BEARINGPOINT INC
Form 8-K/A
October 17, 2002

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 22, 2002

BearingPoint, Inc.
(formerly KPMG Consulting, Inc.)
(Exact name of Registrant as specified in its charter)

Delaware	Commission File Number 001-31451	22-368
(State or other jurisdiction of incorporation or organization)		(IRS Employer I Numb

1676 International Drive
McLean, Virginia 22102
(703) 747-3000
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (703) 747-3000

Explanatory Note

On September 6, 2002, BearingPoint, Inc., formerly KPMG Consulting, Inc. (the "Company") filed a Current Report on Form 8-K (the "Original Filing") to announce that the Company had completed the acquisition of KPMG Consulting AG ("KCA") on August 22, 2002. This Amendment amends Item 7 of the Original Filing to include the financial statements required by Item 7(a) and 7(b).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements of the Business Acquired

(i) Audited Financial Statements of the Business Acquired

The following audited financial statements are included in this Amendment to the Current Report on Form 8-K:

KPMG CONSULTING AG AND SUBSIDIARIES-Consolidated Financial Statements as of and for the years ended December 31, 2001 and

2000

Report of Independent Auditors....................... 4

Consolidated Balance Sheets as of December 31, 2001 and 2000........................... 5

Consolidated Statements of Operations for the years ended December 31, 2001 and 2000............... 6

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2001 and 2000........ 7

Consolidated Statements of Cash Flows for the years ended December 31, 2001 and 2000............... 8

Notes to Consolidated Financial Statements............ 9

(ii) Unaudited Financial Statements of the Business Acquired

The following unaudited financial statements are included in this Amendment to the Current Report on Form 8-K:

KPMG CONSULTING AG AND SUBSIDIARIES-Unaudited Consolidated Financial Statements as of June 30, 2002 and for the six months ended June 30, 2002 and 2001

Consolidated Balance Sheets as of June 30, 2002 (unaudited) and December 31, 2001.................... 31

Unaudited Consolidated Statements of Operations for the six months ended June 30, 2002 and 2001........... 32

Unaudited Consolidated Statements of Cash Flows for the six months ended June 30, 2002 and 2001........... 33

Notes to Unaudited Consolidated Financial Statements... 34

(b) Pro Forma Financial Information and Other Data

The following unaudited pro forma financial information for BearingPoint, Inc. is included in this Amendment to the Current Report on Form 8-K:

Unaudited Pro Forma Financial Information............. 42

Pro Forma Consolidated Condensed Statement of Operations for the year ended June 30, 2002 (unaudited).................................... 43

Pro Forma Consolidated Condensed Balance Sheet as of June 30, 2002 (unaudited)............................ 44

Notes to Pro Forma Consolidated Financial Information (unaudited).............................. 46

(c) Exhibits

2.1 Share Purchase Agreement, dated June 8, 2002, among KPMG Consulting, Inc., KPMG DTG and the minority shareholders, which is incorporated by reference to Exhibit 2.1 from the Company's Form 8-K filed on September 6, 2002.

23.1* Consent of Ernst & Young.

* Filed herewith

Item 7(a)(i). Audited Financial Statements of the Business Acquired

Report of Independent Auditors

KPMG Deutsche Treuhand - Gesellschaft
Aktiengesellschaft Wirtschaftsprufungsgesellschaft

We have audited the accompanying consolidated balance sheets of KPMG Consulting AG (a subsidiary of KPMG Deutsche Treuhand - Gesellschaft Aktiengesellschaft Wirtschaftsprufungsgesellschaft) and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of KPMG Consulting AG and subsidiaries at December 31, 2001 and 2000, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

/s/ Ernst & Young

March 15, 2002
Frankfurt, Germany

4

KPMG CONSULTING AG AND SUBSIDIARIES
Consolidated Balance Sheets

(in thousands, except share data)

	Decembe
	2001
	(euros)
Assets	
Current assets:	
Cash and cash equivalents	9,350
Accounts receivable, net of allowance for doubtful accounts of (Euros)4,245 and (Euros)4,838 as of December 31, 2001 and 2000, respectively	131,705
Unbilled revenue	15,757
Unbilled revenue from related parties	395
Receivable from related parties	1,213
Prepaid expenses and other current assets	4,433
Deferred income taxes	93
Total current assets	162,946
Fixed assets, net	12,209
Other assets	7,174
Long-term investments	7,965
Deferred income taxes	607
Intangible assets, net	32,770
Goodwill, net	28,763
Total assets	252,434
Liabilities and Shareholders' Equity	
Current liabilities:	
Short term borrowings	8,278
Accounts payable	21,268
Accrued expenses and other current liabilities	45,171
Accrued personnel incentives	40,885
Deferred revenue	8,492
Payable to related parties	16,623
Income taxes payable	5,437
Deferred income taxes	390
Total current liabilities	146,544
Other liabilities	33,896
Deferred income taxes	7,803
Total liabilities	188,243

Commitments and contingencies	-
Minority interests	4,110
Shareholders' equity:	
Share capital:	
Class A, (Euros)1.00 par value: authorized, issued and outstanding 7,560,000 shares	7,560
Class B, (Euros)1.00 par value: authorized, issued and outstanding 840,000 shares	840
Additional paid-in capital	46,971
Retained earnings	4,566
Accumulated other comprehensive (loss) income	144
Total shareholders' equity	60,081
Total liabilities and shareholders' equity	252,434

See accompanying notes to consolidated financial statements.

KPMG CONSULTING AG AND SUBSIDIARIES
Consolidated Statements of Operations

(in thousands)

	Year Ended Decemb
	2001
	(euro)
Revenues:	
Third parties	561,272
Related parties	17,065
Total revenues	578,337
Cost of revenues (excluding depreciation):	
Professional compensation	244,569
Other direct contract expenses	104,032
Other direct contract expenses - related parties	17,743
Other costs of services	47,093
Other costs of services - related parties	11,570
Total cost of revenues (excluding depreciation)	425,007
Gross margin (excluding depreciation)	153,330
Selling, general and administrative expenses	61,587
Selling, general and administrative expenses - related parties	26,944
Depreciation and amortization	11,206
Operating income	53,593
Other income (expense):	

Interest income	628
Interest expense	(1,609)
Net loss from equity method investee	(2,336)
Gain on settlement of vendor commitments	1,278
Other income (expenses), net	(1,410)
Income before income tax expense and minority interests	50,144
Income tax expense	19,802
Income before minority interests	30,342
Minority interests	6,476
Net income	23,866

See accompanying notes to consolidated financial statements.

KPMG CONSULTING AG AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity
(in thousands)

	Share Capital	Ordinary Sh
		Class A
	(euro)	
Balance, January 1, 2000	5,138	-
Conversion of share capital to ordinary shares	(5,113)	5,113
Reclassification to convert to euro par value	-	935
Issuance of Class A shares	-	1,512
Issuance of Class B shares	-	-
Dividend paid to related party	-	-
Capital transactions with related party, net	(25)	-
Shared services	-	-
Net income	-	-
Other comprehensive loss:		
Translation adjustment	-	-
Comprehensive loss	-	-
Balance, December 31, 2000	-	7,560
Dividend paid to related party	-	-
Capital transactions with related party, net	-	-
Net income	-	-
Other comprehensive income:		
Translation adjustment	-	-
Comprehensive income	-	-
Balance, December 31, 2001	-	7,560

Accumulated
Other

	Retained Earnings	Comprehensive Income (Loss)
	(euro)	(euro)
Balance, January 1, 2000	11,367	(5)
Conversion of share capital to ordinary shares	-	-
Reclassification to convert to euro par value	-	-
Issuance of Class A shares	-	-
Issuance of Class B shares	-	-
Dividend paid to related party	(32,296)	-
Capital transactions with related party, net	10,701	-
Shared services	6,487	-
Net income	18,501	-
Other comprehensive loss:		
Translation adjustment	-	(15)
Comprehensive loss	-	-
Balance, December 31, 2000	14,760	(20)
Dividend paid to related party	(40,393)	-
Capital transactions with related party, net	6,333	-
Net income	23,866	-
Other comprehensive income:		
Translation adjustment	-	164
Comprehensive income	-	-
Balance, December 31, 2001	4,566	144

See accompanying notes to consolidated financial statements.

7

KPMG CONSULTING AG AND SUBSIDIARIES
Consolidated Statements Of Cash Flows

(in thousands)

	Year Ended Dec
	2001
	(euro)
Cash flows from operating activities:	
Net income	23,866
Adjustments to reconcile net income to net cash provided by operating activities:	
Income tax expense with related party, non-cash	6,333
Minority interests' share of net income	6,476
Depreciation and amortization of fixed assets	4,945

Amortization of intangible assets	6,261
Reduction in carrying value of investments	607
Deferred income taxes	(1,758)
Net loss from equity method investees	2,336
Shared service costs with related party, non-cash	-
Bad debt expense	2,257
Changes in operating assets and liabilities:	
Related parties	11,795
Accounts receivable	(22,573)
Unbilled revenue	(4,164)
Prepaid expenses and other current assets	(241)
Other assets	(373)
Accounts payable	8,525
Deferred revenue	3,181
Income taxes payable	(1,458)
Accrued expenses and other current liabilities	3,632
Accrued personnel incentives	11,553
Other liabilities	3,407
Net cash provided by operating activities	64,607
Cash flows from investing activities:	
Purchases of fixed assets	(7,775)
Acquisitions, net of cash acquired	(9,899)
Investments in affiliates	(4,325)
Purchases of other assets	(241)
Issuance of note receivable to related party	-
Capitalized software development costs	(6,153)
Net cash used in investing activities	(28,393)
Cash flows from financing activities:	
(Repayments of) proceeds from line of credit, net	3,394
Proceeds from the sale of Class A shares	-
Proceeds from the sale of Class B shares	-
Dividends paid to minority interest shareholders	(8,194)
Dividends paid to related party	(40,393)
Net cash (used in) provided by financing activities	(45,193)
Effect of exchange rates on cash and cash equivalents	164
Net increase (decrease) in cash and cash equivalents	(8,815)
Cash and cash equivalents, beginning of the period	18,165
Cash and cash equivalents, end of the period	9,350
Supplemental cash flow information:	
Cash paid during the period for:	
Interest	1,524
Income taxes	15,573

See accompanying notes to consolidated financial statements.

