MEMBERWORKS INC
Form 10-Q/A
May 06, 2003

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

FORM 10-Q/A

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

For the quarterly period ended September 30, 2002

Commission File No. 0-21527

MEMBERWORKS INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE	06-1276882
(State of Incorporation)	(I.R.S. Employer Identification No.)
680 Washington Boulevard Stamford, Connecticut	06901
(Address of principal executive offices)	(Zip Code)

(203) 324-7635
(Registrant's telephone number,
including area code)

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

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

Indicate the number of shares outstanding of each of the registrant's class of common stock as of the latest practicable date:
12,752,047 shares of Common Stock, $0.01 par value as of October 25, 2002.

EXPLANATORY NOTE

As previously announced, the Company is filing this amendment to Form 10-Q to restate its condensed consolidated financial statements (as more fully discussed in Note 2 of the Notes to the Condensed Consolidated Financial Statements) for the three months ended September 30, 2002. This amendment corrects the Company's first quarter 2003 financial statements to reflect the impact of accounting for the tax effect of disqualifying dispositions as a credit to capital in excess of par value in accordance with Statement of Financial Accounting Standards No.109. This amendment has no impact on cash flow, cash to be paid for taxes or pre-tax income.

This Form 10-Q/A amends and restates Items 1 and 2 of Part I of the original Form 10-Q only for the effects of the restatement, and no other information included in the original Form 10-Q is amended hereby.

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MEMBERWORKS INCORPORATED

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	Septemb 200 (Unaudi
Assets	
Current assets:	
Cash and cash equivalents	$ 66
Marketable securities	
Accounts receivable	9
Prepaid membership materials	2
Prepaid expenses	3
Membership solicitation and other deferred costs	118
Total current assets	200
Fixed assets, net	29
Goodwill	42
Intangible assets, net	7
Other assets	2
Total assets	$ 281
Liabilities and Shareholders' Deficit	
Current liabilities:	
Current maturities of long-term obligations	$
Accounts payable	32
Accrued liabilities	56
Deferred membership fees	199
Deferred income taxes	1
Total current liabilities	290
Long-term liabilities	3
Total liabilities	293
Shareholders' deficit:	
Preferred stock, $0.01 par value -- 1,000 shares authorized; no shares issued	
Common stock, $0.01 par value -- 40,000 shares authorized; 17,500 shares issued (17,493 shares at June 30, 2002)	

Capital in excess of par value	115
Accumulated deficit	(30
Accumulated other comprehensive loss	
Total shareholders' equity before treasury stock	84
Treasury stock, 4,675 shares at cost (4,139 shares at June 30, 2002)	(96
Total shareholders' deficit	(11
Total liabilities and shareholders' deficit	$ 281

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

MEMBERWORKS INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(In thousands, except per share data)

	For the three month September 30,	
	2002	
Revenues	$ 105,004	$
Expenses:		
Operating	18,074	
Marketing	65,549	
General and administrative	18,863	
Amortization of intangible assets	393	
Operating income (loss)	2,125	
Settlement of investment related litigation (Note 5)	19,148	
(Loss) gain on sale of subsidiary (Note 4)	(959)	
Net loss on investment (Note 4)	(206)	
Other income (expense), net	119	
Income before minority interest	20,227	
Minority interest	-	
Income before income taxes	20,227	
Provision for income taxes	(8,091)	

Income before cumulative effect of accounting change		12,136
Cumulative effect of accounting change (Note 3)		-
Net income	$	12,136
Basic earnings per share:		
Income before cumulative effect of accounting change	$	0.92
Cumulative effect of accounting change		-
Basic earnings per share	$	0.92
Diluted earnings per share:		
Income before cumulative effect of accounting change	$	0.89
Cumulative effect of accounting change		-
Diluted earnings per share	$	0.89
Weighted average common shares used in earnings per share calculations:		
Basic		13,164
Diluted		13,669

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

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MEMBERWORKS INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

		For the three Septemb
		2002
Operating activities		
Net income	$	12,136
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Revenues before deferral		98,114
Marketing costs before deferral		(54,909)
Revenues recognized		(105,004)

Marketing costs expensed		65,549
Depreciation and amortization		3,129
Tax benefit from employee stock plans		5,851
Deferred income taxes		1,824
Gain on settlement		(19,148)
Net loss (gain) on sale of subsidiary		959
Net loss on investment		206
Minority interest		-
Cumulative effect of accounting change		-
Other		362
Change in assets and liabilities:		
Accounts receivable		1,103
Prepaid membership materials		(354)
Prepaid expenses		428
Other assets		(425)
Related party payables		-
Accounts payable		(280)
Accrued liabilities		(1,544)
Net cash provided by (used in) operating activities		7,997
Investing activities		
Acquisition of fixed assets		(1,321)
Settlement of investment related litigation		19,148
(Purchase price adjustments) proceeds from sale of subsidiary, net of cash sold		(750)
Net cash provided by investing activities		17,077
Financing activities		
Net proceeds from issuance of stock and warrants		21
Treasury stock purchases		(8,869)
Payments of long-term obligations		(849)
Net cash used in financing activities		(9,697)
Effect of exchange rate changes on cash and cash equivalents		(40)
Net increase in cash and cash equivalents		15,337
Cash and cash equivalents at beginning of period		51,185
Cash and cash equivalents at end of period	$	66,522

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

MEMBERWORKS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, such statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The preparation of these consolidated financial statements in conformity with generally accepted accounting principles requires management of the Company to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three months ended September 30, 2002 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2003. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K with respect to the fiscal year ended June 30, 2002.

