

BARRISTER GLOBAL SERVICES NETWORK INC

Form 10-Q

February 14, 2002

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.**

**FORM 10-Q**

**Quarterly Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

For Quarter Ended December 31, 2001

Commission File Number 0-14063

**BARRISTER GLOBAL SERVICES NETWORK, INC.**  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation of organization) (I.R.S.  
Employer  
Identification No.)

16-1176561

290 Ellicott Street, Buffalo, New York  
(Address of principal executive offices) (Zip  
Code)

14203

Registrant's telephone number, including area code (716) 845-5010

Not Applicable

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Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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Class

Outstanding at January 31, 2002

Common \$.24 Par Value

11,944,963 Shares

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**PART I. FINANCIAL INFORMATION**  
**BARRISTER GLOBAL SERVICES NETWORK, INC.**  
**BALANCE SHEETS**  
*(In thousands)*

|  | <u>December<br/>31</u> | <u>March<br/>31</u> |
|--|------------------------|---------------------|
|  | <u>2001</u>            | <u>2001*</u>        |
| <b>ASSETS</b>  |                        |                     |
| <b>Current assets:</b>                                   |                        |                     |
| Cash and equivalents                                     | \$733                  | \$1,104             |
| Short-term investments                                   | 535                    | 3,253               |
| Accounts receivable                                      | 1,482                  | 1,905               |
| Service parts inventory                                  | 1,415                  | 1,410               |
| Prepaid expenses   | 65                     | 24                  |
| <hr/>  |                        |                     |
| <hr/>  |                        |                     |
| Total current assets                                     | 4,230                  | 7,696               |
| <hr/>  |                        |                     |
| <hr/>  |                        |                     |
| <b>Equipment and leasehold<br/>improvements, at cost</b> | 2,454                  | 2,384               |
| Less accumulated<br>depreciation                         | 2,017                  | 1,890               |
| <hr/>  |                        |                     |
| <hr/>  |                        |                     |
| Net equipment and leasehold<br>improvements              | 437                    | 494                 |
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**Marketable securities**

2,710

**Other assets**

25 25

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\$7,402 \$8,215

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**LIABILITIES AND  
STOCKHOLDERS  
EQUITY**

**Current liabilities:**

Current installments of  
long-term debt (\$366 and  
\$379 to a related party,  
respectively)

\$415 \$424

Accounts payable

774 609

Accrued compensation and  
benefits

375 484

Customer advances and  
unearned revenue

446 732

Other accrued expenses

27 148

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Total current liabilities

2,037 2,397

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**Long-term debt, excluding  
current installments** (\$274  
to a related party at March 31,  
2001)

43 355

**Stockholders equity:**

Preferred stock

Common stock, \$.24 par  
value

2,867 2,867

Additional paid-in capital

23,028 23,028

Accumulated deficit

(20,573) (20,432)

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Total stockholders equity

5,322 5,463

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\$7,402 \$8,215

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*See accompanying notes to financial statements.*

\* *March 31, 2001 balances were derived from audited Financial Statements.*

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**BARRISTER GLOBAL SERVICES NETWORK, INC.  
STATEMENTS OF OPERATIONS**

(unaudited)

(In thousands, except per share amounts)

|  | Three months ended |                | Nine months ended |                |
|--|--------------------|----------------|-------------------|----------------|
|  | Dec 31<br>2001     | Dec 31<br>2000 | Dec 31<br>2001    | Dec 31<br>2000 |
| <b>Revenues</b>                              | \$3,296            | \$2,792        | \$9,423           | \$7,888        |
| <b>Costs and expenses:</b>                   |                    |                |                   |                |
| Cost of services                             | 2,439              | 2,091          | 7,010             | 5,904          |
| Selling, general and administrative expenses | 957                | 834            | 2,779             | 2,420          |
| <b>Operating loss</b>                        | (100)              | (133)          | (366)             | (436)          |
| <b>Interest expense (income):</b>            |                    |                |                   |                |
| Related party                                | 6                  | 24             | 28                | 67             |
| Other  | (53)               | (95)           | (168)             | (212)          |

Total interest, net  
(47) (71) (140) (145)

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**Net loss from continuing operations before  
income taxes**

(53) (62) (226) (291)

Income tax benefit

(20) (23) (85) (106)

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**Net loss from continuing operations**

(33) (39) (141) (185)

**Discontinued operations:**

Gain on sale of discontinued operations net of  
income taxes of \$169 and \$1,863