KPMG CONSULTING AG AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

1. Description of Business and Basis of Presentation

KPMG Consulting AG (together with its subsidiaries, the "Company") is engaged in the business of management consulting and technology consulting, both within Germany and abroad. The Company is a subsidiary of KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprufungsgesellschaft ("DTG").

The Company was formed as a limited liability company (Gesellschaft mit beschrankter Haftung or GmbH) under German Law on February 19, 1969. Effective October 25, 2000, the Company converted from a limited liability company to a joint stock corporation (Aktiengesellschaft or AG).

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Company maintains its financial records in accordance with German law, which requires the application of accounting principles generally accepted in Germany ("German GAAP"). German GAAP varies in certain significant respects from US GAAP. Accordingly, the Company made certain adjustments to prepare these consolidated financial statements in accordance with US GAAP.

The Company's partners and managing directors are employees of the Company. Accordingly, partners' remuneration has been reflected as an expense in the consolidated financial statements.

On December 22, 2000, the Company and DTG entered into a shared services agreement that took effect on January 1, 2001. The agreement sets out a legal basis for the provision of, and remuneration for, the following services: tax and legal support, information technology, knowledge management, human resources, marketing, occupancy and communication, accounting services, and other administrative and executive functions. The shared service agreement was implemented retroactively, as if it had been in place since January 1, 2000. The allocation methods defined in the agreement, and more fully described in Note 12, are based on headcount, revenues, and billable hours, and in the opinion of management, materially reflect the actual overhead costs attributable to the Company. The accompanying financial statements include amounts accrued under the agreement, classified according to the terms of the agreement.

In 2001 and 2000, the Company was included in DTG's consolidated tax return. Income taxes are presented for all periods as if the Company had filed, or will file, separate income tax returns.

2. Summary of Significant Accounting Policies

(a) Principles of Consolidation

The consolidated financial statements reflect the operations of the Company and its majority-owned subsidiaries after elimination of intercompany accounts and transactions. Certain subsidiaries of the Company have minority interest holders. If losses applicable to the minority interest holders in a subsidiary exceed the minority interest in the equity capital of the subsidiary, those losses would be included in the Company's results, as the minority interest holders have no obligation to provide further financing to the subsidiary.

All subsidiaries are consolidated for the periods ended December 31, 2001 and 2000, with the exception of the accounts of Informationstechnologie und Systementwicklung Gesellschaft m.b.H., Graz, Austria ("Infonova"), which are included in the Company's results of operations for 2000 for the period from its acquisition on July 1, 2000, until its fiscal year end of October 31, 2000. The

respective Infonova operations for the two month period ended December 31, 2000, have been combined with the full year 2001 results and included in the December 31, 2001, consolidated financial statements. The two month period consisted of (euro)5,660 and (euro)619 in revenues and net income, after minority interest, respectively.

Investments in which the Company has the ability to exercise significant influence, but not control, over the investee are accounted for under the equity method. Under this method, the Company's proportional share of the investee's earnings or loss is included in consolidated operating results. Investments over which the Company does not have a significant influence are accounted for using the cost method.

(b) Use of Estimates

In the normal course of preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates affecting the financial statements include recoverability of investments (see Note 3), accounts receivable collectibility, accruals and costs on unfinished consulting projects. Actual results could differ from those estimates.

(c) Revenue Recognition

The Company primarily provides consulting services under both time-and-material and fixed price arrangements. Revenues under time-and-material arrangements are recognized as services are performed and costs are incurred. Revenues under fixed price contracts are recognized under the percentage-of-completion method, based on the ratio of total costs incurred to date compared to total estimated costs over the life of the project. Contract costs include all direct material and labor. Indirect costs related to contract performance, such as indirect labor, supplies and depreciation, are charged to expense as incurred.

Revenue recognized in excess of billings is recorded as unbilled revenue and represents costs and estimated earnings in excess of billings. Billings in excess of cost and estimated earnings are recorded as deferred revenue until the above described revenue recognition criteria are met. Anticipated losses on contracts are accrued as soon as the potential loss becomes evident. Reimbursements, including those relating to travel and other out-of-pocket expenses, and other similar third party costs, such as the cost of hardware and

software resale, are included in revenues, and an equivalent amount of reimbursable expenses are included in cost of services.

Revenues from software and hardware sales are recognized after installation is completed and the customer has accepted the software or hardware. Such sales amounted to (euro)20,525 and (euro)2,994 for the years ended December 31, 2001 and 2000, respectively. Maintenance contract revenues are recognized ratably over the term of the underlying agreement. When consulting engagements have multiple elements, each element is separately evaluated and allocated among each deliverable based on the relative fair value of each of the deliverables, which reflects the prices at which those elements are sold separately to third parties.

(d) Costs of Revenues, Excluding Depreciation

Professional compensation consists of payroll costs and related benefits associated with professional staff. Other direct contract expenses include travel, subcontracting and direct contract expenses.

Other costs of service include expenses attributable to support and professional staff, and the cost of software and hardware purchased from third parties. Substantially all of the Company's research and development activities have been incurred pursuant to specific client contracts and, accordingly, are included in costs of service incurred.

(e) Cash and Cash Equivalents

Cash equivalents consist of demand deposits and highly liquid investments with original maturities of three months or less, from the date of purchase.

(f) Fixed Assets

Fixed assets are recorded at cost, less accumulated depreciation and amortization. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Furniture, equipment and software costs are depreciated over three to five years. Leasehold improvements are amortized over the term of the respective lease or the useful life of the asset, whichever is shorter. Equipment under capital leases is stated at the present value of minimum lease payments or fair value at the inception of the lease, whichever is lower. Equipment held under capital leases is amortized using the straight-line method over the shorter of the lease term or estimated useful life of the assets, with the related amortization included in depreciation and amortization expense.

(g) Goodwill and Intangible Assets

Goodwill represents the cost of acquired companies in excess of the fair value of the net assets acquired including intangible assets. Goodwill was amortized by the straight-line method over the expected periods of benefit, ranging from eight to ten years, for the years ended December 31, 2001 and 2000. In

accordance with the requirements of Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets," goodwill resulting from acquisitions completed after June 30, 2001, has not been amortized.

Prior to January 1, 2002, intangible assets included the portion of the cost of acquired companies assigned to the assembled workforce. On January 1, 2002, the Company adopted SFAS No. 142 and accordingly the carrying value of the assembled workforce, which was previously accounted for as an intangible asset, was subsumed into goodwill. The net book value of this reclassification, as of January 1, 2002, was (euro) 7,889.

Intangible assets, which do not have identifiable lives, are amortized by the straight-line method over their expected period of benefit ranging from four to ten years. See Note 5 for the carrying amount of each major intangible asset class.

(h) Capitalized Software

The Company capitalizes certain external and internal costs incurred to acquire or develop, respectively, internal use software in accordance with Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use." Capitalized software is included in fixed assets and is amortized using the straight line method over its useful life, ranging from three to five years, commencing when the software is placed in service.

(i) Software Development Costs

Software development costs were capitalized, as required pursuant to SFAS No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed," in the amount of (euro)6,153 in 2001. No costs were capitalized in 2000. Upon completion of development, the costs are amortized using the straight-line method over the product life of the respective software, ranging from three to five years. Capitalized software, that is under development or has been developed and is ready for sale, is included in intangible assets. No amortization occurred prior to January 1, 2002.

(j) Impairment Evaluation

Effective January 1, 2002, the Company adopted SFAS No. 144, "Accounting for the Impairment or Disposal of Long Lived Assets," which addresses financial accounting and reporting for the impairment and disposal of long-lived assets, and SFAS No. 142, with respect to impairment of goodwill. The adoption of these standards did not have a material impact on its consolidated financial position or results of operations.

The Company reviews the carrying value of its long-lived assets, including fixed assets, investments, goodwill, and intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of such

assets may not be fully recoverable. Recoverability of long-lived assets, excluding goodwill, is assessed by a comparison of the carrying amount of the asset (or the group of assets, including the asset in question, that represents the lowest level of separately-identifiable cash flows) to the total estimated undiscounted cash flows expected to be generated by the asset or group. If the estimated future net undiscounted cash flows is less than the carrying amount of the asset or group, the asset or group is considered impaired and expense is recognized equal to the amount required to reduce the carrying amount of the asset to its then fair value. Fair value is determined by discounting the cash flows expected to be generated by the asset, when the quoted market prices are not available for the long-lived assets.

On January 1, 2002, the Company adopted SFAS No. 142, which prohibits the amortization of goodwill and indefinite life intangible assets. Instead, goodwill and indefinite life intangible assets will be tested for impairment at least annually and on an interim basis when an event occurs or circumstances change between annual tests that would more-likely-than-not result in impairment. Under SFAS No. 142, goodwill is assessed for impairment by using the fair value based method. The Company determines fair value by utilizing discounted cash flows. The fair value test required by SFAS No.142 for goodwill and indefinite lived intangible assets includes a two-step approach. Under the first step, companies must compare the fair value of a "reporting unit" to its carrying value. A reporting unit is the level at which goodwill impairment is measured and it is defined as an operating segment or one level below it if certain conditions are met. If the fair value of the reporting unit is less than its carrying value, goodwill is impaired and companies must proceed with step two. Under step two, the amount of goodwill impairment is measured by the amount that the reporting unit's goodwill carrying value exceeds the "implied" fair value of goodwill. The implied fair value of goodwill can only be determined by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit (as determined in step one). In this step, companies must allocate the fair value of the reporting unit to all of the reporting unit's assets and liabilities (a hypothetical purchase price allocation).

SFAS No. 142 requires companies to perform the impairment test at least annually and also upon adoption. Any impairment loss resulting from the adoption of SFAS No. 142 is treated as a change in accounting principle.

Calendar year companies such as ourselves adopted SFAS No. 142 as of January 1, 2002, for goodwill and intangible assets arising from business combinations completed prior to July 1, 2001, and we have applied SFAS No. 142 for goodwill and indefinite-lived intangible assets arising from business combinations completed after June 30, 2001. Upon adoption of SFAS No. 142, for U.S. GAAP purposes, we stopped amortizing goodwill. The Company did not have any impairment loss as a result of adopting SFAS No. 142 and performing the required impairment test.

See Recently Issued Accounting Standards, for further discussion of the adoption

of SFAS No. 142.

(k) Foreign Currency Translation

Assets and liabilities of foreign subsidiaries are translated into Euro using the exchange rates as quoted at the period end. Revenues and expenses are translated using the average exchange rate for the respective period. The resulting translation adjustments comprise the only component of accumulated other comprehensive income in the consolidated financial statements.

