

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended March 31, 2004

OR

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

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

Commission file number 001-31351

**HEWITT ASSOCIATES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-0851756**  
(I.R.S. Employer  
Identification No.)

**100 Half Day Road; Lincolnshire, Illinois 60069; 847-295-5000**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**N/A**  
(Former Name, Former Address & Former Fiscal Year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods as 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

Indicate the number of shares outstanding of each class of the issuer's common stock, as of the latest practical date.

<u>Class</u>	<u>Outstanding Shares at March 31, 2004</u>
Class A Common Stock - \$0.01 par value	31,404,726
Class B Common Stock - \$0.01 par value	62,586,184
Class C Common Stock - \$0.01 par value	4,519,719
	<hr/> 98,510,629

---

HEWITT ASSOCIATES, INC.

FORM 10-Q  
FOR THE PERIOD ENDED  
MARCH 31, 2004

INDEX

	<u>PAGE</u>
<b>PART I. <u>FINANCIAL INFORMATION</u></b>	
<b>ITEM 1. <u>Financial Statements:</u></b>	
<u>Consolidated Balance Sheets —</u> <u>March 31, 2004 (Unaudited), and September 30, 2003</u>	3
<u>Consolidated Statements of Operations —</u> <u>Three and Six Months Ended March 31, 2004 and 2003 (Unaudited)</u>	5
<u>Consolidated Statements of Cash Flows —</u> <u>Six Months Ended March 31, 2004 and 2003 (Unaudited)</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
<b>ITEM 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u></b>	18
<b>ITEM 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u></b>	34
<b>ITEM 4. <u>Controls And Procedures</u></b>	35
<b>PART II. <u>OTHER INFORMATION</u></b>	
<b>ITEM 1. <u>Legal Proceedings</u></b>	36
<b>ITEM 4. <u>Submission of Matters to a Vote of Security Holders</u></b>	36
<b>ITEM 6. <u>Exhibits and Reports on Form 8-k</u></b>	36
<b><u>SIGNATURES</u></b>	37

**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****HEWITT ASSOCIATES, INC.  
CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands except for share and per share amounts)

	March 31, 2004	September 30, 2003
	(Unaudited)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 267,648	\$ 227,505
Client receivables and unbilled work in process, less allowances of \$19,541 at March 31, 2004 and \$15,011 at September 30, 2003	453,983	461,430
Prepaid expenses and other current assets	64,090	46,496
Deferred income taxes, net	8,948	8,948
Total current assets	794,669	744,379
Non-Current Assets		
Deferred contract costs	145,706	138,475
Property and equipment, net	232,663	237,476
Capitalized software, net	84,665	95,054
Other intangible assets, net	112,609	107,540
Goodwill, net	284,165	259,294
Other assets, net	26,768	21,937
Total non-current assets	886,576	859,776
Total Assets	\$1,681,245	\$ 1,604,155
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable	\$ 14,048	\$ 14,508
Accrued compensation and benefits	123,521	147,821
Accrued expenses	124,516	103,520
Advanced billings to clients	110,753	107,247
Short-term debt and current portion of long-term debt	32,101	33,000
Current portion of capital lease obligations	3,776	6,602
Employee deferred compensation and accrued profit sharing	27,650	47,583
Total current liabilities	436,365	460,281
Long-Term Liabilities		
Debt, less current portion	132,600	135,563
Capital lease obligations, less current portion	81,588	83,191
Deferred contract revenues	118,780	118,167
Other long-term liabilities	68,472	69,468
Deferred income taxes, net	46,974	47,424
Total long-term liabilities	448,414	453,813
Total Liabilities	\$ 884,779	\$ 914,094

Commitments and Contingencies (Note 10)

**HEWITT ASSOCIATES, INC.**  
**CONSOLIDATED BALANCE SHEETS – (Continued)**  
(Dollars in thousands except for share and per share amounts)

	<u>March 31, 2004</u>	<u>September 30, 2003</u>
<b>STOCKHOLDERS' EQUITY</b>		
(Unaudited)		
Stockholders' Equity		
Class A common stock, par value \$0.01 per share, 750,000,000 shares authorized, 31,404,726 and 30,463,187 shares issued and outstanding, as of March 31, 2004 and September 30, 2003, respectively	\$ 315	\$ 305
Class B common stock, par value \$0.01 per share, 200,000,000 shares authorized, 62,586,184 and 63,420,466 shares issued and outstanding, as of March 31, 2004 and September 30, 2003, respectively	626	634
Class C common stock, par value \$0.01 per share, 50,000,000 shares authorized, 4,519,719 and 4,603,915 shares issued and outstanding as of March 31, 2004 and September 30, 2003, respectively	45	46
Restricted stock units, 169,949 and 173,998 units issued and outstanding, as of March 31, 2004 and September 30, 2003, respectively	3,187	3,302
Additional paid-in capital	628,474	627,329
Cost of common stock in treasury, 273,249 and 270,294 shares of Class A common stock as of March 31, 2004 and September 30, 2003, respectively	(6,234)	(6,164)
Retained earnings	131,369	71,586
Unearned compensation	(36,073)	(45,534)
Accumulated other comprehensive income	74,757	38,557
Total stockholders' equity	796,466	690,061
Total Liabilities and Stockholders' Equity	\$1,681,245	\$ 1,604,155

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

**HEWITT ASSOCIATES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)  
(Dollars in thousands except for share and per share amounts)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
<b>Revenues:</b>				
Revenues before reimbursements (net revenues)	\$ 546,335	\$ 478,056	\$ 1,078,299	\$ 958,375
Reimbursements	13,145	13,928	31,870	27,534
<b>Total revenues</b>	<b>559,480</b>	<b>491,984</b>	<b>1,110,169</b>	<b>985,909</b>
<b>Operating expenses:</b>				
Compensation and related expenses, excluding initial public offering restricted stock awards	347,806	309,871	688,010	621,410
Initial public offering restricted stock awards	4,561	4,659	8,680	29,544
Reimbursable expenses	13,145	13,928	31,870	27,534
Other operating expenses	110,782	94,098	215,509	188,511
Selling, general and administrative expenses	27,720	25,683	54,705	45,119
<b>Total operating expenses</b>	<b>504,014</b>	<b>448,239</b>	<b>998,774</b>	<b>912,118</b>
<b>Operating income</b>	<b>55,466</b>	<b>43,745</b>	<b>111,395</b>	<b>73,791</b>
<b>Other expenses, net:</b>				
Interest expense	(4,964)	(4,881)	(9,800)	(10,198)
Interest income	720	457	1,049	1,100
Other income (expense), net	554	440	(1,317)	164
	<b>(3,690)</b>	<b>(3,984)</b>	<b>(10,068)</b>	<b>(8,934)</b>
<b>Income before income taxes</b>	<b>51,776</b>	<b>39,761</b>	<b>101,327</b>	<b>64,857</b>
Provision for income taxes	21,356	16,254	41,544	26,591
<b>Net income</b>	<b>\$ 30,420</b>	<b>\$ 23,507</b>	<b>\$ 59,783</b>	<b>\$ 38,266</b>
<b>Earnings per share:</b>				
Basic	\$ 0.32	\$ 0.25	\$ 0.62	\$ 0.41
Diluted	\$ 0.31	\$ 0.24	\$ 0.61	\$ 0.40
<b>Weighted average shares:</b>				
Basic	95,871,216	95,127,936	95,833,724	94,096,400
Diluted	98,329,763	97,069,525	97,937,705	96,804,889

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

**HEWITT ASSOCIATES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(Dollars in thousands)

	Six Months Ended March 31,	
	2004	2003
<b>Cash flows from operating activities:</b>		
Net income	\$ 59,783	\$ 38,266
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	38,256	38,985
Amortization	21,465	15,963
Initial public offering restricted stock awards	7,477	26,889
Director stock remuneration	140	55
Deferred income taxes	(450)	3
Changes in operating assets and liabilities:		
Client receivables and unbilled work in process	11,944	(12,766)
Prepaid expenses and other current assets	(14,478)	(17,064)
Deferred contract costs	(7,228)	1,663
Accounts payable	(989)	(9,403)
Accrued compensation and benefits	(26,937)	(19,558)
Accrued expenses	21,638	37,502
Advanced billings to clients	3,091	21,418
Deferred contract revenues	621	(8,479)
Employee deferred compensation and accrued profit sharing	(19,993)	(30,939)
Other long-term liabilities	(1,036)	(329)
Net cash provided by operating activities	93,304	82,206
<b>Cash flows from investing activities:</b>		
Additions to property and equipment	(29,529)	(19,192)
Cash paid for acquisitions and transaction costs, net of cash received	(437)	(6,846)
Increase in other assets	(14,988)	(25,392)
Net cash used in investing activities	(44,954)	(51,430)
<b>Cash flows from financing activities:</b>		
Proceeds from the exercise of stock options	2,240	252
Short-term borrowings	14,619	529
Repayments of short-term borrowings	(18,655)	(10,269)
Repayments of long-term debt	(3,000)	(3,000)
Repayments of capital lease obligations	(4,456)	(5,141)
Purchase of Class A common shares into treasury	(70)	—
Payment of offering costs	—	(797)
Net cash used in financing activities	(9,322)	(18,426)
Effect of exchange rate changes on cash and cash equivalents	1,115	395
Net increase in cash and cash equivalents	40,143	12,745
Cash and cash equivalents, beginning of period	227,505	136,450
Cash and cash equivalents, end of period	\$267,648	\$149,195
<b>Supplementary disclosure of cash paid during the period:</b>		
Interest paid	\$ 9,837	\$ 8,743
Income taxes paid	\$ 37,533	\$ 4,356

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

**HEWITT ASSOCIATES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2004 AND 2003**  
**(Unaudited)**  
**(Dollars in thousands except for share and per share amounts)**

**1. Description of Business**

Hewitt Associates, Inc., a Delaware corporation, and its subsidiaries (“Hewitt” or the “Company”) provide global human resources outsourcing and consulting services. The Company’s outsourcing business is comprised of employee benefit plan, payroll and workforce management administration services. Hewitt’s consulting business is comprised of advisory services in health management, retirement and financial management, talent and organization consulting, and other consulting.

On June 5, 2003, the Company purchased Cyborg Worldwide, Inc., (“Cyborg”) a global provider of human resources management software and payroll services. The results of operations for Cyborg are included in the Company’s and the Outsourcing segment’s results from the acquisition date (see Note 4).

On June 15, 2003, the Company acquired the benefits administration and retirement consulting and actuarial businesses of Northern Trust Corporation. The results of the benefits administration and retirement consulting and actuarial businesses of Northern Trust Corporation are included in the Company’s and the Outsourcing and Consulting segments’ results from the acquisition date (see Note 4).

**2. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission for quarterly reports on Form 10-Q. In the opinion of management, these financial statements include all adjustments necessary to present fairly the financial position, results of operations and cash flows as of March 31, 2004, and for all periods presented. All adjustments made have been of a normal and recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. The Company believes that the disclosures included are adequate and provide a fair presentation of interim period results. Interim financial statements are not necessarily indicative of the financial position or operating results for an entire year. It is suggested that these interim financial statements be read in conjunction with the audited financial statements and the notes thereto, together with management’s discussion and analysis of financial condition and results of operations, included in the Company’s Form 10-K for the fiscal year ended September 30, 2003, as filed with the Securities and Exchange Commission. Certain previously reported amounts have been reclassified to conform to the current period presentation.

The consolidated financial statements are prepared on the accrual basis of accounting. The significant accounting policies are summarized below:

*Revenue Recognition*

Revenues include fees generated from outsourcing contracts and from consulting services provided to the Company’s clients. Revenues from sales or licensing of software are not material. Under the Company’s outsourcing contracts, which typically have a three- to five-year term, clients generally pay an implementation fee and an ongoing service fee. The Company recognizes revenues for non-refundable, upfront implementation fees evenly over the period between the initiation of ongoing services through the end of the contract term (on a straight-line basis). Indirect costs of implementation are expensed as incurred. However, incremental direct costs of implementation are deferred and recognized as expense over the same period that deferred implementation fees are recognized. If a client terminates an outsourcing contract prematurely, both the deferred implementation revenues and related costs are recognized in the period in which the termination occurs.

Revenues related to ongoing service fees and to services provided outside the scope of outsourcing contracts are recognized when persuasive evidence of an arrangement exists, services have been rendered, our fee is determinable and collectibility of our fee is reasonably assured. Ongoing service fees are typically billed and recognized on a monthly basis, typically based on the number of plan participants or services and often with a minimum monthly fee. Services provided outside the scope of our outsourcing contracts are billed and recognized on a time-and-material or fixed fee basis.

Losses on outsourcing or consulting arrangements are recognized during the period in which a loss becomes probable and the amount of the loss is reasonably estimable. Contract or project losses are determined to be the amount by which the estimated direct and a portion of indirect costs exceed the estimated total revenues that will be generated by the arrangement. Estimates are monitored during the term of the arrangement and any changes to estimates are recorded in the current period and can result in either increases or decreases to income.

The Company's clients typically pay for consulting services either on a time-and-materials or on a fixed-fee basis. Revenues are recognized under time-and-material based arrangements as services are provided. On fixed-fee engagements, revenues are recognized either as services are provided using the proportional performance method and estimates of overall profitability and stages of project completion, or at the completion of a project, based on the facts and circumstances of the client arrangement.

The Company has contracts for multiple services primarily in the Outsourcing segment. In these contracts, standalone deliverables include core services, such as Defined Benefit, Health & Welfare or Defined Contribution Benefit Plan Administration, and standalone ancillary services, such as *Your Total Rewards*, which are tracked and valued separately. The upfront, non-refundable implementation fees on outsourcing standalone deliverables are also deferred and recognized over the life of the contract, so that revenues for both implementation services and ongoing services are generally recorded over the same period (e.g. life of the contract). Consulting services provided in connection with outsourcing engagements are accounted for at the time services are provided and are valued based on prevailing market rates.