276 2,049

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**Net (loss) earnings**

\$(33) \$237 \$(141) \$1,864

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**Basic and diluted (loss) earnings per common share:**

Continuing operations  
\$ .00 \$ .00 \$(.01) \$(.01)  
Discontinued operations  
.00 .02 .00 .17

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Total  
\$ .00 \$ .02 \$(.01) \$ .16

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Weighted average number of common shares outstanding:

Basic and diluted  
11,945 11,945 11,945 11,915

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*See accompanying notes to financial statements.*

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**BARRISTER GLOBAL SERVICES NETWORK, INC.  
STATEMENT OF STOCKHOLDERS EQUITY**

(unaudited)

(In thousands, except number of shares)

|                           | <u>Common<br/>stock</u> | <u>Additional<br/>paid-in<br/>capital</u> | <u>Accumulated<br/>deficit</u> | <u>Total</u> |
|---------------------------|-------------------------|---|--------------------------------|--------------|
| Balance at March 31, 2001 | \$2,867                 | \$23,028                                  | \$(20,432)                     | \$5,463      |
| Net loss                  |                         |   |                                |              |
| (141) (141)               |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| Balance at Dec. 31, 2001  | \$2,867                 | \$23,028                                  | \$(20,573)                     | \$5,322      |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |
| <hr/>                     |                         |   |                                |              |

Common stock 11,944,963 shares issued and outstanding at December 31, 2001 and March 31, 2001.

See accompanying notes to financial statements.

**Table of Contents****BARRISTER GLOBAL SERVICES NETWORK, INC.  
STATEMENTS OF CASH FLOWS**

(unaudited)

*(In thousands)*

|   | <b>Nine months ended</b> |               |
|---|--------------------------|---------------|
|   | <b>Dec 31</b>            | <b>Dec 31</b> |
|   | <b>2001</b>              | <b>2000</b>   |
| <b>Cash flows from operating activities:</b>  |                          |               |
| Net (loss) earnings   |                          |               |
|   | \$(141)                  | \$1,864       |
| Adjustments to reconcile net (loss) earnings to net cash provided (used) by operating activities: |                          |               |
| Gain on sale of discontinued operations   |                          |               |
|   | (3,912)                  |               |
| Deferred income taxes   |                          |               |
|   | 1,120                    |               |
| Depreciation  |                          |               |
|   | 127                      | 117           |
| Changes in current assets and liabilities:  |                          |               |
| Accounts receivable   |                          |               |
|   | 423                      | (924)         |
| Inventories   |                          |               |
|   | (5)                      | 228           |
| Prepaid expenses  |                          |               |
|   | (41)                     | (50)          |
| Accounts payable  |                          |               |
|   | 165                      | (583)         |
| Accrued compensation and benefits   |                          |               |
|   | (109)                    | (376)         |
| Customer advances and unearned revenues   |                          |               |
|   | (286)                    | (98)          |
| Other liabilities   |                          |               |
|   | (121)                    | 272           |
| <hr/>   |                          |               |
| <hr/>   |                          |               |
| Net cash provided (used) by operating activities  |                          |               |
|   | 12                       | (2,342)       |
| <hr/>   |                          |               |

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Cash flows from investing activities:

Additions to equipment and leasehold improvements

(70) (260)

Proceeds from sale of discontinued operations

7,072

Maturity of investments

3,993

Purchases of investments

(3,985) (3,122)

Other assets

(1)

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Net cash (used) provided by investing activities

(62) 3,689

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Cash flows from financing activities:

Proceeds from long-term debt

152

Repayment of debt

(321) (787)

Proceeds from sale of common stock

44

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Net cash used in financing activities

(321) (591)

Net (decrease) increase in cash  
and equivalents from continuing  
operations  
(371) 756  
Net increase in cash from  
discontinued operations  
28

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Net (decrease) increase in cash  
and equivalents  
(371) 784  
Cash and equivalents at  
beginning of period  
1,104 161

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Cash and equivalents at end of  
period  
\$733 \$945

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Supplemental disclosure of cash  
flow information:

Interest paid  
\$39 \$88

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*See accompanying notes to financial statements.*

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**BARRISTER GLOBAL SERVICES NETWORK, INC.  
NOTES TO FINANCIAL STATEMENTS**

1. In the opinion of Management, the accompanying financial statements present fairly the financial position, results of operations and cash flows for the periods shown. The third quarter results for each year represent operations for the quarters ended December 31, 2001 and December 31, 2000. The financial data included herein was compiled in accordance with the same accounting policies applied to the Company's audited annual financial statements. Any adjustments made were of a normal recurring nature.