(l) Fair Value of Financial Instruments

Financial instruments of the Company consist primarily of cash, accounts receivable, accounts payable, accrued liabilities, and a put and call purchase option, more fully described in Note 3. The carrying values of financial instruments approximate their fair values because of the short maturity period of these instruments, except for the put and call option, for which the fair value exceeds the carrying value.

(m) Concentrations of Credit Risk

Financial instruments that subject the Company to credit risk consist primarily of accounts receivable and unbilled revenues. The Company had no customer that amounted to more than 10% of consolidated revenue in the years ended December 31, 2001 or 2000. The Company had one customer comprising greater than 10% of total accounts receivable, aggregating 11% and 16% as of December 31, 2001 and 2000, respectively. Other concentrations of credit risk are limited due to the Company's number of clients and their dispersion across many different industries.

As of and for the year ended December 31, 2001, the Company had net assets of (euro)53,288 and total revenues of (euro)510,985 in Euro denominated countries. The Company also had (euro)6,783 and (euro)66,735 of net assets and total revenues, respectively, in Switzerland. Net assets and total revenues outside of Europe were (euro)10 and (euro)617, respectively.

(n) Income Taxes

Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their

respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The taxable profits of certain of the Company's German operations have been included in the tax returns of DTG. In lieu of paying income tax to DTG, the Company is required to distribute its entire German GAAP net income, determined under statutory guidelines, to DTG. The provision for income taxes in these financial statements is based on the amount of tax the Company would have incurred if calculated on a separate return basis. The provision is recorded as a contribution to the Company.

(o) Accrued Personnel Incentives

Accrued personnel expenses include accruals for the annual bonuses to partners and employees. The partners' bonus award is based largely on the results of operations of the Company as a whole, and to some extent, on the result of the DTG group. The bonus award pool for partners and other employees is based primarily upon a formula, based on the achievement of certain profit targets and objectives. The final determination of the bonus award may be modified and is subject to the final approval by the Company's Supervisory Board, which includes representatives from DTG. Accordingly, DTG has significant influence over the determination of the bonus award pool. The bonus award pool is allocated based on a point system, awarded for additional time worked and other incentive related work. The bonus for managers is based on a combination of the German GAAP results of operations and a point based bonus system.

(p) Advertising

Advertising costs are expensed as incurred and represent costs incurred through various mediums directed at potential clients and employees. Advertising costs amounted to (euro)4,402 and (euro)1,189 for the years ended December 31, 2001 and 2000, respectively.

(q) Pension and Other Post-Retirement Benefit Plans

The Company maintains defined benefit pension plans and other post-retirement benefit plans covering certain employees. The benefits are based on years of service and the employee's compensation prior to retirement. The valuation of pension liabilities is based upon the projected unit credit method in accordance with SFAS No. 87 "Employers' Accounting for Pensions." The valuation of post-retirement benefits which consists of deferred compensation, is accounted for under APB No. 12, as amended by SFAS No. 106 "Employers' Accounting for Postretirement Benefits Other Than Pensions."

(r) Other

The Company recorded gains resulting from a settlement dispute of (euro)1,278 and (euro)3,835 in the years ended December 31, 2001 and 2000, respectively. The gains arose from a claim dating back to 1998. For the years ended December 31, 2001 and 2000, no costs were incurred by the Company in relation to this dispute and the Company has no future obligations relating to the settlement.

(s) Recently Issued Accounting Standards

In June 2001, the Financial Accounting Standards Board approved SFAS No. 141, "Business Combination" and SFAS No. 142. As a result of SFAS No. 141, all acquisitions completed after June 30, 2001, are accounted for using the purchase method of accounting. The adoption of SFAS No. 141 had no material impact on the Company's consolidated financial statements.

On January 1, 2002, the Company adopted SFAS 142, ceased amortizing goodwill, reclassified the net balance of intangible assembled work force assets into goodwill, and assessed goodwill for impairment. Amortization expense of goodwill and assembled workforce for the years ended December 31, 2001 and 2000, amounted to (euro)4,039 and (euro)1,559, respectively. The net book value of the assembled workforce, which was subsumed into goodwill as of January 1, 2002, was (euro)7,889.

In October 2001, the FASB issued SFAS No. 144. This U.S. accounting standard addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of. SFAS No. 144 supersedes FASB Statement No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of." However, SFAS No. 144 retains the fundamental provisions of Statement 121 for (a) recognition and measurement of the impairment of long-lived assets to be held and used and (b) measurement of long-lived assets to be disposed of by sale. SFAS No. 144 is effective January 1, 2002, for the Company. The adoption of SFAS No. 144 did not have a material impact to our U.S. GAAP results of operations or financial position.

3. Acquisitions and Transfer

KPMG Global Solutions Delivery GmbH, Berlin

In September 2000, DTG transferred KPMG Global Solutions Delivery GmbH ("GSD") to the Company. GSD was formed by DTG in 1999 and delivers SAP consultancy services to international clients. Because the Company and GSD are entities under the common control of DTG, the transfer was accounted for at DTG's carrying value on the date of formation.

Swiss Consultancy Practice, Zurich and Ritro Risk Management and Treasury Outsourcing AG, Zug, Switzerland ("Ritro")

Effective December 31, 2000, the Company acquired the net assets of the business consultancy practice of KPMG Fides from KPMG Fides and KPMG Holding, Zurich, Switzerland and a 67% stake-holding in Ritro in exchange for aggregate cash consideration of (euro)10,798. The Swiss consultancy practice offers business consulting products to clients in various industries primarily in Switzerland. Ritro is a company which offers consultancy and outsourcing in the area of corporate treasury and corporate finance, including cash management, netting/pooling, controlling and back office and risk management. Ritro was sold in 2001 for an immaterial amount.

The acquisitions of the Swiss branch in Zurich and Ritro were accounted for using the purchase method of accounting. Accordingly, their results of operations have been included in the financial

(in thousands of (euro), except share and per share amounts)

December 31, 2001

statements since the date of acquisition, and their assets and liabilities were recorded based upon their fair value at the date of acquisition. The Company has allocated the excess purchase price over the fair value of net tangible assets acquired to goodwill and certain identifiable intangible assets. As a result of the acquisition, the Company recognized goodwill of (euro)2,860 and intangible assets of (euro)9,939, which were being amortized on a straight-line basis over periods of five to ten years, through December 31, 2001. In accordance with SFAS No. 142, as of January 1, 2002, only intangible assets continue to be amortized.

KPMG Consulting GmbH, Vienna, Austria

Effective August 31, 2000, the Company acquired 100% of the shares in S-Beteiligungsverwaltung GmbH ("S-Beteiligung"), KPMG Consulting GmbH ("KCG") and Triacon Management Consulting GmbH ("Triacon"). KCG and Triacon both offer business consulting services to clients in diverse industries located primarily in Austria.

The aggregate cash purchase price for S-Beteiligung, KCG and Triacon amounted to (euro)8,962. The acquisitions were accounted for using the purchase method of accounting. Accordingly, their results of operations have been included in the financial statements since the date of acquisition, and their assets and liabilities were recorded based upon their fair values at the date of acquisition. The Company has allocated the excess purchase price over the fair value of net tangible assets acquired to goodwill and certain identifiable intangible assets. As a result of the acquisition, the Company recognized goodwill of (euro)7,349 and intangible assets of (euro)9,758, which were being amortized on a straight-line basis over periods of five to ten years. In accordance with SFAS No. 142 as of January 1, 2002, only the intangible assets continue to be amortized.

Infonova Group, Graz, Austria

In a series of transactions on July 1, 2000, the Company acquired a 51% interest in three entities including Infonova, InfoDesign GmbH ("InfoDesign"), and Michael Blaschitz GmbH ("MBGmbH"), for a total purchase price of (euro)18,532, (collectively, "Infonova Group").

Infonova offers internet services such as internet protocol ("IP") network design, IP system integration, IP system support, IP server technology, IP telephony, e-business & security, interactive TV & multimedia, and IP training to Network-Providers, Service Providers and Content Providers. InfoDesign is mainly active in the areas of web competence and design, E-commerce, geo-marketing and E-publishing.

The acquisitions were accounted for under the purchase method of accounting. Accordingly, their results of operations have been included in the financial statements since the date of acquisition, and their assets and liabilities were recorded based upon their fair values at the date of acquisition. The Company has allocated the excess purchase price over the fair value of net tangible assets acquired to goodwill and certain identifiable intangible assets. As a result of the acquisitions, the Company recognized goodwill of (euro)9,187 and intangible assets of (euro)8,938, which were being amortized on a straight-line basis over periods of five to ten years. In accordance with SFAS No. 142, as of January 1, 2002, only the intangible assets continue to be amortized. The net results attributable to the Company's non-owned portion of earnings from Infonova and MBGmbH have been reflected as earnings allocated to minority

shareholders.

In July 2001, the Company purchased the remaining 49% minority interest of InfoDesign and an additional 10% of MBGmbH for total cash consideration of (euro)10,249, excluding acquisition costs. The acquisitions were accounted for under the purchase method of accounting.

16

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

As a result of the additional purchases of the interests in InfoDesign and MBGmbH, the Company recognized goodwill of (euro)9,615 and intangible assets of (euro)981. In accordance with SFAS No. 142, goodwill acquired in the July 2001, transaction has not been amortized. Intangible assets with definite lives are being amortized on a straight-line basis over ten years.

Concurrent with the acquisition on August 31, 2000, the Company executed, with the sellers of Infonova Group, a put and a call option for the remaining 49% of the Infonova Group. In the event that the Company undertakes an initial public offering on a domestic or foreign stock exchange, and in case the Company sells a majority of its shares to a third party before June 30, 2002, and in any case after such date, the Company has the option to purchase from the minority shareholders ("call") and the minority shareholders have the option to sell to the Company ("put") the minority's 49% interest in Infonova at 85% of fair value, as determined by an independent valuation expert. Such contingent price is payable in cash, or in stock or shares of the Company or the Company's majority owned subsidiaries at the Company's election. On August 31, 2000, the Company recorded the fair value of this option of (euro)2,565, which was adjusted to (euro)1,830 as a result of the July 2001 purchase of the remaining 49% minority interest in InfoDesign. The carrying value of the put and call option at December 31, 2001, was (euro)1,830, and is included in other non-current assets.