NOTE 2 - RESTATEMENT OF QUARTERLY FINANCIAL STATEMENTS

Subsequent to the issuance of the Company's consolidated financial statements for the quarter ended September 30, 2002, the Company determined that it had not properly recorded the tax impact of releasing the valuation allowance related to disqualifying dispositions as a credit to capital in excess of par value in accordance with Statement of Financial Accounting Standards No. 109. Accordingly, the Company revised its first quarter 2003 results to reflect the proper accounting treatment. As a result, these results reflect an effective tax rate of 40% rather than 12% as previously reported. This amendment has no impact on cash flow, cash to be paid for taxes or pre-tax income. The following chart summarizes the impact of this restatement on the September 30, 2002 results:

	As Previously Reported September 30, 2002	As Revised September 30, 2002
Accrued liabilities	$ 55,929	$ 56,217
Deferred income taxes	$ 2,286	$ 1,824
Capital in excess of par	$ 109,260	$ 115,111
Accumulated deficit	$ (24,372)	$ (30,049)

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2002
Comprehensive income	$ 17,728	$ 12,051
Provision for income taxes	$ 2,414	$ 8,091
Net income	$ 17,813	$ 12,136
Basic earnings per share	$ 1.35	$ 0.92
Diluted earnings per share	$ 1.30	$ 0.89

NOTE 3 - CUMULATIVE EFFECT OF ACCOUNTING CHANGE

Adoption of SFAS 142

The Company adopted Financial Accounting Standards Board Statement ("SFAS") No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), effective July 1, 2001. With the adoption of SFAS 142, the Company reassessed the useful lives and residual values of all acquired intangible assets to make any necessary amortization period adjustments. Based on that assessment, only goodwill was determined to have an indefinite useful life and no adjustments were made to the amortization period or residual values of other intangible assets. The Company determined that at July 1, 2001, there was an impairment of goodwill of $5,907,000 at one of its reporting units due to the change in methodology of calculating impairment under SFAS 142 concurrent with downward trends in the operations of the reporting unit. This amount was recorded as a cumulative effect of accounting change in the statement of operations for the three months ended September 30, 2001.

MEMBERWORKS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 4 - GAIN ON SALE OF SUBSIDIARY/LOSS ON INVESTMENT

During the quarter ended September 30, 2001, the Company sold its investment in iPlace, Inc. for $50,111,000 in cash and 1,601,000 shares of Homestore.com, Inc. stock. The Company reported a gain of $65,608,000 on the sale. During the quarter ended September 30, 2002, the Company settled with Homestore.com, Inc. all issues pending related to amounts held in escrow in connection with the sale. The Company reported a net loss of $959,000 related to the settlement.

During fiscal 2002, the investment in Homestore.com, Inc. declined in value and management determined that the decline was other than temporary. As a result, the Company wrote down its investment in Homestore.com, Inc. to its fair value and recognized a loss of $22,296,000 in the quarter ended September 30, 2002.

In addition, the Company sold all of its Homestore.com, Inc. common stock during the quarter ended September 30, 2002. The Company recognized a loss of $206,000 in connection with this sale.

NOTE 5- SETTLEMENT OF INVESTMENT RELATED LITIGATION

During the quarter ended September 30, 2002, MemberWorks, along with certain of the other former shareholders of iPlace, Inc., settled their lawsuit against Homestore.com, Inc. The total settlement amount in favor of the plaintiffs was $23,000,000 of which MemberWorks received $19,148,000.

NOTE 6 - INCOME TAX EXPENSE

Income tax expense as a percentage of pre-tax income was approximately 40% for the three months ended September 30, 2002. The effective tax rate is higher than the U.S. federal statutory rate for the quarter ended September 30, 2002 primarily due to state taxes and other non-deductible items. During the quarter ended September 30, 2001, the Company recorded a provision for alternative minimum taxes of approximately $743,000 in connection with the gain on the sale of iPlace, Inc. This provision for alternative minimum taxes was later reversed in the June 2002 quarter due to a change in the tax laws.

In prior years, the Company recorded a full valuation allowance against deferred tax assets from net operating losses attributable to disqualifying dispositions. A portion of the valuation allowance associated with the deferred tax assets from net operating losses attributable to disqualifying dispositions was reversed to equity during the quarter ended September 30, 2002. Future reversals of the valuation allowance associated with net operating losses attributable to disqualifying dispositions will be recorded in equity and will not provide an income tax benefit for financial statement reporting purposes.