Revenues earned in excess of billings are recorded as unbilled work in process. Billings in excess of revenues earned are recorded as advanced billings to clients, a deferred revenue liability, until services are rendered.

The Company considers the criteria established by Emerging Issues Task Force ("EITF") Issue No. 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*, in determining whether revenue should be recognized on a gross versus a net basis. In consideration of these criteria, the Company recognizes revenue primarily on a gross basis. Factors considered in determining if gross or net recognition is appropriate include whether the Company is primarily responsible to the client for the services, changes the delivered product, performs part of the service delivered, has discretion on vendor selection, or bears credit risk. In accordance with EITF Issue No. 01-14, *Income Statement Characterization of Reimbursements Received for "Out-of-Pocket" Expenses Incurred*, reimbursements received for out-of-pocket expenses incurred are characterized as revenues and are shown as a separate component of total revenues. Similarly, related reimbursable expenses are also shown separately within operating expenses.

#### *Deferred Contract Costs and Deferred Contract Revenues*

For new outsourcing services, upfront implementation efforts are required to set up a client and their human resource or benefit programs on the Company's systems. The direct implementation or "set up" costs and any upfront set up fees are deferred and recognized into earnings over the life of the outsourcing agreement. Specific, incremental and direct costs of implementation are deferred and recognized as primarily compensation and related expenses evenly over the period between the initiation of ongoing services through the end of the contract term. Implementation fees may be received either upfront or over the ongoing services period in the fee per participant. By deferring the upfront set up fees over the ongoing services period, all set up revenues are recognized evenly over the contract term along with the corresponding deferred contract costs. Additionally, at March 31, 2004, and at September 30, 2003, a small portion of the deferred contract revenues includes deferred revenue on payroll software maintenance agreements.

### *Funds Held for Clients*

A small portion of the Company's outsourcing agreements require the Company to hold client funds. Included in prepaid expenses and other current assets are \$21,065 and \$8,292 of funds held for clients at March 31, 2004 and September 30, 2003. Included in accrued expenses are \$21,065 and \$8,292 of client fund obligations at March 31, 2004 and September 30, 2003.

### *Performance-Based Compensation*

The Company's compensation program includes a performance-based component that is determined by management. Performance-based compensation is discretionary and is based on individual, team, and total Company performance. Performance-based compensation is paid once per fiscal year after the Company's annual operating results are finalized. The amount of expense for performance-based compensation recognized at interim and annual reporting dates involves judgment, is based on our quarterly and annual results as compared to our internal targets, and takes into account other factors, including industry trends and the general economic environment. Annual performance-based compensation levels may vary from current expectations as a result of changes in the actual performance of the Company, team or individual. As such, accrued amounts are subject to change in future periods if actual future performance varies from performance levels anticipated in prior interim periods.

### *Use of Estimates*

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates are used for, but not limited to, the accounting for contract and project loss reserves, performance-based compensation, the allowance for doubtful accounts, depreciation and amortization, asset impairment, taxes, and any contingencies. Although these estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future, actual results may be different from the estimates.

### *Goodwill and Intangible Assets*

Goodwill is not amortized but is reviewed for impairment annually or more frequently if indicators arise. The evaluation is based upon a comparison of the estimated fair value of the unit of the Company's business to which the goodwill has been assigned, to the sum of the carrying value of the assets and liabilities of that unit. The fair values used in this evaluation are estimated based upon discounted future cash flow projections for the unit. These cash flow projections are based upon a number of estimates and assumptions. Intangible assets with definite lives are amortized over their estimated useful lives and are reviewed for impairment if indicators of impairment arise. See Note 6 for additional information on goodwill and intangible assets.

### *Stock-Based Compensation*

The Company accounts for its stock-based compensation plans under Statement of Financial Accounting Standards ("SFAS") No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure*, which allows companies to apply the provisions of Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*, and provide pro forma net income and net income per share disclosures for employee stock option grants as if the fair value method defined in SFAS No. 123 had been applied. The Company applies the intrinsic value method for accounting for stock-based compensation as outlined in APB Opinion No. 25.

Restricted stock awards, including restricted stock and restricted stock units, are measured using the fair market value of the stock as of the grant date and are recorded as unearned compensation on the balance sheet. As the restricted stock awards vest, the unearned compensation is amortized to compensation expense on a straight-line basis. Employer payroll taxes are also recorded as expense when they become due over the vesting period. The remaining unvested shares are subject to forfeiture and restrictions on sale or transfer for four years from the grant date.

The Company also grants nonqualified stock options at an exercise price equal to the fair market value of the Company's stock on the grant date. Because the stock options have no intrinsic value on the grant date, no compensation expense is recorded in connection with the stock option grants. Generally, stock options vest 25 percent on each anniversary of the grant date, are fully vested four years from the grant date, and have a term of ten years.

For purposes of pro forma disclosures, applying the Black Scholes valuation method, had the estimated fair value of the stock options been amortized to compensation expense over the stock options' vesting period, the Company's pro forma net income and earnings per share would have been as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
<b>Net income:</b>				
As reported	\$30,420	\$23,507	\$59,783	\$ 38,266
Reported stock-based compensation expense, net of tax	2,691	2,749	5,121	17,431
Pro forma stock-based compensation expense, net of tax	(4,809)	(3,828)	(9,391)	(19,553)
<b>Pro forma net income</b>	<b>\$28,302</b>	<b>\$22,428</b>	<b>\$55,513</b>	<b>\$ 36,144</b>
<b>Net income per share – basic:</b>				
As reported	\$ 0.32	\$ 0.25	\$ 0.62	\$ 0.41
Pro forma	\$ 0.30	\$ 0.24	\$ 0.58	\$ 0.38
<b>Net income per share – diluted:</b>				
As reported	\$ 0.31	\$ 0.24	\$ 0.61	\$ 0.40
Pro forma	\$ 0.29	\$ 0.23	\$ 0.57	\$ 0.37

#### *New Accounting Pronouncements*

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN No. 46"), *Consolidation of Variable Interest Entities*, to expand upon existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of another entity. In December 2003, the FASB revised FIN No. 46 to provide more clarification. Until now, a company generally has included another entity in its consolidated financial statements only if it controlled the entity through voting interests. FIN No. 46 changes that by requiring a variable interest entity, as defined, to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. FIN No. 46, as revised, did not have a material impact on the Company's consolidated financial statements.

### 3. Earnings Per Share

Basic earnings per share (“EPS”) is calculated by dividing net income by the weighted-average number of shares of common stock outstanding. Diluted EPS includes the components of basic EPS and also gives effect to dilutive potential common stock equivalents.

For purposes of calculating basic and diluted earnings per share, vested restricted stock awards and exercised stock options are considered outstanding. For diluted EPS, a portion of unvested restricted stock awards and unexercised stock options that are “in-the-money” are also considered common stock equivalents. Restricted stock awards vest 25 percent on each anniversary of the grant date and are not considered outstanding in basic earnings per share until the vesting date.

The following table presents computations of basic and diluted EPS in accordance with accounting principles generally accepted in the United States of America:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
Net income as reported	\$ 30,420	\$ 23,507	\$ 59,783	\$ 38,266
Weighted-average number of shares of common stock for basic	95,871,216	95,127,936	95,833,724	94,096,400
Incremental effect of dilutive common stock equivalents:				
Unvested restricted stock awards	933,592	1,124,709	814,827	1,827,082
Unexercised in-the-money stock options	1,524,866	816,880	1,289,154	881,407
Weighted-average number of share of common stock for diluted	98,329,763	97,069,525	97,937,705	96,804,889
Earnings per share—basic	\$ 0.32	\$ 0.25	\$ 0.62	\$ 0.41
Earnings per share—diluted	\$ 0.31	\$ 0.24	\$ 0.61	\$ 0.40

### 4. Acquisitions

#### *Cyborg Worldwide, Inc.*

On June 5, 2003, the Company purchased Cyborg Worldwide, Inc., the parent of Cyborg Systems, Inc. (“Cyborg”), a global provider of human resources management software and payroll services. Cyborg operates within the Company’s Outsourcing segment. The purchase price totaled \$43,645, and was comprised of \$43,000 of cash and \$645 of acquisition related costs, plus the potential for additional performance-based consideration of up to \$30,000, determined annually and payable through 2006. The Company expects all of the goodwill to be deductible for U.S. tax purposes.

#### *Benefits Administration and Actuarial Business of the Northern Trust Corporation*

On June 15, 2003, the Company acquired substantially all of the assets of Northern Trust Retirement Consulting LLC, Northern Trust Corporation’s retirement consulting and administration business (“NTRC”), which provides retirement consulting and actuarial services and defined benefit, defined contribution and retiree health and welfare administration services. The benefits administration business operates within the Company’s Outsourcing segment and the retirement consulting and actuarial business within the Consulting segment. The purchase price was comprised of \$17,600 in cash for the assignment of client, vendor and third-party contract rights and obligations applicable to the acquired business, computer equipment, furniture and leasehold improvements owned or leased by NTRC in its Atlanta, Georgia facility, the assumption of NTRC’s real estate lease obligation for its Atlanta, Georgia facility, and a preliminary allocation of \$7,821 to goodwill. The Company expects all of the goodwill to be deductible for U.S. tax purposes.

## 5. Client Receivables and Unbilled Work in Process

Client receivables and unbilled work in process, net of allowances, at March 31, 2004 and September 30, 2003, consisted of the following:

	March 31, 2004	September 30, 2003
Client receivables	\$269,477	\$ 278,966
Unbilled work in process	184,506	182,464
	<u>\$453,983</u>	<u>\$ 461,430</u>

As of March 31, 2004 and 2003, \$13,928 and \$7,143, respectively, of long-term unbilled work in process is classified within other assets, net.

## 6. Goodwill and Other Intangible Assets

The Company tests goodwill for impairment annually or whenever indicators of impairment arise. During the six months ended March 31, 2004, no impairments were recognized.

The following is a summary of changes in the carrying amount of goodwill for the six months ended March 31, 2004:

	Outsourcing Segment	Consulting Segment	Total
Balance at September 30, 2003	\$ 26,741	\$232,553	\$259,294
Additions and other adjustments	2,774	(1,101)	1,673
Effect of changes in foreign exchange rates	366	22,832	23,198
Balance at March 31, 2004	<u>\$ 29,881</u>	<u>\$254,284</u>	<u>\$284,165</u>

Goodwill additions during the six months ended March 31, 2004 resulted from the acquisitions of the remaining interest in two of the Company's joint ventures, one in Puerto Rico and one in India. Goodwill adjustments during the six months ended March 31, 2004 resulted from purchase price allocation adjustments related to the NTRC acquisition and an acquisition in the Netherlands.

Intangible assets with definite useful lives are amortized over their estimated useful lives and are tested for impairment whenever indicators of impairment arise. The following is a summary of intangible assets at March 31, 2004 and September 30, 2003:

Definite useful life	March 31, 2004			September 30, 2003		
	Gross Carrying Amount	Accumulated Amortization	Total	Gross Carrying Amount	Accumulated Amortization	Total
Capitalized software	\$225,146	\$ 140,481	\$ 84,665	\$219,220	\$ 124,166	\$ 95,054
Trademarks	12,680	4,581	8,099	11,517	2,962	8,555
Customer relationships	110,814	6,304	104,510	102,392	3,407	98,985
Total	<u>\$348,640</u>	<u>\$ 151,366</u>	<u>\$197,274</u>	<u>\$333,129</u>	<u>\$ 130,535</u>	<u>\$202,594</u>

Amortization expense related to definite-lived intangible assets for the three and six months ended March 31, 2004 and 2003, are as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
Capitalized software	\$ 8,756	\$7,917	\$17,563	\$14,956
Trademarks	716	498	1,316	1,007
Customer relationships	1,366	—	2,586	—
<b>Total</b>	<b>\$10,838</b>	<b>\$8,415</b>	<b>\$21,465</b>	<b>\$15,963</b>

On June 5, 2002, the Company acquired the actuarial and benefits consulting business of Bacon & Woodrow in the United Kingdom. The allocation of the purchase price to acquired net assets resulted in the allocation of £45,200, or \$65,874 as of the acquisition date, to a customer relationships intangible asset with an indefinite life. In the quarter ended September 30, 2003, the Company began amortizing the customer relationships intangible asset in two classes over 15 and 30 years and on a straight-line basis. The allocation between the two classes was based primarily on customer revenue size. The useful life for each class was based primarily on historical customer turnover, the relative difficulty in the ability of customers to switch service providers and the nature and complexity of the customers. At March 31, 2004, the Bacon & Woodrow customer relationships intangible asset was \$83,317 at the then current exchange rate. The Company estimates that it will record amortization expense of approximately £408 (\$745 at a March 31, 2004 exchange rate) per quarter thereafter through the end of the 15 year period and approximately £345 (\$630 at a March 31, 2004 exchange rate) per quarter thereafter through the end of the 30 year period.

Estimated amortization expense related to intangible assets with definite lives at September 30, 2003, for each of the years in the five-year period ending September 30, 2008 and thereafter is as follows:

Fiscal year ending:	2004	2005	2006	2007	2008	2009 and thereafter	Total
Estimated intangibles amortization expense	\$39,716	\$32,881	\$26,095	\$17,516	\$10,865	\$75,521	\$202,594

## 7. Related Party Transactions

From May 31, 2002, through September 30, 2007, Hewitt Associates LLC, a subsidiary of the Company, is providing certain support services to Hewitt Holdings, primarily in the financial, real estate and legal departments, as may be requested by Hewitt Holdings from time to time. Hewitt Holdings will pay Hewitt Associates LLC an annual fee of \$50 for basic services and an additional fee for additional services on a time-and-materials basis. Through March 31, 2004, fees for services Hewitt Associates LLC provided under the services agreement, totaling \$69 for the six months ended March 31, 2004 and \$326 for the comparable prior year period, have been paid by Hewitt Holdings.