ProLogic EDV-Beratung und -Schulung GmbH, Dusseldorf-Erkrath

On December 13, 2000, the Company acquired ProLogic EDV-Beratung und -Schulung GmbH ("ProLogic"), a provider of consulting, programming and education services, for a total cash purchase price, including direct acquisition costs, of (euro)409. The acquisition was accounted for using the purchase method of accounting. Accordingly, the assets and liabilities were recorded based upon their fair values at the date of acquisition. The Company has allocated the excess purchase price over the fair value of net tangible assets acquired to goodwill and certain identifiable intangible assets. As a result of the acquisition, the Company recognized goodwill of (euro)310 and intangibles assets of (euro)112, which were being amortized on a straight-line basis over periods of five to ten years. In accordance with SFAS No. 142, as of January 1, 2002, only the intangible assets continue to be amortized.

Pro Forma Information - Unaudited

The following unaudited pro forma information has been prepared assuming that

the purchases of the Swiss Consultancy Practice, Ritro, S-Beteiligung, KCG, Triacon, Infonova Group, and ProLogic had occurred as of January 1, 2000 and 2001, respectively. The unaudited pro forma financial information is not necessarily indicative of the consolidated results that would have occurred had the acquisitions taken place at such date, nor is it necessarily indicative of results that may occur in the future.

	Year ended December 31	
	2001	2000
	Unaudited	
	(euro)	(euro)
Revenues	578,337	458,354
Income from operations	53,562	39,457
Net income	23,927	18,321

Investments in Affiliates

In March 2000, DTG loaned (euro)762 to KPMG Consulting France B.V. Netherlands ("KPMG France"), which was contributed to the Company and included in capital transactions with related parties. On October 20, 2000, the Company purchased a 10% equity interest in KPMG France for a total cash purchase price of (euro)155. In September 2001, through the conversion of outstanding loans, the Company purchased 111,633 additional shares of KPMG France for (euro) 4,325 increasing its share to 16.5%. An impairment, in the amount of (euro)440, was recorded against the investment in KPMG France for the year ended December 31, 2001, based on the Company's impairment accounting policy. The carrying value of the investment was (euro)4,802 and (euro)917 as of December 31, 2001 and 2000, respectively. The investment has been accounted for using the cost method.

On December 18, 2000, the Company purchased a 28.6% interest in KPMG Spain B.V., Netherlands ("KPMG Spain") for a total cash purchase price of (euro)6,010. The investment has been accounted for in accordance with the equity method. The carrying value of the investment in KPMG Spain was (euro)3,163 and (euro)5,499 as of December 31, 2001 and 2000, respectively.

4. Fixed Assets, net

Fixed assets consisted of the following:

	December 31	
	2001	2000
	(euro)	(euro)
Leasehold improvements	1,955	1,452
Furniture and fixtures	18,308	14,174
Other equipment	2,715	1,354
	22,978	16,980
Less accumulated depreciation	(10,769)	(7,601)
Fixed assets, net	12,209	9,379

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

5. Intangible Assets, net

Intangible assets consisted of the following:

	December 31	
	2001	2000
	(euro)	(euro)
Trade name	12,639	12,228
Customer base	9,003	8,876
Assembled workforce	9,948	9,585
Software	6,153	-
Other	272	124
	38,015	30,813
Less accumulated amortization:		
Trade name	(1,881)	(616)
Customer base	(1,233)	(350)
Assembled workforce	(2,059)	(417)

Software	-	-
Other	(72)	(71)
	(5,245)	(1,454)
Intangible assets, net	32,770	29,359

Amortization of intangible assets for the years ended December 31, 2001 and 2000, are (euro)3,792 and (euro)1,097, respectively.

The aggregate annual amortization expense of intangible assets per each of the five succeeding years is as follows:

	(euro)
2002	4,009
2003	4,364
2004	4,364
2005	4,364
2006	2,564
2007	2,105

Assembled workforce intangible assets in the consolidated financial statements totalled (euro) 9,948 at December 31, 2001. Under SFAS No. 142, the assembled workforce intangibles were subsumed into goodwill. As of January 1, 2002, the carrying value of assembled workforce was (euro)7,889, net of accumulated amortization. Deferred taxes associated with non-deductible assembled workforce of (euro)1,054 was also subsumed into goodwill.

19

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

In accordance with SFAS No. 142, the Company is disclosing the following reconciliation of reported net income to adjusted net income assuming SFAS No. 142 had been adopted as of the beginning of the years presented.

	Year ended December 31	
	2001	2000
	(euro)	(euro)
Reported net income	23,866	18,501

Add back amortization of goodwill	2,397	1,257
Add back amortization of assembled workforce subsumed into goodwill	1,642	302
Adjusted net income	27,905	20,060

6. Goodwill, net

Acquisition costs and accumulated amortization of goodwill consisted of the following:

	December 31	
	2001	2000
	(euro)	(euro)
Goodwill acquired	33,040	23,424
Less accumulated amortization, through December 31st	(4,277)	(1,793)
Goodwill, net	28,763	21,631

7. Short Term Borrowings

In 2000, the Company entered into a line of credit with a commercial bank that enables the Company to borrow up to (euro)12,354, bearing a fixed interest rate of 5.25%. The facility has no expiration date and can be terminated by either party at any time. The borrowed balance of this line of credit at December 31, 2001 and 2000, the balance was (euro)7,958 and (euro)2,289, respectively.

An additional line of credit was established in 2000, which permits the Company to borrow up to (euro)1,454 throughout the year, bearing a fixed interest rate of 4.25%. This facility has no expiration date and can be terminated by either party at any time. The borrowed balance of the line of credit at December 31, 2001 and 2000, it was (euro)320 and (euro)2,595, respectively. Although the Company exceeded the original line of credit limit in 2000, no additional fees were incurred on the excess borrowings through the years ended December 31, 2001 and 2000.

Interest expense incurred as a result of the lines of credit was (euro)221 and (euro)72 for the years ended December 31, 2001 and 2000, respectively.

December 31, 2001

8. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	December 31	
	2001	2000
	(euro)	(euro)
Accrued overtime and vacation	18,834	14,288
Accrued benefits and payroll related expenses	12,324	7,896
Accrued losses on uncompleted contracts	1,642	6,759
Pension liability, current portion	500	-
Value-added tax	3,007	5,784
Accrued travel expenses	2,409	976
Customer bonus	-	1,167
Lease commitments	489	39
Other	5,966	4,630
Accrued expenses and other current liabilities	45,171	41,539

9. Other Liabilities

Other non-current liabilities consisted of the following:

	December 31	
	2001	2000
	(euro)	(euro)
Long term employee benefits including pensions	25,542	22,433
Early option to retire	1,867	1,978
Anniversary payments	2,098	2,094
Employee related taxes and social security	3,272	3,272
Other non-current liabilities	1,117	712
Other liabilities	33,896	30,489

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

10. Shareholders' Equity

The Company was converted from a limited liability company to a joint stock corporation in October 2000. The nominal capital amount of (euro)8,400 at December 31, 2001 and 2000, is subdivided into 8,400,000 individual (euro)1.00 par value share certificates and consists of the following:

Class A Shares Nr. 1 - Nr. 6,048,000	6,048,000 shares	Original share certificates upon conversion of th limited liability company to a joint stock corpor German Law. The original nominal capital of the limited liabi DM 10,000 ((euro)5,113) was increased by a reclas additional paid-in capital of (euro)935 to the ne capital of the joint stock corporation of (euro)6
Nr. 6,048,001 - Nr. 7,560,000	1,512,000 shares	Additional share certificates issued to German pa managers for (euro)27.81 per share, which resulte nominal capital of (euro)1,512 and in additional (euro)40,537.
Class B Shares Nr. 7,560,001 - Nr. 8,400,000	840,000 shares	Additional share certificates issued to Swiss par consulting managers for (euro)6.70 per share, whi increase in nominal capital of (euro)840 and in a capital of (euro)4,788.

Shares of both Class A and Class B ordinary shares entitle the holder to one vote per share at the Company's shareholders' meeting. However, Class B shares are subject to the following limitation on dividends. A Class B ordinary share entitles the holder to a maximum annual dividend equal to one fourth of that share's proportional interest (calculated on the basis of voting rights) in the net income of KPMG Consulting AG in its German GAAP stand-alone financial statements ("German GAAP Net Income"). The remainder of KPMG Consulting AG's German GAAP Net Income (i.e. after consideration of the dividends to Class B shareholders) may then be distributed to the Class A shareholders. This limitation on Class B dividends will cease, and Class B shares will be entitled to full dividend rights equal to Class A shares, when the accumulated aggregate difference, starting from January 1, 2001, between one-tenth of all dividends paid to both Class A and Class B shareholders and all dividends paid to Class B shareholders equals or exceeds (euro)16,719 (dividend basket).

Dividends are limited to retained earnings shown in the Company's German GAAP stand-alone financial statements, and these amounts differ from US GAAP

consolidated retained earnings.

The Company has no stock-based compensation programs.

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

11. Income Taxes

Income before taxes and minority interest was attributable to geographic regions for the years ended as follows:

	Year ended December 31	
	2001	2000
	(euro)	(euro)
Germany	39,451	32,139
Foreign	10,693	7,091
Total income before taxes and minority interest	50,144	39,230

The income tax expense (benefit) consisted of the following:

	Current	Deferred	Total
	(euro)	(euro)	(euro)
Year ended December 31, 2001:			
German corporate	8,929	(1,298)	7,631
German trade	8,817	(1,385)	7,432
Foreign	3,814	925	4,739
Total expense (benefit)	21,560	(1,758)	19,802
Year ended December 31, 2000:			
German corporate	9,426	(1,019)	8,407
German trade	6,997	(3)	6,994
Foreign	2,793	(214)	2,579
Total expense (benefit)	19,216	(1,236)	17,980

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

The significant components of deferred income tax benefit consisted of the following:

	Year ended December 31	
	2001	2000
	(euro)	(euro)
Deferred tax expenses (benefit) exclusive of the effect of changes in tax laws and rates	(1,406)	(1,550)
Adjustments to deferred tax assets and liabilities for enacted changes in tax laws and rates	-	(887)

Prior to 2001, German tax law applied a split rate imputation system to the income of a corporation and its shareholders. Undistributed earnings were subject to a corporate tax of 40%, plus a solidarity surcharge of 5.5% on certain earnings, for a total effective statutory corporate tax rate of 42.2%. Upon distribution of certain retained earnings generated in Germany, the corporate income tax rate on the earnings is adjusted to 30%, plus a solidarity surcharge of 5.5% on certain earnings, for a total effective statutory corporate tax rate of 31.65%. The tax benefit of the lower tax rate on distributed earnings is recognized as a reduction of income tax expense in the period that the tax credits are included in the Company's tax return. Corporations in Germany are also subject to a trade tax, which is deductible for federal corporate tax purposes.