MEMBERWORKS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 7 - EARNINGS PER SHARE

Basic and diluted earnings per share amounts are determined in accordance with the provisions of SFAS No. 128, "Earnings Per Share." The following table sets forth the reconciliation of the numerators and denominators in the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three months ended September 30, 2002	Three months ended September 30, 2001
Numerator for basic and diluted earnings per share:		
Net income before cumulative effect of accounting change	$ 12,136	$ 40,351
Cumulative effect of accounting change	-	(5,907)
Net income	$ 12,136	$ 34,444
Denominator for basic earnings per share:		
Weighted average number of common shares outstanding- basic	13,164	15,379
Effect of dilutive securities:		
Options	505	698
Weighted average number of common shares outstanding- diluted	13,669	16,077
Basic earnings per share	$ 0.92	$ 2.24
Diluted earnings per share	$ 0.89	$ 2.14

NOTE 9 - GOODWILL AND OTHER INTANGIBLE ASSETS

The diluted earnings per share calculation excludes the effect of potentially dilutive shares when their effect is antidilutive. At September 30, 2002 and 2001 the Company had 3,331,000 and 2,027,000 shares, respectively, of potentially dilutive stock options outstanding that are not included in the calculation as they are antidilutive.

NOTE 8 - COMPREHENSIVE INCOME

The components of comprehensive income are as follows (in thousands):

Three Months Ended
September 30,

	2002	2001
Net income	$ 12,136	$ 34,444
Foreign currency translation loss	(85)	(164)
Comprehensive income	$ 12,051	$ 34,280

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MEMBERWORKS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The gross carrying value and accumulated amortization of goodwill and other intangibles are as follows (in thousands):

	As of September 30, 2002		As of
	Gross Carrying Amount	Accumulated Amortization	Gross Carryin Amount
Amortized intangible assets:			
Membership and Client Relationships	$ 13,195	$ (5,827)	$ 13,195
Non-Compete Agreements	238	(238)	238
Other	950	(662)	950
Total amortized intangible assets	$ 14,383	$ (6,727)	$ 14,383
Unamortized intangible assets:			
Goodwill	$ 42,039		$ 42,039

The future intangible amortization expense for the next five years is estimated to be as follows (in thousands):

Fiscal Year:	
2003	$ 1,393
2004	1,045
2005	840
2006	695
2007	554

Goodwill was tested for impairment during the quarter ended September 30, 2002 as required by SFAS 142. The Company has concluded that none of its goodwill is impaired. Fair value was estimated using discounted cash flow methodologies. In addition, the Company reassessed the useful lives of its indefinite intangible assets and determined that the lives were appropriate. The Company will test the goodwill of each of its reporting units annually or more frequently if impairment indicators exist.

NOTE 10 - ALLOWANCE FOR MEMBERSHIP CANCELLATIONS

Accrued liabilities set forth in the accompanying condensed consolidated balance sheets as of September 30, 2002 and June 30, 2002 include an allowance for membership cancellations of $22,382,000 and $23,753,000, respectively.

NOTE 11 - RESTRUCTURING CHARGES

On October 11, 2001, the Company announced the implementation of several cost saving initiatives due to a slowdown in consumer response rates and increased economic uncertainty in both the U.S. and abroad. This restructuring program included a workforce reduction, the closing of the Company's United Kingdom operations and the downsizing of the operational infrastructure throughout the Company. As a result of the restructuring program, the Company recorded restructuring charges of $6,893,000 during the quarter ended December 31, 2001.

The major components of the restructuring charges and the remaining accrual balances as of September 30, 2002 are as follows (in thousands):

	Total Charges	Non-cash Charges to date	Cash Charges to date
Workforce reduction	$ 2,214	$ -	$ 1,966
Lease obligations	3,094	-	1,300
Asset disposals	1,585	1,585	-
Total	$ 6,893	$ 1,585	$ 3,266

MEMBERWORKS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 12 - LEGAL PROCEEDINGS

Except as set forth below, in management's opinion, there are no significant legal proceedings to which the Company or any of its subsidiaries is a party or to which any of their properties are subject. The Company is involved in other lawsuits and claims generally incidental to its business including, but not limited to, various suits, including previously disclosed suits in the 2002 Annual Report filed on Form 10-K, brought against the Company by individual consumers seeking monetary and/or injunctive relief relating to the marketing of the Company's programs. In addition, from time to time, and in the regular course of its business, the Company receives inquiries from various federal and/or state regulatory authorities. Management does not believe that there will be any material effect on the results of operations as a result of its outstanding litigation proceedings.

In March 2002, the Company and other plaintiffs filed suit against

Homestore.com, Inc. in United States District Court for the District of Connecticut. The action was transferred to the United States District Court for the Central District of California. The suit, which sought injunctive and other relief, alleged securities fraud, negligent misrepresentation, breach of contract and other grounds in connection with the Company's sale of its interest in iPlace, Inc. In response to plaintiffs' preliminary motions, the court ordered Homestore.com, Inc. to place $58,000,000 in a constructive trust pending resolution of the lawsuit or further order of the court. During the quarter ended September 30, 2002, MemberWorks, along with certain of the other former shareholders of iPlace, Inc., settled their lawsuit against Homestore.com, Inc. The total settlement amount in favor of the plaintiffs was $23,000,000, of which MemberWorks received $19,148,000.

NOTE 13 - NEW ACCOUNTING PRONOUNCEMENTS

In June 2002, the Financial Accounting Standards Board issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"), which is effective for exit or disposal activities that are initiated after December 31, 2002. SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan and nullifies Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (Including Certain Costs in a Restructuring)." MemberWorks does not believe that the adoption of SFAS 146 will have a material impact on the Company's financial statements.