The results of operations for the nine month period ended December 31, 2001 are not necessarily indicative of the results to be expected for the full year.

2. Cash and equivalents consist of cash and liquid debt instruments with maturity of three months or less from the date of purchase. Cash and equivalents are stated at cost plus accrued interest, which approximates market value. Short-term investments and marketable securities are classified as held-to-maturity securities based on the Company's ability and intent to hold the securities until maturity. The securities are recorded at amortized cost adjusted for the accretion of discounts or cost plus accrued interest. Short-term investments consist of certificates of deposits and corporate debt instruments. Marketable securities consist of mortgage-backed securities and corporate debt instruments and are expected to mature in less than two years.

3. On May 5, 2000, the Company sold substantially all of the assets of the Company's software business to Keystone Solutions US, Inc. (Keystone), a wholly owned subsidiary of Keystone Software PLC. The Company agreed to indemnify Keystone with respect to any breach of its representations and warranties (subject to a \$50,000 basket and a cap of the purchase price paid) or any breach of any covenant of the Company contained in the Asset Purchase Agreement. The Company agreed to indemnify Keystone with respect to claims or actions pending at or arising after the closing date (May 5, 2000) that related to the operation of the software business prior to that date.

The pre-tax net gain on the sale of the software business recorded in the first nine months of the prior year was \$3,912,000. The net gain less applicable income taxes (see note 4) is shown in the statements of operations under the caption discontinued operations.

4. The income tax benefit recorded in each of the comparable quarters on the net loss from continuing operations approximated the statutory tax rate. No additional tax benefits were established in the statements of operations for the comparable periods, since the Company has fully reserved for the tax effect of net deductible temporary differences and loss carryforwards. These benefits will be recorded in future periods as they are realized or as their realization becomes predictable.

The income tax provision associated with the gain from the sale of the software business (see note 3) was higher than the statutory tax rate since goodwill valued at \$986,000 for financial reporting purposes had a zero basis for tax purposes. The provision includes current taxes of \$780,000 and deferred taxes of \$1,083,000. The deferred taxes resulted from the use of tax loss carryforwards from prior years and the reversal of temporary differences between book and tax on the assets sold.

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5. The Company adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities beginning April 1, 2001. SFAS No. 133 requires all derivatives to be recorded on the balance sheet at fair value and establishes new accounting rules for hedging instruments. The Company does not enter into hedging transactions or acquire derivative instruments, accordingly, SFAS No. 133 had no impact on the financial statements.

The Company will adopt SFAS No. 141, Business Combinations and SFAS No. 142, Goodwill and Other Intangible Assets on April 1, 2002. SFAS No. 141 requires that the purchase method be used for all business combinations initiated after June 30, 2001. SFAS No. 142 changes the accounting for goodwill and intangible assets with indefinite lives from an amortization method to an impairment approach. The pronouncements are not expected to have an impact on the financial statements.

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

**Financial Condition**

Cash and equivalents, short-term investments and marketable securities totaled \$3,978,000 at December 31, 2001 and \$4,357,000 at March 31, 2001. The net decrease of \$379,000 was primarily a result of debt repayments of \$321,000 and additions to equipment and leasehold improvements of \$70,000.

The principal cash requirements expected for fiscal 2002 are debt repayments approximating \$424,000, and additions to equipment and leasehold improvements which are expected to decrease from amounts spent in the prior year. The Company continues to explore the potential of a move of its headquarters into more suitable space. If any move takes place, the earliest that it would occur would be next fiscal year. The Company's cash and short term investments will be sufficient to cover working capital, capital expenditure requirements and debt repayments in fiscal 2002.

**Results of Operations**

For the quarter ended December 31, 2001, revenues increased 18.1% from the same quarter in 2000. For the nine month period ended December 31, 2001, revenues increased 19.5% compared with the first nine months of the prior year. These increases resulted from growth in revenues from hardware maintenance contracts and from services provided on a time and materials basis. For the comparative third quarters, revenues from hardware maintenance contracts grew to \$2,441,000, an increase of 11.0% and for the comparative first nine months these revenues grew to \$7,011,000, an increase of 15.1%. These increases principally resulted from the capture of new contracts in the prior year and one large contract which started in September of this year. Time and material revenues increased by 41.5% to a total of \$832,000 for the comparable third quarters and by 32.7% to a total of \$2,333,000 for the comparative nine month periods. The principal reasons for these increases were business generated from a new customer obtained from a reseller that started in April, 2001, the continuation of services outsourced by a direct customer, which commenced in the second half of the previous fiscal year, and services provided on a new large contract, which started in September of this year.