In 2000, the German government enacted new tax legislation, effective beginning in 2001, which reduced the Company's statutory corporate tax rate from 40% on retained earnings and 30% on distributed earnings to a uniform 25%. Including the impact of the solidarity surcharge of 5.5% on certain earnings, the effective statutory corporate tax rate became 26.375%. The effects of the legislation on the Company's deferred tax assets and liabilities were recognized in 2000, the year of enactment.

The provision for income taxes in these financial statements is based on the amount of tax the Company would have incurred if calculated on a separate return basis. In determining the income tax benefit for the credit for the lower tax rate on distributed earnings the Company has assumed it would have paid the maximum distribution allowable under German law. The income tax provision;

included the credit it would have received if it had made distributions of (euro)20,653 and (euro)20,145 in the years ended December 31, 2001 and 2000, respectively. The Company does not have any income tax-related balances due to or from DTG as of any of the balance sheet dates presented. The Company does not have any material remaining accumulated earnings eligible for credits for the lower tax rate on the distribution of earnings accumulated prior to January 1, 2002.

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	December
	2001
	(euro)
Deferred tax assets:	
Goodwill	-
Accounts receivable	693
Unbilled revenue	-
Other assets, non-current	-
Other current assets and prepaid expenses	25
Other liabilities, non-current	2,266
Accounts payable	2,474
Accrued expenses and other current liabilities	353
Deferred revenue	-
Operating loss carryforward	814
Total deferred tax assets	6,625
Less valuation allowance	-
Net deferred tax assets	6,625
Deferred tax liabilities:	
Intangible assets	6,160
Accounts receivable	67
Unbilled revenue	-
Other current assets	249
Deferred revenue	2,440
Fixed assets	1,407
Other non current assets	2,604
Accounts payable	-
Accrued expenses and other current liabilities	1,191
Other liabilities, non-current	-

Total deferred tax liabilities	14,118
Net deferred tax liability	7,493

Deferred tax assets and liabilities are reflected in the consolidated balance sheets as follows:

	December
	2001
	(euro)
Deferred tax asset, current	93
Deferred tax asset, non-current	607
Deferred tax liability, current	(390)
Deferred tax liability, non-current	(7,803)
Net deferred tax liability	(7,493)

The net change in the total valuation allowance for the year ended December 31, 2001, was a decrease of (euro)100. Management has reviewed the realizability of the deferred tax assets within each tax

25

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

jurisdiction and, accordingly, at December 31, 2000, provided a valuation allowance against a portion of the operating loss carryforwards.

12. Related Party Balances and Transactions

Related party receivables

Receivables from related parties were consisted of the following:

	December
	2001

	(euro)
DTG, short term operating account	303
Other	910
Receivables from related parties	1,213

Related party payables

Payables to related parties were consisted of the following:

	December
	2001
	(euro)
DTG, short term loan	-
DTG, short term operating account	9,330
KPMG Alpen Treuhandgesellschaft	14
KPMG Prufungs- und Beratungs-gesellschaft fur den Offentlichen Sektor AG, short term operating account	1,079
Bayerische Treuhandgesellschaft AG, short term operating account	655
Payable to minority interest holders	2,031
KPMG Fides Peat	850
KPMG Treuhand and Goerdeler GmbH	2,060
Other	604
Payables to related parties	16,623

The DTG short term loan was paid in full on April 1, 2001, and bore interest of EURIBOR + 0.5%, which resulted in an interest rate at April 1, 2001, of approximately 5.1%. The related interest expense was (euro)196 and (euro)35 for the years ended December 31, 2001 and 2000, respectively. As the Company does not have a general cash bank account for operations, the short term operating account is used between the Company and DTG. Interest is calculated quarterly based on the average balance, and interest is recorded as income or expense, depending on whether the balance is a receivable or payable, respectively. The interest rate, determined quarterly and based the EONIA rate, for the year ended December 31, 2001 ranged from 3.3% to 5.34%, and resulted in interest expense of (euro)940. No interest was charged on this account for the year ended December 31, 2000.

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

Transfer of Guarantee

In the past, DTG had issued guarantees on behalf of the Company. The balances of these guarantees were (euro) 10,249 and (euro) 5,948 as of December 31, 2001 and 2000, respectively. No transaction fees were incurred on behalf of the Company relating to these guarantees.

Shared Service Expenses

Historically, certain services relating to DTG's assurance, financial advisory services, tax and consulting businesses have been provided by DTG on a centralized basis. These services include the following functions: Tax advice, IT services (including equipment lease), Knowledge Management, Accounting, Marketing and Communication, Human Resources and Other Consulting Services (e.g., issuance and management of the Company shares, car leasing, etc.).

The shared service agreement was executed as of January 1, 2001, for the period through June 30, 2004. Subsequently, the contract is automatically extended by one year, if it is not terminated with at least nine months advance notice. If the Company terminates any services under the shared service agreement, the Company is obligated to reimburse resulting additional costs incurred by DTG on related long term contracts with third parties. The financial statements for all periods include allocations of these centralized costs, based on the actual cost of such services, as represented by DTG, on substantially the same basis as provided for in the shared service agreement, as discussed below.

Costs are allocated among DTG and the Company based on the actual costs incurred by DTG, as represented by DTG. The allocation methods defined in the agreement are based on headcount, revenues, and billable hours, and reflect the actual overhead costs attributable to the Company, as represented by DTG. Management believes that the basis used for allocation of the costs of shared services, as represented by, DTG is reasonable and reflects the portion of such costs attributable to the Company.

Occupancy Expenses

The Company is allocated most of its office space from DTG. Occupancy costs are allocated based upon actual square footage used by the Company at estimated market rates. In addition to rental expense, allocated occupancy costs also include all facility-related charges.

Professional Services

The Company has periodically provided consulting services directly to DTG and other affiliates. Additionally, DTG's assurance and tax businesses periodically utilize the Company's consultants in servicing their assurance and tax engagements. Correspondingly, the Company sometimes utilizes DTG assurance and tax professionals in servicing their consulting engagements. Management believes that the revenues earned and fees paid between DTG's assurance and tax businesses and other affiliates, and the Company were determined on a basis substantially equivalent to what would have been earned and paid in similar transactions with unrelated parties.

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

Revenue and Expenses

Total revenue and expenses allocated to the Company with regard to shared services, occupancy, interest, and professional services for the years ended as follows:

	Year end December
	2001
	(euro)
Shared services expenses	24,164
Occupancy expenses	14,350
Interest (income) expense	1,136
Professional service	
Revenue	17,065
Other direct contract expenses	17,743

Shared services expenses are included in selling, general and administrative expenses. Occupancy expenses are allocated to other cost of services and selling, general and administrative expenses based on headcount.

13. Lease Commitments

Operating Leases

The Company leases certain office space and equipment under operating lease agreements that expire at various dates through 2013. Aggregate minimum rental payments to be made under these agreements at December 31, 2001, are as follows:

	(euro)
2002	17,827
2003	8,111
2004	6,262
2005	4,370
2006	3,881
2007	3,786
Thereafter	18,830

Total	63,067

Total rent expense for the years ended December 31, 2001 and 2000, amounted to (euro)13,303 and (euro)10,304, respectively. Substantially all of operating leases were entered into with DTG.

14. Commitments and Contingencies

The Company is involved in legal proceedings, claims and litigation arising in the ordinary course of business. Management believes that the Company's provision for estimated costs and losses that may ultimately be incurred with regard to such matters, (euro)150 and (euro)139 as of December 31, 2001 and 2000, respectively, is adequate. However, such matters are subject to uncertainties and, as a result, their ultimate outcome may differ from management's current estimates. The Company's management

28

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of (euro), except share and per share amounts)

December 31, 2001

expects that the resolution of these contingencies will not have a material impact on the financial position or results of operations of the Company.

15. Employee Pension Plans

The following information is a consolidated presentation of the Company's employee pension plans. The Company does not maintain plan assets; therefore, the net pension obligation is accrued in long term liabilities. The measurement date for the Company's pension plans is December 31st.

Change in projected benefit obligation was as follows:

	December
	2001
	(euro)
Projected benefit obligation at January 1	23,232
Service costs	1,537
Interest costs	1,481
Increase in prior service costs	1,182
Actuarial losses	219
Acquisitions and transfers	139
Benefits paid	(460)
Net increase	4,098
Projected benefit obligation at end-of-period	27,330

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The transfer amounts represent changes in the obligation due to a transfer of employees between the Company and DTG.

The following weighted average actuarial assumptions were used in the calculation of the Company's projected benefit obligation. The rates used to estimate the projected benefit obligation vary according to the economic conditions of the country in which the plans are situated.

	Decembe
	2001
Discount rate	6.00%
Rate of inflation	1.50%
Rate of compensation increase	3.00%

A reconciliation of the unfunded status to the amounts recognized in the consolidated balance sheets is as follows:

	Decembe
	2001
	(euro)
Unfunded status	27,330
Unrecognized prior service costs	(3,271)
Unrecognized actuarial losses	(464)
Unrecognized transition adjustment	(109)
Net amount recognized	23,486

The components of net periodic pension costs were as follows:

	Year end December
	2001
	(euro)
Service costs	1,537
Interest costs	1,481
Unrecognized transition adjustment	55
Unrecognized prior service costs	146
Net periodic pension costs	3,219

The Company also maintains a deferred compensation benefit plan which allows partners and managers to convert current salary and/or bonus payments into future deferred compensation benefits. The obligation of (euro)2,556 and (euro)1,837, recorded in the balance sheet at December 31, 2001 and 2000, respectively, is at estimated fair value determined using discounted cash flows.