MEMBERWORKS INCORPORATED

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

MemberWorks addresses the needs of organizations seeking to leverage the expertise of an outside provider in offering membership service programs. Membership service programs offer selected products and services from a variety of vendors for an annual fee or a monthly fee. Membership service programs intend to enhance existing relationships between businesses and consumers. MemberWorks derives its revenues principally from annually renewable membership fees. The Company generally receives full payment of annual fees at or near the beginning of the membership period, but recognizes revenue as the member's refund privilege expires. Similarly, the costs associated with soliciting each new member, as well as the cost of royalties paid to clients, are recognized as the related revenue is recognized. Profitability and cash flow generated from renewal memberships exceed that of new memberships due to the absence of solicitation costs associated with new member procurement.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those policies that are important to the Company's financial condition and results and involve subjective or complex judgments on the part of management, often as a result of the need to make estimates. The following areas all require the use of judgments and estimates: membership cancellation rates, deferred marketing costs, valuation of intangible assets, estimation of remaining useful lives of intangible assets, estimation of the effective tax rate and valuation of deferred tax assets. Estimates in each of these areas are based on historical experience and various assumptions that MemberWorks believes are appropriate. Actual results may differ from these estimates. MemberWorks believes the following represent the critical accounting policies of the Company as contemplated by Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure about Critical Accounting Policies." For a summary of all of the Company's significant accounting policies, see Note 2 of the Notes to the consolidated financial statements of the Company's 2002 Annual Report filed on Form 10-K.

Revenue recognition

Membership fees are billed through clients of the Company primarily through credit cards. During an initial annual membership term or renewal term, a member may cancel his or her membership in the program, either for a complete refund of the membership fee for that period or a prorata refund based on the remaining portion of the membership period depending upon the terms of the membership program. Deferred membership fees are recorded, net of estimated cancellations, after the trial period has expired, and are amortized as revenues from membership fees upon the expiration of membership refund privileges. Revenue from members who are charged on a monthly payment program is recognized, net of estimated cancellations, as the membership fees are billed. An allowance for cancellations is established based on management's estimates and is updated regularly. In determining the estimate of allowance for cancellations, management analyzes historical cancellation experience, current economic trends and changes in customer demand for the Company's products. Actual membership cancellations are charged against the allowance for cancellations on a current basis. If actual cancellations differ from the estimate, the results of operations would be impacted. Accrued liabilities set forth in the accompanying consolidated balance sheets as of September 30, 2002 and June 30, 2001 include an allowance for membership cancellations of $22.4 million and $23.8 million, respectively.

Membership solicitation and other deferred costs

Membership solicitation costs include marketing and direct mail costs related directly to membership solicitation (i.e., direct response advertising costs). In accordance with the American Institute of Certified Public Accountants Statement of Position 93-7, "Reporting on Advertising Costs," direct response advertising costs are deferred and charged to operations as revenues from membership fees are recognized. Other deferred costs consist of royalties paid to clients, which relate to the same revenue streams as the direct response advertising costs and are also charged to income over the membership period. Total membership solicitation costs incurred to obtain a new member generally are less than the estimated total membership fees. However, if total membership solicitation costs were to exceed total estimated membership fees, an adjustment would be made to the extent of any impairment.

Valuation of goodwill and other intangibles

MemberWorks reviews the carrying value of its goodwill and other intangible assets, and assesses the remaining useful lives of its intangible assets, in accordance with Financial Accounting Standards Board ("FASB") Statement No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). The Company reviews the carrying value of its goodwill and other intangible assets by comparing such amounts to their fair values. MemberWorks is required to perform this comparison at least annually or more frequently if circumstances indicate possible impairment. When determining fair value, the Company utilizes various assumptions, including projections of future cash flows. A change in these underlying assumptions will cause a change in the results of the tests and, as such, could cause fair value to be less than the carrying amounts. In such an event, MemberWorks would then be required to record a corresponding charge, which would impact earnings. Goodwill at July 1, 2002 and 2001, was tested for impairment during the quarters ended September 30, 2002 and 2001, respectively. The Company has concluded that none of its goodwill was impaired as of July 1, 2002. As of July 1, 2001, the Company determined that there was an impairment of goodwill of $5.9 million at one of its reporting units due to the change in methodology of calculating impairment under SFAS 142 concurrent with downward trends in the operations of the reporting unit (see Note 3 to the Condensed Consolidated Financial Statements). This amount was recorded as a cumulative effect of accounting change in the statement of operations in the fiscal quarter ended September 30, 2001.

Income tax provision

MemberWorks estimates current tax provisions or benefits based on a projected effective tax rate for the fiscal year ended June 30, 2003 using the most currently available information and forecasts. The projected effective tax rate is updated for actual results and estimates when they become known. In addition, MemberWorks assesses the realization of deferred tax assets considering various assumptions, including estimates of future taxable income and ongoing tax strategies. A change in these underlying assumptions would impact the results of operations.

