we underutilize our consultants during one part of a fiscal period, we may be unable to compensate by augmenting revenues during another part of that period. In addition, we are occasionally unable to utilize fully any additional consultants that we hire, particularly in the quarter in which we hire them. Moreover, a significant majority of our operating expenses, primarily office rent and salaries, are fixed in the short term. As a result, if our revenues fail to meet our projections in any quarter, that could have a disproportionate adverse effect on our net income. For these reasons, we believe our historical results of operations are not necessarily indicative of our future performance.

Potential conflicts of interests may preclude us from accepting some engagements

We provide our services primarily in connection with significant or complex transactions, disputes, or other matters that are usually adversarial or that involve sensitive client information. Our engagement by a client may preclude us from accepting engagements with the client's competitors or adversaries because of conflicts between their business interests or positions on disputed issues or other reasons. Accordingly, the nature of our business limits the number of both potential clients and potential engagements. Our recent acquisition of InteCap has significantly expanded our client base, which may increase the frequency with which we encounter conflicts of interest. Moreover, in many industries in which we provide consulting services, such as in the telecommunications industry, there has been a continuing trend toward business consolidations and strategic alliances. These consolidations and alliances reduce the number of potential clients for our services and increase the chances that we will be unable to continue some of our ongoing engagements or accept new engagements as a result of conflicts of interests.

Maintaining our professional reputation is crucial to our future success

Our ability to secure new engagements and hire qualified consultants as employees depends heavily on our overall reputation as well as the individual reputations of our employee consultants and principal outside experts. Because we obtain a majority of our new engagements from existing clients or from referrals by those clients, any client that is dissatisfied with our performance on a single matter could seriously impair our ability to secure new engagements. Given the frequently high-profile nature of the matters on which we work, any factor that diminishes our reputation or the reputations of any of our employee consultants or outside experts could make it substantially more difficult for us to compete successfully for both new engagements and qualified consultants.

Intense competition from other economic and business consulting firms could hurt our business

The market for economic and business consulting services is intensely competitive, highly fragmented, and subject to rapid change. We may be unable to compete successfully with our existing competitors or with any new competitors. In general, there are few barriers to entry into our markets, and we expect to face additional competition from new entrants into the economic and business consulting industries. In the legal and regulatory consulting market, we compete primarily with other economic and financial consulting firms and individual academics. In the business consulting market, we compete primarily with other business and management consulting firms, specialized or industry-specific consulting firms, the consulting practices of large accounting firms, and the internal professional resources of existing and potential clients. Many of our competitors have national or international reputations as well as significantly greater personnel, financial, managerial, technical, and marketing resources than we do, which could enhance their ability to respond more quickly to technological changes, finance acquisitions, and fund internal growth. Some of our competitors also have a significantly broader geographic presence than we do.

Our engagements may result in professional liability

Our services typically involve difficult analytical assignments and carry risks of professional and other liability. Many of our engagements involve matters that could have a severe impact on the client's business, cause the client to lose significant amounts of money, or prevent the client from pursuing desirable business opportunities. Accordingly, if a client is dissatisfied with our performance, the client could threaten or bring litigation in order to recover damages or to contest its obligation to pay our fees. Litigation alleging that we performed negligently or otherwise breached our obligations to the client could expose us to significant liabilities and tarnish our reputation.

Our reported earnings per share may be more volatile because of the contingent conversion provision of our convertible senior subordinated debentures

Holders of our 2.875% convertible senior subordinated debentures due 2034 may convert the debentures into our common stock (or, at our election, cash or a combination of cash and common stock), only under the following circumstances:

- during any fiscal quarter (and only during such fiscal quarter) commencing after September 3, 2004 and before February 16, 2029, if the last reported sale price of our common stock is greater than or equal to 125% of the conversion price for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter;
- at any time on or after February 17, 2029 if the last reported sale price of our common stock on any date on or after February 17, 2029 is greater than or equal to 125% of the conversion price;
- subject to certain limitations, during the five business day period after any three consecutive trading day period in which the trading price per debenture for each day of that period was less than 98% of the product of the conversion rate and the last reported sale price of our common stock;
- if the debentures have been called for redemption by us;
- upon the occurrence of specified corporate transactions; or
- if the debentures are rated by Moody's Investors Service, Inc. or Standard & Poor's Rating Services or both, at any time when (i) the long-term credit rating assigned to the debentures by either rating agency is two or more levels below the credit rating initially assigned to the debentures or (ii) either rating agency has discontinued, withdrawn or suspended their ratings with respect to the debentures.