16. Change in Valuation and Qualifying Accounts

The following table reflects the development of the allowance for doubtful accounts for the years ended as follows:

	Year end December
	2001
	(euro)
Balance at January 1st	4,838
Additions charged to selling, general and administrative expense	2,257
Deductions for write-offs of accounts	(2,850)
Balance at December 31st	4,245

Item 7(a)(ii). Unaudited Financial Statements of the Business Acquired

KPMG CONSULTING AG AND SUBSIDIARIES

Consolidated Balance Sheets

(in thousands, except share data)

June

	2002 (unaudi
	(eur
Assets	
Current assets:	
Cash and cash equivalents	9,6
Accounts receivable, net of allowance for doubtful accounts of (euro)8,987 and (euro) 4,245 as of June 30, 2002, and December 31, 2001	95,2
Unbilled revenue	20,4
Unbilled revenue from related parties	1
Receivable from related parties	3
Prepaid expenses and other current assets	5,0
Deferred income taxes	4,2
Total current assets	135,0
Fixed assets, net	12,3
Other assets	7,6
Long-term investments	6,2
Deferred income taxes	1,4
Intangible assets, net	25,6
Goodwill	35,5
Total assets	223,9
Liabilities and Shareholders' Equity	
Current liabilities:	
Short term borrowings	6,3
Accounts payable	12,3
Accrued expenses and other current liabilities	54,7
Accrued personnel incentives	17,0
Deferred revenue	4,1
Payable to related parties	23,9
Income taxes payable	5,5
Deferred income taxes	
Total current liabilities	124,1
Other liabilities	32,7
Deferred income taxes	9,8
Total liabilities	166,7
Minority interests	2,3
Shareholders' equity:	
Share capital:	
Class A, (euro)1.00 par value: authorized, issued and outstanding 7,560,000 shares	7,5
Class B, (euro)1.00 par value: authorized, issued and outstanding 840,000 shares	8
Additional paid-in capital	46,9
(Accumulated deficit) retained earnings	(4
Accumulated other comprehensive (loss) income	(
Total shareholders' equity	54,8
Total liabilities and shareholders' equity	223,9

See accompanying notes to unaudited consolidated financial statements.

31

KPMG CONSULTING AG AND SUBSIDIARIES

Unaudited Consolidated Statements of Operations

(in thousands)

	Six
	2002
	(euro
Revenues:	
Third parties	253,73
Related parties	7,54
Total revenues	261,27
Cost of revenues (excluding depreciation):	
Professional compensation	128,95
Other direct contract expenses	54,68
Other direct contract expenses - related parties	11,43
Other costs of services	16,98
Other costs of services - related parties	6,85
Total cost of revenues (excluding depreciation)	218,91
Gross margin (excluding depreciation)	42,35
Selling, general and administrative expenses	34,52
Selling, general and administrative expenses - related parties	14,27
Depreciation and amortization	4,55
Operating (loss) income	(10,99
Other income (expense):	
Interest income	11
Interest expense	(43
Net loss from equity method investee	(1,71
Gain on settlement of vendor commitments	
Other income (expense), net	1,04
(Loss) income before income tax expense and minority interests	(11,98
Income tax (benefit) expense	(4,73
(Loss) income before minority interests	(7,25
Minority interests	4
Net (loss) income	(7,29

See accompanying notes to unaudited consolidated financial statements.

KPMG CONSULTING AG AND SUBSIDIARIES

Unaudited Consolidated Statements of Cash Flows

(in thousands)

	Six Months Ended June	
	2002	20
	(euro)	(eu
Cash flows from operating activities:		
Net (loss) income	(7,296)	12,
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Income tax expense with related party, non-cash	(73)	(
Minority interests' share of net income	42	2,
Depreciation and amortization of fixed assets	2,677	2,
Amortization of intangible assets	1,875	3,
Reduction in carrying value of investments	-	
Deferred income taxes	(2,192)	10,
Net loss from equity method investees	1,716	
Bad debt expense	6,599	3,
Changes in operating assets and liabilities:		
Related parties	8,745	(12,
Accounts receivable	29,880	(
Unbilled revenue	(4,429)	(19,
Prepaid expenses and other current assets	(587)	(4,
Other assets	(543)	(
Accounts payable	(8,964)	(2,
Income taxes payable	117	(
Accrued expenses and other current liabilities	9,575	17,
Accrued personnel incentives	(23,837)	(8,
Other liabilities	(5,534)	4,
Net cash provided by operating activities	7,771	8,
Cash flows used in investing activities:		
Purchases of fixed assets	(2,727)	(4,
Purchases of other assets and investments	-	(1,
Capitalized software development costs	(2,589)	(3,
Net cash used in investing activities	(5,316)	(9,
Cash flows used in financing activities:		
Repayments credit, net	(1,947)	(4,
Net cash used in financing activities	(1,947)	(4,
Effect of exchange rates on cash and cash equivalents	(198)	
Net increase (decrease) in cash and cash equivalents	310	(5,

Cash and cash equivalents, beginning of the period	9,350	18,
Cash and cash equivalents, end of the period	9,660	12,
Supplemental cash flow information:		
Cash paid during the period for:		
Interest	493	
Income taxes	959	

See accompanying notes to unaudited consolidated financial statements.

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED
FINANCIAL STATEMENTS

(in thousands of(euro), except share and per share amounts)

June 30, 2002

1. Description of Business

KPMG Consulting AG (together with its subsidiaries, the "Company") is engaged in the business of management consulting and technology consulting, both within Germany and abroad. The Company is a subsidiary of KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprufungsgesellschaft ("DTG"). The Company was formed as a limited liability company (Gesellschaft mit beschrankter Haftung or GmbH) under German Law on February 19, 1969. Effective October 25, 2000, the Company converted from a limited liability company to a joint stock corporation (Aktiengesellschaft or AG).

2. Basis of Presentation

(a) Interim Financial Statements

The unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Company maintains its financial records in accordance with German law, which requires the application of accounting principles generally accepted in Germany ("German GAAP"). German GAAP varies in certain significant respects from US GAAP. Accordingly, the Company made certain adjustments to prepare these unaudited consolidated financial statements in accordance with US GAAP.

In the opinion of management, the unaudited consolidated financial statements reflect all adjustments (consisting of those of a normal recurring nature), considered necessary to present fairly the financial position and results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States applicable for interim periods. The financial statements should be read in conjunction with the audited consolidated financial statements as of December 31, 2001. The results for the six-month period ended June 30, 2002, are not necessarily indicative of the results for the year ending December 31, 2002.

All subsidiaries are consolidated for the periods ended June 30, 2002 and 2001, and at December 31, 2001, with the exception of the accounts of Informationstechnologie und Systementwicklung Gesellschaft m.b.H., Graz, Austria ("Infonova"), which are included in the Company's results of operations for the six months ended June 30, 2001, for the period from its fiscal year beginning of November 1, 2000, until June 30, 2001. The operations for the two month period ended December 31, 2000, consisted of (euro)5,660 and (euro)619 in revenues and net income, after minority interest, respectively.

(b) Use of Estimates

In the normal course of preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates affecting the financial statements include recoverability of investments, accounts receivable collectibility (see Note 5), accruals and costs on unfinished consulting projects. Actual results could differ from those estimates.

(c) Revenue Recognition

Revenues from software and hardware sales are recognized after installation is completed and the customer has accepted the software or hardware. Such software and hardware sales amounted to (euro)13,172 and (euro)12,714 for the six months ended June 30, 2002, and 2001, respectively. Maintenance contract revenues are recognized ratably over the term of the underlying agreement. When consulting engagements have multiple elements, each element is separately evaluated and allocated among each deliverable based on the relative fair value of each of the deliverables, which reflects the prices at which those elements are sold separately to third parties.

(d) New accounting standards

Effective January 1, 2002, the Company adopted SFAS No. 144, "Accounting for the Impairment or Disposal of Long Lived Assets," which addresses financial accounting and reporting for the impairment and disposal of long-lived assets, and SFAS No. 142, "Goodwill and other Intangible Assets", with respect to impairment of goodwill. The adoption of these standards did not have a material impact on the Company's consolidated financial position or results of operations.

On January 1, 2002, the Company adopted SFAS No. 142, which prohibits the amortization of goodwill and indefinite life intangible assets. Instead, goodwill and indefinite life intangible assets will be tested for impairment at least annually and on an interim basis when an event occurs or circumstances change between annual tests that would more-likely-than-not result in

impairment. Under SFAS No. 142, goodwill is assessed for impairment by using the fair value based method. The Company determines fair value by utilizing discounted cash flows. The fair value test required by SFAS No. 142 for goodwill and indefinite lived intangible assets includes a two-step approach. Under the first step, companies must compare the fair value of a "reporting unit" to its carrying value. A reporting unit is the level at which goodwill impairment is measured and it is defined as an operating segment or one level below it if certain conditions are met. If the fair value of the reporting unit is less than its carrying value, goodwill is impaired and companies must proceed with step two. Under step two, the amount of goodwill impairment is measured by the amount that the reporting unit's goodwill carrying value exceeds the "implied" fair value of goodwill. The implied fair value of goodwill can only be determined by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit (as determined in Step one). In this step, companies must allocate the fair value of the reporting unit to all of the reporting unit's assets and liabilities (a hypothetical purchase price allocation).

SFAS No. 142 requires companies to perform the impairment test at least annually and also upon adoption. Any impairment loss resulting from the adoption of SFAS No. 142 is treated as a change in accounting principle.

Calendar year companies such as ourselves adopted SFAS No. 142 as of January 1, 2002, for goodwill and intangible assets arising from business combinations completed prior to July 1, 2001, and we have applied SFAS No. 142 for goodwill and indefinite-lived intangible assets arising from business combinations completed after June 30, 2001. Prior to January 1, 2002, the Company amortized goodwill and had recorded intangible assets that included the portion of the cost of acquired companies assigned to assembled workforce. Upon adoption of SFAS No. 142, for U.S. GAAP purposes, we stopped amortizing goodwill and subsumed into goodwill the carrying value of assembled workforce previously accounted for as an intangible asset. The net book value of this

35

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED
FINANCIAL STATEMENTS

(in thousands of(euro), except share and per share amounts)

June 30, 2002

reclassification as of January 1, 2002, was(euro)7,889. The Company did not have any impairment loss as a result of adopting SFAS No. 142 and performing the required impairment test.

In accordance with SFAS No. 142, the Company is disclosing the following reconciliation of reported net income to adjusted net income assuming SFAS No. 142 was adopted as of the beginning of the periods presented. As SFAS No. 142 was adopted by the Company on January 1, 2002, there are no reconciling differences for the six months ended June 30, 2002.