THREE MONTHS ENDED SEPTEMBER 30, 2002 VS. THREE MONTHS ENDED SEPTEMBER 30, 2001

REVENUES. Revenues decreased 12% to $105.0 million for the quarter ended September 30, 2002 from $119.0 million for the quarter ended September 30, 2001. The decrease in revenues is due to the effect of the sale of iPlace, Inc., the controlled slow down in new member marketing implemented in the beginning of fiscal 2002 and the closing of the United Kingdom operations. This controlled slow down was due to decreased response rates. Excluding revenues for the quarter ended September 30, 2001 of $9.4 million related to iPlace, Inc., revenues were $105.0 million and $109.6 million during the quarter ended September 30, 2002 and 2001, respectively, and would have decreased 4%. As a percentage of total revenues, annual renewal revenues were 46% in 2002 and 48% in 2001. The decrease in annual renewal revenues as a percentage of total revenues is due to the increase in revenue from monthly members. Revenue from members who are charged on a monthly payment program increased to $16.3 million during the quarter ended September 30, 2002 from $7.7 million during the quarter ended September 30, 2001.

REVENUES BEFORE DEFERRAL. Revenues before deferral, which are revenues before the application of Staff Accounting Bulletin 101, "Revenue Recognition" ("SAB 101"), are an important measure of the Company's performance during the reporting period because they represent the actual membership fees billed during the current reporting period less an allowance for cancellations. The Company's management utilizes revenues before deferral to measure the Company's current performance. In contrast, revenue, as recognized under SAB 101, represents the membership fees billed in prior periods less an allowance for cancellations that have been amortized and recognized as the refund privileges expire. Revenues before deferral decreased 7% to $98.1 million for the quarter ended September 30, 2002 from $105.5 million for the quarter ended September 30, 2001. Revenues before deferral decreased compared to the prior year due to the effect of the sale of iPlace, Inc. and the closing of the United Kingdom operations. Excluding revenue from iPlace, Inc. of $11.0 million and the United Kingdom of $1.2 million from the prior year, revenue before deferral increased 5%. This increase was due to an increase in the average program price point. The Company's membership base decreased to approximately 6.3 million members at September 30, 2002 from 6.8 million members at September 30, 2001 due to the controlled slow down implemented in the beginning of fiscal 2002. As a percentage of total revenues before deferral, annual renewal revenues were 48% in 2002 and 50% in 2001. The decrease in annual renewal revenues as a percentage of total revenues is due to the increase in revenue from monthly members. Revenue from members who are charged on a monthly payment program increased to $16.3 million for the quarter ended September 30, 2002 from $7.7 million for the quarter ended September 30, 2001.

The following information provides a reconciliation of revenues before deferral to revenues reported for the quarter ended September 30:

	2003	2002
Revenues before deferral	$ 98,114	$ 105,
Deferred membership fees at beginning of period	206,275	243,
Deferred membership fees at end of period	(199,299)	(209,
Sale of iPlace, Inc.	-	(19,
Effect of changes in foreign exchange rates	(86)	
Revenues reported	$ 105,004	$ 118,

OPERATING EXPENSES. Operating expenses consist of member service call center costs, membership benefit costs and membership kit costs. Operating expenses decreased 14% to $18.1 million for the quarter ended September 30, 2002 from $21.1 million for the quarter ended September 30, 2001 primarily due to the sale of iPlace, Inc. As a percentage of revenues operating expenses decreased to 17.2% for the quarter ended September 30, 2002 from 17.7% for the quarter ended September 30, 2001. Operating expenses decreased as a percentage of revenues primarily due to the sale of iPlace, Inc., which had higher operating costs as a percentage of revenue.

MARKETING EXPENSES. Marketing expenses consist of direct solicitation costs incurred to obtain new members and royalties paid to clients, which are generally amortized in the same manner as the related revenue. Marketing expenses decreased 15% to $65.5 million for the quarter ended September 30, 2002 from $76.8 million for the quarter ended September 30, 2001 primarily due to the effect of the controlled slowdown in new member marketing implemented in the beginning of fiscal 2002 and the effect of the sale of iPlace, Inc. As a percentage of revenue, marketing expenses decreased to 62.4% in 2002 from 64.5% in 2001 primarily due to a lower level of non-deferrable marketing expense in 2002.

MEMBERWORKS INCORPORATED

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

MARKETING COSTS BEFORE DEFERRAL. Marketing costs before deferral, which are marketing costs before the application of SAB 101, are an important measure of the Company's performance during the reporting period because they represent the actual marketing costs incurred during the current reporting period. The Company's management utilizes marketing costs before deferral to measure the Company's current performance. In contrast, marketing expenses, as recognized under SAB 101, represent the marketing costs incurred in prior periods that have been amortized and recognized in the same manner as the related revenues. Marketing costs before deferral decreased 22% to $54.9 million for the quarter ended September 30, 2002 from $70.4 million for the quarter ended September 30, 2001. As a percentage of revenues before deferral, marketing costs before deferral decreased to 56.0% in 2002 from 66.7% in 2001. These decreases were due to an improvement in new and renewal member marketing expense ratios driven by the combination of price increases and marketing efficiencies as well as the effect of the sale of iPlace, Inc.

The following information provides a reconciliation of marketing costs before deferral to marketing expense reported for the quarter ended September 30:

	2003
Marketing costs before deferral	$ 54,90
Membership solicitation and other deferred costs at beginning of period	129,08
Membership solicitation and other deferred costs at end of period	(118,36
Sale of iPlace, Inc.	
Effect of changes in foreign exchange rates	(8
Marketing expenses reported	$ 65,54

GENERAL AND ADMINISTRATIVE EXPENSES. General and administrative expenses primarily include personnel-related costs, occupancy costs and other overhead costs. General and administrative expenses decreased 18% to $18.9 million for the quarter ended September 30, 2002 from $23.0 million for the quarter ended September 30, 2001 and as a percentage of revenues decreased to 18.0% in 2002 from 19.3% in 2001. These decreases were primarily due to the sale of iPlace, Inc., the closing of the United Kingdom operations and cost savings initiatives implemented in the beginning of the quarter ended December 31, 2001.