## 8. Pension and Postretirement Benefit Plans

The Company has defined benefit pension plans to provide benefits to eligible employees outside of North America. It is the Company's policy to fund these plans in accordance with local practice and legislation. The Company also provides health benefits for retired employees and certain dependents when the employee becomes eligible for these benefits by satisfying plan provisions, which include certain age and service requirements. The health benefit plans covering substantially all U.S. and Canadian employees are contributory, with contributions reviewed annually and adjusted as appropriate.

The components of net periodic benefit costs for the three and six months ended March 31, 2004 and 2003, include:

	Pension Benefits				Health Benefits			
	Three Months Ended March 31,		Six Months Ended March 31,		Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003	2004	2003	2004	2003
<b>Components of Net Periodic Benefit Cost</b>								
Service cost	\$ 2,187	\$ 789	\$ 4,232	\$ 1,552	\$ 295	\$ 201	\$ 590	\$ 402
Interest cost	1,777	1,027	3,444	2,028	173	149	346	299
Expected return on plan assets	(1,558)	(831)	(3,022)	(1,641)	—	—	—	—
Amortization of:								
Unrecognized prior service cost	—	—	—	—	45	40	90	80
Unrecognized loss	92	—	177	—	29	17	58	33
Transition obligation	162	150	310	297	8	8	16	17
<b>Net periodic benefit cost</b>	<b>\$ 2,660</b>	<b>\$ 1,135</b>	<b>\$ 5,141</b>	<b>\$ 2,236</b>	<b>\$ 550</b>	<b>\$ 415</b>	<b>\$ 1,100</b>	<b>\$ 831</b>

As of March 31, 2004, \$4,291 of contributions have been made to the pension plans in fiscal 2004. The Company presently anticipates contributing an additional \$5 million to fund its pension plans during 2004 for a total of \$9 million. As of March 31, 2004, \$144 of contributions have been made to the health benefit plans in fiscal 2004. The Company presently anticipates contributing an additional \$0.1 million to fund its health benefit plans during 2004 for a total of \$0.3 million.

On December 8, 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the “Act”) became effective. The Act introduces a prescription drug benefit under Medicare (Medicare Part D) as well as a federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least the actuarial equivalent of Medicare Part D.

The Company has elected to defer the recognition of the federal subsidy within the accumulated postretirement benefit obligation and the net periodic postretirement benefit costs, in accordance with the FASB Staff Position (“FSP”) 106-1 (“FSP 106-1”), *Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003*. The financial statements and the notes to the financial statements do not include the effect of the Act on the accumulated postretirement benefit obligation or the net periodic postretirement benefit cost. Specific authoritative guidance on the accounting for the federal subsidy is pending and that guidance, when issued, could require the Company to change previously reported information.

## 9. Stock-Based Compensation Plans

In 2002, the Company adopted the Hewitt Associates, Inc. Global Stock and Incentive Compensation Plan (the “Plan”) for employees and directors. The Plan is administered by the Compensation and Leadership Committee of the Board of Directors of the Company (the “Committee”). Under the Plan, employees and directors may receive awards of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, and cash-based awards, and employees can also receive incentive stock options. As of March 31, 2004, only restricted stock, restricted stock units and nonqualified stock options have been granted. A total of 25,000,000 shares of Class A common stock has been reserved for issuance under the Plan. As of March 31, 2004, there were 12,097,854 shares available for grant under the Plan.

### *Restricted Stock and Restricted Stock Units*

In connection with the initial public offering in June 2002, the Company granted 5,789,908 shares of Class A restricted stock and restricted stock units at \$19.02 per weighted share to employees. The restricted stock and restricted stock units have substantially the same terms, except the holders of restricted stock units do not have voting rights.

During the three and six months ended March 31, 2004, compensation and related expenses of \$4,561 and \$8,680, respectively, were recorded for the initial public offering-related awards. During the three and six months ended March 31, 2003, compensation and related expenses of \$4,659 and \$29,544, respectively, were recorded for the initial public offering-related awards. On December 31, 2002, 1,967,843 shares of restricted stock vested and 91,458 restricted stock units vested and the restricted stock units were converted to Class A common stock and cash.

As of March 31, 2004, the \$36,073 of unearned compensation within stockholders' equity is related to the unvested initial public offering restricted stock awards and will be amortized evenly as the awards vest through June 27, 2006, and adjusted for payroll taxes and forfeitures.

#### *Stock Options*

The Committee may grant both incentive stock options and nonqualified stock options to purchase shares of Class A common stock. Subject to the terms and provisions of the Plan, options may be granted to participants in such number, and upon such terms, as determined by the Committee, provided that incentive stock options may not be granted to non-employee directors. The option price is determined by the Committee, provided that for options issued to participants in the United States, the option price may not be less than 100% of the fair market value of the shares on the date the option is granted and no option may be exercisable later than the tenth anniversary of its grant. The nonqualified stock options granted vest annually over a period of four years. As of March 31, 2004, the Company has 7,556,185 options outstanding with a weighted average exercise price of \$21.80.

#### **10. Legal Proceedings**

The Company is occasionally subject to lawsuits and claims arising in the normal conduct of business. Management does not expect the outcome of any pending claim to have a material adverse affect on the business, financial condition or results of operations of the Company.

The Company provides indemnifications of varying scope and size to certain customers against claims of intellectual property infringement made by third parties arising from the use of our products or receipt of our services. The Company evaluates estimated losses for such indemnifications under SFAS 5, *Accounting for Contingencies*, as interpreted by FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*. Management considers such factors as the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. As of March 31, 2004, the Company had no outstanding claims and was not subject to any pending litigation alleging that the Company's products or services infringe the intellectual property rights of any third parties.

#### **11. Other Comprehensive Income**

The following table presents the after-tax components of the Company's other comprehensive income for the periods presented:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
Net income	\$30,420	\$23,507	\$59,783	\$38,266
Other comprehensive income:				
Foreign currency translation adjustments	10,921	(2,882)	36,200	3,364
Accumulated other comprehensive income	\$41,341	\$20,625	\$95,983	\$41,630

The change in the foreign currency translation during the three months ended March 31, 2004, as compared to the three months ended March 31, 2003, was primarily due to an increase in the value of the British pound sterling relative to the U.S. dollar.

## 12. Segment Data

Under SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company has determined that it has two reportable segments based on similarities among the operating units including homogeneity of services, service delivery methods, and use of technology. The two segments are Outsourcing and Consulting.

- **Outsourcing**—Hewitt applies its human resources expertise and employs its integrated technology systems to administer its clients' human resource programs: benefits, payroll and workforce management. Benefits outsourcing services include health and welfare (such as medical plans), defined contribution (such as 401(k) plans), and defined benefit (such as pension plans). The Company's expanded outsourcing service offering includes payroll administration, which allows Hewitt to provide clients with a standalone payroll service and enables Hewitt to complete its comprehensive range of human resources services. Hewitt's payroll services include fully outsourced payroll processing to payroll software licensing. Hewitt's workforce management outsourcing services include workforce administration, rewards management, recruiting and staffing, performance management, learning and development, and talent management.
- **Consulting**—Hewitt provides a wide array of consulting and actuarial services covering the design, implementation, communication and operation of health and welfare, compensation and retirement plans, and broader human resources programs and processes.

Hewitt operates many of the administrative and support functions of its business through the use of centralized shared service operations to provide an economical and effective means of supporting the Outsourcing and Consulting segments. These shared services include information systems, human resources, general office support and space management, overall corporate management, finance and legal services. Additionally, Hewitt utilizes a client development group that markets the entire spectrum of its services and devotes resources to maintaining existing client relationships. The compensation and related expenses, other operating expenses, and selling, general and administrative expenses of the administrative and marketing functions are not allocated to the business segments, rather, they are included in unallocated shared costs. The costs of information systems, human resources and the direct client delivery activities provided by the client development function are, however, allocated to the Outsourcing and Consulting segments on a specific identification basis or based on usage or headcount.

The table below presents information about the Company's reportable segments for the periods presented:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2004	2003	2004	2003
<b>Outsourcing (1)</b>				
Revenues before reimbursements (net revenues)	\$350,991	\$295,919	\$ 706,074	\$604,092
Segment income	69,904	53,334	149,585	122,047
<b>Consulting</b>				
Revenues before reimbursements (net revenues)	\$195,344	\$182,137	\$ 372,225	\$354,283
Segment income	36,195	39,977	58,628	66,178
<b>Total Company</b>				
Revenues before reimbursements (net revenues)	\$546,335	\$478,056	\$1,078,299	\$958,375
Reimbursements	13,145	13,928	31,870	27,534
<b>Total revenues</b>	<b>\$559,480</b>	<b>\$491,984</b>	<b>\$1,110,169</b>	<b>\$985,909</b>
Segment income	\$106,099	\$ 93,311	\$ 208,213	\$188,225
Charges not recorded at the Segment level – Initial public offering restricted stock awards (2)	4,561	4,659	8,680	29,544
Unallocated shared costs	46,072	44,907	88,138	84,890
<b>Operating income</b>	<b>\$ 55,466</b>	<b>\$ 43,745</b>	<b>\$ 111,395</b>	<b>\$ 73,791</b>

- (1) On June 5, 2003, the Company acquired Cyborg and on June 15, 2003, the Company acquired substantially all of the assets of NTRC (see Note 4). As such, their results are included in the Company's results from the respective acquisition dates.
- (2) Compensation expense of \$4,561 and \$4,659 for the three months ended March 31, 2004 and 2003, respectively, and \$8,680 and \$29,544 for the six months ended March 31, 2004 and 2003, respectively, related to the amortization of initial public offering restricted stock awards.

### 13. Subsequent Event

On April 16, 2004, the Company filed a Registration Statement on Form S-3 with the Securities and Exchange Commission to facilitate possible future underwritten secondary offerings, block trades and other sales by former owners of Hewitt Holdings LLC and former partners of Bacon & Woodrow. The registration statement was filed, in part, to facilitate future requests under a registration rights agreement which the Company entered into at the time of its initial public offering.

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

*The following information should be read in conjunction with the information contained in our consolidated financial statements and related notes presented earlier in this Quarterly Report on Form 10-Q. Please also refer to our consolidated financial statements and related notes and the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for additional information. In addition to historical information, this Quarterly Report on Form 10-Q may contain forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from management's expectations. Please see some of the risks and uncertainties described below and in the "Notes Regarding Forward-Looking Statements" which appears later in this section.*

*We use the terms "Hewitt", "the Company", "we", "us" and "our" to refer to the business of Hewitt Associates, Inc. and its subsidiaries.*

*We use the term "Hewitt Holdings" to refer to Hewitt Holdings LLC. Hewitt was a wholly-owned subsidiary of Hewitt Holdings prior to Hewitt's initial public offering in June 2002.*

*We use the term "owner" to refer to the individuals who are current or retired members of Hewitt Holdings LLC. These individuals (with the exception of our retired owners) became employees of Hewitt Associates, Inc. upon the completion of our transition to a corporate structure on May 31, 2002.*

*All references to years, unless otherwise noted, refer to our fiscal years, which end on September 30. For example, a reference to "2004" or "fiscal 2004" means the twelve-month period that ends September 30, 2004. All references to percentages contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations" refer to calculations based on the amounts in our consolidated financial statements, presented earlier in this Quarterly Report on Form 10-Q. Certain prior period amounts have been reclassified to conform with the current year presentation.*

### **Overview**

Hewitt Associates, Inc., a Delaware corporation, and its subsidiaries provide global human resources outsourcing and consulting services. Of our \$2.0 billion of consolidated net revenues for fiscal 2003, 63% was generated in our Outsourcing segment and 37% was generated in our Consulting segment. For the first six months of 2004, Outsourcing accounted for 65% of net revenues, while Consulting accounted for 35%.

#### *Outsourcing*

Through our outsourcing business, we apply our human resources expertise and employ our integrated technology systems to administer our clients' human resources programs. Under our typical three- to five-year contracts, we generate our fees by assuming and automating the resource-intensive processes required to administer our clients' human resources programs, providing on-line tools and information that support decision-making and transactions by our clients and their employees.

Since we first began providing outsourcing services in 1991, we have made significant investments in technology, personnel and office space to build our capabilities and address market opportunity. To maintain our outsourcing leadership position, we remain committed to making significant ongoing investments in technology, infrastructure, and people, in expanding our business and driving greater efficiencies. With the investments that we have made in the benefits administration business to date, our recent acquisitions of Cyborg and NTRC, and our investments in workforce management administration, we expect to be able to continue to improve our outsourcing capabilities and attract new clients.

### *Consulting*

In our consulting business, we are engaged by our clients to provide a wide range of human resources services for fees. We experience a high level of recurring work because of our clients' annual needs for certain of our services, such as actuarial valuations of defined benefit plans and consultation regarding the processes of compensation review and health plan selection and negotiation. Certain of our consulting services, however, support more discretionary or event-driven client activities, including the re-engineering of a client's human resources policies, corporate restructuring and change (e.g. mergers and acquisitions), and programs and projects designed to improve human resources effectiveness. As we have seen in our business and industry, the demand for these services can be affected by general economic conditions, the financial position of our clients and the particular strategic activities they may be considering, and, therefore, is variable from period to period and more difficult for us to predict.

### *Consolidated Financial Highlights*

Net revenues increased 14% to \$546 million in the second quarter of 2004 from \$478 million in the prior year second quarter. For the six months ended March 31, 2004, net revenues increased 13% to \$1,078 million from \$958 million in the comparable prior year period. The net effects of favorable foreign currency translation principally from the strengthening of European currencies relative to the U.S. dollar was approximately \$13 million and \$22 million for the three and six months ended March 31, 2004. Revenues from acquisitions of approximately \$29 million and \$53 million for the three and six month periods also contributed significantly to the increases. After adjusting for these factors, net revenues increased \$27 million, or 6%, for the three months and \$45 million, or 5%, for the six months ended March 31, 2004. During the second quarter, we continued to see growth in the number of Outsourcing clients and participants we serve. Consulting growth was flat for the quarter and down 1% for the first six months of 2004. Declines in demand for our discretionary consulting services were offset by growth in health benefit and retirement plan consulting.