	Six months ended June 30, 2001
	(euro)
Reported net income	12,623
Add back amortization of goodwill	1,198

Add back amortization of assembled workforce subsumed into goodwill	821
Adjusted net income	14,642

(e) Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the 2002 presentation.

3. Income Taxes

In 2000, the German government enacted new tax legislation, effective beginning in 2001, which reduced the Company's statutory corporate tax rate from 40% on retained earnings and 30% on distributed earnings to a uniform 25%. Including the impact of the solidarity surcharge of 5.5% on certain earnings, the effective statutory corporate tax rate became 26.375%. The effects of the legislation on the Company's deferred tax assets and liabilities were recognized in 2000, the year of enactment. Corporations in Germany are also subject to a trade tax, which is deductible for federal corporate tax purposes.

The provision for income taxes in these financial statements is based on the amount of tax the Company would have incurred if calculated on a separate return basis. In determining the income tax benefit for the credit for the lower tax rate on distributed earnings the Company has assumed it would have paid the maximum distribution allowable under German law. The Company does not have any income tax-related balances due to or from DTG as of any of the balance sheet dates presented.

36

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED
FINANCIAL STATEMENTS

(in thousands of(euro), except share and per share amounts)

June 30, 2002

4. Related Party Balances and Transactions

Related party receivables

Receivables from related parties were composed of the following:

	June 30, 2002 (unaudited)	December 31, 2001
	(euro)	(euro)
DTG, short term operating account	332	303
Other	-	910
Receivables from related parties	332	1,213

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Related party payables

Payables to related parties were composed of the following:

	June 30, 2002 (unaudited)
	(euro)
DTG, short term operating account	15,113
KPMG Alpen Treuhandgesellschaft	14
KPMG Prufungs- und Beratungsgesellschaft fur den Offentlichen Sektor AG, short term operating account	1,079
Bayerische Treuhandgesellschaft AG, short term operating account	630
Payable to minority interest holders	3,137
KPMG Fides Peat	758
KPMG Treuhand and Goerdeler GmbH	2,662
Other	561
Payables to related parties	23,954

The Company's short term loan with DTG was paid in full on April 1, 2001, and bore interest of EURIBOR + 0.5%, which resulted in an interest rate at April 1, 2001, of approximately 5.1%. The related interest expense was (euro)196 for the six months ending June 30, 2001. As the Company does not have a general cash bank account for operations, the short term operating account is used between the Company and DTG. Interest is calculated quarterly based on the average balance, and interest is recorded as income or expense, depending on whether the balance is a receivable or payable, respectively. The interest rate, determined quarterly and based the EONIA rate, for the six months ended June 30, 2002, ranged from 3.3110 % to 3.3703 %, and resulted in interest expense (euro)510. Prior to June 30, 2001, no interest was applied to the short term operating account.

Transfer of Guarantees

From time to time, DTG issues guarantees on behalf of the Company. On June 7, 2002, DTG transferred these guarantees totaling (euro) 7,752 to an unrelated financial institution. No fees were incurred on behalf of the Company for this transfer.

37

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED
FINANCIAL STATEMENTS

(in thousands of(euro), except share and per share amounts)

June 30, 2002

Shared Service Expenses

Historically, certain services relating to DTG's assurance, financial advisory services, tax and consulting businesses have been provided by DTG on a centralized basis. These services include the following functions: Tax advice, IT services (including equipment lease), Knowledge Management, Accounting, Marketing and Communication, Human Resources and Other Consulting Services (e.g., issuance and management of the Company shares, car leasing, etc.).

The shared service agreement was executed as of January 1, 2001, for the period through June 30, 2004. Subsequently, the contract is automatically extended by one year, if it is not terminated with at least nine months advance notice. If the Company terminates any services under the shared service agreement, the Company is obligated to reimburse resulting additional costs incurred by DTG on related long term contracts with third parties. The unaudited consolidated financial statements include allocations of these centralized costs, based on the actual cost of such services, as represented by DTG, on substantially the same basis as provided for in the shared service agreement, as discussed below.

Costs are allocated among DTG and the Company based on the actual costs incurred by DTG, as represented by DTG. The allocation methods defined in the agreement are based on headcount, revenues, and billable hours, and reflect the actual overhead costs attributable to the Company, as represented by DTG. Management believes that the basis used for allocation of the costs of shared services, as represented by, DTG is reasonable and reflects the portion of such costs attributable to the Company.

Occupancy Expenses

The Company is allocated most of its office space from DTG. Occupancy costs are allocated based upon actual square footage used by the Company at estimated market rates. In addition to rental expense, allocated occupancy costs also include all facility-related charges.

Professional Services

The Company has periodically provided consulting services directly to DTG and other affiliates. Additionally, DTG's assurance and tax businesses periodically utilize the Company's consultants in servicing their assurance and tax engagements. Correspondingly, the Company sometimes utilizes DTG assurance and tax professionals in servicing their consulting engagements. Management believes that the revenues earned and fees paid between DTG's assurance and tax businesses and other affiliates, and the Company were determined on a basis substantially equivalent to what would have been earned and paid in similar transactions with unrelated parties.

38

KPMG CONSULTING AG AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED
FINANCIAL STATEMENTS

(in thousands of(euro), except share and per share amounts)

June 30, 2002

Revenue and Expenses

Total revenue and expenses allocated to the Company with regard to shared services, occupancy, interest, and professional services is as follows:

	Six Months ended June 30	
	2002	2001
	(euro)	(euro)
Shared services expenses	14,201	12,096
Occupancy expenses	6,930	6,156
Interest income/expense	277	(196)
Professional services		
Revenue	7,542	8,586
Other direct contract expenses	11,435	4,146

Shared services expenses are included in selling, general and administrative expenses - related party. Occupancy expenses are allocated to other cost of services and selling, general and administrative expenses - related party based on headcount.

5. Commitments and Contingencies

The Company is involved in legal proceedings, claims and litigation arising in the ordinary course of business. Management believes that the Company's provision for estimated costs and losses that may ultimately be incurred with regard to such matters of (euro) 73 is adequate. However, such matters are subject to uncertainties and, as a result, their ultimate outcome may differ from management's current estimates. The Company's management expects that the resolution of these contingencies will not have a material impact on the financial position or results of operations of the Company.

In 2002, the Company had open contracts with affiliates of KirchMedia Group ("Kirch"). On April 8, 2002, several affiliates of Kirch filed for bankruptcy protection under the laws of Germany and since that date, other affiliates of Kirch have also filed, and continue to file for bankruptcy protection. Based on management's review of the Company's business with Kirch and consultation with legal counsel regarding the financial solvency and bankruptcy proceeding of Kirch, management has provided for a full allowance for all amounts due from Kirch and its affiliates as well as future losses on these contracts. While management is confident a portion of the amounts due will ultimately be collected, we are currently uncertain as to the amount that will be collected at this time. Accordingly, a 100% provision for bad debts of (euro)4,535 has been established at June 30, 2002, for the Kirch receivables.

39

6. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	June 30, 2002 (unaudited)	December 31, 2001
	(euro)	(euro)
Accrued overtime and vacation	19,947	18,834
Accrued benefits and payroll related expenses	12,562	12,324
Accrued losses on uncompleted contracts	1,273	1,642
Pension liability, current portion	735	500
Value-added tax	9,067	3,007
Accrued travel expenses	1,301	2,409
Customer bonus	50	-
Other	9,811	6,455
Accrued expenses and other current liabilities	54,746	45,171

7. Other Liabilities

Other non-current liabilities consisted of the following:

	June 30, 2002 (unaudited)	December 31, 2001
	(euro)	(euro)
Long term employee benefits including pensions	27,277	25,542
Early option to retire	1,682	1,867
Anniversary payments	2,288	2,098
Employee related taxes and social security	-	3,272
Other non-current liabilities	1,535	1,117
Other liabilities	32,782	33,896

8. Change in Valuation and Qualifying Accounts

The following table reflects the development of the allowance for doubtful accounts for the six months ending June 30, 2002:

	(euro)
Balance at January 1, 2001	4,245
Additions charged to selling, general and administrative expense	6,599
Deductions for write-offs of accounts	(1,857)
Balance at June 30, 2002	8,987

9. Subsequent Events

On June 8, 2002, KPMG Consulting Inc. ("KCIN") signed a binding Share Purchase Agreement ("Agreement") with the shareholders of the Company that, subject to regulatory approvals, provided for the transfer of 100% of the outstanding shares of the Company to KCIN for an aggregate purchase price of US$685.0 million plus a purchase price adjustment for working capital and net debt, as defined. On August 22, 2002, KCIN and the Company's shareholders closed the Agreement resulting in the transfer of control of the Company and its wholly owned subsidiaries to KCIN. Contemporaneously with the closing, the Company acquired the remaining 49% of outstanding shares in Infonova and the remaining 39% of outstanding shares in MBGmbH for a purchase price of US$20.8 million and US$3.7 million, respectively.

Subsequent to the sale of the Company, on August 23, 2002, the Company agreed to relinquish its investment in KPMG Consulting France B.V. for essentially no proceeds. At June 30, 2002, the Company had a book value in this investment of approximately (euro)4.8 million.

41

Item 7(b). Pro Forma Financial Information and Other Data

UNAUDITED PRO FORMA FINANCIAL INFORMATION

On August 22, 2002, pursuant to a share purchase agreement dated as of June 8, 2002, by and among BearingPoint, Inc. (formerly KPMG Consulting, Inc.) (the "Company"), KPMG DTG, the majority shareholder of KPMG Consulting AG ("KCA"), and minority shareholders of KCA as set forth in the share purchase agreement, the Company acquired all of the outstanding shares of KCA for $652.0 million (including acquisition costs of $14.0 million). KCA's operations consist primarily of consulting practices in Germany, Switzerland and Austria.

The Company is providing a pro forma consolidated condensed statement of operations for the year ended June 30, 2002 and a pro forma consolidated condensed balance sheet as of June 30, 2002. The pro forma financial information of the Company includes adjustments to the Company's consolidated balance sheet as of June 30, 2002, and to the Company's consolidated statements of operations for the year ended June 30, 2002, as if the acquisition had occurred on June 30, 2002 for purposes of the pro forma consolidated condensed balance sheet, and on July 1, 2001 for purposes of the pro forma consolidated condensed statement of operations.