The cost of services decreased as a percentage of revenues from 74.9% in the third quarter of the prior year to 74.0% in the third quarter of the current year. For the comparable first nine months these expenses decreased as a percentage of revenues from 74.9% to 74.4%. Selling, general and administrative expenses also decreased as a percentage of revenues for these same periods. For the comparable third quarters these expenses dropped from 29.9% to 29.0% of revenues and for the comparable nine month periods selling, general, and administrative expenses decreased from 30.7% to 29.5% of revenues. The primary reason for the improvement in these percentages has been the ability to leverage certain fixed expenses whereby the growth in revenues has not resulted in commensurate growth in fixed expenses.

The decrease in net interest income for the comparable third quarters was primarily based on a drop in interest rates, which impacted earnings from the Company's investments. Net interest income for the comparable nine month periods was approximately the same. In the prior year the Company did not have any investments until it received the net proceeds from the sale of its software business in May, 2000. As a result, the Company realized higher amounts of net interest income in its comparable first quarters. This favorable result has now been offset by lower amounts of net interest income in the second and third quarters due primarily to lower interest rates.

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The income tax benefit recorded in each of the comparable quarters and nine month periods on the net loss from continuing operations approximated the statutory tax rate. No additional tax benefits were established in the statements of operations for the comparable periods, since the Company has fully reserved for the tax effect of net deductible temporary differences and loss carryforwards. These benefits will be recorded in future periods as they are realized or as their realization becomes predictable.

The pre-tax net gain on discontinued operations recognized in the first nine months of the prior year is based on the sale of the Company's software business to Keystone on May 5, 2000. The income tax provision associated with the gain from the sale of the software business is higher than the statutory tax rate since goodwill valued at \$986,000 for financial reporting purposes had a zero basis for tax purposes. The provision included current taxes of \$780,000 and deferred taxes of \$1,083,000. The deferred taxes resulted from the use of tax loss carryforwards from prior years and the reversal of temporary differences between book and tax on the assets sold.

## **Fourth Quarter Disclosure**

The Company will incur certain non-recurring selling, general and administrative expenses in its fourth quarter of fiscal 2002. In January, 2002, the Company hired Mr. William O. Bray as its president and chief executive officer to succeed Mr. Henry P. Semmelhack who held those positions since the Company's incorporation in 1982. Mr. Semmelhack will be retiring at the end of the fiscal year. Consistent with Mr. Semmelhack's employment contract and his retirement, the Compensation Committee of the Board of Directors has approved a deferred compensation arrangement for past services rendered. In addition, Mr. David L. Blankenship, Senior Vice President of Operations, will be leaving the Company at the end of February. The Company has agreed to buy out the remaining term of Mr. Blankenship's employment contract, cancel a loan and accrued interest outstanding to Mr. Blankenship in return for the stock held as collateral for the loan, plus pay for certain additional expenses. The impact of these non-recurring expenses in the fourth quarter, including additional salary costs during the transition period to the new CEO, relocation expenses for Mr. Bray, the value of the deferred compensation arrangement with Mr. Semmelhack, and the settlement with Mr. Blankenship are estimated to be \$735,000.

## **Forward-Looking Statement**

When used in this report, the words *expects*, *believes* and *intends* and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrences of unanticipated events. Readers are also urged to carefully review and consider the various disclosures made by the Company which attempt to advise interested parties of the factors which affect the Company's business in the Company's periodic reports on Form 10K and 10Q filed with the Securities and Exchange Commission.

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**PART II. OTHER INFORMATION**

|            |                                  |
|------------|----------------------------------|
| Item 6.    | Exhibits and Reports on Form 8-K |
| (a)        |                                  |
| Exhibits:  |                                  |
| None(b)    |                                  |
| Reports on |                                  |
| Form 8-K:  |                                  |
| None       |                                  |

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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.

**BARRISTER GLOBAL SERVICES NETWORK, INC.**

Date: February 11, 2002

By: /s/ William O. Bray

William O. Bray  
President  
and  
Chief Executive Officer

Date: February 11, 2002

By: /s/ Richard P. Beyer

Richard P. Beyer  
Senior Vice President, Finance  
(Principal Financial Officer)