Until a contingent conversion condition is met, the shares underlying the debentures are not included in the calculation of diluted earnings per share. Should any conversion contingency be met, diluted earnings per share would be expected to decrease as a result of the inclusion of the underlying shares in the earnings per share calculation. An increase in volatility in our stock price could cause this condition to be met in one quarter and not in a subsequent quarter, increasing the volatility of reported diluted earnings per share.

We may not be able to deduct interest on our convertible senior subordinated debentures

Due to the potential application of certain U.S. federal income tax laws, we may be unable to deduct all or a portion of the paid or accrued interest with respect to our convertible senior subordinated debentures in any given year in which the debentures remain outstanding. The extent, if any, to which these restrictions would apply will not be fully determinable until the end of our current taxable year or possibly subsequent taxable years and are based on a number of factors, some of which are not within our control. While we currently believe that none of these restrictions will apply to reduce the full amount of our deductions, we cannot assure you that this will be the case. If we were unable to deduct all or any portion of the paid or accrued interest with respect to the debentures, our effective tax rate would increase and our cash flow and after-tax operating results could be adversely affected.

The price of our common stock may be volatile

Our stock price has been volatile. Over the period from May 17, 2003 to May 14, 2004, the trading price of our common stock ranged from \$18.77 to \$37.99. Many factors may cause the market price of our common stock to fluctuate significantly, including the following:

- variations in our quarterly results of operations;

- the hiring or departure of key personnel or outside experts;
- changes in our professional reputation;
- the introduction of new services by us or our competitors;
- acquisitions or strategic alliances involving us or our competitors;
- changes in accounting principles;
- changes in the legal and regulatory environment affecting clients;
- changes in estimates of our performance or recommendations by securities analysts;
- future sales of shares of common stock in the public market; and
- market conditions in the industry and the economy as a whole.

In addition, the stock market has recently experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. When the market price of a company's stock drops significantly, stockholders often institute securities class action litigation against that company. Any litigation against us could cause us to incur substantial costs, divert the time and attention of our management and other resources, or otherwise harm our business.

Our charter and by-laws and Massachusetts law may deter takeovers

Our articles of organization and by-laws and Massachusetts law contain provisions that could have anti-takeover effects and that could discourage, delay, or prevent a change in control or an acquisition that many stockholders may find attractive. These provisions may also discourage proxy contests and make it more difficult for our stockholders to take some corporate actions, including the election of directors. These provisions could limit the price that investors might be willing to pay for shares of our common stock.

ITEM 3. Quantitative and Qualitative Disclosure About Market Risk

As of May 14, 2004, we were exposed to market risks, which primarily include changes in U.S. interest rates and foreign currency exchange rates.

We maintain a portion of our investments in financial instruments with purchased maturities of one year or less and a portion of our investments in financial instruments with purchased maturities of two years or less. These financial instruments are subject to interest rate risk and will decline in value if interest rates increase. Because these financial instruments are readily marketable, an immediate increase in interest rates would not have a material effect on our financial position.

We are subject to risk from changes in foreign exchange rates for our subsidiaries that use a foreign currency as their functional currency. We do not currently enter into foreign exchange agreements to hedge our exposure, but we may do so in the future.

ITEM 4. Controls and Procedures

Our management has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that we record, process, summarize and report the information we must disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, within the time periods specified in the SEC's rules and forms.

The effectiveness of a system of disclosure controls and procedures is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of internal controls, and the risk of fraud. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

During the second quarter of fiscal 2004, there were no changes in our internal control over financial reporting that have affected, or are reasonably likely to affect, materially our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

We are not a party to any legal proceedings the outcome of which, in the opinion of our management, would have a material adverse effect on our business, financial condition, or results of operations.

ITEM 2. Changes in Securities and Use of Proceeds

- (c). On April 30, 2004, we sold 87,316 shares of our common stock to 27 individuals who joined us from InteCap for a purchase price of \$32.812 per share. These individuals paid the purchase price by issuing promissory notes to us in the aggregate amount of approximately \$2.9 million. We relied on the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, for transactions by an issuer not involving any public offering.
- (e.) The following table provides information about our repurchases of shares of our common stock during the twelve weeks ended May 14, 2004. During that period, we did not act in concert with any affiliate or any other person to acquire any of our common stock and, accordingly, we do not believe that purchases by any such affiliate or other person (if any) are reportable in the following table. For purposes of this table, we have divided the quarter into three equal periods of four weeks.

Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
February 21, 2004 to March 19, 2004	73,531(1)	\$33.066	—(2)	—
March 20, 2004 to April 16, 2004 . .	—	—	—	—
April 17, 2004 to May 14, 2004	—	—	—	—

- (1) On March 3, 2004, we repurchased in a private transaction 73,531 shares of our common stock from Gordon C. Rausser at a purchase price of \$33.066 per share.
- (2) During the twelve weeks ended May 14, 2004, other than the foregoing repurchase, we did not have any publicly announced or other plans or programs for the repurchase of any shares of our common stock. However, we are a party to a stock restriction agreement with certain stockholders under which we have specified rights to repurchase shares of common stock held by them, as described in more detail in our proxy statement for our 2004 annual meeting of stockholders under the heading “Transactions with Related Parties—Stock restriction agreement.”

ITEM 4. Submission of Matters to a Vote of Security Holders

On April 16, 2004, we held our annual meeting of stockholders. Our stockholders elected Basil L. Anderson and Nancy L. Rose to serve as Class II directors for two-year terms and James C. Burrows, Franklin M. Fisher and Carl Shapiro to serve as Class III directors for three-year terms. In addition, the terms of office of our other directors, Rowland T. Moriarty, William F. Concannon, Ronald T. Maheu and Steven C. Salop, continued after our annual meeting of stockholders.

The votes cast to elect the directors were:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>
<i>Class II directors</i>		
Basil L. Anderson	7,686,350	795,480
Nancy L. Rose	7,844,267	637,563
<i>Class III directors</i>		
James C. Burrows	7,721,854	759,976
Franklin M. Fisher	7,712,247	769,583
Carl Shapiro	7,712,247	769,583

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Item No.	Description
2.1(1)	Agreement and Plan of Merger dated as of March 18, 2004, by and among Charles River Associates Incorporated, InteCap, Inc., IP Acquisition Corp., and the Company Stockholder Representative, as defined therein
2.2(1)	First Amendment to Agreement and Plan of Merger dated as of April 30, 2004, by and among Charles River Associates Incorporated, InteCap, Inc., IP Acquisition Corp., and the Company Stockholder Representative, as defined therein
4.1(2)	Indenture governing the 2.875% Convertible Senior Subordinated Debentures, dated June 21, 2004, among CRA as Issuer and U.S. Bank National Association as Trustee, including the form of debenture attached as Exhibit A thereto.
10.1(2)	Sixteenth Amendment to Office Lease Agreement dated March 1, 1978 between CRA and John Hancock Mutual Life Insurance Company, as amended
31.1	Rule 13a-14(a)/15d-14(a) certification of principal executive officer
31.2	Rule 13a-14(a)/15d-14(a) certification of principal financial officer
32.1	Section 1350 certification

Where a numbered note follows an exhibit number, we incorporate that exhibit by reference to the similarly named document filed as an exhibit to the following documents:

- (1) Our current report on Form 8-K filed May 6, 2004.
- (2) Our original quarterly report on Form 10-Q for the twelve weeks ended May 14, 2004 and filed on June 28, 2004.

(b) Reports on Form 8-K

On March 18, 2004, we filed a current report on Form 8-K, which furnished information under Item 12 regarding our financial results for our fiscal quarter ended November 29, 2003.

On March 23, 2004, we filed a current report on Form 8-K, which filed information under Item 5 regarding our proposed acquisition of InteCap, Inc.

On May 6, 2004, we filed a current report on Form 8-K, which filed information under Items 2 and 7 regarding the completion of our acquisition of InteCap, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned thereunto duly authorized.

CHARLES RIVER ASSOCIATES INCORPORATED

Date: July 14, 2004

By: /s/ JAMES C. BURROWS
James C. Burrows
President, Chief Executive Officer

Date: July 14, 2004

By: /s/ J. PHILLIP COOPER
J. Phillip Cooper
*Executive Vice President,
Chief Financial Officer
(Principal Financial and Accounting Officer)*

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