The following pro forma financial information should be read in conjunction with the Company's consolidated financial statements and the notes thereto

included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission on September 30, 2002, as well as the KCA consolidated financial statements and the notes thereto contained elsewhere in this Form 8-K/A. The pro forma financial information is presented for informational purposes only and does not purport to be indicative of the Company's future results of operations or financial position or what the Company's results of operations or financial position would have been had the Company completed the acquisition of KCA at an earlier date. The pro forma adjustments are based on available information and upon assumptions that the Company believes are reasonable.

42

BEARINGPOINT, INC.
(formerly KPMG Consulting, Inc.)
PRO FORMA CONSOLIDATED CONDENSED STATEMENT OF OPERATIONS
For the year ended June 30, 2002
(Unaudited)

	BearingPoint Historical	KCA Historical
	(in thousands, except s	
Revenues	$ 2,367,627	$ 507,951
Costs of service:		
Professional compensation	940,829	229,685
Other direct contract expenses	592,634	122,055
Impairment charge	23,914	-
Other costs of service	209,398	47,823
Total	1,766,775	399,563
Gross margin	600,852	108,388
Amortization of goodwill and purchased intangibles	3,013	3,808
Selling, general and administrative expenses	464,149	86,678
Operating income	133,690	17,902
Interest expense	(2,248)	(1,608)
Interest income	3,144	207
Other income	-	(291)
Gain on sale of assets	-	-
Loss on equity investment	-	(2,884)
Income before taxes and minority interest	134,586	13,326
Income tax expense	81,524	6,034
Minority interest / (income)	-	3,750
Income from continuing operations	53,062	3,542
Earnings (loss) per share:		

Income (loss) before cumulative effect of change in accounting principle applicable to common stockholders-- basic and diluted	0.34	
Weighted average shares:		
Basic	157,559,989	
Diluted	159,583,786	

43

BEARINGPOINT, INC.
(formerly KPMG Consulting, Inc.)
PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET
June 30, 2002
(Unaudited)

ASSETS	BearingPoint Historical	KCA Historical
	(in thousands)	
Current Assets:		
Cash and cash equivalents	$ 203,597	$ 9,584
Accounts receivable, net	246,792	94,474
Unbilled revenues	128,883	20,418
Other current assets	67,941	9,552
Total	647,213	134,028
Property and equipment, net	60,487	12,227
Goodwill, net	87,663	35,317
Other intangible assets, net	75,652	25,414
Other assets	24,116	15,226
Total assets	$ 895,131	$ 222,212
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current portion of notes payable	$ 1,846	$ 6,281
Accounts payable	62,810	35,972
Accrued payroll and related liabilities	130,554	71,227
Other current liabilities	88,085	9,692
Total current liabilities	283,295	123,172
Other liabilities	9,966	44,634

Total liabilities	293,261	167,806
Stockholders' Equity:		
Preferred stock	-	-
Common stock	1,605	8,334
Additional paid-in capital	689,210	46,600
Accumulated deficit	(41,421)	(470)
Notes receivable from stockholders	(10,151)	-
Accumulated other comprehensive loss	(1,646)	(58)
Common stock held in treasury, at cost	(35,727)	-
Total stockholders' equity	601,870	54,406
Total liabilities and stockholders' equity	$ 895,131	$ 222,212

44

BEARINGPOINT, INC.
(formerly KPMG Consulting, Inc.)
PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET-(Continued)
June 30, 2002
(Unaudited)

	Pro Forma Adjustments	
	Debt Financing Adjustments(j)	Purchase Accounting Adjustments(k)
	(in thousands)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 273,583	$ (287,583)
Accounts receivable, net	-	-
Unbilled revenues	-	-
Other current assets	-	7,367
Total	273,583	(280,216)
Property and equipment, net	-	-
Goodwill, net	-	(35,317) 652,536
Other intangible assets, net	-	(17,295) 22,488
Other assets	-	(6,199) (1,816)

Total assets	$ 273,583	$ 334,181	
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Current portion of notes payable	$ 53,583	$ -	
Accounts payable	-	-	
Accrued payroll and related liabilities	-	-	
Other current liabilities	-	16,370	
Total current liabilities	53,583	16,370	
Other liabilities	220,000	(2,340) 10,120	
Total liabilities	273,583	24,150	
Stockholders' Equity:			
Preferred stock	-	-	
Common stock	-	(8,334) 305	
Additional paid-in capital	-	(46,600) 364,132	
Accumulated deficit	-	470	
Notes receivable from stockholders	-	-	
Accumulated other comprehensive loss	-	58	
Common stock held in treasury, at cost	-	-	
Total stockholders' equity	-	310,031	
Total liabilities and stockholders' equity	$ 273,583	$ 334,181	

45

BEARINGPOINT, INC.
(formerly KPMG Consulting, Inc.)
NOTES TO PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

(unaudited)

(US dollars in thousands, except share and per share amounts)

Overview: On August 22, 2002, pursuant to a share purchase agreement dated as of June 8, 2002, by and among the Company, KPMG DTG, the majority shareholder of KCA, and minority shareholders of KCA as set forth in the share purchase agreement, the Company acquired all of the outstanding shares of KCA for $652,020 (including $14,000 of acquisition costs), of which $287,583 was paid in cash and $364,437 was paid through the issuance of 30.5 million shares of common stock.

Basis of Presentation: For purposes of preparing pro forma financial information, we have used information derived from the Company's and KCA's

consolidated financial statements. The Company's consolidated financial statements and the notes thereto as of and for the year ended June 30, 2002 can be found in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission on September 30, 2002. KCA's audited consolidated financial statements and notes thereto as of and for the years ended December 31, 2001 and 2000, and KCA's unaudited consolidated financial statements as of June 30, 2002 and for the six months ended June 30, 2002 and 2001 and notes thereto, are presented in Euros and contained elsewhere in this Form 8-K/A. KCA's assets and liabilities were translated into United States dollars using current exchange rates; revenues and expenses were translated at the average exchange rate during the periods presented. In addition, using KCA's unaudited interim financial statements for the periods ended June 30, 2002 and 2001, KCA's calendar year-end consolidated statements of operations were adjusted to conform with the Company's June 30 fiscal year end presentation.

The pro forma financial information reflect the following adjustments to the historical consolidated financial statements:

(a) Adjustment to reclassify KCA's bad debt expense of $4,974, from selling, general and administrative expenses to other costs of service, to conform with the Company's presentation.

(b) Adjustment to eliminate KCA's impairment loss of $395 related to an investment, which was disposed of in connection with the Company's acquisition of KCA.

(c) Adjustment to eliminate KCA's historical goodwill amortization of $1,076 and historical purchased intangible amortization of $2,732, in accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets," which the Company adopted as of July 1, 2001.

(d) Adjustment to reflect the incremental amortization of purchased intangible assets consisting of backlog and tradename in the amount of $21,786 based on the Company's pro forma allocation of the KCA purchase price, including valuation of the identified intangible assets, determined in accordance with SFAS No. 141, "Business Combinations" (see note (k) below).

(e) Adjustment to reflect the incremental interest expense associated with the debt financing of the Company's acquisition of KCA. The purchase price of $652,020 (including $14,000 of acquisition costs) was funded as follows: $220,000 from a new short-term revolving credit facility which

46

expires on December 15, 2002, $53,583 from the Company's existing receivables purchase facility, $14,000 from cash on hand and $364,437 from issuance of 30.5 million shares of common stock. Prior to December 15, 2002, the Company intends to replace the $220,000 short-term revolving credit facility with approximately $175,000 of new long-term financing and $45,000 under the Company's existing $250,000 long-term revolving credit facility. For purposes of this pro forma financial information, we have used an assumed annual interest rate of 2.9% which is the current rate on the Company's existing $250,000 long-term revolving credit facility. The Company expects that the annual interest rate on $175,000 of new long-term financing will be approximately 6.0%, which would reduce income from continuing operations by $3,167 (net of tax). The receivables purchase facility

carries a variable interest rate with an assumed annual interest rate of 2.2%. A change in the variable interest rate of 1/8% would effect annual net income from continuing operations by $40 (net of tax).

(f) Adjustment to eliminate KCA's loss on equity investment of $2,884 as a result of the Company assigning no value to this equity investment as part of our allocation of KCA's purchase price in accordance with SFAS No. 141, "Business Combinations". The Company is not obligated to make and has no intention of making any capital contributions in connection with this investment and, therefore, will not incur any losses on such investment.

(g) Adjustment to reflect incremental income tax benefits assumed to have been available to the Company associated with deductions for amortization of purchased intangibles and debt financing costs at marginal tax rates ranging from 40.9% to 45.0%.

(h) Adjustment to reflect the assumed buy-out of the 49% minority interest in a subsidiary of KCA (Infonova Group), which occurred in connection with the Company's acquisition of KCA.

(i) Adjustment to reflect the increase in the number of weighted average common shares outstanding of 30.5 million shares, based on $364,437 of common stock issued as consideration for the equity portion of the purchase price.

(j) Adjustment to reflect the debt financing of the Company's acquisition of KCA. It is assumed the Company will put long-term financing in place to replace the short-term revolving credit facility prior to December 15, 2002 and therefore has included this debt as noncurrent.

(k) Adjustment to reflect acquisition of KCA for $652,020 ($287,583 cash and $364,437 in common stock), including preliminary allocation of purchase price to identifiable assets and goodwill (and applicable useful life), and assumed liabilities representing the preliminary estimate of restructuring costs as of the acquisition date, as follows:

Tangible net assets acquired	$ (3,881)	
Backlog	21,084	(1 year)
Current deferred tax asset	7,367	
Trade name	1,404	(2 years)
Goodwill	652,536	
Noncurrent deferred tax liability	(10,120)	
Accrued restructuring costs	(16,370)	

The Company is in the process of finalizing a plan of restructuring to balance resources with market demand for services, including specifically identifying excess resources, and finalizing the cost of the action with appropriate regulatory bodies. The plan is expected to be finalized and implemented in the quarter ending December 31, 2002.

47

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, hereunto duly authorized.

BEARINGPOINT, INC.

Dated: October 17, 2002

By: /s/ Robert C. Lamb, Jr.

Robert C. Lamb, Jr.
Executive Vice President and
Chief Financial Officer

INDEX OF EXHIBITS

2.1 Share Purchase Agreement, dated June 8, 2002, among KPMG Consulting, Inc., KPMG DTG and the minority shareholders, which is incorporated by reference to Exhibit 2.1 from the Company's Form 8-K filed on September 6, 2002.

23.1* Consent of Ernst & Young.

* Filed herewith