AMORTIZATION OF GOODWILL AND OTHER INTANGIBLES. Intangible amortization decreased to $0.4 million during the quarter ended September 30, 2002 from $0.7 million for the quarter ended September 30, 2001 due to the effect of the sale of iPlace, Inc.

SETTLEMENT OF INVESTMENT RELATED LITIGATION. During the quarter ended September 30, 2002, MemberWorks, along with certain of the other former shareholders of iPlace, Inc., settled their lawsuit against Homestore.com, Inc. The total settlement amount in favor of the plaintiffs was $23.0 million of which MemberWorks received $19.1 million.

GAIN ON SALE OF SUBSIDIARY. During the quarter ended September 30, 2001, the Company sold its investment in iPlace, Inc. for $50.1 million in cash and 1.6 million shares of Homestore.com, Inc. stock. The Company reported a gain of $65.6 million on the sale. During the quarter ended September 30, 2002, the Company settled with Homestore.com, Inc. all issues pending related to amounts held in escrow in connection with the sale. The Company reported a net loss of $1.0 million related to the settlement.

NET LOSS ON INVESTMENT. During the quarter ended September 30, 2001, the Company reported a loss of $22.3 million reflecting the write-down of the Company's investment in Homestore.com, Inc. common stock to its fair market value. During the quarter ended September 30, 2002, the Company sold all of its Homestore.com, Inc. common stock and recognized a loss of $0.2 million.

OTHER INCOME/EXPENSE, NET. Other income/expense, net is primarily composed of interest income from cash and cash equivalents and interest expense on the Company's borrowings under its line of credit during the period. Other income was $0.1 million for the quarter ended September 30, 2002 versus other expense of $0.1 million for the quarter ended September 30, 2001. The increase in other income is due to an increased cash balance during the September 30, 2002 quarter.

PROVISION FOR INCOME TAXES. During the quarter ended September 30, 2002, the Company recorded a tax provision of $8.1 million based on an effective tax rate of approximately 40%. The effective tax rate is higher than the U.S. federal statutory rate for the quarter ended September 30, 2002 primarily due to state taxes and other non-deductible items. During the quarter ended September 30, 2001, the Company recorded a provision for alternative minimum taxes of approximately $0.7 million in connection with the gain on the sale of iPlace, Inc. This provision for alternative minimum taxes was later reversed in the June 2002 quarter due to a change in the tax laws.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $8.0 million for the quarter ended September 30, 2002 versus cash used in operating activities of $12.7 million for the quarter ended September 30, 2001. Net cash provided by operating activities is comprised of operating cash flow before changes in assets and liabilities and changes in assets and liabilities.

Operating cash flow before changes in assets and liabilities is a measure of the Company's operating performance during the period based on revenues before deferral and marketing expenses before deferral. The following information provides a reconciliation of operating cash flow before changes in assets and liabilities to net cash provided by operating activities:

	2002	
Operating cash flow before changes in assets and liabilities	$ 9,069	$
Changes in assets and liabilities	(1,072)	
Net cash provided by operating activities	$ 7,997	$

Operating cash flow before changes in assets and liabilities was a positive $9.1 million for the quarter ended September 30, 2002 compared to a negative $7.0 million for the quarter ended September 30, 2001. The increase in operating cash flow before changes in assets and liabilities was primarily due to a decrease in marketing costs before deferral as a percentage of revenue before deferral, as well as the cost saving initiatives related to the restructuring plan.

Revenues before deferral were $98.1 million for the quarter ended September 30, 2002 versus $105.5 million for the quarter ended September 30, 2001. Revenues before deferral decreased compared to the prior year due to the effect of the sale of iPlace, Inc. and the closing of the United Kingdom operations. Excluding revenue from iPlace, Inc. and the United Kingdom from the prior year, revenue before deferral increased 5%. This increase was due to an increase in the average program price point. The Company's membership base was 6.3 million and 6.8 million at September 30, 2002 and 2001, respectively. The decrease in the membership base was due to a controlled slow down in new member marketing implemented in the beginning of the 2002 fiscal year.

Marketing expenses before deferral were $54.9 million for the quarter ended September 30, 2002 versus $70.4 million for the quarter ended September 30, 2001. As a percent of revenues before deferral, marketing expenses before deferral were 56.0% in 2002 and 66.7% in 2001. These decreases were due to an improvement in new and renewal member marketing expense ratios driven by the combination of price increases and marketing efficiencies as well as the effect of the sale of iPlace, Inc.

Changes in assets and liabilities decreased cash from operating activities by $1.1 million during the quarter ended September 30, 2002 versus $5.7 million during the quarter ended September 30, 2001. The negative effect of changes in assets and liabilities during the quarter ended September 30, 2002 was primarily due to the timing of the payment of certain expenses.