Operating income increased 27% to \$55 million from \$44 million in the prior year second quarter and increased 51% to \$111 million from \$74 million in the six months ended March 31, 2004. During the second quarter of 2004, operating income as a percentage of revenue increased to 10% from 9% in the prior year quarter. For the six months ended March 31, 2004 and 2003, a non-cash one-time grant of initial public offering restricted stock awards had a significant impact on the prior year results. Excluding the amortization of the non-cash initial public offering stock awards of \$9 million and \$30 million for the six months ended March 31, 2004 and 2003, respectively, operating income was \$120 million and \$103 million for these respective periods, an increase of 16% year over year. Excluding the initial public offering stock awards, operating income as a percentage of revenue was 11% in both the six months ended March 31, 2004 and 2003, respectively. Increases in Outsourcing segment margin related to continued efforts to leverage scale and technology in our benefits delivery outsourcing business were offset by decreases in Consulting segment margin primarily related to generally flat revenue growth and increased costs in Europe for expanded office space and higher amortization of intangible assets than in the prior year.

### *Rule 144 Sales*

On January 28, 2004, our Board of Directors authorized sales by holders of Class B and Class C common stock of up to 1 million shares per quarter, in the aggregate, pursuant to Rule 144 of the Securities Act of 1933. Since the plan was approved, 853,845 shares of stock have been converted from Class B and Class C common stock to Class A common stock and have been sold under Rule 144.

### *Shelf Registration Statement*

On April 16, 2004, the Company filed a Registration Statement on Form S-3 with the Securities and Exchange Commission to facilitate possible future underwritten secondary offerings, block trades and other sales by the former owners and the former partners of Bacon & Woodrow. The registration statement was filed, in part, to facilitate future requests under a registration rights agreement which the Company entered into at the time of its initial public offering.

## **Critical Accounting Policies and Estimates**

For a more detailed description of our significant accounting policies and basis of presentation, see our Annual Report on Form 10-K for the fiscal year ended September 30, 2003.

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements and this quarterly report. The process of determining significant estimates is fact specific and takes into account factors such as historical experience, known facts, current and expected economic conditions and, in some cases, actuarial techniques. We periodically reevaluate these significant factors and make adjustments when facts and circumstances change, however, actual results may differ from estimates. Certain of our accounting policies require higher degrees of judgment than others in their application. These include certain aspects of accounting for revenue recognition, performance-based compensation, accounts receivable and unbilled work in process and goodwill and other intangible assets.

### *Revenues*

We enter into numerous service contracts through our outsourcing and consulting businesses. Outsourcing contract terms typically range from three to five years, while consulting arrangements are generally of a short-term nature. The Company has contracts for multiple services primarily in the Outsourcing segment. In these contracts, standalone deliverables include core services, such as Defined Benefit, Health & Welfare or Defined Contribution Benefit Plan Administration, and standalone ancillary services, such as *Your Total Rewards*, which are tracked and valued separately. While determining fair value and identifying separate elements requires judgment, generally fair value and the separate elements are readily identifiable as we also provide those services on a standalone basis. Consulting services provided in connection with outsourcing engagements are accounted for at the time services are provided and are valued based on prevailing market rates. Most consulting assignments are also very short-term in nature, so that the risks of recognizing revenue in the wrong period or at different values for separate elements is significantly reduced.

The Company's clients typically pay for consulting services either on a time-and-materials or on a fixed-fee basis. On fixed-fee engagements, revenues are recognized either as services are provided using the proportional performance method and estimates of overall profitability and stages of project completion, or at the completion of a project, based on facts and circumstances of the client arrangement.

Losses on outsourcing or consulting arrangements are recognized during the period in which a loss becomes probable and the amount of the loss is reasonably estimable. Contract or project losses are determined to be the amount by which the estimated direct and a portion of indirect costs exceed the estimated total revenues that will be generated by the arrangement. Estimates are monitored during the term of the arrangement and any changes to estimates are recorded in the current period and can result in either increases or decreases to income.

### *Performance-Based Compensation*

Our compensation program includes a performance-based component that is determined by management. Performance-based compensation is discretionary and is based on individual, team, and total Company performance. The amount of expense for performance-based compensation recognized at interim and annual reporting dates involves judgment, is based on our quarterly and annual results as compared to our internal targets, and takes into account other factors, including industry trends and the general economic environment. Annual performance-based compensation levels may vary from current expectations as a result of changes in the actual performance of the Company, team or individual. As such, accrued amounts are subject to change in future periods if actual future performance varies from performance levels anticipated in prior interim periods.

#### *Accounts Receivable and Unbilled Work In Process*

We periodically evaluate the collectibility of our client receivables and unbilled work in process based on a combination of factors. In circumstances where we are aware of a specific client's difficulty in meeting its financial obligations to us (e.g., bankruptcy, failure to pay amounts due to us or to others), we record an allowance for doubtful accounts to reduce the client receivable to what we reasonably believe will be collected. For all other clients, we recognize an allowance for doubtful accounts based on past write-off history and the length of time the receivables are past due. Facts and circumstances may change, which would require us to alter our estimates of the collectibility of client receivables and unbilled work in process. Factors mitigating this risk include our diverse client base and, for the three and six months ended March 31, 2004 and 2003, no single client accounted for more than 10% of our total revenues.

#### *Goodwill and Other Intangible Assets*

Since 2002, we have completed several acquisitions using the purchase method of accounting. The amounts assigned to the identifiable assets and liabilities acquired in connection with these acquisitions were based on estimated fair values as of the date of the acquisitions, with the remainder recorded as goodwill. Estimates of fair value have been based primarily upon future cash flow projections for the acquired business and net assets, discounted to present value using a risk adjusted discount rate. In connection with these acquisitions, we have recorded significant amounts of intangible assets, including goodwill.

We evaluate our goodwill for impairment whenever indicators of impairment exist, with reviews at least annually. The evaluation is based upon a comparison of the estimated fair value of the reporting unit to which the goodwill has been assigned to the sum of the carrying value of the assets and liabilities for that reporting unit. The fair values used in this evaluation are estimated based upon discounted future cash flow projections for the reporting unit. Our estimate of future cash flows is based on our experience, knowledge and typically third-party advice or market data. However, these estimates can be affected by other factors and economic conditions that can be difficult to predict. Intangible assets with definite lives are amortized over their estimated useful lives and are reviewed for impairment if indicators of impairment arise.

#### **Historical Results of Operations**

The following tables set forth our historical results of operations as a percentage of net revenues. The information for each of the three and six-month periods is derived from unaudited consolidated financial statements which were prepared on the same basis as the annual consolidated financial statements. In our opinion, information for the three and six months ended March 31, 2004 and 2003 contains all adjustments, consisting only of normal recurring adjustments, necessary, in the opinion of management, to fairly present this information. Operating results for any period are not necessarily indicative of results for any future periods.

### Three Months Ended March 31, 2004 and 2003

	Three Months Ended March 31,		Increase/ (Decrease)		% of Net Revenue Three Months Ended March 31,	
	2004	2003	Amount	%	2004	2003
(in thousands)						
<b>Revenues:</b>						
Revenues before reimbursements (net revenues)	\$546,335	\$ 478,056	\$68,279	14.3%	100.0%	100.0%
Reimbursements	13,145	13,928	(783)	(5.6)	2.4	2.9
<b>Total revenues</b>	<b>559,480</b>	<b>491,984</b>	<b>67,496</b>	<b>13.7</b>	<b>102.4</b>	<b>102.9</b>
<b>Operating expenses:</b>						
Compensation and related expenses, excluding initial public offering restricted stock awards	347,806	309,871	37,935	12.2	63.6	64.8
Initial public offering restricted stock awards	4,561	4,659	(98)	(2.1)	0.8	1.0
Reimbursable expenses	13,145	13,928	(783)	(5.6)	2.4	2.9
Other operating expenses	110,782	94,098	16,684	17.7	20.3	19.7
Selling, general and administrative expenses	27,720	25,683	2,037	7.9	5.1	5.3
<b>Total operating expenses</b>	<b>504,014</b>	<b>448,239</b>	<b>55,775</b>	<b>12.4</b>	<b>92.2</b>	<b>93.7</b>
<b>Operating income</b>	<b>55,466</b>	<b>43,745</b>	<b>11,721</b>	<b>26.8</b>	<b>10.2</b>	<b>9.2</b>
Other expenses, net	(3,690)	(3,984)	294	(7.4)	(0.7)	(0.9)
<b>Income before income taxes</b>	<b>51,776</b>	<b>39,761</b>	<b>12,015</b>	<b>30.2</b>	<b>9.5</b>	<b>8.3</b>
Provision for income taxes	21,356	16,254	5,102	31.4	3.9	3.4
<b>Net income</b>	<b>\$ 30,420</b>	<b>\$ 23,507</b>	<b>\$ 6,913</b>	<b>29.4%</b>	<b>5.6%</b>	<b>4.9%</b>

#### Net Revenues

Net revenues for the three months ended March 31, 2004, increased 14% to \$546 million from \$478 million in the comparable prior year period. Adjusting for the favorable effects of acquisitions of approximately \$29 million and the net favorable effects of foreign currency translation of approximately \$13 million, net revenues grew 6%. Outsourcing net revenues increased by 19% to \$351 million in the quarter from \$296 million in the comparable prior year period. Excluding the favorable effects of the acquisitions of Cyborg, NTRC and the majority interest in our Puerto Rico operations of approximately \$26 million and the net favorable effects of foreign currency translation of approximately \$2 million, Outsourcing net revenues increased 9% in the quarter. Outsourcing revenue growth was from the addition of core services for new and existing clients. Consulting net revenues increased by 7% to \$195 million from \$182 million in the comparable prior year period. The majority of this growth was due to the net favorable effect of foreign currency translation of approximately \$11 million and the favorable effect of acquisitions of approximately \$2 million for NTRC, the majority interest in our Puerto Rico operations and a small acquisition in Ireland. Adjusting for the effects of foreign currency and the acquisitions, Consulting net revenue growth was flat in the three months ended March 31, 2004, as compared to the prior year period. A slight decline in revenues for discretionary consulting services was offset by growth in health benefit and retirement plan consulting.

### *Compensation and Related Expenses*

Compensation and related expenses (which include all personnel and outside contractor costs and related expenses) increased 12% to \$348 million for the three months ended March 31, 2004, from \$310 million in the comparable prior year period, but declined as a percentage of net revenues to 64% from 65%, respectively. This decrease as a percentage of net revenues is primarily due to our continued effort to increase productivity and leverage technology within our benefits administration outsourcing business. These efficiencies were offset by increased compensation expenses of \$38 million due to increases in employee headcount from acquisitions in 2003 and 2004, wage increases, and increases in outsourcing personnel to support the growth of workforce management and benefits administration outsourcing. Excluding higher costs from acquisitions of approximately \$17 million and the unfavorable effects of foreign currency translation of approximately \$9 million, compensation and related expenses increased 4%.

### *Initial Public Offering Restricted Stock Awards*

In connection with our initial public offering on June 27, 2002, we granted approximately 5.8 million shares of Class A restricted stock and restricted stock units to our employees. Compensation and related payroll tax expenses of approximately \$75 million were recorded as initial public offering restricted stock award expense from June 27, 2002 through March 31, 2004, of which \$5 million was recorded in both the three months ended March 31, 2004 and 2003. The remaining \$36 million of unearned compensation as of March 31, 2004 will be recognized evenly through June 27, 2006, and adjusted for payroll taxes and forfeitures as they arise.

### *Other Operating Expenses*

Other operating expenses (which include technology, occupancy and non-compensation related direct client service costs) increased 18% to \$111 million in the three months ended March 31, 2004, from \$94 million in the comparable prior year period, but remained constant at 20% of net revenues in both years. The \$17 million period-over-period increase in other operating expenses primarily reflects increases in outside vendor expenses for services we provide to our clients, the inclusion of operating costs from businesses we acquired in 2003 and 2004, increased telecommunications expenses in our Outsourcing segment, and increased rental expenses in Consulting. Excluding the effects of the acquisitions of approximately \$4 million, other operating expenses as a percentage of net revenues increased to 21% compared to 20% for the three months ended March 31, 2004 and 2003, respectively. The increase as a percentage of net revenues was primarily the result of the increased outside vendor expenses and telecommunications expenses to support expanded and new Outsourcing segment business.

### *Selling, General and Administrative Expenses*

Selling, general and administrative (“SG&A”) expenses (which include promotion and marketing costs, corporate professional services, provisions for doubtful accounts and other general office expenses) increased 8%, or \$2 million, to \$28 million in the three months ended March 31, 2004 from \$26 million in the comparable prior year period, but remained flat as a percentage of revenues, at 5%, in both periods. The \$2 million increase resulted from an increase in the amortization of intangible assets, increased insurance costs and increased professional service fees, which were offset by lower bad debt expense in the current year quarter.

### *Other Expenses, Net*

Other expenses, net (which includes interest expense, interest income, equity earnings on unconsolidated ventures and other miscellaneous items) were \$4 million in both the three months ended March 31, 2004 and 2003. The largest component, interest expense, was also flat at \$5 million in the current and prior year quarter. As a percentage of net revenues, other expenses, net was 1% or less in both periods.

### Provision for Income Taxes

The provision for income taxes was \$21 million for the three months ended March 31, 2004, compared to \$16 million in the comparable prior year period, an increase of 31%. The increase in the provision for income taxes in the three months ended March 31, 2004, over the comparable prior year period is due to increased income before income taxes. For the year ending September 30, 2004, the Company expects to report an effective tax rate of approximately 41% of its income before income taxes and as such, has apportioned the estimated income tax provision for the year to the quarter, based on the ratio of each quarter's income before income taxes to estimated annual income before income taxes. These estimates reflect the information available at this time and our best judgment, however, actual income or taxes may differ.

### Six Months Ended March 31, 2004 and 2003

	Six Months Ended March 31,		Increase/(Decrease)		% of Net Revenue Six Months Ended March 31,	
	2004	2003	Amount	%	2004	2003
	(in thousands)					
<b>Revenues:</b>						
Revenues before reimbursements (net revenues)	\$1,078,299	\$ 958,375	\$119,924	12.5%	100.0	100.0%
Reimbursements	31,870	27,534	4,336	15.7	3.0	2.9
<b>Total revenues</b>	<b>1,110,169</b>	<b>985,909</b>	<b>124,260</b>	<b>12.6</b>	<b>103.0</b>	<b>102.9</b>
<b>Operating expenses:</b>						
Compensation and related expenses, excluding initial public offering restricted stock awards	688,010	621,410	66,600	10.7	63.8	64.8
Initial public offering restricted stock awards	8,680	29,544	(20,864)	(70.6)	0.8	3.1
Reimbursable expenses	31,870	27,534	4,336	15.7	3.0	2.9
Other operating expenses	215,509	188,511	26,998	14.3	20.0	19.7
Selling, general and administrative expenses	54,705	45,119	9,586	21.2	5.1	4.7
<b>Total operating expenses</b>	<b>998,774</b>	<b>912,118</b>	<b>86,656</b>	<b>9.5</b>	<b>92.7</b>	<b>95.2</b>
<b>Operating income</b>	<b>111,395</b>	<b>73,791</b>	<b>37,604</b>	<b>51.0</b>	<b>10.3</b>	<b>7.7</b>
Other expenses, net	(10,068)	(8,934)	(1,134)	12.7	(0.9)	(0.9)
<b>Income before income taxes</b>	<b>101,327</b>	<b>64,857</b>	<b>36,470</b>	<b>56.2</b>	<b>9.4</b>	<b>6.8</b>
Provision for income taxes	41,544	26,591	14,953	56.2	3.9	2.8
<b>Net income</b>	<b>\$ 59,783</b>	<b>\$ 38,266</b>	<b>\$ 21,517</b>	<b>56.2%</b>	<b>5.5%</b>	<b>4.0%</b>

### Net Revenues

Net revenues for the six months ended March 31, 2004, increased 13% to \$1,078 million from \$958 million in the comparable prior year period. Adjusting for the favorable effects of acquisitions of approximately \$53 million and foreign currency translation of approximately \$22 million, net revenues grew 5%. Outsourcing net revenues increased by 17% to \$706 million from \$604 million in the comparable prior year period. Excluding the favorable effects of the acquisitions of Cyborg, NTRC, and the majority interest in our Puerto Rico operations of approximately \$49 million, and the effects of favorable foreign currency translation of approximately \$3 million, Outsourcing net revenues increased 8% in the six months ended March 31, 2004. Outsourcing revenue growth was from the addition of new client work as well as an increase in one-time projects. Consulting net revenues increased by 5% to \$372 million from \$354 million in the comparable prior year period. The majority of this growth was due

to the effect of favorable foreign currency translation of approximately \$19 million and the effect of acquisitions of approximately \$4 million for NTRC, the majority interest in our Puerto Rico operations and a small acquisition in Ireland. Adjusting for the favorable effects of foreign currency and the acquisitions, Consulting net revenues decreased 1% in the six months ended March 31, 2004, as compared to the prior year period. Declines in demand for our discretionary consulting services were offset by growth in health benefit management and retirement plan consulting.

#### *Compensation and Related Expenses*

Compensation and related expenses increased 11% to \$688 million for the six months ended March 31, 2004, from \$621 million in the comparable prior year period, but declined as a percentage of net revenues to 64% from 65%, respectively. This decrease as a percentage of net revenues is primarily due to our continued effort to increase productivity and leverage technology within our benefits administration outsourcing business. These reductions in costs were offset by increases in employee headcount from 2003 and 2004 acquisitions, wage increases, and increases in outsourcing personnel to support the growth of workforce management and benefits administration outsourcing. Excluding the effects of acquisitions of approximately \$37 million and the unfavorable effects of foreign currency translation of approximately \$16 million, compensation as of March 31, 2004, and related expenses grew 2%.

#### *Initial Public Offering Restricted Stock Awards*

In connection with our initial public offering on June 27, 2002, we granted approximately 5.8 million shares of Class A restricted stock and restricted stock units to our employees. Compensation and related payroll tax expenses of approximately \$75 million were recorded as initial public offering restricted stock award expense from June 27, 2002 through March 31, 2004, of which \$9 million was recorded in the six months ended March 31, 2004 and \$30 million was recorded in the comparable prior year period. The decrease in the initial public offering restricted stock award expense for the six months ended March 31, 2004 over the comparable prior year period was due to the timing of the vesting of the awards. The remaining \$36 million of unearned compensation as of March 31, 2004 will be recognized evenly through June 27, 2006, and adjusted for payroll taxes and forfeitures as they arise.

#### *Other Operating Expenses*

Other operating expenses increased 14% to \$216 million in the six months ended March 31, 2004 from \$189 million in the comparable prior year period, but remained constant at 20% as a percentage of net revenues in both years. The \$27 million period-over-period increase in other operating expenses primarily reflects the inclusion of operating costs from businesses acquired in 2003 and 2004, the inclusion of approximately \$4 million in costs associated with new leased facilities, increases in outside vendor expenses for services we provide to our clients and increased rental expenses.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative ("SG&A") expenses increased 21%, or \$10 million, to \$55 million in the six months ended March 31, 2004 from \$45 million in the comparable prior year period. The \$10 million increase resulted from increased professional service fees, expenses from 2003 and 2004 acquired businesses, an increase in the amortization of customer relationship intangible assets, and increased insurance costs. As a percentage of net revenues, SG&A costs remained flat at 5% in both periods.

#### *Other Expenses, Net*

Other expenses, net were \$10 million in the six months ended March 31, 2004, compared to \$9 million in the comparable prior year period. The largest component, interest expense, remained flat at \$10 million in the six months ended March 31, 2004 and 2003. As a percentage of net revenues, other expenses, net was 1% in both periods.

### *Provision for Income Taxes*

The provision for income taxes was \$42 million for the six months ended March 31, 2004, compared to \$27 million in the comparable prior year period, an increase of 56%. The increase in the provision for income taxes in the six months ended March 31, 2004, over the comparable prior year period is due to increased income before income taxes. For the year ending September 30, 2004, the Company expects to report an effective tax rate of approximately 41% of its income before income taxes and as such, has apportioned the estimated income tax provision for the year to the quarter, based on the ratio of each quarter's income before income taxes to estimated annual income before income taxes. These estimates reflect the information available at this time and our best judgment, however, actual income or taxes may differ.

### **Segment Results**

We operate many of the administrative functions of our business through centralized shared service operations, an arrangement that we believe is the most economical and effective means of supporting the Outsourcing and Consulting segments. These shared service functions include information systems, human resources, general office support and space management, overall corporate management, finance and legal services. Additionally, we utilize a client development group that markets the entire spectrum of our services and devotes its resources to maintaining existing client relationships. The compensation and related expenses, other operating expenses, and selling, general and administrative expenses of the administrative and marketing functions are not generally allocated to the business segments, rather, they are included in unallocated shared costs. The costs of information systems, human resources and the direct client delivery activities provided by the client development function are, however, allocated to the Outsourcing and Consulting segments on a specific identification basis or based on usage or headcount. Operating income before unallocated shared costs is referred to as "segment income" throughout this discussion.

## Reconciliation of Segment Results to Total Company Results (in thousands)

Three Months Ended March 31, 2004 and 2003

	Three Months Ended March 31,		Increase/ (Decrease)	
	2004	2003	Amount	%
<b>Outsourcing (1)</b>				
Revenues before reimbursements (net revenues)	\$350,991	\$295,919	\$55,072	18.6%
Segment income	69,904	53,334	16,570	31.1%
Segment income as a percentage of segment net revenues	19.9%	18.0%		
<b>Consulting</b>				
Revenues before reimbursements (net revenues)	\$195,344	\$182,137	\$13,207	7.3%
Segment income	36,195	39,977	(3,782)	(9.5)%
Segment income as a percentage of segment net revenues	18.5%	21.9%		
<b>Total Company</b>				
Revenues before reimbursements (net revenues)	\$546,335	\$478,056	\$68,279	14.3%
Reimbursements	13,145	13,928	(783)	(5.6)%
<b>Total revenues</b>	<b>\$559,480</b>	<b>\$491,984</b>	<b>\$67,496</b>	<b>13.7%</b>
Segment income	\$106,099	\$ 93,311	\$12,788	13.7%
Charges not recorded at the Segment level – Initial public offering restricted stock awards (2)	4,561	4,659	(98)	(2.1)%
Unallocated shared costs	46,072	44,907	1,165	2.6%
<b>Operating income</b>	<b>\$ 55,466</b>	<b>\$ 43,745</b>	<b>\$11,721</b>	<b>26.8%</b>

- (1) On June 5, 2003, the Company acquired Cyborg and on June 15, 2003, the Company acquired substantially all of the assets of NTRC. As such, their results are included in the Company's results from the respective acquisition dates.
- (2) Compensation expense of \$5 million in each period relates to the amortization of initial public offering restricted stock awards for the three months ended March 31, 2004 and 2003, respectively.

### Outsourcing

Outsourcing net revenues increased by 19% to \$351 million in the three months ended March 31, 2004, from \$296 million in the comparable prior year period. The revenue growth was due, in part, to the addition of revenues from the fiscal 2003 acquisitions of Cyborg and NTRC and the second quarter fiscal 2004 acquisition of the majority interest in our Puerto Rico operations, as well as modest gains from foreign currency translation. Excluding the effects of these acquisitions of approximately \$26 million and favorable foreign currency translation of approximately \$2 million, Outsourcing net revenues increased 9% over the prior year quarter. This Outsourcing net revenue growth was primarily due to the addition of core services for new and existing clients.

Outsourcing segment income increased 31% to \$70 million in the three months ended March 31, 2004, from \$53 million in the prior year comparable period. Outsourcing segment income as a percentage of outsourcing net revenues increased to 20% in the three months ended March 31, 2004, from 18% in the comparable prior period. Excluding the effects of the acquisitions of approximately \$7 million, segment income as a percentage of outsourcing net revenues was 19% and 18% in the three months ended March 31, 2004 and 2003, respectively. Margins increased year-over-year due to our continued effort to leverage our technology to drive down costs within our benefits administration outsourcing business, offset by increased personnel to support the growth of workforce management.

## Consulting

Consulting net revenues increased by 7% to \$195 million in the three months ended March 31, 2004, from \$182 million in the comparable prior year period. The majority of this growth was due to favorable foreign currency translation of approximately \$11 million, principally from the strengthening of European currencies relative to the U.S. dollar period-over-period, and the favorable effects of acquisitions of approximately \$2 million, including NTRC, a small acquisition in Ireland, and the acquisition of the majority interest in our Puerto Rico operations. Adjusting for the effects of favorable foreign currency translation and the acquisitions, Consulting net revenues growth was flat for the three months ended March 31, 2004, as compared to the comparable prior year period. A slight decline in demand for discretionary services was offset by growth in health benefit and retirement plan consulting.

Consulting segment income declined 9% to \$36 million for the three months ended March 31, 2004, from \$40 million in the comparable prior year period, and as a percentage of consulting net revenues declined to 19% from 22%, respectively. The period-over-period decrease in margins is primarily due to increased compensation and occupancy expenses in Europe relative to revenue growth and increased amortization of intangible assets.

## Reconciliation of Segment Results to Total Company Results (in thousands)

Six Months Ended March 31, 2004 and 2003

	Six Months Ended March 31,		Increase/(Decrease)	
	2004	2003	Amount	%
<b>Outsourcing (1)</b>				
Revenues before reimbursements (net revenues)	\$ 706,074	\$604,092	\$101,982	16.9%
Segment income	149,585	122,047	27,538	22.6%
Segment income as a percentage of segment net revenues	21.2%	20.2%		
<b>Consulting</b>				
Revenues before reimbursements (net revenues)	\$ 372,225	\$354,283	\$ 17,942	5.1%
Segment income	58,628	66,178	(7,550)	(11.4)%
Segment income as a percentage of segment net revenues	15.8%	18.7%		
<b>Total Company</b>				
Revenues before reimbursements (net revenues)	\$1,078,299	\$958,375	\$119,924	12.5%
Reimbursements	31,870	27,534	4,336	15.7%
Total revenues	\$1,110,169	\$985,909	\$124,260	12.6%
Segment income	\$ 208,213	\$188,225	\$ 19,988	10.6%
Charges not recorded at the Segment level – Initial public offering restricted stock awards (2)	8,680	29,544	(20,864)	(70.6)%
Unallocated shared costs	88,138	84,890	3,248	3.8%
Operating income	\$ 111,395	\$ 73,791	\$ 37,604	51.0%

- (1) On June 5, 2003, the Company acquired Cyborg and on June 15, 2003, the Company acquired substantially all of the assets of NTRC. As such, their results are included in the Company's results from the respective acquisition dates.
- (2) Compensation expense of \$9 million and \$30 million relates to the amortization of initial public offering restricted stock awards for the six months ended March 31, 2004 and 2003, respectively.

## **Outsourcing**

Outsourcing net revenues increased by 17% to \$706 million in the six months ended March 31, 2004, from \$604 million in the comparable prior year period. The revenue growth was due, in part, to the addition of revenues from the newly acquired Cyborg, NTRC and the majority interest in our Puerto Rico operations of approximately \$49 million, as well as modest effects of foreign currency translation of approximately \$3 million. Excluding the effects of these acquisitions and favorable foreign currency translation, Outsourcing net revenues increased 8% over the prior year period. This Outsourcing net revenue growth was primarily due to the addition of new client work as well as an increase in one-time projects.

Outsourcing segment income increased 23% to \$150 million in the six months ended March 31, 2004, from \$122 million in the prior year comparable period. Outsourcing segment income as a percentage of outsourcing net revenues increased to 21% in the six months ended March 31, 2004 from 20% in the comparable prior period. Excluding the effects of the acquisitions of approximately \$1 million, segment income as a percentage of Outsourcing net revenues was 23% and 20% in the six months ended March 31, 2004 and 2003, respectively. The increase in margins was due to our continued effort to leverage our technology to drive down costs within our benefits administration outsourcing business, offset by increased personnel to support the development and growth of our workforce management business.