Net cash provided by investing activities was $17.1 million during the quarter ended September 30, 2002 versus $44.1 million during the quarter ended September 30, 2001. During the quarter ended September 30, 2002, MemberWorks, along with certain of the other former shareholders of iPlace, Inc., settled their lawsuit against Homestore.com, Inc. The total settlement amount in favor of the plaintiffs was $23.0 million of which MemberWorks received $19.1 million. In addition, during the quarter ended September 30, 2002, the Company settled with Homestore.com, Inc. all issues pending related to amounts held in escrow in connection with the sale. The Company paid $0.8 million from the escrow account related to the settlement. The net cash provided by investing activities during the quarter ended September 30, 2001 includes the receipt of $46.0 million in net proceeds from the sale of iPlace, Inc. in 2001. Capital expenditures were $1.3 million during the quarter ended September 30, 2002 and $1.9 million during the quarter ended September 30, 2001.

Net cash used in financing activities was $9.7 million for the quarter ended September 30, 2002 versus $6.6 million for the quarter ended September 30, 2001 primarily due to the increase in the number of treasury stock shares repurchased in 2002. The Company purchased 537,000 shares of treasury stock during the quarter ended September 30, 2002 for $8.9 million and 315,000 shares during the quarter ended September 30, 2001 for $7.3 million. During the quarter ended September 30, 2002, the Board of Directors authorized an additional 2.5 million shares to be repurchased under the buyback program. As of September 30, 2002, the Company had 2.4 million shares available for repurchase under its buyback program.

As of September 30, 2002, the Company had cash and cash equivalents of $66.5 million. In addition, the Company has an $18 million bank credit facility which bears interest at the higher of the base commercial lending rate for the bank or the Federal Funds Rate plus 0.5% per annum. As of September 30, 2002, the effective interest rate for borrowings was 4.75%. There were no borrowings outstanding under this bank credit facility as of September 30, 2002. The bank credit facility has certain financial covenants, including a maximum debt coverage ratio, a minimum fixed charges coverage ratio, potential restrictions on additional borrowings and potential restrictions on additional stock repurchases. The Company believes that existing cash balances, together with its available bank credit facility, will be sufficient to meet its funding requirements for at least the next twelve months.

The Company did not have any material commitments for capital expenditures as of September 30, 2002. The Company intends to utilize cash generated from operations to fulfill any capital expenditure requirements for the remainder of fiscal 2003.

COMMITMENTS

The Company is not aware of any factors that are reasonably likely to adversely affect liquidity trends, other than the risk factors presented in the Forward Looking Statements in this Form 10-Q/A filing. The Company does not have off-balance sheet arrangements, non-exchange traded contracts or material related party transactions.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Future minimum payments of contractual obligations as of September 30, 2002 are as follows (amounts in thousands):

	Payments Due by Period			
	Total	Less than 1 year	1-3 years	4-5 years
Operating leases	$ 29,082	$ 6,698	$ 11,347	$ 5,94
Capital leases	52	50	2	
Notes payable	-	-	-	
Other long-term obligations	458	236	222	
Total payments due	$ 29,592	$ 6,984	$ 11,571	$ 5,94

The Company operates in leased facilities. Management expects that leases currently in effect will be renewed or replaced by other leases of a similar nature and term.

NEW ACCOUNTING PRONOUNCEMENTS

In June 2002, the FASB issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"), which is effective for exit or disposal activities that are initiated after December 31, 2002. SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan and nullifies Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (Including Certain Costs in a Restructuring)." MemberWorks does not believe that the adoption of SFAS 146 will have a material impact on the Company's financial statements.

FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q/A contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about the industry in which MemberWorks operates and the Company's management's beliefs and assumptions. These forward-looking statements include statements that do not relate solely to historical or current facts and can be identified by the use of words such as "believe," "expect," "estimate," "project," "continue" or "anticipate." These forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are not guarantees of future performance and are based on a number of assumptions and estimates that are inherently subject to significant risks and uncertainties, many of which are beyond our control, cannot be foreseen and reflect future business decisions that are subject to change. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Among the many factors that could cause actual results to differ materially from the forward-looking statements are:

- Higher than expected membership cancellations;

- Lower than expected membership renewal rates;

- Changes in the marketing techniques of credit card issuers;

- Increases in the level of commission rates and other compensation required by marketing partners to actively market with MemberWorks;

- Potential reserve requirements by business partners such as the Company's payment processors;

- Unanticipated cancellation or termination of marketing agreements and the extent to which MemberWorks can continue successful development and marketing of new products and services;

- Unanticipated changes in or termination of the Company's ability to process membership fees through third parties, including clients, payment processors and bank card associations;

- The Company's ability to introduce new programs on a timely basis;

- The Company's ability to develop and implement operational and financial systems to manage rapidly growing operations;

- The Company's ability to recover from a complete or partial system failure or impairment, other hardware or software related malfunctions or programming errors;

- The Company's ability to obtain financing on acceptable terms to finance the Company's growth strategy and to operate within the limitations imposed by financing arrangements;

- The Company's ability to integrate acquired businesses into the Company's management and operations and operate successfully;

- Further changes in the already competitive environment for the Company's products or competitors' responses to the Company's strategies;

- Changes in the growth rate of the overall U.S. economy, or the international economy where MemberWorks does business, such that credit availability, interest rates, consumer spending and related consumer debt are impacted;

- Additional government regulation of the Company's industry; and

- New accounting pronouncements

Many of these factors are beyond MemberWorks' control, and, therefore, its ability to generate predictable revenue and income growth may be adversely affected by these factors.