## **Consulting**

Consulting net revenues increased by 5% to \$372 million in the six months ended March 31, 2004, from \$354 million in the comparable prior year period. The majority of this growth was due to favorable foreign currency translation and the acquisition of NTRC, a small acquisition in Ireland, and the acquisition of a majority interest of our Puerto Rico operations. Adjusting for the effects of favorable foreign currency translation of approximately \$19 million and the acquisitions of approximately \$4 million, Consulting net revenues declined 1% in the six months ended March 31, 2004, over the comparable prior year period. Declines in demand for our discretionary consulting services were offset by growth in health benefit and retirement plan consulting.

Consulting segment income declined 11% to \$59 million for the six months ended March 31, 2004, from \$66 million in the comparable prior year period. Consulting segment income as a percentage of consulting net revenues declined to 16% from 19%, respectively. The decline in margin was primarily due to increased costs in Europe related to expanded office space for operations and increased amortization of intangible assets in the six months ended March 31, 2004.

## Liquidity and Capital Resources

We have historically funded our growth and working capital requirements with internally generated funds, credit facilities and term notes. Our change to a corporate structure in May 2002 and our initial public offering in June 2002 enhanced our ability to access public market financing to fund new investments and acquisitions, as well as to meet ongoing and future capital resource needs.

### Summary of Cash Flows (in thousands)

	Six Months Ended March 31,	
	2004	2003
Cash provided by Operating activities	\$ 93,304	\$ 82,206
Cash used in Investing activities	(44,954)	(51,430)
Cash used in Financing activities	(9,322)	(18,426)
Effect of exchange rates on cash	1,115	395
Net increase in cash and cash equivalents	40,143	12,745
Cash and cash equivalents at beginning of period	227,505	136,450
Cash and cash equivalents at end of period	\$267,648	\$149,195

For the six months ended March 31, 2004 and 2003, cash provided by operating activities was \$93 million and \$82 million, respectively. The increase in cash provided by operating activities was primarily due to increased cash collections of receivables in the current year and the timing of payments of payables relative to the prior year. Also, the amount of profit sharing and deferred compensation related to fiscal 2003 results was generally lower than in the prior year due to lower performance relative to targets. Variable compensation, however, was higher as more employees participated in the variable compensation program for a full year in 2003 than in the prior year. Participation increased as a result of Hewitt Holdings owners who were active in the business at the time of the incorporation and became employees of Hewitt Associates, began to participate in late-fiscal 2002. The net increases to operating cash flows were further offset by lower levels of advance billings than in the prior year and higher estimated income tax payments in the current year due to an income tax overpayment in late 2002.

For the six months ended March 31, 2004 and 2003, cash used in investing activities was \$45 million and \$51 million, respectively. The decrease in cash used in investing activities was primarily due to lower expenditures for software and software licenses, as well as less net cash paid for acquisitions in the current year. The decrease was offset in part by a \$10.4 million increase in expenditures for property and equipment over the prior year period. The Company's significant expenditures were primarily for computer and telecommunications equipment for the Outsourcing segment and leasehold improvements and furniture and fixtures related to new office space in Europe.

For the six months ended March 31, 2004 and 2003, cash used in financing activities was \$9 million and \$18 million, respectively. Less cash was used in financing activities in the six months ended March 31, 2004, over the comparable prior year period, primarily due to increased short-term borrowings in the UK to fund the payment of fiscal 2003 variable compensation. More employees participated in the variable compensation program in 2003 as a result of the acquisition of Bacon & Woodrow in late-fiscal 2002. This increase in short-term borrowings was repaid during the six months ended March 31, 2004.

Cash and cash equivalents were \$268 million, and \$149 million at March 31, 2004 and 2003, respectively. Cash and cash equivalents increased by \$118 million or 79%. Working capital at March 31, 2004 was \$358 million, compared to \$284 million at September 30, 2003, an increase of \$74 million.

We incur significant cash outflows for upfront implementation efforts on new outsourcing services. These costs are capitalized as Deferred Contract Costs and amortized over the life of the respective outsourcing arrangements. Similarly, upfront implementation fees are also deferred as Deferred Contract Revenues and amortized over the life of the respective outsourcing arrangements. Historically, for most arrangements, we received upfront implementation fees for those efforts, however, implementation fees may also be received over the ongoing services period. We recently have seen a shift to more of our implementation fees being recovered over the ongoing services period. If this shift were to continue, this will reduce our cash flows in the short-term.

## **Commitments**

Significant ongoing commitments consist primarily of leases and debt.

### *Operating Leases*

Prior to fiscal year 2003, the Company entered into certain real estate transactions with Hewitt Holdings and its subsidiaries, Hewitt Properties I LLC, Hewitt Properties II LLC, Hewitt Properties III LLC, Hewitt Properties IV LLC, Hewitt Properties VII LLC, The Bayview Trust, and Overlook Associates, an equity method investment of Hewitt Holdings. As of March 31, 2004, all of the Company's leases with Hewitt Holdings and its subsidiaries are classified as operating leases. The investments in the properties owned by these related parties were funded through capital contributions by Hewitt Holdings and third party debt. This debt is not reflected on the Hewitt Associates' balance sheet as the obligation represented by the debt is not an obligation of, nor guaranteed by, the Company. The future minimum aggregate lease payments on these leases totaled \$471 million as of September 30, 2003.

We also have various third-party operating leases for office space, furniture and equipment with terms ranging from one to twenty years. As of September 30, 2003, the future minimum aggregate lease payments on these leases totaled \$316 million.

### *Capital Leases*

During the third quarter of fiscal 2002, we entered into two 15-year capital leases for office space. At inception of the leases, we recorded \$89 million in buildings and long-term debt to reflect the long-term capital lease obligations. Lease payments are made in monthly installments at 7.33% interest. As of March 31, 2004, the outstanding debt related to these leases was \$84 million. One of the leases, totaling approximately \$23 million at March 31, 2004, was with a related party, The Bayview Trust. However, on March 7, 2003, The Bayview Trust sold the building where we leased premises and our lease was assigned to the third-party purchaser of the building.

Our computer and telecommunications equipment installment notes and capitalized leases are secured by the related equipment. The amounts due are payable over three- to five-year terms and are payable in monthly or quarterly installments at various interest rates ranging from 5.9%-to-7.0%. At March 31, 2004, the outstanding balance on the equipment financing agreements was \$1 million.

## *Debt*

### Variable Interest Rate Debt

Our debt consists primarily of lines of credit, term notes, and equipment financing arrangements. We currently have one domestic unsecured line of credit facility. The three-year facility provides for borrowings up to \$75 million. Borrowings under the facility accrue interest at LIBOR plus 52.5-to-72.5 basis points or the prime rate, at our option. Borrowings are repayable upon demand or at expiration of the facility on September 27, 2005. Quarterly facility fees ranging from 10-to-15 basis points are charged on the average daily commitment under the facility. If the utilization under the facility exceeds 50% of the commitment, an additional utilization fee is assessed at a rate of 0.125% per annum. At March 31, 2004, there was no outstanding balance on the facility.

Hewitt Bacon & Woodrow Ltd., a U.K. subsidiary, has an unsecured British pound sterling line of credit permitting borrowings up to £17 million until expiration of the facility on July 31, 2004, at a current rate of 5.03%. Management extended this line of credit through July 31, 2004. As of March 31, 2004, the outstanding balance was £9.6 million, equivalent to approximately \$17.5 million, and is repayable upon demand or at expiration of the facility. There was other foreign debt outstanding at March 31, 2004 totaling approximately \$3 million, pursuant to local banking relationships in over a half-dozen countries. In total, the outstanding balance on the line of credit and other foreign debt was \$21 million as of March 31, 2004.

We have a contract with a lender to guarantee borrowings of our subsidiaries up to \$20 million in multiple currency loans and letters of credit. There is no fixed termination date on this contract. This contract allows Hewitt's foreign subsidiaries to secure financing at rates based on Hewitt's credit-worthiness; however, the terms and conditions of the financing for each of our foreign offices have not yet been finalized with the lender. On March 17, 2003, a subsidiary, the Lincolnshire Insurance Company, obtained a \$6 million letter of credit under this contract. This letter of credit expired on March 17, 2004 and was not renewed. There were no borrowings under the contract or draws against the letter of credit as of March 31, 2004.

#### Fixed Interest Rate Debt

We have issued unsecured senior term notes to various financial institutions consisting primarily of insurance companies totaling \$144 million as of March 31, 2004. Of this amount, \$10 million bears interest at 7.65% and is repayable in October 2005; \$15 million bears interest at 7.90% and is repayable in October 2010; \$15 million bears interest at 7.93% and is repayable in June 2007; \$10 million bears interest at 8.11% and is repayable in June 2010; \$9 million bears interest at 7.94% and is repayable in five annual installments beginning in March 2003; \$35 million bears interest at 8.08%, and is repayable in five annual installments beginning in March 2008; and \$50 million bears interest at 7.45%, and is repayable in five annual installments beginning in May 2004. The unsecured senior term notes include provisions for significant early payment penalties.

A number of our debt agreements contain financial and other covenants including, among others, covenants restricting our ability to incur indebtedness and create liens, to sell the assets or stock of a collateralized subsidiary, and to pay dividends or make distributions to Hewitt Holdings' owners, a violation of which would result in a default. Our debt agreements also contain covenants requiring Hewitt Associates LLC and its affiliates to maintain a minimum level of net worth (\$225 million as of March 31, 2004), to maintain a maximum ratio of total debt to net worth of 0.45 to 1.00, to maintain interest rate coverage of at least 2.00-to-1.00 and to maintain a leverage ratio not to exceed 2.25-to-1.00. At March 31, 2004, we were in compliance with the terms of our debt agreements.

#### Self-Insurance

We established a captive insurance subsidiary in fiscal 2003 as a cost-effective way to self-insure against certain business risks and losses. To date, the captive insurance subsidiary has issued policies to cover the deductible portion of various insured exposures including the deductible portions of our workers compensation and professional liability insurance.

We believe the cash on hand, together with funds from operations, other current assets, and existing credit facilities will satisfy our expected working capital, contractual obligations, capital expenditures, and investment requirements for at least the next 12 months and the foreseeable future.

## **New Accounting Pronouncements**

In January 2003, the FASB issued FASB Interpretation No. 46 (“FIN No. 46”), *Consolidation of Variable Interest Entities*, to expand upon existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of another entity. In December 2003, the FASB revised FIN No. 46 to provide more clarification. Until now, a company generally has included another entity in its consolidated financial statements only if it controlled the entity through voting interests. FIN No. 46 changes that by requiring a variable interest entity, as defined, to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity’s activities or entitled to receive a majority of the entity’s residual returns or both. FIN No. 46, as revised, did not have a material impact on the Company’s consolidated financial statements.

## **Note Regarding Forward-Looking Statements**

This report contains forward-looking statements relating to our operations that are based on our current expectations, estimates and projections. Words such as “anticipates,” “believes,” “continues,” “estimates,” “expects,” “goal,” “intends,” “may,” “opportunity,” “plans,” “potential,” “projects,” “forecasts,” “should,” “will”, and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements. As a result, these statements speak only as of the date they were made.

Our actual results may differ from the forward-looking statements for many reasons, including:

- The actions of our competitors could adversely impact our results.
- A significant or prolonged economic downturn could have a material adverse effect on our results.
- In our outsourcing business, early contract terminations could cause our business to be less profitable than anticipated.
- The loss of a significantly large client or several clients could have a material adverse effect on our revenues.
- Our ability to successfully manage our significant capital investments and acquisitions, including our ability to successfully integrate acquired companies.
- If we are not able to anticipate and keep pace with rapid changes in government regulations or if government regulations increase the costs of delivering our services or decrease the need for our services, our business may be negatively affected.
- If we are not able to keep pace with rapid changes in technology or if growth in the use of technology in business is not as rapid as in the past, our business may be negatively affected.
- If our clients are not satisfied with our services, we may face damage to our professional reputation or legal liability.
- The loss of key employees may damage or result in the loss of client relationships.
- Our global operations and expansion strategy entail complex management, foreign currency, legal, tax and economic risks.
- If we fail to establish and maintain alliances for developing, marketing, and delivering our services, our ability to increase our revenues and profitability may suffer.
- We have only a limited ability to protect the intellectual property rights that are important to our success, and we face the risk that our services or products may infringe upon the intellectual property rights of others.
- We rely on our computing and communications infrastructure and the integrity of these systems, and our revenue growth depends, in part, on our ability to use the Internet as a means for delivering human resources services.
- We rely on third parties to provide services and their failure to perform the service could do harm to our business.

- Our profitability will suffer if we are not able to maintain our prices and control our costs, including staffing costs.
- Our ability to recruit, retain and motivate employees and to compete effectively.
- Tightening insurance markets may reduce available coverage and result in increased premium costs and/ or higher self retention of risks.
- Our client contracts and vendor relationships may not yield the results we expect.
- Our transition to a corporate structure may adversely affect our ability to recruit, retain and motivate certain of our former owners and other employees, which in turn, could adversely affect our ability to compete effectively and to grow our business.
- We will continue to be controlled by our initial stockholders, many of whom are our employees, and their interests may differ from those of our other stockholders.
- Our stock price may decline due to the large number of shares of common stock eligible for future sale.

For a more detailed discussion of our risk factors, see the information under the heading “Risk Factors” in our Registration Statements on Form S-3 (File No. 333-114522) filed with the Securities Exchange Commission. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or for any other reason.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risks**

We are exposed to market risk primarily from changes in interest rates and foreign currency exchange rates. Historically, we have not entered into hedging transactions, such as foreign currency forward contracts or interest rate swaps, to manage this risk due to our low percentage of foreign debt and restrictions on our fixed rate debt. At March 31, 2004, we were not a party to any hedging transaction or derivative financial instrument.