MemberWorks cautions that such factors are not exclusive. All of the forward-looking statements made in this Quarterly Report on Form 10-Q/A are qualified by these cautionary statements and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q/A. Except as required by law, MemberWorks does not have any intention or obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate
The Company has an $18.0 million bank credit facility which bears interest at the higher of the base commercial lending rate for the bank or the Federal Funds Rate plus 0.5% per annum. There were no borrowings outstanding under this bank credit facility as of September 30, 2002. Management believes that an increase in the commercial lending rate or the Federal Funds rate would not be material to the Company's financial position or its results of operations. If the Company is not able to renew its existing credit facility agreement, which matures on April 1, 2003, it is possible that any replacement lending facility obtained by the Company may be more sensitive to interest rate changes. The Company does not currently hedge interest rates with respect to its outstanding debt.

Foreign Currency
The Company has international sales and facilities in Canada and therefore, is subject to foreign currency rate exposure. Canadian sales have been denominated in the Canadian dollar and its functional currency is the local currency. Assets and liabilities of the Canadian subsidiary are translated into U.S. dollars at the exchange rate in effect as of the balance sheet date. Income and expense items are translated at the average exchange rate for the period. Accumulated net translation adjustments are recorded in shareholders' equity. Foreign exchange transaction gains and losses are included in the results of operations, and were not material for all periods presented. As a result, the Company's financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic condition. To the extent the Company incurs expenses that are based on locally denominated sales volume paid in local currency, the exposure to foreign exchange risk is reduced. The Company has determined that the impact of a near-term 10% appreciation or depreciation of the U.S. dollar would have an insignificant effect on its financial position, results of operations and cash flows. The Company does not maintain any derivative instruments to mitigate the exposure to translation and transaction risk. However, this does not preclude the Company's adoption of specific hedging strategies in the future. MemberWorks will assess the need to utilize financial instruments to hedge currency exposures on an ongoing basis.

Fair Value
The Company does not have material exposure to market risk with respect to

investments, as the Company does not hold any marketable securities as of September 30, 2002. MemberWorks does not use derivative financial instruments for speculative or trading purposes. However, this does not preclude the Company's adoption of specific hedging strategies in the future.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures.
The chief executive officer and chief financial officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15-d-14(c)) as of a date within 90 days of the filing of this quarterly report (the "Evaluation Date") and have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were effective. The Company's disclosure controls are designed to ensure that material information relating to MemberWorks and its consolidated subsidiaries that are required to be disclosed in its reports under the Exchange Act is accumulated and communicated to the chief executive officer and chief financial officer.

Changes in internal controls.
There were no significant changes in the Company's internal controls or in other factors that could significantly affect our controls subsequent to the Evaluation Date.

MEMBERWORKS INCORPORATED

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Except as set forth below, in management's opinion, there are no significant legal proceedings to which the Company or any of its subsidiaries is a party or to which any of their properties are subject. The Company is involved in other lawsuits and claims generally incidental to its business including, but not limited to, various suits, including suits previously disclosed in the 2002 Annual Report filed on Form 10-K , brought against the Company by individual consumers seeking monetary and/or injunctive relief relating to the marketing of the Company's programs. In addition, from time to time, and in the regular course of its business, the Company receives inquiries from various federal and/or state regulatory authorities. Management does not believe that there will be any material effect on the results of operations as a result of its outstanding litigation proceedings.

In March 2002, the Company and other plaintiffs filed suit against Homestore.com, Inc. in United States District Court for the District of Connecticut. The action was transferred to the United States District Court for the Central District of California. The suit, which sought injunctive and other relief, alleged securities fraud, negligent misrepresentation, breach of contract and other grounds in connection with the Company's sale of its interest in iPlace, Inc. In response to plaintiffs' preliminary motions, the court ordered Homestore.com, Inc. to place $58.0 million in a constructive trust pending resolution of the lawsuit or further order of the court. During the quarter ended September 30, 2002, MemberWorks, along with certain of the other former shareholders of iPlace, Inc., settled their lawsuit against

Homestore.com, Inc. The total settlement amount in favor of the plaintiffs was $23.0 million, of which MemberWorks received $19.1 million.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

99.1 Certification Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 by the President, Chief Executive Officer and Director of the Company

99.2 Certification Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 by the Executive Vice President and Chief Financial Officer of the Company

b) Reports on Form 8-K
None

MEMBERWORKS INCORPORATED

SIGNATURES

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

MEMBERWORKS INCORPORATED
(Registrant)

Date: May 6, 2003	By:	/s/ Gary A. Johnson Gary A. Johnson, President, Chief Executive Officer and Director
May 6, 2003	By:	/s/ James B. Duffy James B. Duffy, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

CERTIFICATIONS

I, Gary A. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of MemberWorks Incorporated,

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 6, 2003 By: /s/ Gary A. Johnson

Gary A. Johnson, President, Chief

Executive Officer and Director

CERTIFICATIONS (CONTINUED)

I, James B. Duffy, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of MemberWorks Incorporated,

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this

quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 6, 2003 By: /s/ James B. Duffy

James B. Duffy, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)