#### *Interest rate risk*

We are exposed to interest rate risk primarily through our portfolio of cash and cash equivalents, which is designed for safety of principal and liquidity. We maintain a portfolio of cash equivalents in the highest rated money market investments and regularly monitor the investment ratings. The investments are subject to inherent interest rate risk as investments mature and are reinvested at current market interest rates.

At March 31, 2004, 100% of our long-term debt was at a fixed rate. Our short-term debt with a variable rate consisted of our unsecured line of credit, which has an interest rate of LIBOR plus 52.5- to-72.5 basis points or the prime rate, at our option. As of March 31, 2004, there was no outstanding balance on this line of credit. In addition, Hewitt Bacon & Woodrow Ltd., our U.K. subsidiary, has an unsecured British pound sterling line of credit permitting borrowings of up to £17 million until expiration of the facility on July 31, 2004, at a current rate of 5.03%. As of March 31, 2004, the outstanding balance was £9.6 million, equivalent to approximately \$17.5 million, and is repayable upon demand or at expiration of the facility. There was other foreign debt outstanding March 31, 2004, totaling approximately \$3 million, pursuant to local banking relationships in over a half-dozen countries. In total, the outstanding balance on this line of credit and other foreign debt was \$21 million as of March 31, 2004.

Our foreign subsidiaries maintained debt with an effective interest rate of 7.82% and 6.40% during the three and six months ended March 31, 2004, respectively. A one percentage point increase would have increased our interest expense by approximately \$0.1 million for both the three and six months ended March 31, 2004. We also maintain an invested cash portfolio which earned interest at an average rate of 1.13% during the six months ended March 31, 2004. A one percentage point increase would have increased our interest income by approximately \$0.5 million and \$1.1 million for the three and six months ended March 31, 2004, respectively. Therefore, the net effect of a one percentage point increase in interest rates would have been approximately \$0.4 million and \$1.0 million in net additional income (or net decrease in income from a one percentage point decrease in the rate) for the three and six months ended March 31, 2004, respectively.

Our fixed rate debt consists of our unsecured senior term notes. At March 31, 2004, a 10 percent decrease in the levels of interest rates with all other variables held constant would result in an increase in the fair market value of our fixed rate debt of \$2.2 million. At March 31, 2004, a 10 percent increase in the levels of interest rates with all other variables held constant would result in a decrease in the fair market value of our fixed rate debt of \$2.2 million.

#### *Foreign exchange risk*

For the three and six months ended March 31, 2004, revenues from U.S. operations as a percent of total revenues was 80% and 81%, respectively. Foreign currency other comprehensive income was \$11 million and \$36 million for the three and six months ended March 31, 2004, which primarily was due to the foreign currency translation in the United Kingdom resulting from the strengthening of the British pound sterling relative to the U.S. dollar from September 30, 2003 to March 31, 2004. We do not enter into any foreign currency forward contracts for speculative or trading purposes.

Operating in international markets means that we are exposed to movements in these foreign exchange rates, primarily the British pound sterling and the Euro. Approximately 11% of our net revenues for the three and six months ended March 31, 2004 were from the United Kingdom. Approximately 3% of our net revenues for the three and six months ended March 31, 2004 were from countries whose currency is the Euro. Changes in these foreign exchange rates would have the largest impact on our translating our international operations results into U.S. dollars. A 10% change in the average exchange rate for the British pound sterling for the three and six months ended March 31, 2004, would have impacted our pre-tax net operating income by approximately \$0.2 million and \$1 million, respectively. A 10% change in the average exchange rate for the Euro for the three and six months ended March 31, 2004, would have impacted our pre-tax net operating income by approximately \$0.2 million and \$0.3 million, respectively.

#### **Item 4. Controls and Procedures**

Our chief executive officer and our chief financial officer have concluded, based on their evaluation as of the end of the period covered by this Quarterly Report, that the Company's "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) are effective to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no changes in the Company's internal control over financial reporting during the quarter ended March 31, 2004, that have materially affected, or reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

The Company is occasionally subject to lawsuits and claims arising out of the normal conduct of business. Management does not expect the outcome of pending claims to have a material adverse affect on the business, financial condition or results of operations.

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

The Company's Annual Meeting of the Stockholders was held on January 28, 2004. There were present at the meeting, either in person or by proxy, holders of 93,869,465 common shares. The following persons were elected to the Company's Board of Directors as Class II directors to hold office until the expiration of their terms in 2007. The votes cast for each director were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Michael E. Greenlees	93,628,840	240,625
James P. Kelly	93,286,302	583,163
Steven P. Stanbrook	93,628,332	241,133

The results of the voting on the additional items indicated below was as follows: (a) To ratify the appointment of Ernst & Young LLP to serve as the Company's independent auditors for the fiscal year ending on September 30, 2004. The votes of the shareholders on this ratification were as follows: For – 93,711,650, Abstained – 34,191.

### **ITEM 6. Exhibits and Reports on Form 8-K**

a. Exhibits.

- 10.1 Aggregate Term Facility, dated as of March 1, 2004, by and among Hewitt Bacon & Woodrow Limited and Barclays Bank PLC.
- 31.1 Certification of Chief Executive Officer pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification of Chief Financial Officer pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

b. Reports on Form 8-K filed during the quarter.

Current Report on Form 8-K dated January 30, 2004 (date of earliest event reported), furnished on February 5, 2004, with respect to the Company's earnings release for the quarter ended December 31, 2003.

### **ITEMS 2, 3 And 5 Are Not Applicable And Have Been Omitted**

## SIGNATURES

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

**HEWITT ASSOCIATES, INC.**  
(Registrant)

Date: May 4, 2004

By: /s/ Dan A. DeCanniere

---

Dan A. DeCanniere  
Chief Financial Officer  
(principal financial and accounting officer)

The Directors  
Hewitt Bacon & Woodrow Limited  
Renaissance House  
32 Upper High Street  
Epsom, Surrey  
KT17 4QJ

12<sup>th</sup> February 2004

Dear Sirs

Barclays Bank PLC (the "Bank") is pleased to offer to provide in aggregate term facilities of up to £17,000,000 (Seventeen million pounds sterling) to Hewitt Bacon & Woodrow Limited (the "Borrower") subject to the terms and conditions set out below. Capitalised words used below shall have the meanings given to them in clause 12 and elsewhere in this Facility Letter.

The Schedules attached hereto form part of the terms and conditions of this Facility Letter.

Subject to satisfaction of the conditions set out in clause 13 below, the Facility will be available for utilisation by the Borrower, subject to the following terms and conditions:

**1. Options Available Within and Utilisation of the Facility**

1.1 The Facility may be utilised by way of the following options and in accordance with the provisions of the Schedules related thereto:

Sterling Money Market Loan (the "Sterling MML") (see Schedule A) and/or  
Sterling Overdraft (see Schedule B) and/or  
Barclays Managed Rate Facility (the "BMRF") (see Schedule C).

Within the Facility the aggregate of the liabilities due, owing or incurred thereunder shall not at any time exceed £17,000,000 (Seventeen million pounds sterling).

1.2 The Borrower shall not consider the Bank to be under any obligation to lend funds under the Facility. Any drawing agreed thereunder shall be at the sole discretion of the Bank.

**2. Availability**

2.1 All money owing under the Facility is repayable upon written demand by the Bank and/or any undrawn portion of the Facility may be cancelled by the Bank at any time. Following demand and/or cancellation, no further utilisation may be made under the Facility.

2.2 In the absence of demand or cancellation by the Bank, the Facility is available for utilisation until 31 July 2004 (the "Expiry Date"). However, the Bank will be pleased to discuss the Borrower's future requirements shortly before the Expiry Date.

**3. Security and Guarantee**

- 3.1 All indebtedness owing by the Borrower to the Bank will be guaranteed by Hewitt Associates Inc (the “Guarantor”) in the form required by the Bank and the Borrower will procure that such guarantee will be supported by all security which is now or subsequently held by the Bank to secure all indebtedness for the time being owing by the Guarantor to the Bank (if any).

**4. Cancellation**

Any undrawn part of the Facility may be cancelled by the Borrower in minimum amounts of £500,000 and multiples of £500,000 subject to the Borrower:

- (a) giving the Bank not less than seven Business Days’ notice in writing (such notice, once given, shall be irrevocable)

The non-utilisation fee will then cease to accrue on such cancelled amounts. Amounts which are cancelled will no longer be available for utilisation.

**5. Change of Circumstances**

5.1 In the event of:

- (a) any change in applicable law, regulation or practice resulting in the Bank being subjected to any new or additional tax, levy, duty, charge, penalty, deduction or withholding of any nature (other than tax on the Bank’s overall net profits and gains), or
- (b) any existing requirements of any central bank, governmental, fiscal, monetary, regulatory or other authority in any applicable jurisdiction affecting the conduct of the Bank’s business being changed or any new requirements being imposed (whether or not having the force of law) including, without limitation, any resulting from the introduction or operation of the euro and a request or requirement which affects the manner in which the Bank allocates capital resources to its commitments, including its obligations under this Facility Letter,

and the result is in the sole opinion of the Bank (directly or indirectly) to increase the cost to the Bank of funding, making available or maintaining the Facility or to reduce the amount of any payment received or receivable by the Bank or to reduce the effective return to the Bank, then the Borrower shall pay to the Bank on demand such sum as may be certified in writing by the Bank to the Borrower as necessary to compensate the Bank for such increased cost or such reduction.

- 5.2 The Borrower may, at any time within six weeks after the date of certification from the Bank under clause 5.1, prepay all amounts outstanding under the Facility without penalty, by giving not less than five Business Days’ irrevocable notice to the Bank to that effect specifying the prepayment date. The Borrower shall be obliged to prepay to the Bank all amounts outstanding under the Facility on such date, together with all interest accrued to the date of actual payment and all other sums due to the Bank hereunder. Unless prepayment is made within such period of six weeks, an amount equal to such increased cost or such reduction will be payable by the Borrower under the preceding sub-clause from the date of such certification.
- 5.3 Reference to the cost of funds/sterling deposits and to the London Interbank Market shall, if such cost ceases to be market practice/ordinarily used by the

Bank for the purpose of calculating interest on facilities of this kind or such market no longer exists in comparable form, be construed as meaning the appropriate alternative cost or source of funds as the case may be, as determined by the Bank.

**6. Fee**

6.1 An arrangement fee of £8,500 will be payable by the Borrower to the Bank on acceptance of this offer.

6.2 The fee referred to in clause 6.1 is exclusive of any VAT which might be chargeable in connection with that fee. If any VAT is so chargeable, it shall be paid by the Borrower to the Bank at the same time as it pays the relevant fee.

**7. Legal, Valuation and other Expenses**

Any legal and valuation fees and expenses (including documentation fees) (including any applicable VAT) and other out of pocket expenses (including any applicable VAT) incurred by the Bank in connection with the preparation, execution and implementation of this Facility Letter (and the documents referred to herein) and the enforcement and preservation by the Bank of its rights under this Facility Letter or such documents will be reimbursed by the Borrower on demand by the Bank on a full indemnity basis (whether or not the Facility is drawn down) and may be debited to the Borrower's account with the Bank without further authority from the Borrower.

**8. Information**

The Borrower undertakes to provide to the Bank:

- (a) copies of the audited accounts (including trading and profit and loss account and balance sheet) of the Borrower and the audited consolidated accounts of the Borrower and its Subsidiaries as soon as they are available and not later than 180 days from the end of each accounting reference period together with unaudited interim financial statements of the Borrower and the unaudited consolidated interim financial statements of the Borrower and its Subsidiaries as soon as they are available after the end of each half year;
- (b) copies of any circular issued to shareholders or holders of loan capital;
- (c) copies of the Borrower's monthly profit and loss accounts and the quarterly balance sheet within 30 days of their preparation;
- (d) copies of the Guarantor's six monthly profit and loss accounts and balance sheet as soon as these are published; and
- (e) any other information which the Bank may reasonably request from time to time.

**9. Payments**

9.1 All payments by the Borrower, whether of principal, interest or otherwise, shall be made to the Bank (or such other bank as the Bank may specify from time to time) for value on the due date by such times and in such funds as the Bank may specify as being customary at the time for settlement of transactions in the relevant currency in the place for payment, without set-off or counterclaim and free of any deduction or withholding for or on account of tax unless the Borrower is compelled by law to make such a payment subject to the deduction or withholding of tax.

- 9.2 If the Borrower is compelled by law to make any such deduction or withholding, or the Bank is compelled by law to make any payment in respect of tax (other than tax on overall net income), in each case from or in respect of any amount payable or paid by the Borrower hereunder, the Borrower will pay to the Bank such additional amount as is required to ensure that the Bank receives and retains (free from any liability in respect of any such deduction or withholding) a net amount equal to the full amount which it would have received if no such deduction, withholding or payment had been made.
- 9.3 All taxes required by law to be deducted or withheld by the Borrower from any amounts payable or paid hereunder shall be paid by the Borrower to the appropriate authority within the time allowed for such payment under applicable law and the Borrower shall, within 30 days of the payment being made, deliver to the Bank evidence reasonably satisfactory to the Bank (including all relevant tax receipts) that the payment has been duly remitted to the appropriate authority.
- 9.4 The Bank shall be entitled to adjust the dates for the making of payments under the Facility, and the duration of interest periods, where in the Bank's opinion it is necessary to do so in order to comply with the practice from time to time prevailing in the London Interbank Market or any other financial market relevant for the purposes of the Facility.

#### **10. Interest on an Overdue Amount**

- 10.1 Any money payable under this Facility Letter which is not paid when due by the Borrower shall bear interest on a daily basis from the due date to the date of actual payment. Such interest shall be calculated by reference to successive default interest periods of such duration as the Bank may from time to time select, except that the first such period relating to any overdue amount in respect of the Sterling MML shall be such as to mature at the end of the interest period current at the time when such amount became due.
- 10.2 Interest shall be charged at the rate per annum determined by the Bank to be equal to 1% above the rate which would otherwise have been applicable to such overdue amount under the provisions of the relevant Schedule if such amount had been non-overdue principal. Interest so accrued shall be due on demand or (in the absence of demand) on the last day of the default interest period in which it accrued and, if unpaid, shall be compounded on the last day of that and each successive interest period. Interest shall be charged and compounded on this basis both before and after any judgement obtained under this Facility Letter.

#### **11. Miscellaneous**

- 11.1 All notifications or determinations given or made by the Bank under this Facility Letter shall be conclusive and binding on the Borrower, except in any case of manifest error.
- 11.2 The Borrower may not assign or transfer any of its rights or obligations under or in respect of this Facility Letter.
- 11.3 The Borrower shall indemnify the Bank on demand (without prejudice to the Bank's other rights) for any expense, loss or liability incurred by the Bank in consequence of (i) any failure by the Borrower to borrow in accordance with a notice of drawing given by it to the Bank, or (ii) any default or delay by the Borrower in the payment of any amount when due under this Facility Letter, or

- (iii) all or part of the Facility being prepaid or repaid for any reason otherwise than on the maturity of the then current interest period including, without limitation, any loss (including loss of margin), expense or liability sustained or incurred by the Bank in any such event in liquidating or re-deploying funds acquired or committed to fund, make available or maintain the Facility (or any part of it).
- 11.4 Any sum of money at any time standing to the credit of the Borrower with the Bank in any currency upon any account or otherwise may be applied by the Bank, at any time (without notice to the Borrower), in or towards the payment or discharge of any indebtedness now or subsequently owing to the Bank by the Borrower and the Bank may use any such money to purchase any currency or currencies required to effect such application.
- 11.5 If, for any reason, any amount payable under this Facility Letter is paid or is recovered in a currency (the “other currency”) other than that in which it is required to be paid (the “contractual currency”), then, to the extent that the payment to the Bank (when converted at the then applicable rate of exchange) falls short of the amount unpaid under this Facility Letter, the Borrower shall, as a separate and independent obligation, fully indemnify the Bank on demand against the amount of the shortfall. For the purposes of this clause the expression “rate of exchange” means the rate at which the Bank is able as soon as practicable after receipt to purchase the contractual currency in London with the other currency.
- 11.6 If the UK moves to the third stage of EMU, the Bank shall be entitled to make such changes to this Facility Letter as it reasonably considers are necessary to reflect the changeover to the euro (including, without limitation, the rounding (up or down) of fixed monetary amounts to convenient fixed amounts in the euro and amending any provisions to reflect the market conventions for a facility of the kind contemplated in this Facility Letter).
- 11.7 A person who is not a party to this Facility Letter has no right under the Contracts (Right of Third Parties) Act 1999 to enforce or to enjoy the benefits of this Facility Letter.

## 12. Interpretation

- 12.1 In this Facility Letter, unless the context otherwise requires:

“Business Day” means a day on which the relevant London financial markets and the Bank are ordinarily open to effect transactions of the kind contemplated in this Facility Letter and, if payment is to be made in euros, on which such payment system as the Bank chooses is operating for the transfer of funds for same day value;

“EMU” means Economic and Monetary Union as contemplated in the Treaty establishing the European Community, as amended from time to time;

“euro” and “€” means the single currency of the participating Member States adopted under Council Regulation (EC) No 974/98;

“Facility” means the facility made available under this Facility Letter (as reduced from time to time in accordance with its provisions);

“Guarantor” includes any third party which has created a mortgage or other security for all or part of the indebtedness owing by the Borrower to the Bank;

“indebtedness” includes any obligation for the payment or repayment of money, whether actual or contingent, present or future, secured or unsecured, and whether incurred as principal or surety or otherwise;

“month” means a period starting on one day in a calendar month and ending on the corresponding day in the next calendar month or, if that is not a Business Day, on the next Business Day unless that falls in another calendar month in which case it shall end on the preceding Business Day, save that where a period starts on the last Business Day in a month or there is no corresponding day in the month in which the period ends, that period shall end on the last Business Day in the later month;

“Sterling” and “£” means the lawful currency for the time being of the UK;

“Subsidiary” means a subsidiary undertaking of the Borrower within the meaning of Section 258 of the Companies Act 1985;

“UK” means the United Kingdom of Great Britain and Northern Ireland;

“UK Subsidiary” means any Subsidiary of the Borrower which is incorporated in the UK;

“VAT” means value added tax or any similar tax substituted for it from time to time.

12.2 References to any statutory provision includes any amended or re-enacted version of such provision with effect from the date on which it comes into force.

12.3 Save where the context otherwise requires, any expression in this Facility Letter importing the singular shall include the plural and vice versa.

12.4 References to a time of the day are references to the time in London.

### 13. **Conditions Precedent**

The Facility will become available to the Borrower for drawing only upon receipt by the Bank of the following in form and substance satisfactory to the Bank:

- (a) this Facility Letter accepted as required under clause 16 below;
- (b) a certified true copy of a resolution of the Borrower’s Board of Directors:
  - (i) accepting the Facility and this offer on the terms and conditions stated within this Facility Letter;
  - (ii) authorising a specified person, or persons, to countersign and return to the Bank the enclosed duplicate of this Facility Letter;
  - (iii) authorising the Bank to accept instructions and confirmations in connection with the Facility signed in accordance with the Bank’s signing mandate current from time to time, and to accept instructions in connection with drawings under the Sterling MML and the BMRF, by telephone from any person specifically authorised to give such telephone instructions; and
  - (iv) containing confirmed specimens of the signatures of those officers referred to in (ii) and (iii) above, if not already known to the Bank ;

- (c) the guarantee referred to in clause 3 above duly executed by the guarantor specified in such clause together with such other documents relating thereto as the Bank may require ;and
- (d) the telex number to which any notices from the Bank are to be sent under the BMRF.

**14. Governing Law**

14.1 This Facility Letter shall be governed by and construed in accordance with English law.

**15. Notices**

Every notice, request or other communication shall:

- (a) be in writing delivered personally or by prepaid first class letter or facsimile transmission;
- (b) be deemed to have been received by the Borrower, in the case of a letter when delivered personally or 48 hours after it has been sent by first class post or, in the case of facsimile transmission, at the time of transmission with a facsimile transmission report or other appropriate evidence (provided that if the date of transmission is not a Business Day it shall be deemed to have been received at the opening of business on the next Business Day); and
- (c) be sent (i) to the Borrower at the address stated at the beginning of this Facility Letter and (ii) to the Bank at the address stated at the beginning of this Facility Letter, or to such other address in England as may be notified in writing by the relevant party to the other.

All communications by the Borrower shall be effective only on actual receipt by the Bank.

**16. Acceptance**

If the Borrower wishes to accept this offer, this Facility Letter and the enclosed duplicate should be signed below by an authorised officer on its behalf and the signed duplicate returned to the Bank. This offer will remain available 1<sup>st</sup> April 2004, after which it will lapse if not accepted.

Yours faithfully  
for and on behalf of  
BARCLAYS BANK PLC

/S/ Marke Lane

---

Marke Lane  
Relationship Director

Accepted on the terms and conditions stated herein,  
For and on behalf of  
Hewitt Bacon & Woodrow Limited

By /S/ John Oliver

---

Date April 16, 2004

## SCHEDULE A

### **Sterling MML**

The Sterling MML may be drawn in one or more amounts, each drawing to be a minimum amount of £250,000 and multiples of £1,000 thereafter for periods of up to 6 months at the Borrower's option (each an "Interest Period") but no drawing shall be made for an Interest Period with a maturity date of more than three months beyond the Expiry Date.

When wishing to draw under the Sterling MML, the Borrower should telephone the Bank's dealers on 020 7621 438 by 11.30 a.m. on the Business Day on which funds are required stating the amount of the drawing, the Interest Period selected and giving instructions for payment of the funds. Such instructions should be confirmed in writing to the Bank at the earliest opportunity.

Interest on each drawing will consist of the aggregate of:

- (i) the Bank's margin which will be a rate of 0.875% per annum,
- (ii) the rate per cent per annum at which sterling deposits are offered by the Bank in the London Interbank Market for delivery on the first day of an Interest Period in an amount equal or substantially similar to the amount being drawn down for a period equal or similar to such Interest Period, and
- (iii) any mandatory costs to compensate the Bank for the cost resulting from the imposition from time to time under the Bank of England Act 1998 and/or by the Bank of England and/or the Financial Services Authority (the "FSA") (or other United Kingdom governmental authorities or agencies) of a requirement to place non-interest bearing cash ratio deposits or Special Deposits (whether interest bearing or not) with the Bank of England and/or pay fees to the FSA calculated by reference to liabilities used to fund the sum.

Interest will be payable without deduction at the maturity of each drawing, and calculated on the basis of actual days elapsed over a 365 day year (or on such other day count basis as the Bank considers is consistent with the then applicable market practice for facilities of this kind).

Each drawing, together with interest thereon, will be repaid by 12.00 noon on its Interest Period maturity date in accordance with the provisions of clause 9 of this Facility Letter.

## **SCHEDULE B**

### **Sterling Overdraft**

The Sterling Overdraft will be available on the Borrower's current account at the Bank's branch at 54 Lombard Street, London (the "Branch") with interest charged at a rate of 1.0% per annum over the Bank's Base Rate current from time to time. Interest together with other charges will be debited to the Borrower's current account at the Branch quarterly in arrears in March, June, September and December each year or at such other times as may be determined by the Bank, and such interest will be calculated on the basis of actual days elapsed over a 365 day year (or on such other day count basis as the Bank considers is consistent with the then applicable market practice for facilities of this kind).

## SCHEDULE C

### BMRF

The BMRF will be available for drawing subject to the following terms and conditions:

(a) **Drawing**

- (i) The BMRF may be drawn in one or more amounts of a minimum amount of £250,000 and multiples of £1,000 for minimum periods of three Business Days;
- (ii) when wishing to draw under the BMRF the Borrower should telephone the Bank's dealers on 0845 366 9231 by no later than 11:30am on the day on which funds are required stating the amount of the drawing. The amount of the drawing will be credited to the Borrower's current account at the Branch.
- (iii) A drawing may not be requested on a day upon which a repayment is to be made in accordance with sub-clause (c) below.

(b) **Interest**

- (i) Interest will be charged at the aggregate of the Barclays Managed Rate (the "BMR") and 0.275% per annum] and will be calculated on the basis of actual days elapsed over a 365 day year (or on such other day count basis as the Bank considers is consistent with the then applicable market practice for facilities of this kind) up to and including the 15th of each month except that where the next following day is not a Business Day interest will be calculated up to and including the day falling immediately prior to the next following Business Day. Interest will be debited to the Borrower's current account at the Branch on the Business Day falling immediately after the 15th of each month;
- (ii) the BMR current at the time of the inception of this BMRF and any subsequent changes thereto will be advised to the Borrower by either telex or telephone. In the event of a change in the BMR interest will be applied at the new rate to balances outstanding at the close of business on the day following the day on which either the telex is sent or the telephone call is made except that where there is an announcement of a change in the Bank's Base Rate which is effective on that same day and the Bank has sent to the Borrower a telex advice or made a telephone call by 11.00am of a change in the BMR, the new interest rate may be applied to balances outstanding at the close of business on that day.

(c) **Repayment**

- (i) Each drawing under the BMRF must remain outstanding for a minimum period of three Business Days and may not be repaid, except as provided for in the Bank's Undertaking detailed below, until such period has expired. Thereafter drawings will be consolidated and may be repaid in whole or in part in minimum amounts of £250,000. In the event that the BMRF is repaid in part the residual balance shall not be less than £250,000;

(ii) when wishing to make a repayment under the BMRF the Borrower should telephone the Bank on 0845 366 9231 by no later than 11.30a.m. on the day of repayment stating the amount to be repaid. The amount to be repaid will be debited to the Borrower's account at the Branch.

(iii) A repayment may not be requested on a day upon which a drawing is to be made in accordance with sub-clause (a) above.

(d) **Confirmations**

All payment and delivery instructions must be confirmed in writing to the Branch at the earliest opportunity.

(e) **Bank's Undertaking**

If the BMR is at any time equal to or more than the aggregate of 1% and the Bank's Base Rate current from time to time the BMRF may be repaid in full in accordance with sub-clause (c) above under advice to the Bank on the telephone number detailed above, before 11:30am on the day of repayment.

(f) **Indemnity**

The Borrower specifically releases and indemnifies the Bank from and against the consequences of the Bank's failure and/or the failure of any other person to receive any telex or telephone message in a form in which it was despatched and from and against the consequences of any delay that may occur during the course of the transmission of any such message.

**CERTIFICATIONS**

I, Dale L. Gifford, Chief Executive Officer, certify that:

1. I have reviewed this report of Hewitt Associates, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - a) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2004

By: /s/ Dale L. Gifford

---

Dale L. Gifford  
Chief Executive Officer

I, Dan A. DeCanniere, Chief Financial Officer, certify that:

1. I have reviewed this report of Hewitt Associates, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2004

By: /s/ Dan A. DeCanniere

---

Dan A. DeCanniere  
Chief Financial Officer

**CERTIFICATION**

In connection with this Quarterly Report of Hewitt Associates, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Executive Officer of the Company hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002 that: 1) the Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

Date: May 4, 2004

By: /s/ Dale L. Gifford

---

Dale L. Gifford  
Chief Executive Officer

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Hewitt Associates, Inc. and will be retained by Hewitt Associates, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.*

*The foregoing certification is being furnished to the Securities and Exchange Commission as and exhibit to the Form 10-Q and shall not be considered filed as part of the Form 10-Q.*

**CERTIFICATION**

In connection with this Quarterly Report of Hewitt Associates, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Financial Officer of the Company hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002 that: 1) the Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

Date: May 4, 2004

By: /s/ Dan A. DeCanniere

---

Dan A. DeCanniere  
Chief Financial Officer

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Hewitt Associates, Inc. and will be retained by Hewitt Associates, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.*

*The foregoing certification is being furnished to the Securities and Exchange Commission as and exhibit to the Form 10-Q and shall not be considered filed as part of the Form 10-Q.*